

## 董事會報告

### Report of the Directors

董事會謹向股東呈交董事會報告及本公司與本集團截至二零零一年十二月三十一日止年度已審核帳項。本公司董事會全體董事認真履行《中華人民共和國公司法》及公司章程所賦予的職責，本著誠信勤勵之原則，真誠地以公司及股東最大利益為出發點行事，積極有效地開展工作。

#### 董事會日常工作情況

報告期內本公司共召開了七次董事會議，主要通過了以下決議：

- (1) 本公司於二零零一年三月二十四日召開董事會議，會議審議通過了暫緩北新數碼項目投資議案、經理班子的年度經營利潤目標、本公司玻璃熔爐提折舊年限從二零零一年起由十三年更改為七至八年的議案。
- (2) 本公司於二零零一年四月十七日召開董事會議，審議通過了二零零零年度董事會工作報告、二零零零年度財務報告、二零零零年利潤分配方案、二零零一年度利潤分配政策、二零零零年年報、二零零零年年報摘要；及在符合有關條件下，擬定本公司在有關期間內單獨或同時分配、發行或處理內資股及境外上市外資股，其數量不超過於本決議案通過當日本公司該類股份已發行的數量的百分之二十，並提請股東年會授權本公司董事會處理所有有關這些配售及發行的事宜的議案；聘任張少傑先生為本公司常務副總經理，朱留欣先生，姜宏先生，李金讓先生，王和平先生為本公司副總經理，高天寶先生為本公司財務總監的議案；接受本公司獨立董事張高波先生的辭呈，並提議增補魏成龍先生為本公司獨立董事的議案。詳情刊登於二零零一年四月十八日中國內地的《中國證券報》、《上海證券報》、及香港的《Hong Kong iMail》、《香港文匯報》。
- (3) 本公司於二零零一年六月二日召開董事會議，審議通過了：通過對市場形勢的分析，制訂6條針對措施；基層單位工藝技術人員集中起來進行集約化管理；建議集團公司撤銷南方公司，並由其原負責人負責組織清收 信達公司形成的應收款，調整 信達公司註冊資金；確定經理班子二零零一年年薪兌現辦法。

The Board of Directors hereby submits the report of the directors and the audited financial statements of the Company and the Group for the year ended 31 December 2001 to shareholders. All directors of the Board with a view to truly protecting the maximum interests of the shareholders and the Company, performed its obligations in accordance with the PRC Company Law and the Company's Articles of Associations and carried out its work with prudence, diligence and initiative.

#### Operation of the Board of Directors

During the year, seven meetings were held and the major resolutions were as follows:

- (1) A meeting of the Company's Board of Directors was held on 24 March 2001. The meeting considered and approved to bring a standstill to the resolutions of Beixin Digital investment project, the annual operating target of the management team, depreciation provided for glass melting furnace over 13 years was changed to 7-8 years from 2001 onwards.
- (2) A meeting of the Company's Board of Directors was held on 17 April 2001. The meeting considered and approved the directors' report for the year 2000, the financial statements for the year 2000, the profit appropriation plan for the year 2000, the profit appropriation policy for the year 2000, annual report for the year 2000, results announcement for the year 2000; and conditional upon the relevant conditions, to determine the number of domestic and overseas-listed foreign shares of the Company solely or simultaneously allocated, issued or dealt with during the relevant period, which shall not exceed 20% of such class of shares of the Company issued on the date of passing this resolution, and to propose the resolution of authorising the Board of Directors to deal with all matters relating to such placing and issue of shares; to appoint Mr. Zhang Shaojie as Executive Deputy General Manager, Mr. Zhu Liuxin, Mr. Jiang Hong, Mr. Li Jinrang, Mr. Wang Heping as Deputy General Manager of the Company, Mr. Gao Tianbao as Chief Financial Officer of the Company; to accept the resignation of Mr. Zhang Gaobao as independent director, and to propose the resolution of appointing Mr. Wei Chenglong as independent director of the Company. Details were published in China Securities Journal, Shanghai Securities Journal in the PRC and Hong Kong iMail and Wen Wei Po in Hong Kong on 18 April 2001.
- (3) A meeting of the Company's Board of Directors was held on 2 June 2001. The meeting considered and approved to formulate six measures on market development based on the analysis on market conditions, to implement labour-intensive management by concentration of technicians in basic business units; to propose to CLFG the dissolution of Nanfang Company, and to liquidate receivables formed by Heng Xin Da and to adjust the registered capital of Heng Xin Da Company by the person in-charge of Nanfang Company; to determine the annual remuneration of the management for year 2001.

