

# DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

## I. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### 1. Basic information of existing directors, supervisors and senior management

Name	Gender	Age	Position	Terms of office	Shares held at the beginning of the year	Shares change during the year	Shares held at the end of the year	Rewards drawn from the Company of the year (RMB'000)
Wang Shui	M	57	Chairman	3 years commencing from August 2005	0	0	0	735
Li Yungui	M	54	Director, General Manager	3 years commencing from August 2005	0	0	0	475
Tu Xiaobei	M	52	Deputy Chairman	3 years commencing from August 2005	0	0	0	475
Zhang Hui	M	41	Director, Deputy General Manager	3 years commencing from August 2005	0	0	0	475
Zhang Wensheng	M	59	Non-executive Director	3 years commencing from August 2005	0	0	0	48
Li Zhanglin	M	40	Non-executive Director	3 years commencing from August 2005	0	0	0	23
Leung Man Kit	M	53	Independent Director	3 years commencing from August 2005	0	0	0	38
Guo Shan	F	40	Independent Director	3 years commencing from August 2005	0	0	0	23
Li Mei	F	42	Independent Director	3 years commencing from August 2005	0	0	0	23
Kan Zhaorong	M	60	Chairman of Supervisory Committee	3 years commencing from August 2005	0	0	0	475
Yang Yicong	M	50	Supervisor	3 years commencing from August 2005	0	0	0	390
He Kun	F	29	Supervisor	3 years commencing from August 2005	0	0	0	40

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Name	Gender	Age	Position	Terms of office	Shares held at the beginning of the year	Shares change during the year	Shares held at the end of the year	Rewards drawn from the Company of the year (RMB'000)
Xie Xinyu	M	39	Deputy General Manager, Company Secretary	3 years commencing from August 2005	0	0	0	201
Wang Changyin	M	43	Deputy General Manager	3 years commencing from August 2005	0	0	0	201

## BIOGRAPHY OF DIRECTORS AND SUPERVISORS

### Directors

**Mr. Wang Shui**, Chairman, aged 57, Senior Engineer. Prior to August 1996, Mr. Wang was the Deputy Commander of Anhui Expressway Engineering and Constructions Office and Deputy Chairman of Anhui Department of Communications. Mr. Wang has been the chairman of the Company since the Company set up, and he is the General Manager and Secretary of the Party Committee of AEHC commencing from July 1998. In 2000, his outstanding performance in corporate management was recognized by the provincial government and was awarded the “Contribution Prize” Golden Award and the “Provincial Model Worker”. In 2003, Mr. Wang was awarded “The Second Anhui Ten Largest Economic Persons”.

**Mr. Li Yun Gui**, Director and General Manager (equivalent to Chief Executive Officer), aged 54, senior economist. He was the chairman of the Supervisory Committee from 1996 to 2002; he is the director and General Manager of the Company commencing from 17 Aug. 2002. Mr. Li is the Deputy Secretary of the Party Committee of AEHC commencing from July 1998.

**Mr. Tu Xiao Bei**, Deputy Chairman, aged 52, Engineer. He was the director and General Manager of the Company from 1996 to 1999, and is the vice chairman of the Company commencing from 1999. Mr. Tu is the Deputy General Manager of AEHC commencing from July 1998. Besides, he is the chairman of Anhui Gaojie Expressway Company Limited and Xuanguang Expressway Company Limited.

**Mr. Zhang Hui**, Director and Deputy General Manager, aged 41, Professional Senior Engineer. He was the director and Deputy General Manager of the Company from 1996 to 1999 and the director and General manager of the Company from 1999 to 2002. He is the director and Deputy General Manager of the Company commencing from 17 August 2002. Besides, Mr. Zhang is the chairman of Anhui Kangcheng Pharmaceutical Company Limited and the vice chairman of Hefei Information Investment Company Limited. Mr. Zhang was a representative of the Ninth Session of the National People’s Congress, an academic leader in the new century, and was privileged subsidies from provincial government. Mr. Zhang was awarded the “2000 Technical Prominent People” by the Ministry of Communications.



