

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD OF DIRECTORS

The Board comprises 11 members, including four executive Directors, three non-executive Directors and four independent non-executive Directors. The term of service for Directors is three years, and Directors are permitted to be re-elected. Independent non-executive Directors may not serve for more than six consecutive years.

The following table presents certain information about our Directors.

Name	Age	Position	Duties	Date of Initial Appointment as Director
XING Luzhen (邢錄珍)	58	Chairman of the Board and Executive Director	Responsible for formulating our corporate and business strategies and making major corporate and operational decisions	March 31, 2008
ZHAO Ke (趙克)	57	Vice Chairman of the Board and non-executive Director	Assisting the Chairman of the Board in formulating our corporate and business strategies and making major corporate and operational decisions	March 31, 2008
HE Shanqi (何善琦)	58	Executive Director and General Manager	Participating in formulating our corporate and business strategies, making major corporate and operational decisions and being fully responsible for our daily management	April 24, 2012
WANG Lubiao (王錄彪)	50	Executive Director and Deputy General Manager	Participating in formulating our corporate and business strategies, assisting the general manager in making major corporate and operational decisions	April 24, 2012
MA Xiping (馬喜平)	45	Executive Director, Deputy General Manager and secretary to the Board	As above; and responsibilities of the secretary to the Board	July 11, 2013
ZHENG Yunming (鄭雲明)	55	Non-executive Director	Participating in formulating our corporate and business strategies	December 10, 2009
DUAN Gaosheng (段高升)	50	Non-executive Director	As above	March 31, 2008
HONG Shanxiang (洪善祥)	72	Independent non-executive Director	Participating in the decision-making of our significant events and advising on corporate governance, connected transactions, nomination of the Directors and senior management and business strategies of the Company	April 24, 2012

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Name	Age	Position	Duties	Date of Initial Appointment as Director
SHI Rongyao (師榮耀)	63	Independent non-executive Director	Participating in the decision-making of our significant events and advising on corporate governance, connected transactions, remuneration of the Directors and senior management and business strategies of the Company	July 11, 2013
YU Shulian (余恕蓮)	60	Independent non-executive Director	Participating in the decision-making of our significant events and advising on corporate governance, connected transactions, audit, nomination and remuneration of the Directors and senior management	March 31, 2008
LI Man Choi (李文才)	52	Independent non-executive Director	Participating in the decision-making of our significant events and advising on corporate governance, connected transactions and audit	July 11, 2013

Save as disclosed herein, no Directors held any directorship positions in any other listed companies within the three years immediately preceding the date of this prospectus. There is no other information relating to the relationship of any of our Directors and Supervisors with other Directors, Supervisors and members of the senior management that should be disclosed pursuant to Rule 13.51(2) or paragraph 41(3) of Appendix 1A of the Hong Kong Listing Rules.

Directors

Mr. XING Luzhen (邢錄珍), aged 58, the Chairman of the Board, executive Director, and the party secretary of our Company. Mr. Xing graduated from the Institute of Chemical Defense of CPLA (中國人民解放軍防化學院) in fundamental theory of party and government in 1997. He has a professional qualification of senior economist and is a senior consultant of China Logistics Professional Consultancy Committee of Modern Logistics Journal (現代物流報) and the Standing Director of the Seventh Committee of the China Institute of Navigation. Mr. Xing has over 40 years of working experience, including more than 25 years of experience in senior management in government institutions and/or major state-owned enterprises and over 15 years of experience in transportation and port industries. He has extensive experience in the management and leadership of major port enterprises. In September 1988, Mr. Xing was appointed deputy director level Secretary of the Secretariat of the General Office of the Hebei Party Committee (河北省省委辦公廳), and subsequently promoted to director level. From March 1991 to July 1993, Mr. Xing held the position of deputy director-general of the Management Committee and secretary of the Working Committee of Qinhuangdao Development Zone (秦皇島市開發區) in Hebei. From July 1993 to July 2001, Mr. Xing successively held the position of deputy party secretary, party secretary and director-general of Qinhuangdao Transportation Bureau (秦皇島市交通局). From July 2001 to July 2006, Mr. Xing worked in Qinhuangdao City Government (秦皇島市市政府) and successively held the positions of member of the Standing Committee of the Municipal Party Committee, party secretary of Beidaihe District and executive vice mayor of Qinhuangdao City. In July 2006, Mr. Xing joined QPG, the

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Controlling Shareholder of our Company, and has successively served as general manager, deputy party secretary, director and vice chairman. He has served as director, chairman and party secretary of HPG since April 2011 till now. Mr. Xing, joined our Company in March 2008 and served as a Director, vice chairman, president and deputy party secretary. Since December 2009, he serves as chairman and party secretary of our Company until now.

