

Directors, Supervisors, Senior Management and Staff



Front Row, from Left:

Guo Wensan (Chairman), Kang Woon (Supervisor), Wang Yanmou (Supervisor), Xue Tongzu (Director), Kuang Bingwen (Director), Ding Zhiming (Director)

Back Row, from Left:

Guo Jingbin (Director), Zhu Dejin (Director), Li Shunan (Director), Yu Biao (Director), Ren Yong (General Manager), Ji Qinying (Supervisor)

Directors, Supervisors, Senior Management and Staff

(I) Basic Information of Directors, Supervisors and Senior Management

Name	Position	Sex	Age
Guo Wensan	Chairman	Male	50
Xue Tongzu	Independent non-executive director	Female	68
Kuang Bingwen	Independent non-executive director	Male	68
Ding Zhiming	Independent non-executive director	Male	55
Li Shunan	Executive director	Male	47
Yu Biao	Executive director	Male	51
Zhu Dejin	Executive director	Male	58
Guo Jingbin	Executive director	Male	47
Ji Qinying	Chairman of the supervisory committee	Male	49
Wang Yanmou	Independent supervisor	Male	73
Kang Woon	Independent supervisor	Male	42
Ren Yong	General manager	Male	42
Qi Shengli	Deputy general manager	Male	40
He Chengfa	Deputy general manager	Male	39
Sun Yidong	Deputy general manager	Male	46
Wu Likang	Assistant to general manager	Male	39
Wang Jianchao	Assistant to general manager	Male	41
Zhang Mingjing	Secretary to the board of directors	Female	43
Chiu Pak Yue, Leo	Secretary to the board of directors (Hong Kong)	Male	41

Save as the term of office of Mr. Sun Yidong which shall be from 1 June 2004 to 22 March 2005, the terms of office of all the above directors, supervisors and senior management shall be from 1 June 2004 to 31 May 2007.

Directors, Supervisors, Senior Management and Staff

(I) Basic Information of Directors, Supervisors and Senior Management (Continued)

During the reporting period, none of the above directors, supervisors and senior management held or traded in the shares of the Company.

Directors, supervisors and senior management working in Anhui Conch Holdings Company Limited (“Conch Group”), the Company’s controlling shareholder are as follows:

Name	Position held in controlling shareholder	Duration of appointment	Any remuneration received
Guo Wensan	Chairman General manager	From January 1997 to present	Yes
Li Shunan	Vice-chairman Deputy general manager	From January 1997 to present	Yes
Yu Biao	Director Deputy general manager	From December 1998 to present	Yes
Zhu Dejin	Director Deputy general manager	From January 1997 to present	Yes
Guo Jingbin	Director Deputy general manager	From January 1997 to present	Yes
Ren Yong	Director	From December 2003 to present	No

Note: According to the relevant requirements of the State-owned Assets Supervision and Administration Commission of Anhui Province, the annual remuneration of the current senior management who assumed administrative duties in Conch Group were related to the overall results of Conch Group.

Biography of 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 Shanghai Tongji University in 1978 and joined the Group in 1980. He has held various leadership posts in the Group and gained more than 20 years of experience in corporate governance. He also 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 and has received the Golden “Great Contribution Award” from the People’s Government of Anhui Province. Mr. Guo is also the vice-chairman of China Building Materials Industry Association currently.

Mr. Li Shunan is a senior engineer and an executive director of the Company. Mr. Li graduated from the Anhui College of Building Materials and joined the Group in 1980. Mr. Li has held various leadership posts such as general manager of Ningguo Cement Plant and deputy general manager of the Company. He also possesses profound experience in technical know-how of the cement industry and production management. Mr. Li is also the director of Wuhu Conch Profiles and Science Co., Ltd. currently.

Directors, Supervisors, Senior Management and Staff

(I) Basic Information of Directors, Supervisors and Senior Management

(Continued)

Biography of directors, supervisors and senior management *(Continued)*

Executive directors *(Continued)*

Mr. Yu Biao is a senior engineer and an executive director of the Company. Mr. Yu graduated from Anhui College of Building Materials and joined the Group in 1980. Mr. Yu has held various leadership posts such as deputy general manager of the Company. He has in-depth knowledge about technical know-how of the cement industry and vast experience in project management. He was appointed as a member of the cement group of the Technology Education Committee of State Administration of Building Materials Industry in July 1999. Mr. Yu is also vice-chairman of China Cement Association. Mr. Yu is also the director of Wuhu Conch Profiles and Science Co., Ltd. currently.

