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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### The Board

The Board consists of nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors. All Directors are elected by the general meeting for a term of three years which is renewable upon re-election. The major functions and powers of the Board include, but are not limited to, convening the general meetings, reporting its work at the general meetings, implementing the resolutions passed at the general meetings, deciding on the Company's operating plans and investment plans, formulating annual financial budgets and plans and final accounts, formulating profit distribution plans and plans on making-up losses, and exercising other functions and powers as conferred by the Articles of Association.

The table below sets forth certain information on the Directors.

### Members of the Board

Name	Age	Position	Major duties	Date of joining the Company	Date of appointment as Director
Zhang Jianxin (張建新) . . . . .	42	Chairman of the Board and executive Director	Participates in the formulation and implementation of the corporate business plans and strategies of the Company through the Board; takes charge of the overall daily operation and management of the Company	February 2008	February 2008
Ma Xuping (馬旭平) . . . . .	41	General manager and executive Director	Participates in the formulation and implementation of the corporate business plans and strategies of the Company through the Board; takes charge of the overall daily operation and management of the Company	First joined in February 2008, re-joined in July 2011	July 2012
Yin Bo (銀波) . . . . .	36	Executive Director	Participates in the formulation and implementation of the corporate business plans and strategies of the Company through the Board; takes charge of the overall daily operation and management of the Company	February 2008	June 2015
Wang Jian (王健) . . . . .	38	Non-executive Director	Participates in the formulation of general corporate business plans and strategies of the Company through the Board	April 2015	April 2015
Zhang Xin (張新) . . . . .	53	Non-executive Director	Participates in the formulation of general corporate business plans and strategies of the Company through the Board	February 2008	February 2008
Guo Junxiang (郭俊香) . . . . .	44	Non-executive Director	Participates in the formulation of general corporate business plans and strategies of the Company through the Board	February 2008	February 2008

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Name	Age	Position	Major duties	Date of joining the Company	Date of appointment as Director
Qin Haiyan (秦海岩) . . . . .	45	Independent non-executive Director	Participates in the decision-making of major issues of the Company through the Board; and makes recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management	June 2015	June 2015
Yang Deren (楊德仁) . . . . .	51	Independent non-executive Director	Participates in the decision-making of major issues of the Company through the Board; and makes recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management	June 2015	June 2015
Wong, Yui Keung Marcellus (王銳強) . . . . .	61	Independent non-executive Director	Participates in the decision-making of major issues of the Company through the Board; and makes recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management	June 2015	June 2015

### Executive Directors

Mr. **Zhang Jianxin**, aged 42, joined the Company since February 2008. He is the chairman and executive Director of the Company. He is responsible for developing the general corporate and business strategies of the Company, and making significant decisions on corporate and operation of the Company through the Board, as well as overseeing daily operation and management of the Company.

Mr. Zhang currently holds a number of positions in the Group and its subsidiaries including executive director and general manager of Xinjiang New Energy since June 2008; executive director of Shaanxi TBEA New Energy Co., Ltd. (陝西特變電工新能源有限公司) and Xi'an Purui Xinte Energy Co., Ltd. (西安普瑞新特能源有限公司) since June 2008. He has served as chairman of the board of these companies since December 2012; chairman of the board (executive director) and general manager of Xinjiang Sangou Solar Equipment Co., Ltd. (新疆桑歐太陽能設備有限責任公司) since July 2008; chairman of the board (executive director) of TBEA Xi'an Electrical Technology Co., Ltd. (特變電工西安電氣科技有限公司) since April 2010; executive director and general manager of Xinjiang Xinte Photovoltaic Energy Technology Co., Ltd. (新疆新特光伏能源科技有限公司) since September 2011;

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executive director (chairman of the board) of Innovation Sustainable Energy (Hong Kong) Company Limited (新特能源香港有限公司) since March 2012; chairman of the board (executive director) of Xi'an TBEA Electric Power Design Co., Ltd. (西安特變電工電力設計有限公司) since March 2012 and concurrently as general manager of this company since September 2013; executive director of TBEA Hami Photovoltaic Technology Co., Ltd. (特變電工哈密光伏科技有限公司) from November 2012 to June 2013 and concurrently as general manager of this company since June 2013; executive director and general manager of TBEA Hami Energy Co., Ltd. (特變電工哈密能源有限公司) since September 2013; executive director of Xinjiang TBEA Zhudong Energy Co., Ltd. (新疆特變電工准東能源有限公司) since March 2014; and executive director of TBEA Xi'an Flexible Power Transmission & Distribution Co., Ltd. (特變電工西安柔性輸配電有限公司) since March 2014.

Mr. Zhang worked as an assistant engineer of the Commissioning Department of Xinjiang Electric Power Construction Co., Ltd. (新疆電力建設有限公司), formerly named as Xinjiang Electric Power Installation Company (新疆電力安裝公司), from August 1995 to October 1998. He was the person-in-charge of electricity commissioning work projects of Xinjiang Tianchi Energy Co., Ltd. (新疆天池能源有限公司) from July 2003 to December 2003; the deputy director of Investment and Development Department, the director of Investment and Development Department and the deputy chief economist of TBEA from December 2003 to May 2008; and a non-executive director of Xinjiang New Energy from August 2006 to June 2008.

Mr. Zhang graduated from Nanjing Institute of Technology (南京工程學院) with a tertiary education qualification specializing in Power Plant Thermal Energy and Power Engineering in July 1995 and graduated from Xinjiang University with a Master's degree in Economy of political economy professional in July 2003. Mr. Zhang obtained the qualification certificate of intermediate economist in economic management issued by the Professional Title Reform Office of Changji Hui Autonomous Prefecture in June 2006. Mr. Zhang was named as "Top 10 Entrepreneurs of State Hi-tech Zone Pioneers Top List (2013)" (國家高新區先鋒榜 (2013) 十佳企業家) by the organizing committee of State Hi-tech Zone Pioneers Top List (國家高新區先鋒榜) in January 2014, and was appointed as a committee member by the Opto-Electronic Professional Committee of Chinese Renewable Energy Society (中國可再生能源學) (會光電專業委員會) in November 2014.

Mr. **Ma Xuping**, aged 41, first joined the Company as the deputy general manager of the Company from February 2008 to December 2009 and re-joined the Company in July 2011, currently serving as an executive Director and the general manager of the Company. He is mainly responsible for assisting the Chairman of the Board in formulating general corporate and business strategies of the Company, and making significant decisions on corporate and operation of the Company through the Board, as well as the overall daily operation and management of the Company.

