

公司治理結構

CORPORATE GOVERNANCE

一、 公司治理情況

- 1、 本公司嚴格按照《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《上市規則》的要求，建立了較為完善的公司治理結構和公司治理制度，規範自身行為，加強信息披露工作。
- 2、 報告期內，根據中國證券監督管理委員會發佈的《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》的有關規定和要求，對《公司章程》進行了修訂。
- 3、 報告期內，公司根據中國證監會《關於推動上市公司加強投資者關係管理工作的通知》（上市部[2003]197號）及北京市證管辦《關於加強北京轄區上市公司投資者關係管理工作的通知》（京證監發[2003]171號）的要求，對公司開展投資者關係管理的有關工作做了具體佈置，制訂了《投資者關係管理制度》，將與投資者、潛在投資者之間的信息溝通制度化、規範化。充分保護公司廣大投資者的合法權益，確保股東充分行使權利，加強公司與投資者和潛在投資者之間的溝通，促進投資者對公司的瞭解和認同。根據要求，本公司還制訂了《信息披露實施細則》，指定董事會秘書負責信息披露工作，接待股東、投資者的來訪和諮詢，及時準確地向證監會派出機構、交易所報告有關情況。報告期內已披露的定期報告和臨時報告，真實、準確、及時、完整地披露了公司的有關信息。保證了公司對外投資活動的規範性、合法性，切實保護公司和投資者的利益。

1. THE CONDITIONS OF CORPORATE GOVERNANCE

1. In strict compliance with the Company Law, Securities Law, the Mandatory Provisions for the Articles of Association of Companies Listed in Overseas, the regulations required by the CSRC and the requirements of the listing rules of two stock exchanges, the Company has established a better structure of corporate governance and system of corporate governance.
2. During the period, the Articles of the Company was amended in accordance with the regulations and requirements of the "Notice Concerning the Regulation on the Flow of Funds between Listed Companies and their Related Parties and the Provision of Guarantees by Listed Companies to Related Parties" issued by the China Securities Regulatory Commission.
3. During the period, the Company has carried out concrete arrangement for commencing the works on investors relationship management in accordance with the "Notice Concerning the Encouragement of Listed Companies to Strengthen Investors Relationship Management (Shang Shi Bu [2003] No. 197) issued by the CSRC and the "Notice Concerning the Listed Companies in Beijing District to Strengthen Investors Relationship Management" (Jing Zheng Jian Fa [2003] No. 171) issued by the Beijing Municipal Securities Management Office. The Company has established the "System for Investors Relationship Management" so that the Company can standardise the procedures for communication of information with investors and potential investors. The Company has fully protected the legal interests of the Company's investors, ensured that the shareholders has fully exercised their rights and duties, strengthened the communication between the Company and investors and potential investors and facilitated the investors to have thorough understanding and appreciation of the Company's operation. In accordance with the relevant requirements, the Company has also compiled the "Implementation Rules for Information Disclosure" and authorised the Secretary to the Board of Directors for information disclosure, handling the visit and enquiry from shareholders and investors, and reporting the relevant matters to the respective units of the CSRC and stock exchanges in a timely and accurate manner. The regular and special reports as disclosed by the Company during the year truly, accurately, timely and completely disclosed the information of the Company and ensured that the Company's investments in other entities were in compliance with standard procedures and laws so that the interests of the Company and shareholders were properly safeguarded.

二、董事與董事會

本公司董事嚴格遵守其公開做出的承諾，忠實、誠信、勤勉地履行職責。本公司董事會的人數及人員構成符合有關法律、法規的要求。本公司董事會向股東大會負責，按照法定程序召開定期會議和臨時會議，並嚴格按照法律、法規及《公司章程》的規定行使職權，注重維護公司和全體股東的利益。

董事會下設的四個專業委員會，戰略委員會、審計委員會、提名委員會、薪酬與考核委員會成立於2002年8月，幾個專業委員會充分發揮作用，為董事會的決策過程注入了非常重要的制衡元素。