## 董事會報告 (續)

### Report of the Directors (Continued)

#### 董事會日常工作情況 (續)

- (4) 本公司董事會於二零零一年八月三日召開董事會議，審議通過本公司與關連方按正常商業條款就提供若干服務和能源訂立的關連交易協議，認為提供服務和能源符合本公司的利益，而提供服務和能源的條款對本公司股東而言，屬公平合理，並簽訂該協議，詳情刊登於二零零一年八月六日中國內地的《中國證券報》、《上海證券報》、及香港的《Hong Kong iMail》、《香港文匯報》。
- (5) 本公司董事會於二零零一年八月二十八日召開董事會議，會議審議通過了截至二零零一年度中期報告及摘要；二零零一年度中期利潤分配方案。詳情刊登於二零零一年八月二十九日中國內地的《中國證券報》、《上海證券報》、及香港的《Hong Kong iMail》、《香港文匯報》。
- (6) 本公司於二零零一年八月十四日召開董事會議，審議通過了本公司二零零一年度中期報告書、關於不派發二零零一年度中期股利的決議案。詳情刊登於二零零一年八月十五日中國內地的《中國證券報》、《上海證券報》、及香港的《Hong Kong iMail》、《香港文匯報》。
- (7) 本公司於二零零一年十月二十六日召開董事會議，審議通過了《營銷體制創新方案》、與母公司簽署房地產轉讓合同的議案。會議要求按有關法規進一步修訂完善股東大會議事規則、董事會議事規則，並成立了董事會專門委員會。

#### 業績及利潤分配

按中國會計準則，本公司二零零一年度淨盈利為人民幣9,868千元，加上年初虧損人民幣341,078千元，累計虧損為人民幣331,210千元，按照國際會計準則，本公司二零零一年度淨利潤為人民幣9,868千元，加上年初累計虧損人民幣341,078千元，年末累計虧損為人民幣331,210千元，根據有關法規和本公司章程的規定，本公司在本年度不提取法定公積金、公益金，建議不派發二零零一年度末期股利，建議將累計虧損結轉下年。以上分配預案將提呈本公司二零零一年股東年會決定。

#### Operation of the Board of Directors (continued)

- (4) A meeting of the Company's Board of Directors was held on 3 August 2001. The meeting considered and approved the connected transactions entered into between the Company and the connected parties on normal commercial terms in respect of the provision of certain services and energy supply. It was considered that the provision of services and energy supply is in the interests of the Company. The provisions of services and energy supply are considered as fair and reasonable so far as the shareholders of the Company are concerned and an agreement was signed. Details were published in China Securities Journal, Shanghai Securities Journal in the PRC and Hong Kong iMail and Wen Wei Po in Hong Kong on 6 August 2001.
- (5) A meeting of the Company's Board of Directors was held on 28 August 2001. The meeting considered and approved the interim report and its summary for the year 2001; profit appropriation plan for interim period 2001. Details were published in China Securities Journal, Shanghai Securities Journal in the PRC and Hong Kong iMail and Wen Wei Po in Hong Kong on 29 August 2001.
- (6) A meeting of the Company's Board of Directors was held on 14 August 2001. The meeting approved the Company's interim report for the year 2001 and the resolution not to distribute interim dividend for the year 2001. Details were published in China Securities Journal, Shanghai Securities Journal in the PRC and Hong Kong iMail and Wen Wei Po in Hong Kong on 15 August 2001.
- (7) A meeting of the Company's Board of Directors was held on 26 November 2001. The meeting considered and approved the resolutions on the "Sales System Innovation Plan" and the contract for assignment of property signed with the holding company. The meeting also proposed to further amend the rules and procedures for general meeting, rules and procedures for the board of directors and the establishment of special committee of the Board of Directors.

#### Results and profit appropriation

According to PRC Accounting Regulations, the Company has a net profit of RMB9,868,000 for 2001. In addition to a loss of RMB341,078,000 at the beginning of the year, the accumulated loss is RMB331,210,000. According to International Accounting Standards, the Company has a net profit of RMB9,868,000 for 2001. In addition to a loss of RMB341,078,000 at the beginning of the year, the accumulated loss is RMB331,210,000 for the year. In accordance with the relevant laws and regulations and the Articles of Association of the Company, no statutory surplus reserve and statutory public welfare fund of the Company will be transferred for the year. No final dividend is recommended for 2001. Accumulated loss is recommended to carry forward to the next year. The above distribution scheme is subject to approval at the Company's 2001 Annual General Meeting.

