



股東大會簡介

Shareholders' General Meeting

- 一、於報告期內公司共召開一次股東大會，即二零零零年股東週年大會。關於召開二零零零年度股東週年大會的通告於二零零一年五月十一日刊登於《中國證券報》、《上海證券報》、香港《文匯報》和《Hong Kong iMail》。

公司於二零零一年六月二十九日在公司總部召開二零零零年度股東週年大會。出席會議的股東或經授權股東代理人共54名，代表股份共596,474,029股，佔公司總股本的91.06%。符合《中華人民共和國公司法》和公司章程有關規定：

1、經股東大會審議，以普通決議通過如下決議：

- (1) 批准本公司截至二零零零年十二月三十一日止年度董事會報告。
- (2) 批准本公司截至二零零零年十二月三十一日止年度監事會報告。
- (3) 批准本公司二零零零年度經審核財務報告。
- (4) 批准本公司二零零零年度利潤分配方案：決定二零零零年度本公司不進行利潤分配，也不實施資本公積金轉增股本。
- (5) 批准續聘香港浩華會計師事務所（香港執業會計師）、深圳中天勤會計師事務所（中國註冊會計師）分別為本公司二零零一年度國際及國內核數師，並授權董事會決定其酬金。

1. The Company held one general meeting during the reporting period, which was the 2000 Annual General Meeting. The notice of the 2000 Annual General Meeting was published in China Securities Journal, Shanghai Securities Journal, Hong Kong Wen Wei Po and Hong Kong iMail of 11 May 2001.

The Company held its Annual General Meeting for 2000 on 29 June 2001 at the Company's headquarters. 54 shareholders and duly authorized proxies attended the meeting, representing 596,474,029 shares, or 91.06% of the Company's total share capital, which complied with the Company Law of the People's Republic of China and the requirement of the Articles of Association of the Company:

1. The following resolutions were passed at the meeting:

- (1) The report of the Board of Directors for the year ended 31 December 2000 was approved;
- (2) The report of the Supervisory Committee of the Company for the year ended 31 December 2000 was approved;
- (3) The audited financial statements of the Company for the year ended 31 December 2000 were approved;
- (4) The profit appropriation plan of the Company for the year ended 31 December 2000 was approved, according to which the Company did not appropriate profit nor increase its share capital by converting from surplus reserve for the year 2000;
- (5) The re-appointment of Horwath Hong Kong CPA Limited (Hong Kong Certified Public Accountants) and Zhong Tian Qin (Shenzhen) Certified Public Accountants (previously known as Zhongtian (Shenzhen) Certified Public Accountants, PRC Certified Accountants) as the Company's international and PRC auditors respectively for 2001 and authorize the board of directors to fix their remuneration;

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1、 經股東大會審議，以普通決議通過如下決議（續）：

- (6) 選舉李安建先生、張祖忠先生、周振宇先生、劉愛蓮女士、和再定先生、楊惠前先生、朱立鋒先生、徐國飛先生、鄧偉明先生、唐洪清先生為公司董事，選舉黃英琦女士、萬輝女士為公司獨立董事；任期三年，從本次股東周年大會委任之日起生效，並授權董事會釐定其酬金。
- (7) 選舉張政平女士、陳寧女士為公司監事，選舉鄒士元先生、李建明先生為公司獨立監事；任期三年，從本次股東週年大會委任之日起生效，並授權監事會釐定其酬金。
- (8) 通過將本公司於一九九六年發行H股募集資金淨額中原計劃投入混合纖維電纜電信項目的人民幣2,005萬元及一九九六年發行A股募集資金淨額中原計劃投入數字影音光碟機項目的人民幣1,914萬元資金使用用途，改變為將人民幣420萬元投入恩貝爾(南京)有限公司及餘款人民幣3,499萬元補充營運資金。
- (9) 審議通過《南京熊貓電子股份有限公司股東大會議事規則》。

1. The following resolutions were passed at the meeting: (continued)

- (6) The election of Messrs. Li Anjian, Zhang Zuzhong and Zhou Zhenyu, Ms. Liu Ailian, Messrs. He Zaiding, Yang Huiqian, Zhu Lifeng, Xu Guofei, Deng Weiming and Tang Hongqing as directors of the Company and the election of Ms. Wan Hui and Ms. Ada Y.K. Wong as independent non-executive directors of the Company for a term of three years were approved and the board of directors was authorized to fix their remuneration;
- (7) The election of Ms. Zhang Zhenping and Ms. Chen Ning as supervisors of the Company and the election of Mr. Wu Shiyuan and Mr. Li Jianming as independent supervisors of the Company for a term of three years were approved and the supervisory committee was authorized to fix their remuneration;
- (8) The change of use of RMB 20.05million from the net proceeds of the H Share Offer in 1996 intended for HFC products and RMB 19.14 million from the net proceeds of the A Share Offer in 1996 intended for DVD business projects respectively and to invest RMB 4.2 million in MPower Batteries Nanjing Limited and RMB 34.99 million as additional working capital of the Company were approved;
- (9) The "Rules of Procedures at General Meeting" were approved.



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2、經股東大會審議，以特別決議通過修改公司章程的決議。

3、本次股東週年大會經江蘇南京永衡律師事務所景忠律師見證，並出具本次股東大會合法有效的法律意見書。

以上決議於二零零一年七月三日刊登於《中國證券報》、《上海證券報》、香港《文匯報》和《Hong Kong iMail》。

二、選舉、更換公司董事、監事情況

於報告期內因公司第三屆董事會、監事會任期屆滿，根據《公司法》和《公司章程》的有關規定，本公司董事會、監事會舉行了換屆選舉。經本公司二零零零年度股東周年大會選舉李安建先生、張祖忠先生、周振宇先生、劉愛蓮女士、和再定先生、楊惠前先生、朱立鋒先生、徐國飛先生、鄧偉明先生、唐洪清先生、萬輝女士、黃英琦女士任公司第四屆董事會董事。選舉張政平女士、陳寧女士、鄔士元先生、李建明先生和職工代表張綿義先生任第四屆監事會監事。

2. The Amendments in the Articles of Association Were Approved as Special Resolutions.

3. The Annual General Meeting was Witnessed by Mr. Jingzhong of Jiangsu Nanjing Yunheng Law Firm Who Issued a Legal Opinion Certifying That The Meeting Was Legally And Validly Held.

The resolutions approved at the meeting were published in China Securities Journal, Shanghai Securities Journal, Hong Kong Wen Wei Po and Hong Kong iMail on 3 July 2001.

B. Election and Change in Directors and Supervisors

Due to the expiration of the terms of service of the third Board of Directors and the Supervisory Committee, the Company, according to the relevant requirements of the Company Law and the Articles of Association of the Company had elected the new Board of Directors and Supervisory Committee. In the 2000 Annual General Meeting, the Company appointed Mr. Li Anjian, Mr. Zhang Zuzhong, Mr. Zhou Zhenyu, Ms. Liu Ailian, Mr. He Zaiding, Mr. Yang Weiqian, Mr. Zhu Lifeng, Mr. Xu Guofei, Mr. Deng Weiming, Mr. Tang Hongqing, Ms Wan Hui and Ms. Ada Y.K. Wong as Directors of the fourth Board of Directors. Ms. Zhang Zhenping, Ms. Chen Ning, Mr. Wu Shiyuan, Mr. Li Jianming and employee representative Mr. Zhang Mianyi were appointed Supervisor of the fourth Supervisory Committee.