

董事、監事和高級管理人員 Directors, Supervisors and Senior Management

(一) 董事、監事、高級管理人員情況 (I) Situation regarding Directors, Supervisors and senior management

| | | | | | | | | | | 單位：股 幣種：人民幣 Unit: Shares Currency: RMB |
|----------------------|---|--------------|-----------|--|------------------------------------|--|---|-------------------------------------|--|---|
| | | | | | | | | | | 本報告期內 從本公司領取的報酬 總額（人民幣萬元）稅後 Total remuneration after tax received from the Company during the period (RMB10,000) |
| 姓名 Name | 職務 Position | 性別 Gender | 年齡 Age | 任期 起始日期 Commencement of employment | 任期 終止日期 End of employment | 年初持股數 Shareholding at beginning of year | 年末持股數 Shareholding at end of year | 股份增減數 Increment/ reduction | 變動原因 Reason for changes | |
| 馬白玉 Ma Baiyu | 董事長 Chairman | 女 F | 45 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 12.83 |
| 顧啟峰 Gu Qifeng | 副董事長及總經理 Vice Chairman and general manager | 男 M | 41 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 27.4 |
| 安品東 An Pindong | 董事 Director | 男 M | 39 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 8.83 |
| 王占英 Wang Chanying | 董事 Director | 男 M | 52 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 5,000股 內資股 Domestic Shares | 6,850股 內資股 Domestic Shares | 1,850股 內資股 Domestic Shares | 股改送股 Bonus Shares of Share Segregation Reform | 8.83 |
| 譚兆甫 Tan Zhaofu | 董事 Director | 男 M | 52 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 8.83 |
| 付亞娜 Fu Yana | 董事、副總經理 及董事會秘書 Director, deputy general manager and Board secretary | 女 F | 36 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 22.78 |
| 高寶明 Ko Poming | 獨立非執行董事 Independent Non-executive Director | 男 M | 49 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 17.68 |
| 高宗澤 Gao Zongze | 獨立非執行董事 Independent Non-executive Director | 男 M | 68 | 2006年 12月19日 19-12-2006 | 2008年 4月15日 15-4-2008 | 0 | 0 | 0 | | 16.91 |
| 王翔飛 Wang Xiangfei | 獨立非執行董事 Independent Non-executive Director | 男 M | 56 | 2006年 12月19日 19-12-2006 | 2008年 4月15日 15-4-2008 | 0 | 0 | 0 | | 17.68 |
| 張文輝 Zhang Wenhui | 監事會主席 Chairman of Supervisory Committee | 男 M | 52 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 8.83 |

董事、監事和高級管理人員 Directors, Supervisors and Senior Management

| 姓名 Name | 職務 Position | 性別 Gender | 年齡 Age | 任期 起始日期 Term Start Date | 任期 終止日期 Term Until | 年初持股數 | | | 變動原因 Reason for changes | 本報告期內 從本公司領取的報酬 總額 (人民幣萬元) 稅後 Total remuneration after tax received from the Company during the period (RMB10,000) |
|-----------------------|-----------------------------------|--------------|-----------|----------------------------------|-------------------------------|--|--|----------------------------------|---|---|
| | | | | | | Shareholding at beginning of year | 年末持股數 Shareholding at end of year | 股份增減數 Increment/ reduction | | |
| 張明起 Zhang Mingqi | 監事 Supervisor | 男 M | 50 | 2004年 9月19日 19-9-2004 | 2007年 9月18日 18-9-2007 | 0 | 0 | 0 | | 9.6 |
| 聶有壯 Nie Youzhuang | 監事 Supervisor | 男 M | 38 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 700股 內資股 700 Domestic Shares | 959股 內資股 959 Domestic Shares | 259股 內資股 259 | 股改送股 Domestic Shares Bonus Shares of Share Segregation Reform | 10.44 |
| 徐志勇 Xu Zhiyong | 監事 Supervisor | 男 M | 36 | 2005年 10月16日 16-10-2005 | 2008年 10月15日 15-10-2008 | 0 | 0 | 0 | | 9.52 |
| 王豔敏 Wang Yanmin | 監事 Supervisor | 女 F | 41 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 9.83 |
| 張寶祥 Zhang Baoxiang | 監事 Supervisor | 男 M | 44 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 11.63 |
| 羅連芳 Luo Lianfang | 副總經理 Deputy general manager | 男 M | 59 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 17.18 |
| 林文波 Lin Wenbo | 副總經理 Deputy general manager | 男 M | 50 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 18.04 |
| 朱雁伯 Zhu Yanbo | 副總經理 Deputy general manager | 男 M | 59 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 17.17 |
| 劉文亞 Liu Wenya | 副總經理 Deputy general manager | 男 M | 49 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 29.61 |
| 鄧彪 Deng Biao | 總工程師 Chief engineer | 男 M | 41 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 15.87 |

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| 姓名 Name | 職務 Position | 性別 Gender | 年齡 Age | 任期 起始日期 Term | 任期 終止日期 Until | 年初持股數 | | | 變動原因 Reason for changes | 本報告期內 從本公司領取的報酬 總額 (人民幣萬元) 稅後 |
|----------------------|--|--------------|-----------|-------------------------------|-------------------------------|---|---|----------------------------------|-------------------------------|--|
| | | | | | | Shareholding at beginning of year | 年末持股數 Shareholding at end of year | 股份增減數 Increment/ reduction | | Total remuneration after tax received from the Company during the period (RMB10,000) |
| 陳銀杏 Chen Yinxing | 總會計師 Chief accountant | 女 F | 33 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 15.15 |
| 常小蘭 Chang Xiaolan | 總經濟師 Chief economist | 女 F | 39 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 15.1 |
| 郭輝 Guo Hui | 副總經理 Deputy general manager | 男 M | 33 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 14.86 |
| 賈亮 Jia Liang | 副總經理 Deputy general manager | 男 M | 42 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 4.5 |
| 關文輝 Kwan Man Fai | 董事會秘書 (香港) Board secretary (Hong Kong) | 男 M | 38 | 2006年 12月19日 19-12-2006 | 2009年 12月18日 18-12-2009 | 0 | 0 | 0 | | 2 萬美元 |
| 合計 Total | / | / | / | / | / | 5,700 股 內資股 | 7,809 股 內資股 | 2,109 股 內資股 | / | 364.55 |

本公司董事、監事及最高行政人員於本公司或其相聯法團股份、相關股份及債券中的權益及／或淡倉

於2006年12月31日，公司董事、監事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債務證券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益（包括證券及期貨條例被當作或視為擁有的權益及淡倉），或須根據證券及期貨條例第352條記錄於該條例所指的登記冊中的權益，或須根據上市規則有關《上市公司董事進行證券交易的標準守則》知會本公司及聯交所的任何權益及淡倉如下：

Directors', Supervisors' and the Company's chief executives' interests and/or short positions in the shares, underlying shares and debentures of the Company or its associated corporations

As at 31st December 2006, the interests and/or short positions of the Directors, Supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or otherwise, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Hong Kong Stock Exchange were as follows:

| 姓名 Name | 本公司／ 相聯法團名稱 The Company/ name of associated corporations | 身份 Capacity | 證券數目 及類別 Number and class of securities (Note) (附註) | 於本公司／ 相聯法團 已發行總股本中的 概約百分比 Approximate percentage in the total issued share capital of the Company/ associated corporations |
|--------------------------|---|------------------------------|--|--|
| Director 董事 | | | | |
| 王占英 Wang Zhanying | 本公司 The Company | 實益擁有人 Beneficial owner | 6,850 股內資股 (無限售條件流通股) (好倉) 6,850 domestic Shares (non-restricted circulating Shares) (L) | 0.00051 |
| Supervisor 監事 | | | | |
| 聶有壯 Nie Youzhuang | 本公司 The Company | 實益擁有人 Beneficial owner | 959 股內資股 (無限售條件流通股) (好倉) 959 domestic Shares (non-restricted circulating Shares) (L) | 0.00007 |

附註：字母「好倉」為指於本公司或其相聯法團股份，相關股份及債務證券中的好倉。

Note: The letter "L" represents the person's long positions in the shares, underlying shares and debentures of the Company or its associated corporations.