## 董事會報告 (續)

## Report of the Directors (Continued)

### 二零零二年度利潤分配政策

本公司二零零一年度累計虧損為人民幣331,210千元，二零零二年度實現的淨利潤將全部用於彌補虧損。

### 固定資產

本年度內固定資產之變動情況刊載於按國際會計準則編製的會計報表之帳項註釋中。

### 儲備

本年度內儲備變動，編列於按國際會計準則編製的會計報表之帳項註釋中。

### 銀行貸款及其它借款

於二零零一年十二月三十一日止之銀行貸款及其它借款之詳情載於按國際會計準則編製的會計報表之帳項註釋中。

### 五年財務概要

以下為本集團截至二零零一年十二月三十一日止五個年度按國際會計準則編製業績、資產及負債摘要：

### 營業業績

		二零零一年 人民幣千元 2001 RMB'000	二零零零年 人民幣千元 2000 RMB'000	一九九九年 人民幣千元 1999 RMB'000	一九九八年 人民幣千元 1998 RMB'000	一九九七年 人民幣千元 1997 RMB'000
營業額	Turnover	813,385	896,169	818,000	624,123	593,195
應佔聯營公司虧損前(虧損)/利潤	Loss/(profit) before share of net loss of associated companies	11,486	93,392	46,460	(435,774)	(304,046)
應佔聯營公司(虧損)/利潤	Share of net loss of associated companies	(3,398)	(3,952)	(3,479)	(5,689)	(3,849)
稅前(虧損)/利潤	Loss/(profit) before taxation	8,088	89,440	42,981	(441,463)	(307,895)
稅項	Taxation	—	—	—	(490)	—
稅後(虧損)/利潤	Loss/(profit) after taxation	8,088	89,440	42,981	(441,953)	(307,895)
少數股東應佔(虧損)/利潤	(Loss)/profit attributable to minority Interests	1,780	(23,449)	13,180	78,592	84,450
股東應佔(虧損)/利潤	(Loss)/profit attributable to shareholders	9,868	65,991	56,161	(363,361)	(223,445)

### Profit Appropriation Plan for 2002

The Company incurred an aggregate loss of RMB331,210,000 for 2001. The net profit for 2002 will totally be used to compensate for such loss.

### Fixed Assets

Movements in the fixed assets during the year are set out in notes to the accounts prepared under International Accounting Standards.

### Reserves

Movement in the reserves during the year are set out in notes to the accounts prepared under International Accounting Standards.

### Bank Borrowings and Other Borrowings

The bank borrowings and other borrowings of the Group for the year ended 31 December 2001 are stated in notes to the accounts prepared under International Accounting Standards.

### Five Years' Financial Highlight

The results, assets and liabilities of the Group for the five years ended 31 December 2001 as prepared under International Accounting Standards are summarized below:

### Operating Results

	二零零一年 人民幣千元 2001 RMB'000	二零零零年 人民幣千元 2000 RMB'000	一九九九年 人民幣千元 1999 RMB'000	一九九八年 人民幣千元 1998 RMB'000	一九九七年 人民幣千元 1997 RMB'000
營業額	813,385	896,169	818,000	624,123	593,195
應佔聯營公司虧損前(虧損)/利潤	11,486	93,392	46,460	(435,774)	(304,046)
應佔聯營公司(虧損)/利潤	(3,398)	(3,952)	(3,479)	(5,689)	(3,849)
稅前(虧損)/利潤	8,088	89,440	42,981	(441,463)	(307,895)
稅項	—	—	—	(490)	—
稅後(虧損)/利潤	8,088	89,440	42,981	(441,953)	(307,895)
少數股東應佔(虧損)/利潤	1,780	(23,449)	13,180	78,592	84,450
股東應佔(虧損)/利潤	9,868	65,991	56,161	(363,361)	(223,445)

# 董事會報告 (續)

## Report of the Directors (Continued)

### 資產及負債

### Assets & Liabilities

		二零零一年 人民幣千元 2001 RMB'000	二零零零年 人民幣千元 2000 RMB'000	一九九九年 人民幣千元 1999 RMB'000	一九九八年 人民幣千元 1998 RMB'000	一九九七年 人民幣千元 1997 RMB'000
固定資產	Fixed Assets	1,253,196	1,051,381	1,091,244	1,528,418	1,115,262
在建工程	Construction in progress	14,758	13,260	16,927	22,372	445,805
於聯營公司權益	Interest in associated companies	167,391	111,031	79,373	43,809	46,515
長期投資	Long term investments	86,817	128,984	69,485	79,421	73,559
遞延資產	Deferred assets	—	—	—	30,968	40,568
非流動資產	Non-current assets	412,240	406,060	460,585	—	—
淨流動資產	Net current assets	95,470	(95,973)	(138,609)	(118,089)	289,800
長期負債	Long term liabilities	206,664	(17,522)	(71,224)	(158,621)	(141,278)
股東權益	Shareholders' fund	1,562,584	1,552,716	1,486,725	1,430,564	1,793,925
少數股東權益	Minority interests	76,805	44,505	21,056	(2,286)	76,306
		1,639,389	1,597,221	1,507,781	1,428,278	1,870,231

### 資本化利息

本集團於本年度的資本化利息已編列於按國際會計準則編製的會計報表之帳項註釋中。

### Capitalisation of interests

The amount of capitalised interest for the year is set out in the notes to the accounts prepared under International Accounting Standards.

