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## DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

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### DIRECTORS

Upon the Listing Date, our Board will consist of 9 Directors, comprising 1 executive Director, 5 non-executive Directors and 3 independent non-executive Directors. The functions and duties of our Board include convening shareholders' meetings, reporting the Board's work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with our Articles of Association. We have entered into service contracts with each of our executive Directors, non-executive Directors and independent non-executive Directors.

The following table sets out certain information relating to our Directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
<b>LU Haijun</b> (陸海軍) .....	54	Chairman and Non-executive Director	January 26, 2010
<b>GUO Mingxing</b> (郭明星) .....	43	Non-executive Director	January 26, 2010
<b>XU Jingfu</b> (徐京付) .....	56	Non-executive Director	January 26, 2010
<b>LIU Guochen</b> (劉國忱) .....	55	Non-executive Director	January 26, 2010
<b>MENG Wentao</b> (孟文濤) .....	42	Executive Director	November 16, 2010
<b>YU Zhongfu</b> (于仲福) .....	41	Proposed Non-executive Director	November 16, 2010, effective from the Listing Date
<b>LIU Chaoan</b> (劉朝安) .....	55	Proposed Independent Non- executive Director	November 16, 2010, effective from the Listing Date
<b>SHI Xiaomin</b> (石小敏) .....	61	Proposed Independent Non- executive Director	November 16, 2010, effective from the Listing Date
<b>LAU Miu Man</b> (樓妙敏) .....	40	Proposed Independent Non- executive Director	November 16, 2010, effective from the Listing Date

Save as disclosed herein, there are no other matters in respect of each of our Directors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules and there is no other material matters relating to our Directors that need to be brought to the attention of our Shareholders.

**Non-Executive Directors**

**Mr. LU Haijun** (陸海軍), aged 54, is our chairman of the Board and has been a non-executive Director of our company since January 2010. Mr. Lu is responsible for our business strategy and overall development. Mr. Lu has more than 17 years of experience in management, investment management, capital management and human resource management in large power companies. He joined BEIH as the chairman in December 2008. From June 1998 to December 2008, Mr. Lu held various governmental roles while working for Beijing Municipal Government. Between February 2003 and December 2008, he was deputy director then director of Beijing Municipal Administration Commission (北京市市政市容管理委員會). He served as the deputy director of Chongwen District of Beijing from October 1998 to February 2003, and he was the assistant director of Beijing Municipal Public Utility Bureau (北京市公用局) from June 1998 to October 1998. Between January 1988 and June 1998, he worked as a deputy manager then manager of Beijing Liquefied Petroleum & Gas Company (北京市液化石油氣公司). From July 1982 to January 1988, he worked for Beijing Gas Company and held various positions including deputy manager and the deputy manager of the Bottling Plant in Northern Suburb (北郊灌瓶廠) of the company. He studied enterprise management at the Department of Industrial Economics at Capital University of Economics and Business (首都經濟貿易大學, formerly known as Beijing School of Economics (北京經濟學院)) from September 1978 to July 1982 obtaining a bachelor's degree, and studied enterprise management in the same university from September 1994 to July 1997 respectively, and now holds a master's degree.

**Mr. GUO Mingxing** (郭明星), aged 43, is a non-executive Director and is responsible for our business strategy and overall development. Mr. Guo has more than 15 years of experience in production, construction, business management and capital management in the power industry. In January 2005, Mr. Guo joined BEIH as an assistant general manager. There he was promoted to deputy general manager in December 2005 and then general manager and director in December 2008. Also, since January 2007, he has been the president of Beijing Jingneng International. From June 2003 to December 2005, he was the general manager at Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司). Between September 2000 and December 2004, he worked with Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) as the deputy manager and then the manager of the electric investment management division and was then promoted to the assistant general manager in June 2003. From November 1999 to September 2000, he was an assistant director of the People's Government of Shenhe District in Shenyang. Between September 1990 and March 1993, Mr. Guo worked as an electrical technician and a secretary of the factory office at Shenyang Shenhai Power Plant (瀋陽瀋海熱電廠), then as the manager of fuel division from September 1995 to November 1999. Between October 1997 and April 1998, he attended a training program at Tokyo Electric Power (日本東京電力公司). Mr. Guo obtained a bachelor's degree in electric power engineering from Chengdu University of Science and Technology (成都科技大學) in July 1990 and a master's degree from Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力大學) in March 1995. Between 2003 and 2006, he studied quantitative economics in Jilin University and obtained a doctoral degree. Between 2007 and 2008, he was a part-time student at the centre for post-doctoral studies of the management school of Beijing University of Technology (北京工業大學).

