

一、 公司治理結構現狀

公司自成立以來一直致力於完善公司治理結構，按照《公司法》、《證券法》和中國證監會有關法律法規的要求，不斷完善法人治理結構，規範公司運作。其主要表現在：

(1) 股東與股東大會

公司能夠確保所有股東，特別是中小股東享有平等地位，確保所有股東能夠充分行使自己的權利，並積極制定《股東大會議事規則》。公司對法律、行政法規所規定的重大事項在香港和中國大陸兩地證券監管部門指定的報紙及網站上及時、準確、完整地披露信息，以保證廣大股東的知情權和參與決策權；公司嚴格按照股東大會規範的要求，召集、召開股東大會。公司關聯交易公平、合理，並對定價的依據予以充分的披露。

(2) 控股股東與上市公司

控股股東嚴格按照法律規定行使出資人的權利，沒有利用其特殊地位謀求額外利益，沒有超越股東大會直接或間接干預公司決策或經營活動；公司與控股股東在人員、資產、財務、機構和業務等五方面做到「五分開」；公司董事會、監事會和內部機構能夠獨立運作。

1. The status of corporate governance

The Company has strived to refine the structure of corporate governance since the establishment of the Company. In compliance with the requirements of the Companies Law, Securities Law and laws and regulations of China Securities Regulatory Commission, the Company devotes a lot of efforts to improve the corporate governance. The main aspects are as follows:

(1) Shareholders and shareholders' meeting

The Company shall ensure that all shareholders, especially smaller and minority shareholders, are ranked *pari passu* with each other. This will ensure that all shareholders can fully exercise their own rights. The Company has actively formulated the rules for governing the procedures of shareholders' meetings. The Company shall ensure that all major events as defined by laws and regulations will be disclosed timely, accurately and completely in the newspapers and websites as required by the securities regulatory bodies in Hong Kong and the mainland so that the shareholders' rights to receiving information and participation in decision-making can be protected. In strict compliance with the provisions of the Standard Opinion on shareholders' meetings, the Company has convened and held shareholders' general meeting. The connected transactions of the Company are fair and reasonable and the bases for determining the price are adequately disclosed.

(2) Controlling shareholder and the listed companies

The controlling shareholder has strictly complied with the laws and regulations in exercising their rights as a shareholder in the Company, has not used their special status to bargain for additional benefits and has not bypassed the shareholders' meeting to intervene in the Company's decisions and operations. The Company and the controlling shareholder are independent on "Five Aspects" including staff, assets, finance, organisation and business. The Board of Directors, Supervisory Committee and the internal departments of the Company shall function independently.

一、公司治理結構現狀 (續)

(3) 董事與董事會

公司嚴格按照《公司章程》規定的董事選舉程式選舉董事，公司董事會的人數和人員構成符合法律、法規的要求；公司董事會建立了《董事會工作條例》，公司各位董事能夠以認真負責的態度出席董事會和股東大會，謹慎、勤勉地履行董事職責；公司正在積極健全獨立董事制度，公司現有獨立董事2名，公司獨立董事能夠按照相關的法律、法規、公司章程的要求，認真履行職責，維護公司整體利益，尤其關注中小股東的合法權益不受損害；公司董事會設有戰略發展委員會、資產管理委員會、審核委員會，各專門委員會對董事會負責，其成員全部由董事組成。



(4) 監事與監事會

公司監事會成員能夠認真履行自己的職責，能夠本著對股東負責的精神，對公司財務以及公司董事、公司經理和其他高級管理人員履行職責的合法、合規性進行監督。對公司的生產經營等重大事項提出建議，並發表獨立意見。

(5) 績效評價與激勵約束機制

公司高級管理人員的聘免公開、透明，符合法律、法規和公司章程的有關規定。公司將進一步完善董事、監事和高級管理人員的績效評價和激勵約束機制。

1. The status of corporate governance (continued)

(3) Directors and the Board of Directors

The Company has strictly complied with the provisions of the Articles of Association on election and appointment of directors.

The number of directors and composition of the Board of Directors of the Company has complied with the laws and regulations. The Company's Board of Directors formulated the rules of procedure for the Board. All directors of the Company shall attend the board meetings and shareholders' general meetings in a serious and responsible manner, and fulfil the duties as a director cautiously and diligently. The Company is actively improving the

system of independent director. The Board of Directors consists of two independent directors. The independent directors have fulfilled their duties in a serious manner in accordance with the requirements of the laws, regulations and the Articles of Association to protect the Company's interest as a whole and ensure that it is not detrimental to the rights of major and minority shareholders. The Company established the strategic development committee, assets management committee and audit committee. All special committees will be responsible to the Board of Directors and the members are also directors.

