

## (一) 公司治理情況

報告期內公司嚴格按照《公司法》、《證券法》和中國證監會有關法律、法規的要求，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，公司按《上市公司治理準則》規範檔要求，完善修訂了《股東會議事規則》、《董事會議事規則》等各項議事規則，並於2002年6月30日前完成了《上市公司建立現代企業制度的自查報告》。

目前雖然公司建立了相關制度，但有待於在具體工作嚴格遵守，並經實踐檢驗後進一步完善。下一步，公司還將對照《上市公司治理準則》相關要求不斷修改和完善治理結構，特別是在具體實際工作中嚴格執行。對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。

## (二) 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、提名委員會和投資管理委員會，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。

## (1) CORPORATE GOVERNANCE

During the reporting period, the Company was strictly in compliance with the Company law, Securities Law and relevant requirements of laws and regulations imposed by China Securities Regulatory Commission. The Company continues to improve the legal-person management structure, establish modern corporate systems and organize operations of the Company. According to the regulatory documents of Management Standards for Listed Companies the Company also amended Rules of Procedures for Annual General Meeting, Rules of Procedures for the Board of Directors' Meeting and other rules of procedures. Before 30 June 2002, the Company finished the Self-inspection report on Modern Corporate System of Listed Companies.

Even if the Company established the relevant systems, those systems will take effect until the complete implementation of such systems and the fine-tuning of such systems upon implementation. The Company will improve the corporate governance in accordance with the relevant requirements of Management Standards for Listed Companies and strictly execute those systems. The Company promises it will review those systems as soon as practical and improve any deficiency, if any, out of those systems.

## (2) DUTIES OF INDEPENDENT DIRECTORS

The Company's Board of Directors has established the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Management Committee. In these special committees, independent directors 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.

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

2002年7月公司深化三項制度改革，實行人員工資集中管理，徹底與原控股股東在業務、人員、資產、機構、財務等方面做到完全分開。目前公司在業務、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，具有獨立完整的業務和自主經營能力，符合有關法律法規的要求。

**(四) 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，風險年薪與公司總體經營成果掛鉤，並通過個人政績表現和承擔的經營指標完成情況區分檔次。

**(3) THE COMPANY IS COMPLETELY INDEPENDENT OF ITS CONTROLLING SHAREHOLDER IN SUCH ASPECTS AS OPERATION, PERSONNEL, ASSETS, ORGANIZATION AND FINANCIAL AFFAIRS.**

In July 2002, the Company strengthened three system innovations, centralized its management on personnel and resources, and became completely independent of the original controlling shareholder of the Company in terms of operations, personnel, assets, organization and financial affairs. The Company is completely independent of its controlling shareholder in setup and operation in such aspects as operations, personnel, assets, organization and financial affairs, and has its own operations and complete power to operate at its own discretion, complying with the requirements of relevant laws and regulations.

**(4) 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 annual remunerations are pegged to the general operating results of the Company, personal performance and the extent of achievements of operating indicators.