

重大事項**1. 關於對進口光纖進行反傾銷調查**

二零零三年七月一日，中國商務部（「商務部」）發佈公告，對原產於美國、日本和韓國的進口非色散位移單模光纖進行反傾銷立案調查（「反傾銷調查」）。二零零四年六月十六日，商務部發佈二零零四年第28號公告，公佈了對美日韓G652非色散位移單模光纖（「G652單模光纖」）反傾銷調查的初裁決定，認定原產於美國、日本、韓國的進口G652單模光纖存在傾銷，國內相關產業受到了實質損害，並決定對該產品採取徵收保證金形式的臨時反傾銷措施。

反傾銷調查的初裁決定，對本集團的影響將會是：

中住光纖公司

雖然反傾銷調查的初裁決定對國產光纖的市場面及改善中國光纖業的大環境產生較大的利好影響，但受此前進口庫存有待消化等因素影響，反傾銷的效應尚未立竿見影。而此次反傾銷初裁獲勝只是給國內光纖製造企業贏得了一次良好的外部機遇，但國內各光纖製造商之間的無序競爭導致光纖價格仍然低迷，目前光纖價格還沒有回升的市場跡象。

SIGNIFICANT EVENTS**1. Anti-dumping investigation of imported optical fibres**

The Ministry of Commerce of the PRC (the "Ministry of Commerce") published an announcement on 1 July 2003 stating a file had been opened for carrying out an anti-dumping investigation on imported non-chromatic dispersion displacement optical fibres originating from the US, Japan and South Korea (the "Anti-dumping Investigation"). On 16 June 2004, the Ministry of Commerce issued an announcement (No. 28 of 2004) stating a preliminary ruling on the Anti-dumping Investigation concerning G652 non-chromatic dispersion displacement optical fibres ("G652 non-chromatic optical fibres") of the US, Japan and South Korea. It is ruled that dumping exists in imported G652 non-chromatic optical fibres originating from the aforesaid countries, which has brought material damage to the related industries in the PRC, and that provisional anti-dumping measures in the form of cash security deposit payment will be imposed against the subject products accordingly.

The preliminary ruling of the Anti-dumping Investigation will have an impact on the Group with respect to:

SEI

The preliminary ruling of the Anti-dumping Investigation has produced a comparatively positive impact on the expansion of the market share of the PRC-made optical fibres and on the improvement of the PRC optical fibre industry as a whole. However, due to a number of factors including the necessity to digest inventories of the subject products which had been imported prior to the announcement of the preliminary ruling, the effect of such anti-dumping measure is not obvious. The preliminary ruling has only given a good opportunity for domestic optical fibre manufacturers externally. Disorderly competition among them has led to the sustained low prices of optical fibres in the market which shows no signs of going up.

成都康寧光纜公司

由於商務部28號公告裁定的涉案G652單模光纖產品僅包括G652A、B和C三種型號的單模光纖，而成都康寧光纜公司目前使用的進口光纖產品屬於G652D單模光纖（這種光纖國內廠商基本無法批量生產），而不是G652C，或「B」，或「A」，因此，反傾銷調查的初裁決定對成都康寧光纜公司沒有負面的影響。

2. 公司搬遷

根據成都市政府的城市發展規劃，本集團總部生產及辦公區域被成都市政府統一規劃另有安排，於二零零三年十二月三十日，成都市政府東郊工業區結構調整領導小組（「領導小組」）辦公室發文確定本公司為成都市第八批搬遷改造企業，本公司總部生產及辦公室區域將搬遷至成都市高新區西部園區。

本公司於二零零四年六月二十五日與成都高新技術產業開發區管理委員會（「高新區管委會」）就本公司在成都高新區建設中國普天成都工業基地正式簽署了合作協議。高新區管委會承諾向本公司提供位於成都市高新區西部園區面積約為339,800平方米（約509.7畝）的土地用於中國普天成都工業基地的項目建設，本公司除繼續享受高新區的各项優惠政策外，還可享受有關的搬遷優惠政策。同時，土地置換將會使本公司獲得較好的運作收益。

CCS

As the G652 non-chromatic optical fibre products involved in No. 28 announcement of the Ministry of Commerce only consist of G652A, G652B and G652C non-chromatic optical fibres, the preliminary ruling of the Anti-dumping Investigation has no negative impact on CCS since currently, CCS mainly uses imported G652D non-chromatic optical fibres which cannot be produced in bulk by domestic optical fibre plants.

2. RELOCATION OF THE COMPANY

In accordance with the urban development planning of the Chengdu Municipal Government, the area where the production and office areas of the Group's headquarters is located has been included in the unified planning of the Chengdu government. On 30 December 2003, the Office of the Leading Group for Restructuring of the Industrial Zone in the Eastern Suburbs of the Chengdu government (the "Leading Group") issued a document to confirm that the Company was included in Chengdu's eighth batch of enterprises that would undergo reform through relocation. As a result, the Company is required to be relocated to the western district of Chengdu High-tech Enterprise Development Zone.