Mr. Ma currently holds a number of positions in the Group and its subsidiaries including non-executive director of Xinjiang New Energy since July 2011; chairman of the board (executive director) of Xinte Silicon since July 2012; supervisor of Xinte Xinneng Construction Materials since February 2013; supervisor of Xinneng Materials since March 2013; supervisor of Xinte Energy Construction Service since March 2014; supervisor of Xinte Energy Logistic since March 2014; executive director and general manager of Xinte PV since August 2014; executive director and general manager of Xinte Europe since November 2014; and supervisor of Xinjiang IT since December 2014.

Mr. Ma worked as a coil winding technician of the coil winding plant of TBEA from August 1994 to January 1997; and held a number of positions in TBEA Xinjiang Transformer Factory from

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January 1997 to January 2008, including chief designer of the design center, supervisor of the design center, chief sales engineer, chief engineer and deputy general manager. He was the deputy general manager of the Company and the deputy general manager of TBEA from February 2008 to December 2009; and the deputy general manager of Xinjiang Joinworld Co., Ltd. (新疆眾和股份有限公司) (a major investee company of TBEA, which is listed on the Shanghai Stock Exchange (Stock code: 600888), whose principal business includes production of high-purity aluminum, electronic aluminum foil, electrode foil and other products) from December 2009 to July 2011.

Mr. Ma graduated from Xinjiang University of Finance and Economics (新疆財經大學) with a Bachelor's degree in Business Administration (Adult Higher Education) (correspondence education) in January 2009. He has been pursuing his Executive Master of Business Administration degree in Xinjiang University of Finance and Economics since 2011. Mr. Ma was awarded a senior engineer qualification certificate issued by the Personnel Bureau of Changji Hui Autonomous Prefecture in November 2004. Mr. Ma was awarded the "Special Award for Scientific and Technological Progress in the Autonomous Prefecture" (自治州科技進步特等獎) by the People's Government of Changji Hui Autonomous Prefecture; and the "Youth Science and Technology Prize" (青年科技獎) by the People's Government of Xinjiang Uygur Autonomous Region in November 2006. He was awarded the "First-class Award in Development of the 220kV Single-phase Traction Transformer" (220kV 單相牽引變壓器的研製一等獎) by the People's Government of Changji Hui Autonomous Prefecture in May 2008 and the "Outstanding Contribution Prize for Enterprise Technological Innovation in Xinjiang Uygur Autonomous Region" (新疆維吾爾自治區企業技術創新突出貢獻獎) by the Economic and Information Commission, Finance Department and Human Resources and Social Security Department of Xinjiang Uygur Autonomous Region in October 2014.

Mr. **Yin Bo**, aged 36, joined the Company since February 2008. He is an executive Director and the deputy general manager of the Company and the general manager of polysilicon workshop. He is mainly responsible for participating in the formulation and implementation of the corporate business plans and strategies of the Company through the Board, and also is responsible for the overall daily operation and management of the Company.

Mr. Yin currently holds a number of positions in the Group and its subsidiaries including executive director and general manager of Xinneng Materials since March 2013 and executive director of Xinte PV since August 2014.

Mr. Yin served as a clerk in the copper & aluminum project department, strategy department and enterprise management department of Xinjiang Tianchi Energy Co., Ltd. (新疆天池能源有限公司) from July 2003 to May 2007; a clerk of polysilicon preparatory team of TBEA from June 2007 to February 2008; the head of technology department and deputy chief engineer of the Company from February 2008 to May 2015; and also the employee Supervisor of the Company from July 2012 to May 2015.

Mr. Yin graduated from Central South University (中南大學) majoring in chemical engineering and technology with a Bachelor's degree in Engineering in June 2003 and was awarded the qualification certificate of engineer by the Professional Title Office of Technical Professionals of Xinjiang Uyghur Autonomous Region (新疆維吾爾自治區專業技術人員職稱辦公室) in August 2008. Mr. Yin was awarded with the "second class award in technological development of the Autonomous Region (自治區科技進步二等獎)" by the People's Government of Xinjiang Uyghur Autonomous Region in December 2013 and was granted the first class award in development of new product "electronic-

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grade polysilicon” (“電子級多晶硅”新產品開發一等獎) by the Economic and Information Commission, Finance Department and Human Resources and Social Security Department of Xinjiang Uyghur Autonomous Region in October 2014.

### Non-executive Directors

Mr. **Wang Jian**, aged 38, joined the Company since April 2015. He is a non-executive Director of the Company. He is mainly responsible for participating in the formulation of the general corporate business plans and strategies of the Company through the Board.

Mr. Wang Jian served as a senior business manager and veteran business manager of the business department No.3, assistant to the president of the vehicle and equipment leasing division and general manager of real estate asset management center, deputy general manager of the vehicle and equipment leasing division and general manager of the real estate asset management center, of Minsheng Financial Leasing Co., Ltd. (民生金融租賃股份有限公司) from June 2009 to July 2014; and an executive director of sector investment department of China Minsheng Investment Corporation (中國民生投資股份有限公司) (one of the Group's shareholders which owned approximately 5% of the equity interest in the Group as of the Latest Practicable Date. China Minsheng Investment Corporation focuses on the new energy investment, including PV and wind power investment) from July 2014 to December 2014. He has served as the head of design division No.1 (設計一室) (executive director of new energy division) of China Minsheng Investment Corporation and a director of China Minsheng Xinneng Investment Co., Ltd. (中民新能投資有限公司) since January 2015.

Mr. Wang graduated from School of Marxism of Peking University majoring in Ideological and Political Education with a Bachelor's degree in Law in July 2003, and graduated from Peking University majoring in Philosophy with a Bachelor's degree (double degrees) in Philosophy in June 2004.

Mr. **Zhang Xin**, aged 53, joined the Company since February 2008. He is a non-executive Director of the Company. He is mainly responsible for participating in the formulation of the general corporate business plans and strategies of the Company through the Board.

Mr. Zhang currently holds a number of positions including the chairman of the board (executive director) of TBEA (the sole Controlling Shareholder of the Group which owned approximately 71.65% of the equity interest in the Group as of the Latest Practicable Date) since February 1993, non-executive director of Shanghai Honglian (Xinjiang Honglian), a shareholder of the Group which owns approximately 2.92% of the equity interest in the Group, since August 2001, non-executive director of Xinjiang Tianshan Investment Co., Ltd., (新疆天山投資有限責任公司) now renamed as Xinjiang TBEA (Group) Co., Ltd. (新疆特變電工集團有限公司), since January 2003, and non-executive director of Xinjiang Joinworld Co., Ltd. (新疆眾和股份有限公司) (a major investee company of TBEA which is listed on Shanghai Stock Exchange (Stock code: 600888), whose principal businesses include production of high-purity aluminum, electronic aluminum foil, electrode foil and other products) since June 2003.

