



**致各位股東：**

報告期內，公司監事會全體成員依照《公司法》、《證券法》、《公司章程》、國家其他法律法規及國內、國際監管機構之規定，遵守誠信原則，忠實履行有關法律、法規及《公司章程》所賦予的職責，竭誠維護公司及股東的利益。

報告期內，監事會共召開了四次會議，分別就有關事項作出決議，具體情況如下：

- (1) 二零零一年三月十五日，公司第三屆九次監事會在公司會議室召開，會議審議通過了二零零零年度監事會報告、經審核二零零零年度財務報告及公司二零零零年度報告及其摘要。通過了監事會二零零一年度監事會工作要點。
- (2) 二零零一年五月十日，公司第三屆十次監事會在公司會議室召開，會議提名鄒士元先生、李建明先生為公司第四屆監事會獨立監事，通過了有關變更募集資金使用用途的議案。
- (3) 二零零一年六月二十九日，公司第四屆一次監事會在公司會議室召開，會議選舉張政平女士為監事會主席。
- (4) 二零零一年八月十日，公司第四屆二次監事會在公司會議室召開，會議通過了公司二零零一年中期業績報告及其摘要和《南京熊貓電子股份有限公司監事會議事規則》。

**To all shareholders:**

During the reporting period, all the members of the Supervisory Committee of Nanjing Panda Electronics Company Limited (the "Company") have, in accordance with the provision of the Company Law of the People's Republic of China ("Company Law"), Securities Law, the Articles of Association of the Company, other state laws and rules of domestic and international securities bodies, based on the principles of acting in good faith, performed faithfully their duties prescribed in laws and regulations concerned and in the articles of Association to protect the interests of the Company and its shareholders.

During the reporting period, the Supervisory Committee had held four meetings for several resolutions. The details are as follows:

- (1) On 15 March 2001, the third Supervisory Committee held its ninth meeting at the Company's Conference Room during which the Company passed the 2000 Report of the Supervisory Committee, the audited 2000 financial statements and 2000 financial report and its highlights. The Supervisory Committee passed the 2001 Supervisory Committee summary of work.
- (2) On 10 May, 2001, the third Supervisory Committee held its tenth meeting at the Company's Conference Room during which the Company nominated Mr. Wu Shiyuan and Mr. Li Jianming as independent Supervisor of the fourth Supervisory Committee, and passed the resolution to change the use of net proceeds raised from the 1996 share offer.
- (3) On 29 June 2001, the fourth Supervisory Committee held its first meeting at the Company's Conference Room during which the Company nominated Ms. Zhang Zi Ping to be the new chairwoman of the Supervisory Committee.
- (4) On 10 August, 2001, the fourth Supervisory Committee held its second meeting at the Company's Conference Room during which the Company passed the 2001 interim financial report and its summaries, and "Nanjing Panda Electronics Co. Ltd. Rules of Procedures at Supervisory Committee Meetings".



## 監事會報告

# Report of the Supervisory Committee

報告期內，全體監事列席了公司全部的董事會議，並對董事會議所作出的各項決議是否符合國家的法律、法規及《公司章程》，是否符合公司的實際和發展前景，是否符合公司股東的合法權益，進行了監督。監事會也對公司的生產經營、技術改造及投資計劃等事項積極參與，並提出諸多良好建議。

監事會認為公司所有董事及高級管理人員能夠按照法律、法規及《公司章程》的規定，以公司整體利益、股東權益為重，謹慎、勤勉地履行職責。公司決策程序合法，建立了完善的內部控制制度。未發現董事、經理及其它高級管理人員有違反國家法律、法規或《公司章程》的其他不法行為，亦未有濫用職權、損害公司利益或侵犯公司股東及員工權益的不法行為。

公司經香港浩華會計師事務所和深圳大華天誠會計師事務所審計的財務報告和出具的審計意見真實地反映了公司的財務狀況和經營成果。

公司募集資金實際投入項目除二項目根據實際情況發生變更外，其餘和承諾項目一致，所變更募集資金使用用途的變更程序合法。

公司收購、出售資產交易價格均按公平、公正、公開之原則，未發現任何內幕交易，亦無損害部分股東的權益或造成公司資產損失的行為。

During the reporting period, all supervisors attended all board meetings, and provided effective supervision to ensure that all decisions were made by the Board of Directors according to laws, norms and the Company's Articles of Association, that the Company's development and prospects were concerned, and that shareholders' interests were protected. The Supervisory Committee actively participated in issues such as production operation, technological advancement and investment projects, and provided many good proposals.

In the opinion of the Supervisory Committee, the Directors, manager and other senior management of the Company had acted carefully and diligently in accordance with their statutory power and duties as provided in the Company's Articles of Association and as required by the relevant laws and regulations, with a concern of the interests of the Company as a whole. During the year, the directors, and senior management did not violate any laws and regulations of the State or the Articles of Association of the Company, and they did not abuse their office and did not act illegally to harm the interests of the interests of the Company and its shareholders and staff.

The Company's financial reports are audited by Horwath Hong Kong CPA Limited and Shenzhen Dahua Tiancheng Certified Public Accountants) and the audit opinion had gave a true and fair view of the Company's financial status and operation result.

Apart from the change in the use of net proceeds in two projects, the Company used the proceeds raised in the issue of H shares and A shares in 1996 for investment projects as promised in the prospectus. All the procedures involved in the change of use of net proceeds were conducted legally.

Terms for acquisition and disposal of assets of the Company were conducted at arm's length and made in public. There was no insider trading nor any acts which would be detrimental to the interests of shareholders or the Company.

# 監事會報告

## Report of the Supervisory Committee



公司關聯交易皆按公平合理之原則訂立，得到公司獨立非執行董事的確認，並未有  
任何損害本公司利益的行為。

Connected transactions of the Company were made on a fair and reasonable basis and were confirmed by Independent Non-executive Directors of the Company. No acts detrimental to the interests of the Company were found.

承監事會命

**張政平**

主席

中國•南京

二零零二年三月十九日

By Order of the Supervisory Committee

**Zhang Zhenping**

*Chairman*

Nanjing, the PRC

19 March 2002