Mr. ZHAO Ke (趙克), aged 57, the Vice Chairman of the Board and a non-executive Director. Mr. Zhao graduated from Hebei Industrial College (河北工學院) with a bachelor's degree in chemical engineering in 1982 and obtained a master of engineering in transportation planning and management from Dalian Maritime University (大連海事大學) in 2004. Mr. Zhao has a professional qualification of senior engineer and is engaged by HPG as a senior economist. Since 1975, Mr. Zhao started his career in the Qinhuangdao Port Authority (秦皇島港務局), the predecessor of HPG, and has over 35 years of working experience in port industry. He had served as intermediate and senior management in the port management authority and port enterprises for nearly 20 years and has extensive experience in industrial and administrative management. Having started his career in junior positions in the Qinhuangdao Port Authority and worked until December 1995, Mr. Zhao successively served as technician, chief of the plumbing team, deputy director and director of the Dispatching Office, chief of the Electromechanical Section of the Second Branch, deputy director of the Anti-Contamination Facilities Factory, deputy chief of the preparatory group for Phase Four coal project and manager of the Fifth Port Branch. From December 1995 to May 1997, Mr. Zhao served as assistant to director-general of the Qinhuangdao Port Authority and manager of the Fifth Port Branch. From May 1997 to August 2002, he served as deputy director-general of the Qinhuangdao Port Authority. After the Qinhuangdao Port Authority was reformed as QPG (later renamed as HPG, our Controlling Shareholder) in August 2002, he served as vice general manager until March 2008. From March 2008 to July 2009, Mr. Zhao served as a Director and vice president of our Company. Since July 2009, he has been serving as director, deputy general manager and member of the Standing Committee of the Party Committee of HPG. Since December 2009, he has been serving as vice chairman and a Director of our Company. In addition, Mr. Zhao has been serving as director of Daqin Railway Co., Ltd. (大秦鐵路股份有限公司, listed on the Shanghai Stock Exchange in August 2006; stock code: 601006) since May 2011 and as director of Datong Coal Industry Co., Ltd. (大同煤業股份有限公司, listed on the Shanghai Stock Exchange in June 2006; stock code: 601001) from September 2004 to May 2013.

Mr. HE Shanqi (何善琦), aged 58, an executive Director, general manager and deputy party secretary of our Company. He graduated from Nankai University (南開大學) majoring in economic management (junior level) in 1988 and obtained a certificate of part-time postgraduate in economic management from Party School of the Hebei Committee of the Chinese Communist Party in 2003. He has a professional qualification of senior economist and has a qualification of senior manager. Mr. He has over 40 years of working experience, including over 30 years of experience in port industry, among which nearly 20 years of experience was in intermediate and senior management and other leadership roles. He has extensive experience in management and leadership in major port enterprises. From March 1988 to October 2001, he worked in the Qinhuangdao Port Authority (秦皇島港務局), the predecessor of HPG, and served in the Commercial Freight Department as a staff, team leader, vice section chief, chief of the Planning Section, deputy director of Production Scheduling Department, director of the General Office and the Party Committee Office. From October 2001 to December 2005, Mr. He joined Shenhua Group and served as the deputy commander of Construction Headquarters of Huanghua Port of Shenhua Group, director and deputy general manager of Shenhua Huanghua Harbour Administration Co., Ltd. (神華集團黃驊港務有限公司). From December 2005 to July 2009, Mr. He served as director and vice general manager of QPG (later renamed as HPG). Since July 2009, he has served as director of HPG. Since December 2009, Mr. He has served as general manager and member of the Party Committee of the port service company of HPG and was promoted as deputy party secretary since March 2010. Mr. He has served as a Director, general manager and deputy party secretary of our Company since April 2012.

Mr. WANG Lubiao (王錄彪), aged 50, an executive Director, deputy general manager and member of the Party Committee of our Company. Mr. Wang graduated from Northwest Institute of

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Telecommunication Engineering (西北電訊工程學院) in 1983 with a bachelor of engineering in radio communication and graduated from Yanshan University (燕山大學) in September 2004 with a master of engineering in control engineering. He has a professional qualification of senior engineer. Mr. Wang started his career in August 1983 and joined the Qinhuangdao Port Authority (秦皇島港務局) (the predecessor of HPG). He has over 30 years of working experience in port operation. He has served various intermediate and senior management positions for approximately 18 years and has extensive management experience. Mr. Wang has served various positions in Communications Co. of the Qinhuangdao Port Authority (秦皇島港務局通信公司) from August 1983 to April 1995, including technician, management staff, deputy chief and chief of the Operation Section and then chief of the Finance Section. He worked as deputy manager and manager of the Communications Company of the Qinhuangdao Port Authority from April 1995 to April 2003 and was the manager of the Sixth Port Branch of QPG from April 2003 to June 2008. He also was the manager of the Sixth Port Branch from June 2008 to July 2011. He served as deputy general manager and member of the Party Committee of our Company from December 2009 to April 2012 and has been a Director, deputy general manager and member of the Party Committee of our Company since April 2012.

