

重要事項

DISCLOSURE OF MAJOR EVENTS

(一) 本報告期內公司無重大訴訟、仲裁事項。

(二) 本報告期內公司收購及出售資產、吸收合併事項。

報告期內公司以自籌資金1,068萬元人民幣參股寧夏北人新華印刷廠，佔有股權43.59%，以自籌資金1,540萬元控股北人羽新印刷廠，佔有股權68.66%。

本公司簽屬合作協議將與義大利MONIGRAF S.R.L公司合資組建「北京莫尼自控系統有限公司」，該公司運用意方成熟的技術，主要生產CPC自控系統，為本公司中高檔多色機提供配套，既可保證自控系統技術性能，又能有效降低成本，並逐步為其他國內外廠商提供配套。本公司將出資人民幣3,675,000元，佔新公司註冊資本的49%。該項目擬於2002年中期實施。

(三) 報告期內重大合同及其履行情況

- 1、報告期內未發生託管、承包、租賃其他公司資產或其他公司託管、承包、租賃本公司資產的事項。
- 2、報告期內公司無對外擔保情況。
- 3、報告期內未發生委託他人進行現金資產管理事項。

(I) DURING THE PERIOD, THE COMPANY WAS NOT ENGAGED IN ANY MAJOR LITIGATION OR ARBITRATION.

(II) THE COMPANY'S SALE AND ACQUISITION OF ASSETS AND THE MERGER TRAIL DURING THE PERIOD

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 Company also used Rmb15.40 million of its internal funds to take a 68.66% stake in Beiren Yuxin Offset Printing Limited.

The Company has signed a cooperative agreement with Italy's MONIGRAF S.R.L. Company to jointly set up "Beijing Moni Automatic Systems Company Limited" (北京莫尼自控系統有限公司). The joint venture will use the mature technology provided by the Italian side and will principally produce automatic systems for adjusting multi-colours in the printing process. These will be used as parts for the Company's middle to higher end multi-coloured printing presses. This will both ensure the functioning of the technology used by the automatic systems and means that costs can be reduced. It will also gradually supply parts to other domestic and overseas plants. The Company will invest Rmb3.675 million for a 49% stake of the registered capital of this new company. It is expected that the project will be in operation by the middle of 2002.

(III) MAJOR CONTRACTS AND THEIR UPDATES FOR THE PERIOD

- 1) During the period, the Company has not been entrusted with, contracted or leased the assets of any other companies, nor have any other companies been entrusted with, contracted or leased any of the Company's assets.
- 2) During the period, the Company has made no external guarantees.
- 3) During the period, the Company has not experienced any instances of entrusting others with the management of cash or assets.

(四) 承諾事項：

根據北京市人民政府的要求，本公司按北京市整體規劃將搬遷出位於北京市朝陽區廣渠路南側44號現址。因當時北人集團公司將房產及土地開發費評估作價投入本公司，因此，北人集團公司承諾待本公司遷出現址時，按不低於該等房產帳面淨值和不低於經審計的土地開發費現址帳面價值補償給本公司。

(五) 聘任境內外會計師及支付報酬情況：

報告期內公司續聘香港德勤 • 關黃陳方會計師行執業會計師和滬江德勤會計師事務所為本公司審計機構，公司支付的報酬為：

2001年中期審計費用為60萬元，專項審計費用為16萬元，2001年度財務審計費用194.77萬元，合計270.77萬元。2000年度審計費用194.77萬元。公司均不另外承擔會計師事務所的差旅費。

(六) 報告期內，公司董事會、董事沒有受到中國證券監督管理委員會稽查、行政處罰、通報批評的情形，也沒有受到上海證券交易所及香港聯合交易所有限公司公開遣責的情形。

(七) 存貸款事項

- 1、 本公司存於工商銀行北京信託投資公司九龍山代辦處對北京大有環境工程公司發放貸款200萬元，先期收回40萬元，剩餘160萬元於2001年8月大有環境工程公司以實物抵銷欠款，該事項已終結。

(IV) UNDERTAKINGS

Based on the demands of the Beijing Municipal Government, The Company will move from its current premises at No. 44 Guangqu Road South, Chaoyang District, Beijing in accordance with Beijing's master plan. Because at the time, the Beiren Group Corporation invested the plant and land development into the Company as consideration, as a result, the Beiren Group Corporation has undertaken to compensate the Company based on a price which is not lower than the net book value of the said property and not lower than the audited expenses for land development, when the Company moves out from its current premises.

(V) APPOINTING DOMESTIC AND INTERNATIONAL AUDITORS AND THEIR REMUNERATION

During the period, the Company reappointed Deloitte Touche Tohmatsu Certified Public Accountants, Hong Kong and Deloitte Touche Tohmatsu, Shanghai Certified Public Accountants as the Company's auditors. The remuneration paid by the Company was as follows:

Auditing expenses of Rmb0.6 million were incurred for the 2001 interim results, special auditing expenses amounted to Rmb0.16 million and the financial auditing expenses for 2001 amounted to Rmb1.9477 million, which makes for a total of Rmb2.7077 million. The auditors' fee for 2000 amounted to Rmb1.9477 million. The Company does not bear any of the travel expenses for its auditing firms.

