

Directors, Supervisors, Senior Management and Staff

(1) Basic information of Directors, Supervisors and Senior Management

Name	Position	Sex	Age	Tenure
Guo Wensan	Chairman	Male	51	1 June 2004–31 May 2007
Xue Tongzu	Independent non-executive Director	Female	69	1 June 2004–31 May 2007
Ding Zhiming	Independent non-executive Director	Male	56	1 June 2004–31 May 2007
Kuang Bingwen	Independent non-executive Director	Male	69	1 June 2004–31 May 2007 ^{Note}
Li Shunan	Executive Director	Male	48	1 June 2004–31 May 2007
Yu Biao	Executive Director	Male	52	1 June 2004–31 May 2007
Guo Jingbin	Executive Director	Male	48	1 June 2004–31 May 2007
Ren Yong	Executive Director, General Manager	Male	43	18 May 2005–31 May 2007
Wang Jun	Chairman of Supervisory Committee	Male	49	18 May 2005–31 May 2007
Wang Yanmou	Supervisor	Male	74	1 June 2004–31 May 2007
Kang Huan	Supervisor	Male	43	1 June 2004–31 May 2007
Qi Shengli	Deputy General Manager	Male	41	1 June 2004–31 May 2007
He Chengfa	Deputy General Manager	Male	40	1 June 2004–31 May 2007
Wu Likang	Assistant to General Manager	Male	40	1 June 2004–31 May 2007
Wang Jianchao	Assistant to General Manager	Male	42	1 June 2004–31 May 2007
Wang Biao	Assistant to General Manager	Male	42	22 September 2005–31 May 2007
Wang Pengfei	Assistant to General Manager	Male	44	22 September 2005–31 May 2007
Zhang Mingjing	Secretary to the Board	Female	44	1 June 2004–31 May 2007
Chiu Pak Yue, Leo	Secretary to the Board (Hong Kong)	Male	42	1 June 2004–31 May 2007

Note: On 20 May 2005, Mr Kuang Bingwen, an independent non-executive director of the Company tendered his resignation as the independent non-executive director of the Company for health reasons. The Company made an announcement on 24 May 2005 on this matter. The resignation will become effective pending the appointment of a new independent non-executive director at the Company's general meeting to fill the vacancy.

Directors, Supervisors, Senior Management and Staff

The above-mentioned Directors, Supervisors and Senior Management did not hold or trade in the shares of the Company during the Reporting Period.

Directors, Supervisors or Senior Management who hold positions in Conch Holdings, the controlling shareholder, and other members:

Name	Position held in Conch Holdings and duration	Any remuneration and allowances received	Position held in other entities and duration	Any remuneration and allowances received
Guo Wensan	Chairman, General Manager (from January 1997 to the present)	No	Chairman of Haichuang (from November 2002 to the present)	No
Li Shunan	Vice Chairman, Deputy General Manager (from January 1997 to the present)	No	Director of Haichuang (from November 2002 to the present) Director (from May 2000 to the present) and Chairman (from October 2005 to the present) of Wuhu Conch Profiles and Science Co., Ltd ("Conch Profiles")	Yes, receiving salary from Conch Profiles

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Name	Position held in Conch Holdings and duration	Any remuneration and allowances received	Position held in other entities and duration	Any remuneration and allowance received
Yu Biao	Director, Deputy General Manager (from December 1998 to the present)	No	Director of Haichuang (from November 2002 to the present) Director of Conch Profiles (May 2000 to the present) Chairman of Anhui Chaodong Cement Holdings Company Limited ("Chaodong Cement") (from January 2004 to the present)	Yes, receiving salary from Chaodong Cement
Guo Jingbing	Director, Vice General Manager (from January 1997 to the present)	No	Director of Haichuang (from November 2002 to the present)	No
Ren Yong	Director (from December 2003 to the present)	No	-	No

Note: According to the requirements of the State-owned Assets Supervision and Management Committee of the People's Government, Anhui Province, the annual salaries of incumbent administration officers of Conch Holdings shall link with the overall performance of Conch Holdings.