Mr. MA Xiping (馬喜平), aged 45, an executive Director, deputy general manager, member of the Party Committee and the secretary to the Board of our Company. Mr. Ma has received bachelor of law in major of economic law from Renmin University of China (中國人民大學) in 1990, obtained a master of administration in science and engineering from Yanshan University (燕山大學) in 2003, and has a professional qualification of senior economist. Mr. Ma started his career in July 1990 in the Qinhuangdao Port Authority (秦皇島港務局) and now has over 20 years of working experience in port industry. Moreover, he has served various intermediate and senior management positions for approximately 15 years and has extensive administrative management experience. He has served as a cadre in the Enterprise Management Office, deputy chief of the Legal Section, deputy chief of the Enterprise Management Division and deputy chief of the Enterprise Development Division of the Qinhuangdao Port Authority from July 1990 to August 2002 and has worked as the officer in charge of the Port Management Division and director of Port Management Division of Hebei Port and Shipping Administration Bureau (河北省港航局) from August 2002 to March 2004. From March 2004 to March 2008, he served as deputy director of the General Office and deputy director of the Party Committee's Office of QPG. Mr. Ma served as the director of the general office, office of the Party Committee and the board office of our Company from March 2008 to April 2012 and serves as deputy general manager and member of the Party Committee of our Company since April 2012 till now. He has served as an executive Director since July 2013 and has concurrently served as secretary to the Board since March 2008.

Mr. ZHENG Yunming (鄭雲明), aged 55, a non-executive Director. He is also a director-general and deputy secretary of the Party Committee of Qinhuangdao SASAC (our Shareholder). Mr. Zheng graduated from Hebei Mining and Metallurgy College (河北礦冶學院) in 1982 majoring in manufacturing technology and equipment. He has a professional qualification of mechanical engineer. Mr. Zheng has over 35 years of working experience and has extensive management experience from various intermediate and senior management positions in the recent 30 years. He started his career in April 1975 and had served positions in Chengde Agricultural Machine Factory (承德農機修造廠), Shanhaiguan Beer Factory (山海關啤酒廠) and Chemical Fiber Factory (山海關化纖總廠) until December 1992. Mr. Zheng served as a member of the Standing Committee of the Party Committee and vice chief of Changli County in Qinhuangdao (秦皇島市昌黎縣), deputy director and member of the Party Committee of the Municipal Bureau of Light Industry of Qinhuangdao (秦皇島市輕工業局), deputy director of the Economic and Trade Commission of Qinhuangdao (秦皇島市經濟與貿易委員會), a member of the Steering Committee of Economic and Trade Commission and deputy secretary and deputy chief of Qinglong Manzu Autonomous County (青龍滿族自治縣) from December 1992 to April 1999. He was appointed as director and party secretary of the Medicine Administration Bureau (秦皇島市醫藥管理局) and Drug Administration Bureau of Qinhuangdao (秦皇島市藥品監督管理局) from April 1999 to May 2002. He worked as director and party secretary of the Drug Administration Bureau of Qinhuangdao from May 2002 to March 2004 and director and party secretary of the Food and Drug Administration Bureau of Qinhuangdao (秦皇島市食品藥品監督管理局) from March 2004 to October 2009.

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Mr. Zheng has been a director and deputy party secretary of Qinhuangdao SASAC since October 2009 and has been serving as a Director of our Company since December 2009.

Mr. DUAN Gaosheng (段高升), aged 50, a non-executive Director. He is also general manager of Hebei Communications (our Shareholder). Mr. Duan graduated from PLA Military Equipment Engineering College (中國解放軍軍械工程學院) (formerly known as PLA Advanced Military Equipment School (解放軍高級軍械學校)) in 1982 with a bachelor of engineering in light weapons and graduated from the East China Institute of Technology (華東工學院) in 1985 with a master of engineering in artillery and automatic weapons. Mr. Duan has nearly 30 years of working experience, and has more than 15 years of management experience from various intermediate and senior management positions in construction investment enterprises. Mr. Duan started his career in 1985 as a teacher in PLA Military Equipment Engineering College until August 1996. In August 1996, Mr. Duan joined Hebei Construction & Investment Group Co., Ltd. and had served various management positions, such as deputy director of the Planning and Finance Department, deputy chief accountant, manager of the Assets Management Department, assistant to general manager, manager of the Enterprise Management Department and manager of the Transport Department. Mr. Duan has been the general manager of Hebei Communications since March 2007 and has been a Director since March 2008. Mr. Duan has also served as director of Tangshan Port Group Co., Ltd. (唐山港集團股份有限公司) (listed on the Shanghai Stock Exchange in July 2010, stock code: 601000) since December 2005 and as deputy chairman since April 2012.

