

本公司董事會謹提呈其董事會報告書及本集團本年度經審核的財務報表。

帳目

1. 本集團之業績刊載於本年報第42頁之綜合損益表內。
2. 本集團及本公司於二零零一年十二月三十一日之財務狀況刊載於本年報第43至44頁之資產負債表內。
3. 本集團綜合已確認損益載於本年報第45頁之綜合已確認損益表。
4. 本集團之綜合現金流量表刊載於本年報第46至47頁之綜合現金流量表內。

財務摘要

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根據香港公認會計準則編制業績和資產及負債摘要。

The Board of Directors of the Company present their report and the audited financial statements of the Group for the Year.

Accounts

1. The results of the Group are set out in the consolidated income statement on page 42 of this Annual Report.
2. The state of affairs of the Group and the Company as at 31 December 2001 are set out in the balance sheets on pages 43 to 44 of this Annual Report.
3. The consolidated recognised gains and losses of the Group is set out in the consolidated statement of recognised gains and losses on page 45 of this Annual Report.
4. The consolidated cash flow of the Group is set out in the consolidated cash flow statement on pages 46 to 47 of this Annual Report.

Financial Summary

The following is a summary of the results and of the assets and liabilities of the Group for the past five financial years ended 31 December 2001 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

		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 (重新列算) (As restated)	一九九八年 人民幣千元 1998 RMB'000 (重新列算) (As restated)	一九九七年 人民幣千元 1997 RMB'000 (重新列算) (As restated)
營業額	Turnover	585,443	524,511	336,851	484,070	534,824
除稅前溢利(虧損)	Profit (Loss) before taxation	106,578	(58,568)	(87,080)	30,302	(24,296)
所得稅	Taxation	(17,335)	(10,837)	(14,534)	(5,333)	(3,746)
除少數股東權益前 溢利(虧損)	Profit (Loss) before minority interests	89,243	(69,405)	(101,614)	24,969	(28,042)
少數股東權益	Minority interests	(24,825)	(8,744)	548	(9,166)	(7,055)
股東應佔溢利(虧損)	Profit (Loss) attributable to shareholders	64,418	(78,149)	(101,066)	15,803	(35,097)
總資產	Total assets	1,287,135	1,163,643	1,225,180	1,378,605	1,447,175
總負債及少數股東權益	Total liabilities and minority interests	(489,919)	(430,845)	(411,556)	(454,119)	(538,492)
資產淨值	Net assets	797,216	732,798	813,624	924,486	908,683

主要業務

本集團主要業務為生產及銷售各類通訊電纜(包括不同類型的銅纜及光纜)、光纖、電纜套管、制造電纜使用的設備、生產配件及材料等。

本集團於本年度按主要業務及市場對營業額及對經營業績貢獻的分析刊載於本年報第56頁至59頁財務報表附註4內。

主要客戶及供應商

於本年度內，本集團的最大供應商及五大供應商及本集團最大銷售客戶及五大銷售客戶分析如下：

Principal Activities

The principal activities of the Group are the manufacture and sale of various types of telecommunications cables (including different types of copper cables and optical fibre cables), optical fibres, cable joining sleeves, as well as equipment, manufacturing parts and materials for the production of cables.

Analyses of the Group's turnover and contribution to results from operations for the Year are analysed by its principal activities and geographical market as set out in note 4 to the financial statements on page 56 to page 59 of this Annual Report.

Major Suppliers and Customers

Analyses of the Group's single largest supplier and the top five largest suppliers, and the Group's single largest customer and the top five largest customers for the Year are as follow:

		百分比 % Percentage	
		二零零一年 2001 %	二零零零年 2000 %
採購	Purchases		
最大供應商	Single largest supplier	19	17
五大供應商合計	Five largest suppliers combined	<u>48</u>	<u>45</u>
銷售	Sales		
最大客戶	Single largest customer	13	4
五大客戶合計	Five largest customers combined	<u>31</u>	<u>13</u>

據董事所知，本公司董事、監事及彼等之關聯人士或任何擁有本公司5%股本以上的股東在本集團上述五大銷售客戶中概無直接或間接的權益。

末期股息

本公司董事會建議於本年度不派發末期股息。

附屬公司

於二零零一年十二月三十一日本公司附屬公司之詳情刊載於本年報第68至69頁財務報表附註16內。

儲備

本年度內儲備金變動詳情刊載於本年報第78至80頁財務報表附註26內。

物業，廠房及設備

本年度內有關物業，廠房及設備變動詳情刊載於本年報第65至66頁財務報表附註14內。

股本

有關本公司股本詳情刊載於本年報第77頁財務報表附註25內。

本公司於本年度內沒有安排任何送股、配股和發行股份的計劃。本公司於本年度內及由二零零一年十二月三十一日至本年報發表日期期間，股本結構亦無變動。

As far as the Directors are aware of, none of the Directors or Supervisors or their associates or any shareholders holding of 5% or more of the Company's share capital owned any direct or indirect interests in the share capital of the five largest customers of the Group for the Year.

Final Dividend

The Board of Directors does not recommend payment of final dividend for the Year.

Subsidiaries

Details of the Company's subsidiaries as at 31 December 2001 are set out in note 16 to the financial statements on pages 68 to 69 of this Annual Report.

Reserves

Details of the changes in the reserves during the Year are set out in note 26 to the financial statements on pages 78 to 80 of this Annual Report.

Property, Plant and Equipment

Details of the changes in the property, plant and equipment during the Year are set out in note 14 to the financial statements on pages 65 to 66 of this Annual Report.

Share Capital

Details of the share capital of the Company are set out in note 25 to the financial statements on page 77 of this Annual Report.

The Company did not make any bonus issue, share placings or issuing of shares during the Year, and there was no change in the share capital of the Company during the Year and from 31 December 2001 up to the date of this Annual Report.