Brief biography of Directors, Supervisors and Senior Management

Executive Directors

Mr Guo Wensan, senior engineer, Chairman of the Company. Mr Guo graduated from Shanghai Tongji University in 1978. He joined the Group in 1980 and has held various leadership positions. He has over 20 years of experience in corporate management and is a very experienced cement engineering expert. Mr Guo has received honors such as the “First of May” Labour Medal and the national construction materials exemplary award. He received the gold award for “contributions” from the People’s government of Anhui Province. Mr Guo is also the vice chairman of China Construction Materials Industry Association.

Mr Li Shunan, senior engineer, Executive Director of the Company. Mr Li graduated from the Anhui Construction Materials College in 1980 and joined the Group thereafter. Mr Li has held various leadership positions such as the plant director of Anhui Ningguo Cement Plant and vice general manager of the Company. He is very experienced in the engineering technology and production management of the cement industry.

Mr Yu Biao, senior engineer, Executive Director of the Company. Mr Yu graduated from the Anhui Construction Materials College in 1980 and joined the Group thereafter. Mr Yu has held various leadership positions such as the Vice General Manager of the Company. He has in-depth knowledge in the engineering technology of cement and has ample experience in the management of engineering projects. He was appointed as a member of the Education Committee for Cement Subdivision of the State Administration for Construction Materials in July 1999. Mr Yu is also the Vice Chairman of China Cement Association.

Mr Guo Jingbin, engineer, Executive Director of the Company. Mr Guo graduated from Shanghai Construction Materials College in 1980 and joined the Group thereafter. Mr Guo has held various leadership positions such as secretary to the Board and Vice General Manager. He has ample experience in capital markets.

Mr Ren Yong, engineer, Executive Director and General Manager of the Company. Mr Ren graduated from Shanghai Construction Materials College and participated in the professional training program in MBA provided by the State Economic and Trade Organization and the professional training program in MBA provided by the Business School of Stockholm University, Sweden in 1998. Mr Ren joined the Group in 1982 and has held various leadership positions such as vice plant director of the divisional plant of Ningguo Cement Plant, vice general manager of Anhui Tongling Conch Cement Company Limited and director of the sales division of the Company.

Independent Non-executive Directors

Mr Xue Tongzu, senior engineer at the professor level. She has been a non-executive director of the Company. Ms Xue was born in 1937. She graduated from China Mining University in July 1962. Ms Xue has ample experience in the construction materials industry of the PRC. She has worked with the State Construction Materials Department, State Construction Commission, State Administration for Construction Materials and China Construction Materials Corporation. She had also held the positions of secretary general of the State Construction Materials Investment Secretariat and general manager of China Construction Materials Industry and Construction Corporation. Since 1993, Ms Xue has been receiving special allowance from the government.

Mr Ding Zhiming, senior economist and senior international commerce expert. Mr Ding graduated from Beijing Economics and Trade University and has studied in Italy in international trades. Mr Ding has worked with the State Economics and Trade Department, the Chinese Consulate in Belgium, China Metallic Minerals Import and Export Corporation. He has also been the managing director of Hong Kong China Resources Metallic Minerals Company Limited.

Mr Kuang Bingwen, senior economist. Mr Kuang is experienced in financial management and economic issues. He held various positions such as director of corporate finance and deputy director of accounting department under the Anhui Finance Office, deputy director and director of Anhui Finance Office.

Supervisors

Mr Wang Jun, senior engineer, Chairman of the Supervisory Committee of the Company. Mr Wang graduated from Anhui University in 1982 and joined the Group thereafter. Mr Wang has held various positions such as director of quantitative automation department and personnel department of Anhui Ningguo Cement Plant and party secretary. Mr Wang is the incumbent Chairman of the Supervisory Committee of Conch Profiles.

Mr Wang Yanmou, Supervisor of the Company. Mr Wang graduated from China Dongnan University in 1956. He obtained an associate doctor's degree in the former Soviet Union in 1962 (it is the State's provision that an associate doctor's degree is equivalent to a doctor of philosophy degree of the USA). Mr Wang had been the dean of the China Construction Material Science Institute, director of the State Construction Materials Industry Bureau and China Silicates Institute. Since 1997, he has been a consultant of the expert committee of China International Engineering Consulting Company. He has also been appointed as a special consultant of China Investment Association and honorable chairman of China Construction Materials Industry Association. Mr Wang was a delegate of the Eighth CNPCC. Mr Wang had been appointed as an independent non-executive director of the first and second session of the Board. He is currently an independent non-executive director of Conch Profiles.