Mr. Zhang served as the head of technology division and factory manager of Changji City Special Transformers Factory (昌吉市特種變壓器廠), now renamed as Xinjiang TBEA (Group) Co., Ltd. (新疆特變電工集團有限公司), from June 1985 to February 1993; the general manager of TBEA from February 1993 to December 1996; chairman of the board (non-executive director) of Xinjiang New

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Energy from August 2000 to August 2012; chairman of the board (executive director) of Shaanxi TBEA New Energy Co., Ltd. (陝西特變電工新能源有限公司) and Xi'an Purui Xinte Energy Co., Ltd. (西安普瑞新特能源有限公司), from October 2005 to December 2012, and chairman of the board (non-executive director) of the Company from February 2008 to July 2012.

Mr. Zhang graduated from Xinjiang Radio and Television University (新疆廣播電視大學) with tertiary education qualification specializing in Electronics in July 1984. Mr. Zhang obtained the electrical engineer qualification certificate issued by the Personnel Department of Xinjiang Uygur Autonomous Region in July 1989; the senior machinery electronics engineer qualification certificate issued by the Personnel Department of Xinjiang Uygur Autonomous Region in August 1996; and the senior professional manager qualification certificate issued by China Commerce Association and China Entrepreneurs Association in August 2004. Mr. Zhang was recognized as “National Model Worker” (全國勞動模範) by the State Council of the People’s Republic of China in April 2000; the “First Group of National Machinery Industry Outstanding Entrepreneurs” (首屆全國機械工業優秀企業家) by China Machinery Industry Federation in 2002; was granted “State Council’s Special Government Allowance” (國務院政府特殊津貼) by the State Council of the People’s Republic of China in October 2004; was awarded the title of “Special Contribution Outstanding Expert (特殊貢獻優秀專家)” by the CPC Xinjiang Uygur Autonomous Region Committee and the People’s Government of Xinjiang Uygur Autonomous Region in December 2008; and “Top Ten Innovative People in China (中國十大創新人物)” by the Economic Daily in May 2014.

Ms. **Guo Junxiang**, aged 44, joined the Company since February 2008. She is a non-executive Director of the Company. She is mainly responsible for participating in the formulation of the general corporate business plans and strategies of the Company through the Board.

Ms. Guo has served as a clerk of general affairs department, the deputy director of the general manager’s office, the director of securities department, the deputy general manager, the board secretary and an executive director of TBEA since July 1995; a non-executive director of Shanghai Honglian (Xinjiang Honglian) since August 2001; and a supervisor of Xinjiang Joinworld Co., Ltd. (新疆眾和股份有限公司) (a major investee company of TBEA which is listed on Shanghai Stock Exchange (Stock code: 600888), whose principal businesses include production of high-purity aluminum, electronic aluminum foil, electrode foil and other products) since June 2006.

Ms. Guo was a supervisor of Xinjiang New Energy from August 2000 to August 2012; a non-executive director of Shaanxi TBEA New Energy Co., Ltd. (陝西特變電工新能源有限公司) and Xi'an Purui Xinte Energy Co., Ltd. (西安普瑞新特能源有限公司) from October 2005 to December 2012.

Ms. Guo graduated from Industrial Economy Department of Xinjiang Institute of Finance and Economics (新疆財經學院) majoring in Enterprise Management with a Bachelor’s degree in Economics in July 1995. Ms. Guo obtained the qualification certificate of senior economist in industrial economics issued by the Personnel Department of Xinjiang Uygur Autonomous Region in January 2002, and was recognized as “Gold Medal Board Secretary (金牌董秘)” by New Fortune Magazine (新財富雜誌) in 2005, 2008, 2009, 2013 and 2014.

### Independent Non-executive Directors

**Mr. Qin Haiyan**, aged 45, joined the Company since June 2015. He is an independent non-executive Director of the Company. He is mainly responsible for participating in the decision-making

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of major issues of the Company through the Board, and making recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management.

Mr. Qin currently holds a number of positions including director of China General Certification Center Co., Ltd. (北京鑒衡認證中心有限公司) since January 2004; independent non-executive director of China Suntien Green Energy Co., Ltd. (新天綠色能源股份有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 956, whose principal businesses include operation of natural gas transmission and distribution facilities; planning, development and operation of wind farms and sale of electricity generated by its wind farms to various local grid companies) since March 2010; and independent non-executive director of Huaneng Renewables Corporation Limited (華能新能源股份有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 958, whose principal business includes wind power generation) since August 2010.

Mr. Qin served as a project manager of the Industry Product Department of China Classification Society from July 1994 to March 2003.

Mr. Qin graduated from the Department of Power Mechanical Engineering of Shanghai Jiao Tong University (上海交通大學) majoring in thermal power machinery and equipment with a Bachelor's degree in Engineering in July 1994 and graduated from the School of Business of Renmin University of China majoring in Business Administration with a Master's degree in Business Administration in July 2002. Mr. Qin was appointed as the deputy director of the Special Committee by Chinese Renewable Energy Industries Association (中國資源綜合利用協會可再生能源專業委員會)/the Industry Committee of Chinese Renewable Energy Society (中國可再生能源學會產業工作委員會) in January 2011; as a member of the 27th Council of the Climate Change and Low Carbon Development Committee by the Chinese Meteorological Society (第27屆理事會氣象變化與低碳發展委員會) in August 2011; and as a member and the secretary general by the National Wind Power Machinery Standardization and Technology Committee (全國風力機械標準化技術委員會) in September 2014.

Mr. **Yang Deren**, aged 51, joined the Company since June 2015. He is an independent non-executive Director of the Company. He is mainly responsible for participating in the decision-making of major issues of the Company through the Board, and making recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management.

Mr. Yang has worked in Zhejiang University since July 1991, and now serves as a professor, the director of State Key Laboratory of Silicon Materials (硅材料國家重點實驗室), and the director of Institute of Semiconductor Materials (半導體材料研究所).

Mr. Yang was an independent non-executive director of Jiangsu Huasheng Tianlong Photoelectric Co., Ltd. (江蘇華盛天龍光電設備股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300029, whose principal businesses include research and development, production and sale of PV and opto-electronic specialized equipment) from August 2008 to May 2015; and a non-executive director of TDG Holding Co., Ltd. (天通控股股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600330, whose principal businesses include scientific research, manufacturing and sale of magnetic materials, LED crystalline materials and PV cells and modules) from May 2011 to April 2014.