募集資金的運用

本公司於一九九四年十二月透過發售**160,000,000**股H股，募集資金約港幣**424,000,000**元，自上市至二零零一年十二月三十一日止，按招股說明書中「所得款項用途及營運資金」及一九九八年度股東週年大會通過的「所得股款的用途及更改計劃」所述，累計動用資金約為港幣**331,000,000**元，其中用於投資項目為港幣**84,360,000**元，用於減輕負債及作為營運資金使用的港幣為**246,640,000**元。

尚未運用的募集資金約為港幣**93,000,000**元，分別以港幣、美元和人民幣存放於中國境內銀行。

為充份發揮尚未運用的募集資金的作用，進一步改善本集團的財務狀況，董事會擬提呈二零零一年度股東週年大會批准，將人民幣**85,500,000**元用於中康光纜、中住公司的擴產計劃，其中中康光纜擴產計劃使用人民幣**60,600,000**元，中住公司擴產計劃使用人民幣**24,900,000**元。

逾期定期存款

截至二零零一年十二月三十一日止，本集團沒有其他存放於非銀行金融機構的存款及屬於委托性質的存款，也不存在其他到期不能收回的定期存款。

存放於中國租賃有限公司的人民幣**30,000,000**元本金，雖然已在二零零零年度經批准全額作壞賬撥備處理，但我們並未放棄追討該筆資金的努力，本年度尚無結果。

Use of Proceeds

The Company raised approximately HK\$424,000,000 through the issue of 160,000,000 H Shares in December 1994. From the date of listing to 31 December 2001, as stated in the section headed "Use of Proceeds and Working Capital" in the Company's prospectus and "Plan for Change in the Use of Proceeds" passed in the 1998 Annual General Meeting, the Company had used an aggregate amount of HK\$331,000,000, of which HK\$84,360,000 was used in investment projects, and HK\$246,640,000 was used for debt repayment and working capital.

The balance of the unused proceeds amounted to approximately HK\$93,000,000, were deposited with banks in the PRC in Hong Kong Dollars, US Dollars and RMB.

In order to fully utilize the unused proceeds and to improve the Group's financial status, the Board of Directors recommends to submit to the 2001 Annual General Meeting for discussion and approval of the use of RMB85,500,000 for the production expansion plans of CCS and SEI, of which RMB60,600,000 will be used for CCS and RMB24,900,000 for SEI.

Overdue Time Deposits

Apart from the above, the Group had no trust deposit, deposit with non-bank financial institutions nor time deposits that cannot be recovered on maturity as at 31 December 2001.

Although the principal of a deposit of RMB30,000,000 in China Leasing Company Limited was already discharged as provision for bad debt in year 2000, we have not given up the effort to recover the same but recovery was not achieved during the Year.

統一所得稅及取消地方政府退稅優惠

本公司註冊於四川省成都市高新技術產業開發區，屬高新技術企業，根據國家稅務總局的批覆，本公司享受高新技術企業15%的所得稅稅率優惠，按此繳稅，並未享有所得稅財政返還優惠。

本公司至今未獲收悉稅務部門有關任何對15%稅率政策產生改變的通知。

股東人數

記錄於二零零一年十二月三十一日股東名冊上的股東人數詳情如下：

類別	Classification	股東人數 Number of shareholders
國有法人股	State-owned legal person shares	1
海外上市外資股(「H股」)	Overseas listed foreign invested shares ("H shares")	140
股東總數	Total number of shareholders	141

主要股東持股情況

截至二零零一年十二月三十一日止，本公司之最大股東為中國普天公司，持有240,000,000股已發行國有法人股，佔本公司總發行股本的60%。香港中央結算(代理人)有限公司於該期間初持H股股數為154,999,999股，佔總發行股本的38.75%，至該期間末持有H股股數為157,522,999股，佔總發行股本的39.38%。

按照證券(披露權益)條例第十六條第一節保存之主要股東名冊顯示，本公司曾接獲有關擁有本公司已發行H股10%或以上權益之知會，該等權益為已披露之董事、監事及行政總裁權益以外之權益。

Unified Income Tax and Cancellation of Local Government's Tax Rebate

The Company is a high-tech enterprise registered in Hi-Tech Development Zone in Chengdu, Sichuan Province. According to the approval of the State Tax Bureau, the Company enjoys and pays income tax at a preferential rate of 15% for hi-tech enterprises. Accordingly, the Company is not entitled to any income tax rebate.

To date, the Company has not received any notice from the State Tax Bureau of any change in the Company's 15 % income tax rate.

Number Of Shareholders

Details of the number of shareholders as recorded in the register of members of the Company as at 31 December 2001 are as follows :

Shareholding of substantial shareholders

As at 31 December 2001, the largest shareholder of the Company was CHINA PUTIAN holding 240,000,000 issued State-owned legal person shares representing 60% of the total issued share capital of the Company. At the beginning of the Year, HKSCC Nominees Limited held 154,999,999 H shares representing 38.75% of the total issued share capital. At the end of the Year, HKSCC Nominees Limited held 157,522,999 H shares representing 39.38% of the total issued share capital.

As shown in the register of substantial shareholders maintained under section 16(1) of the Securities (Disclosure of Interests) Ordinance of Hong Kong, the Company has been notified by shareholders holding 10% or more of the Company's issued H shares. These are interests other than those held by directors, supervisors and chief executive officers which have already been disclosed.

除上述披露者外，於二零零一年十二月三十一日止本公司並未獲悉有任何其他按香港法例之香港證券(披露權益)條例必須予以披露的股權權益及本公司董事會亦無知悉任何人士直接或間接持有本公司發行之H股股本10%或以上之權益。

又據香港中央結算(代理人)有限公司申明，截至二零零一年十二月三十一日止，持有本公司H股超過本公司已發行H股股份總數10%或以上的有以下中央結算系統參與者：

Save as disclosed above, as at 31 December 2001, the Company is not aware of any shareholding interests which are required to be disclosed pursuant to the Securities (Disclosure of Interests) Ordinance of Hong Kong. The Board of Directors of the Company is not aware of any person holding, directly or indirectly, 10% or more of the interests in the Company's issued H shares.

