

## 五、重要事項

(一) 公司嚴格按照《公司法》、《證券法》和其他有關法律法規的有求，不斷完善公司治理，建立和修訂了一系列規範運作的制度，基本符合中國證監會發佈的有關上市公司治理的規範性文件的要求。

(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2,300萬元，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《單位元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2,185萬元提供擔保，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，該案件已於2002年底開庭審理完畢，本公司敗訴後即上訴至最高人民法院，現庭審已經完畢，等待判決。

### 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。

(四) 根據本公司章程規定，本公司將不會就截至2003年6月30日止的6個月派發中期股利。

(五) 本公司二零零二年股東年會已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二零零三年度之國內及國際核數師。

(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。

## 5. SIGNIFICANT EVENTS

(1) The Company strictly abides by the Company Law, the Securities Law, relevant laws and regulations to continuously improve its corporate governance and set up and modify a series of systems governing its operations, which comply with the requirements of the Corporate Governance Standards for Listed Companies issued by China Securities Regulatory Commission.

(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 occurring 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 Heuan 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 lost its case, but the Company immediately appealed to the People's Supreme Court. The trials have been concluded, pending the judgement.

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.

(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 2003.

(5) KPMG Huazhen and KPMG were re-appointed as the PRC and international auditors of the Company respectively for the year 2003 as approved at the annual general meeting for 2002.

(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

1. 經常性交易

詳情見按中國會計準則及制度編製的財務報告之註釋33—關聯方及其交易

2. 本報告期內，本公司無資產及股權轉讓關聯交易發生

3. 根據香港聯合交易所證券上市規則第十九項應用指引作出的披露：

(1) 向洛玻集團提供的墊款或財務支援

於二零零三年六月三十日及二零零二年十二月三十一日，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149,750,000元及約人民幣151,673,000元，詳情如下：

(8) Significant connected transactions

1. Recurring transactions

Refer to Note 33 (related parties and their transactions) to the financial report prepared under the PRC Accounting Rules and Regulations

2. During the reporting period, there was no connected transaction of the Company's assets and share equity.

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

(1) Advances or financial assistance provided to CLFG

As at 30 June 2003 and 31 December 2002, the Group provided advances and/or financial assistance of a total sum of approximately RMB149,750,000 and approximately RMB151,673,000 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	於二零零三年六月三十日止未經審計之餘額(人民幣元)	於二零零二年十二月三十一止經審計之餘額(人民幣元)
Nature of transaction	Interest rate	Commencing year	Terms of repayment and status	Unaudited balance as at 30 June 2003 (RMB)	Audited balance as at 31 December 2002 (RMB)
代洛玻集團公司預付款給寶萊威發展公司(洛玻集團公司的全資附屬公司)	每年6.5%	一九九八年	二零零零年八月三十一日到期(未償還)無抵押	29,358,000	31,124,000
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		
有關銷售產成品的應收賬款	免息	一九八八年至今	無固定還款期無抵押	17,081,000	29,097,000 (i)
Accounts receivable relating to sales of finished goods	interest free	After 1998	No fixed repayment Not secured		
有關轉讓貸款的應收賬款	免息	一九九五年	無固定還款期無抵押	9,326,000	9,326,000
Accounts receivable relating to transfer of loans	interest free	1995	No fixed repayment Not secured		
有關興建職工宿舍之其他應收賬款	免息	一九九七年	無固定還款期無抵押	42,122,000	42,122,000
Other receivables relating to building of staff quarters	interest free	1997	No fixed repayment Not secured		
其他	免息	一九九四年至今	無固定還款期無抵押	51,863,000	40,004,000
Others	interest free	After 1994	No fixed repayment Not secured		
合計				149,750,000	151,673,000
Total					

(2) 向洛玻集團其他子公司提供的墊款及/或財務支援

於二零零三年六月三十日及二零零二年十二月三十一日，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 469,986,000 元及約人民幣 541,676,000 元，詳情如下：

(2) Advances and/or financial assistance to the other subsidiaries of CLFG

As at 30 June 2003 and 31 December 2002, the Group provided advances and/or financial assistance of a total sum of approximately RMB468,986,000 and approximately RMB541,676,000 respectively to the other subsidiaries of CLFG as follows:

