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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS/BOARD OF DIRECTORS

Our Board of Directors is responsible and has general powers for the management and conduct of our business. The table below shows certain information in respect of the members of the Board of Directors of our Company:

| Name                                              | Age | Position/Title                                                                                                                               | Date of appointment(s)                            | Roles and responsibilities                                                                                                |
|---------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| <i><b>Executive Directors</b></i>                 |     |                                                                                                                                              |                                                   |                                                                                                                           |
| ZHAO, Guibin<br>(趙桂斌) .....                       | 49  | Chairman, Executive Director and Chief Executive Officer                                                                                     | June 15, 2013                                     | Overseeing our Group's strategic vision, direction and goals and overseeing the overall execution of our Group's strategy |
| RICHARDSON,<br>Michael Paul .....                 | 56  | Executive Director, Senior Vice President, Chief Technology and Strategy Officer and Chairman of China division and driveline business units | June 15, 2013                                     | Our Group's technology planning, information technology and strategic planning                                            |
| FAN, Yi (樊毅).....                                 | 47  | Executive Director and Joint Company Secretary                                                                                               | August 21, 2012 and January 28, 2013 respectively | Managing our Group's operations and handling of company secretarial duties                                                |
| ZHU, Jian (朱建).....                               | 45  | Executive Director                                                                                                                           | June 15, 2013                                     | Participating in our Group's operations                                                                                   |
| <i><b>Non-executive Director</b></i>              |     |                                                                                                                                              |                                                   |                                                                                                                           |
| LUO, Qunhui<br>(羅群輝) .....                        | 49  | Non-executive Director                                                                                                                       | June 15, 2013                                     | As a non-executive Director                                                                                               |
| <i><b>Independent Non-executive Directors</b></i> |     |                                                                                                                                              |                                                   |                                                                                                                           |
| TSANG, Hing Lun<br>(曾慶麟) .....                    | 64  | Independent Non-executive Director                                                                                                           | June 15, 2013                                     | As an independent Director                                                                                                |
| LIU, Jianjun<br>(劉健君) .....                       | 45  | Independent Non-executive Director                                                                                                           | June 15, 2013                                     | As an independent Director                                                                                                |
| WEI, Kevin Cheng<br>(蔚成) .....                    | 45  | Independent Non-executive Director                                                                                                           | June 15, 2013                                     | As an independent Director                                                                                                |

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### EXECUTIVE DIRECTORS

**ZHAO, Guibin** (趙桂斌), aged 49, was appointed as our executive Director and chairman of the Board on June 15, 2013. He is also our chief executive officer since June 2012. Mr. ZHAO has 16 years of relevant experience in the automotive industry. He is primarily responsible for setting our strategic vision, direction and goals and overseeing the overall execution of our Group's strategy. Mr. ZHAO is also a director of PCM (US) Steering, PCM (Singapore) Steering, and chairman of the board of directors of several of our subsidiaries. Mr. ZHAO has been a director of PCM China, one of our Controlling Shareholders, since December 2010, and chairman of the board of directors and general manager of AVIC Auto, one of our Controlling Shareholders, since 2010 and from 2009 to 2010, respectively. He is also the deputy chief economist of AVIC. From April 2010 to April 2013, Mr. ZHAO was the chairman of the board of directors of AVIC Heavy Machinery Co. Ltd. (中航重機股份有限公司), a non-wholly owned subsidiary of AVIC, and a company listed on the Shanghai Stock Exchange (stock code: 600765). From 1997 to 2003, Mr. ZHAO was the general manager of Sichuan Lingfeng Aeronautics Hydraulic Machinery Co. (四川凌峰航空液壓機械有限公司), a wholly owned subsidiary of AVIC, where he was in charge of corporate governance and operational management. He was appointed as general manager, director and chairman of AVIC Chengdu Engine (Group) Co., Ltd (中航工業成都發動機(集團)有限公司), a non-wholly owned subsidiary of AVIC, and as director and chairman of the board of its non-wholly owned subsidiary, Sichuan Chengfa Aero Science and Technology Co., Ltd (四川成發航空科技股份有限公司) in August 2003. Mr. ZHAO became a first-tier senior economist in September 2004, awarded by China Aviation Industry Corporation II (中國航空工業第二集團公司). He was awarded an executive master's degree in business administration by the University of Electronic Science and Technology of China, the PRC (電子科技大學), in June 2007. Mr. ZHAO has received numerous awards in recognition of his achievements, including the Government Special Allowance awarded by the PRC State Council in 2000 (2000年中國國務院政府特殊津貼).

