

Profile of Directors, Supervisors, Senior Management and Staff

1. Directors, supervisors, senior management and staff

(1) Changes in directors, supervisors, senior management and staff

The Company held its 19th session of the 3rd board of directors' meeting on 23 January 2002 at which the resignation tendered by Mr. Zhang Jilie from the position of director due to job transfer was approved.

The Company held its 2nd leaders of the staff representative meeting in respect of the 6th session of the 2nd staff representative committee (2002) on 1 April 2002 at which the resignation tendered by Mr. Xiao Shide from the position of the member (staff representative) of the 3rd Supervisory Committee due to job transfer was approved and Mr. Xiao Shuiquan was elected as replacement.

The Company held its Annual General Meeting for 2001 on 27 May 2002 at which the election of Mr. Jing Jiachuan as a director of the Company was approved.

The term of the 3rd board of directors expired on 27 December 2002. Mr. Qin Zejun, Mr. Zhou Hongxi and Mr. Sun Xiaoliang, resigned from the 3rd board of directors. Madam Feng Yunmin, resigned from the 3rd Supervisory Committee. On 23 December 2002, an extraordinary general meeting was held to elect Mr. Si Zefu, Mr. Zhu Yuanchao, Mr. Han Zhiqiao, Mr. Gong Dan, Mr. Zhang Tiande, Mr. Jing Jiachuan, Mr. He Jianhua, Mr. Gao Feng, Mr. Liu Hui, Madam Ada Ying Kay Wong and Mr. Chen Zhangwu as the members of the fourth Board of the Company and Mr. Li Hongdong and Madam Zhou Xiaomin as the supervisors of the 4th Supervisory Committee of the Company. On 26 November 2002, the 3rd leaders of the staff representative meeting in respect of the staff representative committee (2002) was held to democratically elect Mr. Xiao Shuiquan as supervisor of the staff representative of the 4th Supervisory Committee.

The Company held its first session of the 4th Board meeting on 23 December 2002 at which Mr. Si Zefu was elected as Chairman of the Company; Mr. Zhu Yuanchao was elected as Vice Chairman of the Company; the continue appointment of Mr. Zhu Yuanchao as the General Manager of the Company was approved; the appointments of Mr. Han Zhiqiao, Mr. Zhou Hongxi, Mr. Gong Dan, Mr. Zhang Tiande, Mr. He Jianhua as Deputy General Managers of the Company were approved; the new appointment of Mr. Gao Feng and Mr. Liu Hui as the Deputy General Managers of the Company were approved; the continue appointment of Mr. Gong Dan as Secretary of the Board of Directors was approved.

The 4th Board held its 3rd session of meeting on 1 April 2003 at which the Board resolved to accept the resignation of Mr. Si Zefu from the Chairman and Director of the 4th Board of Directors due to his being transferred to the Vice Secretary to the Party Committee, Vice Chairman, and the General Manager of China Dongfang Electric Corporation. The Board elected the Directors Mr. Zhu Yuanchao as the Chairman of the Company, Mr. Han Zhiqiao as the Vice Chairman of the Company and appointed Mr. Han Zhiqiao as the General Manager of the Company.

The Company is very grateful and appreciative to the outstanding contribution of Mr. Si Zefu, Mr. Qin Zejun, Mr. Zhou Hongxi and Mr. Sun Xiaoliang to the Company during their capacity of directors of the Board.

The announcements of the above information were published on Shanghai Security Daily in the PRC and Wen Wei Po and The Standard in Hong Kong on 24 January, 28 May, 24 December 2002 and 2 April 2003 respectively.

(2) Current directors, supervisors, senior management and staff

Executive Directors

Mr. Zhu Yuanchao, born in 1956, is currently the Chairman of the Company, Secretary to the Party Committee and Head of DFEW. He holds the title of Senior Engineer. Mr. Zhu graduated from the faculty of Electrical Engineering of Hefei Industrial University where he specialized in electrical engineering. He joined DFEW in 1982 and has long been engaged in electrical machinery design and technology management. He had been the Deputy Section Head of Electrical Equipment Department, Deputy Officer of the Chief Engineer Office, Deputy Chief Engineer, Deputy General Manager and Chief Engineer, Vice Chairman and the General Manager of the Company, Vice Secretary to the Party Committee and Deputy Factory Head of DFEW.

