



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況

1、執行董事

李安建先生 1953年出生，本公司董事長、總經理及熊貓電子集團有限公司總經理，高級經濟師，研究生學歷。1998年畢業於南京大學工商管理專業。歷任南京華東電子集團公司副總經理、南京長江機器有限公司董事長、總經理等職務，1999年加入本公司。李先生長期從事電子工業企業的領導工作，熟悉電子企業經營管理和行業發展，具有較強的改革創新能力和豐富的經營管理經驗。

張祖忠先生 1945年出生，本公司副董事長及熊貓電子集團有限公司黨委書記，高級工程師，本科學歷。1968年畢業於南京工學院(現名東南大學)無線電技術專業，同年加入本公司。張先生長期從事企業管理、人事及思想工作，具有豐富的電子專業知識和經營管理經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff

1. Executive Directors

Mr. LI Anjian, born in 1953, is the Chairman and General Manager of the Company, General Manager of Panda Electronics Group Limited ("PEGL"), a senior economist and a postgraduate. He graduated from the Nanjing University specializing in business administration. He was the Deputy General Manager of Nanjing Huadong Electronics Group Company, and the Chairman and General Manager of Nanjing Changjiang Machinery Company Limited. He joined the Company in 1999. He has been working as a leader in electronic industrial enterprises for many years, and has extensive experience in the management of operations in electronic enterprises and the industrial development. He has strong capabilities of reform and renovation and extensive experience in operation and management.

Mr. ZHANG Zuzhong, born in 1945, is the Vice Chairman of the Company; and Party Secretary and Senior Engineer of PEGL. He holds a bachelor's degree. After graduating from the Radio Technology Faculty of the Nanjing Industrial College (currently known as the South East University) in 1968, he joined the Company. He has been involved in enterprise management, personnel and education for many years.

董事、監事、高級管理人員和員工情況

Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

2、非執行董事

劉愛蓮女士 1951年出生，本公司董事及熊貓電子集團有限公司總會計師，研究生學歷、高級會計師、註冊會計師。1989年畢業於中央財政管理幹部學院，1998年於東南大學金融管理專業結業。1999年加入本公司，曾任南京市國有資產管理局副局長。劉女士長期從事財政、金融管理工作，具有豐富的財務專業知識和經營管理經驗。

周振宇先生 1964年出生，本公司董事及熊貓電子集團有限公司副總經理，工學碩士。1989年畢業於華東工學院(現南京理工大學)機械工程系，同年加入本公司，曾任本公司副總經理。周先生長期從事企業管理和技術工作，具有豐富的電子專業知識和經營管理經驗。

楊惠前先生 1946年出生，本公司董事及熊貓電子集團有限公司副總經理，高級工程師，本科學歷。1970年畢業於南京工學院(現名東南大學)無線電技術專業，同年加入本公司。曾任本公司副總經理。楊先生長期從事技術和人事管理工作，具有豐富的電子專業知識和經營管理經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

2. Non-executive Directors

Ms. LIU Ailian, born in 1951, is the Director of the Company, and Chief Accountant of PEGE. She holds a postgraduate degree and is senior accountant and a certified public accountant. Ms Liu was graduated from the Central Financial Management Cadre Institute in 1989, and South East University in 1998 specializing in financial management. She joined the Company in 1999. She was the Vice-Chairman of Ministry of State-owned Assets Management of the Nanjing City. Ms Liu has extensive experience in finance and management.

Mr. ZHOU Zhenyu, born in 1964, is the Director of the Company, and Deputy General Manager of PEGE. He holds a master degree in Mechanical Engineering. Upon graduating from the Faculty of Mechanical Engineering of the School of Engineering of Eastern China (currently known as the Nanjing Polytechnic University) in 1989, he joined the Company. He was the Deputy General Manager of the Company. He has involved in enterprise management and technological management for many years and has extensive experience in electronic technology and operational management.