Mr. HONG Shanxiang (洪善祥), aged 72, an independent non-executive Director. He is also chairman of the China Express Association (中國快遞協會). Mr. Hong has over 50 years of working experience, including management experience from management positions in enterprises, social entities and/or government departments in China in the recent 30 years. During his career, he had served various positions, including deputy manager, member of the Party Committee, manager and party secretary of Guangzhou Ocean Shipping Co., Ltd. of the Ministry of Transport (交通部廣州遠洋運輸公司). Mr. Hong was deputy minister and member of the Party Committee of the Ministry of Transport, as well as director of Maritime Safety Administration of Ministry of Transport. He was also the president of the Council of China Institute of Navigation (中國航海學會). Mr. Hong has been serving as chairman of the China Express Association since February 2009 and as an independent Director since April 2012.

Mr. SHI Rongyao (師榮耀), aged 63, an independent non-executive Director. Mr. Shi studied in the department of philosophy in Peking University (北京大學) from September 1974 to September 1977. He graduated from Harbin Institute of Technology (哈爾濱工業大學) in 1995 with a master of engineering in management engineering. He has over 40 years of working experience, including more than 25 years experience from various senior and leading positions in state and local governments. Mr. Shi had served in various departments under the State Council (國務院) and the General Office of the Central Committee of the Communist Party (中共中央辦公廳) of China. He served as the secretary and deputy director in the General Office of the State Planning Commission (國家計劃委員會) from September 1992 to August 1995; the deputy director and deputy party secretary of the Planning Commission of Hebei (河北省計劃委員會) from August 1995 to May 1997; the director of the Opening-up Affairs Office, director of the foreign affairs office, director-general of Merchants Bureau, director and party secretary of the Investment Promotion and Cooperation Bureau of Hebei People's Government, as well as deputy director and party member of Planning Commission of Hebei from May 1997 to October 2000; the director of the General Office of National Planning and Development Commission (國家發展計劃委員會) from October 2000 to April 2003; the director of the general Office and director of the party office of National Development and Reform Commission (國家發展和改革委員會) from April 2003 to March 2012. Since March 2012, Mr. Shi has been serving as the president of China Association of Development Zones (中國開發區協會). Mr. Shi has been serving as an independent non-executive Director since July 2013.

Ms. YU Shulian (余恕蓮), aged 60, an independent non-executive Director. She graduated from Xiamen University (廈門大學) in July 1983 with a bachelor of economics majoring in accounting, and

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graduated from Xiamen University (廈門大學) in June 1986 with a master of economics majoring in accounting. She is a non-practicing certified public accountant and professor of international accounting. Since 1986, she has taught in the University of International Business and Economics (對外經濟貿易大學) as lecturer, associate professor, professor and doctoral supervisor and has profound understanding and practical experience in respect of accounting rules and relevant regulations of China. Ms. Yu has been serving as an independent Director since March 2008. She has also been serving as independent director of Zibo Qixiang Tengda Chemical Co., Ltd. (淄博齊翔騰達化工股份有限公司, stock code: 002408) since December 2007 and independent director of Wuxi Double Elephant Micro Fiber Material Co., Ltd. (無錫雙象超纖材料股份有限公司, stock code: 002395) since March 2008. Both companies are listed on the Shenzhen Stock Exchange.