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Mr. Yang graduated from Zhejiang University (浙江大學) with a Bachelor's degree in Science of Metallic Materials and Engineering in July 1985 and obtained a Doctoral degree of Engineering from Zhejiang University in June 1991. Mr. Yang was named as the "Distinguished Professor under the Yangtze River Scholar Award Scheme" (長江學者獎勵計劃特聘教授) by Ministry of Education of the PRC in 2000; was awarded the "National Science Fund for Distinguished Young Scholars" (國家傑出青年科學基金) by National Natural Science Foundation of China (國家自然科學基金委) on November 11, 2002; the "National Natural Science Award (Second Class Award)" (國家自然科學二等獎) by the State Council of the People's Republic of China in 2005; and the "Chinese Youth Science and Technology Prize" (中國青年科技獎) by the Organization Department of the Central Committee of the Communist Party of China, the Ministry of Personnel and the Scientific and Technological Commission of China in 2006. Mr. Yang Deren was recognized as "Senior Specialist of Zhejiang Province" (浙江省特級專家) by the People's Government of Zhejiang Province in October 2011 and was awarded the "National Natural Science Award (Second Class Award)" (國家自然科學二等獎) by the State Council of the People's Republic of China in 2013.

**Mr. Wong, Yui Keung Marcellus**, aged 61, joined the Company since June 2015. He is an independent non-executive Director of the Company. He is mainly responsible for participating in the decision-making of major issues of the Company through the Board, and making recommendations on matters such as corporate governance, connected transactions, audit as well as remuneration of Directors and senior management.

Mr. Wong currently holds a number of positions including independent senior adviser of PricewaterhouseCoopers since July 2012 and vice chairman of the global advisory board of L.R. Capital Management Company (Cayman) Limited ("L.R.C. Group") (瓊睿資本集團), one of the Company's shareholders which indirectly owned approximately 8.33% of equity interest in the Group as of the Latest Practicable Date, since January 2015. L.R.C. Group is a business entity which focuses principally in equity investment. It has its own board of directors and a senior management team to supervise the daily operation of the L.R.C. Group. The global advisory board of L.R.C. Group is an advisory committee which will not make or form any business or management decisions. Mr. Wong, being a member of the global advisory board, does not receive any remuneration for his independent advice. Thus, in view of the above, the function of the global advisory board of the L.R.C. Group is different from a non-executive director of L.R.C. Group. He has been a council member of the Taxation Institute of Hong Kong since September 1995, and was invited to serve as the honorary adviser of Greater China region by CPA Australia in July 2014.

Mr. Wong served as an assessor of Inland Revenue Department of Hong Kong from July 1977 to February 1990; served for PricewaterhouseCoopers (羅兵咸永道有限公司 (普華永道)) from February 1990 to June 2012 and was a partner from 1995 to 2012; served as the president of the Taxation Institute of Hong Kong from 1996 to 1999; as the president of CPA Australia (Greater China Division) from 2004 to 2005; and as a member of the Working Group on Long-Term Fiscal Planning of the Government of the Hong Kong Administrative Region from 2013 to 2015.

Mr. Wong graduated from the Hong Kong Polytechnic (香港理工學院) with a higher diploma in accounting in October 1977 and obtained a Bachelor of Laws degree from University of London, United Kingdom in August 1989. Mr. Wong became a Fellow of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) in December 1987; an Associate of the Hong Kong Institute of Chartered Secretaries in July 1996; a Fellow of CPA Australia in October 2001; and a Fellow of the



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Taxation Institute of Hong Kong (香港稅務學會) in March 2004. He was also granted the qualification of Certified Tax Adviser in Hong Kong by the Taxation Institute of Hong Kong in September 2010.

### Board of Supervisors

The Board of Supervisors consists of five Supervisors. Employee Supervisors are elected democratically by the employee representative congress or in other ways, while non-employee Supervisors are elected by the general meeting. The term of office of each Supervisor is three years, which is renewable upon re-election. The functions and powers of the Board of Supervisors include, but are not limited to, monitoring the financial activities of the Company; supervising the performance of duties of Directors and senior management; proposing the removal of Directors and senior management who have acted in breach of the laws, administrative regulations, the Articles of Association or the resolutions passed at the general meeting; requesting the Directors and senior management to conduct rectification for their actions causing damage to the interests of the Company; reviewing financial information including the financial reports and business reports to be submitted by the Board to the general meeting, and engaging, in the name of the Company, registered accountants and practicing auditors to assist in the review of such information should any doubts arise; proposing extraordinary general meetings be convened, and convening and presiding over a general meeting in the event that the Board fails to perform the duties of convening and presiding over a general meeting; making proposals at the general meeting; bringing lawsuits against the Directors and senior management in accordance with Article 152 of the Company Law; proposing extraordinary meetings of the Board be convened, electing the chairman of the Board of Supervisors; investigating irregularities in the operation of the Company and (if necessary) engaging professional institutions such as accounting firms and law firms for assistance at the expense of the Company; and other functions and rights stipulated in the laws, regulations, regulatory documents or the Articles of Association.

The table below sets forth certain information on the Supervisors:

### Members of the Board of Supervisors

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Major duties</u>	<u>Date of joining the Company</u>	<u>Date of appointment as Supervisor</u>
Chen Qijun (陳奇軍) . . .	44	Chairman of the Board of Supervisors	Monitors the operation and financial activities of the Company	June 2015	June 2015
Wu Wei (吳微) . . . . .	46	Non-employee Supervisor	Monitors the operation and financial activities of the Company	July 2012	July 2012
Hu Shujun (胡述軍) . . .	42	Non-employee Supervisor	Monitors the operation and financial activities of the Company	June 2015	June 2015
Nan Xinjian (南新建) . . . . .	35	Employee Supervisor	Monitors the operation and financial activities of the Company on behalf of the employees	October 2011	May 2015
Cao Huan (曹歡) . . . . .	31	Employee Supervisor	Monitors the operation and financial activities of the Company on behalf of the employees	June 2008	May 2015

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Mr. **Chen Qijun**, aged 44, joined the Company since June 2015. He is the chairman of the Board of Supervisors of the Company. He is mainly responsible for monitoring the operation and financial activities of the Company.

Mr. Chen has served as the chief risk controller of TBEA since September 2013 and the chairman of the Board of Supervisors of TBEA since February 2014.

Mr. Chen served as the accountant of finance division of TBEA from March 1995 to December 1996; the deputy head of finance division of TBEA Xinjiang Transformers Factory from January 1997 to March 1999; the head of finance division and the assistant to the factory manager of TBEA Xinjiang Cables & Wires Factory (特變電工新疆線纜廠) from April 1999 to October 2001; the chief accountant of TBEA Xinjiang Transformers Factory from November 2001 to December 2003; the deputy factory manager and executive deputy factory manager of Xinjiang Transformers Factory of TBEA from January 2004 to March 2011; the deputy general manager of TBEA from March 2011 to January 2012; and the general manager of TBEA Shandong Luneng Taishan Cable Co., Ltd. (特變電工山東魯能泰山電纜有限公司) from January 2012 to September 2013.

