



## 五、重要事項

(一) 上年年末本公司的治理的實際狀況與中國證監會有關文件的要求存在差異，本公司報告期內已採取的整改措施及整改情況如下：

- 1、因本公司為境內外同時上市的公司，所制定《股東大會議事規則》要同時符合《上市公司股東大會規範意見》及《境外上市公司章程必備條款》的要求，本公司本著謹慎的原則正在積極諮詢監管部門及有關中介機構的意見，以求本公司的《股東大會議事規則》能符合境內外監管的有關要求，預計下半年制定完成。
- 2、控股股東與本公司的關係基本符合有關規定，沒有超越股東大會直接或間接干預公司的決策和經營活動；鑒於目前幹部管理體制的原因，本公司部分高級管理人員暫在母公司內兼任行政職務，但所兼任的行政職務只是享受政治待遇，並沒有參與母公司的實際工作分工，其百分之百的時間及精力均投入在本公司工作之中，部分兼職的高級管理人員不在母公司領取酬金，本公司相信其對本公司無重大消極影響。

## V. SIGNIFICANT EVENTS

(1) During the end of previous year, the actual status of the Company's governance was different from the requirements of relevant document issued by China Securities Regulatory Commission. The rectification measures adopted by the Company and rectification status during the reporting period were as follows:

1. As the Company is both domestic and overseas-listed, the "Rules and Procedures of General Meetings" should be in compliance with the requirements of both the "Standard Opinion of General Meetings of Listing Companies" and the "Essential Clauses of the Articles of Association of Overseas-listed Companies". The Company is actively consulting the opinion of regulatory authorities and relevant intermediaries based on prudent principles in order to comply with the relevant requirements of domestic and overseas regulatory authorities for the formulation of the "Rules and Procedures of General Meetings" of the Company. It was expected that the formulation would be completed in the second half of the year.
2. Relationship between the controlling shareholder and the Company is in compliance with the relevant regulations. The controlling shareholder did not intervene, directly or indirectly, the Company's policy making and operation. Some of the Company's senior management personnel temporarily hold administrative positions concurrently in the holding company due to existing personnel management system. However, such managers only hold the position title and did not involve in the actual work of the holding company. Instead they put entirely their time and energy into the Company's work. Furthermore, some of them did not receive remunerations from the holding company. The Company believes that this would not result in any significant adverse effect on the Company.



(二) 重大訴訟、仲裁事項

1、本公司在報告期內的訴訟事項

1998年12月30日，本公司在廣東發展銀行鄭州分行銀基分理處（1999年12月28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23,000,000元，存款期限1年，自1998年12月30日至1999年12月30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1998年12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21,850,000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。2001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。

(三) 報告期內，本公司無以前期間擬定，在報告期實施的利潤分配、公積金轉增股本方案。

本公司二零零一年度股東年會給予董事會增發不超過已發行H股股份面值總額10%的H股股份授權，截止本報告公佈之日本公司尚未實施。

(四) 根據本公司章程規定，本公司將不會就截至2002年6月30日止的6個月派發中期股利。

(五) 本公司二零零一年股東年會已通過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二零零二年度之國內及國際審計師。

(六) 收購項目及出售項目

本公司在報告期內無重大收購項目及出售項目。

(七) 委託理財

本公司在報告期內無委託理財。

(2) Material litigation and arbitration

1. Litigation of the Company 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 arose 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 confident in the recovery of the deposit.

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

(3) During the reporting period, the Company did not have any plans on profit appropriation and transfers to reserves for increase in share capital which were proposed in previous periods and to be implemented in the reporting period.

In the annual general meeting of the Company in 2001, the Board of Directors was granted a mandate to issue additional H shares not exceeding 10% of the total issued share capital value of H shares. As at the date of this announcement, the above new issue has not yet been implemented by the Company.

(4) In accordance with the Company's Articles of Association, the Company would not distribute any interim dividend for the six months ended 30 June 2002.

(5) KPMG Huazhen and KPMG were re-appointed as the PRC and international auditors of the Company for the year 2002 as approved at the annual general meeting for 2001.

