



重要提示

1. 本公司董事會(「董事會」)、監事會(「監事會」)及董事(「董事」)、監事(「監事」)、高級管理人員(「高級管理人員」)保證截至二零零五年十二月三十一日止年度(「報告期」)的二零零五年度年報(「年報」)所載資料不存在任何虛假記載、誤導性陳述或者重大遺漏，並對其內容的真實性、準確性和完整性承擔個別及連帶責任。
2. 獨立非執行董事萬輝女士、馬忠禮先生因另有公務未能出席本次董事會，但已委託獨立非執行董事蔡良林先生代為出席並表決。
3. 本公司年度財務報告經香港浩華會計師事務所和岳華會計師事務所分別按國際、國內會計準則審計，岳華會計師事務所出具了無保留意見的審計報告。浩華會計師事務所出具了有保留意見審計報告，本公司董事會、監事會對相關事項亦有詳細說明，請投資者注意閱讀。
4. 公司董事長李安建先生、總會計師沈見龍先生及財務部經理吳毓臻女士聲明：保證2005年年度報告中財務會計報告的真實、完整。

Important Notice

1. The board of directors (the "Board" or the "Board of Directors"), the supervisory committee (the "Supervisory Committee") and the directors (the "Directors"), supervisors (the "Supervisors"), Senior Management Staff (the "Senior Management Staff") of the Company confirm that the information in this annual report 2005 (the "Annual Report") for the year ended 31 December 2005 (the "Reporting Period") does not contain any misrepresentation, misleading statements or material omissions and collectively and individually accept full responsibility for the truthfulness, accuracy and completeness of the contents.
2. Independent Non-executive Directors, Ms. Wan Hui and Mr. Ma Chung Lai, Lawrence, were engaged in other duties and therefore did not attend the Board meeting. However, they have appointed Independent Non-executive Director, Mr. Cai Lianglin, to attend the meeting and to exercise the voting rights on their behalfs.
3. The annual financial report of the Company was audited by Horwath Hong Kong CPA Limited and Yue Hua Certified Public Accountants in accordance with international and PRC accounting standards. Yue Hua Certified Public Accountants has prepared an unqualified auditors' report. Horwath Hong Kong CPA Limited has prepared auditors' report containing qualified opinions. Investors should read cautiously the detailed statements made on the relevant matters made by the Board and the Supervisory Committee.
4. Mr. Li Anjian, Chairman of the Company, Mr. Shen Jianlong, Chief Accountant, and Ms. Wu Yuzhen, Manager of the Finance Department, have declared the truthfulness and completeness of these financial statements contained in the Annual Report.

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公司基本情況簡介 Corporate Basic Information



(一) 公司資料

(1) Corporate Information

- | | | |
|---|--|---|
| 1. 公司法定中文名稱
Legal Chinese Name of the Company | : 南京熊猫電子股份有限公司 | |
| 公司法定英文名稱
Legal English Name of the Company | : Nanjing Panda Electronics Company Limited | |
| 公司英文名稱縮寫
Abbreviation of the English Name | : NPEC | |
| 2. 公司法定代表人
Legal Representative of the Company | : 李安建(董事長) | Li Anjian (Chairman) |
| 3. 董事會秘書
Secretary of the Board of Directors | : 沈見龍 | Shen Jianlong |
| 證券事務代表
Securities Affairs Representative | : 陳業寶 | Chen Yebao |
| 聯繫地址
Correspondence Address | : 中華人民共和國
南京市中山東路301號
郵編: 210002
電話: (86 25)84801144
傳真: (86 25)84820729
電子信箱: dms@panda.cn | 301 Zhong Shan Road East,
Nanjing, the PRC
Postal Code: 210002
Telephone: (86 25) 84801144
Facsimile: (86 25) 84820729
Email address: dms@panda.cn |