Mr. Chen graduated from Xinjiang Institute of Finance and Economics (新疆財經學院) specializing in accounting with an associate degree in December 1994 and obtained the qualification of senior economist in economic management issued by the Personnel Department of Changji Hui Autonomous Prefecture in December 2003.

Ms. **Wu Wei**, aged 46, joined the Company since July 2012, is a non-employee Supervisor of the Company. She is mainly responsible for monitoring the operation and financial activities of the Company.

Ms. Wu worked as the director of sales company, the assistant to the general manager and the vice president of marketing of TBEA Xinjiang Transformers Factory (a branch company of TBEA) from October 1999 to December 2001; and has served as the director and deputy general manager of Beijing office of TBEA since January 2002.

Ms. Wu graduated from Harbin Institute of Electrical Engineering (哈爾濱電工學院) majoring in electrical insulation and cable with a Bachelor's degree in Engineering in July 1990; and graduated from Xinjiang University of Finance and Economics majoring in business administration with a MBA in December 2012. Ms. Wu was awarded the qualification certificate of electrical insulation and cable engineer by the Office of Personnel of Jilin Province in January 1997; the qualification certificate of senior economist in enterprise management by the Professional Title Reform Leadership Group of Changji City in December 2003; and the qualification certificate of senior political work specialist by the Leadership Office of Professional Duty Assessment for Corporate Ideological and Political Staff of Xinjiang Uyghur Autonomous Region (新疆維吾爾自治區企業思想政治工作人員專業職務評定工作領導辦) in December 2013. Ms. Wu was awarded the "Model Worker of Autonomous Prefecture (自治州勞動模範)" by the People's Government of Changji Hui Autonomous Prefecture in April 2015.

Mr. **Hu Shujun**, aged 42, joined the Company since June 2015. He is a non-employee Supervisor of the Company. He is mainly responsible for monitoring the operation and financial activities of the Company.

Mr. Hu has served as the chairman (executive director) and general manager of Xinjiang Tebian, one of the Group's shareholders which owned approximately 6.59% of equity interest in the Group as of the Latest Practicable Date, since June 2015.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Mr. Hu served as a staff member of the workshop of TBEA from July 1993 to December 1996; as the team leader, quality inspector and the director of the workshop, head of production department, assistant to the factory manager and deputy factory manager of TBEA Xinjiang Transformers Factory from January 1997 to December 2009; and the assistant to the general manager and deputy general manager of TBEA from December 2009 to May 2015.

Mr. Hu graduated from Xinjiang Institute of Finance and Economics (新疆財經學院) with tertiary education qualification specializing in economics and management of Adult Higher Education (correspondence education) in July 2005 and was awarded the qualification of senior electrical engineer by the Professional Title Office of Technical Professionals of Xinjiang Uyghur Autonomous Region (新疆維吾爾自治區專業技術人員職稱辦公室) in December 2007.

Mr. **Nan Xinjian**, aged 35, joined the Company since October 2011. He is an employee Supervisor and the director of legal affairs department of the Company. He is mainly responsible for monitoring the operation and financial activities of the Company.

Mr. Nan served as a clerk of legal department and the deputy director of legal department of TBEA from July 2003 to October 2011.

Mr. Nan graduated from Shanxi University of Finance and Economics (山西財經大學) majoring in law with a Bachelor's degree in Law in July 2003 and obtained the legal professional qualification certificate issued by the Ministry of Justice of the People's Republic of China in March 2011.

Mr. **Cao Huan**, aged 31, joined the Company since June 2008. He is an employee Supervisor and the director of audit department of the Company. He is mainly responsible for monitoring the operation and financial activities of the Company.

Mr. Cao has served as the purchasing supervisor of purchase department, assistant to the director of audit department, deputy director of audit department, director of audit department and an employee Supervisor since June 2008.

Mr. Cao graduated from Xinjiang University of Finance and Economics (新疆財經大學) majoring in Business Administration with a Bachelor's degree in Management in June 2008.

Save as disclosed above, none of the Directors and Supervisors hold any position as director and supervisor in any other listed companies in the three years immediately preceding the date of this prospectus. Meanwhile, there are no additional matters with respect to the appointment of Directors and Supervisors which need to be brought to the attention of the Company's Shareholders and there is no additional information relating to the appointment of Directors and Supervisors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Senior Management

The table below sets forth certain information on the senior management of the Company:

#### Members of the Senior Management

Name	Age	Position	Major duties	Date of joining the Company	Date of appointment as senior management
Ma Xuping (馬旭平) . . . .	41	General manager	Responsible for the general daily operation and management of the Company	First joined in February 2008, re-joined in July 2011	July 2011
Yin Bo (銀波) . . . . .	36	Deputy general manager	Assists the general manager in the management of daily operation of the Company; taking charge of the operation of subsidiaries	February 2008	June 2015
Jia Fei (賈飛) . . . . .	40	Deputy general manager	Assists the general manager in the management of daily operation of the Company	July 2012	June 2015
Peng Jianghua (彭江華) . . .	39	Deputy general manager	Assists the general manager in the management of daily operation of the Company	February 2008	August 2012
Gan Xinye (甘新業) . . . . .	39	Deputy general manager	Assists the general manager in the management of daily operation of the Company	February 2008	December 2012
Liu Weizeng (劉偉增) . . . .	37	Deputy general manager	Assists the general manager in the management of daily operation of the Company; responsible for the operation of subsidiaries	June 2015	June 2015
Mian Yulong (勉玉龍) . . . .	46	Safety director	Manages the safety-related work of the Company	August 2014	June 2015
He Yongjian (何永健) . . . .	48	Chief machinist	Responsible for the equipment management-related work of the Company	January 2013	June 2015
Zheng Weijie (鄭偉杰) . . .	37	Chief accountant	Financial management and account management	June 2015	June 2015
Zhang Juan (張娟) . . . . .	26	Secretary to the Board	Organization and preparation of the Listing, daily business management of the Board, information disclosure and investors relationship management	October 2014	June 2015

Mr. **Ma Xuping** is also an executive Director of the Company. Please refer to the section headed “**The Board**” for the biography of Mr. Ma.

Mr. **Yin Bo** is also an executive Director of the Company. Please refer to the section headed “**The Board**” for the biography of Mr. Yin.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Ms. **Jia Fei**, aged 40, joined the Company since July 2012. She is the deputy general manager of the Company. She is responsible for assisting the general manager in the management of daily operation of the Company.

Ms. Jia currently holds a number of positions in the Group and its subsidiaries including executive director of Shaanxi TBEA New Energy Co., Ltd. (陝西特變電工新能源有限公司) and Xi'an Purui Xinte Energy Co., Ltd. (西安普瑞新特能源有限公司) since December 2012; and the chairman of the board (executive director) of Xinjiang New Energy since August 2013.

