

董事、監事、高級管理人員和員工情況

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF

董事、監事及其他高級管理人員簡介

董事

賀端湜先生，62歲，高級經濟師，執業藥師，一九六七年畢業於中國武漢大學化學專業。一九七零年到山東新華製藥廠工作，歷任車間副主任及廠長，本公司董事長，新華集團董事長，新華魯抗集團董事長。賀先生為第八屆、第九屆、第十屆全國人民代表大會代表。賀先生因年齡原因，二零零六年三月二十四日辭去本公司董事長職務，現任本公司董事。

劉從德先生，41歲，高級工程師，一九八五年畢業於中國武漢化工學院化學製藥專業，同年到山東新華製藥廠工作，歷任總經理助理、副總經理，新華集團董事、總經理，現任本公司董事，兼任新華魯抗藥業集團有限責任公司董事長，山東魯抗醫藥集團有限公司董事長。

郭琴女士，47歲，高級工程師，執業藥師，畢業於山東醫科大學藥學專業。一九八二年到山東新華製藥廠工作，歷任製劑車間副主任，製劑科副科長，質監處副處長、處長兼國家醫藥局山東藥品質量檢測站副站長、站長，企管處處長，總經理助理，副總經理。郭女士現為山東省淄博市人民代表大會常務委員會委員。郭女士於二零零六年三月二十四日被選舉為本公司董事長，同日辭去總經理，郭女士現兼任山東新華醫藥集團有限責任公司董事長，山東新華製藥(歐洲)有限公司董事及山東新華隆信化工有限公司董事。

Brief Introduction of Directors, Supervisors and Senior Officers

Directors

Mr. He Duanshi, aged 62, senior economist and practising public pharmacist, graduated from Wuhan University in 1967, specialising in chemistry. Mr. He joined Shandong Xinhua Pharmaceutical Factory ("Factory") in 1970 and previously held the positions of deputy director of workshop and manager of the Factory, Chairman of the Company and SXPGC and XLPGC. Mr. He is a representative of the Eighth, Ninth and Tenth National People's Congress of the PRC. Mr. He has resigned from the position of Chairman of the Company with effect from 24 March, 2006 due to age reason but remains on the Board of the Company.

Mr. Liu Congde, aged 41, senior engineer, graduated from Wuhan Institute of Chemical Technology, specialising in pharmaceuticals and joined the Factory in 1985. Mr. Liu previously held the positions of assistant to the general manager and deputy general manager of the Company, and the positions of director and general manager of SXPGC. Mr. Liu is the Chairman of XLPGC and the director of the Company, and the Chairman of Shandong Lukang Pharmaceutical Group Co., Ltd.

Ms. Guo Qin, aged 47, senior engineer and practising public pharmacist, graduated from Shandong Medical University, specialising in pharmacy. Ms. Guo joined the Factory in 1982, and previously held the positions of deputy director of the preparation workshop and the preparation sales department, deputy director and director of the quality control department, as well as deputy director and director of the Inspection Center for the Quality of Drugs, a subsidiary of Shandong Pharmaceutical Administration. She was also the director of the enterprise management department, assistant to the general manager and deputy general manager of the Company. Ms. Guo is currently a member of the Standing Committee of Zibo People's Congress. Ms. Guo has been elected as the Chairman of the Company with effect from 24 March 2006 and she has resigned from the position of general manager of the Company on the same day. Ms. Guo is also the Chairman of SXPGC, a director of Shandong Xinhua Pharmaceutical (Europe) GmbH and Shandong Longxin Chemical Co., Ltd.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

董事 (續)

趙松國先生，42歲，高級會計師，一九八六年畢業於山東廣播電視大學企業經營管理專業，二零零四年結業於中國海洋大學財務管理專業研究生課程進修班。一九八零年到在山東新華製藥廠工作，歷任財務處科長、處長，總經理助理，現任本公司董事、副總經理、財務負責人。兼任山東新華醫藥貿易有限公司董事，淄博新華大藥店連鎖有限公司董事，山東新華製藥(歐洲)有限公司董事，山東新華隆信化工有限公司董事。

馬永先生，45歲，高級工程師，畢業於山東工學院，一九八五年到山東新華製藥廠工作，歷任機械分廠副科長、科長，研究院副院長、機動處處長、處長，總經理助理，副總經理、工會主席。現任本公司董事。

戴慶駿先生，63歲，一九六七年畢業於清華大學高分子化學專業。同年到山東新華製藥廠工作，歷任技術員、副總工程師、副廠長。歷任山東省醫藥總公司總經理、山東省醫藥管理局局長、國家醫藥管理局科教司司長、國家醫藥管理局副局長，國家藥品監督管理局副局長。現任本公司獨立非執行董事。戴先生兼任山東魯抗醫藥股份有限公司獨立董事。