三、獨立董事履行職責情況

獨立董事任職以來，本著對全體股東負責的態度，認真履行法律、法規和《公司章程》賦予的職責，積極參加報告期內的董事會和股東大會，檢查和指導公司經營管理工作，為公司的長遠發展和管理出謀劃策，在董事會日常工作及重要決策中盡職盡責，切實維護了公司及全體股東的利益。



2. DIRECTORS AND THE BOARD OF DIRECTORS

The Directors of the Company honestly, sincerely and diligently carried out their duties in accordance with their public undertakings. The number of members and the composition of members of the Company's Board of Directors are in compliance with the requirements of relevant laws and regulations. The Company's Board of Directors are responsible to the shareholders' meeting of the Company, has convened regular and special meetings in accordance with legal procedures, has exercised its duties and rights in strict compliance with the requirements of laws, regulations and Articles of the Company, and has placed emphasis on safeguarding the interests of the Company and the shareholders as whole.

Four special committees under the Board of Directors including strategy committee, audit committee, nomination committee, remunerations and appraisal committee were established in August 2002. The committees fully carried out their functions and served as a very important element of control over the decision-making process of the Board of Directors.

3. AN OVERVIEW ON THE PERFORMANCE OF DUTIES BY INDEPENDENT DIRECTORS

Since their appointment, the independent directors have sincerely carried out their duties and obligations as required by laws, regulations and the Articles of the Company based on the attitude of being responsible to the shareholders as a whole. They actively participated in the meetings of the Board of Directors and shareholders during the year, inspected and provided guidance for the Company's management works, provided relevant suggestions on the Company's strategy for the long-term development and management of the Company, diligently fulfilled their duties in the daily works and important decisions of the Board of Directors, and properly safeguarded the interests of the Company and the shareholders as a whole.

準備參加慶典的境內外貴賓在股票上市十周年暨新址落成慶典前愉快的交談
Distinguished guests from China and overseas talked before the celebration ceremony of the 10th anniversary for the Company's listing of shares and new premises on 24 October 2003

四、監事與監事會

本公司監事會能夠本著對股東負責的精神，嚴格按照法律、法規及《公司章程》的規定認真履行自己的職責，規範運作，按照法定程序召開定期會議和臨時會議，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，維護公司及股東的合法權益。

五、股東和股東大會

本公司嚴格按照有關規定召開股東大會，確保股東能夠依法行使表決權。本公司關聯交易公平、規範，關聯交易信息及時、充分披露，控股股東沒有利用其控股地位在商業交易中損害公司及中小股東利益。本公司的公司治理結構確保所有股東，特別是中小股東享有平等的權利，並承擔相應的義務。報告期內公司於2003年6月12日召開了2002年度股東大會，會議的各項程序均符合《公司法》、《公司章程》的規定。

4. SUPERVISORS AND SUPERVISORY COMMITTEE

The Company's Supervisory Committee has sincerely carried out their duties and obligations as required by laws, regulations and the Articles of the Company based on the attitude of being responsible to the shareholders and in accordance with standardised procedures. The Supervisory Committee has convened regular and special meeting in compliance with legal procedures, carried out review and supervision to confirm that the Company's finance department, directors, general manager and other senior management has complied with relevant laws when carrying out their duties, and safeguarded the legal interests of the Company and shareholders.

5. SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

The Company has convened shareholders' general meeting in strict compliance with relevant regulations and ensured that shareholders could exercised their voting rights according to relevant laws. The Company's connected transactions were fair and in compliance with standard procedures. The information for connected transactions was timely and completely disclosed. The controlling shareholder has not damaged the interests of the Company and minority shareholders by utilising its status as the controlling shareholder in commercial transactions. The Company's structure of corporate governance has ensured that all shareholders especially medium and minority shareholders have equal rights and undertaken responsibilities and obligations respectively. During the reporting period, the Company convened the 2002 Annual General Meeting on 12 June 2003. The procedures of the meeting were carried out in compliance with the requirements of the Company Law and the Articles of the Company.



