

# 董事、監事、高級管理人員和員工情況

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

### (一) 公司第三屆董事、監事和高級管理人員履歷簡介

#### 1、 董事

**朱武安先生**，中國國籍，54歲，董事長，工商管理碩士，高級經濟師。1992年任北人集團公司副總經理；1993年任本公司董事、副總經理；1996年任本公司董事、董事會秘書、副總經理；現任北人集團公司董事長、本公司董事長。朱先生負責本公司的整體戰略性管理，具有三十餘年的企業管理經驗及近十年上市公司治理與運作的知識與技巧。

**雲慶華先生**，中國國籍，61歲，副董事長，大學畢業，高級工程師。雲先生有二十多年的企業管理經驗。

**陸長安先生**，中國國籍，54歲，副董事長（第四屆），研究生畢業，高級經濟師。1992年任北人集團公司企管處處長；1993年任北人集團公司總經濟師、北人印刷機械股份有限公司董事；1996年任北人印刷機械股份有限公司副總經理；1998年任北人印刷機械股份有限公司總經理；現任北人集團公司總經理。陸先生在北人集團公司任職三十餘年，有三十餘年的企業管理經驗。

**王國華先生**，中國國籍，39歲，董事、總經理，工商管理碩士，高級工程師。1992年曾任北人集團公司印機研究所副所長；1995年任北人集團公司總工程師；1996年任北人印刷機械股份有限公司董事、總工程師；1997年任北京印刷機械研究所所長；現任北人印刷機械股份有限公司董事、總經理。王先生多年從事產品設計及技術管理工作。

### (II) BRIEF BIOGRAPHIES OF DIRECTORS OF THE THIRD BOARD OF DIRECTORS, SUPERVISORS OF THE THIRD SUPERVISORY COMMITTEE AND THE SENIOR MANAGEMENT STAFF

#### 1) Directors

**Mr Zhu Wuan**, Chinese nationality, aged 54, Chairman, an MBA holder and a senior economist. Mr Zhu was the Deputy General Manager of Beiren Group Corporation in 1992; a Director and Deputy General Manager of the Company in 1993; and a Director, Secretary to the Board of Directors and Deputy General Manager of the Company in 1996. He is currently the Chairman of Beiren Group Corporation and the Company. He is in charge of the Company's overall strategic management and has over 30 years' experience in corporate management and almost 10 years' knowledge and skills in administering and running a listed company.

**Mr Yun Qinghua**, Chinese nationality, aged 61, Vice-chairman, a university graduate and a senior engineer. Mr Yun has over 20 years' experience in corporate management.

**Mr Lu Changan**, Chinese nationality, aged 54, Vice-chairman (of the fourth Board of Directors), a postgraduate and a senior economist. Mr Lu was the Head of Corporate Management Office of Beiren Group Corporation in 1992; Chief Economist of Beiren Group Corporation and a Director of Beiren Printing Machinery Holdings Ltd. in 1993; Deputy General Manager of Beiren Printing Machinery Holdings Ltd. in 1996; and General Manager of Beiren Printing Machinery Holdings Ltd. in 1998. He is currently the General Manager of Beiren Group Corporation. He has been working for Beiren Group Corporation for over 30 years and has over 30 years' experience in corporate management.

**Mr Wang Guohua**, Chinese nationality, aged 39, Director and General Manager, an MBA holder and a senior economist. Mr Wang was the Deputy Head of Institute of Printing Machinery of Beiren Group in 1992; Chief Engineer of Beiren Group Corporation in 1995; Director and Chief Engineer of Beiren Printing Machinery Holdings Ltd. in 1996; and Head of Beijing Research Institute of Printing Machinery in 1997. He is currently the Director and General Manager of Beiren Printing Machinery Holdings Ltd. He has been engaged in product design and technical management for a number of years.

