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## DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

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### BOARD OF DIRECTORS

Our business and corporate affairs are managed by our Board of Directors, which consists of four executive Directors, three non-executive Directors and four independent non-executive Directors. Our Directors are elected and appointed by shareholders at shareholders' meeting for a term of three years, which is renewable upon re-election and re-appointment. Except for independent non-executive Directors who are limited to a maximum term of nine years, all the other Directors may be re-elected and re-appointed for an unlimited number of years.

The functions and authorities of the Board include, among other things:

- convening shareholders' meetings and reporting its work to shareholders at such meetings;
- executing shareholders resolutions;
- determining our business plans, investment schedule, performance targets and financing plans;
- formulating our annual budget and final accounts;
- formulating our profit distribution plans and plans for loss recovery;
- formulating proposals to increase or decrease our registered capital;
- formulating proposals for issuance of bonds or other marketable securities and listing plans;
- formulating proposals for material acquisition, merger or dissolution of the Company;
- exercising other powers and performing other functions and duties as conferred by applicable laws and regulations and our Articles of Association.

The following table sets forth information regarding our Directors. Our existing non-executive Directors and executive Directors were elected to their current term on the Board on August 4, 2010, and our existing independent non-executive Directors were elected on August 6, 2010. The term of all of our Directors is three years.

Name	Age	Position
Mr. CAO Peixi	55	Chairman of the Board and Non-executive Director
Mr. HUANG Long	57	Vice Chairman of the Board and Non-executive Director
Mr. ZHAO Keyu	45	Non-executive Director
Mr. ZHAO Shiming	59	Executive Director and President
Mr. NIU Dongchun	58	Executive Director
Ms. YANG Qing	42	Executive Director
Mr. HE Yan	46	Executive Director
Mr. QIN Haiyan	40	Independent Non-executive Director
Ms. DAI Huizhu	72	Independent Non-executive Director
Mr. ZHOU Shaopeng	64	Independent Non-executive Director
Mr. WAN Kam To	58	Independent Non-executive Director

Except as disclosed otherwise, the business address of each non-executive Director is No. 4, Fuxingmennei Dajie, Xicheng District, Beijing, the PRC, and the business address of each of our executive Directors and independent non-executive Directors is 10-11th Floor, No.23A Fuxing Road, Haidian District, Beijing, the PRC. A description of the business experience and present position of each Director is provided below.

**DIRECTORS****Non-executive Directors**

**Mr. CAO Peixi** (曹培璽), aged 55, is a non-executive Director and Chairman of the Board of our Company. Mr. Cao joined our Group on August 4, 2010 when he was appointed as a non-executive Director of our Company. He has been the President of Huaneng Group since June 2008. Mr. Cao has over 37 years of experience in power industry. Prior to joining Huaneng Group, Mr. Cao served as President of China Huadian Corporation (中國華電集團公司) from October 2006 to June 2008 and Vice President of China Huadian Corporation (中國華電集團公司) from December 2002 to October 2006. Mr. Cao also served as Chairman and President of Shandong Power Group Corporation (山東電力集團公司) from January 2001 to December 2002, deputy chief of Shandong Power Bureau (山東電力局), the predecessor of Shandong Power Group Corporation (山東電力集團公司), from May 1996 to January 2001 and assistant chief of Shandong Power Bureau from December 1995 to May 1996. Mr. Cao graduated in 1979 from Shangdong Institute of Technology. He also graduated in 2002 from Shandong University with a master's degree in engineering. Mr. Cao is a senior engineer.

**Mr. HUANG Long** (黃龍), aged 57, is a non-executive Director and Vice Chairman of the Board of our Company. Mr. Huang joined our Group on August 4, 2010 when he was appointed as a non-executive Director of our Company. He has been the Vice President of Huaneng Group since April 2006. Mr. Huang has nearly 40 years of experience in power industry. He served as Vice President of HPI (華能國際電力股份有限公司) from January 2000 to March 2006, sub-manager of Engineering Department and head of Project Management Division, deputy manager and manager of the International Cooperation Department of Huaneng International Power Development Corporation (華能國際電力開發公司) from October 1988 to January 2000. Prior to joining Huaneng Group, Mr. Huang worked as assistant engineer at Science Facility of Wuhan Changjiang River Basin Planning Office (武漢長江流域規劃辦公室科學院) from January 1976 to September 1982, and as an operator at Guizhou Cable Power Plant (貴州有線電廠) from September 1970 to September 1972. Mr. Huang graduated in 1976 from Guangdong Institute of Technology. He also graduated from North Carolina State University with a master's degree in communications and auto-control in 1985. Mr. Huang is a senior engineer.

