

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

GENERAL

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

Name	Age	Position	Date of appointment	Brief roles and responsibilities
Board				
YANG Wansheng (楊萬勝)	60	Chairman and executive Director	January 13, 2011	Responsible for the overall direction, strategic development and management of our Company Chairing the strategy and development committee and the nomination committee of our Company Participating in the remuneration committee meetings of our Company
LI Taifang (李太芳)	51	Vice chairperson and executive Director	July 29, 2011	Assisting the Chairman with the overall direction, strategic development and management of our Company Chairing the operation and risk management committee of our Company Participating in the strategy and development committee meetings of our Company
ZHANG Chun (張淳)	44	Executive Director and president	March 16, 2012	Overseeing the daily operation and management of our Company Participating in the strategy and development committee meetings of our Company
PAN Chongyi (潘崇義)	67	Non-executive Director	January 13, 2011	Participating in the strategy and development committee and the operation and risk management committee meetings of our Company
WANG Zhian (王治安)	62	Non-executive Director	January 13, 2011	Participating in the audit committee and the operation and risk management committee meetings of our Company

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Name	Age	Position	Date of appointment	Brief roles and responsibilities
LIU Li (劉力)	57	Independent non-executive Director	January 13, 2011	Chairing the audit committee of our Company; providing independent opinion and judgement to our Board, audit committee, remuneration committee and strategy and development committee of our Company
LIU Hongyu (劉紅宇)	49	Independent non-executive Director	January 13, 2011	Providing independent opinion and judgement to our Board, nomination committee and audit committee of our Company
FANG Yongzhong (方永忠)	61	Independent non-executive Director	July 29, 2011	Chairing our remuneration committee; providing independent judgement to our Board, remuneration committee, nomination committee and operation and risk management committee of our Company
CHAN Kin Ho Philip (陳建豪)	35	Independent non-executive Director	December 30, 2011	Providing independent opinion and judgement to our Board, in particular with regard to the financial aspects of our Company
Supervisory Board				
QUAN Huaqiang (全華強)	42	Chairman of our Supervisory Board	January 13, 2011	Monitoring and overseeing our Company's financial matters, examining our Company's periodic reports, and supervising the conduct of our Board and senior management
QIAN Xiangdong (錢向東)	43	Supervisor	January 13, 2011	Monitoring and overseeing our Company's financial matters, examining our Company's periodic reports, and supervising the conduct of our Board and senior management
BAI Ming (白明)	44	Employee representative supervisor	January 7, 2011	Monitoring and overseeing our Company's financial matters, examining our Company's periodic reports, and supervising the conduct of our Board and senior management

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Board of Directors

Our Board currently consists of three executive Directors, two non-executive Directors, and four independent non-executive Directors. Our Directors were all elected at the Shareholders' meetings for a term of three years, which is renewable upon re-election and re-appointment.

The duties and powers conferred on our Board of Directors include, among other things:

- convening Shareholders' meetings and reporting its work to Shareholders;
- implementing Shareholders' resolutions;
- formulating our Company's business plans and investment plans, and formulating our Company's annual budget and final accounts;
- formulating our Company's proposals for profit distributions and recovery of losses;
- formulating our Company's proposals for the increase or reduction of registered capital; and
- exercising other duties and powers as conferred by the Articles of Association.

Our Board is responsible and has general powers for the management and conduct of our business.

Executive Director

Mr. YANG Wansheng (楊萬勝), aged 60, is the chairman and an executive Director of our Company, and party secretary of the Communist Party of China committee ("**CPC Committee**") (黨委書記) thereof. Mr. YANG is responsible for the overall management of our Company. Mr. YANG has over 27 years of extensive management experience in the machinery industry and international engineering contracting business. Mr. YANG joined our Company in June 1982 as a vice departmental director of our Company until April 1985. Apart from serving at our Company, Mr. YANG also held various positions in government instrumentalities in the PRC from 1981 to 1990. Mr. YANG was a vice director of the external liaison department of the foreign affairs bureau of the MMI from April 1985 and was a director of the external liaison department of the international cooperation bureau of the then Ministry of Machinery Industry and Electronics Industry (原機電部國際合作司外聯處) from March 1986. Mr. YANG then studied in the United States from February 1990 to May 1993. After the completion of his studies and return to the PRC, Mr. YANG was promoted as a vice director-general of the international cooperation department of the MMI in November 1993 and then served as a vice director-general of the foreign affairs bureau of the former State Administration of the Machinery Industry (國家原機械工業局) from July 1998. In May 1999, Mr. YANG rejoined our Company as the party secretary of the CPC Committee. In November 2008, Mr. YANG was appointed as a Director of our Board and party secretary of the CPC Committee of our Company. In September 2010, Mr. YANG was appointed as chairman of our Board, and has been so serving since then. Mr. YANG graduated from the Beijing Second Foreign Language College (北京第二外國語學院) in 1979. In 1993, Mr. YANG graduated from the Massachusetts Institute of Technology with the degree of master of science in management. Mr. YANG is a professorial engineer. In 1999, Mr. YANG was elected as a standing member of the executive council of China Electrotechnical Society (中國電工技術學會) for three consecutive terms and has been serving in that role ever since. Mr. YANG is also an IPMP level A certified project director and was elected as a member of the Standing Committee of Project Management Research Committee, China, holding the office until December 31, 2016.