As indicated by HKSCC Nominees Limited, as at 31 December 2001, the following CCASS participant held 10% or more of the Company's total issued H shares:

		本年度末持股數 Number of H shares held at the end of the Year	持H股百分比 Percentage of H shares
中央結算系統參與者	CCASS participant		
香港上海滙豐銀行	The Hongkong & Shanghai Banking Corporation Ltd.	31,971,000	19.98
國泰君安證券(香港)有限公司	Guotai Junan Securities (HK) Limited	24,430,000	15.27

董事、監事、聯席公司秘書及高級管理人員

Directors, Supervisors, Joint Company Secretaries And Senior Management

於本年度內並截至本報告刊行日止出任本公司董事、監事、公司秘書及高級管理人員情況如下：

The Directors, Supervisors, Company Secretaries and senior management who held office during the Year and up to the date of this report are as follows:

1. 董事

1. Directors

徐名文先生，現年47歲，本公司董事長。研究生學歷，高級工程師，現任中國普天公司副總裁及普天信息技術研究院院長。徐先生於二零零零年九月加入本公司，曾任廣州郵電通信設備廠總工程師，中國郵電工業總公司副總工程師、副總經理等職位，徐先生曾參加中歐國際工商學院管理碩士研究生班學習，在企業管理、技術開發、項目管理等方面擁有豐富經驗。徐先生於二零零零年九月二十二日獲選為第三屆董事會執行董事。

Mr. Xu Mingwen, aged 47, Chairman of the Company, received postgraduate education, senior engineer, is currently Vice President of CHINA PUTIAN. He is also the President of PUTIAN Institute of Information Research. Mr. Xu joined the Company in September 2000. Mr. Xu was previously the Chief Engineer of Guangzhou P & T Communications Equipment Factory and took up several positions including Deputy Chief Engineer and Deputy General Manager of China National Posts and Telecommunications Industry Corporation. He previously studied in a postgraduate course at Central Europe International Business College. He has extensive experience in corporate governance, technology development and project management. Mr. Xu was elected Executive Director of the third Board of the Directors on 22 September 2000.

郭愛清先生，現年46歲，大學學歷，高級工程師，現任本公司副董事長及總經理。郭先生於一九九九年四月加入本公司。曾任郵電部侯馬電纜廠廠長助理、常務副廠長、廠長、本公司第二屆董事會董事、常務副董事長、總經理等職位。在通訊電纜設計生產及企業管理方面具有豐富經驗。郭先生於二零零零年九月二十二日獲選為第三屆董事會執行董事。

王中夫先生，現年36歲，研究生學歷，高級工程師，現任本公司董事、中國普天公司總裁助理及國際合作部總經理。王先生於一九九七年十月加入本公司，曾任中國普天公司技術部及投資管理部副總經理，本公司第二屆董事會董事，在上市公司管理及合資企業管理方面具有豐富經驗。王先生於二零零零年九月二十二日獲選為第三屆董事會執行董事。

鮑煜虹先生，現年30歲，大學學歷，經濟師，現任本公司董事及中國普天公司資本運營部副總經理。鮑先生於二零零零年九月加入本公司，曾任中國普天公司經營財務部副總經理，在企業管理、控股公司規範運作方面擁有一定的經驗。鮑先生於二零零零年九月二十二日獲選為第三屆董事會執行董事。

張仲琪先生，現年44歲，大專學歷，高級會計師，現任本公司董事，中國普天公司財務部副總經理。張先生於二零零零年九月加入本公司，曾任中國普天公司經營財務部副總經理及被派往北京愛立信移動通信有限公司任財務部經理，在國有企業財務管理、合資企業財務控制與運作等方面擁有豐富經驗。張先生於二零零零年九月二十二日獲選為第三屆董事會執行董事。

Mr. Kuo Aiching, aged 46, received tertiary education, senior engineer, is currently the Deputy Managing Director and the General Manager of the Company. Mr. Kuo joined the Company in April 1999. He was previously the Assistant to Factory Manager and Standing Factory Manager, Factory Manager of Houma Cable Plant of the Posts and Telecommunications Ministry and Director of the second Board of Directors, Standing Deputy Managing Director and General Manager of the Company. He has extensive experience in design, production and corporate governance of telecommunication cables. Mr. Kuo was elected Executive Director of the third Board of Directors on 22 September 2000.

Mr. Wang Zhongfu, aged 36, received postgraduate education, senior engineer. He is currently a Director of the Company, the Assistant to the President of CHINA PUTIAN and the General Manager of International Co-operation Division of CHINA PUTIAN. Mr. Wang joined the Company in October 1997 and was previously Deputy General Manager of the Technical Division and the Investment Management Division of CHINA PUTIAN and a Director of the second Board of Directors of the Company. He has extensive experience in the management of listed companies and joint venture enterprises. Mr. Wang was elected Executive Director of the third Board of the Directors on 22 September 2000.

Mr. Bao Yuhong, aged 30, received university education, is an economist. He is currently the Director and Deputy General Manager of the Financial Division of CHINA PUTIAN. Mr. Bao joined the Company in September 2000. He worked previously in the Operating Finance Division of CHINA PUTIAN, and has certain experience in corporate governance and operation of a holding company. Mr. Bao was elected Executive Director of the third Board of Directors on 22 September 2000.

Mr. Zhang Zhongqi, aged 44, received tertiary education, is a senior accountant. He is currently a Director of the Company and Deputy General Manager of the Finance Division of CHINA PUTIAN. Mr. Zhang joined the Company in September 2000 and worked previously in the Operating Finance Division of CHINA PUTIAN as Deputy General Manager. He had been seconded to Beijing Ericsson Mobile Communication Co., Ltd. as Manager of the Finance Division. He has extensive experience in finance management of state-owned enterprises and financial control and operations in joint venture enterprises. Mr. Zhang was elected Executive Director of the third Board of Directors on 22 September 2000.

栗嘉陵先生，現年57歲，大學學歷，高級工程師，現任本公司董事及公司調研員。栗先生於一九七零年加入郵電部成都電纜廠（「成都電纜廠」），對技術引進及改造方面有豐富經驗，曾任成都電纜副廠長、第一屆董事會執行董事、副總經理。栗先生於二零零零年九月二十二日獲選為本公司第三屆董事會執行董事。

秦要武先生，現年35歲，研究生學歷，高級工程師，現任本公司董事及副總經理。秦先生於一九八八年八月加入成都電纜廠，歷任光纖工程辦公室副主任、光纖廠廠長、本公司第二屆董事會董事，副總經理等職務，曾參加西安交通大學管理學院工商管理碩士研究班學習。在企業生產經營及管理方面具有廣泛經驗。秦先生於二零零零年九月二十二日獲選為本公司第三屆董事會執行董事。