**Mr. ZHAO Keyu** (趙克宇), aged 45, is a non-executive Director of the Board of our Company. Mr. Zhao joined our Group on August 4, 2010 when he was appointed as a non-executive Director of our Company. He has been the chief of Planning Department of Huaneng Group since December 2009. Mr. Zhao has over 20 years of experience in power industry. Mr. Zhao served as deputy general manager of Huaneng Shandong Power Generation Co., Ltd. (華能山東發電有限公司) from February 2009 to November 2009. Prior to joining Huaneng Group, Mr. Zhao served as secretary to the Communist Party Committee of Shandong Luneng Development Group Co., Ltd. (山東魯能發展集團公司) from July 2007 to December 2008, general manager and chairman of the board of Beijing Deyuan Investment Co., Ltd. (北京德源投資有限公司) from February 2006 to July 2007, HR manager of Shandong Luneng Group Co., Ltd. (山東魯能集團有限公司) from January 2005 to February 2006, deputy secretary and secretary to the Communist Party Committee of ULTRA-HV Transmission & Distribution Branch Company of Shandong Power Group Corporation (山東電力集團公司超高壓輸變電分公司) from October 2001 to January 2005, deputy secretary to the Youth League Committee of Shandong Power Bureau (山東省電力工業局) from September 1997 to October 2001, secretary to the Youth League Committee, secretary to the Communist Party Branch and deputy chief engineer of Fangzi Power Plant (坊子電廠) from October 1990 to September 1997 and technician in Weifang Power Plant (濰坊電廠) from July 1988 to October 1990. Mr. Zhao graduated in 1988 from Shangdong University of Technology with a bachelor's degree in engineering. He also graduated from Wuhan University with a master's degree in software engineering in 2005. He is a senior political work specialist.

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### Executive Directors

**Mr. ZHAO Shiming** (趙世明), aged 59, is an executive Director of the Board and our President. He was appointed as our executive Director on August 4, 2010. Mr. Zhao joined our Group in July 2002 and served as the general manager of HNEIC, our predecessor, from July 2002 to August 2010. He also served as the general manager of HCI from August 2001 to July 2002, and the deputy general manager and manager of Huaneng Finance Corporation Ltd. (華能財務公司) from April 1997 to August 2001. Mr. Zhao has extensive management experience and has held various positions at different governmental authorities. He was secretary to the Communist Party Committee of Hailar City from August 1995 to April 1997, mayor and deputy secretary to the Communist Party Committee of Hailar City from November 1993 to August 1995, deputy mayor of Hailar City from March 1990 to November 1993, head of the Planning Commission of Hailar City from May 1986 to March 1990, head of Hailar City Food Manufacturing Plant (海拉爾市釀造食品廠) from November 1984 to May 1986, deputy head of Economic Commission of Hailar City from July 1984 to November 1984, office secretary to the People's Government of Hailar City from April 1978 to September 1982 and head of the Business Division of Hailar City Agricultural Machinery Company (海拉爾市農機公司) from April 1976 to April 1978. He was with the PRC army from January 1971 to April 1976 and worked at Inner Mongolia Eyouqi Suqin Pasture (內蒙額右旗蘇沁牧場) from May 1969 to January 1971. Mr. Zhao graduated from College of Economics and Management of Jilin University in 1995. He also graduated from Business School of Jilin University with a master's degree in management in 1999. He is a senior economist.

