

Directors, Supervisors, Senior Management and Staff



(I) General Information

Names	Gender	Age	Position with the Company	Term of office
Shen Chang Quan	M	59	Chairman	From June 2006 to 2009
Xie Jia Quan	M	56	Executive Director, General Manager	From June 2006 to 2009
Zhang Wen Sheng	M	60	Non-executive Director	From June 2006 to 2009
Sun Hong Ning	M	46	Non-executive Director	From June 2006 to 2009
Chen Xiang Hui	M	44	Non-executive Director	From June 2006 to 2009
Fan Yu Shu	F	55	Non-executive Director	From June 2006 to 2009
Cui Xiao Long	M	46	Non-executive Director	From June 2006 to 2009
Chang Yung Tsung	F	75	Independent Non-executive Director	From June 2006 to 2009
Fang Hung, Kenneth	M	69	Independent Non-executive Director	From June 2006 to 2009
Yang Xiong Sheng	M	47	Independent Non-executive Director	From June 2006 to 2009
Fan Cong Lai	M	45	Independent Non-executive Director	From June 2006 to 2009
Zhou Jian Qiang	M	54	Chairman of the Supervisory Committee	From June 2006 to 2009
Zhang Cheng Yu	M	56	Supervisor	From June 2006 to 2009
Ma Ning	F	50	Supervisor	From June 2006 to 2009
Shang Hong	F	44	Supervisor representing staff	From June 2006 to 2009
Zhou Hao Xiang	M	59	Supervisor representing staff	From June 2006 to 2009
Qian Yong Xiang	M	43	Deputy General Manager	From January 2007 to December 2009
Liu Wei	F	51	Deputy General Manager, Chief Financial Officer	From January 2007 to December 2009
Zhao Jia Jun	M	40	Deputy General Manager	From January 2007 to December 2009
Yao Yong Jia	M	43	Secretary to the Board of Directors	From January 2007 to December 2009
Lee Wai Fun, Betty	F	46	Company Secretary (Hong Kong)	From June 2006 to May 2007

Notes:

1. During the reporting period, the directors, supervisors and senior management did not hold any shares of the Company, including their spouses or children or their relatives or their controlled entities or trusts with 30% equity interests or above.
2. The directors and the senior management of the Company are not associated or related.



(II) Information of Directors and Supervisors Working in Shareholders' Companies

Name	Employer	Title	Term of Office
Shen Chang Quan	Communications Holdings	Chairman	From January 2001 up to now
Zhou Jian Qiang	Communications Holdings	General Manager	From November 2000 up to now
Sun Hong Ning	Communications Holdings	Deputy General Manager	From May 2003 up to now
Chen Xiang Hui	Communications Holdings	Deputy General Manager	From May 2003 up to now
Zhang Wen Sheng	Huajian Transportation Economic Development Centre	Deputy General Manager	From November 1998 up to now
Fan Yu Shu	Communications Holdings	Director of Financial Auditing Department	From December 2002 up to now
Cui Xiao Long	Communications Holdings	Director of Operational	From February 2002 up to now
Zhang Cheng Yu	Communications Holdings	Director of Human Resources Department	From January 2002 up to now
Ma Ning	Huajian Transportation Economic Development Centre	Assistant Manager of Planning and Finance Department	From September 1998 up to now

(III) Emoluments for the Year

The emoluments for directors, supervisors and other senior management are recommended by the Board, approved by the Nomination, Remuneration and Appraisal Committee under the Board in accordance with the relevant requirements, market levels and the Company's actual circumstances, considered and approved at the general meeting of the Company and finalized with their salary agreements entered into with the Company. The Company's four independent directors received emoluments for independent directors for year 2006. The rest of the directors and supervisors (including those working for the Company) did not receive emoluments for directors or supervisors. The directors and supervisors holding positions with the Company received management remunerations based on their specific management positions.

1. The annual allowances paid for each of the two overseas independent directors and each of the two domestic independent directors by the Company were equivalent to approximately RMB200,000 and RMB50,000 respectively during 2006. Apart from the above-mentioned allowances, the independent directors did not receive any other remuneration from the Company. The total remuneration amounted to approximately RMB500,000. Other directors and supervisors did not receive emoluments and allowances from the Company.
2. The emoluments of the Company's senior management (including deputy general managers, financial controller and secretary to the Board) comprised salaries of the position held, performance bonus and fringe benefits. Fringe benefits comprised pension scheme contribution and various social insurance schemes. There were no housing allowances or other allowances.