## 董事、監事、高級管理人員和員工情況

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**龐連東先生**，中國國籍，53歲，董事，研究生畢業，高級經濟師。1992年任北人集團公司三分廠副廠長；1993年任北人印刷機械股份有限公司董事、總經理助理兼單雙色機廠廠長；1995年任北人集團公司常務副總經理至今。龐先生在北人集團公司任職三十餘年，有三十餘年的企業管理經驗。

**張維芬女士**，中國國籍，55歲，董事，高級會計師，在北人集團公司任職近三十年，張女士在會計、財務管理方面具有豐富經驗，為高級會計師。

**于寶貴先生**，中國國籍，53歲，董事，大專，工程師。1993年任北人集團公司工會主席；1996年任北人印刷機械股份有限公司董事；現任公司工會主席。于先生在生產管理勞工關係方面有十多年的經驗。

#### 2、獨立非執行董事

**張彭先生**，中國國籍，80歲，獨立非執行董事，張先生有豐富的工業管理、政府管理經驗。張先生曾在北京人民機械廠任副廠長、北京市政府工業處長、工業部長、北京市經濟管理委員會主任、北京市副市長、北京市政府顧問等。張先生1947年畢業於北京大學，為高級經濟師。

**黃英夫先生**，78歲，獨立非執行董事，黃先生有豐富的工業管理、政府管理經驗。黃先生曾任北京“二七”機車車輛廠廠長、北京機械工業局局長、北京市建委副主任、基建工程兵指揮部主任等職。

**Mr Pang Liandong**, Chinese nationality, aged 53, Director, a postgraduate and a senior economist. Mr Pang was the Deputy Factory Manager of Plant 3 of Beiren Group Corporation in 1992; Director and Assistant to General Manager of Beiren Printing Machinery Holdings Ltd. as well as Factory Manager of a single and dual color printer factory in 1993; and has been the Deputy General Manager of Beiren Group Corporation since 1995. He has been working in Beiren Group Corporation for more than 30 years and has over 30 years' experience in corporate management.

**Madam Zhang Weifan**, Chinese nationality, aged 55, Director and a senior accountant. Madam Zhang has been working for almost 30 years for the Beiren Group Corporation and has extensive experience in accounting and financial control. She is a senior accountant.

**Mr Yu Baogui**, Chinese nationality, aged 53, Director, a post-secondary graduate and an engineer. Mr Yu was the Chairman of the Labour Union of Beiren Group Corporation in 1993 and a Director of Beiren Printing Machinery Holdings Ltd. in 1996. He is currently the Chairman of the Labour Union of the Company. He has over 10 years' experience in production management and employees' relations.

#### 2) Independent non-executive directors

**Mr Zhang Peng**, Chinese nationality, aged 80, an independent non-executive director. Mr Zhang has rich experience in corporate and government management. He was the Deputy Factory Manager of Beijing Renmin Machinery Factory, Director of Beijing Industrial Department, Minister of Industry, Commissioner of the Economic Committee of Beijing, Deputy Mayor of Beijing Municipality and Adviser to the Beijing Municipal Government. He graduated from the Beijing University in 1947 and is a senior economist.

**Mr Huang Yinfu**, aged 78, an independent non-executive director. Mr Huang has rich experience in industrial and government management. He was the Factory Manager of Beijing '27' Mechanical Vehicles Factory, Director of the Machinery Industrial Bureau of Beijing, Deputy Director of the Construction Committee of the Beijing Municipality and the Director of the Commander Office of Infrastructure Construction.

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### 3、 監事

**肖茂林先生**，中國國籍，53歲，監事長，研究生畢業，經濟師。1991年任北人集團公司黨委辦公室主任兼黨委書記助理；1998年任北人集團公司紀委書記、北人印刷機械股份有限公司監事長；現任北人集團公司黨委副書記兼紀委書記。肖先生在北人集團公司任職三十餘年，具有二十多年的企業管理經驗。

**于潔女士**，中國國籍，50歲，現任本公司監事，大專學歷，于女士1969年加入北京人民機器廠工作，歷任團委副書記、書記、工會主席等職。

**田福仁先生**，中國國籍，54歲，監事，中專畢業，高級技工師。在北人集團公司工作三十年。田先生為公司之模範員工，長期擔任職工代表，在處理、維護員工利益方面有豐富的經驗。

### 4、 高級管理人員

**戎佩敏女士**，中國國籍，51歲，董事（第四屆）、董事會秘書，研究生畢業，高級經濟師。於1988年加入北人集團公司；加入前，在北京市印刷中等專業學校任職任教；1995年任本公司駐香港辦事處主任，1997年任本公司董事會秘書室主任。1999任本公司董事會秘書至今，戎女士有多年的公司管理經驗及境內外上市公司法律法規的掌握與運用經驗。

**齊生林先生**，中國國籍，54歲，董事（第四屆），大專學歷，高級會計師。曾任北人集團公司財務處處長、副總會計師。1998年任本公司總會計師，現任北人集團公司總會計師，齊先生從事財會工作二十多年，具有豐富的財務管理經驗。

### 3) Supervisors

**Mr Xiao Maolin**, Chinese nationality, aged 53, Chairman of the Supervisory Committee, a postgraduate and an economist. Mr Xiao was the Director of the Office of Party Committee of Beiren Group Corporation and an Assistant to the Secretary of the Party Committee in 1991; as well as Secretary of the Party Committee of Beiren Group Corporation and Chairman of Supervisory Committee of Beiren Printing Machinery Holdings Ltd. He is currently the Deputy Secretary of the Party Committee and Secretary of Discipline Committee of Beiren Group Corporation. He has been working for more than 30 years in Beiren Group Corporation and has over 20 years' experience in corporate management.

