



本年度本公司監事會依照《公司法》與本公司章程，認真履行職責，維護股東和本公司的合法權益。本報告期內，監事會列席了本公司召開的六次董事會議和兩次股東大會。監事會根據《中華人民共和國公司法》等有關規定認真履行應盡職責，對董事會議及股東大會決議的執行情況進行了有效監督。

In the current year, the Supervisory Committee conscientiously performed its duties and safeguarded the legitimate rights and interests of the shareholders and the Company according to the Company Law and the Articles of Association of the Company. During the reporting period, it attended as non-voting delegates the six meetings of the Board of Directors and two meetings of the General Meeting of Shareholders. The Supervisory Committee earnestly performed its duties according to the Company Law of the People's Republic of China and relevant regulations, and conducted effective supervision over the implementation of the resolutions of the meetings of the Board of Directors and the General Meeting of Shareholders,

1、 報告期內，監事會召開三次會議：

- (1) 第一次會議於3月9日召開，會議選舉吳慶煒為監事會主席，通過監事會工作制度和 work 計劃。
- (2) 第二次會議於4月20日召開，會議批准如下決議：2000年度監事會工作報告、公司2000年度報告。該項決議刊登在2001年4月23日指定披露報章上。
- (3) 第三次會議於8月17日召開，會議批准了2001年上半年經營情況及下半年經營計劃，中期業績報告。該項決議刊登在2001年8月20日指定披露報章上。

1. During the reporting period, the Supervisory Committee convened two meetings.

- (1) Wu Qingwei was elected chairman of the Supervisory Committee in the first meeting convened on March 9, in which the operating mechanism and plan of the Committee were passed.
- (2) The first meeting was convened on April 20, which approved the following resolutions: the Report of the Supervisory Committee for the Year of 2000, the Annual Report for the Year of 2000 of the Company, and the Plan for Net Profit Distribution for the Year of 2000. The said resolutions were carried on the designated disclosure newspapers on April 23, 2001.
- (3) The second meeting was convened on August 17, which approved the Operating Results for the First Half of 2001 and the Operating Plan for the Second Half and the Interim Performance Report. The related resolutions were carried on the designated newspapers on August 20, 2001.

監事會報告 (續)
Report of Supervisory Committee (Continued)



- 2、 公司監事會對下列事項發表獨立意見：
2. The Supervisory Committee expressed independent opinions on the following matters:
- (1) 本報告期內，公司董事會按照股東大會決議的要求，切實履行了各項決議，其決策程式符合《公司法》和《公司章程》規定；公司本著審慎經營的原則，建立了相應的內部控制制度，制定了工作制度，成立了投資審核委員會；公司董事及經理層等高級管理人員在履職期間未發現違反法律、法規、公司章程和損害公司利益的行為。
 - (1) During the reporting period, the Board of Directors of the Company earnestly implemented all resolutions according to the requirements of the resolutions of the General Meeting of Shareholders. Its decision-making procedures comply with the provisions of the Company Law and the Articles of Association of the Company. The Company, in the principle of prudent operation, has established relevant internal control systems, worked out a work system, and set up the Investment Examination Committee. The directors and senior managers of the Company had no act in violation of laws, regulations, the Articles of Association of the Company or harmful to the Company's interest in implementing their duties.
 - (2) 香港摩斯倫會計師事務所及岳華會計師事務所有限責任公司出具的審計報告，客觀真實地反映了本公司財務狀況和經營狀況。
 - (2) The Auditor's Report made by Moores Rowland Certified Public Accountants of Hong Kong and YueHua Certified Public Accountants Co., Ltd objectively and truly reflects the financial status and operating conditions of the Company.
 - (3) 本報告期內，公司的關聯交易公平，並無損害上市公司的利益。
 - (3) The connected transactions of the Company during the reporting period are fair, without doing harm to the interest of the listed company.
 - (4) 監事會原則上同意董事會對香港摩斯倫會計師事務所及岳華會計師事務所有限責任公司出具的拒絕表示意見的審計報告所涉及的有關事項的陳述。監事會督促管理層認真分析審計報告所涉及的問題，儘快制定有效措施加以改善和解決。
 - (4) The Supervisory Committee agrees to the statements of the Board of Directors on related matters involved in the disclaimer of opinion in the Auditor's Report made by Moores Rowland Certified Public Accountants of Hong Kong and YueHua Certified Public Accountants Co., Ltd. The Supervisory Committee urges the management to earnestly analyze the problems involved in the Auditor's Report and work out as quickly as possible effective measures for improvement and solution.

承監事會命
吳慶煒

By Order of the Supervisory Committee
Wu Qingwei

中國 瀋陽
二零零二年四月十八日

Shenyang, PRC
April 18, 2002