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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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### DIRECTORS

Our Board consists of eleven Directors, three of whom are independent non-executive Directors. Our Board of Directors has the general powers and duties for the management and conduct of our business. The table below sets forth information regarding our current directors and senior officers:

Name	Age	Position
Kang Baohua.....	57	chairman and executive Director
Tian Shouliang.....	47	chief executive officer and executive Director
Guo Zhongshan.....	46	executive Director
Wang Yijun.....	42	executive Director
Si Zuobao.....	43	executive Director
Wu Qingguo.....	41	executive Director
Wang Lihui.....	41	executive Director
Wang Deqiang.....	43	executive Director
Poon Chiu Kwok.....	48	independent non-executive Director
Woo Kar Tung, Raymond.....	41	independent non-executive Director
Pang Chung Fai, Benny.....	38	independent non-executive Director

### Executive Directors

**Mr. Kang Baohua** (康寶華), aged 57, is the founder and chairman of our Group, and was appointed as our executive Director on February 26, 2010. Mr. Kang is the vice president of the Liaoning Chamber of Commerce (遼寧省商會). Graduated from Liaoning University (遼寧大學) with a diploma in politics in 1984, Mr. Kang has over 20 years of experience in the curtain wall industry and has been responsible for the management and strategic development of our Group since 1992. Prior to founding our Group, Mr. Kang was an executive director of Shenyang Strong Wind Group Company (瀋陽強風集團公司). Since our establishment, Mr. Kang has been involved in the management of our Company, including business development, finance and corporate strategy formulation.

**Mr. Tian Shouliang** (田守良), aged 47, is our chief executive officer and was appointed as our executive Director on December 18, 2010. Mr. Tian joined our Group in 1994 and has over 16 years of experience in the curtain wall industry. From 1995 to 1997, Mr. Tian was the vice general manager in production of Shenyang Yuanda, where he was involved in curtain wall product design and managed curtain wall production systems. From 1997 to 2008, he was the vice chairman of Yuanda Group where he was in charge of operations, finance and human resources management activities. Since 2008, Mr. Tian has been the president of Shenyang Yuanda, leading its business expansions and product development plans. Mr. Tian graduated from Harbin Industrial University (哈爾濱工業大學) in 1986 with a bachelor's degree in engineering specializing in the study of heat turbines.

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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**Mr. Guo Zhongshan** (郭忠山), aged 46, was appointed as our executive Director on December 18, 2010. Mr. Guo joined our Group in 1994 and has over 16 years of experience in the curtain wall industry. From 1994 to 1996, Mr. Guo was the chief engineer of Shenyang Yuanda, responsible for engineering design works related to curtain wall products. From 1996 to 1997, Mr. Guo has been the vice president of Shenyang Yuanda responsible for market development in the PRC. Since 1997, Mr. Guo has been the vice president of Shenyang Yuanda. Prior to joining our Group, Mr. Guo was the technical director of Shenyang Strong Wind Company (瀋陽強風公司) from 1992 to 1993. Mr. Guo graduated from Shenyang Aviation Industrial College (瀋陽航空工業學院) with a bachelor’s degree in mechanical engineering in 1986 and from Dalian Polytechnic University (大連理工大學) with a master’s degree in mechanical engineering in 1992.

**Mr. Wang Yijun** (王義君), aged 42, is the vice president of our Group, managing director of our international operations and was appointed as our executive Director on December 18, 2010. Mr. Wang joined our Group since 1993 and has more than 17 years of experience in the curtain wall industry. From 1993 to 1998, Mr. Wang held various managerial positions in Shenyang Yuanda where he managed engineering design and technology works. In 1999, Mr. Wang was the technical manager of Shenyang Yuanda Shanghai branch. Since 2000, Mr. Wang has been the director and general manager of the international operations of Shenyang Yuanda, responsible for developing its business in overseas markets. Mr. Wang graduated from Shenyang Aviation Industrial College (瀋陽航空工業學院) with a bachelor’s degree in mechanical engineering and design in 1992.