Directors, Supervisors, Senior Management and Staff

Details of remunerations received by the directors, supervisors and senior management during 2006

RMB'000

Personnel	Remuneration of directors or supervisors	Management remuneration	Total	Received remuneration in shareholders' entities or other connected entities
Directors				
Shen Chang Quan	—	—	—	Yes
Xie Jia Quan	—	357	357	No
Zhang Wen Sheng	—	—	—	Yes
Sun Hong Ning	—	—	—	Yes
Chen Xiang Hui	—	—	—	Yes
Fan Yu Shu	—	—	—	Yes
Cui Xiao Long	—	—	—	Yes
Independent directors				
Chang Yung Tsung	200	—	200	No
Fang Hung, Kenneth	200	—	200	No
Yang Xiong Sheng	50	—	50	No
Fan Cong Lai	50	—	50	No
Supervisors				
Zhou Jian Qiang	—	—	—	Yes
Zhang Cheng Yu	—	—	—	Yes
Ma Ning	—	—	—	Yes
Shang Hong	—	217	217	No
Zhou Hao Xiang	—	217	217	No
Senior Management				
Qian Yong Xiang	—	269	269	No
Liu Wei	—	258	258	No
Zhao Jia Jun	—	217	217	No
Yao Yong Jia	—	217	217	No
Lee Wai Fun, Betty	—	—	—	No
Wu Zan Ping*	—	242	242	No
Total	500	1,994	2,494	

* Mr. Wu Zan Ping, the former deputy general manager of the Company, resigned on October 2006. His annual remuneration referred to his salary during his term of office.



(IV) Changes in Directors, Supervisors and Senior Management

At the Company's 2005 annual general meeting convened on 5 June 2006, the elections for all members of the new sessions of the Board and the Supervisory Committee were held. At the meeting, attending shareholders voted to appoint Mr. Shen Chang Quan, Mr Xie Jia Quan, Mr. Zhang Wen Sheng, Mr. Sun Hong Ning, Mr. Chen Xiang Hui, Ms. Fan Yu Shu and Mr. Cui Xiao Long as Directors of the Company; Ms. Chang Yung Tsung, Mr. Fang Hung, Kenneth, Mr. Yang Xiong Sheng and Mr Fan Cong Lai as Independent Non-executive Directors of the Company; Mr. Zhou Jian Qiang, Mr. Zhang Zheng Yu and Ms. Ma Ning as members of the Company's Supervisory Committee; and Ms. Shang Hong and Mr. Zhou Hao Xiang as Supervisors representing the staff, forming the fifth session of the Board and the Supervisory Committee.

At the first meeting of the fifth session of the Board and the first meeting of the fifth session of the Supervisory Committee, Mr. Shen Chang Quan and Mr. Zhou Jian Qiang were respectively elected as the Chairman of the Board and the Chairman of the Supervisory Committee.

In October 2006, Mr Wu Zan Ping, Deputy General Manager of the Company, resigned from the management position of the Company due to job change. The Company's General Managers' Meeting nominated Mr. Zhao Jie Jun as Deputy General Manager for a term starting from December 2006 and ending in December 2009.

(V) Other Information of Directors, Supervisors and Senior Management

Directors' and Supervisors' contracts

Apart from the employment contract of Mr. Xie Jia Quan, each of the directors and supervisors has entered into a service contract with the Company. The content of these contracts was primarily the same in all material respects. The terms of these contracts started from the date of the 2006 annual general meeting (or the appointment date) until the date of the annual general meeting to be held in 2009. The Company, the directors or the supervisors can terminate the contracts by giving not less than three months prior notice in writing to the other party. Save as the above-mentioned, none of the directors or supervisors has entered into or has proposed to enter into any service contracts with the Company expiring or determinable by the employer within one year with payment of compensation (other than statutory compensation). The Company was not required to pay compensation to any director for the reason that the directors intended to be re-elected in the next annual general meeting but their service contracts have not expired.

