

# INFORMATION OF DIRECTORS, SUPERVISORS, SENIOR MANAGERS AND STAFF

## (I) BASIC INFORMATION

1. The Company's current Directors and Supervisors except from Ms. An Xiaofei and Mr. Miao Jian 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).

Ms. An Xiaofei and Mr. Miao Jian, the present directors-non-executive of the Company were elected at the 2002 Annual General Meeting held on 20th June 2003, each with a service period from 20th June 2003 to 13th June 2005.

### **Directors-executive**

Mr. Hu Guoliang, male, aged 58, 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 vice president, and president of the Company.

Mr. Yu Baoshan, male, aged 44, 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 vice president of the Company.

Mr. Ye Peihua, male, aged 59, 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 vice president of the Company.

### **Directors-non-executive**

Mr. Xu Guoqing, male, aged 59, 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. Li Junfeng, male, aged 41, senior engineer, graduated from Shanghai Jiaotong University in 1983, and joined Shiprepairing Bureau of CSSC in 1991. Presently he is the deputy director of the business & marketing department of CSSC.

Ms. An Xiaofei, female, aged 43, senior economist, graduated from Renmin University of China in 1985, and joined General Office of CSSC in 1989. Presently, she is the deputy director of the Assets Management Department of CSSC.

Mr. Miao Jian, male aged 39, senior engineer, graduated from Shanghai Jiaotong University in 1987 and joined in Economy and Trade Office of 601 Institute of CSSC in the same year. Presently, he is the chief of the Second Section in Financial Department of CSSC.

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## Independent non-executive director

Mr. David Hon To, Yu, male, aged 56, 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 69, 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 59, professor, graduated from China Renmin University in 1970, and started to work in the same year. He experienced as director of Management College, No. 1 deputy president of the Management College in Zhongshan University, the president of the Zhongkai Agrotechnical College.

Mr. Wu Fabo, male, aged 51, 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 54, 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 60, senior political officer. 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 and secretary of the Disciplinary Inspection Committee of the Company.

Mr. Chen Jinqi, male, aged 51, senior political officer, deputy secretary of Party Committee, secretary of the Disciplinary Inspection 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.

Ms. Zhang Zhenya, female, aged 47, 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 Guangdong Z & T Law Firm.

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Mr. Chen Xiongyi, male, aged 51, 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.

### Senior Management

The present senior managers of the Company, Mr. Yu Baoshan, director and president, Mr. Ye Peihua, director and vice president, 5 vice presidents who are Mr. Zhong Jian, Mr. Wang Yi, Mr. Han Guangde, Mr. Yin Xueming and Mr. Xia Suijia, and Mr. Li Zhidong, company secretary, were appointed by the fourth term of the Board of Directors, and their service period was 3 years from 14th June, 2002 to 13th June, 2005.

Mr. Zhong Jian, male, aged 40, senior engineer (Professional Level), graduated from Shanghai Jiaotong University and join Guangzhou Shipyard in 1983. He experienced as deputy chief economist, manager of the Development and Investment Department in GSI, assistant to president of the Company.

Mr. Wang Yi, male, aged 43, senior engineer (Professional Level), graduated from Shanghai Jiaotong University and join Guangzhou Shipyard in 1982. He experienced as deputy chief engineer of GSI, director of Technical Center and assistant to president of the Company.

Mr. Han Guangde, male, aged 42, senior engineer (Professional Level), graduated from Huazhong University of science and technology and join Guangzhou Shipyard in 1983. He experienced as deputy director of the No. 2 Technical Office, deputy manager, manager of the Shipbuilding Division of GSI.

Mr. Yin Xueming, male, aged 43, 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 president of the Company.

Mr. Xia Suijia, male, aged 44, senior engineer (Professional Level), graduated from Harbin 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 president of the Company.

Mr. Li Zhidong, male, aged 38, company secretary and director of Administrative Office, 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 Administrative Office of the Company.

The resumes of Mr. Yu Baoshan and Mr. Ye Peihua were stated in the "Director-executive" of this chapter.

# INFORMATION OF DIRECTORS, SUPERVISORS, SENIOR MANAGERS AND STAFF

## 2. Shares held by Directors, Supervisors and Senior Managers

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
Ye Peihua	4,000 A shares	4,000 A shares
Xu Guoqing	6,000 A shares	1,000 A shares
Li Junfeng		None
An Xiaofei		None
Miao Jian		None
Wu Fabo		None
Bo Miao Jin		None
David Hon To, Yu		None
Philip Pat Yiu, Yuen		None
Fu Dexiang		None
Chen Jinqi	10,500 A shares	2,000 A shares
Han Zineng	2,500 A shares	2,500 A shares
Chen Xiongyi		None
Zhang Zhenya		None
Zhong Jian		None
Wang Yi		None
Han Guangde		None
Yin Xueming		None
Xia Suijia		None
Li Zhidong		None

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

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

Director An Xiaofei, deputy director of Assets Department of CSSC

Director Li Junfeng, deputy director of Business and Marketing Department of CSSC

Director Miao Jian, chief of the Second Section 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 2002 Annual General Meeting. The emolument of senior managers was decided by the Board of Directors.
2. As at the date of 31st December 2003, the aggregate remuneration paid by the Company to its executive Directors was RMB369,600, non-executive Directors and independent non-executive Directors amounted to RMB367,800, including the three highest emoluments paid to Directors amounted to RMB369,600, Supervisors amounted to RMB387,200 and Senior Managers RMB620,400, including the three highest emoluments paid to the senior managers amounted to RMB316,800. 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 RMB55,200, 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:  
  
10 persons for annual emolument between RMB100,000 and RMB150,000.  
2 persons for annual emolument between RMB70,000 and RMB100,000.  
2 persons for annual emolument between RMB50,000 and RMB70,000.  
8 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

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## (III) RESIGNATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGERS

During the period under review, Mr. Huang Gang and Mr. Yu Mingshen did not act as directors of the Company due to their jobs relocation, and Mr. Chen Liping resigned from his position as vice president of the Company.

## (IV) APPOINTMENT AND DISMISSAL OF SENIOR MANAGER OF COMPANY

During the period under review, the Board of Directors accepted the resignation of Mr. Chen Liping from his position as vice president of the Company.

## (V) STAFF OF THE COMPANY

As at 31st December 2003, the number of employees on the payroll register of the Company was 4,525, of which 2,276 were production related, 39 were sales related, 66 were finance related and 335 are administration related.

Among the employees in the Company, there are 1,225 technicians with different skills, including 141 senior technicians, among which 17 were professor lever senior engineers, and 263 intermediate technicians.

Among the employees in the Company, there are 1,531 high school graduates, 448 college graduates and 513 university graduates, 25 postgraduates and 1 doctor.

As at 31st December 2003, the number of retired employees of the Company was 2,321, including 225 retired in 2003.

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.