

ALTAIR NANOTECHNOLOGIES INC
Form DEF 14A
October 25, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant _____

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Altair Nanotechnologies Inc.

(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):

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 paid previously with preliminary materials.

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: _____

ALTAIR NANOTECHNOLOGIES INC.

3019 Enterprise Drive

Anderson, Indiana 46013

U.S.A

ANNUAL MEETING OF STOCKHOLDERS

October 25, 2013

Dear Stockholder:

You are cordially invited to attend the Annual meeting of stockholders of Altair Nanotechnologies Inc. (the “Company”) to be held at 3019 Enterprise Drive, Anderson, Indiana 46013, on December 4, 2013, at 10:00 o'clock in the morning, Eastern Standard Time.

The purposes of the meeting are to (I) elect nine directors (II) appoint Crowe Horwath LLP as our auditors and authorize the Audit Committee of the Board of Directors to fix the auditors’ remuneration, and (III) to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

We urge you to read the proxy materials in their entirety and to consider them carefully, including the effect that adopting or failing to adopt the proposals will have on stockholders.

Our Board of Directors unanimously recommends that you vote FOR each of the proposals described in this Proxy Statement.

It is important that your shares be represented at the Annual meeting, regardless of the size of your holdings. Accordingly, whether or not you expect to attend the special meeting, we urge you to vote promptly by returning the enclosed proxy card. You may revoke your proxy at any time before it has been voted.

Thank you for your cooperation and continued support.

Very truly yours,

/s/ Richard W. Lee

(Sgd.) Richard W. Lee

Chief Executive Officer

ALTAIR NANOTECHNOLOGIES INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that the Annual meeting (the "Meeting") of the stockholders of Altair Nanotechnologies Inc. (the "Company") will be held at 3019 Enterprise Drive, Anderson, Indiana 46013, Wednesday, the 4th day of December 2013, at the hour of 10:00 o'clock in the morning (Eastern Standard Time) for the following purposes:

- (1) To elect nine directors;
- (2) To appoint Crowe Horwath LLP as our auditors and authorize the Audit Committee of the Board of Directors to fix the auditors' remuneration;
- (3) To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy, a proxy statement, and the annual report to stockholders of the Company containing the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2012.

Proxies to be used at the Meeting must be received by 5:00 p.m. Eastern time (if by mail) and 11:59 p.m. Eastern Time (if by Internet or telephone) on the business day (excluding Saturdays and holidays) before the day of the meeting.

Stockholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

BY: ORDER OF THE BOARD

/s/ Richard W. Lee

(Sgd.) Richard W. Lee

Chief Executive Officer

October 25, 2013

ALTAIR NANOTECHNOLOGIES INC.

3019 Enterprise Drive

Anderson, Indiana 46013

U.S.A

PROXY STATEMENT

This Proxy Statement is dated October 25, 2013 and

is first being mailed to stockholders on or about October 25, 2013

INTRODUCTION

This introduction highlights selected information appearing elsewhere in this Proxy Statement and does not contain all the information that you should consider in making a decision with respect to the proposals described in this Proxy Statement. You should read this introduction together with the more detailed information in this Proxy Statement and any documents delivered with this Proxy Statement. *Unless otherwise provided in this Proxy Statement, references to the “Company,” “we,” “us,” and “our” refer to Altair Nanotechnologies Inc. and all of its consolidated subsidiaries.*

Set forth below in a question and answer format is general information regarding the Annual Meeting of Stockholders on December 4, 2013 to which this Proxy Statement relates (the “Meeting”). This general information regarding the Meeting is followed by a more detailed summary of the process relating to, reasons for and effects of the proposed consolidation described in this Proxy Statement.

Questions and Answers about the Meeting and Proposals

Q. Where and when will the Meeting be held?

A. The Meeting will be held at 3019 Enterprise Drive, Anderson, Indiana 46013, Wednesday, the 4th day of December 2013, at the hour of 10:00 o'clock in the morning (Eastern Standard Time).

Q. What are the purposes of the Meeting?

A. The purposes of the Meeting are

to elect nine directors;

to appoint Crowe Horwath LLP as our auditors and authorize the Audit Committee of the Board of Directors to fix the auditors' remuneration;

to transact such other business as is proper at the Meeting.

