

INFORMATION OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

(I) INFORMATION OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT

1. Basic information

Unit: Share

Name	Position	Gender	Age	Tenure starting date	Shares held at the beginning of the year	Shares held at the end of the year	Shares increased (decreased)	Reason for change
Hu Guoliang	Board chairman	Male	59	2002-06-14	5,000	5,000	–	–
Yu Baoshan	Vice board chairman	Male	44	2002-06-14	–	–	–	–
Han Guangde	Director & president	Male	43	2004-06-25	–	–	–	–
Wang Yi	Director & vice president	Male	44	2004-06-25	–	–	–	–
Zhong Jian	Non-executive director	Male	42	2004-06-25	–	–	–	–
Li Junfeng	Non-executive director	Male	42	2002-06-14	–	–	–	–
Miao Jian	Non-executive director	Male	40	2003-06-20	–	–	–	–
Wu Fabo	Independent non-executive director	Male	52	2002-06-14	–	–	–	–
Bo Miaojin	Independent non-executive director	Male	60	2002-06-14	–	–	–	–
David Hon To, Yu	Independent non-executive director	Male	57	2002-06-14	–	–	–	–
Philip Pat Yiu, Yuen	Independent non-executive director	Male	70	2002-06-14	–	–	–	–
Wang Shusen	Chairman of the Supervisory Committee	Male	64	2004-06-25	–	–	–	–
Chen Jingqi	Internal supervisor	Male	52	2002-06-14	2,000	2,000	–	–
Liang Mianhong	Internal supervisor	Male	51	2004-06-25	–	–	–	–
Wang Shiming	Independent supervisor	Male	52	2004-03-26	–	–	–	–
Ye Weiming	Independent supervisor	Male	42	2004-03-26	–	–	–	–
Xia Suijia	Vice president	Male	45	2002-04-19	–	–	–	–
Chen Ji	Vice president	Male	38	2004-04-16	–	–	–	–
Zeng Xiangxin	Chief accountant	Male	38	2004-04-16	–	–	–	–
Li Zhidong	Company Secretary	Male	39	2002-06-14	–	–	–	–

The tenure ending date of the above-mentioned directors, supervisors and senior management is the date of commencement of the next term of the Board of Directors.

INFORMATION OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND STAFF

Main experience of directors, supervisors and senior management

Directors-executive

Mr. Hu Guoliang, aged 59, senior engineer (Professional Level), chairman of the Board of Directors, graduated from Shanghai Jiaotong University in 1967, and obtained a master degree of economics in 1994. He joined Guangzhou Shipyard in 1970, and experienced as chief of Marine Institute, deputy factory manager, No. 1 deputy factory manager of Guangzhou Shipyard, and as vice president, president, and secretary of the Party Committee of the Company.

Mr. Yu Baoshan, aged 44, senior engineer (Professional Level), vice board chairman of the Company, joined Guangzhou Shipyard in 1978, graduated from Guangdong Zhanjiang Aquatic College in 1982, and obtained a master degree of industrial engineering administration in 2002. He experienced as director in the Second Design Office of Guangzhou Shipyard, and deputy manager in Shipbuilding Division and the vice president, present of the Company, and board chairman of CSSC Guangzhou Holding Company.

Mr. Han Guangde, aged 43, senior engineer (Professional Level), director and president of the Company, graduated from Huazhong University of science and technology and join Guangzhou Shipyard in 1983, and obtained a master degree of industrial engineering administration in 2002. He experienced as deputy director of the No. 2 Technical Office, deputy manager, manager of the Shipbuilding Division, and vice president of the Company.

Mr. Wang Yi, aged 44, senior engineer (Professional Level), director and vice president of the Company, graduated from Shanghai Jiaotong University and joined Guangzhou Shipyard in 1982. He experienced as deputy chief engineer of GSI, director of Technical Center and assistant to president of the Company.

Directors-non-executive

Mr. Zhong Jian, aged 42, senior engineer (Professional Level), manager of Assets Management Dept. of CSSC, graduated from Shanghai Jiaotong University and joined Guangzhou Shipyard in 1983. He obtained a degree of MBA in 1993. He experienced as deputy chief economic engineer, manager of the Development and Investment Department, assistant to president and vice president of the Company.

