

## Directors, Supervisors, Senior Management and Staff

### (I) BASIC INFORMATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Position	Sex	Age	Period of appointment
Wang Yanmou	Independent non-executive director	Male	71	From 1 September 2000 to 31 August 2003
Kang Woon	Independent non-executive director	Male	39	From 1 September, 2000 to 31 August, 2003
Xue Tongzu	Independent non-executive director	Female	66	From 25 April, 2002 to 31 August, 2003
Guo Wensan	Chairman	Male	48	From 1 September, 2000 to 31 August, 2003
Li Shunan	Executive director	Male	45	From 1 September, 2000 to 31 August, 2003
Yu Biao	Executive director	Male	49	From 1 September, 2000 to 31 August, 2003
Zhu Dejin	Executive director	Male	56	From 1 September, 2000 to 31 August, 2003
Guo Jingbin	Executive director	Male	45	From 1 September, 2000 to 31 August, 2003
Wang Jun	Chairman of the supervisory committee	Male	46	From 1 September, 2000 to 31 August, 2003
Ji Qinying	Supervisor	Male	47	From 1 September, 2000 to 31 August, 2003
Zhu Zhongping*	Supervisor	Male	47	From 1 September, 2000 to 31 August, 2003
Ren Yong	Executive general manager	Male	40	From 1 September, 2000 to 31 August, 2003
He Chengfa	Deputy general manager	Male	37	From 1 September, 2000 to 31 August, 2003

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Name	Position	Sex	Age	Period of appointment
Sun Yidong	Deputy general manager	Male	44	From 1 September, 2000 to 31 August, 2003
Qi Shengli	Deputy general manager	Male	38	From 1 September, 2000 to 31 August, 2003
Zhang Mingjing*	Secretary to the board of directors	Female	41	From 1 September, 2000 to 31 August, 2003
Chiu Pak Yue, Leo	Secretary to the board of directors (Hong Kong)	Male	39	From 1 September, 2000 to 31 August, 2003

\* Amongst the above-mentioned, Mr. Zhu Zhongping (a supervisor of the Company) is the spouse of Ms. Zhang Mingjing (one of the joint secretaries to the Board of Directors).

### Existing directors and supervisors working in the Company's corporate shareholders

Name	Name of corporate shareholder	Position held in corporate shareholder	Duration of appointment	Any remuneration and allowances received
Guo Wensan	Anhui Conch Holdings Company Limited	Chairman General manager	Since January 1997	No
Li Shunan	Anhui Conch Holdings Company Limited	Vice-chairman Deputy general manager	Since January 1997	No
Yu Biao	Anhui Conch Holdings Company Limited	Director Deputy general manager	Since December 1998	No
Zhu Dejin	Anhui Conch Holdings Company Limited	Director Deputy general manager	Since January 1997	No
Guo Jingbin	Anhui Conch Holdings Company Limited	Director Deputy general manager	Since January 1997	No

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Name	Name of corporate shareholder	Position held in corporate shareholder	Duration of appointment	Any remuneration and allowances received
Wang Jun	Anhui Conch Holdings Company Limited	Vice-secretary of the Communist Party Committee Secretary of the Disciplinary Committee	Since July 2002 Since January 1997	No
Ji Qinying	Anhui Conch Holdings Company Limited	Deputy general manager	Since September 2000	No
Zhu Zhongping	Anhui Conch Holdings Company Limited	Deputy chief accountant	Since July 1999	No

### Biography of the directors, supervisors and senior management

#### *Executive directors*

**Mr. Guo Wensan** is a senior engineer and the chairman of the board of directors of the Company. Mr. Guo graduated from the faculty of building materials of Shanghai Tongji University in 1978 and joined Ningguo Cement Plant in 1980. He also held various posts at Ningguo Cement Plant, including deputy director of personnel and enterprise management divisions, deputy manager of production and equipment divisions, general manager of Ningguo Cement Plant and the general manager of the Company. He has more than 20 years of experience in cement enterprise management and possesses extensive and in-depth technical know-how of the cement industry. Mr. Guo was awarded the “May First” labour prize and model labour in national building materials system once again in 2000 and has received the Golden “Great Contribution Award” from the Anhui People’s Government. Mr. Guo is also vice-chairman of the China Building Materials Industry Association.

**Mr. Li Shunan** is a senior engineer and the executive director of the Company. Mr. Li graduated from the College of Anhui Building Materials and joined Ningguo Cement Plant in August 1980. Mr. Li has been deputy general manager and general manager of Ningguo Cement Plant, and was also deputy general manager of the Company.

**Mr. Zhu Dejin** is an economist and the executive director of the Company. Mr. Zhu graduated from Jilin Siping Teachers School in 1976 and joined Ningguo Cement Plant later as deputy party secretary, chairman of labour union and deputy general manager of the Company.

**Mr. Yu Biao** is a senior engineer and the executive director of the Company. Mr. Yu graduated from Anhui College of Building Materials and joined Ningguo Cement Plant in August 1980. Mr. Yu has held various posts at Ningguo Cement Plant including director of second-line construction departments, director of the development department, assistant to the manager and deputy general manager of the Company. He was appointed member of the technology education committee of State Building Materials Bureau in July 1999. Mr. Yu is also vice-chairman of the China Cement Association.

