

directors, supervisors, senior management and staff

1. General Information

Names	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	56	Chairman	From May 2003 to 2006	0	0	0
Sun Hong Ning	M	43	Non-executive Director	From May 2003 to 2006	0	0	0
Chen Xian Hui	M	41	Non-executive Director	From May 2003 to 2006	0	0	0
Zhang Wen Sheng	M	57	Non-executive Director	From May 2003 to 2006	0	0	0
Fan Yu Shu	F	52	Non-executive Director	From May 2003 to 2006	0	0	0
Cui Xiao Long	M	43	Non-executive Director	From May 2003 to 2006	0	0	0
Wang Zheng Yi	M	46	Non-executive Director	From May 2003 to 2006	0	0	0
Chang Yung Tsung	F	72	Independent Non-executive Director	From May 2003 to 2006	0	0	0
Fang Keng	M	65	Independent Non-executive Director	From May 2003 to 2006	0	0	0
Hong Yin Xing	M	54	Independent Non-executive Director	From May 2003 to 2006	0	0	0
Yang Xiong Sheng	M	44	Independent Non-executive Director	From May 2003 to 2006	0	0	0
Zhou Jian Qiang	M	51	Chairman of the Supervisory Committee	From May 2003 to 2006	0	0	0
Zhang Cheng Yu	M	53	Supervisor	From May 2003 to 2006	0	0	0
Ma Ning	F	47	Supervisor	From May 2003 to 2006	0	0	0
Wu Yu Jun	M	41	Supervisor representing staff	From May 2003 to 2006	0	0	0
Xie Jia Quan	M	53	General Manager	From January 2004 to 2007	0	0	0
Li Da Peng	M	51	Deputy General Manager	From December 2003 to 2006	0	0	0
Wu Zan Ping	M	40	Deputy General Manager	From December 2003 to 2006	0	0	0
Qian Yong Xiang	M	40	Deputy General Manager	From January 2004 to 2007	0	0	0
Yao Yong Jia	M	40	Secretary to the Board of Directors	From December 2003 to 2006	0	0	0
Liu Wei	F	48	Manager of the Financial accounting Department	From December 2003 to 2006	0	0	0
Lam Che Wah	M	40	Company Secretary (Hong Kong)	From June 2003 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) Including their spouses or children under 18 years of age or their relatives or their controlled entities or trusts with more than 30% equity interests.
- (3) On 15th May 2003, Mr Zhou Jian Qiang and Mr Wang Guo Gang resigned as Directors, and Mr Zhong Zhang Wan, Mr Jia Da Kang and Mr Xu Yang resigned as Supervisors of the Company.
- (4) The Directors and the senior management of the Company are not relatives of each other or otherwise associated or related.
- (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) No directors or supervisors of the Company had any direct or indirect material interests in any contracts of significance subsisting during or at the end of the financial year.
- (7) For the year ended and as at 31st December 2003, none of the director, chief executives or supervisors of the Company had interests or short positions in the shares, underlying shares and debentures of the listed issuer or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance) as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance; or as otherwise notified to the listed and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.
- (8) Information of Directors, Supervisors and senior staff working in controlling shareholder companies:

Name	Employer	Title	Term of Office
Sheng Chang Quan	Jiangsu Communications Holding Company Ltd.	Chairman	From January 2001
Sun Hong Ning	Jiangsu Communications Holding Company Ltd.	Director, Deputy General Manager	From May 2003
Zhang Wen Sheng	Huajian Transportation Economic Development Centre	Duputy General Manager	From November 1998
Fan Yu Shu	Jiangsu Communications Holding Company Ltd.	Director of Financial Auditing Department	From December 2002
Cui Xiao Long	Jiangsu Communications Holding Company Ltd.	Director of Investment and Development Department	From February 2002
Wang Zheng Yi	Jiangsu Communications Development Group Company Limited	Chairman	From April 2002
Zhou Jian Qiang	Jiangsu Communications Holding Company Ltd.	Vice Chairman, General Manager	From January 2001
Zhang Cheng Yu	Jiangsu Communications Holding Company Ltd.	Director of Organisation and Human Resources Department	From January 2002
Ma Ning	Huajian Transportation Economic Development Centre	Assistant Manager of Administration and Human Resources	From September 1998

2. Emoluments for the Year

- (1) The emoluments payment for directors, supervisors and other senior management are considered and approved by the Nomination, Remuneration and Appraisal Committee under the Board of Directors in accordance with their salary agreements entered into with the Company.
- (2) The annual allowances paid for each of the two overseas independent directors and each of the two domestic independent directors by the Company are HK\$100,000 and RMB\$40,000 respectively. Apart from the above-mentioned allowances, independent directors did not receive any other remuneration from the Company.
- (3) For the year, except for Mr. Chen Xiang Hui and Mr. Wu Yu Jun who received remuneration from the Company, all other directors and supervisors were remunerated by their organizations where they worked. Mr. Chen Xiang Hui received a total remuneration of RMB250,000 from the Company.
- (4) The directors, supervisors and other senior management who are in office during the review period received annual emoluments in the total amount of RMB1,664,000. The three highest paid directors received emoluments of RMB450,000 in aggregate.
- (5) The five highest paid senior management staff received emoluments in the total amount of RMB870,000, among which RMB231,000 comprised basic salaries. There were no housing allowances or other allowances.
- (6) As to the range of annual emoluments of the directors, supervisors and other senior management, 2 persons received between RMB40,000 — 100,000, 9 persons between RMB100,000 — 200,000, and 1 person between RMB200,000 — 300,000.

