

本公司董事會認真履行了《公司法》及本《公司章程》賦予的責任，認真執行了股東大會的決議，積極展開工作，為全體股東保全資本，增加財富。

The Board of Directors has faithfully performed the obligations stated in the "Company Law" and the Company's "Articles of Association" and has carried out the resolutions of the Annual General Meeting. It has worked hard to maintain the equity value of and increase the wealth for all shareholders.

(一) 董事會日常工作情況

(I) THE WORK OF THE BOARD OF DIRECTORS

1、報告期內董事會的會議情況及決議內容

1) Resolutions and meetings of the Board of Directors

本報告期內公司共召開10次董事會會議，會議情況及決議內容如下：

During the period, the Company held 10 meetings of the Board of Directors. The meetings and resolutions are as follows:

- (1) 第一次董事會於2001年1月12日召開，主要內容：

- (a) The 1st Meeting of the Board of Directors was held on 12 January, 2001. The major points were as follows:

審議通過了在湖北、浙江等地建立營銷網絡。

Considered and approved the setting up of a sales network in the provinces of Hubei and Zhejiang, amongst other areas.

審議通過了向銀行貸款的決議。

Considered and approved a resolution to borrow from the bank.

- (2) 第二次董事會於2001年2月22日召開，主要內容：

- (b) The 2nd Meeting of the Board of Directors was held on 22 February, 2001. The major points were as follows:

審議通過了2000年年度報告及摘要。

Considered and approved the 2000 Annual Report and its Summary.

審議通過了2000年年度利潤分配預案。

Considered and approved the profit distribution proposal for 2000.

審議通過了2001年綜合計劃和技改計劃，技改資金控制在2266.9萬元。

Considered and approved the Overall Plan and the Technology Renovation Plan for 2001 with the funds for technology renovation being kept within Rmb22.669 million.

審議通過了關於員工住房有關財務處理問題的議案。

Considered and approved the resolution regarding the problems of financial treatment of staff accommodation.

此次會議決議刊登在2001年2月23日的《上海證券報》、香港《文匯報》、《Hong Kong iMail》上。

On the 23rd February, 2001, the Company published the Resolutions of this Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".

- (3) 第三次董事會於2001年3月30日召開，主要內容：

審議通過了《申請2001年增發A股議案》。

審議通過了《關於增發A股募集資金投向的議案》。

審議通過了《董事會關於前次募集資金使用情況說明的議案》及滙江德勤會計師事務所《關於公司前次募集資金使用情況的專項報告》。

審議通過了《關於提請股東大會授權董事會全權辦理本次公募增發A股相關事宜的議案》。

審議通過了《關於2001年利潤分配意向的議案》。

審議通過了《關於召開2000年年度股東大會的議案》。

此次會議決議刊登在2001年4月2日的《上海證券報》、香港《文匯報》、《Hong Kong iMail》上。

- (4) 第四次董事會於2001年7月20日召開，主要內容：

本次會議聽取了經理班子關於新廠設計方案及工藝路線，並做出決議，確定了設計單位、新廠主體結構等。

- (c) The 3rd Meeting of the Board of Directors was held on 30th March, 2001. The major points were as follows:

Considered and approved the "Resolution for Application to Issue 'A' shares in 2001".

Considered and approved the "Resolution Regarding Investment Direction in Issuing 'A' Shares to Raise Capital".

Considered and approved the "Resolution on the Explanation by the Board of Directors of the Use of Funds from Previous Fundraising" and the "Special Report on the Explanation of the Use of Funds from Previous Fundraising" prepared by Deloitte Touche Tohmatsu, Shanghai Certified Public Accountants.

Considered and approved the "Resolution Regarding the Submitting to the Annual General Meeting of Authorising the Board of Directors to Process With Full Authority Matters Relating to the Public Issue of 'A' shares".

Considered and approved the "Resolution Regarding the Intention for Profit Distribution for 2001".

Considered and approved the "Resolution Regarding the Convening of the 2000 Annual General Meeting".

On the 2 April, 2001, the Company published the Resolutions of this Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".

- (d) The 4th Meeting of the Board of Directors was held on 20 July, 2001. The major points were as follows:

The Meeting was briefed by the management team regarding the design plan for the new plant and its technological itinerary and made resolutions to determine the design unit and the overall structure of the new plant etc.

- (5) 第五次董事會於2001年8月17日召開，主要內容：

審議通過了2001年經審計的中期報告及摘要。

審議通過了關於計提壞賬準備和各項資產減值(跌價)準備以及損失處理的內部控制制度。

審議通過了計提固定資產、在建工程、無形資產減值準備的報告。

審議通過了本公司關於建立國內獨立銷售系統的計劃。

審議通過了本公司根據中國證監會《關於做好上市公司資金佔用情況調查工作的函》的要求，進行自查結果的報告。

此次會議決議刊登在2001年8月20日的《上海證券報》、香港《文匯報》、《Hong Kong iMail》上。

- (6) 第六次會議於9月12日召開，主要內容：

審議通過了本公司崗位績效工資制度。

審議通過了本公司補充醫療保險暫行辦法。

- (7) 第七次會議於10月25日召開，主要內容：

審議通過了與北京膠印廠共同出資組建印刷廠的方案。

通報了中國證監會、上海證券交易所對上市公司委託理財、獨立董事與控股股東獨立性等情況的調查。

- (e) The 5th Meeting of the Board of Directors was held on 17th August, 2001. The major points were as follows:

Considered and approved the Interim Audited Report and Summary for 2001.

Considered and approved the internal controls on the treatment of provisions for bad debt and the provisions for diminution in value (price falls) of assets.

Considered and approved the report on the provision of diminution in value of fixed assets, work-in-construction and intangible assets.

Considered and approved the plan for the Company to set up a domestic independent sales system.

Considered and approved the report with its conclusions drawn from its own investigations and based on the demands stemming from the "Letter Regarding Investigation into Improving the Situation in the Use of Funds for Listed Companies" prepared by the China Securities and Regulatory Commission.