(6) Purchase and sale

During the reporting period, the Company had no material purchase or sale.

(7) Custody of Fund

There was no custody of funds of the Company during the reporting period.



(八) 重大關聯交易事項 (按國際財務報告準則)

1、 經常性交易

本集團與洛玻集團及其子公司曾進行的交易如下：

(8) Significant connected transactions (under IFRS)

1. Recurring transactions

Transactions between the Group and CLFG and its fellow subsidiaries were as follows:

		截至二零零二年 六月三十日止 六個月 (未審計) 人民幣千元 Six months ended 30 June 2002 (unaudited) RMB'000	截至二零零一年 六月三十日止 六個月 (未審計) 人民幣千元 Six months ended 30 June 2001 (unaudited) RMB'000
銷售	Sales	5,434	15,685
購買原材料	Purchase of raw materials	(vi) 23,131	19,746
管理費用	Management expenses	(i) —	—
輔助及社區服務	Ancillary and social service	(ii) & (iv) 3,180	3,000
公用設施供應	Provision of utilities	(iii) & (v) 5,698	4,893
已付及應付利息	Interest paid and payable	14,513	7,995
已收及應收利息	Interest received and receivable	6,499	10,708
		<u>6,499</u>	<u>10,708</u>
		於二零零二年 六月三十日 (未審計) 人民幣千元 At 30 June 2002 (unaudited) RMB'000	於二零零一年 十二月三十一日 (已審計) 人民幣千元 At 31 December 2001 (audited) RMB'000
為本集團向供應商作出擔保	Guarantee issued to suppliers in favour of the Group	40,000	30,000
為本集團向銀行作出擔保	Guarantee issued to banks in favour of the Group	239,000	219,000
		<u>239,000</u>	<u>219,000</u>

註：

- (i) 本公司與洛玻集團已達成一項三年的協議，並由二零零一年一月一日起生效。根據協議內容，本集團有權僱用洛玻集團之銷售網絡以售賣其產品。本集團會支付洛玻集團每年不多於人民幣5,000,000元之管理費用。
- (ii) 本公司與洛玻集團達成一項為期三年的協議，並由二零零一年八月三日起生效。根據協議，洛玻集團同意為本集團職工提供生活服務、物業管理、醫療衛生及交通服務。至於洛玻集團為本公司所提供的服務的定價政策則以國家規定的價格為準。

Note:

- (i) The Company and CLFG has entered into a three-year agreement effective from 1 January 2001 under which the Company can employ the sales network of CLFG to distribute its products. The Company will pay to CLFG expenses of no more than RMB5,000,000 per year.
- (ii) The Company and CLFG entered into a three-year agreement effective from 3 August 2001, under which, the CLFG agreed to provide living services, property management, medical care and transportation services to the staff of the Company. With respect to the services provided to the Company by CLFG Group, the relevant price will be determined in accordance with state regulations.



(iii) 本公司與洛玻集團達成一項為期三年的公用設施供應協議，並由二零零一年八月三日起生效。根據協議內容，本集團同意為洛玻集團提供公用設施包括水及電服務。費用將以合理之成本加以稅務負擔的價格而收取。

(iv) 本公司與洛玻集團新興實業開發有限責任公司（「新興」）達成一項為期三年的協議，並由二零零一年八月三日起生效。根據協議內容，新興同意為本集團職工提供生活服務、物業管理、醫療衛生及交通服務。所提供的服務的定價政策則以國家規定的價格為準。

(v) 本公司與洛玻集團其子公司包括洛玻集團晶瑩裝飾玻璃有限公司、洛玻集團洛陽新光源照明器材有限公司、洛玻集團晶瑩玻璃纖維有限公司、洛陽玻璃集團晶瑩實業技術玻璃公司、洛陽市晶久玻璃製瓶有限公司及洛陽洛玻賓館達成一項為期三年的協議，並由二零零一年八月三日起生效。

根據協議內容，本集團同意為以上所提及之洛玻集團子公司提供公用設施包括水及電服務，費用則以合理之成本加以稅務負擔的價格而收取。

(vi) 本公司與洛玻集團子公司包括沂南華盛礦產實業有限公司（「沂南」）及中國洛陽浮法玻璃集團礦產有限公司（「礦產公司」）簽定一項為期三年的協議，並由二零零一年八月三日起生效。

