

Profile of Directors, Supervisors, Senior Management and Staff

1. DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

(1) CHANGES IN DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

At the 3rd meeting of the fourth Board held on 1 April 2003, 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 act as the Vice Secretary to the Party Committee, Vice Chairman, and the General Manager of China Dongfang Electric Corporation ("DFEC"). At the meeting, Mr. Zhu Yuanchao was elected as Chairman of the Company, and Mr. Han Zhiqiao was elected as Vice Chairman and appointed as the General Manager of the Company.

The announcements of the above information were published in Shanghai Security Daily and China Security Post in the PRC and Wen Wei Po and The Standard in Hong Kong on 2 April 2003 respectively.

(2) CURRENT DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

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.

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. Zhang Tiande, born in 1953, is currently a Director and Deputy General Manager of General Affairs 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. Gong Dan, born in 1963, is currently an Executive 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 attended 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. 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.

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

Mr. Gao Feng, born in 1964, is currently an Executive 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 an Executive 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.

Mr. Jing Jiachuan, born in 1958, is currently the Non-Executive Director, the Deputy Secretary to the Party Committee and Deputy Factory Head of the DFEW. He holds the title of Senior Engineer. Mr. Jing 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.

Ms. Ada Ying Kay Wong, born in 1959, has been an Independent 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 England. 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, has been an Independent Director of the Company since 2002. He is currently Secretary to the Party Committee of the Economic Faculty of Qing Hua University. Mr. Chen graduated from the 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.

Mr. Xie Songlin, born in 1942, has been an Independent Director of the Company since 2003. He is a member of the 10th National Committee of Chinese People's Political Consultative Conference, a consultant of State Power Grid Corporation, and also a senior consultant of the Association of Chief Accountants in China (中國總會計師協會). He is a Senior Accountant. Mr. Xie graduated from Electricity Generating major of Power Department in Shaanxi Industry University (now known as Xi'an Jiaotong University (西安交通大學)). He has been the Head of Electricity Bureau of Yiyang, Hunan Province (湖南益陽電業局), Deputy Head of Electricity Department of Hunan Province (湖南省電力局), Deputy Head of Power Administration Bureau of Central China, Deputy Head of Auditing Bureau of Energy Ministry, Chief Officer and Administration Officer of Electricity Department, Officer of Financial and Economic Department, General Economist, Chief Accountant, a member of Party Branch, and Deputy General Manager of State Power Corporation.

Mr. Zheng Peimin, born in 1972, is a Master in Business and Administration (MBA). He has been an Independent Director of the Company since 2003. He is Chairman of 上海榮正投資諮詢有限公司, and also an independent director of 遼寧時代服裝進出口股份有限公司. Mr. Zheng graduated from the School of Economics Management School of Tsinghua University, where he majored in Management Information System and obtained a MBA. He has been a project manager in 中國人保信託投資公司.

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

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.

(3) TERM OF OFFICE OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Apart from Mr. Xie Songlin and Mr. Zheng Peiming, each of the directors, supervisors and senior management members has been in his office since 28 December 2002 with a term of 3 years. Term of office of Mr. Xie Songlin and Mr. Zheng Peiming is from 19 May 2003 to 27 December 2005.



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

(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 A shares	1,000 A shares	0	—
Mr. Han Zhiqiao	1,000 A shares	1,000 A shares	0	—
Mr. Zhang Tiande	1,000 A shares	1,000 A shares	0	—
Mr. Gong Dan	1,000 A shares	1,000 A shares	0	—
Mr. He Jianhau	1,000 A shares	1,000 A shares	0	—
Mr. Gao Feng	0	0	—	—
Mr. Liu Hui	0	0	—	—
Mr. Jing Jiachuan	1,000 A shares	1,000 A shares	0	—
Madam Ada Ying Kay Wong	0	0	—	—
Mr. Chen Zhangwu	0	0	—	—
Mr. Xie Songlin	0	0	—	—
Mr. Zheng Peimin	0	0	—	—
Mr. Li Hongdong	1,000 A shares	1,000 A shares	0	—
Mr. Xiao Shuiquan	0	0	—	—
Madam Zhou Xiaomin	0	0	—	—
Mr. Zhou Hongxi	1,000 A shares	1,000 A shares	0	—

As at 31 December 2003 or at any time during the reporting period, none of the directors, supervisors or senior management or their associates had held or deemed or taken to be held under Part XV of the SFO any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV the SFO which were required to be notified to the Company and the Stock Exchange of Hong Kong pursuant to Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Director of Listed Companies or which are required pursuant to section 352 of the SFO to be recorded in the register referred therein.

(5) Emoluments 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 emoluments paid to directors and supervisors of the Company in 2002 amounted to RMB844,100. The total emoluments for the year paid to the three highest paid directors was RMB204,000. The total emoluments of the top three senior management members amounted to RMB192,000. Emoluments received by each of the independent directors including Madam Ada Ying Kay Wong, Mr. Chen Zhangwu, Mr. Xie Songlin and Mr. Zheng Peiming was RMB30,000 per year.

Emoluments for ten of the Company's directors, supervisors and senior management (excluding the independent Directors), falls in the range from RMB60,000 to RMB80,000 and 2 were paid less than RMB60,000.

The emoluments for 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.

2. EMPLOYEES

As at 31 December 2003, the Company and its holding subsidiaries had 7,305 employees, of which 4,137 are for production, 169 were for sales, 1,087 were technicians, 105 were for accounting and finance, 527 were for administration and management. Among the total number of employees, 2,048 hold degree higher than diploma. 3,568 employees of the Company and its holding subsidiaries have retired.