陳葆心女士，現年70歲，現任本公司非執行董事。自一九九四年九月三十日起曾出任本公司第一屆、第二屆董事會非執行董事及審核委員會委員。曾任香港聯合交易所有限公司第一副主席，現有香港中央結算有限公司董事，多家香港上市及私人公司之非執行董事或董事，亦為四川省殘疾人協會顧問。陳女士於二零零零年九月二十二日獲選為本公司第三屆董事會非執行董事。

孫家驊先生，現年58歲，研究生學歷。現任本公司非執行董事及中國人民政治協商會議成都市委員會副主席，並擔任成都市委財經領導小組副組長兼秘書長。孫先生曾擔任成都市計劃委員會主任、成都市副市長等重要職務。孫先生於二零零零年九月二十二日獲選為本公司第三屆董事會非執行董事。

Mr. Su Jialing, aged 57, received university education, senior engineer, is currently a Director and a Researcher of the Company. Mr. Su joined Chengdu Cable Plant of the Ministry of Post and Telecommunications ("CCP") in 1970. He has extensive experience in technology application and renovation. He was previously Deputy Factory Manager of CCP and Executive Director of the first Board of Directors and Deputy General Manager. Mr. Su was elected Executive Director of the third Board of Directors on 22 September 2000.

Mr. Qin Yaowu, aged 35, received postgraduate education, senior engineer, is currently a Director and Deputy General Manager of the Company. Mr. Qin joined CCP in August 1988. He was previously the Deputy-in-charge of the Optical Fibre Engineering Office and Factory Manager of the Optical Fibre Factory and Director and Deputy General Manager of the second Board of Directors. He studied in a master's postgraduate course of business management at Management College of Xian Jiaotong University. He has extensive experience in the production operation and management of enterprises. Mr. Qin was elected Executive Director of the third Board of Directors on 22 September 2000.

Ms. Chen Po Sum, aged 70, is currently a Non-Executive Director of the Company. She was a Non-Executive Director of the first and second Board of Directors and a member of Audit Committee since 30th September 1994. She was previously the First Vice-Chairman of The Stock Exchange of Hong Kong Limited and is a Director of Hong Kong Securities Clearing Company Limited and Non-executive Director or Director of a number of Hong Kong listed and private companies and a consultant of Sichuan Province Disabled Persons Federation. Ms. Chen was elected Non-Executive Director of the third Board of Directors on 22 September 2000.

Mr. Sun Jiayuan, aged 58, received postgraduate education. He is currently a Non-Executive Director of the Company and the Vice Chairman of the Chinese People's Political Consultative Conference in Chengdu City as well as the Vice Chairman and Secretary of the Financial Leading Group in Chengdu City. Mr. Sun also held important offices such as officer of the Planning Committee and Deputy Mayor of Chengdu City. Mr. Sun was elected Non-Executive Director of the third Board of Directors on 22 September 2000.

所有於二零零零年九月二十二日獲委任的每一位現任執行董事已與本公司訂立一項服務合約，服務期限自二零零零年十月一日起至二零零三年九月三十日止為期三年。

以上執行董事或非執行董事服務期限屆滿後，可重新委任或獲選連任。

2. 監事

張曉成先生，現年44歲，研究生學歷，高級經濟師，現任本公司監事會主席，中國普天公司資本運營部總經理。張先生於一九九七年十月加入本公司，曾任本公司第二屆董事會董事，中國普天公司企業管理部總經理，辦公室副主任等職務。在企業管理方面具有豐富經驗。張先生於二零零零年九月二十二日獲選為本公司第三屆監事會監事。

安民先生，55歲，中專學歷，高級會計師，現任本公司監事。安先生一九六八年加入成都電纜廠，對企業財務管理具有豐富經驗，曾任成都電纜廠副總會計師，本公司第一屆、第二屆董事會董事及總會計師。於二零零零年九月二十二日獲選為本公司第三屆監事會監事。

洪秀蓉女士，現年49歲，大學專科學歷，高級工程師，現任本公司監事、工會副主席，洪秀蓉女士於一九七零年加入成都電纜廠。曾任成都電纜廠技術處處長，在通信電纜設計生產及技術管理方面具有廣泛之經驗。洪女士是由本公司職工以民主方式選舉為本公司第三屆監事會監事。

所有於二零零零年九月二十二日獲委任的每一位現任監事已與本公司訂立一項服務合約，服務期限自二零零零年十月一日起至二零零三年九月三十日止為期三年，但可重新委任或獲選連任。

Each of the Executive Directors appointed on 22 September 2000 has entered into a service contract with the Company. The service period is three years commencing from 1 October 2000 until 30 September 2003.

The term of office of the above Executive Directors and Non-Executive Directors is renewable upon re-election or re-appointment.

2. Supervisors

Mr. Zhang Xiaocheng, aged 44, received postgraduate education, senior economist. He is currently the Chairman of the Supervisory Committee of the Company and the General Manager of the Corporate Management Department of CHINA PUTIAN. Mr. Zhang joined the Company in October 1997 and was a Director of the second Board of Directors of the Company. He was the General Manager of Corporate Management Department of CHINA PUTIAN, Deputy Supervisor of the Office. He has extensive experience in corporate governance. Mr. Zhang was elected Supervisor for the third Supervisory Committee of the Company on 22 September 2000.

Mr. An Minmin, aged 55, received secondary education, senior accountant. He is a Supervisor of the Company. Mr. An joined CCP in 1968. He has extensive experience in finance management. He was previously the Deputy Chief Accountant of CCP, a Director of the first and second Board of Directors and the Chief Accountant. He was elected Supervisor for the third Supervisory Committee of the Company on 22 September 2000.

Ms. Hong Xiurong, aged 49, received tertiary education, senior engineer. She is a Supervisor and the Vice Chairperson of the Labour Union of the Company. She joined CCP in 1970. Ms. Hong was previously the Head of the Technology Division of CCP and has extensive experience in design, production and technology management of telecommunication cables. Ms. Hong was democratically elected Supervisor for the third Supervisory Committee through the Company's labour representative meeting.

Each of the Supervisors appointed on 22 September 2000 has entered into a service contract with the Company. The service period is three years commencing from 1 October 2000 until 30 September 2003, and is renewable upon re-election or re-appointment.

