

### 1. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

#### Directors

**Mr. Gu Jianguo**, aged 49, has been Director and Deputy General Manager of the Company since September 1993. He has acted as Vice Chairman and General Manager of the Company since July 1995, and has acted as General Manager of Magang Holding and Chairman of the Company in June 1997 and July 1997, respectively. In September 1998, Magang Holding became Magang (Group) Holding Company Limited and Mr. Gu was appointed General Manager of Magang (Group) Holding Company Limited. He ceased to be General Manager of the Company effective September 1999. Mr. Gu held 2,900 of the Company's shares.

**Mr. Gu Zhanggen**, aged 55, was previously Supervisor of the Supervisory Committee of the Company and Chairman of the labour union of the Company. Since June 1997, he has acted as Secretary of the Party Committee of Magang Holding and the Company, and Deputy General Manager of Magang Holding. He has acted as Vice Chairman and Director as well as Secretary of the Party Committee of the Company since September 1997. In September 1998, Magang Holding was transformed into Magang (Group) Holding Company Limited and Mr. Gu was appointed Secretary of the Party Committee and Deputy General Manager of Magang (Group) Holding Company Limited. Mr. Gu held 2,900 of the Company's shares.

**Mr. Zhu Changqiu**, aged 56, was Deputy General Manager of the Company from June 1997. Mr. Zhu has been Director and General Manager of the Company since September 1999.

**Mr. Shi Zhaogui**, aged 57, has been, since September 1993, Director and Deputy General Manager of the Company and from September 1999, he ceased to be Deputy General Manager of the Company and has become Deputy General Manager of Magang (Group) Holding Company Limited. Mr. Shi held 2,900 of the Company's shares.

**Mr. Wang Rangmin**, aged 59, is currently Deputy General Manager of Magang (Group) Holding Company Limited. Since September 1997, he has held the post of Director of the Company.

**Mr. Zhao Jianming**, aged 48, was Deputy General Manager of the Company and Secretary of the Party Committee of the Company in June 1997. Since September 1997, he has acted as Director of the Company. He also holds the office of Secretary of the Party Committee of Magang (Group) Holding Company Limited. From September 1999, he ceased to be Deputy General Manager of the Company.

**Mr. Su Jiangang**, aged 47, has been the Secretary to the Board of Directors of the Company since September 1993. He was appointed as Deputy Chief Economist, Chief Economist and Director of the Company in November 1995, June 1997 and September 1997, respectively. From September 1999, he has been Deputy General Manager of the Company. Mr. Su held 2,900 of the Company's shares.

### 1. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (continued)

**Mr. Gao Haijian**, aged 45, was Deputy General Manager of the Company from June 1997. He has been Director of the Company from September 1999.

#### Independent directors

**Mr. Dong Yuanchi**, aged 56, is the Principal of Anhui Industrial University, previously known as China East Metallurgical College. Mr. Dong has been an independent Director of the Company from September 1999.

**Madam Cheng Shaoxiu**, aged 59, is Chief Accountant of 國元控股(集團)有限責任公司 in Anhui Province. She has been an independent Director of the Company from September 1999.

**Mr. Wu Junnian**, aged 36, is currently a lawyer of Taiji Law Firm in Shanghai. He has been an independent Director of the Company from September 1999.

#### Supervisors

**Mr. Gao Junsheng**, aged 48, has been Assistant Officer and Officer of the Company since October 1993 and was elected as Supervisor and Chairman of the Supervisory Committee of the Company in June 2001.

**Mr. Li Kezhang**, aged 54, has been Deputy Secretary of the Party Committee and Chairman of the labour union of the Company in June 1997. He was appointed as Supervisor of the Company in September 1997. He is also Deputy Secretary of the Party Committee and Chairman of labour union of Magang (Group) Holding Company Limited.

**Mr. Zha Quanliang**, aged 54, is currently working as a sub-Party secretary and a technician in No. 1 Steel Making Factory. He has been Supervisor of the Company since September 1993. Mr. Zha held 4,000 of the Company's shares.

#### Independent supervisors

**Mr. Jin Guang**, aged 50, was previously Vice Chairman of Industrial and Commercial Bank of China, Anhui provincial branch. He is currently General Manager of China Hua Rong Assets Management Company, Hefei office. He has been Supervisor of the Company from September 1999.