On 25 June 2004, the Company formally signed a cooperation agreement with the Management Committee of Chengdu High-tech Enterprise Development Zone ("High-tech Zone Management Committee") in respect of the Company's establishment of a China PUTIAN Chengdu industrial base in the zone. The High-tech Zone Management Committee undertook to provide the Company with a piece of land with an area of 339,800 sq. m. (approximately 509.7 mu) in the western district of the zone for the construction of the said base. Such relocation will enable the Company to continue to benefit from the preferential policies of the high-tech zone as well as the benefits under the relocation preferential policy. Moreover, the exchange of land will bring a better operating revenue to the Company.

本公司將按照領導小組的總體要求和高新區管委會合作協議的條款，積極做好搬遷的各項工作，按照政府導向，遷入新的開發區，通過搬遷改造，調整產品結構，為本公司未來的經營發展創造良好的條件。

由於本公司搬遷工作時間跨度很長，本公司將採取措施減小在搬遷過程中對生產經營活動產生的影響。

3. 組建成都普天顯示技術有限責任公司

董事會於二零零四年五月二十五日批准本公司與金和利公司合資組建成都普天顯示技術有限責任公司（「該合營公司」），註冊資本為人民幣2,800,000元，本公司佔90%的股份，金和利公司佔10%的股份，該合資公司業務為生產OLED產品。

OLED技術是目前被國際上看好的平板顯示技術。主要應用在從儀器、儀錶、家電顯示屏幕到手機、PDA、數碼相機、手提電腦等移動終端顯示等多個領域。具有超輕薄、全固化、自發光、回應速度快、溫度特性好、高亮度、無視角差、可實現柔軟顯示和成本低等特點，其廣闊的應用前景使OLED已成為顯示器件研究和開發的新熱點，吸引了眾多的國內外研究機構和企業的參與。業界普遍認為，OLED極有可能成為繼液晶顯示器之後的新一代顯示技術。

The Company will make positive efforts to accomplish all tasks in respect of relocation in accordance with the overall requirements prescribed by the Leading Group and the terms set out in the cooperation agreement. The Company will also move to the new development zone and modify its product mix pursuant to the government instructions. By undergoing reform through relocation, a sound condition for the Company's future business development is created.

Since the relocation of the Company will take an extended period of time, the Company will take appropriate measures to minimize the relocation's interference on the manufacturing and operating activities.

3. SETTING-UP OF CHENGDU PUTIAN DISPLAY TECHNOLOGY LTD.

On 25 May 2004, the Board of Directors approved the setting up of Chengdu PUTIAN Display Technology Ltd. (the "Joint Venture Company") jointly with JHL Ltd. with a registered capital of RMB2,800,000. The Company and JHL Ltd. own 90% and 10% of the shareholding of the Joint Venture Company respectively. The principal business of the Joint Venture Company is the production of organic light emitting display ("OLED") products.

OLED is the flat display technology recognized internationally as offering great potential in the light of its wide-ranging applications from measurement devices, meters, home appliance display screens, to mobile terminal displays for mobile phones, PDAs, digital cameras and portable computers. OLED displays have a range of performance advantages including exceptional slimness, full integration, self-lighting, fast response time, high adaptability to temperature, superior brightness, wide viewing angles, soft display functions and low manufacturing costs. The wide-ranging application prospects of OLED have made it a new focus in the research and development of display devices. Many domestic and foreign research institutions and enterprises were attracted by its prospects. The industry generally considers that OLED will most likely become a new frontier display technology after LCD displays.

本公司在對OLED的技術和市場進行了充分的論證後認為：本公司投資OLED項目，符合國家加快對OLED顯示新技術的產業化開發和實現規模化生產的高新技術發展戰略，同時本公司的控股股東——中國普天公司也表示對本公司投資OLED項目予以支持，因此我們要抓住機遇，通過自主開發的OLED新技術和產品，增強我國顯示器產業在世界市場的競爭優勢，縮短我國與國外OLED產品技術上的差距，創造巨大的經濟和社會效益。

基於上述情況，本公司認為現在是介入OLED項目的最佳時機。現在成立的合營公司的目的是便於對外工作聯絡，開展工藝設計等相關前期工作，並積極尋找風險投資或戰略合作伙伴。在風險投資基金或其他合作夥伴介入OLED項目並決定投資的時候，再增加註冊資本增加股東，並調整各方的股份比例以形成具有實際生產能力之公司。

4. 補選監事

根據本公司《公司章程》規定：公司監事會由三名監事組成，可以連選連任，其中三分之二的監事為股東代表組成，其餘三分之一則為職工代表。

After thorough studies of the technological aspects and market potential of OLED, the Company decided to make investment in OLED projects in line with the country's high-tech development strategy of expediting industrialization for and carrying out mass production of the new OLED. In addition, China PUTIAN, the Company's controlling shareholder, has expressed its intention to support the Company's OLED investment projects. Therefore, we undertake to grasp this opportunity by taking initiative in the development of new OLED technologies and products, with the objectives of strengthening the competitive advantages of the PRC display industry in the global market, narrowing the gap between the PRC and other countries in respect of the OLED technology and creating tremendous economic and social benefits.

