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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### BOARD OF DIRECTORS

The Board consists of nine Directors, including one executive Director, five non-executive Directors and three independent non-executive Directors. The functions and duties of the Board include but are not limited to: convening Shareholders' general meetings and reporting the Board's work at the Shareholders' general meetings; implementing the resolutions passed at the Shareholders' general meetings; determining our business plans and investment plans; preparing annual budget proposals and final accounts proposals; preparing plans for profit distribution and recovery of losses; preparing plans for the increase or decrease in registered capital; and exercising other power, functions and duties as conferred by the Articles of Association.

The following table presents certain information of our Directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Duties</u>	<u>Date of Appointment</u>	<u>Time of Joining</u>
<i>Non-executive Directors</i>					
ZHI Jun (直軍)	51	Chairman of the Board and Non-executive Director	Responsible for formulating our Company's corporate and business strategies; and making major corporate and operational decisions of our Company	April 11, 2012	April 11, 2012
GUO Yanbin (郭彥彬)	63	Deputy Chairman of the Board and Non-executive Director	Assisting the Chairman of the Board in formulating our Company's corporate and business strategies; and making major corporate and operational decisions of our Company	April 11, 2012	April 11, 2012
SUN Jing (孫婧)	40	Non-executive Director	Participating in formulating our Company's corporate and business strategies	April 11, 2012	April 11, 2012
LIU Shuguang (劉曙光)	45	Non-executive Director	Participating in formulating our Company's corporate and business strategies	April 11, 2012	April 11, 2012
YAO Ji (姚冀)	36	Non-executive Director	Participating in formulating our Company's corporate and business strategies	October 24, 2012	October 24, 2012
<i>Executive Director</i>					
QIAO Dewei (喬德衛)	47	Executive Director and General Manager	Responsible for the daily operation and management of our Group	April 11, 2012	September, 2005

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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Duties</u>	<u>Date of Appointment</u>	<u>Time of Joining</u>
<i>Independent non-executive Directors</i>					
LAI Desheng (賴德勝)	49	Independent Non-executive Director	Participating in the decision-making of our Company's significant events; and advising on issues such as corporate governance, connected transactions and remuneration of the Directors and senior management	April 11, 2012	April 11, 2012
CHEN Xin (陳鑫)	38	Independent Non-executive Director	Participating in the decision-making of our Company's significant events; and advising on issues such as corporate governance, connected transactions, audit and remuneration of the Directors and senior management	April 11, 2012	April 11, 2012
KWAN Kai Cheong (關啟昌)	64	Independent Non-executive Director	Participating in the decision-making of our Company's significant events; and advising on issues such as corporate governance, connected transactions and audit	January 22, 2014	January 22, 2014

There is no other information relating to the relationships 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

#### *Non-executive Directors*

**Mr. ZHI Jun** (直軍), aged 51, is the Chairman of the Board and a non-executive Director of our Company. Mr. Zhi served as a financial officer of Beijing Public Transport Company (北京市公共交通總公司) from August 1985 to December 1987, and served as the deputy financial director of that company from December 1987 to May 1992. He served as the Finance Department Chief (deputy level) of Beijing Tramways (北京市電車公司) from May 1992 to April 1993, and served as the deputy financial director of Beijing Public Transport Company (北京市公共交通總公司) from April 1993 to August 1994, then served as the financial director from August to October 1994, and served as the chief accountant of that company from October 1994 to September 2004. Between September 2004 and November 2006, Mr. Zhi served as the director and chief accountant of Beijing Public Transport Holdings, Ltd. (北京市公共交通控股(集團)有限公司), and he served as the director, deputy general manager, chief accountant of that company from November 2006 to March 2010. Since February 2011, Mr. Zhi has served as the president of BSAM (北京國資公司). He is currently a chairman of Beijing Science Park Development (Group) Co., Ltd. (北京科技園建設(集團)股份有限公司). Mr. Zhi graduated from Beijing Economics College (北京經濟學院) majoring in Finance and Accounting in August 1985. Mr. Zhi qualified as a

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senior accountant, the certificate of which as issued by the Evaluation Committee of Senior Professional Technology Position (北京市高級專業技術職務評審委員會), in November 1996.

**Mr. GUO Yanbin** (郭彥彬), aged 63, is the Deputy Chairman of the Board and a non-executive Director of our Company. Mr. Guo served as a technician and an officer of Beijing Tractor Company (北京拖拉機公司) from January 1971 to October 1985, and served as the deputy organization section chief of that company from October to November 1985. Between January 1996 and September 1998, Mr. Guo served as the Director of Personnel Services at the General Office of Beijing Municipal Government (北京市政府辦公廳人事處), and served as the director of Personnel Services as well as the assistant inspector from September 1998 to March 2004. He worked at The Beijing Institute of Architectural Design (北京市建築設計研究院) from March 2004 to June 2007. Between June 2007 and December 2010, Mr. Guo was a deputy party secretary and a director of the board of BSAM. Since February 2011, Mr. Guo has been the chairman of the board of BSAM (HK). Mr. Guo graduated from the Party School of the Central Committee of C.P.C College of Correspondence Learning (中共中央黨校函授學院) majoring in Economics and Management in December 1995.

