

## Directors, Supervisors, Senior Management and Staff



The third session of the Board, Supervisory Committee and senior management

### (1) Basic information of Directors, supervisors (“Supervisors”) and senior management

Name	Position	Sex	Age	Tenure
Guo Wensan	Chairman	Male	52	1 June 2004 – 31 May 2007
Xue Tongzu	Independent non-executive Director	Female	70	1 June 2004 – 31 May 2007
Ding Zhiming	Independent non-executive Director	Male	57	1 June 2004 – 31 May 2007
Chan Yuk Tong	Independent non-executive Director	Male	44	17 June 2006 – 31 May 2007
Li Shunan	Executive Director	Male	49	1 June 2004 – 31 May 2007
Yu Biao	Executive Director	Male	53	1 June 2004 – 31 May 2007
Guo Jingbin	Executive Director	Male	49	1 June 2004 – 31 May 2007
Ren Yong	Executive Director, General Manager	Male	44	18 May 2005 – 31 May 2007
Wang Jun	Chairman of Supervisory Committee	Male	50	18 May 2005 – 31 May 2007
Wang Yanmou	Supervisor	Male	75	1 June 2004 – 31 May 2007
Kang Huan	Supervisor	Male	44	1 June 2004 – 31 May 2007
Qi Shengli	Deputy General Manager	Male	42	1 June 2004 – 31 May 2007
He Chengfa	Deputy General Manager	Male	41	1 June 2004 – 31 May 2007
Wang Pengfei	Assistant to General Manager	Male	45	22 September 2005 – 31 May 2007
Wu Likang	Assistant to General Manager	Male	41	1 June 2004 – 12 April 2007(note)
Wang Jianchao	Assistant to General Manager	Male	43	1 June 2004 – 31 May 2007
Wang Biao	Assistant to General Manager	Male	43	22 September 2005 – 12 April 2007(note)
Zhang Mingjing	Secretary to the Board (Company Secretary)	Female	45	1 June 2004 – 31 May 2007
Chiu Pak Yue, Leo	Company Secretary (Hong Kong)	Male	43	1 June 2004 – 31 May 2007

Note: Upon approval by the eleventh meeting of the third session of the Board held on 12 April 2007, Mr Wu Likang and Mr Wang Biao no longer held the position of Assistant to General Manager of the Company.

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, Senior Management and Staff

Directors, Supervisors and senior management who hold positions in Conch Holdings, the controlling shareholder of the Company are as follows:

<b>Name</b>	<b>Position held in Conch Holdings and duration of appointment</b>	<b>Any remuneration and allowances received from Conch Holdings</b>	<b>Position held in other companies and duration of appointment</b>	<b>Any remuneration and allowances received from other companies</b>
Guo Wensan	Chairman, General Manager (from January 1997 to present)	No	Chairman of Conch Venture (from November 2002 to July 2006)	No
Li Shunan	Vice Chairman, deputy general manager (from January 1997 to present)	No	Director of Conch Venture (from November 2002 to July 2006)  Director (from May 2000 to present) and chairman (from October 2005 to present) of Conch Profiles	Yes, from Conch Profiles
Yu Biao	Director, deputy general manager (from December 1998 to present)	No	Director of Conch Venture (from November 2002 to July 2006)  Director of Conch Profiles (from May 2000 to present)  Chairman of Anhui Chaodong Cement Holdings Company Limited ("Chaodong Group") (from January 2004 to present)	Yes, from Chaodong Group

## Directors, Supervisors, Senior Management and Staff

Name	Position held in Conch Holdings and duration of appointment	Any remuneration and allowances received from Conch Holdings	Position held in other companies and duration of appointment	Any remuneration and allowances received from other companies
Guo Jingbing	Director, deputy general manager (from January 1997 to present)	No	Director of Conch Venture (from November 2002 to July 2006)	No
Ren Yong	Director (from December 2003 to present)	No	—	No
Wang Jun	—	No	Director of Conch Venture (from August 2006 to present)  Chairman of supervisory committee of Conch Profiles (from May 2000 to present)	No

Note: According to the requirements of the State-owned Assets Supervision and Administration Commission of Anhui Province, the annual remuneration of the current senior management in Conch Holdings is commensurate with the overall operating results of Conch Holdings.

## Directors, Supervisors, Senior Management and Staff

### **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 the second prize for the “National Science and Technology Progress Award” from the State Council of the PRC for key new dry-process cement production technology and equipment development and engineering application project. 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 president of China Construction Material Industry Association and an expert of the expert committee of China International Engineering Consulting Company.