Mr. Zhu Dejin is an economist and an executive director of the Company. Mr. Zhu graduated from Jilin Siping Teachers School in 1976 and joined the Group later. Mr. Zhu has held various leadership posts such as deputy general manager of the Company. He possesses extensive experience in corporate management. Mr. Zhu is also the chairman of the board of directors of Anhui Chongdong Cement Co., Ltd. currently.

Mr. Guo Jingbin is an engineer and an executive director of the Company. Mr. Guo graduated from Shanghai College of Building Materials and joined the Group in 1980. Mr. Guo has held various leadership posts such as secretary to the board of directors and deputy general manager of the Company. He is also experienced in the capital market. Mr. Guo is also the chairman of the board of directors of Wuhu Conch Profiles and Science Co., Ltd..

Independent non-executive directors

Ms. Xue Tongzu is a senior engineer at professor level. She was an independent non-executive director of the Company. Ms. Xue was born in 1937 and graduated from China University of Mining and Technology in July 1962. She has extensive experience in the building materials industry of the PRC, and has assumed different posts in China National Building Materials Department, China National Building Committee, State Administration of Building Materials Industry and China Building Materials Industry Corporation. She has also been the chairman of the investment department of the State Administration of Building Materials Industry and general manager of China Building Materials Industry Construction Corporation. Since 1993, Ms. Xue has been receiving special government allowance.

Mr. Kuang Bingwen is a senior economist. Mr. Kuang is vastly experienced in financial and economic management. He served consecutively as deputy director of the Enterprise and Finance Office and Accounting Office of the Department of Finance of Anhui Province; and as deputy director and director of the Department of Finance of Anhui Province. Mr. Kuang is also an independent non-executive director of Wuhu Conch Profiles and Science Co., Ltd..

Directors, Supervisors, Senior Management and Staff

(I) Basic Information of Directors, Supervisors and Senior Management (Continued)

Biography of directors, supervisors and senior management (Continued)

Independent non-executive directors (Continued)

Mr. Ding Zhiming is a senior economist and a senior international business analyst. Mr. Ding graduated from the Beijing University of Economics and Business and pursued further study in international business in Italy. Mr. Ding held various posts at the Ministry of Economic and Trade of the PRC, the Embassy of China in Belgium and China National Metals and Minerals Import and Export Corporation. Mr. Ding also worked as the managing director of Hong Kong China Resources Metals and Minerals Company Limited. Mr. Ding is the manager of the China Department of Yong Jia Transport Company Limited currently.

Supervisors

Mr. Ji Qinying is an engineer. Mr. Ji joined the Group in 1980 after he graduated from Shanghai College of Building Materials. Mr. Ji held various posts such as deputy operational director of Ningguo Cement Plant, deputy general manager of Tongling Conch Cement Co., Ltd. and general manager of Chizhou Conch Cement Co., Ltd.. Mr. Ji is the general manager of Wuhu Conch Profiles and Science Co., Ltd. currently.

Mr. Wang Yanmou was appointed as an independent non-executive director of the first and second sessions of the Company. Mr. Wang graduated from the PRC Southeastern University in 1956 and obtained his associated doctoral degree (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 the chief of the China Building Materials Academy, director State Administration of Building Materials Industry and the chairman of the Chinese Ceramic Society. Mr. Wang has also been a consultant to the Experts Committee of the China International Engineering Consulting Corporation since 1997 and is still the visiting consultant of the China Investment Association and honorary chairman of the China Building Material Industry Association. He has also been a delegate to the Eighth Chinese People's Political Consultative Conference. Mr. Wang is also an independent non-executive director of Wuhu Conch Profiles and Science Co., Ltd..