**Ms. SUN Jing** (孫婧), aged 40, is a non-executive Director of our Company. Ms. Sun served as an officer at China International Culture Exchange Centre (中國國際文化交流中心) from August 1996 to August 1999. She then served at Sinotrust Business Risk Management LLC (新華信商業風險管理有限責任公司) from June 2000 to March 2001. Between March 2001 and November 2002, Ms. Sun served at Beijing Centergate Technologies (Holding) CO., LTD. (北京中關村科技發展(控股)股份有限公司). Ms. Sun served as a project manager of Management of Financial Assets Department of BSAM from December 2002 to December 2005, and served as the Deputy General Manager of the same department of that company from January 2006 to April 2008, then served as the General Manager of the same department of that company from April 2008 to May 2011. Between June 2011 and October 2012, Ms. Sun was the general manager of the Infrastructure Investment Department of BSAM, and has served as the general director of the Department of Assets Management of BSAM since November 2012. Ms. Sun is also currently a chairman of board of directors of Beijing State-owned Assets Financial Leasing Co., Ltd. (北京國資融資租賃股份有限公司), a chairman of Beijing SMEs Credits Re-guarantee Co., Ltd. (北京中小企業信用再擔保有限公司), a chairman of Beijing Venture Capital, a director of BSAM (HK) and a director of Beijing Airlines Company Limited (北京航空有限責任公司). Ms. Sun graduated from the Capital University of Economics and Business (首都經濟貿易大學) with a Bachelor's degree in Economics in July 1996 and obtained her Master of Business Administration degree from the School of Economics and Management of Tsinghua University (清華大學) in June 2001. Ms. Sun qualified as an economist, the certificate of which was issued by the Evaluation Committee of Intermediate Professional Technology Position (北京市中級專業技術評審委員會), in November 2003.

**Mr. LIU Shuguang** (劉曙光), aged 45, is a non-executive Director of our Company. Mr. Liu served as a director and the vice-president of Beijing Taikeping Electrical Appliances Limited Company (北京泰克平電子儀器有限公司) between July 1991 and June 1992. Mr. Liu served as a director and the vice-president of Beijing Huatai Industrial Company (北京華泰實業總公司) from June 1992 to April 1994. Since April 1994, Mr. Liu has served as the legal representative and president of Beijing Jupeng Investment Company (北京巨鵬投資公司). Between October 2003 and December 2011, Mr. Liu also served as the deputy chairman of the Board of Capital Securities Co., Ltd. (首創證券有限責任公司). Between May 2011 to April 2012, Mr. Liu served as a Director of Dynagreen Environmental Engineering Mr. Liu obtained his Executive Master of

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Business Administration degree from China Europe International Business School (中歐國際工商學院) in September 2007.

**Mr. YAO Ji** (姚冀), aged 36, is a non-executive Director of our Company. Mr. Yao worked at CITIC Motor Company (中信汽車公司) in July 2003, and worked in the Investment Department from July 2003 to November 2004, and then he was promoted to sales director in December 2004 and sales manager in April 2007 and he worked at that company till August 2009. From September 2009 to July 2012, Mr. Yao served as project manager at the Infrastructure Investment Department at BSAM (北京國資公司) and served as a senior project manager from August 2012 to April 2013. He has served as deputy general manager of the Department of Urban Functions and Social Undertakings Investment since May 2013. Mr. Yao currently serves as a director of BSAM (HK), a director of Beijing Science Park Development (Group) Co., Ltd. (北京科技園建設(集團)股份有限公司) and also serves as a supervisor of Beijing Airlines Company Limited (北京航空有限責任公司). Mr. Yao graduated from China University of Petroleum (中國石油大學) with a Bachelor's degree in Management in July 2000 and obtained his Master's degree in Economics from Renmin University of China (中國人民大學) in July 2003. Mr. Yao qualified as a management economist, the certificate of which was issued by the Ministry of Human Resources (人事部), in November 2005.

### *Executive Director*

**Mr. QIAO Dewei** (喬德衛), aged 47, is an executive Director and General Manager of our Company. Mr. Qiao worked as a clerk at the Central Enterprises Management Department of the Bureau of Finance in Hubei Province (湖北省財政廳中央企業管理處) from July 1988 to July 1994, and worked as a clerk at the deputy director level from August 1994 to December 1995. He worked as the deputy manager of the Finance Department at Wuhan International Trust and Investment Company (武漢國際信託投資公司) from January 1996 to December 1997, and worked as a manager of the Finance Department at that company from January 1998 to February 2001. Mr. Qiao worked as the president assistant of Wuhan Zhengxin State-owned Assets Management Company (武漢正信國有資產經營有限公司) from March 2001 to September 2005. Between September 2005 and August 2008, Mr. Qiao served as the chief financial officer of our Company. Between September 2008 and April 2009, Mr. Qiao worked as the acting general manager of our Company, and has worked as the General Manager of our Company since April 2009. Mr. Qiao was a Director of our Company from September 2005 to May 2011, and has also been a Director of our Company since April 2012. Mr. Qiao graduated from Zhongnan University of Economics and Law (中南財經大學) with a Bachelor's degree in Economics in July 1988 and obtained his Master's degree in Law from Hubei University (湖北大學) in June 1999. Between May 2005 and August 2006, Mr. Qiao further studied a project learning postgraduate course in Financial Management at Tsinghua University, and obtained his Master of Business Administration degree from Peking University in July 2013. Mr. Qiao qualified as an accountant, the certificate of which is issued by Profession Administration Department of Ministry of Finance (財政部專業主管部門), in November 1993. Mr. Qiao also has indirect shareholding interest in our Company through Jingxiu Investment. For further details, please refer to section headed "Appendix VI — Statutory and general information — 6. Disclosure of interests".

