



## 重大事項 Significant Events

### 1、 重大訴訟事項：

- (1) 4000萬美元境外銀團貸款，詳見會計報表附注七.1和董事長報告書第2(4)g項。相關公告披露在2001年6月5日、2001年11月9日、2002年1月4日指定披露報章上。
- (2) 擔保事項涉訴案：詳見會計報表附注七.2和董事長報告書第2(4) f項。相關公告披露在2002年1月25日指定披露報章上。

### 2、 本期內，本公司無收購及出售資產的情況。

### 3、 報告期內公司無重大擔保、託管、租賃事項，無委託理財、委託貸款事項。

#### 尚未履行完畢的擔保事項：

- (1) 本公司於1998年6月19日向控股公司在中國光大銀行2640萬元貸款提供擔保事項；
- (2) 本公司於1999年4月23日向控股公司附屬之瀋陽電纜有限責任公司在中國銀行瀋陽分行2000萬元貸款提供擔保事項。

以上擔保事項未能遵守《上市規則》規定，履行相關審批程序和及時披露義務深表歉意，並保證今後將嚴格按照《上市規則》履行資訊披露義務，本公司董事會特此向除控股公司之外全體股東致歉。相關公告披露在2002年1月25日指定披露報章上。

### 1. Significant Lawsuit Events

- (1) The overseas syndicated loan valued at 40 million US dollars. See Note 7(1) to the Accounts and the 2(4)g item in the Chairman's Statement. The related announcement was made on the designated disclosure newspapers on June 5, 2001, November 9, 2001 and January 4, 2002.
- (2) The lawsuit case involved in the guarantee event: See Note 7 (2) to the Account, and the 2(4)f item in the Chairman's Statement. The related announcement was disclosed on the designated newspapers on January 25, 2002.

### 2. During the reporting period, the Company had no acquisition and asset sale.

### 3. During the reporting period, the Company had no significant events of guarantee, custody, leasing, property management on trust or loan on trust.

#### Guarantee events whose performance has not yet been completed:

- (1) The Company provided a guarantee to its controlling shareholder on a loan of Rmb26.40 million from the China Everbright Bank on June 19, 1998.
- (2) The Company provided a guarantee to the Shenyang Cable Co., Ltd., a subsidiary of the controlling shareholder, on a loan of Rmb20 million from the Shenyang Branch of the Bank of China on April 23, 1999.

The Board of Directors of the Company offers to all shareholders except for the controlling shareholder an apology with regard to the above guarantee events for failing to abide by the provisions of the Listing Rules, undergo the relevant approval procedures and perform the obligation of timely disclosure, and also promises that it will perform the information disclosure obligation strictly according to the Listing Rules in the future. The related announcement was disclosed on the designated newspapers on January 25, 2002.



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| <p>4. 持股5%以上股東承諾事項的履行情況，即原控股股東還款協定執行情況，詳見董事長報告書第3(1)項，相關公告披露在2001年6月5日、2001年11月9日、2002年1月4日指定披露報章上。</p>  | <p>4. With regard to performance of commitments made by shareholders holding more than 5% of the shares, i.e. the performance of the repayment agreement by the original controlling shareholder, see the 3(1) item in the Chairman's Statement. The related announcement was made on the designated disclosure newspapers on June 5, 2001, November 9, 2001 and January 4, 2002.</p>  |
| <p>5. 關聯交易：</p> <p>本年度，本集團關聯交易及持續關聯交易細節載於財務報告會計報表附註第34項。該等關聯交易及持續關聯交易已經本公司董事會批准，及經本公司之獨立非執行董事在其職權範圍內審核，並確認該等交易乃本公司在日常業務中按一般商業條款及約束該等交易的協定條款訂立。</p> | <p>5. Connected Transactions</p> <p>The details of the connected transactions and continuity connected transactions of the Group during the year were carried in item No. 34 of the Notes to the Accounts in the Financial Report. The said connected transactions and continuity connected transactions have been approved by the Board of Directors of the Company, and examined by independent non-executive directors of the Company within their scope of power, who confirm that the said transactions are made in normal operations of the Company according to general commercial clauses and the agreement clauses that restrain the said transactions.</p> |
| <p>6. 本期內，本公司無重大關聯交易事項。</p>  | <p>6. During the report period, the Company had no significant connected transactions.</p>   |
| <p>7. 關於第三方借款：詳見董事長報告書第2(4)c項。</p>   | <p>7. With regard to loan to the third party, see item 2(4)c in the Chairman's Statement.</p>  |
| <p>8. 核數師：本報告期公司續聘香港摩斯倫會計師事務所為境外核數師。鑒於公司原聘境內核數師-華倫會計師事務所有限公司未能通過業務許可證年檢，經2002年3月15日臨時股東大會批准，公司改聘岳華會計師事務所有限責任公司為境內核數師。公司支付審計費共計180萬元。</p>           | <p>8. Auditor: During the reporting period, the Company continued to invite Moores Rowland Certified Public Accountants as its overseas auditor. As Hualun Certified Public Accountants, the domestic auditor originally invited by the Company, failed to pass the annual examination for business license, with the approval of the Extraordinary General Meeting of Shareholders on March 15, 2002, the Company invited YueHua Certified Public Accountants Co., Ltd as its domestic auditor. The Company paid Rmb1.8 million for audit fee in total.</p>   |



## 重大事項 (續)

## Significant Events (Continued)

### 9. 報告期後事項：

(1) 因國家開發銀行瀋陽分行提出財產保全，本公司控股公司-東北輸變電設備集團公司原持有國有法人股被瀋陽市中院凍結26,652萬股。在2002年2月25日瀋陽市中院主持的公開拍賣中，瀋陽沈港實業有限公司以每股0.13元購得23,000萬股國有股權，佔總股本的26.34%，並於2002年3月5日完成過戶，成為本公司單一最大股東。相關公告披露在2002年3月8日指定披露報章上。

(2) 2002年3月15日三屆八次董事會會議選舉時延平先生擔任董事長。

承董事會命  
時延平

中國 瀋陽  
二零零二年四月十八日

### 9. Events after the Reporting Period

(1) As Shenyang Branch of China Development Bank called for property preservation, 266.52 million state shares originally held by Northeast Electrical Transmission & Transformation Equipment Group Company, the controlling shareholder of the Company, were frozen by the intermediate court of Shenyang City. On the auction chaired by the intermediate court of Shenyang City on February 25, 2002, the Shenyang Shengang Industry Co., Ltd. bought 230 million state shares at a price of Rmb0.13 per share, which represented 26.34% of the Company's total share capital. The transfer was completed on March 5, 2002, making Shenyang Shengang Industry Co., Ltd. the largest single shareholder of the Company. The related announcement was disclosed on the designated newspapers on March 8, 2002.

(2) On March 15, 2002, the third Board of Directors elected Mr. Shi Yanping as Chairman of the Board of Directors at its eighth meeting.

By Order of the Board of Directors  
Shi Yanping

Shenyang, PRC  
April 18, 2002