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**Mr. XU Jingfu** (徐京付), aged 56, is a non-executive Director and is responsible for our business strategy and overall development. Mr. Xu has over 10 years of experience in management and investment in the power industry. He has been a deputy general manager in BEIH since November 2004, and has also been the chairman of BEIH-Property Co., Ltd. (京能置業股份有限公司, a company listed on the Shanghai Stock Exchange) since November 2005. From February 2000 to November 2004, Mr. Xu was the deputy general manager of Beijing Comprehensive Investment Company (北京市綜合投資公司), the predecessor of BEIH. From March 1980 to January 2000, he worked at Beijing Bureau of Technical Supervision (北京市技術監督局) for almost twenty years, as deputy section head, department head and deputy director, in that respective order. Mr. Xu graduated from the School of Mechanical Engineering at Beijing University of Technology (北京工業大學) in January 1980, major in optical instruments, and he obtained an MBA degree from Asia International Open University (Macau) (亞洲 (澳門) 國際公開大學) in April 2003.

**Mr. LIU Guochen** (劉國忱), aged 55, is a non-executive Director and is responsible for our business strategy and overall development. Mr. Liu has more than six years of experience in the management of finance, property and accounting of large power companies. Mr. Liu joined BEIH in November 2004 and has held the position of deputy general manager to this present day. Between September 2004 and November 2004, he worked with Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) as the deputy general manager. From August 1996 to March 1998, Mr. Liu worked as the vice director of Dalian Golden Pebble Beach Resort Management Commission (大連金石灘度假區管委會). Between March 1998 and September 2004, he was the deputy director of Dalian Economic and Technology Development Area Administration Commission (大連經濟技術開發區管理委員會). Mr. Liu studied financial management at Liaoning Institute of Finance and Economics (遼寧財經學院) from September 1978 to October 1982 and was awarded a bachelor's degree. He was awarded a master's degree in investment economics in June 1986, and studied industrial economics in Dongbei University of Finance and Economics (東北財經大學) and obtained a doctoral degree.

**Mr. YU Zhongfu** (于仲福) aged 41, is a non-executive Director of our Company. Mr. Yu has been the deputy general manager of Beijing State-owned Assets Operation and Management Center (北京國有資本經營管理中心) since May 2009, and the director of Beijing Rural Commercial Bank Co., Ltd. (北京農村商業銀行股份有限公司), Beijing Automobile Co., Ltd. (北京汽車股份有限公司), and Beijing BOE Display Technology Co., Ltd. (北京京東方顯示技術有限公司) since December 2009. From November 2003 to May 2009, he worked with Beijing State-owned Assets Supervision and Administration Commission (北京國有資產監督管理委員會), as deputy director of Department of Reform and Development, deputy director then director of Department of Enterprise Reform, in that respective order. From September 1996 to November 2003, he worked with Beijing Economic and Trade Commission (北京市經濟貿易委員會), where he was a senior staff, principal staff, then deputy director of Department of Small and Medium Enterprises, then deputy director of the Department of Enterprise Reform, in that respective order. From January 1996 to September 1996, Mr. Yu worked with Shijingshan District Economic Planning Commission (石景山區計劃經濟委員會) in Beijing as a staff then deputy section chief of Industry Section. Mr. Yu started his career as a staff at Shijingshan District Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議石景山區委員會) in Beijing, where he worked from July 1992 to January 1996. Mr. Yu studied at North China University of Technology (北方工業大學) from

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September 1988 to July 1992, where he obtained a bachelor's degree of engineering. From September 2000 to July 2002, he studied in a post-graduate course at Central University of Finance and Economics (中央財經大學), major in finance. He is currently taking a post-graduate course in Peking University, major in public administration.

