
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors consists of nine Directors, comprising five executive Directors and four independent non-executive Directors. Our Directors are appointed for a term of three years, after which they may be re-elected. A Director is not required to hold any qualification shares in the Company. The power and duties of our Directors include: (i) convening Shareholders' meetings and reporting our Board's work at the Shareholders' meetings; (ii) implementing resolutions passed at Shareholders' meetings; (iii) determining our business plans and investment plans; (iv) formulating our annual budget and final accounts; (v) formulating our proposals for profit distributions and for the increase or reduction of registered capital; and (vi) exercising other powers, functions and duties as conferred by our Articles of Association.

The following table sets forth certain information regarding members of our Board of Directors:

Name	Age	Position	Date of Appointment/ Re-election
<i>Executive Directors</i>			
Mr. Jiao Chengyao (焦承堯).....	49	Chairman	February 28, 2012
Mr. Shao Chunsheng (邵春生).....	54	Vice Chairman	February 28, 2012
Mr. Xiang Jiayu (向家雨)	47	Director and General Manager	February 28, 2012
Mr. Fu Zugang (付祖岡)	47	Director and Deputy General Manager	February 28, 2012
Mr. Wang Xinying (王新瑩).....	47	Director and Deputy General Manager	February 28, 2012
<i>Independent Non-executive Directors</i>			
Mr. Lin Zhijun (林志軍)	57	Independent non-executive Director	February 28, 2012
Mr. Li Bin (李斌)	65	Independent non-executive Director	February 28, 2012
Mr. Gao Guoan (高國安).....	70	Independent non-executive Director	February 28, 2012
Mr. Luo Jiamang (駱家驥)	48	Independent non-executive Director	February 28, 2012

Detailed information concerning our Directors is set forth below.

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Executive Directors

Mr. Jiao Chengyao (焦承堯), aged 49, is the Chairman of our Company. Mr. Jiao joined our Group in 1985, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. Mr. Jiao has held various positions at our Company and our predecessor companies, including as a technician, a production dispatcher and an engineer of the No. 1 machinery sub-plant of Zhengzhou Coal Mining Machinery Factory, as well as the deputy plant manager and the plant manager of Zhengzhou Coal Mining Machinery Factory. Mr. Jiao was previously the chairman and general manager of ZCMM. Mr. Jiao is also a director of ZMJ Comprehensive Equipment, ZMJ Longwall Machinery and ZMJ Hong Kong. Mr. Jiao has been awarded various honors and titles in his career, including “Outstanding Entrepreneur of the Coal Industry of China” (中國煤炭工業優秀企業家), “the Labor Model of National Coal Industry” (全國煤炭工業勞動模範), “Outstanding Entrepreneur of the Coal Machinery Industry” (中國煤炭機械工業優秀企業家) and the “Double Ten/Best Outstanding Entrepreneur of the Coal Machinery of China” (中國煤炭機械工業雙十佳優秀企業家). He has also received the “May 1st Labor Medal of Henan Province” (河南省五一勞動獎章), and was named the “Pioneer of Henan Corporate Management” (河南省企業管理創新先進工作者), a “Top Ten Reformer of Henan Province” (河南十大改革新聞人物), as well as a “Role Model of the Coal Mining System of Henan Province” (河南省煤炭系統勞動模範) and an “Outstanding Entrepreneur of Zhengzhou” (鄭州市優秀企業家). Mr. Jiao obtained a master’s degree in engineering in December 2003 from China University of Mining and Technology (中國礦業大學), after which he obtained a doctoral degree in economics from Huazhong University of Science and Technology in December 2007 and is a professor-level senior engineer.

Mr. Shao Chunsheng (邵春生), aged 54, is the Secretary of the Party Committee and Vice Chairman of our Company. Mr. Shao joined our Group in 1980, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. Mr. Shao has held various positions with our Company and our predecessor companies, including as a workshop worker and an officer of the Cadres Section, as well as an assistant engineer, a secretary of administration office, a secretary of the office of the Party Committee and the deputy director of Organizational Cadres Bureau (組織幹部處) of Zhengzhou Coal Mining Machinery Factory. He has also served as the deputy plant manager, the deputy secretary of the Party Committee and subsequently the plant manager of our sub-plant of structural parts. Mr. Shao was previously the secretary of the Party Committee and vice chairman of ZCMM. Mr. Shao has been designated by the Company as economist. Mr. Shao is also a director of ZMJ Comprehensive Equipment, ZMJ Shun Li Machinery and ZMJ Lu An Xinjiang. During the period between 1982 and 1985, Mr. Shao studied mechanical manufacturing at Zhengzhou Coal Mining Machinery Factory Staff College (鄭州煤礦機械廠職工大學) (this institution has not been authorized by the relevant competent authorities to grant accreditations).