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Ms. LI Taifang (李太芳), aged 51, is the vice chairperson and an executive Director of our Company, and was appointed on July 29, 2011. Ms. LI has more than 17 years of experience in finance, accounting and management in respect of integrated large scale machinery and equipment enterprises. In July 1991, Ms. LI joined China Electronics Corporation (中國電子信息產業集團有限公司) until June 1994 and subsequently worked as the manager of the operational finance department of Beijing Xiang Yu Architects Limited (北京祥宇建築設計公司) from June 1994 to August 1998. Ms. LI joined China National Bearing Joint Import and Export Corporation (中國軸承進出口聯營公司) in August 1998 as a manager of the department of finance until December 2000. In December 2000, Ms. LI joined China National Electric Wire and Cable Import and Export Co., Ltd. (中國電線電纜進出口有限公司) as a manager of the finance department and then served as the chief accountant and manager of the finance department from June 2002 to March 2005. In March 2005, Ms. LI joined our Company and from March 2005 to July 2011, Ms. LI served as the financial controller of our Company. From July 2011 to present, Ms. LI has been serving as an executive Director and the vice chairperson of our Company. In 1983, Ms. LI graduated from the department of management engineering of the Jilin University of Technology (吉林工業大學) with a bachelor's degree in engineering. From August 1983 to July 1991, Ms. LI was a lecturer at the Beijing Institute of Machinery Industry Management (北京機械工業管理學院) and also undertook postgraduate studies from September 1984 to September 1986 at the same institute. Ms. LI is currently an independent non-executive director of Xuanhua Construction Machinery Co., Ltd. (河北宣化工程機械股份有限公司), a company listed on SZSE (stock code: 000923). Ms. LI is a senior economist. Ms. LI is also a member of the Chinese Institute of Certified Public Accountants (non-practising).

Mr. ZHANG Chun (張淳), aged 44, is an executive Director and the president of our Company, and was appointed on March 16, 2012. In July 1991, Mr. ZHANG joined China National Electric Equipment Corporation (中國電工設備總公司), the predecessor of CNEEC, as a sales representative and worked in that company until August 1993. Mr. ZHANG then joined our Company, and held various positions from August 1993 to May 2002, including sales representative, project manager, representative and chief representative of the Representative Office of our Company in Bangladesh. After returning to China, Mr. ZHANG joined China National Machinery & Equipment Corporation Group (中國機械裝備(集團)公司), the predecessor of SINOMACH, in May 2002 as the director of the department of operational management. Mr. ZHANG later became the director of the department of engineering and served at that position until August 2011. Mr. ZHANG was appointed as a vice president of our Company in August 2011. In 1991, Mr. ZHANG graduated from Tsinghua University (清華大學) with a bachelor's degree in thermal engineering. Mr. ZHANG is a senior engineer.

Non-executive Director

Mr. PAN Chongyi (潘崇義), aged 67, is a non-executive Director of our Company, and was appointed on January 13, 2011. Mr. PAN has over 40 years of experience in the power and machinery industries. Mr. PAN joined Harbin Turbine Company (哈爾濱汽輪機廠) in December 1968 and was later promoted as a vice director of Harbin Turbine Company in May 1983. In April 1990, Mr. PAN was appointed as the director-general of the Harbin Light Industry Bureau (哈爾濱市輕工業局) until May 1992. From May 1992 to September 1994, Mr. PAN served as a vice general manager of Harbin Power Equipment Group Company (哈爾濱電站設備集團公司) and from September 1994 to January 1997, Mr. PAN served as vice chairman of the board and general manager of Harbin Power Equipment Co., Ltd. (哈爾濱動力設備股份有限公司), a company listed on the Stock Exchange (stock code: 1133). From January 1997 to February 1998, Mr. PAN served as vice general manager for China National Machinery and Equipment (Group) Company (中國機械裝備(集團)公司), which was the predecessor of SINOMACH, and the general manager of China National Electric Equipment Corporation (中國電工設備總公司), which is a subsidiary of SINOMACH. From February 1998 to October 2000, Mr. PAN served as a director of China National

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Machinery and Equipment (Group) Company and the general manager of China National Electric Equipment Corporation. From October 2000 to August 2001, Mr. PAN also held various positions in China National Machinery and Equipment (Group) Company, including as director, vice president and executive vice president. From February 2004 to September 2010, Mr. PAN served as the chairman of the board of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司), which is a subsidiary of SINOMACH. Currently, Mr. PAN is also an independent non-executive director of TravelSky Technology Limited (中國民航信息網絡股份有限公司), a company listed on the Stock Exchange (stock code: 0696), and an external director of China Coal Technology & Engineering Group Corp (中國煤炭科工集團有限公司). In 1968, Mr. PAN graduated from the department of power mechanics of the Shanghai Mechanical Institute (上海機械學院). Mr. PAN is a professorial engineer.

