

总经理权限审批表

麦克奥迪（厦门）电气股份有限公司	
授权声明 Declaration of Authorization	
日期: 2013 年 4 月 Date: April, 2013	
1. 基本授权要求 Basic Authorization Requirements	
	公司授权规则需满足: Company authorization rules can be applied with the followings: - 下属子公司的授权规定应与母公司的授权规定具有互补性, 在不违背母公司宗旨的情况下, 根据子公司的实际情况可以制定适用于本企业发展的授权规定; - the authorization rules of a subsidiary should be complementary with its parent company's, in under the condition of obey the aim of the parent company, an can be established based on a subsidiary's actual status. - 包括公司相关的付款授权; - Including the relevant payment authorizations of the company - 与相关法律法规一致, 并要求符合内审的要求; - In accordance with relevant laws and regulations, and fulfill the requirements of the internal audit.
2. 联合签名的习惯 Coalition Signature	
	当公司要做出任何对外承诺的时候, 我们要采用联合签名 (来自不同部门的两个人签字) 的习惯, 除非联合签名的习惯与当地的法律有所抵触或没法操作。 Should adopt coalition signature when the time needs company to make any commitments to the public, unless the coalition signature disobeys to the local laws or can't be conducted.
3. 授权书	Letter of Authorization
	授权应该有一个清晰的范围和时效性 (有效期不能超过 1 年)。 Letter of authorization should imply a specific scale and validation (validation should no longer than a year)
4. 利益冲突	Conflict of Interest
	与公司的潜在交易存在利益冲突的员工将不能获得相关的授权或利用现有权力代表公司进行相关的潜在交易 Staff who has conflict of interest with company's potential transaction cannot be granted with authorization or conduct relevant potential transaction on behalf of the company.

授权框架表

类别 Category	项目 Item	标准、范围 Standard、Scope	总经理 GM	董事长 President	董事会 BOD
制度管理 System Management	组织机构 Organization	内部机构设置方案 Proposal of the establishment of internal organization	拟订 Draft		批准 Approve
	基本制度 Basic Institution	有关财务、人事、行政、研发、生产、采购、技术、营销等基本制度 Basic institutions of finance , HR , administration , R&D, production , sourceing , technology, marketing etc.	拟订 Draft		批准 Approve
	具体规章 Detailed Regulations	一般制度与流程 General regulations and procedure	批准 Approve	备案 Archive	
研发管理 R&D Management	研发计划 R&D Plan	年度产品研发规划 Annual planning of product R&D	拟订 draft	批准 Approve	
		规划内单项产品研发方案 Single product R&D plan (within the annual planning)	拟订 Draft	批准 Approve	
	研发费用 R&D cost	按研发方案实施费用支付 Conducting payment based on the R&D Plan	批准 Approve		
		规划外单项 200 万元以内研发项目 Single R&D project within 2million cost(NOT within the	拟订 Draft	批准 Approval	

		annual planning)			
		规划外单项 200 万元以上研发项目 single R&D project surpass 2million cost(NOT within the annual planning)	拟订 Draft	审核 Verify	批准 Approve
具体经营项目授权 Authorization on Specific Operation Item		根据一般制度和流程规定执行 Refer to General regulations and procedure			
其他 Other	计划管理 Planning Management	战略规划 Strategy Panning	拟订 Draft		批准 Approve
		年度经营计划 annual Operating Management	拟订 Draft		批准 Approve
		年度预算 Annual Budget	拟订 Draft		批准 Approve
	投资管理 Investment Management	股权投资 Equity Investment	拟订 Draft	审核 Verify	批准 Approve
		债权投资 Investment on Bonds	拟订 Draft	审核 Verify	批准 Approve
	重大事项 Major Issues	预算方案 Budget Scheme		拟订 Draft	审议 Deliberate
		公司利润分配方案和弥补方案 Profit distribution plans and recovery plans		拟订 Draft	审议 Deliberate
		公司增加或减少注册资本方案 Scheme of increasing or decreasing registered capital		拟订 Draft	审议 Deliberate
		公司合并、分立、变更公司形式、解散方案 Plans for merger, division, change of		拟订 Draft	审议 Deliberate

		corporate form or dissolution of the company			
		公司章程修改方案 Amendment of the articles of association of the company		拟订 Draft	审议 Deliberate
		发行公司债券 Issuing corporate bond		拟订 Draft	审议 Deliberate

麦克奥迪（厦门）电气股份有限公司 董事会
2013 年 4 月