

# 董事會工作報告

## BOARD OF DIRECTORS' REPORT

### (一) 董事會日常工作情況

#### 1、 報告期內董事會的會議情況及決議內容

本報告期內公司共召開10次董事會會議，會議情況及決議內容如下：

(1) 第一次董事會於2002年1月17日召開，主要內容：

審議通過了收購陝西黃工印刷機器有限責任公司，並成立陝西北人印刷機械有限責任公司。

審議通過了向銀行貸款人民幣伍仟萬元。

此次會議內容於2002年1月18日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》上。

(2) 第二次董事會於2002年2月27日召開，主要內容：

審議通過了2002年公司技術改造計劃；

審議通過了2002年公司綜合計劃；

會議傳達討論了證監會發佈的《上市公司治理準則》等文件。

(3) 第三次董事會於2002年4月17日召開，主要內容：

審議通過了公司2001年年度報告的正文及摘要；

審議通過了公司2001年年度董事會工作報告；

審議通過了公司2001年年度財務報告；

### (I) THE WORK OF THE BOARD OF DIRECTORS

#### 1) Resolutions and meetings of the Board of Directors during the reporting period

During the period, the Company held 10 meetings of the Board of Directors. The meetings and resolutions are as follows:

(a) The 1st Meeting of the Board of Directors was held on 17 January 2002. The major points were as follows:

Considered and approved the acquisition of Shaanxi Huanggong Printing Machinery Company Limited and the setting up of Shaanxi Beiren Printing Machinery Holdings Limited.

Considered and approved a resolution to borrow a loan of Rmb50 million from the bank.

On 18 January 2002, the Company published the details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

(b) The 2nd Meeting of the Board of Directors was held on 27 February 2002. The major points were as follows:

Considered and approved the Technology Renovation Plan for 2002;

Considered and approved the Overall Plan for 2002;

Circulated and discussed the Standards for Corporate Governance of Listed Companies and other documents issued by China Securities Regulatory Commission.

(c) The 3rd Meeting of the Board of Directors was held on 17 April 2002. The major points were as follows:

Considered and approved the summary and full text of the 2001 Annual Report.

Considered and approved the 2001 Board of Directors Report.

Considered and approved the 2001 Financial Statements.

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審議通過了公司續聘滬江德勤會計師事務所和香港德勤·關黃陳方會計師行分別為本公司2002年度核數師的議案；

審議通過了公司2001年度利潤分配方案；

審議通過了公司2002年度利潤分配意向；

審議通過了提取董事會基金的議案；

審議通過了關於新一屆董事會成員提名名單的議案；

根據本公司章程審議通過本公司董事報酬及訂立書面合同；

審議通過了關於獨立董事提名的議案；

審議通過了獨立董事津貼的議案；

審議通過了關於提請延長增發A股決議有效期一年的議案；

審議通過了召開2001年年度股東大會議案。

此次會議內容於2002年4月18日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

- (4) 第四次董事會於2002年4月25日召開，主要內容：

審議通過了2002年第一季度報告；

審議通過了召開臨時股東大會的議案；

Considered and approved the resolution regarding reappointment of Deloitte Touche Tohmatsu Shanghai Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong as the domestic and international auditors respectively for the Company in 2002.

Considered and approved the 2001 Profit Distribution Plan.

Considered and approved the resolution regarding the Intention for Profit Distribution for 2002.

Considered and approved the resolution regarding fund for board of directors.

Considered and approved the resolution regarding candidates for the new board of directors.

Considered and approved the resolution regarding the remuneration for directors of the Company and entry into written contracts with them.

Considered and approved the resolution regarding candidates for the appointment of independent non-executive directors of the fourth board of directors.

Considered and approved the resolution regarding the allowances of the independent non-executive directors.

Considered and approved the resolution regarding extending the term of the resolution on the issue of additional A Shares to one year.

Considered and approved the resolution regarding the convening of the 2001 Annual General Meeting.