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**Mr. Zhang Wen Sheng**, Non-Executive Director, aged 59, senior economist. He was the Director and Assistant Inspector of Reform & Law Department under the Ministry of Communications and is the director of the Company commencing from April 2001. Mr. Zhang is the Deputy General Manager of the Huajian Center commencing from 1998. Besides, he is the vice chairman of North-east Expressway Company Limited, Sichuan Expressway Company Limited and Guangxi Wuzhou Transportation Company Limited, and the director of Jiangsu Expressway Company Limited.

**Mr. Li Zhang Lin**, Non-Executive Director, aged 40, Senior Economist. He has held posts in the Planning Department of the Ministry of Communications and the China Merchants Group Limited successively, and now is the Deputy Manager of the Securities Management Department of Huajian Transportation Economic Development Center. He is the director of the Company commencing from August 2005. Besides, Mr. Li is also the supervisor of North-east Expressway Company Limited.

**Mr. Leung Man Kit**, Independent Non-Executive Director, aged 53, He has held senior positions with Peregrine Capital Limited, Corsby Securities (HK) Limited, Warburg Dillion Read and KE Capital (Hong Kong) Limited. He has also represented AIG Asian Infrastructure Fund on the board of directors of its investee companies. Mr. Leung is also an independent non-executive director of Netease.com Inc, Junefield Department Store Group Limited and China Ting Group Holdings Limited.

**Ms. Li Mei**, Independent Non-Executive Director, aged 42. She is a Senior Accountant, a Non-practiced Registered Accountant and Registered Tax Officer. Ms. Li has worked for the Renmin University of China, Stone Group and Centergates Securities Company Limited. She is now the General Manager of the Financial Department of National Life Insurance Company Limited.

**Ms. Guo Shan**, Independent Non-Executive Director, aged 40. Ms. Guo has worked for Legal Bureau of Beijing, Legal Department of the Intellectual Property of China, as well as Everbright Securities Company. Ms. Guo is currently a partner and the Deputy Director of Beijing S & P Law Firm.

### Supervisors

**Mr. Kan Zhao Rong**, Chairman of the Supervisory Committee, aged 60, Engineer. He was appointed as the Head of youth Cadres department of Organizational Department of Anhui Provincial Party Committee. He is the Deputy General Manager of AEHC commencing from July 1998, he was the director of the Company from 1999 to 2002 and he is the chairman of the Supervisory Committee commencing from 17 August 2002.

**Ms. He Kun**, Supervisor, aged 29, Non-practiced Registered Accountant. She is the director of the Company commencing from April 2002 and the Project Manager of the Securities Management Department of Huajian Transportation Economic Development Center. Besides, she is the supervisor of Sichuan Expressway Company Limited.

**Mr. Yang Yi Cong**, Supervisor, aged 50, Senior Political Officer. Mr. Yang was appointed as a member of the first Supervisory Committee and was elected as a member of the second Supervisory Committee by the Union Representatives. On 17 August 2002, he was appointed as a member of the third Supervisory Committee for a term of three years.

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## Other Senior Management

**Mr. Xie Xin Yu**, Deputy General Manager and Company Secretary, aged 39, Senior Engineer, an associated member of the Hong Kong Institute of Company Secretaries. He was the Deputy General Manager and Company Secretary from 1996 to 1999, director, Deputy General Manager and Company Secretary from 1999 to 2002 and holds the post as the Deputy General Manager and Company Secretary commencing from Aug. 2002. Besides, Mr. Xie is the supervisor of Anhui Gaojie Expressway Company Limited.

**Mr. Wang Chang Yin**, the Deputy General Manager, aged 43, Senior Engineer, Registered Supervision Engineer. He held the post in Anhui Zongyang County Communications Bureau and Hetong Road Administration Office of Anhui Expressway Holding Corporation. He is appointed as the Deputy General Manager of the Company commencing from October 2004. He is the Director and General Manager of Anhui Gaojie Expressway Company Limited.

