

CHINA AUTOMATION GROUP LIMITED

中國自動化集團有限公司

OFFICERS' CERTIFICATE

May 5, 2015

Reference is made to the indenture dated as of April 20, 2011 (as amended or supplemented to the date hereof, the "**Indenture**") among China Automation Group Limited, as the issuer ("**Automation**" or the "**Company**"), the entities listed in Schedule I thereto collectively as the initial Subsidiary Guarantors and Citicorp International Limited, as the trustee (the "**Trustee**").

This Officers' Certificate is delivered to you pursuant to Section 3.02(f) of the Indenture. Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Indenture.

Each of the undersigned certifies that he is authorized to execute this Officers' Certificate on behalf of the Company and does hereby further certify as follows:

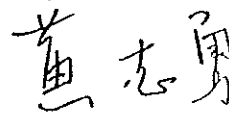
1. He has read the conditions and covenants and the related definitions under the Indenture.
2. His statements contained herein are based upon his review of the Indenture.
3. In his opinion, he has made such examination or investigation as is necessary to enable him to express an informed opinion as to whether or not such conditions and covenants have been complied with.
4. In his opinion, (a) the partial optional redemption more fully described in the notice dated the date hereof to be disseminated to holders of the Notes, the Trustee and the Paying and Transfer Agent shall occur pursuant to Section 3.02(a) of the Indenture; (b) June 4, 2015 is designated as the optional redemption date (the "**Optional Redemption Date**"); (c) the Company shall optionally redeem Notes in an aggregate principal amount of US\$120,000,000; and (d) the applicable Redemption Price shall equal 101.9375% plus accrued and unpaid interest of US\$9.47 per US\$1,000 up to the Optional Redemption Date.

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IN WITNESS WHEREOF, the undersigned officers have signed this Officers' Certificate on the date set forth above.



Name: Xuan Rui Guo
Title: Executive Director



Name: Huang Zhi Yong
Title: Executive Director