公司基本情況簡介

Corporate Basic Information



4. 公司註冊地址
Registered Address
- : 中華人民共和國
南京市
南京高新技術產業開發區
05 幢北側1-2層
- Level 1-2, Block 5, North Wing,
Nanjing High and
New Technology Development Zone,
Nanjing, the PRC
- 公司辦公及通訊地址
Office and Correspondence Address
- : 中華人民共和國
南京市
中山東路301號
郵政編碼: 210002
- 301 Zhong Shan Road East,
Nanjing,
the PRC
Postal Code: 210002
- 公司國際互聯網網址
International Web Site
- : <http://www.chinapanda.com.cn>
5. 公司選定的信息披露報紙名稱
Designated Newspaper for
Information Disclosure
- : 《上海證券報》、
《中國證券報》、
香港《大公報》和
《The Standard》
- The Shanghai Securities News,
China Securities Journal,
Ta Kung Po,
The Standard
- 登載公司年度報告的中國證監會指定
的國際互聯網網址
International Web Site
for the publication
of the Annual Report designated
by China Securities Regulatory
Commission
- : <http://www.sse.com.cn>
- 公司年度報告及備查文件備置地點
Place for Inspection of the
Company's Annual Report
and documents available for
inspection
- : 中華人民共和國
南京市
中山東路301號
董事會秘書辦公室
- Office of Secretary of the
Board of Directors
301 Zhong Shan Road East,
Nanjing, the PRC
6. 公司股票上市交易所、
股票簡稱和股票代碼
Stock Exchange, Stock Abbreviation
and Stock Codes
- : H股:
香港聯合交易所有限公司
- H Shares:
The Stock Exchange of
Hong Kong Limited
- 股票簡稱: 南京熊貓
股票代碼: 0553
- Stock abbreviation: Nanjing Panda
Stock code: 0553
- A股:
上海證券交易所
股票簡稱: 南京熊貓
股票代碼: 600775
- A Shares:
Shanghai Stock Exchange
Stock abbreviation: Nanjing Panda
Stock code: 600775



公司基本情況簡介 Corporate Basic Information

股份過戶登記處 Share Registrars and Transfer Office	: H股 : 香港證券登記有限公司 香港 灣仔皇后大道東183號 合和中心46樓	H Shares: Hong Kong Registrars Limited 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
	A股 : 中國證券登記結算 有限責任公司 上海分公司 中國上海市浦東 新區陸家嘴東路166號 中國保險大廈36樓	A Shares: China Securities Depository and Clearing Corporation Limited Shanghai Branch 36/F, China Insurance Building, 166 East Lu Jia Zui Road, Xin Qu, Pudong, Shanghai, the PRC
公司未流通股票的託管機構 Name of Custodian in respect of Non-circulating Shares:	: 中國證券登記結算 有限責任公司 上海分公司 中國上海市浦東 新區陸家嘴東路166號 中國保險大廈36樓	China Securities Depository and Clearing Corporation Limited Shanghai Branch 36/F, China Insurance Building, 166 East Lu Jia Zui Road, Xin Qu, Pudong, Shanghai, the PRC
7. 公司首次註冊登記日及地點 First Registration Date and Place of the Company	: 1992年4月29日 中國南京	29 April 1992 Nanjing, the PRC
變更註冊登記日及地點 Date of Change in Registration and Place of the Company	: 1999年9月14日 中國南京	14 September 1999 Nanjing, the PRC
公司企業法人營業執照註冊號 Legal Person Business License Registration Number of the Company	: 企蘇寧總字第003967號	Qi Su Ning Zong Zi No. 0003967
公司稅務登記號 Taxation Registration Number of the Company	: 320134134974572	320134134974572

公司基本情況簡介

Corporate Basic Information



- | | | |
|--------------------------------|---|--|
| 8. 主要往來銀行
Principal Bankers | : 中國工商銀行
中國銀行
中國農業銀行
中國建設銀行
交通銀行 | Industrial and Commercial Bank
of China
Bank of China
Agricultural Bank of China
Construction Bank of China
Bank of Communication |
| 9. 核數師
Auditors | : 香港：
浩華會計師事務所
香港灣仔港灣道18號
中環廣場2001室