## 2. Positions held by Directors, Supervisors and Senior Management in AEHC and Huajian Center

Name	Shareholders in which they hold office	Post in the shareholder	Term of office	Whether draw their rewards and allowance
Wang Shui	AEHC	General Manager	From July 1998 up to now	No
Li Yungui	AEHC	Deputy Secretary of the Party Committee	From July 1998 up to now	No
Tu Xiaobei	AEHC	Deputy General Manager	From July 1998 up to now	No
Zhang Wensheng	Huajian Center	Deputy General Manager	From October 1998 up to now	Yes
Li Zhanglin	Huajian Center	Deputy Manager of Securities Management Department	From February 2005 up to now	Yes
Kan Zhaorong	AEHC	Deputy General Manager	From July 1998 up to now	No
He Kun	Huajian Center	Project Manager of Planning and Financial Department	From May 2000 up to now	Yes

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## 3. Positions held by Directors, Supervisors and Senior Management in Other Companies

Name	Shareholders in which they hold office	Post in the shareholder	Term of office	Whether draw their rewards and allowance
Tu Xiaobei	Anhui Liuqian Expressway Company Limited	Chairman	From March 2004 up to now	No
	Anhui Guangci Expressway Company Limited	Chairman	From February 2005 up to now	No
	Anhui Angao Investment Company Limited	Chairman	From February 2004 up to now	No
	Shanghai Angao Real Estate Company Limited	Chairman	From July 2002 up to now	No
Zhang Hui	Anhui Kangcheng Pharmaceutical Company Limited	Chairman	From September 2002 up to now	No
	Hefei Information Investment Company Limited	Deputy Chairman	From December 2002 up to now	No
Zhang Wensheng	North-east Expressway Company Limited	Deputy Chairman	From July 1999 up to now	Yes
	Sichuan Expressway Company Limited	Deputy Chairman	From May 2001 up to now	Yes
	Gangxi Wuzhou Expressway Company Limited	Deputy Chairman	From May 2002 up to now	Yes
	Jiangsu Expressway Company Limited	Director	From May 2003 up to now	Yes
Li Zhanglin	North-east Expressway Company Limited	Supervisor	From May 2005 up to now	Yes

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Name	Shareholders in which they hold office	Post in the shareholder	Term of office	Whether draw their rewards and allowance
Leung Man Kit	China Ting Group Holdings Limited	Non-Executive Director	From November 2005 up to now	Yes
	Netease.com Inc	Independent Non-Executive Director	From July 2002 up to now	Yes
	Junefield Department Store Group Limited	Independent Non-Executive Director	From December 2002 up to now	Yes
Li Mei	National Life Insurance Company Limited	General Manager of Financial Department	From February 2006 up to now	Yes
Guo Shan	Beijing S & P Law Firm	Partner and the Deputy Director	From June 1998 up to now	Yes
Kan Zhaorong	Anhui Expressway Real Estate Company Limited	Chairman	From December 2003 up to now	Yes
	Anhui Expressway Investment Company Limited	Chairman	From April 2005 up to now	Yes
He Kun	Sichuan Expressway Company Limited	Supervisor	From May 2001 up to now	No
	Jiangsu Ningjingyan Expressway Company Limited	Supervisor	From April 2005 up to now	No



## II. ANNUAL EMOLUMENTS

1. The emoluments of the directors and supervisors were considered and approved by the General Meeting of the Company. The emoluments of Directors and supervisors were paid according to their respective emolument contracts signed with the Company. The emoluments of the senior managements were considered and approved by the Board of the Company. Senior management were paid according to their respective emolument contracts signed with the Company.
2. During the year, all of the five highest paid individuals of the Company were directors and supervisors of the Company.

## III. CHANGES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT DURING THE REPORTING PERIOD

Name	Post in the Company	Reason for leaving their post
Zhang Liping	Independent Non-executive Director	Re-election
Song Youming	Independent Non-executive Director	Re-election
Cao Deyun	Independent Non-executive Director	Re-election
He Kun	Non-executive Director	Elected as the supervisor of the new Supervisory Committee

The Fourth Board of Directors and Supervisory Committee were elected on the General Meeting convened on 10 August 2005. The Fourth Board of Directors comprises Wang Shui, Li Yungui, Tu Xiaobei, Zhang Hui, Zhang Wensheng, Li Zhanglin, Leung Man Kit, Li Mei and Guo Shan, Wang was selected as Chairman, Tu Xiaobei was selected as Vice Chairman. The Fourth Supervisory Committee comprises Kan Zhaorong, He Kun and Yang Yicong, Kan Zhaorong was selected as the Chairman of the Supervisory Committee.

