

公司治理結構及管治報告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(一) 公司治理的情況

報告期內，公司嚴格按照《公司法》、《證券法》以及中國證監會《上市公司治理準則》等法律法規的要求，繼續探索完善公司法人治理的方式，規範公司運作，以保護公司及股東的利益。

1、關於股東與股東大會

按照公司《章程》的規定，股東按其所持有股份享有平等的權利，承擔相應的義務。公司嚴格按照《上市公司股東大會規範意見》的要求召集、召開股東大會，議事及表決程序規範，歷次股東大會均有律師現場見證。公司關聯交易遵循平等、自願、等價、有償的原則，公平合理、披露充分。

2、關於控股股東與上市公司

控股股東行為規範，沒有直接或間接干預公司的生長經營活動；公司和控股股東在人員、資產、財務、機構和業務等方面嚴格實行「五分開」各自獨立核算，獨立承擔責任和風險。公司的董事會、監事會和內部管理機構均獨立運作。

3、關於董事與董事會

公司董事會會議嚴格按照規定的程序進行，並有真實、完善的會議記錄。董事能以公司和全體股東的最大利益為出發點，忠實、誠信、勤勉地履行職責。董事均以認真、負責的態度出席董事會會議和股東大會，積極參加有關培訓和學習，不斷熟悉有關法律、法規，瞭解作為董事的權利、義務和責任。董事會嚴格按照規定開展工作，科學決策，有力地維護了廣大股東的合法權益。

(II) CORPORATE GOVERNANCE

During the reporting period, the Company continued to improve its corporate governance and regulated its operations in strict compliance with Company Law, Securities Law, Standards for Corporate Governance of Listed Companies issued by CSRC and other laws and regulations, so as to protect the interests of the Company of its shareholders.

1. Shareholders and Shareholders' General Meeting

In accordance with the Articles of Association, shareholders have equal rights and undertake obligations based on the shares held by them. Shareholders' general meetings were convened in strict compliance with Standard Opinions on Shareholders' General Meeting of Listed Companies, the consideration and voting procedures for which were normal. All general meetings have been attended and witnessed by lawyers. Connected transactions of the Company were conducted in accordance with the principle of equality, voluntariness and fair consideration and were fair and reasonable. Information for connected transactions was completely disclosed.

2. Controlling Shareholders and the Company

The controlling shareholder strictly regulated its behaviour, without any direct or indirect interference with the Company's production and operating activities. The Company stringently carried out the strategy "Independent in Five Aspects" with respect to its personnel, assets, finance, organisation and business from those of the controlling shareholder, with separate accounting systems and respective responsibilities and risks. The Board of Directors, the Supervisory Committee and other internal management organisations all operated independently.

3. Directors and the Board of Directors

Directors are elected in strict compliance with the required procedures in the Company Law and the Articles of Association. The number of persons for the Board and the personnel composition were in compliance with requirements of laws and regulations. In accordance with the Rules of Procedure for the Board of Directors, each director of the Company attended the Board meetings earnestly and performed their duties in honest and diligent manner.



(一) 公司治理的情況 (續)

4、關於監事和監事會

公司監事會能夠依據《監事會議事規則》等制度，定期召開監事會會議，並以認真負責的態度列席董事會會議。公司監事和監事會能夠獨立的對公司財務、收購出售資產、關聯交易、董事及高級管理人員進行監督，並發表獨立意見。

5、關於相關利益者

公司能夠充分尊重和維護相關利益者的合法權益，實現股東、員工、社會等各方利益的協調平衡，共同推動公司持續、健康發展。

6、關於信息披露和投資者關係

公司制訂了《信息披露內控制度》、《投資者關係管理制度》，董事會秘書負責信息披露工作，接待股東來訪和諮詢。公司按照有關規定，真實、完整、準確、及時地披露有關信息，切實保證投資者能平等地獲得有關信息。

報告期，公司通過在報章及指定網站發佈公告、定期報告，舉辦業績推介會、電話會議等，向投資者介紹公司經營情況和發展前景，使投資者能更深入地瞭解公司。

(II) CORPORATE GOVERNANCE (continue)

4. Supervisors and the Supervisory Committee

The Supervisory Committee of the Company has convened regular meetings in accordance with the Rules of Procedure for the Supervisory Committee and attended the Board meetings in an earnest and responsible manner. The supervisors and the Supervisory Committee of the Company performed their duties and gave their independent opinions in connection with supervision over the financial position, acquisition and disposal of assets, connected transactions, directors and senior management members of the Company.

5. Concerned parties

Adequate respect and safeguard were provided to legal interests of concerned parties for coordination and balance among shareholders, staff and society, so as to jointly promote sustainable and healthy development of the Company.

6. Information Disclosure and Investor Relations

The Company formulated the Internal Control System for Information Disclosure and the System for Investor Relation Management. The secretary to the Board of Directors was in charge of information disclosure and handling visits and enquiries from shareholders. In accordance with relevant regulations, the Company disclosed information on an honest, complete, accurate and timely basis, ensuring the equal access to relevant information by investors.

During the reporting period, by publishing its announcements and periodic reports in newspapers and designated websites and holding results presentations and conference calls, the Company introduced its operation and prospect to investors for their deeper understanding on the Company.