莫仲堃先生，41歲，香港西蒙斯律師行合夥人。莫先生於一九八九年獲認可為澳洲新南威爾斯最高法院訴訟律師，並於一九九二年獲認可為英格蘭及威爾斯與香港最高法院訴訟律師。現任本公司獨立非執行董事。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Directors (continued)

Mr. Zhao Songguo, aged 42, senior accountant, graduated from Shandong Television and Broadcasting University, specialising in enterprise management in 1986, and completed a refresher course in Qingdao Ocean University in 2004. Mr. Zhao joined the Factory in 1980 and previously held the positions of head and director of the finance department and assistant to the general manager of the Company. Mr. Zhao is the director, and deputy general manager and financial controller of the Company. He is also a director of Shandong Xinhua Medical Trade Co., Ltd., a director of Shandong Xinhua Pharmaceutical (Europe) GmbH and a director of Shandong Xinhua Longxin Chemical Co., Ltd. a director of Shandong Zibo Xinhua Pharmacy Chain Co., Ltd.

Mr. Ma Yong, aged 45, senior engineer, graduated from Shandong Institute of Technology. Mr. Ma joined the Factory in 1984 and previously held the positions of deputy director and director of machinery sub-factory, vice director of institute of research, vice director and director of machine and power department and assistant to the general manager and deputy general manager of the Company. Mr. Ma is the director of the Company.

Mr. Dai Qingjun, aged 63, graduated from Tsinghua University specialising in macromolecule chemistry and joined the Factory in 1967. Mr. Dai had held the positions of technician, vice engineer-general and deputy general manager of the Factory. Mr. Dai was the former general manager of Shandong Provincial Pharmaceutical Company, the director-general of Shandong Pharmaceutical Administration, the director of science and education department and vice director general of the State Pharmaceutical Administration of China and the vice director general of the State Drug Administration of the PRC. Mr. Dai is an independent non-executive director of the Company. Mr. Dai is concurrently an independent non-executive director of Shandong Lukang Pharmaceutical Co., Ltd.

Mr. Mok Chung Kwan, Stephen, aged 41, a partner of a law firm in Hong Kong, Simmons & Simmons. Mr. Mok was admitted as a solicitor of the Supreme Court of New South Wales, Australia in 1989, and of England and Wales and Hong Kong in 1992. Mr. Mok is an independent non-executive director of the Company.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

董事 (續)

徐國君先生，43歲，中國人民大學會計學博士研究生畢業，中國註冊會計師，教授，碩士研究生導師，現任中國海洋大學校長助理。兼任山東新華醫療器械股份有限公司獨立董事、青島黃海橡膠股份有限公司獨立董事、青島國家大學科技園有限公司董事。同時，社會兼職有青島市委、市政府專家諮詢委員會委員。徐國君先生長期從事會計與財務管理方面的教學、科研及實際研究工作，在會計與財務管理理論等領域著述頗豐，曾多次被評為青島市青年學術、工程技術帶頭人，並獲山東省優秀教師、省高校系統十大優秀教師等稱號。現任本公司獨立非執行董事。

孫明高先生，41歲，天津大學管理學博士，高級經濟師。二零零一年創立了深圳天成投資集團有限公司。現擔任董事長、總裁，兼任《中國創業投資與高科技》常務理事、湖北省十堰市人民政府財務顧問、山東省臨邑縣人民政府高級經濟顧問、深圳市創業投資同業公會的常務理事、山東省生產力學會副會長、山東省物流與採購協會副會長。現任本公司獨立非執行董事。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Directors (continued)

Mr. Xu Guojun, aged 43, a doctorate holder in the Accounting of Renmin University of China, Certified Public Accountant, professor, and tutor of postgraduates, is currently an assistant to the president of Ocean University of China. Mr. Xu also holds concurrent positions as independent director of Shandong Xinhua Medical Instrument Co., Ltd., independent director of Qingdao Yellow Sea Rubber Company Limited and director of Qingdao National University Science Park Company Limited. Mr. Xu is also the member of Qingdao Municipal Committee, and Qingdao Municipal Government Expert Consultancy Committee. With years' experience in teaching accounting and financial management courses, scientific research and practical research as well as many works in accounting and financial management theories, he has been rewarded as the leader of Qingdao Youth Science and Engineering for times and named as the Excellent Teacher in Shandong Province and one of Ten Excellent Teachers of Provincial Colleges. Mr. Xu is an independent non-executive director of the Company.

