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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS

Our Board currently consists of eight Directors, comprising two executive Directors, three non-executive Directors and three independent non-executive Directors. The following table sets forth information regarding the Directors.

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Description of role and responsibility	Relationship with other Directors and senior management
Mr. Cheng Liquan Richard (程里全)	52	Chairman and executive Director	June 15, 2005	January 30, 2015	Overall strategic planning and overall direction, chairman of Nomination Committee	N/A
Mr. Zeng Zhijun (曾之後)	46	Vice Chairman, executive Director, chief executive officer	June 14, 2004	January 30, 2015	Overall management and operation, member of Remuneration Committee	N/A
Mr. Tony Tuo Zheng (鄭拓)	49	Non-executive Director	March 29, 2012	January 30, 2015	Supervision, member of Audit Committee	N/A
Mr. Zhu Weihang (朱偉航)	31	Non-executive Director	January 9, 2017	January 9, 2017	Supervision	N/A
Mr. Chen Xue (陳學)	51	Non-executive Director	January 9, 2017	January 9, 2017	Supervision	N/A
Mr. Liu Genyu (劉根鈺)	54	Independent non-executive Director	February 28, 2018	February 28, 2018	Supervision, member of Remuneration Committee, member of Audit Committee	N/A
Dr. Xie Guozhong (謝國忠)	57	Independent non-executive Director	February 28, 2018	February 28, 2018	Supervision, chairman of Audit Committee, member of Nomination Committee	N/A
Mr. Lu Zhifang (陸志芳)	64	Independent non-executive Director	February 28, 2018	February 28, 2018	Supervision, chairman of Remuneration Committee, member of Nomination Committee	N/A

Save as disclosed below, there are no other matters concerning each of the Directors' appointment that need to be brought to the attention of our Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## DIRECTORS AND SENIOR MANAGEMENT

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### Executive Directors

**Mr. Cheng Liquan Richard (程里全)**, aged 52, is the chairman of the Board, an executive Director and the chairman of the Nomination Committee of our Company. Mr. Cheng is primarily responsible for the overall strategic planning and direction of our Group. Mr. Cheng was appointed to our Board on January 30, 2015.

Mr. Cheng joined our Group serving as a director of Beijing Boqi, our major operating subsidiary, on June 15, 2005. Mr. Cheng became the chairman of the board of Beijing Boqi in December 2007 and then served as its chief executive officer from December 2009 to February 2017. Mr. Cheng currently serves as the general manager of Beijing Boqi, a director of Beijing Shengyi, Zhejiang Boqi and Anhui Nengda. Prior to joining our Group, Mr. Cheng held various positions at Bit Technology Holding Co., Ltd\* (比特科技控股股份有限公司), a company that was principally engaged in the wholesale of spare parts for power plants, from April 2000 to March 2003 including deputy manager, general manager, the chairman of the board and a director. Mr. Cheng has been a director of Ningbo Bonded Area Jiujiu Leasing Co. Ltd.\* (寧波保稅區久久租賃有限公司) (previously known as Ningbo Huaneng Leasing Co. Ltd.\* (寧波華能租賃有限公司)) since 2004, the business license of which was revoked<sup>(1)</sup> (“Ningbo Leasing”).

Mr. Cheng graduated from Fudan University with a bachelor’s degree in political economy in July 1987.

From June 2010 to September 2014, Mr. Cheng served as a director of Wuhan Boch Jaco Environmental Co., Ltd\* (武漢博奇玉宇環保股份有限公司) (National Equities Exchange and Quotations Stock Code: 831100). From August 2011 to March 2017, Mr. Cheng was a director of Shanghai ZJ Bio-Tech Co., Ltd\* (上海之江生物科技股份有限公司) (National Equities Exchange and Quotations Stock Code: 834839).

Save as disclosed above, Mr. Cheng did not hold directorships in any listed public companies in the last three years.