公司名稱	洛玻集團 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	於二零零三年六月 三十日止未經審計 之餘額 (人民幣元)	於二零零二年十二月 三十一日止經審計 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	Unaudited balance as at 30 June 2003 (RMB)	Audited balance as at 31 December 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%	—	其他應收款 Other receivables	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	267,950,000	346,195,000
中國洛陽浮法玻璃集團 礦產有限公司 CLFG Mineral Products Company	59.71%	40.29%	其他應收款 Other receivables	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	971,000	834,000
中國洛陽浮法玻璃 集團礦產有限公司 CLFG Mineral Products Company	59.71%	40.29%	短期投資 Short-term investments	5.03-5.45%每年 5.03-5.45% per annum	二零零一年 2001	二零零四年到期 2004	11,000,000	11,000,000
洛陽晶寶裝飾玻璃有限公司 Luoyang Jingbao Decoration Glass Company Limited	50%	10.28%	其他應收款 Other receivables	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	6,849,000	7,573,000
洛玻集團洛陽起重機械 有限公司 CLFG Luoyang Hoisting Machinery Co. Ltd.	63.32%	36.68%	其他應收款 Other receivables	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	18,049,000	18,051,000
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%	其他應收款 Other receivables	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	1,159,000	1,159,000
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%	其他應收款 Other receivables	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	55,655,000	55,368,000
洛玻集團洛陽晶久玻璃 製品有限公司 CLFG Jingjiu Glass Container Co. Limited	68.92%	31.08%	其他應收款 Other receivables	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	14,379,000	14,376,000
洛陽晶鑫陶瓷有限公司 Luoyang Jingxin Ceramic Co. Ltd.	—	49%	短期投資 Short-term investments	4.86-5.45%每年 4.86-5.45% per annum	二零零一年 2001	二零零四年到期 2004	17,150,000	34,300,000
其他 Others			其他應收款 Other receivables	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	75,824,000	52,820,000
合計 Total							468,986,000	541,676,000

(九) 逾期存款

於流動資產中的其他應收款中包括應收廣州國際信託投資公司（「廣州國投」）人民幣35,654,000元逾期存款。該筆款項原為人民幣145,656,000元，已計提75%準備。廣州國投正於重組當中。董事會在瞭解最近的進展後認為提撥約75%已足夠。本公司並未對該筆存款計提利息收入。

除上述已說明之存款外，本公司於二零零三年六月三十日並無其他逾期存款。

董事會認為上述存款並未給本公司正常生產經營及現金流動狀況帶來不利影響，本公司將盡力收回上述存款。

(十) 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征後返政策優惠，這與中國國務院發出的《關於糾正地方自定稅收先征後返政策的通知》沒有關係。

(十一) 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。

(9) Overdue deposit

Overdue deposit was charged in other receivables under current assets including RMB35,654,000 receivable from Guangzhou International Trust & Investment Corporation ("GZITIC"). The deposit was originally RMB145,656,000, of which 75% provision was made. GZITIC is in the process of corporate restructuring. The Board of Directors considers after its assessment of the recent development that the provision of approximately 75% of the deposit was adequate. No interest has been accrued in respect of the deposit.

Save and except for the above deposit, the Company did not have any other overdue deposits as at 30 June 2003.

The Board of Directors is of the opinion that the said deposit did not impose any adverse effect on the Company's normal production, operation and cash flow. The Company will endeavour to recover such deposit.

(10) Unified income tax and revocation of local government tax refund preferential treatment

The Company did not enjoy the preferential treatment of refund of collected tax in the preceding year. This was not related to the "Notice of Rectification of the Local Government's Policies of Setting the Tax of Its Own Accord and Refund of Collected Tax" issued by the State Council of China.

(11) Significant contract and its fulfillment

1. During the reporting period, the Company did not manage on custody, contract or lease assets of other companies, nor had other companies manage on custody, contract or lease assets of the Company.

2. 重大擔保

擔保對象名稱	發生日期 (協議簽署日)	擔保金額 (人民幣千元)	擔保類型	擔保期	是否履 行完畢	是否為 關聯方擔保 (是或否)
Guarantee provided	Date of occurrence (agreement execution date)	Amount of guarantee Rmb'000	Type of guarantee	Performance term of guarantee	Whether completed or not	Connected party guarantee
河南省龍浩實業有限公司 Henan Longhao Industry Company Limited	2003.6.27 27 June 2003	6,000	1000萬股份及派生權益質押 10,000,000 shares and pledge of equity interest	2003.6.27-2005.6.27 27 June 2003 to 27 June 2005	未履行完畢 Uncompleted	否 No
河南省龍浩實業有限公司 Henan Longhao Industry Company Limited	2003.2.28 28 February 2003	5,500	上述龍浩實業有限公司 1000萬股份及派生權益 同時質押 10,000,000 shares of Henan Longhao Industry Company Limited and pledge of equity interest	2003.2.28-2004.2.23 28 February 2003 to 23 February 2004	未履行完畢 Uncompleted	否 No
鞏義市碱業有限公司 Gongyi Jianye Company Limited	2002.8.9 9 August 2002	3,000	900萬股份及派生權益質押 9,000,000 shares and pledge of equity interest	2002.8.9-2004.8.9 9 August 2002 to 9 August 2004	未履行完畢 Uncompleted	否 No