Profile of Directors, Supervisors, Senior Management and Staff *(continued)*

Mr. Han Zhiqiao, born in 1958, is currently the Vice Chairman and the General Manager of the Company. He holds the title of Senior Engineer. Mr. Han graduated from the faculty of Hydroworks of Shanxi Machinery College where he specialized in hydroelectric power generating equipment. He joined DFEW in 1983 and has long been engaged in product sales and technological service. He had been the Deputy Section Head, Section Head, Deputy Head, Assistant to the General Manager, Deputy General Manager and Deputy General Manager (General Affairs) of the Sales Service Department.

Mr. Gong Dan, born in 1963, is currently the Director, Deputy General Manager and the Secretary to the Board of Directors of the Company. He holds the title of Senior Engineer. Mr. Gong graduated from Anhui Industrial College where he specialized in casting. He enrolled in the postgraduate program in the Faculty of Economic Management of Sichuan University where he specialized in modern economic management in 1994 and graduated in 1997. He joined DFEW in 1983 and was mainly involved in management of young workers and the running of the Organisation Department. He had been the Vice Secretary and Secretary to the League Party Committee, Officer of the Young Worker's Office, Head of Organization Department.

Mr. Zhang Tiande, born in 1953, is currently a Director and Deputy General Manager of the Company. He holds the title of Senior Engineer. Mr. Zhang graduated from Huabei Hydro Power College where he specialized in hydropower generating equipment. He joined DFEW in 1971 and has long been engaged in technological service for the products and production management. He had been the Deputy Section Head, Section Head and Deputy Department Head of the Sale Service Department, Production Head of the Company, and the General Manager of Dongfang Electrical Machinery Large and Medium AC/DC Electrical Motors Company Limited.

Mr. He Jianhua, born in 1962, is currently a Director and Deputy General manager and Chief Engineer of the Company. He holds the title of Senior Engineer. Mr. He graduated from the Faculty of Electrical Engineering of Chongqing University where he specialized in electrical engineering. He attended the master postgraduate program in Huazhong Polytechnic University between September 1987 and July 1990 where he specialized in Electrical Engineering and obtained a master's degree. He joined DFEW in 1984 and has long been engaged in design of electrical machinery and technological development. He had been Deputy Section Head, Deputy Chief Designer and Section Head, Deputy Chief Engineer of the Company, and Chief Designer of the Electrical Equipment Department.

Mr. Gao Feng, born in 1964, is currently a Director and Deputy General Manager of the Company. He holds the title of Senior Engineer. Mr. Gao graduated from Chongqing University with major in electric engineering and obtained Master of Business Administration (MBA) in July 2002 from Xinan Jiaotong University. He joined DFEW in 1984 and has long been engaged in large scale mechanical and electrical testing, quality management and corporate management. He had been the Deputy Section Head, Section Head and Deputy Department Head and Deputy Chief Quality Controller and Deputy Department Head of the Quality Control Department, Deputy Chief Economist of DFEW and the General Manager of Electric Company and the assistant to the General Manager of the Company.

Mr. Liu Hui, born in 1965, is currently a Director and Deputy General Manager of the Company. He holds the title of Senior Engineer. Mr. Liu graduated from Nanjing Mechanical College where he specialized in casting and obtained a Master of Business Administration (MBA) in April 2001 from Xinan Jiaotong University. He joined DFEW in 1985 and has long been engaged in production, personnel and resources management. He had been the Deputy Factory Manager of Casting Branch Factory and Officer of Model-molding Car Department and Secretary to the Party Branch Committee, Deputy Department Manager of Human Resources Department, Department Head of Resources Purchasing Department, the Deputy Chief Economist and Department Head of Materials Purchasing Department of the Company.