**Madam Yu Jie**, Chinese nationality, aged 50, currently a Supervisor of the Company and a post-secondary graduate. She joined Beijing Renmin Machinery Factory in 1969 and has held various positions such as the Deputy Secretary and Secretary of Youth League Committee and Chairman of the Labour Union.

**Mr Tian Furen**, Chinese nationality, aged 54, a Supervisor, a secondary technical graduate and a senior technician. Mr Tian has been working in Beiren Group Corporation for 30 years. He has been a model worker of the Company and has been a staff representative for a long period of time. He has rich experience in handling and maintaining welfare benefits of staff.

### 4) Senior management staff

**Madam Rong Peimin**, Chinese nationality, aged 51, a Director (of the fourth Board of Directors), secretary to the Board of Directors, a postgraduate and a senior economist. Madam Rong joined Beiren Group Corporation in 1988. Prior to this, she was a teacher in Beijing Secondary Printing Technical School; Director of Hong Kong Office of the Company in 1995; and Chief of Secretariat of the Board of Directors of the Company in 1997. She has been a secretary to the Board of Directors since 1999. She has a number of years' experience in corporate management and is experienced in the application and knowledge of the legislation for domestic and overseas listed companies.

**Mr Qi Shenglin**, Chinese nationality, aged 54, a Director (of the fourth Board of Directors), post-secondary graduate and a senior economist. He was the Director and Deputy Chief Accountant of the Finance Office of Beiren Group Corporation and became the Chief Accountant of the Company in 1998. He is currently the Chief Accountant of Beiren Group Corporation. He has been doing finance for more than 20 years and has rich experience in financial control.



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**郭寧先生**，中國國籍，48歲，副總經理，大學畢業，工程師。1993年任北人印刷機械股份有限公司單雙色機廠常務副廠長、廠長；1998年至今任北人印刷機械股份有限公司副總經理。

**Mr Guo Ning**, Chinese nationality, aged 48, Deputy General Manager, a university graduate and an engineer. Mr Guo was the Managing Deputy Factory Manager and Factory Manager of Single-dual Colouring Press Factory of Beiren Printing Machinery Holdings Ltd. in 1993. He has been the Deputy General Manager of Beiren Printing Machinery Holdings Ltd. since 1998.

**王文元先生**，中國國籍，55歲，副總經理，大學畢業，經濟師。曾任北人集團公司生產總調度、生產計劃處處長；1994年任北人印刷機械股份有限公司多色機廠常務副廠長；1998年至今任北人印刷機械股份有限公司副總經理。

**Mr Wang Wenyuan**, Chinese nationality, aged 55, Deputy General Manager, a university graduate and an economist. Mr Wang was the Director of Production Control and Planning Office of Beiren Group Corporation and Managing Deputy Factory Manager of Multi-colouring Press Factory of Beiren Printing Machinery Holdings Ltd. in 1994. He has been the Deputy General Manager of Beiren Printing Machinery Holdings Ltd since 1998.

**楊振東先生**，中國國籍，40歲，總工程師，大學畢業，高級工程師。1992年任北人集團公司研究所設計科副科長；1998年任北人印刷機械股份有限公司研究所所長；2000年至今任北人印刷機械股份有限公司總工程師。

**Mr Yang Zhendong**, Chinese nationality, aged 40, Chief Engineer, a university graduate and a senior engineer; Deputy Chief of Design Office of Research Institute of Beiren Group Corporation in 1992 and Deputy Chief of Research Institute of Beiren Printing Machinery Holdings Ltd. in 1998. He has been the Chief Engineer of Beiren Printing Machinery Holdings Ltd. since 2000.