**Mr. Zeng Zhijun (曾之俊)**, aged 46, is the vice chairman, an executive Director and the chief executive officer of our Company. Mr. Zeng is responsible for the overall management and operation of our Group. Mr. Zeng was appointed to our Board on January 30, 2015.

Mr. Zeng joined our Group in June 2004 serving as a director of Beijing Boqi, our major operating subsidiary, and became the vice chairman of Beijing Boqi in June 2007. Mr. Zeng currently serves as a director and the chief executive officer of Beijing Boqi. Since February 2005, Mr. Zeng is a director of Richinfo Technology Co., Ltd.\* (彩訊科技股份有限公司) (formerly known as Shenzhen Richinfo Technology Co., Ltd.\* (深圳市彩訊科技有限公司)), a company that provides mobile Internet

<sup>(1)</sup> According to the relevant PRC regulations, a PRC company is required to undergo annual inspection. Failing to undergo annual inspection or inspection within the specified deadline, its business license shall be revoked by the Administration of Industry and Commerce. To the best knowledge of our Directors, (i) the business license of Ningbo Leasing was revoked; (ii) Ningbo Leasing did not have any business activities and maintained a non-operation status at the time when the business license of Ningbo Leasing was revoked, hence it failed to designate its staff to go through the formalities of annual inspection. Mr. Cheng was not involved in the business operation of Ningbo Leasing at the relevant time and the failure of Ningbo Leasing to undergo annual inspection was due to the negligence on the part of the then officers and was not due to any default on the part of Mr. Cheng; and (iii) as at the Latest Practicable Date, Ningbo Leasing was undergoing procedures of winding-up by its shareholders and the relevant documents in respect of such winding-up procedures have been filed with the Market Supervision Administration of Ningbo Municipality\* (寧波市市場監督管理局). Our PRC legal advisers are of the view that the possibility of Mr. Cheng assuming any director liabilities for Ningbo Leasing’s winding-up procedures owing to Ningbo Leasing’s failure to go through the formalities of annual inspection is remote.

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## DIRECTORS AND SENIOR MANAGEMENT

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technology services in the PRC. Mr. Zeng served as the chairman of Beijing Horizon Media Group Inc.\* (北京華亞和訊科技有限公司) from December 2002 to October 2004.

Since April 2016, Mr. Zeng has served as a director of Wuxi Zhonggan Microelectronics Co., Ltd.\* (無錫中感微電子股份有限公司) (National Equities Exchange and Quotations Stock Code: 835399).

Mr. Zeng graduated from Beijing Institute of Technology (北京理工大學) with a bachelor's degree in computer science and engineering in July 1992. Mr. Zeng received a master's degree in business administration from Massachusetts Institute of Technology in June 2001. Mr. Zeng was awarded the degree of Doctor of Management from The Hong Kong Polytechnic University on November 3, 2010.

Save as disclosed above, Mr. Zeng did not hold directorships in any public listed companies in the last three years.

### Non-executive Directors

**Mr. Tony Tuo Zheng (鄭拓)**, aged 49, is a non-executive Director and a member of the Audit Committee of our Company. Mr. Zheng also served as a director of Beijing Boqi, our major operating subsidiary. Mr. Zheng was appointed to our Board on January 30, 2015.

From May 2011 to August 2016, Mr. Zheng served as a director of CITIC Securities International Asset Management Limited (中信證券國際資產管理有限公司), a private company incorporated in Hong Kong. In 2008, Mr. Zheng established MTP Capital Limited, a company that provides investment related consulting services, where he is mainly responsible for the overall management and operation of the company. From September 2000 to March 2010, Mr. Zheng was the director of Compass Venture (China) Limited, a private company incorporated in Hong Kong.

Mr. Zheng received a bachelor's degree in science from McMaster University in Canada in June 1992.

Mr. Zheng did not hold directorships in any public listed companies in the last three years.

**Mr. Zhu Weihang (朱偉航)**, aged 31, is a non-executive Director of our Company. Mr. Zhu was appointed to our Board on January 9, 2017. Mr. Zhu also served as a director of Beijing Boqi, our major operating subsidiary.