Ms. Jia served as the deputy director of information department and marketing planning department of the sales head office of TBEA from July 1999 to October 2001; the assistant to the director, deputy director, director of corporate governance department and deputy chief economist of TBEA from October 2001 to June 2012; the general manager of the new energy business department of TBEA from June 2012 to May 2015; an executive Director of the Company from July 2012 to May 2015; and an executive director of TBEA Hami Photovoltaic Technology Co., Ltd. (特變電工哈密光伏科技有限公司) November 2012 to June 2013.

Ms. Jia graduated with a Bachelor's degree in Economics from Xinjiang Institute of Finance and Economics (新疆財經學院) specializing in marketing in June 1999; and obtained a MBA from Xinjiang University of Finance and Economics specializing in Business Administration in June 2012. Ms. Jia obtained the economist qualification issued by the Personnel Department of Xinjiang Uygur Autonomous Region in August 2001.

Mr. **Peng Jianguhua**, aged 39, joined the Company since February 2008. He is the deputy general manager of the Company. He is mainly responsible for assisting the general manager in the management of daily operation of the Company.

Mr. Peng currently holds a number of positions in the Group and its subsidiaries including head of electric department and deputy head of engineering department, assistant to the general manager and deputy general manager of the Company since February 2008; an executive director and the general manager of Xinjiang Energy Construction since December 2014; and an executive director and the general manager of Xinte Mining since January 2015.

Mr. Peng served as an electrical technician of the sulfuric acid plant of Juhua Co., Ltd. (巨化股份公司) from July 2001 to November 2007 and a clerk of the polysilicon preparatory group of TBEA from November 2007 to February 2008.

Mr. Peng graduated from Xi'an Institute of Science and Technology (西安科技學院) as an undergraduate majoring in industrial automation in July 2001; and graduated from Xiamen University majoring in software engineering with a Master's degree in Engineering in December 2014. Mr. Peng was awarded the qualification of senior engineer in industrial automation by the Personnel Department of Xinjiang Uygur Autonomous Region in August 2008.

Mr. **Gan Xinye**, aged 39, joined the Company since February 2008. He is the deputy general manager of the Company. He is mainly responsible for assisting the general manager in the management of daily operation of the Company.

Mr. Gan currently holds a number of positions in the Group and its subsidiaries including executive director and general manager of Xinte Energy Logistic since March 2014; and head of

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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strategic development department, deputy manager of marketing department, assistant to the general manager and general manager of international complete engineering branch (國際成套工程分公司), and deputy general manager of the Company since February 2008.

Mr. Gan served as a worker in coil winding workshop, squad leader, deputy director and sales manager of Inner Mongolia Office of TBEA Xinjiang Transformer Factory from August 1998 to January 2004; the sales manager of the marketing department of TBEA from January 2004 to December 2005; and the director of Inner Mongolia Office of TBEA Hengyang Transformer Co., Ltd. (特變電工衡陽變壓器有限公司) from January 2006 to January 2008.

Mr. Gan graduated from Xinjiang Institute of Finance and Economics (新疆財經學院) specializing in accounting of adult higher education and obtained a tertiary qualification (correspondence education) in July 2004; and was awarded the engineer qualification of electrical engineering by the Personnel Department of Xinjiang Uygur Autonomous Region in August 2008.

Mr. **Liu Weizeng**, aged 37, joined the Company since June 2015. He is the deputy general manager of the Company. He is mainly responsible for assisting the general manager in the management of daily operation of the Company and taking charge of the operation of subsidiaries.

Mr. Liu has served as the general manager of TBEA Xi'an Flexible Power Transmission & Distribution Co., Ltd. (特變電工西安柔性輸配電有限公司), a subsidiary of the Group, since March 2014.

Mr. Liu served as an engineer of Xinjiang New Energy from December 2004 to December 2009; the executive deputy general manager and chief engineer of TBEA Xi'an Electrical Technology Co., Ltd. (特變電工西安電氣科技有限公司) from April 2010 to January 2014; and the chief engineer of Xinjiang New Energy from February 2014 to June 2015.

Mr. Liu graduated from Xi'an Jiaotong University (西安交通大學) majoring in electrical engineering with a Master's degree in Engineering in March 2005 and graduated from Xi'an Jiaotong University majoring in electrical engineering with a Doctoral degree in Engineering in October 2013. Mr. Liu was awarded the qualification of senior engineer in power electronics technology by the Senior Professional Title Qualification Evaluation Committee of the People's Government of Shaanxi Province (陝西省人民政府高級專業技術任職資格評審辦) in December 2012.

Mr. **Mian Yulong**, aged 46, joined the Company since August 2014. He is the safety director of the Company. He is mainly responsible for managing the safety-related work of the Company.

Mr. Mian served as an operator and safety supervisor of the urea workshop of the chemical fertilizer plant of Urumqi Petrochemical Complex (烏魯木齊石油化工總廠) from July 1992 to April 1999; and the deputy director of safety management division of safety and environmental protection department, deputy director of safety and technical supervision division of safety and environmental protection department, director and deputy chief engineer of safety management division of quality, safety and environmental protection department and deputy director of quality, safety and environmental protection department of Urumqi Petrochemical Company (烏魯木齊石化公司) from May 1999 to July 2014.

Mr. Mian graduated from Xi'an Institute of Metallurgy and Construction Engineering (西安冶金建築學院) as an undergraduate in July 1992 and obtained a Master's degree in engineering from University of Petroleum (East China) (中國石油大學(華東)) majoring in engineering in safety

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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engineering field in June 2011. Mr. Mian was awarded the qualification of certified safety engineer by the Professional Title Office of Technical Professionals of Xinjiang Uyghur Autonomous Region in July 2006.

Mr. **He Yongjian**, aged 48, joined the Company since January 2013. He is the chief machinist of the Company. He is mainly responsible for managing the machinery-related work of the Company.

Mr. He served as an equipment technician, team leader of the mechanical team and deputy equipment director of ABS Workshop, deputy manager of project department under the large-scale ethylene project commanding department (大乙烯指揮部專案部), director of mechanics division and deputy chief equipment engineer of the project department of the polyolefin business unit (聚烯烴事業部專案部) as well as deputy chief equipment engineer of the ethylene plant of Lanzhou Petrochemical Company (蘭州石化公司) from July 1991 to December 2012; and the deputy chief machinist and the chief machinist of the Company from January 2013 to May 2015.

Mr. He graduated from Shenyang University of Chemical Technology (瀋陽化工學院) majoring in chemical equipment and machinery with a Bachelor's degree in Engineering in July 1991 and was awarded the qualification of senior engineer by the Senior Specialized Technique Qualification Evaluation Committee of China National Petroleum Corporation (中國石油天然氣集團公司高級技術職務評審委員會) in April 2013.