Mr. WANG Zhian (王治安), aged 62, is a non-executive Director of our Company, and was appointed on January 13, 2011. Mr. WANG has over 30 years of experience in the electricity and machinery industries. From January 1977 to June 1999, Mr. WANG served at China Machinery Industry Third Installation Engineering Corporation (中國機械工業第三安裝工程公司), which was a subsidiary of China Machinery Industry Installation Corporation (中國機械工業安裝總公司) and held various positions at the same company, including technician, engineer, manager of the engineering department, vice manager and manager. From June 1999 to June 2001, Mr. WANG was promoted to vice general manager and then general manager of China Machinery Industry Installation Corporation. Subsequently, in June 2001, China Machinery Industry Installation Corporation changed its name to China CMIIIC Engineering & Construction Corporation (中國機械工業建設總公司), a subsidiary of SINOMACH, and Mr. WANG served as the general manager of that company until September 2010. Mr. WANG has been a director of China Perfect Machinery Industry Corp., Ltd. (中國浦發機械工業股份有限公司), a subsidiary of SINOMACH, since September 2010 and was a director of China Power Engineering Co., Ltd. (中國電力工程股份有限公司), a subsidiary of SINOMACH, from December 2010 to November 2011. In 1976, Mr. WANG completed his studies in electric machinery and apparatus and graduated from Xi'an Jiaotong University (西安交通大學). Mr. WANG is a professorial engineer.

Independent non-executive Directors

Mr. LIU Li (劉力), aged 57, is an independent non-executive Director of our Company, and was appointed on January 13, 2011. Mr. LIU was a teacher at the department of physics, the Beijing Institute of Iron and Steel (北京鋼鐵學院) from September 1984 to January 1986. From January 1986 to date, Mr. LIU has been holding various teaching positions at the Guanghua School of Management (光華管理學院), and its predecessor, the department of economics of the school of economics and management (經濟學院經濟管理系), Peking University, including lecturer, associate professor, professor, supervisor for doctoral students, the director of the finance department and a director of the MBA program at the Guanghua School of Management, Peking University. Mr. LIU is also a deputy director of the Research Center of Finance & Securities at Peking University. Currently, Mr. LIU is an independent non-executive director of Metallurgical Corporation of China Ltd. (中國冶金科工股份有限公司), a company listed on the Stock Exchange (stock code: 1618) and the Shanghai Stock Exchange (stock code: 601618); and an independent director of Bohai Ferry Co. Ltd. (渤海輪渡股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 603167), Zhongyuan Special Steel Co., Ltd. (中原特鋼股份有限公司), a company listed on SZSE (stock code: 002423), and Beijing Oil HBP Group (華油惠博普科技股份有限公司), a company listed on SZSE (stock code: 002554). In 1982, Mr. LIU graduated from Peking University with a bachelor's degree in physics, and in 1984 with a master's degree in physics respectively. Mr. LIU is also a member of the Chinese Institute of Certified Public Accountants (non-practising).

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Ms. LIU Hongyu (劉紅宇), aged 49, is an independent non-executive Director of our Company and was appointed on January 13, 2011. From July 1985 to May 1988, Ms. LIU served as an officer at the financial management office of the People's Bank of China Sichuan branch (四川省人民銀行). From May 1988 to April 1993, Ms. LIU served as a legal consultant for the Agricultural Bank of China (Beijing Branch) and from April 1993 to April 2004, she was the managing partner at Beijing Tongda Law Offices (北京同達律師事務所). In 2004, as a result of the merger between Beijing Tongda Law Offices and Jincheng Law Firm (金誠律師事務所), Ms. LIU became a senior partner, attorney at law of the merged firm, Beijing Jincheng & Tongda Law Firm (北京金誠同達律師事務所). From April 2005 to June 2011, Ms. LIU served as an independent director for Founder Technology Group Corporation (方正科技集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600601). From June 2009 to June 2012, Ms. LIU served as an independent director for Chongqing Three Gorges Water Conservancy and Electric Power Co., Ltd. (重慶三峽水利電力(集團)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600116). Currently, Ms. LIU is an independent director of Chongqing International Enterprise Investment Co., Ltd. (重慶國際實業投資股份有限公司), a company listed on SZSE (stock code: 000736) and an external supervisor of the Bank of Beijing Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 601169). In 1985, Ms. LIU graduated from Southwest University of Politics and Law (西南政法大學) with a bachelor's degree in law, as well as from the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生院) in economic law in 1998. Ms. LIU also obtained an EMBA degree from the Guanghua School of Management, Peking University in 2003.