Mr. Zhu is currently the vice president of Guangdong Pearl River Investment Co., Ltd. (廣東珠江投資股份有限公司), where he is primary responsible for the coordination of the financing management. Mr. Zhu has been working at Guangdong Pearl River Investment Co., Ltd. (廣東珠江投資股份有限公司) since September 2008, where he has held various positions in its different branch companies. From September 2008 to September 2011, Mr. Zhu worked at the Guangdong Pearl River Investment Co., Ltd. Finance Management Center (廣東珠江投資股份有限公司融資管理中心) where he held positions as a financing chief executive, assistant to the director, deputy director and director. From October 2011 to September 2012, Mr. Zhu worked at the North China branch office of Guangdong Pearl River Investment Co., Ltd. (廣東珠江投資股份有限公司) as the deputy general manager and the standing deputy general manager.

Mr. Zhu graduated from Sun Yat-sen University (中山大學) with a bachelor's degree in finance in June 2012.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Zhu did not hold directorships in any public listed companies in the last three years.

**Mr. Chen Xue (陳學)**, aged 51, is a non-executive Director of our Company. Mr. Chen was appointed to our Board on January 9, 2017. Mr. Chen also served as a director of Beijing Boqi, our major operating subsidiary.

Mr. Chen has been the division chief of the mergers and acquisitions division of the capital operation department of Sinopec Group (中國石油化工集團公司) since March 2015, where he is primarily responsible for the capital market research and internal restructuring of the company. From March 2001 to March 2015, Mr. Chen was the deputy division chief and division chief of various departments and divisions of Sinopec Group (中國石油化工集團公司) including the restructuring department, department of enterprise reform, operation management department of refining and chemical enterprises, and the asset management company. Mr. Chen worked at China Sinopec Great Wall Lubricating Oil Limited (中國石化長城潤滑油公司) (an integrated lubricating oil service provider in the PRC) from July 1989 to March 2001. In 2013, Mr. Chen was recognized as professor-level senior economist by the Senior Professional Technical Qualification Appraisal Committee of Sinopec Group (中國石油化工集團公司).

Mr. Chen received his bachelor's degree in petroleum processing from East China College of Chemistry and Technology (華東化工學院) (now known as East China University of Science and Technology (華東理工大學)) in July 1989. Mr. Chen received his master's degree in management from Renmin University of China (中國人民大學) in June 2001.

Mr. Chen did not hold directorships in any listed public companies in the last three years.

### Independent Non-executive Directors

**Mr. Liu Genyu (劉根鈺)**, aged 54, is an independent non-executive Director and a member of the Remuneration and Audit Committee of our Company. He was appointed to our Board on February 28, 2018. Mr. Liu does not hold any other position with the members of our Group.

Mr. Liu is currently a non-executive director of Huazhong In-vehicle Holdings Company Limited (華眾車載控股有限公司), a Stock Exchange listed company (stock code: 6830) manufactures and sells internal and external decorative and structural automobile parts, molds and tooling, casing and liquid tank of air conditioning or heater units and other non-automobile products. Mr. Liu currently serves as an executive director and vice chairman of China Nuclear Energy Technology Corporation Limited (中國核能科技集團有限公司), a Stock Exchange listed company (stock code: 611) engages in EPC operations and consulting services, solar power generation operations and financing operations.

Mr. Liu has extensive experience in project development, commercial negotiation and operational management in the electric power industry. During the period from May 2007 to December 2012, Mr. Liu was the chief executive officer as well as an executive director, a member of the executive committee and the authorized representative of China Power New Energy Development Company Limited (中國電力新能源發展有限公司), a Stock Exchange listed company (stock code: 735) that engages in developing, constructing, owning, operating and managing clean energy power plants. Prior to that, Mr. Liu served as the vice president of Chongqing Jiulong Electric Power Co., Ltd\* (重慶九龍電力股份有限公司) (principally engaged in electric power production), a company listed on Shanghai Stock Exchange (stock code: 600292), and he was mainly responsible for construction projects and market management.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Liu received his bachelor's degree in industrial electric automation from Harbin Institute of Technology in June 1991. Mr. Liu was awarded an executive master's degree in business administration (EMBA) from Tsinghua University in July 2005.