Q. Will any other matters be voted on?

A. The Board does not intend to present any other matters at the Meeting. The Board does not know of any other matters that will be brought before our stockholders for a vote at the Meeting. If any other matter is properly brought before the Meeting, your signed proxy card gives authority to Richard W. Lee and, failing him, Paula Conroy, or your indicated nominee as proxies, with full power of substitution, to vote on such matters at their discretion.

Q. Who is soliciting my vote?

A. Our Board of Directors is soliciting your proxy to vote at the Meeting. Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this Proxy Statement and all information included with this Proxy Statement.

Q. Who is entitled to vote?

A. The record date for the determination of stockholders entitled to receive notice of the Meeting is October 10, 2013. We will prepare a list of the holders of our common stock as of the record date.

Q. What are the voting recommendations of the Board of Directors?

A. The Board of Directors recommends the following votes:

FOR all of the nominees of the Board of Directors with respect to proposal No. 1, the election of the nominated directors;

FOR proposal No. 2, the appointment of Crowe Horwath LLP as our auditors for 2013 and the authorization of our Audit Committee of the Board of Directors to fix the auditors' remuneration;

Q. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A. Many stockholders hold their shares through a broker or bank rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record — If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the stockholder of record, and these Proxy Statement materials are being sent directly to you by us. You may vote the shares registered directly in your name by completing and mailing the proxy card or by written ballot at the Meeting.

Beneficial Owner — If your shares are held in a stock brokerage account or by a bank, you are considered the beneficial owner of shares held in street name, and these Proxy Statement materials are being forwarded to you by your bank or broker, which is considered the stockholder of record of these shares. As the beneficial owner, you have the right to direct your bank or broker how to vote and are also invited to attend the Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Meeting unless you bring with you a legal proxy

from the stockholder of record. Your bank or broker has enclosed a voting instruction card providing directions for how to vote your shares.

Q. How do I vote?

A. If you are a stockholder of record then these are the ways to vote:

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of

a. information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy

materials, you can consent to receiving all future proxy statements, proxy cards

b. and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

c. VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59

P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

d. Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Stockholders who are not stockholders of record and who wish to deliver proxies should follow the instructions of their intermediary with respect to the procedure to be followed. Generally, stockholders who are not stockholders of record will either: (i) be provided with a proxy executed by the intermediary, as the stockholder of record, but otherwise uncompleted and the beneficial owner may complete the proxy and return it directly to our transfer agent; or (ii) be provided with a request for voting instructions by the intermediary, as the stockholder of record, and then the intermediary must send to our transfer agent an executed proxy form completed in accordance with any voting instructions received by it from the beneficial owner.

Q. Can I change my vote or revoke my proxy?

A. A stockholder who has given a proxy has the power to revoke it prior to the commencement of the Meeting by depositing an instrument in writing, including another proxy bearing a later date, executed by the stockholder or by the stockholder's attorney authorized in writing either (i) at the Company's principal office located at 3019 Enterprise Drive, Anderson, Indiana, U.S.A. 46013 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof or (ii) with the chairman of such Meeting on the day of the Meeting or any adjournment thereof or in any other manner permitted by law.

Q. How are proxies being solicited and who pays for the solicitation of proxies?

A. Proxies will be solicited by mail or Internet and also may be solicited personally, by email, by facsimile or by telephone. Proxies will be solicited by officers and employees of the Company without additional compensation.

The cost of solicitation by management will be borne directly by the Company. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of the common stock of the Company held of record by such persons, and we will reimburse them for their reasonable out-of-pocket expenses incurred by them in connection therewith.

Q. What is the quorum requirement of the Meeting?

A. One-third of the outstanding shares of common stock entitled to vote, represented in person or by properly executed proxy, is required for a quorum at the Meeting.

Q. What vote is required to approve each proposal?

A. Proposal No. 1, election of directors – the nine nominees with the highest number of votes will be elected.

Proposal No. 2, appointment of auditors – the appointment of the auditors and the authorization of the Audit Committee of the Board of Directors to fix the auditors' remuneration requires the affirmative vote of a majority of the votes cast in person or by proxy in respect of the resolution.

Q. What are broker non-votes?

A. Broker non-votes occur when holders of record, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders at least ten days before the Meeting. Broker non-votes will not affect the outcome of any of the proposals, assuming that a quorum is obtained.

Q. Will my shares be voted if I do not provide my proxy?

A. Your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under applicable securities rules to cast votes on certain “routine” matters if they do not receive instructions from their customers.