**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 deputy 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 deputy 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 former State Administration for Construction Materials. Mr Yu is also the vice chairman of China Cement Association.

**Guo Jingbin**, engineer, executive Director of the Company. Mr Guo graduated from Shanghai Construction Materials College and joined the Group thereafter. Mr Guo has held various leadership positions such as secretary to the Board and deputy general manager. He has ample experience in capital markets.

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**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 plant director of the divisional plant of Ningguo Cement Plant, deputy general manager of Tongling Conch and director of the sales division of the Company.

### ***Independent Non-executive Directors***

**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 and China Metallic Minerals Import and Export Corporation. He has also been the managing director of Hong Kong China Resources Metallic Minerals Company Limited.

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**Mr Chan Yuk Tong**, a practicing fellow member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia. Mr Chan graduated from the University of Newcastle in Australia with a bachelor's degree in commerce. He has also obtained master's degree in business administration from the Chinese University of Hong Kong. Mr Chan had worked for the G2000 Group, Tak Sing Alliance Holdings Limited and Ernst & Young, and has over 20 years of experience in finance management. Mr. Chan is also a director of several companies listed on the Stock Exchange, namely Vitop Bioenergy Holdings Limited, Daisho Microline Holdings Limited, Kam Hing International Holdings Limited, Carico Holdings Limited and World Trade Bun Kee Limited, and a director of six private companies in Hong Kong, including Cachet Certified Public Accountants Limited.

### **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 and party secretary of Anhui Ningguo Cement Plant.

**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. Mr Wang was the president of China Building Material Academy, director of the State Construction Material 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 was appointed as an independent non-executive director of the first and second sessions of the Board. He is currently an independent non-executive director of Conch Profiles.

**Mr Kang Huan**, Supervisor of the Company. Mr Kang is a holder of doctoral degree in law awarded by The University of Texas at Austin, 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 was appointed as an independent non-executive director of the first and second sessions of the Board.

## Directors, Supervisors, Senior Management and Staff

### **Senior Management**

**Mr Qi Shengli**, economist, deputy general manager of the Company. Mr Qi graduated from Wuhan Industrial University. He joined the Group in 1998. 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 in 1990. He has held positions such as deputy chief mechanical engineer of Anhui Ningguo Cement Plant and director of equipment department of the Company.

**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 various positions such as the vice plant director of Anhui Ningguo Cement Plant. Mr Wang Pengfei is now the chairman of Digang Conch, Zongyang Conch, Anhui Huaining Conch Cement Company Limited (“Huaining Conch”), Wuhu Conch Cement Company Limited (“Wuhu Conch”) and Shuangfeng Conch Cement Company Limited (“Shuangfeng Conch”).

**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 Tongling Conch, assistant to plant director and deputy director of Anhui Ningguo Cement Plant, general manager of Jiande Conch Cement Company Limited and general manager of Chizhou Conch.

**Mr Wang Jianchao**, assistant economist, assistant to general manager of the Company. Mr Wang graduated from Huangshan University. 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 business department and director of supplies department 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 of Anhui Ningguo Cement Plant, deputy director of development department of Conch Holdings, deputy director of equipment department of Conch Holdings and head of automation institute of Conch Holdings.

## Directors, Supervisors, Senior Management and Staff

### **Secretaries to the Board (Company Secretary)**

**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. She is now the general manager of Shanghai Conch Cement Sales Company Limited.

**Mr Chiu Pak Yue, Leo**, Hong Kong practicing solicitor. He graduated from the University of Hong Kong. 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 termination of Directors, Supervisors and senior management during the Reporting Period**

On 25 April 2006, the eighth meeting of the third session of the Board agreed to appoint Mr Lee Kwok Ming as the senior finance manager (cum Hong Kong accountant) of the Company. His term of office is from 1 May 2006 to 30 April 2007.

On 25 April 2006, the eighth meeting of the third session of the Board agreed to nominate Mr Chan Yuk Tong as a candidate of independent non-executive director, which was considered and approved by the annual general meeting for 2005 held on 16 June 2006. The term of office of Mr Chan Yuk Tong is the same as other members of the Board of the third session.

The tenure of Mr Kuang Bingwen, the former independent non-executive director expired on 16 June 2006 and Mr Kuang Bingwen no longer held the position of independent non-executive director of the Company.

### **(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 respective executive Directors and Supervisors, please see the aforesaid “(1) Basic information of Directors, Supervisors and senior management”.

During the Reporting Period, none of the Directors or Supervisors had any material interest in any contract entered into with the Company or its subsidiaries.



