China XD Plastics Co Ltd Form DEF 14A November 16, 2012

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### SCHEDULE 14A (Rule 14a-101)

#### INFORMATION REQUIRED IN PROXY STATEMENT SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant x Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to Rule 14a-11 (c) or Rule 14a-12

# CHINA XD PLASTICS COMPANY LIMITED (Name of Registrant as Specified In Its Charter)

#### (Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- T No fee required
- **£** Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- £ Fee previously paid with preliminary materials.

 $\pounds$  Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

## CHINA XD PLASTICS COMPANY LIMITED

## No. 9 Dalian North Road, Haping Road Centralized Industrial Park, Harbin Development Zone, Heilongjiang Province, PRC 150060

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS to be held on December 3, 2012

## TO THE STOCKHOLDERS OF CHINA XD PLASTICS COMPANY LIMITED:

The Annual Meeting of the Stockholders of China XD Plastics Company Limited, a Nevada corporation (the "Company," "China XD," "we," "us" or "our") will be held on December 3, 2012, at 9:30 p.m. Beijing time, which is equivale to December 3, 2012 at 8:30 a.m. U.S. Eastern Standard Time (the "Annual Meeting"), at Shangri-La Hotel, Harbin, 555 You Yi Road, Harbin, 150018, China. The Annual Meeting is called for the following purposes:

- 1. To elect a total of eight (8) directors to the Board of Directors of the Company, including two (2) directors elected solely by the holders of the Company's Series D Preferred Stock (the "Series D Directors"), to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
- 2. To ratify the appointment of KPMG as the Company's independent auditors for the fiscal year ending December 31, 2012; and
- 3. To transact any other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on November 5, 2012 as the record date for the meeting. Only stockholders of record of our common stock on November 5, 2012 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement. Further information regarding voting rights and the matters to be voted upon is presented in our proxy statement.

Your attention is directed to the Proxy Statement accompanying this Notice for a more complete statement of matters to be considered at the Annual Meeting.

Whether or not you expect to attend the Annual Meeting, please execute the accompanying proxy, and return it promptly in the enclosed return envelope. If you grant a proxy, you may revoke it at any time prior to the Annual Meeting. Whether you grant a proxy, you may vote in person, if you attend the Annual Meeting.

# IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON DECEMBER 3, 2012

We have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This proxy statement is available at http://cxdc.irpage.net.

By Order of the Board of Directors,

/s/ Jie Han Jie Han Chairman of the Board of Directors and Chief Executive Officer

Dated: November 16, 2012

#### CHINA XD PLASTICS COMPANY LIMITED

## No. 9 Dalian North Road, Haping Road Centralized Industrial Park, Harbin Development Zone, Heilongjiang Province, PRC 150060

PROXY STATEMENT for Annual Meeting of Stockholders to be held on December 3, 2012

#### INTRODUCTION

Your proxy is solicited by the Board of Directors of China XD Plastics Company Limited, a Nevada corporation (the "Company," "China XD," "we," "us" or "our"), for use at the Annual Meeting of Stockholders to be held on December 3, 20 at 9:30 p.m. Beijing time, which is equivalent to December 3, 2012 at 8:30 a.m. U.S. Eastern Standard Time (the "Annual Meeting"), at Shangri-La Hotel, Harbin, 555 You Yi Road, Harbin, 150018, China. The Annual Meeting is called for the following purposes:

- 1. To elect a total of eight (8) directors to the Board of Directors, including two (2) directors elected solely by the holders of the Company's Series D Preferred Stock (the "Series D Directors"), to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
- 2. To ratify the appointment of KPMG as the Company's independent auditors for the fiscal year ending December 31, 2012; and
- 3. To transact any other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof.