Save as disclosed above, Mr. Liu did not hold directorships in any listed public companies in the last three years.

**Dr. Xie Guozhong (謝國忠)**, aged 57, is an independent non-executive Director, chairman of the Audit Committee and member of the Nomination Committee of our Company. He was appointed to our Board on February 28, 2018. Dr. Xie does not hold any other position with the members of our Group.

Dr. Xie is an independent economist based in the PRC and is a columnist for publications including South China Morning Post, The New Century Weekly (renamed as Caixin) and Bloomberg where he published his articles analyzing and consulting on global economics and financial markets. Dr. Xie was named as one of the "50 most influential persons in finance" by Bloomberg in 2013.

Dr. Xie has 20 years expertise in financial services and has extensive financial management experience in the fields of corporate finance. From December 2007 to December 2010, Dr. Xie served as an independent non-executive director of Shenzhen Development Bank Co., Ltd\* (深圳發展銀行股份有限公司), which was listed on Shenzhen Stock Exchange (stock code: 000001). Dr. Xie worked for Morgan Stanley from July 1997 to September 2006 and held the role of managing director. He was working in the capacity of a managing director in the research division of Morgan Stanley in Hong Kong before his departure. Prior to joining Morgan Stanley, Dr. Xie worked for Macquarie Bank in Singapore as an associate director from 1995 to 1997.

Dr. Xie received his master's degree of science in transportation and PhD in Philosophy (in the field of economics) from Massachusetts Institute of Technology in September 1987 and June 1990, respectively.

Dr. Xie did not hold directorships in any listed public companies in the last three years.

**Mr. Lu Zhifang (陸志芳)**, aged 64, is an independent non-executive Director, chairman of the Remuneration Committee and member of the Nomination Committee of our Company. He was appointed to our Board on February 28, 2018. Mr. Lu does not hold any other position with the members of our Group.

Mr. Lu is a registered lawyer in China, and is currently a senior partner of East & Concord Partners (北京天達共和律師事務所). Mr. Lu was a senior partner of Haiwen Law Firm (海問律師事務所) from 1994 to 2008 and a partner of Beijing Hylands Law Firm (北京浩天信和律師事務所) from 2009 to 2014. Mr. Lu also has more than 20 years experience in international commercial arbitration, which, among others, he served as an arbitrator of China International Economic and Trade Arbitration Commission. From 1991 to 1994, Mr. Lu worked at the law school of University of International Business and Economics as an associate professor, and served as deputy director of the International Economic Law Department of University of International Business and Economics from 1986 to 1994.

Mr. Lu graduated from Beijing University of International Business and Economics (北京對外貿易學院) with a diploma in English in January 1978, and received his master's degree in laws from the University of California in December 1983.

Mr. Lu did not hold directorships in any listed public companies in the last three years.

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## DIRECTORS AND SENIOR MANAGEMENT

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### SENIOR MANAGEMENT

The following table presents certain information concerning the senior management personnel of our Group:

Name	Age	Position	Date of joining our Group	Date of appointment	Description of role	Relationship with other Directors and senior management
Ms. Cao Xiaoping (曹曉萍)	64	Vice president and chief financial officer	June 3, 2008	February 13, 2017	Finance and accounting, budget, investment and subcontracting bid	N/A
Mr. Zhang Kongyu (張孔瑜)	56	Vice president and chief technology officer	March 15, 2010	February 13, 2017	Technology development, introduction and technology cooperation and responsible for overall technology strategy	N/A
Mr. Yan Bingli (顏炳利)	54	Vice president	October 9, 2004	February 13, 2017	Operational planning, information management and internal control	N/A
Mr. Ma Xuexiang (馬學祥)	63	Vice president	August 23, 2012	February 13, 2017	Managing project construction and managing project quality and safety	N/A
Ms. Qian Xiaoning (錢曉寧)	44	Vice president, Board secretary and joint company secretary	February 28, 2007	February 13, 2017	Managing human resources, legal compliance issues, administration and Board matters	N/A
Mr. Liu Qingbo (劉青波)	43	Vice president	April 7, 2004	February 13, 2017	Overseeing project operation and maintenance	N/A
Mr. Lu Jing (陸景)	56	Vice president	March 16, 2011	February 13, 2017	Market development and sales	N/A

