

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，本公司敗訴。本公司又上訴至最高人民法院。最高人民法院於2004年2月最終判決本公司勝訴，上述貸款擔保無效，鑒於本公司在該貸款擔保中有過錯，要求廣東發展銀行鄭州分行銀基分理處於2004年4月底以前返還該筆存款的一半及利息，另一半及利息由本公司向河南銀基房地產開發有限公司追償。截止公告之日，該筆存款的返還還在執行中。

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) 本公司二零零四年半年度不進行利潤分配也不進行公積金轉增股本。

(五) 本公司二零零三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二零零四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

本公司在報告期內沒有發生或以前期發生但延續到報告期的委託理財。

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 Supreme Court made a ruling in February 2004 in favour of the Company, which determined the above loan guarantee as void. As the Company was not eligible to provide guarantee on the loan, in April 2004, Yinji local branch of Zhengzhou branch of Guangdong Development Bank was requested to repay half of the amount of the deposit and the interests thereon, for another half of the amount of the deposit and the interests thereon, the Company will claim the amount from Henan Yinji Property Development Company Limited.

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) The Company did not appropriate profits in the first half of 2004, nor did it transfer any of surplus reserve to share capital.

(5) KPMG Huazhen and KPMG were re-appointed as the PRC and international auditors of the Company respectively for the year 2004 as approved at the annual general meeting of 2003.

(6) Purchase and sale

During the reporting period, the Company had no material purchase or sale.

(7) Custody of fund

During the reporting period, there was no occurrence of custody of fund, nor were there any occurrence of custody of fund which had extended to this 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35—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、根據中國證監會證監發(2003)56號文《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》及香港聯合交易所有限公司證券上市規則「《上市規則》第十九章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

於二零零四年六月三十日及二零零三年十二月三十一日，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149,791千元及約人民幣137,613千元，詳情如下：

(8) Significant connected transactions

1. Recurring transactions

Refer to Note 35 (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. Disclosures made in accordance with document (2003) No. 56 of "Notice in relation to capital flow between the Company and connected parties, and certain issues in relation to external guarantees of the Company" issued by the China Securities Regulatory Commission and Chapter 19A of the Listing Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited.

(1) Advances or financial assistance provided to CLFG

As at 30 June 2004 and 31 December 2003, the Group provided advances and/or financial assistance of a total sum of approximately RMB149,791,000 and RMB137,613,000 to CLFG respectively, the details of which are as follows:

交易性質	利率	開始年度	還款期限及進度	於二零零四年 六月三十日 未經審計之餘額 人民幣千元	於二零零三年 十二月三十一日 經審計之餘額 人民幣千元
Nature of transaction	Interest rate	Commencing year	Terms of repayment and status	Unaudited balance as at 30 June 2004 RMB'000	Audited balance as at 31 December 2003 RMB'000
(1) 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) Advances to Benway Development Company Limited (a wholly owned subsidiary of CLFG) on behalf of CLFG	6.5% 免息 interest free	一九九八年 1998 一九八八年至今 1998 onwards	二零零零年八月三十一日到期(未償還)無抵押 Due on 31 August 2000 (not yet repaid) Not secured	29,358	29,358
(2) 有關銷售產成品的應收賬款 Trade debtors relating to sales of finished goods	免息 interest free	一九八八年至今 1998 onwards	無固定還款期無抵押 No fixed repayment Not secured	63	63
(3) 有關轉讓貸款的應收賬款 Other debtors relating to transfer of loans	免息 interest free	一九九五年 1995	無固定還款期無抵押 No fixed repayment Not secured	4,663	9,326
(4) 有關主要興建職工宿舍之其他應收賬款 Other debtors relating to building of staff quarters	免息 interest free	一九九七年 1997	無固定還款期無抵押 No fixed repayment Not secured	42,122	42,122
其他 Others	免息 interest free	一九九四年至今 1994 onwards	無固定還款期無抵押 No fixed repayment Not secured	73,585	56,744
合計 Total				149,791	137,613

上述數額為扣除壞賬準備後淨額。

The above amounts are net of bad debt provision.



