



Directors, Supervisors, Senior Management and Staff

(I) General Information

Names	Gender	Age	Position with the Company	Term of office
Shen Chang Quan	M	58	Chairman	From May 2003 to 2006
Xie Jia Quan	M	55	Executive Director, General Manager	From June 2004 to 2007
Sun Hong Ning	M	45	Non-executive Director	From May 2003 to 2006
Chen Xiang Hui	M	43	Non-executive Director	From May 2003 to 2006
Zhang Wen Sheng	M	59	Non-executive Director	From May 2003 to 2006
Fan Yu Shu	F	54	Non-executive Director	From May 2003 to 2006
Cui Xiao Long	M	45	Non-executive Director	From May 2003 to 2006
Chang Yung Tsung	F	74	Independent Non-executive Director	From May 2003 to 2006
Fang Keng	M	68	Independent Non-executive Director	From May 2003 to 2006
Yang Xiong Sheng	M	46	Independent Non-executive Director	From May 2003 to 2006
Fan Chong Lai	M	44	Independent Non-executive Director	From May 2005 to 2008
Zhou Jian Qiang	M	53	Chairman of the Supervisory Committee	From May 2003 to 2006
Zhang Cheng Yu	M	55	Supervisor	From May 2003 to 2006
Ma Ning	F	49	Supervisor	From May 2003 to 2006
Wu Yu Jun	M	43	Supervisor representing staff	From May 2003 to 2006
Shang Hong	F	43	Supervisor representing staff	From July 2004 to 2007
Wu Zan Ping	M	42	Deputy General Manager	From December 2003 to December 2006
Qian Yong Xiang	M	42	Deputy General Manager	From January 2004 to January 2007
Liu Wei	F	50	Chief Financial Officer	From December 2003 to December 2006
Yao Yong Jia	M	42	Secretary to the Board of Directors	From December 2003 to December 2006
Lee Wai Fun, Betty	F	45	Company Secretary (Hong Kong)	From June 2005 to May 2006

Notes:

1. During the reporting period, the directors, supervisors and senior management did not hold any shares of the Company, including their spouses or children under 18 years of age or their relatives or their controlled entities or trusts with 30% equity interests or above.
2. The directors and the senior management of the Company are not associated or related.

Directors, Supervisors, Senior Management and Staff



(II) Information of Directors and Supervisors Working in Shareholders' Companies

Name	Employer	Title	Term of Office
Shen Chang Quan	Communications Holdings	Chairman	From January 2001 up to now
Sun Hong Ning	Communications Holdings	Deputy General Manager	From May 2003 up to now
Chen Xiang Hui	Communications Holdings	Deputy General Manager	From May 2003 up to now
Zhang Wen Sheng	Huajian Transportation Economic Development Centre	Deputy General Manager	From November 1998 up to now
Fan Yu Shu	Communications Holdings	Director of Financial Auditing Department	From December 2002 up to now
Cui Xiao Long	Communications Holdings	Director of Operational	From February 2002 up to now
Zhou Jian Qiang	Communications Holdings	General Manager	From November 2000 up to now
Zhang Cheng Yu	Communications Holdings	Director of Human Resources Department	From January 2002 up to now
Ma Ning	Huajian Transportation Economic Development Centre	Assistant Manager of Planning and Finance Department	From September 1998 up to now

(III) Emoluments for the Year

The emoluments for directors, supervisors and other senior management are recommended by the Board, approved by the Nomination, Remuneration and Appraisal Committee under the Board in accordance with the relevant requirements and the Company's actual circumstances, considered and approved at the general meeting of the Company and finalized with their salary agreements entered into with the Company. The Company's four independent directors received emoluments for independent directors for year 2005. The rest of the directors and supervisors (including those working for the Company) did not receive emoluments for directors or supervisors. The directors and supervisors holding positions with the Company received management remunerations based on their specific management positions.