Mr. FANG Yongzhong (方永忠), aged 61, is an independent non-executive Director of our Company, and was appointed on July 29, 2011. In September 1971, Mr. FANG joined the construction machinery factory of the Shenyang Railway Bureau (瀋陽鐵路局施工機械廠). Mr. FANG then joined the engineering department of the Shenyang Railway Bureau (瀋陽鐵路局瀋陽工程處) and held a number of positions within the bureau including technician, assistant engineer, engineer, vice section chief, section chief, vice departmental director and departmental director between February 1977 and August 1994. Mr. FANG was appointed as a vice director of the Shenyang sub-bureau of the Shenyang Railway Bureau in August 1994 and between August 1994 and December 1999, he was also general manager of Shenyang Engineering Corporation of the Shenyang Railway Bureau. From December 1999 to December 2003, Mr. FANG served at Shenyang Railway Engineering Construction Group Co., Ltd. (瀋陽鐵路工程建設集團有限公司) as the chairman of the board and general manager. From December 2003 to March 2008, Mr. FANG held various positions at China Railway No.9 Group Co., Ltd. (中鐵九局集團有限公司) including director, vice general manager and vice chairman of the board of directors. Currently, Mr. FANG is an external director of China Railway Science & Industry Group (中鐵科工集團有限公司) (“**CRSIG**”), China Railway No. 5 Engineering Group Co., Ltd. (中鐵五局(集團)有限公司) (“**China Railway No.5 Bureau**”), China Overseas Engineering Group Co., Ltd. (中國海外工程有限責任公司) (“**COVEC**”) and China Railway & Airport Construction Group Corporation (中國中鐵航空港建設集團有限公司) (“**CACCC**”) and is a supervisor and the chairman of the supervisory board of China Railway Construction and Engineering Group (中鐵建工集團有限公司) (“**CRCEG**”). These five companies are subsidiaries of China Railway Group Limited (中國中鐵股份有限公司), a company listed on the Stock Exchange (stock code: 0390) and Shanghai Stock Exchange (stock code: 601390). As an external director, Mr. Fang participates in board meetings of CRSIG, China Railway No.5 Bureau, COVEC and CACCC, representing the interests of the respective shareholder, China Railway Group Limited. However, Mr. FANG is not involved in the day to day management of CRSIG, China Railway No.5 Bureau, COVEC and CACCC.

As a supervisor and the chairman of the supervisory board of CRCEG, Mr. Fang participates in meetings of the supervisory board and the board of directors of CRCEG, representing the interests of the shareholder, China Railway Group Limited. However, Mr. FANG is not involved in

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the day to day management of CRCEG. Mr. FANG completed his studies in railway engineering (工程系鐵道工程專業) and graduated from the Shanghai Railway Institute (上海鐵道學院) in 1977, and also obtained an EMBA in decision-making management from International East-West University (美國國際東西方大學決策管理學) in December 1995. Mr FANG is a senior engineer and a registered national first class architect.

Mr. CHAN Kin Ho Philip (陳建豪), aged 35, is an independent non-executive Director of our Company and was appointed on December 30, 2011. In September 1999, Mr. CHAN joined the assurance and advisory department of Deloitte Touche Tohmatsu Limited as a staff accountant and held that position until November 2000. From November 2000 to May 2004, Mr. CHAN worked at KPMG and was serving as assistant manager before he left. In June 2004, Mr. CHAN joined the Hong Kong branch of Deutsche Bank AG as a business area controller in the financial controlling division until April 2006. From April 2006 to December 2008, Mr. CHAN served as financial controller for Xinhua Sports & Entertainment (HK) Limited and served as group financial controller from January 2009 to March 2011. Xinhua Sports & Entertainment (HK) Limited was a wholly-owned subsidiary of Xinhua Sports & Entertainment Limited, which was listed on NASDAQ (stock code: XSEL) until April 1, 2011 and whose shares (PINK: XSELY) are currently traded on the American over-the-counter (pink sheets) market. From April 2011 to June 2012, Mr. CHAN served as vice president – finance for SearchMedia Holdings Limited, a company listed on American Stock Exchange (stock code: IDI). Mr. CHAN graduated from the University of Hong Kong with a bachelor's degree in business administration in accounting and finance. Mr. CHAN is a certified public accountant under the Hong Kong Institute of Certified Public Accountants and a member of The Association of Chartered Certified Accountants. Mr. CHAN is also a chartered financial analyst.

Save as disclosed in the section headed “Relationship with Controlling Shareholder” in this Prospectus, none of our Directors has any interests in any business, apart from our Group's business, which competes or is likely to compete, either directly or indirectly, with our Group's business.

SUPERVISORY BOARD

The PRC Company Law requires a joint stock limited liability company to establish a Supervisory Board, and this requirement is also set out in our Articles of Association. Our Supervisory Board consists of three Supervisors, one of whom is elected by the employees of our Company. The term of office of our Supervisors is three years; and is renewable upon re-election and re-appointment. The duties and powers conferred on our Supervisors include, among other things:

- monitoring and overseeing our Company's financial matters;
- proposing to convene a meeting of our Board of Directors on an ad hoc basis;
- supervising the conduct of our Board of Directors and senior management of our Company when carrying out their duties;
- proposing to remove Directors and senior management officers who have breached applicable laws, regulations, our Articles of Association or Shareholders' resolutions;
- demanding Directors and senior management officers to rectify any action which is prejudicial to the interests of our Company; and
- exercising other powers as conferred by our Articles of Association, laws and administrative regulations.