(vi) During the period, neither the Board of Directors of the Company, nor the directors were at the receiving end of checks by the China Securities and Regulatory Commission, none had received any administrative punishments, nor had any been criticised in any way. In addition, none have been publicly reprimanded either by The Stock Exchange of Hong Kong Limited or by the Shanghai Stock Exchange.

(VII) DEPOSITS AND LOANS

- 1) The Company has loaned an amount of Rmb2 million to the Beijing Dayou Environmental Engineering Company, which is deposited with the Jiulongshan Representative Office of the Beijing Trust and Investment Company of the Commercial & Industrial Bank of China. Rmb.04 million was repaid in advance and the remaining amount of Rmb1.6 million was offset in kind by Dayou Environmental Engineering Company in August of 2001. The matter is now closed.

重要事項

DISCLOSURE OF MAJOR EVENTS

- 2、 本公司存於中國新技術創業投資公司500萬元，該公司仍在清算之中，有關債務清償辦法尚未正式公告。

- 3、 本公司存於甘肅白銀市銀鵬信用合作社的500萬元，至本通告日尚未收回，由於銀行流動資金困難，經多次協商，同意以相等價值之房地產作為抵價，過戶手續尚在辦理中。

以上共計1000萬元存款事宜仍未解決，但該存款僅佔本公司淨資產的1%，不會對本公司帶來重大影響，本公司已對該存款計提400萬元的損失準備。

- (八) 本公司所得稅率為15%，不存在「先繳後返」情況。

(九) 中國加入WTO以後對未來工作的影響

世界範圍內製造業向中國轉移的趨勢正在加速，由於關稅下調，客戶購買進口設備審批寬鬆，市場競爭加劇，將會給公司經營活動帶來影響，然而本公司在國內同行業中已形成其他公司無可比擬的「商譽」優勢，擁有相當規模的製造生產線，銷售力量雄厚，同時掌握了膠印機生產的關鍵技術原理，擁有核心技術的自主知識產權，多年來一直積極探索尋找國際合資合作契機，引進了先進的智力與技術，使本公司具有生產高端產品的能力。

- 2) The Company has deposited an amount of Rmb5 million with China New Technological and Investment Company. The company is in the process of liquidation and the relevant methods by which the debt will be paid have still to be announced.

- 3) The amount of Rmb5 million, which the Company had deposited with Yinpeng Trust Corporation of Baiyin City Gansu Province, has, as at the date of this notice, still not been received. Since there are difficulties with the bank's cash flow, after a number of negotiation, it has been agreed that the equivalent value of property will be accepted instead. Registration procedures are still being conducted.

From the above, there is a total amount of Rmb10 million in deposits which still have to be resolved. However, this amount only accounts for 1% of the Company's net assets and should not have a significant effect on the Company. The Company has already made a provision of Rmb4 million on losses from the above deposits.

- (viii) The 15% income tax rate of the Company does not include any instances of "First paying taxes, then receiving rebates" for the Company.

(IX) THE EFFECT ON FUTURE WORK FOLLOWING ENTRY INTO WTO

The trend for world manufacturing industries to move their operations to China is speeding up and as tariffs are being adjusted downwards and approvals are being eased for customers buying imported equipment, this makes for increased competition in the market, which will affect the business operations of the Company. However, the Company has managed to create the advantage of having an unmatched "reputation" in the PRC within its industry, since the Company has the ability to produce high-end products through the appropriate size of its production lines, the depth of its sales strength, its grasp of the related technical principles for offset presses, its own copyright for core technology, the fact that it has explored international cooperative ventures for many years, and the fact that it uses sophisticated know-how and technology.

重要事項 DISCLOSURE OF MAJOR EVENTS

(十) A股與H股淨利潤差異證明

由於2001年1月1日起本公司開始執行中國財政部新會計制度及其補充規定，A股財務報表可將在建工程、固定資產、無形資產的減值準備計入追溯調整到2001年年初數，而H股財務報表仍按原會計準則，需沖減當期利潤，即A股淨利潤為64,282千元，H股為28,413千元。實際上本公司2001年淨利潤比上年有較高的增加。

(x) The difference in net profit between A shares and H shares

As the Company began to implement new accounting system and the supplementary regulations promulgated by the Ministry of Finance of the PRC from 1 January 2001, the 'A' share financial statements can account for the provisions or writedowns of construction-in-progress, fixed assets and intangible assets in the adjustments at the beginning of 2001. However, in the financial accounts for H shares, these must still be in accordance with original accounting standards and must be written down against that period's profit. As a result, the net profit for the 'A' shares is Rmb64.282 million, whilst it is Rmb28.413 million for the H shares. Actual increase in net profit of the Company for 2001 was more than that of the previous year.

(十一) 本年度公司派發2001年末期每股股息為人民幣0.12元(含稅)。

(xi) In the current year, the Company has distributed a final dividend of Rmb0.12 (including tax).