1. The annual allowances paid for each of the two overseas independent directors and each of the two domestic independent directors by the Company were equivalent to approximately RMB105,000 (2004: RMB106,000, differences due to changes in foreign exchange) and RMB40,000 respectively during 2005. Apart from the above-mentioned allowances, the independent directors did not receive any other remuneration from the Company. The total remuneration amounted to approximately RMB290,000. Other directors and supervisors did not receive emoluments and allowances from the Company.
2. The emoluments of the Company's senior management (including deputy general manager, financial controller and secretary to the Board) comprised salaries of the position held, performance bonus and fringe benefits. Fringe benefits comprised pension scheme contribution and various social insurance scheme. There were no housing allowances or other allowances.
3. Directors and supervisors who received remunerations from shareholders' companies included: Mr. Shen Chang Quan, Mr. Zhang Wen Sheng, Mr. Sun Hong Ning, Mr. Chen Xiang Hui, Ms. Fan Yu Shu, Mr. Cui Xiao Long, Mr. Zhou Jian Qiang, Mr. Zhang Cheng Yu and Ms. Ma Ning.



Details of remunerations received by the directors, supervisors and senior management

RMB'000

Personnel	Remuneration of directors or supervisors	Management remuneration	Total
Directors			
Shen Chang Quan	—	—	—
Xie Jia Quan	—	310	310
Zhang Wen Sheng	—	—	—
Sun Hong Ning	—	—	—
Chen Xiang Hui	—	—	—
Fan Yu Shu	—	—	—
Cui Xiao Long	—	—	—
Independent directors			
Chang Yung Tsung	105	—	105
Fang Keng	105	—	105
Yang Xiong Sheng	40	—	40
Fan Chong Lai*	20	—	20
Hong Yin Xing*	20	—	20
Supervisors			
Zhou Jian Qiang	—	—	—
Zhang Cheng Yu	—	—	—
Ma Ning	—	—	—
Shang Hong	—	172	172
Wu Yu Jun	—	172	172
Senior Management			
Wu Zan Ping	—	248	248
Qian Yong Xiang	—	217	217
Liu Wei	—	198	198
Yao Yong Jia	—	171	171
Lee Wai Fun, Betty	—	—	—
Li Da Peng*	—	124	124
Total	290	1,612	1,902

* During the year, the terms of offices of independent directors Mr. Hong Yin Xing and Mr. Fan Chong Lai were both half year and they received half of the independent directors' fees.

* Mr. Li Da Peng, the former deputy general manager of the Company, resigned on June 2006. His annual remuneration referred to his salary during his term of office.

Directors, Supervisors, Senior Management and Staff



(IV) Changes in Directors, Supervisors and Senior Management

Mr. Hong Yin Xing, independent director of the Company, has resigned since the 2004 annual general meeting due to his appointment as a State civil servant. The Company has appointed Mr. Fan Chong Lai as independent non-executive director. His term of office started from the date of the 2004 annual general meeting until the date of the 2007 annual general meeting.

In June 2005, Mr. Li Da Peng, deputy general manager of the Company, resigned from the management position of the Company due to job change. The Company expressed sincere thanks to Mr. Li for his great contribution during his term of office.

In August 2005, the Company appointed Ms. Liu Wei as Financial Controller.

(V) Other Information of Directors, Supervisors and Senior Management

Directors' and Supervisors' contracts

Apart from the employment contract of Mr. Xie Jia Quan, each of the directors and supervisors has entered into a service contract with the Company. The content of these contracts was primarily the same. The terms of these contracts started from the date of the 2003 annual general meeting (or the appointment date) until the date of the annual general meeting to be held in 2006. The Company, the directors or the supervisors can terminate the contracts by giving not less than three months prior notice in writing to the other party. Save as the above-mentioned, none of the directors or supervisors has entered into or has proposed to enter into any service contracts with the Company expiring or determinable by the employer within one year with payment of compensation (other than statutory compensation). The Company was not required to pay compensation to any director for the reason that the directors intended to be re-elected in the next annual general meeting but their service contracts have not expired.

Interests of Directors and Supervisors in Contracts

The Company was not aware of any material contracts in which any directors or supervisors held direct or indirect interests or had significant direct or indirect conflict of interests.

The Statement and Undertaking of Directors, Supervisors and Senior Management

During the reporting period, the directors, supervisors and senior management of the Company have signed statements and letters of undertaking in accordance with the listing requirements of the Shanghai Stock Exchange.