In view of Mr. ZHAO's experience, personal profile and his roles in our Group as mentioned above and that Mr. ZHAO has assumed the role of chief executive officer of our Group since June 2012, the Board considers it beneficial to the business prospect and operational efficiency of our Group that upon Listing, Mr. ZHAO acts the chairman and continues to act as the chief executive officer of our Company. While this will constitute a deviation from Code Provision A.2.1 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decision to be made by our Board requires approval by at least a majority of our Directors and that our Board comprises three independent non-executive Directors out of eight Directors, which is more than the Listing Rules requirement of one-third, and we believe there is sufficient check and balance in the Board; (ii) Mr. ZHAO and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels. See "— Management of our Group." The Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

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**RICHARDSON, Michael Paul**, aged 56, was appointed as our executive Director on June 15, 2013. Mr. RICHARDSON has been senior vice president, chief technology and strategy officer, as well as chairman of both the China division and the driveline business unit of Nexteer Automotive since June 2012. Mr. RICHARDSON has over 39 years of relevant experience in the automotive industry. He is responsible for all of our Group's technology planning, information technology and strategy planning, as well as mergers and acquisitions. He is currently a member of the NSC. Mr. RICHARDSON began his automotive career with GM in 1974, as a co-operative student at the former Saginaw Steering Gear Division. He was a staff engineer for the halfshafts product line in 1990. From 1992 to 1995, Mr. RICHARDSON was a staff engineer for steering products, and from 1995 to 1999, he was regional director of engineering, production control and logistics, based in Paris, France. In 1999, Mr. RICHARDSON returned to the United States as chief engineer of hydraulic power steering. He was promoted to director of engineering of Delphi Steering in 2001. From 2006 to 2009, Mr. RICHARDSON relocated to Shanghai, China, where he became regional director of the Asia-Pacific region. In 2009, Mr. RICHARDSON returned to the United States, and was made vice president of the steering business line. In 2011, Mr. RICHARDSON became chief operating officer (China division) of our Group while retaining his business line and global engineering responsibilities. He is currently based in our Shanghai and Saginaw offices. Mr. RICHARDSON is a professional engineer, awarded in 1984 by the State of Michigan, the U.S. He obtained a bachelor's degree in mechanical engineering from Kettering University (formerly known as the General Motors Institute), the U.S. in 1979 and a master's degree in business administration from Central Michigan University, the U.S. in 1990. He is a Boss Kettering Award recipient, and was inducted into the Delphi Innovation Hall of Fame for career innovation in 2004.

**FAN, Yi (樊毅)**, aged 47, was appointed as our Director on August 21, 2012 and was designated our executive Director on June 15, 2013, and was appointed as our joint company secretary on January 28, 2013. He is responsible for the management of our operations and handling of company secretarial duties. Mr. FAN has approximately 14 years of relevant experience in the automotive industry. Mr. FAN currently serves as director and secretary to the board of directors of PCM (Singapore) Steering and PCM (US) Steering, and as director of several of our subsidiaries. Mr. FAN has held the following positions in our Controlling Shareholders, namely, secretary to the board of directors, assistant to the general manager and planning department head of AVIC Auto in 2010; and deputy general manager since January 2012 and director and secretary to the board of directors of PCM China since 2010; and the sole director of Nexteer Hong Kong since its incorporation in August 2012. From 1992 to 1999, Mr. FAN worked at the economic research center of AVIC Corporation (中國航空工業總公司), the predecessor of AVIC, where he became assistant director in 1995. From 1999 to 2005, Mr. FAN served as management director of the automotive department of China Aviation Industry Corporation II (中國航空工業第二集團公司), one of the predecessor companies of AVIC. Since 2005, he started working in the automotive department of AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 2357), a non-wholly owned subsidiary of AVIC, where he was initially deputy manager, and was later appointed as manager in 2007. Mr. FAN graduated in 1987 from Beijing Aviation Institute of Aeronautics and Astronautics, the PRC (北京航空學院) (now known as Beijing University of Aeronautics and Astronautics, the PRC (北京航空航天大學)), with a bachelor's degree in engineering from the Faculty of Automatic Control, and completed a master's research course in education, economics and management from Beijing University of Aeronautics and Astronautics, the PRC (北京航空航天大學), from 1999 to 2001. Mr. FAN was certified as a researcher in natural sciences by China Aviation Industry Corporation II (中國航空工業第二集團公司) in September 2007.

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**ZHU, Jian (朱建)**, aged 45, was appointed as our executive Director on June 15, 2013. He is responsible for participating in the management of our operations. Mr. ZHU has over 20 years of relevant experience in the automotive industry, including automotive research and development, product purchase management and operations management. Mr. ZHU was also appointed as director and deputy general manager of our Controlling Shareholder, PCM China, from December 2010 to May 2013. Mr. ZHU will not hold any management positions in the Controlling Shareholders and/or its associates upon the Listing. Since November 2010, Mr. ZHU has served as director of PCM (US) Steering, PCM (Singapore) Steering, as well as several of our subsidiaries. Mr. ZHU was appointed by Jiangxi Changhe Group Co., Ltd (江西昌河汽車股份有限公司) (now known as AVIC Avionics Equipment Co., Ltd, (中航航空電子設備股份有限公司)) as a technician and an engineer of a minivan plant from August 1993 to December 1994, deputy chief of the planning and operations department from May 2005 to December 2006. He was appointed as the deputy general manager in June 2009. Mr. ZHU was also appointed by Jiangxi Automobile Co., Ltd (江西昌河鈴木汽車有限責任公司), as a technician in the corporate planning department, assistant to the departmental head and section chief from August 1995 to March 2002, assistant to the general manager from January 2008 to March 2009, as well as deputy manager and product development manager from March 2009. Mr. ZHU attended the Automotive Department of Tongji University, the PRC (同濟大學汽車工程系) from September 1987 to July 1992, where he obtained a bachelor's degree in mechanical engineering, and obtained a master's degree in engineering from the School of Mechanical Engineering of Tsinghua University, the PRC (清華大學機械工程學院), in July 2005. Mr. ZHU became a certified senior engineer awarded by China Aviation Industry Corporation II (中國航空工業第二集團公司) in September 2001.