Mr. Li Junfeng, aged 42, senior engineer, graduated from Shanghai Jiaotong University in 1983, and joined Shiprepairing Bureau of CSSC in 1991. He obtained a degree of MBA in 2003. He was a section chief of the business & marketing department of CSSC since 2000, and presently he is the deputy director of the business & marketing department of CSSC.

Mr. Miao Jian, aged 40, 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, and has worked in Second Section in Financial Department of CSSC since 1999, presently he is the chief of the section.

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Independent non-executive director

Mr. David Hon To, Yu, aged 57, 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, aged 70, 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, aged 60, professor, graduated from China Renmin University in 1969, started to work in 1970, and obtained a master degree of economics in 1981. 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. Presently, he is the inspector of Zhongkai Agrotechnical College and joined the Company in 2002.

Mr. Wu Fabo, aged 52, China certified public accountant, senior accountant, started to work in 1968, graduated from Guangdong Foreign Trade School in 1975, and graduated from Guangzhou No.1 Employee Commercial College in 1985. He experienced as chief of Audit Department of Guangzhou Foreign Trade Committee and chief accountant of the Orient Certified Public Accountants Company. Presently he is the head of the Orient Certified Public Accountants Company Limited. He joined in the Company in 2002.

Supervisors

Mr. Wang Shusen, aged 64, senior economist, graduated from Harbin Industry University in 1966 and subsequently joined Zhongnan Optical Instrument Factory, experienced as a section member, deputy section chief, director of general engineer office and deputy manager of Zhongnan Optical Instrument Factory, general manager of Wuhan Shipbuilding Corporation, deputy director of financial department and financial director of the former China State Shipbuilding Company, deputy general manager, chief accountant of the present CSSC. Presently, he is the deputy director of budget management committee of CSSC, the financial controller of China Shipbuilding Trade Corporation, and chairman of the Supervisory Committee of the Company.

Mr. Chen Jingqi, aged 52, senior political officer, secretary of Party Committee 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, deputy chairman and chairman of Labor Union, vice secretary of Party Committee and secretary of the Disciplinary Inspection Committee of the Company.

Mr. Liang Mianhong, aged 51, senior political officer, vice secretary of Party Committee, secretary of the Disciplinary Inspection Committee and chairman of Labor Union of the Company, joined Guangzhou Shipyard in 1969, graduated from Guangzhou Employee Spare-time University, experienced as clerical worker of Communist Youth League Committee, personnel department of Guangzhou Shipyard, clerical worker, deputy secretary and secretary of Chinese Communist Party mechanical factory branch committee, deputy manager of mechanical factory of Guangzhou Shipyard, secretary of Chinese Communist Party mechanical division branch committee, deputy manager of mechanical division of the Company, director assistant of CSSC Guangzhou Administrative Bureau, secretary of Party Committee shipbuilding division branch and the deputy manager of shipbuilding division of GSI.

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Mr. Wang Shiming, aged 52, senior accountant and qualified accountant, graduated from Guangzhou Employee Spare-time University and majored in Industrial accountant in 1984. In 2000, he graduated from Murdoch University in Australia with a major of MBA. He joined in Guangzhou Finance Bureau as a finance and tax officer in September 1971, and worked for Guangzhou Yangcheng Qualified Accountants Company as an audit management in March 1984. From February 1990 to December 2001, he worked in Hong Kong Yuexiu Guoup and experienced as financial director and president of Yuexiu Finance Company. Presently, he is a deputy director accountant of Guangzhou Huaxin Qualified Accountants Company and an independent director of Guangzhou Baiyunshan Pharmacies Co., Ltd par-time. He joined the Company in 2004.

Mr. Ye Weiming, aged 42, lawyer, graduated from Zhongshan University and joined in Judiciary Department of Guangdong Province in 1986. From 1989 to 1994, he worked for Guangdong Zhujiang Law Office as a part-time lawyer. He became a partner of Guangdong Sanzhen Law Office in September 1994 and he was transferred to Economy System Reform Committee of Guangdong Province in 1999. In July 2001, he established Gaungdong Xinyang Law Office and presently he is the director and senior partner of the office. He joined the Company in 2004.

Senior Management

Mr. Xia Suijia, aged 45, senior engineer (Professional Level), vice president of the Company, graduated from Harbin Shipbuilding Engineering Institute and joined Guangzhou Shipyard in 1982. He got a master degree of economics in 1995 and experienced as assistant to manager of Shipbuilding Division, manager of Business Department and assistant to president of the Company.