根據協議，沂南及礦產公司同意為本集團提供原材料。至於所提供之原材料價格則以市場價格厘定。

本集團董事認為上述交易是按一般的商業條款在日敘業務中進行的。以上均得本公司獨立非執行董事確認。

## 2、 其他交易

本公司與其控股股東洛玻集團於二零零二年三月二十七日就成立加工玻璃公司訂立了一份協議（「協議」），擬成立的加工玻璃公司主要生產深加工玻璃。加工玻璃公司的註冊資本為人民幣181,495,600元，其中本公司將投入價值人民幣89,095,600元之固定資產（約佔49.09%），而洛玻集團則將投入人民幣92,400,000元（約佔50.91%）。洛玻集團是本公司的控股股東，擁有本公司已發行資本約57.14%。根據上市規則該交易構成本公司的關連交易。詳情刊登於二零零二年四月二日中國內地的《中國證券報》、《上海證券報》、及香港的《虎報》、《香港經濟日報》。目前擬成立的加工玻璃公司正在辦理註冊事宜。

(iii) The Company and CLFG entered into a three-year agreement of supplying utilities effective from 3 August 2001, under which, the Group agreed to provide public facilities including water and electricity. The relevant charge will be determined on basis of reasonable cost plus taxation expenses.

(iv) The Company and CLFG Xinxing Co (“Xinxing”) entered into a three-year agreement effective from 3 August 2001, under which, Xinxing agreed to provide living services, property management, medical care and transportation services to the staff of the Group and the relevant price will be determined in accordance with state regulations.

(v) The Company entered into three-year agreements with subsidiaries of CLFG including Luoyang Jingbao Decoration Glass Company Limited, CLFG New Illuminating Source Company Limited, CLFG Jingwei Glass Fibre Company Limited, CLFG Jinghua Industrial Co. Ltd., Luoyang Jingjiu Glass Container Company Limited and Luoyang Luobo Hotel effective from 3 August 2001.

Under these agreements, the Company agreed to supply public facilities including water and electricity to the aforesaid subsidiaries of CLFG. The relevant charge will be determined on basis of reasonable cost plus taxation expenses.

(vi) The Company entered into agreements of three years term effective from 3 August 2001 with subsidiaries of CLFG including Yinan Mineral Products Company (“Yinan”) and CLFG Mineral Products Company (“Mineral Co”).

In accordance with these agreements, Yinan and Mineral Co. agreed to supply raw materials to the Group. Price of the raw materials to be supplied shall be determined on basis of market price.

The Board of Directors is of the opinion that the aforesaid transactions were conducted on daily course and with ordinary commercial terms. Such transactions were confirmed by the Company’s independent non-executive directors.

## 2. Other transactions

The Company entered into an agreement with CLFG, the controlling shareholder of the Company, on 27 March 2002 for the purpose of setting up Processed Glass Company in order to, inter alia, engage in the production of intensive processed glass. The registered capital of the Processed Glass Company is RMB 181,495,600, of which fixed assets amounted to RMB89,095,600 (constituting approximately 49.09% thereof) will be contributed by the Company and RMB92,400,000 (constituting approximately 50.91% thereof) will be contributed by CLFG. CLFG is the controlling shareholder of the Company and is interested in approximately 57.14% of the issued share capital of the Company. The transaction constituted a connected transaction for the Company under the Listing Rules. The details were published in China Securities Journal, Shanghai Securities Journal in the PRC and Hong Kong iMail and Hong Kong Economic Times in Hong Kong on 2 April 2002. The registration of Processed Glass Company which was proposed to be established is now in progress.