3. 聯席公司秘書

張述民先生，59歲，高級工程師，現任公司聯席秘書。張先生於一九六七年加入成都電纜廠，曾任成都電纜副廠長及第一屆、第二屆董事會公司秘書，對國內的政策和企業管理經驗豐富。

莫仲廼先生，37歲，公司聯席秘書，西盟斯律師行香港合伙人。曾任本公司第一屆、第二屆董事會公司秘書。

4. 高級管理人員

羅時文先生，57歲，高級經濟師，本公司黨委書記及副總經理，於一九六八年加入本公司。

范先達先生，49歲，工程師，本公司副總經理，於一九七一年加入本公司。

代康先生，36歲，高級工程師，本公司副總經理，於一九八七年加入本公司。

黃志立女士，47歲，會計師，本公司財務負責人及副總會計師，於一九七一年加入本公司。

5. 集團員工人數

截至二零零一年十二月三十一日止，本集團員工人數約為2,005人。

3. Joint Company Secretaries

Mr. Zhang Shumin, aged 59, senior engineer, Joint Secretary of the Company. He joined CCP in 1967 and was the Deputy Factory Manager of CCP. He was the Secretary to the first and second Board of Directors. He has extensive experience in national policies and corporate governance.

Mr. Stephen Mok, aged 37, Joint Secretary of the Company, a Hong Kong partner of Simmons & Simmons. He was appointed as secretary to the first and second Board of Directors.

4. Senior Management

Mr. Luo Shiwen, aged 57, senior economist, Secretary of the Party Committee and Deputy General Manager of the Company. He joined the Company in 1968.

Mr. Fan Xianda, aged 49, engineer, Deputy General Manager of the Company. He joined the Company in 1971.

Mr. Dai Kang, aged 36, senior engineer, Deputy General Manager of the Company. He joined the Company in 1987.

Ms. Huang Zhili, aged 47, Accountant, Financial Officer and Deputy Chief Accountant of the Company. She joined the Company in 1971.

5. Number of Staff

As at 31 December 2001, the Group had approximately 2,005 staff members.

董事及監事於合約中之權益

於本年度內任何期間及於本年度底，並無存在任何有關本公司業務（而本公司或其任何附屬公司為此等業務參與方）及任何董事或監事在當中直接或間接擁有重大權益的重大合約。

董事及監事證券權益

截至二零零一年十二月三十一日止，各董事、監事及彼等聯系人士概無於本公司或其任何相聯法團的證券中擁有根據證券（公開權益）條例第二十八條之規定須知會本公司及香港聯交所（包括根據該條例第三十一條或附表第一部份彼等視為或當作擁有之權益）或根據該條例第二十九條的規定須登記於該條所述的登記冊或根據上市公司董事進行證券交易的標準守則規定須知會本公司和香港聯交所的任何權益。

董事及監事購買及出售股份

於本年度的任何時間，本公司或其任何附屬公司概無訂立任何安排，讓本公司董事及監事能藉收購本公司或任何其他法人團體的股份而獲得收益。

董事酬金

董事酬金細節刊載於本年報第62頁財務報表附註8內。

獲最高酬金的前五名人士

本集團於本年度內酬金最高的五位人士並無包括任何本公司的董事。

Interests of Directors and Supervisors in Contracts

There were no contracts of significance in relation to the Company's business (to which the Company or any of its subsidiaries was a party), and in which any Director or Supervisor had material interests, whether directly or indirectly, subsisting at the end of the Year and at any time during the Year.

Interests of Directors and Supervisors in Securities

As at 31 December 2001, none of the Directors, Supervisors or their respective associates had any interests in any securities of the Company or any of its associated corporations which were required to notify the Company and the Hong Kong Stock Exchange pursuant to Section 28 of the Securities (Disclosure of Interests) Ordinance, including interests which were deemed or taken to have under Section 31 or Part I of the Schedule to that Ordinance, or which were required, pursuant to Section 29 of that Ordinance, to be entered in the register referred to therein or which were required to notify the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies.

The Purchase and Sale of Securities by Directors and Supervisors

At no time during the Year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors and Supervisors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other legal entities.

Emoluments of Directors

Details of emoluments of Directors are set out in note 8 to the financial statements on pages 62 of this Annual Report.

Five Highest Paid Personnel

The five individuals whose remuneration were the highest in the Group during the Year do not include any Directors of the Company.

出售員工住房

1. 本集團於一九九八年之前員工住房遞延費用在二零零零年度財務報告中已作出相應處理。
2. 於二零零零年度及本年度，本集團分別有一項已獲批准的員工集資建房計劃。於二零零一年十二月三十一日，此計劃共收到員工預付的定金人民幣**24,977,000元**（二零零零年：人民幣**16,432,000元**），該集資計劃完成後，本集團將全部產權出售給員工。

購買、出售或購回上市證券

於本年度，本公司及其任何附屬公司概無購買、出售、購回或注銷本公司之任何上市證券。

銀行貸款及利息資本化

本集團及本公司之銀行貸款詳情載於本年報第**76**頁財務報表附註**24**內。於本年度內本集團利息資本化詳情載於本年報第**63**頁財務報表附註**9**內。

優先認股權

本公司之公司章程並無優先認股權條款，因此本公司無需向現有股東按彼等之持股比例發售新股。

Sale of Staff Quarters

- 1) Deferred expenses on staff quarters prior to 1998 have been dealt with in the financial report for the year 2000 of the Group.
- 2) The Group introduced an approved programme for raising funds from its employees to construct staff quarters during 2000 and the Year respectively. As at 31 December 2001, the total amount of deposits received from the staff in respect of such programme amounted to RMB24,977,000 (2000:RMB16,432,000). Upon completion of the fund-raising programme for raising fund, the Group will transfer all the titles of the staff quarters to its staff.

Purchase, Sale and Repurchase of Listed Securities

During the Year, none of the Company's listed securities was purchased, sold, repurchased or cancelled by the Company or any of its subsidiaries.

Bank Borrowings and Interest Capitalised

Details of bank borrowings of the Group and the Company are set out in note 24 to the financial statements on page 76 of this Annual Report. Details of interest capitalised by the Group during the Year are set out in note 9 to the financial statements on page 63 of this Annual Report.

Pre-emptive Rights

Under the Articles of Association of the Company, there are no pre-emptive rights which require the Company to offer new shares to the existing shareholders in proportion to their shareholdings.

