

公司治理結構

CORPORATE GOVERNANCE

(一) 公司治理情況

公司自1993年上市以來均能按《到境外上市公司章程必備條款》、中國《公司法》、本公司《公司章程》等有關法律法規運作，隨叻不斷出臺的法律、法規的修改規定，本公司第三屆2002年第3次董事會對照《上市公司治理準則》要求，逐項進行對照修改並照此進行運作。

1、關於股東與股東大會

公司根據《股東大會規範意見》的要求，將修定《股東大會議事規則》，公司充分考慮股東利益，確保所有股東（特別是中小股東）享有平等地位並能充分行使自己的權利，作了明確規定並要認真執行，對關聯交易的決策及程序也作了明確規定，以做到關聯交易的公平合理，按照決策程序，做到關聯股東回避表決，獨立非執行董事對關聯交易要簽屬意見，做到制衡約束。

本公司將修定的《股東大會議事規則》將在2001年年度股東大會後之臨時股東大會呈交予股東考慮及通過。

2、關於控股股東與上市公司的關係

控股股東通過股東大會依法行使出資人的權利；不干預公司的決策和生產經營活動；沒有損害上市公司和其他股東的合法權益。控股股東與公司在人員、資產、財務、機構、業務方面相互獨立，公司董事會、監事會及內部機構做到獨立運作。

(I) STATUS OF CORPORATE GOVERNANCE

Since 1993, the Company has been operating under the "Mandatory Provisions for Articles of Association of Companies to be listed Overseas", "Company Law" of the PRC, the Company's "Articles of Association" and other relevant laws and regulations, and has also been updating the running of the company in line with new and revised laws and regulations together with the Company's own demands stemming from the 3rd Meeting of the 3rd Board of Directors in 2002 with reference to the "Corporate Governance for Listed Companies".

1) Relating to the shareholders and Annual General Meeting

The Company will establish its "Rules and Procedures for Shareholders' General Meetings" in line with the demands of the "Standard Opinions on Shareholders' General Meetings" and the Company has considered carefully the interests of shareholders to ensure by clear regulations and conscientious upholding of such regulations that all shareholders (especially medium and small-sized shareholders) enjoy equal status and can exercise their rights. The Company will also ensure that the regulations will be clear on the policies and procedures for connected transactions such that any related transactions will be fair and rational, and in line with policies and procedures. Related shareholders will abstain from voting and independent non-executive directors will sign off on their opinion of the related transaction. In this way, all will be bound by a fair system.

Resolution for adopting the Company's "Rules and Procedures for Shareholders' General Meetings" will be submitted to shareholders at an extraordinary general meeting to be held after the Annual General Meeting for 2001 for shareholders' consideration and approval.

2) On the holding company's relationship with the listed company

The holding company has exercised its capital rights according to law at the Annual General Meeting with the shares that it holds; it has not interfered in the policy decisions or operations of the Company; it has not harm the legal rights of the company nor its shareholders; it is independent of the Company on issues of personnel, assets, finance, structure and operation, and its Board of Directors, Supervisors and internal structure are operating independently.

3、關於董事與董事會

公司按照《公司法》、《公司章程》規定的程序選舉產生董事，董事會將修定《董事會議事規則》，要求各位董事能夠誠信、勤勉地履行自己的職責，要有足夠的時間和能力服務於公司，承擔權力、責任、義務。公司在第三屆2002年第3次董事會上選出下屆（即第四屆）董事候選人和獨立非執行董事候選人，將提交2001年年度股東周年大會審議通過。公司將通過制定和完善的一系列規則及幾個委員會的設立與運作，使每一位董事都能更加熟悉有關法律、法規，掌握作為董事應具備的專門知識。

4、關於監事與監事會

公司監事機構符合國家及公司有關規定，公司監事參加了歷次董事會會議和股東大會，將修定的《監事會議事規則》，監事會能本位從股東利益出發，認真負責審議各事項，對公司董事會、經理班子、高管人員履行職責的合法合規性進行監督，對公司財務狀況及各期審計進行檢查與監督。第三屆2002年第2次監事會選出下屆（即第四屆）監事候選人，將提交2001年年度股東大會通過。

5、關於績效評價與激勵機制

公司目前已實施了《崗位績效工資制試行辦法》，採用崗位職責表現，將決策層、管理層、執行層的收入與公司效益掛鉤，公司將進一步完善績效評價，探討期權激勵機制，建立董事會各級委員會，特別是發揮薪酬委員會與考核委員會在績效評價中的作用。

3) On the directors and the Board of Directors

The Company in complying with the regulations set out in the "Company Law" and the "Articles of Association" on appointing directors, the Board of Directors has established the "Rules and Procedures for Directors Meetings" to require each director honestly and conscientiously carries out their duties and has enough time and ability to serve the Company and commit themselves to their rights, responsibilities and obligations. In the 3rd Meeting of the 3rd Board of Directors in 2002, the Company elected the candidates for directors and independent non-executive directors of the next session (i.e. the 4th Board) and this will be submitted to the 2001 Annual General Meeting for consideration and approval. The Company will pass a whole series of regulations, set up and operate several executive committees so that each director can be even more familiar with the related laws and regulations and be able to have the specialist knowledge needed to be a well-prepared director.

