

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

(1) BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Directors

Hou Weigui, 63, is the Chairman of the Board of Directors and a non-executive Director of the Company and was initially appointed in November 1997. Mr. Hou is one of the founders of Shenzhen Zhongxing Semiconductor Co., Ltd., and Zhongxingxin. He was the President of the Company responsible for its overall operational management since the Company was listed on the Shenzhen Stock Exchange in 1997 to February 2004. Mr. Hou is a senior engineer and is currently the Vice-chairman of Zhongxingxin as well as the Chairman of Zhongxing WXT. He has extensive experience in the telecommunications business and over 35 years of management experience. His term of office is from February 2004 to February 2007.

Yin Yimin, 41, is an executive Director of the Company and was initially appointed in November 1997. He was appointed in 2004 as President and is responsible for the day-to-day

management and operation of the Company. Mr. Yin is a senior engineer and graduated from the Nanjing University of Posts and Telecommunications in 1988 with a Master of Science degree in engineering, specializing in telecommunications and electronic systems. Mr. Yin served as a Manager of the Research and Development Department of Shenzhen Zhongxing Semiconductor Co., Ltd. from 1991, and as Deputy General Manager of Zhongxingxin between 1993 and 1997. During the periods from 1997 to 1999 and 1999 to 2004, he served as the Company's Vice-President and Senior Vice-President respectively and was in charge of different divisions such as research and development, marketing, sales and handsets operations. He has many years of experience in the operation of telecommunications business and over 14 years of management experience. His term of office is from February 2004 to February 2007.

Shi Lirong, 41, is an executive Director of the Company and was initially appointed in February 2001. Mr. Shi has been a Senior Vice President of the Company since 1999 and is responsible for marketing and sales functions

of the Company. He is a senior engineer graduated from Shanghai Jiao Tong University in 1989 with a Master of Science degree in engineering, specializing in telecommunications and electronic engineering. Mr. Shi served as an engineer in Shenzhen Zhongxing Semiconductor Co., Ltd. from 1989 to 1993. From 1993 to 1997, he was the Deputy General Manager of Zhongxingxin, and from 1997 to 1999, the Vice-President of the Company responsible for marketing and sales functions of the Company. He has many years of experience in the telecommunications industry and over 14 years of management experience. His term of office is from February 2004 to February 2007.

He Shiyu, 38, is an executive Director of the Company and was initially appointed in February 2001. He has been the Company's Senior Vice President responsible for handset operations since 1999. Mr. He is a senior engineer graduated from Beijing University of Posts and Telecommunications in 1990 with a Master of Science degree in engineering, specializing in electromagnetic field and

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microwave technology. Mr. He joined Zhongxingxin in 1993 and previously was the chief engineer of the Nanjing Research Centre and deputy head of the Shanghai Research Centre. He was the Company's Vice-President from 1998 to 1999, responsible for divisions such as research and development and marketing. He has many years of experience in the telecommunications industry as well as over 12 years of management experience. His term of office is from February 2004 to February 2007.

Wang Zongyin, 60, is a Vice Chairman of the Board of Directors and a non-executive Director of the Company and was appointed in February 2004. Mr. Wang is currently the general manager of China Aerospace Times Electronics Corporation. He graduated from the Faculty of Mechanical Engineering, Beijing Institute of Technology in 1968, specializing in rocket design. He also previously served as the secretary to the Party Committee of the First Institute of CASC. He has substantial experience in management and operations. His term of office is from February 2004 to February 2007.

Xie Weiliang, 49, is a Vice Chairman of the Board of Directors and a non-executive Director of the Company and was appointed in February 2004. Mr. Xie is currently the general manager of Aerospace Technology Shenzhen (Group) Co., Ltd. and Shenzhen Aerospace Guangyu Industrial

(Group) Co. He graduated from the Faculty of Politics, National University of Defense Technology in 1982 and holds the title of professor. He also previously served as the head of Nanjing Aerospace Management Cadres Institute, and possesses substantial experience in management and business operations. His term of office is from February 2004 to February 2007.

Zhang Junchao, 51, is a non-executive Director of the Company, and was appointed in February 2004. Mr. Zhang is currently a deputy secretary to the Party Committee of China Aerospace Times Electronics Corporation, head of its Shaanxi Management Division and head of Xi'an Microelectronics. Mr. Zhang graduated from the Faculty of Electronic and Wirelss Electricity Engineering, Xi'an Jiaotong University in 1977. He also previously served as the deputy head of the Ninth Research Institute of CASC. His term of office is from February 2004 to February 2007.