On the 20 August, 2001, the Company published the Resolutions of this Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".

- (f) The 6th Meeting of the Board of Directors was held on 12 September, 2001. The major points were as follows:

Considered and approved the Company's employment performance wage structure.

Considered and approved the Company's provisional measures for supplementing medical insurance.

- (g) The 7th Meeting of the Board of Directors was held on 25 October, 2001. The major points were as follows:

Considered and approved the plan for the Company to fund and set up a printing house with Beijing Offset Printer.

Circulated the investigations into the situations with the China Securities and Regulatory Commission, the Shanghai Stock Exchange on entrusting money management matters, and the independence of independent directors and holding company shareholders.

- (8) 第八次會議於11月20日召開，主要內容：

審議通過了本公司與北人集團公司簽屬終止代理銷售議議。

會議決定在年底前舉行本公司與北京膠印廠組建印刷廠的揭牌儀式，並委派了董事。

此次會議決議刊登在2001年11月21日的《上海證券報》、香港《文匯報》、《Hong Kong iMail》上。

- (9) 第九次會議於11月26日召開，主要內容：

審議通過了本公司意向出資3675000元與義大利MONIGRAF S.R.L.公司共同投資創辦「北京莫尼自控系統有限公司」。

為保證公司正常發展，董事會決定向銀行貸款。

- (10) 第十次會議於12月19日召開，主要內容：

董事會就北京證管辦轄區「上市公司規範運作自查問卷」進行了討論，並通過了公司的自查問卷內容。

- (h) The 8th Meeting of the Board of Directors was held on 20 November, 2001. The major points were as follows:

Considered and approved the signing of the termination of sales agency agreement between the Company and Beiren Group Corporation.

The Meeting decided that before the end of the year it would hold a plaque unveiling ceremony for the printing house which the Company is setting up with Beijing Offset Printer and appointed its directors.

On the 21 November, 2001, the Company published the Resolutions of this Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".

- (i) The 9th Meeting of the Board of Directors was held on 26 November, 2001. The major points were as follows:

Considered and approved the Company's intention to invest Rmb3,675,000 in "Beijing Moni Automatic Systems Company Limited, founded and jointly funded by the Company and Italy's MONIGRAF S.R.L.

In order to ensure the normal development of the Company, the Board of Directors decided to borrow from the bank.

- (j) The 10th Meeting of the Board of Directors was held on 19 December, 2001. The major points were as follows:

The Board of Directors discussed the "Self Appraisal Questionnaire on the Normal Operations of Listed Companies" prepared by the Beijing Zhengguanban Xiaqu (北京證管辦轄區), and passed the content's of the Company's self appraisal questionnaire.

(二) 利潤分配預案或資本公積金轉增股本預案 (按中國會計準則分配)

1、 2001年利潤分配預案或資本公積金轉增股本預案

公司2001年度實現淨利潤6,428.2萬元，根據《公司章程》規定，按10%提取法定公積金648.6萬元，按10%提取法定公益金648.6萬元，加年初未分配利潤1,495.4萬元，實際可供股東分配的利潤6,626.3萬元。公司以2001年末總股本400000000股為基數，向全體股東每10股派發現金紅利1.20元（含稅），共計派發人民幣4,800萬元，剩餘1,826.3萬元利潤留待以後年度分配。2001年度公司不進行資本公積金轉增股本。

2、 2002年利潤分配政策及資本公積金轉增股本的政策

- (1) 公司利潤分配和資本公積金轉增股本實施原則是：根據公司實際情況及業績因素實事求是地進行，最大限度地保護廣大股東利益。
- (2) 公司預計在2002年擬進行一次利潤分配，其中2002年實現淨利潤用於股利分配的比例不少於10%，2001年度累計形成未分配利潤用於2002年利潤分配的比例不少於10%；在分配形式上採用現金方式。
- (3) 鑒於公司2002年利潤分配預案需要提交股東大會審議通過才能實施，公司董事會將保留根據公司發展和經營狀況對其作出相應調整的權利。

(II) PROFIT DISTRIBUTION PLANS OR THE PLANS TO CONVERT SURPLUS RESERVES INTO SHARE CAPITAL (IN ACCORDANCE WITH PRC ACCOUNTING STANDARDS)

1) Profit distribution plan in 2001 or the plan to convert surplus reserves into share capital

In 2001, the Company made a net profit of Rmb64.282 million. Based on its "Articles of Association", 10% equivalent to Rmb6.486 million was appropriated for the statutory reserve fund, 10% equivalent to Rmb6.486 million was appropriated for the statutory public welfare fund. Taking into account the amount of retained earnings at the beginning of the year of Rmb14.954 million, the amount of profit which was available for distribution was Rmb66.263 million. Using the total number of shares in issue at the end of 2001 of 400 million and distributing Rmb1.20 cash (inclusive of tax) for every 10 shares, the total amount to be distributed is Rmb48 million. The remaining profit of Rmb18.263 million will be left for future distribution. In 2001, the Company did not increase its share capital through conversion of its surplus reserves.

2) Profit distribution policy for 2002 and the policy on conversion of reserves into share capital

- a) The Company's policy on profit distribution and conversion of surplus reserves into share capital is to offer the widest protection to its shareholders based on the Company's actual situation and the factors affecting its results.
- b) The Company projects that it will implement one distribution of profit in 2002. The amount apportioned as dividend from net profit will be not less than 10% and the amount of retained earnings accumulated in 2001 available for distribution in 2002 will be not less than 10%. Distribution will be in the form of cash.
- c) The plan for the distribution of profit in 2002 will need to be submitted to the Annual General Meeting for consideration and approval before it is implemented. The Board of Directors will reserve the right to make appropriate adjustments depending on the development of the Company and the state of the Company's business.