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## DIRECTORS AND SENIOR MANAGEMENT

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Name	Age	Position	Date of joining our Group	Date of appointment	Description of role	Relationship with other Directors and senior management
Ms. Ma Zhuo (馬卓)	43	Vice president	March 20, 2006	February 13, 2017	Marketing strategy and promotion, brand management and client servicing	N/A

**Ms. Cao Xiaoping (曹曉萍)**, aged 64, is our vice president and chief financial officer. Ms. Cao joined our Group in June 2008. Ms. Cao was appointed as our chief financial officer in March 2010. Ms. Cao is primarily responsible for finance and accounting, budget and investment related matters of our Group. Ms. Cao also serves as the chairman of Jinggangshan Boqi, a director of Shanxi Bo Yuan and the chairman of Boqi Environmental Remediation.

Ms. Cao has over 30 years of experience in accounting and financial management. Prior to joining our Group, Ms. Cao served as the chief accountant of Angang Construction Consortium Co., Ltd (鞍鋼建設集團有限公司) from November 2000 to June 2008. Ms. Cao was the deputy section chief (副科長) of the finance department of Ansteel Group Corporation (鞍鋼集團) and later served as the deputy director and director from February 1985 to November 2000.

Ms. Cao graduated from Dongbei University of Finance and Economics (東北財經大學) with a master's degree in accounting in March 1999. She became a qualified senior accountant in the PRC in December 1997.

Ms. Cao did not hold directorship in any listed public company in the last three years.

**Mr. Zhang Kongyu (張孔瑜)**, aged 56, is our vice president and joined our Group in March 2010. Mr. Zhang started as the vice chief engineer with Beijing Boqi and later was appointed as the vice president and a technical director, the general manager of department of research and development and the general manager of department of production and technology of Beijing Boqi, our principal operating PRC subsidiary. Mr. Zhang is mainly responsible for technology development, introduction and technology cooperation and responsible for overall technology strategy our Company. For position with other members of our Group, Mr. Zhang serves as the general manager of Beijing Shengyi and as the supervisor of Beijing Boqi and Zhejiang Boqi.

Prior to joining our Group, Mr. Zhang was the chief engineer of Shanghai Nature Power Technology Co. Ltd (上海納泉電力科技有限公司) from January 2004 to February 2010. During the period from July 2000 to June 2003, Mr. Zhang was the technical director of SEC-IHI Power Generation Environment Protection Engineering Co., Ltd\* (上海石川島脫硫工程公司). Mr. Zhang served as director of design of Shanghai Future Environment Engineering Co., Ltd.\* (上海未來環境工程有限公司) from January 1995 to July 2000. Mr. Zhang served as the design engineer of Shanghai Metallurgy Mining Machinery Factory\* (上海冶金礦山機械廠) from 1989 to 1995. Mr. Zhang also served as a technician of Shanghai Petrochemical General Factory\* (上海石油化工總廠) from 1987 to 1989.

Mr. Zhang graduated from Shanghai University of Technology with a bachelor's degree in mechanical manufacturing in 1983.

Mr. Zhang did not hold directorships in any listed public companies in the last three years.