**Mr. NIU Dongchun** (牛棟春), aged 58, is an executive Director of the Board and our Vice President. He was appointed as our executive Director on August 4, 2010. Mr. Niu is primarily responsible for the development and operation of our wind power projects and our personnel. Mr. Niu joined our Group in October 2007 and served as deputy general manager of HNEIC from October 2007 to August 2010. Prior to joining our Group, Mr. Niu served as director of Eastern Economic Revitalization Office of Inner Mongolia Autonomous Region (內蒙古自治區振興東部經濟工作辦公室) from May 2007 to October 2007, deputy head of Development and Reform Commission of Inner Mongolia Autonomous Region from September 2002 to May 2007, division head of Metallurgy and Building Materials Division, Economic Projection Department of State Planning Commission (國家計委經濟預測司冶金建材處) from July 1998 to September 2002, deputy division chief and division chief of the Steel and Iron Division, Raw Material Department of State Planning Commission (國家計委原材料司鋼鐵處) from August 1991 to July 1998, chief staff member of First Industry Department of State Planning Commission (國家計委工業一司) from June 1988 to March 1990, chief staff member of Heavy Industry Bureau of State Economic and Trade Commission (國家經貿委重工業局) from December 1986 to June 1988 and deputy workshop head of Beijing Special Iron Plant (北京特殊鋼廠) from September 1975 to December 1986. Mr. Niu graduated from Beijing Iron and Steel Institute in 1975. He is a senior engineer.

**Ms. YANG Qing** (楊青), aged 42, is an executive Director of the Board, Vice President and Chief Financial Officer of our Company. She was appointed as our executive Director on August 4, 2010. Ms. Yang joined our Group in May 2002. Ms. Yang was the deputy general manager and chief accountant of HNEIC from November 2008 to August 2010, and the deputy chief accountant and manager of the Financial Department of HNEIC from March 2002 to November 2008. Ms. Yang joined Huaneng Group in 1990 and has over 20 years of financial experience. She has served various financial related positions at Huaneng Group, including, among others, division chief of the First Financial Department from July 2000 to April 2002, deputy division chief of the Financial Department from April 1995 to July 2000, assistant accountant and accountant from August 1992 to September 1995. Ms. Yang graduated from Central University of Finance & Economics (previously known as Central Institute of Finance and Banking) with a bachelor's degree in economics in 1990. She also graduated from the School of Finance of Renmin University of China with a master's degree in economics in 2002. She is a senior accountant.

**Mr. HE Yan** (何焱), aged 46, is an executive Director of the Board and Vice President of our Company. He was appointed as our executive Director on August 4, 2010. Mr. He is primarily responsible for our strategic

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planning, project development and technology development. Mr. He joined our Group in May 2002. Mr. He was the deputy general manager of HNEIC from November 2008 to August 2010, manager of Construction and Engineering Department of HNEIC from April 2004 to November 2008, and manager of New Energy Department of HNEIC from March 2002 to April 2004. Mr. He joined Huaneng Group in 1992 and served at various managerial positions at Huaneng Group, including, among others, vice manager of Assets Operation Department of HCI from July 2000 to March 2002, manager of First Business Department of Huaneng Consultation Co., Ltd. (華能諮詢公司) from September 1997 to July 2000 and assistant economist and economist of Huaneng Group from September 1992 to September 1997. Prior to joining Huaneng Group, Mr. He worked as a clerk at Planning Department of China Construction First Engineering Bureau (中國建築第一工程局) from July 1991 to September 1992 and a lecturer at Judicial Academy of Judicial Bureau of Hubei Province (湖北省司法廳司法學校) from July 1985 to July 1988. Mr. He graduated from Wuhan University with a master's degree in philosophy in 1991. He is a senior economist.