3、 股息派發細則

如果股東大會通過上述分配方案，對持有國有法人股（A股）、境內上市的人民幣普通股（A股）及境外上市外資股（H股）股息派發時間辦法另行公告。

對H股股息派發，本公司將於2002年5月10日至6月11日（首尾兩天包括在內），暫停辦理H股股份過戶登記手續，持有本公司H股股份之股東，如欲獲派本期股息，須於2002年5月9日下午4：00前將過戶文件連同有關之股票交回本公司之過戶登記處，地址為香港中環德輔道中一九九號維德廣場二樓，香港證券登記有限公司。

(三) 董事會對股東大會決議的執行情況

1、 2001年5月16日召開的2000年年度股東大會審議通過了《公司2000年度利潤分配方案》；以2000年底公司總股本400,000,000股為基數，每10股派發現金紅利人民幣1元（含稅），全年共派發現金紅利人民幣40,000,000元。剩餘利潤留存以後年度分配；本年度不進行資本公積金轉增股本。公司董事會於2001年5月17日在香港《文匯報》、《Hong Kong iMail》上刊登了2000年度H股分紅派息公告，於2001年6月28日在《上海證券報》上刊登了A股分紅派息公告，股權登記日為2001年7月4日，除息日為2001年7月5日，紅利發放日為2001年7月12日，每股稅前紅利金額為人民幣0.10元（含稅）。

3) Distribution of dividends

Should the Annual General Meeting pass the aforementioned distribution plan, the timing and method of the distribution to holders of state shares (A shares), domestic listed Rmb denominated A shares and overseas listed shares ('H' shares) will be announced separately.

For the distribution of the dividend for H shares, the register of members of the Company will be closed from 10th May to 11th June 2002 (both days inclusive) during which no transfer of H shares will be registered. Those H shareholders wishing to participate in the distribution of dividend for the period must lodge their transfer documents together with the relevant share certificate at the Company's H Share Registrar at: Hong Kong Registrars Limited, 2/F, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong by 4:00 p.m. 9th May, 2002.

(III) THE STATUS OF THE RESOLUTIONS FOR THE BOARD OF DIRECTORS FOR THE ANNUAL GENERAL MEETING

1) On 16 May, 2001, the Company held its 2000 Annual General Meeting where it considered and approved the "Company's Profit Distribution Plan for 2000"; with the total number of shares at the end of 2000 of 400,000,000 as a base, each 10 shares received a cash dividend of Rmb1 (including tax), as a result, the total amount of dividend distribution was Rmb40,000,000. The remaining profit was retained for distribution in future years; the Company did not convert its surplus reserves into share capital during the year. On 17 May, 2001, the Company's directors published the notice of the distribution of 'H' share dividends for 2000 in Hong Kong's "Wen Wei Po" and "Hong Kong iMail". On 28 June, 2001, it also published the notice of the distribution of 'A' share dividend in the "Shanghai Securities Daily". The date for registration of shares was 4 July, 2001, the ex-dividend date was 5 July, 2001, the date for distribution of dividends was 12 July, 2001 and the pre-tax cash dividend per share was Rmb0.10 (inclusive of tax).

(四) 年度業績

1. 按中國會計準則編制

- (1) 2001年度本集團綜合業績摘要(單位：元)

指標項目	Indicators	2001年 2001	2000年 2000	增減變動 Change
總資產	Total assets	1,581,331,370.37	1,317,293,239.41	20.04%
長期負債	Long term liabilities	1,900,000.00	—	—
股東權益	Shareholders' equity	951,126,165.21	934,844,489.30	1.74%
主營業務利潤	Profit from main operations	207,047,894.56	146,745,601.83	41.09%
淨利潤	Net profit	64,281,675.46	30,229,274.04	112.65%

變動原因：

- 1、總資產增加主要是本年流動資產、長期投資和固定資產增加所致。
- 2、長期負債增加主要是對外投資單位並入的長期負債。
- 3、股東權益增加主要是盈餘公積和未分配利潤增加。
- 4、主營業務利潤增加主要是銷售收入增加使主營業務利潤增加。
- 5、淨利潤增加一方面是銷售額比上年有較大幅度的增長，另一方面是因會計政策變更追溯調減了2000年當年利潤人民幣21,193,986.67元。

(IV) ANNUAL RESULTS

1) Prepared based on PRC accounting standards

- (a) Summary of the consolidated results of the Group for 2001 (Unit: Rmb)

Indicators	2001年 2001	2000年 2000	增減變動 Change
Total assets	1,581,331,370.37	1,317,293,239.41	20.04%
Long term liabilities	1,900,000.00	—	—
Shareholders' equity	951,126,165.21	934,844,489.30	1.74%
Profit from main operations	207,047,894.56	146,745,601.83	41.09%
Net profit	64,281,675.46	30,229,274.04	112.65%

Factors leading to changes:

- i) The increase in total assets came principally from the increases in current assets, long term investments and fixed assets during the year.
- ii) The increase in long term liabilities came principally from consolidation of an external investment.
- iii) The increase in shareholders' equity came principally from the increases in surplus reserves and retained earnings.
- iv) The increase in the profit from main operations came principally from the increase in sales from rolled sheet offset presses and flat sheet offset presses (卷筒紙及平張紙).
- v) The increase in net profit came principally from the increase in sales for the year on one hand and a backdated change to accounting policy which reduced the profit for 2000 by Rmb21,193,986.67 on the other.