The ratification of the independent registered accounting firm is considered a routine matter for which brokerage firms may vote unvoted shares. The election of directors is not considered a routine matter under current securities rules. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a “broker non-vote.” It should be noted that securities rules previously considered the election of directors to be a “routine” matter for which brokerage firms could vote in the election of directors if the record holder had not received instructions on how to vote from the beneficial owner. Accordingly, given this recent change, it is particularly important that beneficial owners instruct their brokers how they wish to vote their shares.

Q. Who can attend the Meeting?

A. All registered stockholders, their duly appointed representatives, our directors and our auditors are entitled to attend the Meeting.

Q. I own my shares indirectly through my broker, bank, or other nominee, and I receive multiple copies of the annual report, Proxy Statement, and other mailings because more than one person in my household is a beneficial owner. How can I change the number of copies of these mailings that are sent to my household?

A. If you and other members of your household are beneficial owners, you may eliminate this duplication of mailings by contacting your broker, bank, or other nominee. Duplicate mailings in most cases are wasteful for us and inconvenient for you, and we encourage you to eliminate them whenever you can. If you have eliminated duplicate mailings, but for any reason would like to resume them, you must contact your broker, bank, or other nominee. If you are a stockholder of record contact Paula Conroy, Chief Financial Officer, by phone at (317) 333-7617 or by mail to 3019 Enterprise Drive, Anderson, Indiana, U.S.A. 46013.

Q. Multiple stockholders live in my household, and together we received only one copy of this Proxy Statement and annual report. How can I obtain my own separate copy of those documents for the Meeting?

A. You may pick up copies in person at the Meeting or download them from our Internet web site, www.proxyvote.com. If you want copies mailed to you and are a beneficial owner, you must request them from your broker, bank, or other nominee. If you want copies mailed to you and are a stockholder of record, we will mail them promptly if you request them from Paula Conroy, Chief Financial Officer, by phone at (317) 333-7617 or by mail to 3019 Enterprise Drive, Anderson, Indiana, U.S.A. 46013. We cannot guarantee you will receive mailed copies before the Meeting.

Q. Where can I find the voting results of the Meeting?

A. We are required to file the voting results on a Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the "SEC") promptly following the Meeting, and thereafter they can be found on our website at www.altairnano.com (select the link to SEC Filings on the Investor Relations page).

Q. Who can help answer my questions?

A. If you have questions about the Meeting or if you need additional copies of the Proxy Statement or the enclosed proxy card you should contact:

Paula Conroy, Chief Financial Officer

3019 Enterprise Drive,

Anderson, Indiana, U.S.A. 46013

(317) 333-7617

THE MEETING

Important Notice Regarding the Availability of Proxy Materials for the Meeting to be held on December 4, 2013. The Company's Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2012 are available on the Internet at www.proxyvote.com.

Solicitation of Proxies

THIS PROXY STATEMENT IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF ALTAIR NANOTECHNOLOGIES INC. OF PROXIES TO BE USED AT THE ANNUAL MEETING OF STOCKHOLDERS OF THE COMPANY TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ENCLOSED NOTICE OF MEETING. This Proxy Statement, the Notice of Meeting and the accompanying form of proxy and the Annual Report of the Company for the year ended December 31, 2012 are first being mailed to the stockholders of the Company on or about October 25, 2013. Solicitation will be by mail and the Internet, but proxies may also be solicited personally, by email, by facsimile or by telephone by officers and employees of the Company without additional compensation.

The cost of solicitation by management will be borne directly by the Company. Arrangements will also be made with brokerage firms and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of the common stock of the Company held by such persons, and the Company will reimburse such brokerage firms, custodians, nominees and fiduciaries for the reasonable out-of-pocket expenses incurred by them in connection therewith.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Company. **A STOCKHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT THE SHAREHOLDER AT THE MEETING MAY DO SO** either by inserting such person's name in the blank space provided in that form of proxy or by completing another proper form of proxy and, in either case, mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Proxies may be received up until the day of the meeting. You may also vote your shares via telephone or internet up until 11:59 PM Eastern Time, the day before the Meeting.

A proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the stockholder or by his attorney authorized in writing, and deposited either at the Company's principal office located at 3019 Enterprise Drive, Anderson, Indiana, U.S.A. 46013, U.S.A. at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such Meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law.