### NON-EXECUTIVE DIRECTOR

**LUO, Qunhui (羅群輝)**, aged 49, was appointed as our non-executive Director on June 15, 2013. Mr. LUO is responsible for participating in our Group's strategic and key operational decision-making processes and advising on our strategies and policies from an industry perspective. Mr. LUO has six years of relevant experience in the automotive industry. Mr. LUO is president of PCM (Singapore) Steering and PCM (US) Steering. He was also director and general manager of AVIC Auto, one of our Controlling Shareholders, from September 2010 to April 2013 and director and general manager of PCM China, one of our Controlling Shareholders, since December 2010. Mr. LUO was chairman and director of Hubei Aviation Machinery Technology Co., Ltd (湖北中航精機科技股份有限公司) a non-wholly-owned subsidiary of AVIC, and a company listed on the Shenzhen Stock Exchange (stock code: 002013), from 2006 to 2010. Mr. LUO obtained his doctor of philosophy in management sciences and engineering from Nanjing University of Aeronautics and Astronautics, the PRC (南京航空航天大學), in May 2009. Mr. LUO became a senior engineer awarded by Aviation Industry First Corporation of China (中國航空工業第一集團公司), one of the predecessor companies of AVIC, in 2000. Mr. LUO received the Special Government Allowance awarded by the PRC State Council in 2007 (2007年中國國務院政府特殊津貼) for his contribution to technological sciences, and was awarded the Hubei Province Outstanding Youth Entrepreneur (傑出青年企業家) by the State-owned Assets Supervision and Administration Commission of Hubei Provincial People's Government and the Labour and Social Security Department of Hubei Province, in May 2004.

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### INDEPENDENT NON-EXECUTIVE DIRECTORS

**TSANG Hing Lun (曾慶麟)**, aged 64, was appointed as our independent non-executive Director on June 15, 2013. Mr. TSANG has over 30 years of experience in the banking, finance and wealth management sectors, and has held the following independent non-executive directorships in publicly listed companies:

| Companies                                                                                                                                              | Positions                                                              | Duration                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------|
| China Rongsheng Heavy Industries Group Holdings Limited (中國熔盛重工集團控股有限公司) (Stock code: 1101) .....                                                      | Independent non-executive director and chairman of the Audit Committee | October 2010–present         |
| Sinotrans Shipping Ltd. (中外運航運有限公司) (Stock code: 368) .....                                                                                            | Independent non-executive director and chairman of the Audit Committee | August 2007–present          |
| Sino-Ocean Land Holdings Limited (遠洋地產控股有限公司) (Stock code: 3377) ..                                                                                    | Independent non-executive director and chairman of the Audit Committee | June 2007–present            |
| Beijing Media Corporation Limited (北青傳媒有限公司) (Stock code: 1000) .....                                                                                  | Independent non-executive director and chairman of the Audit Committee | November 2004 to May 2013    |
| China GrenTech Corporation Ltd. (delisted on the NASDAQ after April 30, 2012) .....                                                                    | Independent non-executive director                                     | September 2011 to April 2012 |
| First China Financial Network Holdings Limited (首華財經網絡集團有限公司) (formerly known as International Financial Network Holdings Ltd) (Stock code: 8123)..... | Independent non-executive director and chairman of the Audit Committee | June 2005 to January 2011    |

Mr. TSANG has served in the senior management of several publicly listed companies operating in Hong Kong and Singapore. Mr. TSANG has been chairman of Influential Consultants Ltd. (欣斌顧問有限公司) since July 1998. Mr. TSANG was a deputy general manager of China Construction Bank, Hong Kong Branch (中國建設銀行香港分行) from 1995 to 1998. He was an executive director of the Hong Kong Stock Exchange in 1993. Mr. TSANG joined United Overseas Bank Limited in Singapore (新加坡大華銀行集團) in March 1990 as its first vice president. Prior to that, he was with Hang Seng Bank for 17 years from 1973 to 1990, where he was assistant general manager of the planning and development division in the last 5 years. In addition, Mr. TSANG became qualified as a Certified Financial Planner (認可財務策劃師) in March 2010, and as a financial planner in the PRC in July 2006. Mr. TSANG became a fellow of the Hong Kong Institute of Directors (香港董事學會) in July 2001, was admitted as a fellow of the Association of Certified Accountants (英國特許公認會計師公會) in November 1982, and became a fellow of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) (formerly known as the Hong Kong Society of Accountants) in December 1978. Mr. TSANG graduated from Chinese University of Hong Kong (香港中文大學), Hong Kong, with a bachelor's degree in business administration (first class honors) in October 1973.

