

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	Rewards drawn from the Company of the year (RMB'000)
Wang Shui	M	58	Chairman	August 2005-August 2008	650
Li Yungui	M	55	Director, General Manager	August 2005-August 2008	390
Tu Xiaobei	M	53	Deputy Chairman	August 2005-August 2008	390
Zhang Hui	M	42	Director, Deputy General Manager	August 2005-March 2007	390
Zhang Wensheng	M	60	Non-executive Director	August 2005-August 2008	60
Li Zhanglin	M	41	Non-executive Director	August 2005-August 2008	60
Leung Man Kit	M	54	Independent Director	August 2005-August 2008	100
Guo Shan	F	41	Independent Director	August 2005-August 2008	60
Li Mei	F	43	Independent Director	August 2005-August 2008	60
Li Huaijie	M	59	Chairman of Supervisory Committee	October 2006-August 2008	94
Yang Yicong	M	51	Supervisor	August 2005-August 2008	390
He Kun	F	30	Supervisor	August 2005-August 2008	40
Xie Xinyu	M	40	Deputy General Manager, Company Secretary	August 2005-August 2008	218
Wang Changyin	M	44	Deputy General Manager	August 2005-August 2008	226

The above persons did not hold shares of the Company at the beginning of, at the end of and during the reporting period.

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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 General Manager	From August 2006 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
Li Huaijie	AEHC	Deputy Secretary of the Party Committee of AEHC	From August 2006 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	Xuanguang Expressway Company Limited	Chairman	From July 1998 up to now	No
	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
Leung Man Kit	Huading Group Holding Company Limited	Independent 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

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Name	Shareholders in which they hold office	Post in the shareholder	Term of office	Whether draw their rewards and allowance
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
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. CHANGES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT DURING THE REPORTING PERIOD

Name	Post in the Company	Date of holding their post	Date of leaving their post	Reason for leaving their post
Kan Zhaorong	Chairman of the Supervisory Committee		October 2006	Retirement
Li Huaijie	Chairman of the Supervisory Committee	October 2006	—	—

Mr. Kan Zhaorong, the former Chairman of the Supervisory Committee applied for resignation for retirement. Mr. Li Huaijie was elected as the new supervisor at the Extraordinary General Meeting held on 27 October 2006 with the term of commencing from the date of election to 16 August 2008. He was elected as the new Chairman of the Supervisory Committee at the 7th Session of the 4th Supervisory Committee.

III. 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.

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 RMB600,000 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.

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 2006, 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 BIOGRAPHY OF DIRECTORS AND SUPERVISORS

Directors

Mr. Wang Shui, Chairman, aged 58, 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. Wan 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, aged 55, 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 August 2002. Mr. Li is the Deputy General Manager of AEHC commencing from August 2006.

Mr. Tu Xiao Bei, Deputy Chairman, aged 53, Senior 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 Xuanguang Expressway Company Limited.

Mr. Zhang Hui, Director and Deputy General Manager, aged 42, 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.

Mr. Zhang Wen Sheng, Non-Executive Director, aged 60, 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 41, Senior Economist. He has held posts in the Planning Department of the Ministry of Communications and the China Merchants Group Limited successively, and now 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.



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Mr. Leung Man Kit, Independent Non-Executive Director, aged 54, 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 43. She is a Senior Accountant, a Non-practiced Registered Accountant and Registered Tax Officer. Mrs. 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 41. Mrs. Guo has worked for Legal Bureau of Beijing, Legal Department of the Intellectual Property of China, as well as Everbright Securities Company. Mr. Guo is currently a partner and the Deputy Director of Beijing S & P Law Firm.

Supervisors

Mr. Li Huai Jie, Chairman of the Supervisory Committee, aged 59, Senior Economist. Mr. Li has worked for Anhui Provincial Planning Economy Commission, Anhui Provincial Energy Group Company Limited, Anhui Provincial Investment Group Company Limited, Anhui Wanneng Company Limited and China Anhui International Economic and Technology Cooperation Corporation with post of Deputy Director, Deputy General Manager, Deputy Chairman, Secretary to the Party Committee and General Manager respectively. He is the Deputy Secretary to the Party Committee of AEHC commencing from August 2006.

Ms. He Kun, Supervisor, aged 30, 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 51, 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.

Other Senior Management

Mr. Xie Xin Yu, Deputy General Manager and Company Secretary, aged 40, 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.

Mr. Wang Chang Yin, the Deputy General Manager, aged 44, Senior Engineer, Registered Supervision Engineer. He held the post in Anhui Zongyang County Communications Bureau, Hetong Road Administration Office of Anhui Expressway Holding Corporation and the General Manager of Anhui Gaojie Expressway Company Limited. He is appointed as the Deputy General Manager of the Company commencing from October 2004.

VI. STAFF AND TRAINING

As at the end of the reporting period, the Company had a total of 1461 full-time employees, out of which there were 460 management and professional staff, 803 toll collection staff. Staff over Junior college graduated represents 34.2% of the total. Staff in administration, finance and technology over Junior college graduated represents 62.2%, out of which masters represents 2.6% and bachelors represents 18.9%.

1. Staff Wages and Welfare Plan

Staff Wages

As for staff wages, the Company pursued “the wages’ linking with their results”. In accordance with the principles of “distribution according to work” and “wages determination according to post”, the Company closely linked staff’s wages with post responsibility, working skill, working conditions and working contributions and established the stimulation system of “post depending on competition and wages relying on contributions”. The distribution inclined to the post with major obligations and strong technicality and widened distribution grades reasonably.

Basic Medical Insurance

During the reporting period, the enterprises and institutions in Hefei should contribute the amount equal to 8% of the basic wages to its staff for medical insurance in accordance with No.82 Hefei People’s Government Order issued in November 2000 by Hefei, Anhui, where the Company is located. The Company contributed the said medical insurance starting from 2005, the insurance fees will be provided from the welfare funds of the staff and this will not exercise significant influence on the operating results of the Company. The Company will not be required to contribute medical insurance prior to 2005

Housing Fund

The Company does not own any staff quarters and does not plan to provide any staff quarters. During the period under review, the Company contributed the amount equal to 20% to the basic wages of its staff (approximately RMB3,780,000) to the Housing Fund in accordance with the society insurance scheme implemented by Anhui Provincial Government. There is no further obligation of the Group apart from contributions to the Housing Fund.

Pension Scheme

The Group has participated in the pension scheme organized by the government since 1997, pursuant to which a contribution shall be made based on 23% to 27% of the basic salary of the employees (as to which 20% to 23% contributed by the Group and the remaining contributed by the employees). This constituted the sole responsibility of the Group to the pension scheme. Such pension scheme shall undertake the responsibility to pay pension fund to the retired employees. For the year ended 31 December 2006, the Group contributed RMB4,343,000 to the scheme.



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In addition to the above pension plans, the employees of the Group also entered into a supplementary pension scheme on a voluntary basis. The Group is required to make an annual contribution to an independent fund management company equivalent to the basic monthly salary, subject to certain ceiling, in respect of its employees. The Group is also required to pay Rmb230 every month to those employees, who have retired or will retire before 31 December 2015. As at 31 December 2006, the retired employees of the Group was 15.

2. Staff Training

The Company pays great attention to staff training and establishes actual, applicative and effective plan according to the Company's demands. The training mainly includes improving the Management' overall management level, improving staff's post skill, professional technical staff's continuous education and special staff's working with certificate. During 2006, various departments of the Company held different special training of 6 times, with total training persons of 200.