4) On supervisors and the Supervisors Committee

The Company's supervisory structure is in accordance with national and company regulations and the Company's supervisors have taken part in all previous Board of Director meetings and Annual General Meetings and will make amendments to the "Supervisory Committee Rules and Procedures", which means that the Supervisory Committee can start from a position of working for the shareholders' benefit to be responsible for considering various items, in addition to supervising the activities of the Board of Directors, the management team and senior management in the legal discharge of their professional duties, as well as examining and supervising the finance and auditing of the Company. The 3rd Meeting of the 3rd Supervisory Committee in 2002 will nominate the candidates for supervisors for the next session (i.e. the 4th Supervisory Committee) and this will be submitted for approval at the 2001 Annual General Meeting.

5) On evaluation and incentive schemes

The Company is already working under the "Measures for Trying Out a System of Linking Pay to Job Performance" and has begun to link Company's interest to the incomes of those at the policy decision level, the management level, and the executive level. The Company will further improve the system of evaluation by looking at an option incentive scheme and by setting up several different levels of executive committee under the Board of Directors, particularly important will be the work of the Salary and Emoluments Committee and the Assessment Committee.

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6、關於利益相關者

公司能充分尊重銀行及其他債權人、員工、客戶、供應商等其他利益相關者的合法權益，在經濟交往中，能相互協調、共同推動本公司持續健康發展。

6) On beneficiaries

The Company fully respects the legal rights of banks and other creditors, employees, customers, suppliers etc and in economic interactions will cooperate with them to further the healthy development of the Company.

7、關於信息披露與透明度

公司指定董事會秘書負責信息披露事項，接待來訪、回答諮詢、聯繫股東及向投資者提供公司公開披露的資料，嚴格按照法律、法規，真實準確、完整、及時地披露有關信息，並確保所有股東有平等的機會獲得信息。公司將按照將修定的《董事會秘書工作條例》不斷完善工作。

7) On information dissemination and transparency

The Company has determined that the Company Secretary of the Board of Directors is responsible for information dissemination, entertaining visitors, answering queries, contacting shareholders and providing publicly available information to investors, to disseminate information which is timely, correct, complete and is in strict accordance with laws and regulations, and ensure that all shareholders are treated equally in the dissemination of information. The Company will continue to improve its work in accordance with the "Work Regulations for Company Secretaries to the Boards of Directors" which are subject to amendments.

(二) 公司獨立非執行情況

公司自1993年上市到今已有獨立非執行董事，董事會正根據中國證券監管委員會發佈的《關於在上市公司建立獨立董事制度的指導意見》的要求，積極修訂相關規則，在《公司章程》中增加獨立非執行董事的章節。

(II) COMPANY INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has had independent non-executive directors since it listed in 1993 and the Board of Directors in accordance with the "Opinions Related to Guidance on the Setting Up of a System of Independent Directors for Listed Companies" from the China Securities Regulatory Commission has revised the relevant regulations in its own "Articles of Association" to add in sections on independent non-executive directors.

(三) 公司與控股股東在人員、資產、財務、機構、業務等方面的分開情況

- 1、在資產方面：公司資產獨立、完整，權屬清晰。公司對公司資產獨立登記、建帳、核算、管理，不存在控股股東佔用公司資產的行為。
- 2、在人員方面：公司的經理人員、董事會秘書、財務負責人和營銷負責人不在控股股東擔任任何職務，不在股東單位領取報酬，完全獨立於公司的控股股東。
- 3、在財務方面：公司設有獨立的財務部門，建立了獨立的會計核算體系和財務管理制度，獨立在銀行開戶。
- 4、在機構方面：公司董事會、監事會及其他內部機構獨立運作，控股股東及其職能部門與公司及其職能部門之間沒有上下級關係，不存在領導與被領導關係。
- 5、在業務方面：公司業務完全獨立于控股股東，公司同控股股東不存在同業競爭。

(III) PUBLIC STATUS OF THE COMPANY AND THE HOLDING COMPANY SHAREHOLDERS ON ISSUES OF PERSONNEL, ASSETS, FINANCE, STRUCTURE AND OPERATIONS ETC.

- 1) Assets: Company assets are independent, whole and with clear ownership. The Company has not acted as if the asset is that of the holding shareholders when it comes to independent registration of the assets, booking of the assets, accounting or management of the assets.
- 2) Personnel: None of the Company's managers, Company Secretary, persons responsible for finance, persons responsible for sales hold posts in the holding company, neither they receive emoluments from the shareholders' unit. They will be completely independent of the holding company.
- 3) Finance: The Company has set up an independent finance department and independent systems for accounting and financial management together with the opening of separate bank accounts.
- 4) Structure: The Company's Board of Directors, the Supervisory Committee and other internal structures operate independently and the holding company and its functional departments have no senior/junior relationship with the Company or the Company's functional departments, nor is there any relationship along the lines of leading and being led between the companies.
- 5) Operations: The Company's operations are completely independent of the holding company and there are no areas of operation which overlap.

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- Directors, Supervisors and Company Secretary of the Company took a photo together after the Annual General Meeting for 2000 (taken on 17th May 2001). 本公司董事、監事、董事會秘書在2000年年度股東大會後合影（攝於2001年5月17日）

At the first working meeting held on 20th November 2001 after the establishment of the sales network of the Company.

於2001年11月20日完成本公司組建營銷網絡後的第一次工作會



- The system experts from the People's Bank of China and the representatives of the Company took a photo together after the former had examined and inspected the two nine-colour J99 bank notes printing machines produced by the Company on 18th October 2001. 於2001年10月18日中國人民銀行系統專家團驗收本公司制造的J99型九色印鈔機兩台樣機出廠驗收會後與本公司代表合影。

Incorporation of Beiren Yuxin Plastic Printing Company Limited in November 2001.

於2001年11月北人羽新股印有限責任公司成立。

