

# 公司 治 理 結 構

## CORPORATE GOVERNANCE

1. 對照有關上市公司治理的規範性文件，本公司基本符合有關要求。

2. 獨立非執行董事履行職責情況：

本公司聘任了四名獨立非執行董事，並根據香港聯交所上市規則及中國有關規定，由該四名獨立非執行董事組成董事會轄下審核委員會（「審核委員會」）。

1. The actual corporate governance implemented by the Company has complied with the rules and requirements of corporate governance required to be observed by listed companies in the PRC.

2. The duties performed by independent non-executive directors are set out below:

The Company has appointed four independent non-executive directors. Pursuant to the Listing Rules and the relevant rules and regulations of the PRC, an audit committee ("Audit Committee"), comprising four independent non-executive directors was established.

獨立董事姓名 Name of independent non-executive directors	董事會次數 Number of the board meeting ought to attend in 2004	親自出席 Attendance in person	委托出席 本年度應參加 Attendance by Proxy		缺席 Absence	備註 Remark
戴慶駿 Dai Qingjun	7	5	2		—	
肖瑜 Xiao Yu	7	6	1		—	
孫華 Sun Hua	7	5	2		—	
莫仲堃 Stephen Mok	7	5	2		—	

審核委員會主要負責對公司財務報告進行審核，注重公司風險區域研討與分析，了解本公司存在的最大財務風險區域，並提出解決措施；審核公司資產減值準備情況，審核公司對外擔保情況，本公司未對外進行擔保。

獨立非執行董事對公司所發生的關聯交易獨立進行審核，審核關聯交易是否公平合理，有否損害股東的利益，對全體股東負責。

The Audit Committee is mainly responsible for the review of the financial reports of the Company. Through detailed research and analysis of the Company's risk areas, the Audit Committee aims to locate the main financial risks areas in order to make suggestions to the Board of Directors. The Audit Committee also reviews the provision for diminution in value of assets and security provided by the Company to other entities, if any. The Company did not provide any security.

The Company's independent non-executive directors independently review connected transactions entered into by the Company and review whether the connected transactions entered into by the Company are fair and reasonable, as well as review whether the connected transactions are detrimental to the interests of the Company's shareholders. The independent non-executive directors are responsible to all shareholders of the Company.

3. 本公司在業務、資產、人員、機構、財務等方面與控股股東分開，本公司具有獨立完整的生產經營能力。

(i) 在業務方面，本公司主要從事開發、製造及銷售化學原料藥、製劑以及化工產品，新華醫藥集團已向本公司承諾，在新華醫藥集團對本公司有指定程度控制權的期間，將不會從事任何與本公司有直接或間接競爭的業務。

(ii) 在資產方面，本公司擁有獨立的生產系統、輔助生產系統和配套設施；除部分專利技術、「新華牌」商標由控股股東擁有，本公司獨佔使用外，其他工業產權、非專利技術等無形資產由本公司擁有；本公司獨立擁有採購和銷售系統。

(iii) 在人員方面，本公司在勞動、人事及工資管理等方面獨立；總經理、副總經理等高級管理人員均在上市公司領取薪酬，除總經理郭琴在新華醫藥集團兼任董事外，其他高級管理人員均不在股東單位擔任職務。

(iv) 在機構方面，新華製藥設有股東大會、董事會、監事會、董事會秘書和經營管理層，各機構有明確的職責分工，辦公機構和生產經營場所與控股股東分開。

(v) 在財務方面，本公司設立獨立的財會部門，並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。

3. The Company is independent of its controlling shareholder in respect of its business, assets, management, institutions and finance. The Company's production and operation are also independent.

(i) The Company is mainly engaged in the business of development, manufacture and sale of bulk pharmaceuticals, preparations and chemical products. SXPGC undertook that for so long as SXPGC is regarded as a controlling shareholder of the Company, it will not engage in any business directly or indirectly in competition with the business of the Company.

(ii) The Company has its own independent production and supplementary production system and vital auxiliary equipment. Apart from certain patent technologies and the trademark "Xinhua", which are owned by the controlling shareholder, the Company owns all of the other intangible assets such as industrial property rights and know-how technologies used by the Company. The Company also has an independent procurement and sales network.

(iii) The Company is independent of its controlling shareholder in respect of the management of its workforce and their salaries. The Senior Officers of the Company including the general manager and the deputy general managers are paid by the Company and except Ms. Guo Qin who is a director of SXPGC, the other Senior Officers do not hold any position in the controlling shareholder of the Company.

(iv) The Company holds its own shareholders' general meetings, and has its own board of directors, supervisory committee, company secretaries and management, which are responsible for the different areas and functions of the Company. The Company is also independent of its controlling shareholder in office and production space.

(v) The Company has an independent financial department with an independent accounting and financial management system. The Company also maintains its own independent accounts with banks.

4. 報告期內對高級管理人員的考評及激勵機制、相關獎勵機制的建立、實施情況

對於高級管理人員的選擇，本公司按照唯才是舉、德才兼備的原則，一般從公司內部進行選拔，通過考察被選擇人員的思想道德品質、組織協調能力、工作能力和責任心等方面的素質，並經過嚴格的篩選程序，最終由董事會進行聘用。在聘用期間，董事會定期對高級管理人員進行多方面的考核，主要是考核工作績效和貫徹執行董事會決議等方面的情況。

通過對每位高級管理人員的職務分析，明確規定他們的工作性質，職責範圍以及相應的獎懲制度，建立起了激勵和約束機制。

4. The establishment and implementation of assessment and appraisal mechanisms as well as the incentive mechanisms for senior officers

The Company selects its senior officers from its staff on the basis of talent and ability. Prior to selecting and appointing the senior officers, the Board of Directors follows a strict set of selection criteria, which include the assessment of each of the candidates' individual character and ability to work in coordination with others. Once appointed, the Board of Directors would evaluate the senior officers periodically, particularly in respect of achievements and their execution of resolutions passed by the Board of Directors.

By analysing the duties of each of the Senior Officers, the Company would establish incentive and control mechanisms to draw distinctions between the Senior Officers' responsibilities, rewards and sanctions.