

# 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。於報告期前五年一直擔任本公司董事長之職。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。於報告期前五年一直擔任本公司副董事長之職。張先生長期從事企業管理、人事及思想教育工作，具有豐富的電子專業知識和經營管理經驗。

## (1) Profiles of Directors, Supervisors, Senior Management Staff

### 1. Executive Directors

**Mr. LI Anjian**, born in 1953, is the Chairman 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 Manager of PEGL. He joined the Company in 1999, and has been serving as the Chairman of the Company for the past six year as of the Reporting Period. 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 PEGL. 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 Southeast University) in 1968, he joined the Company. He has been serving as the Vice Chairman of the Company for the past six years as of the Reporting Period. He has been involved in corporate management, personnel and education for many years. Mr. Zhang has professional knowledge on electronics and extensive management experience.



# 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

**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總經理，高級工程師，本科學歷。1981年加入本公司。於報告期前五年任本公司董事及熊貓電子集團有限公司付副總經理之職。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。

**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，於報告期前五年一直擔任本公司董事之職。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。

**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。於報告期前五年一直擔任本公司董事之職。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 of Directors, Supervisors, Senior Management Staff (*Continued*)

### 2. Non-executive Directors

**Mr. XU Guofei**, born in 1962, is the Director of the Company and General Manager of PEGL. He is a senior engineer with a bachelor's degree. He joined the Company in 1981, and has been serving as the Director of the Company and Deputy General Manager of PEGL for the past six years as of the Reporting Period. He graduated from the Southeast University specializing in radio technology. Mr. Xu has been involved in development and management of communication technology. He has professional knowledge on electronics and extensive management experience.

**Ms. LIU Ailian**, born in 1951, is the Director of the Company and Deputy General Manager of PEGL. 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, and has been serving as the Director of the Company for the past six years as of the Reporting Period. 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.

**Mr. ZHU Lifeng**, born in 1964, is the Director of the Company and Deputy General Manager of PEGL and a senior engineer. He holds a master degree in engineering. Mr. Zhu graduated from Southeast University specializing in electronic equipment and surveying technologies in 1986 and joined the Company in the same year. He has been serving as the Director of the Company for the past six years as of the Reporting Period. 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 extensive knowledge on electronics and experience in operation 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)

**施秋生先生** 1959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，於報告期前五年一直任本公司副總經理之職。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，具有豐富的企業管理經驗。

### 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。

## (1) Profiles of Directors, Supervisors, Senior Management Staff (Continued)

### 2. Non-executive Directors (Continued)

**Mr. SHI Qiusheng**, born in 1959, is the Director of the Company and the Chairman of the labour union of PEGE. He is a senior economist. He holds a bachelor's degree. He graduated from Hangzhou Radio Industrial College specializing in economics management and joined the Company in 1980. He has been serving as the Deputy General Manager of the Company for the past six years as of the Reporting Period. 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 corporatemanagement.

### 3. Independent Non-executive Director

**Ms. WAN Hui**, born in 1954, 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 (中華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 corporate operation and management for years, with advanced corporate management ideas and experience.



# 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 (續)

**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。

#### 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。於報告期前五年一直擔任本公司監事會主席之職。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。

### (1) Profiles of Directors, Supervisors, Senior Management Staff (*Continued*)

#### 3. Independent Non-executive Director (*Continued*)

**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 an adjunct professor of Nanjing Audit College (南京審計學院). Mr. Cai has long been engaged in accounting and auditing, with extensive experience in financial management and auditing.

#### 4. Supervisor

**Ms. ZHANG Zhengping**, born in 1956, is the Chairman of the Company's Supervisory Committee, Vice-secretary of the Communist Party of the Communist Party Committee and the Secretary of the Disciplinary Check Committee of PEGL and an economist. She was tertiary educated and joined the Company in 1979. She has been serving as the Chairman of the Company's Supervisory Committee for the past six years as of the Reporting Period. 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.

# 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 (續)

**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。於報告期前五年一直擔任本公司工會付主席。

**唐敏女士** 1957年出生，現任本公司審計處處長，本科學歷，會計師。1980年加入本公司。1988年畢業於杭州電子工業學院工業會計專業，2004年畢業於中央黨校經濟管理專業，同年完成東南大學經濟管理學院研究生班進修。唐女士曾於2000年5月起任本公司財務處副處長，2004年12月起任本公司審計處副處長。唐女士長期從事企業財務管理工作，具有豐富的企業財務管理的審計方面的工作經驗。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 of Directors, Supervisors, Senior Management Staff (*Continued*)

### 4. Supervisor (*Continued*)

**Mr. ZHONG Youxiang**, born in 1963, is the Vice Chairman of the labour 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. He has been serving as the Deputy Chairman of the labour union of the Company for the past six years as of the Reporting Period.