Mr. YANG Huiqian, born in 1946, is the Director of the Company, Deputy General Manager of PEGE and a senior engineer. He holds a bachelor's degree. He joined the Company upon graduating from the Radio Technology Faculty of the Nanjing Industrial College (currently known as the South East University) in 1970. He was also the Deputy General Manager of the Company. He has involved in the technological and personnel management for many years and has extensive experience in electronic industry and operation management.



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

2、非執行董事 (續)

和再定先生 1951年出生，本公司董事及熊貓電子集團有限公司副總經理，高級經濟師，研究生學歷。1998年畢業於南京大學科學技術哲學專業，1975年加入本公司，曾任本公司副總經理。和先生長期從事企業管理工作，具有豐富的經營管理經驗。

唐洪清先生 1944年出生，本公司董事及熊貓電子集團有限公司工會主席，高級政工師、高級工程師，本科學歷。1968年畢業於南京工學院(現名東南大學)無線電設備結構專業，同年加入本公司。唐先生長期從事企業管理及群眾工作，具有豐富的電子專業知識和經營管理經驗。

鄧偉明先生 1964年出生，本公司董事及熊貓電子集團有限公司副總經理，高級工程師，本科學歷。1987年畢業於華中工學院信息工程專業，同年加入本公司。鄧先生長期從事通信技術的開發和經營管理工作，具有豐富的電子專業知識和經營管理經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

2. Non-executive Directors (continued)

Mr. HE Zaiding, born in 1951, is the Director of the Company, Deputy General Manager of PEGE, a senior economist and a postgraduate. He was graduated from the Nanjing University in 1998 specializing in the philosophy of science and technology and joined the Company in 1975. He was the Deputy General Manager of the Company. He is well experienced in enterprise and operational management.

Mr. TANG Hongqing, born in 1944, is the Director of the Company, Chairman of the worker's union of PEGE, senior political work engineer and senior engineer. He holds a bachelor's degree. He graduated from the Radio Equipment Structure Faculty of the Nanjing Industrial College (currently known as the South East University), in 1968 and joined the Company in the same year. Mr. Tang has extensive experience in enterprise management and personnel-related work.

Mr. DENG Weiming, born in 1964, is the Director of the Company, Deputy General Manager of PEGE and a senior engineer. He holds a bachelor's degree. He graduated from Information Engineering faculty of Huazhong Industrial College in 1987, and joined the Company in the same year. Mr. Deng has extensive experience in electronic technology and management.

董事、監事、高級管理人員和員工情況

Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

2、非執行董事 (續)

徐國飛先生 1962年出生，本公司董事及熊貓電子集團有限公司副總經理，高級工程師，本科學歷。1981年加入本公司。1987年畢業於東南大學無線電技術專業，徐先生長期從事通信技術的開發和管理工作，具有豐富的電子專業知識和經營管理經驗。

朱立鋒先生 1964年出生，本公司董事及熊貓電子集團有限公司副總經理，高級工程師，工學碩士。1986年畢業於東南大學電子儀器及測量技術專業，同年加入本公司。1996年畢業於東南大學信號與信息處理專業(研究生)。朱先生長期從事技術開發和管理工作，具有豐富的電子專業知識和經營管理經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

2. Non-executive Directors (continued)

Mr. XU Guofei, born in 1962, is the Director of the Company, Deputy General Manager of PEGE and a senior engineer. He holds a bachelor's degree. Mr. Xu joined the Company in 1981. He graduated from the Radio Technology Faculty of the South East University in 1987. Mr. Xu has extensive experience in electronic technology and management.

Mr. ZHU Lifeng, born in 1964, the Director of the Company, Deputy General Manager of PEGE and a senior engineer. He holds a master degree in Industrial Studies. Mr. Zhu graduated from the South East University specialising in electronic equipment and surveying technologies in 1986 and joined the Company in the same year, He graduated from the South East University specializing in signal and message management in 1996 as a postgraduate. Mr. Zhu has extensive experience in electronic technology and management.



