

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

(I) DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

1. General Information

| Names | Gender | Age | Positions with the Company | Term of Office (Note 1) | Shareholdings at the beginning of year | Change of Shareholdings during the year | Shareholdings at the end of year (Note 2) |
|------------------|--------|-----|--|----------------------------------|--|---|---|
| Shen Chang Quan | M | 54 | Chairman | 3 years starting from April 2001 | 0 | 0 | 0 |
| Zhou Jian Qiang | M | 49 | Director | 3 years starting from April 2001 | 0 | 0 | 0 |
| Zhu Yao Ting | M | 61 | Director | 3 years starting from April 2001 | 0 | 0 | 0 |
| Chen Xiang Hui | M | 39 | Director and General Manager | 3 years starting from April 2001 | 0 | 0 | 0 |
| Li Da Peng | M | 49 | Director and Deputy General Manager | 3 years starting from May 2000 | 0 | 0 | 0 |
| Liu Bu Cun | M | 52 | Director and Deputy General Manager | 3 years starting from May 2000 | 0 | 0 | 0 |
| Fan Yu Shu | F | 50 | Director | 3 years starting from May 2000 | 0 | 0 | 0 |
| Cui Xiao Long | M | 41 | Director | 3 years starting from April 2001 | 0 | 0 | 0 |
| Wang Zheng Yi | M | 44 | Director | 3 years starting from May 2000 | 0 | 0 | 0 |
| Chang Yung Tsung | F | 70 | Independent Director | 3 years starting from May 2000 | 0 | 0 | 0 |
| Fang Keng | M | 63 | Independent Director | 3 years starting from May 2000 | 0 | 0 | 0 |
| Zhong Zhang Wan | M | 59 | Chairman of the Supervisor Committee | 3 years starting from May 2000 | 0 | 0 | 0 |
| Jia Da Kang | M | 59 | Supervisor | 3 years starting from May 2000 | 0 | 0 | 0 |
| Xu Yang | M | 30 | Supervisor | 3 years starting from April 2001 | 0 | 0 | 0 |
| Du Wen Yi | M | 39 | Supervisor | 3 years starting from April 2001 | 0 | 0 | 0 |
| Ma Ning | F | 46 | Supervisor | 3 years starting from April 2001 | 0 | 0 | 0 |
| Wu Zan Ping | M | 38 | Deputy General Manager | | 0 | 0 | 0 |
| Yao Yong Jia | M | 38 | Secretary to the Board of Directors | | 0 | 0 | 0 |
| Lam Che Wah | M | 38 | Secretary to the Board of Directors in Hong Kong | | 0 | 0 | 0 |
| Liu Wei | F | 46 | Manager of the Finance Accountant's Department | | 0 | 0 | 0 |

Notes:

- The Company or the relevant directors or supervisors may terminate the contracts with at least 3 months' prior written notice;
- Taking into account of their spouses or children and the companies in which they control 30% or above of the share capital.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

2. Emoluments for the year

- (1) The emoluments payment for Directors, Supervisors and other Senior Management are in accordance with the salary agreement entered by the Company.
- (2) The Directors, Supervisors and other Senior Management who are in office received annual emoluments of RMB 2,120,000 in aggregate. The three highest paid directors received emoluments of RMB 390,000 in aggregate. The three highest paid senior management staff received emoluments of RMB 360,000 in aggregate.
- (3) The Directors, Supervisors and other Senior Management receive annual emoluments ranges from RMB 100,000 to RMB 150,000 and there are total 19 people in band 1.
- (4) The allowances paid for the two independent directors by the Company are HK\$100,000 annually per person.
- (5) Mr. Shen Chang Quan, Mr. Zhou Jian Qiang, Mr. Zhu Yao Ting, Ms. Fan Yu Shu, Mr. Cui Xiao Long, Mr. Wang Zheng Yi, Mr. Xu Yang, Mr. Du Wen Yi, Ms. Ma Ning did not receive emoluments.
- (6) Ms. Chang Yung Tsung and Mr. Fang Keng did not receive emoluments other than allowances.
- (7) Directors of the Company who are in office adopted the State-sponsored retirement plan. The annual contribution per person is RMB 7,354. The Company will not pay for the pension of retired directors.