### Independent Non-Executive Directors

**Mr. QIN Haiyan** (秦海岩), aged 40, is an independent non-executive Director of the Board. Mr. Qin joined our Group on August 6, 2010 when he was appointed as an independent non-executive Director of our Company. He is currently the director of China General Certification Center (北京鑒衡認證中心) and the secretary-general of the Wind Power Committee of China Renewable Energy Society (中國可再生能源學會風能專業委員會). He is also the standing director of China Renewable Energy Society, deputy head of the Climatic Resources Application Research Committee of China Meteorological Society (中國氣象學會氣候資源應用研究委員會), deputy secretary-general of the Renewable Energy Committee of China Association of Resources Comprehensive Utilization (中國資源綜合利用協會可再生能源專業委員會) and member of the Technical Committee of National Wind Power Machinery Standardization (全國風力機械標準化技術委員會). Mr. Qin has led over 20 research projects in the area of renewable energies. For example, he was the person-in-charge for the "Analysis of the Development Potential of China's Offshore Wind Power", a project sponsored by World Wildlife Fund from 2009 to 2010, and the person-in-charge for the "Establishment of Certification for Wind Turbines", a project sponsored by the PRC government, World Bank and the Global Environment Facility from 2008 to 2009. Mr. Qin graduated from Shanghai Jiao Tong University with a bachelor's degree in engineering in 1994. He also obtained a master's degree in MBA from Renmin University of China in 2002.

**Ms. DAI Huizhu** (戴慧珠), aged 72, is an independent non-executive Director of the Board. Ms. Dai joined our Group on August 6, 2010 when she was appointed as an independent non-executive Director of our Company. She is currently the senior consultant, professor and Supervisor of Doctorate Students of Renewable Energy Department of China Electric Power Research Institute (中國電力科學研究院新能源研究所). Ms. Dai has over 47 years of experience in the research of electric power in China. She joined China Electric Power Research Institute in 1992 and has served at various positions, including, among others, head of New Energy Power Generation Laboratory, head of Graduate Department and chief engineer of Rural Electrification Research Department. Prior to joining China Electric Power Research Institute, Ms. Dai held various positions at Northeast Institute of Electric Power Engineering (東北電力學院) from 1963 to 1992, including assistant lecturer, lecturer, associate professor, professor, head of Research Section of Electrical Engineering Fundamentals and deputy head of Electric Power Research Institute. As a researcher, Ms. Dai has conducted in-depth studies in the renewable energy and directed many research projects. She was the person-in-charge and participated in the drafting of "Research Report on Electric Power System" as part of the Evaluation of Renewable Energies, a project sponsored by the PRC government, World Bank and Global Environment Facility. In particular, Ms. Dai has led many award-winning research projects in wind power area. Ms. Dai has published a number of research papers within and outside China. Ms. Dai graduated from Tsinghua University majored in electrical engineering in 1963.

**Dr. ZHOU Shaopeng** (周紹朋), aged 64, is an independent non-executive Director of the Board. Mr. Zhou joined our Group on August 6, 2010 when he was appointed as an independent non-executive Director of our

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Company. He is currently the head of Economics Department of Chinese Academy of Governance (國家行政學院). He is also holding various positions in academic institutions and industrial associations and organizations in China. He is currently the vice chairman of Public Economic Research Association (公共經濟研究會), member of the Expert Committee of China Development Bank Corporation, council member of China Federation of Industrial Economics (中國工業經濟聯合會) and standing director of China Enterprise Confederation (中國企業聯合會). He also serves as part-time professor and Supervisor of Doctorate Students at Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) and Renmin University of China (中國人民大學). Prior to joining Chinese Academy of Governance in 1995, Dr. Zhou was a deputy county head of Hulunbuir of Inner Mongolia Autonomous Region from 1994 to 1995, and assistant researcher, associate researcher, researcher, Supervisor of Doctorate Students and head of Enterprise Governance Research Department of Industrial Economics Institute of Chinese Academy of Social Sciences (中國社會科學院工業經濟研究所) from 1981 to 1993. Dr. Zhou was the author or co-author of over 30 academic books and research reports. He has also published over 200 research papers. Dr. Zhou graduated from Beijing Mechanical Institute (北京機械學院) majored in Industrial Economics in 1970 and graduated from Chinese Academy of Social Sciences with a master's degree in economics in 1982. He also obtained a doctorate degree in economics from the Chinese Academy of Social Sciences in 1989.