有關連人士交易

在本年度內，本集團進行的有關連人士交易如下：

- (a) 中國普天公司及其關聯公司提供之擔保

若干本集團借貸由中國普天公司擔保及其關聯公司提供擔保。

- (b) 與其他由中國普天公司及其公司控制及/或監管之個體的交易

本集團於本年度內向中國普天公司及其關聯公司售貨的總額為人民幣**6,017,000元**。

所有本公司董事包括非執行董事均確認在(b)段所述的交易為本集團於日常業務中進行，該等交易皆以一般的商業條款進行，而所提供的條款不比提供給第三者遜色。

退休金計劃

本公司退休金計劃詳情分別載於本年報第**61**頁及第**82**頁財務報表附註**7**及附註**29**內。

Transactions with Related Parties

During the Year, the Group entered into the following transactions with related parties:

- (a) Gurantees granted by CHINA PUTIAN and its related companies

A certain sum of the Group's borrowings are guaranteed by CHINA PUTIAN and its related companies.

- (b) Transactions with CHINA PUTIAN and other entities controlled and/ or monitored by CHINA PUTIAN

The products which the Group sold to CHINA PUTIAN and its related companies amounted to RMB6,017,000 for the Year.

All the Directors of the Company, including the Non-Executive Directors, acknowledged that transactions mentioned in (b) above have been entered into by the Group in the ordinary and usual course of business on commercial terms and conditions no less favourable than that to third parties.

Retirement Scheme Arrangements

Information on the Company's retirement benefits scheme is set out in notes 7 and 29 to the financial statements on pages 61 and 82 of this Annual Report respectively.

重大事項

1. 轉讓寧波太平洋CDC電纜有限公司 (「寧波 CDC」) 股權

一九九三年十二月，本公司與亞洲太平洋電線電纜有限公司 (「亞洲太平洋」) 以及浙江省鄞縣鎮資產經營總公司合資組建中外合資經營企業寧波 CDC。本公司出資 1,540,000 美元，佔註冊資本的 20%，並承擔貸款擔保 660,000 美元。

鑒於該合資企業經濟效益一直不佳，為減少損失，經合資三方多次協商，並經本公司第三屆董事會第四次會議批准，同意本公司以人民幣 6,000,000 元的價格 (包括 660,000 美元的擔保貸款本金) 轉讓其在寧波 CDC 擁有的全部股權給亞洲太平洋，從而實現從中退出。轉讓協議及同意股權轉讓的寧波 CDC 董事會決議已於本年度內經相關各方授權代表及董事分別簽署，並獲當地政府批准。

2. 收購重慶夏查德多層電路板有限公司 (「重慶夏查德」) 外方股東權益

一九九五年七月，本公司與重慶通信設備有限公司 (「重通公司」) 以及德國夏查德電子有限公司 (「德國夏查德」) 合資組建重慶夏查德。本公司出資 1,330,000 美元，佔註冊資本的 35%。

今年德國夏查德提出轉讓在重慶夏查德所持有的全部 25% 的權益的請求，本公司第三屆董事會第六次、第七次會議審議批准，同意由本公司及重通公司共同增加投入資金人民幣 9,000,000 元收購德國夏查德在重慶夏查德的全部 25% 的權益，完成收購後，本公司持有重慶夏查德 46.7% 的權益，現除營業執照變更外，其他有關收購事宜及手續已辦理完畢。

Significant Events

1. Transfer of equity interests in Ningbo Pacific CDC Cable Company Limited ("Ningbo CDC")

In December 1993, 亞洲太平洋電線電纜有限公司 ("Asia Pacific"), 浙江省鄞縣鎮資產經營總公司 and the Company jointly established sino-foreign cooperative joint venture, Ningbo CDC. The Company contributed capital of US\$1,540,000, representing 20% of the registered capital and has guaranteed a loan of US\$660,000.

Since the operating result of the joint venture has always not been satisfactory, upon numerous discussions and the approval of the fourth meeting of the third Board of Directors, the three parties agreed to transfer its entire equity interests in Ningbo CDC to Asia Pacific for a consideration of RMB6,000,000 (including US\$660,000 principal of the loan guaranteed) in order to reduce the loss. As such, the Company will withdraw from the joint venture. The transfer agreement and the Board resolution authorizing such transfer were signed by the authorised representatives and directors of all parties involved and were approved by local government during the Year.

2. Acquisition of shareholder interests of the foreign shareholder in Chongqing Shahzad Multi-layer PCB Co., Ltd. ("Chongqing Shahzad")

In July 1995, the Company, 重慶通信設備有限公司 ("重通公司") and 德國夏查德電子有限公司 (the "Foreign Shareholder") jointly established Chongqing Shahzad. The Company contributed capital totalled US\$1,330,000, accounting for 35% of the registered capital.

This Year, the Foreign Shareholder, proposed the transfer of the entire 25% equity interests held by it in Chongqing Shahzad. The proposal was considered and approved by the third Board of Directors of the Company in its sixth and seventh meetings. It was resolved that the 25% interests of the Foreign Shareholder be acquired in full by the Company and 重通公司. by an aggregate increase in investment of RMB9,000,000. Upon completion of the acquisition, the Company will hold 46.7% of the equity interests in Chongqing Shahzad. At present, apart from the change in operation license, all matters and the procedures in connection with the acquisition have been completed.

3. 重組四川新龍網絡科技有限公司 (「新龍公司」)

二零零零年五月，本公司與成都高新區互聯網信息中心及成都高新投資中心三方共同商定合資組建新龍公司。

為抓住現時網絡發展的大好時機，促進新龍網絡公司的健康發展，經本公司第三屆董事會第七次和第八次會議批准對新龍公司進行重組。新龍公司將由本公司、成都高新區互聯網信息中心、北京華立英富網絡系統技術有限公司及睿盈通公司合資組建，重新確定新龍公司的總投資額為人民幣 **12,210,000元**，註冊資本為人民幣 **10,500,000元**，其中北京華立英富網絡系統技術有限公司和睿盈通公司以現金方式共同出資人民幣 **8,140,000元**，分別佔有 **58.5%**和 **8.2%**的權益，本公司和成都高新區互聯網信息中心以新龍公司原有的資產加部份現金共同出資人民幣 **4,070,000元**，各出資人民幣 **2,035,000元**，各佔 **16.65%**的權益。有關重組事宜和手續已經完成。

4. 四川天信CDC電纜有限公司 (「四川天信電纜」) 股份確認

本公司於一九九九年六月與原四川省郵電管理局合資組建四川天信電纜。該企業的主要業務為生產和銷售通信電纜和其他專業郵電產品。由於當時並未完成對四川天信電纜資產評估工作，故本公司暫定持有四川天信電纜 **30.06%**的權益。二零零一年三月十九日經四川天信電纜董事會研究通過，四川省電信實業集團有限責任公司持有四川天信電纜 **70.04%**權益，本公司持有四川天信電纜 **29.96%**的權益。此決議亦於二零零一年四月十八日舉行的本公司第三屆董事會第六次會議獲得確認。

3. Restructuring of 四川新龍網絡科技有限公司 (“Xinlong Company”)

In May 2000, the Company, 成都高新區互聯網信息中心 and 成都高新投資中心 agreed to jointly establish Xinlong Company.

