

## 重大事項

### 1. 變更本公司英文名稱及修改公司章程

根據本公司控股股東—中國普天公司有關文件的規定及要求，本公司將公司的英文名稱 Chengdu PTIC Telecommunications Cable Company Limited 變更為 Chengdu PUTIAN Telecommunications Cable Company Limited，本公司的中文名稱不變。公司的經營範圍不變。

變更本公司英文名稱之主要目的是根據中國普天公司的要求，展現出新的集團形象，本公司的性質及業務方面並未因此而改變。

## SIGNIFICANT EVENTS

### 1. Change of the Company's English name and amendment of the Company's articles of association

Pursuant to the regulations and requirements set out in relevant documents issued by the Company's controlling shareholder CHINA PUTIAN, the Company has changed the Company's English name from "Chengdu PTIC Telecommunications Cable Company Limited" to "Chengdu PUTIAN Telecommunications Cable Company Limited". The Company's Chinese name will remain unchanged. The Company's scope of business will remain the same.

The main purpose of changing the Company's English name is to change the image of the Group in accordance with the requirement of CHINA PUTIAN. There will be no change in the nature and business of the Company.

為配合本公司英文名稱變更，公司章程第二條亦作相應的修改。即將原「第二條：公司註冊中文全名為：成都普天電纜股份有限公司，英文全稱為Chengdu PTIC Telecommunications Cable Company Limited」。修改為「第二條：公司註冊中文全名為：成都普天電纜股份有限公司，英文全稱為Chengdu PUTIAN Telecommunications Cable Company Limited」。

有關變更本公司英文名稱及修改公司章程的事宜，已經二零零二年六月二十日的二零零一年度股東周年大會批准，修改的公司章程已於二零零二年七月十日經國家經濟貿易委員會企業改革司批准正式生效。

## 2. 募集資金運用的計劃

二零零一年度股東周年大會已批准使用募集資金以進一步擴大光纖和光纜生產能力的計劃，將人民幣85,500,000元用於中康公司、中住公司的擴產計劃，其中用於中康公司擴產計劃使用人民幣60,600,000元，用於中住公司擴產計劃使用人民幣24,900,000元。

## 3. 建立ADR計劃

在不改變本公司股權結構、不增加公司負擔、不改變公司上市地點的情況下，為提高本公司的形象，使美國和國際市場對本公司產品、業務有更進一步的認識和了解，為本公司的H股股票吸引新的投資者，並為本公司將來直接進入美國金融市場打下基礎，經本公司第三屆董事會第十一次、第十二次會議審議批准，本公司擬建立美國第一級有保荐存托憑證計劃(ADR)，本公司已委任美國紐約銀行作為ADR的存托銀行。有關申請正在辦理之中。

To reflect such a name change, article 2 of the Company's articles of association was changed from "Registered Name of Company: Chinese: 成都普天電纜股份有限公司, English: Chengdu PTIC Telecommunications Cable Company Limited" to "Registered Name of Company: Chinese: 成都普天電纜股份有限公司, English: Chengdu PUTIAN Telecommunications Cable Company Limited".

The resolutions for the change of the Company's English name and amendment of the Company's articles of association were approved and confirmed by the 2001 Annual General Meeting held on 20 June 2002. The amended articles of association of the Company were approved and confirmed by the State Economic and Trade Commission of the PRC on 10 July 2002.

## 2. Use of proceeds

The proposed use of RMB85,500,000 from the proceeds had been approved at the 2001 Annual General Meeting to enlarge the production capacity in optical fibres and optical cables to implement the production expansion plans of CCS and SEI, of which RMB60,600,000 was used for CCS and RMB24,900,000 for SEI.

## 3. Proposal to establish ADR

Under the conditions of not changing the Company's share capital structure, not increasing the Company's financial burden and not changing the Company's status as a listing company, the proposal for the plan of establishing the American Depository Receipts ("ADR") was considered and approved by the eleventh and twelfth meetings of the third Board of Directors. The purpose of the proposal is improve the image of the Company, to enhance the recognition of the Company's products and businesses in the United States of America and the international markets, attract new investors in the Company's H Shares and prepare for the Company's entry into the financial market in the United States of America in the future. The Company has appointed America New York Bank as the banker of ADR. Relevant applications are being processed at this stage.