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**LIU, Jianjun (劉健君)**, aged 45, was appointed as our independent non-executive Director on June 15, 2013. Mr. LIU was in the legal department of China Ocean Shipping (Group) Company container lines (中國遠洋運輸(集團)總公司(集裝箱運輸)) from July 1993 to March 1999, a partner at Zhong Sheng Law Firm, Beijing (北京中盛律師事務所) from April 2001 to October 2006, a senior associate in Zhong Lun Law Firm, Beijing (北京中倫律師事務所) from November 2006 to May 2007, and has been a partner at Zhonglun W&D Law Firm, Beijing (北京中倫文德律師事務所) since June 2007. Mr. LIU started practicing as a lawyer in the PRC in August 2001. He obtained a master's degree in law from Peking University, the PRC, in July 1998, and a law degree from Washington University in St. Louis, the U.S., in May 2004.

**WEI, Kevin Cheng (蔚成)**, aged 45, was appointed as our independent non-executive Director on June 15, 2013. Mr. WEI has been an independent non-executive director of Tibet 5100 Water Resources Holdings Ltd. (西藏5100水資源控股有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 1115), since March 2011. Mr. WEI has also served as the chief financial officer of IFM Investments Limited (stock code: CTC), a NYSE listed real estate services company headquartered in Beijing, since December 2007, and has been a director of IFM Investments Limited since November 2008. From 2006 to 2007, Mr. WEI served as the chief financial officer of Solarfun Power Holdings Co., Limited (stock code: SOLF), a NASDAQ listed solar company (now known as Hanwha SolarOne Co., Ltd and relisted on NASDAQ as Hanwha SolarOne (stock code: HSOL)). Mr. WEI became a member of the American Institute of Certified Public Accountants in February 1999. He graduated in June 1991 from Central Washington University, the U.S., where he received his bachelor of science degree (cum laude) with a double major in accounting and business administration.

### DIRECTORS' INTEREST

Save as disclosed in this Prospectus, each of our Directors (i) did not hold any other positions in our Company or other members of our Group as of the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders as of the Latest Practicable Date; and (iii) did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. As of the Latest Practicable Date, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

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### SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below shows certain information in respect of the senior management of our Company:

| Name                                      | Age | Position/Title                                                                                            |
|-------------------------------------------|-----|-----------------------------------------------------------------------------------------------------------|
| BRESSON, Laurent Robert . . . . .         | 41  | President and global chief operating officer                                                              |
| PERKINS, Joseph Michael. . . . .          | 44  | Senior vice president and chief financial officer                                                         |
| SIMPLICEAN, Ileana. . . . .               | 45  | Senior vice president and general counsel                                                                 |
| RODRIGUEZ GOMEZ, Sergio Antonio . . . . . | 43  | Senior vice president of organizational effectiveness                                                     |
| GANNON, Michael Philip . . . . .          | 58  | Senior vice president, chief human resources officer, and chief operating officer of the Saginaw division |
| CORBEIL, James Martin. . . . .            | 46  | Vice president and chief procurement officer                                                              |
| LUBISCHER, Frank Peter Josef . . .        | 51  | Vice president of global engineering and chief operating officer of Europe                                |
| HOEG, Dennis Steven. . . . .              | 56  | Vice president of enterprise systems, manufacturing engineering and capital                               |
| FRIES, Diane Marthey. . . . .             | 61  | Vice president of quality                                                                                 |

**BRESSON, Laurent Robert**, aged 41, was appointed as our president in June 2012 and global chief operating officer in May 2012. He is responsible for reporting to the chairman of the Board and overseeing our Group’s global functions including sales, engineering, operation, human resources, finance and global supply management, and is in charge of overseeing our Group’s product lines. Mr. BRESSON is concurrently leading the NSC, the top strategy and policy making body in our Group. Mr. BRESSON has 17 years of relevant experience in the automotive industry. Mr. BRESSON has held various positions in Nexteer Automotive, including executive director from October 2009 to March 2011, vice president of global sales and marketing of the European region from March 2011 to March 2012, senior vice president from March 2012 to June 2012 and chief operating officer of the international division and global sales from March 2012 to May 2012. Mr. BRESSON also held a number of managerial positions at Delphi Corporation, including managing director (Europe) from December 2008 to October 2009 where he was in charge of European business growth and profitability, marketing and public affairs director (European sales) from May 2008 to December 2008, director of European sales and marketing, and public relations of the European customer service centers of the steering division from March 2007 to April 2008, chief engineer, sales manager and product line manager (Europe) in the power products and product line, electronic division, where he was in charge of the business growth and profitability of the product lines in Europe from mid-2005 to January 2007, and power product line engineering manager and product team leader (Europe)

