

Information of Directors, Supervisors, Senior Managers and Staff

(I) Basic information

1. The Directors and Supervisors of the Company were elected at the 2001 Annual General Meeting held on 14th June 2002, each with a service period of 3 years (from 14th June 2002 to 13th June 2005).

Executive Directors

Mr. Hu Guoliang, male, aged 57, senior engineer (Professional Level), chairman of the board of the directors, graduated from Shanghai Jiaotong University in 1967, and joined Guangzhou Shipyard in 1970. He experienced as chief of Marine Institute, deputy factory manager, No. 1 deputy factory manager of Guangzhou Shipyard, and as deputy general manager, and the general manager.

Mr. Yu Baoshan, male, aged 43, senior engineer (Professional Level), director and general manager of the Company, joined Guangzhou Shipyard in 1978, and graduated from Guangdong Zhanjiang Aquatic College in 1982. He experienced as director in the Second Design Office of Guangzhou Shipyard, and deputy manager in Shipbuilding Division and the deputy general manager of the Company.

Mr. Ye Peihua, male, aged 58, senior engineer, director of the board, deputy general manager of the Company and rector of the Guangzhou Marine Engineering Corporation, graduated from Shanghai Jiaotong University in 1968, and joined Guangzhou Shipyard in 1970. He experienced as deputy chief of Marine Design Office and deputy factory manager of Guangzhou Shipyard, and deputy general manager of the Company.

Non-executive Directors

Mr. Xu Guoqing, male, aged 58, senior engineer, chairman of the board in Guangzhou Wenchong Shipyard Company Limited, graduated from Shanghai Shipbuilding School in 1965, and joined Guangzhou Shipyard in the same year. He experienced as chief of Engineering Department of Shipbuilding Branch Factory, manager of Branch Factory of the Guangzhou Shipyard, assistant to the general manager of the Company, and director of Wenchong Shipyard.

Mr. Huanggang, male, aged 49, senior engineer, graduated from Haerbin Engineering College in 1980, and joined the International Affairs Bureau of CSSC in 1996. Presently he is the director of the Assets Management Department of CSSC.

Mr. Li Junfeng, male, aged 40, senior engineer, graduated from Shanghai Jiaotong University in 1983, and joined Shiprepairing Bureau of CSSC in 1991. Presently he is the section chief of the business & marketing department of CSSC.

Mr. Yu Mingsheng, male, aged 37, senior accountant, joined CSSC in 1982 and graduated from China Renmin University in 1990. Presently he is the section chief of Financial Department of CSSC.

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Independent non-executive Directors

Mr. David Hon To, Yu, male, aged 55, is a member of the Hong Kong Society of Accountants in England and Wales, and was previously a partner of an international accounting firm. He joined the Company in 1996.

Mr. Philip Pat Yiu, Yuen, male, aged 68, is a practising solicitor in Hong Kong, the chief partner of Yung, Yu, Yuen & Co., and a member of the Chinese People's Political Consultative Conference. He joined the Company in 1996.

Mr. Bo Miaojin, male, aged 58, professor, graduated from China Renmin University in 1970, and started to work in the same year. He experienced as director of Economy College, No. 1 deputy president of the Management College in Zhongshan University, the president of the Zhongkai Agrotechnical College.

Mr. Wu Fabo, male, aged 50, China certified public accountant, started to work in 1968, and graduated from Guangdong Foreign Trade School in 1975. He experienced as chief of Audit Department of Guangzhou Foreign Trade Committee and the head of the Orient Certified Public Accountants Company. Presently he is the chief accountant of the Orient Certified Public Accountants Company limited.

Supervisors

Mr. Fu Dexiang, male, aged 53, started to work in 1968, and graduated from Shanghai Television University in 1986. He experienced as deputy section-chief then section-chief, then director of Financial Department in Hudong Shipyard. Presently he is director of Financial Department of CSSC, chairman of the Supervisory Committee of the Company.

Mr. Han Zineng, male, aged 59, senior political officer, secretary of the Disciplinary Inspection Committee of the Company. He joined Guangzhou Shipyard in 1969, and graduated from Guangzhou Economy and Administration Cadre Institute in 1989. He experienced as an executive staff, then chief of Organization Department of Party Committee of Guangzhou Shipyard, deputy secretary of the Disciplinary Inspection Committee of the Company.

