

# 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董事長，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、熊貓電子集團有限公司總經理等職務，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。

#### 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副總經理，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。

### (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, Chairman 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, the Chairman and General Manager of Nanjing Changjiang Machinery Company Limited and the General Manger of PEGE. He joined the Company in 1999. He has been working as a leader in electronic industrial enterprises for many years, and is familiar with the operation and management of 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 of PEGE. He is a senior engineer with 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 corporate management, personnel and education for many years. Mr. Zhang has professional knowledge on electronics and extensive management experience.

#### 2. Non-executive Directors

**Ms. LIU Ailian**, born in 1951, is the Director of the Company, and Deputy General Manager of PEGE. She holds a postgraduate degree and is a senior accountant and a certified public accountant. Ms Liu graduated from the Central Financial Management Cadre Institute in 1989, and Southeast 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 knowledge and experience in finance 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)

**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。

**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。

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

**Mr. TANG Hongqing**, born in 1944, is the Director of the Company and Chairman of the labour union of PEGE. He senior political work engineer and senior engineer with 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 been engaged in enterprise management and personnel-related work. For years, with extensive knowledge on electronics and experience in operation 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 engineering. Mr. Zhu graduated from Southeast University specialising in electronic equipment and surveying technologies in 1986 and joined the Company in the same year. He graduated from Southeast University specializing in signal and information processing in 1996 as a postgraduate. Mr. Zhu has been engaged in technological development and management for years, with expensive knowledge on electronics and experience in operation and management.



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## 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副行長。萬女士於金融機構管理方面具有二十多年的豐富經驗。

**馬忠禮先生** 1954年出生，本科學歷。2004年起出任本公司獨立非執行董事。馬先生1978年畢業於倫敦大學生物化工專業，獲學士學位。現任香港大慶石油有限公司總經理，並擔任中華全國工商業聯合會(第九屆)執行委員、中國人民政治協商會議江蘇省委員會(第九屆)常務委員、香港中華總商會會董。馬先生長期從事企業經營管理工作，具有先進的企業管理理念和經驗。

**蔡良林先生** 1941年出生，註冊會計師、高級審計師。2004年起出任本公司獨立非執行董事。現任江蘇天業會計師事務所有限公司副董事長、南京審計學院兼職教授。蔡先生長期從事會計和審計工作，對企業財務管理和審計工作具有豐富的經驗。

本公司確認已根據《香港聯合交易所證券上市規則》第3.13條，收到每名獨立非執行董事就其獨立性而作出的年度確認函，本公司仍認為各獨立非執行董事屬獨立人士。

### (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. She has been 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 deputy head of the Industrial and Commercial Bank of China, Jiangsu Province Branch. Ms. Wan has over 20 years of experience in financial institution management.

**Mr. MA Chung Lai, Lawrence** born in 1954, became an independent non-executive director of the Company in 2004. He graduated from London University in 1978 with a bachelor degree in biological chemical. He is currently the General Manager of Hong Kong Taching Petroleum Co., Ltd. (香港大慶石油有限公司), Committee Member of The Ninth All-China Federation of Industry and Commerce (中華全國工商業聯合會(第九屆)), Standing Committee Member of Jiangsu Provincial Committee of the Ninth Chinese People's Political Consultative Conference (中國人民政治協商會議江蘇省委員會(第九屆)) and Committee Member of The Chinese General Chamber of Commerce. Mr. Ma has been engaged in enterprise operation and management for years, with advanced enterprise management ideas and experience.

**Mr. CAI Lianglin**, born in 1941, is a PRC Certified Public Accountant and Senior Auditor. He has served as an independent non-executive director of the Company since 2004. He is currently the Deputy General Manager of Jiangsu Tianye Certified Public Accounting Company Limited (江蘇天業會計師事務所有限公司), and part time professor of Nanjing Audit College (南京審計學院). Mr. Cai has long been engaged in accounting and auditing. Mr. Cai has been engaged in enterprise operation and management, for year, with advanced enterprise management ideas and experience.

The Company confirmed that it has received from each of its independent non-executive directors an annual confirmation of his / her independence pursuant to Rule 3.13 of the "Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd" and the Company still considers the independent non-executive directors to be independent persons.