3. Change of Directors, Supervisors and Senior Management during the reporting period

- (1) At the fifth session meeting of the Third Board of Directors held on 20th February 2001 and the First Extraordinary General Meeting of 2001 held on 9th April 2001, the resignation of Mr. Zhang Jun Yuan, Mr. Yue Jia Hua, Ms Xi Yi Qun from the position of Director due to change of job and the resignation of Mr. Zhang Quan Geng from the position of Director due to his retirement were considered and approved. Mr. Shen Chang Quan, Mr. Zhou Jian Qiang, Mr. Zhu Yao Ting, Mr. Chen Xiang Hui and Mr. Cui Xiao Long were elected as the directors of the Company.
- (2) At the second session meeting of the Third Supervisory Committee held on 20th February 2001 and the First Extraordinary General Meeting of 2001 held on 9th April 2001, the resignation of Mr. Geng Liu Yu, Mr. Wu Zan Ping, Mr. Xing Guo Qiang from the position of Supervisor due to change of job was considered and approved. Mr. Xu Yang, Mr. Du Wen Yi and Ms. Ma Ning were elected as the Supervisors of the Company.
- (3) The Company appointed Mr. Wu Zan Ping as the Deputy General Manager at the eighth session meeting of the Third Board of Directors held on 21st August 2001.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

4. Biography of Directors, Supervisors and Senior Management

(1) Directors

Executive Directors

Mr. Shen Chang Quan, born in 1948, economist, is the chairman of the Board of Directors of the Company. Mr. Shen had been the head and the secretary general of Wu County since 1981, and a deputy mayor of Suzhou City since 1992. He was in charge of city and communication construction of Suzhou City for a long time and is responsible for the construction of the Suzhou City New Technology Development Zone from 1992 to 1997. He has extensive experience in engineering and management. He has been the chairman of the board of Communications Holding since January 2001.

Mr. Zhou Jian Qiang, born in 1953, senior economist and senior engineer, graduated in 1985 with a master's degree, is a director of the Company. Mr. Zhou has been a director of Jiangsu Provincial Planning Economy Committee since 1985, and a deputy general manager of Jiangsu ITIC in 1997; deputy director of Jiangsu Provincial Planning Economy Committee in 1999; and vice chairman and general manager of Communications Holding since January 2001. Mr. Zhou has been involved in investment management, finance and securities for a long time, and has extensive experience in operation and management.

Mr. Zhu Yao Ting, born in 1941, senior accountant, a director of the Company. He graduated from Shanghai Navigation Institute, majored in finance accounting. Mr. Zhu had been a director of Treasury Department when he worked for the Communications Department between April 1963 and October 1993. He is currently the General Manager of Huajian Center, the chairman of the Supervisory Committee of Huabei Expressway Co., Ltd., a vice chairman of Guangsui Wazhou Communications Co., Ltd., and a vice chairman of Yangtze Bridge Co..

Mr. Chen Xiang Hui, born in 1963, university graduate, senior engineer, has been a director and General Manager of the Company since December 2000 and the chairman of the Board of Guangjing Xicheng and deputy director of Yangtze Bridge Co.. Mr. Chen was the deputy director of Project Quality Supervisory Section of Jiangsu Communications Department and a director of Ninglian Ningtong Management Office. Mr. Chen has been involved in communication construction and management for a long time, with over 10 years of experience in communication construction and management.

Mr. Li Da Peng, born in 1953, tertiary educated, economist, is a director and Deputy General Manager of the Company. Mr. Li joined the Company in January 1996. He was once deputy head of the Communications Design and Planning Institute of Jiangsu Province and the chairman of the board of Directors of Jiangsu Bus and general manager of Xicheng Co. Mr. Li has over 20 years of experience in economic and transport management.