To grasp the golden opportunity of network development and to accelerate Xinlong Company's development, the seventh and eighth meetings of the third Board of Directors approved the reorganization of Xinlong Company. Xinlong Company will be jointly established by the Company, 成都高新區互聯網信息中心, 北京華立英富網絡系統技術有限公司 and 睿盈通公司. The total investment of Xinlong Company was re-recognized as RMB12,210,000 and registered capital was RMB10,500,000, of which 北京華立英富網絡系統技術有限公司 and 睿盈通公司 jointly contributed a total amount of RMB8,140,000 in form of cash, representing 58.5% and 8.2% interests respectively. The Company and 成都高新區互聯網信息中心 jointly contributed a total amount of RMB4,070,000 in form of its original asset in Xinlong Company and partially in cash, of which the Company and 成都高新區互聯網信息中心 each contributed RMB2,035,000, representing 16.65% interests for each party. Relevant matters and procedures concerning the restructuring have been completed.

4. Recognition of interests in Sichuan Provincial Telecommunications Cable Plant (“Sichuan Telecommunications”)

The Company and the former 四川省郵電管理局 agreed to jointly establish Sichuan Telecommunications in June 1999. The enterprise was principally engaged in the production and sale of telecommunications cables and other professional telecommunications postal products. Since the valuation of the assets of Sichuan Telecommunications was still not completed at that time, it was provisionally resolved that the Company would hold 30.06% equity interests in Sichuan Telecommunications. The resolution was discussed by the Board of Directors of Sichuan Telecommunications on 19 March 2001 and it was resolved that 四川省電信實業集團有限責任公司 and the Company would hold 70.04% and 29.96% equity interests in Sichuan Telecommunications respectively. Such resolution was also approved and confirmed by the sixth meeting of the third Board of Directors of the Company held on 18 April 2001.

5. 收購成都八達接插件有限公司(「八達公司」)港方股東權益

八達公司是一九九一年十二月十七日成立並經一九九三年八月重組後，由成都通訊器材廠、本公司、香港天利仕有限公司總裁張慶正先生(「張慶正」)合資組建的專業生產及銷售家用電器電源接插件的中外合資企業，本公司出資人民幣**900,000元**，佔註冊資本的**30%**。

自一九九八年以來，張慶正先生因個人原因多次提出以原投入資本金人民幣**900,000元**的價格轉讓其在八達公司持有的全部**30%**權益給本集團，本公司第二屆董事會第六次會議、第三屆董事會第八次會議審議批准，同意本公司在二零零一年年前以人民幣**900,000元**收購張慶正在八達公司所持有的全部**30%**的權益。完成收購後，本公司持有八達公司**60%**的權益。有關收購事宜和手續正在辦理之中。

6. 深圳普達通信技術有限公司(「深圳普達公司」)

為進一步拓展程控交換機電纜的市場，以滿足用戶的要求，經本公司第三屆董事會第八次、第十次會議審議批准，本公司與八達公司在深圳合資組建深圳普達公司，專職從事程控交換機電纜與聯接器組裝業務，計劃註冊資本人民幣**1,000,000元**，本公司出資人民幣**700,000元**，佔註冊資本**70%**，有關註冊登記手續正在辦理之中，預計在二零零二年第一季度可正式投入生產。

5. Acquisition of Chengdu Bada Connector Company Limited (“Bada Company”)

Established on 17 December 1991 and restructured in August 1993, Bada Company was jointly established by 成都通訊器材廠, the Company and Mr. Zhang Qingzheng, president of 香港天利仕有限公司 (“Mr. Zhang”). It is a sino-foreign joint venture mainly engaged in manufacturing and selling of connectors for electrical appliances and power supply. The Company contributed RMB900,000 representing 30% of the registered capital.

Since 1998, Mr. Zhang has repeatedly requested to assign the total of his 30% interests in Bada Company for a consideration of RMB900,000, which represents his original capital contribution, to the Company. The sixth meeting of the second Board of Directors and the eighth meeting of the third Board of Directors approved the Company to purchase Mr. Zhang’s 30% interests in Bada Company for RMB900,000 before 2001. After the acquisition, the Company will hold 60% interests in Bada Company. Relevant matters and procedures are being processed.

6. 深圳普達通信技術有限公司 (“Shenzhen Puda Company”)

To further expand the market of telephone exchange system cables and to satisfy the customers’ demand, the eighth and tenth meetings of the third Board of Directors approved the Company to jointly establish Shenzhen Puda Company with Bada Company. Shenzhen Puda Company is mainly engaged in the assembly of telephone exchange system cables and connectors. The registered capital is expected to be RMB1,000,000, of which the Company contributed RMB700,000, representing 70% of the registered capital. Relevant registration procedure is being processed. It is expected to be put into production in the first quarter of 2002.