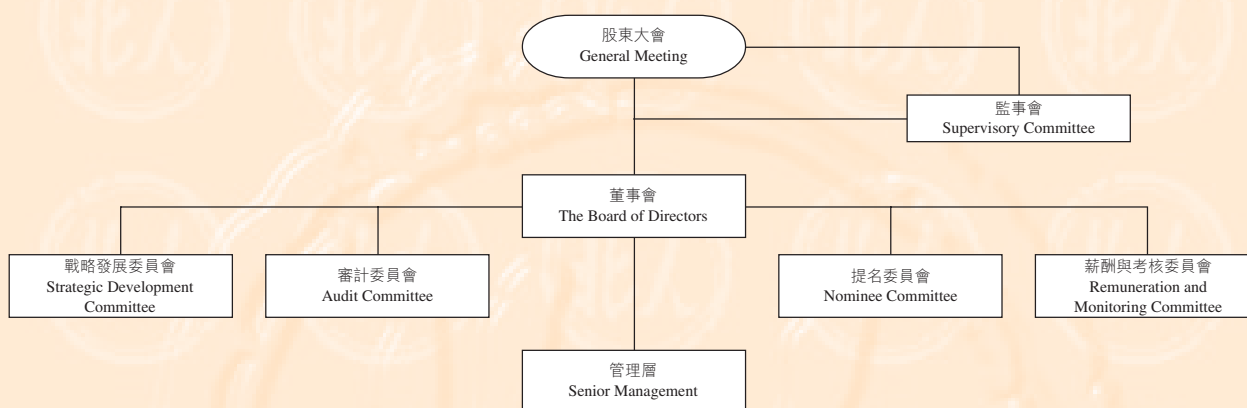
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(二) 企業管治報告

於報告期本公司已遵守香港聯交所《證券上市規則》以下簡稱（「證券上市規則」）附錄十四《企業管治常規守則》本公司法人治理法構圖（以下簡稱《守則》）列載的規定。

本公司法人治理結構圖：



(II) CORPORATE GOVERNANCE REPORT

During the reporting period, the Company was in compliance with all the provisions in the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Corporate Governance Structure of the Company:

1、董事及董事會組成

本公司董事會由十一名董事組成，其中執行董事四名、非執行董事七名。非執行董事中獨立非執行董事四名，佔董事會人數的三分之一以上。董事會成員如下：

執行董事

朱武安	董事長
王國華	執行董事、總經理
姜建明	執行董事、總會計師
楊振東	執行董事、總工程師

非執行董事

陸長安	副董事長
于寶貴	非執行董事
鄧鋼	非執行董事

獨立非執行董事

武文祥	獨立非執行董事
胡匡佐	獨立非執行董事
李一經	獨立非執行董事
施天濤	獨立非執行董事

1. Directors and Composition of the Board of Directors

The Board of the Company consists of 11 directors, including 4 executive directors and 7 non-executive directors. The non-executive directors includes 4 independent non-executive directors, accounting for more than one. third of the total members of the Board. Member of the Board are as follows:

Executive Director

Zhu Wuan	Chairman
Wang Guohua	Executive Director, General Manager
Jiang Juanming	Executive Director, Chief Accountant
Yang Zhendong	Executive Director, Chief Engineer

Non-Executive Director

Lu Changan	Vice Chairman
Yu Baogai	Non-Executive Director
Deng Gang	Non-Executive Director

Independent Non-Executive Director

Wu Wenxiang	Independent Non-Executive Director
Wu Hongzuo	Independent Non-Executive Director
Li Yijing	Independent Non-Executive Director
Shi Tiantao	Independent Non-Executive Director



(二) 企業管治報告 (續)

1、 董事及董事會組成 (續)

本公司執行董事及非執行董事在生產、經營、管理上都具有豐富經驗，均能合理決策董事會所議事項。四名獨立非執行董事中一名為印刷行業的資深人士，一名為會計師、具有多年的會計從業經驗，一名為大學教授、博士生導師、在法律方面造詣較深，一名為具有香港律師資格在法律、公司經營管理上具有豐富經驗。該等獨立非執行董事完全具備評價內部控制的能力及審閱財務報告的能力。董事會構成完全符合境內外有關法律法規及規範性文件的要求。

於報告期內，盡董事會所知董事會成員之間 (包括董事長與總經理) 不存在任何須予披露的關係，包括財務、業務、家屬或其他相關的關係。

本公司已採納香港聯交所《證券上市規則》附錄十《上市發行人董事進行證券交易的標準守則》董事書面確認，報告期內本公司董事均已遵守該標準守則的標準。

本公司收到四名獨立非執行董事按照香港《證券上市規則》第三章保薦人、授權代表及董事第3.13之要求提交的獨立性確認聲明書，公司董事會認為四名獨立非執行董事均具有獨立性。

(II) CORPORATE GOVERNANCE REPORT (contineud)

1. Directors and Composition of the Board of Directors (contineud)

The executive directors and non-executive Directors of the Company have extensive experience in production, operation and management and make reasonable decisions in respect of the matters proposed by the Board. Among the 4 independent non-executive Directors, one is an experienced participant in printing industry, one is an accountant with years' experience in accounting, one is a professor and Tutor of dotorate candidates in Tsinghua University with accomplishments in law, the other has the qualification of being Hong Kong lawyer and has extensive experience in law and corporate operation and management. Such independent non-executive directors have abilities of assessing internal control and reviewing financial report. The Composition of the Board was in full compliance with the requirements of the relevant domestic and overseas laws and regulations and standardized documents.