Li Juping, 49, is a non-executive Director of the Company, and was initially appointed in April 1999. Mr. Li is currently the chief engineer of China Aerospace Times Electronics Corporation. He graduated from the Department of Technical Physics, Northwest Institute of Telecommunications Engineering (now known as Xidian University) in 1982, and holds the title of researcher. He previously was

the head of Xi'an Microelectronics and the general manager of Lishan Microelectronics. His term of office is from February 2004 to February 2007.

Dong Lianbo, 48, is a non-executive Director of the Company, and was appointed in February 2004. Mr. Dong is currently the deputy general manager of Aerospace Technology Shenzhen (Group) Co., Ltd. Mr. Dong graduated from Northeastern University in Business Administration in 2001. He holds the title of researcher and is a senior engineer. He also previously served as the director and deputy general manager of Shenyang Aerospace Xinguang Group. His term of office is from February 2004 to February 2007.

Tan Shanyi, 60, is a non-executive Director of the Company, and was initially appointed in July 2003. Mr. Tan is currently a member of the Party Committee and the deputy general manager of Hunan Provincial Telecommunications Company under China Telecom in charge of finance, planning and construction. Mr. Tan graduated from Xiang Tan University with an associate degree in law in 1990. Mr. Tan has tendered his resignation, which will become effective upon approval by the shareholders at the 2004 annual general meeting.

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Zhu Wuxiang, 39, is an independent non-executive Director of the Company, and was initially appointed in July 2003. Mr. Zhu is currently a professor and deputy chairman of the Department of Finance of the School of Economics and Management, Tsinghua University. Mr. Zhu graduated from Tsinghua University in 2002, specializing in economics and has obtained a doctorate degree. He has been studying and working at Tsinghua University since 1982. His term of office is from February 2004 to February 2007.

Chen Shaohua, 43, is an independent non-executive Director of the Company, and was initially appointed in July 2003. Mr. Chen is currently a professor and the deputy head of the Accounting Development and Research Centre of Xiamen University. Mr. Chen graduated from Xiamen University in 1992, specializing in accounting, and has obtained a doctorate degree. Since 1983, he has been engaged in teaching and scientific research at the Department of Accounting of Xiamen University. He is currently involved in various accounting research and consultancy projects. Mr. Chen is a member of the Accounting Society of China, the Chinese Institute of Certified Public Accountants and the Chinese Accounting Professors Association. He is a financial adviser to a number of medium to large-scale enterprises. His term of office is from February 2004 to February 2007.

Qiao Wenjun, 34, is an independent non-executive Director of the Company, and was initially appointed in July 2003. Mr. Qiao is currently a partner of Zhong Lun Law Firm and is the head of its Shanghai office. He is a lawyer and graduated from Fudan University in 1999, specializing in company law, and has obtained a master's degree in law. He had held various posts at Shanghai People's Municipal Government Overseas Chinese Affairs Department, and from 1995 to 2001, he was a partner of Pudong Law Firm. His term of office is from February 2004 to February 2007.

Tan Zhenhui, 61, is an independent non-executive Director of the Company, and was appointed in February 2004. Mr. Tan is currently a professor and the President of Beijing Jiao Tong University. He graduated from Southeast University in 1987, specializing in telecommunications and electronic systems, and has obtained a doctorate degree in engineering. He has tendered his resignation, which will become effective upon approval by the shareholders at the 2004 annual general meeting.

Mi Zhengkun, 59, is an independent non-executive Director of the Company, and was appointed in February 2004. Mr. Mi is currently a professor of the Telecommunications Engineering Department of Nanjing University of Posts and Telecommunications. Mr. Mi

graduated from Nanjing University of Posts and Telecommunications in 1981, specializing in telecommunications, and has obtained a master's degree. He is a member of the expert panel of ITU-T. He is currently involved in various scientific research and development projects at the State and provincial levels. His term of office is from February 2004 to February 2007.

Li Jin, 37, is an independent non-executive Director of the Company, and was appointed in June 2004. Mr. Li is currently the vice president of Technology Exchange Ltd. Prior to joining Technology Exchange Ltd., he was a partner at Linklaters, an international law firm. Mr. Li studied biochemistry at Peking University in China and received his juris doctor degree from Columbia University Law School in the United States in 1994. His term of office is from June 2004 to February 2007.

Joint Company Secretaries

Feng Jianxiong, 31, the joint company secretary of the Company. Mr. Feng joined Zhongxingxin in July 1996. He has been the Head of the Investment Department of the Company since 2000 and is now the Head of the Securities and Finance Department. He was appointed as the Secretary to the Board of Directors in 2000. Mr. Feng graduated from Tianjin University of Finance and Economics with a bachelor's degree in international finance.

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His term of office is from February 2004 to February 2007.