**Mr. WAN Kam To** (尹錦滔), aged 58, is an independent non-executive Director of the Board. Mr. Wan joined our Group on August 6, 2010 when he was appointed as an independent non-executive Director of our Company. He currently serves as an independent director and chairman of the audit committee of Mindray Medical International Limited (NYSE: MR) and RDA Mircoelectronics, Inc. (NASDAQ: RDA). Also, he serves as an independent non-executive director and chairman of the audit committee of China Resources Land Limited (1109. HK) and Fairwood Holdings Limited (0052. HK). Mr. Wan has over 30 years of experience in auditing and advisory services. He joined PricewaterhouseCoopers in 1975 and served as a partner of PricewaterhouseCoopers from 1992 to 2008. He is a member of the Council of The Open University of Hong Kong. Mr. Wan is a Hong Kong Certified Public Accountant and is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Hong Kong Institute of Directors. Mr. Wan graduated from Hong Kong Polytechnic University (previously known as Hong Kong Polytechnic) in 1975 with a Higher Diploma in accountancy.

### BOARD OF SUPERVISORS

Our board of Supervisors currently consists of three members, among whom at least one member must be employee representative supervisor elected by employees. Except for the employee representative supervisor, the other Supervisors are elected by our shareholders at shareholders' meeting. All the Supervisors shall have a term of three years, which is renewable upon re-election and re-appointment. The functions and authorities of the board of Supervisors include, among other things:

- monitoring the financial activities of the Company;
- supervising the conduct of our Directors and senior management officers in carrying out their duties and proposing to remove the Director or senior management officer who has violated applicable laws, regulations, our Articles of Association or shareholders resolutions;
- demanding Directors, President and other senior management officers to rectify any action that is prejudicial to the interest of the Company;
- reviewing and verifying financial reports, operation reports and profit distribution proposals prepared by the Board, and in case of doubt, appointing certified public accountants and practicing auditors to re-examine the financial information of the Company;



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- bringing actions on behalf of the Company against our Directors or senior management officers; and
- exercising other powers and performing other functions and duties as conferred by our Articles of Association.

The following table sets forth the information regarding our Supervisors. All of our existing Supervisors were elected to their current term to the board of Supervisors on August 4, 2010. The business address of Mr. Xu and Mr. Wang is No. 4, Fuxingmennei Dajie, Xicheng District, Beijing, the PRC and the business address of Mr. Liang is 10-11th Floor, No.23A Fuxing Road, Haidian District, Beijing, the PRC.

### SUPERVISORS

Name	Age	Position
Mr. XU Ping .....	47	Chief Supervisor
Mr. WANG Huanliang .....	52	Supervisor
Mr. LIANG Zongxin .....	57	Supervisor

**Mr. XU Ping** (徐平), aged 47, is a Supervisor of our Company and was appointed on August 4, 2010. He has been the head of Asset Operation and Management Department of Huaneng Group since August 2005. Mr. Xu has extensive managerial and financial experience. He joined HIPDC in September 1985 and has served at various positions at Huaneng Group and its subsidiaries, including, among others, deputy general manager and general manager of Great Wall Securities Co., Ltd. (長城證券有限責任公司) from May 2002 to August 2005, manager of the Financial Department of HPI from July 2000 to May 2002, deputy manager of the Financial Department of Huaneng International Power Development Corporation from December 1997 to July 2000, chief accountant of Huaneng Shijiazhuang Branch Company (華能石家莊分公司) and chief accountant of Huaneng Shang'an Power Plant (華能上安電廠) from July 1996 to December 1997, deputy division head and division head of Financial Division of the Financial Department of Huaneng International Power Development Corporation from January 1994 to July 1996 and assistant accountant and accountant of Huaneng International Power Development Corporation from September 1985 to January 1994. Mr. Xu graduated from Xiamen University with a bachelor's degree in economics in July 1985. He also graduated from Xiamen University with a master's degree in management in December 1999. He is a senior accountant.