#### (二) 公司第四屆董事、監事和高級管理人員履歷簡介

#### (II) BRIEF BIOGRAPHIES OF DIRECTORS OF THE FOURTH BOARD OF DIRECTORS, SUPERVISORS OF THE FOURTH SUPERVISORY COMMITTEE AND THE SENIOR MANAGEMENT STAFF

##### 1、董事

朱武安先生，同上。

陸長安先生，同上。

王國華先生，同上。

龐連東先生，同上。

于寶貴先生，同上。

戎佩敏女士，同上。

齊生林先生，同上。

##### 1) Directors

Mr Zhu Wuan, same as above.

Mr Lu Changan, same as above.

Mr Wang Guohua, same as above.

Mr Pang Liandong, same as above.

Mr Yu Baogui, same as above.

Madam Rong Peimin, same as above.

Mr Qi Shenglin, same as above.

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### 2、獨立非執行董事

**李守仁**，中國國籍，男，67歲，獨立非執行董事，大學學歷，研究員高級工程師。歷任中國農業機械化科學研究院副院長，國家機械委副主任，國務院重大技術裝備領導小組副組長兼國務院重大辦主任，機械工業部總工程師、科技委主任，現任中國印刷及設備器材工業協會會長。自1998年3月至今任全國政協九屆委員會委員。

**李一經女士**，中國國籍，51歲，獨立非執行董事，研究生畢業，註冊會計師。曾任北京建材局黨校財會教師，北京機械局黨校教研室主任、副校長，北京中平建會計師事務所副主任會計師，1998年至現在任北京市第十屆人民代表大會代表，1997年至現在任中國民主建國會第七屆北京市市委委員。

**周小明先生**，中國國籍，36歲，獨立非執行董事，法學博士，高級經濟師。1990年任職於浙江大學，講授民法、商法、金融法、工商管理學等課程。1995年任職於中國人民銀行非銀行金融機構監管司，從事信託投資公司、證券公司等非銀行金融機構的監管工作。現任職北京市君澤君律師事務所，任高級合夥人。

### 2) Independent non-executive directors

**Mr Li Shouren**, Chinese nationality, male, aged 67, an independent non-executive director, a university graduate and a senior research engineer. He was Deputy Dean of Chinese Institute of Science of Agricultural Mechanization, Director of State Machinery Committee, Deputy Leader of the Steering Group of the State Council on Major Technical Equipment and Director of Office of Major Technical Equipment of the State Council; Chief Engineer of Ministry of Machine Building Industry and Director of Science and Technology Committee. He is currently the President of Association of Printing, Equipment and Appliance Industry of China. He has been a delegate to the 9<sup>th</sup> Committee of the Chinese People's Consultative Conference since March 1998.

**Madam Li Yijing**, Chinese nationality, aged 51, an independent non-executive director, a postgraduate and a certified accountant. She was a teacher in the Party's School of Beijing Construction Materials Bureau; a Supervisor and Deputy Headmaster of the Research Office of the Party's School of Beijing Mechanical Bureau; and Deputy Chief Accountant of Beijing Zhongpingjian Accountants Firm. She has been a delegate to the 10<sup>th</sup> National People's Congress of Beijing since 1998 and a member of the 7<sup>th</sup> Beijing Municipal Committee of the Association for China Democratic Foundation since 1997.

**Mr Zhou Xiaoming**, Chinese nationality, aged 36, an independent non-executive director, a doctorate in law and a senior economist. Mr Zhou was a teacher in civil law, commercial law, financial law and commercial and industrial administration, etc. at the University of Zhejiang in 1990. He was a supervisor of non-banking institutions at the People's Bank of China in 1995 in charge of regulating non-banking institutions such as trust investment companies and securities companies. He is currently a senior partner with Beijing Jun Ze Jun Law Firm.

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**胡匡佐先生**，香港特別行政區，56歲，獨立非執行董事，香港大學法律系畢業，執業律師。曾任職香港政府律政處及司法部從事法律及勞工事務工作，1988年至2001年為執業律師。從事集團財務，收購合併等法律事務。1991年開始先後加入北海集團有限公司（香港上市公司），Capital Citybus Limited（英國之公共巴士公司）等擔任執行董事職位，對企業融資，項目策劃，集團管理等擁有十多年經驗。現時業務投資管理事務，任新海環保能源集團有限公司（香港上市公司）及Prime CCIF Capital Limited執行董事，並為深圳市中外企業家協會執行委員。

