

重要事項

DISCLOSURE OF MAJOR EVENTS

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| (一) 報告期內公司無重大訴訟、仲裁事項。 | (I) During the period, the Company was not engaged in any material litigation or arbitration. |
| (二) 報告期內公司收購及出售資產、吸收合併事項 | (II) The Company's sale and acquisition of assets and mergers during the period |
| 1、報告期內公司通過對陝西黃工印機的收購，成立了陝西北人印刷機械有限責任公司。 | 1) During the period, the Company established Shaanxi Beiren Printing Machinery Limited through acquisition of Shaanxi Huanggong Group Holdings. |
| 2、報告期內公司與意大利 Monigraf 公司合資組建的北京莫尼自控系統有限公司已於 2002 年 11 月 8 日正式營業。 | 2) During the period, the Company set up Monigraf Automatic Systems Company Limited with Italy's Monigraf S.R.L. The joint venture officially commenced operation on 8 November 2002. |
| (三) 報告期內重大合同及其履行情況 | (III) Major Contracts and their performance during the period |
| 1、報告期內未發生託管、承包、租賃其他公司資產或其他公司託管、承包、租賃本公司資產的事項。 | 1) During the period, the Company has not been entrusted with, contracted for or leased the assets of any other companies, nor have any other companies been entrusted with, contracted for or leased any of the Company's assets. |
| 2、報告期內公司無對外擔保情況。 | 2) During the period, the Company did not provide any security to foreign parties. |
| 3、報告期內未發生委託他人進行現金資產管理事項。 | 3) During the period, the Company did not entrust others with the management of cash or assets. |
| (四) 承諾事項 | (IV) Undertakings |
| <p>根據北京市人民政府的要求，本公司按北京市整體規劃將搬遷出位於北京市朝陽區廣渠路南側 44 號現址。因當時北人集團公司將房產及土地開發費評估作價投入本公司，因此，北人集團公司承諾待本公司遷出現址時，按不低於該等房產帳面淨值和不低於經審計的土地開發費現址帳面價值補償給本公司。此款截至 2002 年 12 月 31 日止已收回人民幣 7,591.5 萬元。</p> | <p>Based on the demands of the Beijing Municipal Government, the Company will move from its current premises at No. 44 Guangqu Road South, Chaoyang District, Beijing in accordance with Beijing's master plan. As Beiren Group Corporation has previously used the plant and land development into the Company as consideration for capital contribution into the Company, Beiren Group Corporation has therefore undertaken to compensate the Company based on a price which is not lower than the net book value of the said property and not lower than the audited expenses for land development when the Company moves out from its current premises. Up to 31 December 2002, the Company received the compensation amounting to Rmb 75,915,000.</p> |

重要事項 DISCLOSURE OF MAJOR EVENTS

(五) 聘任境內外會計師及支付審計費情況

報告期內公司續聘了香港德勤·關黃陳方會計師行和德勤華永會計師事務所(原滬江德勤會計師事務所)為本公司審計機構,公司支付給兩個會計師事務所的審計費為人民幣184.12萬元。2001年度公司支付給兩個會計師事務所審計費為人民幣270.77萬元(其中含中期審計費60萬元,增發專項審計費16萬元人民幣)。公司均不另外承擔會計師事務所的差旅費。

目前香港德勤·關黃陳方會計師行已為公司連續提供審計服務6年,德勤華永會計師事務所已為公司連續提供審計服務4年。

(六) 報告期內,公司董事會、董事沒有受到中國證券監督管理委員會稽查、行政處罰、通報批評的情形,也沒有受到上海證券交易所及香港聯合交易所有限公司公開遣責的情形。

(七) 存貸款事項

本公司存於中國新技術創業投資公司500萬元、存於甘肅白銀市銀鵬信用合作社500萬元,共計1,000萬元存款未收回,有關部門正在清算之中。該兩項存款佔本公司淨資產約1%左右,不會對本公司帶來重大影響,本公司已對該存款計提700萬元的損失準備。

