

### (一) 公司治理情況

公司嚴格按照《公司法》、《證券法》和其他有關法律法規的有求，不斷完善法人治理結構，規範運作，基本符合中國證監會和國家經貿委於二零零二年一月七日發佈的《上市公司治理準則》規範性文件要求，主要表現在以下幾個方面：

- 1、關於股東與股東大會：本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，本公司嚴格按照本公司章程及《上市公司股東大會規範意見》的要求，召集、召開股東大會。公司正著手制定《股東大會議事規則》，進一步明確股東大會的職能和責任，規範運作。
- 2、關於關聯交易：本公司關聯交易公平合理，依據境內外監管要求，對相關關聯交易給予充分披露。
- 3、關於控股股東與上市公司的關係：控股股東與本公司的關係基本符合有關規定，沒有超越股東大會直接或間接干預公司的決策和經營活動；鑒於目前幹部管理體制的原因，本公司部分高級管理人員暫在母公司內兼任行政職務，但所兼任的行政職務只是享受政治待遇，並沒有參與母公司的實際工作分工，其百分之百的時間及精力均投入在本公司工作之中，部分兼職的高級管理人員不在母公司領取酬金，除此之外，公司與控股股東在人員、資產、財務、機構和業務方面基本做到了「五分開」，董事會、監事會和內部機構均獨立運作。
- 4、關於董事與董事會：公司按照《公司章程》規定的董事選聘程序選舉董事；公司董事會的人數和人員構成符合法律、法規的要求；公司董事會制定了《董事會議事規則》，公司各位董事能夠認真學習有關法律法規，了解作為上市公司董事的權利義務和責任。
- 5、關於監事和監事會：公司監事會的人數和人員構成符合法律、法規的要求；公司監事會制定了《監事會議事規則》，公司監事能夠認真履行自己的職責，能夠本著對股東負責的態度，對公司財務以及公司董事、總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。

### (1) The Company's governance

The Company has improved its legal person governance structure and standard operation in accordance with the Company Law, Security Law and other laws and regulations and has basically complied with the requirements stipulated in the regulatory document of "Regulation of Listing Companies" issued by China Security Regulatory Commission and State Economic and Foreign Trade Commission on 7 January 2002. The Company's compliance are as follows:

1. Shareholder and General Meeting: The Company has ensured equity of all its shareholders particularly medium and small shareholders and their rights to be fully exercised. The Company convened and held the General Meeting in accordance with the Articles of Associations and Standard Opinion of General Meetings of Listing Companies. The Company is in the process of formulating "Rules and Procedures of General Meetings" in order to further clarify functions and obligations of General Meetings and to standardize its operation.
2. Connected transaction: The Company's connected transactions were fair and reasonable. Full disclosure was given to relevant connected transactions in accordance with regulation and supervision of overseas authority.
3. Relationship between listing company and controlling shareholder: Relationship between controlling shareholder and the Company is in compliance with relevant regulations. The controlling shareholder did not intervene, directly or indirectly, the Company's policy making and operation. Some of the Company's senior managers temporarily hold administrative positions in the holding company due to existing personnel management system. However, such managers only hold the position title and did not involve in the actual work of the holding company, instead, they put entirely their time and energy into the Company's work. Furthermore, some of them did not receive remunerations from the holding company. In addition, the Company and the controlling shareholder basically operated separately in terms of personnel, asset, finance, structure and business. The Company's directors, supervisors and internal management operate independently.
4. Directors and Board of Directors: The Company elected its directors in accordance with the Articles of Associations. Number and composition of the Board of Director are in line with laws and regulations. The Board formulated "Rules and Procedures of Board of Directors". Each director diligently studied relevant laws and regulations and understood duties and obligations of being a director of a listing company.
5. Supervisors and the Supervisory Committee: Number and composition of the Supervisory Committee are in line with laws and regulations. The Supervisory Committee formulated "Rules and Procedures of the Supervisory Committees". The supervisors diligently performed their duties and accountable for the shareholders. They effectively supervised the Company's financial status and the compliance of the performance of directors, General Manager and other senior managers with laws and regulations.

## 公司治理結構（續）

### The Company's Governance Structure (Continued)

#### （一）公司治理情況（續）

- 6、關於績效評價與激勵約束機制：公司正著手建立公正、透明的董事、監事和高級管理人員的績效評價標準與激勵約束機制。
- 7、關於相關利益者：公司能夠尊重和維護銀行及其他債權人、職工、消費者等其他相關者的合法權益。
- 8、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、接待股東來訪和諮詢工作；公司能夠按照有關規定，真實、完整、及時地披露有關信息，努力使投資者有平等的機會獲得信息；公司董事會秘書對董事會負責，董事會對董事會秘書的工作也給予積極支援。

#### （二）公司獨立董事情況

公司成立時即建立了獨立董事制度，聘請了兩名獨立董事，獨立董事按《公司章程》、《上市規則》的規定履行了職責，對公司的規範運作發揮了重要作用。

#### （三）進一步完善公司治理結構的計劃

- 1、對照《上市公司治理準則》、儘快修改完善《公司章程》及治理細則；
- 2、進一步規範公司和控股股東的關係；
- 3、進一步完善和規範董事會專門委員會運作機制；
- 4、積極推進和完善董事、監事和高級管理人員的績效評價標準與激勵約束機制。

#### （1） The Company's governance (continued)

6. Performance review and incentive and control system: The Company is in the process of establishing fair and transparent standard of performance review and incentive and control system for its directors, supervisors and senior managers.
7. Associates: The Company respected and maintained the legal rights of bank and other debtors, staff and consumers.
8. Information disclosure and transparency: The Company designated the Secretary of Board of Directors to be in charge of information disclosure, reception of visits of shareholders and inquiry. The Company disclosed relevant information in a truthful, timely and complete manner in order to provide investors with equal access to information. The Secretary to the Board of Directors is accountable for the Board of Directors, who provides full support for his work.

#### （2） Independent directors

The Company set up system of independent directors upon its establishment and appointed two independent directors. These independent directors performed their duties in accordance with the Articles of Associations and Listing Rules and played significant role in standardizing the Company's operation.

#### （3） Plan to improve the Company's management structure

1. To amend and improve the Articles of Associations and its specific rules with reference to "Regulations of Listing Companies";
2. To further standardize relationship with controlling shareholders;
3. To further improve and standardize operating mechanism of the Special Committee of Board of Directors;
4. To accelerate and improve performance review standard and incentive the control system for directors, supervisors and senior management.