於2006年12月31日，本公司的董事、監事或最高行政人員或彼等的配偶或18歲以下的子女概無獲授或曾行使任何權利，認購本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股本或債務證券。

除披露者外，於2006年12月31日，本公司董事、監事或最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債務證券中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的任何權益或淡倉，或須根據證券及期貨條例第352條記錄於該條例所指之登記冊中之權益，或須根據上市規則有關《上市公司董事進行證券交易之標準守則》知會本公司及聯交所之任何權益或淡倉。

董事、監事、高級管理人員最近5年的主要工作經歷：

(1) 馬白玉，現任本公司董事長，1996年至1998年，任天津市政局外事外經處副處長，同時兼任天津公路建設發展公司總經濟師職務，1998年至2001年12月任市政投資總經理，2003年8月開始任天津市市政總公司總經濟師，2003年12月開始任市政投資董事長。馬白玉女士於城市市政建設管理方面擁有超過20年的豐富經驗。馬白玉女士自2000年12月20日起任本公司董事長。

As at 31st December 2006, none of the Directors, supervisors or chief executives of the Company or their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any equity or debt securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, none of the Directors, Supervisors or chief executives of the Company, who, as at 31st December 2006, had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or otherwise, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Hong Kong Stock Exchange.

Major working experience of Directors, Supervisors, senior management in the recent five years:

(1) Ma Baiyu, is the Chairman of the Company. From 1996 to 1998, she was the deputy director of the Foreign Economic Division of Urban Construction Bureau, at the same time was also the chief economist of Tianjin Road Construction Development Company Limited. From 1998 to December, 2001, Ms. Ma worked as the general manager in TMICL. In August, 2003, she was appointed as the chief economist of Tianjin Municipal Corporation. From December 2003, she was the chairman of TMICL. Ms. Ma has over twenty years experience in the urban construction and management. Ms. Ma is the Chairman of the Company since 20 December, 2000.

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- (2) 顧啟峰，現任本公司副董事長、總經理，1997年任天津市政三公司副總工程師，1998年至2000年12月擔任市政投資副總工程師、總工程師。顧先生2000年12月任本公司總工程師，於2002年後開始兼任本公司副總經理，2003年2月辭去本公司總工程師職務，2003年7月任本公司常務副總經理，自2003年12月開始任本公司總經理。顧先生從2000年12月起任本公司董事。2006年12月19日起任本公司副董事長。
- (2) Gu Qifeng, is the vice Chairman and general manager of the Company. He was the deputy chief engineer of Tianjin No.3 Municipal Services Company in 1997, and was the deputy chief engineer and chief engineer of TMICL from 1998 to December, 2000. In December 2000, Mr. Gu worked as the chief engineer of the Company, and from 2002, he was also the deputy general manager of the Company. In February 2003, he resigned from his office as the chief engineer, and was the executive deputy general manager of the Company from July 2003. He was the general manager of the Company since December 2003 and is the Director of the Company since December 2000. He has been the vice Chairman of the Company from 19 December 2006.
- (3) 安品東，現任本公司董事，1997年至1999年12月任天津市政交通發展公司的財務部經理。1999年至2000年12月任市政投資助理總會計師。安先生從2000年12月開始任本公司總會計師，2005年2月辭去本公司總會計師職務。2003年12月開始任市政投資總經理。安先生自2000年12月起任本公司董事。
- (3) An Pindong, is the Director of the Company. From 1997 to December 1999, Mr. An was the manager of the financial department of Tianjin Jin Zheng Transport Development Company. From 1999 to December 2000, Mr. An worked as the assistant chief accountant in TMICL. From December 2000, he was the chief accountant of the Company. In February 2005, he resigned from the position as the Company's chief accountant. From December 2003, he was the general manager of TMICL. Mr. An was appointed the Director of the Company since December 2000.
- (4) 王占英，現任本公司董事，自工作以來，歷任天津市第四市政工程公司財務科會計，天津市引灤入津指揮部會計，天津市市政總公司財務部會計、部長、天津市公路建設發展公司總會計師。2002年10月任本公司監事，於2003年10月辭去監事職務。王先生自2003年12月起任本公司董事。
- (4) Wang Zhanying, is a Director of the Company. He had been the accountant at the finance division of Tianjin No. 4 Urban Construction Bureau, the accountant of the command division for project on diverting water from Luan River to Tianjin, the accountant and head of the finance department of Tianjin Municipal Corporation as well as the chief accountant of Tianjin Highway Construction and Development Company. In October 2002, he worked as the Supervisor of the Company, and in October 2003, he resigned from the position as the Supervisor. Mr. Wang has been the Director of the Company since December 2003.

- (5) 譚兆甫，現任本公司董事，自1975年畢業並加盟天津市排水管理處至今，譚先生曾先後在天津市排管處財務科及其下屬單位從事財務管理工作。譚先生擔任排水管理處財務副主管期間，組織完成了排管處資產管理及改革調整工作，成功組建了天津市排水公司並先後擔任本公司總會計師和總經理職務。譚先生在城市基礎設施建設、管理、融資等方面的工作經驗超過25年。譚先生自2003年12月起任本公司董事。
- (6) 付亞娜，現任本公司董事、副總經理、董事會秘書，付女士自大學畢業後加盟天津市排水管理處，1998年8月至2000年12月在市政投資任綜合辦公室副主任、主任。付女士從2000年12月開始任本公司董事會秘書，自2003年12月起任本公司董事，副總經理。
- (7) 高寶明，現任本公司獨立非執行董事，高先生於1982年畢業於香港中文大學並獲得工商管理學士學位。高先生曾任南京熊貓電子股份有限公司、上海大眾交通(集團)有限公司及菱控電子商業有限公司的獨立非執行董事，現任金鷹基金管理有限公司的獨立非執行董事。此外，高先生亦被委任為香港聯交所主板及創業板之上市委員會委員。高先生自2003年12月起任本公司獨立非執行董事。
- (5) Tan Zhaofu, is the Director of the Company. Mr. Tan joined Tianjin Sewage Management Division since graduation in 1975. He has been in charge of financial management of Tianjin Sewage Company and its subsidiaries. During the period when he was the deputy head of the financial department of Tianjin Sewage Management Division, he organized and completed the management and reforms of the Tianjin Sewage Management Division, and successfully organized the Tianjin Sewage Company, and has been the chief accountant and general manager of the company. Mr. Tan has more than twenty-five years of experience in the construction, management and financing of urban infrastructure facilities. Mr. Tan has been a Director of the Company since December 2003.
- (6) Fu Yana, is the Director, deputy general manager and secretary of the Board of the Company. Ms. Fu joined Tianjin Sewage Management Division after graduation. From August 1998 to December 2000, she has been the deputy head and head of the General Office of TMICL, and has been the secretary of the Board since December 2000. She has been the Director and the deputy general manager of the Company since December 2003.
- (7) Ko Poming, is the independent non-executive Director of the Company. Mr. Ko graduated from the Chinese University of Hong Kong with a bachelor degree in business administration. Mr. Ko has been the independent non-executive directors of Nanjing Panda Electronics Co., Ltd., Shanghai Dazhong Transportation (Group) Co., Ltd. and iMerchants Limited, and is currently an independent non-executive director of Jin Ying Asset Management Co.. In addition, Mr. Ko has been appointed as member of the Main Board and Growth Enterprise Market Listing Committee of the HK Stock Exchange. Mr. Ko has been appointed as the independent non-executive Director of the Company since December 2003.