擔保發生額合計人民幣14,500千元  
Total amount of guarantee: RMB14,500,000

擔保餘額合計人民幣14,500千元  
Balance of guarantee: RMB14,500,000

其中：關聯擔保餘額合計：未發生  
Of which, whether any guarantee  
for related party: Nil

(十二) 重大合同

本集團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。

(十三) 承諾事項履行情況

本公司於2001年8月3日在中國證監會指定報紙發佈公告，在公告中本公司之控股股東中國洛陽浮法玻璃集團有限責任公司及其子公司就其與本公司發生的正常關聯交易後所欠款項作出鄭重承諾，保證在2004年12月31日前還清所有欠款，截止本公告之日該承諾一直在履行中。

(十四) 出售職工住宅對公司的影響

報告期內本集團並未出售住宅於職工，也無此計劃。

2. Material guarantee

(12) 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.

(13) Performance of commitments

The Company published an announcement on newspapers designated by China Securities Regulatory Commission on 3 August 2001, disclosing the guarantee by CLFG, the holding company of the Company, and its subsidiaries to pay any outstanding amount due from them to the Company as a result of ordinary connected transactions between them and the Company before 31 December 2004. As at the date of this announcement, such commitments were being performed.

(14) The influence of selling employees' apartments on the Company

During the reporting period, the Company did not sell any apartments to the employees and had no such plan.



(十五) 最佳應用守則

於報告期內，本公司董事已遵守了香港聯合交易所有限公司證券上市規則的附錄十四《最佳應用守則》的規定要求。

(十六) 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。

(十七) 信息披露

除已經根據中國《證券法》第六十二條、《股票發行與交易管理暫行條例》第六十條及《公開發行股票公司信息披露實施細則》(試行)第十七條的規定的規定所舉的重大事件或須予披露的情況而予以披露的以外，本報告期內本公司無任何重大事件或須予披露的情況發生。

(十八) 公司報告期臨時報告索引

1. 2003年2月11日公佈董監事會決議及召開臨時股東大會公告，刊登在《中國證券報》、《上海證券報》、《香港經濟日報》、《虎報》(英文)上，並同時登載於上海證券交易所網站 (<http://www.sse.com.cn>)。
2. 2003年3月7日公佈臨時股東大會的補充公告，刊登在《中國證券報》、《上海證券報》、《香港經濟日報》、《虎報》(英文)上，並同時登載於上海證券交易所網站 (<http://www.sse.com.cn>)。
3. 2003年3月31日公佈董監事會決議及臨時股東大會決議公告，刊登在《中國證券報》、《上海證券報》、《香港經濟日報》、《虎報》(英文)上，並同時登載於上海證券交易所網站 (<http://www.sse.com.cn>)。
4. 2003年6月18日公佈董事會決議及股東周年大會決議公告，刊登在《中國證券報》、《上海證券報》、《香港經濟日報》、《虎報》(英文)上，並同時登載於上海證券交易所網站 (<http://www.sse.com.cn>)。

(15) 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.

(16) 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.

(17) Information disclosure

Except for the disclosure required by Article 62 of PRC “Security Law”, Article 60 of “Temporary Regulations of Listing of Shares and Trade” and Article 17 of “Implementation Specifics of Information Disclosure of Listing Companies (Tentative)”, the Company did not have any material events or events required to be disclosed during the reporting period.

(18) Indices to the Company’s extraordinary general meeting announcements during the reporting period

1. On 11 February 2003, the resolutions of the Board of Directors and Supervisors Committee and the notice of extraordinary general meeting were published on the “China Securities Journal”, “Shanghai Securities Journal”, “Hong Kong Economic Times” and “The Standard” (in English) and at the same time posted on the website of Shanghai Stock Exchange (<http://www.sse.com.cn>).
2. On 7 March 2003, the supplemental notice of extraordinary general meeting was published on the “China Securities Journal”, “Shanghai Securities Journal”, “Hong Kong Economic Times” and the “The Standard” (in English) and at the same time posted on the website of Shanghai Stock Exchange (<http://www.sse.com.cn>).
3. On 31 March 2003, the resolutions of the Board of Directors and the resolutions of extraordinary general meeting were published on the “China Securities Journal”, “Shanghai Securities Journal”, “Hong Kong Economic Times” and “The Standard” (in English) and at the same time posted on the website of Shanghai Stock Exchange (<http://www.sse.com.cn>).
4. On 18 June 2003, the resolutions of the Board of Directors and the resolutions of annual general meeting were published on the “China Securities Journal”, “Shanghai Securities Journal”, “Hong Kong Economic Times” and “The Standard” (in English) and at the same time posted on the website of Shanghai Stock Exchange (<http://www.sse.com.cn>).