Mr. Kang Woon was an independent non-executive director of the first and second sessions of the Company. Mr. Kang also holds a doctoral degree in Jurisprudence from the University of Texas at Austin in the United States of America. Mr. Kang is a registered attorney-at-law of the Supreme Court of the State of New York, the United States of America and a member of the Law Society of England and Wales.

Senior management of the Company

Mr. Ren Yong is an engineer and the general manager of the Company. Mr. Ren graduated from Shanghai College of Building Materials and joined the MBA professional training courses organised by the State Economic and Trade Commission in 1998 and the Faculty of Commerce of Stockholm University in Sweden. Mr. Ren joined the Group in 1982 and has held various leadership posts such as deputy director of branch manufacturing plant of Ningguo Cement Plant, deputy general manager of Tongling Conch Cement Co., Ltd. and director of the sales department of the Company.

Directors, Supervisors, Senior Management and Staff

(I) Basic Information of Directors, Supervisors and Senior Management

(Continued)

Biography of directors, supervisors and senior management *(Continued)*

Senior management of the Company *(Continued)*

Mr. Qi Shengli is an economist and a deputy general manager of the Company. Mr. Qi graduated from Wuhan Industrial University and joined the Group in 1989. Mr. Qi had been a deputy director of the personnel department of Ningguo Cement Plant and director of the personnel department of the Company.

Mr. He Chengfa is an engineer and a deputy general manager of the Company. Mr. He graduated from Wuhan Industrial University and joined the Group in 1990. He had been deputy engineer-in-chief of the mechanical department, assistant director of Ningguo Cement Plant and director of the equipment department of the Company.

Mr. Wu Likang is an engineer and an assistant to general manager of the Company. Mr. Wu graduated from Wuhan Industrial University and joined the Group in 1986. He has held various posts as director of branch manufacturing plant of Tongling Conch Cement Co., Ltd., assistant to the director and deputy director of Ningguo Cement Plant, general manager of Jiande Conch Cement Co., Ltd. and general manager of Chizhou Conch Cement Co., Ltd..

Mr. Wang Jianchao is an assistant economist and an assistant to general manager of the Company. Mr. Wang graduated from Huizhou Normal School and joined the Group in 1982. He has held various posts as deputy director of the export department of Anhui Conch Holdings Company Limited, director of international business department and supply department of the Company and deputy general manager of Shanghai Conch Construction Material International Trading Company Limited.

Secretaries to the board of directors

Ms. Zhang Mingjing graduated from Anhui Normal University in July 1988. Ms. Zhang joined the Group in November 1987. Ms. Zhang has assumed positions of director of the external economic co-operation department and deputy director of the development department of Ningguo Cement Plant.

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 multinational companies. These transactions include listing, mergers and acquisitions, privatisation, issues of Eurobonds and derivative instruments and group restructuring.

Directors, Supervisors, Senior Management and Staff

(II) Appointment and dismissal of directors, supervisors and senior management of the company during the Reporting Period

During the reporting period, there was a change of directors and supervisors of the Company. In the 2003 annual general meeting of the Company held on 12 May 2004, whereby Messrs. Guo Wensan, Li Shunan, Yu Biao, Zhu Dejin and Guo Jingbin were elected as executive directors of the third session of the board of directors; Ms Xue Tongzu, Mr. Kuang Bingwen and Mr. Ding Zhiming were elected as independent non-executive directors of the third session of the board of directors; and Mr. Ji Qinying, Mr. Wang Yanmou and Mr. Kang Woon were elected as supervisors of the third session of the supervisory committee of the Company. The appointment of the directors and supervisors commenced from 1 June 2004 for a term of three years.

(II) Appointment and dismissal of directors, supervisors and senior management of the company during the Reporting Period *(Continued)*

During the reporting period, the board of directors elected Mr. Guo Wensan as the chairman of the board of directors of the Company for its third session. Mr. Ren Yong was appointed as the general manager of the Company, Mr. Qi Shengli, Mr. He Chengfa and Mr. Sun Yidong were appointed as the deputy general managers of the Company, while Mr. Wang Jianchao and Mr. Wu Likang were appointed as assistants to the general manager of the Company at the first meeting of the third session of the board of directors held on 31 May 2004; the supervisory committee of the Company elected Mr. Ji Qinying as the chairman of supervisory committee of the Company for its third session in the first meeting of the third session of the supervisory committee held on the same day.