(4) Supervisors and Supervisory Committee

The Supervisors of the Company have performed their duties in a serious manner. They supervise on behalf of the shareholders the Company's financial conditions, and compliance with the laws and regulations by the Company's manager and other senior management during performing their duties. They give recommendations on major issues relating to the Company's production and operation and express independent opinion.

(5) Appraisal, motivation and control mechanism

The senior management of the Company is recruited on an open basis and in compliance with the laws, regulations and the Articles of Association. The Company is improving the appraisal standards and motivation and control mechanism for directors, supervisors and senior management.

一、 公司治理結構現狀 (續)

(6) 利益相關者

公司充分尊重和維護銀行及其他債權人、員工、消費者等其他利益相關者的合法權益，共同推動公司持續健康的發展。

(7) 信息披露與透明度

公司指定董事會秘書負責信息披露工作，接待股東的來訪和諮詢。公司嚴格按照法律法規和公司章程規定的信息披露的內容和格式要求，真實、準確、完整地披露可能對廣大投資者的決策產生實質性影響的信息。

二、 獨立董事履行職責情況

公司董事會現有兩名獨立董事，由董事會提名並經股東大會選舉產生。兩名獨立董事親自或委託出席了本公司董事會二零二零年全部會議，對會議的議案能從獨立客觀的立場進行判斷並發表獨立意見。在報告期內，兩位獨立董事能夠按照國家有關法律法規和公司章程的要求，認真履行職責，維護公司整體利益，尤其關注中小股東的合法權益不受損害，盡誠信、勤勉之義務



1. The status of corporate governance (continued)

(6) Interested parties

The Company fully respects and safeguards the legal rights of other interested parties such as banks and other creditors, staff, consumers to promote the viable and healthy development of the Company.

(7) Information disclosure and transparency

The Company assigns the Secretary to the Board of Directors to be in charge of information disclosure, reception of visiting shareholders and consultation. The Company has strictly complied with the content and format as required by the laws, regulations and the Articles of Association to disclose true, accurate and complete information that may affect the decisions of the investors.

2. An overview of the performance of duties by independent directors

There are two independent directors in the Board of Directors. The independent directors are nominated by the Board of Directors and elected at the shareholders' meeting. The two independent directors attended in person or by proxy all the meetings of the Company's Board of Directors held in 2021 and reviewed the resolutions of the meetings with an independent and objective mind and gave their independent opinions. During the period, the two independent directors strictly complied with the requirements set out in the laws, regulations and the Articles of Association, performed their duties in a serious manner, protected the Company's interest as a whole and strived to ensure that it was not detrimental to the rights of major and minority shareholders. They fulfilled their duties sincerely and diligently.



三、公司與控股股東關係

公司與控股股東在人員、資產、財務、機構、業務等方面已經做到分開。

- (1) 人員分開方面：本公司與控股股東在勞動、人事及工資管理等方面是獨立的，並設立了獨立的勞動人事職能部門。公司高級管理人員均在本公司領取薪酬。董事長斯澤夫在控股股東東方電機廠擔任廠長職務，副董事長、總經理朱元巢在控股股東東方電機廠擔任副廠長職務，其他高級管理人員均未在控股股東單位擔任職務。
- (2) 資產完整方面：公司擁有獨立的生產、採購及銷售系統。
- (3) 財務獨立方面：本公司設立了獨立的財會部門，建立了獨立的會計核算體系和財務管理制度，並在銀行開設獨立的帳戶。
- (4) 機構獨立方面：本公司設立了完全獨立於控股股東的組織機構，有獨立的辦公經營場所。
- (5) 業務分開方面：本公司在業務方面獨立於控股股東，具有獨立完整的業務及自主經營能力。

3. Relations between the company and the controlling shareholder

The Company and the controlling shareholder are independent in respects of staff, assets, finance, organization and business.

- (1) Independence of staff: The Company is independent from the controlling shareholder in respect of labor, human resource and remuneration management. For the particular functionality in labor and human resource management, an independent department has been set up. The senior management of the Company received their annual remuneration from the Company. Mr. Si Zefu, the Chairman, has assumed the role of general manager in the controlling shareholder, Dongfang Electrical Machinery Works, in which Mr. Zhu Yuanchao, the Vice Chairman and General Manager, has also taken the position of Deputy General Manager. Others in the senior management has assumed no role in the controlling shareholding unit.
- (2) Asset Integration: The Company possesses independent production, purchasing and sales system.
- (3) Independence of finance: The Company has set up independent finance and accounting department, together with independent accounting & auditing system and financial management system. It also has independent bank accounts.
- (4) Independence of organization: The Company has established organizational structure, which is independent of the controlling shareholder, and has separate office and operating plants.
- (5) Independence of business: The Company is operating independent of the controlling shareholder. It has separate and complementary production capacities with operating autonomy.