### 慈善及其他捐款

本集團於本年度內無慈善及其他捐款。

### Charity and other donations

During the year, there is no charity and other donations made by the Group.

### 關連人士交易

本公司於截至二零零一年十二月三十一日止年度的重大關連交易已編列於按國際會計準則編製的會計報表之帳項註釋中。

### Transactions with related parties

The material connected transactions of the Company for the year ended 31 December 2001 are set out in the notes to the accounts prepared under International Accounting Standards.

### 主要供應商及客戶

本集團前五大供應商共佔本集團的採購額的29.6%。本集團前五大客戶共佔本集團的銷售額的15.89%。報告期內，本公司各董事、監事、高級管理人員及彼等之聯繫人士或任何持有本公司股本多於5%之股東並無擁有上述之供應商及客戶的任何權益。

### Major suppliers and customers

The amount of purchase from the Group's top five largest suppliers was 29.6% of the Group's aggregate amount of purchase. The amount of sale to the Group's top five largest customers were less than 15.89% of the Group's aggregate amount of sale. During the year, none of the Company's directors, supervisors, senior management or their respective associates or the shareholders who hold more than 5% of the Company's total share capital was interested in any of the above suppliers and customers.

### 退休金計劃

有關本集團退休計劃之運作詳情載於按國際會計準則編製的會計報表之帳項註釋中。

### Retirement plan

Particulars of the retirement plan of the Company are set out in the notes to the accounts prepared under International Accounting Standards.

### 董事及監事購買股份及債券權利

本公司或其任何附屬公司概無於年內參與任何安排致令本公司董事、監事因取得本公司或任何其他法人團體的股份或債券而獲益。

### Directors' and Supervisors' interests in subscription for shares or debentures

At no time during the year was the Company a party to any arrangement to enable the directors or supervisors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporation.

## 董事會報告（續）

## Report of the Directors (Continued)

### 最高酬金五名人士的報酬

報告年度內本公司獲最高酬金的前五名人士皆為本公司的董事、監事或高級管理人員。

### 董事及監事服務合約

本公司董事及監事均與本公司訂立有服務合約，該合約均由二零零零年三月二十八日計，時限為三年，除此之外，本公司或其任何附屬公司或集團附屬公司概無與任何董事或監事訂立或擬訂立服務合約。

### 董事與監事於合約中之權益

除服務合約外，於該年度內之任何時間並無存在任何可有關本公司之業務，而本公司或其任何附屬公司或集團附屬公司為上述業務之參與者及任何董事及監事在當中擁有重大權益的重大合約。

### 遵守最佳應用守則

截至二零零一年十二月三十一日，本公司遵守了《香港聯合交易所有限公司證券上市規則》附錄十四規定的最佳應用守則的規定要求。

### 購買、出售及贖回本公司之證券

期內本公司或其任何附屬公司概無購買、出售及贖回本公司的任何證券。

### 主要附屬公司及聯營公司

本公司各附屬公司及聯營公司之詳情刊載按國際會計準則編製之會計報表之註釋中。

### 優先購股權

根據本公司章程及中華人民共和國法律，本公司並無優先購股權規定需按持股比例向現有股東呈請發售新股之建議。

### Five highest emoluments

During the year, the people who received five highest emoluments were either the Company's directors, supervisors or senior management.

### Service contracts of directors and supervisors

Each of the directors and supervisors has entered into a service agreement with the Company. These service agreements all commenced from 28 March 2000 with a term of office for three years. Same as aforementioned, the Company or any of its subsidiaries or fellow subsidiaries has not entered into or will enter into any service agreement with any director or supervisor.

### Directors and supervisors' interest in contracts

Apart from service contracts, no contract of significance in relation to the business of the Company, to which the Company or any of its subsidiaries or fellows subsidiaries was a party and any of the directors and supervisors of the Company had a material interest, subsisting at the end of the year or at any time during the year.

### Compliance with the Code of Best Practice

To the knowledge of the board of directors, the Company had complied throughout the year with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as at 31 December 2001.

### Purchase, sale and redemption of securities

During the year, the Company and its subsidiaries has not purchased, sold or redeemed any securities of the Company.

### Major subsidiaries and associated company

Details of the Company's subsidiaries and associated company are set out in the notes to the accounts prepared under International Accounting Standards

### Pre-emptive rights

In accordance with the Articles of Association of the Company and the laws of the PRC, there is no provision of pre-emptive rights requiring the Company to offer shares to the existing shareholders in proportion to their respective shareholdings.



