

Directors, Supervisors, Senior Management and Staff

(1) Directors, Supervisors and Senior Management

1. General Information

Name	Gender	Age	Position with the Company	Term of Office (Note 1)	Shareholding at the beginning of the year	Change of Shareholding during the year	Shareholding at the end of the year (Note 2)
Sheng Chang Quan	M	55	Chairman	From April 2001 to 2003	0	0	0
Zhou Jian Qiang	M	50	Director	From April 2001 to 2003	0	0	0
Zhang Wen Sheng	M	56	Director	From May 2002 to 2003	0	0	0
Chen Xiang Hui	M	40	Director and General Manager	From April 2001 to 2003	0	0	0
Fan Yu Shu	F	51	Director	From May 2000 to 2003	0	0	0
Cui Xiao Long	M	42	Director	From April 2001 to 2003	0	0	0
Wang Zheng Yi	M	45	Director	From May 2000 to 2003	0	0	0
Chang Yung Tsung	F	71	Independent Director	From May 2000 to 2003	0	0	0
Fang Keng	M	64	Independent Director	From May 2000 to 2003	0	0	0
Wang Guo Gang	M	48	Independent Director	From April 2002 to 2003	0	0	0
Yang Hong Sheng	M	43	Independent Director	From April 2002 to 2003	0	0	0
Zhong Zhang Wan	M	60	Chairman of the Supervisory Committee	From May 2000 to 2003	0	0	0
Jia Da Kang	M	60	Supervisor	From May 2000 to 2003	0	0	0
Xu Yang	M	31	Supervisor	From April 2001 to 2003	0	0	0
Zhang Cheng Yu	M	52	Supervisor	From May 2002 to 2003	0	0	0
Ma Ning	F	46	Supervisor	From April 2001 to 2003	0	0	0
Li Da Pang	M	50	Deputy General Manager	From December 2000 to 2003	0	0	0
Liu Bu Cun	M	53	Deputy General Manager	From December 2000 to 2003 to 2003	0	0	0
Wu Zan Ping	M	39	Deputy General Manager	From August 2001 to 2003	0	0	0
Yao Yong Jia	M	39	Secretary to the Board of Directors	From December 2000 to 2003	0	0	0
Liu Wei	F	47	Manager of the Financial Accountant's Department	From December 2000 to 2003	0	0	0
Lam Che Wah	M	39	Company Secretary (Hong Kong)	From June 2002 to one year	0	0	0

Notes:

- (1) The contracts of the Directors and Supervisors can be terminated by either the Company or the relevant Director or Supervisor by giving the other party not less than three months' prior written notice.
- (2) None of their spouses or children under 18 years of age or their controlled entities with more than 30% equity interests holds any shares in the Company.
- (3) The Directors and the senior management of the Company are not associated or related.
- (4) Directors Mr. Shen Chang Quan, Mr. Zhou Jiang Qiang, Mdm. Fan Yu Shu and Mr. Cui Xiao Long and Supervisor Mr. Zhang Cheng Yu are also directors or employees of Communications Holdings, the controlling shareholder of the Company that holds 55.22% of the Company's shares. Mr. Zhang Wen Sheng, a Director of the Company and Ms. Ma Ning, a Supervisor of the Company, are either director or employee of Hua Jian Centre, the second largest shareholder of the Company that holds 11.86% of the Company's shares. Mr. Wang Zheng Yi, a Director of the Company, is also director of Jiangsu Communications Construction Group, one of the founders of the Company that holds 3.08 million social legal shares of the Company.
- (5) No compensation has to be paid in respect any director whose contract of service has not yet expired but who will be re-elected in next shareholders meeting.
- (6) The Company is not aware of any substantial interest directly or indirectly held by the directors, nor any material contract entered into between the Company and any of its directors.