Interests of Directors and Supervisors in Contracts

The Company was not aware of any material contracts in which any directors or supervisors held direct or indirect interests or had significant direct or indirect conflict of interests.

The Statement and Undertaking of Directors, Supervisors and Senior Management

During the reporting period, the directors, supervisors and senior management of the Company have signed statements and letters of undertaking in accordance with the listing requirements of the Shanghai Stock Exchange.

The Model Code for Securities Transactions by Directors

Upon specific enquiries made to all the Directors and Supervisors of the Company, the directors of the Company have complied with the provisions on securities transactions under the Model Code for Securities Transactions by Directors of Listed Companies under Appendix 10 of the Hong Kong Listing Rules (the “Model Code”). The Company has also established the “Model Code for Securities Transactions by Directors, Supervisors, Senior Management and Relevant Employees” to ensure the relevant personnel’s compliance with the code in carrying out securities transactions.

Dealings in Securities by Directors, Supervisors and Senior Management

During the reporting period, there was no record showing that any directors, supervisors or senior management or any of their associates held any interests in the registered capital of the Company and its subsidiaries or associates being disclosable under the SFO or the Model Code for Securities Transactions by Directors of Listed Companies.

During the year, none of the directors, supervisors, senior management or any of their respective associates (including their spouses and children under 18 years of age) were granted any interests under any arrangement to subscribe for the equity or debenture of the Company, its subsidiaries or its associates.

(VI) Profiles of Directors, Supervisors and Senior Management

Directors

Mr. Shen Chang Quan, Chairman, Chairman of the Strategy Committee, born in 1948, economist. Mr. Shen had been the head and the party secretary of Wu County in 1981, and a deputy mayor of Suzhou City since 1992. He was in charge of urban and communications developments of Suzhou City for a long time and was responsible for the development of the Suzhou City New Technology Development Zone from 1992 to 1997. He has extensive experience in engineering and management. He has been the chairman of the board of Jiangsu Communications Holdings Company Limited (“Communications Holdings”) since January 2001.

Mr. Xie Jia Quan, Director, General Manager, Member of the Strategy Committee, born in 1951, is a university graduate and a post-graduate grade senior engineer. Mr. Xie was a technical staff and an assistant at Jiangsu Communications Planning and Design Institute in 1978, and deputy head of the Planning Department of Jiangsu Communications Bureau in 1985. He was deputy head of the Engineering Department of Jiangsu Expressway Construction Command Office in 1992, head of its Planning Department, deputy chief engineer and then the site commander and deputy chief commander. He has been the deputy commander of the expansion project command office of the Company since August 2003. He has assumed the position of general manager of the Company since December 2003. Mr. Xie has long been engaged in the management of communication construction and management of expressway operation. Mr. Xie is a senior expert with substantial experience in expressway construction and management.



Mr. Zhang Wen Sheng, Director, Member of the Nomination, Remuneration and Appraisal Committee, born in 1947, senior economist. Mr. Zhang started working at the Tianjin Port in 1968. In 1974, he joined the Ministry of Communications where he has been secretary of general office, deputy director of Production Regulatory Bureau, deputy director of Enterprise Administrative Bureau, director of the System Reformation Office, director of the System Regulatory Office and assistant supervisor and so forth, underscoring his longstanding involvement in communication administration. In 1998, he became the deputy general manager of Huajian Transportation Economic and Development Centre. He is currently the vice chairman of Northeastern Expressway Co., Ltd., Sichuan Expressway Co., Ltd. and Guangxi Wuzhou Communications Co. Ltd. and a director of Anhui Expressway Co., Ltd. Mr. Zhang has extensive experience in the research of corporate laws and business management.

Mr. Sun Hong Ning, Director, Member of the Nomination, Remuneration and Appraisal Committee, born in 1961, EMBA from China Europe International Business School in Shanghai. Mr. Sun had been deputy division head at Jiangsu State Secrecy Bureau since 1994. He was secretary of general office at the Jiangsu Provincial Party Committee in 1995, secretary of general office of the Jiangsu Provincial Government in 2001; and director and deputy general manager of Communications Holdings in 2003. Mr. Sun is also vice chairman of Jiangsu Sujiahang Expressway Co., Ltd., a director of Huatai Securities Co. Ltd. and a director of Jinling Hotel Co. Ltd. He has substantial experience in business and management.