3、根據香港聯交所證券上市規則第十九項應用指引作出的披露：

於二零零一年十二月三十一日及二零零二年六月三十日，本集團向洛玻集團提供墊支及／或財務支援分別合共約人民幣183,571,000元及約人民幣165,053,000元，詳情如下：

3. Disclosure made in accordance with Practice Note 19 of the Rules Governing the Listing of Securities on the Stock Exchange:

As at 31 December 2001 and 30 June 2002, the Group provided advances and/or financial assistance of a total sum of approximately RMB183,571,000 and approximately RMB165,053,000 respectively to CLFG, the details of which are as follows:

交易性質	利率	開始年度	還款期限及進度	於二零零一年十二月三十一日止已審計之餘額 (人民幣元) Audited balance as at 31 December 2001 (RMB)	於二零零二年六月三十日止未審計之餘額 (人民幣元) Unaudited balance as at 30 June 2002 (RMB)
Nature of transaction	Interest rate	Commencing year	Terms of repayment and status		
代洛玻集團公司預付款給寶萊威發展有限公司(洛玻集團公司的全資附屬公司)	6.5% 每年計	一九九八年	二零零零年八月三十一日到期 (未償還) 無抵押	26,692,000	26,692,000
Advances to Benway Development Company Limited (a wholly owned subsidiary of CLFG) on behalf of CLFG	6.5% per annum	1998	Due on 31 August 2000 (not yet repaid) Not secured		
有關銷售製成品的應收帳款	免息	一九九四年前	無固定還款期無抵押	86,432,000	86,913,000
Trade debtors relating to sales of finished goods	interest free	Before 1994	No Fixed repayment Not secured		
有關轉讓貸款的應收帳款	免息	一九九四年前	無固定還款期無抵押	9,326,000	9,326,000
Other debtors relating to transfer of loans	interest free	Before 1994	No Fixed repayment Not secured		
有關主要興建職工宿舍之其他應收帳款	免息	一九九四年前	無固定還款期無抵押	61,121,000	42,122,000
Other debtors relating to building of staff quarters	interest free	Before 1994	No Fixed repayment Not secured		
合計 Total				183,571,000	165,053,000



向同屬集團附屬公司提供的墊款及／或財務支援

於二零零一年十二月三十一日及二零零二年六月三十日，本集團向洛玻集團其他子公司提供的墊款及／或財務支援分別合共約人民幣488,664,000元及約人民幣522,670,000元，詳情如下：

Advances and/or financial assistance to the fellow subsidiaries

As at 31 December 2001 and 30 June 2002, the Group provided advances and/or financial assistance of a total sum of approximately RMB488,664,000 and approximately RMB522,670,000 respectively to the fellow subsidiaries as follows:

公司名稱	洛玻集團公司 於此等公司 的權益	本公司於 此等公司 的權益	交易性質	利率	開始年度	還款期限及 信用情況	於二零零一年 十二月三十一日 已審計之餘額 (人民幣元)	於二零零二年 六月三十日止 未審計之餘額 (人民幣元)
Company's name	CLFG's interest in these companies	Company's interest in these companies	Nature of transaction	interest rate	Commencing year	Terms of repayment and status	Audited balance as at 31 December 2001 (RMB)	Unaudited balance as at 30 June 2002 (RMB)
洛玻集團青島太陽玻璃 實業有限公司 Qingdao Taiyang Glass Industrial Company Limited	55%	—	借款 Loan	6.53%-7.84% (每年) 6.53% -7.84% per annum	一九九九年 1999	二零零四年到期有抵押 Due on 2004 Secured	339,411,000	344,477,000
中國洛陽浮法玻璃 集團礦產有限公司 CLFG Mineral Products Company	59.71%	40.29%	預付原料款 Advance	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	2,266,000	—
洛玻集團洛陽晶瑩裝飾 玻璃有限公司 Luoyang Jingbao Decoration Glass Company Limited	50%	10.28%	應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	7,013,000	7,412,000
洛玻集團洛陽起重機械 有限公司 CLFG Luoyang Hoisting Machinery Co. Ltd.	63.32%	36.68%	應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	18,595,000	18,595,000
洛玻集團洛陽新光源 照明器材有限公司 CLFG New Illuminating Source Company Limited	70.55%	29.45%	應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	1,044,000	1,145,000
洛玻集團洛陽晶緯 玻璃纖維有限公司 CLFG Jingwei Glass Fibre Co. Limited	64.1%	35.9%	應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	54,112,000	55,803,000
洛玻集團洛陽晶久 玻璃製瓶有限公司 CLFG Jingjiu Glass Container Co. Limited	68.92%	31.08%	應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	14,376,000	14,061,000
其他 Others			應收賬款及 其他應收款 Trade and other debtors	免息 Interest free	一九九四年前 Before 1994	無固定還款期無抵押 No fixed repayment Not Secured	51,847,000	81,177,000
合計 Total							488,664,000	522,670,000