2. Emoluments for the year

- (1) The emoluments payment for directors, supervisors and other senior management are in accordance with their salary agreements entered with the Company.
- (2) The directors, supervisors and other senior management who are in office during the review period received annual emoluments in the total amount of RMB1,588,000. The three highest paid directors received emoluments of RMB452,000 in aggregate.
- (3) The five highest paid senior management staff received emoluments in the total amount of RMB936,000, all of which are basic salaries. There were no housing allowances or any other allowances.
- (4) The annual emoluments of the directors, supervisors and other senior management ranged from RMB100,000 to RMB250,000. There are 8 persons in band 1.
- (5) The annual allowances paid for each of the two independent foreign directors and each of the two independent domestic directors by the Company are HK\$100,000 and RMB\$40,000 respectively.
- (6) Mr. Shen Chang Quan, Mr. Zhou Jian Qiang, Mr. Zhang Wan Sheng, Ms. Fan Yu Shu, Mr. Cui Xiao Long, Mr. Wang Zheng Yi, Mr. Xu Yang, Mr. Zhang Cheng Yu and Ms. Ma Ning did not receive emoluments.
- (7) Ms. Chang Yung Tsung, Mr. Fang Keng, Mr. Wang Guo Gang and Mr. Yang Hong Sheng did not receive emoluments other than allowances.
- (8) Under the State-sponsored retirement plan adopted for the directors who were in office during the review period, the annual contribution per person is RMB7,354. The Company did not pay for the pension of retired directors.

Directors, Supervisors, Senior Management and Staff

3. Changes in Directors, Supervisors and senior management during the reporting period

In accordance with requirements laid down in Guidelines for Formulating Independent Directorship at Listed Companies promulgated by the China Securities Regulatory Commission, the Company adjusted the membership of the Board of Directors during the reporting period. At the ninth meeting of the third session of the Company's Board of Directors, Mr. Wang Guo Gang and Mr. Yang Hong Sheng were nominated for the posts of Independent Directors, Mr. Li Da Peng and Mr. Liu Bu Cun resigned as Directors, Mr. Zhu Yao Ting resigned as Director by reason of retirement and Mr. Zhang Wen Sheng was nominated for the post of Director of the Company.

The sixth meeting of the third session of the Company's Supervisory Committee approved the resignation of Mr. Du Wen Yi as Supervisor following changes in his duties and nominated Mr. Zhang Cheng Yu as Supervisor.

The above changes in Directors and Supervisors were reviewed and approved by the 2001 Annual General Meeting of shareholders held on 28th May 2002.

4. Profile of Directors, Supervisors and Senior Management

(1) Director

Mr. Shen Chang Quan, born in 1948, economist, is the chairman of the Board of Directors of the Company. Mr. Shen had been the major and the party secretary of Wu County since 1981, and a deputy mayor of Suzhou City since 1992. He was in charge of urban and communication development of Suzhou City for a long time and is responsible for the development 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 supervisor 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. Zhang Wen Sheng, born in 1947, senior economist, is a director of the Company. Mr. Zhang started working at the Tianjin Port in 1968. In 1974, he joined the Ministry of Communications where he has been Secretary of General Office, Deputy Director of Production Regulatory Bureau, Deputy Director of Enterprise Administrative Bureau, Director of System Reformation Office, Director of System Regulatory Office and Assistant Supervisor, etc, underscoring his longstanding involvement in communication administration. In 1998, he became the Deputy General Manager of HuaJin Transportation Economic and Development Centre. Currently, he is also the Vice Chairman of Northeastern Expressway Co., Ltd. and Sichuan Expressway Co., Ltd. and Director of Anhui Expressway Co., Ltd.. Mr. Zhang has extensive experience in the research of corporate laws and business management.

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

Ms. Fan Yu Shu, born in 1952, tertiary educated, accountant, is a 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 and a vice manager of Jiangsu Communications Investment Corp. She has 20 years of experience in finance and accounting management.

Mr. Cui Xiao Long, born in 1961, university graduate, senior economist, 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 of Communications Holding; a director of Yangtze Bridge Co. Ltd.; the deputy secretary general of Communications Enterprise Association of Jiangsu Province. 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.