### *Independent non-executive Directors*

**Mr. LAI Desheng** (賴德勝), aged 49, is an independent non-executive Director. Mr. Lai worked as a teaching assistant at the Department of Economics at Beijing Normal University (北京師範大學) since July 1991

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and was promoted to lecturer of Department of Economics in July 1993. Mr. Lai was promoted to associate professor of the College of Economics in July 1996 and to professor of Faculty of Economics in July 1999, and has been teaching as a professor since then. Mr. Lai served as the Head of the Social Sciences Department at Beijing Normal University (北京師範大學) from March 2001 to November 2003. Mr. Lai served as the chairman of the board of Beijing Normal University Publishing House (北京師範大學出版社) from July 2003 to July 2007. Since November 2008, Mr. Lai has served as the Dean of the Faculty of Economics and Business Administration at Beijing Normal University (北京師範大學). Mr. Lai obtained his Bachelor's degree and Master's degree in Economics from Beijing Normal University (北京師範大學) in July 1988 and July 1991, respectively. He then obtained his Doctoral degree in Economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in July 1997. Between September 1999 and February 2000, Mr. Lai visited the University of Gothenburg (哥德堡大學) in Sweden as a senior visiting scholar, and visited Universitat Autònoma de Barcelona (巴塞隆納自治大學) in Spain as a visiting fellow from March to August 2000.

**Ms. CHEN Xin** (陳鑫), aged 38, is an independent non-executive Director of our Company. Ms. Chen was a post-doctorate in Law at the Civil Law Office of the Institute of Law of Chinese Academy of Social Sciences (中國社會科學院) from October 2004 to July 2007 and was a deputy researcher from November 2006 to July 2007, and was a post-doctorate in Law at the Faculty of Law of University of Salzburg (薩爾茨堡大學) in Austria from August 2007 to February 2008. Since March 2008, Ms. Chen has been an associate professor as well as a supervisor for postgraduate students at the Faculty of Law of the China Youth University for Political Sciences (中國青年政治學院), and the director of the Office of Civil and Commercial Law since September 2010. Ms. Chen graduated from the East China University of Political Science and Law (華東政法學院) in Shanghai with a Bachelor's degree in Law in July 1998. She then obtained her Master's degree in Criminal Law from the Law School of Peking University (北京大學) in June 2001 and obtained her Doctoral degree in Civil and Commercial Law from the Law School of Peking University (北京大學) in June 2004.

**Mr. KWAN Kai Cheong** (關啟昌), aged 64, is an independent non-executive director of our Company. Mr. Kwan joined Merrill Lynch & Co in 1982 as financial controller in Hong Kong. He was named chief financial officer for the Asia Pacific Region in 1983 and in 1987 he assumed additional responsibilities as Asia Pacific regional director for finance & administration. Mr. Kwan was named chief operating officer for the Asia Pacific Region in 1990 and between January 1992 and February 1993, he was further named the president of the Asia Pacific Region. Mr. Kwan was an executive director of Pacific Concord Holding Limited ("PCH") from March 1993 to 1999. Mr. Kwan was the joint managing director of PCH from 1999 until 23 October 2003. Mr. Kwan has been re-designated as a non-executive director of PCH since October 2003. Mr. Kwan became the president of the business consulting company Morrison & Company Limited since January 2003. Mr. Kwan held directorships in listed companies China Medical and Bio Science Limited (Stock Code 8120), Hutchison Telecommunications International Limited (Stock Code 2332, delisted in 2010), Soundwill Holdings Limited (Stock Code 878), TS Telecom Technologies Ltd (Stock Code 8003) and JF Household Furnishings Limited (Stock Code 776) between September 2000 and May 2008, between August 2004 and May 2010, between September 2004 and January 2011, between March 2005 and January 2008 and between March 2005 and August 2011, respectively. Mr. Kwan serves as an independent non-executive director of Hutchison Harbour Ring Limited (Stock Code 715), Sunlight Real Estate Investment (Stock Code 435), Win Hanverky Holdings Limited (Stock Code 3322), Greenland Hong Kong Holdings Limited (Stock Code 337) and Goldpoly New Energy Holdings Limited (Stock Code 686) as listed on the Hong Kong Stock Exchange since September 2004, February