Mr. Chen Jinqi, male, aged 50, senior political officer, deputy secretary of Party Committee, chairman of Labor Union of the Company, joined Guangzhou Shipyard in 1969, and graduated from Guangzhou Television University in 1987. He experienced as secretary of branch party committee of Coating Workshop, secretary of party committee of Container Division of Guangzhou Shipyard and deputy chairman of Labor Union of the Company. Mr. Chen is the supervisor candidate as the representative of employees of the Company this time.

Ms. Zhang Zhenya, female, aged 46, senior lawyer, graduated from Xiamen University in 1980. Ms. Zhang studied in Zhongshan University for Postgraduate Class in Law Department, in America Hawaii University for international trade & finance in USA and law courses in UK in the years 1985, 1988 and 1991 respectively. She passed the examination of National Lawyer Qualification and gained the lawyer qualification in 1988. Presently she is an associated member of China Securities Committee, standing steward of Lawyer's Association of Guangdong Province, vice chairman of Lawyer's Association of Guangzhou, the executive partner in Guangzhou Z & T Law Firm.

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Mr. Chen Xiongyi, male, aged 50, certified public accountant, started to work in 1971, and graduated from Guangzhou Amateur University in 1984. Mr. Chen joined Yangcheng Certified Public Accountants in 1984, and experienced as chief of Operation Department, deputy manager and general manager. Presently he is the deputy chairman of the Guangzhou Certified Public Accountants Committee, chief accountant in Guangzhou Yangcheng Certified Public Accountants Company Limited.

2. Shares held by Directors and Supervisors

Name	Shares held by individual or individual's family members (note)	Among which shares held by Individual
Hu Guoliang	5,000 A shares	5,000 A shares
Yu Baoshan	None	None
Ye Peihua	4,000 A shares	4,000 A shares
Xu Guoqing	6,000 A shares	1,000 A shares
Huang Gang	None	None
Li Junfeng	None	None
Yu Mingsheng	None	None
Wu Fabo	None	None
Bo Miaojin	None	None
David Hon To, Yu	None	None
Philip Pat Yiu, Yuen	None	None
Fu Dexiang	None	None
Chen Jinqi	10,500 A shares	2,000 A shares
Han Zineng	2,500 A shares	2,500 A shares
Chen Xiongyi	None	None
Zhang Zhenya	None	None

Note: "Individual and individual's family members" concerned means individual and individual's spouse and children under the age of 18.

3. The Positions of the directors and the supervisors in the shareholding company

Director Huanggang, director of Assets Department of CSSC

Director Li Junfeng, section chief of Business and Marketing Department of CSSC

Director Yu Mingsheng, section chief of Financial Department of CSSC.

Supervisor Fu Dexiang, director of Financial Department of CSSC.

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(II) Emoluments of Directors, Supervisors and Senior Managers

1. The emoluments of Directors of the fourth term of the Board of Directors and the fourth term of the Supervisory committee in the Company are paid on the basis of the annual emolument scheme for the directors and the supervisors, which was approved at the 2001 Annual General Meeting. The emolument of senior managers was decided by the Board of Directors.
2. As at the date of 31st December 2002, the aggregate remuneration paid by the Company to its executive Directors was RMB291,700, non-executive Directors and independent non-executive Directors amounted to RMB379,400, including the three highest emoluments paid to Directors amounted to RMB291,700, Supervisors amounted to RMB336,200 and Senior Managers RMB438,600, including the three highest emoluments paid to the senior managers amounted to RMB249,600. Apart from the above-mentioned emoluments, the Company did not offer further allowances or bonuses to the Directors, Supervisors and Senior Managers, nor payments to Directors, Supervisors and Senior Managers as an inducement to join the Company, nor any compensation to Directors, Supervisors and Senior Managers for their loss of office. The Directors, Supervisors and Senior Managers are liable to pay their respective income taxes to the responsible government departments directly. During the year, the pension schemes for executive Directors, Supervisors and Senior Managers were combined with the staff pension scheme of the Company, with total pension contributed by the Company for Directors amounted to RMB48,700, and there was no other special arrangement.
3. During the period under review, the amount bands of emoluments to Directors, Supervisors and Senior Managers are as follows:

2 persons for annual emolument between RMB100,000 and RMB110,000.
9 persons for annual emolument between RMB70,000 and RMB100,000.
6 persons for annual emolument between RMB50,000 and RMB70,000.
6 persons for annual emolument less than RMB50,000.
4. Annual emolument to independent non-executive Directors

Name	Annual emolument
Wu Fabo	RMB40,000
Bo Miaojin	RMB40,000
David Hon To, Yu	HKD60,000
Philip Pat Yiu, Yuen	HKD60,000

(III) Resignation of Directors and Supervisors

No directors and supervisors resigned in the year.