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Mr Kang Huan, Supervisor of the Company. Mr Kang is a holder of doctor's degree in law awarded by Austin Texas University of the USA. Mr Kang is a registered lawyer of the High Court of the New York State government of the USA. He is also a member of the Law Association of Great Britain. Mr Kang had been appointed as an independent non-executive director of the first and second session of the Board.

Senior Management

Mr Qi Shengli, economist, Deputy General Manager of the Company. Mr Qi graduated from Wuhan Industrial University. He joined the Group since 1989. He has held positions such as deputy director of personnel department of Anhui Ningguo Cement Plant and director of personnel department of the Company.

Mr He Chengfa, engineer, Deputy General Manager of the Company. Mr He graduated from Wuhan Industrial University. He joined the Group since 1990. He has held positions such as deputy chief mechanical engineer and plant director of Anhui Ningguo Cement Plant, director of equipment department.

Mr Wu Likang, engineer, Assistant to General Manager of the Company. Mr Wu graduated from Wuhan Industrial University. He joined the Group in 1986 and has held positions such as plant director of the divisional plant of Anhui Tongling Conch Cement Plant, assistant to plant director and deputy director of Anhui Ningguo Cement Company Limited, general manager of Jiande Conch Cement Company Limited and general manager of Anhui Cizhou Conch Cement Joint Stock Company Limited.

Mr Wang Jianchao, assistant economist, Assistant to General Manager of the Company. Mr Wang graduated from Huizhou Normal Professional School. He joined the Group in 1982 and has held positions such as deputy director of the import and export department of Conch Holdings, director of international department and director of supplies of the Company.

Mr Wang Biao, engineer, Assistant to General Manager of the Company. Mr Wang graduated from Huadong Metallurgy College. He joined the Group in 1985 and has held positions such as director of quantitative automation department, deputy director of development department of Conch Holdings, deputy director of equipment department of Conch Holdings and head of automation institute of Conch Holdings.

Mr Wang Pengfei, Assistant to General Manager of the Company. Mr Wang graduated from the State Construction Materials Technical School. He joined the Group in 1984 and has held positions such as assistant to plant director and deputy plant director of Anhui Ningguo Cement Plant.

Directors, Supervisors, Senior Management and Staff

Company Secretaries

Ms Zhang Mingjing, she graduated from Anhui Normal University in July 1988. Ms Zhang joined the Group in November 1987 and has held the positions of director of external economic and trade department and deputy director of development department of Anhui Ningguo Cement Plant.

Mr Chiu Pak Yue, Leo, Hong Kong practicing solicitor. He graduated from the Hong Kong University. He is a partner of Chiu & Partners, Solicitors. He is also a member of the securities laws committee of the Law Society of Hong Kong. Mr Chiu has handled a large number of financial and commercial law matters of Hong Kong and multinational companies, including listing, merger and acquisitions, privatization, issue of European bonds and derivatives and group restructuring.

(2) Appointment or dismissal of directors, supervisors and senior management during the Reporting Period

During the Reporting Period, the following adjustments for members of the second session of the Board of Directors and Supervisory Committee had been made for the needs of the Company: Mr Ren Yong was elected as an Executive Director of the third session of the Board of Directors and Mr Zhu Dejin ceased to be a Director of the Company; Mr Wang Jun was elected as a Supervisor of the third session of the Supervisory Committee and Mr Ji Yingqin ceased to be a Supervisor of the Company. Adjustments in respect of these Directors and Supervisors had been approved by the annual general meeting of the Company for 2004 held on 18 May 2005.

The fourth meeting of the third session of the Supervisory Committee held on 19 May 2005 had agreed to the election of Mr Wang Jun as the Chairman of the Supervisory Committee.

On 20 May 2005, Mr Kuang Bingwen, an Independent Non-executive Director of the Company tendered his resignation as the Independent Non-executive Director of the Company for health reasons. The resignation will become effective pending the appointment of a new independent non-executive director at the Company's general meeting to fill the vacancy. The related announcement was published on 24 May 2005 in Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and China Daily.

During the Reporting Period, the fourth meeting of the third session of the Board of Directors held on 22 March 2005, the Board agreed that Mr Sun Yidong should cease to be the Deputy General Manager of the Company.