Mr. Chen Xiang Hui, Director, Member of the Strategy Committee, born in 1963, with a Bachelor degree in industrial engineering and an MBA, post-graduate grade senior engineer. Mr. Chen has been involved in communication construction management and expressway operation management for a long time. Mr. Chen was deputy director of the Project Quality Supervisory Section of Jiangsu Communications Department, a director of Jiangsu Ninglian Ningtong Management Office and general manager of the Company. Mr. Chen is currently director and deputy general manager of Communications Holdings. He is vice chairman of the Jiangsu Young Businessmen Association, deputy secretary general of the Expressway Operations Management Association of China's Academy of Highways and a standing committee member of the Expressway Operations Committee of Jiangsu Academy of Highways.

Ms. Fan Yu Shu, Director, Member of the Audit Committee, born in 1952. She is tertiary educated and a senior accountant. Ms. Fan was a manager of Transportation Business Department of Jiangsu Leasing Company and a deputy manager of Jiangsu Communications Investment Corp. She is a director of the Finance Department of Communications Holdings, a director of Jiangsu Yangtze Bridge Co., Ltd. and Jiangsu Guangjing Xicheng Expressway Co., Ltd., and vice chairman of the Jiangsu Communications Accountant Association. She has more than 20 years of experience in finance and accounting management.

Mr. Cui Xiao Long, Director, Member of the Strategy Committee, born in 1961, university graduate, senior economist. Mr. Cui had been working in the Jiangsu Communications Bureau since 1984. He was the section chief of Finance Division, the deputy general manager of Jiangsu Communications Investment Corp. and director of Investment and Development Department at Communications Holdings. Mr. Cui is director of the Operational Safety Department at Communications Holdings and holds the position of director of Toll Management Centre of Expressway Network of Jiangsu Province concurrently. He is also deputy secretary general of Communications Enterprise Association of Jiangsu Province. He has over 20 years of experience in corporate management and finance management.

Ms. Chang Yung Tsung, Alice, Independent Director, Chairman of the Nomination, Remuneration and Appraisal Committee, born in 1932. She was a member of the Preparatory Committee for the Hong Kong Special Administrative Region, a standing committee member of the National Committee of the Chinese People's Political Consultative Conference, an advisor to the Hong Kong & Macau Affairs Office and the Xinhua News Agency (Hong Kong Branch) and chairperson of the Business Enterprise Management Centre of the Hong Kong Management Association. She is also managing director of Taching Petroleum Co. Ltd., president of Yung Shing Enterprise Co., the China senior advisor to Telefonaktiebolaget LM Ericsson, the director of Nanjing Ericsson Panda Communications Co., Ltd., the director of Beijing SE Putian Mobile Communications Co., Ltd., chairman of Shanghai Overseas Chinese Commercial Centre Co., Ltd., and chairman of Jiangsu Hong Kong Aero Enterprise Ltd. Ms. Chang has decades of experience in business development and investment. Ms. Chang has been awarded the Insignia of the Commander of the Royal Order of the Polar Star bestowed by His Swedish Majesty King Carl Gustav XVI of the Kingdom of Sweden and the Gold Bauhinia Star of the Hong Kong Special Administrative Region.

Mr. Fang Hung, Kenneth, Independent Director, Member of the Nomination, Remuneration and Appraisal Committee, born in 1938 and originated from Shanghai, graduated from Massachusetts Institute of Technology in the USA with a chemical engineering master degree in 1960s. He is the chairman of Jiangsu Times Supermarket Co., Ltd., the chairman of Fang Brothers Knitting Ltd., and a member of the National Committee of the Chinese People's Political Consultative Conference. He also undertakes many other key positions in major industrial or commercial associations, including as an Honorary Chairman of Hong Kong Textile Council and Hong Kong Wollen & Synthetic Knitting Manufacturers Association and a member of the Textile Advisory Board.

Mr. Yang Xiong Sheng, Independent Director, Chairman of the Audit Committee, Member of the Nomination, Remuneration and Appraisal Committee, born in 1960 and a tutor for doctoral candidates. Mr. Yang became research office director of Jiangsu Lianyungang Finance School in 1981 before joining the Lianyungang Audit Bureau in 1987. In 1994 he was posted to the accounting department of Nanjing University, where he has been department head since 1999, underpinning his profound expertise in the accounting profession.