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(IV) Appointment and Dismissal of Senior Managers of Company

It was approved by the first meeting of the fourth term of the Board of Directors held on 14th June 2002 that Mr. Yu Baoshan was appointed as the general manager of the Company, Mr. Ye Peihua, Mr. Zhong Jian, Mr. Wang Yi, Mr. Han Guangde, Mr. Yin Xueming and Mr. Xia Suijia were appointed as the deputy general manager of the Company, and Mr. Li Zhidong was appointed as the secretary to the Board of Directors. The service term of above mentioned persons are three years (from 14th June 2002 to 13th June 2005). It was approved by the third meeting of the fourth term of the Board of Directors held on 16th August 2002 that Mr. Chen Liping was appointed as the deputy general manager of the Company nominated by Mr. Yu Baoshan, the general manager of the Company. The brief resumes and holding shares information of the person above-mentioned are as follows:

1. Individual brief resumes

Mr. Chen Liping, male, aged 43, senior engineer (Professional Level), master degree, began work in 1976, graduated from Huanan University of science and technology and joined Wenchong Shipyard in 1982. He has been appointed to be deputy chief engineer and deputy factory manager of Wenchong Shipyard, and deputy general manager of Wenchong Shipyard Company Limited, and deputy general manager of GSI.

Mr. Zhongjian, male, aged 39, senior engineer (Professional Level), graduated from Shanghai Jiaotong University and join Guangzhou Shipyard in 1983. He has been appointed to be deputy chief economist, manager of the Development and Investment Department in GSI, assistant to general manager of the Company.

Mr. Wangyi, male, aged 42, senior engineer (Professional Level), graduated from Shanghai Jiaotong University and join Guangzhou Shipyard in 1982. He has been appointed to be deputy chief engineer of GSI, director of Technical Center and assistant to general manager of the Company.

Mr. Han Guangde, male, aged 41, senior engineer (Professional Level), graduated from Huazhong University of science and technology and join Guangzhou Shipyard in 1983. He has been appointed to be deputy director of the No. 2 Technical Office, deputy manager, manager of the Shipbuilding Division of GSI.

Mr. Yin Xueming, male, aged 42, senior engineer (Professional Level), graduated from Shanghai Jiaotong University and join Guangzhou Shipyard in 1982, got a degree of master of Business Administration in 1989. He experienced as deputy manager, then manager of the Container Division, and assistant to general manager of the Company.

Mr. Xia Suijia, male, aged 43, senior engineer (Professional Level), graduated from Haerbin Shipbuilding Engineering Institute and joined Guangzhou Shipyard in 1982. He got a degree of master of Business Administration in 1995 and experienced as assistant to manager of Shipbuilding Division, GSI, manager of Business Department and assistant to general manager of the Company.

Mr. Li Zhidong, male, aged 37, secretary to the Board of Directors, graduated from Shanghai Jiaotong University in 1987, joined Guangzhou Shipyard in the same year. MBA, experienced as assistant manager of Financial Department of GSI, deputy director of the Company office.

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2. Holding shares information

Name	Shares held by individual or individual's family members
Chen Liping	None
Zhong Jian	None
Wang Yi	None
Han Guangde	None
Yin Xueming	None
Xia Suijia	None
Li Zhidong	None

(V)Staff of the Company

As at 31st December 2002, the number of employees on the payroll register of the Company was 4,777, of which 2,533 were production related, 33 are sales related, 70 are finance related and 364 are administration related.

Among the employees in the Company, there are 1,287 technicians with different skills, including 141 senior technicians and 275 intermediate technicians.

Among the employees in the Company, there are 1,576 high school graduates, 458 college graduates and 512 university graduates and 17 postgraduates.

As at 31st December 2002, the number of retired employees of the Company was 2,118, including 249 retired in 2002.

The remuneration of the employees of the Group includes their salaries, bonuses and other fringe benefits. The Group has different rates of remuneration for different employees, which are determined based on their performance, experience, position and other factors in compliance with the relevant PRC laws and regulations.