

六、重大事項

一、公司治理情況

公司重視按照現代企業制度要求規範運作，報告期內逐步完善內部管理的各項規章制度。為規範公司法人治理結構，按照《上市公司治理準則》及中國證監會、上海證券交易所所有關文件精神，報告期內已經解決了同一人在股東單位（昆明昆機集團公司-本公司第二大股東雲南省人民政府附屬單位）和本公司任總經理的交叉任職問題。

報告期內公司董事、監事及高級管理人員學習了《中國證監會、國家經貿委關於開展上市公司建立現代企業制度檢查的通知》，按通知要求，對公司建立現代企業制度的情況進行了一次全面、認真的自查，並形成自查報告，董事會對自查報告進行審議後，按時上報了有關部門。

VI. MAJOR EVENTS

1. General Corporate Governance

The Company complies with the “Company Law”, the “Securities Law”, relevant laws and regulations set out by the China Securities Commission, the Listing Rules of the Shanghai Securities Exchange and the Listing Rules of the Stock Exchange of Hong Kong Limited (“SEHK”) to continuously improve its corporate governance and set up an enterprise system.

During the period, the Company have resolved the appointment of directors in both the Kunji Group Company Limited (An enterprise owned by Yunnan Provincial People’s Government) the 2nd substantial shareholder of the Company) and the Company. During the period, the Company’s directors, supervisors and senior management has adopted the statement issued by the China Securities Regulatory Commission (“CSRC”) and the state Economic and Trade commission about the modern development of corporate governance of listed companies. Pursuant to the requirement, the Company has evaluated its corporate system and produced a self-evaluation report. After examining the report at the Board of Director meeting, the report has passed to respective department.

報告期內公司董事會還未完成設立戰略、審計、提名、薪酬與考核專門委員會的計劃。為提高公司規範運作，進一步貫徹落實《上市公司治理準則》，公司已著手進行內部組織機構調整及完善各種議事規則、規章制度，包括股東大會、董事會、董事會專門委員會、監事會、總經理等的議事規則和工作細則，上述有關事項預計年內完成。

2. 利潤分配及公積金轉增股本方案

董事會決定二零零二年半年度不進行利潤分配，亦不進行公積金轉增股本；二零零一年度本公司未派發末期股息，也未進行公積金轉增股本。

3. 重大訴訟仲裁事項

報告期內集團無重大訴訟、仲裁事項。

4. 重大資產收購、出售及進展情況

本公司於二零零一年十一月十二日簽訂了向西安交通大學產業(集團)總公司及其附屬子公司和陝西恆通智能機器有限公司購買總代價為人民幣86,819千元資產的協議；向雲南省人民政府出售總代價為人民幣91,581千元資產協議。上述協議經公司二零零一年十二月三十一日臨時股東大會批准。

除出售的土地使用權和房屋產權的過戶手續在政府相關機關核准中外，其餘的購買與出售資產的交割與過戶手續均已辦理完結。

上述協議、臨時股東大會決議和有關過戶情況分別於二零零一年十一月十五日、二零零二年一月四日和二零零二年七月二日刊登出《上海證券報》、香港《經濟日報》和《HONG KONG IMAIL》報上。

集團收購的上述資產，在報告期內合計實現銷售收入人民幣12,330千元，實現淨利潤人民幣1,439千元。

5. 重大關聯交易事項

報告期內無除上述第4項之外的其他重大關聯交易事項。

During the period, the Company has not yet set up the strategic committee, audit committee, salary committee and review committee. In order to improve its corporate governance and further adoption of the "Rules for Corporate Governance of Listed Company", the Company is engaged in an organisation re-engineering and amended several corporate regulations and system rules, which included the description of duties and regulations on the meetings of the shareholders, supervisors and directors etc.

2. Interim dividend and proposal of conversion of statutory surplus reserve to share capital

The Board of Directors has resolved that no dividend was declared for the first half year in 2002 and no statutory surplus reserve was converted to share capital in the period. No final dividend was declared for 2001 and no statutory surplus reserve was converted to share capital for 2001.

3. Major Litigation

The Group did not have any major litigation during the period.