Mr. Xiang Jiayu (向家雨), aged 47, is a Director and general manager of our Company. Mr. Xiang joined our Group in 1991, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. He was appointed as our general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Xiang was previously an assistant lecturer at Yima Mining Technical School (義馬礦務局技校) from 1984 to 1988 and has held various positions with our Company since 1991, including as an engineer and the executive officer of the research center and the deputy plant manager of Zhengzhou Coal Mining Machinery Factory, as well as the deputy plant manager and the executive officer of the hydraulic project center at the Huanghe Electronics Institute* (黃河電動車廠) of Zhengzhou Coal Mining Machinery Factory. Mr. Xiang was previously a director, deputy general manager and general manager of ZCMM. Mr. Xiang studied at the China University of Mining and Technology, Master’s Department (Beijing) (中國礦業大學北京研究生部) during the period between 1988 and 1991 and obtained a master’s degree of mining mechanical engineering in January 1991. Mr. Xiang is a senior engineer.

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Mr. Fu Zugang (付祖岡), aged 47, is a Director and deputy general manager of our Company. Mr. Fu joined our Group in 1985, and was appointed as our Director on February 28, 2012. He was appointed as our deputy general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Fu has held various positions with our Company and our predecessor companies, including as a technician, an assistant engineer, an engineer, a senior engineer, a team leader of technology team, an assistant to plant manager, a deputy plant manager and the plant manager of our sub-plant of casting, and subsequently the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. Mr. Fu is also a director of ZMJ Foundry. He was previously the chairman of labor union, a director and deputy general manager of ZCMM. He obtained a bachelor's degree in casting in 1985 from Wu Han Technology College (武漢工學院) (now known as WuHan University of Technology (武漢理工大學)) and is a senior engineer.

Mr. Wang Xinying (王新瑩), aged 47, is a Director and deputy general manager of our Company. Mr. Wang joined our Group in 1985, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. He was appointed as our deputy general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Wang has held various positions at our Company and predecessor company, including serving as an engineer of the equipment division, the deputy plant manager of our sub-plant of machinery equipment, the deputy director of the production division and the head of corporate planning department of Zhengzhou Coal Mining Machinery Factory. Mr. Wang was previously the head of the corporate planning department, a director and the deputy general manager of ZCMM. Mr. Wang is also a director of ZMJ Comprehensive Equipment, ZMJ Longwall Machinery, ZMJ Shun Li Machinery, ZMJ Lu An Xinjiang and ZMJ Hong Kong. Mr. Wang obtained a degree in engineering in July 1985 from Chongqing University (重慶大學). He has a master's degree in engineering awarded by the China University of Mining and Technology in 2007 and is currently a doctoral candidate. Mr. Wang is a senior engineer.

Independent Non-executive Directors

Mr. Lin Zhijun (林志軍), aged 57, is an independent non-executive Director of our Company. Mr. Lin joined our Group in 2012, and was appointed as our Director on February 28, 2012. Mr. Lin has served various faculties in many academic institutes from 1982 to 1998, including Xiamen University, University of Lethbridge and the University of Hong Kong and was a visiting scholar at Stanford University and University of Illinois. He joined as an associate professor in 1998 and is now the head of the department of accountancy and law of the School of Business at the Hong Kong Baptist University. Mr. Lin is a qualified Certified Public Accountants in the State of Washington of the United States, Chinese Institute of Certified Public Accountants (中國註冊會計師協會), Certified Management Accountant of Australia, and the member of the American Accounting Association, International Association for Accounting Education & Research, and he is the current chairman of Hong Kong Accounting Professors Association. He is also an independent non-executive director of each of China Everbright Limited (中國光大控股有限公司) (listed on the Hong Kong Stock Exchange (stock code:165)), Sinotruk (Hong Kong) Limited (中國重汽(香港)有限公司) (listed on the Hong Kong Stock Exchange (stock code:3808)) and Springland International Holdings Limited (華地國際控股有限公司) (listed on the Hong Kong Stock Exchange (stock code:1700)). He obtained a master's degree in economics from Xiamen University in December 1982, a doctor's degree in economics from Xiamen University (廈門大學) in December 1985 and a master's degree of science in accounting from University of Saskatchewan in Canada in August 1991.

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Mr. Li Bin (李斌), aged 65, is an independent non-executive Director of our Company. Mr. Li joined our Group in 2008, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. Mr. Li was the accountant-in-charge of Zhengzhou Glass Fiber-reinforced Plastics Factory* (鄭州玻璃鋼廠) from 1967 to 1979 and a cadre of the finance division of Zhengzhou Heavy Industry Bureau (鄭州市重工業局) from 1979 to 1982. He has also served as the chief of the finance department as well as the deputy plant manager in charge of finance and sales of Zhengzhou Power Generation Equipment Factory* (鄭州發電設備廠) from 1982 to 1985, and as a deputy director, director and counsel to the Finance Bureau of Henan Province (河南省財政廳) from 1985 to 2007. He is also an independent non-executive director of each of Henan Dayou Energy Co., Ltd.* (河南大有能源股份有限公司) (listed on the Shanghai Stock Exchange (stock code: 600403)), Anyang Iron & Steel Co., Ltd.* (安陽鋼鐵股份有限公司) (listed on the Shanghai Stock Exchange (stock code: 600569)) and Henan Xinye Textile Co., Ltd.* (河南新野紡織股份有限公司) (listed on the Shenzhen Stock Exchange (stock code: 002087)). Mr. Li graduated in industrial accounting at Hubei Institute of Finance and Economics (湖北財經學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in September 1982, is qualified in Chinese Institute of Certified Public Accountants and is a senior accountant.