**Ms. TANG Min**, born in 1957, is the director of the auditing department of the Company. She is an accountant with a bachelor's degree. She joined the Company in 1980. Ms. Tang graduated from Hangzhou Institute of Electronics Engineering with majoring in industrial accounting in 1988 and from Central Party College with majoring in economic management in 2004. She further studied a postgraduate course in Faculty of Economic Management of Southeast University in the same year. Ms. Tang has been serving as the Deputy Director of the finance department of the Company since May 2000 and the Deputy Director of auditing department of the Company since December 2004. Ms. Tang has been engaged in corporate finance management with extensive experience in auditing in relation to corporate finance management. She was elected as the Supervisor of the fifth session of Supervisory Committee by the representative of employee of the Company.



# 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。

**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。於報告期前五年一直擔任本公司副總經理之職。

### (1) Profiles of Directors, Supervisors, Senior Management Staff (*Continued*)

#### 5. Independent Supervisor

**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 specialized 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 Jiangsu Iron and Steel Plant (南京鋼鐵廠設備處), Head of Finance Division of Jiangsu Investment Company (南京投資公司) 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 experience in finance management.

#### 6. Senior Management Staff

**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 and has extensive experience in marketing and corporate management. He has been serving as the Deputy General Manager of the Company for the past six years as of the Reporting Period.

# 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)

**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。於報告期前五年一直擔任本公司總會計師之職。

**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。於報告期前五年一直擔任本公司機電儀產業集團總經理之職，2002年起任本公司副總經理。

## (1) Profiles of Directors, Supervisors, Senior Management Staff (*Continued*)

### 6. Senior Management Staff (*Continued*)

**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 specializing in economic management, and studied in 1997 in Nanjing Polytechnic University of a MBA. He has engaged in corporate finance for a long time, with extensive experience in operation and management. He has been serving as the Chief Accountant of the Company for the past six years as of the Reporting Period.

**Mr. LIU Kun**, born in 1966, is the Deputy General Manager of the Company. He is a senior engineer and 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. He has been serving as the General Manager of mechanical and apparatus industrial division of the Company for the past six years as of the Reporting Period and became the Deputy General Manager of the Company in 2002.



## 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)

**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電腦專業，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、海通證券有限公司等知名證券公司，2003年加入本公司。任公司副總經理、董事會秘書之職，此前任海通證券有限公司投資銀行總部創新業務部副總經理。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 of Directors, Supervisors, Senior Management Staff (*Continued*)

#### 6. Senior Management Staff (*Continued*)

**Ms. CHEN Ping**, born in 1974, is the Deputy General Manager of the Company and Secretary of the Board of the Directors and holds a bachelor's degree. She graduated from Nanjing Normal University in 1993 specializing 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 Co., Ltd. In 2003, Ms. Chen joined the Company and served as Deputy General Manager and Secretary of the Board of Directors. Before this, she was the Deputy General Manager of Innovative Business Department of Investment Bank Headquarters of Haitong Securities Co., Ltd. During the years of services 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 practical 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 持股情況及報酬

於2005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(其權益類年內別屬個人權益)。本公司亦列出2005年內其董事、監事及高級管理人員的報酬如下。

## (2) Shareholding and remuneration of Directors, Supervisors and Senior Management Staff

As at 31 December 2005, interests of the Directors, Supervisors and Senior Management Staff 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 filed in the register are as follows (the nature of such interests is personal interest). The Company also lists out the remuneration of its directors, supervisors and Senior Management Staff during year 2005 (if any) as follows:

姓名	職務	性別	年齡	任期起止日期	年初持股數	年末持股數	變動原因	報告期內	是否在
								從公司 領取的 報酬總額 (人民幣萬元)	股東單位 或其他 關聯單 位領取
Name	Position	Sex	Age	Term	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Reason for the change	Total remuneration received from the Company during the Reporting Period (RMB'000)	Whether received from the Company shareholders or other connected parties
李安建	董事長、總經理	男	52	2004.05.12-2007.05.12	0	0	—	24	否
Li Anjian	Chairman, General Manager	M							No
張祖忠	副董事長	男	60	2004.05.12-2007.05.12	9,400	9,400	—	24	否
Zhang Zuzhong	Vice Chairman	M							No
徐國飛	非執行董事	男	43	2005.06.29-2007.05.12	1,886	1,886	—	9(7-12月) 9 (July- December)	1-6月在 熊猫電子集團 有限公司 領取薪酬 Receive salaries from Panda Electronics Group Company Limited from January to June
Xu Guofei	Non-executive Director	M							