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A resolution of our Supervisory Board may be adopted only if it is approved by the vote of two-thirds or more of the members of our Supervisory Board.

Mr. QUAN Huaqiang (全華強), aged 42, is a Supervisor of our Company, and was appointed on January 13, 2011. Mr. QUAN worked in the finance department of Beijing Yanshan Petrochemical Corporation (北京燕山石油化工公司) from August 1991 to July 1994. From July 1994 to October 1997, Mr. QUAN was initially employed as an accountant and then in May 1995, he became manager of the finance department of Universal Import and Export Company (中機通用進出口公司財務部) until October 1997. Mr. QUAN was appointed by China National Machinery Import & Export Corporation (“CMC”) (中國機械進出口集團) as finance manager for the CMC Ukraine Office in October 1997 and worked there until January 1999, and then was appointed as manager of the finance department of CMC General Electrical Parts Import and Export Company (中機機電配件進出口公司) by CMC until May 2001. In May 2001, Mr. QUAN was appointed by China General Technology Group (中國通用技術集團) as general manager of the finance department of China International Advertising Corporation (中國國際廣告公司財務部) and subsequently was appointed as manager of the funds management department of the general finance department of China General Technology Group in May 2004. From March 2005 to December 2006, Mr. QUAN served at Sinomach Finance Co., Ltd. (國機財務有限責任公司) as a vice general manager. From September 2010 to August 2011, Mr. QUAN was the chairman of the Supervisory Board at China Automobile Trading Co., Ltd. (中國進口汽車貿易有限公司). Mr. QUAN has been serving as the head of the internal audit inspection department of SINOMACH from December 2006 to present. Mr. QUAN has also been serving as the chairman of the Supervisory Board of our Company since November 2008. Currently, Mr. QUAN is a member of the Supervisory Board of Sinomach Automobile Co., Ltd. (國機汽車股份有限公司), a company listed on the Shanghai Stock Exchange (Stock code: 600335). In 1991, Mr. QUAN graduated from the Jiangxi Institute of Finance and Economics (江西財經學院) with a bachelor’s degree in accounting. Mr. QUAN is a senior accountant.

Mr. QIAN Xiangdong (錢向東), aged 43, is a Supervisor of our Company, and was appointed on January 13, 2011. Mr. QIAN joined the Education Department of the MMI in June 1997. From September 1998 to August 2006, Mr. QIAN held various positions, including officer, vice manager of the finance and audit department, vice chief accountant and manager of the finance and audit department and vice general manager at China National Harvester Machinery Corporation (中國收穫機械總公司) (a subsidiary of SINOMACH). From July 2006 to August 2006, Mr. QIAN served as a director and financial controller for Luoyang China Harvesters Corporation (洛陽中國收穫機械總公司). From August 2006 to September 2008, Mr. QIAN served as a financial controller for the Tianjin Design & Research Institute of Electric Drive (天津電氣傳動設計研究所) (a subsidiary of SINOMACH). Since 2008, Mr. QIAN has been serving as a vice general manager and chief financial officer for China United. In 1998, Mr. QIAN graduated from Jilin University of Technology (吉林工業大學) majoring in economic management (by correspondence). Mr. QIAN is a senior accountant.

Mr. BAI Ming (白明), aged 44, is a Supervisor of our Company, and was appointed on January 7, 2011. In March 1992, Mr. BAI joined our Company and from March 1992 to December 1999, he was employed as an accountant at the finance department of our Company. From December 1999 to September 2005, Mr. BAI was employed as an accountant at CMEC International Engineering. Mr. BAI was a vice general manager of the project auditing division of our Company from September 2005 to May 2007. Mr. BAI was the director of the project auditing division of the audit department of our Company from May 2007 to September 2009 and has been a vice general manager of the audit department of our Company since September 2009. Mr. BAI graduated from the Beijing Institute of Machinery Industry (北京機械工業學院) in 1991 majoring in industrial accounting and is an assistant accountant and a tax accountant.

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Save as disclosed in the section headed “Relationship with Controlling Shareholder” in this Prospectus, none of our members of the Supervisory Board has any interests in any business, apart from our Group’s business, which competes or is likely to compete, either directly or indirectly, with our Group’s business.

SENIOR MANAGEMENT

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

Name	Age	Position
ZHANG Chun (張淳)	44	President
JIAO Hanzhou (焦捍洲)	57	Vice president
JIN Chunsheng (靳春生)	55	Vice president
ZHANG Jianguo (張建國)	51	Vice president
WANG Dingning (王丁寧)	57	Vice president
LI Chaoyang (李朝陽)	44	Vice president
ZHOU Yamin (周亞民)	49	Chief financial officer
CHEN Minjian (陳民建)	57	Secretary to the Board of Directors

Mr. ZHANG Chun (張淳), aged 44, serves as an executive Director and the president of our Company. Please see his biography under the sub-section headed “Directors” for details.