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- (8) 高宗澤，現任本公司獨立非執行董事，高先生 1998 年至 2001 年 11 月任中國法律服務（香港）公司董事長兼總經理，2001 年 12 月至 2004 年 7 月任北京孚晟律師事務所律師，2004 年 8 月至今任金杜律師事務所律師。高先生長期從事法律業務，精通海商法、國際貿易法、證券法律，曾擔任中國人民銀行總行、華能國際電力股份有限公司、中國工商銀行總行、中國石化工業總公司等多家公司法律顧問。高先生自 2002 年 4 月開始擔任本公司獨立非執行董事。
- (8) Gao Zongze, is the independent non-executive Director of the Company. Since 1998 until November 2001, Mr. Gao was the chairman and general manager of China Legal Services (Hong Kong) Company. From December 2001 to July 2004, he served at Beijing Fusheng Law Firm as a solicitor. Since August 2004, he was a solicitor of Jindu Law Firm. Mr. Gao has years of experience in legal practice. He specializes in maritime law, international trade law and securities law. Mr. Gao was a general counsel with various companies such as the Central Office of the People's Bank of China, Huaneng Power International, Inc., Headquarters of the Industrial and Commercial Bank of China and China Petroleum Chemical Industrial Company. Mr. Gao was appointed as the independent non-executive Director of the Company since April 2002.
- (9) 王翔飛，現任本公司獨立非執行董事，王先生 1983 年就職光大集團，曾任香港中國光大集團有限公司董事助理總經理及其控股的多間上市公司的執行董事和一間上市公司的行政總裁以及光大集團資產處置委員會辦公室主任和中國光大投資管理公司董事。王先生在投資、管理、金融、會計和財務等方面具有豐富的經驗。王先生現兼任重慶鋼鐵股份有限公司獨立非執行董事及審核委員會主席、財訊傳媒集團有限公司獨立董事、深圳農村商業銀行獨立董事。王先生自 2002 年 4 月開始擔任本公司獨立非執行董事。
- (9) Wang Xiangfei, is an independent non-executive Director of the Company. Mr. Wang joined China Everbright Group in 1983, and worked as assistant managing director of China Everbright Group and executive director of various listed companies under its control, and as the CEO of a listed company, and a director of the office for the Assets Disposal Committee of the Everbright Group and a director of China Everbright Investment Management Company. Mr. Wang has extensive experience in investment, management, finance and accounting. Mr. Wang is also an independent non-executive director and chairman of the audit committee of Chongqing Iron & Steel Company Limited as well as independent director of SEEC Media Group Limited and Shenzhen Rural Commercial Bank. Mr. Wang has been appointed as the independent non-executive Director of the Company since April 2002.
- (10) 張文輝，現任本公司監事會主席，自 1980 年以來，張先生先後歷任天津市排水管理處四所副所長、天津市排水管理處副處長、處長、黨委書記及天津市市政工程局工會副主席等職務，具有近三十年市政公用管理行業的工作經驗。張先生從 2000 年 12 月 20 日開始至 2003 年 12 月 19 日任本公司董事，自 2003 年 12 月 19 日起任本公司監事會主席，2006 年 10 月起任本公司黨委書記。
- (10) Zhang Wenhui, is the chairman of the supervisory committee of the Company. Since 1980, Mr. Zhang served as the deputy head of No.4 Branch of Tianjin Sewage Management Division, deputy chief, deputy chief and party secretary of Tianjin Sewage Management Division, and the vice-chairman of the labour union of Urban Construction Bureau, and has nearly 30 years experience in municipal public administration industry. From 20 December 2000 to 19 December 2003, Mr. Zhang was a Director of the Company, and was appointed the chairman of the supervisory committee of the Company since 19 December 2003. He was the party secretary of the Company since October 2006.

- (11) 張明起，現任本公司監事，張先生 2000 年畢業於中共中央黨校經濟管理專業，自 1998 年始在天津市排水管理處工作，歷任天津市排水管理處常務幹事、汽車隊黨支部副書記，紀委紀檢委員，東郊污水處理廠副廠長、黨支部副書記。自 2001 年 9 月加盟本公司並出任監事，並於 2005 年 2 月 22 日經本公司職工代表大會選舉為職工代表繼續出任本公司監事。現任本公司黨群工作部主任。
- (11) Mr. Zhang Mingqi, is the Supervisor of the Company. Mr. Zhang graduated from The Party School of the Central Communist Party in 2000, majoring in economic management, and served in Tianjin Sewage Management Division since 1998, holding various positions ranging from committee member for party affairs, deputy secretary of party sub-committee of motor vehicle team, member of party discipline committee, deputy factory manager and deputy secretary of party sub-committee of Dongjiao Sewage Water Treatment Plant. Mr. Zhang joined the Company as a Supervisor since September 2001, and was re-elected as a Supervisor representing the staff in the Staff Representative Union Meeting held on 22 February 2005. He is currently the Officer of the Company's party community working division.
- (12) 聶有壯，現任本公司監事，1992 年於天津理工學院自動化專業大專畢業。先後任職於天津東郊污水處理廠機電部，運行部，負責運行管理工作，2000 年 3 月任職於天津排水公司開發建設分公司，參加海河流域污水治理工程。聶先生具有豐富的污水處理廠的運營管理經驗，多次榮獲天津市政工程局優秀科技工作者稱號。聶先生自 2001 年 1 月加入本公司，自 2003 年 12 月 19 日起任本公司監事。現任公司副總工程師兼任運營部經理。
- (12) Nie Youzhuang, is the Supervisor of the Company. He graduated from Tianjin Science and Industrial University in 1992, majoring in automation, and served at the electric machinery department, operation department of Tianjin Dongjiao Sewage Water Treatment Plant in charge of operation management. Mr. Nie served at the development and construction branch of Tianjin Sewage Company since March 2000, and participated in the sewage treatment projects for Haihe River. Mr. Nie has extensive experience in the operation management of sewage treatment plants and has been awarded as an Outstanding Technological worker of Urban Construction Bureau several times. Mr. Nie joined the Company in January 2001 and has been the Supervisor since 19 December 2003. He is currently the deputy chief engineer and manager of the operation department of the Company.
- (13) 徐志勇，現任本公司監事，自 1994 年加入天津市政工程局排水管理處計劃科工作，2002 年 8 月加盟本公司總工程師辦公室，負責海河流域污水處理工程項目和北倉污水處理廠工程的計劃管理工作以及總工程師的秘書工作。曾任工程管理部副經理，綜合辦公室副主任。現任本公司綜合辦公室主任。自 2005 年 10 月 16 日起經本公司職工代表大會選舉出任本公司監事。
- (13) Xu Zhiyong, is the Supervisor of the Company. Mr. Xu joined the Planning Division of Tianjin Sewage Management Division since 1994, and joined the chief engineer's office of the Company in August, 2002, in charge of the sewage water treatment engineering project of the Haihe waters, planning management of Beicang Sewage Water Treatment Plant project and the secretary to the chief engineer. He has been the deputy manager of the Engineering Management Division, deputy head of general office. He is currently the head of the consolidated office, and has been elected as the Supervisor of the Company by the general meeting of the staff representative of the Company on 16 October 2005.