董事會報告

BOARD OF DIRECTOR'S REPORT

(2) 年度利潤分配

稅後利潤分配
法定公積金
法定公益金
已分派股息
擬分派股息
合計

(b) Profit distribution for the year

	2001 人民幣千元 2001 Rmb '000	2000 人民幣千元 2000 Rmb '000
Distribution of profit after tax		
Statutory surplus reserve	6,486	3,048
Statutory public welfare fund	6,486	3,048
Distributed dividends	—	40,000
Proposed dividend distribution	48,000	40,000
Total	60,972	46,096

2. 根據香港公認會計準則編制

經香港德勤•關黃陳方會計師行審核

2) Prepared under accounting principles generally accepted in Hong Kong

Audited by Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong

(1) 2001年度本集團綜合業績摘要

(a) Summary of the consolidated results for the Group for 2001

營業額
稅前盈利
稅項
稅後盈利
少數股東權益
本年盈利

	2001 人民幣千元 2001 Rmb '000	2000 人民幣千元 (重述) 2000 Rmb '000 (Restated)
Turnover	699,947	444,984
Profit before taxation	41,126	18,046
Taxation	(13,738)	(8,647)
Profit after taxation	27,388	9,399
Minority interests	1,025	2,004
Net profit for the year	28,413	11,403

(2) 本年利潤分配

(b) Appropriations and dividends

提取法定公積金
提取法定公益金
建議派發末期股息
合計

	2001 人民幣千元 2001 Rmb '000	2000 人民幣千元 2000 Rmb '000
Appropriated to statutory surplus reserve	2,508	1,099
Appropriated to statutory public welfare fund	2,508	1,099
Proposed final dividends	48,000	40,000
Total	53,016	42,198

本公司董事會2002年4月17日擬定公司2001利潤分配方案：建議全年共派發股息每股現金人民幣0.12元(含稅)。此方案將提交股東大會表決通過。

On 17th April, 2002, the Board of Directors of the Company drew up the Company's 2001 profit distribution plan: it proposed a full year cash dividend distribution per share of Rmb0.12 (including tax). This plan will be submitted to the Annual General Meeting for voting and approval.

3. 主要業務

- (1) 主營業務收入及利潤按產品類別的構成情況如下(按中國會計準則)

產品類別

平張紙印刷機
捲筒紙印刷機
商用表格機

3) Major businesses

- (a) Breakdown of sales and profit by product is as follows (based on PRC accounting standards)

單位：人民幣元
Unit: Rmb

	主營業務收入 Turnover from main operations	主營業務利潤 Profit from main operations
Products		
Sheet fed offset presses	461,240,361.05	151,597,680.74
Rolled sheet offset presses (捲筒紙印刷機)	162,579,187.50	38,113,999.14
Business forms printing presses	38,593,162.38	8,234,522.11

- (2) 按香港公認會計準則編制

- (b) Prepared in accordance with accounting principles generally accepted in Hong Kong

印刷機製造及銷售
備件製造及銷售
原材料買賣及其他業務
總銷售額
減：銷售稅及其他稅項

	營業額 Turnover	
	2001	2000
	人民幣千元	人民幣千元
	2001	2000
	Rmb '000	Rmb '000
Manufacture and sale of printing machines	690,569	420,807
Manufacture and sale of spare parts	9,377	9,980
Trading of raw materials and other operations	4,874	17,220
Total sales	704,820	448,007
Less: sales tax and other surcharges	(4,873)	(3,023)
	<u>699,947</u>	<u>444,984</u>

本集團主要之銷售收入源自中國，源自境外之銷售收入實為微小。

Substantially all of the Group's sales revenue is derived from China. Sales revenue derived from outside China is insignificant.

(五) 固定資產

本年度內固定資產之變動情況已詳列會計報表項目注釋第十六項(按中國會計準則編制)及財務報表附注第十四項樓宇、機器和設備(按香港公認會計準則編制)

(V) FIXED ASSETS

Movements in fixed assets for the year are set out in Note 16 to the financial statements (PRC accounting standards) and Note 14 relating to property, plant and equipment to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

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(六) 在建工程

本年度內在建工程之資料及變動情況已分別詳列會計報表項目注釋第十七項(按中國會計準則編制)及財務報表附註第十五項(按香港公認會計準則編制)。

(七) 附屬公司投資

有關附屬公司之資料已詳列財務報表附註第十七項(按香港公認會計準則編制)。

(八) 聯營公司權益

有關聯營公司之資料已詳列財務報表附註第十八項(按香港公認會計準則編制)。

(九) 其他資產

有關其他資產之資料已詳列財務報表附註第二十項(按香港公認會計準則編制)。

(十) 儲備

本年度內儲備之變動情況已詳列財務報表附註第三十一項(按香港公認會計準則編制)。

(十一) 銀行貸款

於二零零零年十二月三十一日之銀行貸款詳列會計報表項目注釋第二十九項(按中國會計準則編制)。

(十二) 主要供應商客戶情況

公司向前五名供應商合計的採購金額為人民幣3,984.9萬元，佔年度採購總額的21.06%；

公司向前五名客戶合計的銷售額為人民幣7,617.8萬元，佔公司銷售總額的10.90%。

(VI) CONSTRUCTION-IN-PROGRESS

Particulars and movements in construction-in-progress for the year are set out in Note 17 to the financial statements (PRC accounting standards) and Note 15 to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

(VII) INVESTMENTS IN SUBSIDIARIES

Particulars of subsidiaries are set out in Note 17 to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

(VIII) INTERESTS IN ASSOCIATES

Particulars of associates are set out in Note 18 to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

(IX) OTHER ASSETS

Particulars of other assets are set out in Note 20 to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

(X) RESERVES

Movements in reserves for the year are set out in Note 31 to the financial statements (prepared under accounting principles generally accepted in Hong Kong).

(XI) BANK LOANS

Bank loans as at 31 December, 2000 are set out in Note 29 to the financial statements (PRC accounting standards).

(XII) PRINCIPAL SUPPLIERS AND CUSTOMERS

The five largest suppliers to the Company were paid Rmb39.849 million accounting for 21.06% of the total spent on supplies.

The five largest customers of the Company accounted for sales worth Rmb76,178 million, 10.90% of the Company's total sales.