### Executive Director

**Mr. MENG Wentao** (孟文濤), aged 42, is an executive Director and general manager of our Company. Mr. Meng has been the general manager of our Company since June 2010. He has over 18 years of experience in production, construction and business management in the power industry. He joined our Company in June 2010 and has been the general manager. Mr. Meng worked as a director and the general manager at Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司, a company listed on the Shanghai Stock Exchange) from May 2007 to July 2010, and the deputy head of the department of safety production supervision of Huaneng Northern Company (華能北方公司) from November 2006 to May 2007. From March 2005 to November 2006, he was the deputy general manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司). Mr. Meng worked at Dalate Power Plant from July 1992 to March 2005, where he served successively as the operation team leader and shift leader of the operation department, the deputy director of the organization department, the deputy director, director then the vice chief engineer of the inspection and maintenance department. Mr. Meng obtained a master's degree in power system and its automation from North China Electric Power University (華北電力大學), China in June 2002.

### Independent Non-executive Directors

**Mr. LIU Chaoan** (劉朝安), aged 55, is an independent non-executive Director. Mr. Liu is currently an independent non-executive director of China Datang Corporation Renewable Power Co., Limited (stock code: 1798) and was an independent non-executive director of Datang International Power Generation Co., Ltd. (stock code: 991) from 2007 to 2010. Mr. Liu has 30 years of experience in the field of electric power design, and has been the chairman of the board of China Power Engineering Consulting Group Corporation North China Electric Power Design Institute Engineering Co., Ltd. (中國電力工程顧問集團公司華北電力設計院工程有限公司) since 2010. Between 2005 and 2010, he was the chairman of the board of Beijing Guodian North China Electric Engineering Co., Ltd. (北京國電華北電力工程有限公司). From 1999 to 2005, he worked as a deputy general manager at Guodian North China Electric Engineering Co., Ltd. (國電華北電力工程有限公司). Between 1984 and 1999, he worked at North China Electric Power Design Institute (華北電力設計院) as section chief, deputy department chief and then assistant president. He worked as a technician and an assistant engineer at Beijing Electric Power Design Institute (北京電力設計院) between 1980 to 1984. Mr. Liu obtained a bachelor's degree in engineering from Changchun College of Geology (長春地質學院, which has merged into Jilin University (吉林大學)) in 1980 and a double-bachelor's degree in management engineering from North China Electric Power University (華北電力大學) in 2001. Mr. Liu is a professor-grade senior engineer.

**Mr. SHI Xiaomin** (石小敏), aged 61, is an independent non-executive Director. Mr. Shi is an expert in China's economic reform. He is a vice president of China Society of Economic Reform (中國經濟體制改革研究會), and has been working there since 1991 as the director of

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research office, deputy secretary-general, secretary-general and vice president, in that respective order. Between August 2005 and December 2007, he was an independent director of China Galaxy Holdings Co., Ltd. (銀河控股股份公司). Between 1983 to 1991, he worked at the State Reform Committee (國家體制改革委員會), first as deputy department chief then department chief. From 1982 to 1983, Mr. Shi worked at the Theory Department of Economic Daily (經濟日報). Mr. Shi studied at Peking University between 1978 and 1982, and obtained a bachelor's degree in economics in 1982.

**Ms. LAU Miu Man** (樓妙敏), aged 40, is an independent non-executive Director. Ms. Lau now serves as the Chief Financial Officer of Sunnywafer Holdings Limited (華盛恒能光電控股有限公司). Before then, Ms. Lau served as the Chief Financial Officer of the China Renji Medical Group Ltd. (中國仁濟醫療集團有限公司, stock code: 648) from December 2007 to March 2011. She was a Practising Director of Shinewing (HK) CPA Limited from September 2005 to December 2007. Between January 1994 and August 2005, she worked with Ho and Ho & Company, Certified Public Accountants, holding positions including Audit Manager and Partner, in that respective order. Ms. Lau has more than 13 years of professional experience in finance, accounting and auditing, and she provided auditing, business advisory, due diligence review, mergers and acquisition transactions and internal controls review for listed companies, state-owned enterprises and foreign investment enterprises. Ms. Lau graduated from Monash University in Australia in 1994 and obtained a bachelor's degree of economics, major in accounting. She has been a fellow member of Hong Kong Institute of Certified Public Accountants and Certified Practising Accounting of CPA (Aust.) since 1997.