(八) 本公司所得稅率為15%,不存在先繳後返情況。

(V) Appointment of Domestic and International Auditors and payment of their auditing fees

During the period, the Company appointed Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong and Deloitte Touche Tohmatsu (Hua Yong) Certified Public Accountants (formerly known as Deloitte Touche Tohmatsu Shanghai Certified Public Accountants), to be the domestic and international auditor of the Company. The total auditing fees paid by the Company to two auditors was Rmb1.8412 million. The auditing fees paid to the two accountants firms in 2001 amounted to Rmb2.7077 million (inclusive of an interim auditing fee of Rmb600,000 and an additional special auditing fee of Rmb160,000). The Company was not responsible for the travelling expenses of these two auditors.

Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong has been the Company's auditor for six years and Deloitte Touche Tohmatsu (Hua Yong) Certified Public Accountants for four years.

(VI) During the period, neither the Board of Directors of the Company nor the directors were subject to checks by the China Securities Regulatory Commission or any administrative punishments, nor had they been criticised in any way. In addition, none of them were have been publicly reprimanded either by The Stock Exchange of Hong Kong Limited or by the Shanghai Stock Exchange.

(VII) Deposits

The first deposit of Rmb5 million was placed with China Venturetech Investment Company. The second deposit of Rmb5 million was placed with Ying Peng Cooperative Credit Union, Bai Yin, Gansu Province. A total of Rmb10 million of deposits have not been recovered as it is still in the process of liquidation by the relevant authorities. These two deposits represent approximately 1% of the Company's net assets and will cause no material effect to the Company's operations. The Company has made a provision for loss of Rmb7.00 million.

(VIII) The 15% income tax rate of the Company does not include any instances of "First paying taxes, then receiving rebates" for the company.

重要事項

DISCLOSURE OF MAJOR EVENTS

(九) 公司2002年12月26日至2003年1月7日，根據中國證券監督管理委員會證監發行字(2002)133號文核准，增發A股2,200萬股。

(IX) From 26 December 2002 to 7 January 2003, the Company issued an additional 22,000,000 A shares upon approval of Zheng Jian Fa Hang Zi Document [2002] No. 133 of the China Securities Regulatory Commission.

(十) 關於職工基本醫療保險

(X) Basic medical insurance for staff

本公司於2001年10月起執行《北京市基本醫療保險規定》，並依此「規定」實施職工基本醫療保險。原公司職工和退休職工的醫療費用分別在職工福利費和管理費用列支，執行新規定後，公司按照全部職工繳費工資基數之和的9%繳納基本醫療保險費(其中4%由成本費用支出，5%由職工福利費支出)；按照全部職工繳費工資基數之和的1%繳納大額醫療費用互助資金，由職工福利費支出；按照職工工資總額4%從成本費用中提取補充醫療保險留在企業，用於符合《北京市基本醫療保險規定》中關於補充醫療保險報銷條件的醫療費用的支出。職工福利費的計提標準不變，仍為在職職工工資總額的14%。

The Company implemented with effect from October, 2001 the Regulations on the Basic Medical Insurance for Staff in Beijing Municipal and paid for basic medical insurance for staff in accordance with the Regulations. Previously, the medical expenses of the Company's staff and retired staff were paid out of the staff welfare expense and administrative expenses. After the implementation of the new regulations, the Company paid basic medical insurance premiums based on 9% of the total staff remunerations (of which: 4% out of cost and expenses, 5% out of staff welfare expenses) and paid mutual funds for large medical payments based on 1% of the total staff remunerations out of the staff welfare expenses. An amount equivalent to 4% of the total staff wages was made out of cost and expenses and retained by the Company for additional medical insurance. The amount will be used for medical expenses which comply with the conditions for additional medical insurance charges in accordance with the Regulations on the Basic Medical Insurance for Staff in Beijing Municipal. The basis of provision for staff welfare expenses remains the same and is still based on 14% of the total wages of the existing staff.