## 董事會報告（續）

## Report of the Directors (Continued)

### 股權結構和報告期內公司股份變動情況：

### Structure of share capital and change in share capital of the Company during the period:

(數量單位：萬股)  
(Unit: 0'000 shares)

項目		本次 變動前	配股	送股	公積金 轉增股本	增發	其他	本次 變動後
Item		Before change for the period	Placing shares	Bonus shares	Surplus reserve converted	New issue	Others	After change for the period
一、尚未流通股份	(I)							
1、發起人股份	1. Promoters' shares	40,000	—	—	—	—	—	40,000
其中：	Including:							
國家擁有股份	Nation-owned	—	—	—	—	—	—	—
境內法人擁有股份	Domestic-owned legal person shares	40,000	—	—	—	—	—	40,000
外資法人持有股份	Shares held by overseas legal persons	—	—	—	—	—	—	—
其他	Others	—	—	—	—	—	—	—
2、募集法人股	2. Subscribed legal person shares	—	—	—	—	—	—	—
3、內部職工股	3. Internal employees' shares	—	—	—	—	—	—	—
4、優先股或其他	4. Preferential shares or others	—	—	—	—	—	—	—
未流通股份合計	Total non-circulating shares	40,000	—	—	—	—	—	40,000
二、已流通股份	(II)							
1、境內上市的人民幣普通股(A股)	1. Domestic listed Renminbi ordinary shares (A shares)	5,000	—	—	—	—	—	5,000
2、境內上市的外資股	2. Domestic listed foreign shares	—	—	—	—	—	—	—
3、境外上市的外資股(H股)	3. Overseas listed foreign shares (H shares)	25,000	—	—	—	—	—	25,000
4、其他	4. Others	—	—	—	—	—	—	—
已流通股份合計	Total circulating shares	30,000	—	—	—	—	—	30,000
三、股份總數	(III) Total number of shares	70,000	—	—	—	—	—	70,000

### 股東數量

報告期末股東總數36,159戶。其中國有法人股股東1戶，A股股東36,062戶，和H股股東96戶

### Shareholders

At the end of the reporting period, the number of shareholders was 36,159, of which 1 was state-owned legal person share holder, 36,062 were A share holders and 96 were holders of H shares.

### 股票發行與上市情況

本公司於報告期末為止的前三年沒有發行股票。

### Issue and listing of shares

The Company has not issued any shares for the three years ended 31 December 2001.

## 董事會報告 (續)

## Report of the Directors (Continued)

### 主要股東持股情況

截至二零零一年十二月三十一日止，本公司前10名最大股東之持股情況如下：

股東名稱	類別	持股數量(股) No. of shares held (shares)	佔總股本比例(%) Percentage to total share capital (%)
Name of shareholders	Class		
中國洛陽浮法玻璃集團有限責任公司(代表國家持有) China Luoyang Float Glass Group Company Limited (held on behalf of the State)	A 股 A Shares	400,000,000	57.14
香港中央結算(代理人)有限公司 HKSCC (Nominees) Company Limited	H 股 H Shares	247,116,998	35.3
HSBC NOMINEES (HONG KONG) LIMITED	H 股 H Shares	520,000	0.074
HSBC Nominees (Hong Kong) Limited	H 股 H Shares	374,000	0.053
CHUK YEE MEN LIZA	H 股 H Shares	234,972	0.034
Chuk Yee Men Liza	A 股 A Shares	210,000	0.03
興和基金 Xinhe Jijin	H 股 H Shares	195,300	0.028
TAM CHOW HING	A 股 A Shares	183,100	0.026
Tam Chow Hing	H 股 H Shares	150,100	0.021
壽建鴻 Shou Jianhong	A 股 A Shares	139,921	0.020
陳進壽 Chen Jinshou	H 股 H Shares		
TAM TUNG SUN	A 股 A Shares		
Tam Tung Sun	H 股 H Shares		
王永團 Wang Wing Tuan	A 股 A Shares		

註：本公司前十名股東之間沒有關聯關係。

### Shareholdings of substantial shareholders

As at 31 December 2001, the top ten shareholders of the Company were as follows:

Note: There are no connected relationships between the top ten shareholders of the Company.

#### 1、 持股5%以上的法人股股東情況

中國洛陽浮法玻璃集團有限責任公司報告期末持有國有法人股400,000,000股，佔總股本的57.14%，報告期內無股份增減變動，所持股份無質押或凍結的情況。

香港中央結算(代理人)有限公司於報告期末持有本公司股份H股，佔本公司總股本的35.3%，香港中央結算(代理人)有限公司是香港中央結算及交收系統成員，為客戶進行證券登記及託管業務。

#### 1. Legal person shareholder holding more than 5% of shares.

China Luoyang Float Glass (Group) Company Limited ("CLFG") held 400,000,000 State-owned legal person shares, representing 57.14% of the total share capital. During the period, there was no change in the number of shares held by it, nor pledge or frozen of shares was undertaken.