# 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 持股情況及報酬 (續)

## (2) Shareholding and remuneration of Directors, Supervisors and Senior Management Staff (Continued)

姓名	職務	性別	年齡	任期起止日期	年初持股數	年末持股數	變動原因	報告期內	是否在
								從公司 領取的 報酬總額	股東單位 或其他 關聯單 位領取
Name	Position	Sex	Age	Term	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Reason for the change	Total remuneration received from the Company during the Reporting Period (RMB'000)	Whether received received out of shareholders or other connected parties
劉愛蓮	非執行董事	女	54	2004.05.12-2007.05.12	0	0	—	18	否
Liu Ailian	Non-executive Director	F							No
朱立鋒	非執行董事	男	41	2004.05.12-2007.05.12	2,743	2,743	—	18	否
Zhu Lifeng	Non-executive Director	M							No
施秋生	非執行董事	男	46	2005.06.29-2007.05.12	3,343	3,343	—	18	否
Shi Qiusheng	Non-executive Director	M						(Note 2)	No
								(註 2)	
萬 輝	獨立非執行董事	女	48	2004.05.12-2007.05.12	0	0	—	0	否
Wan Hui	Independent Non-executive Director	F							No
蔡良林	獨立非執行董事	男	64	2004.05.12-2007.05.12	0	0	—	0	否
Cai Lianglin	Independent Non-executive Director	M							No
馬忠禮	獨立非執行董事	男	51	2004.05.12-2007.05.12	0	0	—	8.3	否
Ma Chung Lai, Lawrence	Independent Non-executive Director	M							No
張政平	監事會主席	女	49	2004.05.12-2007.05.12	3,429	3,429	—	18	否
Zhang Zhenping	Chairman of the Supervisory Committee	F							No
鍾友祥	監事	男	42	2004.05.12-2007.05.12	0	0	—	10	否
Zhang Youzhang	Supervisor	M							No

# 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 持股情況及報酬 (續)

## (2) Shareholding and remuneration of Directors, Supervisors and Senior Management Staff (Continued)

姓名	職務	性別	年齡	任期起止日期	年初持股數	年末持股數	變動原因	是否在	位領取
								報告期內 從公司 領取的 報酬總額 (人民幣萬元)	
Name	Position	Sex	Age	Term	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Reason for the change	Total remuneration received from the Company during the Reporting Period (RMB'000)	Whether received out of shareholders or other connected parties
唐 敏	監事	女	48	2006.03.15-2007.05.12	0	0	—	—	否
Tang Min	Supervisor	F							No
鄒士元	獨立監事	男	72	2004.05.12-2007.05.12	0	0	—	0	否
Wu Shiyuan	Independent Supervisor	M							No
孫素華	獨立監事	女	63	2004.05.12-2007.05.12	0	0	—	0	否
Sun Suhua	Independent Supervisor	F							No
王宏金	副總經理	男	57	2004.05.12-2007.05.12	8,300	8,300	—	15	否
Wang Hongjin	Deputy General Manager	M							No
吳六林	總會計師	男	46	2004.05.12-2007.05.12	0	0	—	15	否
Wu Liulin	Chief Accountant	M							No
劉 坤	副總經理	男	39	2004.05.12-2007.05.12	0	0	—	15	否
Liu Kun	Deputy General Manager	M							No
陳 平	副總經理、董秘	女	31	2004.05.12-2006.04.20	0	0	—	15	否
Chen Ping	Deputy General Manager, Secretary of Board of Directors	F							No
合計					29,101	29,101	—	207.3	
Total									

註：1. 原董事周振宇先生、唐洪清先生和原監事陳寧女士在公司領取半年的薪酬，分別為人民幣9萬元、9萬元和5萬元。

Note: 1. The previous Directors, namely Mr. Zhou Zhenyu and Mr. Tang Hongqing, and the previous Supervisor, Ms. Chen Ning received half-year remuneration amounting to RMB90,000, RMB90,000 and RMB50,000 respectively.



## 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 持股情況及報酬 (續)

註： 2. 非執行董事施秋生先生於報告期內從公司領取的報酬總額為人民幣18萬元，其中包括截止2005年6月29日期間擔任副總經理從公司領取的報酬人民幣9萬元。

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「證券與期貨條例」第352條於登記冊內備存或須根據上市發行人董事進行證券交易的標準守則通知本公司及香港聯合交易所有限公司的權益或淡倉。

除上文所披露者外，於2005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。

### (2) Shareholding and remuneration of Directors, Supervisors and Senior Management Staff (Continued)

Note: 2. Mr. Shi Qiusheng, the Non-executive Director, received remuneration from the Company totalled RMB180,000 during the Reporting Period, including the remuneration of assuming the position of Deputy General Manager of RMB90,000 received from the Company from 1 January 2005 to 29 June 2005.

