

# Directors, Supervisors and Senior Management

## 1. DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### Directors

**Mr. Gu Jianguo**, aged 52, Chairman of the Company. Mr. Gu became Director and Deputy General Manager of the Company in September 1993. He was appointed Vice Chairman and General Manager of the Company in July 1995 and became General Manager of Magang Holding and Chairman of the Company in June and July 1997, respectively. In September 1998, Magang Holding was restructured into Magang (Group) Holding Company Limited and Mr. Gu was appointed General Manager of Magang (Group) Holding Company Limited. He has ceased to be General Manager of the Company since September 1999. Mr. Gu is also Chairman of Magang (Hong Kong) Company Limited and MG Trading and Development GmbH. Mr. Gu held 2,900 shares in the Company.

**Mr. Gu Zhanggen**, aged 58, Deputy Chairman of the Company. Mr. Gu was appointed Secretary of the Party Committee of Magang Holding and the Company, and Deputy General Manager of Magang Holding in June 1997 and Vice Chairman and Director of the Company in September 1997. In September 1998, Magang Holding was restructured 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 shares in the Company.

**Mr. Zhu Changqiu**, aged 59, Director and General Manager of the Company. Mr. Zhu became Deputy General Manager of the Company in June 1997 and has been Director and General Manager of the Company since September 1999.

**Mr. Shi Zhaogui**, aged 60, Director of the Company. Mr. Shi was appointed Director and Deputy General Manager of the Company since September 1993. He has ceased to be Deputy General Manager of the Company since September 1999 when he became Deputy General Manager of Magang (Group) Holding Company Limited. Mr. Shi held 2,900 shares in the Company.

**Mr. Zhao Jianming**, aged 51, Director of the Company. Mr. Zhao was appointed Deputy General Manager of the Company and Secretary of the Party Committee of the Company in June 1997 and has been Director of the Company since September 1997. Since September 1999, he has ceased to be Deputy General Manager of the Company. Mr. Zhao also holds the office of Secretary of the Party Committee of Magang (Group) Holding Company Limited.

**Mr. Su Jianguang**, aged 50, Director, Deputy General Manager and Chief Economist of the Company and Secretary to the Board of Directors. Mr. Su became Secretary to the Board of Directors of the Company in September 1993. He was appointed Chief Economist in June 1997, Director of the Company in September 1997, Deputy General Manager of the Company in September 1999. Mr. Su is also a Director of the Magang (Hong Kong) Company Limited, Director and Deputy Chairman of 濟源市金馬焦化有限公司. Mr. Su held 2,900 shares in the Company.

**Mr. Gao Haijian**, aged 48, Director and Deputy General Manager of the Company. Mr. Gao was appointed Deputy General Manager of the Company in June 1997. He has been Director of the Company since September 1999.

## Independent Directors

**Madam Cheng Shaoxiu**, aged 62, an Independent Director of the Company. She was Chief Accountant and Manager of Finance Department of Anhui International Trust and Investment Corporation from September 1997 to May 2001. From May 2001 to September 2004, she was Chief Accountant of Anhui Guoyuan Holding (Group) Company Limited. She has been Independent Director of the Company since September 1999. Madam Cheng is also Supervisor of 鵬華基金管理有限公司 and an independent director of 上海華源企業發展股份有限公司.

**Mr. Wu Junnian**, aged 39, an Independent Director of the Company. He was director of 安徽省馬鞍山君滙律師事務所 from December 1997 to May 2000, a lawyer of 上海市中建律師事務所 from May 2000 to May 2002, and has been a lawyer of Taiji Law Firm in Shanghai since May 2002. Mr. Wu has been Independent Director of the Company since September 1999.

**Mr. Shi Jianjun**, aged 50, an Independent Director of the Company. Mr. Shi was appointed Chief Accountant, Professor and tutor to doctoral candidates of Nanjing University in April 1996. He has also been appointed Deputy Principal of the University since July 1997 and Executive Vice Principal of the University since January 2002. He has been Independent Director of the Company since September 2002 and is also an independent director of Sinopec Yangtze Petrochemical Company Limited.

**Mr. Chan Yuk Sing**, aged 43, an Independent Director of the Company. Mr. Chan is a practising lawyer in Hong Kong. He became a partner of Koo & Partners since June 1996 and a partner of NORTON ROSE since September 2002. Mr Chan has been Independent Director of the Company since September 2002.

## Supervisors

**Mr. GAO Junsheng**, aged 51, Chairman of the supervisory committee. Mr. Gao was appointed Office Director in September 1998. He was elected Supervisor and Chairman of the Supervisory Committee of the Company in June 2001.

**Mr. Li Kezhang**, aged 57, Supervisor of the Company. Mr. Li has been Deputy Secretary of the Party Committee and Chairman of the labour union of the Company since June 1997. He was appointed Supervisor of the Company in September 1997. He is also Deputy Secretary of the Party Committee and Chairman of the labour union of Magang (Group) Holding Company Limited.

**Mr. Dou Qingxun**, aged 55, Supervisor of the Company. Mr. Dou was appointed Chairman of the Labour Union of the Coke-making subsidiary in September 1997. He has also been appointed Deputy Secretary of the Party Committee and labour union chairman of the Company's train wheels and tyres subsidiary in January 2002. Mr Dou became a Supervisor of the Company in September 2002.

## Independent Supervisors

**Mr. Wang Xiaoxin**, aged 49, an independent supervisor of the Company. Mr. Wang has been appointed General Manager of International Business Department of China Construction Bank in January 1994 and Deputy President of China Construction Bank, Anhui provincial branch in January 2000. He has been Supervisor of the Company since September 1999.