The number of H shares of the Company held by HKSCC Nominees Limited at the end of the period accounted for 35.3% of the total share capital of the Company. HKSCC Nominees Limited is a participant of Hong Kong Central Clearing and Settlement System providing securities registration and custody services for its customers.

主要股東持股情況 (續)

2、 本公司控股股東情況介紹

中國洛陽浮法玻璃集團有限責任公司成立於一九九一年四月，法人代表為郭曉寰，註冊資本為人民幣128,674萬元，其股東為洛陽市資產經營公司、中國華融資產管理公司、中國長城資產管理公司、中國東方資產管理公司、中國信達資產管理公司及中國新型建築材料(集團)公司，其所佔持股比例分別為80.27%、8.55%、5.44%、3.10%、1.94%及0.7%。主要經營範圍：玻璃及相關原材料、成套設備製造。玻璃深加工。

報告期內控股股東沒有變化。

Shareholdings of substantial shareholders (continued)

2. Introduction to the controlling shareholder of the Company

China Luoyang Float Glass (Group) Company Limited was incorporated in April 1991, and its legal representative is Mr. Guo Xiaohuan. Its registered capital is RMB1,286,740,000 and its shareholders include Luoyang Assets Management Company, China Hua Rong Assets Management Company, China Changcheng Assets Management Company, China Dongfang Assets Management Company, China Xinda Assets Management Company and China Xinxing Construction Material (Group) Company holding 80.27%, 8.55%, 5.44%, 3.10%, 1.94% and 0.7% respectively. Its scope of business includes production of glass and related raw material, manufacturing of assembly equipment and intensive glass processing.

The controlling shareholder of the Company remained the same during the reporting period.



# 董事會報告 (續)

## Report of the Directors (Continued)

### 董事、監事及高級管理人員基本情況

### Directors, Supervisors and Senior Management

#### 1、現任董事、監事、高級管理人員情況

#### 1. Background Information on directors, supervisors and senior management

屬於個人權益持有之A股股數(單位:股)

Number of A shares belonging to personal interest (Unit: share)

姓名	職務	性別	年齡	任期	報告期初 持股數 Shareholding at beginning of the year	報告期末 持股數 Shareholding at end of the year
Name	Position	Gender	Age	Term		
郭曉寰	董事長	男	59	至2003年3月28日	2,000	2,000
Guo Xiaohuan	Chairman	M		Until 28.3.2003		
王永欣	副董事長兼總經理	男	43	至2003年3月28日	1,800	1,800
Wang Yongxin	Vice-Chairman & General Manager	M		Until 28.3.2003		
朱雷波	執行董事	男	39	至2003年3月28日	2,000	2,000
Zhu Lei Bo	Executive Director	M		Until 28.3.28		
張少傑	執行董事兼常務副總經理	男	40	至2003年3月28日	1,700	1,700
Zhang Shaojie	Executive Director and Standing Deputy General Manager	M		Until 28.3.2003		
朱留欣	執行董事兼副總經理	男	48	至2003年3月28日	1,700	1,700
Zhu Liuxin	Executive Director & Deputy General Manager	M		Until 28.3.2003		
姜宏	執行董事兼副總經理	男	39	至2003年3月28日	1,800	1,800
Jiang Hong	Executive Director & Deputy General Manager	M		Until 28.3.2003		
王捷	執行董事兼董事會秘書	男	39	至2003年3月28日	2,000	2,000
Wang Jie	Executive Director and Company Secretary	M		Until 28.3.2003		
戴志良	獨立非執行董事	男	61	至2003年3月28日	0	0
Dai Zhiliang	Independent Non-executive Director	M		Until 28.3.2003		
魏成龍	獨立非執行董事	男	37	至2003年3月28日	0	0
Wei Chenglong	Independent Non-executive Director	M		Until 28.3.2003		
劉寶瑛	監事會主席	男	48	至2003年3月28日	2,000	2,000
Lui Baoying	Chairman of the Supervisory Committee	M		Until 28.3.2003		
程榮法	監事	男	52	至2003年3月28日	0	0
Cheng Rongfa	Supervisor	M		Until 28.3.2003		
馬世信	監事	男	51	至2003年3月28日	0	0
Ma Shixin	Supervisor	M		Until 28.3.2003		
吳文正	監事	男	37	至2003年3月28日	0	0
Wu Wenzheng	Supervisor	M		Until 28.3.2003		
顧美鳳	獨立監事	女	38	至2003年3月28日	0	0
Gu Meifeng	Supervisor	F		Until 28.3.2003		
李金讓	副總經理	男	59	至2003年3月28日	2,000	2,000
Li Jinrang	Deputy General Manager	M		Until 28.3.2003		
王和平	副總經理	男	49	至2003年3月28日	1,700	1,700
Wang Heping	Deputy General Manager	M		Until 28.3.2003		
高天寶	財務總監	男	43	至2003年3月28日	0	0
Gao Tianbao	Chief Financial Officer	M		Until 28.3.2003		