During the reporting period, as is aware of the Board, there is no connection among the directors (including the Chairman and the General Manager) that is discloseable with respect to finance, business, relatives or other relevant matters.

Based on the written confirmations of the directors, all directors of the Company have complied with the acquired standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules during the reporting period.

The Company has received the confirmation on independence submitted by the 4 independent non-executive Directors pursuant to Article 3.13 of Chapter 3 Sponsors, Authorised Representatives and Directors in the Listing Rules, and the Board of the Company thinks that the 4 independent non-executive are independent.



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(二) 企業管治報告 (續)

(II) CORPORATE GOVERNANCE REPORT (contineud)

2、 2005年董事會會議及董事出席情況

報告期內，本公司共召開六次董事會會議。

2. Attendance of directors at the Board meetings in 2005

During the reporting period, the Company has convened 6 Board meetings.

姓名 Name	應參加 (次) Required attendance (times)	親自出席 (次) Attendance in person (times)	委託出席 (次) Attendance by proxy (times)	缺席 (次) Absence (times)	出席率 (%) Attendance rate (%)
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執行董事 Executive Directors

朱武安	6	6	—	—	100%
Zhu Wuan	6	6	—	—	100%
王國華	6	6	—	—	100%
Wang Guohua	6	6	—	—	100%
姜建明	4	4	—	—	100%
Jiang Jianming	4	4	—	—	100%
楊振東	4	4	—	—	100%
Yang Zhendong	4	4	—	—	100%

非執行董事 Non-executive Directors

陸長安	6	6	—	—	100%
Lu Changan	6	6	—	—	100%
于寶貴	6	6	—	—	100%
Yu Baogui	6	6	—	—	100%
鄧鋼	4	4	—	—	100%
Deng Gang	4	4	—	—	100%

獨立非執行董事 Independent Non-executive Directors

武文祥	6	6	—	—	100%
Wu Wenxiang	6	6	—	—	100%
胡匡佐	6	6	—	—	100%
Wu Hongzuo	6	6	—	—	100%
李一經	6	6	—	—	100%
Li Yijing	6	6	—	—	100%
施天濤	4	3	—	—	75%
Shi Tiantao	4	3	—	—	75%

於報告期內股東周年大會上選舉的第五屆董事會董事，任職日期為2005年7月14日至2008年7月13日。由於姜建明、楊振東、鄧鋼、施天濤為新任的第五屆董事會成員，故報告期內應參加四次會議。

During the reporting period, the directors of the fifth Board were elected at the annual general meeting with a term commencing from 14 July 2005 to 13 July 2008. Since Jiang Jianming, Yang Zhendong, Deng Gang and Shi Tiantao are new members of the fifth Board, they are required to attend four meetings during the reporting period.



(二) 企業管治報告 (續)

3、 董事長及總經理

本公司董事長及總經理由不同人士擔任並有明確分工。

董事長系公司法定代表人、由董事會以全體董事的過半數選舉和罷免。董事長負責企業籌劃及戰略性決策，主持董事會工作，保證董事會以方式審議所有涉及事項，促使董事會有效運作。

董事長有權主持股東大會，召集和主持董事會會議，檢查董事會決議的實施情況，簽署公司發行的證券和其他重要文件。經董事會授權，還可以召集股東大會；在董事會閉會期間，對公司的重要業務活動給予指導。

總經理由董事會聘任對董事會負責。總經理率領管理層，負責公司日常生產經營管理事務，組織實施董事會的各項決議。根據董事會或者監事會要求，總經理定期向董事會或者監事會報告公司重大合同的簽訂、執行情況，資金運用情況和盈虧情況。

4、 執行董事、非執行董事

公司非執行董事任期與其餘董事相同，均為三年，現任非執行董事任期為2005年7月14日至2008年7月13日。

(II) CORPORATE GOVERNANCE REPORT (contineud)

3. Chairman and General Manager

The Chairman and the General Manager of the Company are assumed by different persons.

The Chairman, the legal representative of the Company, is elected and removed by more than half of all directors of the Board. The Chairman is responsible for corporate planning and strategic decision-makings and chairing the Board, so as to ensure that the Board duly considers and approves all involved matters and the Board runs efficiently.

The Chairman is entitled to preside over the general meetings, to convene and chair the Board meetings, to check the implementation of resolutions of the Board, and to sign the securities issued by the Company and other important documents. As authorised by the Board, the Chairman can also chair the general meetings and provide guidance to the Company's important business activities during the adjournment of the Board meetings.

The General Manager is appointed by the Board and reports to the Board. The General Manager commands the management to take in charge of daily production, operation and management of the Company and implementation of all resolutions of the Board. As required by the Board or the Supervisory Committee, the General Manager will report to the Board or the Supervisory Committee the signature and implementation of significant contracts, and the utilisation of funds and the profit and loss.

4. Executive Directors and Non-executive Directors

Like the other directors, the existing non-executive directors of the Company has the term of office of 3 years commencing from 14 July 2005 to 13 July 2008.