Mr. JIAO Hanzhou (焦捍洲), aged 57, is a vice president of our Company, and is in charge of our Company’s trading business. Mr. JIAO has almost 30 years of experience in the machinery and equipment industry. Mr. JIAO joined our Company in August 1982, working as a sales representative in our Company from August 1982 to October 1985 and was then assigned to the representative office of our Company in Thailand from October 1985 to September 1990. Mr. JIAO served as a vice director of the No. 2 department of our Company from September 1990 to April 1995 and as a vice general manager and then the general manager of China Engineering Machinery Import & Export Co., Ltd. (中設工程機械進出口公司), which is a subsidiary of our Company from January 1996 to June 2005. From May 2002 to April 2003, Mr. JIAO was initially employed as an assistant president, and was subsequently promoted to a vice president, of our Company in April 2003. In 1982, Mr. JIAO graduated from the department of electrical engineering, the Shenyang Institute of Electrical Engineering (瀋陽機電學院) with a bachelor’s degree majoring in electric apparatus. Mr. JIAO is a senior engineer.

Mr. JIN Chunsheng (靳春生), aged 55, is a vice president of our Company and is in charge of our Company’s International Engineering Contracting Business. Mr. JIN has over 30 years of experience in the machinery and equipment industry and has held various positions within our Company. Mr. JIN joined our Company in February 1982, and he worked as a sales representative from February 1982 to August 1986. During such period, Mr. JIN also studied English for almost one year at the Tianjin Institute of Foreign Languages (天津外國語學院). From August 1986 to August 1989, Mr. JIN was assigned by our Company to work as a project manager of American Machinery. After returning to China in August 1989, Mr. JIN was appointed as director of the department responsible for the export of complete sets of equipment until June 1999, and was subsequently promoted to a vice general manager of CMEC International Engineering until November 2001. Mr. JIN was a vice general manager of China Machinery-building International Corporation (中國機械對外經濟技術合作總公司) from November 2001 to December 2004 and was appointed as a vice president of our Company in December 2004. In 1982, Mr. JIN obtained his bachelor’s degree in hydraulic machinery from Gansu University of Technology (甘肅工業大學). Mr. JIN is a professorial engineer.

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Mr. ZHANG Jianguo (張建國), aged 51, is a vice president of our Company and is in charge of our Company's trade and other business. Prior to joining our Company, Mr. ZHANG was a lecturer at Peking University (北京大學) from July 1987 to May 1991. In May 1991, Mr. ZHANG joined our Company and he was appointed as a vice general manager of the department of human resources and education of our Company in June 1993. Mr. ZHANG was subsequently promoted as a vice director of the general office of our Company and held that position from December 1993 to January 1998. In 1998, Mr. ZHANG was appointed as a vice general manager of CMEC Tendering, and was promoted to the general manager thereof in July 2001 and held that position until June 2007. In March 2005, Mr. ZHANG was also appointed as an assistant president of our Company. Mr. ZHANG has been a vice president of our Company since May 2006. Mr. ZHANG is a senior economist and graduated from Peking University with a master's degree in history in 1987.

Mr. WANG Dingning (王丁寧), aged 57, is a vice president of our Company and is in charge of the general affairs of our Company. Mr. WANG served in the PRC military from December 1974 to August 1994. In August 1994, Mr. WANG joined China Machine-building International Corporation (中國機械對外經濟技術合作總公司) as an assistant to the manager of the department of human resources. From July 1997 to May 1998, Mr. WANG worked at the MMI. From May 1998 to June 2002, Mr. WANG joined China National Machinery and Equipment (Group) Company (中國機械裝備(集團)公司), the predecessor of SINOMACH, as the director of the department of human resources. From June 2002 to May 2006, he served as a vice secretary of the CPC Committee and the secretary of the discipline inspection committee (紀委書記) of China Machine-building International Corporation (中國機械對外經濟技術合作總公司). Mr. WANG also served as a vice general manager for the same company from February 2005 to May 2006. In May 2006, Mr. WANG joined our Company and served as secretary of the discipline inspection committee (紀委書記) thereof. Since December 2006, Mr. WANG has also been serving as a vice president of our Company. In 1993, Mr. WANG graduated from the Party School of the Central Committee of the Communist Party of China majoring in economic management. Mr. WANG is a senior political work specialist.

Mr. LI Chaoyang (李朝陽), aged 44, is a vice president of our Company and is in charge of the International Engineering Contracting Business of our Company. Mr. LI has over 15 years of experience in the machinery and equipment industry and has also worked in a number of governmental departments in China, including MOFTEC and MOFCOM. Mr. LI joined China Computer Application Development Company for Machinery Industry (中國機械工業電腦應用開發公司) in July 1992 as a project manager. In May 1996, Mr. LI joined the State Administration of Electromechanical Products Export Office (國務院機電產品出口辦公室) and was promoted to an associate principal staff (副主任科員) in April 1997. Subsequently, Mr. LI joined the electrical and mechanical export department of MOFTEC (外經貿部機電司出口處) and was promoted to a vice director in February 2001. In April 2002, Mr. LI was appointed as a vice director of the electrical and mechanical projects department of MOFTEC (外經貿部機電司項目處). Mr. LI was appointed as a vice director of the department of electrical and mechanical projects of MOFCOM (商務部機電司項目處) in March 2003, and was promoted to a director in December 2003. In December 2005, Mr. LI joined our Company as an assistant president and vice general manager of the second division of complete sets of plants and equipment and was promoted to the general manager of the same division in August 2007. Mr. LI was appointed as a vice president of our Company on May 27, 2010. In 1992, Mr. LI graduated from Hunan University (湖南大學) with a bachelor's degree majoring in computer science and application. Mr. LI is a senior engineer.

