

公司治理結構

公司按照《公司法》、《證券法》、中國證監會有關法規要求和上海證券交易所《股票上市規則》及香港聯合交易所《證券上市規則》的規定，不斷完善公司法人治理結構，規範公司運作。

在1993年改制時，公司按照國家體改委發佈的《到香港上市公司章程必備條款》制定了公司章程，1995年按照國務院證券委和國家體改委發佈的《到境外上市公司章程必備條款》和《關於境外上市公司1995年召開股東年會和修改公司章程若干問題的通知》要求，對公司章程進行了修改，進一步完善公司治理結構，規範公司運作。公司治理結構的現狀與中國證監會和國家經貿委發佈的《上市公司治理準則》比較，尚有差距。

從2001年8月開始，西安交通大學產業(集團)總公司成為公司第一大股東以後，不在存在公司經理人員、財務負責人、營銷負責人和董事會秘書在第一大股東單位擔任除董事以外的其他職務的情況；公司經理人員仍存在與原第一大股東(現第二大股東)雲南省人民政府所持本公司國家股的授權代表昆明昆機集團公司的經理人員交叉任職的情況，公司將儘快著手解決此歷史問題。

公司的治理細則尚不完善。公司已制訂了計劃，在2002年根據《上市公司治理準則》制定公司的各類治理細則。

GENERAL CORPORATE GOVERNANCE

The Company complies with the “Company Law”, the “Securities Law”, relevant laws and regulations set out by the China Securities Commission, the Listing Rules of the Shanghai Securities Exchange and the Listing Rules of the Stock Exchange of Hong Kong Limited (“SEHK”) to continuously improve its corporate governance and set up an enterprise system.

Upon the restructuring in 1993, the Company has established the Articles of Association comply with the requirements of the “Corporate Governance Standards of Listed Company” announced by the China Securities Regulatory Commission (“CSRC”) and the State Economic and Trade Commission. Pursuant to the requirements of the “Notice on the Implementation of the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside China”, the jointly promulgated by the State Council Securities Committee for Restructuring the Economics System of the PRC and the “Mandatory Provisions for the Articles of Associations of the Companies Listed Outside China and held an Annual General Meeting in 1995”, the Company has amended the Articles of Association to continuously improve its corporate governance and set up an enterprise model. As comparison with the “Rules for Corporate Governance of Listed Companies” issued by CSRC, the current corporate governance of the Company still required to improve.

Since August 2001, Xian Jiaotong University Industrial (Group) Incorporation becomes the first substantial shareholders of the Company, no management level officers, financial personnel, sales personnel and the Board Secretary which are also work in the business unit of the first substantial shareholder. The management of the Company has existed situations of which the former first substantial shareholder (being the second substantial shareholder) Yunnan Provincial Government’s agent Kunming Kun Ji Group Company who also works in the Company. The Company will resolve this historical problem as soon as practicable.

Though the corporate governance of the Company are not well in place, the Company has set up plan and in 2002, in accordance to the “Listing Company” Corporate Governance, it has set up the relevant details of corporate governance.

獨立董事履職情況

公司在1993年根據香港聯合交易所《證券上市規則》的規定，建立了獨立董事制度。從公司第一屆董事會至今，每屆董事會成員中，均有至少三位獨立董事。

公司的獨立董事均能按時出席公司董事會會議，嚴格審閱董事會會議資料，對董事會審議事項發表明確意見，表明獨立看法，認真履行職責。

INDEPENDENCE NON-EXECUTIVE DIRECTORS AND THEIR DUTIES

In accordance to the Listing Rules of The Hong Kong Stock Exchange, the Company has set up independent non-executive director rules in 1993. Since the Company's first directors' meeting, there are at least three independent non-executive directors as the member of the Board of Directors for each year.

The Company's independent non-executive directors attend the Board Meeting on time, strictly review the Board meeting information, gives opinion to the Board of Directors and with an independent view and fulfill their responsibilities seriously.