

一、報告期內監事會會議情況及決議內容

2003年度北人印刷機械股份有限公司監事會全體成員遵照《中華人民共和國公司法》、《上市規則》及本公司章程的規定，遵守誠信原則，忠實履行公司章程賦予的職責，積極努力開展工作，竭誠維護公司及股東的利益。

本公司監事會於2003年度共召開五次會議，三名監事均出席了全部監事會會議。監事會議的召開均符合法定程序。

第一次會議於2003年2月28日在本公司會議室召開，會議主要內容有：

- 1、研究2002年監事徵求意見情況；
- 2、分析公司2003年面臨的經營形勢和經營目標；
- 3、研究監事會2003年重點工作。

第二次會議於2003年4月10日在本公司會議室召開，會議主要內容有：

- 1、審議通過了本公司2002年度監事會工作報告；
- 2、審議通過了本公司2002年度報告正文和摘要；
- 3、審議通過了本公司2002年度經審核的財務報告；
- 4、審議通過了本公司2002年度利潤分配預案。

第三次會議於2003年5月28日在本公司會議室召開，會議主要內容為：對股份公司2003年1—4月份經營狀況進行分析。

I. MEETINGS AND RESOLUTIONS OF THE SUPERVISORY COMMITTEE DURING THE REPORTING PERIOD

All the members of the Supervisory Committee of the Company complied with the provisions of the Company Law of the PRC, the listing rules and the Company's Articles of Association and performed their duties as conferred on them by the Company's Articles of Association in compliance with the principle of honesty and good faith and proceeded with their work in a proactive manner in order to safeguard the interests of the Company and its shareholders.

The Supervisory Committee held five meetings in 2003 and all the three supervisors attended all the meetings. The procedures for convening the Supervisory Committee's meetings were lawful.

The first meeting was held at the Conference Hall of the Company on 28 February 2003, the main points of which are as follows:

1. The details regarding seeking advice by the supervisors in 2002 were examined;
2. The operating environment and targets of the Company in 2003 were analysed;
3. The key work of the Supervisory Committee in 2003 was examined.

The second meeting was held at the Conference Hall of the Company on 10 April 2003, the main points of which are as follows:

1. The 2002 Supervisory Committee's Working Report of the Company was considered and approved;
2. The 2002 Annual Report of the Company and its summary were considered and approved;
3. The 2002 audited Financial Statements of the Company were considered and approved;
4. The 2002 profit distribution plan of the Company was considered and approved.

The third meeting was held at the Conference Hall of the Company on 28 May 2003, the main points of which are as follows: the operating conditions of the Company in the period from January to April 2003 were analysed.

監事會工作報告

SUPERVISORY COMMITTEE'S REPORT

第四次會議於2003年8月21日在本公司會議室召開，會議主要內容為：審議通過了本公司2003年半年度報告及摘要。

第五次會議於2003年11月11日在本公司會議室召開，會議的主要內容有：

- 1、 聽取公司財務負責人關於公司增發募集資金使用情況的匯報；
- 2、 分析公司1—3季度經濟運行狀況。

The fourth meeting was held at the Conference Hall of the Company on 21 August 2003, the main points of which are as follows: the 2003 Interim Report and its summary were considered and approved.

The fifth meeting was held at the Conference Hall of the Company on 11 November 2003, the main points of which are as follows:

1. The report on the use of the proceeds raised from the issue of the Company's shares by the Head of the Finance Department was listened to;
2. The operating conditions of the Company in the first three quarters were analysed.

二、監事會對本公司2003年度有關事項的獨立意見

1) 公司依法運作情況

報告期內，監事會對公司股東大會、董事會的召開程序、決議事項、董事會對股東大會決議的執行情況進行了監督。監事會認為公司董事會2003年度的工作嚴格遵照《公司法》、《公司章程》及其它有關法規制度進行規範運作，公司的董事會、經理層均能認真的履行其職責，嚴格遵守誠信原則，以公司最大利益為出發點行事，沒有違反法律、法規的行為，亦無濫用職權及損害本公司的利益和本公司股東及員工利益的行為。

II. INDEPENDENT OPINION OF THE SUPERVISORY COMMITTEE ON THE RELEVANT MATTERS OF THE COMPANY IN 2003

1) Operating in compliance with laws

During the reporting period, the Supervisory Committee exercised surveillance over the procedures for convening of the general meetings and the Board of Directors' meetings, the resolutions passed thereat and the implementation by the Board of Directors of the resolutions passed at the general meeting. The Supervisory Committee is of the view that the work of the Board of Directors in 2003 strictly complied with the provisions of the Company Law, the Company's Articles of Association and other relevant laws and regulations. The Board of Directors and the senior management of the Company were able to carry out their duties diligently, in strict compliance with the principle of honesty and in the best interests of the Company. There had been no violation of the laws, regulations nor abuse of rights in performing their duties and no behaviour in detrimental to the interests of the Company and its shareholders and staff was discovered.