(III) Confirmation of the Independence of Independent Non-executive Directors

The Company has received the annual confirmation letter issued by each of the independent non-executive directors in respect of their independence in accordance with Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive directors are independent.

(IV) Service Contracts, Interests in Share Capital and Contracts of Directors and Supervisors

Each of the executive directors and supervisors has entered into a service contract with the Company commencing from 1 June 2004 and ending on 31 May 2007.

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.

(V) Interest of Directors, Supervisors and Senior Management

None of the directors, supervisors of the Company or their respective spouses and children under 18 held any Shares or debt securities of or any other interests in the Company or its associated corporation (as defined in the Securities and Futures Ordinance), nor had they been granted any rights to subscribe for Shares or debt securities of the Company or its associated corporation (as defined in the Securities and Futures Ordinance). These Shares or interests shall be recorded in the register required to be kept and prepared by the Company under Section 352 of the Hong Kong Securities and Futures Ordinance.

Directors, Supervisors, Senior Management and Staff

(VI) Code of Best Practice and Model Code for Directors

For the year ended 31 December 2004, the Company has complied with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

(VI) Code of Best Practice and Model Code for Directors (Continued)

The Company has adopted a code of practice with standards not lower than those prescribed in Model Code of Appendix 10 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited for securities transactions by directors. During the reporting period, all directors have complied with the Model Code and the standards provided in the code of practice in relation to securities transactions by directors.

(VII) Annual Remuneration of Directors, Supervisors and Senior Management

1. Annual remuneration

(RMB'000)

Name	Position	Basic salary and allowances	Bonus	Pension	Total
Guo Wensan	Chairman	78.20	514.44	4.76	597.40
Li Shunan	Executive director	73.74	399.01	4.76	477.80
Yu Biao	Executive director	74.03	398.19	4.76	477.80
Zhu Dejin	Executive director	74.85	406.62	4.76	477.80
Guo Jingbin	Executive director	66.42	399.01	4.76	477.80

Annual remuneration of directors, supervisors and senior management

Amount (RMB'000)

Aggregate annual remuneration of directors, supervisors and senior management	5,321.8
Aggregate remuneration of the three highest paid directors	1,553.0
Aggregate remuneration of the three highest paid senior management	1,316.6

Bands of remuneration of directors, supervisors and senior management

Number

RMB200,000 to RMB300,000	3
RMB300,000 to RMB400,000	4
RMB400,000 to RMB500,000	4
RMB500,000 to RMB600,000	1

During the reporting period, the remuneration of the independent non-executive directors and external independent supervisors were not paid by the Company; while Mr. Ji Qinying, chairman of the supervisory committee, had his remuneration paid by Wuhu Conch Profiles and Science Co., Ltd.. None of the directors and supervisors of the Company had waived any of their remuneration.

Directors, Supervisors, Senior Management and Staff

(VII) Annual Remuneration of Directors, Supervisors and senior Management

(Continued)

2. Procedures and basis for determination of remuneration

The remuneration of directors and supervisors of the Company is fixed in pursuance to 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 in production and operation held and their daily management performance. The annual remuneration is based on the achievement of operating targets and productivity as well as performance review.

(VIII) Highest Paid Individuals

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

(IX) Staff, Remuneration and Training

As at 31 December 2004, the Group had a total of 13,296 employees, of which 9,526 were engaged in production, 444 were engaged in sales, 2,416 were technicians, 296 were engaged in financial work and 548 were engaged in administrative and management. Out of these employees, 4,122 had received secondary and tertiary education and 3,358 were university graduates.

Aggregate staff remuneration of the Group for the year amounted to RMB256.226 million. The Company had no responsibility for the expenses of resigned and retired employees.

(X) Retirement Insurance Premium

Details of the retirement insurance premium are set out in Note 3 to the Financial Statements prepared in accordance with the IAS. For the year ended 31 December 2004, the retirement insurance premium charged to the profit and loss account of the Group amounted to RMB16.469 million.

(XI) 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 total housing reserve fund paid by the Group in 2004 amounted to approximately RMB6.115 million.