The Board of Directors set November 5, 2012, as the record date (the "Record Date") to determine those holders of common stock, par value \$0.0001 per share, of the Company (the "Common Stock"), series B preferred stock, par value \$0.0001 per share, of the Company (the "Series B Preferred Stock"), series C preferred stock, par value \$0.0001 per share, of the Company (the "Series C Preferred Stock"), and series D preferred stock, par value \$0.0001 per share, of the Company (the "Series D Preferred Stock"), and series B Preferred Stock, par value \$0.0001 per share, of the Company (the "Series D Preferred Stock"), and series B Preferred Stock, par value \$0.0001 per share, of the Company (the "Series D Preferred Stock"), and together with the Series B Preferred Stock and the Series C Preferred Stock, the "Preferred Stock"), who are entitled to notice of, and to vote at, the Annual Meeting. A list of the stockholders entitled to vote at the meeting may be examined at the Company's office during the 10-day period preceding the Annual Meeting.

This proxy statement and the proxy card are being mailed on or about November 16, 2012 to our stockholders of record as of the close of business on the Record Date.

## GENERAL INFORMATION ABOUT VOTING

Who can vote?

Holders of our Common Stock, Series B Preferred Stock, Series C Preferred Stock, or Series D Preferred Stock, as of close of business on November 5, 2012, the Record Date, may vote at the Annual Meeting. As of the close of business on the Record Date, a total of 47,563,772 shares of Common Stock, 1,000,000 shares of Series B Preferred Stock, 2 shares of Series C Preferred Stock, and 16,000,000 shares of Series D Preferred Stock are entitled to vote at the Annual Meeting. The shares of Common Stock and Preferred Stock (collectively, the "Capital Stock") will vote together as a single class on all matters presented at the Annual Meeting except for the election of the Series D Directors, which the holders of the Series D Preferred Stock will vote on together as a separate class. Each share of Common Stock, Series C Preferred Stock, and Series D Preferred Stock is entitled to one vote. The holder of the Series B Preferred Stock is entitled to an aggregate of 42,375,848 votes, representing 40% of the combined voting power of all of the Company's issued and outstanding Capital Stock.

If I am a stockholder of record, how do I cast my vote?

If you are a stockholder of record, you may vote in person at the Annual Meeting. We will provide you a ballot on your arrival.

If you do not wish to vote in person or you will not be attending the Annual Meeting, you may vote by proxy using the enclosed proxy card. To vote by proxy using the enclosed proxy card, complete, sign and date your proxy card and promptly return it in the envelope provided.

If you vote by proxy, your vote must be received by 11:59 p.m. Beijing time on December 2, 2012, or 10:59 a.m. US Eastern Standard Time on December 2, 2012.

How do I vote by proxy?

Follow the instructions on the enclosed proxy card to vote on each proposal to be considered at the Annual Meeting. Sign and date the proxy card and mail it back to us in the enclosed envelope.

The enclosed proxy, when properly signed and returned to the Company, will be voted by the proxy holders at the Annual Meeting as directed by the proxy. Proxies which are signed by stockholders but which lack any such direction will be voted in favor of the proposals set forth in the Notice of Annual Meeting.

What if other matters come up at the Annual Meeting?

The matters described in this proxy statement are the only matters we know of that will be voted on at the Annual Meeting. If other matters are properly presented at the meeting, the proxy holders will vote your shares as they see fit.

Can I change my vote after I return my proxy card?

Yes. You may revoke your proxy card at any time before its exercise at the Annual Meeting by providing our Secretary a written notice revoking your proxy card or a duly executed proxy bearing a later date, or by attendance at the Annual Meeting and electing to vote in person.

Can I vote in person at the Annual Meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the Annual Meeting and vote your shares in person.

How are votes counted?

The Annual Meeting will be held if holders representing a majority of the shares of Capital Stock issued and outstanding, who are entitled to vote in person or by proxy, either sign and return to us their proxy cards or attend the meeting. If you sign and return to us your proxy card, your shares will be counted to determine whether a quorum exists, even if you abstain or fail to vote on any of the proposals listed on the proxy card.