Mr. Li Man Choi (李文才), aged 52, an independent non-executive Director. He obtained his Honours Diploma in Accounting from the Hong Kong Baptist University in 1986, his degree of Master of Business Administration from Brunel University, United Kingdom in 1997 and his Master of Science in the Social Sciences in Accounting and Management Science from the University of Southampton, United Kingdom in 1998. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is also a Hong Kong Certified Public Accountant and a member of the Institute of Chartered Accountants in England and Wales. He has over 25 years of practical experience in accounting and extensive experience in auditing. Mr. Li started his career in August 1986 and worked as an auditor in KPMG Hong Kong until July 1988. From August 1988 to June 1998, he served in Deloitte Touche Tohmatsu, one of the big four international accounting firms, as an accountant, manager and senior manager in audit section. From June 1998 to October 2000, he served as the financial controller in the Finance & Administration Division of the Urban Renewal Authority (formerly known as Land Development Corporation) of Hong Kong and the general manager of Samsam Productions Limited of Hong Kong, respectively. From November 2000 to May 2013, he continued his auditing career in Deloitte Touche Tohmatsu and served as an audit director and an audit partner of Deloitte Touche Tohmatsu Certified Public Accountants Ltd. in China from September 2003 to May 2005 and June 2005 to December 2012, respectively, and an audit partner of Deloitte Touche Tohmatsu Certified Public Accountants LLP from January 2013 to May 2013. He served as an audit partner of Deloitte Touche Tohmatsu in Hong Kong from November 2005 to May 2013. Since June 2013, Mr. Li has been a partner of ZHONGLEI (HK) CPA Company Limited and a technical director of Pan-China Certified Public Accountants LLP, Chongqing Branch (天健會計師事務所 (特殊普通合伙), 重慶分所). In addition, since August 2013, Mr. Li has been a director of Pan-China (H.K.) Company Limited. Mr. Li has been serving as an independent non-executive Director since July 2013.

SUPERVISORY COMMITTEE

The Supervisory Committee of our Company comprises five members. The term of service for each supervisor is three years, and supervisors are permitted to be re-elected. The functions and duties of the Supervisory Committee include but are not limited to reviewing and verifying financial reports, business reports and profit distribution plans prepared by the Board, and, if in doubt, appointing certified public accountants and practicing auditors to re-examine our Company's financial information; monitoring the financial activities of our Company; requesting the Directors, the general manager and members of the senior management to rectify any actions which damage the interests of our Company; and exercising other powers, functions and duties as conferred by the Articles of Association.

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The following table presents certain information about our Supervisors.

Name	Age	Position	Duties	Date of Initial Appointment
GE Ying (葛瑛)	57	Chairman of the Supervisory Committee	Presiding over the functions of the Supervisory Committee; supervising our operational and financial activities	March 31, 2008
NING Zhongyou (寧中友)	60	Supervisor	Supervising our operational and financial activities	April 24, 2012
CHEN Shaojun (陳少軍)	54	Supervisor	As above	April 24, 2012
CAO Dong (曹棟)	44	Employee representative Supervisor	As above	August 27, 2010
YANG Jun (楊軍)	43	Employee representative Supervisor	As above	June 20, 2013

Save as disclosed herein, no Supervisors held any directorship positions in any other listed companies within the three years immediately preceding the date of this prospectus. There is no other information relating to the relationship of any of our Directors and Supervisors with other Directors, Supervisors and members of the senior management that should be disclosed pursuant to Rule 13.51(2) or paragraph 41(3) of Appendix 1A of the Hong Kong Listing Rules.

Supervisors

Mr. GE Ying (葛瑛), aged 57, a Supervisor, the Chairman of the Supervisory Committee, labor union chairman and member of the Party Committee of our Company. He graduated from Hebei University (河北大學) majoring in Chinese in 1978. Mr. Ge started his career in September 1978 and worked as a general manager of Electromechanical Equipment Corporation of Qinhuangdao (秦皇島市機電設備總公司) from November 1991 to May 1996. He served as vice president of Qinhuangdao Products Enterprise Group (秦皇島物產企業集團公司) from May 1996 to January 2002. He was appointed deputy director of the Trade Affairs Office of Qinhuangdao (秦皇島商貿辦公室), vice chairman and general manager of Qinhuangdao Trade and State-Owned Assets Investment and Operation Company (秦皇島市商貿國有投資經營公司) from January 2002 to February 2004. He also served as deputy director of Qinhuangdao SASAC, vice chairman and general manager of Qinhuangdao Trade and State-Owned Assets Investment and Operation Company from February 2004 to December 2004. He was the chairman of the supervisory committee of QPG from December 2004 to March 2008. He has served as Chairman of the Supervisory Committee of our Company since March 2008.

Mr. NING Zhongyou (寧中友), aged 60, a Supervisor. Mr. Ning started his career in August 1975 and worked as a propaganda officer, deputy office manager and director of the Propaganda Department of No.1 Construction Group of Qinhuangdao (秦皇島市一建). He was also the officer in charge and director-general of the general office of the Qinhuangdao Working Committee of Enterprises (秦皇島企業工委) from March 1989 to September 1996. He served as deputy section chief and assistant researcher of the Economic and Trade Commission of Qinhuangdao (秦皇島經貿委), party secretary, vice chairman and deputy general manager of Qinhuangdao Metallurgical Machinery Company Limited (秦皇島市冶金機械有限公司) starting from September 1996 to January 2002. He was assistant researcher of the Steering Committee of Qinhuangdao, and party secretary, vice chairman and deputy general manager of Metallurgical Machinery Company Limited from January 2002 to October 2002. He was also deputy secretary of Qinhuangdao Working Committee of Enterprises from October 2002 to February 2004. He was appointed as deputy secretary of Qinhuangdao SASAC from February 2004 to October 2009. Since October 2009, he has served as assistant researcher of Qinhuangdao SASAC, one of our Shareholders. Mr. Ning has served as a Supervisor since April 2012.