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2006, April 2006, September 2006 and April 2011, respectively. Mr. Kwan has been serving as an independent non-executive director of Galaxy Resources Limited (Stock Code GXY), a company listed on the Australian Stock Exchange since October 2010. Since February 2007, Mr. Kwan has been serving as non-executive director of China Properties Group Limited (Stock Code 1838). Mr. Kwan graduated from the National University of Singapore (formerly known as the University of Singapore) in August 1973, with a bachelor's degree in Accounting (with honours) and completed the Executive Program at Stanford University in 1992. Mr. Kwan became an associate of the Institute of Chartered Accountants in Australia and a fellow of Hong Kong Institute of Directors since October 1979 and March 2005 respectively. Mr. Kwan was admitted as a member of the Hong Kong Institute of Certified Public Accountants in May 1982 and became a fellow of the Institute since July 2009. In 1997, while being an executive director of Pacific Concord Holding Limited, Mr. Kwan was appointed as a director of Yaohan International Holdings Limited (“**Yaohan**”) to represent the 19% equity interests of Pacific Concord Holding Limited in Yaohan but without any involvement in Yaohan's day-to-day management. Yaohan was incorporated in Bermuda and its principal activities were investment holding and the provision of management services to its group companies. Yaohan was formally wound up by order of the court in Hong Kong on February 26, 1999. Mr. Kwan has confirmed to us that there was no wrongful act on his part leading to the liquidation of Yaohan and that, as far as Mr. Kwan is aware, no actual or potential claim has been or will be made against him as a result of such liquidation.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there are no other matters relating to the appointment of Directors that need to be brought to the attention of the Shareholders, nor is there any information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, including matters relating to directorships held by Directors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this prospectus.

### **SUPERVISORY COMMITTEE**

The Supervisory Committee consists of three members. The functions and duties of the Supervisory Committee include but are not limited to: reviewing the financial affairs of our Company; supervising the work of the directors and members of the senior management in exercising their respective duties within our Company, and proposing dismissal of directors and members of the senior management who have violated laws, administrative rules, the Articles of Association or the resolutions of general meetings; requiring directors and members of the senior management to rectify their act accordingly if any of their acts damage the interests of our Company; verifying financial information contained in the financial reports, business reports and profit distribution plans prepared by the Board which are to be submitted to general meetings, and, if in doubt, appointing certified public accountants and practicing auditors to re-examine our Company's financial information in the name of our Company; proposing to convene extraordinary general meetings and, convening and presiding general meetings in case the Board does not perform its obligations to convene and preside over general meetings; presenting motions to general meetings; proposing to convene a provisional Board meeting; initiating legal proceedings against the directors and members of the senior management in accordance with Company Law; conducting investigation, and, if necessary, engaging an accounting firm, law firm or other professionals to assist in their work at the costs of our Company if there are any unusual circumstances in our Company's operations; and exercising other functions and powers stipulated by the Articles of Association.

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The following table presents certain information of our Supervisors.

Name	Age	Position	Duties	Date of Appointment	Time of Joining
ZHONG Xia (仲夏)	45	Chairman of the Supervisory Committee	Presiding over the Supervisory Committee; Supervising our Company's operation and financial activities	April 11, 2012	June 2005
LIU Jinsong (劉勁松)	44	Supervisor	Supervising our Company's operation and financial activities	December 18, 2013	December 18, 2013
LUO Zhaoguo (羅照國)	36	Supervisor	Supervising our Company's operation and financial activities	June 19, 2013	June 19, 2013

There is no other information relating to the relationships 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

**Ms. ZHONG Xia** (仲夏), aged 45, is the Chairman of Supervisory Committee of our Company and Supervisor of the Representatives of Employees. Ms. Zhong served as a facility designer in Maanshan Engineering and Research Institute of Iron and Steel Industry (馬鞍山鋼鐵設計研究院) from September 1992 to March 1993. She then served as a business affairs assistant in the Trade Department of Shenzhen Dow's Trading Limited Company (深圳道斯貿易有限公司) from March 1993 to March 2000. Between March 2000 and June 2005, Ms. Zhong served as an assistant in Marketing Department of our Company. Between June 2005 and March 2006, Ms. Zhong served as a business affairs assistant of the Trade Department of our Company and has served as the manager of the Purchasing Department of our Company since March 2006. Since May 2010, Ms. Zhong is also the president assistant of our Company. Ms. Zhong has served as a director of Pingyang Company since October 2012 and has served as the chairman of the board of directors of Ninghe Company since November 2013. Ms. Zhong graduated from Anhui University of Technology (安徽工業大學) (formerly known as 華東冶金學院) majoring in Hydraulic Control of Fluid Transmission and Control Machinery in July 1992.

