

一、報告期內監事會會議情況

本報告期內，公司監事會共召開了四次會議：

- (1) 第三屆監事會第六次會議於二零零一年一月十六日召開，審議通過本公司調整部分募股資金使用方向的議案，同意楊士傑先生辭去第三屆監事會主席、監事職務；
- (2) 第三屆監事會第七次會議於二零零一年三月六日召開，會議選舉李紅東為第三屆監事會會主席；
- (3) 第三屆監事會第八次會議於二零零一年四月六日召開，審議通過本公司二零零零年度稅後利潤分配方案，二零零零年度財務報告的議案，二零零零年年報及年報摘要文本的議案，召開股東大會議案，續聘天健(信德)會計師事務所和德勤·關黃陳方會計師行為本公司法定及國際核數師的議案，二零零零年度《監事會工作報告》，審議通過投資金石房地產開發公司的議案。
- (4) 第三屆監事會第九次會議於二零零一年八月十六日召開，審議通過本公司二零零一年中期財務報告的議案，二零零一年中報及摘要文本的議案，《東方電機股份有限公司「十五」發展規劃綱要》。

1. Meetings of the Supervisory Committee during the reporting period

During the reporting period, the Supervisory Committee had held four meetings:

- (1) The sixth meeting of the 3rd Supervisory Committee was held on 16 January 2001. The meeting considered and passed the resolution on the change in the use of proceeds. The meeting approved the resignation of Mr Yang Shijie from the positions of chairman and supervisor of the 3rd Supervisory Committee.
- (2) The seventh meeting of the 3rd Supervisory Committee was held on 6 March 2001. Li Hongdong was elected as the chairman of the 3rd Supervisory Committee at the meeting.
- (3) The eighth meeting of the 3rd Supervisory Committee was held on 6 April 2001. The meeting considered and passed the Company's Profit After Taxation 2000 Appropriation Plan, the Company's Financial Report 2000, the Company's Annual Report and its summary, the holding of annual general meeting, re-appointment of Pan China (Schinda) Certified Public Accountants in Shenzhen and Deloitte Touche Tohmatsu of Hong Kong as the statutory and international auditors of the Company respectively, Report of Supervisory Committee 2000 and investment in Jin Shi Real Estate Development Company.
- (4) The ninth meeting of the 3rd Supervisory Committee was held on 16 August 2001. The meeting considered and passed the Company's Interim Financial Report 2001, the Company's Interim Report 2001 and its summary, the "Summary of the Tenth Five Year Development Plan of Dongfang Electrical Machinery Company Limited".



二、監事會對公司二零零一年度有關事項的獨立意見

(1) 公司依法運作情況

公司監事會根據國家有關法律、法規，對公司股東大會、董事會的召開程序、決議事項、董事會對股東大會決議的執行情況、公司高級管理人員執行職務的情況及公司管理制度等進行了監督，監事會認為：二零零一年度公司董事會能夠嚴格按照《公司法》、《證券法》、《上市規則》、《公司章程》及其他有關法律法規進行規範運作，工作認真負責、經營決策科學合理。公司進一步完善了內部管理和內部控制制度，建立了良好的內控機制。公司董事會成員和高級管理人員忠於職守，認真執行股東大會和董事會的各項決議，未發現有違反法律法規公司章程或損害公司利益的行為。

(2) 檢查公司財務情況

監事會認真審核了公司董事會準備提交公司股東大會審議的公司二零零一年度財務決算報告、公司二零零一年度利潤分配方案、經深圳天健信德會計師事務所和香港德勤·關黃陳方會計師行審計並出具的二零零一年度財務審計報告等相關資料。監事會認為：公司二零零一年度財務審計報告真實可靠，客觀地反映了公司的財務狀況和經營成果。監事會同意境內外會計師事務所出具的公司財務審計報告，同意公司二零零一年度利潤分配方案。

2. Independent opinion of the Supervisory Committee on the relevant issues of the Company in 2001

(1) Operations of the Company in compliance with the laws

Pursuant to the relevant laws and regulations of the State, the Supervisory Committee of the Company has carried out supervision on the Company's shareholders meetings, the convening procedures of the Board of Directors, resolutions and the implementation of the resolutions of the shareholders meetings by the Board of Directors, and considered that the performance of the Company's Board of Directors in 2001 was strictly in compliance with the Company Law, Securities Law, Listing Rules, Articles of Association and other laws and regulations, and that their works were serious and responsible, their operating decisions scientific and reasonable, and further upgraded internal management and internal control systems, setting up a good internal control system. The Directors and senior management carried out their work diligently and implemented the resolutions of the meetings of shareholders and the Board of Directors in a serious manner. None of the Directors and the senior management of the Company have been found to be in violation of the laws and regulations, the Articles of Association and detrimental to the interests of the Company.

(2) Inspection of the financial position of the Company

The Supervisory Committee of the Company carried out serious and careful inspections on the Company's 2001 Financial Report, the Company's profit after taxation 2001 appropriation plan, the audit report issued by Pan China (Schinda) Certified Public Accountants in Shenzhen and Deloitte Touche Tohmatsu of Hong Kong and other information to be submitted to the Annual General Meeting. The Committee is of the opinion that the Company's 2001 financial statements can truly, accurately, and objectively reflect the financial position and the results of the Company. The Committee accepted the audit report issued by the PRC and international auditors and the Company's profit after taxation 2001 appropriation plan.

二、監事會對公司二零零一年度有關事項的獨立意見(續)

(3) 公司募股資金的使用情況

公司募集資金實際投入項目除一項根據實際情況發生變更外，其餘和承諾項目一致，所變更募集資金使用用途的變更程式合法。

(4) 公司收購或出售資產的交易情況

在本報告期內，公司沒有進行收購或出售資產的交易，亦未發現任何內幕交易，未發現損害部分股東權益或造成公司資產流失的情況。

(5) 關聯交易的公平情況

公司與有關單位的關聯交易公平合理，未發現損害公司利益的情況。

(6) 監事會同意董事會對審計報告解釋性說明事項的說明。

承監事會命
監事會主席
李紅東

二零零二年四月九日

2. Independent opinion of the Supervisory Committee on the relevant issues of the Company in 2001
(continued)

(3) Use of proceeds

Other than the change of the actual use of the proceeds in one item to cope with the practical conditions, the balance was applied in accordance with those plans set out in the Prospectus. The procedures for the change in use of proceeds are in compliance with the laws.

(4) Acquisition or sales of assets by the Company

During the reporting period, the Company had not acquired or sold any assets, no insider dealing was discovered, and nothing detrimental to the interests of the shareholders or have caused the depletion of the assets of the Company were found.

(5) Fairness of the connected transactions

The connected transactions of the Company were fair, and were not adverse to the interests of the Company.

(6) The Supervisory Committee Concurs with the Notes of the Board of Directors to the explanatory notes to the auditors' report.

By the order of the Supervisory Committee
Li Hongdong
Chairman of the Supervisory Committee

9 April 2002