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

3、獨立非執行董事

萬輝女士 1957年出生，高級經濟師，2001年起出任本公司獨立非執行董事，萬女士畢業於江蘇省委黨校函授學院，現任中國工商銀行江蘇省分行總稽核。萬女士於金融機構管理方面具有二十多年的豐富經驗。

黃英琦女士 1959年出生，2000年起出任本公司獨立非執行董事。獲美國加州布蒙拿大學榮譽文學士文憑，並通過英國法律學院普通專業試及律師資格最後考試。黃女士是香港特別行政區的執業律師，現任香港黃乾亨黃英豪律師事務所合夥人，兼任香港恒安國際集團有限公司和東方電機股份有限公司獨立非執行董事、香港灣仔區議會主席、香港政策研究所成員等多項公職。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

3. Independent Non-Executive Director

Ms. WAN Hui, born in 1957, is a senior economist and an Independent Non-Executive Director of the company since 2001. She graduated from the Correspondence School of the Party Committee of Jiangsu Province. She is the chief controller of the Industrial and Commercial Bank of China Jiangsu Province Branch. Ms. Wan has over 20 years of financial institution management experience.

Ms. Ada Ying Kay Wong, born in 1959, is an Independent Non-Executive Director of the Company since 2000. She holds a BA (Hons.) degree from Pomona College, Claremont, California, USA. She passed the final common and practising examinations of Law College in Britain. She is a practising solicitor in Hong Kong Special Administrative Region and is a partner of Philip K. H. Wong, Kennedy Y. H. Wong & Co. She is also an independent non-executive director of Hengan International Group Co., Ltd. and Dongfang Electrical Machinery Co., Ltd. She participates actively in public services including the Chairlady of the Wanchai District Council in Hong Kong and Hong Kong Policy Research Institute, etc.

董事、監事、高級管理人員和員工情況

Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

4、監事

張政平女士 1956年出生，本公司監事會主席及熊貓電子集團有限公司黨委副書記、紀律檢查委員會書記，經濟師，大專學歷。1979年加入本公司，1987年畢業於南京市電視大學黨政管理專業。張女士長期從事企業管理及黨務工作，具有豐富的電子專業知識及經營管理經驗。

陳寧女士 1953年出生，本公司監事及審計處處長，經濟師，大專學歷。1986年畢業於廣播電視大學企業管理專業，1970年加入本公司，陳女士長期從事企業管理和財務審計方面的工作，具有豐富的經營管理經驗。

張綿義先生 1948年出生，現任本公司工會副主席，經濟師、政工師。1968年畢業於南京無線電工業學校，次年加入本公司，張先生長期從事企業管理和群眾工作，具有豐富的經營管理經驗。經本公司職工代表大會選舉為公司第四屆監事會監事。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

4. Supervisors

Ms. ZHANG Zhengping, born in 1956, is the Chairman of the Company's Supervisor Committee, Vice-secretary of the Communist Party Committee and the Secretary of the Disciplinary Check Committee of PEGE and an economist. She was tertiary educated and joined the Company in 1979. Ms Zhang joined the Company in 1979. She graduated from Nanjing Television University in 1987 specializing in management of party politics. Ms Zhang has extensive experience in enterprise management, administration and duties of the Central Communist Party electronic technology and management.

Ms. CHEN Ning, born in 1953, is the Supervisor of the Company, Head of the audit department of the Company and an economist. Ms. Chen was tertiary educated. She graduated from the Television Broadcasting University in 1986 with a speciality in enterprise management. She joined the Company in 1970. Ms. Chen has extensive experience in enterprise management and auditing.

Mr. ZHANG Mianyi, born in 1948, is a vice-chairman of labour union, an economist and political work engineer. He graduated from the Nanjing Radio Technology Institute in 1968 and joined the Company the in 1969. Mr. Zhang has been focusing on corporate management and group work, and has extensive experience in operation management. Mr. Zhang is nominated by employee representatives to be the Company's fourth session supervisor.