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(二) 企業管治報告 (續)

5、 獨立非執行董事履行職責情況

(1) 獨立非執行董事參加董事會的出席情況

獨立董事姓名 Name of independent director	本年應參加董事會次數 Required attendance during the year	親自出席 (次) Attendance in person (times)	委託出席 (次) Attendance through proxies (times)	缺席 (次) Absence (times)	備註 Notes
武文祥 Wu Wenxiang	6	6	—	—	—
胡匡佐 Hu Kuangzuo	6	6	—	—	—
李一經 Li Yijing	6	6	—	—	—
施天濤 Shi Tiantao	4	3	—	1	—
	4	3		1	

(2) 獨立非執行董事履行職責情況

本公司獨立非執行董事能夠按照有關法律法規的要求，以認真、負責的態度履行自己的職責，出席董事會會議及股東大會，積極參與公司的各項重大決策，提供了專業及建設性的意見，針對公司的重大事項發表專項意見，對董事會的科學、客觀決策及公司的規範發展起到積極的作用，切實有效地維護了公司及股東的合法權益。

(3) 獨立非執行董事對公司有關事項提出異議的情況

於報告期內，本公司獨立非執行董事未對公司本年度的董事會議案及其他非董事會議案事項提出異議。

(II) CORPORATE GOVERNANCE REPORT (continueud)

5. Performance of duties by independent non-executive directors

(1) Attendance of independent non-executive directors at the Board meetings

獨立董事姓名 Name of independent director	本年應參加董事會次數 Required attendance during the year	親自出席 (次) Attendance in person (times)	委託出席 (次) Attendance through proxies (times)	缺席 (次) Absence (times)	備註 Notes
武文祥 Wu Wenxiang	6	6	—	—	—
胡匡佐 Hu Kuangzuo	6	6	—	—	—
李一經 Li Yijing	6	6	—	—	—
施天濤 Shi Tiantao	4	3	—	1	—
	4	3		1	

(2) Performance of duties by independent non-executive directors

Independent non executive directors of the Company performed their duties in a prudent and responsible manner in accordance with relevant laws and regulations. They attended the Board meetings and the shareholders' general meetings with their professional and constructive opinions for significant decisions of the Company. They gave their special opinions regarding the Company's significant events. By doing such, the independent non executive Directors have played an active role for rational and objective decisions of the Board and regulate development of the Company, thus practically and effectively protecting the legal interests of the Company and its shareholders as a whole.

(3) Independent Non-executive Directors' Objection to the Relevant Matters of the Company

During the reporting period, independent non executive Directors of the Company did not object to the proposals put forward at the Company's Board meetings and other meetings during the year.





2005年5月12日，本公司董事長朱武安先生在國際印刷發展論壇上發表演講

On 12 May 2005, Mr. Zhu Wuan, the Chairman of the Company, gave a speech on the forum of International Printing Exhibition

(二) 企業管治報告 (續)

6、 董事會及管理層的職權

(1) 董事會履行法律規及公司章程賦予的職權，主要包括：

1. 召集股東大會，執行股東大會的決議；
2. 決定本公司年度經營計劃、重要投資方案；
3. 制定本公司財務預算、利潤分配預案、基本管理制度、重大收購或出售方案；
4. 聘任或者解聘本公司總經理，根據總經理提名，聘任或解聘本公司副總經理、財務負責人等高級管理人員；
5. 向股東大會提請續聘或更換為公司審計的會計師事務所；
6. 審議本公司經理報告；
7. 行使本公司的融資和借款權以及決定本公司重要資產的抵押、出租和轉讓等事項。

(II) CORPORATE GOVERNANCE REPORT (contineud)

6. Power of the Board of Directors and senior management

(1) The Board of Directors exercised the power stipulated in laws and regulations and the Articles of Association as follows:

1. To convene shareholders' general meetings and implement resolutions passed thereat;
2. To formulate the annual operating plan and material investment plan of the Company;
3. To determine the financial budget, profit distribution plan, basic management mechanism and material acquisition or disposal plan of the Company;
4. To appoint or dismiss the Company's general manager and to appoint or dismiss the Company's senior management members including the deputy general manager and the financial controller based on nominations by the general manager;
5. To propose to the shareholders' general meeting to re-appoint or change the Company's auditing and accounting firms;
6. To consider the management's report;
7. To exercise the financing and borrowing right and determine the pledge, lease and transfer of the Company's material assets.

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(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況

董事會已成立四個專門委員會，分別是戰略發展委員會、審計委員會、薪酬與考核委員會、提名委員會。各委員會均制訂了實施細則，並已獲得董事會的批准。

1. 戰略發展委員會

戰略發展委員會的主要職責是制訂本公司戰略規則，監控戰略的執行，以及適時調整本公司戰略和管治架構。

戰略發展委員會由五名董事組成，戰略發展委員於報告期舉行了一次會議，並邀請了公司董事、監事及高級管理人員參加，對公司「十一·五發展規劃」進行了討論。

戰略發展委員會成員名單及會議情況：

姓名	說明	2005年應出席 會議次數 Required number of attendance for 2005	實際出席 席會議次數 Actual number of attendances
Name	Remark		
董事長朱武安 Zhu Wan, Chairman	委員會主席 Committee, Chairman	1	1
副董事長陸長安 Lu Changan, Vice Chairman		1	1
執行董事王國華 Wang Guohua, Executive Director		1	1
執行董事楊振東 Yang Zhendong, Executive Director		1	1
獨立非執行董事武文祥 Wu Wenxiang, Independent Non-Executive Director		1	1

(II) CORPORATE GOVERNANCE REPORT (contineud)

6. Power of the Board of Directors and senior management (contineud)

(2) Work of the committees under the Board of Directors

The Board has set up four special committees, namely the Strategic Development Committee, the Audit Committee, the Remuneration and Monitoring Committee and the Nomination Committee. Each committee has formulated its own implementation rules, which were approved by the Board.