#### 4. 購買責任保險

為鼓勵本公司董事、高級管理人員更好地行使職權，保護公司和股東利益，完善本公司的治理，增強公司抵禦風險的能力，同時也提高本公司的形象和公信力，經第三屆董事會第十一次會議審議通過、二零零一年度股東周年大會批准，本公司將為本公司董事、監事、高級管理人員購買責任保險，並授權總經理具體落實。此項工作現正在進行中。

#### 5. 出讓八達公司權益

八達公司是一九九一年十二月十七日成立及一九九三年八月經重組後，由成都電纜通訊器材廠（「器材廠」）、本公司和香港天利仕有限公司總裁張慶正（「張慶正」）合資組建的專業生產及銷售家用電器電源接插件的中外合資企業，註冊資本人民幣3,000,000元，器材廠、本公司和張慶正各出資人民幣1,200,000元、900,000元、900,000元，分別佔該合資企業40%、30%、30%的權益。

於二零零二年一月本公司以人民幣800,000元收購了張慶正在八達公司所持有的30%的全部權益，收購完成後，本公司持有八達公司60%的權益，器材廠持有40%的權益。有關法律手續正在辦理之中。

近期，一家在美國註冊的美國AFC國際技術公司（「美國AFC公司」）又與器材廠及本公司協商達成股權轉讓協定，並經董事會批准，美國AFC公司受讓器材廠所擁有的八達公司40%的全部權益，同時美國AFC公司以本公司收購張慶正先生股權時的相同價格從本公司受讓八達公司11%的權益，即以人民幣293,000元受讓八達公司11%的權益。美國AFC公司的收購完成後，八達公司的股東及權益將調整為本公司佔有49%，美國AFC公司佔有51%。有關轉讓手續正在辦理之中。

#### 4. Arrangement for liability insurance

To encourage the directors, supervisors and senior management of the Company to carry out their duties, protect the interest of the Company and shareholders, improve corporate governance, enhance the Company's ability in dealing with risks and improve the image of the Company and the trust of the public on the Company, after consideration and approval in the eleventh meeting of the third Board of Directors and 2001 Annual General Meeting, the Company will arrange for liability insurance for the directors, supervisors and senior management and has authorised the general manager to implement the plan. Work in respect of this arrangement is in progress.

#### 5. Disposal of the equity interests in Bada Company

Established on 17 December 1991 and restructured in August 1993, Bada Company was jointly established by Chengdu Cable Telecommunications Equipment Factory (the "Factory"), the Company and Mr. Zhang Qingzheng, president of Hong Kong Tianlishi Company Limited ("Mr. Zhang"). It is a sino-foreign joint venture mainly engaged in the manufacturing and selling of power supply connectors for electrical appliances. The registered capital of Bada Company is RMB3,000,000, of which the Factory, the Company and Mr. Zhang contributed RMB1,200,000, RMB900,000 and RMB900,000 respectively, representing 40%, 30% and 30% of the equity interest respectively.

In January 2002 Mr. Zhang has assigned all his 30% interest in Bada Company for a consideration of RMB800,000 to the Company. After the acquisition, the Company and the Factory held 60% and 40% interests in Bada Company respectively. Relevant registration procedures are in progress.

Recently, American AFC International Technology Company ("American AFC Company"), a company registered in the United States of America, proposed for the acquisition of the equity interests held by the Company and the Factory in Bada Company. The proposal was considered and approved by the Board of Directors. It was resolved that the entire 40% equity interests in Bada Company held by the Factory will be acquired by American AFC Company. In addition, 11% equity interests in Bada Company held by the Company will be acquired by American AFC Company for a consideration of RMB293,000, which represents the original price for the acquisition of the equity interests by the Company from Mr. Zhang. After the acquisition, the Company and American AFC Company hold 49% and 51% equity interests respectively in Bada Company. Relevant procedures for the transfer of equity interests are in progress.

**6. 收購成都高新電纜有限責任公司  
（「高新電纜公司」）股權**

高新電纜公司是一九九八年三月由本公司、器材廠和四川省稻城經貿綜合開發總公司（「稻城經貿總公司」）共同投資組建的有限責任公司，主要從事各類電線電纜和特種電線電纜的製造和銷售，該公司註冊資本為人民幣8,110,000元，其中本公司持股33.14%，器材廠持股31.13%，稻城經貿總公司持股35.73%。

於本期間內，器材廠因自身原因擬出讓其持有高新電纜公司的31.13%的股權，經多次協商並經本公司董事會批准，本公司以人民幣2,273,580元的總價收購器材廠持有的高新電纜公司31.13%的股權。收購完成後，本公司將持有高新電纜公司64.27%的股權，稻城經貿總公司持有高新電纜公司35.73%的股權，有關手續正在辦理之中。