Mr. CHEN Shaojun (陳少軍), aged 54, a Supervisor. Mr. Chen received a bachelor of Arts from the Chinese department of Nanning Normal College (南寧師範學院) in 1982 and has the professional

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qualification of senior economist. Mr. Chen started his career in the Qinhuangdao Port Authority (秦皇島港務局) and had served as an office secretary, deputy manager of Enterprise Management Office, deputy director and director of Operations Division from July 1982 to April 2003. He was appointed as director of the Investment Center of QPG from April 2003 to April 2008. Mr. Chen was also deputy chief of the preparatory group for Phase Two of Caofeidian Coal project from April 2008 to April 2009. He has also served as party secretary, secretary of the Discipline Inspection Commission and deputy general manager of Caofeidian Coal since April 2009. Mr. Chen has served as a Supervisor since April 2012.

Mr. CAO Dong (曹棟), aged 44, an employee representative Supervisor. Mr. Cao received a bachelor of economics in financial economics from Hebei University (河北大學) in July 1991 and a master of engineering in software engineering from the University of Electronic Science and Technology of China (電子科技大學) in December 2011. He has the professional qualification of senior accountant. He worked in the Qinhuangdao Port Authority (秦皇島港務局) as a cadre of the enterprise management section of the Railway Transport Branch and then as cadre, deputy chief and chief of the financial audit section of audit division from July 1991 to April 2003. Mr. Cao was appointed as deputy director of the Investment Center of QPG from April 2003 to December 2003. He served as deputy manager of general affairs office of construction headquarters of Caofeidian from December 2003 to April 2009. He was appointed as deputy director of the audit department of our Company from April 2009 to March 2012 and has served as director of the audit department of our Company since March 2012. He has served as deputy director and director of the audit department of HPG since October 2009. Mr. Cao has served as an employee representative Supervisor since August 2010. Mr. Cao also serves as supervisor of China Merchants Securities Co., Ltd. (招商證券股份有限公司) (listed on the Shanghai Stock Exchange in November 2009, stock code: 600999) from September 2013.

Mr. YANG Jun (楊軍), aged 43, an employee representative Supervisor and vice chairman of the labor union of our Company. Mr. Yang received a bachelor of engineering in management information system from Beifang Jiaotong University (北方交通大學, currently Beijing Jiaotong University 北京交通大學) in 1992, and a master of engineering in electronic and communication engineering from Wuhan University of Technology (武漢理工大學) in 2009. He has the professional qualification of senior engineer. He worked as a clerk, assistant to section chief, deputy section chief of the production department, deputy section chief, section chief of information management section and section chief of technical design of Qinhuangdao Port Railway Transportation Branch Company (秦港鐵運公司) from July 1992 to December 2008. He was also the vice manager and labor union chairman of Railway Transportation Branch of our Company from December 2008 to September 2012. He has served as vice chairman of the labor union of our Company since September 2012. He has served as an employee representative Supervisor since June 2013.

SENIOR MANAGEMENT

The following table presents certain information concerning the senior management of our Group (other than our executive Directors):

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Duties</u>	<u>Date of Appointment</u>
HE Zhenya (何振亞)	50	Deputy General Manager	Participating in the daily management and the formulation and execution of business strategies	December 10, 2009
GUO Xikun (郭西錕)	48	Chief Financial Officer	Participating in the daily operation and management and making major decisions; responsible for financial work	December 10, 2009

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Mr. HE Zhenya (何振亞), aged 50, the deputy general manager and member of the Party Committee of our Company. He has been engaged in as a senior engineer by our Company. Mr. He graduated from China University of Mining and Technology (中國礦業大學), formerly known as China Institute of Mining and Technology (中國礦業學院), in 1986 with a bachelor of engineering in metals and heat treatment and obtained a master of engineering in machinery engineering from Yanshan University (燕山大學) in 2006. He joined the Qinhuangdao Port Authority in 1988 and acquired over 25 years of port industry experience. In the past 10 years, he held various intermediate and senior management positions and has extensive business and management experience. From December 1988 to March 2003, he served as a technician, deputy chief and chief of the material division and chief of the technical design division and deputy manager of the Sixth Port Branch of the Qinhuangdao Port Authority. From April 2003 to June 2008, he served as the deputy manager of the Sixth Port Branch of QPG, chief of the preparatory group for Phase Five coal terminal, manager of the Ninth Port Branch of QPG. From June 2008 to December 2009, he served as the manager of the Ninth Port Branch. Since December 2009, he has been serving as the deputy general manager and member of the Party Committee of our Company. From December 2009 to July 2011, he was also the manager of the Ninth Port Branch.