Mr. Gao Guoan (高國安), aged 70, is an independent non-executive Director of our Company. Mr. Gao joined our Group in 2008, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. Mr. Gao was a technician of the fourth mine of the Hebi Mining Bureau (鶴壁礦務局四礦) from 1968 to 1974, an engineer and the section chief of Henan Coal Mine Design Institute (河南省煤礦設計院) from 1974 to 1982 and 1982 to 1984 respectively, the secretary of the Party Committee of Henan Coal Mine Design Institute (河南省煤礦設計院) from 1984 to 1986, and worked as the member, the secretary of Party Committee, deputy director and director at Henan Coal Industrial Department (Bureau) (河南省煤炭工業廳(局)) during the period between 1985 to 2003. He also served as a member of Henan CPPCC Standing Committee (河南省政協常務委員會) from 2003 to 2008 and the deputy head of its Human Resources and Environment Committee (人口資源環境委員會) from 2003 to 2008. Mr. Gao was also the president of Henan Province Coal Industrial Association (河南省煤炭行業協會). Mr. Gao graduated in underground mining at Beijing Mining University (北京礦業學院) (now known as China University of Mining and Technology, Beijing (中國礦業大學(北京))) in August 1968. He is a senior engineer.

Mr. Luo Jiamang (駱家驥), aged 48, is an independent non-executive Director of our Company. Mr. Luo joined our Group in 2008, and was appointed as our Director in December 2008 and was re-elected on February 28, 2012. Mr. Luo has held various senior executive positions, including as the deputy general manager and the general manager of the finance department of China National Construction & Agricultural Machinery Import & Export Corporation* (中國工程與農業機械進出口總公司) from 1990 to 1999, the chairman of Beijing Hualong Import & Export Corporation* (北京華隆進出口公司) from 2000 to 2001, the chairman of Jiangsu Wallong-Hsin Import & Export Corporation* (江蘇華隆興進出口公司) from 2000 to 2001, the chief accountant and president of China National Construction & Agricultural Machinery Import & Export Corporation* (中國工程與農業機械進出口總公司) during the period between 1999 and 2002 and the assistant general manager of China National Machinery Equipment Corporation* (中國機械裝備集團公司) (now known as China National Machinery Industry Corporation* (中國機械工業集團公司)) from 2002 to 2004. He was the part-time chairman of China SINOMACH Finance Co., Ltd* (國機財務有限責任公司) from 2004 to 2010. Mr. Luo has been the chief accountant of China National Machinery Industry Corporation* (中國機械工業集團公司) since 2004 and is the chairman of the China Machinery Industry Accounting Society(中國機械工業會計學會). He is the standing director of the Accounting Society of China (中國會計學會). He is also a director of China CAMC Engineering Co., Ltd.* (中工國際工程股份有限公司) (listed on the Shenzhen Stock Exchange

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(stock code: 002051)), and an independent non-executive director of each of Hangzhou Advance Gearbox Group Co., Ltd.* (杭州前進齒輪箱集團股份有限公司) (listed on the Shanghai Stock Exchange (stock code: 601177)), Zhejiang Dun'an Artificial Environment Co., Ltd.* (浙江盾安人工環境股份有限公司) (listed on the Shenzhen Stock Exchange (stock code: 002011)) and Wanxiang Qianchao Co., Ltd.* (萬向錢潮股份有限公司) (listed on the Shenzhen Stock Exchange (stock code: 000559)). Mr. Luo obtained a bachelor's degree in accounting in July 1986 from Jiangxi Finance College (江西財經學院) and has been accredited by the PRC Machine-Building Ministry (now merged as part of the Ministry of Industry and Information Technology of the PRC) as a senior accountant.

SUPERVISORS

In accordance with the PRC Company Law and our Articles of Association, we have established a supervisory committee to monitor our financial matters and oversee the actions of our Board and our management personnel. Our supervisory committee consists of seven Supervisors, of whom four are appointed by our Shareholders and three are appointed by our employees. Our Supervisors are appointed for a term of three years, after which they may be re-elected. The power and duties of our supervisory committee include: (i) reviewing and verifying the periodic reports prepared by our Board and providing written examination reports; (ii) examining our financial affairs and information; (iii) overseeing the actions of our Board and our management personnel and proposing dismissal of the Directors and management personnel who have acted in violation of the law, administrative stipulations and the Articles of Association; (iv) requesting Directors and management personnel to rectify any actions that are damaging to the Company's interest; and (v) exercising other powers, functions and duties as conferred by our Articles of Association.