On 22 September 2005, the Board agreed to appoint Mr Wang Pengfei and Mr Wang Biao as Assistants to the General Manager.

Directors, Supervisors, Senior Management and Staff

(3) Interest in share capital and contracts and service contracts of directors and supervisors

For details of the term of service contracts entered into by the Company and the Executive Directors and Supervisors, please see the aforesaid “(1) Basic information of Directors, Supervisors and Senior Management”.

None of the directors or supervisors had any material interest in any contract of the Company or its subsidiaries.

(4) Interests of directors, supervisors and senior management

None of the directors, supervisors and their spouse and children under the age of 18 has any shares, debenture or other interest in the Company and associated corporation as defined in the SFO. Such shares or interests shall be recorded in the register for members of the Company required to be maintained and prepared pursuant to section 352 of the SFO.

(5) Remuneration of directors, supervisors and senior management for the year

1. Receiving of annual emoluments from the Company by Directors and Supervisors:

(Unit: RMB'000)

Name	Position	Basic salary and allowance	Bonus	Pension	Total
Guo Wensan	Chairman	69.68	94.46	5.38	169.52
Ren Yong	Executive Director and General Manager	57.63	57.27	5.32	120.22
Guo Jingbin	Executive Director	70.12	44.78	5.38	120.28
Wang Jun	Chairman of Supervisory Committee	63.05	51.85	5.38	120.28
Total					530.30

Note: The bonuses for the year 2005 for the aforesaid directors and supervisors have not yet been realized. The amounts are projected figures with reference to the document WGKH[2005]152 issued by the State-owned Asset Administration Committee of Anhui Province; the annual emoluments represent amounts before taxation.

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2. Receiving of annual emoluments from the Company by senior management

(Unit: RMB'000)

Name	Position	Total of annual emoluments
Qi Shengli	Deputy General Manager	427.77
He Chengfa	Deputy General Manager	406.60
Wu Likang	Assistant to General Manager	452.76
Wang Jianchao	Assistant to General Manager	385.10
Wang Biao	Assistant to General Manager	416.69
Wang Pengfei	Assistant to General Manager	452.51
Zhang Mingjing	Secretary to the Board	292.55
Total		2,833.98

Note: The emoluments of directors, supervisors and senior management were amounts before taxation.

During the Reporting Period, independent non-executive directors and supervisors did not receive emoluments from the Company. Directors Mr Li Shunan and Mr Yu Biao did not receive their emoluments from the Company, neither did they demand any payment of emoluments by the Company during the Reporting Period.

3. Decision making and basis of determination

The remuneration of directors and supervisors of the Company shall be determined in accordance with the performance of the Company and be approved by the general meeting of shareholders; remuneration of the senior management of the Company shall be payable monthly based on the production operations and daily management, and their annual remuneration shall be realized in accordance with the annual targets and indicators of results as well as their appraisal.

(6) Highest paid individuals

During the Reporting Period, the five highest paid individuals are directors and senior management of the Company. Please see Note 27(b) to the financial statements and the aforesaid “(5) Remuneration of directors, supervisors and senior management for the year” for details of their emoluments. These financial statements have been prepared in accordance with the IAS.

(7) Employees, remuneration and training

As at 31 December 2005, the Group employed 14,677 employees, of which 10,369 were production staff, 499 were sales staff, 2,812 were technical staff, 341 were finance staff, 590 were administration staff; 4,634 of them have received higher education up to tertiary level, of which 3,776 have received tertiary level education or above.

The aggregate remuneration of the Group for the year amounted to RMB274.44 million, and the Company was not required for any commitment to expenses of resignation or retirement.

(8) Pension insurance

Details of the pension insurance are set out in Note 3 to the financial statements prepared in accordance with IAS. Pension charged to the income and loss statement for the year ended 31 December 2005 amounted to RMB20,653,000.

(9) Staff housing

The Group has no staff housing, nor has it provided any plan for staff housing. Both the Group and its staff have to contribute to the government at the rate of a certain percentage of the staff salaries as housing welfare fund. Other than this, the Group has no other liabilities. For the year 2005, the housing welfare fund paid by the Group amounted to an aggregate of approximately RMB6,640,400.