**Mr. LIU Jinsong** (劉勁松), aged 44, is currently a Supervisor of our Company. Mr. Liu worked as an engineer at the Beijing Hope Computer Company (北京希望電腦公司) under the Chinese Academy of Science (中國科學院) from July 1992 to 1993. Mr. Liu established Orient Legend Maker Software Development Limited (東方龍馬軟件發展有限公司) and served successively as an executive director, the general manager and the chairman of the board of that company from July 1994 to December 2012. Mr. Liu has been serving as the chairman of the board of Poly Communications Ltd. (保利通信有限公司) from March 2006 till now. Mr. Liu has also been serving as the Chairman of the board of Poly Longma Asset Management Co., Ltd. (保利龍馬資產管理有限公司) since May 2010. Mr. Liu was a committee member of the China Software Industry Association from March 2002 to March 2006. Mr. Liu graduated from the Department of Computer Technology

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(計算機技術系) of College of the Computer Science (計算機學院) of Beijing University of Technology (北京工業大學) with a Bachelor's degree in Engineering in July 1992, and obtained his Master of Business Administration degree from the City University of Macau (澳門城市大學), formerly named as "Asia (Macau) International Open University (亞洲 (澳門) 國際公開大學)", in November 2005.

**Mr. LUO Zhaoguo** (羅照國), aged 36, is currently a Supervisor of our Company. Mr. Luo worked as an accountant of the Finance Department and director assistant of Beijing Metallurgical Equipment Research and Design Institute (北京冶金設備研究設計總院) of China Metallurgical Group Corporation (中冶集團) from August 2000 to August 2007 and from August 2007 to October 2008 respectively. From November 2008 to July 2013, Mr. Luo has served as the funds manager of the Department of Finance Planning of BSAM (北京國資公司). Since July 2003, Mr. Luo has served as the deputy general manager of the Department of Finance Planning of BSAM. Mr. Luo graduated from the Management School of the University of Science and Technology Beijing (北京科技大學) with a Bachelor's degree majoring in Accounting in July 2000. Mr. Luo obtained his Master's degree in Management from Capital University of Economics and Business (首都經濟貿易大學) in July 2009.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there are no other matters relating to the appointment of Supervisors that need to be brought to the attention of the Shareholders, nor is there any information relating to our Supervisors that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, including matters relating to directorships held by Supervisors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this Prospectus.

### SENIOR MANAGEMENT

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Duties</u>	<u>Date of Appointment</u>	<u>Time of Joining</u>
QIAO Dewei (喬德衛)	47	General Manager	Responsible for the daily operation and management of our Group; participating in formulating and implementing our Company's overall corporate and business strategies	April 11, 2012	September, 2005
HU Shengyong (胡聲泳)	44	Chief Financial Officer	Participating in the daily operation and management as well as major decision-making of our Company; responsible for finance management and funding	April 11, 2012	August, 2008



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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Duties</u>	<u>Date of Appointment</u>	<u>Time of Joining</u>
CHENG Yan (成雁)	49	Deputy General Manager	Participating in the daily operation and management of the company as well as major decision-making of our Company; responsible for the operation of subsidiaries	April 11, 2012	April, 2000
HUANG Jianzhong (黄建中)	47	Deputy General Manager	Participating in the daily operation and management of the company as well as major decision-making of our Company; responsible for the operation of subsidiaries	April 11, 2012	January, 2002
HOU Zhiyong (侯志勇)	55	Deputy General Manager	Participating in the daily operation and management of the company as well as major decision-making of our Company; responsible for the operation of subsidiaries	April 11, 2012	September, 2007
LU Juliu (卢巨流)	73	Deputy General Manager	Participating in the daily operation and management of the company as well as major decision-making of our Company; responsible for the operation of subsidiaries	April 11, 2012	September, 2003
ZHU Shuguang (朱曙光)	38	Secretary of the Board	Assisting directors on daily work of the Board, responsible for the organization and coordination of information disclosure, coordinating relationships with investors, etc.	December 3, 2013	September, 2010

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Please refer to the sub-section headed “Directors” for biographical details of Mr. QIAO Dewei (喬德衛).

**Mr. HU Shengyong** (胡聲泳), aged 44, is currently the Chief Financial Officer of our Company. Mr. Hu worked at the finance department of Wuhan Zhengxin State-owned Assets Management Limited Company (武漢正信國有資產經營有限公司) (“**Zhengxin Company**”) from August 1996 to November 2000. Under the delegation of Zhengxin Company, he served as the chief accountant at Wuhan Unity Laser Co., Ltd. (武漢團結鐳射股份有限公司) from November 2000 to May 2001 and served as a director of the general office of the chief financial officer and a manager of Department of Auditors of Zhengxin Company from May 2001 to March 2004. Mr. Hu served as the president assistant as well as the general manager of the Audit Department of Wuhan Securities (武漢證券公司) from April 2004 to September 2005, and served as the general manager of the Central China Region of Sunrise Environmental Protection Group (晨興環保集團公司華中區) from September 2005 to August 2008. Between August 2008 and January 2010, Mr. Hu served as the president assistant of our Company. Since January 2010, Mr. Hu has served as Chief Financial Officer of our Company. Mr. Hu was the Secretary of the Board from April 2012 to December 2013. Mr. Hu concurrently serves as the chairman of the board of directors of Wuhan Company and Haining Company. Mr. Hu graduated from China University of Geosciences (中國地質大學) with an Engineering Bachelor’s degree majoring in Economic Management Engineering in June 1991. Mr. Hu qualified as a senior accountant, the certificate of which is issued by Senior Evaluation Committee of Accounting Profession of Hubei Province (湖北省會計專業高級評委會) in March 2003.