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(十三) 主要控股公司及參股公司的經營情況及業績

(XIII) BUSINESS OPERATIONS AND RESULTS OF HOLDING COMPANIES AND AFFILIATES

單位：人民幣元

Unit: RMB

公司名稱	Company name	控股或參股比例% Holding or share ratio	主要產品 Main products	註冊資本 Registered capital	資產規模 Asset size	本年淨利潤 Profit for the year
北京北人富士 印刷機械有限公司	Beijing Beiren Fuji Printing Machinery Limited	70.00	表格機 Form presses	42,328,060.26	87,951,495.47	2,844,486.82
海門北人印刷機械 有限責任公司	Haimen Beiren Printing Machinery Company Limited	51.20	四開印刷機 四開印刷機	29,000,000	41,611,492.17	(6,979,849.10)
河北北人給紙機廠	Hebei Beiren Gei Zhi Ji Chong	50.68	給紙機	4,802,600	10,308,506.34	(14,953.95)
北京北人太和 印機鑄造廠	Beijing Beiren Taihe Printing and Casting Factory	62.50	鑄件 Casting	4,000,000	25,835,569.25	(683,851.25)
寧夏北人新華印刷 股份有限公司	Ningxia Beiren Xinhua Printing Limited	43.59	印刷及包裝裝璜 Printing and packaging	24,500,000	24,792,524.13	48.25
北京北人印刷機械備件廠	Beijing Beiren Printing Machinery Accessories Factory	94.65	印刷機械備件製造 and part manufacture	2,000,000	9,577,112.56	(39,679.35)
北京北人京延印刷機械廠	Beijing Beiren Jingyan Printing Machinery Factory	98.77	生產印刷機零部件 Production of printing presses, parts and components	4,050,000	14,070,064.06	14,705.51
北京北人印機運輸公司	Beijing Beiren Printing Machinery Transportation Company	100.00	貨物運輸 Transportation of goods	3,150,000	2,226,814.82	5,267.23
北京北人羽新膠印 有限責任公司	Beijing Beiren Yuxin Offset Printing Limited	68.66	印刷及包裝裝璜 Printing and packaging	22,430,000	54,899,210.44	—
湖北北人印刷機械 營銷有限公司	Hubei Beiren Printing Machinery Sales Limited	51.00		1,500,000	7,696,617.32	2,810.72
廣州北人通印刷 機械有限公司	Guangzhou Beiren Hengtong Printing Machinery Limited	30.00		1,500,000	2,023,957.13	11,316.14
北京北人通印刷機械 營銷有限公司	Beijing Beiren Hengtong Printing Machinery Sales Limited	45.00		2,000,000	3,483,508.67	30,459.68
浙江北人印刷機械 營銷有限公司	Zhejiang Beiren Printing Machinery Sales Limited	55.00		1,500,000	2,568,672.60	64,628.07
遼寧北人印刷機械營銷 有限責任公司	Liaoning Beiren Printing Machinery Sales Limited	49.00		700,000	761,892.26	6,079.80
西安北人北富印刷機械 營銷有限公司	Xian Beiren Beifu Printing Machinery Sales Limited	85.00		1,500,000	3,244,820.69	20,847.77

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(十四) 報告期內公司投資情況

- 1、本報告期內公司未有新增募集資金使用情況，亦無前期變更使用至本報告期內的情況。
- 2、報告期內非募集資金投資新項目情況

報告期內公司以自籌資金人民幣1068萬元參股寧夏北人新華印刷股份有限公司，佔有股權43.59%，該公司主營業務為書刊印刷、包裝裝璜；另以自籌資金人民幣1540萬元控股北京北人羽新膠印有限責任公司，佔有股權68.66%，主營業務為書刊印刷、裝訂、排版、製版。

(十五) 董事、監事履歷簡介

董事

朱武安，董事長，工商管理碩士，53歲，在北人集團公司任職三十年，朱先生有三十餘年的企業管理經驗及近十年上市公司治理與運作的知識與技巧，現時負責本公司的整體戰略性管理，為高級經濟師。中國身份證號碼：110105480311081。

雲慶華，副董事長，60歲，為高級工程師。雲先生有二十多年的企業管理經驗。中國身份證號碼：110107410412121。

陸長安，研究生畢業，53歲，在北人集團公司任職三十餘年，陸先生有三十餘年的企業管理經驗，為高級經濟師。中國身份證號碼：110101480724451。

王國華，38歲，總經理，高級工程師，工商管理碩士，多年從事產品設計及技術管理工作。中國身份證號碼：110105630402225。

龐連東，52歲，研究生畢業，在北人集團公司任職三十餘年，龐先生有三十年的企業管理經驗，為高級經濟師。中國身份證號碼：110105490906253。

(XIV) INVESTMENTS DURING THE PERIOD

- 1) During the period, the Company did not issue shares or raise capital, neither were there any changes to previous uses of capital.
- 2) New investments made during the period using internal resources.

During the period, the Company used Rmb10.68 million of its internal funds to buy a stake in Ningxia Beiren Xinhua Printing Limited amounting to 43.59% of total shares. The major business of the company is the printing of books and packaging. The Company also used Rmb15.40 million of its internal resources to take a 68.66% stake in Beiren Yuxin Offset Printing Limited, the principal business of which is the printing of books, binding, layout and plate making.

(XV) BIOGRAPHICAL INFORMATION ON DIRECTORS AND SUPERVISORS

Directors

Mr Zhu Wuan, Chairman, MBA holder, aged 53, has been working for the Beiren Group for 30 years. Mr Zhu has over 30 years management experience and the knowledge and skills from close to 10 years of running and administering a listed company. He is currently in charge of the Company's overall strategic management and is a senior economist. His China identity card number is: 110105480311081.

Mr Yu Qinghua, Deputy Chairman, aged 60, is a senior engineer. Mr Yun has over 20 years management experience. His China identity card number is: 110107410412121.

Mr Lu Changan, postgraduate, aged 53, has been working for the Beiren Group Corporation for over 30 years. Mr Lu has over 30 years of management experience and is a senior economist. His China identity card number is: 110101480724451.

Mr Wang Guohua, aged 38, postgraduate, senior engineer, and MBA holder, has many years experience of product design and technology management. His China identity card number is: 110105630402225.

Mr Pang Liandong, aged 52, postgraduate, has been working for the Beiren Group Corporation for over 30 years. Mr Pang has 30 years of management experience and is a senior economist. His China identity card number is: 110105490906253.