Non-executive Directors

Mr. Jing Jiachuan, born in 1958, is currently the Director, the Deputy Secretary to the Party Committee and Deputy Factory Head of the DFEW. He holds the title of Senior Engineer. Mr. Xing graduated from the Political Science Faculty of the Sichuan Teachers College, and he joined the Company in 1983. He has long been working on corporate management and engaged in enterprise administration of the Company. He had been the Vice Secretary of the Factory Community Secretary, Secretary and Deputy Factory Manager to the Party Branch Committee of Rinsing and Cutting Branch Factory, Factory Branch Manager and Secretary to the Party Branch Committee of Pressing Branch Factory, Secretary to the Party Branch Committee and Deputy Factory Manager of Welding Branch Factory and Head and Secretary to the Party Branch Committee of the Propaganda Department of the Company.

Profile of Directors, Supervisors, Senior Management and Staff *(continued)*

Ms. Ada Ying Kay Wong, born in 1959, is an Independent Non-Executive Director of the Company since 2000. She holds a BA (Hons.) degree from Pomona College, Claremont, California, USA. She passed the final common and practising examinations of Law College in Britain. She is a practising solicitor in Hong Kong Special Administrative Region and is a partner of Philip K. H. Wong, Kennedy Y. H. Wong & Co. She is also an independent non-executive director of Hengan International Group Co., Ltd. and Nanjing Panda Electronics Company Limited. She participates actively in public service including an elected member of the Wanchai District Council in Hong Kong and a member of the Hong Kong Cultural and Heritage Commission and Hong Kong Policy Research Institute.

Mr. Chen Zhangwu, born in 1946, is a professor at the Qing Hua University. He is currently Secretary to the Party Committee of the Economic Faculty of Qing Hua University and is an independent director of the Company. Mr. Chen graduated from Engineering Physics Faculty of Qing Hua University where he specialized in physical engineering and obtained a master degree in accelerator physics from Engineering Physics Faculty of Qing Hua University. He had been a member to the Party Committee of Engineering Physics Faculty of Qing Hua University, Secretary to the Group Committee, Vice Secretary to the Party Committee of Modern Applied Physics Faculty of Qing Hua University, the Deputy Dean of the Economic Management Faculty and Deputy Secretary to the Party Committee of Qing Hua University.

Supervisors

Mr. Li Hongdong, born in 1950, is currently the Chairman of the Supervisory Committee of the Company, Deputy Secretary to the Party Committee and Secretary to Discipline Committee and Chairman of Labour Union of DFEW. He holds the title of Senior Engineer. Mr. Li graduated from Xian Jiaotong University where he specialized in welding. Between 1985 and 1988, he was enrolled in and graduated from Central Party College where he obtained a distance learning degree in Political Party Management. Between September 1992 and December 1994, he was enrolled in and graduated from Sichuan Party College where he obtained a distance learning degree in Economics and Management. He joined DFEW in 1969 and mainly engaged in welding technology and corporate management. He had been the Deputy Head and Head of the Organization Department of DFEW and Deputy Chairman of Labour Union.

Mr. Xiao Shuiquan, born in 1951, is the supervisor of the Company, Deputy Secretary to the Disciplinary Committee Officer of the Disciplinary Office of DFEW as well as the Officer of the Disciplinary and Inspection Department of the Company. He holds the title of Senior Political Administrator. Mr. Xiao joined DFEW in 1969 and had been the Deputy Officer, Officer Head of the Promotion Department, and Officer of the Inspection Office of the Office of the Communist Party. Mr. Xiao obtained a certificate of electronic automation from Sichuan Television Broadcast University and a distance learning certificate of Party Management from Central Communist Party College.

Madam Zhou Xiaomin, born in 1962, is currently the Financial Controller and Secretary to the Party Committee of DFEW. She holds the title of Senior Accountant. She joined DFEW in 1981. She graduated from Shenyang Industrial University and obtained a distance learning degree in accounting in 1987. She also obtained a distance learning degree in Economic and Management from Sichuan Party College in 1995. She has long been engaged in financial controlling. She had been Deputy Officer of the Auditing Committee, the Deputy Head of the Finance Department and Secretary to the Party Committee of DFEW.