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## 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。經本公司職工代表大會選舉為公司第五屆監事會監事。

**鍾友祥先生** 1963年出生，現任本公司工會副主席，本科學歷，經濟師。1982年加入本公司，1992年畢業於中央黨校經濟管理專業。鍾先生長期從事企業管理和市場營銷工作，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五屆監事會監事。

### (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. She graduated from Nanjing Television University in 1987 specializing in management of party politics. Ms Zhang has been engaged in corporate management and work of China Communist Party for years, with extensive knowledge on electronic technology and experience in operation 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. Ms. Chen was elected by the Staff's representatives as a supervisor of the fifth Board of Directors.

**Mr. ZHONG Youxiang**, born in 1963, is the vice chairman of the labor union of the Company. He is an economist with a bachelor's degree. He graduated from Central Party College with majoring in economic management. Mr. Zhong joined the Company in 1982. Mr. Zhong has been engaged in corporate management and marketing and sales work for years, with extensive experience in management and market operations. He is the Supervisor of the fifth Supervisory Committee of the Company through the election of employee representative meeting of the Company.



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## 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。

**孫素華女士** 1942年出生,大專學歷,高級會計師。2004年起出任本公司獨立監事。孫女士曾任南京鋼鐵廠設備處財務科科長、江蘇省投資公司財務處主任、江蘇省國際信託投資公司財務部經理。孫女士長期從事企業會計工作,對企業財務管理具有豐富的經驗。

#### 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。

### (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.

**Ms. SUN Suhua**, born in 1942, holds a tertiary degree and is a Senior Accountant. She became an independent supervisor of the Company in 2004. She has been the Head of Finance Division in Equipment Department of Nanjing Iron and Steel Plant (南京鋼鐵廠設備處), Head of Finance Division of Jiangsu Province Investment Company (江蘇省投資公司) and Manager of Finance Division in Jiangsu Province International Trust Investment Company (江蘇省國際信託投資公司). Ms. Sun has long been engaged in corporate accounting, possessing extensive experience in finance management.

#### 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 PEGL. He has extensive experience in marketing and corporate 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 studied in 1997 in Nanjing Polytechnic University for a MBA. He has extensive experience in finance 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)

#### 6. 高級管理人員 (續)

**施秋生先生** 1959年出生，本公司副總經理，高級經濟師，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、重組併購等業務，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 of the Company and a senior economist. He holds a bachelor's degree. He graduated from Hangzhou Radio Industrial College specialising in economics management 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 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 electronics and precision machine technologies.

**Ms. CHEN Ping**, born in 1974, is the Deputy General Manager of the Company and Secretary of the Board of Directors and holds a bachelor's degree. She graduated from Nanjing Normal University in 1993, specialising 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2004年12月31日，依據香港聯交所「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) Shareholding of director, supervisors and senior management members

As at 31 December 2004, 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 of the Stock Exchange of Hong Kong Limited (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 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	Position	Term of office	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 Li Anjian	男 M	51	董事長、總經理 Chairman, General Manager	2004.05.12-2007.05.12	0	0	0
張祖忠 Zhang Zuzhong	男 M	59	副董事長 Vice-chairman	2004.05.12-2007.05.12	9,400	9,400	0.014
劉愛蓮 Liu Ailian	女 F	53	非執行董事 Non-executive Director	2004.05.12-2007.05.12	0	0	0
周振宇 Zhou Zhenyu	男 F	40	非執行董事 Non-executive Director	2004.05.12-2007.05.12	2,900	2,900	0.004
朱立鋒 Zhu Lifeng	男 M	40	非執行董事 Non-executive Director	2004.05.12-2007.05.12	2,743	2,743	0.004
唐洪清 Tang Hongqing	男 M	60	非執行董事 Non-executive Director	2004.05.12-2007.05.12	9,100	9,100	0.014
萬輝 Wan Hui	女 F	47	獨立非執行董事 Independent Non-executive Director	2004.05.12-2007.05.12	0	0	0
蔡良林 Cai Lianglin	男 M	63	獨立非執行董事 Independent Non-executive Director	2004.05.12-2007.05.12	0	0	0
馬忠禮 Ma Chung Lai, Lawrence	男 M	50	獨立非執行董事 Independent Non-executive Director	2004.05.12-2007.05.12	0	0	0
張政平 Zhang Zhenping	女 F	48	監事會主席 Chairman of the Supervisory Committee	2004.05.12-2007.05.12	3,429	3,429	0.005
陳寧 Chen Ning	女 F	51	監事 Supervisor	2004.05.12-2007.05.12	3,900	3,900	0.006