董事、監事和高級管理人員 Directors, Supervisors and Senior Management

- (14) 王豔敏，現任本公司監事，1987年畢業於天津財經學院，獲會計學學士學位。先後任職於天津市紡織工業公司和天津市商業委員會，一直致力於財務與審計工作，歷任科長和副處長職務，具有近二十年的財經管理工作經驗，曾多次被評為天津市商業委員會先進工作者。王女士2004年9月加入本公司。現任本公司審計部經理。自2006年12月19日起任本公司監事。
- (14) Wang Yanmin, is the Supervisor of the Company, graduated from Tianjin Academy of Finance and Economics in 1987 with a bachelor degree in accounting. She had served in Tianjin Textile Industry Company and Tianjin Commercial Committee respectively, and had been dedicated in the finance and audit sectors in the capacities of department head and deputy supervisor. She has nearly 20 years of management experience in finance and economics, and has been appraised as an Advanced Worker by Tianjin Commercial Committee for a number of times. Ms. Wang joined the Company in September 2004, and is currently the manager of the Audit Department of the Company, and was appointed as the Supervisor of the Company since 19 December 2006.
- (15) 張寶祥，現任本公司監事，自大學畢業後，先後任職於天津市紀莊子污水處理廠、天津市排水管理處建設項目管理分公司，從事污水處理技術和管理方面的工作。張先生自2000年11月加入本公司，歷任本公司紀莊子污水處理廠副廠長、東郊污水處理廠廠長，張先生曾參與多項城市污水處理研發與應用項目，具有豐富的城市污水處理廠生產運營管理、技術管理及科技研發組織等工作經驗。現任本公司副總工程師兼任總工辦主任。自2006年12月19日起任本公司監事。
- (15) Zhang Baoxiang, is the Supervisor of the Company, and served at Tianjin Jizhuangzhi Sewage Water Treatment Plant, Construction Project Management Branch of Tianjin Sewage Management Division since graduation from the university, engaging in sewage water treatment techniques and management. Mr. Zhang joined the Company in November 2000, and has been the deputy head of the Company's Jizhuangzhi Sewage Water Treatment Plant, head of Dongjiao Sewage Water Treatment Plant. Mr. Zhang participated in a number of municipal sewage water treatment development and application projects, is experienced in the production operation management of municipal sewage water treatment, technical management and scientific research organizations. He is currently the Company's deputy chief engineer and head of the chief engineering office. He has been the Supervisor of the Company since 19 December 2006.
- (16) 羅連芳，現任本公司副總經理，羅先生自1978年起至1999年4月，於天津市政二公司任職期間，歷任二分公司副經理、一分公司副經理、杭州分公司副經理、機械運輸廠廠長、集體經濟服務公司經理、七分公司經理等職務。1999年4月起任市政投資副總經理。羅先生從事市政管理工作20餘年，直接組織指揮實施大型工程項目19餘項，榮獲（建設）部優和（天津）市優工程，並多次獲天津市政局科研成果一等獎。羅先生在市政管理及工程建設方面擁有豐富的經驗。羅先生自2000年12月起加盟本公司，任本公司副總經理。
- (16) Luo Lianfang, is the deputy general manager of the Company. During his service at the Second Branch of TMICL from 1978 to April 1999, he was appointed as the deputy manager of the Second Branch, deputy manager of the First Branch, deputy manager of Hongzhou Branch, head of the Machinery Transportation Factory, manager of the Collective Economy Service Company, manager of the Seventh Branch. He was the deputy general manager of TMICL since April, 1999. Mr. Luo has been engaged in municipal administration for over 20 years, and has been directly involved in organizing and commanding of over 19 large engineering projects which were accredited as Ministerial Excellent Construction and Tianjin Municipal Excellent Project, and obtained Class I Award in Scientific Research Results from Tianjin Municipal Engineering Bureau for a number of occasions. Mr. Luo joined the Company in December 2000 as the deputy general manager of the Company.

- (17) 林文波，現任本公司副總經理，林先生自1980年加入天津市排水管理處，歷任天津市紀莊子、東郊、咸陽路污水處理廠調度室主任、副廠長、廠長職務。曾主持天津市海河流域天津污水處理項目中咸陽路污水處理廠的籌建工作，任項目經理。林先生在污水處理運營及管理方面擁有豐富的經驗。林先生自2000年12月開始加盟本公司，任本公司副總經理，負責本公司運營及市場開發等工作。
- (18) 朱雁伯，現任本公司副總經理，朱先生自1974年起加盟天津市排水管理處，歷任科技科科長、副處長、紀莊子污水處理試驗廠廠長、紀莊子污水處理廠廠長、天津市污水研究所所長及排水管理處總工程師職務。朱先生在給排水、污水處理領域具有30多年的工作經驗。朱先生主持或參加了國家「七五」、「八五」、「九五」科技攻關課題的研究工作，並獲省、部級科技進步二、三等獎五項，成功的運轉了我國當時最大的污水處理廠，採取膜技術組合再生水利用新工藝，主持編製了《城市污水處理廠運行維護及其安全技術規程》部頒行業標準，參加了給水排水產品標準制定及評審工作，承擔天津市大型污水處理廠建設的前期工作。朱先生2005被建設部聘為市政公用行業專家委員會城鎮水務專家組成員。2005年天津市政府授予朱先生污水處理專家稱號。朱先生2002年3月起加盟本公司，任本公司副總經理。
- (17) Lin Wenbo, is the deputy general manager of the Company. Mr. Lin joined Tianjin Sewage Water Management Division in 1980, and had been the head of the dispatch office, deputy factory head and factory head of Tianjin Jizhuangzhi, Dongjiao, Xianyanglu Sewage Water Treatment Plants. He headed in the preparation for the construction of the Xianyanglu Sewage Water Treatment Plant in the Tianjin Sewage Water Treatment Projects of the Haihe River Basin in Tianjin in the capacity as project manager. Mr. Lin has extensive experience in sewage water operation and management. Mr. Lin joined the Company since December 2000 as deputy general manager, in charge of the Company's operations and market development.
- (18) Zhu Yanbo, is the deputy general manager of the Company. Mr. Zhu joined Tianjin Sewage Water Management Division in 1974, and had been the head and deputy supervisor of the scientific division, head of Jizhuangzhi Sewage Water Treatment Plant, head of Jizhuangzhi Sewage Water Treatment Plant, head of Tianjin Sewage Water Research Institute and chief engineer of Tianjin Sewage Management Division. Mr. Zhu has over 30 years working experience in the sewage water treatment sector. Mr. Zhu headed or participated in the researches of the national "Seventh-Five", "Eighth-Five", "Ninth-Five" scientific key subjects, and was accredited with five Second and Third Technology Advancement Awards of provincial and ministerial levels, and succeeded in operating the largest sewage water treatment plants of the State at the time which adopted new process of membrane techniques in water recycling, headed in the preparation of industrial standards of "Maintenance of the operation of Municipal Sewage Water Treatment Plant and its safety technical regulations", participated in the setting and appraisal of water supply and sewage water product standards, undertaken the initial works in the construction of large sewage water treatment plants in Tianjin. Mr. Zhu was appointed as member of the expert team of City and Township Water Supplies of the Municipal Utility Expert Committee in 2005, and was accredited with the title of "Expert in Sewage Water Treatment" by Tianjin Municipal Government. Mr. Zhu joined the Company since March, 2002 as the deputy general manager.