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## DIRECTORS AND SENIOR MANAGEMENT

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**Mr. Yan Bingli** (顏炳利), aged 54, is our vice president and joined our Group in October 2004. Since joining our Group, Mr. Yan has held various positions including the engineer of department of engineering and the general manager of Yangcheng project, a project director, the general manager of department of operation and maintenance, the general manager of department of sales and marketing and the general manager of department of operational planning and information management of Beijing Boqi. Mr. Yan is primarily responsible for operational planning, information management and internal control of our Company. Mr. Yan does not hold any other position with the members of our Group.

Mr. Yan obtained the diploma in power engineering management in Northeast Dianli University (東北電力學院) in April 1998.

Mr. Yan did not hold directorships in any listed public companies in the last three years.

**Mr. Ma Xuexiang** (馬學祥), aged 63, is our vice president and joined our Group in August 2012. Mr. Ma is primarily responsible for overseeing project construction and managing quality and safety. Prior to joining our Group, Mr. Ma was the chief operation officer, the assistant general manager and minister of the department of engineering of Angang Steel Construction Group Company Ltd. (鞍鋼建設集團有限公司), from November 2000 to August 2012, where he was mainly responsible for managing project construction and managing project quality and safety. Mr. Ma joined Angang Group (No.2) Construction Corporation\* (鞍鋼集團第二建築工程公司) in May 1983, and has held various positions including technician, team leader and assistant manager and general manager between 1983 and 2000. Mr. Ma has also served as a technician of People's Liberation Army Corps of Engineers infrastructure 002 troops (中國人民解放軍基建工程兵002部隊) since December 1972.

Mr. Ma obtained the diploma in cogenerating from the Changchun Metallurgical Construction School\* (長春冶金建築學校) in September 1977.

Mr. Ma did not hold directorships in any listed public companies in the last three years.

**Ms. Qian Xiaoning** (錢曉寧), aged 44, is our vice president, Board secretary and joint company secretary and joined our Group in February 2007. Ms. Qian is primarily responsible for managing human resources, legal compliance issues, administration and Board matters. Since joined our Group, Ms. Qian has held various positions including general manager of legal department, general manager of business department of the Board, general manager of human resource department, Board secretary and vice president of Beijing Boqi. Ms. Qian is also a director of Beijing Bosheng, the supervisor of Puzhou Boqi, Heijing Boqi, Anhui Nengda and Jinggangshan Boqi and the general manager of Shanxi Bo Yuan.

Prior to joining our Group, Ms. Qian was a securities transaction representative (證券事務代表) of Yongyou Network Technology Co., Ltd. (用友網絡科技股份有限公司), previously known as 用友軟件股份有限公司, (a listed company on the Shanghai Stock Exchange, stock code: 600588), an enterprise management software and cloud service provider in the PRC, from 2001 to February 2007. During the time from July 1996 to August 1997, Ms. Qian worked at the legal department of CITIC Group (previously known as China International Trust Investment Corporation).

Ms. Qian graduated from China University of Political Science and Law in July 1996 with a bachelor's degree in economic law. Ms. Qian obtained a master's degree in economic law from China University of Political Science and Law in June 2006 and a master's degree in business administration from Chinese University of Hong Kong in December 2010.

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## DIRECTORS AND SENIOR MANAGEMENT

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Ms. Qian did not hold directorships in any listed public companies in the last three years.

**Mr. Liu Qingbo (劉青波)**, aged 43, is our vice president and joined our Group in April 2004. Since joining our Group, Mr. Liu has held various positions including the engineer of Environmental Technology Development Center, the debugging manager, a manager of customer training, the deputy general manager of operation and maintenance center, the general manager of management department of project operation and maintenance, the general manager of operational business unit, and the minister of department of project management and an assistant of president of Beijing Boqi. Mr. Liu is mainly responsible for overseeing the operation and maintenance of projects of our Company. Mr. Liu also serves as a director of Hejing Boqi and Puzhou Boqi.

Prior to joining our Group, Mr. Liu was the design engineer of electric control department of Tongfang Shareholding Co., Ltd.\* (同方股份有限公司), a provider of environmental consulting solutions in the areas of fuel gas desulfurization, denitrification and dedusting, from July 2001 to April 2004, where Mr. Liu was responsible for designing solutions in relation to fuel gas treatment by way of desulfurization and denitrification.