The election of the eight (8) directors under Proposal 1 who are not Series D Directors requires a plurality of the votes duly cast at the Annual Meeting. "Plurality" means that the individuals who receive the largest number of votes cast "for" are elected as directors. The election of the two (2) Series D Directors under Proposal 1 requires a plurality of the votes duly cast by the holders of the shares of Series D Preferred Stock. Abstentions will be counted as present at the Annual Meeting for the purpose of determining a quorum but will have no effect on this Proposal 1. The approval of Proposals 2 and 3 require a majority of the votes duly cast at the Annual Meeting.

present at the Annual Meeting for the purpose of determining a quorum but will have no effect on Proposals 2 and 3. Unless otherwise stated, the enclosed proxy will be voted in accordance with the instructions thereon.

Brokers holding shares of the Common Stock in street name who do not receive instructions from the beneficial owners of those shares are entitled to vote on "routine" proposals such as the ratification of the Company's independent auditors but are not entitled to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your broker or other nominee how to vote in the election of directors as described in this proxy statement, no votes on the election of directors will be cast on your behalf for Proposal 1. Your broker or other nominee will, however, have discretion to vote any uninstructed shares on the ratification of KPMG as our independent auditor for Proposal 2.

Who pays for this proxy solicitation?

We will pay for expenses incurred in proxy solicitation, estimated to be US\$14,000. In addition to sending you these materials, some of our employees may contact you by telephone, by mail, by fax, by email, or in person. None of these employees will receive any extra compensation for contacting you. We may reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses in forwarding these proxy materials to stockholders.

Why are we seeking stockholder approval for these proposals?

Proposal No. 1: The Nevada Revised Statutes and The Nasdaq Stock Exchange require corporations to hold elections for directors each year.

Proposal No. 2: The Company has appointed KPMG to serve as the Company's independent auditors for the fiscal year 2012. The Company elects to have its stockholders ratify such appointment.

What rights of appraisal or similar rights of dissenters do I have with respect to any matter to be acted upon at the meeting?

No action is proposed herein for which the laws of the State of Nevada or our bylaws provide a right to our stockholders to dissent and obtain appraisal of, or payment for, such stockholders' Capital Stock.

## OUTSTANDING SHARES AND VOTING RIGHTS

Stockholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof, are stockholders of record at the close of business on the Record Date. Persons who are not stockholders of record on the Record Date will not be allowed to vote at the Annual Meeting. At the close of business on the Record Date there were 47,563,772 shares of Common Stock, 1,000,000 shares of Series B Preferred Stock, 2 shares of Series C Preferred Stock, and 16,000,000 shares of Series D Preferred Stock issued and outstanding. We have issued no other voting securities as of the Record Date. Each share of Common Stock, Series C Preferred Stock, and Series D Preferred Stock is entitled to one (1) vote on each matter to be voted upon at the Annual Meeting. The holder of the Series B Preferred Stock is entitled to an aggregate of 42,375,848 votes, representing 40% of the combined voting power of all of the Company's issued and outstanding Common Stock and Preferred Stock. The holders of the Series D Preferred Stock, voting as a separate class, have the right to elect the Series D Directors. Holders of Common Stock, Series B Preferred Stock, Series C Preferred Stock, and Series C Preferred Stock are not entitled to cumulate their votes for the election of directors.

#### DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

Only one copy of this proxy statement will be delivered to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. Upon written or oral request, we will deliver a separate copy of this proxy statement to a stockholder at a shared address to which a single copy of the annual report and proxy statement was delivered. If you wish to receive a separate copy of this proxy statement, please notify us by calling or sending a letter to the Secretary of the Company, c/o China XD Plastics Company Limited, at our offices located at 500 5th Avenue, Suite 4120, New York, New York 10110. Our telephone number is 212-747-1118. Stockholders who share an address and receive multiple copies of this proxy statement can notify us in writing or orally at the above provided address and telephone number and request that we deliver a single copy of these materials.

#### SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding beneficial ownership of the Company's stock as of November 5, 2012 by (i) each person known to us to beneficially own more than 5% of any class of our voting securities, (ii) each of our directors, each of our nominees for director and each of our named executive officers; and (iii) all executive officers, directors and nominees for director as a group. Except as otherwise noted below, the persons identified have sole voting and investment powers with respect to their shares. Unless otherwise indicated, the address for all of the executive officers, directors, nominees for director and stockholders named below is c/o China XD Plastics Company Limited, No. 9 Dalian North Road, Haping Road Centralized Industrial Park, Harbin Development Zone, Heilongjiang Province, PRC 150060.

Name and Address	Title of Class	Amount and Nature of Beneficial Ownership (1)	Percent of Class (2)
Jie Han			
(address: c/o China XD Plastics			
Company Limited,			
500 5th Avenue, Suite 4120, New York,	Series B		
New York 10110)	Preferred Stock	1,000,000 (3)	100.0%
Jie Han	Common Stock	32,510,131 (3)	68.3%
Qingwei Ma			
(address: c/o China XD Plastics			
Company Limited,			
500 5th Avenue, Suite 4120, New York,			
New York 10110)	Common Stock	12,000	*
Junjie Ma			
(address: c/o China XD Plastics			
Company Limited,			
500 5th Avenue, Suite 4120, New York,			
New York 10110)	Common Stock	8,000	*
Taylor Zhang	Common Stock	14,000	*
(address: c/o China XD Plastics			
Company Limited,			

500 5th Avenue, Suite 4120, New York, New York 10110)

Lawrence W. Leighton			
(address: c/o China XD Plastics			
Company Limited,			
500 5th Avenue, Suite 4120, New York,			
New York 10110)	Common Stock	32,110	*
Linyuan Zhai			
(address: c/o China XD Plastics			
Company Limited,			
500 5th Avenue, Suite 4120, New York,			
New York 10110)	Common Stock	4,229	*
XD. Engineering Plastics Company			
Limited			
(address: Palm Grove House, P.O. Box			
438, Road Town,	Series B	1 000 000 (2)	100.00
Tortola, British Virgin Islands)	Preferred Stock	1,000,000 (3)	100.0%
XD. Engineering Plastics Company	Common Starl	24 292 509 (2)	51.00
Limited	Common Stock	24,382,598 (3)	51.2%
MSPEA Modified Plastics Holding Limited			
(address: c/o Walkers Corporate			
Services Limited, Walker House,			
87 Mary Street, George Town, Grand	Series D		
Cayman KY1-9005, Cayman Islands)	Preferred Stock	16,000,000 (5)	100.0%
Total Ownership of Common Stock by	T Tereffed Stock	10,000,000 (5)	100.070
All Directors and			
Executive Officers as a Group		32,580,470	68.4%
			50,0
* Less than 1%			

- (1) The amount of beneficial ownership includes the number of shares of Common Stock and/or Series B Preferred Stock and/or Series D Preferred Stock, plus, in the case of each of the executive officer and directors and all officers and directors as a group, all shares issuable upon the exercise of the options held by them, which were exercisable as of November 5, 2012 or within 60 days thereafter. Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended, and the rules promulgated by the SEC, every person who has or shares the power to vote or to dispose of shares of common stock are deemed to be the "beneficial owner" of all the shares of common stock over which any such sole or shared power exists.
- (2) Based upon 47,563,772 shares of Common Stock outstanding, 1,000,000 shares of Series B Preferred Stock outstanding, 2 shares of Series C Preferred Stock and 16,000,000 shares of Series D Preferred Stock outstanding as of November 5, 2012.
- (3) Mr. Jie Han beneficially owns (i) 32,510,131 shares of Common Stock, representing 68.3% of our total outstanding Common Stock, which includes 8,127,533 shares of Common Stock directly held by Mr. Jie Han and 24,382,598 shares of Common Stock beneficially owned by Mr. Jie Han through his sole ownership of XD Engineering Plastics, and (ii) 1,000,000 shares of Series B Preferred Stock through his sole ownership of XD Engineering Plastics, representing 100% of our total outstanding Series B Preferred Stock.
- (4) MSPEA Modified Plastics Holding Limited owns 16,000,000 shares of Series D Preferred Stock, representing 100% of our total outstanding Series D Preferred Stock.

#### PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors has nominated a total of eight (8) persons to stand for election as members of the Board of Directors (with one (1) seat on the Board of Director remain vacant), including the two (2) directors elected solely by the holders of the Company's Series D Preferred Stock. If elected at the Annual Meeting, each nominee will hold office until the next Annual Meeting of Stockholders and until their successors are elected and qualified or until his or her earlier death, resignation, or disqualification. Management expects that each of the nominees will be available for election, but if any of them is not a candidate at the time the election occurs, it is intended that such proxy will be voted for the election of another nominee to be designated by the Board of Directors to fill any such vacancy.

## NOMINEES

Set forth below is the name, age, title and date of initial appointment of each nominee for director of the Company followed by a summary of each nominee's background and principal occupations over the past five years.

			Date of Initial
Name	Age	Title	Appointment
Jie Han	47 Chief	Executive Officer and Chairman of the	December 31, 2008
	Board	of Directors	
Taylor Zhang	34 Chief	Financial Officer and Director	May 14, 2009

Qingwei Ma	38	Chief Operating Officer and Director	December 31, 2008
Lawrence W. Leighton	78	Independent Director	May 14, 2009
(1)(2)(3)			
Linyuan Zhai (1)(2)(3)	63	Independent Director	May 14, 2009
Homer Sun $(2)(4)$	41	Independent Director	January 1, 2012
Jun Xu(4)	37	Independent Director	September 28, 2011
Feng Li (1)(2)(3)	50	Independent Director	November 12, 2012

(1) Serves as a member of the Audit Committee.

(2) Serves as a member of the Compensation Committee.

- (3) Serves as a member of the Nominating Committee.
- (4) Series D Director nominee.

Executive officers of the Company are appointed at the discretion of the Board of Directors with no fixed term. There are no family relationships between or among any of the executive officers or directors of the Company.

#### INFORMATION ABOUT THE NOMINEES

Jie Han. Mr. Han co-founded Harbin Xinda Macromolecule Material Co., Ltd. ("Harbin Xinda"), the Company's wholly owned subsidiary, in 2004, and has been employed by Harbin Xinda since that time. In January 2008, Mr. Han was appointed Chairman and Chief Executive Officer of Harbin Xinda. Prior to organizing Xinda High-Tech, which was founded in 2003, Mr. Han had been associated with the Harbin Xinda Nylon Factory, which he founded in 1985. With 27 years of experiences in the industry, Mr. Han is an expert in the management and financial aspects of the manufacture and distribution of modified plastic products. Mr. Han currently serves as an executive director of China Plastic Processing Industry Association and is also a director of the Heilongjiang Industry and Commerce Association. In addition, Mr. Han serves as a deputy to the Harbin Municipal People's Congress. Mr. Han received a business management degree from the Heilongjiang Provincial Party School.

Taylor Zhang. Mr. Zhang has over 11 years of experience in finance and operation in a broad range of industries. From May 2008 to March 2009, Mr. Zhang served as Chief Financial Officer of Advanced Battery Technologies, Inc (Nasdaq: ABAT). From 2007 to 2008, he served as Executive Vice President of Finance of China Natural Gas, Inc. (Nasdaq: CHNG). From 2005 to 2007, Mr. Zhang worked as a research analyst in New York Private Equity. From 2000 to 2002, he was employed as Finance Manager by Datong Thermal Power Limited. He holds a MBA from University of Florida and a Bachelor's Degree in mechanical and electronic engineering from Beijing Technology and Business University.