### SUPERVISORS

The Board of Supervisors of the Company currently consists of three members. The following table sets out certain information about our Supervisors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
<b>CHEN Yanshan</b> (陳燕山) .....	57	Chairman of the Board of Supervisors	January 26, 2010
<b>LIU Jiakai</b> (劉嘉凱) .....	44	Supervisor	January 26, 2010
<b>HUANG Linwei</b> (黃林偉) .....	43	Supervisor	January 26, 2010

Save as disclosed herein, there are no other matters in respect of each of our Supervisors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules and there is no other material matters relating to our Supervisors that need to be brought to the attention of our Shareholders.

**Mr. CHEN Yanshan** (陳燕山), aged 57, has served as the chairman of the Board of Supervisors of our Company since January 2010. Mr. Chen has over 6 years of experience in resource management and auditing in power companies. He joined BEIH in November 2004 and has served as a director and a member of the Audit Committee of the board of BEIH since then. From April 2004 to November 2004, he worked as the deputy secretary of the Communist Party committee of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司). From July 1985 to April 2004, he worked at the

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Organization Department of Beijing Municipal Committee (北京市委組織部), where he held various positions, including the deputy director of the division of general affairs (綜合處副處長), and the director of the division of cadres (幹部處處長) of the Organization Department of Beijing Municipal Committee. Mr. Chen studied labor economics at Beijing School of Economics (北京經濟學院) and was awarded a bachelor's degree in 1984. Additionally, he took a post-graduate course in economic management from the Party School of Beijing Municipal Committee (北京市委黨校) in July 1998.

**Mr. LIU Jiakai** (劉嘉凱), aged 44, has served as a Supervisor of our Company since January 2010. Mr. Liu has over 20 years of experience in construction and accounting in the power industry. Mr. Liu joined BEIH in December 2009 and has been the director of the department of finance and property management. Also, he was the chief accountant of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司, a company listed on the Shanghai Stock Exchange) between April 2006 and April 2007 and has been a supervisor of the same company since June 2007. From July 2006 to December 2009, he held the position of the chief financial officer at Beijing Jingneng International. Between July 2003 and April 2006, he was the chief accountant at Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司). Mr. Liu worked as the director of the finance department and the vice director of the audit department of Inner Mongolia Power Control Bureau (內蒙古電管局) for eleven years from March 1992 to July 2003. Mr. Liu obtained a bachelor's degree in economics from Central University of Finance and Economics of China (中央財經大學) in June 1989.

**Ms. HUANG Linwei** (黃林偉), aged 43, has served as a Supervisor of our Company since January 2010. Ms. Huang has more than 16 years of experience in accounting and auditing in power companies. She joined Beijing Jingneng Technology in December 1993, where she has held various positions successively, including cashier, accountant, supervisory accountant and deputy manager of the finance department, and deputy manager of the department of audit and internal control. Ms. Huang took an on-job post-graduate course in the Party School of Beijing Municipal Committee (北京市委黨校) in July 2009. Ms. Huang is an intermediate accountant.

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### SENIOR MANAGEMENT

The senior management team of the Company, in addition to the executive Director listed above, is as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
<b>MENG Wentao</b> (孟文濤) .....	42	General Manager	June 9, 2010
<b>REN Qigui</b> (任啟貴) .....	49	Deputy General Manager	June 9, 2010
<b>LI Haibin</b> (李海濱) .....	46	Deputy General Manager	December 14, 2009
<b>KANG Jian</b> (康健) .....	48	Deputy General Manager, Secretary of the Board of Directors	March 11, 2010 / December 14, 2009
<b>LI Zhijian</b> (李志堅) .....	41	Deputy General Manager	March 11, 2010
<b>LI Yuehua</b> (李曰華) .....	50	Deputy General Manager	August 19, 2010
<b>ZHU Baocheng</b> (朱保成) .....	38	Chief Accountant	March 11, 2010
<b>ZHANG Jurui</b> (張巨瑞) .....	44	Chief Engineer	March 11, 2010

Each of the members of the senior management team listed above can be contacted at the Company's registered address at Room 118, 1 Ziguang East Road, Badaling Economic Development Zone, Yanqing County, Beijing.