1. Strategic Development Committee

The main duties of the Strategic Development Committee are to formulate strategic rules of the Company, to supervise the implementation of strategies and to timely adjust corporate strategies and the governance structure.

The Strategic Development Committee comprises five directors. During the reporting period, the Strategic Development Committee convened one meeting. The directors, supervisors and senior management of the Company were invited to the meeting to discuss the Company's "Eleventh Five Year" Development Plan.

List of Strategic Committee members and information on the committee meeting attendance:



公司 治 理 結 構 及 管 治 報 告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況 (續)

2. 審計委員會

審計委員會的職權範圍是依據香港會計師公會頒布的《審核委員會有效運作指引》中所提出的建議、《證券上市規則》附錄十四《企業管治常規守則》以及中國證監會頒佈的《中國上市公司治理準則》而制訂的。其主要職責包括：檢討及監察集團的財務匯報質量和程序，檢討本公司內部監控制度的健全性與有效性，負責獨立審計的聘任、工作協調及對其工作效率和工作質量進行檢討，審閱內部審計人員發出的一切書面報告並檢討經理層對這些報告的反饋意見。

(II) CORPORATE GOVERNANCE REPORT (contineud)

6. Power of the Board of Directors and senior management (contineud)

(2) Work of the committees under the Board of Directors (contineud)

2. Audit Committee

The power of the Audit Committee was formulated in accordance with advice in Guide for Effective Operation by Audit Committee issued by Hong Kong Institute of Certified Public Accountants, Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules and Standard of Corporate Governance for PRC Listed Companies issued by CSRC. Its major duties are to review and examine the quality and procedure of the financial reporting of the Group, to review the completeness and effectiveness of the internal control system of the Company, to appoint independent auditors, coordinate their work and review the quality and efficiency of their work, and, lastly, to review all written reports by internal auditors and the management's feedback on such reports.



2005年1月本公司榮獲全國機械工業質量效益型先進企業，2005年3月本公司榮獲現代化管理企業稱號，成為全國唯一一家同時被授予兩項殊榮的企業。The Company is the only enterprise to receive the National Advanced Enterprise of Machinery Industry with Quality Efficiency in January 2005 and earned the name of Modernized Management Enterprise in March 2005.



公司治理結構及管治報告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT



2005年11月13日，北京市人大代表蒞臨本公司
On 13 November 2005, the delegate of National People's Congress visited the Company

(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況 (續)

2. 審計委員會 (續)

審計委員會由三名董事組成。審計委員會於報告期舉行了四次會議，審議了2005年第一季度和第三季度未經審計之財務報告(按中國會計準則)及半年度未經審計之財務報告於公佈前，已經審計委員會審閱並向董事會提出批准建議。審計委員會亦就本公司內部監控系統的有效性作出獨立評價，以及監察和考核公司的內部審計工作，並持續的就內部控制及本公司治理水平的提升向管理層提供了專業意見。審計委員會還就本公司之重大事項向管理層及時提供了專業意見或提醒關注相關風險。根據聯交所新修訂管治要求，審計委員會於每次會議後，均就曾討論的重要事項向董事會提交報告，並至少每六個月向董事會匯報委員會的工作情況和進展。



2005年3月，德國印刷及紙張加工專業委員會技術監督及預防部部長阿爾伯萊希特·格呂克勒(Albrecht Glockle)先生向本公司董事長朱武安先生頒發GS證書
In March 2005, Mr. Albrecht Glockle, Head of Technological Supervision and Prevention Division of German Printing and Paper Processing Professional Committee, awarded Mr. Zhu Wuan, the Chairman of the Company, GS Certification

(II) CORPORATE GOVERNANCE REPORT (continueud)

6. Power of the Board of Directors and senior management (continueud)

(2) Work of the committees under the Board of Directors (continueud)

2. Audit Committee (continueud)

The Audit Committee comprises three Directors. During the reporting period, the Audit Committee convened four meetings. Prior to their announcements, the Audit Committee had reviewed the unaudited financial statements for the first and third quarters of 2005 (prepared under the PRC accounting standards) and the unaudited financial statements for the half year ended 30 June 2005, and recommended the Board to approve the same. In addition, it made independent assessment on the effectiveness of the internal control system of the Company, and monitored and examined the internal audit of the Company, and consistently provided the management with its professional opinion regarding improvement of the Company's internal control and corporate governance. Opinions or warnings of relevant risks were also made to the management in connection with the Company's significant events. In accordance with the amended governance requirements by the Stock Exchange, the Audited Committee has submitted to the Board, after each meeting, the reports on major events under discussion, and has reported to the Board with respect to its performance and progress of work at least every six months.