監事會工作報告

SUPERVISORY COMMITTEE'S REPORT

2) 檢查公司財務狀況

監事會認真審閱了公司的財務報表和其他會計資料，認為本公司的財務收支中帳目清楚，會計核算、會計政策變更和財務管理均符合有關規定，並無發現問題。德勤•關黃陳方會計師行和德勤華永會計師事務所分別按香港會計準則和中國會計準則對公司2003年度財務報告進行了審計，並出具了無保留意見的審計報告，監事會認為該審計報告真實反映了公司的財務狀況、經營成果及現金流量情況，審計報告公正、客觀、真實、可靠。

2) Review of the Company's financial position

The Supervisory Committee has diligently reviewed the Financial Statements and other accounting data of the Company and is of the opinion that the income and expenditure were cleared stated in the accounts of the Company, and that auditing and the changes in accounting policy and accounting management complied with the relevant provisions, and there was no problems found. Deloitte Touche Tohmatsu, Certified Public Accountants and Deloitte Touche Tohmatsu, Shanghai, Certified Public Accountants have audited the Financial Report of the Company for 2003 in accordance with HK GAAP and PRC accounting standards and issued their respective auditors' report with unqualified opinion. The Supervisory Committee considers that the auditors' reports give true view on the financial status, operating results and cash flows conditions of the Company and that the auditors' reports are fair, objective, true and reliable.

3) 公司最近一次募集資金的使用情況

公司首次募集資金已於1998年全部用完，2002年12月26日—2003年1月7日公司增發2,200萬A股，募集資金於2003年1月8日到帳，募集資金總額為人民幣154,000,000元，扣除承銷佣金、發行費用後，實際募集資金總額141,170,845.74元，已全部投入新型平張紙多色膠印機生產基地建設項目。實際投入項目與承諾投資項目一致。

3) Use of proceeds

The first proceeds of the Company had been used up in 1998. During the period from 26 December 2002 to 7 January 2003, the Company issued 22,000,000 new A shares with proceeds deposited on 8 January 2003. The total proceeds amounted to RMB154,000,000. The net proceeds (after deducting the expenses for the issue) amounted to RMB141,170,845.74 and has been entirely used for the setting up of the production base of new sheet-fed multi-color offset presses. The actual project carried out was in consistence with the investment projects undertaken.

4) 公司收購、出售資產情況

報告期內公司無重大收購及出售資產事項。

4) The acquisition and disposal of asset of the Company

The Company has no material acquisition and disposal of assets during the reporting period.

5) 公司關聯交易情況

報告期內公司無重大關聯交易發生。

5) Connected transactions of the Company

The Company has no material connected transactions during the reporting period.

監事會工作報告 SUPERVISORY COMMITTEE'S REPORT

2003年度監事會全體成員列席了公司全部董事會會議和股東會議，對公司董事會、股東大會的召開與做出決議的程序性、合法性進行了監督，對董事會所做出的各項決議是否符合國家的法律、法規及公司章程、是否符合股東大會決議及股東的合法權益等進行了監督，認為公司董事會能夠認真履行股東大會的有關決議。

報告期內本公司未發生監事代表公司向董事會交涉或對董事會起訴的事項。

肖茂林
監事長

2004年3月30日

Members of the Supervisory Committee attended all of the Board of Directors meeting and general meeting in the year of 2003, and during the meetings exercised supervision over whether the resolutions of the Board and the general meetings complied with the laws, regulations of the PRC and the Company's Articles of Association and whether in the lawful interests of shareholders of the Company. The Supervisory Committee considers that the Company's Board of Directors was strictly conscientious in carrying out their duties in accordance with the resolutions passed at the general meetings.

During the reporting period, there has been no matter needed to be negotiated by supervisors on behalf of the Company with the Board of Director nor proceedings against the Board of Directors.

Xiao Maolin
Chairman of the Supervisory Committee

30 March 2004