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within the thermal and interior division from October 2002 to mid-2005, where he was responsible for mechanical engineering, advanced engineering and project management. Prior to that, Mr. BRESSON held various positions at Siemens-VDO from September 1995 to May 1999, including sales manager and engineer, amongst other roles. Mr. BRESSON became a qualified engineer at the École nationale supérieure d'ingénieurs in Caen, France (majoring in Electro-mechanics) in June 1994. He obtained a master's degree in science from the University of Manchester Institute of Science and Technology in Manchester, the United Kingdom, in December 1994. Mr. Bresson was awarded the Certificat d'Aptitude à l'Administration des Entreprises (the certificate for assessing the ability to administer corporations) at the Institut d'Administration des Entreprises in Basse Normandie, France, in October 1994, which was completed via part-time online course modules.

**PERKINS, Joseph Michael**, aged 44, was appointed as our senior vice president and chief financial officer on December 1, 2012. He is responsible for our Group's treasury, capital funding and structure, accounting and financial reporting, financial planning and analysis, program finance, risk management, financial controls and taxation. He is also a member of the NSC. Mr. PERKINS was an assistant finance director from October 2009 to March 2011, and later served as vice president, controller and chief accounting officer from March 2011 to November 2012. Mr. PERKINS was an assistant finance director of Delphi Corporation from January 2005 to October 2009, a manager in corporate financial performance from September 2002 to December 2004, a manager in energy and chassis systems financial performance from January 2000 to September 2002 and a plant controller in energy and chassis systems from May 1998 to January 2000. Prior to that, Mr. PERKINS worked at GM from January 1991 to May 1998 as an analyst and supervisor. Mr. PERKINS obtained a bachelor of arts degree with a major in accounting from Michigan State University, the U.S., in December 1990, and a master's degree in business administration from Wayne State University, the U.S., in December 1999.

**SIMPLICEAN, Ileana**, aged 45, was appointed as our senior vice president and general counsel on August 17, 2011. She is responsible for managing the legal affairs of our Group, advising the Board on legal matters and ensuring legal compliance. She is also a member of the NSC. Ms. SIMPLICEAN was admitted to the New York State Bar in January 1999 and the Paris Bar in 2001, and has over 14 years of legal experience. Ms. SIMPLICEAN was an in-house lawyer at Delphi Corporation from May 2003 to August 2011. Prior to joining Delphi Corporation, Ms. SIMPLICEAN was an associate in the Paris office of Paul, Weiss, Rifkind, Wharton and Garrison. She obtained a bachelor of arts degree with specialization in international studies at University of Michigan, the U.S., in August 1990. In conjunction with her bachelor of arts studies at University of Michigan, she also obtained French degrees in business administration-economics and advanced French studies from the University of Nice, France, in February 1989 and June 1989, respectively. Ms. SIMPLICEAN obtained her Juris Doctor degree from the University of Pittsburgh School of Law, the U.S., in December 1997. She also obtained a French degree in European Union law from the University of Paris, France, in conjunction with her Juris Doctor studies at University of Pittsburgh, the U.S, in July 1997.



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**RODRIGUEZ GOMEZ, Sergio Antonio**, aged 43, was appointed as our senior vice president of organizational effectiveness in December 2012. He is responsible for driving the implementation of our goal-oriented strategies to enhance our performance and achieve efficiency with reference to our competitors. He is also a member of the NSC. Mr. RODRIGUEZ GOMEZ was senior vice president and chief operating officer of the Saginaw division from January 2012 to November 2012, and senior vice president of global manufacturing operations from December 2010 to December 2011. Mr. RODRIGUEZ GOMEZ held various positions in Delphi Corporation from 1995 to 2009, including customer support engineer in Saginaw, manufacturing plant superintendent and plant manager in Querétaro, Mexico, operations director in Mexico, regional director in Mexico and Brazil, and director of regional manufacturing outside the U.S. Mr. RODRIGUEZ GOMEZ obtained a bachelor's degree in industrial engineering and manufacturing systems from Universidad Autonoma Del Noreste, Saltillo Coahuila, Mexico, in December 1995.

**GANNON, Michael Philip**, aged 58, is our senior vice president and chief human resources officer, and was appointed as chief operating officer of the Saginaw division on December 1, 2012. He is responsible for business operations and monitoring the financial position of the Saginaw division, and is in charge of human resources, external affairs and global administration of our Group. He is also a member of the NSC. Mr. GANNON has served as senior vice president and chief human resources officer since December 2010. Prior to this, he was vice president of business strategy and human resources at Delphi Corporation from 2009 to 2010, and divisional vice president of human resources from 1999 to 2009. Mr. GANNON was with GM from 1980 to 1999, and held a number of managerial positions, including general director and vice president of human resources in Europe. Mr. GANNON obtained a bachelor's degree in industrial administration from Kettering University (formerly known as the General Motors Institute), the U.S., in July 1978, and a master's degree in business administration from the University of Michigan, the U.S., in May 1980. Mr. GANNON is expected to retire at the end of July 2013 and his current duties as chief human resources officer and chief operating officer of the Saginaw division are currently planned to be shared among the existing members of the senior management team and any decision in the relevant areas will be made by the senior management collectively. See “— Management of Our Group.”

