

(一) 監事會會議情況

報告期內公司共召開了四次監事會會議。

- 1、 2002年4月17日召開三屆四次監事會會議，會議批准《2001年度監事會工作報告》、《2001年度業績報告及摘要》，會議接納柳重女士因工作變動辭去監事職務，增補許秀芹女士為監事候選人。
- 2、 2002年4月24日召開三屆五次監事會會議，會議批准董事會出售瀋陽變壓器有限責任公司100%股權的決議。
- 3、 2002年8月27日召開三屆六次監事會會議，會議批准《2002年半年度業績報告》。
- 4、 2002年11月10日召開三屆七次監事會會議，會議批准董事會出售瀋陽華康餐飲娛樂有限公司60%股權的決議。

(1) MEETING OF THE SUPERVISORY COMMITTEE

During the reporting period, the Supervisory Committee convened four meetings.

1. The 4th meeting of the third Supervisory Committee was held on 17 April 2002. At the meeting, the Report of the Supervisory Committee for the year 2001, the annual report for the year 2001 and its summary, the acceptance of resignation from Madam Liu Chong as supervisor due to a change in her job and election of Madam Xu Xiuqin as a replacement supervisor was approved.
2. The 5th meeting of the third Supervisory Committee was held on 24 April 2002. At the meeting, the disposal of 100% equity interest in Shenyang Transformers Ltd. was approved.
3. The 6th meeting of the third Supervisory Committee was held on 27 August 2002. At the meeting, the 2002 interim report was approved.
4. The 7th meeting of the third Supervisory Committee was held on 10 November 2002. At the meeting, the disposal of 60% equity interest in Shenyang Hua Kong Food & Entertainment Ltd. was approved.

(二) 公司監事會對下列事項發表獨立意見

1、 公司依法運作情況

2002年度公司監事會列席了公司召開的股東大會、董事會各次會議，並根據有關法律、法規對股東大會和董事會的召開程序、決議事項、決議程序、董事會對股東大會的執行情況、董事及高級管理人員履行職責情況進行了監督。監事會認為公司董事會決策程序符合《公司法》、《證券法》和《公司章程》的要求規範運作，並且嚴格執行股東大會的各項決議和授權。公司本著依法經營的原則，不斷完善法人治理結構、建立現代企業制度、完善和修訂各項議事規則，並完成了《上市公司建立現代企業制度的自查報告》。公司董事及高級管理人員在履行職責期間未發現違反法律、法規、公司章程和損害公司利益的行為。

2、 檢查公司財務情況

公司監事會對2002年公司財務狀況進行了嚴格的審查，認為審計師出具的審計報告真實、可靠地反映了公司的財務狀況和經營成果。

3、 公司收購、出售資產情況

報告期內公司共發生出售股權、原控股股東以資產抵債、第三方公司以資產抵債等四項資產交易，各項交易公平合理，均履行相關審批程序和及時披露業務，符合有關上市規則要求，有利於進一步規範公司運作，有利於公司的發展，沒有損害公司、全體股東的利益。

(2) THE SUPERVISORY COMMITTEE EXPRESSED INDEPENDENT OPINIONS ON THE FOLLOWING MATTERS:

1. Operations in compliance with the law

During the year 2002, the Supervisory Committee attended every general meeting and board meeting and supervised convening procedures of general meetings and board meetings, resolutions, voting procedures and implementation of resolutions passed at the general meetings of the Company, duties of directors and senior management according to the relevant law and regulations. The Supervisory Committee is of the opinion that the rule of procedures is in compliance with the Company law, Securities Law and Articles of Association and that the Company strictly executed every resolution and mandate passed at the general meeting. According to law, the Company continues to improve the legal-person management structure, establish modern corporate systems, organize operations of the Company and finish the Self-inspection report on Modern Corporate System of Listed Companies in the course of business. To the knowledge of Supervisory Committee, the directors and senior management did not violate the law, regulations and Articles of Association nor pose any detriment to the interest of the Company.

2. Supervision on the financial position of the Company

The Supervisory Committee performed supervision diligently on the financial position of the Company for 2002 and considers that the audit report by the audit of the Company represent the truthfulness and completeness of the financial position and operating results of the Company.

3. Acquisition and disposal of the Company

During the reporting period, the Company made four assets transactions, such as disposal of equity interest, the set-off of debt by the original controlling shareholder with assets, and the set-off of debt by the independent parties with assets. All of the transaction were made on fair and reasonable terms in accordance with the requirements of supervision and disclosure and Listing Rules, in the interest of the Company to further expand its operations and on terms that are fair and reasonable so far as the shareholders of the Company.

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| <p>(二) 公司監事會對下列事項發表獨立意見（續）</p> <p>4、 公司關聯交易情況</p> <p>公司2002年度發生的關聯交易公平合理，沒有損害公司利益。</p> <p>5、 募集資金使用情況</p> <p>本報告期內，公司不存在募集資金使用情況。</p> <p>6、 監事會就董事會對審計報告涉及事項說明的意見</p> <p>監事會同意董事會對審計報告所涉及的有關事項的陳述。</p> | <p>(2) THE SUPERVISORY COMMITTEE EXPRESSED INDEPENDENT OPINIONS ON THE FOLLOWING MATTERS: (Continued)</p> <p>4. Connected transactions.</p> <p>The connected transactions of the Company posed no detriment to the Company for 2002.</p> <p>5. Use of proceeds from subscription</p> <p>During the reporting period, there was no use of proceeds from subscription.</p> <p>6. Opinion of the Supervisory Committee on explanation of the audit report by the Board of directors</p> <p>The Supervisory Committee agrees with explanation of the audit report by the Board of directors.</p> |
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承監事會命
吳慶煒

By Order of the Supervisory Committee
Wu Qingwei

中國，瀋陽
二零零三年四月十四日

Shenyang, PRC
14 April 2003