Dealings in Securities by Directors, Supervisors and Senior Management

During the reporting period, there was no record showing that any directors, supervisors or senior management or any of their associates held any interests in the registered capital of the Company and its subsidiaries or associates being disclosable under the SFO or the Model Code for Securities Transactions by Directors of Listed Companies.

During the year, none of the directors, supervisors, senior management or any of their respective associates (including their spouses and children under 18) were granted any interests under any arrangement to subscribe for the equity or debenture of the Company, its subsidiaries or its associates.

(VI) Profiles of Directors, Supervisors and Senior Management

Directors

Mr. Shen Chang Quan, born in 1948, economist, is chairman of the Board of the Company. Mr. Shen had been the head 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 communications developments of Suzhou City for a long time and was 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 Holdings since January 2001.

Mr. Xie Jia Quan, born in 1951, is the director and the general manager of the Company. He is a university graduate and a senior engineer with post-graduate grade, Mr. Xie was a technical staff and an assistant 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 site commander and deputy chief commander. He has been the deputy commander of the expansion project command office of the Company since August 2003. He has assumed the position of general manager of the Company since December 2003. Mr. Xie has long been engaged in the management of communication construction and management of expressway operation. Mr. Xie is a senior expert with substantial experience in expressway construction 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 the System Reformation Office, director of the System Regulatory Office and assistant supervisor and so forth, underscoring his longstanding involvement in communication administration. In 1998, he became the deputy general manager of Huajian Transportation Economic and Development Centre. Currently, he is also the vice chairman of Northeastern Expressway Co., Ltd., Sichuan Expressway Co., Ltd. and Guangxi Wuzhou Communications Co. Ltd. and a director of Anhui Expressway Co., Ltd. Mr. Zhang has extensive experience in the research of corporate laws and business management.

Directors, Supervisors, Senior Management and Staff



Mr. Sun Hong Ning, born in 1961, EMBA, is a director of the Company. Mr. Sun had been deputy division head at Jiangsu State Secrecy Bureau since 1994. He was secretary of general office at the Jiangsu Provincial Party Committee in 1995, secretary of general office of the Jiangsu Provincial Government in 2001; and director and deputy general manager of Communications Holdings 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. Chen Xiang Hui, born in 1963, with a Bachelor degree in industrial engineering and an MBA, post-graduate grade senior engineer, is a director of the Company. Mr. Chen has been involved in communications construction management and expressway operation management for a long time. Mr. Chen was deputy director of the Project Quality Supervisory Section of Jiangsu Communications Department, a director of Jiangsu Ninglian Ningtong Management Office and general manager of the Company. Mr. Chen is currently director and deputy general manager of Communications Holdings. He is vice chairman of the Jiangsu Young Businessmen Association, deputy secretary general of the Expressway Operations Management Association of China's Academy of Highways and a standing committee member of the Expressway Operations Committee of Jiangsu Academy of Highways.

Ms. Fan Yu Shu, born in 1952, is a director of the Company. She is tertiary educated and an accountant. Ms. Fan was a manager of Transportation Business Department of Jiangsu Leasing Company and a vice manager of Jiangsu Communications Investment Corp. She is a director of the Finance Department of Communications Holdings, a director of Jiangsu Yangtze Bridge Co., Ltd and Jiangsu Guangjing Xicheng Expressway Co., Ltd., and vice chairman of the Jiangsu Communications Accountant Association. She has more than 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 the Jiangsu Communications Bureau since 1984. He was the section chief of Finance Division, the deputy general manager of Jiangsu Communications Investment Corp. and director of Investment and Development Department at Communications Holdings. Mr. Cui is director of the Operational Safety Department at Communications Holdings and holds the position of director of Toll Management Centre of Expressway Network of Jiangsu Province concurrently. He is also deputy secretary general of Communications Enterprise Association of Jiangsu Province. He has approximately 20 years of experience in corporate management and finance 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, a standing committee member of the National Committee of the Chinese People's Political Consultative Conference, an advisor for the Hong Kong & Macau Affairs Office and the Xinhua News Agency (Hong Kong Branch) and chairperson of the Business Enterprise Management Centre of the Hong Kong Management Association. She is also managing director of Taching Petroleum Co. Ltd., president of Yung Shing Enterprise Co., the China senior advisor for Telefonaktiebolaget LM Ericsson, the director of Nanjing Ericsson Panda Communications Co., Ltd., the director of Beijing SE Putian Mobile Communications Co., Ltd., chairman of Shanghai Overseas Chinese Commercial Centre Co., Ltd., and chairman of Jiangsu Hong Kong Aero Enterprise 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.