Mr. **Zheng Weijie**, aged 37, joined the Company since June 2015. He is the chief accountant of the Company. He is mainly responsible for the financial management and account management.

Mr. Zheng currently holds a number of positions in the Group and its subsidiaries including deputy chief accountant and chief accountant of Xinjiang New Energy since April 2014; supervisor of TBEA Hami Energy Co., Ltd. (特變電工哈密能源有限公司), TBEA Hami Photovoltaic Technology Co., Ltd. (特變電工哈密光伏科技有限公司), TBEA Xi'an Electrical Technology Co., Ltd. (特變電工西安電氣科技有限公司), TBEA Xi'an Flexible Power Transmission & Distribution Co., Ltd. (特變電工西安柔性輸配電有限公司), Xi'an TBEA Electric Power Design Co., Ltd. (西安特變電工電力設計有限責任公司), Xinjiang TBEA Zhundong Energy Co., Ltd. (新疆特變電工准東能源有限公司), Shaanxi TBEA New Energy Co., Ltd. (陝西特變電工新能源有限公司) and Xi'an Purui Xinte Energy Co., Ltd. (西安普瑞新特能源有限公司) since May 2014; and director and financial controller of Xinte Hong Kong Company Limited (新特香港有限公司) since August 2014.

Mr. Zheng served as the treasurer of finance department, bank and tax accountant, head of financing and director of the fund management center from November 2003 to April 2014.

Mr. Zheng graduated from School of Business Administration of North China Electric Power University (華北電力大學) majoring in accounting with a Bachelor's degree in Management in June 2003 and was awarded the qualification of intermediate financial planner by the Occupational Skill Testing Authority of Ministry of Human Resources and Social Security of the People's Republic of China in March 2011.

Ms. **Zhang Juan**, aged 26, joined the Company since October 2014. She is the secretary to the Board of the Company. She is mainly responsible for the organization and preparation of the Listing, daily business management of the Board, information disclosure and investors relationship management.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Ms. Zhang served as a clerk of securities department of TBEA from July 2011 to September 2014; and the assistant to the head of securities department of the Company from October 2014 to May 2015.

Ms. Zhang graduated from Southwestern University of Finance and Economics (西南財經大學) specializing in accounting with a Bachelor's degree in Management in June 2011 and was awarded the qualification certificate of international certified accountant by Certified General Accountants Association of Canada (加拿大註冊會計師協會) in October 2013.

### **Kinship**

There is no family or blood relationship among any of the Directors, Supervisors and senior management of the Company.

### **Joint Company Secretaries**

Ms. **Zhang Juan** is also the joint company secretary of the Company. For the biography of Ms. Zhang Juan, see the section headed “*Senior Management*” above. Given that Ms. Zhang Juan does not possess the qualifications as stipulated in Rule 3.28 of the Hong Kong Listing Rules, we have applied for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with such requirements. For details, see the section headed “*Waivers from Strict Compliance with the Hong Kong Listing Rules—Company Secretary*” in this Prospectus.

Ms. **Ng Wing Shan** was appointed as our joint company secretary on May 11, 2015. Ms. Ng is the assistant vice president of SW Corporate Services Group Limited (信永方圓企業服務集團有限公司), and is responsible for assisting the listed companies in professional company secretarial work. She has over 10 years of professional experience in the company secretarial field. Ms. Ng is a fellow member of The Hong Kong Institute of Chartered Secretaries (香港特許秘書公會) and The Institute of Chartered Secretaries and Administrators in the United Kingdom (英國特許秘書及行政人員公會). Prior to joining SW Corporate Services Group Limited (信永方圓企業服務集團有限公司), she worked for a corporate service company and was responsible for the secretarial and compliance work of companies listed in Hong Kong and private companies established in other regions.

### **Board Committees**

The Company established four board committees in accordance with the relevant PRC laws and regulations and the corporate governance practice under the Hong Kong Listing Rules, including the audit committee, the remuneration and appraisal committee, the nomination committee and the strategic committee.

### **Audit Committee**

The audit committee consists of five Directors, including Mr. Wong, Yui Keung Marcellus, Mr. Yang Deren, Mr. Qin Haiyan, Mr. Wang Jian and Ms. Guo Junxiang, with Mr. Wong, Yui Keung Marcellus as the chairman of the audit committee. The audit committee is mainly responsible for the internal and external communication on audit, supervision and checking work of the Company, including:

1. to make suggestions to the Board for the appointment, re-appointment and change of external auditors, handle issues relating to the resignation or removal of such external



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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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auditors and make suggestions for the appointment contracts and audit fees of the relevant external auditors; to evaluate the work of external auditors, and supervise the independence, objectivity, and the effectiveness, quality and results of work procedures of external auditors;

2. to supervise the internal audit system of the Company and its implementation;
3. to guide and evaluate the work of the internal auditing department, and to make suggestions as to the appointment and removal of the head of the internal auditing department;
4. to review the financial information of the Company and its disclosure;
5. to review and supervise the effective implementation of the financial reporting system, internal control system and risk management system of the Company;
6. to evaluate and discuss the following arrangements set by the Company: whistleblowing system for employees of the Company to report on any potential misconducts regarding the financial reporting, internal control and other aspects; to ensure that the Company has put in place appropriate arrangements to carry out fair and independent investigations and follow-up actions for such issues; to serve as the major channel between the Company and the external auditors and to supervise their relationship;
7. to review and supervise the connected transactions and to evaluate the suitability of the connected transactions; and
8. other duties as conferred by the Board.

### **Remuneration and Appraisal Committee**

The remuneration and appraisal committee of the Company consists of five Directors, including Mr. Yang Deren, Mr. Qin Haiyan, Mr. Wong, Yui Keung Marcellus, Mr. Zhang Jianxin and Mr. Ma Xuping, with Mr. Yang Deren as the chairman of the remuneration and appraisal committee of the Company. The main duties of the remuneration and appraisal committee are to formulate the appraisal standards of Directors and managers of the Company and to conduct the appraisal, and to develop and review the remuneration policies and schemes of the Directors and managers of the Company. Details are as follows:

1. to make suggestions to the Board for the appraisal standards, general remuneration policies and structure for the Company's Directors and senior management, and for the establishment of formal and transparent procedures for the formulation of such remuneration policies, and to review the performance appraisal standards and conduct appraisal for Directors and senior management, and to provide corresponding suggestions;
2. to review and approve the proposed remuneration of the management according to corporate operating objectives, and to make suggestions to the Board for the specific remuneration packages for Directors and senior management, including performance-based remuneration schemes. The committee shall consider factors including the remuneration paid by comparable companies, time commitments and duties of the Directors, employment conditions of other positions of the Company, and whether the remuneration shall be based on the results performance; to make recommendations to the Board on or determine, based on the authorization, the remuneration packages of individual executive Directors and senior management, which include non-monetary