**Mr. WANG Huanliang** (王煥良), aged 52, is a Supervisor of our Company and was appointed on August 4, 2010. He has been the head of Audit Department of Huaneng Group since March 2006. Mr. Wang served as deputy general manager and chief accountant of Huaneng Energy & Communications Holding Co., Ltd. (華能能源交通產業控股有限公司) from August 2001 to March 2006. He was the head of Beihai Port Management Bureau (北海港務局) from November 1999 to July 2002 and vice president and general manager of Beihai Xinli Industrial Co., Ltd. (北海新力實業股份有限公司) from March 1999 to July 2002. Mr. Wang joined Huaneng Group in August 1990 and served at various positions at Huaneng Group, including, among others, deputy manager of the Financial Department from April 1994 to March 1999, deputy division head and division head of the Financial Division of the Financial Department from March 1992 to April 1994. Prior to joining Huaneng Group, Mr. Wang was deputy division head, section chief and accountant of Financial Section of Power Planning and Design Institute of Ministry of Water Resources and Electrical Power (水電部電力規劃設計院) from August 1980 to August 1990 and a teacher at a middle school from February 1975 to September 1978. Mr. Wang graduated from Correspondence School of Renmin University of China in June 1986. He also graduated from Chinese Academy of Social Sciences with a master's degree in currency and banking in April 1998. He is a senior accountant.

**Mr. LIANG Zongxin** (梁宗信), aged 57, is a Supervisor of our Company and was appointed on August 4, 2010. He has been the head of the Discipline Inspection Commission of HNEIC since November 2008.

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Mr. Liang joined Huaneng Group in December 1990 and served at various positions at Huaneng Group, including, among others, division head of Documentation Division of the Office of Huaneng Group from April 2006 to November 2008, division head of Documentation Division of General Manager Service Department from April 1998 to April 2006, division head of Documentation Division of General Manager Department from April 1995 to April 1998, deputy division head of Office Secretariat from April 1993 to April 1995, deputy head of Discipline Inspection Office from January 1992 to April 1993 and discipline inspection officer of Communist Party Committee Office from November 1990 to January 1992. Prior to joining Huaneng Group, Mr. Liang was an army man from November 1972 to August 1986. Mr. Wang graduated from Renmin University of China with college-level degree in 1984. He is an economist.

### SENIOR MANAGEMENT

The following table sets forth the information regarding our senior management members. The business address of each of our senior management members is 10-11<sup>th</sup> Floor, No. 23A Fuxing Road, Haidian District, Beijing, the PRC.

Name	Age	Position
Mr. ZHAO Shiming	59	President
Mr. NIU Dongchun	58	Vice President
Ms. YANG Qing	42	Vice President and Chief Financial Officer
Mr. HE Yan	45	Vice President
Mr. DING Kun	39	Vice President
Mr. HU Ying	37	Vice President
Ms. SONG Yuhong	44	Secretary to the Board of Directors

**Mr. ZHAO Shiming** (趙世明) serves as an executive Director and our President. Please refer to his biography under the sub-section headed “— Directors.”

**Mr. NIU Dongchun** (牛棟春) serves as an executive Director and Vice President. Please refer to his biography under the sub-section headed “— Directors.”

**Ms. YANG Qing** (楊青) serves as an executive Director, Vice President and Chief Financial Officer. Please refer to her biography under the sub-section headed “— Directors.”

**Mr. HE Yan** (何焱) serves as an executive Director and Vice President. Please refer to his biography under the sub-section headed “— Directors.”

**Mr. DING Kun** (丁坤), aged 39, has served as a Vice President of our Company since January 2011. Mr. Ding joined our Group in October 1998 as the deputy manager of the Manufacturing Department of one of our subsidiaries, and has served as the chief engineer of the subsidiary from February 2002 to April 2006. From May 2006 to December 2007, Mr. Ding served as the general manager of one of the subsidiaries of HPI. Mr. Ding worked as the director of preparatory bureau of a wind farm of our Company from December 2007 to December 2008, and served as the assistant to the general manager of our Company from December 2008 to January 2011. Prior to joining our Group, Mr. Ding worked in power plants in Yunnan Province from July 1994 to September 1998. Mr. Ding obtained a bachelor’s degree in engineering from Beijing University of Agricultural Engineering in 1994 and a master’s degree in engineering from Kunming University of Science and Technology in 2009. Mr. Ding is a senior engineer.

