

Change in Share Capital and Particulars of Shareholders



1. CHANGE IN SHARE CAPITAL AND PARTICULARS OF SHAREHOLDERS

(1) STRUCTURE OF SHARE CAPITAL

	Number of shares at beginning of the year	Percentage in total issued shares (%)	Increase/ (decrease) during the year	Number of shares at the end of the year	Percentage in total issued Shares (%)
1. Non-circulating shares					
Domestic promoter Legal Person Shares (State-owned legal person Shares)	220,000,000	48.89	—	220,000,000	48.89
2. Circulating Shares					
1. Domestic listed RMB ordinary shares (A Shares)	60,000,000	13.33	—	60,000,000	13.33
2. Overseas Listed foreign investment shares (H Shares)	170,000,000	37.78	—	170,000,000	37.78
Total number of circulating shares	230,000,000	51.11	—	230,000,000	51.11
Total number of shares issued	450,000,000	100.00	—	450,000,000	100.00

(2) ISSUE AND LISTING OF SHARES

For the three years ended 31 December 2003, the Company has not issued any shares.

Change in Share Capital and Particulars of Shareholders *(continued)*

2. PARTICULARS OF SHAREHOLDERS

As at 31 December 2003, the Company had in total 31,747 shareholders, of which 1 was the holder of domestic legal person shares (State-owned legal person shares), 31,664 were shareholders of domestic listed Renminbi ordinary shares (A Shares) and 82 were shareholders of overseas listed foreign investment shares (H Shares). The Company had not issued any employee shares.

The major shareholders of the Company and their respective shareholdings were as follows:

Name of shareholders	Nature of shares	Number of shares held at year end (Shares)	Percentage to total shares issued (%)	Increase/ (Decrease) during the year (Shares)
Dongfang Electrical Machinery Works ("DFEW")	A share; State-owned legal person shares	220,000,000	48.89	0
HKSCC Nominees Limited	Circulating H shares	168,237,999	37.39	248,000
Jing Fu Securities Investment Fund (景福證券投資基金)	Circulating A shares	2,090,060	0.46	—
Portfolio 104, National Social Insurance Fund	Circulating A shares	853,983	0.19	—
Yu Yang Securities Investment Fund (裕陽證券投資基金)	Circulating A shares	598,925	0.13	—
CHUK YEE MEN LIZA	Circulating H shares	478,000	0.11	0
Li Meixiang	Circulating A shares	469,590	0.10	—
Tan Tongying	Circulating A shares	372,200	0.08	—
Shanghai Enterprise Pension Development Centre, Dongfang Equilibrium (上海市企業年金發展中心 東方平衡)	Circulating A shares	370,000	0.08	—
Yuan Dongyuan	Circulating A shares	347,100	0.08	—



Change in Share Capital and Particulars of Shareholders *(continued)*

The top ten shareholders shares of the Company were as follows:

Name of shareholders	Nature of shares	Number of shares held at year end (Shares)	Percentage to total shares issued (%)	Increase/ (Decrease) during the year (Shares)
HKSCC Nominees Limited	H shares	168,237,999	37.39	248,000
Jingfu Securities Investment Fund (景福證券投資基金)	A shares	2,090,060	0.46	—
Portfolio 104, National Social Insurance Fund, (全國社保基金一零四組合)	A shares	853,983	0.19	—
Yu Yang Securities Investment Fund (裕陽證券投資基金)	A shares	598,925	0.13	—
CHUK YEE MEN LIZA	H shares	478,000	0.11	0
Li Meixiang	A shares	469,590	0.10	—
Tan Tongying	A shares	372,200	0.08	—
Shanghai Enterprise Pension Development Centre, Dongfang Equilibrium (上海市企業年金發展中心東方平衡)	A shares	370,000	0.08	—
Yuan Dongyuan	A shares	347,100	0.08	—
Huan An Securities Limited (華安證券有限責任公司)	A shares	329,595	0.07	—

- (1) Dongfang Electrical Machinery Works("DFEW") is the authorized holder of 220,000,000 domestic legal person shares (State-owned legal person shares). The Company was incorporated in 1958 and Mr. Zhu Yuanchao is the Legal Representative of the Company. The principal operations of the Company include manufacturing of electromechanical equipment, production of mining equipment and parts, technological innovation of electric power stations, manufacturing of electronic products, transportation of automobiles, repairs of automobiles, technological consultation, services, transfer, training and development. The registered capital amounted to RMB128,420,000. None of the shares held by it was pledged in the reporting period.
- (2) Shares held by HKSCC Nominees Limited are shares held on behalf of its customers. The Company has not received any information as to any holders of H Shares holding more than 10% of the total issued share capital of the Company. Particulars of shareholders holding over 5% of the issued H share capital of the Company as at 31 December 2003 were as follows:

Name	Type of shares	Number of shares held (shares)	Percentage to total shares issued (%)	Percentage to total issued H shares (%)
J.P. Morgan Chase & Co.	H Shares	10,040,000	2.23	5.91%
Invesco Asia Limited	H Shares	10,000,000	2.22	5.88%

- (3) Save as disclosed herein, the directors are not aware of any person directly or indirectly who holds interests or short positions in the shares of the Company or underlying shares of the Company as recorded in the register required to be kept under section 336 of the Hong Kong Securities and Futures Ordinance (the "SFO") or required to be disclosed under the provision of relevant PRC laws and regulations.
- (4) To the knowledge of the Company, there is no connected party relation among the top ten shareholders nor there any activities in concert among them.