形成原因及對公司的影響

- 1、 此金額為通過洛玻集團公司向寶萊威發展公司提供附帶利息的預付款。
- 2、 此金額為本集團在中國通過洛玻集團公司的銷售網絡向客戶銷售的應收賬款。受一九九四年五月二十四日訂立的產品分銷代理協議監管，本公司於一九九四年上市時已獲香港聯交所豁免嚴格遵照關連交易的規定，此等銷售均已向洛玻集團公司的銷售列賬。因此，任何尚未支付的金額均是以洛玻集團公司所欠的金額列賬。
- 3、 此金額為原洛陽玻璃廠在九四年以前為洛陽市美陶公司向洛陽市工商銀行貸款提供的擔保金額，九四年初，洛陽玻璃廠改制為洛玻集團公司並作為獨家發起人創立了本公司，其後，洛陽市美陶公司無力償還該項貸款，而洛陽市工商銀行就認為本公司與洛陽玻璃廠是一家，而直接從本公司在洛陽市工商銀行的賬戶上扣收了此金額，本公司已就此筆扣款於一九九九年六月十五日向洛陽市美陶公司提出訴訟，並於二零零一年三月一日獲勝訴，洛陽市美陶公司的部分土地已被訴訟保全，董事相信該土地被拍賣後，該尚未償還金額可以追回。
- 4、 此金額是關於為本公司員工興建職工宿舍的款項，其後根據本集團與洛玻集團公司於一九九七年九月一日訂立的《關於安居工程資產轉讓協議》，洛玻集團公司向本公司收購了該項職工宿舍，但收購款項並未支付本集團。

上述欠款對本公司財務狀況有不良影響。

Nature of the amounts and impact on the Company

1. The amount is the interest bearing advance to Baolaiwei Development Limited via CLFG.
2. The amount is the account receivable provided to customers through the sales network of CLFG in PRC by the Company. Governed by the product distribution agency agreement entered into on 24 May 1994, the Company, as listed in 1994, was granted exemption from the Stock Exchange of Hong Kong from strictly complying with the requirement of connected transactions. These amounts in sales have been stated in the account of CLFG. Accordingly, any amount has yet to pay is stated as amount due from CLFG.
3. The amount is the guarantee granted by the original 洛陽玻璃廠 for the loan to 洛陽市美陶公司 from 洛陽市工商銀行 (Luoyang City Industrial and Commercial Bank) before 1994. In the beginning of 1994, 洛陽玻璃廠 (Luoyang Glass Plant) is reorganized as CLFG and founded the Company as a sole promoter. Subsequently, 洛陽市美陶公司 was unable to repay the loan, and 洛陽市工商銀行 (Luoyang City Industrial and Commercial Bank) deemed that the Company and 洛陽玻璃廠 (Luoyang Glass Plant) is of the same company and directly debited the said amount from the Company's account in 洛陽市工商銀行 (Luoyang City Industrial and Commercial Bank). The Company has filed a lawsuit against 洛陽市美陶公司 on 15 June 1999 for the debited amount and the court ruled in favor of the Company on 1 March 2001. Part of the land owned by 洛陽市美陶公司 has been detained. The Directors believed that upon the auction of the land, the relevant unpaid amount can be recovered.
4. The amount is in relation to the construction of staff quarters of the Company. Subsequently, the Company and CLFG entered into the 關於安居工程資產轉讓協議 (Agreement For Asset Assignment of Peaceful Living Construction Project) on 1 September 1997. CLFG acquired the staff quarters from the Company. However, the consideration of the acquisition has not been paid to the Group.

The amounts mentioned above have adverse impact on the financial status of the Company.



(2) 向同屬集團附屬公司提供的墊款及／或財務支援

於二零零四年六月三十日及二零零三年十二月三十一日，本集團向同屬集團附屬公司提供的墊款及／或財務支援分別合共約人民幣244,147,000元及約人民幣302,876,000元，詳情如下：

(2) Advances and/or financial assistance to fellow subsidiaries

As at 30 June 2004 and 31 December 2003, the Group provided advances and/or financial assistance of a total sum of approximately RMB244,147,000 and RMB302,876,000 to fellow subsidiaries as follows:

公司名稱	註釋	洛玻集團公司於此等公司的權益	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	於二零零四年六月三十日未經審計之餘額(元) 人民幣千元	於二零零三年十二月三十一日未經審計之餘額(元) 人民幣千元
Company's name	Note	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 2004 RMB'000	Audited balance as at 31 December 2003 RMB'000
洛玻集團青島太陽玻璃實業有限公司 Qingdao Taiyang Glass Industry Co. Ltd.	1	55%	—	借款 Borrowings	6.53-7.84% (每年) per annum	一九九九年 1999	二零零四年到期有抵押 Due on 2004 Secured	—	129,833
中國洛陽浮法玻璃集團礦產有限公司 CLFG Mineral Product Co. Ltd.	2	59.71%	40.29%	短期投資 Short term investment	4.575%-5.03% (每年) per annum	—	—	11,000	11,000
中國洛陽浮法玻璃集團礦產有限公司 CLFG Mineral Product Co. Ltd.	2	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 No fixed repayment Not Secured	—	971
洛陽晶瑩裝飾玻璃有限公司	2	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 No fixed repayment Not Secured	6,748	7,936
Luoyang Jingbao Decoration Glass Co. Ltd.	2	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 No fixed repayment Not Secured	18,018	18,018
洛玻集團洛陽起重機械有限公司 CLFG Luoyang Hoisting Machinery Co. Ltd.	2	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 No fixed repayment Not Secured	1,119	1,151
洛玻集團洛陽新光源照明器材有限公司 CLFG New Illuminating Source Co. Ltd.	2	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 No fixed repayment Not Secured	55,651	55,655
洛玻集團洛陽晶緯玻璃纖維有限公司 CLFG Jingwei Glass Fibre Co. Ltd.	2	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 No fixed repayment Not Secured	14,376	14,376
洛玻集團洛陽晶久玻璃製品有限公司 CLFG Luoyang Jingjiu Glass Container Co. Ltd.	2	—	49%	短期投資 Short-term investments	4.86%-5.45% 每年 per annum	二零零一年 2001	到期無抵押 Mature in 2004, Not Secured	—	34,300
洛陽晶鑫陶瓷有限公司 其他	3			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 No fixed repayment Not Secured	137,235	29,636
Others				Other receivables	Interest free	Before 1994	No fixed repayment Not Secured		
合計 Total								244,147	302,876