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

5、獨立監事

鄒士元先生 1933年出生,1964年畢業於解放軍軍事工程學院,研究生學歷。2001年起出任本公司獨立監事。曾任江蘇省電子廳副廳長、中國華錄電子有限公司副董事長、總經理、中國華錄松下電子信息有限公司董事長。鄒先生長期主管電子行業工作,具有較強的專業知識和豐富的管理經驗。

李建明先生 1956年出生,現任南京師範大學教授,碩士學位。1984年畢業於西南政法大學法律系。2001年起出任本公司獨立監事,現為江蘇省暨南京市人大常委會立法諮詢專家組成員、江蘇省暨南京市人民檢察院諮詢委員會委員、中國訴訟法學研究會理事。李先生長期從事法學研究工作,具有豐富的法學理論知識及近二十年的實踐經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

5. Independent Supervisors

Mr. Wu Shiyuan, born in 1933, graduated from the People's Liberation Army Military Engineering School in 1964 and holds a postgraduate degree. He became an independent supervisor of the Company in 2001. Mr. Wu was once the vice-manager of the Jiangsu Province Electronics division, Vice Chairman of the China Hua Lu Electronics Co. Ltd, General Manager, and Chairman of China Hua Lu Matsushita Electronic Information Co. Ltd. Mr. Wu has specialised in electronics industry for a long time, and has strong professional knowledge and extensive management experience.

Mr. LI Jianming, born in 1956, is currently a professor at the Nanjing Teacher University and holds a master's degree. Mr. Li graduated from the Faculty of Law of the South West Politics and Law University in 1984. He became an independent supervisor of the Company in 2001. Mr. Li is currently a member of the Legal consultation team of the Nanjing People's Standing Committee of Jiangsu Province, the People's Prosecutorial Organ Jiaysu Province and Nanjing and a member of the research committee a Committee member of the Chinese Litigation Law. Mr. Li has extensive experience in legal research and over 20-year solid experience in legal theoretical knowledge and practice.

董事、監事、高級管理人員和員工情況

Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

6、高級管理人員

王宏金先生 1948年出生，本公司副總經理，高級工程師，大專學歷。1982年畢業於廣播電視大學無線電專業，1969年1月加入本公司。曾任熊貓電子集團公司副總經理，王先生長期從事市場營銷和企業管理工作，具有豐富的經營管理經驗。

吳六林先生 1959年出生，本公司總會計師，會計師職稱，本科學歷。1980年畢業於杭州無線電工業學校財會專業，其後加入本公司，1999年畢業於南京理工大學經濟管理專業，並於1997年進修於南京理工大學MBA專業。吳先生長期從事企業財務工作，具有豐富的經營管理經驗。

費元穩先生 1946年出生，本公司副總經理，高級工程師，本科學歷。1969年畢業於南京大學物理學系，1973年加入本公司。費先生長期從事移動通信產品的研究、設計、開發，曾任熊貓國際通信系統有限公司總經理，對企業管理和產品銷售具有豐富的經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

6. Senior Management

Mr. WANG Hongjin, born in 1948, is the Deputy General Manager of the Company and a senior engineer. He was tertiary educated. He graduated from the Television Broadcasting University specializing in radio-technology in 1982 and joined the Company in January 1969. He was the Deputy General Manager of PEGE. He has extensive experience in sales management.

Mr. WU Liulin, born in 1959, is the Chief Accountant of the Company, and holds the title of accountant and a bachelor's degree. He joined the Company upon graduation from the faculties of Finance and Accounting of Hengzhou Radio Technology Industrial College in 1980. Mr Wu graduated from Nanjing Polytechnic University in 1999 specialising in economic management, and further studied in 1997 in Nanjing Polytechnic University for a MBA. He has extensive experience in finance and management.

Mr. FEI Yuanwen, born in 1946, is the Deputy General Manager of the Company, and a senior engineer. He holds a bachelor's degree. He graduated from the Physics Faculty of Nanjing University in 1969, and joined the Company in 1973. He has involved in the research, design and development of mobile telecommunications products for many years. He was the General Manager of Panda International Telecommunications System Company Limited. Mr Fei has extensive experience in enterprise management and sale of products.