7. 土地使用權

為滿足成都市建設發展的需要，在本年度，成都市高新技術產業開發區管理委員會收回了在本公司總部所在地的24畝土地使用權，除其中4畝使用權以同等面積置換外，其餘20畝同意給予人民幣21,200,000元的補償金，於二零零一年十二月三十一日，已支付補償金人民幣8,480,000元。

8. 募集資金運用的變化

於一九九四年十一月，本公司按照股票發售及上市交易的有關規定，在編制的招股說明書「所得款項用途及營運資金」一節中對募集資金的使用安排作了說明，計劃其中將約港幣160,000,000元投資在組建生產光纖的合資企業，約港幣50,000,000元投資在組建生產光纜的合資企業。至一九九七年十二月三十一日止期間，鑒於原計劃中有部份項目未有實施，或與原計劃有較大變化，為適應市場及本集團發展的需要，董事會決定並經一九九七年度股東週年大會批准對募集資金的使用計劃作了必要的調整，其中將原計劃投資於組建生產光纖的合資企業的港幣160,000,000元調整為港幣3,620,000元，該項目的進一步投資將視乎有關產品在市場銷售的表現而定。

近兩年來，生產光纖、光纜的聯合合資企業發展順利，效益令人滿意，展現了良好的發展前景，為適應市場需求，已有進一步擴大其生產能力的計劃，為充份發揮尚未使用的募集資金的作用，進一步改善本集團的財務狀況，董事會擬提請二零零一年度股東週年大會批准將人民幣85,500,000元用於中康光纜、中住公司的擴產計劃，其中用於中康光纜擴產計劃使用人民幣60,600,000元，用於中住公司擴產計劃使用人民幣24,900,000元。

7. Land use right

To satisfy the need for construction and development in Chengdu city, during the Year the Management Committee of Chengdu High-tech Enterprise Development District resumed the land use right of the 24 mu land where the headquarters of the Company is located. The land use right for 4 mu of the land was exchanged for an equivalent area of land. Apart from that, it was agreed that the remaining 20 mu will be compensated for RMB21,200,000. As at 31 December 2001, RMB8,480,000 has been paid.

8. Change in use of proceeds

In November 1994, in accordance with the relevant provisions for issuance and listing of shares, the Company explained the arrangement for the use of proceeds in the section of "Use of proceeds and working capital" in the prospectus. It was planned that approximately HK\$160,000,000 will be invested in establishing a joint venture company engaged in manufacturing optical fibres and approximately HK\$50,000,000 will be used for establishing a joint venture company engaged in manufacturing optical fibre cables. By 31 December 1997, some projects in the original plan had still not been carried out or had deviated considerably from the original plan. In order to cater for demand of the market and the need for the Group's development, the Board has decided to make necessary amendments to the original plan on the use of proceeds. The proposal was also passed at the 1997 Annual General Meeting. The original HK\$160,000,000 for establishing joint ventures of optical fibre was adjusted to HK\$3,620,000. Further investment in this project will depend on the sale of relevant products in the market.

In these two years, the joint venture companies engaged in producing optical fibres and optical fibre cables have achieved satisfactory results, demonstrating encouraging prospects. To meet the market demand, there has already been plans to enlarge the Group's production capacity, so as to fully utilize the unused proceeds for improving the Group's financial status. The Board of Directors intends to submit the production expansion plan of investing RMB85,500,000 on SEI and CCS to the 2001 Annual General Meeting for approval, of which RMB60,600,000 will be spent on CCS's expansion plan and RMB24,900,000 on SEI's expansion plan.

9. 變更本公司英文名稱

根據本公司控股股東——中國普天公司——的要求，本公司擬將公司的英文名稱 **Chengdu PTIC Telecommunications Cable Company Limited** 變更為 **Chengdu PUTIAN Telecommunications Cable Company Limited**，本公司的中文名稱不變。公司的經營範圍不變。

變更本公司英文名稱之主要目的是根據中國普天公司的要求，展現出新的集團形象，本公司的性質及業務方面並無因此而改變。

為配合公司英文名稱變更，公司章程第二條亦作相應的修改。

有關變更公司英文名稱及修改公司章程的事宜，將提呈本公司股東週年大會審議。

10. 本公司電話改變

接成都市電信局通知，自二零零二年四月二十日零時起，成都市本地網的電話號碼由原來的七位升成八位。升位的方法是在原電話號碼前加撥「8」。因此本公司號碼由原來的 **5189711** 升為 **85189711**，傳真號碼由原來的 **5129477** 升為 **85129477**，接待電話由原來的 **5163556** 升為 **85163556**。

重大訴訟

除本業績公告所披露外，於本年度，本集團並無牽涉重大訴訟或仲裁事項。

最佳應用守則

於本年度，本公司全體董事均遵守了《上市規則》附錄十四載列的「最佳應用守則」。

9. Change of the Company's English name

Pursuant to the requirement of CHINA PUTIAN, the Company intends to change the Company's English name "Chengdu PTIC Telecommunications Cable Company Limited" to "Chengdu PUTIAN Telecommunications Cable Company Limited". The Company's Chinese name will remain unchanged. The Company's scope of business will remain the same.

The main purpose of changing the Company's English name is to change the image of the group in accordance with the requirement of CHINA PUTIAN. There will be no change in the nature and business of the Company.

There shall be a corresponding amendment in Article 2 of the Company's Articles of Association to cope with the Company's change of its English name.

The matter regarding the change of the Company's English name and the amendment of the Company's Articles of Association will be submitted to the Annual General Meeting for approval.

10. Change of the Company's telephone number

Upon receiving notice from Chengdu Telecommunication Bureau, local telephone numbers of Chengdu will be changed from 7 digits to 8 digits effective from 12:00 am on 20 April 2002. The change is effected by adding "8" in front of the original number. Therefore, the Company's original number of 5189711 is changed to 85189711. The original fax number of 5129477 is changed to 85129477. The reception telephone number was changed from 5163556 to 85163556.

Material Litigation

The Group was not involved in any litigation or arbitration of material importance during the Year apart from what is disclosed in this announcement.

Compliance with the Code of Best Practice

The Directors of the Company have complied with the Code of Best Practice as set out in Appendix 14 to the Listing Rules during the Year.

國際聯席核數師

本集團根據香港公認會計準則編制的財務報表乃經由國際聯席核數師德勤•關黃陳方會計師行及何錫麟會計師行審核。

國際聯席核數師德勤•關黃陳方會計師行及何錫麟會計師行任滿告退，備聘再任。



承董事會命
徐名文
董事長

二零零二年四月十八日

Joint International Auditors

The financial statements of the Group prepared in accordance with generally accepted accounting principles in Hong Kong have been audited by Deloitte Touche Tohmatsu and Ho and Ho & Company, the joint international auditors of the Company.

Deloitte Touche Tohmatsu and Ho and Ho & Company, as the joint international auditors of the Company, will retire and offer themselves for re-appointment.



By order of the Board of Directors
Xu Mingwen
Chairman

18 April 2002