**Mr Wu Hongcho**, from the Hong Kong Special Administrative Region, aged 56, an independent non-executive director, graduated from the Faculty of Law at the University of Hong Kong and a practicing lawyer. He dealt with legal and labour affairs in the Legal Department and Judicial Department of the Hong Kong Government. He worked as a practicing lawyer from 1988 to 2001, dealing with legal matters such as corporate finance and mergers and acquisitions. From 1991, he acted as executive directors for a number of companies such as North Sea Group Co., Ltd. (a Hong Kong listed company), Capital Citybus Limited (a British public bus company), etc., and has over 10 years' experience in corporate finance, project planning, corporate management, etc. He currently focuses on investment management business and is an executive director of New Ocean Green Energy Holdings Ltd. (a Hong Kong listed company) and Prime CCIF Capital Limited as well as an executive member of the Shenzhen Association for Sino-foreign Entrepreneurs.

#### 3、 監事

**肖茂林先生**，同上。

**薛克新先生**，中國國籍，37歲，監事，研究生畢業，經濟師。薛先生曾任本公司生產技安處處長助理，多色機分廠廠長助理，現任本公司企管規劃部部長。薛先生長期從事公司生產管理工作和戰略管理及財務分析工作，具有較為豐富的企業管理經驗及財務分析能力。

#### 3) Supervisors

**Mr Xiao Maolin**, same as above.

**Mr Xue Kexin**, Chinese nationality, aged 37, a Supervisor, a postgraduate and an economist. Mr Xue was an Assistant to the Director of Production and Technical Safety Office of the Company and an Assistant to the Factory Manager of Multi-coloring Press Factory. He is currently the Head of the Corporate Management and Planning Department of the Company. He has been engaged in production and strategic management and financial analysis for a long period of time. He has rich corporate management experience and financial analysis capabilities.

**田福仁先生**，同上。

**Mr Tian Furen**, same as above.

#### 4、 高級管理人員

**郭寧先生**，同上。

**王文元先生**，同上。

**楊振東先生**，同上。

#### 4) Senior Management staff

**Mr Guo Ning**, same as above.

**Mr Wang Wen yuan**, same as above.

**Mr Yang Zhendong**, same as above.

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### (三) 董事、監事和高級管理人員持股變動

#### 1、公司第三屆董事會董事、監事和高級管理人員情況

### (III) CHANGE IN SHAREHOLDING OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

#### 1) Details of the third Board of Directors, the third Supervisory Committee and Senior Management Staff of the Company

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
Name	Position	Gender	Age	Term	Shareholding at the beginning of the year	Shareholding at the end of the year	Reason of changes
朱武安	董事長	男	54	1999.7.14- 2002.7.13	4,800	4,800	
Zhu Wuan	Chairman	Male					
雲慶華	副董事長	男	61	1999.7.14 - 2002.7.13	5,000	5,000	
Yu Qinghua	Vice-chairman	Male					
陸長安	董事	男	54	1999.7.14 - 2002.7.13	4,800	4,800	
Lu Changan	Director	Male					
王國華	董事、總經理	男	39	1999.7.14 - 2002.7.13	1,000	1,000	
Wang Guohua	Director, General Manager	Male					
龐連東	董事	男	53	1999.7.14 - 2002.7.13	4,100	4,100	
Pang Liandong	Director	Male					
張維芬	董事	女	55	1999.7.14 - 2002.7.13	3,500	3,500	
Zhang Weifen	Director	Female					
于寶貴	董事	男	53	1999.7.14 - 2002.7.13	4,200	4,200	
Yu Baogui	Director	Male					
張 彭	獨立董事	男	80	1999.7.14 - 2002.7.13	0	0	
Zhang Peng	Independent Director	Male					
黃英夫	獨立董事	男	78	1999.7.14 - 2002.7.13	0	0	
Huang Yingfu	Independent Director	Male					
肖茂林	監事長	男	53	1999.7.14 - 2002.7.13	0	0	
Xiao Maolin	Chairman of the Supervisory Committee	Male					
于 潔	監事	女	50	1999.7.14 - 2002.7.13	0	0	
Yu Jie	Supervisor	Female					
田福仁	監事	男	54	1999.7.14 - 2002.7.13	4,100	4,100	
Tian Furen	Supervisor	Male					
戎佩敏	董事、董事會秘書	女	51	1999.7.14 - 2002.7.13	0	0	
Rong Peimin	Director, Company Secretary	Female					
郭 寧	副總經理	男	48	1999.7.14 - 2002.7.13	0	0	
Guo Ning	Deputy General Manager	Male					
王文元	副總經理	男	55	1999.7.14 - 2002.7.13	0	0	
Wang Wenyan	Deputy General Manager	Male					
齊生林	總會計師	男	54	1999.7.14 - 2002.7.13	0	0	
Qi Shenglin	Chief Accountant	Male					
楊振東	總工程師	男	40	1999.7.14 - 2002.7.13	0	0	
Yang Zhengdong	Chief Engineer	Male					