Mr. Liu Bu Cun, born in 1950, university graduate, economist, is a director and Deputy General Manager of the Company. Mr. Liu joined the Company in August 1992. He was once a deputy director of the general office of the Communications Department of Jiangsu Province, and deputy director of the Jiangsu Expressways Command Office and general manager of Guangjing Co. He has over 20 years of experience in legal and economic management.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

Ms. Fan Yu Shu, born in 1952, tertiary educated, accountant, is director of the Company and director of the Finance Department of Communications Holdings. Ms. Fan was a manager of Transportation Business Department of Jiangsu Leasing Company, a vice manager of Jiangsu Communications Investment Corp, etc. She has 20 years of experience in finance and accounting management.

Mr. Cui Xiao Long, born in 1961, university graduate, accountant, is a director of the Company. Mr. Cui had been working in Jiangsu Communications Department since 1984. He was the section chief of Finance Division and the deputy general manager of Jiangsu Communications Investment Corp. Mr. Cui is manager of Investment and Development Division, Communications Holding; a director of Yangtze Bridge Co.; the deputy secretary general of Communications Enterprise Association of Jiangsu Province, etc. He has over 10 years of experience in corporate management and finance management.

Mr. Wang Zheng Yi, born in 1958, university graduate, senior engineer, is a director of the Company and the chairman of Jiangsu Communications Construction Group. Mr. Wang was once a deputy head of the Communications Design and Planning Institute of Jiangsu Province and a deputy general manager and chief engineer of Jiangsu Province Communications Department's joint venture in Madagascar. He has around 20 years of experience in road designing, construction and management.

Independent Non-executive Directors

Ms. Cheng Chang Yung Tsung, Alice, born in 1932, is an independent non-executive director. She was a member of the Preparatory Committee for the Hong Kong Special Administrative Region, and a Standing Committee member of the National Committee of the Chinese People's Political Consultative Conference, the advisor on Hong Kong affairs for the Hong Kong & Macau Affairs Office and the Xinhua News Agency (Hong Kong Branch) and the chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. She is also the managing director of Taching Petroleum Co. Ltd., China the Senior Advisor for Telefonaktiebolaget LM Ericsson and the senior advisor for both Volvo Car International AB and ADTrans China. Ms. Cheng has decades of experience in business development and investment. Ms. Cheng has been awarded Commander of the Royal Order of the Polar Star, Kingdom of Sweden by King Carl Gustav XVI of Sweden.

Mr. Fang Keng, born in 1939, originated from Shanghai, graduated from Massachusetts Institute of Technology with a Chemical Engineering Master's degree in 1960s, is an independent non-executive director of the Company and the chairman of the Board of 香港肇豐針織有限公司, a non-executive director of Hong Kong and Shanghai Banking Corporation Ltd., and a committee member of the National Committee of the Chinese People's Political Consultative Conference. He also undertakes many other key positions in industrial or commercial associations and public service institutes, such as the chairman of Hong Kong Productivity Council, chairman of 香港菲臘牙科醫院管理局, Nominal President of 香港紡織業聯合會, Nominal President of 香港羊毛化纖針織業廠商會 and a committee member of the Consultative Conference of Textile Industry.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

(2) Supervisors

Mr. Zhong Zhang Wan, born in 1942, tertiary educated, is the chairman of the Supervisory Committee. Mr. Zhong joined the Company in August 1992. He was a deputy manager of the Jiangsu United Transport Company, a deputy director of the Business Development Department of the Jiangsu Expressways Command Office, a deputy director of the Securities Department and Manager of the Securities Investment Department of the Company. He has considerable experience and in economic management and has been involved in investment, securities financing since joining the Company in 1992.