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- (19) 劉文亞，現任本公司副總經理，劉先生自1980年起就職於天津排水管理處，歷任天津紀莊子污水處理廠技術科主任、廠長、天津市污水研究所副所長等職。劉先生一直從事城市污水處理設施、再生水利用設施的工程建設、運行管理、技術研究等工作，在城市污水處理廠、再生水廠的運行管理方面擁有豐富的管理技術經驗。劉先生自2000年12月起加盟本公司，並任本公司副總經理。
- (19) Liu Wenya, is the deputy general manager of the Company. Mr. Liu joined Tianjin Sewage Management Division since 1980, and has been the supervisor of the technology division and factory head of Tianjin Jizhuangzi Sewage Water Treatment Plant, deputy head of Tianjin Sewage Water Research Institute. Mr. Liu has been engaged in the engineering construction, operation management and technical research of municipal sewage water treatment facilities, water recycling facilities, and has extensive management and technical experience in the operation and management of municipal sewage water treatment plants and water recycling plants. Mr. Liu joined the Company since December 2000 as the deputy general manager of the Company.
- (20) 鄧彪，現任本公司總工程師，鄧先生從1987年起就職於天津市排水管理處，歷任東郊污水處理廠運行部部長、紀莊子污水處理廠副廠長、天津排水公司技術部部長、總工程師及天津市海河流域污水處理項目總工程師。鄧先生曾主持完成多項關於污水處理技術及運行管理的課題研究，作為第一發明人已申請並獲得批准了多項污水處理技術方面的專利，鄧先生還曾主持編寫了國家級標準—城市污水再生利用工程工業用水水質標準。鄧先生一直從事城市污水處理設施建設、運行管理、技術研究等工作，在城市污水處理廠的運行管理方面擁有豐富的管理技術經驗。鄧先生2002年3月加盟本公司，任本公司副總工程師，2003年12月開始任本公司總工程師。
- (20) Deng Biao, is the chief engineer of the Company. Mr. Deng joined Tianjin Sewage Water Management Division since 1987, and had been the head of the Operational Department of Dongjiao Sewage Water Treatment Plant, the deputy factory head of Jizhuangzi Sewage Water Treatment Plant, the head and chief engineer of the Technical Department of Tianjin Sewage Company and the chief engineer of the Sewage Water Treatment Project of the Haihe River Basin in Tianjin. Mr. Deng had headed in the completion of various topics regarding sewage water treatment techniques, and had been granted with various patents in sewage treatment techniques as the first inventor. Mr. Deng had also headed in setting the national standards for industrial water from the recycling of municipal sewage water. Mr. Deng has been engaged in the construction, operation management, technical research of municipal sewage water treatment facilities, and has extensive management and technical experience in the operation management of municipal sewage water treatment plants. Mr. Deng joined the Company in March, 2002 as deputy chief engineer, and has been the chief engineer of the Company since December, 2003.
- (21) 陳銀杏，現任本公司總會計師，1998年至2000年，任職於市政投資，參與了本公司資產重組、境內外上市的全過程。2000年至2003年11月，先後出任本公司董事會秘書辦公室副主任、主任、副總經濟師職務。2003年12月至2004年12月，任市政投資副總經濟師，兼綜合辦公室主任、資產管理部經理。2005年2月22日起任本公司總會計師。
- (21) Chen Yinxing, is the chief accountant of the Company. From 1998 to 2000, she worked in TMICL and was involved in the whole process of the asset reorganization and domestic and foreign listing of the Company. From 2000 to November 2003, she worked as the assistant supervisor and supervisor of the Board secretariat, and deputy chief economist of the Company. From December 2003 to December 2004, she was appointed as the deputy chief economist, general administrative officer, and manager of the asset management department of TMICL. She was appointed as the chief accountant of the Company since 22nd February, 2005.

- (22) 常小蘭，現任本公司總經濟師，1990年7月至2004年11月，先後任職於天津公路工程總公司計劃處、經營開發部、企管辦，並擔任總經濟師。2004年12月至2006年4月，常女士在本公司任副總經濟師、人力資源部經理，參與本公司的經濟工作，並且為配合2005年初重要的組織機構的調整，常女士作為主要負責人建立起了新的薪酬分配和績效考核體系。常女士多年擔任企業的副總經濟師、總經濟師，在企業的經濟管理方面積累了豐富的經驗，並且熟悉企業的投融资模式，在企業的資本運作方面也有很好的經驗。常女士自2006年4月20日起任本公司總經濟師，主要負責本公司的經濟工作和資本運作。
- (23) 郭輝，現任本公司副總經理，1995年至2000年先後任職於天津北方信託投資公司國際業務部、投資銀行部。多次參與天津市上市公司的債券發行方案製作及實施。2000年至2003年11月，供職於本公司市場開發部、證券部經理、資產管理部經理和副總經濟師職務，作為主要成員參與本公司的可轉債融資工作。2003年12月至2005年1月任市政投資副總經濟師。2005年2月22日至2006年4月19日任本公司總經濟師。2006年4月20日起任本公司副總經理，主要負責本公司的全資子公司——天津創業環保（香港）有限公司的整體工作。
- (22) Chang Xiaolan, is the chief economist of the Company. From July 1990 to November 2004, she served as the chief economist in the planning division, operation development division, enterprise office of Tianjin Highway Engineering Company. From December 2004 to April 2006, Ms. Chang was the deputy chief economist, manager of the human resources department of the Company, participating in economic functions of the Company, and in line with the important adjustments to the organization structure early 2005, Ms. Chang as the major person in charge, set up a new remuneration distribution and performance-based system. Through her roles as deputy chief economist, chief economist over the years, she has accumulated extensive experience in corporate economic management, and is familiar with the investment and financing models of the enterprise, also having sound experience in corporate capital operations. Ms. Chang has been the chief economist of the Company since 20 April 2006, mainly in charge of the Company's economic and capital operations.
- (23) Guo Hui, is the deputy general manager of the Company. He worked for the International Business Department and the Investment Banking Department of Northern Tianjin Trust Investment Company from 1995 to 2000. He participated in planning and implementing the bond issuance of listed companies in Tianjin in a number of occasions. From 2000 to November 2003, Mr. Guo worked as a manager in the Market Development Department, the Securities Department and the Asset Management Division of the Company and was appointed as the deputy chief economist of the Company. He was a core member participating in the financing project of the Company's Convertible Bonds. From December 2003 to January 2005, he worked as the deputy chief economist of TMICL. He was the chief economist of the Company from 22nd February 2005 to 19 April 2006, and was appointed as the deputy general manager of the Company since 20 April 2006, in charge of the overall operation of Tianjin Capital Environmental Protection (Hong Kong) Limited, a wholly-owned subsidiary of the Company.