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**Mr. Jiang Yulin**, aged 47, an independent supervisor of the Company. Mr. Jiang has been appointed president of Industrial and Commercial Bank Wuhu branch in September 1997 and Deputy President of Industrial and Commercial Bank of China, Anhui provincial branch in September 2000. He has been Supervisor of the Company since September 2002.

**Madam Tang Xiaoqing**, aged 47, an independent supervisor of the Company. She has been appointed Director of Finance Office of Bank of China, Anhui provincial branch in March 1999, Assistant to President of Bank of China, Anhui provincial branch in June 2000 and Deputy President of Bank of China, Anhui provincial branch since May 2002. She has been Supervisor of the Company since September 2002.

In accordance with the Articles of Association sections 98 and 133, the term of office for all directors and supervisors is three years. The term of office for all directors and supervisors of the session is from 1 September 2002 to 31 August 2005.

## Senior management

**Mr. Hui Chigang**, aged 51, Deputy General Manager of the Company. Mr. Hui was appointed Assistant to the General Manager of the Company in August 1999, and Deputy General Manager of the Company in June 2001.

**Mr. Shi Xiongliang**, aged 52, Deputy General Manager of the Company. Mr. Shi was appointed Deputy Chief Engineer of the Company in August 1999, and Deputy General Manager and Chief Engineer in June 2001.

**Mr. Ding Yi**, aged 41, Deputy General Manager of the Company. Mr. Ding was appointed Facilities Manager in January 1997, Assistant to General Manager in January 2002 and Deputy General Manager in January 2004.

**Mr. Wan Hon Kau**, aged 32, qualified accountant of the Company. Mr. Wan was appointed an auditor of KPMG in September 1996, internal auditor of Eton Properties (Holdings) Limited in September 2000 and an auditor of 梁學漣會計師事務所 in September 2002. He was appointed a qualified accountant of the Company in August 2004.

Save as disclosed above, as at 31 December 2003, none of the directors, supervisors, senior management or their respective associates had any interests or short positions in the share capital or relevant share capital of the Company or any of its associated corporations. It was required to be reported in accordance with Section 352 of the Securities and Futures Ordinance.

During the year, none of the Company's directors, supervisors, senior management or their respective spouses or minor children received any benefits from any rights granted to them to acquire shares in or debentures of the Company, nor were there any exercising of such rights by any such persons. Neither the Company, the Company's subsidiaries, the Holding nor any of the Holding's subsidiaries had taken part in any arrangements that allow directors, supervisors and senior management to benefit from acquiring shares in or debentures of any other corporations.

All members of the senior management are appointed by the board of directors with a term running from the date of appointment to 31 August 2005.

There were no changes in the holdings of the Company's shares by the Company's Directors, Supervisors and senior management.

## 2. EMOLUMENTS FOR 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 directors, supervisors and 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 2004 are approximately RMB6,031,000, of which three will receive an annual salary between RMB550,000 and 650,000 each; seven between RMB450,000 and RMB550,000 each; two under RMB450,000. The forecasted total annual emoluments for the three highest paid directors and the two highest paid senior management are RMB1,950,000 and RMB1,560,000, respectively. The annual salaries are expected to be tax inclusive. When the directors, supervisors and senior management receive their annual salaries, they should each pay individual income tax at the statutory rate.

Independent directors and independent supervisors of the Company receive an annual allowance of RMB30,000 each and RMB20,000 each, respectively, from the Company.

Except for present directors Shi Zhaogui and Zhao Jianming who receive their emoluments from the Holding, all other present directors receive their emoluments from the Company. Details of which are as follows (in RMB'000):

<b>Name</b>	<b>Duties</b>	<b>Forecasted emoluments for 2004 (tax included)</b>
Gu Jianguo	Chairman	650
Gu Zhanggen	Vice Chairman	650
Zhu Changqiu	Director and General Manager	650
Su Jiangang	Director, Deputy General Manager, Chief Economist and Secretary to the Board of Directors	520
Gao Haijian	Director and Deputy General Manager	520
Cheng Shaoxiu	Independent Director	30
Wu Junnian	Independent Director	30
Shi Jianjun	Independent Director	30
Chan Yuk Sing	Independent Director	30
Gao Junsheng	Chairman of the Supervisory Committee	520
Li Kezhang	Supervisor	520
Dou Qingxun	Supervisor	157
Wang Xiaoxun	Independent Director	20
Jiang Yulin	Independent Director	20
Tang Xiaoqing	Independent Director	20

# Directors, Supervisors and Senior Management

In addition, the directors, supervisors and senior management of the Company received their annual salaries for 2003 in December 2004, amounting to approximately RMB5,478,000. After deduction of the individual income tax, they actually received a total of approximately RMB3,235,000.

## 3. PERSONNEL MOVEMENT

In January 2004, the Board of Directors of the Company appointed Mr. Ding Yi as Deputy General Manager.

In August 2004, Mr. Qi Sihua has requested to resign from Deputy General Manager due to job relocation. After discussion, the Board of Directors of the Company has accepted the resignation of Mr. Qi.

In August 2004, the Board of Directors of the Company appointed Mr. Wen Hanqiu as the Qualified Accountant of the Company.

There were no other appointment or dismissal of directors, supervisors or members of the senior management.

## 4. EMPLOYEES

As at the end of 2004, the Group had a total of 44,722 employees, of whom 37,991 were workers at production lines, 153 were sales representatives, 4,127 were technicians, 256 were financial staff and 2,195 were managerial staff. There were 8.3% of employees who had post-graduate qualifications or above. There were a total of 19,910 retirees.