Qingwei Ma. Mr. Ma has been employed as General Manager of Harbin Xinda since it was founded in 2004. In 2008, he was promoted to Chief Operating Officer and appointed to the Board of Directors. Prior to joining Harbin Xinda, Mr. Ma was employed for six years by Harbin Xinda Nylon Factory as Manager of Quality Assurance, then as Manager of Research and Development, and finally as Production Manager. In 1997, Mr. Ma was awarded a bachelor's degree by the Northern China Technology University, where he specialized in the chemical engineering of high polymers. Mr. Ma has 14 years of experiences in the industry. He also published two articles in China's key journals in the areas of modified plastic industry. In 2001, Mr. Ma was selected as "Harbin Quality Work Advanced Enterprise and Advanced Worker" and in 2004, he was awarded the Heilongjiang First Professional Manager Qualification Certificate. One of his inventions, "compound nano modified materials dedicated to the automobile bumper," won the "Science and Technology Progress Awards" issued by Harbin Municipality.

Lawrence W. Leighton. Mr. Leighton has had an extensive 45-year international investment banking career. Beginning at what became Lehman Brothers, he advised on financing for the Mexican Government and leading Mexican corporations. As Director of Strategic Planning for the consumer products company, Norton Simon Inc., he initiated and executed the acquisition of Avis Rent-a-car. Subsequently, he was a Limited Partner of Bear Stearns & Co., a Managing Director of the investment bank of Chase Manhattan Bank and then President and Chief Executive Officer of the U.S. investment bank of Credit Agricole, a major French Bank. Among his transactions have been advising Pernod Ricard, a major European beverage company, on its acquisitions in the United States; and advising Verizon, a U. S. telecom company, on its dispositions of certain European operations. Since 2005, Mr. Leighton has served as a managing director of Bentley Associates Investment Banking. Since 2008, Mr. Leighton has served as a member of the board of directors of China Natural Gas, Inc. Mr. Leighton received his Bachelor's Degree in engineering from Princeton University and a Master's Degree from Harvard Business School. He holds a commercial pilot's license with instrument rating.

Linyuan Zhai. Mr. Zhai worked for China FAW Group Corporation for 37 years and has abundant experience in terms of technology, production, and business management. He is one of the pioneers and outstanding contributors of FAW Group's success. Since 2000, Mr. Zhai has served as general manager of FAW Sihuan Products Co., Ltd., an automobile manufacturing company. From August 1998 to December 2000, Mr. Zhai was the manufacturing section chief at FAW Sihuan Head Office. From August 1992 to August 1998, Mr. Zhai was the factory manager at FAW Sihuan Auto Warm Air Blower Factory. In 2000, as deputy general manager, Mr. Zhai successfully led the initial

public offering of Four Ring Company, a subsidiary of FAW Group, a leader in the vehicle manufacturing industry based in China. Mr. Zhai received his business management degree from Changchun University.

Homer Sun. Mr. Sun is a Managing Director of Morgan Stanley and leads Morgan Stanley Private Equity Asia's China Investments. Mr. Sun has been at Morgan Stanley since 1999 and serves on Morgan Stanley's China Management Committee, which is comprised of the Morgan Stanley's senior business leaders within China. Mr. Sun currently serves as a director on the boards of several Chinese companies, including Sihuan Pharmaceutical Group, China Shanshui Cement Group, China Flooring and Yongye International. From 2000 to 2006, Mr. Sun worked in Morgan Stanley's Investment Banking Division in the Mergers and Acquisitions Group in Hong Kong where he worked on a wide range of mergers and acquisitions in Greater China. Prior to joining Morgan Stanley, Mr. Sun practiced as a mergers and acquisitions lawyer with the law firm Simpson Thacher & Bartlett in New York and Hong Kong from 1996 to 2000. Mr. Sun received a B.S.E. in Chemical Engineering magna cum laude from the University of Michigan and a