Mr. Fan Cong Lai, Independent Director, Member of the Strategy Committee, Member of the Audit Committee, born in 1962, is a tutor for doctoral candidates and a renowned economist nationwide. Mr. Fan was a teaching assistant of the Economics Faculty of the Business School at Nanjing University in 1983 and a lecturer in 1988. He has been professor and department head of the Economics Faculty of the Business School at Nanjing University since 1996. Mr. Fan is currently secretary of the Communist Party Committee of the Business School at Nanjing University, vice chairman of Jiangsu Finance Association and vice chairman of the Jiangsu Investment Association. Mr. Fan has long been engaged in teaching and research of monetary finance, corporate finance and capital markets. He is knowledgeable in economic theories. He has received numerous national awards honouring his outstanding contribution as an expert. In 2003, he was awarded the "National Higher Education Professional" by the State's Education Department.



Supervisors

Mr. Zhou Jian Qiang, Chairman of the Supervisory Committee, born in 1953, senior economist and senior engineer, graduated in 1985 with a master degree. Mr. Zhou has joined the Jiangsu Provincial Planning Economy Committee since 1985 and then director; he was deputy general manager of Jiangsu ITIC in 1997; deputy director of Jiangsu Provincial Planning Economy Committee in 1999; and vice chairman and general manager of Communications Holdings since January 2001. Mr. Zhou has been involved in investment management, finance and securities for a long time, and has extensive experience in operation and management.

Mr. Zhang Cheng Yu, Supervisor, born 1951, tertiary educated, senior economist. Mr. Zhang has been deputy general manager, deputy secretary of the Communist Party Commission, general manager and secretary of the Communist Party Commission of Yangzhou Motoring Corporation since 1985. He became deputy head of the Communications Bureau of Yangzhou City in 1996 and then joined Jiangsu Yangtze Bridge Co., Ltd. as deputy general manager in January 2001. In July 2001, he became general manager of Jiangsu Ningjingyuan Expressway and in January 2002, he became personnel director of Communications Holdings. Mr. Zhang has extensive experience in financial and transport management.

Ms. Ma Ning, Supervisor, born in 1956, tertiary educated, accountant. She is currently deputy manager of the Finance Department of Huajian Centre. Ms. Ma had been an accountant in the finance department of the Ministry of Communications since 1975 and an accountant of China Association of Navigation since January 1990. She has been working for Huajian Centre since June 1994 and is now deputy manager of the Planning and Finance Department.

Ms. Shang Hong, Supervisor, born in 1963, university graduate and senior engineer. Ms. Shang taught in the Civil Engineering Department of Nanjing Jinling Vocational University from July 1985 to May 1993. She was an engineer of the Engineering Department of Jiangsu Expressways Command Office from June 1993 to September 1996. She was deputy head of the Planning Division of the Manager Department of the Company in September 1996, head of the Planning Division of the Securities Department of the Company in May 2000 and deputy manager of the Investment Development Department of the Company. She has been the manager of the Investment Development Department since January 2004 until now.

Mr. Zhou Hao Xiang, Supervisor, born in 1948, tertiary-educated and has been working since 1968, economist and supervising engineer for transportation projects. Mr. Zhou had been the secretary of the Communist Youth Party Committee of Jiangsu Communications Bureau, deputy manager of Jiangsu United Transport Co., deputy director of the General Department of Jiangsu Expressways Command Office, deputy director of the Preparatory Office of Jiangsu Expressway Company Limited, deputy director of the Preparatory Department of the Jiangsu Transportation Command Centre, vice chairman of the Labour Union of Jiangsu Expressway Company Limited. Mr. Zhou has long been involved in the transportation sector, amassing considerable practical experience in comprehensive management, infrastructure projects and staff relations.

Other Senior Management

Mr. Qian Yong Xiang, Deputy General Manager, born in 1964, with a master degree in industries and an MBA. He taught at Southeast University from 1987 to 1992. He joined the Company in 1992 and has been head of the Planning Section and deputy manager of the Investment and Securities Department. Mr. Qian has long been involved in strategies studies of the transport industry, the Company's investment analysis and management, project construction and operational management.