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- (24) 賈亮，現任本公司副總經理，1994年12月至2006年8月，歷任天津第三市政公路工程有限公司五分公司主任工程師、道路分公司及六分公司經理、天津第三市政公路工程有限公司副總經理。賈先生一直從事市政基礎設施的建設管理工作，參與和主持多項市政和交通工程的建設，熟悉市政基礎設施的建設程序及項目經營管理工作，並在實際工作中積累了豐富的項目建設和管理經驗。2006年8月29日起任本公司副總經理，主管本公司項目建設業務。
- (24) Jia Liang, is a deputy general manager of the Company. From December 1994 to August 2006, he had been the chief engineer of the Fifth Branch of Tianjin Third Municipal Highway Engineering Co., Ltd., manager of the Highway Branch and Sixth Branch, deputy general manager of Tianjin Third Municipal Highway Engineering Co., Ltd. Mr. Jia has been engaged in the construction management of municipal infrastructures, participated and headed in the construction of various municipal and communication projects, was familiar of the construction program and project operation management of municipal infrastructure, and has accumulated extensive experience in project construction and management in the actual works. He was appointed as the deputy general manager of the Company since 29 August 2006 in charge of the project construction operations of the Company.
- (25) 關文輝，現任本公司董事會秘書（香港），持有香港大學法律學士學位，亦持有英國倫敦大學經濟及政治科學院法律碩士學位及香港城市大學法律碩士學位（中國法），關先生於香港取得律師資格。關先生於過往在處理有關上市公司合規事宜方面積累了豐富的經驗。關先生現為李偉斌律師行合夥人。
- (25) Kwan Man Fai, is the secretary to the Board of the Company (Hong Kong), holding a bachelor degree in law from the Hong Kong University, also holding a master degree in laws from the Faculty of Economy and Politics of London University and master degree in law (PRC Law) from the City University of Hong Kong. Mr. Kwan obtained the qualification as a lawyer in Hong Kong. Mr. Kwan has accumulated extensive experience from the handling of compliance issues of listed companies. Mr. Kwan is currently a partner of Messrs. Li & Partners.

(二) 在股東單位任職情況

(II) Positions held at the Shareholder's entity

| 姓名 | Name | 股東單位名稱 Name of shareholders' entity | 擔任的職務 Positions held | 任期起始日期 Commencement of employment | 任期終止日期 End of employment | 是否領取報酬津貼 Any remuneration, allowance received |
|-----|--------------|--|--|--------------------------------------|-------------------------------|--|
| 馬白玉 | Ma Baiyu | 市政投資 TMICL | 董事長 Chairman | 2003年 11月21日 21.11.2003 | | 否 No |
| 安品東 | An Pindong | 市政投資 TMICL | 總經理 General Manager | 2005年 2月22日 22.2.2005 | | 是 Yes |
| 張文輝 | Zhang Wenhui | 市政投資 TMICL | 總書記 Chief Party Committee Secretary | 2003年 10月22日 22.10.2003 | 2006年 10月16日 16.10.2006 | 是 Yes |

除以上任職外，本公司董事、監事和高級管理人員均不在本公司控股股東擔任除董事以外的任何職務。

Save as the above, the Directors, Supervisors and senior management of the Company did not take up any non-director positions for the controlling Shareholder of the Company.

在其他單位任職情況

Positions held at other entities

| 姓名 | Name | 其他單位名稱 Name of other entities | 擔任的職務 Positions held | 是否領取報酬津貼 Any remuneration, allowance received |
|-----|----------|---|-------------------------|--|
| 馬白玉 | Ma Baiyu | Tianjin Urban Construction Bureau 天津市市政工程局 | Chief economist 總經濟師 | Yes 是 |

除以上任職外，本公司部分董事、監事和高級管理人員在本公司控股子公司、參股子公司任職。

Apart from the above positions, some of the Directors, Supervisors and senior management also held positions in the Company's subsidiaries.

(三) 董事、監事、高級管理人員報酬情況

- 1、董事、監事、高級管理人員報酬的決策程序：本公司董事及監事的報酬依據股東大會審議通過的董事、監事服務協議和本公司的經營績效確定其報酬。本公司高級管理人員根據其經營和管理業績以及所承擔的責任、風險確定其收入，實行「年薪制」。
- 2、董事、監事、高級管理人員報酬確定依據：本公司高管人員的報酬根據生產經營任務及其日常工作完成情況發放，並根據年度經營目標和績效指標的完成情況和考核結果兌現年薪。
- 3、本公司並無在會計年度內支付董事、監事及高級管理人員房屋津貼、其他津貼及非現金利益以及花紅，亦無為促使董事、監事及高級管理人員加盟或補償董事因失去董事、監事或高管職位而支付的款項。本公司無董事、監事及高級管理人員放棄或同意放棄任何薪酬安排；本公司亦無為董事、監事，高管人員提供任何貸款，除薪酬外，本公司董事、監事和高管人員也沒有從其他合約中獲得其他利益。本公司並無於報告期內就本公司全部業務或其中重要部分訂立任何管理及行政合約。

(III) Remunerations of Directors, Supervisors and senior management of the Company

1. The procedures for determining the remuneration of the Directors, Supervisors and the senior management of the Company: the remuneration of the Directors and Supervisors will be determined in accordance with the service agreements entered into with the Directors and Supervisors as approved in the Company's general meetings and the Company's operating results. A system of annual income was implemented and the incomes of the senior management officers were determined on the basis of their operational and management result performances, responsibilities and risk exposures.
2. The basis for determining the remuneration of the Directors, Supervisors and the senior management of the Company: the remuneration of the Company's Directors, Supervisors and the senior management will be distributed in accordance with the achievements in production and operation and the usual management activities. The annual remuneration will be determined upon the achievement of annual operating targets and performance indicators and performance appraisal results.
3. During the reporting period, the Company did not pay any housing allowance, other allowance and benefits in kind and bonus to Directors, Supervisors and senior management, nor any payment to them as an inducement to join the Company or as compensation for loss of office of Directors, Supervisors, senior management. None of the Directors, Supervisors and senior management of the Company waived or agreed to waive any emoluments. The Company has not provided any loans to Directors, Supervisors or senior management. Apart from remuneration, the Directors, Supervisors and senior management of the Company have not derived other benefits from other contracts. The Company, during the reporting period, did not enter into any administration or management contracts for all or material part of its business.

概無本公司之董事或監事與本公司或其任何附屬公司訂有或擬訂立服務合約（將於一年內屆滿或終止而毋須賠償（法定補償除外）之合約除外）。

None of the Directors or supervisors of the Company had entered or was proposing to enter into a service contract with the Company or any of its subsidiaries (excluding contracts expiring or determinable within one year without payment of compensation other than statutory compensation).