**Mr. Guo Jingbin** is an engineer and the executive director of the Company. Mr. Guo graduated from Shanghai College of Building Materials and joined Ningguo Cement Plant in February 1980. Mr. Guo has held various posts at Ningguo Cement Plant including director of automatic measurement department, head of personnel department, deputy manager of the plant, secretary to the board of directors and deputy general manager of the Company.

### *Independent non-executive directors*

**Mr. Wang Yanmou** was appointed as an independent non-executive director of the Company on 1 September, 2000 and was an independent non-executive director of the first session of the board of directors of the Company. Mr. Wang obtained his bachelor degree from PRC Southeastern University in 1956 and his associated doctoral degree in Technology Science (equivalent to a Ph.D qualification in the United States according to the regulations of the PRC government) from the USSR in 1962. Mr. Wang has been chief of the China Building Materials Research Institute and State Bureau of Building Materials Industry and was elected chairman of the China Portland Cement Society. Mr. Wang is also a consultant to the Expert Committee of the China International Construction Consultant Company since 1997 and is the visiting consultant of the China National Investment Association and honorary chairman of the China National Building Industry Committee. He has also been a delegate to the 8th Chinese People's Political Consultative Conference.

**Mr. Kang Woon** was appointed as an independent non-executive director of the Company on 1 September, 2000. He was an independent non-executive director of the first session of the board of directors of the Company. He holds a doctoral degree in Jurisprudence from the University of Texas at Austin. Mr. Kang is an attorney-at-law of the Supreme Court of the State of New York, United States of America and a member of the Bar Association of the Frankfurt am Main, Federal Republic of Germany. He has been a partner of Jones, Day, Reavis & Pogue, an international law firm, since August 1990.

**Ms. Xue Tongzu** is a senior engineer at professor level. Ms. Xue graduated from China University of Mining and Technology in July 1962. She has extensive experience in the building materials industry of the PRC, and assumed different posts in China National Building Materials Department, China National Building Committee, State Administration of Building Materials Industry of China and the China Building Materials Industry Corporation. She has also been chairman of the investment department of the State Administration of Building Materials Industry and general manager of China Building Materials Industry Construction Corporation respectively. Since 1993, Ms. Xue has been receiving special government allowance.

### *Supervisors*

**Mr. Wang Jun** is a senior engineer. Mr. Wang graduated from the physics faculty of Anhui University and joined Ningguo Cement Plant in 1982. Mr. Wang has held various posts at Ningguo Cement Plant including those of director of automatic measurement department, director of personnel department and the secretary of the Party Committee.

**Mr. Ji Qinying** is an engineer. Mr. Ji graduated from Shanghai College of Building Materials, and joined Ningguo Cement Plant in 1980. Mr. Ji has held various posts at Ningguo Cement Plant including those of deputy secretary of the Communist Youth League Committee, deputy manager of manufacturing branch, director of mechanical department and deputy director of operation department as well as deputy general manager of Tongling Hailuo Cement Co., Ltd.

**Mr. Zhu Zhongping** is an economist. Mr. Zhu is the deputy accountant and the director of the financial department of Holdings. Mr. Zhu graduated from Anhui Financial College, and joined Xuan Cheng Regional Construction Bank of China in 1980. He was deputy director of the Ningguo Cement Plant branch in 1990 and in 1995, he became director of the branch. Mr. Zhu joined Holdings in 1997 and was director of the financial department. Mr. Zhu is a specialist of finance management, finance and capital management.

### *Senior management*

**Mr. Ren Yong** is an engineer and the executive general manager of the Company. Mr. Ren graduated from Shanghai College of Building Materials and joined the MBA training course organised by the State Economy and Trade Commission in 1998 and the faculty of commerce of Stockholm University in Sweden. Mr. Ren joined Ningguo Cement Plant in 1982 and held various posts at Ningguo Cement Plant, including deputy director and director of manufacturing plant, deputy general manager of Tongling Hailuo Cement Co., Ltd. and deputy director of Ningguo Cement Plant.

**Mr. He Chengfa** is an engineer and the deputy general manager of the Company. Mr. He graduated from Wuhan Industrial University and joined Ningguo Cement Plant in 1990. Mr. He was deputy engineer of the mechanic department and assistant director of Ningguo Cement Plant.

**Mr. Sun Yidong** is a senior engineer and the deputy general manager of the Company. Mr. Sun graduated from Hefei Industrial University and joined Ningguo Cement Plant in 1982. Mr. Sun was deputy director of the mechanic department of Ningguo Cement Plant and deputy director of Baimashan Cement Plant.

**Mr. Qi Shengli** is an economist and the deputy general manager of the Company. Mr. Qi graduated from Wuhan Industrial University and joined Ningguo Cement Plant in 1989. Mr. Qi was deputy director of the personnel department of Ningguo Cement Plant, deputy director and director of personnel department of Holdings.