張維芬，54歲，在北人集團公司任職近三十年，張女士在會計、財務管理方面有豐富經驗，為高級會計師。中國身份證號碼：110102470802050。

于寶貴，52歲，在北人集團公司任職三十餘年，于先生在生產管理、勞工關係方面有十多年的經驗。中國身份證號碼：110103491003031。

獨立非執行董事

張 彭，79歲，張先生有豐富的工業管理、政府管理經驗。張先生曾在北京人民機械廠任副廠長、北京市政府工業處長、工業部長、北京市經濟管理委員會主任、北京市副市長、北京市政府顧問等。張先生一九四七年畢業於北京大學，為高級經濟師。中國身份證號碼：110103220213001。

黃英夫，77歲，黃先生有豐富的工業管理、政府管理經驗。黃先生曾任北京「二七」機車車輛廠廠長、北京機械工業局局長、北京市建委副主任、基建工程兵指揮部主任等職。中國身份證號碼：110102240812061。

監事

肖茂林，52歲，監事長，經濟師，研究生畢業，在北人集團公司任職三十餘年，肖先生有二十多年的企業管理經驗。中國身份證號碼：110103490910125。

于 潔，49歲，現任本公司監事，大專學歷，于女士1969年加入北京人民機器廠工作，歷任團委副書記、書記、工會主席等職。中國身份證號碼：110103520812034。

Madam Zhang Weifen, aged 54, has been working for the Beiren Group Corporation for almost 30 years. Madam Zhang has extensive experience in accounting and financial management and is a senior accountant. Her China identity card number is: 110102470802050.

Mr Yu Baogui, aged 52, has been working for Beiren Group Corporation for over 30 years. Mr Yu has over 10 years experience in production management and labour relations. His China identity card number is: 110103491003031.

Independent non-executive directors

Mr Zhang Peng, aged 79. Mr Zhang has extensive experience in industrial management and public administration. Mr Zhang was the Deputy Factory Manager of Beijing Renmin Machinery Factory, Director of Beijing Industrial Department, Minister of Industry, Commissioner of the Economic Committee of Beijing, Deputy Mayor of Beijing Municipality and Adviser to the Beijing Municipal Government. Mr Zhang graduated from Beijing University in 1947 and is a senior economist. His China identity card number is: 110103220213001.

Mr Huang Yingfu, aged 77. Mr Huang has extensive experience in industrial management and public administration. Mr Huang was the Factory manager of Beijing '27' Machinery Vehicles Factory, Minister of the Ministry of the Machinery Industries of Beijing, Deputy Executive of the Construction Committee of the Municipality of Beijing and the Chief Executive of the Commander Office of the Infrastructural Construction Army. His China identity card number is: 110102240812061.

Supervisors

Mr Xiao Maolin, aged 52, Chairman of the Supervisory Committee, economist, postgraduate, has been working for the Beiren Group Corporation for over 30 years. Mr Xiao has over 20 years of experience in corporate management. His China identity card number is: 110103490910125.

Madam Yu Jie, aged 49, currently the Company's supervisor and is a university graduate. Madam Yu joined the Beijing Renmin Machinery Factory in 1969 and has held various positions such as Group Deputy Secretary, Secretary, and Chairperson of the Labour Union. Her China identity card number is: 110103520812034.

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田福仁，53歲，在北人集團公司工作三十餘年。田先生為公司之模範員工，長期擔任職工代表，在處理維護員工利益方面有豐富的經驗。田先生為高級技工師。中國身份證號碼：110103481207003。

董事會秘書

戎佩敏，50歲，研究生畢業，高級經濟師，於1988年加入北人集團公司；加入前，在北京市印刷中等專業學校任職任教；1995年任本公司駐香港辦事處主任，1997年任本公司董事會秘書室主任。1999年任本公司董事會秘書至今，戎女士有多年的公司管理經驗及境內外上市公司法律法規的掌握與運用經驗。中國身份證號碼：110105510829044

Mr Tian Furen, aged 53, has been working for the Beiren Group Corporation for over 30 years. Mr Tian has been a model worker of the Company and has been a long term Staff Representative and has extensive experience in handling matters related to staff welfare and benefits. Mr Tian is a senior technician. His China identity card number is: 110103481207003.

Company Secretary

Madam Rong Peimin, aged 50, postgraduates, senior economist, joined the Beiren Group Corporation in 1988. Prior to that, Madam Rong was a teacher at Medium Professional Printing School in Beijing. In 1995, she was an officer at the Company's Hong Kong office. In 1997, she was the Chief Secretary to the Board of Directors of the Company. Madam Rong has been appointed as Company Secretary of the Company since 1999, she has many years of experience in corporate management and is experienced in the application and knowledge of the laws and regulations on domestic and overseas listed companies. Her China identity card number is: 110105510829044.