3. Changes in Directors, Supervisors and Senior Management during the Reporting Period

At the sixteenth meeting of the third session of the Company's Board of Directors, Mr. Shen Chang Quan, Mr. Sun Hong Ning, Mr. Zhang Wen Sheng, Mr. Chen Xiang Hui, Ms Fan Yu Shu, Mr. Cui Xiao Long, Mr. Wang Zheng Yi, Ms Chang Yung Tsung, Mr. Fang Keng, Mr. Hong Yin Xing and Mr. Yang Xiong Sheng were nominated as members of the fourth session of the Board of Directors. At the eighth meeting of the third session of the Company's Supervisory Committee, Mr. Zhou Jian Qiang, Mr. Zhang Zheng Yu and Ms Ma Ning were nominated as members of the fourth session of the Company's Supervisory Committee. The nominations of these people were approved at the 2002 Annual General Meeting. Mr. Qian Yong Xiang and Mr. Wu Yu Jun were elected as Supervisors representing the staff to the fourth session of the Supervisory Committee.

Mr. Zhou Jian Qiang and Mr. Wang Guo Gang resigned as Directors, and Mr. Zhong Zhang Wan, Mr Jia Da Kang and Mr. Yu Yang resigned as Supervisors.

In January 2004, the Company's General Manager Mr. Chen Xiang Hui and Deputy General Manager Mr. Liu Bu Cun resigned from their positions with the Company due to job change. At the fourth meeting of the fourth session of the Board of Directors, Mr. Xie Jia Quan was appointed General Manager of the Company. Mr. Qian Yong Xiang resigned as Supervisor and took up the position of Deputy General Manager. Both appointments have a term of 3 years.

4. Profiles 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. Sun Hong Ning, born in 1961, tertiary educated and currently studying the EMBA course at China Europe International School. Mr. Sun had been deputy division head at Jiangsu State Secrecy Bureau since 1994. He was Secretary of General Office at Jiangsu Provincial Party Committee in 1995, Secretary of General Office of Jiangsu Provincial Government in 2001; and Director and Deputy General Manager of Communications Holding in 2003. Mr. Sun is also Vice Chairman of Jiangsu Sujiahang Expressway Co., Ltd., a director of Huatai Securities Co. Ltd. and a director of Jinling Hotel Co. Ltd. He has substantial experience in business 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 Hua Jin 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, a director of Ninglian Ningtong Management Office, General manager of Jiangsu Nanjing-Shanghai Expressway Co. Ltd. and Chairman of Jiangsu Guangjing Xicheng Expressway Co. Ltd., with over 10 years of experience in communication construction and management. Mr. Chan is currently Deputy General Manager of Jiangsu Communications Holding Co. Ltd. as well as Vice Chairman 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. Mr. Cui had been working in Jiangsu Communications Bureau since 1984. He was the section chief of Finance Division. Mr. Cui is the Director of the Investment and Development Department at Jiangsu Communications Holding Co. Ltd., director of Yangtze Bridge Co. Ltd and Jiangsu Provincial Leasing Company Limited; and the Deputy Secretary General of Communications Enterprise Association of Jiangsu Province. He has approximately of 20 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.

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Mr. Hong Yin Xing, born in 1950, an independent director of the Company, a supervisor for doctoral candidates and a renowned economist nation-wide. Mr. Hong was a teaching assistant at Nanjing Teachers' University in 1976, an instructor at Nanjing University in 1982 and has been a professor at Nanjing University since 1987. He is currently Deputy Chancellor of Nanjing University. Mr. Hong has devoted his career to economics research and is very knowledgeable in economics theories. He has received numerous national awards to honour his contributions as an expert.

Mr. Yang Xiong Sheng, born in 1960, an independent director of the Company and a 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. 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 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 Director 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.

Mr. Wu Yu Jun, born in 1963, university graduate with two bachelor's degrees, senior engineer, Supervisor of the Company. Mr. Wu worked at the Suzhou Communications Engineering Management Department in 1991, then at the Suzhou Expressway Command Office in 1992 and became chief of the engineering department of the Command Office in 1993. Since 1997 Mr. Wu was deputy head of the Suzhou Management Office of the Company, and has been the Company's human resources manager since 2002. Mr. Wu has been engaged in transport management work for a long time and has substantial experience in operations management of expressway development.

(3) Other Senior Management

Mr. Xie Jia Quan, born in 1951, university graduate, senior engineer, General Manager of the Company. Mr. Xie was a technical staff at Jiangsu Communications Planning and Design Institute in 1978, and deputy head of the Planning Department of Jiangsu Communications Bureau in 1985. He was deputy head of the Engineering Department of Jiangsu Expressway Construction Command Office in 1992, head of its Planning Department, Deputy Chief Engineer and then the Commander. He has been the Deputy Commander of the Expansion Project Command Office of the Company since August 2003, and has assumed the position of General Manager of the Company since January 2004. Mr. Xie is a senior expert with substantial experience in expressway construction and management.

Mr. Li Da Peng, born in 1953, university graduate, senior 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 and general manager of Jiangsu Bus and general manager of Xicheng Co. Mr. Li has over 20 years of experience in economic and transport 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. Qian Yong Xiang, born in 1964, with a master's degree in industries and an MBA, Deputy General Manager of the Company. He taught at Southeast University from 1987 to 1992. He joined the Company in 1992 and has been head of the Planning Section and deputy manager of the Investment and Securities Department. Mr. Qian has long been involved in strategies studies of the transport industry, the Company's investment analysis and management, project construction and operational management.

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.