Biographies of each of the members of the senior management team are set out below:

**Mr. MENG Wentao** (孟文濤), aged 42, is an executive Director and general manager of our Company. His biographical details are set out above under the paragraph headed "—Executive Director".

**Mr. REN Qigui** (任啟貴), aged 49, is a deputy general manager of our Company and is responsible for our business strategy and overall development. Mr. Ren has more than 14 years of experience in production, construction and management in the power industry. He joined our Company in December 1995 and since then has held the following positions respectively: manager of the division of investment and the division of information, assistant general manager, deputy general manager, and general manager. From July 1986 to May 1995, Mr. Ren worked at the Department of Energy and Power of China Research Institute of Agricultural Machinery (中國農業機械研究院能源動力所). Mr. Ren obtained a master's degree in business management from Xiamen University (廈門大學) in June 2008.

**Mr. LI Haibin** (李海濱), aged 46, has been a deputy general manager of our Company since December 2009. Mr. Li has more than 6 years of experience in power production and power project planning. In December 2009, he was appointed as a deputy general manager

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of our Company and has held this position since then. He worked at the research centre of energy strategy of BEIH between December 2004 and March 2006 and was subsequently promoted to the role of the project manager of the department of power energy in March 2006. He held this position until December 2009. Between October 2006 and December 2009, he was on secondment to Beijing Municipal Development and Reform Commission (北京市發展和改革委員會). From January 2004 to December 2004, he was the project manager of the department of power investment and construction of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司). Between January 2000 and January 2004, he was teaching at Beijing Jiaotong University (北京交通大學) and was promoted to the director of the center of power simulation in October 2001. He obtained a bachelor's degree in industrial electronic technology from Zhejiang University (浙江大學) in July 1986. Between September 1986 and January 1989, he studied the thermal energy and automation of power plants in North China Electric Power University (華北電力大學, formerly known as North China Electric Power College (華北電力學院)), and obtained a master's degree.

**Mr. KANG Jian** (康健), aged 48, has been a deputy general manager of our Company since March 2010 and the secretary of the Board since December 2009. Mr. Kang has over 15 years of experience in strategic management, sales management and investor relationship management in large state-owned enterprises and transnational corporations. Mr. Kang has been the deputy general manager of our Company since March 2010, and the secretary of the Board since December 2009. Between August 2009 and December 2009, Mr. Kang worked for BEIH as the deputy director of the office of strategic investment. Mr. Kang worked at several transnational corporations, including as a senior manager of the department of automation system of Automation & Drives Group and the director of strategic development and customer relations of the company's Strategic Marketing Department at Siemens Ltd., China (西門子(中國)有限公司) from January 2004 to July 2009, as a regional manager of the Greater China area of Canadian Tucows Inc. (加拿大Tucows有限公司) from April 2000 to March 2003, and as the assistant manager of the Marketing Division of the U.S. Albany International Company (美國奧爾伯尼國際公司) from July 1999 to February 2000. Mr. Kang obtained a bachelor's degree in international trade from Beijing University of Technology (北京工業大學) in July 1988, and an MBA degree from Rensselaer Polytechnic Institute in the United States (美國仁斯利爾理工大學) in May 1999.

**Mr. LI Zhijian** (李志堅), aged 41, has been a deputy manager of our Company since March 2010. Mr. Li has over 15 years of experience in production and management in the power industry. Mr. Li has been a deputy general manager of our Company since March 2010. He worked as the deputy general manager of New Energy from July 2009 to March 2010, as the deputy general manager of Wulanyiligeng Power from August 2008 to July 2009, the project manager of the Chayouzhong Project of Inner Mongolia Wind Power Division of Beijing Jingneng International from September 2007 to August 2008. Between November 2001 and September 2007, he worked for Jingfeng Thermal Power, where he served successively as the vice director (and later the director) of the boiler maintenance branch, the leader of the division of project extension, and the deputy head of the department of maintenance. From July 1995 to November 2001, he worked at Beijing No. 3 Thermal Power Plant (北京第三熱電廠) and held various positions successively. These included being a boiler forge engineer and the vice director of the ash plant. Mr. Li obtained a bachelor's degree in power plant thermal energy and power engineering from Northeast China Institute of Electric Power Engineering (東北電力學院) in July 1995.