**Mr. CHENG Yan** (成雁), aged 49, is currently a Deputy General Manager of our Company. Between August 1990 and June 1996, Mr. Cheng served as the deputy general manager and chief marketing officer at Shenzhen Haiwang Company (深圳海王藥業有限公司), and served as a director and deputy general manager of Science Expert Industrial Co., Ltd. (深圳市科爾通實業有限公司) from October 1996 to January 2000. Between April 2000 and April 2012, Mr. Cheng served as a Deputy General Manager and Chief Investment Officer of our Company from April 2000 to January 2010 and from January 2010 to April 2012 respectively, and has served as a Deputy General Manager of our Company since April 2012. Mr. Cheng graduated from Chang’an University (長安大學) (formerly named as Xi’an Highway Institute) (西安公路學院) with a Bachelor’s degree in Engineering in July 1985 and obtained his Executive Master of Business Administration degree from Peking University (北京大學) in January 2006.

**Mr. HUANG Jianzhong** (黃建中), aged 47, is currently a Deputy General Manager of our Company. Between June 1989 and October 1990, Mr. Huang served as a director of the General Office of Shenzhen China Travel Service Home Appliances Unit (深圳市中旅家電總匯辦公室). Mr. Huang worked at the Shenzhen China Travel Service (深圳市中國旅行社) from October 1990 to December 1991. Between December 1991 and August 1993, Mr. Huang served as a director of the General Office of Shenzhen China Travel Services Automobile Transportation Company (深圳市中旅汽車運輸公司) and served as the assistant to general manager of Transportation Department at Shenzhen China Travel Services Eastern International Travelling Development Company (深圳市中旅東部國際旅遊開發公司) from August 1993 to May 1994. Mr. Huang served as the Head of Credit-lending Section at Shenzhen Commercial Bank, Longgang Sub-branch (深圳市商業銀行龍崗支行) from May 1994 to April 1998 and served as the director of Marketing Department of Shenzhen Commercial Bank, Zhenhua Sub-branch (深圳市商業銀行振華支行) from April to August 1998. Mr. Huang served as a deputy general manager and chief financial officer of Shenzhen Dow’s Waste-to-Energy Tech Development Co., Ltd (深圳市道斯垃圾處理技術開發有限公司) from August 1998 to March 2001, and concurrently served as the deputy general manager and chief financial officer of Shenzhen Dow’s Environmental Science and Technology Co., Ltd

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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(深圳道斯環保科技有限公司) from August 1998 to March 2001. Between March 2001 and December 2009, Mr. Huang was the director, deputy general manager and chief financial officer of Dynagreen International Holding (綠色動力國際控股), and concurrently served as the chairman of the board of Shenzhen Dynagreen Environmental Engineering Co., Ltd. (深圳綠色動力環境工程有限公司), the predecessor of our Company, from January 2002 to September 2005 and served as a director of Blue-ocean Environment from September 2005 to December 2009, and the chairman of the board of Foshan Shunde Shuneng Garbage Power Company Limited (佛山市順德區順能垃圾發電有限公司) from November 2007 to August 2010. Mr. Huang was the chief operational officer of Shenzhen Dynagreen Environmental Engineering Co., Ltd. (深圳綠色動力環境工程有限公司), the predecessor of our Company, from January 2010 to April 2012, and concurrently served as the general manager of Changzhou Dynagreen Environmental and Thermoelectric Co., Ltd. (常州綠色動力環保熱電有限公司) from April to August 2010. Mr. Huang has been a Deputy General Manager of our Company since April 2012. Mr. Huang graduated from the College of Economics of Jinan University (暨南大學經濟學院) with a Bachelor's degree in Economics in Planning and Statistics in June 1989, and obtained his Master's degree in Economics from Zhongnan University of Economics & Law (中南財經政法大學) in December 2002. Mr. Huang qualified as a Senior Operating Manager, the certificate of which was issued by Labor Bureau of Hubei Province (湖北省勞動廳), in July 2000.