Mr. Jia Da Kang, born in 1943, university graduate, senior engineer, is a supervisor. Mr. Jia joined the Company in October 1996. He was a deputy director and director of the Jiangsu Highways Bureau, a deputy director of Jiangsu Mariners and Highway Transport Union, and a member and secretary-general of the Jiangsu Communications Engineering Institute and the head of the Road Administration Department of the Company and Manager of the Assets Management Department of the Company. He is the leader of both the general team of Jiangsu Expressway Administration Department and support team of Shanghai-Nanjing Expressway Administration Department. He has been engaged in economic management and transport management for almost 30 years.

Mr. Xu Yang, born in 1972, university graduate, is a supervisor of the Company and a director of Communications Holdings. Mr. Xu had been in Armed Police Jiangsu Headquarter Jiangsu Point Constable Team and Jiangsu Communication Department Political Division. He has been engaged in administration, transportation and economic management for many years.

Mr. Du Wen Yi, born in 1963, senior economist, is a supervisor of the Company. Mr. Du graduated from Economic Department of Xi'an Communications & Roads University, majoring in Management. He had worked for the Finance and Accounting Teaching and Research Section of Jiangsu Nanjing Communications School and Communications Design and Planning Institute of Jiangsu Province since 1983. He was once a director of Financial Information Office and a financial adviser of 江蘇偉信工程諮詢公司 (a sino-foreign joint venture). Mr. Du has been a deputy director of the Finance Department of Communications Holdings since October 2000 and a supervisor and the chairman of the Supervisory Committee of Yangtze Bridge Co..

Ms. Ma Ning, born in 1956, tertiary educated, accountant, is a supervisor of the Company and the deputy manager of Administration and Human Resources Department of Huajian Center. Ms. Ma had been an accountant of the finance department since she worked for Communications Department in 1975 and an accountant in China Association of Navigation since January 1990. She has been working for Huajian Center since June 1994 and is now a departmental deputy manager.

(3) Other Senior Management

Mr. Wu Zan Ping, born in 1964, university graduate, senior engineer, the Deputy General Manager of the Company. Mr. Wu joined the Company in August 1992. He was a deputy director and director of the Jiangsu Expressways Command Office and a deputy director, manager and assistant to the general manager of the Engineering and Technology Department of the Company. He has been involved in the management of transportation projects for more than 10 years.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

Mr. Yao Yong Jia, born in 1964, master, senior engineer, is the Secretary to the Board of Directors. Mr. Yao joined the Company in August 1992. He was a section chief of Communications Design and Planning Institute of Jiangsu Province and the Jiangsu Expressways Command Office and the Securities Department of the Company. Since he started work, he has engaged in project management, investment analysis, financing and securities, etc., and he has extensive work experience.

Mr. Lam Che Wah, Danny, born in 1964, is the Secretary to the Board of Directors in Hong Kong. Mr. Lam is a member of the Institute of Chartered Secretaries and Administrators of United Kingdom and Hong Kong Institute of Company Secretaries, and is the Secretary of the Company responsible for observance of the relevant regulations in Hong Kong. He is also the Company Secretary of the Company in Hong Kong, the receiver for the acceptance of service of process and notice, and an employee of Richards Butler, the Hong Kong legal adviser of the Company.

Ms. Liu Wei, born in 1956, tertiary educated, accountant, is the Manager of the Finance Accountant's Department of the Company. Ms. Liu joined the Company in August 1992. She had been the deputy section chief of the Planning Division of the Communications Department of Jiangsu Province, the person-in-charge of the Finance Department of the Jiangsu Roads & Bridges Construction Co. and the section chief of the Finance Division of the Jiangsu Expressways Command Office and a deputy division chief of the Finance Department of the Company. She has been working in the economic and financial management for 20 years and has extensive experience in the areas.

(II) GENERAL INFORMATION ON THE STAFF OF THE COMPANY

As at 31st December 2001, the Company has a regular staff of 1,524, among whom 6 are holders of master's degree, 120 are university graduates, 301 are tertiary educated, 213 are vocational educated and 884 are senior high school or lower educated; the Company has 306 technicians, among whom 25 are senior technicians, 87 are junior technicians and 194 primary technicians.

As at 31st December 2001, the Company has to pay for the pension of 9 retired employees.