**Mr. Si Zuobao** (思作寶), aged 43, is the managing director of our operations in Eastern China and was appointed as our executive Director on December 18, 2010. Mr. Si joined the Group in 1993 and has more than 17 years of experience in the curtain wall industry. From 1993 to 1995, Mr. Si was an engineering designer responsible for technical design of the Group’s projects. From 1996 to 1998, Mr. Si was the vice president of sales in Shenyang Yuanda, in charge of formulating sales strategies and leading sales teams. From 1998 to 2009, Mr. Si served as the general manager of Shenyang Yuanda Shanghai branch. Since 2010, Mr. Si has been the managing director of Shenyang Yuanda for its business in Eastern China, leading the expansion of its presence in Eastern China. Mr. Si graduated from Jilin Industrial University (吉林工業大學) in 1991 with a bachelor’s degree in engineering specializing in the study of internal combustion engines.

**Mr. Wu Qingguo** (吳慶國), aged 41, is the managing director of our operations in Northeastern China and was appointed as our executive Director on December 18, 2010. Mr. Wu joined the Group in 1997 and has more than 13 years of experience in the curtain wall industry. He has been involved in the development and sales activities of our operations in Northeastern China since he joined us. From 1997 to 2000, Mr. Wu led the sales activities of the operations of Shenyang Yuanda in Northeastern China. From 2001 to 2008, Mr. Wu was general manager of the Northeastern China Branch of Shenyang Yuanda in charge of its operations in Northeastern China, responsible for managing its sales, production, operations and marketing activities. He was appointed the President of the Northeastern China Branch of Shenyang Yuanda in June 2008 and was appointed the President of the Group’s Northeastern China operations in 2010. Mr. Wu graduated from Shenyang University (瀋陽大學) with a bachelor’s degree in industrial engineering management in 1992.

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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**Mr. Wang Lihui** (王立輝), aged 41, was appointed as our executive Director on December 18, 2010. Mr. Wang joined our Group in 1996 and has more than 18 years of experience in accounting and finance. Mr. Wang has experience in dealing with internal control, risk management, corporate finance and taxation matters and is responsible for the overall management of our Group’s financial operations. He has been involved in formulating the Group’s budgets, remuneration and incentive schemes. Prior to joining us, Mr. Wang was an accountant in Northeast (No. 6) Pharmaceutical Manufacturer (東北第六製藥廠) from 1992 to 1994 and the finance director of Shenyang Wumei Shopping Centre (瀋陽物業美商城) from 1995 to 1996. From 1996 to 2004, Mr. Wang was the financial manager of Shenyang Yuanda. Since 2004, Mr. Wang has been the chief accountant of Yuanda Group. Mr. Wang graduated from Anhui Trade and Finance College (安徽財貿學院) with a bachelor’s degree in economics in 1992.

**Mr. Wang Deqiang** (王德強), aged 43, was appointed as our executive Director on December 18, 2010. Mr. Wang joined the Group in 2002. Prior to joining the Group, Mr. Wang had served as the chief accountant at Fushun Aluminum Factory (撫順鋁廠) and as an audit assistant at Liaoning Jinxin Accounting Firm (遼寧金信會計師事務所). From 2002 to 2005, Mr. Wang was the head of the finance department of Shenyang Yuanda where he was in charge of accounting and financial affairs of the international business of Shenyang Yuanda. From 2005 to 2009, Mr. Wang was the assistant chief accountant of Shenyang Yuanda where he was responsible for the overall financial affairs of Shenyang Yuanda, including preparing the accounts of its onshore and offshore businesses, and managing the finance of the trading business of Shenyang Yuanda. Mr. Wang graduated from Southern China Industrial University (中南工業大學) with a bachelor’s degree in industrial engineering management in 1991.