公司 治 理 結 構 及 管 治 報 告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況 (續)

審計委員會成員
名單及會議情
況：

姓名	說明	2005年應出席 會議次數 Required number of attendance for 2005	實際出席 會議次數 Actual number of attendances
Name	Remark		
獨立非執行董事李一經 Li Yijing, Independent Non-Executive Directors	委員會主席 Committee, Chairman	4	4
獨立非執行董事施天濤 Shi Tiantao, Independent Non-Executive Directors	—	4	4
執行董事姜建明 Jiang Jianming, Executive Director	—	4	4

3. 薪酬與考核委員會

薪酬與考核委員主要職責是研究和審議本公司薪酬政策和激勵機制，制訂本公司董事和高級管理人員的考核標準並進行考核。

薪酬與考核委員會由三名董事組成，薪酬與考核委員會於報告期舉行了一次會議，擬訂新一屆董事會董事薪酬本方案，以及指導和監察公司中薪酬體系的檢討及完善工作。

有關本公司薪酬政策、董事薪酬、高級管理人員的考評與激勵機制等詳情，載列於第五部分「董事、監事、高級管理人員和員工情況」中。

(II) CORPORATE GOVERNANCE REPORT (contineud)

6. Power of the Board of Directors and senior management (contineud)

(2) Work of the committees under the Board of Directors (contineud)

List of Audit Committee members and information on the committee information on the committee meeting attendances:

3. Remuneration and Monitoring Committee

The major duties of the Remuneration and Monitoring Committee are to study and consider the Company's remuneration policy and incentive mechanism, and to formulate the appraisal standard for directors and senior management of the Company and examine them.

The Remuneration and Monitoring Committee comprises three directors. During the reporting period, the Remuneration and Monitoring Committee convened one meeting. The committee proposed a remuneration plan for the new Board and guided and supervised the review and improvement of the remuneration system of the Company.

Details of the Company's remuneration policies, remuneration of directors, appraisal of the senior management and the incentive mechanism are set out in Part IV of this annual report headed "Directors, Supervisors, Senior Management and Staff".



公司治 理 結 構 及 管 治 報 告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況 (續)

薪酬與考核委員會成員名單及會議情況：

姓名	說明	2005年應出席 會議次數 Required number of attendance for 2005	實際出席 會議次數 Actual number of attendances
Name	Remark		
獨立非執行董事胡匡佐 Wu Wenxiang, Independent Non-Executive Directors	委員會主席 Committee, Chairman	1	1
獨立非執行董事李一經 Li Yijing, Independent Non-Executive Director	—	1	1
執行董事王國華 Wang Guohua, Executive Director	—	1	1

4. 提名委員會

提名委員會的主要職責是對董事和高級管理人員的人選、選擇標準和程序進行研究並提出建議。

提名委員會由三名董事組成，提名委員會於報告期舉行了一次會議。

本公司章程及細則中，列明董事提名的方式、建議程序以及董事的任職資格和基本素質要求。本年度內，提名委員會就新一屆董事會選舉的程序和工作安排進行了監督和指導，對股東及董事會提交的董事候選人的書面提名材料進行審核，組織完成了第五屆董事會的提名工作。

(II) CORPORATE GOVERNANCE REPORT (continueud)

6. Power of the Board of Directors and senior management (continueud)

(2) Work of the committees under the Board of Directors (continueud)

List of Remuneration and Monitoring Committee members and information on the committee meeting attendances:

姓名	說明	2005年應出席 會議次數 Required number of attendance for 2005	實際出席 會議次數 Actual number of attendances
Name	Remark		
獨立非執行董事胡匡佐 Wu Wenxiang, Independent Non-Executive Directors	委員會主席 Committee, Chairman	1	1
獨立非執行董事李一經 Li Yijing, Independent Non-Executive Director	—	1	1
執行董事王國華 Wang Guohua, Executive Director	—	1	1

4. Nomination Committee

The principal duties of the Nomination Committee are to work over and hence give its opinion on candidates and, election standard and procedures for directors and the senior management.

The Nomination Committee comprises three directors. During the reporting period, the Nomination Committee convened one meeting with 100% attendance.

The nomination process, recommendation procedure and qualification and basic requirements for directors are set out in the Articles of Association and by-laws of the Company. During the year, the Nomination Committee supervised and guided the election procedure and work arrangement for the new Board, reviewed the written nomination materials on director candidates submitted by shareholders and the Board, and organized and completed the nomination of directors for the fifth Board.



公司治 理 結 構 及 管 治 報 告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(二) 企業管治報告 (續)

6、 董事會及管理層的職權 (續)

(2) 董事會轄下委員會工作情況 (續)

提名委員會成員名單及會議情況：

姓名	說明	2005年應出席 會議次數 Required number of attendance for 2005	實際出席 席會議次數 Actual number of attendances
Name	Remark		
獨立非執行董事胡匡佐 Wu Wenxiang, Independent Non-Executive Director	委員會主席 Committee, Chairman	1	1
獨立非執行董事施天濤 Shi Tiantao, Independent Non-Executive Director	—	1	1
非執行董事鄧鋼 Deng Gang, Non-Executive Director	—	1	1

List of Nomination Committee members and information on the committee meeting attendance:

(3) 本公司管理層根據公司章程賦予的職權，主要履行以下職責：

- 負責組織實施本公司年度經營計劃和投資方案；
- 擬訂本公司內部管理機構設置方案；
- 擬訂本公司的基本管理制度；
- 聘任或者解聘除應由董事會聘任或解聘以外的負責管理人員；
- 制訂公司的基本規章等事項。

(3) The management of the Company undertakes the following duties as stipulated in the Articles of Association:

- To arrange and implement the Company's operating plan and investment plan;
- To propose the establishment for internal management institutions of the Company;
- To propose the basic management mechanism for the Company;
- To appoint or dismiss other management members whose appointment and dismissal are not subject to the Board;
- To formulate such matters as basic rules for the Company.