**Mr. Wang Xiaoxin**, aged 46, was previously General Manager of International Business Department of Construction Bank of China, Anhui provincial branch. He is currently Vice Chairman of China Construction Bank, Anhui provincial branch. He has been Supervisor of the Company from September 1999.

**Mr. Che Deyu**, aged 43, is Vice Chairman of the Bank of China, Anhui provincial branch. He has been Supervisor of the Company from September 1999.

The term of office for all directors and supervisors is from 1 September 1999 to 31 August 2002.

### 1. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT (continued)

#### Senior management

**Hui Chigang**, aged 48, was appointed Assistant to the General Manager of the Company in August 1999, and Deputy General Manager of the Company in June 2001.

**Jiang Ping**, aged 50, was appointed Assistant to the General Manager of the Company in August 1999, and Deputy General Manager of the Company in June 2001.

**Shi Xiongliang**, aged 49, was appointed Deputy Chief Engineer of the Company in August 1999, and Deputy General Manager and Chief Engineer in June 2001.

**Mr. Wang Dapeng**, aged 60, was appointed Secretary to the Board of Directors and officer of the Company in September 1993. In July 1997, he was appointed Assistant to the General Manager of the Company. Mr. Wang held 2,900 of the Company's shares.

Save as disclosed above, as at 31 December 2001, no other interests or right in share capital of the Company or any of its associated corporations as defined by the Securities (Disclosure of Interests) Ordinance held by Directors, Supervisors or their associates were recorded in the register required to be kept under Section 29 of that Ordinance. In addition, no other right to subscribe for any equity or debt securities of the Company has been granted to any Director or Supervisor or Chief Executive or the spouse or children under 18 years of age of any such Director or Supervisor or Chief Executive.

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or supervisor or their respective spouse or children under 18 years of age, or were such rights exercised by them; or was the Company, its subsidiaries, Holding or any of the subsidiaries of Holding a party to any arrangements to enable the Directors and Supervisors of the Company to acquire such rights in any other body corporate.

Senior management of the Company is appointed by the Board of Directors and the term of office is from the day of appointment to 31 August 2002.

### 2. EMOLUMENTS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

In accordance with "Implementation Method of Annual Salary System for Operators of State-owned Enterprises of Maanshan City" issued by Maanshan Municipal Government, the senior management of the Company has adopted an annual salary system. Annual salaries will be paid after the annual audit. The forecasted total emoluments for directors, supervisors and senior management for 2001 are RMB1,600,000, of whom three will receive an annual salary of over RMB150,000; seven between RMB120,000 and RMB150,000; one between RMB100,000 and RMB120,000 and one below RMB100,000. The forecasted total emoluments for the three highest paid directors and the three highest paid senior management are RMB540,000 and RMB378,000, respectively. The annual salary is expected to be tax inclusive. When the directors, supervisors and senior management receive their annual salaries, they should pay individual income tax at the statutory rate and pay 50% of the income after tax as risk deposit.

Independent directors and independent supervisors received an annual allowance of RMB5,000 each from the Company.

Directors Shi Zhaogui, Wang Rangmin, and Zhao Jianming received their emoluments from Holding.

In December 2001, the directors, supervisors and senior management received their annual salaries for 2000 of a total of RMB1,364,631. After deduction of the individual income tax and the risk deposits, they received a total of RMB686,234.

### 3. PERSONNEL MOVEMENT

On 26 June 2001, Mr. Zhu Yunlong resigned from office as Director, Deputy General Manager and Chief Engineer, and Mr. Gao Shenghai resigned from office as both Chairman of the Supervisory Committee and Supervisor of the Company. Both of them have reached the age of retirement.

On the same day as above, Mr. Gao Junsheng was elected as Supervisor of the Company at the Annual General Meeting, and was also elected as Chairman of the Supervisory Committee at the Supervisory Meeting; the Board of Directors appointed Mr. Hui Zhigang and Mr. Jiang Ping as Deputy General Managers of the Company and Mr. Shi Xiongliang as Deputy General Manager and Chief Engineer of the Company.

### 4. STAFF OF THE COMPANY

As at the end of 2001, the Group had a total of 45,943 employees, of whom 37,780 were production workers, 284 were sales representatives, 2,175 were technicians, 302 were financial staff, 3,366 were executives and 2,036 were other personnel. There were 2,680 staff who had relevant qualifications, and 3,640 were graduated from colleges, 8,432 from junior colleges, 13,123 from high schools and 18,068 from junior high schools or below. There were a total of 19,946 retirees.