Suen Pui Yee, Samantha, 49, is a joint company secretary of the Company. Ms. Suen is the managing director of KCS Limited, a leading corporate secretarial and accounting services provider in Hong Kong. She was the principal of KPMG Hong Kong, responsible for its corporate services division until KCS Limited became independent from KPMG in July 2003. Ms. Suen specializes in professional corporate secretarial services with more than 20 years' experience in corporate governance, administration and management. She has provided services to many listed companies over the years. Ms. Suen is a fellow member of The Hong Kong Institute of Company Secretaries, The Institute of Chartered Secretaries and Administrators of the United Kingdom and a fellow of the Taxation Institute of Hong Kong. Ms. Suen was appointed as the joint company secretary of the Company in November 2004. Her term of office is from November 2004 to February 2007.

Supervisors

Zhang Taifeng, 63, is a Supervisor of the Company. He is currently the convenor of the Supervisory Committee of the Company and has been the Chairman of the Board of Directors from November 1997 to February 2004. He joined

Zhongxingxin in April 1993, and has previously held the positions of chief engineer and head of State-owned No. 691 Factory and head of X'ian Microelectronics. Mr. Zhang graduated from Jilin University with a bachelor's degree in semiconductor technology. His term of office is from February 2004 to February 2007.

Cui Hongwei, 43, is a Supervisor of the Company. She has been serving in the Equipment Department of Jilin Posts and Telecommunications Equipment Company since 1983, and is now the manager of the Equipment Department. Ms. Cui graduated from Northeast China Normal University in December 1995 with a bachelor's degree in Chinese. Ms. Cui joined the Company in July 2003. She has tendered her resignation, which will become effective upon approval by the shareholders at the 2004 annual general meeting.

Cao Quansheng, 43, is a Supervisor of the Company. He served as the deputy chief of the Audit Division of Hebei Provincial Posts and Telecommunications Administrative Bureau. Mr. Cao has been the deputy director of the Financial Department of the Hebei Provincial Communications Corporation since May 2001. Mr. Cao joined the Company in July 2003. Mr. Cao has tendered his resignation, which will become effective upon approval by the shareholders at the 2004 annual general meeting.

Li Jinhu, 47, is a Supervisor of the Company, and has served as the director of the Auditing Division in Shanxi Mobile Telecommunications Corporation Limited. Mr. Li has been the Director of the Financial Department of Shanxi Provincial Communications Service Company since August 2002. Mr. Li joined the Company in February 2004. Mr. Li has tendered his resignation, which will become effective upon approval by the shareholders at the 2004 annual general meeting.

Li Huanru, 54, is a Supervisor of the Company, and has been the chief accountant of Financial Planning Office of Xi'an Telecommunications Bureau. She is currently a director of the Financial Planning Office of Shaanxi Telecommunications Industrial Company. Ms. Li joined the Company in February 2001. Ms. Li has tendered her resignation, which will become effective upon approval by shareholders at the 2004 annual general meeting.

Wang Wangxi, 38, is a Supervisor of the Company. From June 1991 to October 1994, Mr. Wang worked as a teacher in the Electronic Engineering faculty of Southeastern University. Mr. Wang joined Zhongxingxin in October 1994. He served as the chief executive officer of Zhongxing Telecom Pakistan (Pvt) Ltd., and deputy general manager of the Company's First Sales Division. Mr. Wang is

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currently working as the director of the Human Resources Division of the Company. He graduated from the Electronic Engineering faculty of Southeast University in 1991 with a master's degree in electro-physics and devices. His term of office is from February 2004 to February 2007.

He Xuemei, 34, is a Supervisor of the Company. Ms. He worked at the Student Affairs Department of Chongqing University, and has been the responsible officer of the labour union of the Company since January 1998. Ms. He graduated from Chongqing University in 1995 with a combined bachelor's degree in business administration and resource and environmental engineering. She joined the Company in January 1998. Her term of office is from February 2004 to February 2007.

Senior Management

Yin Yimin is the President of the Company. Please refer to his biography under the paragraph headed "Directors" in this section.

Shi Lirong is a Senior Vice President of the Company. Please refer to his biography under the paragraph headed "Directors" in this section.

He Shiyou is a Senior Vice President of the Company. Please refer to his biography under the paragraph headed "Directors" in this section.

Wei Zaisheng, 42, has been a Senior Vice President of the Company since 1999 and the chief financial officer of the Company since 1997. During the period of 1997 to 1999, he was the Vice President of the Company. Mr. Wei graduated from the Peking University with a master's degree in business administration in 2004. He joined Shenzhen Zhongxing Semiconductor Co., Ltd. in October 1988 and has served as the chief financial officer and an assistant to the general manager of Zhongxingxin. Mr. Wei has many years of experience in the telecommunications industry including more than 16 years of management experience. His term of office is from February 2004 to February 2007.