2003年10月底，本公司高層與北人羽新、陝西北人管理層在上海舉辦的中國國際全印展上與客商親切交談
The Company's senior management with Beiren Yuxin and Shaanxi Beiren management discussed with customers at China International Printing Exhibition in Shanghai at the end of October 2003



2003年11月14日，本公司技術人員郭寧軍榮獲森澤信夫印刷技術獎
Mr. Guo Ningjun, the Company's technical staff, was honored with Printing Technology Award on 14 November 2003

六、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。

七、與控股股東在業務、人員、資產、機構、財務等方面的分開情況

- 1、在資產方面：本公司自主擁有獨立、完整的資產。
- 2、在人員方面：本公司的經理人員、董事會秘書、財務負責人和營銷負責人沒有在控股股東擔任任何職務，完全獨立於公司的控股股東。
- 3、在財務方面：本公司具有健全的財務會計核算體系，實行獨立核算，制訂了完整的財務管理制度，在銀行開設獨立的賬戶。控股股東沒有干預本公司的財務會計活動。
- 4、在機構方面：本公司建立了完整的組織體系，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：本公司具有獨立、完整的業務結構及自主經營能力，公司同控股股東不存在同業競爭。

6. RELATIONSHIP BETWEEN THE CONTROLLING SHAREHOLDERS AND THE COMPANY

The controlling shareholder of the Company has exercised its rights as a shareholder through the shareholders's general meeting in accordance with relevant laws and has not interfered with the decision and the activities in production and operation of the Company. The Company is totally separated from the controlling shareholder with respect to assets, personnel, finance, structure and business. The Board of Directors, Supervisory Committee and internal organisations have been capable to operate independently.

7. SEPARATION BETWEEN THE COMPANY AND THE CONTROLLING SHAREHOLDER WITH RESPECT TO BUSINESS, PERSONNEL, ASSETS, STRUCTURE AND FINANCE

1. Assets: The Company has independent and complete ownership of its assets.
2. Personnel: The Company's managers, secretary to the Board of Directors and persons in charge of finance and sales and operations have not taken up any positions in the controlling shareholder and completely separated from the Company's controlling shareholder.
3. Finance: The Company has established a sound and independent finance and accounting system. the Company has implemented a complete financial management system. Separate bank accounts have been opened for the Company's operation. The controlling shareholder has not interfered with the financial and accounting activities of the Company.
4. Structure: The Company has established a complete organisation structure. The Board of Directors, Supervisory Committee and other internal organisations carried out their operations independently. There are no relationship in the nature of superior and subordinate or leader and follower between the functional departments of the controlling shareholder and the functional departments of the Company.
5. Business: The Company has independent and complete business structure with capability of carrying out its business independently. The Company and controlling shareholder do not have businesses competing with each other.

八、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

本公司董事會根據公司年度工作目標和計劃的完成情況，對公司高級管理人員進行考核，並採用崗位績效工資制，將決策層、管理層、執行層的收入與公司效益掛鉤；公司的經理人員聘任公開、透明，符合法律法規的規定；公司還將進一步探索有效的獎勵機制，充分調動高級管理人員工作的積極性。

8. THE ESTABLISHMENT AND IMPLEMENTATION OF THE APPRAISAL AND MOTIVATION MECHANISM FOR SENIOR MANAGEMENT DURING THE REPORTING PERIOD

The Company's Board of Directors has carried out review and evaluation of the performance of the Company's senior management based on the conditions of achieving the work target and plan. The Company has adopted the salaries system based on effectiveness achieved by the respective position and linked up the remuneration of personnel involved in decision-making, management and implementation with the Company's operating results. The appointment of the Company's managers was carried out in an open and transparent manner and in compliance with relevant requirements of laws and regulations. The Company will further investigate into the effective motivation mechanism to fully motivate the senior management in their works.



新落成的科研辦公樓前慶典場面
Celebration in front of the newly-completed research and development building



2003年10月24日舉辦的本公司股票上市十周年暨新址落成慶典前召開的新聞發佈會
Press conference before the celebration ceremony of the 10th anniversary for the Company's listing of shares and completion of new premises on 24 October 2003