(九) 中國加入WTO後對本公司的影響

中國加入WTO後，將減少本集團的產品出口環節，利於向發展中國家出口產品，而外國產品的進入對本集團沒有大的影響。因為，現時中國玻璃市場已經飽和，產品結構已趨合理，國產高檔次玻璃已能滿足國內需求，加之，國內消費主要是價廉的中低檔次玻璃，故外國產品在中國沒有大的競爭優勢。

(9) Impact of China's accession into WTO on the Company

Upon China's accession into WTO, export procedure will become simpler which will benefit export to the developing countries. Overseas products will not impose material effect on the Group because domestic glass market is nearly saturated with fairly reasonable product mix and high-quality glass produced domestically was able to satisfy local demands. Furthermore, medium and low class glass are mainly consumed which leaves no competitive advantage for overseas products.

(十) 逾期存款

在其他應收款中包括人民幣72,829,000元(二零零一年十二月三十一日：人民幣72,829,000元)非銀行金融機構存款，該逾期存款已提準備。逾期存款詳列如下：

(10) Overdue deposit

Included in other debtors was RMB72,829,000 (31 December 2001: RMB72,829,000) of deposit with a non-bank financial institution. Provision has been made for the overdue deposit. Details are as follows:

帳目類別	最終借款單位	原金額 人民幣千元	已提準備 %	金額 人民幣千元
Item	Ultimate Borrower	Original Amount RMB'000	Provision %	Amount RMB'000
其他應收款 Other debtors	廣州國際信託投資公司(「廣州國投」) Guangzhou International Trust & Investment Corporation ("GZITIC")	<u>145,657</u>	50	<u>72,829</u>

廣州國投正於重組當中。董事會在了解最近的進展後認為提撥50%準備(即人民幣72,828,000元)已足夠。公司並未對該兩筆存款計提利息收入。

GZITIC is in the process of corporate restructuring. Based on the director's assessment of recent development, the directors are of the opinion that the existing provision of RMB72,828,000, representing a 50% provision on the deposit, is adequate. No interest has been accrued in respect of the deposit.

(十一) 統一所得稅及取消地方政府退稅優惠

本公司於過往年度未曾享有稅收先徵後返政策優惠，中國國務院發出的《關於糾正地方自定稅收先徵後返政策的通知》沒有影響。

(11) Unified income tax and cancellation of tax rebate of local government

The Company did not receive tax preferential policy for the previous years and therefore was not influenced by "Notice to correct tax rebate policy by local government" issued by State Council.

(十二) 重大合同及其履行情況

- (1) 報告期內本公司無託管、承包、租賃其他公司資產，也無其他公司託管、承包、租賃本公司資產事項。
- (2) 除揭示的以外報告期內本公司無重大擔保事項。

(12) Material contract and its implementation

- (1) During the reporting period, the Company did not entrust, contract, lease, any assets of other companies and no assets of the Company was entrusted, leased or contracted to any other companies.
- (2) Except for the disclosed, the Company did not have material guarantees during the reporting period.

(十三) 重大合同

本公司在報告期內無其他重大合同或本公司沒有履行其義務的合同。

(13) Material contract

The Company did not have any other material contract or the Company did not have contract required to perform obligations during the reporting period.