註：本公司各董事、監事或高級管理人員年度內持股數量無變化，除上述披露外截至二零零一年十二月三十一日止，本公司各董事、監事或高級管理人員及彼等之聯繫人士概無持有（不論以實益或非實益方式持有）本公司或其任何聯營公司（釋義見香港證券（公開權益）條例（「公開權益條例」））的股本的任何實際權益。

Note: There was no change in the number of shares held by the directors, supervisors and senior management during the year. Save as disclosed above, no directors, supervisors and senior management had any interests, whether beneficial or non-beneficial, in the issued share capital of the Company, and other associated corporations (within the meaning of the Securities (Disclosure of Interests ("SDI") Ordinance in Hong Kong) as at 31 December 2001.

## 董事會報告（續） Report of the Directors (Continued)

### 董事、監事及高級管理人員基本情況 （續）

### Directors, supervisors and senior management (continued)

#### 2、在股東單位任職的董事、監事情況

#### 2. Details of positions held by directors and supervisors in shareholders

姓名 Name	任職單位 Name of Shareholder	任職單位與本公司關係 Relationship of shareholder with the Company	擔任職務 Positions
郭曉寰 Guo Xiaohuan	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	董事長、總經理、黨委副書記 Chairman, General Manager, Deputy Secretary to the Party Committee
王永欣 Wang Yongxin	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	董事、副總經理、黨委常委 Director, Deputy General Manager, Member of the Standing Committee
朱雷波 Zhu Leibo	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	董事、副總經理 Director, Deputy General Manager,
張少傑 Zhang Shaojie	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	董事、副總經理 Director, Deputy General Manager,
朱留欣 Zhu Liuxin	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	副總經理 Deputy General Manager,
姜宏 Jiang Hong	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	副總經理 Deputy General Manager,
劉寶瑛 Liu Baoying	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	副董事長、黨委書記 Vice Chairman, Secretary to the Party Committee
程榮法 Cheng Rongfa	中國洛陽浮法玻璃集團有限責任公司 China Luoyang Float Glass (Group) Company Limited	控股股東 Controlling shareholder	監事 Supervisor

#### 3、年度報酬情況

#### 3 Remuneration for the year

報告期內本公司董事、監事及高級管理人員的年度報酬總金額為人民幣316,188元，其中獨立非執行董事只領取人民幣10,000元的津貼，獨立監事領取人民幣6,000元的津貼，報酬最高的前三名董事的報酬總額為人民幣88,845元，報酬最高的前三名高級管理人員的報酬總額為人民幣57,827元，董事、監事及高級管理人員的年度報酬區間情況為（人民幣元）：30,000元至40,000元為2人；20,000元至30,000元為6人；10,000元至20,000元為6人。獨立董事及獨立監事不在股東單位或其他關聯單位領取報酬、津貼。

During the reporting period, the remuneration for directors, supervisors and senior managers of the Company totalled RMB316,188, of which the independent non-executive directors received only RMB10,000 allowance; independent supervisors received allowances of RMB6,000. Remuneration for three highest paid directors totalled RMB88,845. Remuneration for three highest paid senior management totalled RMB57,827. The remuneration for directors, supervisors and senior management ranged as follows: 2 people in the range of RMB30,000 to RMB40,000; 6 people in the range of RMB20,000 to RMB30,000 and 6 people in the range of RMB10,000 to RMB20,000. The independent directors and supervisors, did not receive remunerations and allowance from shareholding units or other related units.

## 董事會報告 (續)

### Report of the Directors (Continued)

#### 董事、監事及高級管理人員基本情況 (續)

##### 4、報告期內董事、監事及高級管理人員變動情況

本公司於二零零一年四月十七日的董事會上同意張高波先生因個人原因辭去獨立董事職務，聘任魏成龍先生為獨立董事，聘任李金讓先生為本公司副總經理，本公司二零零零年股東年會對董事變動給予確認。

#### 員工狀況

截止二零零一年十二月三十一日，本公司的員工數量為5,699人，其中生產人員3,864人，銷售人員327人，技術人員554人，財務人員110人，行政人員751人，其他人員93人，本公司員工中，本科以上學歷390人，佔員工人數的6.8%，專科1,717人，佔30.12%，公司需承擔費用的離退休職工人數為1,197人。

#### 核數師

經本公司二零零零年度股東年會批准，本公司續聘畢馬威華振會計師事務所及畢馬威會計師事務所分別為本公司二零零一年度之國內及國際核數師，並已審閱隨附之會計報表。

有關續聘中國畢馬威華振會計師事務所和畢馬威會計師事務所為本公司二零零二年度境內及境外核數師之決議案將於應屆股東年會上提呈。

#### 公司信息披露選定報刊

香港：Hong Kong iMail，香港經濟日報  
中國內地：中國證券報，上海證券報

#### Directors, supervisors and senior management (continued)

##### 4 Change of directors, supervisors and senior managers during the reporting period

The Board meeting held on 17 April 2001 approved the resignation of Mr. Zhang Gaobo from his position as the Company's independent director due to personal reasons; the appointment of Mr. Wei Chenglong as the Company's independent director; appointment of Mr. Li Jinrang as the Company's Deputy General Manager. These changes were approved at the Company's 2000 Annual General Meeting.