Mr. GUO Xikun (郭西錕), aged 48, the chief financial officer and member of the Party Committee of our Company. He has the professional qualification of senior accountant. He completed the postgraduate course in business management of Guanghua School of Management of Peking University (北京大學光華管理學院) in 2006 and started the EMBA course at the School of Economics and Management of Beijing Jiaotong University (北京交通大學) in May 2012. Mr. Guo joined the Qinhuangdao Port Authority in 1988 and have since been engaged in finance-related work. He has over 25 years of experience in financial management and port industry-related areas. In the past 15 years, he served in various intermediate and senior management positions. From July 1988 to April 2003, Mr. Guo served as accountant, deputy section chief, section chief and deputy director of the Finance Division of the Qinhuangdao Port Authority. From April 2003 to April 2008, he served as deputy director and director of the Finance Department of QPG. From April 2008 to December 2009, he served as deputy chief financial officer and director of the Finance Department of our Company. Since December 2009, he has served as chief financial officer and member of the Party Committee of our Company. From December 2009 to July 2011, he was also the director of the Finance Department of our Company. Mr. Guo previously served as supervisor of China Merchants Securities Co., Ltd. (招商證券股份有限公司) (listed on the Shanghai Stock Exchange in November 2009 stock code: 600999) from December 2001 to May 2011.

JOINT COMPANY SECRETARIES

Mr. ZHANG Nan (張楠), aged 33, the deputy director of the general office of the Board, representative for securities affairs and the joint company secretary of our Company. He obtained a bachelor of law majoring in economic laws from Heilongjiang University (黑龍江大學) in July 2002. He is a registered corporate lawyer and a registered corporate legal advisor. He is a certified enterprise risk manager and has the qualification certificates of securities practice, secretary to the board of directors, securities affairs representative, independent director as well as financial and tax intermediate professional and technical position. Mr. Zhang began his career in July 2002 and served as the cadre of the Material Supply Center, the cadre of the publicity and theory section of the propaganda department, the legal advisor and lawyer of the general office and the secretary to office and secondary division level secretary of our Company. From May 2008 to November 2013, he served as the deputy section chief, then the chief of the securities affairs section of the general office of the Board. He serves as the deputy director of the general office of the Board and the representative for securities affairs of our Company since November 2013. He has been the joint company secretary of our Company since August 2013.

Ms. Kwong Yin Ping, Yvonne (鄺燕萍), aged 58, the joint company secretary of our Company. Ms. Kwong obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (香港理工學院) in November 1979 and a bachelor of arts in accountancy from the Hong

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Kong Polytechnic University (香港理工大學) in November 1997. She works as vice president in a professional corporate services company which is engaged in providing secretarial and compliance services for listed companies. She is also a fellow of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators of the United Kingdom. She has extensive experience in providing company secretarial services for numerous private and listed companies. She serves as company secretary of companies listed on the Hong Kong Stock Exchange, including Chengdu Putian Telecommunications Cable Company Limited (Stock code: 1202), HC International, Inc. (Stock code: 8292) and Xinhua News Media Holdings Limited (Stock code: 0309) and joint company secretary of China Tianrui Group Cement Company Limited (Stock code: 1252) and IGG Inc (Stock code: 8002).

BOARD COMMITTEES

Audit Committee

We have established our audit committee and adopted an updated written terms of reference in August 2013 in compliance with Rule 3.21 of the Hong Kong Listing Rules and paragraph C.3 of the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules. The responsibilities of our audit committee are to supervise our internal control, financial information disclosure and financial reporting matters, which include the following:

- proposing the appointment, re-appointment or removal of external auditors;
- reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- reviewing the financial information of our Company;
- overseeing the financial reporting system and internal control procedures of our Company; and
- enhancing the communication between internal auditors and external auditors.

The audit committee comprises Ms. YU Shulian, Mr. DUAN Gaosheng and Mr. LI Man Choi. Ms. YU Shulian and Mr. LI Man Choi are independent non-executive Directors. Ms. YU Shulian is the chairman of the audit committee.