# 董事、監事、高級管理人員和員工情況

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

### 2、公司第四屆董事會董事、監事和高級管理人員情況

### 2) Details of the fourth Board of Directors, the fourth Supervisory Committee and Senior Management Staff of the Company

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
Name	Position	Gender	Age	Term	Shareholding at the beginning of the year	at the end of the year	Reason of changes
朱武安	董事長	男	54	2002.7.14 - 2005.7.13	4,800	4,800	
Zhu Wuan	Chairman	Male					
陸長安	副董事長	男	54	2002.7.14 - 2005.7.13	4,800	4,800	
Lu Changan	Vice Chairman	Male					
王國華	董事、總經理	男	39	2002.7.14 - 2005.7.13	1,000	1,000	
Wang Guohua	Director, General Manager	Male					
龐連東	董事	男	53	2002.7.14 - 2005.7.13	4,100	4,100	
Pang Liandong	Director	Male					
于寶貴	董事	男	53	2002.7.14 - 2005.7.13	4,200	4,200	
Yu Baogui	Director	Male					
戎佩敏	董事、董事會秘書	女	51	2002.7.14 - 2005.7.13	0	0	
Rong Peimin	Director, Company Secretary	Female					
齊生林	董事	男	54	2002.7.14 - 2005.7.13	0	0	
Qi Shenglin	Director	Male					
李一經	獨立董事	女	51	2002.7.14 - 2005.7.13	*	0	
Li Yijing	Independent Director	Female					
周小明	獨立董事	男	36	2002.7.14 - 2005.7.13	*	0	
Zhou Xiaoming	Independent Director	Male					
胡匡佐	獨立董事	男	56	2002.7.14 - 2005.7.13	*	0	
Wu Hongcho	Independent Director	Male					
肖茂林	監事長	男	53	2002.7.14 - 2005.7.13	0	0	
Xiao Maolin	Chairman of the Supervisory Committee	Male					
薛克新	監事	男	37	2002.7.14 - 2005.7.13	*	0	
Xue Kexing	Supervisor	Male					
田福仁	監事	男	54	2002.7.14 - 2005.7.13	4,100	4,100	
Tian Furen	Supervisor	Male					
郭寧	副總經理	男	48	2002.7.14 - 2005.7.13	0	0	
Guo Ning	Deputy General Manager	Male					
王文元	副總經理	男	55	2002.7.14 - 2005.7.13	0	0	
Wang Wen Yuan	Deputy General Manager	Male					
楊振東	總工程師	男	40	2002.7.14 - 2005.7.13	0	0	
Yang Zhendong	Chief Engineer	Male					

\*表示幾位董事，監事2002年7月14日前不持有本公司股票

\*indicates that these directors and supervisors did not hold any shares of the Company prior to 14 July 2002.



# 董事、監事、高級管理人員和員工情況

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

### 3、說明：

- (1) 本公司於2002年12月26日-2003年1月7日增發2,200萬A股，本公司董事朱武安先生、王國華先生作為原社會公眾股股東通過申購參與10：2優先配售，價格為7.00元／股，並獲得配售成功。因此配售後朱武安先生持股數量為5,760股，王國華先生持股數量為1,200股。
- (2) 除上文所披露者外，於2002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與本公司或任何關聯公司（定義見《證券（公開權益）條例》）之股份中擁有權益，而各董事及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。
- (3) 在本年結算日或年內之任何時間，除下述服務合約外，本公司各董事及監事均無在本公司任何重要合約中直接或間接擁有權益。
- (4) 除上述所載各董事及監事須根據香港證券（公開權益）條例（公開權益條例）第29條而保存之登記冊所示外，在本年內，本公司均無參與任何安排，使本公司董事或監事或任何其他法人團體之股份或債券獲益，並未有須根據公司權益條例第29條予以記錄之權益。

### 4、董事與監事服務合約

各執行董事及監事與本公司訂立書面合約，主要方面如下：

- (1) 第三屆董事、監事每份合約由1999年7月14日開始，至2002年7月13日止。
- 第四屆董事、監事每份合約由2002年7月14日開始，至2005年7月13日止。