Mr. Liu graduated from Tsinghua University with a bachelor's degree in thermal energy and power engineering in June 1998, and obtained a master's degree in thermal engineering from Tsinghua University in June 2001.

Mr. Liu did not hold directorships in any listed public companies in the last three years.

**Mr. Lu Jing (陸景)**, aged 56, is our vice president and joined our Group in March 2011. Since joining our Group, Mr. Lu has held various positions including an assistant for the president and the general manager of department of information, the general manager of Jianan subcontracting department (建安分包部), the vice president and the general manager of marketing and sales center of Beijing Boqi. Mr. Lu is primarily responsible for marketing development and sales. Mr. Lu does not hold any other position with the members of our Group.

Prior to joining our Group, for the period from November 2004 to June 2010, Mr. Lu served as an assistant manager of Great Wall Computer Software & Systems Inc\* (長城計算機軟件與系統有限公司), a company mainly engaged in information safety business. Mr. Lu also served at the computer room of 57<sup>th</sup> Institute of the General Staff Council of People's Liberation Army (總參第五十七研究所電腦室) from July 1983.

Mr. Lu obtained a bachelor's degree in applied computer science from PLA Engineering Technology College (人民解放軍工程技術學院) in July 1983.

Mr. Lu did not hold directorships in any listed public companies in the last three years.

**Ms. Ma Zhuo (馬卓)**, aged 43, vice president of the Company, joined our Group in March 2006. Since she joined our Group, Ms. Ma served several positions in the Company, such as the general manager of the Operating Planning Department, general manager of the Financial Management Center, deputy director of the tender and supervision committee, general manager of the internal control department, general manager of the President's Office, general manager of the Information Management Department, assistant to the president and vice president. Ms. Ma is primarily responsible for marketing strategy and promotion, brand management and client servicing of the Company. Ms. Ma does not hold any other positions in other members of the Group.

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## DIRECTORS AND SENIOR MANAGEMENT

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Prior to joining our Group, Ms. Ma worked at the Electricity Business Quality Management Center under the State Electricity Regulatory Commission (國家電力監管委員會電力業務資質管理中心) responsible for the financial auditing of power plants from October 2005 to March 2006. During the period from August 2004 to September 2005, Ms. Ma served as the chief financial officer of Xuji Lianhua International Environmental Engineering Co., Ltd. (許繼聯華國際環境工程有限公司), being responsible for finance, taxation, investment and financing analysis and application for recognition as a High and New Technology Enterprise of the Company. During the period from July 1998 to July 2004, Ms. Ma worked at Beijing Sifang Automation Co., Ltd. (北京四方繼保自動化股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601126) mainly engaging in development and research, production, sales and technical service of products for automation of power station, relaying protection, automation of power plants. Ms. Ma served as the senior manager of the finance department, business manager of the market department and general manager of the credit control department respectively, in charge of finance accounting and taxation, regional agents and large customers and contract risks control.

Ms. Ma graduated from North China Electric Power University (華北電力大學) with a bachelor's degree in accounting in July 1998. Ms. Ma obtained a Master Degree of Executive Master of Business Management of Cheung Kong Graduate School of Business in September 2010.

Ms. Ma did not hold any other directorships in any listed public companies in the last three years.

### JOINT COMPANY SECRETARY

**Ms. Qian Xiaoning (錢曉寧)**, aged 44, is a joint company secretary of our Company. She was appointed as joint company secretary on February 13, 2017. Ms. Qian's biographical details are set forth in the paragraph headed "Senior Management" above.

**Ms. Wong Wai Ling (黃慧玲)**, aged 37, is a joint company secretary of our Company. She was appointed as our joint company secretary on February 13, 2017.