Mr. Sun Minggao, aged 41, is a doctorate degree holder in Management of Tianjin University and senior economist. Mr. Sun founded Shenzhen Tactician Investment (Group) Co., Ltd. in 2001, where he is the Chairman and President. He also holds concurrent positions as standing member of "China Investment Capital & High-Tech", financial adviser of Shiyan Municipal People Government of Hubei Province and senior economical consultant of the People Government of Linyi County of Shandong Province, standing member of Shenzhen Venture Capital Association, deputy director of Shandong Production Committee, and deputy director of Shandong Logistics & Procurement Committee. Mr. Sun is an independent non-executive director of the Company.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

董事 (續)

高慶剛先生，56歲，高級會計師，畢業於中國山東廣播電視大學財務與會計專業，一九七八年到山東新華製藥廠工作，歷任財務處副處長、處長，股份製改製辦公室主任、本公司董事、副總經理、財務負責人。現任山東新華醫藥集團有限責任公司董事、副總經理、財務負責人，高先生任職本公司董事屆滿，於二零零五年十二月二十二日離任。

肖瑜先生，79歲，研究員，山東省註冊會計師協會諮詢委員會委員、山東省會計學會顧問、山東財政學院兼職教授。肖先生任職本公司董事屆滿，於二零零五年十二月二十二日離任。

孫華先生，38歲，一九九六年畢業於中國人民大學，獲工商管理碩士學位，同年到長江證券有限責任公司工作，歷任投行總部項目經理、發行部副經理、發行一部經理、總經理助理、副總經理。現任華資資產管理有限公司董事、總經理。兼任大慶華科股份有限公司獨立董事、陝西中科納米材料股份有限公司董事。孫先生任職本公司董事屆滿，於二零零五年十二月二十二日離任。

魯省民先生，60歲，副主任藥師，一九六九年畢業於瀋陽藥學院化學製藥專業，同年到山東新華製藥廠工作，歷任車間副主任，勞資科科長及本公司黨委書記、山東新華醫藥集團有限責任公司副董事長、新華魯抗藥業集團有限責任公司董事、本公司副董事長。二零零五年八月二十六日魯先生因年齡原因，被本公司臨時股東大會免去董事職務。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Directors (continued)

Mr. Gao Qinggang, aged 56, senior accountant, graduated from Shandong Television and Broadcasting University, specialising in industrial accounting. Mr. Gao joined the Factory in 1978 and was previously the deputy director and director of the finance department of the Factory, as well as chief of the Shareholding System Reform Office, director, deputy general manager and financial controller of the Company, Mr. Gao is a director, deputy general manager and financial controller of SXPGC. Mr. Gao was a director of the Company until the expiration of his term of service on 22 December 2005.

Mr. Xiao Yu, aged 79, researcher, a member of the consulting committee of Shandong Public Accountant Associates, consultant of Shandong Accountant Academy and a part-time professor of Shandong Finance College. Mr. Xiao was a director of the Company until the expiration of his term of service on 22 December 2005.

Mr. Sun Hua, aged 38, graduated from Renmin University of China and obtained a master's degree of business administration in 1996 and previously held the positions of project manager of the investment bank department, deputy manager and manager of the issue division, assistant to the general manager and deputy general manager of the investment bank department of Changjiang Securities Company Limited. Mr. Sun is a director and the general manager of Huazi Assets Management Company Limited, an independent non-executive director of Daqing Huake (Group) Company Limited, a director of Shanxi Zhongke Nano Material Company Limited. Mr. Sun was a director of the Company until the expiration of his term of service on 22 December 2005.

Mr. Lu Shengmin, aged 60, deputy chief pharmacist, graduated from Shenyang Pharmaceutical College, specialising in pharmaceuticals and joined the Factory in 1969. Mr. Lu previously held the positions of deputy director of workshop and head of division of labour, and was the secretary to the Company's Communist Party Committee, the vice chairman of SXPGC, the director of XLPGC and the vice chairman of the Company. Mr. Lu has been removed as a director in an extraordinary general meeting of the Company held on 26 August 2005 due to age.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

監事：

于公福先生，55歲，高級工程師，一九七四年畢業於山東工學院工業自動化專業，一九六八年到山東新華製藥廠工作，歷任工會副主席及副廠長，副總經理、董事，山東新華醫藥集團有限責任公司董事、副總經理，黨委副書記、紀委書記。現任本公司監事會主席，兼任新華集團董事。

高慶剛先生，現任本公司監事。簡歷詳見上述董事簡介。

呂忠德先生，49歲，高級政工師，一九七五年到山東新華製藥廠工作，歷任團委副書記、書記，工會副主席兼團委書記，工會副主席。現任本公司職工監事。

張月順先生，56歲，中國註冊會計師、中國註冊評估師，歷任企業財務負責人、財政部駐淄博地區中央企業管理處副處長、淄博市國有資產管理局副局長、山東淄博會計師事務所主任會計師，現任山東普華會計師事務所有限公司高級顧問。本公司獨立監事。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Supervisors