# 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) Shareholding of Director, Supervisors and Senior Management members (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	Position	Term of office	No. of shares held (beginning of the year)	No. of shares held (end of the year)	Percentage of share capital in issue (‰)
鍾友祥	男	41	監事	2004.05.12-2007.05.12	0	0	0
Zhong You Xiang	M		Supervisor				
鄒士元	男	71	獨立監事	2001.06.29-2004.06.29	0	0	0
Wu Shiyuan	M		Independent Supervisor				
孫素華	女	62	獨立監事	2001.06.29-2004.06.29	0	0	0
Sun Souhua	F		Independent Supervisor				
王宏金	男	56	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	45	總會計師	2001.06.29起	0	0	0
Wu Liulin	M		Chief Accountant	From 2001.06.29			
施秋生	男	45	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	38	副總經理	2002.8.14起	0	0	0
Liu Kun	M		Deputy General Manager	From 2002.08.14			
陳平	女	30	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《上市公司董事進行證券交易之標準守則》向本公司及香港合交易所作出披露，或須按「證券與期貨條例」第352條於登記冊內備存的權益或淡倉。

除上文所披露者外，於2004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(定義見香港聯交所《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。

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 to be notified to the Company and Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers or, were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein.

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 of the Stock Exchange of Hong Kong Limited) as at 31 December 2004, 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.





# 董事、監事、高級管理人員和員工情況

## Profiles of Directors, Supervisors, Senior Management and Staff

### (三) 在股東單位任職的董事監事情況

### (3) Positions held by Directors and Supervisors in the Company's shareholders

姓名	任職的股東名稱	以股東單位擔任的職務	任職期間	是否領取報酬、津貼(是或否)
Name	Name of the Company's shareholders	Position held in the Company's shareholders	Term of appointment	Whether receiving remuneration or allowance (Yes or No)
李安建	熊貓電子集團有限公司	董事長	2004年6月起	否
Li Anjian	PEGL	Chairman	From June 2004	No
張祖忠	熊貓電子集團有限公司	黨委書記	1999年7月起	否
Zhang Zuzhong	PEGL	Secretary to Party Committee	From July 1999	No
劉愛蓮	熊貓電子集團有限公司	副總經理	1999年7月起	否
Liu Ailian	PEGL	Deputy General Manager	From July 1999	No
周振宇	熊貓電子集團有限公司	副總經理	1999年7月起	否
Zhou Zhenyu	PEGL	Deputy General Manager	From July 1999	No
朱立鋒	熊貓電子集團有限公司	副總經理	1999年7月起	否
Zhu Lifeng	PEGL	Deputy General Manager	From July 1999	No
唐洪清	熊貓電子集團有限公司	工會主席	1999年7月起	否
Tang Hongqing	PEGL	Chairman to Labor Union	From July 1999	No
張政平	熊貓電子集團有限公司	黨委副書記	1999年7月起	否
Zhang Zhenping	PEGL	Deputy Secretary to Party Committee	From July 1999	No