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(一) 董事、監事、高級管理人員 基本情況 (續)

6、高級管理人員 (續)

施秋生先生 1959年出生，本公司副總經理，經濟師，本科學歷。1980年畢業於杭州無線電工業學校經濟管理專業，同年加入本公司，1997年畢業於南京理工大學人文學院，並於1995年至1998年進修於該校研究生院工商管理研究生班(MBA)。施先生長期從事企業經營管理工作，具有豐富的經營管理經驗。

劉坤先生 1966年出生，本公司副總經理，高級工程師，本科學歷。1988年畢業於上海交通大學電子工程系，同年加入本公司。劉先生長期從事電子、精密機械技術的開發和管理工作，具有豐富的電子專業知識和經營管理經驗。

陳平女士 1974年出生，本公司副總經理兼董事會秘書，本科學歷。1993年畢業於南京師範大學計算機專業，後進修於南京大學商學院投資經濟專業研究生班。曾先後就職於君安證券、中國經濟開發信託投資公司證券總部、海通證券等知名證券公司，2003年加入本公司。陳女士長期從事證券工作，完成過多家企業的上市、重組並購等業務，具有豐富的證券專業知識和實踐經驗。

(1) Profiles on Directors, Supervisors, Senior Management and Staff (continued)

6. Senior Management (continued)

Mr. SHI Qiusheng, born in 1959, is the Deputy General Manager and Company Secretary of the Company and an economist. He holds a bachelor's degree. He specialised in economics management at Hangzhou Radio Industrial College and graduated and joined the Company in 1980. He completed his studies at the Arts Faculty of the Nanjing Polytechnic University in 1997 and did his postgraduate studies of Business Administration (MBA) at the University from 1995 to 1998. He has extensive practices and experience in enterprise and operational and management.

Mr. LIU Kun, born in 1966, is the Deputy General Manager of the Company, and a senior engineer. He holds a bachelor's degree. He graduated from the Faculty of Electronic Engineering of Shanghai Transportation University and joined the Company in 1988. Mr. Liu has extensive practices and experience in development and management of electronic and precision machine technologies.

Ms. CHEN Ping, born in 1974, is the Deputy General Manager and Secretary of the Board of Directors and a degree holder. She graduated from Nanjing Normal University in 1993, with a university degree in Computer. She continued her study in a postgraduate economic investment class in Business School of Nanjing University. Ms. Chen had served in famous securities companies such as J&A Securities, Securities Headquarter of China Economic Development Trust and Investment Co., Ltd. and Haitong Securities. In 2003, Ms. Chen joined in the Company. During the years of service in the securities industry, she has completed the listing, restructuring, acquisition and merger for a number of companies. She has ample professional knowledge in the securities industry and extensive practice experience.

董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(二) 董事、監事及高級管理人員 持股情況

於2003年12月31日，依據《證券及期貨條例》(第571章)(下稱「證券及期貨條例」)第352條規定備存之登記冊，本公司董事、監事及高級管理人員在本公司持有的內資股股份權益如下(其權益類別屬個人權益)：

(2) Director, Supervisors and Senior Management

As at 31 December 2003, interests of the directors, supervisors and senior management members of the Company in the domestic shares of the Company which were required, pursuant to section 352 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"), to be entered in the register referred to therein are as follows (The nature of such interests is of personal interest):