Mr. Yu Gongfu, aged 55, senior engineer, graduated from Shandong Engineering College in 1974, specialising in industrial automation and joined the Factory in 1968. Mr. Yu had previously held the positions of vice-chairman of labour union and deputy manager of the Factory and was a deputy general manager of the Company and was a director of the Company, was a director, deputy general manager, deputy secretary to the Communist Party Committee and secretary to the Disciplinary Committee of the Communist Party of SXPGC. Mr. Yu is the chairman of the Supervisory Committee of the Company and a director of SXPGC.

Mr. Gao Qinggang, the supervisor of the Company. His resume is set out in the section headed "DIRECTORS".

Mr. Lü Zhongde, aged 49, political work specialist. Mr. Lü joined the Factory in 1975 and held the positions of deputy secretary and secretary to the Company's Communist Youth Party Committee and the vice chairman of labour union of the Company. He is currently a supervisor elected by the employees of the Company.

Mr. Zhang Yueshun, aged 56, Certified Public Accountant and Certified Public Assessor of the PRC. Mr. Zhang was the controller of an enterprise, a deputy chief of Zibo Office affiliated to the Enterprise Department of the Ministry of Finance of the PRC, the vice director of the Zibo Municipal State-owned Assets Administration and the general manager of Shandong Zibo Accountant Firm. Mr. Zhang is currently a consultant for Zibo Puhua Accountant Firm and an independent supervisor of the Company.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

監事：(續)

陶志超先生，36歲，畢業於華東政法學院法律系，獲法學學士學位，並取得山東大學法律碩士專業學位。現為山東致公律師事務所合夥人，山東淄博市人民政府法律顧問。本公司獨立監事。

翟魯敏女士，45歲，助理會計師，一九七六年到山東新華製藥廠工作，任職新華集團財務資產部部長。翟女士任職本公司監事屆滿，於二零零五年十二月二十二日離任。

其他高級管理人員簡介：

任福龍先生，43歲，高級工程師、執業藥師，一九八五年畢業於山東昌濰醫學院醫學專業。一九八五年至一九八八年任住院醫師。一九九一年獲得北京醫科大學醫學碩士學位，同年到山東新華製藥廠工作，歷任研究院副院長、院長，本公司總經理助理、副總經理，新華醫藥集團副總經理。任先生於二零零六年三月二十四日出任本公司總經理。

張代銘先生，43歲，高級經濟師，畢業於青島科技大學有機化工專業，上海財經大學經濟學碩士。一九八七年到山東新華製藥廠工作，歷任國際貿易部副經理、經理，現任本公司副總經理。兼任山東新華醫藥貿易有限公司董事長，淄博新華大藥店連鎖有限公司董事長，淄博新華一百利高製藥有限責任公司董事，山東新華製藥(歐洲)有限公司董事。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Supervisors (continued)

Mr. Tao Zhichao, aged 36, graduated from East China University of Politics and Laws and obtained a bachelor of law degree. Mr. Tao was also awarded a master's degree of law from Shandong University. Mr. Tao is a partner of Shandong Zhigong Associates, a legal consultant for the People's Government of Zibo, Shandong and an independent supervisor of the Company.

Ms. Zhai Lumin, aged 45, assistant accountant, joined the Factory in 1976 and is the director of Finance and Assets Department of SXPGC. Ms. Zhai was a supervisor of the Company until the expiration of her term of service on 22 December 2005.

Senior Officers

Mr. Ren Fulong, aged 43, senior engineer and practicing public pharmacist, graduated from Shandong Changwei Medicinal College, specialising in physic in 1985. From 1985 to 1988, Mr. Ren was a resident physician. In 1991, Mr. Ren obtained his master of medicine from Beijing Medicinal University and joined the Factory in the same year. He previously held the posts of deputy director and director of research institute of the Company, assistant to the general manager and deputy general manager of the Company, deputy general manager of SXPGC. Mr. Ren holds the position of general manager of the Company on 24 March 2005.