**CORBEIL, James Martin**, aged 46, was appointed as our vice president and chief procurement officer in November, 2012. He is responsible for purchasing, supplier development, production control, global logistics as well as supplier launch management functions. Mr. CORBEIL has 24 years of global, progressive and multi-functional experience in both the defense and automotive industries. Mr. CORBEIL has been with our Group since April 2011, and held the position of vice president of global supply management from April 2011 to November 2012. Prior to joining our Group, Mr. CORBEIL was appointed as purchasing director of North America by Magna Powertrain USA, Inc. from September 2009. Between November 1996 and July 2009, he held various managerial positions at BorgWarner Inc., including manager in advanced purchasing from November 1996 to January 2001, director of supply chain management from January 2001 to April 2001, business development director from April 2001 to September 2003, director of the North American global supply management organization from September 2003 to July 2006, director of global supply management from July 2006 to December 2008, and vice president of global supply management from December 2008 to July 2009. He concurrently served as project director of the China Technical Center from October 2007 to July 2008 and Ramos Plant site selection and negotiation leader from May

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2007 to September 2007. Mr. CORBEIL obtained a bachelor's degree in economics and management from Albion College, the U.S., in May 1988, and a master's degree in business administration from the University of Michigan, the U.S., in August 2001.

**LUBISCHER, Frank Peter Josef**, aged 51, was appointed as our chief operating officer (Europe), and vice president of global engineering on December 1, 2012. He is responsible for our Group's global engineering, monitoring the financial position of the European business unit, technology definition, design and development of product portfolio and manufacturing engineering, and customer application. He is also a member of the NSC. Prior to joining our Group, Mr. LUBISCHER was with TRW Automotive Chassis System Engineering from 1988, where he served as vice president of global steering engineering from August 2007 to November 2012, technical director of brake systems (North America) from September 2001 to July 2007, and chief engineer of ABS Systems, North America from January 2000 to September 2001. He also worked for Lucas Automotive/LucasVarity in Germany as a development engineer, section leader and chief engineer for ABS systems from September 1988 to December 1999, before LucasVarity was integrated with TRW Automotive Chassis System Engineering in 1999. Mr. LUBISCHER obtained a CEO diploma (an executive business degree) from the SMP Institute of University of St. Gallen, Switzerland, in March 2005.

**HOEG, Dennis Steven**, aged 56, was appointed as our vice president of enterprise systems, manufacturing engineering and capital on December 1, 2012. He is responsible for our Group's global manufacturing engineering (focusing primarily on launch of products), capital plan, and enterprise system improvements. He is also a member of the NSC. Mr. HOEG served as vice president of engineering at Nexteer Automotive from June 2011 to November 2012. He was executive director of global supply management from 2007 to 2011, director of global manufacturing engineering from 2002 to 2007, and plant manager from 1999 to 2002 at Delphi Saginaw Steering Systems. Mr. HOEG began his automotive career with GM in 1978 as a manufacturing engineer at the former Saginaw Steering Gear division. In 1997, he was program manager for the GMT800 and L/N/P90 programs in Plant 7, chief manufacturing engineer for hydraulic steering in 1994, and staff engineer for integral gears in 1992. Following a number of assignments that included plant engineer, process engineer, advanced manufacturing engineer, and assistant staff engineer, he served as the value stream manager for steering valves at Plant 7 in 1988. He obtained a bachelor's degree in mechanical engineering from Iowa State University, the U.S., in May 1978, and a master of science from Purdue University, Indiana, the U.S., in May 1983.

**FRIES, Diane Marthey**, aged 61, was appointed as our vice president of quality in February 2012. She is responsible for the establishment and improvement of our Group's quality culture and quality system, representing our Group's quality systems to customers and third parties, and managing corporate responsibilities for warranty, audit, problem solving, advanced product quality planning and metrics. She is also a member of the NSC. Ms. FRIES has 17 years of quality system expertise in the automotive industry. Ms. FRIES was executive director of quality from October 2009 to February 2012. Ms. FRIES held a number of positions in Delphi Corporation, Steering Division in Saginaw from 1999 to 2009, including director of steering transition from September 2007 to October 2009, director of global supply management from August 2006 to September 2007, director of global supply quality from February 2001 to August 2006, and assistant quality director of advanced product quality

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## DIRECTORS AND SENIOR MANAGEMENT