公司治理結構及管治報告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(二) 企業管治報告 (續)

7、 核數師酬金

本報告期，德勤華永會計師事務所及香港德勤關黃陳方會計師行分別為公司的中國及國際核數師，並已審核隨附根據中國會計準則和制度編制的會計報表及根據香港會計準則編制的財務報告。應支付給兩會計師事務所的報酬為德勤華永會計師事務所人民幣120萬元，香港德勤關黃陳方港幣80萬元，其中年度審計費用人民幣120萬元，港幣30萬元，中期審閱費用港幣50萬元。審計費用包括核數師為本公司提供的審計審閱，及赴外地審計的旅費等，全部有關審計工作的服務費用。

截止2005年12月31日德勤華永會計師事務所為本公司提供了7年審計服務。香港德勤關黃陳方會計師行為本公司提供了9年審計服務。

本公司在過去3年未更換核數師。

有關是否續聘上述兩所會計師事務所為本公司2006度之核數師議案將在應屆股東周年大會上提呈。

8、 董事會就財務報表之責任聲明

本聲明旨在向股東清楚區別公司董事與審計師對服務報表所分別承擔之責任，並應與財務報告所載的審計報告中的審計師責任聲明一併閱讀。

董事會認為：本公司所擁有之資源足以在可預見之將來繼續經營業務，故財務報表以持續經營作為基準編制，於編制財務報表時，本公司已使用適當之會計政策；該等政策均貫徹地運用，並有合理與審慎之判斷及估計作支持，同時亦依循董事會認為適用之所有會計標準。

董事有責任確保本公司編制之賬目記錄能夠合理、準確地反映本公司之財務狀況，並確保該財務報表符合中國及香港相關會計準則的要求。

(II) CORPORATE GOVERNANCE REPORT (continueud)

7. Auditors' remuneration

During the reporting period, the Company appointed Deloitte Touche Tohmatsu Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong as its domestic and overseas auditors respectively and have reviewed the principal report prepared under the PRC accounting standards and the financial report prepared under the Hong Kong GAAP. The remuneration payable to Deloitte Touche Tohmatsu Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong is Rmb\$1,200,000 and HK\$800,000 respectively, of which annual audit fee amounts to HK\$500,000 and interim audit fee amounts to Rmb1,200,000, HK\$300,000. The audit fee includes the fees for audit and review services and travelling expenses incurred for audit and review in other places.

As at 31 December 2005, Deloitte Touche Tohmatsu Certified Public Accountants has provided audit services for the Company 7 years and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong provided audit services for the Company for 9 years.

There is no change in the auditors of the Company during the past three years.

A proposal will put forward as to whether to re-appoint the two accounting firms as the Company's auditors for the year 2006 at the forthcoming annual general meeting.

8. Responsibility statement on financial statements by the Board of Directors

This statement is made for shareholders to differentiate the respective responsibilities of the directors and the auditors in connection with service reports, which should be read in conjunction with the Responsibility statement by auditors contained in the auditors' report set out in the financial statements.

The Board is of the opinion that as the Company's resources are sufficient for its operation in future, the financial statements have been prepared based on the going concern, that in preparation of such financial statements, applicable accounting policies were adopted and carried through with reasonable and prudent judgment and valuation, and that the preparation of the statements is in compliance with all accounting standards the Board considers applicable.

The directors are responsible to ensure that the accounts record prepared by the Company reasonably and accurately reflects the Company's financial condition, and the financial statements are in compliance with relating accounting requirements in the PRC and Hong Kong.



(二) 企業管治報告 (續)

9. 內部控制與內部審核

董事會負責建立及維持本公司的內部控制系統，以檢討有關財務、經營、合規性和風險管理等所有重要的監控程序，保障股東權益及集團資產。董事會授權經理層推行上述內部控制系統，並通過審計委員會檢討其效用。

公司內部控制制度對公司內部控制的目標、內容、方法和職責進行了全面的概括和闡述，有利於公司對已有制度的遵循情況和內部控制效果進行持續的檢查和評估。公司董事會計劃每年度對內部控制體系進行一次全面檢查和監控，以達到《證券上市規則》附錄十四《企業管治常規守則》的相關要求。

由於內部控制系統固有的局限性，本公司內部控制系統的設立是為了管理可能發生的風險，而不可能完全地消除風險。因此，其僅能為本公司經營目標的實現提供合理保證而不是絕對保證。同樣，該內部控制系統也不可能完全杜絕重大錯誤陳述和損失。

10. 公司聲明：本公司公眾持股量在報告期內是足夠的。

(II) CORPORATE GOVERNANCE REPORT (contineud)