Mr. Zhang Daiming, aged 43, senior economist, graduated from Qingdao Science and Technology University, specialising in organic chemical engineering and obtained a Master's degree of economics from Shanghai Financial and Economic University. Mr. Zhang joined the Factory in 1987 and was previously the deputy manager and manager of international trade department of the Company. Mr. Zhang is a deputy general manager of the Company, the chairman of Shandong Xinhua Medical Trade Co., Ltd., the chairman of Shandong Zibo Xinhua Pharmacy Chain Co., Ltd., a director of Sino-USA Zibo Xinhua-Perrigo Pharmaceutical Co., Ltd. and a director of Shandong Xinhua Pharmaceutical (Europe) GmbH.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員簡介 (續)

其他高級管理人員簡介：(續)

霍永先生，58歲，高級經濟師，畢業於北京化校。一九六九年到山東新華製藥廠工作，歷任勞資科副科長、人事處副處長、人事處處長兼幹部處處長，現任本公司副總經理。

王小龍先生，41歲，高級工程師，畢業於山東工業大學自動化專業，一九八八年到山東新華製藥廠工作，歷任電氣車間副主任、主任，機械分廠廠長，現任本公司副總經理。

曹長求先生，36歲，高級經濟師，一九九一年畢業於中國海洋大學經濟管理專業，同年到山東新華製藥廠工作，現任本公司董事會秘書。

郭磊女士，37歲，經濟師，一九九二年畢業於廣州外貿學院會計專業，同年到山東新華製藥廠工作，現任本公司董事會秘書。

張忠明先生，59歲，研究員，畢業於中國藥科大學藥學專業，曾獲德國CDC獎學金，並獲CDC頒發的專業進修文憑。一九六九年到山東新華製藥廠工作，歷任產品技術員、車間工程師、技術處處長、副總工程師，並為第七屆、第八屆國家藥典委員會委員。張先生因任期屆滿，於二零零五年十二月二十二日起不再擔任本公司副總經理。

本公司現任董事、監事、總經理任職自二零零五年十二月二十二日起任期三年；其他高級管理人員任期自二零零五年十二月二十二日起任期一年。

Brief Introduction of Directors, Supervisors and Senior Officers (continued)

Senior Officers (continued)

Mr. Huo Yong, aged 58, senior economist, graduated from Beijing Chemical Industry School. Mr. Huo joined the Factory in 1969. Mr. Huo previously held the positions of deputy chief of labour division, deputy director and director of personnel and cadre department of the Company. Mr. Huo is a deputy general manager of the Company.

Mr. Wang Xiaolong, aged 41, senior engineer, graduated from Shandong University of Technology, specialising in automation. Mr. Wang joined the Factory in 1988 and previously held the positions of deputy director and director of electricity workshop and director of machinery sub-factory. Mr. Wang is a deputy general manager of the Company.

Mr. Cao Changqiu, aged 36, senior economist, graduated from Qingdao Ocean University, specialising in economic management and joined the Factory in 1991. Mr. Cao is one of the company secretaries of the Company.

Ms. Guo Lei, aged 37, economist, graduated from Guangzhou Foreign Trade College, specialising in accounting and joined the Factory in 1992. Ms. Guo is one of the company secretaries of the Company.

Mr. Zhang Zhongming, aged 59, senior engineer, graduated from China Pharmaceutical University, specialising in pharmacy and obtained a diploma of advanced course financed by the CDC in Germany. Mr. Zhang joined the Factory in 1969 and held the positions of product technician, workshop engineer, director of the technology department and deputy engineer in general of the Company. Mr. Zhang is also a member of the Seventh and the Eighth State Pharmacopoeia Committee. Mr. Zhang was a deputy general manager of the Company on until the expiration of his term of service on 22 December 2005.

The Director, Supervisors and General Manager of the Company were appointed for a term of 3 years commencing from 22 December 2005; The Senior Officers of the Company were appointed for a term of 1 years commencing from 22 December 2005.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員 持有本公司股份情況

Directors' and Supervisors' and Senior Officers' Interests in Shares of the Company