Mr. Chen Ji, aged 38, senior engineer, vice president of the Company, graduated from Shanghai Jiaotong University in 1989 and joined Guangzhou Shipyard in the same year, and obtained a degree of MBA in 2001. He has experienced as ship repairing supervisor, assistant to production section chief of ship repairing factory of Guangzhou Shipyard, and assistant to production section chief, assistant to manager and deputy manager of ship repairing division, and assistant to president of the Company.

Mr. Zeng Xiangxin, aged 38, senior accountant, chief accountant of the Company, graduated from Hunan College of Finance and Economics in 1989, joined Guangzhou Shipyard in the same year, and obtained a degree of master of industrial engineering administration in 2002. He has experienced as accountant of container manufacturing factory of Guangzhou Shipyard, accountant of financial dept. and accounting section chief, assistant to manager and deputy manager of financial dept., manager of financial center and deputy chief accountant of the Company.

Mr. Li Zhidong, aged 39, company secretary and director of Administrative Office, graduated from Shanghai Jiaotong University in 1987, joined Guangzhou Shipyard in the same year. He obtained a degree of MBA in 1997, experienced as assistant manager of Financial Department of GSI, deputy director of Administrative Office of the Company.

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2. Positions in holding company

Name	Company	Position	Tenure period	Received remuneration and allowance or not
Hu Guoliang	CSSC Guangzhou Holding Company	Director	Since Nov. 2000	No
Yu Baoshan	CSSC Guangzhou Holding Company	Board Chairman	Since Mar. 2004	No
	CSSC Guangzhou Administrative Bureau	Deputy Manager	Since Mar. 2004	No
	Guangahou CSSC Nansha Longxue Construction Development Co., Ltd.	Director and president	Since Apr. 2004	No
Zhong Jian	CSSC	Manager of Assets Management Dept.	Since Jan. 2004	Yes
	CSSC Real Estate Development Co., Ltd.	Director & Vice president	Since 2003	No
	CSSC Investment Co., Ltd.	Vice president	Since 2003	No
	Hudong Heavy Mechanical Co.,Ltd.	Director	Since May 2004	No
	CSSC Port Border Construction Co., Ltd.	Director	Since 2004	No
	Shanghai Huazhou Real Estate Development Co., Ltd.	Director	Since 2004	No
Li Junfeng	CSSC	Deputy Manager of Business & marketing Dept.	Since 2004	Yes
	Waigaoqiao Shipbuilding Co., Ltd.	Supervisor	Since Mar. 2003	No
	Shanghai Shipyard Chenxi Co.,Ltd.	Director	Since May 2004	No
Miao Jian	CSSC	Chief of the Second Section in Financial Dept.	Since Sep. 2001	Yes
	CSSC Real Estate Development Co., Ltd.	Supervisor	Since Oct. 2001	No
Wang Shusen	CSSC	Deputy Director to Budget Committee	Since Nov. 2003	Yes
	CSSC Financial Co.	Vice Board Chairman	Since Mar. 2004	No
Xia Suijia	CSSC Guangzhou Holding Company	Director	Since Mar. 2004	No
Zeng Xiangxin	CSSC Guangzhou Holding Company	Supervisor	Since Jul. 2003	No

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3. Positions in other Companies

Name	Company	Position	Tenure period	Received remuneration and allowance or not
Philip Pat Yiu, Yuen	the Chinese People's Political Consultative Commission	Member	Since 1983	No
	Yung, Yu, Yuen & Co., Hong Kong	Chief partner, lawyer	Since 1965	Yes
David Hon To, Yu	Weiye Financing Co., Ltd.	Independent director	Since Dec. 1998	Yes
	Caixing Group Co., Ltd.	Independent director	Since Apr. 1995	Yes
	Great China Group Co., Ltd.	Independent director	Since Jan. 1999	Yes
	Mingfu Co., Ltd.	Independent director	Since Mar. 1999	Yes
	Baochang Holding Co., Ltd.	Independent director	Since Feb. 2002	Yes
	Shunchang Group Co., Ltd.	Independent director	Since Mar. 2004	Yes
	Shimao China Holding Co., Ltd.	Independent director	From Jun. 2004 to Feb. 2005	Yes
Bo Miaojin	Zhongkai Agrotechnical College	Inspector	Since Feb. 2003	Yes
	Guangzhou Light Industry Trade Group	Independent director	Since 2001	Yes
Wu Fabo	Orient Certified Public Accountants Company	Manager	Since Aug. 1990	Yes
Wang Shiming	Guangzhou Huaxin Accountants Co., Ltd.	Registered Accountant	Since Nov. 2002	Yes
	Guangzhou Baiyunshan Pharmacies Co., Ltd	Independent director	Since May 2002	Yes
Ye Weiming	Guangdong Xingyan Law Office	Partner, lawyer	Since Jul. 2001	Yes