## Directors, Supervisors, Senior Management and Staff

### (4) Interests of Directors, Supervisors and senior management

None of the Directors, Supervisors of the Company and their respective spouses and children under the age of 18 has any shares, debentures or other interests in the Company and its associated corporation as defined in the SFO, nor had they been granted any rights to subscribe for shares or debentures of the Company or its associated corporation as defined in the SFO. Such shares or interests shall be recorded in the register required to be kept and prepared by the Company under Section 352 of the SFO.

### (5) Remuneration of Directors, Supervisors and senior management for the year

#### 1. Information on the annual remunerations received by Directors and Supervisors from the Company:

(Unit: RMB'000)

Name	Position	Basic salary and allowance	Bonus	Pension	Total
Guo Wensan	Chairman	69.68	370.62	6.90	447.20
Guo Jingbin	Executive director	70.12	164.76	6.90	241.78
Ren Yong	Executive Director and General Manager	57.63	244.36	6.90	308.89
Wang Jun	Chairman of supervisory committee	63.05	162.30	6.90	232.25
<b>Total</b>					<b>1,230.12</b>

Note: The bonuses for the aforesaid Directors and Supervisors have not yet been paid. The relevant amounts are projected figures with reference to the document Wan Guo Zi Kao He, [2005] No. 152 issued by the State-owned Assets Supervision and Administration Commission of Anhui Province; the annual remuneration of Directors and Supervisors represent amounts before taxation.

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### 2. Information on the annual remuneration received by senior management from the Company

(Unit: RMB'000)

Name	Position	Total annual remuneration
Qi Shengli	Deputy general manager	557.78
He Chengfa	Deputy general manager	560.76
Wang Pengfei	Assistant to general manager	568.54
Wu Likang	Assistant to general manager	478.36
Wang Jianchao	Assistant to general manager	483.74
Wang Biao	Assistant to general manager	465.43
Zhang Mingjing	Secretary to the Board	480.17
	<b>Total</b>	<b>3,594.78</b>

Note: The remunerations of the above-mentioned senior management were amounts before taxation.

During the Reporting Period, the Company's independent non-executive Directors namely Ms Xue Tongzu, Mr Ding Zhiming, Mr Chan Yuk Tong, and Supervisors namely Mr Wang Yanmou, Mr Kang Huan did not receive remunerations from the Company. Mr Li Shunan and Mr Yu Biao, executive Directors of the Company did not receive their remunerations from the Company, neither will they demand any payment of remunerations by the Company for the Reporting Period.

### 3. Decision making and basis of determination of remunerations

The Remuneration and Nomination Committee of the Board shall determine the remuneration policy of the executive Directors and senior management with reference to their terms of reference. The remuneration of the executive Directors and internal Supervisors shall be determined and paid in accordance with the services contracts of the Directors and Supervisors as considered and approved in the general meetings and the operation performance of the Company. The remuneration of senior management shall be determined and paid in accordance with the annual production and operation plan and budget as considered and approved by the Board, the accomplishment of daily management tasks and the standard of monthly remuneration and annual remuneration multiple as considered and approved by the Board.

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### (6) Highest paid individuals

During the Reporting Period, the five highest paid individuals of the Group are Directors and senior management of the Company. Please refer to Note 9 to the financial statements prepared in accordance with IFRS and the paragraph headed “(5) Remuneration of Directors, Supervisors and senior management for the year” under this section for details of their remunerations.

### (7) Employees’ remuneration

As at 31 December 2006, the Group employed 16,685 employees, of which 12,008 were production staff members, 565 were sales staff members, 3,109 were technical staff members, 294 were finance staff members, 643 were administrative and management staff members; 4,799 of them have received high level of education, of which 3,634 have received tertiary level education or above.

The aggregate remuneration of the Group for the year ended 31 December 2006 amounted to RMB314.1104 million, and the Company was not required to pay any expenses of resignation or retirement of staff members.

### (8) Pension insurance

Details of the pension insurance are set out in Note 6(b) to the financial statements prepared in accordance with IFRS. Pension booked in the income statement of the Group for the year ended 31 December 2006 amounted to RMB28.51 million.

### (9) Staff housing

The Group has no staff housing, nor has it had any plan for provision of staff housing. Both the Group and its staff have to contribute to the government at the rate of a certain percentage of the staff remunerations as housing welfare fund. Other than this, the Group has no other responsibilities. For the year ended 31 December 2006, the housing welfare fund paid by the Group amounted to an aggregate of approximately RMB12.85 million.