### Independent Non-Executive Directors

**Mr. Poon Chiu Kwok** (潘昭國), aged 48, was appointed as our independent non-executive Director on April 12, 2011. Mr. Poon currently serves as the executive director and the company secretary of Huabao International Holdings Limited (Hong Kong stock code: 00336), an independent non-executive director of Tsingtao Brewery Company Limited (Hong Kong stock code: 00168; also listed on the Shanghai Stock Exchange) and an independent director of Ningbo Port Company Limited (a company listed on the Shanghai Stock Exchange). From May 2003 to June 2009, Mr. Poon served as an independent non-executive director of CATIC Shenzhen Holdings Limited (Hong Kong stock code: 00161). Mr. Poon has over 20 years of experience in regulatory affairs, commerce and investment banking, including during 1992 to 2006 serving as an executive director and managing director of several investment banks acting as sponsor to companies on their listing on The Stock Exchange of Hong Kong Limited, and providing a variety of financial advisory and merger and acquisition services. Before that, Mr. Poon worked in the Listing Division of The Stock Exchange of Hong Kong Limited on compliance and regulatory matters.

Mr. Poon obtained a postgraduate diploma in laws at the University of London in the United Kingdom in 2010 through distance learning courses. He also obtained a master’s degree in arts, majoring in international accounting and a bachelor’s degree in arts, majoring in business studies from the City University of Hong Kong in 1997 and 1994, respectively. Mr. Poon has also obtained a bachelor’s degree in laws from the University of Wolverhampton in the United Kingdom in 2004 through distance learning courses. Mr. Poon is currently a member and associate instructor of Hong Kong Securities Institute (“HKSI”), a long-serving member of a Professional Education Committee of HKSI, an associate member of Institute of Chartered Secretaries and Administrators, and an associate member of Hong Kong Institute of Chartered Secretaries.

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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**Mr. Woo Kar Tung, Raymond** (胡家棟), aged 41, was appointed as our independent non-executive Director on April 12, 2011. Mr. Woo is an executive director, chief financial officer and company secretary of IRC Limited (Hong Kong stock code: 1029). Mr. Woo has over 17 years of experience in the accounting and financial services industry. He began his financial career as an accountant, and worked at Arthur Andersen & Co in Hong Kong from 1993 to 1997. He occupied various senior positions in a number of financial institutions in Hong Kong including ING Bank N.V., Hong Kong from 1997 to 2004, and CITIC Securities (HK) Limited (formerly known as CITIC Capital Markets Holding Limited) from 2004 to 2006 where he was a managing director and the head of corporate finance. From 2006 to 2007, Mr. Woo was the financial controller of China Resources Land Limited (Hong Kong stock code: 1109). In 2007 Mr. Woo became a director of investment banking at Credit Suisse Hong Kong until he joined IRC Limited in June 2010. Mr. Woo graduated from the University of New South Wales with a Bachelor of Commerce in 1991. He has been a member of the Australian Society of Certified Practising Accountants (CPA Aust.) since 1992 and has been a fellow of the Hong Kong Institute of Certified Public Accountants since 2005.

**Mr. Benny Chung Fai Pang** (彭中輝), aged 38, was appointed as our independent non-executive Director on April 12, 2011. Mr. Pang is the managing partner of Salans Hong Kong, an international law firm with offices in 22 cities. He is also the principal of Pang & Co, a local law firm in association with Salans Hong Kong. Between 1997 and 2009, Mr. Pang practiced as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor’s degree in laws from Bond University in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master’s degree in laws from The College of Law and the University of New South Wales, respectively. He was admitted as a legal practitioner of the Supreme Court of New South Wales in 1997 and as a solicitor of the High Court of Hong Kong in 2009. He is a member of both the Law Society of New South Wales and the Law Society of Hong Kong.