Mr. Fang Keng, born in 1938, is an independent non-executive director of the Company, originated from Shanghai, graduated from Massachusetts Institute of Technology in the USA with a chemical engineering master's degree in 1960s. He is chairman of Jiangsu Trendy Supermarket Company, chairman of Fang Brothers Knitting 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, such as the Honorary Chairman of Textile Council of Hong Kong and Hong Kong Wollen & Synthetic Knitting Manufacturers Association Limited and a member of the Textile Advisory Board.

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

Mr. Fan Chong Lai, born in 1962, is an independent director of the Company, a tutor for doctoral candidates and a renowned economist nationwide. Mr. Fan was a teaching assistant of the Economics Faculty of the Business School at Nanjing University in 1983 and a lecturer in 1988. He has been professor and department head of the Economics Faculty of the Business School at Nanjing University since 1996. Mr. Fan is currently deputy dean of the Business School at Nanjing University, vice chairman of Jiangsu Finance Association and vice chairman of the Jiangsu Investment Association. Mr. Fan has long been engaged in teaching and research of monetary finance, corporate finance and capital markets. He is knowledgeable in economic theories. He has received numerous national awards honouring his contribution as an expert. In 2003, he was awarded the "National Higher Education Professional" by the State's Education Department.

Directors, Supervisors, Senior Management and Staff



Supervisors

Mr. Zhou Jian Qiang, born in 1953, senior economist and senior engineer, graduated in 1985 with a master's degree, is chairman of the supervisory committee of the Company. Mr. Zhou has joined the Jiangsu Provincial Planning Economy Committee since 1985 and then director; he was 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 Holdings 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 deputy general manager, deputy secretary of the Communist Party Commission, general manager and secretary of the Communist Party Commission of Yangzhou Motoring Corporation since 1985. He became deputy head of the Communications 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 Communications Holdings. Mr. Zhang has extensive experience in financial and transport management.

Ms. Ma Ning, born in 1956, tertiary educated, accountant, is a supervisor of the Company. She is currently deputy manager of the Finance Department of Huajian Centre. Ms. Ma had been an accountant in the finance department of the Ministry of Communications since 1975 and an accountant of China Association of Navigation since January 1990. She has been working for Huajian Centre since June 1994 and is now deputy manager of the Planning and Finance Department.

Mr. Wu Yu Jun, born in 1963, university graduate with two bachelor's degrees, senior engineer, is a 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 highway development and operations management of enterprises.

Ms. Shang Hong, born in 1963, university graduate and senior engineer, is a supervisor of the Company. Ms. Shang taught in the Civil Engineering Department of Nanjing Jinling Vocational University from July 1985 to May 1993. She was an engineer of the Engineering Department of Jiangsu Expressways Command Office from June 1993 to September 1996. She was deputy head of the Planning Division of the Manager Department of the Company in September 1996, head of the Planning Division of the Securities Department of the Company in May 2000 and deputy manager of the Investment Development Department of the Company. She has been the manager of the Investment Development Department since January 2004 until now.



Other Senior Management

Mr. Wu Zan Ping, born in 1964, university graduate, senior engineer, is deputy general manager of the Company. Mr. Wu joined the Company in August 1992. He was deputy director and director of the Jiangsu Expressways Command Office and 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, is 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.

Ms. Liu Wei, born in 1956, university graduate, senior accountant, is financial controller 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 was 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. Yao Yong Jia, born in 1964, with a master's degree, senior engineer, is secretary to the Board. Mr. Yao joined the Company in August 1992. He has been a section chief of the Communications Design and Planning Institute of Jiangsu Province, the Jiangsu Expressways Command Office and the Securities Department, as well as the director of the secretariat to the Board of the Company. Mr. Yao has extensive experience and he has been engaging in project management, investment analysis, financing and securities.