### *Secretaries of the board of directors*

**Ms. Zhang Mingjing** graduated from Anhui Educational Institute. Ms. Zhang joined Ningguo Cement Plant in November 1987. Ms. Zhang assumed positions of director of the external economy co-operation department, deputy director of the development department of Ningguo Cement Plant, assistant company secretary of the Company and company secretary to the board of directors of the Company.

**Mr. Chiu Pak Yue Leo** is a practising solicitor in Hong Kong and graduated from the University of Hong Kong. Mr. Chiu is a partner of Chiu & Partners and a member of the Securities Law Committee of the Law Society of Hong Kong. Mr. Chiu was in charge of a large number of transactions of corporate finance and commercial law nature involving Hong Kong and international companies. These transactions include initial public offerings, mergers and acquisitions, privatisation, issues of Eurobonds and derivative instruments and group restructuring.

### **(II) DURING THE REPORTING PERIOD, NONE OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY RESIGNED FROM THEIR RESPECTIVE POSTS.**

### **(III) INTERESTS IN SERVICE CONTRACTS, SHARE CAPITAL AND CONTRACTS OF DIRECTORS AND SUPERVISORS**

Each of the executive directors and supervisors has entered into a service contract with the Company for a term of three years, commencing from 1 September 2000.

During the reporting period, none of the directors and supervisors of the Company has any material interests in any contracts entered into by the Company or its subsidiaries.

### **(IV) INTERESTS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

None of the directors, supervisors and senior management of the Company held any equity or debt securities of or any other interests in the Company or its associated corporation (as defined in the Securities (Disclosure of Interests) Ordinance) nor had any directors, supervisors and senior management of the Company, their respective spouses or children under 18 be granted or exercised any rights to subscribe for equity or debt securities of the Company.

### **(V) CODE OF BEST PRACTICE**

For the year ended 31 December 2002, the Company has complied with the Code of Best Practice set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### (VI) ANNUAL REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

#### (1) Annual remuneration

Aggregate annual remuneration	RMB3,918,500
Aggregate remuneration of the three highest paid directors	RMB1,258,300
Aggregate remuneration of the three highest paid senior management	RMB1,100,000
Allowances to independent directors	—
Other benefits to independent directors	—
Directors and supervisors who did not receive any remuneration and allowances from the Company	—
Bands of remuneration	Number
RMB150,000 to 250,000	4
RMB250,000 to 350,000	5
RMB350,000 to 450,000	4

During the reporting period, the remuneration and allowances (if any) of all the executive directors and supervisors were paid by the Company. For details of the remuneration of directors and supervisors, please refer to Note 26(b) to the Financial Statements prepared in accordance with the IFRS.

#### 2. Procedures and basis for determination of remuneration

The remuneration of directors and supervisors of the Company is fixed in pursuance with their service agreements passed by the shareholders in the general meetings and the economic efficiency of the Company. The monthly remuneration of senior management of the Company is determined in accordance with their positions held and the daily operations performance. The annual remuneration is based on the achievement of operating targets and economic efficiency as well as performance review.

### (VII) HIGHEST PAID INDIVIDUALS

During the reporting period, the five highest paid individuals of the Group were either directors or supervisors of the Company. Details of their remuneration are set out in Note 26(b) to the Financial Statements prepared in accordance with the IFRS.

### **(VIII) STAFF, REMUNERATION AND TRAINING**

As at 31 December 2002, the Group had a total of 9,281, of which 6,610 were engaged in production, 387 were engaged in sales, 1,589 were technicians, 238 were engaged in financial work and 457 were engaged in administrative work. Out of these employees, 3,188 received higher and secondary school education and 2,653 were university graduates. The Company had no responsibility for the expenses of resigned and retired employees.

Aggregate remuneration for the year amounted to RMB112.081 million.

During the reporting period, the Company reinforced its staff training capability through the implementation of different training programmes to meet its rapid business expansion. By adopting a centralised training and professional training mode and the blend of internal and external training programmes, the Company enhanced integrated management standards and controls. In addition, the level of technical management was upgraded through the mutual diffusion of internal and external technical exchanges with various professions by the professional technicians. In addition, 35 technical and management staff designated by the Company were sent to France, Denmark and Switzerland to receive technical training and to acquire management skills about clinker production line operations with production capacity of 10,000 tonnes.

### **(IX) RETIREMENT INSURANCE PREMIUM**

Details of the retirement insurance premium are set out in Note 4 to the Financial Statements prepared in accordance with the IFRS. For the year ended 31 December, 2002, the retirement insurance premium charged to the profit and loss account of the Group was RMB14.141 million.

### **(X) STAFF HOUSING**

The Group does not own any quarters for staff housing nor operate any scheme for the provision of staff housing. The Group and its staff are required to make contributions at a prescribed percentage of the salaries of the relevant staff to a housing reserve fund to the government. Apart from such contributions, the Group does not have any other obligations. The housing reserve fund paid by the Group in 2002 amounted to about RMB4.3012 million.