Senior Management

Mr. Zhou Hongxi, born in 1946, is currently the Deputy General Manager of the Company. He holds the title of Senior Economist. Mr. Zhou graduated from the Department of Mechanical Engineering of Wuhan Institute of Mechanical Engineering where he specialized in casting. He joined DFEW in 1970 and was mainly engaged in casting operations and general administration. He had been the Deputy Section Head of the Refinery Workshop, a Branch Factory for Head of Casting, Head of the Planning Department, Assistant to the Factory Director and Deputy Factory Director of DFEW. He had also been the Director of the Company, a Director and the General Manager of Dongfang Electrical Machinery Power Equipment Company Limited.

Profile of Directors, Supervisors, Senior Management and Staff *(continued)*

(3) Term of Office of Directors, Supervisors and Senior Management

The terms of office of directors and supervisors are three years commencing from 28 December 2002. The terms of members of senior management are effective from 28 December 2002.

(4) Shareholding of the directors, supervisors and senior management

Name	No. of shares held at the beginning of the year	No. of shares held at the end of the year	Increase/decrease	Reasons of change
Mr. Zhu Yuanchao	—	1,000	1,000	Acquisition from the second tier market
Mr. Han Zhiqiao	—	1,000	1,000	Acquisition from the second tier market
Mr. Gong Dan	—	1,000	1,000	Acquisition from the second tier market
Mr. Zhang Tiande	—	1,000	1,000	Acquisition from the second tier market
Mr. He Jianhau	—	1,000	1,000	Acquisition from the second tier market
Mr. Gao Feng	—	—	—	
Mr. Liu Hui	—	—	—	
Mr. Jing Jiachuan	—	1,000	1,000	Acquisition from the second tier market
Madam Ada Ying Kay Wong	—	—	—	
Mr. Chen Zhangwu	—	—	—	
Mr. Li Hongdong	—	1,000	1,000	Acquisition from the second tier market
Mr. Xiao Shuiquan	—	—	—	
Madam Zhou Xiaomin	—	—	—	
Mr. Zhou Hongxi	—	1,000	1,000	Acquisition from the second tier market

As at 31 December 2002, none of the directors, supervisors or senior management or their connected persons had at the end of the reporting period or at any time during the reporting period any interest in the shares or debentures of the Company or any associated corporation (within the meaning of the SDI Ordinance) as recorded in the register required to be kept under section 29 of the SDI Ordinance.

(5) Remuneration of directors, supervisors and senior management

Directors, supervisors and senior management of the Company for the year received their annual remuneration pursuant to the provisions of the respective directors' and supervisors' service agreements and staff wages allocation plan of the Company. The total remuneration paid to directors and supervisors of the Company in 2002 amounted to RMB627,700. The total remuneration for the year paid to the three highest paid directors was RMB182,300. Allowances paid to Madam Ada Ying Kay Wong, an independent director, amounting to RMB7,200 per year. Mr. Chen Zhangwu, an independent director, received no allowance for 2002 due to his appointment with effect from 23 December 2002. The remuneration paid to the three highest paid senior management staff was RMB171,400.

Of the Company's directors, supervisors and senior management, 12 were paid in the range from RMB30,000 to RMB70,000 and 2 were paid less than RMB30,000.

The remunerations of Mr. Jing Jiachuan, Non-executive Director, and Madam Zhou Xiaomin, Supervisor, were not paid by the Company, but by Dongfang Electrical Machinery Works, the controlling shareholder of the Company.

Profile of Directors, Supervisors, Senior Management and Staff *(continued)*

2. Employees

As at 31 December 2002, the Company and its holding subsidiaries have 7,471 employees, of which 3,999 are for production, 80 are for sales, 1,005 are technicians, 85 are for accounting, 451 are for administration and management. Among the total number of employees, 1,982 hold degree higher than diploma. 3,498 employees of the Company and its holding subsidiaries were retired.