**Mr. HOU Zhiyong** (侯志勇), aged 55, is currently a Deputy Manager of our Company. Mr. Hou served as the deputy section head of Operational Section of Shanxi Niangziguan Electricity Factory (山西娘子關電廠) from March 1989 to February 1992, the section head of Operational Section from February 1992 to May 1995, the deputy general engineer from May 1995 to May 1996, the general engineer from May 1996 to June 1998, the deputy director as well as the general engineer from June 1998 to January 2001 and the general director from January 2001 to March 2002. Mr. Hou also served as the general director of Datang Taiyuan No. 2 Thermal Power Plant (大唐太原第二熱電廠) from March 2002 to September 2004. Mr. Hou served as deputy general engineer at Datang Heilongjiang Power Company (大唐黑龍江發電有限公司) from September 2004 to September 2006. Mr. Hou served as deputy general engineer at Shanxi Energy Industries Group Company (山西能源產業集團有限責任公司) from September 2006 to September 2007. Mr. Hou has been a Deputy General Manager of our Company from September 2007 to January 2010 and since April 2012. Between January 2010 and April 2012, Mr. Hou served as the Chief Engineering Officer of our Company. Mr. Hou graduated from Taiyuan Institute of Technology (太原工學院) with a Bachelor's degree in Power Plants and Power Systems in August 1983, and obtained his Master's degree in Electrical Engineering from North China Electric Power University (華北電力大學) in April 2002. Mr. Hou qualified as a senior engineer, the certificate of which was issued by the Evaluation Committee of Senior Engineer of Electricity Industry Bureau of Hubei Province (湖北省電力工業局高級工程師評審委員會), in May 1997.

**Mr. LU Juliu** (盧巨流), aged 73, is currently the Chief Technology Officer and Deputy General Manager of our Company. Mr. Lu worked as a product designer at the Grinding Institute of Jiangsu Wuxi Machine Tool Plant (江蘇省無錫市無錫機床廠磨床研究所) from July 1964 to June 1985 and served as deputy director from June 1985 to October 1995 and the general engineer from October 1995 to March 2000 of Shenzhen Municipal Environmental Protection Comprehensive Treatment Plant (深圳市市政環衛綜合處理廠). Mr. Lu then served as a technology consultant of a group company of Weiming Group Co., Ltd. (偉明集團有限公司) at Wenzhou City in Zhejiang Province from March 2000 to September 2003 and served as the manager of Technology Department of

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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our Company from September 2003 to April 2008, and the General Engineer of our Company from April 2008 to January 2010 and since April 2012, and has served as the Chief Technology Officer of our Company from January 2010 to April 2012. Mr. Lu has been the Deputy General Manager and General Engineer of our Company since April 2012. Mr. Lu graduated from the South China University of Technology (華南理工大學) (formerly known as 華南工學院) majoring in Machinery Engineering in July 1964.

**Mr. ZHU Shuguang** (朱曙光), aged 38, is currently the Secretary of the Board, Joint Company Secretary, Authorized Representative and Officer of the Treasury Department of our Company. Mr. Zhu worked at China Securities (華夏證券) before March 2002. Mr. Zhu worked in securities investment while working at Shenzhen Han's Laser Technology Co., Ltd. (深圳市大族激光科技股份有限公司) from August 2002 to March 2004. Between April 2004 and August 2008, Mr. Zhu was the deputy general director of Department of Securities of Shenzhen Baoneng Group (深圳市寶能投資集團有限公司). Mr. Zhu was a manager of Department of Securities of AVIC Sanxin Co., Ltd. (中航三鑫股份有限公司) as well as deputy general manager and secretary of the board of Shenzhen JMT Glass Co., Ltd. (深圳三鑫精美特有限公司), a subsidiary of AVIC Sanxin Co., Ltd., from August 2008 to August 2010. Mr. Zhu has been the Officer of Treasury Department of our Company since September 2010, and the Secretary of the Board of our Company since December 3, 2013. Mr. Zhu graduated from Central University of Finance and Economics (中央財經大學) with a Bachelor's degree in Economics majoring in Investment Economics in July 1999.

Save as disclosed herein, none of the senior management of our Company held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this prospectus.

### JOINT COMPANY SECRETARIES

**Mr. ZHU Shuguang** (朱曙光) is currently the Secretary of the Board, Joint Company Secretary, and Authorized Representative of our Company. See “— Senior Management” for the biographical details of Mr. Zhu.

**Mrs. SENG SZE, Ka Mee Natalia** (沈施加美) has been appointed as the Joint Company Secretary of our Company since January 22, 2014. She is the chief executive officer of China and Hong Kong of Tricor Group / Tricor Services Limited (“Tricor”), and also a practice leader of Tricor's Corporate Services and China Consultancy Services. Mrs. Seng leads the strategic development and management of Tricor's operations in China and Hong Kong. Prior to joining Tricor in 2002, Mrs. Seng was a director of Company Secretarial Services with Ernst & Young and Tengis Limited in Hong Kong. She has over 30 years of experience in the provision of professional secretarial, business advisory and fiduciary services. Mrs. Seng is currently the secretary of the Manager of a listed REIT in Hong Kong and company secretary / joint company secretary of two other Hong Kong listed companies. Mrs. Seng is a chartered secretary and served as the president from 2007 to 2009, a council member from 1996 to 2012 and a fellow of The Hong Kong Institute of Chartered Secretaries (“HKICS”). She is also a fellow and a current council member of The Institute of Chartered Secretaries and Administrators (“ICSA”) in the United Kingdom; a fellow of The Taxation Institute of Hong Kong (“TIHK”) and The Hong Kong Institute of Directors (“HKIoD”). Mrs. Seng has been an appointed lay member of the

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Council of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) since December 2013 and an appointed member of the Inland Revenue Department Users’ Committee since 2009. She obtained a Master’s degree in Business Administration (Executive) from City University of Hong Kong in November 2006.