- (十四) 報告期內公司或持有本公司股份5%以上(含5%)的股東沒有發生或以前期間發生但延續到報告期內的對公司經營成果、財務狀況可能發生重要影響的承諾事項。
- (十四) During the reporting period, shareholders of the Company or those who hold more than 5% interest (including 5%) of the Company's shares did not involve in any commitments which may bring about material impact on the operating results and financial position of the Company during the reporting period or any such commitments in previous periods which extend to the reporting period.
- (十五) 出售職工住宅對公司的影響
- The Company did not sell quarters to its staff during the reporting period, nor did the Company have such plan.
- (十六) 最佳應用守則
- 於報告期內，本公司董事已遵守了香港聯交所證券上市規則的附錄十四《最佳應用守則》的規定要求。
- (十六) Code of Best Practice
- During the reporting period, the Company had complied with the Code of Best Practice as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange.
- (十七) 可兌換證券、購股權、認股權證或相類似權利
- 本公司於截止二零零二年六月三十日報告期內並無發行任何可兌換證券、購股權、認股權證或相類似權利。
- (十七) Rights of subscription for convertible debentures, share options, warrants or similar rights
- For the reporting period ended 30 June 2002, the Company did not issue any convertible debentures, share options, warrants or other similar rights.
- (十八) 購買、出售和贖回股份
- 報告期內，本公司及其附屬公司概無購買、出售或贖回本公司之上市股份。
- (十八) Purchase, sale and redemption of shares
- During the reporting period, the Company and its subsidiaries has not purchased, sold or redeemed any listed shares of the Company.
- (十九) 報告期後事項
1. 本公司第三屆董事會於二零零二年七月十九日上午十時正在中國河南省洛陽市西工區唐宮中路九號公司四樓會議室召開會議，會議審議通過了以下議案：
1. The Company held its meeting of the 3rd Board of Directors at the Conference Room of the Company on 4th Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the People's Republic of China at 10:00 am on 19 July 2002. The following resolutions were considered and approved at the meeting:
- (1) 郭曉寰先生因年齡及健康原因辭去公司董事長職務；
- (1) Mr. Guo Xiaohuan resigned from the position of Chairman due to senility and ill-health;
- (2) 郭曉寰先生因年齡及健康原因辭去公司董事職務：董事會對郭曉寰先生數十年來兢兢業業、勤勤懇懇服務於公司，並為本公司做出的突出貢獻表示深深的敬意和衷心的感謝；
- (2) Mr. Guo Xiaohuan resigned from the position of Director due to senility and ill-health. The Board of Directors is appreciative and grateful for his diligent and dedicated hard work and services for the Company over dozens of years, as well as for his excelsior contributions to the Company;
- (3) 提名劉寶瑛先生為公司董事候選人；
- (3) Mr. Liu Baoying was nominated as a candidate for director of the Company;
- (4) 在新任董事長產生之前，由副董事長王永欣先生代行董事長職權；
- (4) Mr. Wang Yongxin, Vice Chairman, was appointed to act in the capacity of the Chairman of the Company before the new chairman is appointed;
- (5) 於二零零二年九月六日召開公司二零零二年度第二次臨時股東大會。
- (5) The second extraordinary general meeting of the Company of 2002 will be held on 6 September 2002.





2、 本公司第三屆監事會於二零零二年七月十九日上午十時正在中國河南省洛陽市西工區唐宮中路九號公司四樓會議室舉行會議，會議審議通過了以下議案：

- (1) 劉寶瑛先生因工作變動辭去監事會主席職務；
- (2) 劉寶瑛先生因工作變動辭去監事職務；
- (3) 提名陶善武先生為公司監事候選人；
- (4) 在新任監事會主席產生之前，由公司監事程榮法先生代行監事會主席職權。

2. The Company held its meeting of the 3rd Supervisory Committee at the Conference Room of the Company on 4th Floor, No. 9 Tang Gong Zhong Lu, Xigong District, Luoyang Municipal, Henan Province, the PRC at 10:00 am on 19 July 2002. The following resolutions were considered and approved at the meeting:

- (1) Mr. Liu Baoying resigned from the position as Chairman of the Supervisory Committee and the duties thereof due to change of work ;
- (2) Mr. Liu Baoying resigned from the position as supervisor due to change of work ;
- (3) Mr. Tao Shanwu was nominated as candidate for supervisor of the Company;
- (4) Mr. Cheng Rongfa was appointed to act in the capacity of the Chairman of the Supervisory Committee before the new Chairman of the Supervisory Committee is appointed.