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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benefits, pensions and compensation payments (including any compensation for the loss or termination of their office or appointment);

3. to appraise the work performance of Directors and senior management based on the appraisal scheme, and to decide on their remuneration, incentive and punishment;
4. to make suggestions to the Board for the remuneration package of individual executive Directors and senior management, including non-monetary benefits, pensions and compensation payments (including any compensation for the loss or termination of their office or appointment);
5. to make suggestions to the Board for the remuneration of non-executive Directors;
6. to make suggestions to the Board for the relevant compensation paid to executive Director and senior management for their loss or termination of office or appointment, and the compensation arrangements regarding the removal or dismissal of Directors due to misconduct (and to ensure the arrangements conform to the terms of services contracts between such Directors and the Company, or that otherwise the compensation shall be reasonable and appropriate);
7. to ensure none of the Directors shall participate in determining his own remuneration;
8. to be responsible for monitoring and supervising the implementation of the Company's remuneration system; and
9. other duties as conferred by the Board.

### **Nomination Committee**

The nomination committee of the Company consists of five Directors, including Mr. Qin Haiyan, Mr. Yang Deren, Mr. Wong, Yui Keung Marcellus, Mr. Yin Bo and Mr. Zhang Xin, with Mr. Qin Haiyan as the chairman of the nomination committee. The main duties of the nomination committee of the Company are to select the candidates of, as well as the selection criteria and procedures for selecting, Directors and management officers of the Company, and make suggestions therefor. Details are as follows:

1. to review the selection criteria and procedures of Directors and senior management and make suggestions therefor to the Board;
2. to review the structure, size and composition (including the skills, knowledge and experience of Directors) of the Board at least once a year, and make suggestions in respect of any changes to the Board due to the change of corporate strategies of the Company; and the committee shall formulate the Board diversity policy;
3. to identify potential candidates from talent markets within and outside China and within the Company;
4. to make suggestions to the Board regarding the candidates of Directors and senior management, to examine the qualifications of candidates for the role of Directors and senior management, and to make suggestions to the Board in respect of the appointment or re-appointment of Directors and the succession plans of Directors, particularly the chairman of the Board and president;
5. to evaluate the independence of independent non-executive Directors; and
6. other duties as conferred by the Board.

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### Strategic Committee

The strategic committee of the Company consists of five Directors, including Mr. Zhang Jianxin, Mr. Yang Deren, Mr. Qin Haiyan, Mr. Ma Xuping and Mr. Zhang Xin, with Mr. Zhang Jianxin as the chairman of the strategic committee. The main duties of the strategic committee of the Company are to review the Company's long-term development strategy and major investment decisions and propose suggestion therefor. Details are as follows:

1. to review the Company's long-term development strategic plans and propose suggestion;
2. to review major investment financing programs which requires the approval of the Board as stated in the Articles of Association and propose suggestion;
3. to review major capital operation and assets management projects which requires the approval of the Board as stated in the Articles of Association and propose suggestion;
4. to review other important matters affecting the Company's development and propose suggestion;
5. to check the implementation of the above matters; and
6. other duties as conferred by the Board.

### Compensation of Directors, Supervisors and Senior Management

The Company offers the executive Directors, non-executive Directors, Supervisors and the senior management, as its employees, compensation in the form of salaries, bonuses, housing allowances, pensions and other social insurance benefits. Independent non-executive Directors receive compensation according to their duties (including serving as members or chairmen of the Board committees).

For the three years ended December 31, 2012, 2013 and 2014 and for the six months ended June 30, 2015, the total compensation before tax paid to the Directors, Supervisors and the senior management by the Group was approximately RMB2,948,212, RMB3,326,103, RMB3,122,826 and RMB1,526,252, respectively. In accordance with the current arrangements, the total compensation before tax payable to the Directors and Supervisors by the Group for the year ending December 31, 2015 is expected to be approximately RMB3,500,000.

For the year ended December 31, 2012, the five highest paid individuals of the Group included 2 Directors/Supervisors; for the year ended December 31, 2013, the five highest paid individuals of the Group included 2 Directors/Supervisors; for the year ended December 31, 2014, the five highest paid individuals of the Group included 2 Directors/Supervisors; for the six months ended June 30, 2015, the five highest paid individuals of the Group included 2 Directors/Supervisors. For the three years ended December 31, 2012, 2013 and 2014 and for the six months ended June 30, 2015, the total compensation before tax paid to the other 3, 3, 3 and 3 non-Directors/Supervisors out of the five highest paid individuals by the Group was approximately RMB838,615, RMB1,112,198, RMB1,348,992 and RMB638,052, respectively.

Save as disclosed above, during the Track Record Period, no compensation was paid by the Group or received by any Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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During the Track Record Period, none of the Directors or Supervisors of the Company waived any compensation. Save as disclosed above, during the Track Record Period, there were no other payments paid or payable to the Directors, Supervisors or the five highest paid individuals by the Company or any of its subsidiaries.

### Compliance Adviser

We have appointed GF Capital (Hong Kong) Limited as our compliance adviser (the “Compliance Adviser”) upon Listing in order to comply with Rule 3A.19 and 19A.05 of the Hong Kong Listing Rules.

- We have appointed GF Capital (Hong Kong) Limited as our Compliance Adviser for the purpose of Rule 3A.19 of the Hong Kong 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 Hong Kong Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- The Compliance Adviser shall provide the Company with certain services, including guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines, and act as one of the principal channels of communication between the Company and the Hong Kong Stock Exchange when necessary;
- The Compliance Adviser will act as one of the key channels of communication of the Company with the Hong Kong Stock Exchange;
- The Company will terminate the appointment of the Compliance Adviser if the Compliance Adviser’s work does not meet its expectations. However, if, after the termination of the appointment of the Compliance Adviser, the Company does not have a compliance adviser for the purposes of Rule 19A.05(3)(a) of the Hong Kong Listing Rules, the Company shall not be entitled to exercise such right unless a new compliance adviser acceptable to the Hong Kong Stock Exchange has been appointed by the Company in accordance with the requirements of Rule 19A.05(3)(a) of the Hong Kong Listing Rules. The Compliance Adviser shall have the right to terminate its term of office at any time by notice; and
- The Compliance Adviser will inform the Company on a timely basis of any amendment or supplement to the Listing Rules and any new or amended law, regulation or code in Hong Kong applicable to the Company. The Compliance Adviser shall provide advice to the Company on the continuing requirements under the Exchange Listing Rules and applicable laws and regulations.