Voting of Proxies

THE SHARES OF COMMON STOCK REPRESENTED BY A DULY COMPLETED PROXY WILL BE VOTED OR WITHHELD FROM VOTING IN ACCORDANCE WITH THE INSTRUCTIONS OF THE STOCKHOLDER ON ANY BALLOT THAT MAY BE CALLED FOR AND, IF THE STOCKHOLDER SPECIFIES A CHOICE WITH RESPECT TO ANY MATTER TO BE ACTED UPON, SUCH SHARES OF COMMON STOCK WILL BE VOTED ACCORDINGLY. UNLESS OTHERWISE INDICATED ON THE FORM OF PROXY, SHARES REPRESENTED BY PROPERLY EXECUTED PROXIES IN FAVOR OF PERSONS DESIGNATED IN THE PRINTED PORTION OF THE ENCLOSED FORM OF PROXY WILL BE VOTED (I) TO ELECT MANAGEMENT'S NINE NOMINEES FOR DIRECTOR, AND (II) TO APPOINT CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of Meeting, or other matters which may properly come before the Meeting. At the time of printing this Proxy Statement, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Voting Securities and Principal Holders of Voting Securities

The authorized capital of the Company consists of 200,000,000 shares of common stock, par value \$0.001. As of September 30, 2013, the Company had 11,590,067 shares of common stock issued and outstanding.

The Company shall make a list of all persons who are registered holders of common stock as of the close of business on October 10, 2013 (the “Record Date”) and the number of shares of common stock registered in the name of each such person on that date. Each stockholder is entitled to one vote for each share of common stock registered in his name as it appears on the list.

One-third of the outstanding shares of common stock entitled to vote, represented in person or by properly executed proxy, is required for a quorum at the Meeting. Abstentions will be counted as “represented” for purposes of determining the presence or absence of a quorum. Complete broker non-votes, which are indications by a broker that it does not have discretionary authority to vote on any of the matters to be considered at the Meeting, will not be counted as “represented” for the purpose of determining the presence or absence of a quorum.

To the knowledge of the directors and executive officers of the Company, as of September 30, 2013, only one holder, Canon Investment Holdings Limited and Affiliates, directly or indirectly, exercises control or direction of over more than 10% of the shares of common stock outstanding. According to a Form 3 filed by Canon Investment Holdings Limited and Affiliates on October 12, 2011, the affiliate group beneficially owns 6,172,801 shares of common stock representing 53.3% of the outstanding shares of common stock as of September 30, 2013.

Under the Delaware General Corporation Law and the Company’s bylaws:

Proposal No. 1, election of directors – the nine nominees with the highest number of votes will be elected.

Neither broker non-votes or abstentions will have the effect of being considered as votes cast against this proposal.

Proposal No. 2, appointment of auditors – the appointment of the auditors and the authorization of the Audit Committee of the Board of Directors to fix the auditors’ remuneration requires the affirmative vote of a majority of the votes cast in person or by proxy in respect of the resolution.

Neither broker non-votes or abstentions will have the effect of being considered as votes cast against this proposal.

PROPOSALS TO BE ACTED UPON

1. ELECTION OF DIRECTORS

Our bylaws provide that our Board consists of a minimum of three and maximum of fifteen directors, to be elected annually, with the exact number to be determined by the Board subject to certain restrictions. The number of directors is currently set at nine. Each director will hold office until the next annual meeting or until his successor is duly elected and qualified, unless his office is earlier vacated in accordance with our bylaws.

The Compensation, Nominating and Governance Committee has recommended, and the directors have determined, that nine directors are to be elected at the meeting. Management does not contemplate that any of the nominees named below will be unable to serve as a director, but, if such an event should occur for any reason prior to the meeting, PROXIES IN FAVOR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE STOCKHOLDER HAS SPECIFIED IN THE PROXY THAT HIS SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

The Board, upon the recommendation of the Compensation, Nominating and Governance Committee, recommends the following nominees for election as directors, in accordance with the Compensation, Nominating and Governance Committee Charter (available at www.altairnano.com):

Yincang Wei
Richard W. Lee
Guohua Wei
Guohua Sun
Zhigang Zhao
Eqbal Al Yousuf
Yuhong Li
Dr. Chin Chuen Chan
Jun Liu

The Compensation, Nominating and Governance Committee have reported that it is satisfied that each of the nominees is fully able and fully committed to serve the best interests of our stockholders. Once a quorum is established, the nine nominees receiving the highest number of votes will be elected.

The Board recommends that the Stockholders vote FOR the election of Yincang Wei, Richard W. Lee, Guohua Wei, Guohua Sun, Zhigang Zhao, Eqbal Al Yousuf, Yuhong Li, Dr. Chin Chuen Chan and Jun Liu.