The following table sets forth certain information regarding our Supervisors:

Name	Age	Position	Date of Appointment/ Re-election
Mr. Wang Tiehan (王鐵漢)	58	Supervisor	February 28, 2012
Mr. Xu Yongen (徐永恩)	51	Supervisor	February 28, 2012
Mr. Ding Hui (丁輝)	56	Supervisor	February 28, 2012
Mr. Lv Yu (呂豫)	40	Supervisor	February 28, 2012
Mr. Ni Heping (倪和平).....	47	Supervisor and Assistant Chief Engineer	February 28, 2012
Mr. Jia Jingcheng (賈景程).....	50	Supervisor and Assistant Chief Engineer	February 28, 2012
Ms. Xu Mingkai (徐明凱).....	48	Supervisor	February 28, 2012

Mr. Wang Tiehan (王鐵漢), aged 58, is a Supervisor of our Company. Mr. Wang joined our Group in 2011, and was appointed as our Supervisor on February 28, 2012. Mr. Wang previously worked as a worker at state-owned Jiang He Machinery Factory* (江河機械廠) from 1976 to 1978, a teacher at Henan University from 1982 to 1985, an officer of teaching and research department at Henan Economic and Management Cadre College (河南經濟管理幹部學院) from 1988 to 1997, the deputy head of the technology exchange station at Henan Economic and Trade Commission (河南省經濟貿易委員會) from 1997 to 2000, and a researcher of industry commission at enterprises of province committee from 2000 to 2003 and an officer at the Henan SASAC from 2003 to 2010. Currently, He is also the secretary to the

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disciplinary commission in our Group. He obtained a bachelor's degree in economics from Henan University in 1982 and a master's degree in economics from South China Normal University (華南師範大學) in 1988.

Mr. Xu Yongen (徐永恩), aged 51, is a Supervisor of our Company. Mr. Xu joined our Group in 2008, and was appointed as our Supervisor in April 2011 and was re-elected on February 28, 2012. Mr. Xu served as a committee member of the publicity division of Mi Cun Mine Party Committee of Bureau of Mines of Zhengzhou from 1978 to 1984 and the director of the Party Committee publicity division of Bureau of Mines of Zhengzhou from 1984 to 1986. Mr. Xu was a journalist of Henan reporters station of China Coal News (中國煤炭報) during the period between 1987 and 1991. Mr. Xu served as a senior section member of policy and regulation division of Industrial Department of Henan Province (河南省煤炭工業廳) from 1991 to 2000, the vice secretary of the Party Committee of Henan Coal Construction Group Limited Company* (河南煤炭建設集團有限責任公司) from 2000 to 2004, and the secretary of the Party Committee and vice chairman of Pingdingshan Coal Mine Machinery Corporation Limited* (平頂山煤礦機械有限責任公司) from 2004 to 2008. He serves as the chairman of labor union of our Company during the period between 2008 and 2012. Mr. Xu obtained a bachelor's degree in 1986 in Chinese language from the Chinese Department of Zhengzhou University (鄭州大學) and is a senior engineer.

Mr. Ding Hui (丁輝), aged 56, is a Supervisor of our Company. Mr. Ding joined our Group in 1979, and was appointed as our Supervisor in April 2011 and was re-elected on 28 February, 2012. He has held various positions with our predecessor companies, including as a lecturer of the Zhengzhou Coal Mining Machinery Factory Staff College (鄭州煤礦機械廠職工大學), a designer of the research center, the head of export office of the second sales division, the head of the planned sales division and the head of marketing division of Zhengzhou Coal Mining Machinery Factory. He is presently an assistant to the general manager of our Company and the head of marketing division. Mr. Ding graduated in mechanical manufacturing at Henan Radio and Television University (河南廣播電視大學) and in foreign language and foreign trade at China University of Mining and Technology (中國礦業大學) in February 1982 and December 1991, respectively. He is a senior engineer.

Mr. Lv Yu (呂豫), aged 40, is the Supervisor of our Company. Mr. Lv joined our Group in 2012, and was appointed as our Supervisor on February 28, 2012. During the period between 1995 and 2002, Mr. Lv served various posts at Bank of Zhengzhou* (鄭州市商業銀行). Mr. Lv worked as a senior investment manager and the secretary to the board of directors at Henan Venture Capital Co., Ltd* (河南創業投資股份有限公司) from 2002 to 2007, an assistant to the general manager and a senior investment manager at Zhengzhou Bairui Innovative Capital Venture Capital Limited Company* (鄭州百瑞創新資本創業投資有限公司) from 2007 to 2009, and the general manager at the Luoyang fund branch of the Shenzhen Capital Group Co., Ltd* (深圳創新投資集團有限公司洛陽基金) from 2009 to 2011. He is currently the head of Henan division of Shenzhen Capital Group Co., Ltd.* (深圳創新投資集團有限公司), the deputy general manager of Zhengzhou Bairui Innovative Capital Venture Capital Limited Company and the general manager of Luoyang Hong Tu Innovative Capital Venture Capital Limited Company* (洛陽紅土創新資本創業投資有限公司). He obtained a bachelor's degree in June 1995 from Henan Economics College (河南財經學院) (now known as Henan University of Economics and Law (河南財經政法大學)) in economics and information management and a master's degree in June 2004 from Zhengzhou University (鄭州大學) in business administration.