On 16 April 2002, the Company published the details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

- (d) The 4th Meeting of the Board of Directors was held on 25 April 2002. The major points were as follows:

Considered and approved the report for the first quarter of 2002.

Considered and approved the resolution regarding convening of an Extraordinary General Meeting.

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審議案通過了公司章程的修改方案；

審議通過了《股東大會議事規則》的修改方案；

審議通過了《董事會議事規則》、《董事會秘書工作細則》、《會計管理工作的規定》、《財務管理規定》的修改方案；

審議通過了子公司更換法人的議案。

此次會議內容於2002年4月26日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

- (5) 第五次董事會於2002年6月11日召開，會議內容：

審議通過了關於選舉公司董事會董事長、副董事長；

審議通過了關於聘任公司總經理和董事會秘書的議案；

審議通過了聘任公司副總經理和財務負責人、總工程師的議案；

會議通報了本公司落實《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》的情況，並成立了自查領導小組和工作小組。

獨立董事發表了獨立意見。

此次會議內容於2002年6月12日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

Considered and approved the resolution regarding amendments to the Company's Articles of Associations.

Considered and approved the resolution regarding Rules of Procedures for shareholders' meeting.

Considered and approved the proposal regarding the amendments to the Rules of Procedure for Board of Directors, Rules of Job Duties of Secretary to the Board of Directors, Accounting Management Rules and Financial Management Rules.

Considered and approved the resolution regarding replacement of the legal person of a subsidiary.

On 26 April 2002, the Company published details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

- (e) The 5th Meeting of the Board of Directors was held on 11th June 2002. The major points were as follows:

Considered and approved the resolution regarding appointment of Chairman and Vice Chairman.

Considered and approved the resolution regarding election of the Company's General Manager and the Secretary to the Board of Directors.

Considered and approved the resolution regarding appointment of the Company's Deputy General Manager, Financial Staff and Chief Engineer.

Reported the progress of the Company's implementation of "Notice to the listing companies regarding the appraisal of establishment of a modern enterprise system issued by the China Securities Regulatory Commission and the State Economic and Trade Commission" and set up a leading group and a working group for self-assessment.

The Independent Directors presented their independent opinion at this Meeting.

On 12 June 2002, the Company published details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

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- (6) 第六次董事會於2002年6月24日召開，會議內容：

審議通過了公司關於《上市公司建立現代企業制度自查報告》的內容和公司自查情況說明；

審議通過了向銀行貸款人民幣伍仟萬元；

審議通過了將河北北人給紙機廠更名為河北北人給紙機有限責任公司。

- (7) 第七次董事會於2002年8月15日召開，會議內容：

審議通過了本公司2002年半年度報告及其摘要；

審議通過了設立董事會四個專門委員會及確立人選；

戰略發展委員會由朱武安、陸長安、王國華、龐連東、李守仁組成，召集人為朱武安；審計委員會由李一經、周小明、齊生林組成，召集人為李一經；薪酬與考核委員會由周小明、胡匡佐、戎佩敏組成，召集人為周小明；提名委員會由胡匡佐、李一經、于寶貴組成。召集人為胡匡佐；

審議通過了本公司《募集資金管理辦法》、《內部審計暫行規定》和《控股子公司、合營公司財務管理制度》；

會議聽取了總經理對上半年工作的匯報和下半年的工作打算。

此次會議內容於2002年8月16日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

- (f) The 6th Meeting of the Board of Directors was held on 24 June 2002. The major points were as follows:

Considered and approved the content of Report on the Company's Self-appraisal regarding Establishment of a Modern Enterprise System and the note on the Company's self-appraisal.

Considered and approved to borrow a loan of Rmb50 million from the bank.

Considered and approved to change the name of "Hebei Beiren Paper-feeding Machinery Plant" to "Hebei Beiren Paper-feeding Machinery Company Limited".

- (g) The 7th Meeting of the Board of Directors was held on 15 August 2002. The major points were as follows:

Considered and approved the Company's 2002 Interim Report and its summary.