姓名 Name	於2005年12月31日 As at 31 December 2005 股數 Number of shares	於2005年1月1日 As at 1 January 2005 股數 Number of shares
董事 Directors		
賀端湜(原董事長) Mr. He Duanshi (Predecessor Chairman)	4,500	4,500
劉從德 Mr. Liu Congde	3,500	3,500
郭 琴(董事長) Ms. Guo Qin (Chairman)	12,483	12,483
趙松國 (2005年12月22日獲委任) Mr. Zhao Songguo (appointed on 22 December 2005)	未持有 Nil	未持有 Nil
馬 永 (2005年12月22日獲委任) Mr. Ma Yong (appointed on 22 December 2005)	未持有 Nil	未持有 Nil
戴慶駿 Mr. Dai Qingjun	未持有 Nil	未持有 Nil
莫仲堃 Mr. Mok Chung Kwan, Stephen	未持有 Nil	未持有 Nil
徐國君 (2005年12月22日獲委任) Mr. Xu Guojun (appointed on 22 December 2005)	未持有 Nil	未持有 Nil
孫明高 (2005年12月22日獲委任) Mr. Sun Minggao (appointed on 22 December 2005)	未持有 Nil	未持有 Nil
高慶剛 (2005年12月22日離任) Mr. Gao Qinggang (retired on 22 December 2005)	3,237	3,237
肖 瑜 (2005年12月22日離任) Mr. Xiao Yu (retired on 22 December 2005)	未持有 Nil	未持有 Nil
孫 華 (2005年12月22日離任) Mr. Sun Hua (retired on 22 December 2005)	未持有 Nil	未持有 Nil
魯省民 (2005年8月26日被免職) Mr. Lu Shengmin (removed on 26 August 2005)	4,500	4,500
監事 Supervisors		
于公福 (2005年12月22日獲委任) Mr. Yu Gongfu (appointed on 22 December 2005)	4,500	4,500
高慶剛 (2005年12月22日獲委任) Mr. Gao Qinggang (appointed on 22 December 2005)	3,237	3,237
呂忠德 Mr. Lü Zhongde	未持有 Nil	未持有 Nil
張月順 Mr. Zhang Yueshun	未持有 Nil	未持有 Nil
陶志超 Mr. Tao Zhichao	未持有 Nil	未持有 Nil
翟魯敏 (2005年12月22日離任) Ms. Zhai Lumin (retired on 22 December 2005)	未持有 Nil	未持有 Nil

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員持有本公司股份情況 (續)

Directors' and Supervisors' and Senior Officers' Interests in Shares of the Company (continued)

姓名 Name	於2005年12月31日 As at 31 December 2005 股數 Number of shares	於2005年1月1日 As at 1 January 2005 股數 Number of shares
其他高級管理人員 Senior Officers		
任福龍 Mr. Ren Fulong	未持有 Nil	未持有 Nil
張代銘 Mr. Zhang Daiming	未持有 Nil	未持有 Nil
霍永 Mr. Huo Yong	2,983	2,983
王小龍 Mr. Wang Xiaolong	2,507	2,507
曹長求 Mr. Cao Changqiu	3,000	3,000
郭磊 Ms. Guo Lei	未持有 Nil	未持有 Nil
張忠明 (2005年12月22日離任) Mr. Zhang Zhongming (retired on 22 December 2005)	3,237	3,237

本公司董事、監事及其他高級管理人員所持的股份均為A股，截至二零零五年十二月三十一日止年度內董事、監事及其他高級管理人員所持股份無增減變動。

Shares held by the Directors, the Supervisors and the Senior Officers are A Shares. The number of shares held by the Directors, the Supervisors and the Senior Officers remained unchanged during the year ended 31 December 2005.

除上文所披露外，就公司之董事、高級管理人員及監事所知悉，於二零零五年十二月三十一日，沒有本公司之董事、高級管理人員及監事在本公司及其/或任何相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及/或債券證(視情況而定)中擁有任何需根據《證券及期貨條例》第XV部第7和第8部份需知會本公司及香港聯交所的權益或淡倉(包括根據《證券及期貨條例》該些章節的規定或當作這些董事、高級管理人員及監事擁有的權益或淡倉)，或根據《證券及期貨條例》第352條規定而記錄於本公司保存的登記冊的權益或淡倉，或根據上市規則附錄十中的「上市公司董事進行證券交易的標準規則」須知會本公司及香港聯交所的權益或淡倉。

Save as disclosed above, so far as the Directors, the Senior Officers and the Supervisors of the Company are aware, as at 31 December 2005, none of the Director, the Senior Officer or the Supervisor of the Company had any interest or short position in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (as defined in Part XV of the Securities and Futures Ordinance ("SFO")) which was required to be notified to the Company and The SEHK pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short position which any such Director, Senior Officer or Supervisor is taken or deemed to have under such provisions of the SFO) of which was required to be entered in the register required to be kept by the Company pursuant to Section 352 of the SFO or which was otherwise required to be notified to the Company and SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules").

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事和其他高級管理人員 酬金

本公司主要依據國家政策、公司經濟效益情況和個人工作業績，並參考社會報酬水平，確定董事、監事及其他高級管理人員薪酬。本年度內薪酬與考核委員會審議通過了《董事、監事2005年年度薪酬及發放辦法》、《高級管理人員2005年年度薪酬及發放辦法》，並建議提交董事會審議。董事、監事的報酬由董事會提交股東大會審議通過，高級管理人員的報酬由董事會審議通過。

董事、監事及其他高級管理人員酬金

Remuneration of Directors, Supervisors and Senior Officers

The remuneration policy of the Directors, the Supervisors and the Senior Officers are based on the state policies, the Company's profit realized in the corresponding period, individual achievement and the average income of local residents determined in accordance with State policies. During the year, the remuneration and examination committee of the Company has passed The Proposal of 2005 Annual Remuneration and Distribution Methods of Directors and Supervisors and The Proposal of 2005 Annual Remuneration and Distribution Methods of Senior Officers, and submitted the above proposals to the Board of Directors for approval. The Directors' and the Supervisors' remuneration must be approved in a shareholders meeting of the Company, whereas the remuneration of the Senior Officers must be approved by the Board of Directors.