Xie Daxiong, 41, was appointed in 2004 a Senior Vice President of the Company and is currently the general manager of the mobile business division. Mr. Xie is a senior engineer and holds the title of professor. He graduated from the Nanjing University of Science and Technology in 1986, specializing in applied mechanics, and has obtained a master's degree. Mr. Xie joined Zhongxingxin in 1994 and has been the head of the Nanjing Research Institute of Zhongxingxin. From 1997 to February 2004, Mr. Xie was the products manager, and subsequently the general manager of the Company's CDMA Division. Mr. Xie has many years of experience in the telecommunications industry and

more than 8 years of management experience. His term of office is from February 2004 to February 2007.

Zhou Susu, 50, has been a Senior Vice President of the Company since 2001, currently in charge of human resources and the President's Office. During the period of 1997 to 2001, she was a Vice President of the Company. Ms. Zhou is a senior engineer graduated from the Hong Kong University of Science and Technology in 2004, specializing in business administration, and has obtained a master's degree. Ms. Zhou joined Shenzhen Zhongxing Semiconductor Co., Ltd. in 1990. From 1993 to 1997, she served as the manager of the Research and Development Division and deputy general manager of Zhongxingxin. Ms. Zhou has many years of experience in the telecommunications industry and more than 14 years of management experience. Her term of office is from February 2004 to February 2007.

Fang Rong, 40, has been a Vice President of the Company since 1998, currently the general manager of the Fourth Sales Division. Ms. Fang, a senior engineer, graduated from the Nanjing University of Posts and Telecommunications in 1987, specializing in telecommunications engineering. From 1987 to 1995, Ms. Fang carried out research and development work in the Posts

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and Telecommunications Office of the Wuhan Academy of Postal and Telecommunications Sciences. From 1995 to 1997, she worked in marketing in Zhongxingxin. Ms. Fang has many years of experience in the telecommunications industry and more than 9 years of management experience. Her term of office is from February 2004 to February 2007.

Chen Jie, 46, is a Vice President of the Company and concurrently the general manager of the Networking Operations Division. Ms. Chen graduated from the New York University's Department of Computer Science in 1994 with a double master's degree. From 1989 to 1992, Ms. Chen was a manager of the Development Division of Shenzhen Zhongxing Semiconductor Co., Ltd. From 1995 to 1998, she was the senior researcher and manager of the Research Department of AT&T Bell Laboratory. From 1998 to 2002, she served as the general manager of the Company's subsidiaries in the US. Since 2002, she has been serving as the Vice President of the Company and the General Manager of the Networking Operations Division. Ms. Chen has many years of experience in the telecommunications industry and more than 8 years of management experience. Her term of office is from February 2004 to February 2007.

Ding Mingfeng, 35, has been a Vice President of the Company since 1998 and is currently responsible for research and development. Mr. Ding graduated from Harbin Institute of Technology in 1994, specializing in computer science and has obtained a master's degree. From 1994 to 1995, Mr. Ding carried out research and development work in Zhongxingxin. From 1995 to 1997, he served as deputy head of Zhongxingxin's Nanjing Research Institute. He has many years of experience in the telecommunications industry and more than 8 years of management experience. His term of office is from February 2004 to February 2007.

Tian Wenguo, 36, is a Vice President and general manager of Second Sales Division of the Company. Mr. Tian graduated from Harbin Institute of Technology in 1991, specializing in electromagnetic surveys and devices. Mr. Tian joined Zhongxingxin in 1996, and from 1997 to 2002, he has been the manager of the Company's Chongqing Sales Office and the general manager of the Southwest Region. Mr. Tian has many years of experience in the telecommunications industry and more than 7 years of management experience. His term of office is from February 2004 to February 2007.

Zhang Chuanhai, 39, is a Vice President of the Company since 2002 and is currently the general manager of the Third Sales Division. Mr. Zhang graduated from the China Academy of Post & Telecommunications in 1990, specializing in telecommunications and electronic systems, and has obtained a master's degree. From 1991 to 1993, Mr. Zhang carried out research and development work in Shenzhen Zhongxing Semiconductor Co., Ltd. He joined Zhongxingxin in 1994, and from 1997 to 2002, he served as general manager of the Company's Southern China Sales Region and deputy general manager of the Second Sales Division. Mr. Zhang has many years of experience in the telecommunications industry and more than 7 years of management experience. His term of office is from February 2004 to February 2007.

Ye Weimin, 38, is a Vice President of the Company and is currently the general manager of Fifth Sales Division since 2001. Mr. Ye graduated from Shanghai Jiao Tong University in 1988, specializing in computer science and engineering. He joined Zhongxingxin in 1994 and has served as the head of Customer Services Division. From 1997 to 2001, he served as the chief officer of the Company's Central

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Laboratory, deputy general manager of Third Sales Division, and general manager of Mobile Business Division. Mr. Ye has many years of experience in the telecommunications industry and more than 10 years of management experience. His term of office is from February 2004 to February 2007.