Given the above condition, the Company is of the opinion that it is the time to engage in OLED projects. The establishment of the Joint Venture Company is aimed at facilitating preliminary preparations in relation to external contact and commencement of technological design, as well as pro-actively seeking venture capital funds or strategic business partners. When venture capital funds or other business partners have made decisions to engage and invest in such projects, the Joint Venture Company will subsequently need to increase its registered capital, the number of shareholders and adjust the shareholdings of various parties, in order to transform into one with actual production capability.

4. BY-ELECTION OF SUPERVISORS

As stipulated in the Company's articles of association, the supervisory committee of the Company (the "Supervisory Committee") shall comprise three supervisors who are entitled to re-election. Two-thirds of the supervisors are shareholders' representatives and the remaining one-third is employees' representative.

二零零三年八月本公司控股股東——中國普天公司提名第四屆監事會三分之二的監事候選人是張曉成先生和安民民先生。由於安民民先生被董事會聘為公司的財務負責人，按照公司章程的規定就不能再擔任監事。因此，中國普天公司再次提名熊挺先生為第四屆監事會候選人，並已通過了二零零三年度股東周年大會選舉。

熊挺先生的任期從二零零四年六月十五日至二零零六年九月三十日止，任期屆滿，可以連選連任。

現在第四屆監事會的組成是：張曉成、熊挺、洪秀蓉(員工代表)。

5. 修改公司章程第八十七條

根據中國證監會《關於在上市公司建立獨立董事制度的指導意見》中有關上市公司董事會成員中應當至少包括三分之一的獨立董事的規定，本公司第四屆董事會獨立非執行董事人數已由原來的兩人增加至三人。

鑒於第四屆董事會獨立非執行董事人數已改變，《公司章程》第八十七條也作了相應修改，即將原“第八十七條：公司設董事會，董事會由九至十三名董事組成，其中設董事長一人，副董事長一至二人，非執行董事二人。現有董事九人。”改為“第八十七條：公司設董事會，董事會由九至十三名董事組成，其中：設董事長一人，副董事長一至二人，獨立非執行董事三人。現有董事九人”。

修改後的公司章程已獲二零零三年度股東周年大會的批准，國家有關部門於二零零四年八月十六日批准生效。

In August 2003, China PUTIAN, the Company's controlling shareholder, nominated Mr. Zhang Xiaocheng and Mr. An Minmin as candidates for the two-thirds of supervisors of the fourth Supervisory Committee. Since Mr. An Minmin had been appointed by the Board of Directors as financial officer of the Company, he was not qualified to take up the position of supervisor concurrently as stipulated in the Articles of Association. Consequently, China PUTIAN nominated Mr. Xiong Ting as replacement candidate for the fourth Supervisory Committee and he was elected as a supervisor at the Annual General Meeting of 2003.

The term of office of Mr. Xiong Ting, commenced from 15 June 2004 until 30 September 2006, is renewable upon re-election.

The existing fourth Supervisory Committee consists of Mr. Zhang Xiaocheng, Mr. Xiong Ting and Ms. Hong Xiurong (employees' representative).

5. AMENDMENT TO ARTICLE 87 OF THE COMPANY'S ARTICLES OF ASSOCIATION

As required by the China Securities Regulatory Commission's "Directive Advice on the Establishment of Independent Director System by Listed Companies" that at least one-third of the directors who constitute a listed company's board of directors shall be independent directors, the fourth Board of Directors has now consisted of three independent non-executive directors instead of two in the past.

In the light of the change in the number of independent non-executive directors of the fourth Board of Directors, Article 87 of the Company's articles of association had been amended accordingly from "Article 87: The Company shall establish a Board of Directors which comprises 9 to 13 Directors, including 1 Chairman, 1 to 2 Vice-Chairman, and 2 Non-Executive Directors. There are 9 existing Directors." to "Article 87: The Company shall establish a Board of Directors which comprises 9 to 13 Directors, including 1 Chairman, 1 to 2 Vice-Chairman and 3 Independent Non-executive Directors. There are 9 existing Directors."

The amended Articles of association of the Company, which were approved at the Annual General Meeting of 2003, were approved by the relevant authority on 16 August 2004 and became effective accordingly.