2. APPOINTMENT OF AUDITORS

The Audit Committee has nominated Crowe Horwath LLP for reappointment as our auditors for the 2013 fiscal year. The appointment of the auditors and the authorization of the Audit Committee of the Board to fix the auditors' remuneration requires that a majority of the votes cast on the resolution be in favor of the resolution.

The Board recommends that the stockholders vote FOR the appointment of Crowe Horwath LLP as our auditors.

PROPOSAL NO. 1 – ELECTION OF DIRECTORS

Our bylaws provide that our Board shall consist of a minimum of three and maximum of fifteen directors, to be elected annually, with the exact number to be determined by the Board subject to certain restrictions. The number of directors is currently set at nine. Each director will hold office until the next annual meeting or until his successor is duly elected and qualified, unless his office is earlier vacated in accordance with our bylaws.

The Compensation, Nominating and Governance Committee has recommended, and the Board has determined, that nine directors are to be elected at the meeting. Management does not contemplate that any of the nominees named below will be unable to serve as a director, but, if such an event should occur for any reason prior to the meeting, **PROXIES IN FAVOR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE STOCKHOLDER HAS SPECIFIED IN THE PROXY THAT HIS SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.**

The Board, upon the recommendation of the Compensation, Nominating and Governance Committee, recommends the following nominees for election as directors, in accordance with the Compensation, Nominating and Governance Committee Charter (available at www.altairnano.com): Yincang Wei, Richard W. Lee, Guohua Wei, Guohua Sun, Zhigang Zhao, Eqbal Al Yousuf, Yuhong Li, Dr. Chin Chuen Chan and Jun Liu. The Compensation, Nominating and Governance Committee has reported that it is satisfied that each of the nominees is fully able and fully committed to serve the best interests of our stockholders. Once a quorum is established, the nine nominees receiving the highest number of votes will be elected.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE DIRECTORS NOMINATED FOR ELECTION.

Director Nominees

Certain information with respect to the nine nominees of the Board for election as directors is set forth in the table below:

Name & Province/State and	Office with	Period of Service as a
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Country	Company	Director
Yincang Wei	Director (B)	Since July 22, 2011
Zhuhai, Guangdong, China		
Richard W. Lee	Chief Executive Officer and Director	None
Indiana, USA		
Guohua Wei	Director	Since September 26, 2013
Zhuhai, Guangdong, China		
Guohua Sun	Director (B)	Since July 22, 2011
Zhuhai, Guangdong, China		
Zhigang Zhao	Director (A)	Since July 22, 2011
Beijing, China		
Eqbal Al Yousuf	Director (A)	Since September 26, 2013
Dubai, United Arab Emirates		
Yuhong Li	Director (A)	Since September 26, 2013
Beijing, China		
Dr. Chin Chuen Chan	Director	Since November 28, 2012
Washington, USA		
Jun Liu	Director (B)	Since July 22, 2011
British Columbia ,Canada		

(A) Members of the Audit Committee.

(B) Members of the Compensation, Governance and Nominating Committee.

Set forth below is certain information with respect to each of the directors of the Company who is nominated for election at the meeting and each of the executive officers of the Company, including their principal occupations for the past five years.

Yincang Wei

Age: 53

Director Since: July 2011

Committees: Compensation, Governance and Nominating Committee

Principal Occupation: Chairman, Canon Investment Holdings Limited, Zhuhai Yintong Energy Company Ltd. and Guangdong Yintong Investment Holdings Group Co., Ltd.

Experience: Mr. Yincang Wei has served as the chairman of Canon Investment Holdings Limited, Zhuhai Yintong Energy Company Ltd. and Guangdong Yingtong Investment Holdings Group Co., Ltd. from 2004 until the present time. Prior to that, Mr. Wei served as the chairman of Nan-Ming-He Iron Ore Limited, a company engaged in the business of iron mine operations. Mr. Wei also previously served in various senior management positions at Hebei Yinda Transportation Industrial Group, Hong Kong Dalong Investment Holdings Limited, Transportation Industrial Group Corporation, and Transportation Safety Equipment Factory.

Mr. Wei graduated from Xi'an Highway University with a degree in engineering. Mr. Wei has also pursued further education in Transportation Management and Vehicle Inspection and Testing at Xi'an Highway University.

Specific Qualifications Mr. Wei was appointed to th