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planning & office of project management from January 1999 to February 2001. Prior to that, she was with the Saginaw Division of GM, where she held various managerial posts, including customer support manager from August 1996 to January 1999, quality system certification manager from June 1995 to August 1996, quality assurance manager from June 1993 to June 1994, quality manager from July 1991 to June 1993, and purchasing manager from January 1989 to July 1991. In addition, Ms. FRIES has 12 years of finance experience, covering areas of capital appropriation and forecast, financial accounting and financial analysis. She was a finance administrator from July 1983 to April 1986 and became the finance manager of the steering systems business unit from April 1986 to January 1989 at the Saginaw Division of GM. She was a manager cost analyst at GM Service Parts Operation from September 1978 to July 1983. Ms. FRIES became a certified public accountant in 1977. She obtained both a bachelor's degree in business (majoring in accounting), and a master's degree in business administration (majoring in finance), from Ohio University, the U.S., both in June 1974. She was a Sloan Fellow at the Massachusetts Institute of Technology, the U.S., from June 1994 to June 1995, where she obtained a master's degree of science in management in June 1995.

### MANAGEMENT OF OUR GROUP

Our Group is managed collectively by our core management team, which comprises our Board and senior management of our Group as set out above. Members of our senior management are responsible for overseeing their respective functionalities and making day-to-day decisions of our Group. They meet regularly to discuss issues of their respective functionalities and make relevant decisions and report to our Board regularly and when necessary. Our senior management as a whole is also responsible for formulating the overall strategies, annual budget, key business, financial and other operational policies and preparing proposals of any key business, financial and other operational decisions of our Group taking into account inputs from different functionalities for our Board's approval. Our Board members will consult with our senior management on such proposals and discuss the same at Board level with an aim to reach a consensus that is in the best interest of our Group. Once the key policies and decisions are formulated and made, our senior management as a whole will implement the same throughout our Group. Accordingly, the overall strategic and other key business, financial and operational policies and decisions of our Group are made collectively from its inception to implementation after thorough discussion at both Board and senior management levels.

In the past, we have experienced changes in our core management team. For instance, our former chief executive officer resigned in June 2012 in order to pursue other opportunities which he considered more suitable for him. Our former chief financial officer left our Group upon the expiry of his service agreement with our Group in November 2012. Two other members of senior management retired in September 2012, whereas another member of senior management based in Australia left our Group in February 2013 as part of our general restructuring plan in Australia. The aforementioned departures took place in accordance with the respective employment contracts and mutually agreed terms and they do not have any disagreement or dispute with our Group.

Notwithstanding the historical changes in the composition of the core management and the expected retirement of Mr. GANNON, the majority of the members of the current core management have held key management positions prior to and throughout the Track Record Period and are expected to remain part of the core management of our Group following the

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## DIRECTORS AND SENIOR MANAGEMENT

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Listing. Our Company has recently appointed Mr. ZHAO, Mr. LUO, Mr. FAN and Mr. ZHU as Directors, where Mr. LUO (being a non-executive Director) is responsible for participating in our Group's strategic and key operational decision-making processes and advising on its strategies and policies from an industry perspective. Of these four new Directors, Mr. ZHAO, (an executive Director) has been part of the core management of our Group following the acquisition of a 51% interest in PCM China by AVIC Auto in March 2011, as disclosed in his biography in “— Directors/Board of Directors”, and he, together with other members of the core management, have made decisions collectively with other members of our Board and senior management in the aforementioned manner primarily based on the business needs of our Group, industry trends and other relevant commercial considerations. Mr. RICHARDSON, an executive Director, a senior vice president, chief technology and strategy officer and chairman of the China division and driveline division of our Group, as well as Mr. BRESSON, the president and global chief operating officer of our Group, and Mr. PERKINS, the chief financial officer, have joined our Group prior to the Track Record Period and assumed key management positions throughout the Track Record Period, and have in-depth understanding of the corporate goals, strategies and operations of our Group. We believe that the addition of new Directors and the departure of certain members of the core management, did not lead to any material shift in the key strategies and policies of our Group, and did not have any material adverse impact on our Group's operations and financial results, as demonstrated by the stable financial performance of our Group during the Track Record Period and the stable relationship between our Group and our major customers (with over 20 years of relationship with its top five customers). See “Business — Customers.”

On the basis of the above, namely (i) the collective decision-making mechanism detailed above; (ii) the majority of the existing core management team have held key management positions prior to and throughout the Track Record Period (including Mr. RICHARDSON as executive Director, senior vice president, chief technology and strategy officer and chairman of the China division and driveline division of our Group, Mr. BRESSON, as president and global chief operating officer of our Group and Mr. PERKINS, as chief financial officer of our Group); and (iii) the change in core management did not lead to any material shift in the key strategies and policies of our Group and did not have any material adverse impact on our Group, we believe that we are able to satisfy the management continuity requirement under Rule 8.05 of the Listing Rules.

### COMPANY SECRETARY

FAN, Yi and MOK, Ming Wai are our joint company secretaries.

**FAN, Yi**, aged 47, is an executive Director. Please refer to the section headed “— Executive Directors — FAN, Yi” in this section for his biography.