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Mr. Ni Heping (倪和平), aged 47, is a Supervisor of our Company. Mr. Ni joined our Group in 1987, and was appointed as our Supervisor in December 2008 and was re-elected on February 28, 2012. Mr. Ni has held various positions with our Company and our predecessor companies, including as a designer, the head of design office and the deputy director of the research institute of Zhengzhou Coal Mining Machinery Factory. He was also the deputy director, director and dean of the design and research institute of ZCMM. He is presently the dean of design and research institute of our Company. Mr. Ni obtained a master's degree in engineering in June 2007 from China University of Mining and Technology (中國礦業大學) and is a senior engineer.

Mr. Jia Jingcheng (賈景程), aged 50, is a Supervisor of our Company. Mr. Jia joined our Group in 1982, and was appointed as our Supervisor in December 2008 and was re-elected on February 28, 2012. Mr. Jia has held various positions with our Company and our predecessor companies, including as a machinery worker and a dispatcher of the No. 1 machinery sub-plant Zhengzhou Coal Mining Machinery Factory, an assistant to the plant manager and the deputy plant manager of its sub-plant of processing, the plant manager of its sub-plant of machinery maintenance, as well as the deputy general manager of ZMJ Comprehensive Equipment. He was previously the plant manager of the ZCMM's sub-plant of machinery processing and the head of production and manufacturing department of ZCMM. He is presently the plant manager of the sub-plant of fuel tank of our Company. Mr. Jia studied machinery manufacturing technology and design at Zhengzhou Coal Mining Machinery Factory Staff College (鄭州煤礦機械廠職工大學) (this institution has not been authorized by the relevant competent authorities to grant accreditations) from 1985 to 1988 and is an engineer.

Ms. Xu Mingkai (徐明凱), aged 48, is a Supervisor of our Company. Ms. Xu joined our Group in 1984, and was appointed as our Supervisor in April 2011 and was re-elected on February 28, 2012. She has held various positions with our Company and our predecessor companies, including as a section member of quality office, a senior section member of publicity division of Communist Youth League Committee, a senior section member of the office, the deputy head of family planning office, the deputy head of corporate planning department, the deputy director of the office of Zhengzhou Coal Mining Machinery Factory, as well as the deputy director and the director of the office of ZCMM. She is presently the director of the Human Resource Department of our Company. Ms. Xu graduated in economics and management through a correspondence course at the Correspondence Institute of the Party School of the Central Committee of C.P.C. (中共中央黨校函授學院) in December 2005.

Save as disclosed in this prospectus, there are no other matters that need to be brought to the attention of the Shareholders in connection with the appointment of our Directors and Supervisors and there is no other information relating to our Directors and Supervisors that should be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. Further, each Director confirms that he is not interested in any business which competes or is likely to compete, either directly or indirectly, with that of our Company, and which would require disclosure under Rule 8.10(2) of the Hong Kong Listing Rules.

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SENIOR MANAGEMENT

According to our Articles of Association, members of our senior management include our general manager, deputy general managers, chief financial officer and Board secretary. Our general manager is appointed for a term of three years, after which he may be re-appointed.

The following table sets forth certain information regarding our senior management:

Name	Age	Position	Date to Appointment/ Re-appointment
Mr. Xiang Jiayu (向家雨)	47	Director and General Manager	February 28, 2012
Mr. Fu Zugang (付祖岡)	47	Director and Deputy General Manager	February 28, 2012
Mr. Wang Xinying (王新瑩).....	47	Director and Deputy General Manager	February 28, 2012
Mr. Guo Haofeng (郭昊峰).....	47	Deputy General Manager	February 28, 2012
Mr. Gao Youjin (高有進).....	49	Deputy General Manager and Chief Engineer	February 28, 2012
Mr. Zhang Minglin (張命林)	49	Deputy General Manager	February 28, 2012
Mr. Bao Xueliang (鮑雪良)	49	Board Secretary and Company Secretary	February 28, 2012 (as Board Secretary)/ March 23, 2012 (as Company Secretary)
Mr. Guo Desheng (郭德生).....	51	Chief Financial Officer	February 28, 2012
Mr. Fu Qi (付奇)	42	Deputy General Manager	February 28, 2012

Mr. Xiang Jiayu (向家雨), please refer to “— Board of Directors” of this section for Mr. Xiang’s biography.

Mr. Fu Zugang (付祖岡), please refer to “— Board of Directors” of this section for Mr. Fu’s biography.

Mr. Wang Xinying (王新瑩), please refer to “— Board of Directors” of this section for Mr. Wang’s biography.

Mr. Guo Haofeng (郭昊峰), aged 47, is a deputy general manager of our Company. He was appointed as our deputy general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Guo joined our Group in 1987. He has held various positions at our Company and predecessor company, including as a technician, an engineer, the deputy plant manager and the plant manager of the sub-plant of casting of Zhengzhou Coal Mining Machinery Factory, as well as the head of the corporate planning department and the deputy plant manager of Zhengzhou Coal Mining Machinery Factory. Mr. Guo was previously the director and the deputy general manager of ZCMM. Mr. Guo is also a director of ZMJ Comprehensive Equipment, ZMJ Longwall Machinery and ZMJ Foundry. Mr. Guo obtained a bachelor’s degree in engineering at South China Institute of Technology (華南工學院) (now known as South China University of Technology (華南理工大學)) in July 1987. He has a master’s degree in engineering awarded by Huazhong University of Science and Technology (華中科技大學) in June 2007 and is currently a doctoral candidate. Mr. Guo is a senior engineer.