姓名	性別	年齡	職務	任期起止日期	年初持股數	年末持股數	佔已發行股本比例(%)
Name	Sex	Age	Duties	Term	No. of shares held (beginning of the year)	No. of shares held (end of the year)	Percentage of share capital in issue (%)
李安建	男	50	董事長、總經理	2001.06.29-2004.06.29	0	0	0
Li Anjian	M		Chairman, General Manager				
張祖忠	男	58	副董事長	2001.06.29-2004.06.29	9,400	9,400	0.014
Zhang Zuzhong	M		Vice-chairman				
劉愛蓮	女	52	非執行董事	2001.06.29-2004.06.29	0	0	0
Liu Ailian	F		Non-executive Director				
周振宇	男	39	非執行董事	2001.06.29-2004.06.29	2,900	2,900	0.004
Zhou Zhenyu	F		Non-executive Director				
楊惠前	男	57	非執行董事	2001.06.29-2004.06.29	4,400	4,400	0.007
Yang Weiqian	M		Non-executive Director				
和再定	男	52	非執行董事	2001.06.29-2004.06.29	8,000	8,000	0.012
He Zaiding	M		Non-executive Director				
鄧偉明	男	39	非執行董事	2001.06.29-2004.06.29	2,743	2,743	0.004
Deng Weiming	M		Non-executive Director				
徐國飛	男	41	非執行董事	2001.06.29-2004.06.29	1,886	1,886	0.003
Xu Guofei	M		Non-executive Director				
朱立鋒	男	39	非執行董事	2001.06.29-2004.06.29	2,743	2,743	0.004
Zhu Lifeng	M		Non-executive Director				
唐洪清	男	59	非執行董事	2001.06.29-2004.06.29	9,100	9,100	0.014
Tang Hongqing	M		Non-executive Director				
萬輝	女	46	獨立非執行董事	2001.06.29-2004.06.29	0	0	0
Wan Hui	F		Independent non-executive Director				
黃英琦	女	44	獨立非執行董事	2001.06.29-2004.05.12	0	0	0
Ada Y.K. Wong	F		Independent non-executive Director				
張政平	女	47	監事會主席	2001.06.29-2004.06.29	3,429	3,429	0.005
Zhang Zhenping	F		Chairman of the Supervisory Committee				
陳寧	女	50	監事	2001.06.29-2004.06.29	3,900	3,900	0.006
Chen Ning	F		Supervisor				



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(二) 董事、監事及高級管理人員 持股情況 (續)

(2) Director, Supervisors and Senior Management (continued)

姓名	性別	年齡	職務	任期起止日期	年初持股數	年末持股數	佔已發行股本比例(%)
Name	Sex	Age	Duties	Term	No. of shares held (beginning of the year)	No. of shares held (end of the year)	Percentage of share capital in issue (%)
張綿義	男	55	監事	2001.06.29-2004.06.29	0	0	0
Zhang Mianyi	M		Supervisor				
鄒士元	男	70	獨立監事	2001.06.29-2004.06.29	0	0	0
Wu Shiyuan	M		Independent Supervisor				
李建明	男	47	獨立監事	2001.06.29-2004.06.29	0	0	0
Li Jianming	M		Independent Supervisor				
王宏金	男	55	副總經理	2001.06.29起	8,300	8,300	0.013
Wang Hongjin	M		Deputy General Manager	From 2001.06.29			
吳六林	男	44	總會計師	2001.06.29起	0	0	0
Wu Liulin	M		Chief Accountant	From 2001.06.29			
費元穩	男	57	副總經理	2001.06.29起	0	0	0
Fei Yuenyin	M		Deputy General Manager	From 2001.06.29			
施秋生	男	44	副總經理	2001.12.20起	3,343	3,343	0.005
Shi Qiusheng	M		Deputy General Manager	From 2001.12.20			
劉坤	男	37	副總經理	2002.8.14起	0	0	0
Liu Kun	M		Deputy General Manager	From 2002.08.14			
陳平	女	29	副總經理、董事會秘書	2003.8.18起	0	0	0
Chen Ping	F		Deputy General Manager, Secretary of the Board of Directors	From 2003.8.18			

除上文披露外，報告期內本公司董事、監事及高級管理人員概無擁有須按「證券及期貨條例」第352條於登記冊內備存的權益或淡倉。

Save as disclosed above, during the reporting period, none of directors, supervisors and senior management members of the Company has any interests or short positions which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein.