**7. 土地使用權**

為滿足成都市建設發展的需要，在本期間，成都市高新技術產業開發區管理委員會又收回了在本公司總部所在地的9畝土地使用權，並同意給予人民幣2,700,000元的補償金。

**8. 深圳普達公司**

為進一步拓展程控交換機電纜的市場，以滿足用戶的要求，經本公司第三屆董事會第八次、第十次會議審議批准，本公司與八達公司在深圳合資組建深圳普達公司，專門從事程控交換機電纜與聯接器組裝業務，計劃註冊資本人民幣1,000,000元，本公司出資人民幣700,000元，佔註冊資本70%，有關註冊登記手續尚在辦理之中。

**6. Acquisition of equity interests in Chengdu Gaoxin Cable Company Limited (“Gaoxin Cable Company”)**

Gaoxin Cable Company was a limited liability company jointly established by the Company, the Factory and Sichuan Ducheng Economic and Trade Comprehensive Development Holding Company (“DETC”) in March 1998. Chengdu Gaoxin Cable Company Limited mainly engages in the manufacturing and sale of cables and wires, specialised cables and other telecommunications products. The registered capital is RMB8,110,000, of which the Company, the Factory and DETC held 33.14%, 31.13% and 35.73% respectively.

During the period, the Factory proposed the transfer of its entire 31.13% equity interests in Gaoxin Cable Company. After several negotiations and approval by the Board of Directors, it was resolved that the entire 31.13% equity interests in Gaoxin Cable Company will be acquired by the Company for a consideration of RMB2,273,580. Upon completion of the acquisition, the Company and DETC will hold 64.27% and 35.73% of the equity interests in Gaoxin Cable Company respectively. Relevant registration procedures are in progress.

**7. Land use right**

To satisfy the need for construction and development in Chengdu city, during the Period, the Management Committee of Chengdu High-tech Enterprise Development District resumed the land use right for 9 acres of the land where the headquarters of the Company is located and agreed to pay compensation of RMB2,700,000 to the Company.

**8. Shenzhen Puda Company**

To further expand the market of program-controlled telephone exchange system cables and to satisfy the customers' demand, after the approval in the eighth and tenth meetings of the third Board of Directors, the Company will establish Shenzhen Puda Company jointly with Bada Company. Shenzhen Puda Company will mainly engage in the assembly of program-controlled telephone exchange system cables and connectors. The registered capital is expected to be RMB1,000,000, of which the Company contributed RMB700,000, representing 70% of the registered capital. Relevant registration procedures are being in progress.

## 9. 中康公司及中住公司增加註冊資本

經本公司董事會通過的中康公司擴產增資方案，在本期內，已被國家對外貿易經濟合作部批准。中康公司註冊資本已由原來的人民幣184,635,000元增至人民幣305,836,000元，投資總額由原來的人民幣251,435,000元增至人民幣372,635,000元。增資後本公司與美國康寧公司的出資比例不變，仍是各為50%。

為滿足生產發展的需要，經本公司董事會通過的中住公司擴產增資方案，也在此前被成都市高新區管委會批准。中住公司註冊資本已由原來的美金4,200,000元增至美金8,200,000元，投資總額由原來的美金8,000,000元增至美金16,800,000元。增資後本公司與日本住友電氣株式會社（「日本住友」）公司的出資比例不變，仍為本公司75%，日本住友25%。

## 9. CCS and SEI

The Company increased the investment in CCS and amended the registered capital. During the Period, the proposal for production expansion and increase of share capital was considered and approved by the Board of Directors and the Ministry of Foreign Trade and Economic Co-operation of the PRC. The registered capital of CCS was increased from RMB184,635,000 to RMB305,836,000. The total investment was increased from RMB251,435,000 to RMB372,635,000. After the increase in registered capital, the percentage of the investment in CCS by the Company and American CCS Company will remain unchanged and each of the parties will continue to hold 50% equity interest in CCS.

To satisfy the need for production and development, after the consideration and approval by the Board of Directors and the Management Committee of Chengdu High-tech Enterprise Development District and the Board of Directors, the registered capital of SEI was increased from US\$4,200,000 to US\$8,200,000. The total investment in SEI was increased from US\$8,000,000 to US\$16,800,000. After the increase of registered capital, the percentage of equity interests held by the Company and Japan SEI Telecommunication Company Limited (“Japan SEI”) remained unchanged. The Company and Japan SEI will continue to hold 75% and 25% equity interest in SEI respectively.