(十六) 董事、監事、高級管理人員任期及持股情況

(XVI) LENGTH OF SERVICE AND SHAREHOLDINGS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT PERSONNEL

姓名	性別	年齡	職務	任期起 止日期	年初持 股數	年末持 股數
Name	Sex		Title	Employment dates		Shares at end of period
朱武安	男	53	董事長	1999.7.14-2002.7.14	4,800	4,800
Zhu Wuan	Male	53	Chairman	14.7.1999-14.7.2002	4,800	4,800
雲慶華	男	60	副董事長	1999.7.14-2002.7.14	5,000	5,000
Yun Qinghua	Male	60	Deputy Chairman	14.7.1999-14.7.2002	5,000	5,000
陸長安	男	53	董事	1999.7.14-2002.7.14	4,800	4,800
Lu Changan	Male	53	Director	14.7.1999-14.7.2002	4,800	4,800
王國華	男	38	董事、總經理	1999.7.14-2002.7.14	1,000	1,000
Wang Guohua	Male	38	Director, General Manager	14.7.1999-14.7.2002	1,000	1,000
龐連東	男	52	董事	1999.7.14-2002.7.14	4,100	4,100
Pang Liandong	Male	52	Director	14.7.1999-14.7.2002	4,100	4,100
張維芬	女	54	董事	1999.7.14-2002.7.14	3,500	3,500
Zhang Weifen	Female	54	Director	14.7.1999-14.7.2002	3,500	3,500
于寶貴	男	52	董事	1999.7.14-2002.7.14	4,200	4,200
Yu Baogui	Male	52	Director	14.7.1999-14.7.2002	4,200	4,200
張 彭	男	79	獨立非執行董事	1999.7.14-2002.7.14	-	-
Zhang Peng	Male	79	Independent non-executive director	14.7.1999-14.7.2002 -	-	-
黃英夫	男	77	獨立非執行董事	1999.7.14-2002.7.14	-	-
Huang Yingfu	Male	77	Independent non-executive director	14.7.1999-14.7.2002 -	-	-
肖茂林	男	52	監事長	1999.7.14-2002.7.14	-	-
Xiao Maolin	Male	52	Chairman of Supervisory Committee	14.7.1999-14.7.2002 -	-	-
于 潔	女	49	監事	1999.7.14-2002.7.14	-	-
Yu Jie	Female	49	Supervisor	14.7.1999-14.7.2002 -	-	-
田福仁	男	53	監事	1999.7.14-2002.7.14	4,100	4,100
Tian Furen	Male	53	Supervisor	14.7.1999-14.7.2002	4,100	4,100
戎佩敏	女	50	董事會秘書	1999.7.14-2002.7.14	-	-
Rong Peimin	Female	50	Company Secretary	14.7.1999-14.7.2002 -	-	-
郭 寧	男	47	副總經理			
Guo Yu	Male	47	Deputy General Manager			
王文元	男	54	副總經理			
Wang Wenyun	Male	54	Deputy General Manager			
齊生林	男	53	總會計師			
Qi Shenglin	Male	53	Chief Accountant			
楊振東	男	39	總工程師			
Yang Zhendong	Male	39	Chief Engineer			

(十七) 董事、監事及高級管理人員報酬情況

報告期內，現任董事、監事、高級管理人員報酬總額為77.42萬元，一名董事在本公司領取報酬，金額為人民幣15.08萬元，金額最高的前五名高級管理人員報酬總額為人民幣59.65萬元。監事報酬在人民幣1-5萬元之間有2人；高級管理人員報酬在人民幣1-12萬元有5人。

報告期內不在本公司領取報酬，在北人集團公司領取報酬的董事為朱武安、雲慶華、陸長安、龐連東、張維芬、于寶貴，監事為肖茂林。

獨立非執行董事張彭、黃英夫未在本公司領取任何報酬。

1、 董事及監事權益

在本年結算日或年內之任何時間，除下述服務合約外，本公司各董事及監事均無在本公司任何重要合約中直接或間接擁有權益。

除上述第(十六)所載各董事及監事須根據香港證券(公開權益)條例(公開權益條例)第29條而保存之登記冊所示外，在本年內，本公司均無參與任何安排，使本公司董事或監事或其個別聯繫人士可藉收購本公司或任何其他法人團體之股份或債券獲益，並未有任何根據公司權益條例第29條予以記錄之權益。

上列各位董事、獨立非執行董事及監事或其配偶或未滿十八歲之子女並無持有或擁有認購本公司股票或債券的權利。

(XVII) EMOLUMENTS FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT PERSONNEL

During the period, the total emoluments received by the current directors, supervisors and senior managers amounted to Rmb0.7742 million with one director receiving a total of Rmb0.1508 million and the top five senior managers receiving a total of Rmb0.5965 million. For supervisors, the emoluments ranged from Rmb10,000-50,000 for two of them; for senior management, the emoluments ranged from Rmb10,000-120,000 for five of them.

During the period, those directors who did not receive any emoluments from the Company but from Beiren Group Corporation were Zhu Wuan, Yun Qinghua, Pang Liandong, Zhang Weifen, Yu Baogui; neither did the following supervisor, Xiao Maolin.

The independent non-executive directors Zhang Peng and Huang Yingfu did not receive any emoluments from the company.

1. Directors' and supervisors' interests

As at the balance sheet date or at any time during the year, none of the directors and supervisors was directly or indirectly interested in any material contract of the Company other than the service contracts as mentioned below.

Except for the shares disclosed in section (16) above, which are required to be recorded in the register maintained pursuant to Section 29 of the Securities (Disclosure of Interests) Ordinance ("SDI"), during the year, the Company did not take part in any arrangement which would enable the directors or supervisors of the Company or their respective associates to acquire any interest by the purchase of shares or securities in the Company or any other corporation, nor to have any interest which is required to be recorded into the register under Section 29 of the SDI.

None of the above directors, independent non-executive directors and supervisors or their spouses or children under 18 years of age has any right to subscribe for the shares or debentures of the Company.

2、 董事及監事之服務合約

各執行董事及監事與本公司訂立書面合約，主要方面如下：

- (1) 每份合約由1999年7月14日開始，至2002年7月14日止。
- (2) 在服務合約的合約期內執行董事及監事之薪酬每年可以增加15%。
- (3) 各執行董事有權收取由董事會決定參照本公司除稅後綜合淨盈利(不包括非常項目)授予之管理花紅，惟付予執行董事之花紅總額不得超過該盈利1%，董事須放棄就有關彼收取之數額之決議案投票。
- (4) 本公司獨立非執行董事之委任期為3年，至2002年7月14日，任期屆滿可以連選連任。報告期內本公司獨立非執行董事認真履行了職責。

3、 報告期內沒有董事、監事、高級管理人員離任情況。**(十八) 公司退休金計劃**

本公司按照《國務院關於企業職工養老保險制度改革而決定》的有關規定，需繳付中國政府相等於工資總額的19%(2000年度：19%)的費用，作為職工基本養老保險金。2001年度基本養老保險金總支出人民幣14,187,000元(2000年度：人民幣9,202,000元)。除上述費用外，本公司並無其他有關退休金的承擔或責任。

2. Service contracts of directors and supervisors

Each of the executive directors of the Company and the supervisors has entered into a service agreement with the Company, the main particulars of which are as follows:

- (a) Each service contract is for a term commencing on 14 July, 1999 and expiring on 14 July 2002.
- (b) The salary payable to the executive directors and supervisors is subject to a 15% increment for each subsequent year within the contract term of the service agreement.
- (c) Each of the executive directors is entitled to a management bonus calculated by reference to the consolidated net profit of the Company (excluding extraordinary items) after taxation as decided by the Board of Directors provided that the aggregate amount of bonus payable to the executive directors may not exceed 1% of such profit. A director shall abstain from voting in respect of the resolution regarding the amount payable to him/her.
- (d) The independent non-executive directors are appointed for a term of 3 years to 14 July, 2002 and are eligible for re-election. The independent non-executive directors of the Company had performed their duties diligently during the period.