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**Mr. LI Yuehua** (李曰華), aged 50, has been a deputy general manager of our Company since August 2010. Mr. Li has over 21 years of experience in project management in the power industry. In April 2005, he joined our company and has held various positions subsequently. These included being the manager of the comprehensive utilization of the resources division and the manager of the regional energy division between January 2006 and March 2008, the deputy chief engineer between March 2008 and May 2009, and the chief engineer of our Company between May 2009 and August 2010. Between August 2003 and April 2005, he was the deputy manager of Beijing Huaxin Electric Power Industry General Company Limited of Guodian North China Electric Power Design Institute (國電華北電力設計院北京華信電力實業總公司). Between May 1985 and December 1998, Mr. Li worked for North China Electric Power Design Institute (華北電力設計院) as an officer of the hydro engineering division, and between December 1998 and August 2003, he worked for Guodian North China Electric Power Design Institute Engineering Co., Ltd. (國電華北電力設計院工程有限公司), where he was promoted to the role of chief engineer of the subsidiary of consolidated engineering in December 2002. Mr. Li obtained a bachelor's degree in construction machinery from Liaoning Institute of Construction (遼寧建築工程學院), China in July 1983. He is a senior engineer.

**Mr. ZHU Baocheng** (朱保成), aged 38, has been the chief accountant of our company since March 2010. Mr. Zhu is experienced in accounting and property ownership management in power companies. In March 2010, Mr. Zhu joined our Company as the chief accountant. He was the chief accountant at Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司, a company listed on the Shanghai Stock Exchange) from May 2009 to March 2010. Between April 2007 and May 2009, he worked as the manager of the finance department at Beijing Jingneng International. From October 2002 to April 2007, he worked with China Grand Enterprises (中國遠大集團公司) where he was the chief accountant of the medical division and the manager of investment management department. From January 2001 to September 2002, he was the chief financial officer at Beijing Wantong Technology Investment Co., Ltd. (北京世紀萬通科技投資有限公司), before which he was a manager of the audit department of Hebei Hua'an Certified Public Accountants Co., Ltd. (河北華安會計師事務所) from July 1996 to December 2000. Mr. Zhu obtained a bachelor's degree in accounting from Hebei University of Economics and Business (河北經貿大學) in June 1996 and a master's degree in world economics at Hebei University (河北大學) in June 2002. Between September 2004 and June 2007, he also studied accounting at Renmin University of China (中國人民大學) to obtain a doctoral degree. Mr. Zhu is a senior accountant.

**Mr. ZHANG Jurui** (張巨瑞), aged 44, has been a chief engineer of our Company since March 2010. Mr. Zhang has over 6 years of experience in project management in the power industry. He joined our Company and has been the chief engineer since March 2010. Between January 2008 and April 2010, he worked at the department of planning and development of Beijing Jingneng International. From February 2004 to January 2008, Mr. Zhang worked at the Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司), starting as assistant manager of the maintenance department and director of the electrics office, and then the chief engineer of the power generation subsidiary and was later appointed as the deputy director of the department of safe production. He worked at the Second Power Plant in Datong of Guodian Power Development (國電電力大同第二發電廠) from July 1989 to February 2004, holding various positions including senior engineer. Mr. Zhang obtained a bachelor's degree in power system and its automation

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from School of Electric Power of Taiyuan University of Industry (太原工業大學電力分院) in July 1989. He is a senior engineer.

### COMPANY SECRETARY

Mr. KANG Jian, serves as secretary to the Board and one of the joint company secretaries. Please refer to his biography under the paragraph headed “—Senior Management.”

Ms. LEUNG, Wai Han Corinna (梁慧嫻), aged 43, serves as the joint company secretary of our Company. She is a senior manager of Tricor Services Limited, a company secretarial services provider and has almost 20 years of experience in corporate secretarial work. Ms. Leung is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. As of the Latest Practicable Date, Ms. Leung acted as the joint company secretary of Honghua Group Limited (stock code: 196) and SBI Holdings, Inc. (stock code: 6488), both companies are listed on the Stock Exchange.