Remuneration Committee

We have established the remuneration committee and adopted an updated written terms of reference in August 2013, in compliance with Rule 3.25 of the Hong Kong Listing Rules and paragraph B.1 of the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules. The responsibilities of our remuneration committee include the following:

- assessing and recommending to the Board on our Company's remuneration structure and policies for all Directors, Supervisors and senior management;
- determining, with delegated responsibility from the Board, or recommending to the Board, the remuneration packages of executive Directors, Supervisors and senior management members;
- recommending to the Board concerning the remuneration of the non-executive Directors;
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- monitoring the implementation of remuneration policies of Directors, Supervisors and senior management.

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The remuneration committee comprises Mr. SHI Rongyao, Ms. YU Shulian and Mr. HE Shanqi. Mr. SHI Rongyao and Ms. YU Shulian are independent non-executive Directors. Mr. SHI Rongyao is the chairman of the remuneration committee.

Nomination Committee

We have established the nomination committee and adopted and updated written terms of reference in November 2013, in compliance with paragraph A.5 of the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules. The responsibilities of our nomination committee include the following:

- reviewing the selection standard, selection process, structure, size, composition and diversity of the Board and senior management annually and making recommendations on any proposed changes to the Board and senior management to complement our Company's corporate strategy;
- identifying suitable individuals to become Directors and senior management, selecting or recommending to the Board on the selection of individuals or providing advice to the Board in respect thereof; and
- making recommendations to the Board on the appointment, re-appointment and the succession planning for Directors and senior management.

The nomination committee comprises Mr. HONG Shanxiang, Ms. YU Shulian and Mr. ZHENG Yunming. Mr. HONG Shanxiang and Ms. YU Shulian are independent non-executive Directors. Mr. HONG Shanxiang is the chairman of the nomination committee.

Strategy Committee

We have established the strategy committee, and adopted an updated written terms of reference in August 2013. The responsibilities of our strategy committee include the following:

- researching and recommending on the major medium to long term strategic and development plans of our Company;
- researching and recommending on significant capital expenditures, investment and financing projects of our Company; and
- researching and recommending on significant matters relating to the development of our Company.

The strategy committee comprises Mr. XING Luzhen, Mr. HE Shanqi, Mr. HONG Shanxiang, Mr. DUAN Gaosheng and Mr. SHI Rongyao. Mr. HONG Shanxiang and Mr. SHI Rongyao are independent non-executive Directors. Mr. XING Luzhen is the chairman of the strategy committee.

DIRECTORS' AND SUPERVISORS' COMPENSATION

For the three years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, the aggregate amount of fees, salaries, allowances, discretionary payments, bonuses and contribution to insurance schemes paid by our Company to our Directors and Supervisors were approximately RMB1.10 million, RMB1.37 million, RMB2.31 million and RMB1.24 million, respectively. It is estimated that under the arrangements currently in force, the aggregate compensation (including remuneration, benefits in kind but excluding discretionary bonuses) payable to the Directors and Supervisors for the year ending December 31, 2013, will be approximately RMB2.05 million and RMB1.55 million, respectively.

The remuneration paid by our Company to the five highest paid individuals (including Directors and Supervisors) for the three years ended December 31, 2010, 2011 and 2012 and the six months

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ended June 30, 2013 were approximately RMB2,704,000, RMB3,068,000, RMB3,475,000 and RMB1,251,000, respectively.

We confirmed that during the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company or as a compensation for loss of office in connection with the management of the affairs of any subsidiary of our Company.

During the Track Record Period, none of our Directors or Supervisors waived any emoluments. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors, Supervisors or the five highest paid individuals during the Track Record Period.

COMPLIANCE ADVISOR

We have appointed Citigroup Global Markets Asia Limited as our compliance advisor pursuant to Rule 3A.19 and 19A.05 of the Hong Kong Listing Rules. Pursuant to Rule 3A.23 of the Hong Kong Listing Rules, the compliance advisor will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction under the Hong Kong Listing Rules, is contemplated, including share issues and share repurchases;
- (c) 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 of operation deviate from any forecast, estimate or other information in this prospectus; and
- (d) where the Hong Kong Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares or any other matters under Rule 13.10 of the Hong Kong Listing Rules.

Pursuant to Rule 19A.06 of the Hong Kong Listing Rules, Citigroup Global Markets Asia Limited will, on a timely basis, inform us of any amendment or supplement to the Hong Kong Listing Rules that are announced by the Hong Kong Stock Exchange. Citigroup Global Markets Asia Limited will also inform us of any new or amended law, regulation or code in Hong Kong applicable to us.

The term of the appointment will commence on the Listing Date and end on the date on which we comply with Rule 13.46 of the Hong Kong Listing Rules in respect of our financial results for the first full financial year commencing after the Listing.