# 董事、監事、高級管理人員和員工情況

## Profiles of Directors, Supervisors, Senior Management and Staff

### (四) 在其他單位任職的董事監事情況 (4) Positions held by Directors and Supervisors in other units

姓名 Name	其他單位名稱 Name of other units	擔任職務 Position held	任職期間 Term of appointment
李安建 Li Anjian	南京愛立信熊貓通信有限公司 Nanjing Ericsson Panda Communication Co., Ltd.	副董事長 Deputy chairman	2000年起 From 2000
	北京愛立信普天移動通信有限公司 Beijing Ericsson Pu Tian Mobile Communication Limited	副董事長 Deputy chairman	2002年起 From 2002
	夏普電子有限公司 Sharp Electronics Company Limited	副董事長 Deputy chairman	2000年起 From 2000
周振宇 Zhou Zhenyu	田村電源公司 Tamura Co., Ltd.	副董事長 Deputy chairman	2004年9月起 From September 2004
	南京熊貓移動通信設備有限公司 Nanjing Panda Mobile Communication Equipment Co., Ltd.	董事長 Chairman	2004年12月起 From December 2004
萬輝 Wan Hui	中國工商銀行江蘇省分行 Jiangsu branch of China Industrial and Commercial Bank	副行長 Deputy Head	2004年11月起 From November 2004
蔡良林 Cai Lianglin	江蘇天業會計師事務所有限公司 江蘇天業會計師事務所有限公司	副董事長 Vice chairman	2000年1月起 From January 2000
馬忠禮 Ma Chung Lai, Lawrence	香港大慶石油有限公司 香港大慶石油有限公司	總經理 General manager	1982年起 From 1982



# 董事、監事、高級管理人員和員工情況

## Profiles of Directors, Supervisors, Senior Management and Staff

### (五) 公司董事、監事、高級管理人員報酬情況

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241.8萬元。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4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5人。

獨立非執行董事萬輝女士、蔡良林先生，獨立監事鄔士元先生、孫素華女士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。

### (5) Remuneration of the directors, supervisors, senior management of the Company

During the reporting period, directors, supervisors and senior management members were 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 RMB2,418,000. The remuneration for three highest paid directors totalled RMB660,000 and the remuneration for the three highest paid senior management members totalled RMB540,000. For directors' remuneration, 2 persons were entitled to the sum ranging from RMB200,000 to RMB240,000, 4 persons were entitled to the sum ranging from RMB160,000 to RMB200,000 and 1 person was entitled to the sum ranging from RMB80,000 to RMB160,000. For supervisors' remuneration, 1 person was entitled to the sum ranging from RMB160,000 to RMB200,000 and 2 persons were entitled to the sum ranging from RMB60,000 to RMB160,000. For the remuneration of senior management members, 1 person was entitled to the sum ranging from RMB200,000 to RMB240,000 and 5 persons were entitled to the sum ranging from RMB80,000 to RMB160,000.

Independent non-executive directors Ms. Wan Hui, and Mr. Cai Lianglin and independent supervisors Mr. Wu Shiyuan and Ms. Sun Souhua, were not entitled to remuneration granted by the Company, its parent company or 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

### (六) 公司董事、監事、高級管理人員變動情況

報告期內，於2004年5月12日召開的股東周年大會選舉產生了第五屆董事會和第五屆監事會組成人員，原第四屆董事會董事楊惠前先生、和再定先生、鄧偉明先生、徐國飛先生、黃英琦女士不再擔任董事職務；原第四屆監事會監事張綿義先生、李建明先生不再擔任監事職務。

第五屆一次董事會聘任了新一屆高級管理人員，費元穩先生不再擔任副總經理職務。

### (七) 公司員工情況

截至2004年12月31日，本公司在職員工人數為2,087人，其中生產人員1,133人，科技人員450人，銷售人員148人，財務人員21人，行政及管理人員335人。具有大專文化以上人員為848人。具有碩士學位以上人員35人。公司需承擔內退費用的內退人員為793人。

### (6) Change in directors, supervisors and the senior management during the reporting period

During the reporting period, the members of the fifth Board of Directors and the fifth Supervisory Committee were elected at the Annual General Meeting on 12 May 2004. Mr. Yang Huiqian, Mr. He Zaiding, Mr. Deng Weiming, Mr. Xu Guofei and Ms. Ada Ying Kay Wong, the original directors of the fourth Board of Directors resigned from the position of directors; Mr. Zhang Mianyi and Mr. Li Jianming, the original directors of the fourth Board of Directors resigned from the position of supervisors.

The first meeting of the fifth Board of Directors had appointed new senior management members. Mr. Fei Yuenyin resigned from the position of the deputy general manager.

### (7) Company Staff

As at 31 December 2004, the Company had a total of 2,087 employees, 1,133 of which are production staff, 450 are technical staff, 148 are marketing staff, 21 are financial staff, 335 are administrative and management staff. Of these employees, 848 are graduates of tertiary institutions and 35 hold master degrees. The Company had 793 staff having retired and which the Company have to bear the related expenses.