**Mr. HU Ying** (胡瑛), aged 37, has served as a Vice President of our Company since January 2011. Mr. Hu joined our Group in October 1998 as an engineer of one of our subsidiaries, and has served at various positions at

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that subsidiary from October 1998 to August 2006, including deputy manager of the Manufacturing Department, deputy general manager and general manager. Mr. Hu worked as the general manager of another subsidiary of our Company from August 2006 to December 2008. He served as the assistant to the general manager of our Company from December 2008 to January 2011. Prior to joining our Group, Mr. Hu worked in power plants in Yunnan Province from July 1994 to September 1998. Mr. Hu obtained an associate degree in power equipment of hydro power station from Changchun Hydro Power College in 1994. Mr. Hu is an engineer.

**Ms. SONG Yuhong** (宋育紅), aged 44, serves as secretary to the Board. Ms. Song was the manager of the Commerce Department of HNEIC from November 2007 to August 2010, the deputy manager of the Second Project Department of HNEIC from May 2004 to October 2007 and the deputy manager of New Energy Department of HNEIC from April 2002 to April 2004. Ms. Song joined Huaneng Group in July 1990. She was responsible for information management and computer network management of Huaneng Group from July 1992 to March 2002. She was also responsible for technology development of Huaneng South Company (華能南方公司) from July 1990 to June 1992. Ms. Song graduated from Beijing University of Technology with a bachelor's degree in engineering in July 1990. She also graduated from North China Electric Power University with a master's degree in management in June 2001. She is a senior engineer.

### BOARD OF DIRECTORS COMMITTEES

#### Audit Committee

The audit committee of the Company consists of three non-executive Directors, namely, Mr. Zhou Shaopeng (independent non-executive Director), Mr. Zhao Keyu (non-executive Director) and Mr. Wan Kam To (independent non-executive Director). Mr. Zhou Shaopeng currently serves as the chairman of the audit committee. The primary responsibilities of the audit committee are to review and supervise our internal control and financial reporting process and to maintain an appropriate relationship with our independent auditors, which include, among other things:

- advising the Board in respect of the appointment, re-appointment and removal of independent auditors, reviewing and approving the compensation of independent auditors, supervising the work of independent auditors and formulating policies in terms of all non-audit services to be provided by independent auditors;
- reviewing our annual and interim financial statements, our financial control, internal control and risk management system and our financial and accounting policies and supervising the implementation of such policies;
- reviewing the procedures for the treatment of complaints received by us regarding our financial reporting process, internal control and other violation of laws and regulations; and
- reviewing our continuing connected transactions and ensuring that the terms of such transactions are consistent with those approved by our shareholders.

#### Remuneration Committee

The remuneration committee of the Company consists of three Directors, namely, Mr. Niu Dongchun (executive Director), Ms. Dai Huizhu (independent non-executive Director) and Mr. Qin Haiyan (independent non-executive Director). Mr. Niu Dongchun currently serves as the chairman of the remuneration committee. The primary responsibilities of the remuneration committee are to formulate the remuneration policies and schemes for our executive Directors, to evaluate the performance of our executive Directors and senior management, to



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review our incentive plans and our Directors' employment agreements and to determine the compensation of our Directors and senior management.

### Nomination Committee

The nomination committee of the Company consists of three Directors, namely, Mr. Zhao Shiming (executive Director), Mr. Zhou Shaopeng (independent non-executive Director) and Mr. Qin Haiyan (independent non-executive Director). Mr. Zhao Shiming currently serves as the chairman of the nomination committee. The primary responsibilities of the nomination committee are to identify and recommend to the Board candidates suitable to serve on the Board, to review the evaluation procedure of the performance of the Board, and to formulate and recommend to the Board nomination procedures and standards.

### JOINT COMPANY SECRETARIES

Ms. Song Yuhong, serves as secretary to the Board and one of the joint company secretaries. Please refer to her biography under the sub-section headed “— Senior Management.”