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Mr. Gao Youjin (高有進), aged 49, is a deputy general manager and the chief engineer of the Company. He was appointed as our deputy general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Gao joined our Group in 1985. Mr. Gao has held various positions with our Company and our predecessor companies, including as a technician of the sub-plant of installation, a designer, officer and the deputy director of the research institute of Zhengzhou Coal Mining Machinery Factory, as well as the deputy director of planned sales division, the deputy director and the director of sales development No. 1 division and subsequently the deputy plant manager and the chief engineer of Zhengzhou Coal Mining Machinery Factory. He was previously the deputy general manager and the chief engineer of ZCMM. He obtained a bachelor's degree in engineering from Jiaozuo Mining Institute (焦作礦業學院) in July 1985, and a doctoral degree in science in December 2008 from Huazhong University of Science and Technology (華中科技大學). Mr. Gao is a professor-level senior engineer.

Mr. Zhang Minglin (張命林), aged 49, is a deputy general manager of the Company. He was appointed as our deputy general manager in December 2008 and was re-appointed on February 28, 2012. Mr. Zhang joined our Group in 2004. Before joining our Company, Mr. Zhang served as a senior section member of Coal Industrial Department of Henan Province (河南省煤礦工業廳) from 1987 to 1996, the general manager and the secretary of the Party Committee of Henan Coal Mine Supply Company* (河南省煤礦供應公司) from 1996 to 2004. He was previously a deputy general manager of ZCMM. He obtained a master's degree in senior management of commerce in December 2004 from Huazhong University of Science and Technology (華中科技大學), and a doctorate degree in economics from the same university in December 2007. Mr. Zhang is a professor-level senior engineer.

Mr. Bao Xueliang (鮑雪良), aged 49, is the board secretary and Company Secretary of the Company. He was appointed as our board secretary in December 2008 and was re-appointed on February 28, 2012, and was appointed as our Company Secretary on March 23, 2012. Mr. Bao joined our Group in 2007. Before joining our Company, Mr. Bao served as the deputy plant manager of the sub-plant of Tianjin Coal Mine Specialized Equipment Factory* (天津煤礦專用設備廠) from 1994 to 1998, an investment manager and a deputy director of the project investment department of Tianjin Science and Technology Development Investment Corporation* (天津科技發展投資總公司) from 1998 to 2000, as well as the administrative director and standing deputy general manager of Tianjin Bohai Venture Capital Investment Management Company* (天津環渤海創業投資管理公司) from 2001 to 2007. He also serves as a director of Huaxuan Investment and a supervisor of ZMJ Shun Li Machinery. He was previously the assistant to the chairman of ZCMM and was the board secretary of ZCMM. Mr. Bao obtained a bachelor's degree in engineering in July 1985 from China Institute of Mining and Technology (中國礦業學院) (now known as China University of Mining and Technology (中國礦業大學)).

Mr. Guo Desheng (郭德生), aged 51, is the chief financial officer of the Company. He was appointed as our chief financial officer in December 2008 and was re-appointed on February 28, 2012. Mr. Guo joined our Group in 1981. Mr. Guo has held various positions with our Company and our predecessor companies from 1981 to 2008, including as a section member, a senior section member, the deputy division head and the division head of the finance division of Zhengzhou Coal Mining Machinery Factory. He was previously the head of the finance department of ZCMM. Mr. Guo is also a director of ZMJ Hong Kong. Mr. Guo graduated in industrial accounting from Henan Radio and Television University (河南廣播電視大學) in December 1986, and completed an online correspondence course in law at Central South University (中南大學) in January 2008. He is a senior accountant serving the Company.

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Mr. Fu Qi (付奇), aged 42, is a deputy general manager of our Company. He was appointed as our deputy general manager on February 28, 2012. Mr. Fu joined our Group in 1992. Mr. Fu has held various positions with our Company and our predecessor companies, including as a senior section member and the deputy head of the first development division, a section officer and the deputy head of the planned sales division, the deputy head of the marketing and sales department, the deputy head of the sub-plant of installation and the head of the production and manufactory department. He also served as a director of ZMJ Foundry and the chairman and the secretary to the office of the Party Committee of ZMJ Shun Li Machinery in our Group. He obtained a bachelor's degree in engineering from China University of Mining and Technology (中國礦業大學) in July 1992 and obtained a master's degree in machinery design and theory from the same university in June 2008. Mr. Fu is also an engineer.

Save as disclosed in this prospectus, during the Track Record Period, none of our Directors, Supervisors or other members of our senior management held other directorships in public companies, the securities of which are listed on a securities market.

COMPANY SECRETARY

Mr. Bao Xueliang (鮑雪良) is the Company Secretary. Please see “— Senior Management” of this section for his biography.