3. None of the directors supervisors, senior management resigned from their positions during the period.**(XVIII) THE COMPANY'S PENSION PLANS**

In accordance with the relevant regulations to the "State Council's Decisions Regarding Reform of the System for Employment Retirement Insurance", the Company must expend to the Chinese government an amount equivalent to 19% of wages (2000: 19%) for the Basic Employment Retirement Insurance Scheme (職工基本養老保險金). In 2001, a total amount of Rmb14,187,000 (2000: Rmb9,202,000) was expensed to the Basic Employment Retirement Insurance Scheme. Apart from expenses on the above expenditure, the Company has no other undertakings or responsibilities related to pensions.

(十九) 關聯交易

- 1、 本年度之關聯交易(據聯交所上市規則第十四章定義)詳情包括於財務報表附注三十四項(按香港公認會計準則編制)。

各獨立非執行董事確認所有關聯交易是按一般商業條款在本集團有關成員公司之日常及一般業務中進行，有關條款均為正常商業條款或不差于提供予第三者之優惠條款，並對本公司股東而言乃屬公平及合理。

- 2、 公司於2001年11月20日與北人集團公司簽署了《終止代理銷售協議》。從簽署日起，本公司的產品不再由北人集團公司代理銷售，本公司也不再支付該代理佣金。

(二十) 最佳應用守則

本公司在2001年度內均遵守香港聯合交易所有限公司證券上市規則(上市規則)附錄十四所載列之最佳應用守則。

(二十一) 購回、出售或贖回證券

於2001年度內，本公司及附屬公司均沒有購回、出售或贖回任何其證券(「證券」一詞的含義與《香港聯交所證券上市規則》附錄七一部第一段中該詞含義相同)。

(二十二) 優先購股權

本公司之章程並無有關優先購股權之條款。

(XIX) CONNECTED TRANSACTIONS

- 1) Please refer to the notes 34 to the financial statements (prepared under accounting principles generally accepted in Hong Kong) for the particulars of connected party transactions (as defined in Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited)) during the period.

Each of the independent non-executive directors confirms that all the connected transactions are carried out at an arm's length basis for all daily and general business dealings for the Group and its member companies. All provisions are either normal business provisions or are not less than the preferential treatments given to third parties, and can be classed as fair and reasonable for Company's shareholders.

- 2) On 20th November, 2001, the Company signed a "Termination of Sales Agreement" with the Beiren Group Corporation. From the date of signing, the Company will no longer use the Beiren Group Corporation as its sales agent and the Company will not pay any commission for such sales agent.

(XX) CODE OF BEST PRACTICE

In 2001, the Company has complied with the Code of Best Practice as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

(XXI) BUYBACK, SALE OR REDEMPTION OF SECURITIES

In 2001, neither the Company nor any of its affiliated companies made any buybacks, sold or redeemed any securities (the meaning of the word "securities" is the same as that of the definition contained in Paragraph 1, Part 1 of Appendix 7 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

(XXII) PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association

董事會報告

BOARD OF DIRECTOR'S REPORT

(二十三) 于香港聯合交易所有限公司網頁公佈詳細財務及有關資料

載有本公司2001年12月31日止年度，證券上市規則附錄十六第45(1)至45(3)段規定的所有財務及有關資料，將會於適當時候刊登在香港聯合交易所有限公司網頁。

(二十四) 2001年5月16日召開的2000年年度股東大會審議通過了授權董事會辦理公司增發A股有關事宜的議案。

(二十五) 公司2001年度選定的信息披露報紙為《上海證券報》、香港《文匯報》、《Hong Kong iMail》。

(XXIII) ANNOUNCEMENT OF FINANCIALS AND RELATED MATERIAL ON THE WEB SITE OF THE STOCK EXCHANGE OF HONG KONG LIMITED

From 31 December, 2001, according to regulations contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Appendix 16, section 45 (1) to 45 (3), all financial and related material may be published on the website of The Stock Exchange of Hong Kong Limited at the appropriate time.

(XXIV) ON 16TH MAY, 2001, THE RESOLUTION AUTHORISING THE BOARD OF DIRECTORS TO PROCESS MATTERS RELATED TO THE COMPANY'S ISSUE OF 'A' SHARES WAS CONSIDERED AND PASSED AT THE 2000 ANNUAL GENERAL MEETING.

(XXV) THE COMPANY HAS DESIGNATED THE FOLLOWING NEWSPAPERS TO DISSEMINATE INFORMATION: "SHANGHAI SECURITIES DAILY", HONG KONG'S "WEN WEI PO" AND "HONG KONG IMAIL" IN 2001.

承董事會命
朱武安
董事長

2002年4月17日

By Order of the Board of Directors
Zhu Wuan
Chairman

17 April, 2002



“Beiren” brand printing machines fully occupied a separate hall in the International Exhibition Centre with an area of approximately 3,000m² at the fifth Beijing International Printing Technology Exhibition held on 23 May, 2001.

在2001年5月23日舉行的第五屆北京國際印刷技術展覽會上「北人」牌印刷機擺滿國際展覽中心約3,000平方米的一個獨立展廳中。