**MOK, Ming Wai**, aged 41, is a director of KCS Hong Kong Limited. She has over 15 years of professional and in-house experience in the company secretarial field. She is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. She currently acts as the joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (stock code: 02607), Huaneng Renewables Corporation Limited (stock code: 00958), New China Life Insurance Company Ltd (stock code: 1336), China Hanking Holdings Limited (stock code: 03788), Haitong Securities

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Co., Ltd (stock code: 6837), Huadian Fuxin Energy Corporation Limited (stock code: 816), Xiao Nan Guo Restaurants Holdings Limited (stock code: 3666), Chinalco Mining Corporation International (stock code: 03668) and DYNAM JAPAN HOLDINGS Co., Ltd. (stock code: 6889); and also acts as the sole company secretary of China Yongda Automobiles Services Holdings Limited (stock code: 3669), China NT Pharma Group Company Limited (stock code: 1011), C.banner International Holdings Limited (stock code: 01028), Tenfu (Cayman) Holdings Company Limited (stock code: 06868), SPT Energy Group Inc. (stock code: 1251) and Kai Shi China Holdings Company Limited (stock code: 1281).

### BOARD COMMITTEES

Our Company has established an Audit and Compliance Committee and a Remuneration and Nomination Committee. The committees operate in accordance with terms of reference established by our Board of Directors.

#### Audit and Compliance Committee

Our Company established an Audit and Compliance Committee on June 15, 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 and paragraph D.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Audit and Compliance Committee consists of three members, comprising WEI, Kevin Cheng, TSANG, Hing Lun and LUO, Qunhui. The chairman of the Audit and Compliance Committee is Mr. WEI, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit and Compliance Committee include, without limitation, assisting our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of our Group, overseeing the audit process and performing other duties and responsibilities as assigned by our Board.

#### Remuneration and Nomination Committee

Our Company established a Remuneration and Nomination Committee on June 15, 2013 with written terms of reference in compliance with paragraphs B.1 and A.4 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Remuneration and Nomination Committee consists of three members, comprising TSANG, Hing Lun, LIU, Jianjun and LUO, Qunhui. The chairman of the Remuneration and Nomination Committee is Mr. TSANG. The primary functions of the Remuneration and Nomination Committee include, without limitation, (i) making recommendations to the Board on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the specific remuneration packages of all Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time; (iv) reviewing the structure, size and composition of the Board of Directors; (v) assessing the independence of independent non-executive Directors; and (vi) making recommendations to the Board on matters relating to the appointment of Directors.

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## DIRECTORS AND SENIOR MANAGEMENT

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### REMUNERATION POLICY

We value our employees and recognize the importance of a good relationship with our employees. Our Group's remuneration policies are formulated based on the performance of individual employees and company performance and are reviewed regularly. The remuneration to our employees includes salaries and benefits. We provide training to our staff to enhance their technical and product knowledge.

We offer competitive remuneration packages to our Directors and senior management. The primary goal of the remuneration policy with regard to the remuneration packages of our executive Directors and senior management is to enable us to retain and motivate executive Directors and senior management by linking their compensation with performance as measured against corporate objectives achieved. The principal elements of our executive Directors and senior management remuneration packages include salaries, allowances and benefits in kind, contribution to defined contribution retirement plans and discretionary bonuses. We determine the salaries of our Directors and senior management based on the qualification, position, performance and leadership of each Director and member of senior management.

The aggregate amounts of remuneration (including salaries, housing and other allowances, discretionary bonuses, other benefits and contributions to retirement plan) which were paid to our Directors for the period from November 4, 2010 to December 31, 2010, and the years ended December 31, 2011 and 2012 were approximately US\$86,000, US\$1,055,000 and US\$1,425,000 respectively.

The aggregate amounts of remuneration (including salaries, allowances, discretionary bonuses, other benefits and contributions to retirement plan) which were paid by our Group to our five highest paid individuals for the period from November 4, 2010 to December 31, 2010, and the years ended December 31, 2011 and 2012 were approximately US\$658,000, US\$4,290,000 and US\$5,162,000, respectively.

It is estimated that remuneration equivalent to approximately US\$3,200,000 in aggregate will be paid and granted to our Directors by us in respect of the year ending December 31, 2013 under arrangements in force at the date of this Prospectus.

We have not experienced any material disruption to our operations due to labor disputes.

### SHARE OPTION SCHEME

Depending on our Company's business development, our Company intends to implement a share option scheme following the Listing. The implementation of such scheme is subject to prior approval of the SASAC, and will be effected in accordance with Chapter 17 of the Listing Rules and other relevant rules and regulations.

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## DIRECTORS AND SENIOR MANAGEMENT

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### COMPLIANCE ADVISOR

We have appointed Somerley Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- 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; and
- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares, the possible development of a false market in our Shares or any other matters under Rule 13.10 of the Listing Rules.

The term of the appointment shall commence on the Listing Date and end on the date which we distribute our annual report of our financial results for the financial year ending December 31, 2014 and such appointment may be extended by mutual agreement based on our Directors' review of the corporate governance status of our Group at that time.