



重要事項 Significant Events

- | | |
|---------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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、 報告期內，本公司無收購及出售資產，吸收合併事項。 | 2. The Company had no acquisition or disposal of assets nor any corporate merger during the reporting period. |
| 3、 報告期內，本公司無重大關聯交易及資產重組事項。2003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） | 3. Connected transactions: the Company had no material connected transactions, nor assets reorganisation during the reporting period. In 2003, 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、 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. |
| 5、 重大擔保事項 | 5. Material guarantees |

截止2003年12月31日，本公司為獨立第三者南京中達制膜(集團)股份有限公司銀行借款人民幣5,000萬元提供擔保。為控股子公司南京熊貓巨能小家電有限公司承兌匯票人民幣161.55萬元、南京熊貓信息產業有限公司承兌匯票人民幣1,293.99萬元、南京華格電汽塑業有限公司銀行借款人民幣1,250萬元、南京熊貓移動通信設備有限公司銀行借款和承兌匯票合計人民幣13,000萬元、南京熊貓通信發展有限公司銀行借款和承兌匯票合計人民幣16,500萬元提供擔保。以上擔保總額合計為人民幣37,205.54萬元，佔公司淨資產的比例為32.95%，其中為控股子公司擔保金額合計為人民幣32,205.54萬元。

As at 31 December 2003, the Company provided guarantees in respect of the following facilities: the bank loan of RMB50 million for Nanjing Zhongda Mode (Group) Co., Ltd, an independent third party of the Company; the discounted bills of RMB1,615,500 for Nanjing Pande Juneng Small Home Appliance Co., Ltd., a subsidiary of the Company; the discounted bills of RMB12,939,900 for Nanjing Panda Information Industry Co., Ltd; the bank loan of RMB12.5 million for Nanjing Huage Electric Plastics Industry Co., Ltd; the bank loan and discounted bills of RMB130 million in aggregation for Nanjing Panda Mobile Telecommunication Components Company Limited; the bank loan and discounted bills of RMB165 million in aggregation for Nanjing Panda Telecommunication Development Company Limited. The total amount for the said guarantees was RMB372,055,400, representing 32.95% in the net assets of the Company, of which the total guarantees provided to subsidiaries amounted to RMB322,055,400.

重要事項 Significant Events

- 6、 經2003年4月29日股東週年大會審議，批准續聘信永中和會計師事務所、香港浩華會計師事務所為公司2003年度之國內、國際核數師。

香港浩華會計事務所已連續4年為公司提供審計服務。信永中和會計師事務所已連續2年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189.5萬元，(2002年度為人民幣186.3萬元)公司不承擔差旅費等其他費用。

- 7、 中國證監會太原特派辦於2003年11月24至11月30日對本公司進行了例行巡檢，公司以此為契機，加強學習，及時整改，進一步加強規範運作，努力提高信息披露質量，切實維護投資者的利益。

報告期內，公司、公司董事會及董事無受監管部門行政處罰或通報批評等事項發生。

- 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。

6. Upon consideration at the Annual General Meeting held on 29 April 2003, it was approved that Shine Wing Certified Public Accountants and Horwath Hong Kong CPA Limited be re-appointed as the domestic and international auditors of the Company for the year 2003.

Horwath Hong Kong CPA Limited was appointed for four consecutive years to provide audit services. Shine Wing Certified Public Accountants was appointed for two consecutive years to provide audit services.

The remuneration for such two certified public accountants for the year was RMB1.895 million (2002: RMB1.863 million). The Company did not reimburse business traveling expense and other expenses.

7. Taiyuan Resident Audit Office under the CSRC performed a routine inspection on the Company from 24th November to 30 November 2003. By strengthening supervision and making timely rectification, the Company will take this opportunity to further enhance the legal compliance of its operations and improve the quality of information disclosure, aiming to effectively protect the investors' interests.

During the reporting period, none of the Company, the Board of Directors or Director was administratively penalised or publicly criticised by any regulatory authorities.

8. Other important issues:

- (1) Tax policies

The Company is registered in the 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.



重要事項 Significant Events

- (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《南京市城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。

- (2) In the reporting period, there was no entrusted custody of funds or fixed deposit, which the Company failed to recover upon maturity.

- (3) Basic Medical Insurance for Employees

The Company acted pursuant to the Provisional Regulations on Basic Medical Insurance for Employees in Nanjing Municipality (南京市城鎮職工基本醫療保險暫行規定) (the "Regulations") and implemented a medical insurance scheme for its employees since 1 January 2001 medical expenses of the existing and retired employees of the Company were charged to staff welfare benefits payable. Upon the implementation of new Regulations, 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.