



重要事項 Significant Events

1. 報告期內，本公司無重大訴訟、仲裁事項。

2. 關於資產收購及出售事項。

鑒於南京愛立信熊貓通信有限公司（「ENC」）及北京愛立信移動通信有限公司（「BMC」）所經營的業務有重疊，愛立信、本公司及中國普天信息產業集團公司（「普天」）同意進行業務重組，即將在中國的移動通信基站及系統設備業務集中到ENC，將生產移動電話產品業務集中到BMC。

根據重組，本公司向普天收購其持有BMC的20%股權，代價為人民幣93,108,000元，普天向本公司收購持有ENC的16%股權，代價為人民幣108,369,889元。上述兩項交易的有關代價乃參照ENC及BMC截至2001年12月31日止各自根據中國會計準則編制的經審核帳目，及股東分紅以後，以重置成本法釐定。本公司以出售事項的所得款項支付給普天，作為繳付收購事項的代價。普天已於2002年12月15日重組完成時以現金向本公司繳付代價淨額人民幣15,261,889元。重組的各方亦已同意ENC及BMC的新股權結構實施基準日為2002年10月1日。ENC及BMC的股東各方從2002年10月1日起將按新股權結構享受業績，在該日之前仍按原股權結構分配業績，而ENC及BMC帳目的處理將與股權結構變更前一致。

1. The Company was not involved in any litigation and arbitration of material importance during the reporting period.

2. Acquisition and disposal of assets

There are duplications of business in Nanjing Ericsson Panda Communication Co. Ltd. ("ENC") and Beijing Ericsson Mobile Communication Limited ("BMC"). Ericsson, the Company and China PTIC Information Corporation ("China PTIC") have agreed to consolidate all business relating to mobile communications base stations in ENC, and all business relating to the manufacturing of mobile phones to BMC (the "Reorganization").

Pursuant to the Reorganization, the Company acquired a 20% equity interest in BMC from China PTIC for a consideration of RMB93,108,000. China PTIC acquired a 16% equity interest in ENC from the Company for a consideration of RMB108,369,889. The respective considerations of the two transactions are determined using the replacement costing method with reference to the respective (ex-dividend) audited accounts of ENC and BMC for the financial year ended 31 December 2001 prepared in accordance with the PRC accounting standards. The proceeds of the Disposal was paid to China PTIC as consideration of the Acquisition and China PTIC paid the net consideration in the amount of RMB15,261,889 to the Company in cash on 15 December 2002 when the Reorganization completed. The parties to the Reorganization have further agreed that the new shareholding structure of ENC and BMC would be effective from 1 October 2002, the date from which the calculation of profit-sharing among the respective shareholders of ENC and BMC will be based on the new shareholding structure and all treatments to the accounts of the ENC and BMC will be consistent with that before the change to the shareholding structure.

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於重組完成後，ENC將成為愛立信全球物流供應控制樞紐之一和亞太地區物流供應控制中心。ENC將主要從事移動通信基站及系統設備包括產品認證、採購、供應控制、系統集成及研發。BMC將成為索尼愛立信公司移動終端類產品的重要生產基地及世界市場的供應樞紐。董事會認為，重組可整合及鞏固ENC及BMC的業務，並有利於ENC及BMC未來的增長和發展。收購事項及出售事項的條款及代價乃屬公平合理，並符合本公司的最佳利益。（詳見2002年12月4日刊登於《上海證券報》、《中國證券報》、香港《文匯報》和《The Standard》的公告）。

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。2002年度本公司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。（詳見核數師報告所列）

4. 本報告期內，本公司無託管、承包、租賃其他公司資產事項。

Upon completion of the Reorganization, ENC will be one of the largest logistics supply hubs serving the global business of Ericsson and the logistics supply center serving the Asian Pacific region. ENC will mainly be engaged in mobile telecommunications base stations and systems equipment, including product certification, purchasing, supply control, system integration and research and development. BMC will be an important manufacturing base of mobile terminal products including mobile phones for Sony Ericsson Mobile Communication Limited, and a supply hub for its world market. The Board of Directors of the Company is of the opinion that the Reorganisation has realigned and consolidated the businesses of ENC and BMC, and will be beneficial to the future growth and development of ENC and BMC. The Board of Directors is of the view that the terms and consideration of the Acquisition and the Disposal are fair and reasonable, and are in the best interest of the Company as a whole (Please refer to announcements dated 4 December 2002 published on Shanghai Securities News, China Securities Journal, Wen Wei Po and The Standard for details).

3. Connected transactions: the Company had no material connected transactions, nor assets reorganisation during the reporting period. In 2002, the total amount of each of the 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 (Please refer to the audit report for details).