The Board of Directors appointed Li Yungui as the General Manager of the Company, Zhang Hui, Xie Xinyu and Wang Changyin as the Deputy General Managers of the Company and Xie Xinyu as the Company Secretary of the Company.

The Company confirmed that each director and supervisor who left their posts had no specific matters need to inform shareholders of the Company. The Board of Directors of the Company expresses gratitude to every director and supervisor left for their diligent work.

### IV. OTHER INFORMATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

#### 1. Service contract of directors and supervisors

Each of the executive directors and supervisors has entered into a service contract with the Company for a term of three years starting from their respective dates of appointment. Terms of such contracts are identical in all material respects and are set out as follows:

- (1) Each service contract was in effect from 17 August 2005 for a term of 3 years.
- (2) According to the service contract, for the three years commencing from 17 August 2005, the chairman will receive a remuneration of RMB600,0000 annually. Every executive director will receive a remuneration of RMB360,000 annually. In addition, the chairman and other executive directors will be entitled to receive bonuses of RMB50,000 respectively and RMB30,000 respectively after every year of completed service.
- (3) For the three years commencing from 17 August 2005, each of the non-executive directors will receive an annual transportation allowance/a director's fee of RMB60,000 respectively, each of the domestic independent non-executive directors will receive an annual transportation allowance/director's fee of RMB60,000 respectively and each of the overseas independent non-executive directors will receive an annual transportation allowance/director's fee of RMB100,000 respectively. Non-executive directors were not entitled to receive any bonus. Non-executive directors and independent non-executive directors were not entitled to receive any bonus nor required to enter into any service contract with the Company.
- (4) For the three years commencing from 17 August 2005, Chairman of the supervisory committee and supervisor representing the employees will receive a remuneration of RMB360,000 per annum. In addition, each supervisor will be entitled to receive a bonus of RMB30,000 after completing one year of service. For the three years commencing from 17 August 2005, other supervisors will receive transportation fee or supervisor's fee of RMB40,000 per annum respectively.

Save as disclosed above, no service contract which are terminable within one year without compensation (other than general statutory compensation) have been or proposed to be entered into between the Company and the directors or supervisors.

#### 2. Directors' and supervisors' interests in contracts

During the reporting period, no director or supervisor was materially interested in any contract entered into by the Company, AEHC or any of its subsidiaries.



### 3. Interests held by directors and supervisor in competitive business

During the reporting period, according to the Listing Rules of the Stock Exchange of Hong Kong Limited, no director, supervisor or senior management was interested in any competitive business or potential competitive business.

### 4. Model code for securities transactions by directors and supervisors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as the code governing the transactions of securities by the Directors and Supervisors. After making specific enquiry to all Directors and Supervisors, it is confirmed by the Company that the Directors and Supervisors of the Company had complied with the relevant standard as provided in such mode referred to above.

### 5. Independence of Independent Directors

The confirmations as prepared by all independent directors as to their independence were received by the Board of Directors. It was considered by the Board of Directors that the existing independent directors were complied with the relevant guidance as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and were still independent parties.

### 6. During the reporting period, the Group did not directly or indirectly provide loans or guarantee for loans for the directors, supervisors and senior management of the Company and controlling shareholders and their connected persons.

### 7. Interests to be disclosed

As at 31 December 2005, none of the Directors and chief executives of the Company had or was deemed to have any interests or short positions in any shares, or underlying shares or debentures of the Company and any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests which he was taken or deemed to have under such provisions of the Securities and Futures Ordinance) or which were required, pursuant to section 352 of the Securities and Futures Ordinance, to be entered in the register referred to therein or which were required to be disclosed herein pursuant to the Model Code for Securities Transactions by Directors of Listed Companies and the Takeovers Code.

### V. STAFF AND TRAINING

As at the end of the reporting period, the Company had a total of 1,111 full-time employees and had to bear the costs of 38 retired employees.

#### Structure of the staff

##### 1. Structure of occupation

###### Type of occupation

In Management	260
In Engineering	149
In Toll-collection	667
In Maintenance	35

##### 2. Education

Secondary specialized and below	715
Junior college graduates	283
University graduates	100
Postgraduates	13