Ms. Chan Yin Wah (陳燕華), aged 37, is the assistant to the Company Secretary. Ms. Chan is an Associate Director of SW Corporate Services Group Limited. She has 15 years of professional experience in handling corporate secretarial, compliance and share registry matters for listed companies in Hong Kong. She has worked as Senior Manager of a leading corporate service firm. Ms. Chan has also previously worked in a leading share registry company, a reputable bank and an international professional accounting firm. Ms. Chan holds a bachelor's degree in economics and a master's degree in professional accounting. She is Member of The Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. She is also a member of the Association of Chartered Certified Accountants in the United Kingdom. She currently acts as the company secretary of CCID Consulting Company Limited (listed on the Growth Enterprise Market of the Hong Kong Stock Exchange (stock code: 8235)), Silverman Holdings Limited (listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1616)) and Zhengye International Holdings Company Limited (listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3363)).

BOARD COMMITTEES

Strategy Committee

The Board has established the Strategy Committee. The primary responsibilities of the Strategy Committee are to study and comment on our long-term development plans and significant investment strategies, including: (i) reviewing the Company's long-term development strategies; (ii) reviewing and commenting on the Company's significant capital investment and financing proposals that require approval of the Board; (iii) reviewing and commenting on the significant capital expenditure and assets management projects that require approval of the Board; and (iv) exercising other functions and duties as authorized by the Board.

Our Strategy Committee currently consists of five members, namely, Mr. Jiao Chengyao, Mr. Shao Chunsheng, Mr. Xiang Jiayu, Mr. Luo Jiamang and Mr. Wang Xinying. Mr. Jiao Chengyao is the chairman of our Strategy Committee.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Audit Committee

The Board has established the Audit Committee, which operates under the implementation rules approved by the Board. The primary responsibilities of the Audit Committee are to review and supervise the Company's financial reporting and auditing work, including: (i) proposing appointment and replacement of the Company's independent auditors; (ii) supervising the Company's internal auditing policies and their implementation; (iii) coordinating the communication between our internal audit department and the independent auditors; (iv) reviewing the Company's financial information and disclosure of such information; (v) reviewing the Company's internal control systems and auditing on the material connected or related party transactions; and (vi) exercising other functions and duties as authorized by the Board.

Our Audit Committee currently consists of three members, namely, Mr. Li Bin, Mr. Lin Zhijun and Mr. Luo Jiamang, all of whom are independent non-executive Directors. Mr. Li Bin is the chairman of our Audit Committee.

Nomination Committee

The Board has established the Nomination Committee, which operates under the implementation rules approved by the Board. The primary responsibilities of the Nomination Committee are to: (i) advise on the size and structure of the Board in accordance with the development of the Company's business, scale of assets and shareholding structure; (ii) formulate the selection criteria and procedures for candidates of the Company's directors and management personnel; (iii) search for qualified candidates of directors and management personnel; (iv) review the qualifications and other credentials of the candidates of directors and management personnel; (v) assess the independence of independent non-executive directors; (vi) make recommendations on the appointment and re-appointment of the Company's directors; and (vii) exercise other functions and duties as authorized by the Board.

Our Nomination Committee currently consists of three members, namely, Mr. Gao Guoan, Mr. Luo Jiamang and Mr. Jiao Chengyao. Mr. Gao Guoan is the chairman of our Nomination Committee.

Remuneration and Assessment Committee

The Board has established the Remuneration and Assessment Committee, which operates under the implementation rules approved by the Board. The primary responsibilities of the Remuneration and Assessment Committee are to: (i) formulate the remuneration and compensation policies and schemes for the Company's directors and management personnel; (ii) evaluate the performance of the Company's directors and management personnel and assess the appropriate remuneration package for such directors and officers; (iii) supervise the implementation of remuneration policies and schemes; and (iv) exercise other functions and duties as authorized by the Board.

Our Remuneration and Assessment Committee currently consists of three members, namely, Mr. Luo Jiamang, Mr. Shao Chunsheng and Mr. Li Bin. Mr. Luo Jiamang is the chairman of our Remuneration and Assessment Committee.

PARTICULARS OF DIRECTORS' SERVICE CONTRACTS

We have not entered into any service contract (except for any contract expiring or determinable by us within one year without payment of compensation other than statutory compensation) with any of our Directors.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND SUPERVISORS

Our Directors receive remuneration in the form of salaries, allowances, benefits in kind, discretionary bonuses and retirement scheme contributions made on their behalf. The aggregate amount of remuneration paid to our Directors for the years ended December 31, 2009, 2010, 2011 and the six months ended June 30, 2012 was approximately RMB3,120,000, RMB3,263,000, RMB3,154,000 and RMB1,326,000, respectively.

The aggregate amount of remuneration paid to our Supervisors for the years ended December 31, 2009, 2010, 2011 and the six months ended June 30, 2012 was approximately RMB885,000, RMB1,182,000, RMB2,027,000 and RMB730,000, respectively.

We have not paid any remuneration to our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining us. We have not paid any compensation for loss of office to our Directors, past Directors, Supervisors, past Supervisors or the five highest paid individuals in 2009, 2010, 2011 and the six months ended June 30, 2012. Furthermore, none of our Directors or Supervisors had waived any remuneration during the same period.