### 3) Explanations

- (a) The Company issued 22,000,000 additional A Shares during the period from 26 December 2002 to 7 January 2003. The Company's directors Mr Zhu Wuan and Mr Wang Guohua as the former public shares shareholders participated through application in the placing of shares in priority in the ratio of 10: 2 at Rmb7 per share, and their applications were accepted. Accordingly, after the placing, Mr Zhu Wuan held 5,760 shares and Mr Wang Guohua held 1,200 shares.
- (b) Other than those shares disclosed above, as at 31 December 2002, none of the directors, supervisors and senior management or their respective associates had any interest in the shares of the Company or any associated company (as defined in the Securities (Disclosure of Interests) Ordinance ('SDI')), and none of the directors and supervisors or their respective spouses or children under 18 years of age had any right to subscribe for the securities of the Company or had exercised such right.
- (c) As at the balance sheet date or at any time during the year, none of the directors and supervisors was directly or indirectly interested in any material contract of the Company other than the service contracts as mentioned below.
- (d) Except for the shares disclosed above, which are required to be recorded in the register maintained pursuant to Section 29 of SDI, during the year, the Company did not take part in any arrangement which would enable the directors or supervisors of the Company or their respective associates to acquire any interest by the purchase of shares or debentures in the Company or any other corporation, nor did the directors or supervisors have any interest which is required to be recorded into the register under Section 29 of SDI.

### 4) Service contracts of directors and supervisors

Each of the executive directors and supervisors has entered into a written contract with the Company, the particulars of which are as follows:

- (a) Each contract for the directors of the third Board of Directors and supervisors of the third Supervisory Committee carries a term commencing from 14 July 1999 to 13 July 2002.
- Each contract for the directors of the fourth Board of Directors and supervisors of the fourth Supervisory Committee carries a term commencing from 14 July 2002 to 13 July 2005.

## 董事、監事、高級管理人員和員工情況

### DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

(2) 在服務合約的合約期內執行董事及監事之薪酬每年可以增加15%。

(3) 各執行董事有權收取由董事會決定參照本公司除稅後綜合淨盈利(不包括非常項目)授予之管理花紅，惟付予執行董事之花紅總額不得超過該盈利1%，董事須放棄就有關彼收取之數額之決議案投票。

(4) 本公司獨立非執行董事之委任期為3年，報告期內本公司獨立非執行董事認真履行了職責。

(b) The salary payable to the executive directors and supervisors is subject to a 15% increment for each subsequent year within the contract term of the service contracts.

(c) Each of the executive directors is entitled to a management bonus calculated by reference to the consolidated net profit of the Company (excluding extraordinary items) after taxation as decided by the Board of Directors provided that the aggregate amount of bonus payable to the executive directors may not exceed 1% of such profit. Such directors shall abstain from voting in respect of the resolution on the amount of payable to them.

(d) The independent non-executive directors of the Company are appointed for a term of 3 years. They performed their duties diligently during the reporting period.

#### (四) 在股東單位任職的董事監事情況

#### (IV) THE POSITIONS OF DIRECTORS AND SUPERVISORS IN THE COMPANY'S SHAREHOLDERS

姓名	任職的股東名稱	在股東單位擔任的職務	任職期間	在股東單位是否領取報酬、津貼(是或否)
Name	Name of the Company's shareholders	Positions in the Company's shareholders	Term	Any remuneration or allowance (Yes or No)
朱武安	北人集團公司	董事長、黨委書記		是
Zhu Wuan	Beiren Group Corporation	Chairman, Secretary of Party Committee		Yes
陸長安	北人集團公司	總經理		是
Lu Changan	Beiren Group Corporation	General Manager		Yes
龐連東	北人集團公司	副總經理		是
Pang Liandong	Beiren Group Corporation	Deputy General Manager		Yes
于寶貴	北人集團公司	工會主席		是
Yu Baogui	Beiren Group Corporation	Chairman of Labour Union		Yes
齊生林	北人集團公司	總會計師		是
Qi Shenglin	Beiren Group Corporation	Chief Accountant		Yes
肖茂林	北人集團公司	紀委書記、黨委副書記		是
Xiao Maolin	Beiren Group Corporation	Secretary of Disciplinary Committee, Deputy Secretary of Party Committee		Yes