Qiu Weizhao, 41, has been a Vice President of the Company in charge of procurement of raw materials and components and he is the president of the Company's subsidiary, ZTE Kangxun since 1999. Mr. Qiu, a senior engineer, graduated from Xidian University in 1988, specializing in telecommunications and electronic systems, and has obtained a master's degree. Mr. Qiu joined Changde Wired Communication (Group) Company in 1998 and served as the deputy general manager. He joined the Company in 1998. His term of office is from February 2004 to February 2007.

Ni Qin, 45, has been a Vice President of the Company since 1998, currently in charge of IT construction. Mr. Ni graduated from Shanghai School of Posts and Telecommunications in 1981, specializing in telecommunications. From 1981 to 1994, Mr. Ni carried out technological research and development work in Shanghai Postal and Telecommunication Research Institute No.1. He served as head of Zhongxingxin's Shanghai Research Institute from 1994 to 1997. His term of office is from February 2004 to February 2007.

Zhao Xianming, 38, has been a Vice President of the Company since 2004 and is currently the general manager of the CDMA Business Division. Mr. Zhao graduated from the Harbin Institute of Technology in 1997, specializing in telecommunications and electronic systems and has obtained a doctorate degree. From 1991 to 1998, Mr. Zhao

served as an associate professor of the Communication Engineering Teaching and Research Office of Harbin Institute of Technology. He joined the Company in 1998 and has been the project manager of the CDMA Product Research & Development Group in the Mobile Division. His term of office is from February 2004 to February 2007.

Xu Huijun, 31, has been a Vice President of the Company since 2004 and is currently the general manager of the General Products Division. Mr. Xu graduated from the Tsinghua University in 1998, specializing in electronic engineering and has obtained a master's degree. He joined the Company in 1998 and has served as a project manager of the General Products Division, and subsequently the head of Beijing Research Centre. His term of office is from February 2004 to February 2007.

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(2) CHANGES IN THE SHAREHOLDINGS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT IN THE COMPANY

No.	Name	Title	No. of shares held at beginning of the reporting period (shares)	Change in the no. of shares during the reporting period (shares)	No. of shares held at end of the reporting period (shares)
1	Hou Weigui	Chairman	146,400	+29,280	175,680
2	Yin Yimin	Director, President	81,120	+16,224	97,344
3	Shi Lirong	Director, Senior Vice President	63,840	+12,768	76,608
4	He Shiyou	Director, Senior Vice President	60,672	+12,134	72,806
5	Zhang Taifeng	Convenor of the Supervisory Committee	81,120	+16,224	97,344
6	Wei Zaisheng	Senior Vice President, Chief Financial Officer	63,840	+12,768	76,608
7	Xie Daxiong	Senior Vice President	29,892	+5,979	35,871
8	Zhou Susu	Senior Vice President	63,840	+12,768	76,608
9	Fang Rong	Vice President	27,590	+5,518	33,108
10	Chen Jie	Vice President	63,000	+12,600	75,600
11	Ding Mingfeng	Vice President	41,171	+8,234	49,405
12	Tian Wenguo	Vice President	16,200	+3,240	19,440
13	Zhang Chuanhai	Vice President	6,600	+1,320	7,920
14	Ye Weimin	Vice President	22,536	+4,507	27,043
15	Ni Qin	Vice President	52,560	+10,512	63,072

Note: Save as disclosed above, no other Directors, Supervisors and senior management personnel held any shares in the Company during the reporting period.

(3) INFORMATION CONCERNING DIRECTORS AND SUPERVISORS HOLDING POSITIONS IN SHAREHOLDERS OF THE COMPANY

Name	Name of shareholder	Position in the shareholder	Term of office
Hou Weigui	Zhongxingxin	Vice Chairman	4/2004 – 4/2007
Xie Weiliang	Zhongxingxin	Vice Chairman	4/2004 – 4/2007
Zhang Junchao	Lishan Microelectronics Corporation	General Manager	From 10/2003
Dong Lianbo	Zhongxingxin	Director	4/2004 – 4/2007
Yin Yimin	Zhongxingxin	Director	4/2004 – 4/2007
Shi Lirong	Zhongxingxin	Director	4/2004 – 4/2007
Zhang Taifeng	Zhongxingxin	Chairman	4/2004 – 4/2007
Cui Hongwei	Jilin Posts and Telecommunications Equipment Company	Manager of the Engineering Equipment Department	4/2003 – 4/2006
Li Huanru	Shaanxi Telecommunications Industrial Company	Supervisor of the Planning and Finance Department	6/2001 – 6/2005