4、本公司會計年度內，獲最高薪酬的五位人士的退休金供款資料如下：

4. During the accounting period, the contributions made to the pension scheme for the highest paid individuals by the Company are as follows:

| 姓名 | Name | 退休金供款（人民幣） Contribution to pension scheme (RMB) |
|-----|--------------|--|
| 顧啟峰 | Gu Qifeng | 12,120 |
| 付亞娜 | Fu Yana | 12,120 |
| 林文波 | Lin Wenbo | 12,120 |
| 羅連芳 | Luo Lianfang | 12,120 |
| 劉文亞 | Liu Wenya | 12,120 |

註：

Notes:

- (1) 本公司其他董事並未從本公司獲得退休金供款；
- (2) 以上五位人士基本薪酬均在 100 萬港元以內，詳細情況請參見董事、監事及高級管理人員情況

- (1) Other Directors of the Company have not received any pension contributions from the Company;
- (2) The basic remuneration for the above five persons is less than HK\$1 million. For details, please refer to the section headed "Directors, Supervisors and senior management".

(四) 本公司董事、監事、高級管理人員變動情況

(IV) Change of Directors, Supervisors and senior management of the Company

| 姓名 | Name | 擔任的職務 Title | 離任原因 Reasons for leaving |
|-----|---------------|--|-----------------------------------|
| 王宏仁 | Wang Hongren | 本公司副總經理 Deputy General Manager | 退休原因 Retirement |
| 郭輝 | Guo Hui | 本公司總經濟師 Chief Economist (Hong Kong) | 工作調整 Job position reallocation |
| 葉沛森 | Ip Pui Sum | 本公司董事會秘書（香港） Board Secretary (Hong Kong) | 個人原因 Personal reason |
| 杜惠琴 | To Wai Kum | 本公司合資格會計師（香港） Qualified Accountant (Hong Kong) | 個人原因 Personal reason |
| 劉正富 | Lioe Chen Fu, | 本公司董事會秘書（香港） Ricky Board Secretary (Hong Kong) | 個人原因 Personal reason |
| 文秋利 | Wen Qiuli | 本公司監事 Supervisor | 任期屆滿 Expiry of term |
| 侯曉儉 | Hou Xiaojian | 本公司監事 Supervisor | 任期屆滿 Expiry of term |

1、本公司第三屆董事會第二十七次會議於2006年4月20日審議通過了以下議案：

- (1) 由於退休原因，本公司董事會同意王宏仁先生辭去本公司副總經理職務。
- (2) 由於工作內容調整，並綜合考慮各方面因素，同意郭輝先生辭去總經濟師職務，同時聘任郭輝先生為公司副總經理，主要負責本公司的全資子公司——天津創業環保（香港）有限公司的整體工作。
- (3) 根據本公司發展需要，綜合考慮各方面的因素，聘任常小蘭女士為本公司總經濟師，主要負責本公司的經濟工作和資本運作。
- (4) 同時，鑒於本公司在香港資本市場的工作需要，本公司董事會接受原香港公司秘書葉沛森先生關於辭去香港公司秘書職務的申請，並聘任李偉斌律師行的劉正富律師作為本公司新的香港公司秘書，聘任葉沛森先生為本公司在香港的會計顧問。

2、本公司第三屆董事會第三十二次會議於2006年6月30日同意推舉顧啟峰先生為本公司副董事長，協助董事長工作。

1. Resolutions considered and passed at the 27th meeting of the Third Board held on 20 April 2006:

- (1) The Board agreed the resignation of Mr. Wan Hongren from his office as deputy general manager of the Company for reasons of his retirement.
- (2) Due to job position reallocation, and in consideration of other factors, the resignation of Mr. Guo Hui from the position of the chief economist was approved, at the same time, Mr. Guo Hui was appointed as the deputy general manager of the Company, to be mainly in charge of the overall operation of Tianjin Capital Environmental Protection (Hong Kong) Limited, a wholly-owned subsidiary of the Company.
- (3) Pursuant to the needs for the Company's development, and in consideration of various factors, Ms. Chang Xiaolan was appointed as the chief economist of the Company, to be mainly in charge of the Company's economic and capital operations.
- (4) Meantime, in view of the Company's needs in the Hong Kong capital market, the Board accepted the application of Mr. Ip Pui Sum, the former Company Secretary in Hong Kong, for his resignation from his office as Company Secretary in Hong Kong, and appointed Mr. Lioe Chen Fu, Ricky of Messrs. Li & Partners as the Company's new Company Secretary in Hong Kong, and appointed Mr. Ip Pui Sum as the accountant consultant of the Company in Hong Kong.

2. At the 32nd Meeting of the Third Board held on 30 June 2006, the proposal of electing Mr. Gu Qifeng as the vice Chairman of the Company to assist the works of the Chairman was passed.

- 3、本公司董事會於2006年8月10日對外公告，杜惠琴女士由於私人原因已辭去本公司合資格會計師職務，並已於二零零六年六月三十日生效。香港聯交所已授出為期由二零零六年七月一日至二零零六年十二月三十一日期間委聘合資格會計師的豁免。在豁免期間，本公司安排本公司的總會計師陳銀杏女士負責合資格會計師的職務。此外，本公司亦已安排香港會計師公會認可的執業會計師葉沛森先生擔任本公司的財務顧問，以向陳女士在履行根據香港聯交所證券上市規則第3.24條規定的合資格會計師職責方面提供協助。
- 4、本公司第三屆董事會第三十三次會議於2006年8月29日審議通過，同意聘任賈亮先生為本公司副總經理，主管本公司項目建設業務。
- 5、經本公司第三屆董事會第三十四次會議於2006年10月25日審議，同意本公司原香港秘書劉正富先生因個人原因辭去香港秘書職務，並聘任關文輝先生為本公司新任香港秘書，任期三年。
3. On 10 August 2006, an announcement was made by the Board that Ms. To Wai Kum resigned from her office as the qualified accountant of the Company effective from 30 June 2006 due to personal reason. The HK Stock Exchange has granted an exemption for the appointment of a qualified accountant for the period from 1 July 2006 to 31 December 2006, and during the exemption period, the Company has arranged Ms. Chen Yinxing, the chief accountant of the Company, to take up the position as qualified accountant. In addition, the Company has also arranged Mr. Ip Pui Sum, a certified public accountant recognized by the Hong Kong Institute of Certified Public Accountants to be the financial consultant of the Company, to provide assistance to Ms. Chen in the discharge of her duties conferred under Rule 3.24 of the Listing Rules of the HK Stock Exchange.
4. At the 33rd Meeting of the Third Board held on 29 August 2006, it was considered and agreed to appoint Mr. Jia Liang as the deputy general manager of the Company to be in charge of the Company's project constructions.
5. Having been considered at the 34th Meeting of the Third Board held on 25 October 2006, the resignation of Mr. Lioe Chen Fu, Ricky, the former Company Secretary in Hong Kong, from his office as Company Secretary in Hong Kong was agreed, and Mr. Kwan Man Fai was appointed as the Company's new Company Secretary in Hong Kong for a term of three years.