In order to discharge her duties as joint company secretary of our Company, Ms. LEUNG has confirmed to us that a team of professional staff from Tricor Services Limited with appropriate chartered secretary qualifications will be designated to assist Ms. LEUNG in discharging her duties as company secretary of our Company.

### AUDIT COMMITTEE

We have established an audit committee with written terms of reference that complies with Rule 3.21 of the Listing Rules and paragraph C3 of the Code of Corporate Governance Practices set out in Appendix 14 to the Listing Rules. The Audit Committee consists of two independent non-executive Directors who are Ms. LAU Miu Man and Mr. LIU Chaoan and one non-executive Director who is Mr. LIU Guochen. The Audit Committee is chaired by Ms. LAU Miu Man. The primary duties of the Audit Committee are to: assist our Board by providing an independent view of the effectiveness of the financial reporting process, handle the internal control and risk management systems of our Group, oversee the audit process and perform other duties and responsibilities that are assigned by our Board.

### REMUNERATION AND NOMINATION COMMITTEE

We have established a remuneration and nomination committee with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules. The remuneration and nomination committee consists of two independent non-executive Directors who are Mr. LIU Chaoan and Mr. SHI Xiaomin and one non-executive Director who is Mr. GUO Mingxing. The remuneration and nomination committee is chaired by Mr. GUO Mingxing, a non-executive Director. The primary duties of the remuneration and nomination committee include (but without limitation): (i) making recommendations to the Directors on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of our Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to the corporate goals and

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## **DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES**

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objectives that are resolved by the Directors from time to time; (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme; and (v) making recommendations to our Board about who should fill any vacancy on our Board.

### **STRATEGY COMMITTEE**

We have established a strategy committee with written terms of reference. The current members of the strategy committee are Mr. LU Haijun, Mr. GUO Mingxing, Mr. XU Jingfu, Mr. LIU Guochen and Mr. MENG Wentao. The strategy committee is chaired by Mr. LU Haijun. The primary function of the strategy committee is to make recommendations to our Board about long-term development strategies of the Company.

### **COMPLIANCE ADVISER**

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

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

Pursuant to Rule 19A.06 of the Listing Rules, Somerley Limited will on a timely basis, inform us of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. Somerley Limited will also inform us of any amendment or supplement to the applicable laws and guidelines.

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

### **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

The aggregate amount of remuneration (including salaries, allowances and other benefits and contributions to pension schemes) which were paid to our Directors for the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011 were nil, nil, RMB258,000 and RMB246,000, respectively.

Under the current arrangements, the Directors will be entitled to receive compensation (including remuneration and benefits in kind) from our Company for the year ending

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## **DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES**

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December 31, 2011 under arrangement in force as at the date of this prospectus which is expected to be approximately RMB1,000,000 in aggregate.

Under the current arrangements, the Supervisors will be entitled to receive compensation (including remuneration and benefits in kind) from our Company for the year ending December 31, 2011 under arrangement in force as at the date of this prospectus which is expected to be approximately RMB330,000 in aggregate.

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office in respect of the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011. Further, none of our Directors had waived any remuneration during the same period.

Save as disclosed above, no other payments have been paid or are payable, in respect of the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011, by us or any of our subsidiaries to our Directors.

### **EMPLOYEES**

As at the June 30, 2011, we had 1,157 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. As required by the PRC regulations, we participate in various defined pension schemes for our employees, including those organized by provincial or municipal governments as well as supplemental pension schemes. The employees covered by such scheme include our Directors, Supervisors and senior management personnel. Bonuses are generally discretionary and based on the overall performance of our business. For the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011, we incurred staff costs of approximately RMB72.1 million, RMB119.4 million, RMB184.3 million and RMB81.2 million, respectively, representing 3.2%, 2.5%, 5.1% and 4.3%, of our revenue for those periods, respectively. The total amount of contributions we made for welfare plans, including social security funds and housing accumulation funds for the years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011, were approximately RMB31 million, RMB36 million, RMB45 million and RMB24 million, respectively.