

## 六、重要事項

### (一) 公司治理情況

報告期內，為提高公司規範運作，進一步貫徹落實《上市公司治理準則》，公司董事會審議通過了股東大會議事規則、董事會議事規則、董事會戰略委員會實施細則、董事會審計委員會實施細則、董事會提名委員會實施細則、董事會薪酬與考核委員會實施細則、信息披露制度、總經理工作細則、董事會秘書工作制度；監事會審議通過了監事會議事規則，其中股東大會議事規則、董事會議事規則、監事會議事規則已獲公司2002年度股東年會批准。公司董事會成立了戰略委員會、審計委員會、提名委員會、薪酬與考核四個專門委員會。

### (二) 利潤分配及公積金轉增股本方案

董事會決定2003年半年度不進行利潤分配，亦不進行公積金轉增股本；2002年度本公司未派發末期股息，也未進行公積金轉增股本。

### (三) 重大訴訟、仲裁事項

報告期內公司無重大訴訟、仲裁事項。

### (四) 重大資產收購、出售及進展情況

經本公司2001年12月31日公司臨時股東大會批准的本公司收購及出售資產的移交手續已全部辦理完畢。

公司收購的資產，在報告期內合計實現銷售收入人民幣255,400,000元，實現淨虧損人民幣104,000元。

### (五) 重大關聯交易事項

報告期內無重大關聯交易事項。

### (六) 重大合同(重大託管、承包、租賃及重大擔保、重大委託)

報告期內本公司未發生上述重大合同事項。

## VI. MAJOR EVENTS

### (1) General Corporate Governance

In order to comply with "Rules for Corporate Governance of Listed Company". The Board of Directors has examined and passed several corporate regulation and system rules, which included the description of duties and regulations on the meetings of shareholders, directors and supervisors, the regulations of audit committee, directors salaries review committee, the system for complying disclosure requirement. The regulations of supervisory committee has been approved. The regulations of the meetings of the shareholders, directors and supervisory committee has been approved in the 2002 annual general meeting. During the period, the Company has set up the strategic committee, audit committee, directors appointment committee, directors salaries review committee.

### (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 2003 and no statutory surplus reserve was converted to share capital in the period. No final dividend was declared for 2002 and no statutory surplus reserve was converted to share capital for 2002.

### (3) Major Litigation

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

### (4) Major asset take-over, disposal and progress

Pursuant to the extraordinary general meeting of the Company held on 31st December, 2001, the assets restructuring approved by the Company's Shareholders on take-over and disposal of assets have already been completed.

The above asset takeover generated additional sales revenue of RMB255,400,000 and net loss of RMB104,000 during the reporting period.

### (5) Significant Connected Transactions

No significant connected transactions entered into during the period.

### (6) Significant Contracts (Including designated, subcontracting and operating leases arrangements, significant guarantee and authorisation)

No significant contracts entered into during the period.



**(七) 西安交通大學產業(集團)總公司承諾**

根據西安交通大學產業(集團)總公司出具的「關於規範關聯交易及避免同業競爭」的承諾函，西安交通大學產業(集團)總公司將不從事與公司所從事業務之相關業務，並避免自身及下屬公司在將來的業務活動中與公司之間構成同業競爭。承諾履行良好。

**(八) 審計機構**

經公司2003年5月31日股東年會批准，續聘香港德勤·關黃陳方會計師行和西安西格瑪有限責任審計師事務所為本公司2003年度審計機構。

**(九) 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女認購本公司或任何其他法人團體之股份或債券的權利。

**(十) 可轉換證券、購股權、認股權證或相類似權利**

報告期內並無發行任何可轉換證券、購股權、認股權證或相類似權利。

**(十一) 購回、出售或贖回本公司之上市證券**

報告期內並無購回、出售、贖回或注銷本公司之上市證券。

**(十二) 最佳應用守則**

報告期內公司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。

**(7) Undertakings Made by Jiaotong Group**

In accordance to the undertakings made by Jiaotong Group on "Related Party Transaction and the Avoidance of Similar Industry Competition", the Jiaotong Group did not engage in any similar industry or businesses and to avoid itself and its subsidiaries to engage in any similar industry or businesses of the Company in the future operating activities.

**(8) Auditors**

Approved by the Annual General Meeting of the Company on 31st May, 2003, Messrs. Deloitte Touche Tohmatsu and Xian Xigema Certified Public Accountants were re-appointed as auditors of the Company for the year ending 31st December, 2003.

**(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.