Considered and approved to established four special committees under the Board of Directors and appointed the members of the committees as follows:

Strategic Development Committee consists of Zhu Wu'an, Lu Chang'an, Wang Guohua, Pang Liandong and Li Shouren with Zhu Wu'an as the convenor; Audit Committee consists of Li Yijing, Zhou Xiaoming and Qi shenglin with Li Yijing as the convenor; Remuneration and Appraisal Committee consists of Zhou Xiaoming, Wu Hongcho and Rong Peimin with Zhou Xiaoming as the convenor; Nominating Committee consists of Wu Hongcho, Li Yijing and Yu Baogui with Wu Hongcho as the convenor.

Considered and approved the Rules of Proceeds Management, Provisional Regulation of Internal Audit and Rules of Financial Management of Subsidiary and Associated Companies.

Considered the report of the General Manager regarding the work for the first half of 2002 and work plan for the second half year.

On 16 August, 2002, the Company published the details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).



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- (8) 第八次董事會於2002年10月23日召開，會議內容：

審議通過了本公司2002年第三季度報告；

審議通過了財務負責人的任免；

審議通過了向銀行貸款人民幣陸仟萬元。

此次會議內容於2002年10月24日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

- (9) 第九次董事會於2002年11月29日召開，會議內容：

審議通過了《子公司管理制度》、《關於申請在製品處理的報告》、《關於申請積壓物資報廢的報告》。

- (10) 第十次董事會於2002年12月24日召開，會議內容：

審議通過了《關於調減公司增發新股數量的議案》；

審議通過了本公司增發募集資金項目由原來的八個項目調減為一個項目。

此次會議內容於2002年12月26日刊登在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

- (h) The 8th Meeting of the Board of Directors was held on 23 October 2002. The major points were as follows:

Considered and approved the Company's report for the third quarter of 2002.

Considered and approved the appointment and termination of the Company's financial person-in-charge.

Considered and approved to borrow a loan of Rmb60 million from the bank.

On 24 October 2002, the Company published the details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

- (i) The 9th Meeting of the Board of Directors was held on 29 November 2002. The major points were as follows:

Considered and approved Management Rules for the Company's Subsidiaries, Report to Apply for Treatment of In-progress Products and Report regarding Application to Discard Overstocking Products.

- (j) The 10th Meeting of the Board of Directors was held on 24 December 2002. The major points were as follows:

Considered and approved the resolution regarding reduction of the total amount of the Company's newly issued shares.

Considered and approved to reduce the Company's projects using the proceeds from eight to one.

On 26 December 2002, the Company published the details of this meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

**(二) 董事會對股東大會決議的執行情況**

- 1、 2002年6月11日召開的2001年年度股東大會審議通過了《公司2001年度利潤分配方案》；以2001年底公司總股本400,000,000股為基數，每10股派發現金紅利人民幣1.20元

Q人民幣48,000,000元。剩餘利潤留存以後年度分配；本年度不進行資本公積金轉增股本。公司董事會於2002年6月12日在《上海證券報》、《香港經濟日報》、《英文虎報》上刊登了2001年度H股分紅派息公告，於2002年7月19日在《上海證券報》上刊登了A股分紅派息公告，股權登記日為2002年7月24日，除息日為2002年7月25日，紅利發放日為2002年7月31日，每股稅前紅利金額為人民幣0.12元(含稅)。

- 2、 2002年6月11日召開的2001年年度股東大會審議通過了提請延長增發A股決議有效期一年的議案。公司董事會於2002年12月26日在《上海證券報》、《證券時報》、《中國證券報》上刊登了董事會決議及增發A股招股意向書，2002年12月30日為股權登記日，2002年12月31日為網上網下申購日，2003年1月16日增發新股正式上市。

