



(1) 公司治理

本公司嚴格按照境內外監管機構對上市公司治理的有關法規，不斷完善公司治理結構，並按公司章程要求規範運作。公司較早地建立了獨立董事制度，在1998年進行的董事會換屆選舉中獨立董事佔董事會成員總數的三分之一。監事會於2001年進行的換屆選舉中引入獨立監事，公司董事會已深深地認識到良好的公司治理對保護股東權益及提高公司決策及管理水平的重要意義，為此，將做出不懈的努力。公司擬根據《上市公司治理準則》相關要求不斷修改和完善議事規則有待改善治理結構。

目前尚存在的問題：公司信息披露機構還沒有單獨設置，而是與公司職能管理部門設在一塊。各項議事規則有待完善。

對於對照規範性文件，公司治理結構存在需要改進的方面，公司承諾將在下一步認真進行總結，儘快予以改進。

(2) 獨立董事履行職責情況

公司董事會已設立了審計委員會、薪酬委員會和提名委員會，在這些專門委員會中，獨立董事均佔多數並擔任委員會主席。獨立董事參加了公司董事會的各次會議並召集及主持了董事會各專門委員會的各次會議，提出了許多建設性的意見和建議，獨立董事能夠按照有關法律、法規的要求履行自己的職責，對公司重大事項發表獨立意見，維護公司及廣大中小投資者的利益，認真履行了其擔負的職責。

(A) CORPORATE GOVERNANCE

Strictly following relevant laws and regulations of domestic and overseas regulatory authorities on governance of listed companies, the Company has constantly improved its corporate governance structure, and also standardized its operations according to its Articles of Association. The Company established an independent director system quite early. In the Board of Directors election in 1998, independent directors accounted for one-third of the total number of members of the Board of Directors. In the 2001 election, independent supervisors were introduced in. The Board of Directors is deeply aware that good corporate governance is of important significance to protecting the rights and interests of shareholders and raising the decision-making and management level of the company. For this, it will make unremitting efforts in the aspect. The Company has planned to constantly revise and improve its corporate governance structure according to related requirements of the "Governance Standards for Listed Companies".

Existing problems: The Company has not yet set up a separate organization for information disclosure, which is now placed in the functional management department of the Company. The rules of procedure need to be improved.

With reference to the documents of standardization, there are still aspects needing to be improved in the corporate governance structure. The Company commits that it will conscientiously make a summary and improve them as quickly as possible.

(B) DUTY PERFORMANCE OF INDEPENDENT DIRECTORS

The Company's Board of Directors has established an Audit Committee, Reward Committee and Nomination Committee. In these special committees, independent directors all account for the majority and also serve the chairmen of the committees. The independent directors took part in all meetings of the Board of Directors of the Company, and also convened and chaired all meetings of the special committees of the Board of Directors, and put forward lots of constructive opinions and suggestions. The independent directors were able to perform their duties according to the requirements of relevant laws and regulations. They expressed independent opinions on significant events of the Company, safeguarding the interests of the Company and its small investors, and earnestly performing their respective duties.



(3) 公司與控股股東在業務、人員、資產、機構、財務等方面做到了完全分開。公司在業務、人員、資產、機構、財務等各個方面均與控股股東完全獨立設置和運作，符合有關法律、法規的要求。

(4) 公司對高級管理人員的考評及激勵機制情況

公司對高級管理人員實行崗薪和風險年薪的分配形式，崗薪同公司總體經營成果掛鉤，風險年薪與個人政績表現和承擔的經營指標掛鉤。

(C) The Company is completely separated with its controlling shareholder in such aspects as operation, personnel, assets, organization and financial affairs. The Company is completely independent from its controlling shareholder in setup and operation in such aspects as operation, personnel, assets, organization and financial affairs, complying with the requirements of relevant laws and regulations.

(D) Examination and Incentive Mechanisms for Senior Managers of the Company

A distribution system of position reward and annual risk reward is adopted for senior managers of the Company. The position reward is pegged to the general operating results of the Company, while the annual risk reward is pegged to personal performance and operating indicators shouldered.