Ms. 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 an advisor for the Hong Kong & Macau Affairs Office and the Xinhua News Agency (Hong Kong Branch). She is currently a Standing Committee member of the National Committee of the Chinese People's Political Consultative Conference, the Chairman of the Chinese General Chamber of Commerce, the special advisor of the Chinese Society of Macro Economics 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., the China Senior Advisor for Telefonaktiebolaget LM Ericsson, and a director of Nanjing Ericsson Panda Communications Co., Ltd. and Beijing Ericsson Mobile Communications Co., Ltd. Ms. Chang has decades of experience in business development and investment. Ms. Chang has been awarded the Insignia of the Commander of the Royal Order of the Polar Star bestowed by His Swedish Majesty King Carl Gustav XVI of the Kingdom of Sweden and the Gold Bauhinia Star of the Hong Kong Special Administrative Region Government.

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 Fang Brothers Knitting Ltd., 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 major industrial or commercial associations and public service institutes, such as the chairman of Hong Kong Productivity Council, chairman of the Board of Governors of Prince Philip Dental Hospital, Hong Kong, Honorary Chairman of Hong Kong Wollen & Synthetic Knitting Manufacturers Association Limited and a member of the Textile Advisory Board.

Mr. Wang Guo Gang, born in 1955, PhD, an independent director of the Company. Mr Wang started with a teaching career as professor at Nanjing University in 1988 before he joined Huaxia Securities Co., Ltd. as Vice President in 1993 to begin his long-term involvement in the financial sector. He has been Deputy Director and Professor at the Institute of Finance, Trade and Economy of the China Social Science Financial Research Center since 1994. Mr. Wang is well versed in financial studies and has extensive experience in business management.

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Mr. Yang Xiong Sheng, born in 1960, an independent director of the Company and supervisor for doctoral candidates. Mr. Yang became Research Office Director of Jiangsu Lianyungang Finance School in 1981 before joining the Lianyungang Audit Bureau in 1987. In 1994 he was posted to the Accounting Department of Nanjing University, where he has been Department Head since 1999, underpinning his profound expertise in the accounting profession.

(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 Co., 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 of the Company. 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. Zhang Cheng Yu, born 1951, tertiary educated, senior economist and a supervisor of the Company. Mr. Zhang has been the Deputy General Manager, Deputy Secretary of Communist Party Commission, General Manager and Secretary of Communist Party Commission of Yangzhou Motoring Corporation. He became the Deputy Head of the Communist Bureau of Yangzhou City in 1996 and then joined Jiangsu Yangtze Bridge Co., Ltd. as Deputy General Manager in January 2001. In July 2001, he became General Manager of Jiangsu Ningjingyuan Expressway and in January 2002, he became Personnel Manager of Jiangsu Communications Holding Ltd. Mr. Zhang has extensive experience in financial management.

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 in the finance department of the Communications Department since 1975 and an accountant of 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. Li Da Peng, born in 1953, tertiary educated, economist, is a 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 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.

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.

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 as well as the director of the secretariat of the Board of Directors of the Company. Mr. Yao has extensive experience, he has been engaging in project management, investment analysis, financing and securities.

Ms. Liu Wei, born in 1956, university graduate, senior accountant. Ms. Liu 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. Ms. Liu is also the deputy division chief and the manager 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.

Mr. Lam Che Wah, Danny, born in 1964. Mr. Lam 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. Mr. Lam is also the Secretary of the Company responsible for compliance with the relevant laws and regulations in Hong Kong. He is also the Company Secretary and the process agent of the Company in Hong Kong, and an employee of Richards Butler, the Hong Kong legal adviser of the Company.

(2) GENERAL INFORMATION ON THE STAFF OF THE COMPANY

As at 31st December 2002, the Company has a regular staff members of 2,592, among whom 393 are executive managers, 112 are technicians and 2,199 are production staffs. The Company has 433 staff members who have received tertiary education or above, representing 16.7% of the total staff employed.

As at 31st December 2002, the Company has paid for salaries in the total amount of RMB85,000,000 and there were 12 pensioners on the Company's account.