**(II) IMPLEMENTATION OF THE RESOLUTIONS OF THE ANNUAL GENERAL MEETING BY THE BOARD OF DIRECTORS**

- 1) On 11 June 2002, the Company held its 2001 Annual General Meeting where it considered and approved the Company's Profit Distribution Plan for 2001; with the total number of 400,000,000 shares at the end of 2001 as a base, each 10 shares received a cash dividend of Rmb1.20 (including tax), as a result, the total amount of dividend distribution was Rmb48,000,000. The remaining profit was retained for distribution in future years; the Company did not convert its surplus reserves into share capital during the year. On 12 June 2002, the Company's directors published the notice of the distribution of 'H' share dividends for 2001 in Shanghai Securities Daily, Hong Kong Economic Times and The Standard. On 19 July 2002, it also published the notice of the distribution of 'A' share dividend in the Shanghai Securities Daily. The date for registration of shares was 24 July 2002, the ex-dividend date was 25 July 2001, the date for distribution of dividends was 31 July 2002 and the pre-tax cash dividend per share was Rmb0.12. (inclusive of tax).

- (2) The 2001 Annual General Meeting was held on 11 June 2002 where it considered and approved the resolution regarding extending the expiry date of issuing additional A shares to another one year. On 26 December 2002, the Company published notice of the resolution and Prospectus for A shares in Shanghai Securities Daily, Securities Times and China Securities Post. The date for registration of shares was 30 December 2002, the date for registration of shares within and outside the network was 31 December 2002 and newly issued shares were listed on 16 January 2003.

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### (三) 利潤分配預案或資本公積金轉增股本預案

公司2002年度按中國會計準則編制實現淨利潤6,894.07萬元，根據《公司章程》規定，按10%提取法定公積金665.04萬元，按10%提取法定公益金665.04萬元，加年初未分配利潤1,826.3萬元，實際可供股東分配的利潤7,390.3萬元。根據公司2002年4月17日董事會決議並經公司2002年6月11日股東大會決議批准，公司2001年末的未分配利潤及2002年1月1日起至公司增發發行A股股票完成前滾存的利潤由新老股東共享。2002年12月26日至2003年1月7日公司增加發行A股股票2,200萬股，公司即按已發行之股份42,200萬股（每股面值人民幣1元計算）擬以每10股向全體股東派發現金紅利人民幣1元（含稅），共計派發人民幣4,220萬元，剩餘3,170.3萬元利潤留待以後年度分配。公司2002年度按香港公認會計原則編製實現淨利潤6,933.6萬元，提取法定公積金、公益金1,357.8萬元後，加年初未分配利潤1,897.7萬元，實際可供股東分配的利潤7,473.5萬元。由於境內外可供分配利潤均高於擬分派現金紅利4,220萬元，故符合利潤分配方案。2002年度公司不進行資本公積金轉增股本。

### (四) 固定資產

本年度內固定資產之變動情況載列於根據香港公認會計準則編制之帳目及根據中國會計準則編制之會計報表附註。

### (五) 在建工程

本年度內在建工程之資料及變動情況載列於根據香港公認會計準則編制之帳目及根據中國會計準則編制之會計報表附註。

### (III) PROFIT DISTRIBUTION PLAN OR THE PLAN TO CONVERT SURPLUS RESERVES INTO SHARE CAPITAL

In 2002, the Company recorded a net profit of Rmb68.9407 million calculated according to PRC Accounting Standards. Based on its Articles of Association, 10% equivalent to Rmb6.6504 million was appropriated for the statutory reserve fund, 10% equivalent to Rmb6.6504 million was appropriated for the statutory public welfare fund. Taking into account the amount of retained earnings at the beginning of the year of Rmb18.263 million, the amount of profit which was available for distribution was Rmb73.903 million. Resolved by the board of directors on 17 April 2002 and approved by the General Meeting on 11 June 2002, the Company decided that the undistributed profit at the end of 2001 and retained profits from 1 January 2002 to the date when the Company issued new A share shall be shared by both previous and new shareholders. Between 26 December 2002 to 7 January 2003, an additional 22,000,000 A shares were issued. On the basis of the issued 422,000,000 shares (Rmb 1.00/per share) the Company planned to distribute a cash dividend of Rmb1.00 (inclusive of tax) for every 10 shares, the total amount to be distributed is Rmb42.2million. The remaining profit of Rmb31.703 million will be left for future distribution. The Company realized a net profit of Rmb69.336 million for 2002 calculated according to the Hong Kong generally accepted accounting principles. After contributing Rmb 13.578 million to the statutory reserve fund and the statutory public welfare fund, the profit together with the undistributed profit of Rmb18.977 million in the beginning of the year attributable to shareholders was Rmb74.735 million. Since the distributable profit inside and outside China was higher than the proposed cash dividends of Rmb42.220 million, the profit distribution was in compliance with the profit distribution plan. In 2002, no surplus reserve was converted into share capital.

