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| 1、 報告期內，本公司無重大訴訟、仲裁事項。 | 1. The Company was not involved in any litigation and arbitration of material importance during the reporting period. |
| 2、 公司第四屆三次董事會決議同意將位於南京市玄武區東箭道19號的閒置土地11,936.8平方米的使用權轉讓於南京中國近代史遺址博物館項目辦，轉讓金額為人民幣4,800萬元，產生收益約人民幣4,167萬元。（詳見二零零一年十二月二十一日刊登於《上海證券報》、《中國證券報》、香港《文匯報》和《Hong Kong iMail》的公告）。 | 2. It was resolved at the third session of the 4 Board of Directors Meeting of the Company that the land use right of a dormant land of the Company with an area of 11,936.8 sq.m. located at No. 19 Dongjian Road, Xuanwu District, Nanjing will be transferred to the Office of the Project of Relics Museum of Contemporary History of China in Nanjing for a consideration of RMB48 million. An income of approximately RMB41,670,000 was generated. (Details were set out in an announcement dated 21 December 2001 published in Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong iMail). |
| 3、 關聯交易事項：報告期內，公司無重大關聯交易及資產重組事項。二零零一年度本公司就二零零零年重組時的持續關聯交易經核數師和獨立非執行董事審核，確認每項持續關聯交易的總值不超過有關豁免交易上限，並在一般業務過程中的關聯交易均為正常經營活動所需，且均按正常商業業務條件進行，並且由核數師審核，所列各項關聯交易均經獨立非執行董事確認。 | 3. Connected transactions: the Company had no material connected transactions, nor assets reorganisation during the reporting period. The on-going connected transactions relating to 2000 Reorganisation made by the Company in 2001 were reviewed by our auditors and independent non-executive directors, who confirmed that the total amount of each of the on-going connected transactions did not exceed the relevant waiver cap, the transactions were entered into in the ordinary and usual course of business and had been conducted on normal commercial terms, which are not less favourable than those offered by domestic independent third parties for similar transactions. Each of these connected transactions was audited by the auditors of the Company and reviewed and confirmed by the independent non-executive directors of the Company. |
| 4、 本報告期內，本公司無託管、承包、租賃其他公司資產事項。 | 4. During the reporting period, the Company did not hold any trust, contract and lease of assets of other companies. |



重要事項 Significant Events

- 5、 重大擔保事項：截止二零零一年十二月三十一日止，本公司為獨立第三者南京港泰電子有限公司承兌匯票人民幣68,500,000.00元和南京中達制膜(集團)股份有限公司銀行借款人民幣70,000,000.00元提供擔保。本公司之子公司南京熊貓國際通信系統有限公司為南京縱橫通訊技術有限公司銀行貸款人民幣29,454,000.00元提供擔保。本公司已貼現未到期的商業承兌匯票金額為人民幣25,000,000元。
 - 6、 董事會充分注意到香港浩華會計師事務所核數師報告中提出的持續經營基準之基本不明朗因素。董事會確信可以維持現有銀行信貸以確保公司持續經營。
 - 7、 經二零零一年六月二十九日股東週年大會審議，批准續聘深圳中天勤會計師事務所、香港浩華會計師事務所為公司二零零一年度之國內、國際核數師。於二零零一年十二月二十日公司第四屆三次董事會決定解聘深圳中天勤會計師事務所，改聘深圳大華天誠會計師事務所為公司二零零一年度國內核數師。
5. Important guarantees: As at 31 December 2001, the Company provided guarantees in respect of banking facilities of RMB68,500,000.00 for Nanjing Cantai Electronic Co., Ltd., an independent third party of the Company, and guarantees in respect of bank loan of RMB70,000,000.00 for Nanjing Zhongda Mode (Group) Co., Ltd. Nanjing Panda International Telecommunication System Co., Ltd., a subsidiary of the Company, provided guarantees in respect of bank loan of RMB29,454,000.00 for Nanjing Zongheng Communication Technology Co., Ltd.. The Company has presented the bill of acceptance in the sum of RMB25 million before maturity.
 6. The Board noted the basic uncertainties for the on-going operations as pointed out in the auditors' report by Horwath Hong Kong CPA Limited. The Board believed that existing banking facilities will be maintained for the on-going operations of the Company.
 7. Upon consideration at the Annual General Meeting held on 29 June 2001, it was approved that Zhongtian Qin Certified Public Accountants and Horwath Hong Kong CPA Limited will be appointed as the domestic and international auditors of the Company for the year 2001. At the third session of the 4 Board of Directors Meeting held on 20 December 2001, it was resolved to terminate the appointment of Zhongtian Qin Certified Public Accountants and to appoint Shenzhen Dahua Tiancheng Certified Public Accountant as domestic auditors of the Company for 2001.



公司近二年支付給會計師事務所的報酬情況如下：

The remuneration for certified public accountants of the Company for the past two years was as follows:

| 項目 Item | 二零零一年 2001 | 二零零零年 2000 | 備註 Remarks |
|---------------------------------|----------------------------|----------------------------|--|
| 財務審計費 Financial auditing fee | 人民幣2,755千元 RMB2,755,000 | 人民幣3,153千元 RMB3,153,000 | 公司不承擔差旅費等其他費用 Other fees including travelling expenses are not borne by the Company |

說明：(1) 上述財務審計費包括國內、國際會計師事務所，決策程序由股東大會通過並授權董事會釐定。

Note: (1) The above financial auditing fee applies to domestic and international certified public accountants and it was approved and authorized to be determined by the Board at a general meeting.

(2) 二零零零年審計費用包括年度審計和資產重組審計；二零零一年審計費用包括中期審計和年度審計，其中1,869千元尚未支付。

(2) The auditing fee for 2000 included annual audit and the audit on assets reorganisation. The auditing fee for 2001 included interim and annual audits, RMB1,869,000 of which have not been paid.



重要事項 Significant Events

8、 其他事項

(1) 關於稅收政策

本公司註冊於南京高新技術產業開發區，該開發區為國務院批准的國家級高新技術產業開發區。本公司經江蘇省科委批准為高新技術企業，根據現行政策，享有15%的所得稅率優惠，至今本公司仍享有此優惠政策。

(2) 報告期內，本公司沒有任何委託存款的安排及任何定期存款在到期後不能取回存款的情況。

(3) 關於中國加入WTO。由於本公司及合資企業比較早地做好入世準備，加速經營國際化，中國加入WTO不會對本公司及合資企業的經營帶來重大影響，從長遠看，有利於公司發展。

8. Other important issues:

(1) Tax policies

The Company is registered in High and New Technology Development Zone in Nanjing which is approved by the State Council as a national high and new technology development zone. The Company has been approved by the Jiangsu Provincial Technological Commission as a high and new technological enterprise, which is entitled to a preferential income tax rate of 15% as per existing policy. The Company is still entitled to the preferential treatment at present.

(2) In the reporting period, there was no trust deposit or fixed deposit, which the Company failed to recover upon maturity.

(3) China's accession to the World Trade Organisation ("WTO"). Given that the Company and its joint ventures have been well-prepared for the challenges from China's accession to the WTO and accelerated the pace of internationalized operations, China's accession to the WTO will not materially affect the operations of the Company and its joint ventures. In the long run, it is favourable for the development of the Company.