Mr. ZHOU Yamin (周亞民), aged 49, is the chief financial officer of our Company. Mr. ZHOU took various positions in China Machinery Industry Installation Company (中國機械工業安裝總公司) from October 1983 to June 2001, including bookkeeper of the finance department, accountant, vice departmental director of the finance department and manager of the finance department. From

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June 2001 to February 2002, Mr. ZHOU served as deputy chief accountant and manager of the department of financial assets for China CMIIC Engineering & Construction Corporation. From February 2002 to December 2004, Mr. ZHOU was appointed as the chief accountant of China CMIIC Engineering & Construction Corporation and from December 2004 to July 2011, he served as vice general manager and chief financial officer for China CMIIC Engineering & Construction Corporation. In July 2011, Mr. ZHOU joined our Company and was appointed as the chief financial officer on July 29, 2011. Mr. ZHOU graduated from Beijing Technology and Business University and the Open University of China (北京工商大學和中央廣播電視大學) with a bachelor's degree in management in July 2004, majoring in accounting. Mr. ZHOU is a senior accountant, a member of the Chinese Institute of Certified Public Accountants (non-practising), an international certified practising accountant and a senior international finance manager.

Mr. CHEN Minjian (陳民建), aged 57, serves as secretary to our Board and joint company secretary of our Company. In 1978, Mr. CHEN joined our Company as a sales representative. Mr. CHEN served as a vice president of American Industry Inc. (美國工業公司) from August 1985 to December 1989 in the US and subsequently, Mr. CHEN was appointed as a vice president for Oversea Resources Corporation Limited (泰國華隆公司) in Thailand from January 1990 to August 1992. Upon his return to the PRC, Mr. CHEN served as a vice general manager of the department of the exhibition and information of our Company from September 1992 to December 1995. Mr. CHEN then served respectively as a vice general manager and executive vice general manager of CMEC Expo from January 1996 to June 2009. Mr. CHEN was appointed in September 2009 as a vice director of the office of company reorganization of our Company as well as served as a vice director of the general office of our Company from January 2011 to June 2011. Mr. CHEN was appointed as the director of the general office in June 2011 and the secretary to the Board of our Company in July 2011. In 1978, Mr. CHEN completed his studies in international trade and English and graduated from the University of International Business and Economics (對外經濟貿易大學). Mr. CHEN is a senior economist.

Save as disclosed above, there is no other information relating to our Directors and our senior management members that needs to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

BOARD COMMITTEES

Strategy and Development Committee

We established a strategy and development committee pursuant to a resolution of our Board of Directors passed on June 25, 2011 with written terms of reference. The primary duties of the strategy and development committee include:

- conducting research in respect of, and formulating the strategy and business development of our Company, including the medium to long term plans, and supervising the implementation of our Company's strategic planning;
- presenting assessment reports on the implementation of our Company's strategic planning, management and business development;
- researching and analyzing major issues encountered by our Company in the course of its development, etc.

The current members of the strategy and development committee of our Company are YANG Wansheng (楊萬勝), LI Taifang (李太芳), ZHANG Chun (張淳), PAN Chongyi (潘崇義) and LIU Li (劉力). The strategy and development committee is chaired by YANG Wansheng (楊萬勝).

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Operation and Risk Management Committee

We established an operation and risk management committee pursuant to a resolution of our Board of Directors passed on June 25, 2011 with written terms of reference. The primary duties of the operation and risk management committee are mainly to identify potential risks arising from the operation of our business and make recommendations to our Board on the risk management policy, including:

- reviewing and evaluating the progress of major investments, operations, and major business;
- reviewing and evaluating the decision making standards and mechanisms as regards major operational decisions, major risks, major events, and major business processes;
- establishing sound and comprehensive risk management and internal control procedures in respect of the risk management and internal control system with a view to ensuring the effective and efficient operation of such system.

The current members of the operation and risk management committee of our Company are LI Taifang (李太芳), PAN Chongyi (潘崇義), WANG Zhian (王治安) and FANG Yongzhong (方永忠). The operation and risk management committee is chaired by LI Taifang (李太芳).

Audit Committee

We established an audit committee pursuant to a resolution of our Board of Directors passed on June 25, 2011. We specified its terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules pursuant to a resolution of our Board of Directors passed on November 10, 2012. The primary duties of the audit committee include:

- making recommendations to our Board on the appointment and removal of external auditors;
- reviewing and providing comments on the financial statements, reports and material advice in respect of financial reporting;
- supervising, evaluating and examining the efficiency and effectiveness of the risk management and internal control system of our Company.