Remuneration of the Directors, Supervisors and Senior Officers

2005年度
2005
人民幣萬元
RMB0'000

董事

賀端湜
劉從德
郭 琴
趙松國 (2005年12月22日獲委任)
馬 永 (2005年12月22日獲委任)
戴慶駿
莫仲堃
徐國君 (2005年12月22日獲委任)
孫明高 (2005年12月22日獲委任)
高慶剛 (2005年12月22日離任)
肖 瑜 (2005年12月22日離任)
孫 華 (2005年12月22日離任)
魯省民 (2005年8月26日被免職)

Directors

Mr. He Duanshi	18.0
Mr. Liu Congde	14.4
Ms. Guo Qin	14.4
Mr. Zhao Songguo (appointed on 22 December 2005)	0
Mr. Ma Yong (appointed on 22 December 2005)	0
Mr. Dai Qingjun	5
Mr. Mok Chung Kwan, Stephen	5
Mr. Xu Guojun (appointed on 22 December 2005)	0
Mr. Sun Minggao (appointed on 22 December 2005)	0
Mr. Gao Qinggang (retired on 22 December 2005)	10.8
Mr. Xiao Yu (retired on 22 December 2005)	5
Mr. Sun Hua (retired on 22 December 2005)	5
Mr. Lu Shengmin (removed on 26 August 2005)	10.8

監事

于公福 (2005年12月22日獲委任)
高慶剛 (2005年12月22日獲委任)
呂忠德
張月順
陶志超
翟魯敏 (2005年12月22日離任)

Supervisors

Mr. Yu Gongfu (appointed on 22 December 2005)	0
Mr. Gao Qinggang (appointed on 22 December 2005)	0
Mr. Lü Zhongde	4.97
Mr. Zhang Yueshun	2
Mr. Tao Zhichao	2
Ms. Zhai Lumin (retired on 22 December 2005)	0

其他高級管理人員

任福龍
趙松國
張代銘
霍 永
王小龍
曹長求
郭 磊
張忠明 (2005年12月22日離任)

Senior Officers

Mr. Ren Fulong	10.8
Mr. Zhao Songguo	10.8
Mr. Zhang Daiming	10.8
Mr. Huo Yong	10.8
Mr. Wang Xiaolong	10.8
Mr. Cao Changqiu	4.75
Ms. Guo Lei	4.69
Mr. Zhang Zhongming (retired on 22 December 2005)	10.8

二零零五年度董事、監事和高級管理人員的年度報酬總額為人民幣171.61萬元。

The aggregate remuneration of the Directors and the Supervisors for the financial year ended 31 December 2005 was approximately RMB1,716,100.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員變動情況

二零零五年六月七日本公司召開二零零四年度周年股東大會將本公司第四屆董事、第四屆監事會成員任期延遲到二零零五年十二月二十二日。

二零零五年八月二十六日本公司召開臨時股東大會免去魯省民先生董事職務。

二零零五年十二月二十二日本公司第四屆董事會全體董事任期屆滿，第四屆監事會全體監事任期屆滿。

二零零五年十二月二十二日本公司召開臨時股東大會選舉賀端湜先生、劉從德先生、郭琴女士、趙松國先生、馬永先生為本公司第五屆董事會非獨立董事，選舉戴慶駿先生、莫仲堃先生、徐國君先生、孫明高先生為本公司第五屆董事會獨立非執行董事，選舉于公福先生、高慶剛先生、張月順先生和陶志超先生為本公司第五屆監事會監事。

根據本公司《公司章程》有關規定及本公司於二零零五年二月十八日召開的職工代表大會決議，呂忠德先生被選舉為本公司第五屆監事會職工監事。

二零零五年十二月二十二日本公司第五屆董事會第一次會議選舉賀端湜先生為本公司董事長，聘任郭琴女士為本公司總經理，聘任趙松國為本公司副總經理、財務負責人，聘任張代銘先生、霍永先生、任福龍先生、王小龍先生為本公司副總經理，聘任曹長求先生、郭磊女士為本公司董事會秘書。

Change of Directors, Supervisors and Senior Officers

At the 2004 Annual General Meeting held on 7 June 2005, the shareholders have approved the extension of the terms of the directors and supervisors of the Company to 22 December 2005.