**Ms. MOK Ming Wai** (莫明慧), aged 39, was appointed as the joint company secretary of the Company on March 28, 2011. Ms. Mok is an associate director of KCS Hong Kong Limited, a corporate secretarial and accounting services provider in Hong Kong. She has over 15 years of professional and in-house experience in company secretarial field. Prior to joining KCS Hong Kong Limited, she worked at KPMG Hong Kong. She is an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in United Kingdom. Ms. Mok currently serves as a joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (Stock Code: 2607).

### COMPLIANCE ADVISER

The Company appointed Haitong International Capital Limited to be the compliance adviser upon listing in compliance with Rules 3A.19 and 19A.05 of the Listing Rules. The Company expects to enter into a compliance advisers' agreement with the compliance adviser prior to the Listing Date, the material terms of which are as follows:

- (i) the Company appoints Haitong International Capital Limited, as the compliance adviser for the purpose of Rule 3A.19 and 19A.05 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the financial results of the Company for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is the earlier;
- (ii) the compliance adviser will provide us with certain services, including providing us with proper guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines and provide advice to the Company on the continuing requirements under the Listing Rules and applicable laws and regulations;
- (iii) the compliance adviser will, as soon as reasonably practicable inform us of any amendment or supplement to the Listing Rules announced by the Stock Exchange from time to time, and of any amendment or supplement to the applicable laws and guidelines;
- (iv) the compliance adviser will act as the principal channel of communication of the Company with the Stock Exchange;

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## DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

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- (v) the Company will agree to indemnify the compliance adviser for certain actions against the losses incurred by the compliance adviser arising out of or in connection with the performance by the compliance adviser of their duties under the agreement, provided that the indemnity will not apply to an action or loss which is caused by the willful default, or negligence of the agreement on the part of the compliance adviser;
- (vi) the Company may terminate the appointment of the compliance adviser if the compliance adviser materially breaches the terms of the compliance agreement; and
- (vii) the compliance adviser will have the right to terminate their appointment if the Company commits a breach of the compliance advisers' agreement.

### WAIVERS GRANTED BY THE STOCK EXCHANGE

#### Waiver from Rule 8.12 and 19A.15 of the Listing Rules

We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements of management presence in Hong Kong under Rule 8.12 and 19A.15 of the Listing Rules. For details of the waiver, see the section headed "Waivers and Exemption from Compliance with the Listing Rules and the Companies Ordinance — Management Presence In Hong Kong."

#### Waiver from Rule 8.17 and 19A.16 of the Listing Rules

We have applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements on the qualifications of company secretary under Rule 8.17 and 19A.16 of the Listing Rules. For details of the waiver, see the section headed "Waivers and Exemption from Compliance with the Listing Rules and the Companies Ordinance — Company Secretary."

### EMPLOYEES

As of December 31, 2010, our Company had a total of 777 full time employees. Set out below is a breakdown of the number of our employees by function:

Function	Number of Employees
Management .....	60
Finance, accounting .....	81
Technicians .....	236
Operations and Maintenance .....	303
Human Resource .....	29
Administration .....	68

### COMPENSATION OF DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Our executive Directors, Supervisors and senior management receive compensation in the form of salaries, bonuses, allowances and other benefits-in-kind. Our independent non-executive Directors receive fees based on their responsibilities. Total compensation paid to the Directors, Supervisors and senior management for the years ended December 31, 2008, 2009 and 2010 amounted to approximately RMB2.2 million, RMB3.3 million and RMB4.5 million, respectively. Under the existing arrangements currently in force, the aggregate remuneration payable to and benefits-in-kind receivable by the Directors (including four independent non-executive Directors) and Supervisors for the year ending December 31, 2011 are estimated to be approximately RMB3.7 million

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(including approximately RMB0.6 million to be received by the independent non-executive Directors) and RMB0.7 million, respectively.

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 schemes include our Directors, Supervisors and senior management personnel. We contributed RMB0.3 million, RMB0.3 million and RMB0.3 million to the pension schemes for our Directors, Supervisors and senior management for the years ended December 31, 2008, 2009 and 2010, respectively.

The aggregate fees and compensation we paid to the five individuals with highest emoluments during the years ended December 31, 2008, 2009 and 2010 amounted to approximately RMB2.3 million, RMB2.9 million and RMB3.6 million, respectively.