



公司 治 理 結 構 Corporate Governance

(一) 公司 治 理 情 況

公司嚴格按照《公司法》、《證券法》和中國證監會有關法律、法規，以及香港交易所上市規則的要求，不斷完善公司法人治理結構，建立現代企業制度，規範公司運作。根據中國證監會、國家經貿委《關於開展上市公司建立現代企業制度檢查的通知》的要求，公司於2002年6月認真開展了在建立現代企業制度和治理方面的自查工作。通過自查，及時提出了整改和改進完善措施。並以這次檢查為契機，進一步完善制度，規範行為，提高誠信，加快公司建立現代企業制度，推進公司治理再上一個新台階。公司的控股股東熊貓電子集團有限公司也相應進行了自查整改工作。公司在已經制定的《公司章程》、《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》的基礎上，又在報告期內制定了《總經理工作制度》、《信息披露實施細則》、《募集資金使用管理辦法》、《控股股東行為規範制度》、《獨立董事制度》、《戰略委員會議事規則》、《提名委員會議事規則》、《審核委員會議事規則》、《薪酬與考核委員會議事規則》等九個規範制度，形成了較完善的公司管理制度體系。這些規則符合中國證監會和國家經貿委於2002年1月7日公佈的《上市公司治理準則》規範性文件的要求。

A. General Corporate Governance

The Company strictly abides by the Company Law, the Securities Law, relevant laws and regulations set out by the China Securities Regulatory Commission, and the Listing Rules of the Stock Exchange of Hong Kong Limited ("SEHK") to continuously improve its corporate governance and set up a modern enterprise system. According to the requirements of Notice of Modern Corporate System Inspection on Listed Companies (關於開展上市公司建立現代企業制度檢查的通知) promulgated by China Securities Regulatory Commission and State Economic and Trade Commission, the Company implemented a self-inspection with respect to establishment of modern corporate systems and the corporate governance in June 2002. Through self-inspection, the Company promptly implemented innovation and improvement measures. In view of such self-inspection, the Company further improved its systems, regulated its operations, raised its goodfaith and accelerated the pace for establishment of modern corporate systems, pushing the corporate governance to the higher level. Panda Electronics Group Limited, the controlling shareholder of the Company, also implemented similar measures for self-inspection. Based on the Articles of Association, Rules of Procedures for Annual General Meeting (股東大會議事規則), Rules of Procedures for the Board of Directors' Meeting (董事會議事規則) and Rules of Procedures for the Supervisory Committee's Meeting (監事會議事規則) formulated by the Company, the Company established nine regulatory systems, namely Work System for the General Manager (總經理工作制度), Regulation for Implementation of Disclosure of Information (信息披露實施細則), Management on the Use of Proceeds (募集資金使用管理辦法), Regulation on the Controlling Shareholder (控股股東行為規範制度), Work System for Independent Directors (獨立董事工作制度), Rules of Procedures for the Strategic Committee (戰略委員會議事規則), Rules of Procedures for the Nomination Committee (提名委員會議事規則), Rules of Procedures for the Audit Committee (審核委員會議事規則), Rules of Procedures for the Remuneration and Appraisal Committee (薪酬與考核委員會議事規則) in the reporting period, so as to perfect the corporate governance of the Company. These rules comply with the requirements of the Corporate Governance Standards for Listed Companies (上市公司治理準則) issued by China Securities Regulatory Commission and State Economic and Trade Commission on 7 January 2002.

公司 治 理 結 構

Corporate Governance

(二) 獨立非執行董事履行職責情況

公司兩名獨立非執行董事按照有關法律、法規、《公司章程》的要求，認真履行職責。參與公司董事會討論決策有關重大事項；以其專業知識和經驗，就公司規範運作提出意見；對關聯交易是否符合交易所的豁免要求及公正、公平性進行審核，發表獨立意見；參與審核委員會工作，審核公司財務。獨立非執行董事為維護公司整體利益，維護全體股東的合法權益，促進公司發展作出了積極貢獻。

(三) 公司與控股股東在人員、資產、財務、機構、業務等方面的分開情況

1. 在人員方面：公司擁有獨立的勞動、人事及工資管理，總經理、副總經理等高級管理人員在本公司領取薪酬。除總經理在熊貓電子集團有限公司擔任總經理職務以外，其他高級管理人員未在控股股東兼職。
2. 在資產方面：公司擁有獨立的供、產、銷系統、輔助生產系統和配套設施，商標、工業產權、非專利技術等無形資產由公司擁有。

B. Independent Non-executive Directors and their duties

The Company has two Independent Non-executive Directors. The Independent Non-executive Directors carried out their duties and act in utmost good faith and sincerity in accordance with the relevant laws, regulations, and the requirement of the Articles of Association of the Company. They participated in Board Meetings and discuss major strategic issues of the Company. With their professional knowledge and experience, Independent Non-executive Directors advised the Company on its operation and management; provided independent advice on the impartiality and fairness of connected transactions and on whether the Company has complied with the waiver conditions granted by SEHK in respect of its connected transactions; participated in the audit committee and auditing work of the Company's financial statements. Independent Non-executive Directors have contributed to maintain the overall interests of the Company and the legal rights of shareholders as a whole and promote the development of the Company.

C. Separation of staff, asset, finance, organization and business scope between the Company and its controlling shareholder, PEGL:

1. Staff: The Company has its own independent management in labour, personnel and wages. Senior management such as general manager and deputy general manager receives salaries from the Company. Save and except for the general manager who also held the position of general manager in PEGL, there was no other senior management who held other position in the controlling shareholder.
2. Asset: The Company has its own independent supplying, production and sale systems, ancillary production system and facilities. The Company holds intangible assets such as trademark ownership, industrial rights, and non-patent technology.



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(三) 公司與控股股東在人員、資產、財務、機構、業務等方面的分開情況 (續)

3. 在財務方面：公司設立獨立的財會部門，建立了獨立的會計核算體系和財務管理制度，獨立在銀行開戶。
4. 在機構方面：公司設立了健全的組織機構體系，董事會、監事會及其它內部機構獨立運作，不存在與控股股東職能部門之間的從屬關係。
5. 在業務方面：公司具有獨立完整的業務及自主經營能力。公司與控股股東簽定了「非競爭及首先放棄收購權協議」，避免了同業競爭。

(四) 對高級管理人員的考評及激勵機制

報告期內，公司按高級管理人員的崗位責任、工作實績等進行綜合考核，並經職工代表大會民主評議，根據考評結果，實施相關獎勵。

C. Separation of staff, asset, finance, organization and business scope between the Company and its controlling shareholder, PEGL: (continued)

3. Finance: The Company has set up its own independent finance departments, account auditing and financial management systems. The Company has its own bank accounts.
4. Organization structure: The Company has set up a complete and healthy organization structure. The Board of Directors, Supervisory Committee and other internal departments operate and function independently of each other. No duplication of duties and departmental functions existed between the Company and the controlling shareholder, PEGL.
5. Business scope: The Company has a highly independent and complete business and operation ability. The Company has signed a "Non-competition and First Right of Refusal Agreement" with its controlling shareholder in order to avoid inter-competition within the same industry.

D. Review on the performance of senior management and incentive reward systems

During the reporting period, the Company conducted a comprehensive review on basis of duties of respective positions and performance of senior management. Such review was examined by employees' representatives. Incentive rewards are made according to the results of the review.