

# 監事會報告

## REPORT OF THE SUPERVISORY COMMITTEE

敬啟者：

二零零二年度，本公司監事會全體成員依照《中華人民共和國公司法》、本公司《公司章程》和有關法律法規的規定和要求，遵守誠信原則，忠實履行公司章程賦予的各項職責，為維護本公司及其股東利益積極地開展工作。

二零零二年度，本公司監事會召開會議六次：

二零零二年三月二十二日在本公司註冊地址召開第一次監事會會議，形成如下決議：

- (1) 審議通過二零零一年度監事會報告；
- (2) 審議通過二零零一年度報告及業績公佈；
- (3) 審議通過二零零一年經審計的財務報告；
- (4) 審議董事會關於核銷和計提資產減值準備的決議，認為決議程序合法，依據充分。

二零零二年四月十八日在本公司註冊地址召開第二次監事會會議，通過本公司2002年第一季度報告及財務報告。

二零零二年六月七日在本公司註冊地址召開第三次監事會會議，選舉馬景星為監事會主席。

二零零二年八月五日在本公司註冊地址召開第四次監事會會議，審議通過了關於二零零二年半年度報告。

To All Shareholders,

In 2002, all the members of the Supervisory Committee actively performed their tasks in protecting the interests of the Company and its shareholders in accordance with the requirements of the Company Law of the PRC, the Articles of Association and the relevant PRC laws and regulations. The Supervisory Committee also fulfilled the various duties assigned to it by the Articles of Association in an active, diligent and faithful fashion.

The Supervisory Committee convened six meetings in 2002:

The first meeting was convened at the Company's registered office on 22 March 2002, in which the following resolutions were passed:

1. To approve the report of the Supervisory Committee for the year 2001;
2. To approve the Annual Report and Announcement of Results for the year 2001;
3. To approve the audited accounts for the year 2001;
4. To approve the resolution passed by the Board in respect of the provisions for diminution in value of assets and treatment of related losses. In the opinion of the Supervisory Committee the opinion that the procedures taken to pass the said resolution were lawful and were adequately evidenced.

The second meeting was convened at the Company's registered office on 18 April 2002 to approve the First Quarterly Report of 2002.

The third meeting was convened at the Company's registered office on 7 June 2002 to elect Mr. Ma Jingxing as chairman of the fourth supervisory committee of the Company.

The fourth meeting was convened at the Company's registered office on 5 August 2002 to approve the 2002 Interim Report.

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二零零二年九月二十七日在本公司註冊地址召開第五次監事會會議，審議通過關於建立現代企業制度的自查報告。

二零零二年十月二十四日在公司住所召開第六次監事會會議，審議通過二零零二年第三季度報告及財務報告。

本監事會在本年度列席本公司董事會會議對本公司董事會所作經營決策決議是否符合國家的法律、法規及公司章程，是否符合本公司的發展前景以及是否符合股東的權益實施有效的監督。認為公司能夠依法進行運作。

本監事會認為本公司最近一次募集資金實際投入與承諾投入項目一致，本年度所發生的關聯交易公平合理。

本監事會亦認真行使職權，全面認真地審閱了董事會擬提交2002年度股東周年大會之財務報表、董事會的工作報告等，並未發現疑問，2002年財務報告真實反映本公司的財務狀況和經營成果。

在該年度內本公司無任何重大訴訟事項。

承監事會命  
馬景星  
監事會主席

二零零三年三月二十一日

The fifth meeting was convened on 27 September 2002 to approve the report of self-examination in respect of the establishment of modern corporate system.

The sixth meeting was convened on 24 October 2002 to approve the Third Quarterly Report and financial report of 2002 of the Company.

The Supervisory Committee also attended the Board Meetings of the Company and exercised effective supervision as to whether business decisions made by the Board of Directors were in compliance with the laws and regulations of the PRC, the Articles of Association, and the development prospects of the Company and were also in the interests of the shareholders. The Supervisory Committee considers that the Board of Directors exercised its powers within the framework of the laws.

In the opinion of the Supervisory Committee, the actual use of the proceeds from the issue of new shares were in compliance with the undertakings made by the Company in the Prospectus and all the connected transactions that occurred during the year were fair and reasonable.

The Supervisory Committee has carried out its duties diligently. The Supervisory Committee has carefully reviewed the accounts and the Report of the Directors to be submitted by the Board of Directors to the 2002 Annual General Meeting and has not found anything contained therein to be questionable. In the opinion of the Supervisory Committee the financial report for the year 2002 reflects the true financial position and results of the Company.

The Company was not involved in any significant litigation during the year.

By order of the Supervisory Committee  
**Ma Jingxing**  
*Chairman of the Supervisory Committee*

21 March 2003