Ms. Liu Wei, Deputy General Manager, Financial Controller, born in 1956, university graduate, senior accountant. Ms. Liu joined the Company in August 1992. She had been the deputy section chief of the Planning Division of the Communications Department of Jiangsu Province, the person-in-charge of the Finance Department of the Jiangsu Roads & Bridges Construction Co. and the section chief of the Finance Division of the Jiangsu Expressways Command Office. Ms. Liu was also the deputy division chief and the manager of the Finance Department of the Company. She has been working in the economic and financial management for 20 years and has extensive experience in these areas.

Mr. Zhao Jie Jun, Deputy General Manager, born in 1967, with a master degree in industries, post-graduate grade senior engineer, joined the Company in August 1992. Mr. Zhao had been an engineer of the Planning Department of Jiangsu Expressway Construction Command Office and deputy director of the engineering division of the Company's Engineering and Technology Department, director of the General Department, deputy manager and manager of the Engineering and Technology Department. Mr. Zhao has been engaged in the construction, maintenance and repair, operation and management of transportation projects since he started working.

Mr. Yao Yong Jia, Secretary to the Board, born in 1964, with a master degree, senior engineer. Mr. Yao joined the Company in August 1992. He has been a section chief of the Communications Design and Planning Institute of Jiangsu Province, the Jiangsu Expressways Command Office and the Securities Department, as well as the director of the secretariat to the Board of the Company. Mr. Yao has extensive experience and he has been engaging in project management, investment analysis, financing and securities.

Ms. Lee Wai Fun, Betty, Secretary to the Board in Hong Kong, born in 1961. She obtained a professional diploma in company secretaryship and administration from the Hong Kong Polytechnic (presently the Hong Kong Polytechnic University) in 1983. She is a chartered secretary in Hong Kong. She is a member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries.



(VII) Information on the Staff of the Company

As at 31st December 2006, the Company had 3,350 staff, including 332 management and professional staff and 3,018 toll operation and production staff. The Company has increased 513 new staff to cater for the operation requirement of the opened 8-lane expressway. Staff with professional qualifications accounted for 8% of the total number, while staff graduated from universities and tertiary institutions accounted for 38% of the total number. Among management and professional staff, 82% are college graduates with 34% holding bachelor degrees and 4% holding master degrees or above.

Staff Salary

In 2006, the Company implemented the position-based salary system in full scale with performance being the determining factor. Salaries are determined in accordance with the comprehensive performance appraisal results of each staff, with reference to the principle of “salary by position, award by performance”, thereby raising the competitiveness and fairness of the salary system. The aggregate salaries of the staff were subject to approval by the Board. During 2006, the aggregate salaries actually utilized by the Company amounted to RMB123,530,000.

Staff Insurance and Welfare

The Company cares for its staff with affection and protects the statutory interests of the staff. In accordance with the relevant State regulations, the Company provides its current staff with social insurances including retirement insurance, basic medical insurance and unemployment insurance, with all insurance premiums fully paid. Meanwhile, in order to provide better protection for our staff, the Company has also obtained supplementary medical insurance and labour injury insurance from commercial insurance companies for the staff. Corporate annuity fund, social insurance and supplementary insurances are provided, with the corporate annuity scheme established, aiming at improving the living standards of the staff after retirement.

The Company participates in the central retirement and pension fund scheme administered by the State, which undertakes the pension payment to the Company's retired employees.

Staff Education and Training

The Company emphasizes staff education and training. In order to improve the education and training system, the Company commenced a practical, pragmatic and effective training scheme with specific goals. In 2006, the staff training plan was primarily about the operation and management of the new 8-lane Shanghai-Nanjing Expressway. Position skill training and comprehensive quality enhancement were the primary objectives, and entry training for new staff was strengthened. The Company has organized a total of 12 training programmes on special topics, ranging from the enhancement of toll operations and the position skills of production staff to the improvement of comprehensive management standard of the management and professional staff. Staff participation in such training programmes was counted at 516 times. In addition, the Company also attaches importance to the education on occupational ethics and the cultivation of a healthy mentality among the staff. Through on-the-job training, technical skills competition, experience sharing and so forth, the individual comprehensive capability of the staff was enhanced and the corporate team spirit was strengthened. The staff training ratio reached 100%.