Ms. Wong has over 13 years of experience in providing company secretarial services in Hong Kong. Ms. Wong currently is an assistant vice president of SW Corporate Services Group Limited and is responsible for assisting listed companies in professional company secretarial work. Prior to joining SW Corporate Services Group Limited, she worked as the secretarial officer of KCS Hong Kong Limited, a corporate service provider, from May 2008 to February 2011. During the period from July 2003 to May 2008, Ms. Wong worked at Grant Thornton (an international accounting firm). Ms. Wong was admitted as associate of The Hong Kong Institute of Chartered Secretaries and was elected as association of The Institute of Chartered Secretaries and Administrators in the United Kingdom in July 2013.

Ms. Wong was awarded a bachelor's degree of Arts in Marketing and Public Relations from The Hong Kong Polytechnic University (香港理工大學) in October 2007, and obtained a master degree of Corporate Governance degree from The Open University of Hong Kong (香港公開大學) in December 2011.

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## DIRECTORS AND SENIOR MANAGEMENT

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### BOARD COMMITTEES

#### Audit Committee

Our Company will establish the Audit Committee in compliance with Rule 3.21 of the Listing Rules with written terms of reference in compliance with paragraph C3.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems of our Group, oversee the audit process and the audits of the financial statements of our Group.

The Audit Committee consists of one non-executive Director and two independent non-executive Directors, namely, Dr. Xie Guozhong, Mr. Liu Genyu and Mr. Tony Tuo Zheng, and is chaired by Dr. Xie Guozhong who has the appropriate and extensive professional experiences as required under the Listing Rules.

#### Remuneration Committee

Our Company will establish the Remuneration Committee in compliance with Rule 3.25 of the Listing Rules with written terms of reference in compliance with paragraph B.1.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee are to review, determine and make recommendations to our Board on the policy and structure of the remuneration payable to our Directors and senior management and making recommendations on employee benefit arrangements.

The Remuneration Committee consists of three members, namely, Mr. Lu Zhifang, Mr. Zeng and Mr. Liu Genyu, and is chaired by Mr. Lu Zhifang.

#### Nomination Committee

Our Company will establish the Nomination Committee with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to make recommendations to our Board regarding the candidates to fill vacancies on our Board.

The Nomination Committee consists of three members, namely, Mr. Cheng, Mr. Lu Zhifang and Dr. Xie Guozhong, and is chaired by Mr. Cheng.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses relating to the performance of our Group. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations.

In each of 2014, 2015, 2016 and as at September 30, 2017, the aggregate amount of remuneration which our Directors have received (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) was approximately RMB1,794,000, RMB1,802,000, RMB1,806,000 and RMB1,362,000, respectively.

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## DIRECTORS AND SENIOR MANAGEMENT

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In each of 2014, 2015, 2016 and as at September 30, 2017, the aggregate amount of fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind paid to the five highest paid individuals of our Group, including our Directors, was approximately RMB3,401,000, RMB3,413,000, RMB3,419,000 and RMB2,575,000, respectively.

Under the arrangements currently in force, the aggregate amount of remuneration, excluding discretionary bonuses, payable to our Directors for the year ending December 31, 2017 is estimated to be approximately RMB1,816,000.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of each of 2014, 2015, 2016 and as at September 30, 2017. Further, none of our Directors had waived any remuneration during the same period. The Company has no service contracts with any of our Directors providing for benefits upon termination of employment.

Save as disclosed above, no other payments have been made or are payable in respect of each of 2014, 2015, 2016 and as at September 30, 2017 by our Group to our Directors.

### COMPLIANCE ADVISOR

We have appointed CMB International Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise us, upon our consultation, on the following circumstances:

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

The terms of the appointment shall commence on the Listing Date and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

### PRE-IPO SHARE AWARD SCHEME

In order to assist us in attracting, retaining and motivating our key employees and senior management, we adopted a Pre-IPO Share Award Scheme on April 15, 2016, details of which are set out in Appendix V—“Statutory and General information—D. Pre-IPO Share Award Scheme” to this prospectus.