The current members of the audit committee of our Company are LIU Li (劉力), LIU Hongyu (劉紅宇) and WANG Zhian (王治安). The audit committee is chaired by LIU Li (劉力).

Remuneration Committee

We established a remuneration committee pursuant to a resolution of our Board of Directors passed on June 25, 2011. We specified its terms of reference in accordance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules pursuant to a resolution of our Board of Directors passed on November 10, 2012. The primary duties of the remuneration committee include:

- formulating the remuneration packages for departmental heads and their deputies of business and functional departments of our Company;
- formulating and reviewing the remuneration packages for the chairman, directors, supervisors and general managers of the wholly owned subsidiaries and direct subsidiaries of our Company;
- making recommendations to our Board in respect of the overall remuneration policy and structure for all Directors and senior management of our Group, which include (i) establishing a formal and transparent procedure for developing policies on such remuneration; and (ii) recommending terms of the specific remuneration package of our directors and senior management.

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The current members of the remuneration committee are FANG Yongzhong (方永忠), YANG Wansheng (楊萬勝) and LIU Li (劉力). The remuneration committee is chaired by FANG Yongzhong (方永忠).

Nomination Committee

We established a nomination committee pursuant to a resolution of our Board of Directors passed on June 25, 2011. We specified its terms of reference in accordance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules pursuant to a resolution of our Board of Directors passed on November 10, 2012. The primary duties of the nomination committee include:

- identifying and recommending to our Board candidates suitable to serve as the directors, senior management officers, general manager and deputy general manager of our Company; and
- reviewing the Board's structure in terms of the number of directors, their skills and knowledge, their experience, the composition of the Board, and making recommendations to the Board on change in its structure in light of our Company's strategy.

The current members of the nomination committee are YANG Wansheng (楊萬勝), LIU Hongyu (劉紅宇) and FANG Yongzhong (方永忠). The nomination committee is chaired by YANG Wansheng (楊萬勝).

JOINT COMPANY SECRETARIES

Mr. CHEN Minjian (陳民建), aged 57, serves as secretary to the Board and one of the joint company secretaries. Please see his biography under the sub-section headed "Senior Management" for details.

Ms. TSANG Fung Chu (曾鳳珠), aged 44, is the other joint company secretary of our Company. Ms. TSANG is a co-founder of C&T Associates CPA Limited. Ms. TSANG is a Fellow Certified Public Accountant, a member of the Association of Chartered Certified Accountants and a Fellow Member of the Hong Kong Institute of Public Accountants. Ms. TSANG graduated from the University of Hong Kong with a degree in social science, and has extensive experiences in finance and accounting.

REMUNERATION POLICY

We value our employees and recognize the importance of a good relationship with our employees. The remuneration to our employees includes salaries and allowances.

Our Company offers competitive remuneration packages to our Directors and employees. Our Company's remuneration policies are formulated based on the position of individual employees and are reviewed regularly. Subject to various factors, including, *inter alia*, our Company's performance and the performance of members of our staff, our Company may also provide a bonus to our employees for their contribution to our Company as an incentive. The primary goal of the remuneration policy with regard to the remuneration packages of our Company's executive Directors is to enable our Company to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives achieved. The principal elements of our Company's executive Directors' remuneration packages include salaries, allowances and annuities, and discretionary bonuses.

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Please refer to the section headed “Business – Employees” for the discussion regarding the mandatory pension plans and social insurance contribution plans we participate in.

During each of the three years ended December 31, 2009, 2010 and 2011 and the six months ended June 30, 2012, the total amount of emoluments (which includes (i) salaries and other benefits; (ii) contributions to retirement benefits schemes; and (iii) performance related incentive payments) paid to our Directors amounted to approximately RMB2.6 million, RMB2.6 million, RMB3.7 million and RMB2.1 million, respectively. No remuneration has been paid to the Directors as an inducement to join or upon joining our Company or as compensation for the loss of office as a director of any member of our Company or of any other office in connection with the management of the affairs of any member of our Company during the Track Record Period. No Directors waived any emoluments during the Track Record Period.

Under the arrangements currently in force, the aggregate remuneration payable to, and benefits-in-kind receivable by, our Directors for the year ending December 31, 2012 are estimated to be approximately RMB4.5 million.

We have not experienced any significant problems with our employees or disruption to our operations due to labor disputes, nor have we experienced any difficulties in the recruitment and retention of experienced staff.

COMPLIANCE ADVISOR

Our Company has appointed China Galaxy International Securities (Hong Kong) Co., Limited as our compliance advisor pursuant to Rule 3A.19 and Rule 19A.05 of the Listing Rules. Pursuant to Rule 3A.23 and Rule 3A.24 of the Listing Rules, the compliance advisor will advise our Company on the following matters:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (iii) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this Prospectus;
- (iv) where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares; and
- (v) where we propose to appoint a new director to our Board.

Pursuant to Rule 19A.06 of the Listing Rules, our compliance advisor will, on a timely basis, inform us of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. Our compliance advisor will also inform us of any amendment or supplement to the applicable laws, regulations or codes.

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