### BOARD COMMITTEES

#### Audit Committee

We have established the audit committee with written terms of reference adopted on December 3, 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 primary responsibilities of our audit committee are to supervise our internal control, financial information disclosure and financial reporting matters, which include, among other things:

- proposing appointment, re-appointment or removal of external auditors;
- reviewing and monitoring 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 communication channels which the Group’s employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The audit committee comprises Mr. KWAN Kai Cheong, Ms. CHEN Xin and Mr. YAO Ji. Mr. KWAN Kai Cheong is the chairman.

#### Remuneration and Appraisal Committee

We have established the remuneration and appraisal committee with written terms of reference adopted on December 3, 2013 in accordance 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 primary responsibilities of our remuneration and appraisal committee include, among others, the following:

- researching and recommending to the Board on our Company’s remuneration structure and policy for all Directors, Supervisors and senior management;
- determining, with delegated responsibilities from the Board, or recommending to the Board the remuneration packages of individual executive Directors and members of the senior management;

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- recommending to the Board on 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.

The remuneration and appraisal committee comprises Ms. CHEN Xin, Ms. SUN Jing and Mr. LAI Desheng. Ms. CHEN Xin is the chairman.

### **Nomination Committee**

We have established the nomination committee with written terms of reference adopted on December 3, 2013 in compliance with paragraph A.5 of the Corporate Governance Code set out in Appendix 14 to the Hong Kong Listing Rules. The primary responsibilities of our nomination committee include, among others, the following:

- reviewing the structure, size and composition of the Board annually and making recommendations on any proposed changes to the Board to complement our Company's corporate strategy;
- identifying individuals suitably qualified to become Directors, selecting or recommending to the Board on the selection of individuals nominated for directorships or providing advice to the Board in respect thereof; and
- making recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors (in particular the Chairman of the Board and the President of our Company).

The nomination committee comprises Mr. LAI Desheng, Mr. GUO Yanbin and Mr. KWAN Kai Cheong. Mr. LAI Desheng is the chairman.

### **Strategy Committee**

We have established the strategy committee with written terms of reference adopted on December 3, 2013. The primary responsibilities of our strategy committee include, among others, the following:

- researching and recommending on the medium to long term strategic and development plans of the company;
- researching and recommending on significant capital expenditure, investment and financing projects of our Company; and



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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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- researching and recommending on significant matters relating to the development of our Company.

The strategy committee comprises Mr. ZHI Jun, Ms. SUN Jing, Mr. LIU Shuguang, Mr. QIAO Dewei and Mr. LAI Desheng. Mr. ZHI Jun is the chairman.

### REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

For the three years ended December 31, 2011, 2012, and 2013, the aggregate amount of fees, salaries, allowances, discretionary payments, bonuses and contribution to pension schemes paid by our Company to our Directors (in the case of Mr. QIAO Dewei, in his capacity as General Manager) and Supervisors (in the case of Ms. ZHONG Xia, in her capacity as assistant to General Manager and Manager of the Purchasing Department) was approximately RMB1,375,000, RMB2,197,000 and RMB2,321,000, respectively. We have maintained relevant liability insurance for the Directors.

The remuneration paid by our Company to the top five highest paid individuals (including Directors and Supervisors) for the three years ended December 31, 2011, 2012 and 2013 was approximately RMB4,212,000, RMB5,378,000 and RMB5,134,000, respectively.

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. No compensation was paid by our Company to, or receivable by, our Directors, past Directors, Supervisors, past Supervisors or the five highest paid individuals for the loss of any office in connection with the management of the affairs of any subsidiary of our Company during the Track Record Period.

During the Track Record Period, none of our Directors 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.

### EMPLOYEES

As of the Latest Practicable Date, we had 804 employees. Since our inception, we have not experienced any strikes or other labor disputes which materially affected our business activities. We consider our labor relations to be good. The remuneration package of our employees mainly includes salaries, discretionary bonuses and contributions to mandatory social security funds. We participate in various defined contribution pension schemes for our employees, including those organized by provincial or municipal governments. Bonuses are generally discretionary and based on the overall performance of our business. For the three years ended December 31, 2011, 2012 and 2013, we incurred staff costs of approximately RMB36,649,000, RMB54,889,000 and RMB81,773,000, respectively.

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### COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as our compliance advisor pursuant to Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. Pursuant to Rule 3A.23 of the Hong Kong Listing Rules, we will consult with and, if necessary, seek advice from the compliance advisor in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction under the Hong Kong Listing Rules, is contemplated, including share issues and share buy-backs;
- (3) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our Group's business activities, developments or results of operation deviate from any forecast, estimate or other information in this prospectus; and
- (4) 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, our compliance advisor will, in a timely manner, inform us of any amendment or supplement to the Hong Kong Listing Rules that are announced by the Hong Kong Stock Exchange. Our compliance advisor will also inform us of any new or amended law, regulation or code in Hong Kong applicable to our Company.

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.