

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	Whether received any remuneration from shareholders of the Company (yes/no)	
							Total remuneration received from the Company (RMB/HKD'0000)	
Li Zhushi	Board chairman	Male	61	2005-10-10	–	–	–	Yes
Yu Baoshan	Vice board chairman	Male	45	2005-05-27	–	–	RMB31.87	No
Han Guangde	Director & president	Male	44	2005-05-27	–	–	RMB31.44	No
Chen Jingqi	Executive supervisor	Male	53	2005-05-27	2,000	2,000	RMB27.82	No
Zhong Jian	Non-executive director	Male	43	2005-05-27	–	–	RMB6.60	Yes
Li Junfeng	Non-executive director	Male	43	2005-05-27	–	–	RMB4.00	Yes
Miao Jian	Non-executive director	Male	41	2005-05-27	–	–	RMB4.00	Yes
Bu Miaojin	Independent non-executive director	Male	61	2005-05-27	–	–	RMB6.00	No
Wu Fabo	Independent non-executive director	Male	53	2005-05-27	–	–	RMB6.00	No
Wang Xiaojun	Independent non-executive director	Male	51	2005-05-27	–	–	HKD6.00	No
Mak, Kin Kwong, Peter	Independent non-executive director	Male	44	2005-05-27	–	–	HKD6.00	No
Wang Shusen	Chairman of the Supervisory Committee	Male	65	2005-05-27	–	–	RMB9.60	Yes
Liang Mianhong	Executive supervisor	Male	52	2005-05-27	–	–	RMB21.33	No
Liu Shibai	Executive supervisor	Male	54	2005-05-27	–	–	RMB17.78	No
Wang Shiming	Non-executive supervisor	Male	53	2005-05-27	–	–	RMB4.00	No
Ye Weiming	Non-executive supervisor	Male	43	2005-05-27	–	–	RMB4.00	No
Wang Yi	Vice president	Male	45	2005-05-27	–	–	RMB25.66	No
Xia Suijia	Vice president	Male	46	2005-05-27	–	–	RMB25.77	No
Chen Ji	Vice president	Male	39	2005-05-27	–	–	RMB25.41	No
Zeng Xiangxin	Chief accountant	Male	39	2005-05-27	–	–	RMB25.15	No
Li Zhidong	Company secretary	Male	40	2005-05-27	–	–	RMB23.47	No

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

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The total remuneration received from the Company of directors, supervisors and senior management were including basic remuneration, year-end bounty, housing accumulated fund, social pension and other insurance. Details refer to item 31(b), Directors' and Supervisors' emoluments stated in Notes to the Consolidated Financial Statements on page 186.

Main experience of directors, supervisors and senior management

Directors-executive

Mr. Li Zhushi, aged 61, senior engineer (Professional Level), general engineer of CSSC, graduated from Shanghai Jiaotong University in 1967. He joined Tianjin Xin Gang Shipyard in 1968. His prior work experience include being technician, deputy section, deputy factory director and factory director of Tianjin Xingang Shipyard, deputy general manager of China Shipping Trade Company, general manager of Hong Kong Hualian Marine Company Limited, and vice president of CSSC.

Mr. Yu Baoshan, aged 45, 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 44, 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. Chen Jingqi, aged 53, 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. Zhong Jian, aged 43, senior engineer (Professional Level), director, vice president and deputy secretary of Party Committee of the Company, 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, deputy manager and manager of Assets Management Dept. of CSSC.

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Mr. Li Junfeng, aged 43, 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 41, 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.

Mr. Bu Miaojin, aged 61, 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 53, 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.

Mr. Wang Xiaojun, aged 51, lawyer qualified to practice in the PRC, Hong Kong and the United Kingdom, graduated from Hong Kong University in 1992, and joined Hong Kong Stock Exchange Company Limited in the same year. He has worked for Richards Butler and Peregrine Finance Co., and now is the sole proprietor of X.J. Wang & Co.

Mr. Mak Kin kwong, Peter, aged 44, Hong Kong certified accountant and member of the Association of Accountants of the United Kingdom and fellow of the Hong Kong Institute of Certified Public Accountants, graduated from the Hong Kong Polytechnic University. He has provided professional service for clients of Arthur Andersen in mainland China since 1985, he established Ven Fund Management Co., Ltd in 2001 and presently he is the director and president of the company, besides, he is an independent director of Shenzhen Victor Onward Textile Industrial Co., Ltd and Chengdu Unionfriend Network Co., Ltd.

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Supervisors

Mr. Wang Shusen, aged 65, senior economist, graduated from Harbin Institute of Technology 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 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. Liang Mianhong, aged 52, 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 CCP committee mechanical factory branch, deputy manager of mechanical factory of Guangzhou Shipyard, secretary of CCP committee mechanical division branch, deputy manager of mechanical division of GSI, director assistant of CSSC Guangzhou Administrative Bureau, secretary of Party Committee shipbuilding division branch and the deputy manager of shipbuilding division of GSI.

Mr. Liu Shibai, aged 54, accountant, secretary of Supervisory Committee and manager of Audit Department of the Company. He graduated from Guangzhou Finance School and joined Guangzhou Shipyard in 1975, and experienced as deputy section chief of Financial Section, director of Audit Office of Guangzhou Shipyard, director of Audit Office, supervisor of the first Supervisory Committee and Deputy Chief Accountant of the Company.

Mr. Wang Shiming, aged 53, 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 manager 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 part-time. He joined the Company in 2004.

Mr. Ye Weiming, aged 43, 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 Sanzheng 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.