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(II). REMUNERATION INFORMATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

1. Decision procedure and fixing basis of remuneration of directors, supervisors and senior management

The remuneration of directors of the fourth term of the Board of Directors and supervisors of the fourth term of the Supervisory Committee was proposed by the Board of Directors and approved by the general meeting, and the Board of Directors of the Company approved the remuneration of the senior management.

The annual remuneration of the director and the supervisors and the senior management of the fourth term is determined synthetically in accordance with the operation scale, performance of the Company and the remuneration bench mark of the industry.

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2. Emolument information

The aggregate annual remuneration to directors, supervisors and senior management	RMB2,500,000
Remuneration paid to the three highest paid directors	RMB600,000
Remuneration paid to the three highest paid senior management	RMB470,000
Emolument for independent directors	
Mr. Wu Fabo	RMB40,000
Mr. Bo Miaojin	RMB40,000
Mr. David Hon To, Yu	HKD60,000
Mr. Philip Pat Yiu, Yuen	HKD60,000
Other payment for independent directors	No
Directors and supervisors who do not receive any remuneration and allowance from the Company	No

3. Bands of remuneration

Bands of remuneration	Number (person)
Between RMB100,000-250,000	9
Between RMB50,000-100,000	5
Less than RMB50,000	6

4. Except for that, the Company offered several subsidy, allowance, housing accumulated fund and other social insurances (excluding pension) with a total amount of RMB263,400 to directors, internal supervisors and senior management during the year 2004. The Company did not offer any other payments to directors, supervisors and senior management as an inducement to join the Company, nor any compensation to directors, supervisors and senior management for their loss of office. The directors, supervisors and senior management are liable to pay their respective income taxes to the responsible government departments directly. During the year, the pension schemes for executive directors, internal supervisors and senior management were combined with the staff pension scheme of the Company, with total pension contributed by the Company for that amounted to RMB167,900, and there was no other special arrangement.

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(III). CHANGE INFORMATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Position	Reason for dismissal
Yu Boashan	President	Work relocation
Ye Peihua	Executive director, Vice president	Age reason
Xu Guoqing	Non-executive director	Age reason
An Xiaofei	Non-executive director	Work relocation
Zhang Zhenya	Independent supervisor	Ms. Zhang is a partner of the legal advisor the Company, which may influence her independence as a supervisor of the Company.
Chen Xiongyi	Independent supervisor	Mr. Chen is the president of the domestic auditor of the Company, which may influence his independence as a supervisor of the Company.
Fu Dexiang	Chairman of Supervisory Committee	Work relocation
Han Zineng	Supervisor	Age reason
Zhong Jian	Vice president	Work relocation
Yin Xueming	Vice president	Work relocation

During the period under review, the Board of Directors of the Company approved the resignation of Mr. Yu Baoshan for his position as president due to work relocation, that of Mr. Ye Peihua for his position as vice president due to the age reason, and that of Mr. Zhong Jian and Mr. Yin Yueming for their positions as vice president due to their works relocation, and appointed Mr. Han Guangde, Mr. Chen Ji and Mr. Zen Xiangxin as president, vice president and chief accountant of the Company respectively.

(IV). STAFF OF THE COMPANY

As at 31st December 2004, the number of employees on the payroll register of the Company was 4,256, the number of retired employees of the Company was 2,534.

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.

Staff structure

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1. *Specialty structure*

Category	Number
Manufacturing staff	2,201
Marketing staff	45
Professional technical staff	1,389
Including: senior technicians	126
intermediate technicians	250
Financial staff	62
Administrative staff	309

2. *Education degree structure*

Category	Number
Technical secondary school graduates	423
Junior college graduates	434
University graduates	548
Postgraduates	28