# 董事、監事、高級管理人員和員工情況

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

### (五) 董事、監事和高級管理人員年度報酬情況

年度報酬總額  
Total remuneration for the year

金額最高的前三名董事的報酬總額  
Remunerations paid to the 3 highest paid directors

金額最高的前三名高級管理人員的報酬總額  
Remunerations paid to the 3 highest paid senior management

獨立董事津貼  
Allowances paid to independent directors

獨立董事其他待遇  
Other benefits provided to independent directors

不在公司領取報酬、津貼的董事、監事姓名

第三屆董事會、監事會不在公司領取報酬的董事、監事：朱武安、雲慶華、陸長安、龐連東、張維芬、于寶貴、肖茂林；

第四屆董事會、監事會不在公司領取報酬的董事、監事：朱武安、陸長安、龐連東、于寶貴、齊生林、肖茂林。

### (V) REMUNERATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

91.4萬元  
Rmb914,000

36.7萬元 (只有2名董事在公司領取報酬)  
Rmb367,000 (only two directors received remunerations from the Company)

45.7萬元  
Rmb457,000

0  
No

0  
No

Name of directors and supervisors whose remunerations were not paid by the Company

Directors and supervisors of the third Board of Directors and Supervisory Committee whose remunerations were not paid by the Company: Zhu Wuan, Yun Qinghua, Lu Changan, Pang Liandong, Zhang Weifen, Yu Baogui, Xiao Maolin;

Directors and supervisors of the fourth Board of Directors and Supervisory Committee whose remunerations were not paid by the Company: Zhu Wuan, Lu Changan, Pang Liandong, Yu Baogui, Qi Shenglin, Xiao Maolin

報酬區間 Remunerations paid to directors, supervisors and senior management staff in the following bands	人數 Number		
	董事 Director	監事 Supervisor	高級管理人員 Senior Management staff
1-10萬元 Rmb10,000 - Rmb100,000		2人 2	
10-20萬元 Rmb100,000 - Rmb200,000	1人 1		3人 3
20-30萬元 Rmb200,000 - Rmb300,000	1人 1		



# 董事、監事、高級管理人員和員工情況

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF

### (六) 在報告期內離任的董事、監事、高級管理人員姓名及離任原因

- (1) 本公司2001年股東周年大會選舉了第四屆董事、獨立非執行董事，監事，雲慶華先生、張維芬女士不再擔任本公司董事，張彭先生、黃英夫先生不再擔任本公司獨立非執行董事，于潔女士不再擔任本公司監事。
- (2) 本公司獨立非執行董事李守仁先生因突發疾病醫治無效，於報告期內逝世。
- (3) 在報告期內由於工作調動原因齊生林先生不再擔任本公司總會計師的職務，由白凡先生擔任本公司財務負責人。

### (七) 報告期內公司員工情況

- (1) 2002年末公司在冊員工人數為3,472人。
- (2) 人員構成情況(截止2002年12月31日)

其中：生產人員	2,192
銷售人員	141
技術人員	358
財務人員	90
管理人員	342
其他人員	349

本公司受教育程度，研究生學歷9人，大學本科學歷239人，大專學歷279人，中專學歷202人，初中以下41人。另外，退休職工有1,822人。

### (VI) NAMES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT STAFF WHO LEFT THEIR POSTS DURING THE REPORTING PERIOD AND REASONS THEREFOR

- (1) At the 2001 annual general meeting of the Company, directors, independent non-executive directors and supervisors of the fourth Board of Directors were elected. Mr. Yu Qinghua and Madam Zhang Weifen no longer acted as the directors; Mr. Zhang Peng and Mr. Huang Yingfu no longer acted as the independent non-executive directors. Madam Yu Jie no longer acted as the supervisor.
- (2) Independent non-executive director Mr. Li Shouren passed away during the reporting period due to an unexpected illness.
- (3) Mr. Qi Shenglin no longer acted as the chief accountant of the Company because of work rearrangement during the reporting period. Mr. Bai Fan was in charge of the finance of the Company.

### (VII) DETAILS ON THE STAFF DURING THE REPORTING PERIOD

- (1) At the end of the year, the number of staff on the register of the Company was 3,472.
- (2) Members of staff (as at 31 December 2002)

Of which:	production staff	2,192
	sales staff	141
	technical staff	358
	financial staff	90
	management staff	342
	other staff	349

With respect to the educational level of the Company's staff, 9 staff members are postgraduates; 239 are university graduates; 279 are post-secondary graduates; 202 are secondary technical graduates; and 41 are secondary school graduates. In addition, 1,822 are retired staff.