4. During the reporting period, the Company did not hold any trust, contract and lease of assets of other companies.



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5. 重大擔保事項

截止2002年12月31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3,491萬元和南京中達製膜(集團)股份有限公司銀行借款人民幣5,000萬元提供擔保。

本公司為控股子公司南京熊貓移動通信設備有限公司(「熊貓移動」)人民幣8,000萬之銀行短期貸款提供擔保。(詳見2002年5月16日刊登於《上海證券報》、《中國證券報》、《香港文匯報》及《Hong Kong iMail》之公告)熊貓移動已經償還該短期貸款，本公司亦無需再承擔任何相應的擔保責任。

6. 董事會充分注意到浩華會計師事務所所在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2002年5月9日股東周年大會審議，批准續聘深圳大華天誠會計師事務所、香港浩華會計師事務所為公司2002年度之國內、國際核數師。於2002年10月17日公司第四屆八次董事會決定解聘深圳大華天誠會計師事務所，改聘信永中和會計師事務所為公司2002年度國內核數師，並提交下次股東大會通過。

浩華會計事務所已連續3年為公司提供審計服務。信永中和會計師事務所首次為公司提供審計服務。

本年度公司支付給兩會計師事務所的報酬為人民幣186.3萬元(2001年度為人民幣275.5萬元)，公司不承擔着旅費與其他費用。

5. Material guarantees

As at 31 December 2002, the Company provided guarantees in respect of discounted bills of RMB34.91 million for Nanjing Cantai Electronic Co., Ltd. and guarantees in respect of bank loan of RMB50 million for Nanjing Zhongda Mode (Group) Co., Ltd, both are independent third parties of the Company.

The Company had provided a guarantee in respect of short term loans advanced by a bank of RMB80,000,000 to Nanjing Panda Mobile Telecommunication Components Company Limited ("NPMTTC"), a wholly owned subsidiary of the Company (please refer to the announcement published in "The Shanghai Securities News", "China Securities Journal", "Hong Kong Wen Wei Po" and "The Standard" on 15 May 2002 for details). NPMTTC had repaid such short term loans. The Company no longer undertook any further liabilities under the guarantee.

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 9 May 2002, it was approved that Shengzhen Dahua Tiancheng Certified Public Accountants and Horwath Hong Kong CPA Limited be re-appointed as the domestic and international auditors of the Company for the year 2002. At the eighth session of the fourth Board of Directors Meeting held on 17 October 2002, it was resolved to terminate the appointment of Shengzhen Dahua Tiancheng Certified Public Accountants and to appoint Shine Wing Certified Public Accountant as domestic auditors of the Company for 2002, subject to approval at the annual general meeting for the year 2002.

Horwath Hong Kong CPA Limited was appointed for three consecutive years to provide audit services. Shine Wing Certified Public Accountants was appointed for the first time to provide audit services.

The remuneration for such two certified public accountants for the year was RMB1.863 million (2001: RMB2.755 million). The Company did not reimburse business traveling expense and other expenses.

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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) 關於職工基本醫療保險。

本公司自2001年1月1日起執行《南京市中心鎮職工基本醫療保險暫行規定》，並依此「規定」實施職工基本醫療保險。原公司職工和退休職工的醫療費用均從福利費中列支，執行新規定後，公司按在職職工工資總額的8%繳納醫療保險金，除此之外不再負擔其他任何醫療費用。此8%的醫療保險金仍從福利費中列支，且福利費的計提標準不變，仍為在職職工工資總額的14%，故此項政策變動不會給本公司綜合損益帳及綜合資產負債表項目產生影響。

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) Basic Medical Insurance for Employees

Pursuant to the Provisional Regulation on Basic Medical Insurance for Employees in Nanjing Municipality (南京市中心鎮職工基本醫療保險暫行規定) (the "Regulation") effective from 1 January 2001, the Company implemented a medical insurance scheme for its employees since 1 January 2001. Before the implementation of the Regulation, medical expenses of the existing and retired employees of the Company were charged to staff welfare benefits payable. Upon the implementation of Regulation, the Company will pay the premiums for such medical insurance scheme which are equivalent to 8% of the total salaries of all of the existing employees of the Company. Save as the aforesaid premiums, the Company will not be responsible for other medical expenses payable. The 8% contribution to the medical insurance scheme is charged to staff welfare benefits payable, and the basis on which the staff welfare benefits payable are calculated remains unchanged i.e. will still be based on 14% of the total salaries of all of the existing employees of the Company. Accordingly, this change in policy has no effect on the consolidated income statement and consolidated balance sheet.