### (IV) FIXED ASSET

Movements in fixed assets for the year are set out in Note to the financial statements prepared under PRC accounting standards and note to financial statements prepared under accounting principles generally accepted in Hong Kong.

### (V) CONSTRUCTION IN PROGRESS

Particulars and movements in construction-in-progress for the year are set out in Note to the financial statements prepared under PRC accounting standards and in the financial statements prepared under accounting principles generally accepted in Hong Kong.



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### (六) 附屬公司投資

有關附屬公司之資料載列於根據香港公認會計準則編制之帳目。

### (七) 聯營公司權益

有關聯營公司之資料載列於根據香港公認會計準則編制之帳目。

### (八) 其他資產

有關其他資產之資料載列於根據香港公認會計準則編制之帳目。

### (九) 儲備

本年度內儲備之變動情況載列於根據香港公認會計準則編制之帳目及根據中國會計準則編制之會計報表附註。

### (十) 銀行貸款

於2002年12月31日之銀行貸款情況載列於根據中國會計準則編制之會計報表附註。

### (十一) 公司退休金計劃

本公司按照《國務院關於企業職工養老保險制度改革的決定》的有關規定，需繳付中國政府相等於工資總額的19%的費用，作為職工基本養老保險金。2002年度基本養老保險金總支出人民幣12,093,140.3元。除上述費用外，本公司並無其他有關退休金的承擔或責任。

### (十二) 關聯交易

(1) 本年度之關聯交易詳情載列於根據香港公認會計準則編制之帳目附註及根據中國會計準則編制之會計報表附註。

### (VI) INVESTMENT BY SUBSIDIARIES

Particulars of subsidiaries are set out in the financial statements prepared under accounting principles generally accepted in Hong Kong.

### (VII) INTERESTS OF ASSOCIATES

Particulars of associates are set out in the financial statements prepared under accounting principles generally accepted in Hong Kong.

### (VIII) OTHER ASSETS

Particulars of other assets are set out in the financial statements prepared under accounting principles generally accepted in Hong Kong.

### (IX) RESERVES

Movements in reserves for the year are set out in the financial statements prepared under accounting principles generally accepted in Hong Kong and in the note to the financial statements prepared under PRC accounting standards.

### (X) BANK LOANS

Bank loans as at 31 December 2002 are set out in the note to the financial statements prepared under PRC accounting standards.

### (XI) THE COMPANY'S PENSION PLANS

In accordance with the relevant regulations to the State Council's Decisions Regarding Reform of the System for Employment Retirement Insurance, the Company is required to pay to the Chinese government an amount equivalent to 19% of total amount of wages for the Basic Employment Retirement Insurance Scheme. In 2002, a total amount of Rmb12,093,140.3 was expensed to the Basic Employment Retirement Insurance Scheme. Apart from expenses on the above expenditure, the Company has no other commitments or responsibilities related to pensions.

### (XII) CONNECTED TRANSACTIONS

1) Please refer to the notes to the financial statements prepared under accounting principles generally accepted in Hong Kong and the notes to the accounting statements prepared under PRC accounting standards for the particulars of connected transactions during the period.