Save as disclosed above, during the Reporting Period, none of the Directors, Supervisors and Senior Management Staff of the Company had any interests or short positions which required to be filed in the register pursuant to section 352 of the SFO or to be notified to the Company and the Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Save as disclosed above, none of the Directors, Supervisors and Senior Management Staff of the Company or their associates had any interest in the share 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 2005, and none of the Directors or Supervisors or their spouses or children under the age of 18 had any right to subscribe for the interest in 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) Position held by Directors and Supervisors in the Company's shareholders

姓名 Name	任職的股東名稱 Name of the Company's shareholders	以股東單位 擔任的職務 Position held in the Company's shareholders	任職期間 Term of appointment	是否領取報酬、 津貼(是或否) Whether receiving remuneration or allowance (Yes or No)
李安建 Li Anjian	熊貓電子集團有限公司 PEGL	董事長 Chairman	2004年6月起 From June 2004	否 No
張祖忠 Zhang Zuzhong	熊貓電子集團有限公司 PEGL	黨委書記 Secretary to Party Committee	1999年7月起 From July 1999	否 No
徐國飛 Xu Guofei	熊貓電子集團有限公司 PEGL	總經理 General Manager	2004年9月起 From September 2004	否 No
劉愛蓮 Liu Ailian	熊貓電子集團有限公司 PEGL	副總經理 Deputy General Manager	1999年7月起 From July 1999	否 No
朱立鋒 Zhu Lifeng	熊貓電子集團有限公司 PEGL	副總經理 Deputy General Manager	1999年7月起 From July 1999	否 No
施秋生 Shi Qiusheng	熊貓電子集團有限公司 PEGL	工會主席 Chairman to Labour Union	2004年12月起 From December 2004	否 No
張政平 Zhang Zhengping	熊貓電子集團有限公司 PEGL	黨委副書記 Deputy Secretary to Party Committee	1999年7月起 From July 1999	否 No

## (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
萬輝 Wan Hui	北京索愛普天移動通信有限公司 Beijing Ericsson Putian Mobile Communication Limited	副董事長 Deputy Chairman	2002年起 From 2002
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 Jiangsu Tianye Certified Public Accounting Company Limited	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 Hong Kong Taching Petroleum Co., Ltd.	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。(具體薪酬詳見本節內容第(二)部分。)

獨立非執行董事萬輝女士、蔡良林先生，獨立監事鄒士元先生、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。

### (六) 公司董事、監事、高級管理人員變動情況

報告期內，於2005年4月28日召開的第五屆四次董事會同意周振宇先生因工作變動、唐洪清先生因年齡關係不再擔任董事職務。同意施秋生因工作變動不再擔任副總經理職務。並提名徐國飛先生、施秋生先生為公司第五屆董事會董事候選人。經2005年6月29日召開的股東周年大會審議通過。

公司第五屆監事會職工代表監事陳寧女士因病於2005年7月逝世。公司職工代表大會選舉唐敏女士為第五屆監事會職工代表監事。

### (5) Remuneration of the Directors, Supervisors and Senior management of the Company

During the Reporting Period, Directors, Supervisors and Senior Management Staff were paid based on their relevant positions and duties. Their remuneration were reviewed based on their performance. (Details of remuneration are set out in part (2) of this section.)

Independent Non-executive Directors, Ms. Wan Hui and Mr. Cai Lianglin, and independent supervisors, Mr. Wu Shiyuan and Ms. Sun Suhua, were not entitled to remuneration granted by the Company, its parent company or associated companies.

### (6) Change in Directors, Supervisors and Senior Management Staff during the Reporting Period

During the Reporting Period, the fourth meeting of the fifth Board of Directors held on 28 April 2005 approved the resignation of Mr. Zhou Zhenyu and Mr. Tang Hongqing as Directors for the reason of job change and age respectively, and approved the resignation of Mr. Shi Qiusheng as the Deputy General Manager for the reason of job change. Mr. Xu Guofei and Mr. Shi Qiusheng had been proposed as the candidates of the fifth Board of Directors of the Company. The resolutions were passed at the Annual General Meeting held on 29 June 2005.

Ms. Chen Ning, the employee representative of the fifth Supervisory Committee of the Company, had passed away in July 2005. Ms. Tang Min was elected at the employee representative meeting as the supervisor for the fifth Supervisory Committee in the capacity of employee representative.

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



## (七) 公司員工情況

截止2005年12月31日，本公司在職員工人數為2,025人，其中生產人員1,122人，科技人員511人，銷售人員39人，財務人員65人，行政及管理人員288人。具有大專文化以上人員為924人。其中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735人。

## (7) Company staff

As of 31 December 2005, the Company had a total of 2,025 employees. 1,122 of which were production staff, 511 were technical staff, 39 were marketing staff, 65 were financial staff and 288 were administrative and management staff. Of these employees, 924 were graduates of tertiary institutions and 35 held master degrees. The Company had 735 staff having retired and which the Company had to bear the related expenses.