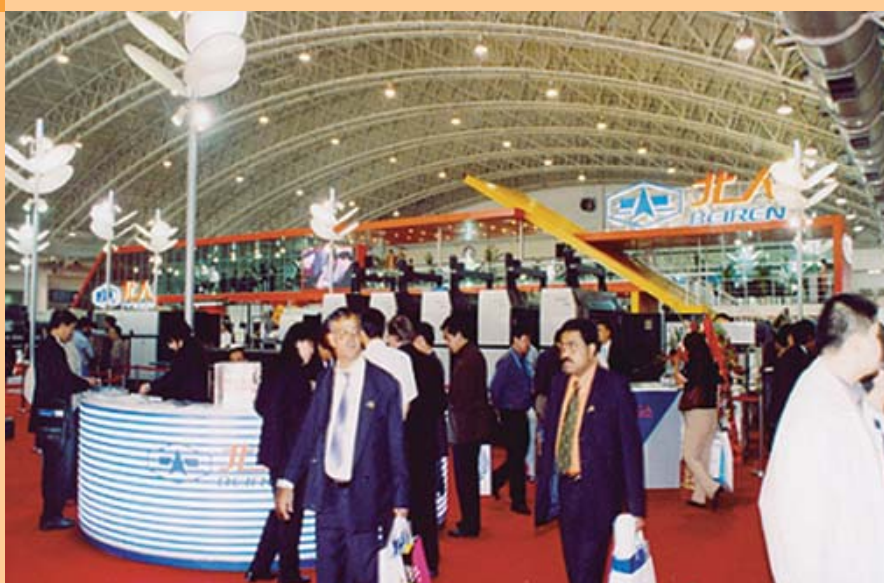
9. Internal control and internal audit

The Board is responsible for establishment and maintenance of the Company's internal control system to review the key control process relating to finance, operation, legality and risk management to safeguard the shareholders' interests and assets of the Group. The Board authorises the management to implement the said internal control system and the Audit Committee reviews its efficiency.

The internal control system summaries and clarifies the objective, content, process and functions of the internal control, which facilitates the Company's review and assessment on its compliance with existing systems and results of the internal control. The Board of the Company plans to conduct an overall examination and supervision on the internal control system each year to meet relevant requirements in Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules.

Due to its intrinsic limitation, the internal control system of the Company is set up to manage the potential risks which would not be completely eliminated. Therefore, such internal control system can only provide a rational, but not absolute, guaranty, for realisation of the Company's operating targets. It is impossible for the internal control system to stop material misrepresentations or loss.

10. The Company confirmed that the public float of the company during the reporting period is sufficient.



2005年5月11日至5月15日，第六屆北京國際印刷技術展覽會在北京舉行，圖為本公司展台
The exhibition booth of the Company in the 6th Beijing International Printing Technology Exhibition held in Beijing from 11 May to 15 May 2005.

公司治理結構及管治報告

CORPORATE GOVERNANCE AND GOVERNANCE REPORT

(三) 公司相對於控股股東在業務、人員、資產、機構、財務等方面的獨立情況

1. 業務方面：本公司業務結構完整，自主獨立經營，與控股股東之間無同業競爭，控股股東不存在直接或間接干預公司經營運作的情形。
2. 人員方面：本公司在勞動、人事及工資管理等各方面均獨立於控股股東。總經理、副總經理、董事會秘書、總會計師等高級管理人員均在本公司領取報酬。
3. 資產方面：本公司擁有獨立完整的生產、供應、銷售系統和配套設施。
4. 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均獨立運作。
5. 財務方面：本公司設立了獨立的財務部門和獨立的財務會計核算體系，制訂了完整的財務管理制度，並獨立開設銀行賬戶。

(四) 高級管理人員的考評及激勵情況

報告期內，本公司董事會與高級管理人員及部分系統負責人簽訂了年度重點工作責任書，並對高級管理人員及部分系統負責人進行了考核。根據完成情況，綜合評定後，給予獎勵。

(III) SEPARATION BETWEEN THE COMPANY AND THE CONTROLLING SHAREHOLDER WITH RESPECT TO BUSINESS, PERSONNEL, ASSETS, ORGANISATION AND FINANCE

1. Business: The Company has a complete business structure with capability of carrying out its business independently. The Company and the controlling shareholder do not have businesses competing with each other. The controlling shareholder does not directly or indirectly interfere with the operation of the Company.
2. Personnel: The Company is independent of the controlling shareholder with respect to labour, personnel and salaries management. Senior management members including the general manager, deputy general managers, secretary to the Board and chief accountant receive their remunerations in the Company.
3. Assets: the Company has independent and complete systems for production, supply and sales, and the ancillary facilities.
4. Organisation: The Company has established a complete organisation structure. The Board of Directors, the Supervisory Committee and other internal organisations carried out their operations independently.
5. Finance: The Company has established an independent finance department and an independent finance and accounting system. The Company has implemented a complete financial management system with separate bank accounts.

(IV) APPRAISAL AND MOTIVATION MECHANISM FOR SENIOR MANAGEMENT

During the reporting period, the Board of Directors signed annual key task undertakings with the senior management and certain division heads who were rewarded according to the completion of their undertakings and the comprehensive appraisal.