### SENIOR MANAGEMENT

Our senior management members are Mr. Xie Haizhuang, Mr. Wong Yuk, Mr. Xiong Yudi and Mr. Li Qi. See the paragraphs headed “Executive Directors” above for the description of their experience. The table below sets forth certain information regarding our senior management members (excluding executive Directors):

<u>Name</u>	<u>Age</u>	<u>Position</u>
Li Qi (李祺) . . . . .	42	managing director of our Northern China operations
Wong Yuk (王旭) . . . . .	39	chief financial officer and company secretary
Xie Haizhuang (謝海狀) . . . . .	43	chief engineer of Shenyang Yuanda
Xiong Yudi (熊宇鏞) . . . . .	42	managing director of our West China operations
Paul Anthony Dawson . . . . .	49	managing director of our Australia operations

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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**Mr. Li Qi** (李祺), aged 42, is the managing director of our Group's Northern China operations. Mr. Li joined our Group in 1998. He served as sales manager of our Shanghai branch from 1998 to 2002 where he was in charge of the Group's sales activities in Shanghai. From 2002 to 2008, Mr. Li was general sales manager of our Shanghai branch where he was involved in sales training and market intelligence management. Since 2008, Mr. Li has been managing director of the Group's Northern China where he led the development of the Group's business in Northern China. Mr. Li graduated from Shenyang Agricultural University (瀋陽農業大學) with a bachelor's degree in business organization management in 1990.

**Mr. Wong Yuk** (王旭), aged 39, is the chief financial officer of the Group and our company secretary. Mr. Wong joined our Group in December 2010. He is responsible for the Group's financial and investor relations affairs. He is our key liaison contact with the professional parties. Mr. Wong has more than 14 years of work experience and during this period of time he has worked in the professional auditing, manufacturing, trading and utility industries. He started his career in KPMG Hong Kong from September 1996 and also worked for various Hong Kong and Singapore listed companies from October 1999 to November 2010 for their operations both in Hong Kong and PRC, including subsidiaries of each of the Swire Group, Hong Kong and China Gas Company Limited, Lung Kee Metal Limited and China Oilfield Technology Services Group Ltd., respectively. Mr. Wong obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in 1996. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Xie Haizhuang** (謝海狀), aged 43, is the chief engineer of Shenyang Yuanda. Mr. Xie joined our Group in 1995. From 1995 to 2002, Mr. Xie held positions including technical designer and technical manager, dealing with the technical aspects of curtain wall projects. He has worked on the technical design of proposals for bidding major projects. Since 2002, Mr. Xie was involved in our corporate technical development management. Graduating from Huadong Industrial College (華東工學院) in 1990, Mr. Xie holds a bachelor's degree in mechanical construction design.

**Mr. Xiong Yudi** (熊宇籟), aged 42, is the managing director of our Group's West China operations. Mr. Xiong joined our Group in 1993. From 1993 to 1997, Mr. Xiong was the sales representative of Shenyang Yuanda, responsible for its sales activities in Beijing, Tianjin and Northwest China. From 1997 to 2001, Mr. Xiong served as general sales manager of our Northeast China operations, and from 2001 to 2010, the general manager of our West China operations, where he managed the operation of our production facilities and formulated various policies to expand our Group's operations in West China. Mr. Xiong graduated from Chongqing University (重慶大學) with a bachelor's degree in mechanical engineering in 1990.

**Paul Anthony Dawson**, aged 49, is the managing director of our Australia operations. Mr. Dawson joined our Group in January 2007 and is responsible for our operations in Australia. Mr. Dawson has more than 25 years of experience in construction and curtain wall contracting. Mr. Dawson was formerly the national construction manager, curtain wall division of G. James Glass & Aluminium Pty. Ltd., a position he held for 15 years. During that period, Mr. Dawson was responsible for all commercial projects delivered in the commercial contracting division. He also expanded the business to new markets and was responsible for many landmark building projects in Australia. Mr. Dawson obtained an associate diploma in mechanical engineering from the University of Sydney in 1985.