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(4) INFORMATION CONCERNING DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT HOLDING POSITIONS IN ENTITIES OTHER THAN SHAREHOLDERS OF THE COMPANY

Name	Name of entity in which position is held	Position
Hou Weigui	Zhongxing WXT	Chairman
	Holds positions in 3 controlling subsidiaries including ZTE (USA) Inc.	Chairman/Director
Wang Zongyin	China Aerospace Times Electronics Corporation	General Manager
	Long March Launch Vehicle Technology, Co., Ltd	Chairman
Xie Weiliang	Shenzhen Aerospace Guangyu Industrial (Group) Company	General Manager
Zhang Junchao	Xi'an Microelectronics	Head
Li Juping	China Aerospace Times Electronics Corporation	Chief Engineer
Dong Lianbo	Shenzhen Aerospace Guangyu Industrial (Group) Company	Deputy General Manager
Tan Shanyi	Hunan Provincial Telecommunications Company	Deputy General Manager
Zhu Wuxiang	Tsinghua University	Professor
Chen Shaohua	Xiamen University	Professor
Qiao Wenjun	Zhong Lun Law Firm	Partner
Tan Zhenhui	Northern China Jiao Tong University	President
Mi Zhengkun	Nanjing University of Posts and Telecommunications	Professor
Li Jin	Technology Exchange Ltd	Vice President
Zhang Taifeng	Holds positions in 3 controlling subsidiaries including ZTE Kangxun	Chairman/Director
Yin Yimin	Holds positions in 5 controlling subsidiaries including ZTE Kangxun	Chairman/Director
Shi Lirong	Holds positions in 10 controlling subsidiaries including ZTE Kangxun	Chairman/Director
He Shiyou	Holds positions in 4 controlling subsidiaries including Shenzhen Changfei Investment Company, Limited	Chairman/Director
Wei Zaisheng	Holds positions in 5 controlling subsidiaries including ZTE Kangxun	Director
Xie Daxiong	Holds positions in 4 controlling subsidiaries including ZTE Integration Telecom Ltd.	Chairman/Director
Zhou Susu	Holds positions in 2 controlling subsidiaries including ZTE (H.K.) Limited	Chairman/Director
Fang Rong	Holds positions in 6 controlling subsidiaries including Wuxi Zhongxing Optoelectronics Technologies Company, Limited	Chairman/Director
Chen Jie	Holds positions in 6 controlling subsidiaries including Nanjing Zhong Xing Software Development Technology Co., Ltd.	Chairman/Director
Ding Mingfeng	Holds positions in 6 controlling subsidiaries including ZTE (H.K.) Limited	Chairman/Director
Tian Wenguo	Beijing Zhongxing Telecom Ltd.	Director
Zhang Chuanhai	Anhui Wantong Posts and Telecommunications Company, Limited	Director
Ye Weimin	Holds positions in 2 controlling subsidiaries including Shanghai Zhongxing Telecom Equipment Technology & Service Company, Limited	Chairman
Qiu Weizhao	Holds positions in 2 controlling subsidiaries including ZTE (H.K.) Limited	Director
Zhao Xianming	Zimax (Cayman) Holding Co.	Director
Xu Huijun	Wuxi Zhongxing Optoelectronics Technologies Company, Limited	Director
Feng Jianxiong	Holds positions in 2 controlling subsidiaries including Shenzhen Zhongxing Telecom Equipment Technology & Service Company, Limited	Supervisor

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(5) CHANGES IN DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT DURING THE REPORTING PERIOD

1. Changes in Directors

The first extraordinary general meeting of the Company for 2004 held on 15 January 2004 considered and approved the resolution regarding replacement of the Board and election of Directors for the third session. The cumulative voting system was adopted, and Messrs. Hou Weigui, Wang Zongyin, Xie Weiliang, Zhang Junchao, Li Juping, Dong Lianbo, Tan Shanyi, Yin Yimin, Shi Lirong and He Shiyou were elected as non-independent Directors of the third session of the Board of Directors of the Company; and Messrs. Zhu Wuxiang, Chen Shaohua, Qiao Wenjun, Tan Zhenhui and Mi Zhengkun were elected as independent Directors of the third session of the Board of Directors of the Company. At the first meeting of the third session of the Board of Directors of the Company held on 15 January 2004, Mr. Hou Weigui was elected as chairman of the Board of Directors, and Messrs. Wang Zongyin and Xie Weiliang were elected as vice chairmen of the third session of the Board of Directors of the Company.

The second extraordinary general meeting of the Company for 2004 held on 30 June 2004 considered and approved the resolution for appointment of

independent Directors. The Company appointed Li Jin as an independent Director of the third session of the Board of Directors of the Company with his term of office from 30 June 2004 to 7 February 2007.