Ms. Lee Wai Fun, Betty, born in 1961, is secretary to the Board in Hong Kong. She obtained a professional diploma in company secretaryship and administration from the Hong Kong Polytechnic (presently the Hong Kong Polytechnic University) in 1983. She is a chartered secretary in Hong Kong. She is a member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.

Directors, Supervisors, Senior Management and Staff



(VII) Information on the Staff of the Company

As at 31st December 2005, the Company had 2,837 staff, including 333 administrative staff, 67 finance staff, 82 technical staff and 2,504 production staff. Staff with professional qualifications accounted for 10% of the total number, while staff graduated from universities and tertiary institutions accounted for 34% of the total number.

1. Staff salaries and fringe benefits policies

Staff salary

The Company employs its staff either through the signing of labour contract or service agreement. The aggregate staff remuneration shall be approved by the Board. The current remuneration system is one in which salaries are determined based on technical skills. Staff salaries are determined on the basis on the appraisals when renewing their employment contracts. During 2005, the aggregate salaries actually utilized by the Company amounted to RMB93,869,000.

As the end of 2005, the Company has reformed the current remuneration system. The salaries policy based on technical skills will be change to a position salaries system based on performance results. This system will be implemented in 2006.

Staff housing subsidies

Staff housing subsidies were provided by way of lump-sum payments. Housing subsidies in lump sums were paid to the staff who entered the Company before 30th November 1998 for a service term of at least five years and not yet offered staff quarters, and the staff with staff quarters area not up to the stipulated standards. The subsidies were directly charged to the current operating expenses. The Company paid RMB8,257,000 in staff housing subsidies in 2005.

Staff insurance scheme

The Company participates in the central retirement and pension fund scheme administrated by the State. The Company is required to make an annual contribution equivalent to 21% of employees' salaries and the proportion of individual employees' contribution was 8%. The Company has paid in full its required contributions to pension fund and in 2005, the total amount paid was RMB13,880,000, which was included in the operating expenses of the Company. The retirement fund administered by the State shall undertake the pension payment to the Company's retired employees.

The basic medical insurance scheme of the Company's staff was in accordance with the Implementation Opinion on Staff Medical Insurance Scheme Reforms promulgated by the Jiangsu Provincial Government. The payment ratio is capped at 9% of the total wages of the Company's staff. This expense was charged against operating expenses. Besides, the Company has purchased the labour injury insurance, unemployment insurance and pregnancy insurance policies for its staff pursuant to the State requirements. In order to enhance fringe benefits for staff, the Company took out a supplementary medical insurance and accident insurance policies for its staff from a commercial insurance company.

The Company paid RMB6,200,000 in the aggregate insurance expenses for its staff in 2005.



Corporate Annuity Scheme

A corporate annuity scheme has been implemented since 2005, designed for establishing a sound incentive mechanism within the Company so as to mobilize the enthusiasm of employees and improve their living standards after retirement. Both the Company and eligible incumbent employees will make a contribution to the scheme at a percentage mutually agreed upon. A special account and an annuity fund have been set up. The annual contributions by the Company represent 1/12 of the total amount of salaries approved in the previous year. Contributions by individual employees represent 10% of the contributions which the Company makes to those individual employees. In 2005, the Company's contributions to the annuity scheme for its employees totaled RMB6,147,000 which was charged as costs of the reporting period.

2. Staff education and training

The Company emphasises staff education and training. In order to improve the education and training system, the Company commenced a practical, pragmatic and effective training scheme with specific goals. Training topics include enhancing the integrative management level of management staff, enhancing staff position skills, continuing education for professional technical staff and work-related certificate courses for special skills. We aim at raising our staff's overall capabilities, enhancing team spirit and pursuing the long-term development goals. In 2005, various departments and divisions of the Company have organised a total of 14 training programmes on special topics, with 572 participants. Functional staff was trained with position skills by way of on-the-job training, technical skill competition, experience sharing and so forth. The production staff training ratio reached 100%.