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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### Company Secretary

**Mr. Wong Yuk** (王旭), aged 39, is our company secretary. Mr. Wong's biography is set forth in "Senior Management" above.

### BOARD COMMITTEES

#### Audit Committee

Our Company established an audit committee on April 12, 2011 with effect from the completion of [●] with written terms of reference in compliance with [●]. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of our Company.

The audit committee comprises three members, namely, Mr. Poon Chiu Kwok, Mr. Woo Kar Tung, Raymond and Mr. Pang Chung Fai, Benny. They are the independent non-executive Directors. The audit committee is chaired by Mr. Poon Chiu Kwok.

#### Remuneration Committee

Our Company established a remuneration committee on April 12, 2011 with effect from the completion of [●]. The primary duties of the remuneration committee are to evaluate and make recommendations to our Board regarding the compensation of the chief executive officer and other executive Directors. In addition, the remuneration committee conducts reviews of the performance, and determines the compensation structure of our senior management.

The current members of the remuneration committee are Mr. Tian Shouliang, Mr. Pang Chung Fai, Benny and Mr. Woo Kar Tung, Raymond. The remuneration committee is chaired by Mr. Tian Shouliang.

#### Nomination Committee

Our Company established a nomination committee on April 12, 2011 with effect from the completion of [●] to make recommendations to our board regarding candidates to fill vacancies on our Board.

The current members of the nomination committee are Mr. Kang Baohua, Mr. Poon Chiu Kwok and Mr. Pang Chung Fai, Benny. The nomination committee is chaired by Mr. Kang Baohua.

### REMUNERATION OF DIRECTORS

We reimburse our Directors for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. The executive Directors who are also our employees are entitled to receive compensation in the form of salaries and other allowances and benefits in kind.

The aggregate amount of salaries and other allowances and benefits in kind paid by us to our five highest paid individuals, including our contribution to the pension schemes for such individuals, during the years ended December 31, 2008, 2009 and 2010 were approximately RMB20.8 million, RMB17.6 million and RMB13.9 million, respectively.

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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During the years ended December 31, 2008, 2009 and 2010, the aggregate amount of salaries and other allowances, pension scheme contributions and benefits in kind paid by us to our Directors were approximately RMB13.8 million, RMB12.9 million and RMB12.0 million, respectively.

Except as disclosed above, no other payments have been made or are payable in respect of the three years ended December 31, 2008, 2009 and 2010 by us or any of our subsidiaries to or on behalf of our Directors, and no payments were made during the three years ended December 31, 2008, 2009 and 2010 by us to any of our Directors as an inducement to joining or upon joining our Company.

Under the arrangements currently in place, we estimate the aggregate remuneration of our Directors, payable for the year ending December 31, 2011 to be approximately RMB15.6 million.

### EMPLOYEES

As of December 31, 2010, we had approximately 12,721 full-time employees. Set out below is a breakdown of the number of our full-time employees by function:

<u>Division</u>	<u>Number of Employees</u>
Operation Management .....	3,789
Sales and Marketing .....	311
Design Management .....	1,546
Production .....	6,443
Research and development .....	632
Total .....	<u>12,721</u>

We recruit our personnel from the open market and we enter into employment contracts with them. We offer competitive remuneration packages to our employees, including salaries and bonuses to qualified employees. We provide on-going technical and operational training to our employees.

In the PRC, in accordance with relevant national and local labor and social welfare laws and regulations, we are required to pay in respect of our employees in the PRC various social security funds including basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, hospital insurance and insurance for maternity leave. Based on the relevant confirmation letters issued by the relevant authorities in charge, the Directors believe that we have no outstanding social security funds payable by us in accordance with PRC law as of the Latest Practicable Date.

We have not experienced any strikes, work stoppages or labor disputes which affected our operations and we believe we have maintained good working relations with our employees.