Mr. Tan Shanyi has tendered his resignation, and such resignation shall become effective upon approval by the shareholders in the 2004 general meeting. Mr. Tan Zhenhui has tendered his resignation, and such resignation shall become effective upon approval by the shareholders in the 2004 general meeting.

2. Changes in Supervisors

At the first 2004 extraordinary general meeting of the Company held on 15 January 2004, the resolution on the replacement of the Supervisory Committee and the election of shareholders' representatives as third session Supervisors was approved. Ms. Li Huanru, Ms. Cui Hongwei, Mr. Cao Quansheng and Mr. Li Jinhu were elected as shareholder representative Supervisors of the third session of the Supervisory Committee. On the other hand, the employee representatives of the Company elected Mr. Zhang Taifeng, Mr. Wang Wangxi and Ms. He Xuemei as Supervisors to the third session of the Supervisory Committee. At the first meeting of the third session of the Supervisory Committee of the Company on 15 January 2004, Mr. Zhang Taifeng was elected as the convener of the third session of the Supervisory Committee.

Four of the Supervisors, Ms. Li Huanru, Ms. Cui Hongwei, Mr. Cao Quansheng and Mr. Li Jinhu had tendered their resignation, and such resignations shall become effective upon approval by the shareholders in the 2004 general meeting.

3. Changes in the senior management personnel

At the second meeting of the third session of Board of Directors of the Company held on 15 January 2004, the resolution on appointment of new senior management personnel of the Company was approved. Mr. Yin Yimin was appointed as the President of the Company, and Mr. Shi Lirong, Mr. He Shiyou, Mr. Wei Zaisheng, Mr. Xie Daxiong, Ms. Zhou Susu, Ms. Fang Rong, Ms. Chen Jie, Mr. Ding Mingfeng, Mr. Tian Wenguo, Mr. Zhang Chuanhai, Mr. Ye Weimin, Mr. Giu Weizhao, Mr. Ni Qin, Mr. Zhao Xianming and Mr. Xu Huijun were appointed as Vice Presidents. Mr. Wei Zaisheng was also appointed the Chief Financial Officer of the Company. Mr. Feng Jianxiong was appointed Secretary to the Board of Directors.

(6) SERVICE CONTRACTS AND CONTRACTUAL INTERESTS OF DIRECTORS AND SUPERVISORS

None of the Directors and Supervisors have entered into

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any service contract with the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

(7) DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

None of the Directors and Supervisors were materially interested, either directly or indirectly, in any contracts of significance to which the Group is a party subsisting during or at the end of 2004.

(8) DIRECTORS', SUPERVISORS' AND PRESIDENT'S INTERESTS IN SHARES OR DEBENTURES

The interests in shares of the Company held by Directors, Supervisors and the President of

the Company as at 31 December 2004 are set out on page 33 of this Annual Report.

Save as disclosed above, as at 31 December 2004, none of the Directors, Supervisors and the President had any interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance), that is required to be recorded in the register to be kept under Section 352 of the Securities and Futures Ordinance, or otherwise notified the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Hong Kong Stock Exchange Listing Rules.

As at 31 December 2004, none of the Directors, Supervisors or the President, or their respective spouses or children under the age of 18 had been granted or had exercised any rights to subscribe for shares or debentures of the Company or its associated corporations.

(9) DEFERRED SHARE BONUS SCHEME

Details of the deferred share bonus scheme are set out in note 37 to the financial statements prepared in accordance with Hong Kong accounting standards.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

(10) ANNUAL REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

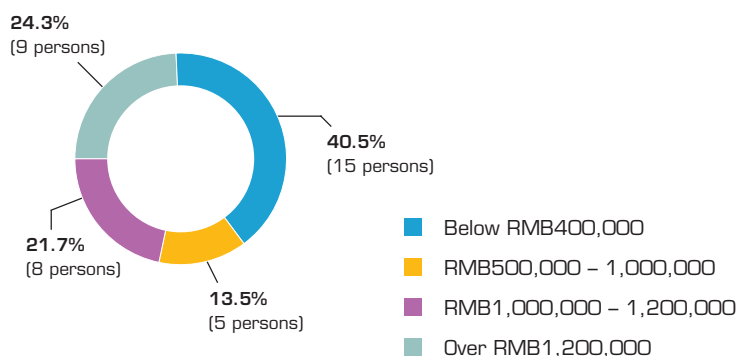
1. Remunerations of Directors, Supervisors and senior management for the year are as follows:

	Unit: RMB
Aggregate annual remuneration	23,887,000
Aggregate amount of remuneration of Directors	6,287,000
Aggregate remuneration for the 3 highest paid Directors	4,235,000
Aggregate amount of remuneration of Supervisors	2,389,000
Aggregate remuneration for the 3 highest paid senior management personnel	4,285,000
Aggregate allowances for independent Directors	335,000
Directors and Supervisors who do not receive any remuneration or allowance from the Company	Nil

Note: Non-executive Directors and independent Directors of the Company receive a monthly allowance of RMB5,000 during their terms of office. All traveling and accommodation expenses and such other related expenses incurred upon their attendance at board meetings shall be borne by the Company.