#### Employees

As at 31 December 2001, the Company had 5,699 employees, of which 3,864 are production workers, 327 sales personnel, 554 are technicians, 110 are financial personal, 751 are administrative personnel and 93 are other staff. Among them, 390 employees graduated from regular colleges or universities, representing 6.8% of the staff 1,717 employees graduated from professional training colleges, representing 30.12% of the staff There were 1,197 employees retired for whom the Company has to pay pension.

#### Auditors

Approved by the Company's 2000 Annual General Meeting, the Company re-appointed KPMG Huazhen and KPMG as the Company's PRC and international auditors for the year 2001.

The resolution to reappoint KPMG Peat Marwick Huazhen and KPMG Hong Kong as the PRC and international auditors of the Company respectively for the year 2002, is to be proposed at the forthcoming Annual General Meeting.

#### Designated newspapers for disclosure of the Company's information

Hong Kong: Hong Kong iMail, Hong Kong Economic Times  
Mainland China: China Securities Journal, Shanghai Securities Journal

## 董事會報告 (續)

### Report of the Directors (Continued)

#### 重大訴訟、仲裁事項

##### 1、 本集團在報告期內的重大的訴訟事項

一九九八年十二月三十日，本公司在廣東發展銀行鄭州分行銀基分理處（一九九九年十二月二十八日經中國人民銀行濟南分行批准升格為廣東發展銀行鄭州分行銀基支行）定期存款人民幣2,300萬元，存款期限1年，自一九九八年十二月三十日至一九九九年十二月三十日，年利率3.78%。廣東發展銀行鄭州分行銀基分理處為此開具《單位定期存款開戶證實書》。其後，本公司在存款到期後取款過程中，雙方發生糾紛。廣東發展銀行鄭州分行銀基支行以一九九八年十二月本公司為河南銀基房地產開發有限公司在廣東發展銀行鄭州分行商城支行貸款人民幣2,185萬元提供擔保，現河南銀基房地產開發有限公司逾期未償還貸款，擔保人應承擔擔保責任為由，拒絕本公司支取款項。二零零一年，本公司起訴至河南省高級人民法院，該案件已經開庭審理完畢，正在等待判決。本公司認為，該案件經庭審雙方質證證據及辯論，案件情況對本公司較為有利，勝訴的可能性較大，依據是中國人民銀行發佈的有關通知、辦法及規定。本公司管理人員及本公司委託辦理此案件的法律顧問均對此筆款項的收回具較大信心。

##### 2、 本集團在報告期內無重大仲裁事項。

承董事會命  
董事長  
郭曉寰

二零零二年四月二十六日

#### Material litigation and arbitration

##### 1. Material litigation of the Group during the reporting period

On 30 December 1998, the Company placed a deposit in the sum of RMB23,000,000 with Yinji local branch of Zhengzhou branch of Guangdong Development Bank (which had been upgraded to Yinji sub-branch of Zhengzhou branch of Guangdong Development Bank on 28 December 1999) for a fixed term of one year commencing from 30 December 1998 to 30 December 1999 at an annual interest rate of 3.78%. The Yinji local branch of Zhengzhou branch of Guangdong Development Bank issued an Account Opening Certificate of Fixed Deposit. Subsequently, a dispute arised when the Company made withdrawal of such deposit upon its maturity. The Yinji sub-branch of Zhengzhou branch of Guangdong Development Bank rejected the Company's withdrawal on the ground of the defaulted repayment by Henan Yinji Property Development Company limited of the outstanding loan in the sum of RMB21,850,000 for which the Company provided a guarantee in favour of Shangcheng branch of Guangdong Development Bank in December 1998 and that the Company should perform its obligations as the guarantor. In 2001, the Company initiated legal proceedings in Henan High People's Court and the hearings of the case had been completed pending judgement. Upon cross examination, the production of evidence and the defence of both parties in courts, the Company considered that based on the relevant notice, regulations and provision issued by the People's bank of China, the facts are favourable to the Company. It is likely that judgement will be made in favour of the Company. The management of the Company and the legal adviser acts for the Company in this case are confidence in the recovering of the deposit.

##### 2. The Group was not involved in any material arbitration during the reporting period.

By order of the Board  
Guo Xiaohuan  
Chairman

26 April 2002