董事、監事、高級管理人員和員工情況

Profiles of Directors, Supervisors, Senior Management and Staff

(二) 董事、監事及高級管理人員 持股情況 (續)

除上文所披露者外，於2003年12月31日，各董事、監事及高級管理人員或彼等聯繫人概無於本公司或任何相關法團(定義見「證券及期貨條例」第XV部)之股份中擁有權益，而各董事、監事或彼等之配偶或未滿十八歲子女概無認購本公司證券之權利，亦無使用該項權利。

(三) 年度報酬情況

報告期內，在本公司領取薪酬的董事、監事和高級管理人員採用崗位責任工資制，並按工作實績進行考核。

本年度，現任董事、監事和高級管理人員報酬總額為人民幣321.3萬元。金額最高的前三名董事的報酬總額為人民幣66萬元，金額最高的前三名高級管理人員的報酬總額為人民幣54萬元。董事報酬在人民幣20-24萬元有2人，16-20萬元之間有8人，8-16萬元之間有1人；監事報酬在人民幣16-20萬元之間有1人，6-16萬元之間有2人；高級管理人員報酬在人民幣20-24萬元以上有1人，8-16萬元之間有6人。

獨立非執行董事萬輝女士、獨立監事鄒士元先生、李建明先生不在本公司領取酬金，也不在股東單位或其他關聯單位領取酬金。

(2) Director, Supervisors and Senior Management (continued)

Save as disclosed above, none of the directors, supervisors or members of the senior management or their associates had any interest in the equity or debt securities of the Company or any of its associated corporation (as defined in Part XV of the SFO) as at 31 December 2003, and none of the directors or supervisors, or their spouses or children under the age of 18 had any right to subscribe for the equity or debt securities of the Company, or had exercised any such right.

(3) Remuneration for the year

During the reporting period, directors, supervisors and senior management are paid based on their relevant positions and duties. Their remunerations are reviewed based on their performance.

For the year, the remuneration for the existing directors, supervisors and senior management totalled RMB3,213,000. The remuneration for the three highest paid directors totalled RMB660,000 and the remuneration for the three highest paid senior management staff totalled RMB540,000. For directors' remuneration, 2 persons are entitled to the sum ranging from RMB200,000 to RMB240,000, 8 persons are entitled to the sum ranging from RMB160,000 to RMB200,000 and 1 person is entitled to the sum ranging from RMB80,000 to RMB160,000. For supervisors' remuneration, 1 person is entitled to the sum ranging from RMB160,000 to RMB200,000 and 2 persons are entitled to the sum ranging from RMB60,000 to RMB160,000. For the remuneration of senior management staff, 1 person is entitled to the sum ranging from RMB200,000 to RMB240,000 and 6 persons are entitled to the sum ranging from RMB80,000 to RMB160,000.

Ms. Wan Hui, an independent non-executive director, Mr. Wu Shiyuan and Mr. Li Jianming, both the independent supervisors, are not entitled to remuneration granted by the Company, its parent company and associated companies.



董事、監事、高級管理人員和員工情況 Profiles of Directors, Supervisors, Senior Management and Staff

(四) 在報告期內離任的董事、監事、高級管理人員姓名及離任原因

報告期內，董事、監事並無變化。公司第四屆十一次董事會同意施秋生先生因分工變動辭去董事會秘書職務，聘任陳平女士為公司副總經理兼董事會秘書。

(五) 公司員工情況

截止2003年12月31日，本公司在職員工人數為2,045人，其中生產人員1,103人，科技人員521人，銷售人員114人，財務人員68人，行政及管理人員239人。具有大專文化以上人員為745人。具有碩士學位以上人員27人。公司需承擔內退費用的內退人員為440人。

(4) Names of directors, supervisors and senior management resigned during the reporting period and their reasons

No change in Directors or Supervisors was made during the reporting period. At the 11th meeting of the fourth Board of Directors of the Company, Mr. Shi Qiusheng's resignation from his office of Secretary of the Board of Directors due to an alteration in position arrangement was accepted, and Ms. Chen Ping was appointed as a Vice General Manger and the Secretary of the Board of Directors of the Company.

(5) Company Staff

As at 31 December 2003, the Company had a total of 2,045 employees, 1,103 of which are production staff, 521 are technical staff, 114 are marketing staff, 68 are financial staff, 239 are administrative and management staff. Of these employees, 745 are graduates of tertiary institutions and 27 hold master degrees. The Company had 440 staff having retired and which the Company have to bear the related expenses.