

監事會報告書 Report of the Supervisory Committee of the Company

1. 本報告期內監事會會議情況

本報告期內監事會共召開兩次會議，主要內容如下：

1. 第三屆監事會第四次會議於2005年4月14日召開，審議通過了以下內容：

- (1) 2004年度監事會工作報告；
- (2) 關於在境內外公布2004年年度報告及其摘要的議案；
- (3) 關於審議經境內外會計師審計的2004年年度財務會計報告的議案；
- (4) 2004年度財務決算和2005年年度財務預算報告；
- (5) 公司2004年度利潤分配預案；
- (6) 2004年度本公司董事會依法運作等情況說明。

2. 第三屆監事會第五次會議於2005年8月30日召開，審議通過了以下內容：

關於在境內外公布2005年度中期業績報告的議案。

1. Meetings of the Supervisory Committee of the Company during the period

The supervisory committee of the Company held two meetings during the period, mainly covering the following:

1. The 4th meeting of the Third Supervisory Committee of the Company was held on 14th April, 2005, wherein the following resolutions were passed:

- (1) the 2004 supervisory committee working report of the Company;
- (2) the 2004 annual report and the report summary of the Company;
- (3) the financial and accounting statements of the Company for 2004;
- (4) the 2004 final financial report and the 2005 financial budget report of the Company;
- (5) the 2004 profit appropriation plan of the Company; and
- (6) the report of 2004 financial condition of the Company.

2. The 5th meeting of the Third Supervisory Committee of the Company was held on 30th August, 2005, wherein the following resolutions were passed.

Resolution regarding announcement of 2005 interim results report both in the PRC and overseas.

- 2. 監事會對本公司 2005 年度依法運作情況的獨立意見**
- 監事會認為，報告期內本公司董事會在各項生產經營活動中，嚴格按照國家各項法律、法規和《公司章程》的有關規定進行規範運作，決策程序合法。本公司董事、高級管理人員執行職務時沒有違反法律、法規、公司章程或損害本公司利益或廣大投資者利益的行為。
- 2. Independent opinion of the Supervisory Committee on the legality of the Company's operation in 2005**
- The Supervisory Committee considers that the various production operation activities of the Board during the reporting period have been regularized in strict compliance with the requirements under the various laws, regulations of the State and the Articles of Association, and its decision procedures were legal. There have been no violation of the laws, regulation, the Articles of Association or damage to the Company's interests or the interests of the investors during the discharge of duties by the Directors and senior management.
- 3. 監事會對檢查本公司 2005 年度財務情況的獨立意見**
- 監事會認為，報告期內公司財務管理規範，內部控制制度嚴格並實際認真執行。本公司 2005 年度財務報告能夠客觀真實地反映本公司財務狀況和經營成果。普華永道中天會計師事務所有限公司出具的審計意見和對有關事項作出的評價是客觀公正的。
- 3. Independent opinion of the Supervisory Committee of the Company on the financial situation of the Company in 2005**
- The supervisory committee of the Company carried out serious and careful inspections on the financial system and financial situation of the Company, and considered that the 2005 financial report of the Company could truly reflect the financial situation and operating results of the Company. The audit opinion and appraisals of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd., the PRC were objective and fair.
- 4. 監事會對公司最近一次募集資金實際投入情況的獨立意見**
- 報告期內，本公司沒有募集資金。
- 4. Independent opinion of the Supervisory Committee of the company on the actual situation of the previous fund raising exercise of the Company**
- During the reporting period, the Company did not exercise the fund raising.
- 5. 監事會對本公司收購出售資產情況的獨立意見**
- 報告期內，本公司無收購出售資產情況。
- 5. Independent opinion of the Supervisory Committee of the Company on the acquisition and sale of assets of the Company**
- During the reporting period, the Company did not acquire or sell any assets.
- 6. 監事會對公司關聯交易情況的獨立意見**
- 監事會認為，公司的關聯交易遵循了市場公平、平等、自願、友好協商的原則，並按規定進行充分的信息披露工作，保護了非關聯股東的權益。
- 6. Independent opinion of the Supervisory Committee of the Company on the connected transactions of the Company**
- The Supervisory Committee considers that the Company's connected transactions have complied with the market principles of fair, equal voluntary and friendly negotiation and have been disclosed to a sufficient extent pursuant to the requirements to safeguard the interests of unconnected Shareholders.