# 董事會工作報告

## BOARD OF DIRECTORS' REPORT

- (2) 各獨立非執行董事確認所有關聯交易是按一般商業條款在本集團有關成員公司之日常及一般業務中進行，有關條款均為正常商業條款或不差於提供予第三者之優惠條款，並對本公司股東而言乃屬公平及合理。

- 2) Each of the independent non-executive directors confirmed that all the connected transactions were carried out at an arm's length basis for all daily and general business dealings for the Group and its member companies. All the terms were either normal business terms or were not less favourable than the preferential treatments given to third parties, and were fair and reasonable for Company's shareholders.

### (十三) 最佳應用守則

本公司於報告期內均遵守香港聯合交易所有限公司證券上市規則(上市規則)附錄十四所載列之最佳應用守則。

### (XIII) CODE OF BEST PRACTICE

In 2002, the Company has complied 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 (the "Listing Rules").

### (十四) 購買、出售或贖回本公司上市股份

報告期內，本公司及附屬公司均沒有購買、出售或贖回任何本公司之股票。

### (XIV) PURCHASE, SALE AND REDEMPTION OF SECURITIES

In 2002, neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares of the Company.

### (十五) 優先購股權

根據中國有關法律及本公司之章程，並無優先購股權之條款。

### (XV) PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under China's relevant laws and regulations and the Company's Articles of Association

### (十六) 可換股證券、購股權、認股證券或類似權利

截至2002年12月31日止，本公司並無發行任何可換股證券、購股權、認股證券或類似權利。

### (XVI) CONVERTIBLES, OPTIONS, WARRANTS OR OTHER SIMILAR RIGHTS

As at 31 December 2002, the Company did not issue any convertibles, options, warrants or any other similar rights.

# 董事會工作報告

## BOARD OF DIRECTORS' REPORT

### (十七) 職工宿舍

本公司截至2002年12月31日止年度未出售公有住房予職工。因此，本公司存在企業住房制度改革中出售公有住房的財務處理問題。公司按照國家規定為現有職工按其上年月平均工資總額的8%繳納住房公積金，對公司的業績並無重大影響。根據北京市人民政府房改辦公室，北京市財政局，北京市國土資源和房屋管理局，北京市物價局(2000)京房改辦字第080號《關於北京市提高公有住房租金，增發補貼有關問題的通知》的精神，本公司結合實際情況，對公司職工自2000年4月1日發放每月70-80元住房租金補貼。本公司未發生住房提租補貼、住房困難補助和老職工一次性住房補貼金。

### (十八) 股東周年大會

董事會設股東周年大會之日為2003年6月12日。

### (十九) 公司2002年度選定的信息披露報紙為《上海證券報》、《香港經濟日報》、《英文虎報》。

承董事會命  
朱武安  
董事長

2003年4月10日

### (XVII) STAFF QUARTERS

As at 31 December 2002, the Company did not sell any public housing flats to staff. Therefore, the Company did not have any financial treatment problem arising from the housing reform. In accordance with state policy, the Company contributed to the public housing fund on the basis of 8% of the average monthly salary of the existing employees for the previous year, which did not had any significant impact on the Company's performance. In accordance with the notice to increase rents of public housing in Beijing and the allowances issued by the Housing Reform Office of Beijing Municipal Government, Beijing Financial Bureau, Beijing State Land and Property Management Bureau and taking into account the Company's specific situation, the Company provided to staff Rmb70-80 per month as a housing allowance from 1 April 2000. The Company did not distribute pre-allowances for rental increase, allowances for accommodation problems or lump sum housing allowances for elderly staff.

### (XVIII) ANNUAL GENERAL MEETINGS

The Board of Directors has fixed the date of 2003 Annual General Meeting as 12 June 2003.

### (XIX) IN 2002, THE COMPANY DESIGNATED THE FOLLOWING NEWSPAPERS FOR DISCLOSURE OF INFORMATION: SHANGHAI SECURITIES DAILY, HONG KONG ECONOMIC TIMES AND THE STANDARD.

By Order of the Board of Directors  
Zhu Wuan  
Chairman

10 April 2003