The aggregate amount of salaries, allowances, benefits in kind, discretionary bonuses and retirement scheme contributions paid to our five highest paid individuals of our Company, including Directors, for the years ended December 31, 2009, 2010, 2011 and the six months ended June 30, 2012 was approximately RMB3,156,000, RMB3,052,000, RMB3,090,000 and RMB1,272,000, respectively.

Save as otherwise disclosed in this prospectus, no other payments have been paid or are payable in respect of the years ended December 31, 2009, 2010, 2011 and the six months ended June 30, 2012, by us to our Directors and Supervisors.

Under the arrangements currently in force, the aggregate amount of remuneration (excluding any discretionary bonus which may be paid) and benefits in kind (including any retirement scheme contribution) payable by us to our Directors and Supervisors for the year ending December 31, 2012 is estimated to be approximately RMB4.0 million.

SHAREHOLDING OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

As disclosed in the section headed “History, Development and Corporate Structure — History and Development” of this prospectus, in 2006, in order to diversify ZCMM’s ownership and to improve its corporate governance structure, ZCMM was restructured to become a state-owned and -controlled company, which involved certain changes in its registered capital. As part of the restructuring process, certain ZCMM’s employees collectively established Zhengzhou Bai Si Te Coal Mining Company* (鄭州百斯特礦機有限公司) (“BST”) in the name of the labor union of ZCMM then formed to hold the equity interest on behalf of those employees. Immediately upon the completion of its restructuring, the registered capital of ZCMM was RMB80.7 million and the Henan Government and BST held 51% and 49%, respectively, of the equity interest in ZCMM. The initial capitalization of BST was provided by certain employees (including certain Directors, Supervisors, senior management and key personnel of the Company) from their personal funds. In June 2008, BST entered into an equity transfer agreement with certain enterprises and companies (which, save for their shareholding interest in our Company, are Independent Third Parties) and various ZCMM’s executives and employees (including certain Directors, Supervisors, senior management and key personnel of the Company), to transfer all of its equity interest

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

in ZCMM. On December 5, 2008, the shareholders of ZCMM passed a resolution to incorporate ZCMM as a joint stock limited company in preparation for the initial public offering and listing of our A Shares on the Shanghai Stock Exchange. ZCMM's then shareholders were the promoters of the joint stock limited company as required under PRC law. These promoters include Mr. Jiao Chengyao, Mr. Shao Chunsheng, Mr. Xiang Jiayu, Mr. Fu Zugang and Mr. Wang Xinying, being our executive Directors, and Mr. Ding Hui and Mr. Ni Heping, being two of our Supervisors. The following table sets forth the shareholding of our Directors, Supervisors and other members of our senior management as of the Latest Practicable Date:

Name	A Shares owned		Position
	Number	Approximate percentage of issued share capital	
Mr. Jiao Chengyao (焦承堯)	4,789,120	0.34	Chairman
Mr. Shao Chunsheng (邵春生)	4,789,120	0.34	Vice Chairman
Mr. Xiang Jiayu (向家雨)	3,368,960	0.24	Director and General Manager
Mr. Fu Zugang (付祖岡)	3,368,960	0.24	Director and Deputy General Manager
Mr. Wang Xinying (王新瑩)	3,368,960	0.24	Director and Deputy General Manager
Mr. Ding Hui (丁輝)	3,192,000	0.23	Supervisor
Mr. Ni Heping (倪和平)	3,192,000	0.23	Supervisor and Assistant Chief Engineer
Mr. Guo Haofeng (郭昊峰)	3,368,960	0.24	Deputy General Manager
Mr. Gao Youjin (高有進)	3,368,960	0.24	Deputy General Manager and Chief Engineer
Mr. Zhang Minglin (張命林)	3,368,960	0.24	Deputy General Manager
Mr. Bao Xueliang (鮑雪良)	3,297,280	0.24	Board Secretary and Company Secretary
Mr. Guo Desheng (郭德生)	3,192,000	0.23	Chief Financial Officer

COMPLIANCE ADVISER

Our Company intends to appoint Haitong International Capital Limited to be its compliance adviser upon Listing in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. Our Company expects to enter into a compliance adviser agreement with the compliance adviser by the Listing Date, certain material terms of which are expected to include the following terms:

- (a) our Company will appoint Haitong International Capital Limited as the compliance adviser for the purpose of Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Hong Kong Listing Rules in respect of the financial results of our Company for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- (b) the compliance adviser will provide us with certain services, including providing us with guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines and provide advice to our Company on its continuing obligations under the Hong Kong Listing Rules and applicable laws and rules;

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- (c) the compliance adviser will on a timely basis inform us of any amendment or supplement to the Hong Kong Listing Rules, and of any new or amended law, rule, code or guideline in Hong Kong applicable to the Company;
- (d) the compliance adviser will act as one of our Company's additional channels of communication with the Hong Kong Stock Exchange; and
- (e) our Company will agree to indemnify the compliance adviser for certain actions against and losses incurred by the compliance adviser arising out of or in connection with the performance by the compliance adviser of its duties under the agreement, provided that the indemnity will not cover any action or loss which is caused by, resulted from or in connection with the wilful default, fraud or negligence on the part of the compliance adviser.