

# 公司治理結構

## CORPORATE GOVERNANCE

### (一) 公司治理結構現狀

本公司上市以來，公司嚴格按照《公司法》、《證券法》、《到境外上市公司章程必備條款》、中國證監會有關規定和兩個交易所的《股票上市規則》的要求，不斷完善公司法人治理結構建設、規範運作，加強信息披露工作。

本公司已按照中國證監會和國家經貿委2002年1月7日發佈的《上市公司治理準則》規範性文件的要求，修改了公司章程，修定了《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》、《董事會秘書工作細則》、《財務管理規定》、《會計管理工作規定》和董事會四個專門委員會實施細則。

2002年5月，公司按照中國證監會和國家經貿委《關於開展上市公司建立現代企業制度檢查的通知》的要求，認真開展了自查工作，公司第三屆董事會2002年6月24日會議討論通過了《北人印刷機械股份有限公司自查報告》，並與公司控股股東及時向中國證監會和國家經貿委上報了自查報告。

本公司已按照《關於在上市公司建立獨立董事的指導意見》要求，建立了獨立董事制度。2002年6月11日公司2001年股東周年大會選舉李守仁先生、李一經女士、周小明先生、胡匡佐先生為本公司第四屆董事會獨立董事。

### (二) 獨立董事履行職責情況

本公司獨立董事制度建立後，獨立董事認真履行法律法規和公司章程賦予的職責和義務，十分關心公司的生產經營和依法運作情況，積極參加董事會、股東大會工作，發表自己的意見和看法，切實保障了廣大股東的合法權益。

### (I) CURRENT STATUS OF CORPORATE GOVERNANCE

The Company has been improving the establishment of corporate governance, regulating its operation and speeding up disclosure of information since its listing strictly in accordance with the requirements of the Company Law, Securities Law and Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, relevant rules of the China Securities Regulatory Commission and the Listing Rules for Shares of the two exchanges.

The Articles of Association, Rules of Procedure for Shareholders' Meetings, Rules of Procedure for Meetings of the Board of Directors, Rules of Procedure for Meetings of Supervisory Committee, Rules of Job Duties of Secretary to the Board of Directors, Financial Control Provisions, Accounting Management Provisions and the implementing rules for four special committees were amended in accordance with the requirements of the normative document of the Standards for Corporate Governance of Listed Companies published by the China Securities Regulatory Commission and the State Economic and Trade Commission on 7 January 2002.

A self-inspection was strictly carried out in May 2002 in accordance with the requirements of the Notice for Carrying out Inspection of the Establishment of a Modern Enterprise System by Listed Companies issued by the China Securities Regulatory Commission and the State Economic and Trade Commission. A Self-inspection Report of Beiren Printing Machinery Holdings Ltd. was discussed and approved at a meeting of the third Board of Directors on 24 June 2002. The Company and its controlling shareholders submitted the report to the China Securities Regulatory Commission and the State Economic and Trade Commission on a timely basis.

Independent directors have been appointed in accordance with the requirements of the Guiding Advice on Appointment of Independent Directors of Listed Companies. At the 2001 annual general meeting on 11 June 2002, Mr Li Shouren, Madam Li Yijing, Mr Zhou Xiaoming and Mr Wu Hongcho were appointed independent directors of the fourth Board of Directors.

### (II) DISCHARGE OF DUTIES BY INDEPENDENT DIRECTORS

After the appointment, independent directors discharged their duties and obligations as granted under legislation and the Company's Articles of Association, expressed grave concerns about the Company's production, business and operation in accordance with the law, participated in the work of board meetings and shareholders' meetings in a proactive approach and voiced their own comments and views for safeguarding the lawful rights and interests of the majority shareholders.

(三) 關於控股股東與公司的關係

公司控股股東通過股東大會依法行使出資人權利，從未干涉公司決策和生產經營活動；公司與控股股東在資產、人員、財務、機構和業務方面做到相互獨立，公司董事會、監事會和內部機構能夠獨立運作。

- 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：公司業務完全獨立於控股股東，公司同控股股東不存在同業競爭。

(III) RELATIONSHIP BETWEEN CONTROLLING SHAREHOLDERS AND THE COMPANY

The Company's controlling shareholders exercised the rights of capital contributors according to law at the shareholders' meeting. They had never interfered in the Company's decisions or production and business activities. The Company and the controlling shareholders are independent of one another in terms of assets, staffing, finance, institutions and business. The Board of Directors, Supervisory Committee and internal organization could operate independently.

- 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.

## 公司治理結構 CORPORATE GOVERNANCE

### (四) 報告期內公司對高管人員的 考評及激勵機制、相關獎懲 制度的建立、實施情況

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勾；經理人員的聘任公開、透明，符合法律法規的規定；公司高級管理人員直接向董事會負責，接受董事會直接考核、獎懲。



網上路演現場  
Road show broadcast live on the Internet.



### (IV) APPRAISAL AND INCENTIVE MECHANISM; INTRODUCTION OF AWARDS AND PENALTIES AND GRANT AND IMPOSITION THEREOF IN RESPECT OF SENIOR MANAGEMENT STAFF DURING THE REPORTING PERIOD

The Trial Procedures for Job Performance-Salary System have been implemented. By evaluating job performance, the income of the decision-making level, management level and execution level was linked to the Company's profit. The appointment of managerial staff is open, transparent and in compliance with relevant legislation. The senior management staff were directly accountable to the Board of Directors and directly subject to appraisal, or awards or penalties by the Board of Directors.

本公司於2002年12月27日為增發A股在全景網上舉行網上路演，嘉賓左起：戎佩敏（董事、董事會秘書），王國華（董事、總經理），朱武安（董事長），白凡（財務負責人）

On 27 December 2002, road show was broadcast on the Internet for issuance of additional A shares. Madam Rong Peimin, Director and Company Secretary, Mr. Wang Guohua, Director and General Manager, Mr. Zhu Wuan, the Chairman of the Company, and Mr. Bai Fan, Manager of Finance Department of the Company (from left to right).



本公司中高層管理人員赴外地召開增發A股推介會與基金經理、分析員見面

Senior and medium members of management met with fund managers and analysts for issuance of additional A shares at the press conference outside China.