Total No. of Persons: 37

Bands of remuneration of the Directors, Supervisors and senior management personnel



Further details of the remuneration of Directors and Supervisors for the year are set out in note 8 to the financial statements prepared in accordance with Hong Kong accounting standards.

Further details of the remuneration of the 5 highest paid individuals of the Company for the year are set out in note 9 to the financial statements prepared in accordance with Hong Kong accounting standards.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

2. Decision-making process and criteria for deciding remuneration for Directors, Supervisors and senior management

The remuneration and evaluation committee makes recommendations on the allowances for Directors by reference to the work performance of Directors as well as the levels offered by other listed companies in the industry. Such recommendations shall be confirmed upon consideration and approval both by the Board of Directors and the shareholders' general meeting.

The Supervisory Committee makes recommendations on the allowances for Supervisors by reference to the working conditions of Supervisors as well as the levels offered by other listed companies in the industry. Such recommendations shall be confirmed upon consideration and approval at general meetings.

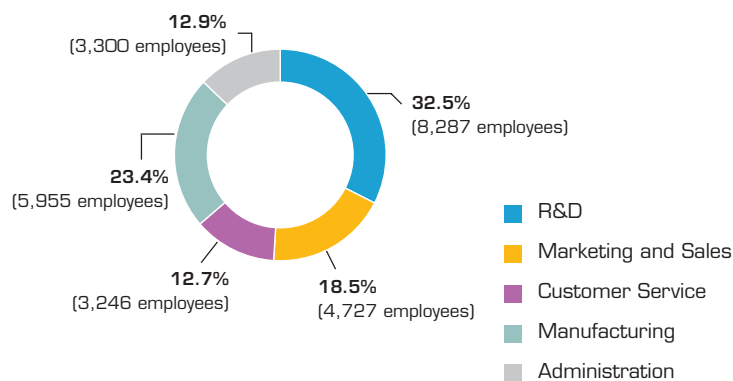
As at the end of the reporting period, the Company determined the remuneration for senior management personnel through a management grading system, pursuant to which the remuneration and evaluation committee would conduct appraisals at the beginning of each year on the performance of the President for the previous year and determine his remuneration. The President would in turn conduct appraisals at the beginning of each year on the performance of other senior management personnel for the previous year and determine their remuneration.

(11) THE GROUP'S EMPLOYEES AND JOB DIVISION

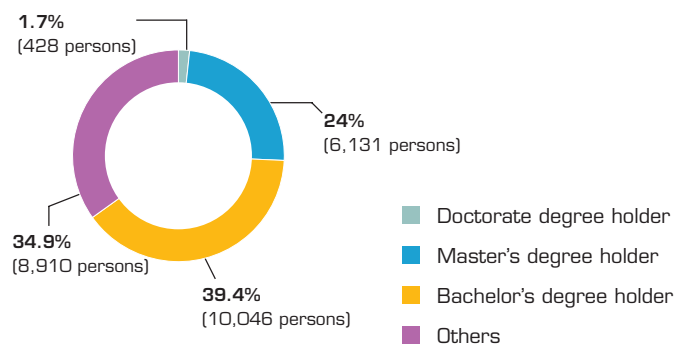
As at the end of the year,
the Group

Total Employees	25,515
Average Age	30
Retired Employees	15

Classification by specialisation:



Classification by academic qualifications:



Note: The number of employees disclosed in the 2003 annual report represents the employees employed by the Company but not those employed by the Group.

DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

(12) STAFF REMUNERATION SYSTEM

The remuneration package of the employees of the Group includes salary, bonuses and allowances. Our employees also receive welfare benefits including medical care, housing subsidies, retirement and other miscellaneous benefits. In accordance with applicable Chinese regulations, we currently participate in social insurance contribution plans organized by the relevant local governments, under which we are required to pay in respect of each of our relevant employees a monthly contribution of an amount equal to a specified percentage of our employees' monthly salaries.

(13) HUMAN RESOURCES STRATEGY IN 2004

In 2004, the Group has adopted a competitive remuneration benefit and comprehensive promotion system in certain recruitment schemes in order to secure the demand for human resources arising from the rapid growth of operation of the Group and maintain the human resources competitiveness of the Group in the industry. The Group has continually implemented its localization strategy to attract and retain persons with talents from various overseas market to facilitate its expansion plan to overseas market.