中國：
岳華會計師事務所

中國北京市朝陽區
霄雲路26號
鵬潤大廈12層B01—B03 | Hong Kong:
Horwath Hong Kong CPA Limited
2001 Central Plaza,
18 Harbour Road, Wanchai, Hong Kong

The PRC:
Yue Hua Certified Public
Accountants Co., Ltd.
B01-03, 12/F., PengRun Tower,
No. 26 Xiao Yun Road,
Chao Yang District, Beijing, the PRC |
| 10. 法律顧問
Legal Advisers | : 香港：
黃乾亨黃英豪律師事務所

香港金鐘夏慤道18號
海富中心第二座23樓

中國：
江蘇法德永衡律師事務所
中國南京市珠江路
222號長發科技大廈13樓 | Hong Kong:
Philip K. H. Wong,
Kennedy Y. H. Wong & Co., Solicitors
23 Floor, Admiralty Centre Tower II,
18 Harcourt Road, Queensway,
Hong Kong

The PRC:
Jiangsu FD Yongheng Law Firm
13/F., Changfa Science & Technology
Building, 222 Zhujiang Road,
Nanjing, the PRC |



公司基本情況簡介 Corporate Basic Information

(二) 公司簡介

南京熊貓電子股份有限公司(「本公司」)是一家集科研、開發、生產、銷售及技術服務於一體的大型綜合性通信公司，於1992年4月由原熊貓電子集團公司改組重組後成立，其歷史可追溯到1936年，是中國最早的電子企業。1996年5月2日及11月18日公司股票分別在香港聯合交易所和上海證券交易所掛牌上市。

本公司主要業務是開發、生產及銷售衛星通信產品、移動通信產品、機電儀產品和信息技術產品以及電子製造業務等，註冊商標為「熊貓PANDA」，是全國電子行業第一個「中國馳名商標」。

(2) Corporate Profile

Nanjing Panda Electronics Company Limited (the "Company") is a large integrated telecommunications company which is engaged in scientific research and development, production, sale and technological services. In April 1992, the Company was established after the reorganization of the original Panda Electronics Group Company. The history of the Company can be traced back to 1936 and is the earliest electronics enterprise in the PRC. Shares of the Company were listed on The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange on 2 May 1996 and 18 November 1996 respectively.

The Company is mainly engaged in the development, production and sale of satellite communication mobile communication, electromechanical, IT and electronics manufacturing. Its registered trademark is "熊貓PANDA" which is the first "well known trademark in the PRC" in the electronics information industry in the country.



公司基本情況簡介

Corporate Basic Information



(二) 公司簡介 (續)

公司擁有雄厚的科技開發實力，建有三個國家級工程技術開發中心。科研開發水平居全國同行業領先地位。公司通過ISO-9001認證，建立了科學的質量管理體系和先進的企業管理信息系統。

公司抓住經濟全球化的機遇，積極開展國際合作，與瑞典愛立信等跨國公司建立了多家合資企業，成為公司新的增長點和重要利潤來源，具有良好的發展前景。

公司下一步的發展目標是建成全國最大的衛星通信研發、生產基地，並在機電儀產業、信息技術產業和電子製造產業方面進入全國同行業前列，努力把公司發展成為一個綜合性、國際化的高科技大公司。

(2) Company Profile (*Continued*)

The Company owns a solid research and development capabilities and establishes 3 State-level engineering technology development centres. The level of its research and development gains a leading position in the same industry in China. The Company obtains a ISO-9001 certification and has established a scientific quality management system and an advanced corporate management information system.

Leveraging the opportunities from economic globalization, the Company is proactively promoting international cooperation. Joint ventures have been established with multinational companies such as Ericsson (Sweden), which will become a new base for the Company's growth and a major source of profit, demonstrating an optimistic prospect of the Company.

The Company's next development target is to establish the largest base for the development and production of satellite communication in the PRC. Besides, it aims at becoming a major company in electromechanical, IT and electronics manufacturing industries and an integrated international hi-tech giant.