Mr. Lu Shengmin was removed from the office of directors of the Company in an extraordinary general meeting held on 26 August 2005.

On 22 December 2005, the terms of the fourth Board of Directors of the Company and the fourth Supervisory Committee was expired.

In an extraordinary general meeting held on 22 December 2005, Mr. He Duanshi, Mr. Liu Congde, Ms. Guo Qin, Mr. Zhao Songguo were elected as non-independent directors of the Company, Mr. Dai Qingjun, Mr. Mok Chung Kwan, Stephen, Mr. Xu Guojun and Mr. Sun Minggao were elected as independent non-executive directors of the Company and Mr. Yu Gongfu, Mr. Gao Qinggang, Mr. Zhang Yueshun and Mr. Tao Zhichao were elected as the members of Supervisory Committee of the Company.

In accordance to the requirements of the Articles of Association of the Company and the resolution passed at the employees representatives meeting held on 18 February 2005, Mr. Lü Zhongde was elected as the supervisors of employees of the fifth Supervisory Committee.

Mr. He Duanshi was elected as the chairman of the Company in the first meeting of the fifth Board of Directors held on 22 December 2005. At the same time, Ms. Guo Qin was appointed as the general manager of the Company, Mr. Zhao Songguo was appointed as the deputy general manager and financial controller of the Company, Mr. Zhang Daiming, Mr. Huo Yong, Mr. Ren Fulong and Mr. Wang Xiaolong were appointed as the deputy general managers, Mr. Cao Changqiu and Ms. Guo Lei were appointed as the company secretaries.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

董事、監事及其他高級管理人員變動情況 (續)

二零零五年十二月二十二日本公司第五屆監事會第一次會議選舉於公福先生為本公司監事會主席。

二零零六年三月二十四日賀端湜先生因年齡原因辭去董事長職務，二零零六年三月二十四日本公司召開第五屆董事會第二次會議選舉郭琴女士為本公司董事長，郭琴女士因工作變動辭去本公司總經理職務，董事會聘任任福龍先生為本公司總經理，傅恒謙先生為本公司副總經理。

員工及其薪金

本集團主要依據國家政策、企業經濟效益情況，並參考社會報酬水平，確定員工薪酬。

截至二零零五年十二月三十一日止本集團員工為4,746人，該年度本集團全體員工工資總額為人民幣85,390千元。

Change of Directors, Supervisors and Senior Officers (continued)

Mr. Yu Gongfu was elected as the chairman of the Supervisory Committee of the Company in the first meeting of the fifth Supervisory Committee of the Company held on 22 December 2005.

On 24 March 2006, Mr. He Duanshi has resigned from the position of chairman of the Company due to age reason. Ms. Guo Qin was elected as the chairman of the Company in the second meeting of the fifth Board of Directors of the Company held on 24 March 2006. Ms Guo has resigned from the post of general manager of the Company and the Board of Directors has appointed Mr. Ren Fulong and Mr. Fu Hengqian as the general manager and deputy general manager of the Company respectively.

Staff and Remuneration

The staff remuneration policy of the Group was determined in accordance with the State policies, the Group's profit in the corresponding period and the average income of local residents.

The number of staff of the Group as at 31 December 2005 was 4,746, and the total amount of their salaries and wages paid for the year ended 31 December 2005 was approximately RMB85,390,000.

董事、監事、高級管理人員和員工情況 (續)

DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF (continued)

員工及其薪金 (續)

本集團員工按職能及教育程度劃分如下：

Staff and Remuneration (continued)

The staff of the Group can be categorized by their area of work and educational level as follows:

員工職能 Area of Work		員工人數 Number of Employees
生產人員	Staff in production	3,523
工程技術人員	Staff in engineering and technology	313
行政管理人員	Staff in administration	176
財務人員	Staff in finance	79
產品開發人員	Staff in research and development	109
採購人員	Staff in procurement of raw materials	27
銷售人員	Staff in sales	273
質量監督檢測人員	Staff in quality control and inspection	246
合計	Total	4,746

員工教育程度 Academic Qualification Attained		員工人數 Number of Employees
大學及以上學歷	University or above	442
大專學歷	Institutes	750
中專學歷	Intermediate institutes	853
高中及技校學歷	Senior secondary and technical schools	1,744
初中及以下學歷	Junior secondary or below	957
合計	Total	4,746

截至二零零五年十二月三十一日止本集團退休職工人數為2,250人。

As at 31 December 2005, the number of retired staff of the Group was 2,250.