6、2006年第二次臨時股東大會於2006年12月19日審議通過了以下議案：

(1) 選舉馬白玉女士、顧啟峰先生、安品東先生、王占英先生、譚兆甫先生、付亞娜女士為本公司第四屆董事會董事，任期均自2006年12月19日起至2009年12月18日止。選舉高寶明先生、高宗澤先生、王翔飛先生為本公司第四屆董事會獨立非執行董事，高寶明先生的任期均自2006年12月19日起至2009年12月18日止；高宗澤先生、王翔飛先生因為到2008年4月15日止任本公司獨立非執行董事滿6年，按照《關於在上市公司建立獨立董事制度的指導意見》規定：獨立非執行董事可以連選連任，但連任時間不得超過6年，因此高宗澤先生、王翔飛先生的任期至2008年4月15日止。

(2) 選舉張文輝先生、聶有壯先生、王豔敏女士、張寶祥先生為本公司第四屆監事會監事，任期均自2006年12月19日起至2009年12月18日止。本公司由職工代表出任的第三屆監事會監事張明起先生、徐志勇先生因任期未到期，繼續留任第四屆監事會監事。

6. At the 2006 Second Extraordinary General Meeting held on 19 December 2006, the following resolutions were considered and passed:

(1) Ms. Ma Baiyu, Mr. Gu Qifeng, Mr. An Pindong, Mr. Wang Zhanying, Mr. Tan Zhaofu, Ms. Fu Yana were elected as Directors of the Fourth Board of Directors of the Company for a term from 19 December 2006 to 18 December 2009. Mr. Ko Poming, Mr. Gao Zongze, Mr. Wang Xiangfei were elected as independent non-executive directors of the Company. The term of office of Mr. Ko Poming shall be from 19 December 2006 to 18 December 2009. Since Mr. Gao Zongze and Mr. Wang Xiangfei will have been the independent non-executive Directors of the Company for six years as at 15 April 2008. Pursuant to the requirement under "Guideline Opinions for the establishment of Independent Director systems for listed companies", independent non-executive directors can be re-elected, but the period of re-election shall not exceed six years. Therefore, the terms of office of Mr. Gao Zongze and Mr. Wang Xiangfei will be up to 15 April 2008.

(2) Mr. Zhang Wenhui, Mr. Nie Youzhuang, Ms. Wang Yanmin, Mr. Zhang Baoxiang were elected as the supervisors of the Fourth Supervisory Committee, the terms of office to be from 19 December 2006 to 18 December 2009. As the terms of office of Mr. Zhang Mingqi and Mr. Xu Zhiyong who were staff representatives elected in the Third Supervisory Committee have not expired, they shall continue to be the Supervisors in the Fourth Supervisory Committee.

- 7、第四屆董事會第一次會議於2006年12月19日審議通過了以下議案：
- (1) 選舉馬白玉女士為本公司第四屆董事會董事長、選舉顧啟峰先生為本公司第四屆董事會副董事長。以上人士任期均自2006年12月19日起至2009年12月18日止。
 - (2) 根據董事長提名，聘任顧啟峰先生為本公司總經理，任期自2006年12月19日起至2009年12月18日止。
 - (3) 根據總經理提名，聘任羅連芳先生、林文波先生、朱雁伯先生、劉文亞先生、付亞娜女士等五位人士為本公司副總經理，聘任鄧彪先生為本公司總工程師。以上人士任期均自2006年12月19日起至2009年12月18日止。
 - (4) 根據總經理提名，將本公司總會計師陳銀杏女士、總經濟師常小蘭女士、副總經理郭輝先生、副總經理賈亮先生、本公司香港秘書關文輝先生，上述五位人士的任職期限調整為2006年12月19日起至2009年12月18日止。
 - (5) 根據董事長提名，聘任付亞娜女士為本公司董事會秘書。以上人士任期均自2006年12月19日起至2009年12月18日止。
7. At the First Meeting of the Fourth Board held on 19 December 2006, the following resolutions were considered and passed:
- (1) Ms. Ma Baiyu was elected as the Chairman of the Fourth Board of the Company. Mr. Gu Qifeng was elected as the vice Chairman of the Fourth Board of the Company, with terms of office from 19 December 2006 to 18 December 2009.
 - (2) Mr. Gu Qifeng was appointed as the general manager of the Company under the nomination of the Chairman, for a term from 19 December 2006 to 18 December 2009.
 - (3) Mr. Luo Lianfang, Mr. Lin Wenbo, Mr. Zhu Yanbo, Mr. Liu Wenya, Ms. Fu Yana were appointed as the deputy general managers of the Company under the nomination of the general manager, and Mr. Deng Biao was appointed as the chief engineer of the Company, all with terms of office are from 19 December 2006 to 18 December 2009.
 - (4) The terms of office of Ms. Chen Yinxing, the Company's chief accountant, Ms. Chang Xiaolan, the chief economist, Mr. Guo Hui, the deputy general manager, Mr. Jia Liang, the deputy general manager, Mrs. Kwan Man Fai, the Company Secretary in Hong Kong were adjusted to be from 19 December 2006 to 19 December 2009 under the nomination of the general manager.
 - (5) Ms. Fu Yana was appointed as the secretary to the Board of the Company under the nomination of the Chairman, for a term from 19 December 2006 to 18 December 2009.

8、第四屆監事會第一次會議於2006年12月19日，選舉張文輝先生為本公司第四屆監事會主席，任期自2006年12月19日起至2009年12月18日止。

8. At the First Meeting of the Fourth Supervisory Committee held on 19 December 2006, Mr. Zhang Wenhui was elected as the chairman of the Company's Fourth Supervisory Committee for a term from 19 December 2006 to 18 December 2009.

(五) 本公司員工情況

截止報告期末，本公司在職員工為504人，需承擔費用的離退休職工為0人。本公司擁有國際企業與國際投資、環境工程、道路橋樑、工程管理等專業的高級人才，各個層次的專業結構合理。

本公司對於管理層根據其管理技能、完成的管理工作內容、承擔的管理責任風險以及所創造的經濟效益確定其收入，實行「薪點制」工資。對於操作層根據其技能水平、勞動強度和難度以及企業完成產值與經濟效益情況確定其收入，實行「崗位技能工資」。

員工的結構如下：

1、專業構成情況

| 專業類別 | Category of profession | 人數 Number of persons |
|----------|--|-------------------------|
| 行政人員 | Administration | 78 |
| 財務人員 | Finance | 22 |
| 技術人員 | Technical | 175 |
| 污水廠及其他人員 | Sewage water treatment plants and others | 229 |
| 合計 | Total | 504 |

2、教育程度情況

| 教育類別 | Category of education | 人數 Number of persons |
|-------|-----------------------------------|-------------------------|
| 博士 | Phd | 1 |
| 碩士 | Master | 15 |
| 本科 | Undergraduate | 214 |
| 大專 | Tertiary | 127 |
| 高中及以下 | Senior Secondary School and under | 147 |
| 合計 | Total | 504 |

(V) Employees of the Company

As at the end of the reporting period, the Company had a total of 504 employees, retirement expenses to be undertaken by the Company was nil. The Company has senior expertise with international enterprise and investment exposures, environment engineering, road and bridge, engineering management professional qualification, and the professional structures in the various levels were reasonable.

In respect of the senior management, the Company implements "Salary Point System" to ascertain the salaries based on the managing skills of the management, contents of the management works completed, the management obligation risks undertaken and the economic efficiency created. In respect of the operation staff, the Company implements "Salary by post and skills" to ascertain the salaries basing on the level of skill, strength and difficulty of labour and production values and economic efficiency of the enterprise.

Staff structure was as follows:

1. By profession

2. By education