2001年10月前公司參加北京市大病統籌，按照工資總額的6%上交大病統籌基金(列入成本費用3.5%，列入職工福利費2.5%)。2001年10月起執行《北京市基本醫療保險規定》後，大病統籌辦法即停止執行。

Before October 2001, the Company participated in the central funds for serious sickness in Beijing and paid to the centralised funds for serious sickness based on 6% of the total staff wages (of which 3.5% out of cost and expenses and 2.5% out of staff welfare expenses. After the implementation of the Regulations on the Basic Medical Insurance for Staff in Beijing Municipal, the arrangement of the central funds for serious sickness ceased to operate.

重要事項 DISCLOSURE OF MAJOR EVENTS

執行《北京市基本醫療保險規定》之後與之前比較，計入成本的醫療保險費用的比例由原來的3.5%增加到8%，即增加了4.5%。影響綜合損益表280.9萬元。對綜合資產負債表的影響項目是應付福利費和其他應付款，其他應付款為過渡性帳戶，對綜合資產負債表影響不大，對應付福利費帳戶的影響比執行《北京市基本醫療保險規定》之前增加了在職職工工資總額的4%，由於影響金額在280萬元左右，所以對綜合資產負債表的影響不大。

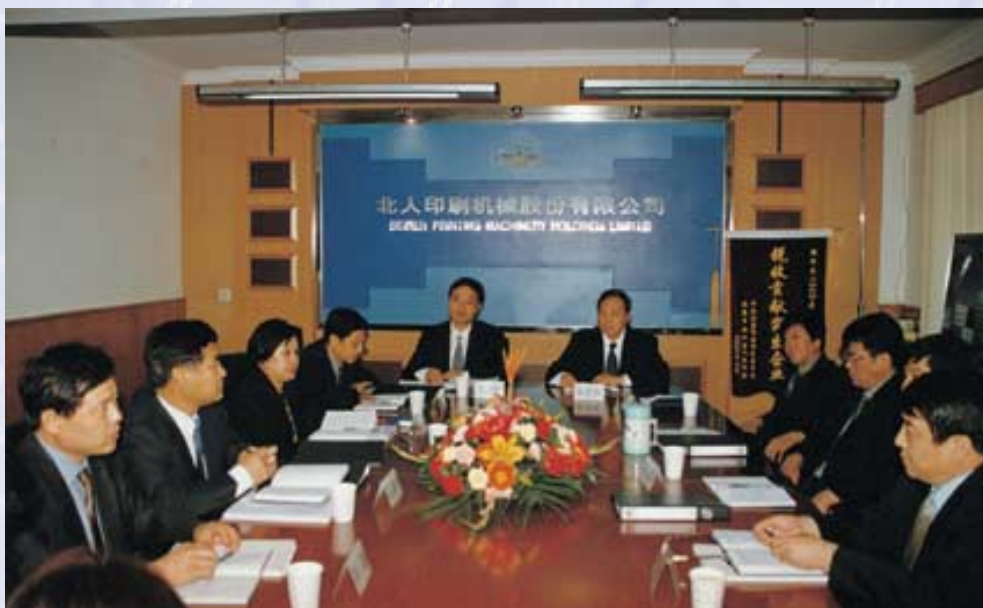
By comparing the situations before the implementation of the Regulations on the Basic Medical Insurance for Staff in Beijing Municipal with the situations after the implementation, the percentage of medical insurance expenses included in costs increased from previous 3.5% to 8%, representing an increase of 4.5% and affected the consolidated profit and loss statement by Rmb 2.809 million. The affected items of consolidated balance sheet were staff welfare payable and other payables. As other payables were temporary accounts, there was no significant impact on the consolidated balance sheet. In respect of the effect on the staff welfare payable, the total wages increased by 4% as compared with the situations before the implementation of the Regulations on the Basic Medical Insurance for Staff in Beijing Municipal. As the amount involved was around Rmb2.8 million, the impact on the consolidated balance sheet was not substantial.

(十一) 財務報告

財務報告內容附後。

(XI) Financial Statements

Details of the Financial Statements are attached hereafter.



每周一次的經營層辦公會
The weekly meeting of managment.