4. Major asset take-over, disposal and progress

On 12th November, 2001, the Company entered into an agreement with Xian Jiaotong University Industrial (Group) Incorporation and its subsidiary, Shannxi Hengtong Machine Company Limited, to take over their assets with RMB86,819,000. The Company also entered into another agreement with Yunnan Provincial People's Government to dispose their assets at RMB91,581,000. Pursuant to the extraordinary general meeting of the Company held on 31st December, 2001, the assets restructuring was approved by the Company's Shareholders.

Except the legal document on transfer of ownership on land use right and house entitlement, all the remaining documents on take-over and disposal of assets have already been completed.

The above agreements, extraordinary general meeting's decision and progress in transfer of ownership were already published on "Shanghai Security Post", "Hong Kong Economic Time" and "Hong Kong iMail" on 15th November, 2001, 4th January, 2002 and 2nd July, 2002 respectively.

The above asset takeover generated additional sales revenue of RMB12,330,000 and net profit of RMB1,439,000 during the reporting period.

5. Significant Connected Transactions

Except the transactions described in note 4, no significant connected transactions occurred during the period.

6. 資產委托管理及股票投資

一、集團二零零二年四月與重慶證券經紀有限責任公司簽訂《委托國債投資管理合同》，公司以自有資金人民幣50,000千元委托重慶證券投資國債，委托期限從二零零二年四月五日至二零零二年十二月三十一日。

二、集團以自有資金人民幣14,825千元用於股票投資，報告期末股票市值總額為人民幣11,539千元，提取減值準備人民幣3,286千元。

以上事項均經公司董事批准。

7. 對外擔保事項

報告期內本公司未發生對外擔保事項。

8. 審計師

經公司二零零二年六月二十七日股東年會批准，續聘德勤·關黃陳方會計師行和瀘江德勤會計師事務所為公司二零零二年度審計師。

9. 董事、監事及高級管理人員認購股份或債券之權利

報告期內任何時間，本公司概無訂立任何安排，致使本公司董事、監事或高級管理人員及其配偶或十八歲以下子認購本公司或任何其他法人團體之股份或債券的權利。

10. 可轉換證券、購股權、認股權證或相類似權利

報告期內並無開發行任何可轉換證券、購股權、認股權證或相類似權利。

11. 購回、出售或贖回本公司上市證券

報告期內並無購回、出售、贖回或注銷本公司之上市證券。

12. 最佳應用守則

報告期內集團已遵守香港聯合交易所發出之上市規則附錄十四有關最佳應用守則之要求。

6. Designated arrangement and security investment

(1) Pursuant to a designated agreement entered into between the Group and 重慶證券經紀有限責任公司(「重慶證券」) on April 2002 to designate cash of RMB50,000,000 to 重慶證券. Such arrangement would be effective from 5th April, 2002 to 31st December, 2002.

(2) The Group invested RMB14,825,000 in securities. The total market value of the securities is RMB11,539,000 at the end of the period and the provision for diminution in value is RMB3,286,000.

The above transactions have been approved by the Board of Directors in the meetings.

7. Corporate Guarantee

The Company had not entered into any corporate guarantee during the period.

8. Auditors

Approved by the Annual General Meeting of the Company on 27th June, 2002, Messrs. Deloitte Touche Tohmatsu and Messrs. Deloitte Touche Tohmatsu Shanghai CPA were re-appointed as auditors of the Company for the year ending 31st December, 2002.

9. Directors, supervisors and senior management's rights to acquire shares or debentures

At no time during the period was the Company a party to any arrangements to enable the directors, supervisors or member of senior management of the Company or their spouses or children under 18 to acquire benefits by means of the acquisition of shares, or debentures of the Company or any other body corporate.

10. Convertible securities, options, warrants or similar rights

The Company has not issued any convertible securities, options, warrants or similar rights during the period.

11. Purchase, sale or redemption of the Company's listed securities

The Company has not purchased, sold, redeemed or cancelled any of its listed securities during the period.

12. Corporate Governance

The Company has complied throughout the period 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.

13. 委托存款及逾期定期存款

報告期內集團並無在金融機構或非金融機構存有委托存款，亦沒有存放之定期存款出現已到期而又未能取回的情況。

13. Designated Deposit and Maturity of Time Deposit

During the period, the Group had no designated deposit arrangement with financial institutions or non-financial institutions, nor any fixed deposit that has matured but could not be recovered.