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Senior Management

Mr. Wang Yi, aged 45, 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.

Mr. Xia Suijia, aged 46, 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 39, 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 39, 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 40, 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	Whether received remuneration and allowance
Li Zhushi	CSSC	Chief Engineer	Since Feb. 2004	Yes
	Guangzhou CSSC Nansha Longxue Construction Development Co., Ltd.	Board Chairman	Since Aug. 2005	No
Yu Baoshan	CSSC Guangzhou Holding Company	Board Chairman	Since Mar. 2004	No
	CSSC Guangzhou Administrative Bureau	Deputy Manager	Since Mar. 2004	No
	Guangzhou CSSC Nansha Longxue Construction Development Co., Ltd.	Vice board chairman	Since Jun. 2005	No
	Gaungzhou CSSC Yuanhan Wengchong Shipbuiloding Engineering Co., Ltd.	President	Since Oct. 2005	No
Zhong Jian	CSSC	Manager of Assets Management Dept.	Since Apr. 2004 to Dec. 2005	Yes
	CSSC Real Estate Development Co., Ltd.	Director	Since 2003	No
	Hudong Heavy Mechanical Co., Ltd.	Director	Since May 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	Director to Budget Committee	Since Nov. 2003	Yes
	CSSC Financial Co.	Vice Board Chairman	Since Mar. 2004	No
	CSSC Guangzhou Holding Company	Supervisory Committee Chairman	Since Aug. 2004	No
	CSSC Guangzhou Holding Company	Director	Since Mar. 2004	No
Xia Suijia	CSSC Guangzhou Holding Company	Supervisor	Since Jul. 2003	No

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3. Positions in other Companies

Name	Company	Position	Tenure period	Whether received remuneration and allowance
Bu Miaojin	Zhongkai Agrotechnical College	Professor	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 Xiaojun	Wang & Co., XJ	Partner lawyer	Since 2001	Yes
	Yanzhou Coal Mining Co., Ltd.	Independent director	Since Apr. 2002	Yes
Mak, Kin Kwong, Peter	Ven Fund Management Co., Ltd	Director and president	Since Mar. 2003	Yes
	Tangmei Caffee (Shenzhen) Co., Ltd.	Director	Since Apr. 2002	Yes
	Greatwall Fund Management Co., Ltd	Independent director	Since Dec. 2001	Yes
	Chengdu Unionfriend Network Co., Ltd	Independent director	Since Jun. 2002	Yes
	Shenzhen Victor Onward Textile Industrial Co., Ltd	Independent director	Since Jun. 2002	Yes
	Gemdale Corporation Co., Ltd.	Independent director	Since Jun. 2003	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

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

The remuneration of the directors of the fifth term of the Board of Directors and supervisors of the fifth 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 directors and the supervisors and the senior management of the fifth term is determined synthetically in accordance with the operation scale, performance of the Company and the remuneration bench mark of the industry.

The five individuals whose emoluments were the highest in the Company for the year include five directors or supervisors whose emoluments are reflected in item 31(c), Five highest paid individuals of Notes to the Consolidated Financial Statements on page 187.

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

Name	Position	Reason for dismissal
Wang Yi	Director	New term election and job arrangement reason
David Hon To, Yu	Independent director	Could not be re-elected as being independent director of the Company for 9 consecutive years
Philip Pat Yiu, Yuen	Independent director	Could not be re-elected as being independent director of the Company for 9 consecutive years
Chen Jingqi	Supervisor	Being selected as a directors of the new Board and could not also act as supervisor
Hu Guoliang	Board Chairman	Work relocation

The fourth term of the Board of Directors expired during the period under review, and the fifth term of the Board of Directors was elected. Mr. Chen Jingqi, Mr. Wang Xiaojun, Mr. Mak, Kin Kwong, Peter were appointed as directors and Mr. Liu Shibai was appointed as supervisor. Mr. Wang Yi, Mr. David Hon To, Yu and Mr. Philip Pak Yiu Yuen retired as directors of the Company, and Mr. Chen Jingqi retired as supervisor of the Company upon conclusion of the AGM, in accordance with Article 91 of the Articles of Association of the Company and their respective service contracts. Mr. Wang Yi did not offer himself for re-election. Mr. David Hon To, Yu and Mr. Philip Pak Yiu, Yuen could not be re-elected for they has been independent directors of the Company for 3 consecutive terms of the Board in accordance with relevant regulation of China Securities Regulatory Commission. Mr. Chen Jingqi was not eligible to be re-elected as supervisor as he was a candidate for election as a director.

In addition, during the period under review, Mr. Hu Guoliang resigned as board chairman and director of the Company due to work relocation and his resignation was accepted by the Board of Directors of the Company and at the AGM of the Company. At the same time, at the AGM of the Company, Mr. Li Zhushi was elected as director of the fifth term of the Board of Directors, and was appointed as Board chairman of the fifth term of the Board of Directors by the Board of Directors of the Company.

Each retiring director and supervisor confirmed with the Company that there are no matters that needed to be brought to the attention of the shareholders of the Company in respect of their retirement.

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(IV). STAFF OF THE COMPANY

As at December 31, 2005, the number of employees on the payroll register of the Company was 4,088, the number of retired employees of the Company was 2,685.

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

1. Professional

Category	Number
Manufacturing staff	2,104
Marketing staff	45
Professional technical staff	1,433
Including: senior technicians	126
intermediate technicians	255
Financial staff	61
Administrative staff	329

2. Education Level

Category	Number
Technical school graduates	389
College graduates	452
University graduates	603
Postgraduates	32