上述數額為扣除壞賬準備後淨額。

形成原因及對公司的影響

註 1、 根據一九九九年九月十三日簽署的一項協議，本公司向洛玻集團公司轉讓其於青島太陽的全部55%權益，該出售事項已於一九九九年十一月二日召開的臨時股東大會上得到批准，出售事項的詳細情況已於一九九九年七月二十三日公佈。本公司向青島太陽借款於出售事項前已開始，當時本公司擁有青島太陽55%權益。

註 2、 此等乃屬本公司向同系附屬公司提供水電、熱力、蒸汽服務、運輸服務及原材料而欠本公司的應收賬款。該等交易根據上市規則構成本公司的關聯交易，其詳情已於一九九四年六月二十一日在本公司的招股說明書及其以後年報中披露。一九九四年七月本公司股票上市後，香港聯交所批准本公司豁免嚴格遵守上市規則的披露要求。

註 3、 此等公司為本集團的非控股投資，主要從事生產及貿易活動，本公司在這些公司所佔股東權益並不重大，因此未作權益入賬。

上述欠款對本公司財務狀況沒有不良影響。

The above amounts are net of bad debt provision.

Nature of the amounts and impact on the Company

Note 1. Pursuant to the agreement entered into on 13 September 1999, the Company assigned its entire 55% equity interests in Taiyang to CLFG. The disposal has been approved at the Extraordinary General Meeting convened on 2 November 1999. Details of the disposal have been announced on 23 July 1999. The Company started to loan to Taiyang before the said disposal when the Company held 55% equity interests of the Taiyang.

Note 2. The amounts are the account receivables due to the Company for the provision of water and electricity, heat, steam, transportation as well as raw materials by the Company to its fellow subsidiaries. The transactions constituted connected transactions under the listing requirements. Details of which have been disclosed in the explanation statement set out in prospectus of the Company dated 21 June 1994 as well as the subsequent annual report of the Company. After the listing of the shares of the Company in July 1994, the Stock Exchange of Hong Kong exempted the Company to strictly comply with the disclosure requirement of Listing Rules.

Note 3. These companies are the non-controlling shareholding investments of the Group, which are principally engaged in production and trading activities. As the Company did not have significant shareholding interests in these companies, no interests in respect of them have been stated in accounts of the Company.

The above mentioned amounts due have adverse impact on the financial status of the Company.

(九) 逾期存款

於非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35,655,000元逾期存款。該筆款項原為人民幣145,657,000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，本公司於二零零四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。

(9) Overdue deposit

Included in other receivables under non-current assets is an overdue deposit at Guangzhou International Trust & Investment Corporation ("GZITIC") amounted to RMB35,655,000. The original amount of deposit was RMB145,657,000, 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 restructuring development that provision of approximately 75% of the deposit was adequate. No interest has been accrued in respect of this balance.

Save and except for the above deposit, the Company did not have any other overdue deposits as at 30 June 2004.

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.



(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。

2、 重大擔保

擔保物件名稱 Guarantee provided	發生日期(協議簽署日) Date of occurrence (agreement execution date)	擔保金額 Amount of guarantee 人民幣千元 RMB'000	擔保類型 Type of guarantee	擔保期 Performance term of guarantee	是否履行完畢 Execution completed or not	關聯方擔保 Connected party guarantee (是或否) (Yes or No)
羣義市碱業有限公司 Gongyi Jianye Company Limited	2003.8.9	3,000	900萬股份及派生權益質押 9 million shares and charge of derivative equity interests	2003.8.9-2004.8.9	否 No	否 No
洛玻集團仰韶玻璃有限公司 CLFG Yangshao Glass Co. Ltd.	2003.12.8	5,000	連帶責任擔保 joint liability	2003.12.8-2005.12.8	否 No	是 Yes
洛玻集團仰韶玻璃有限公司 CLFG Yangshao Glass Co. Ltd.	2004.4.21	7,000	連帶責任擔保 joint liability	2004.4.21-2006.4.21	否 No	是 Yes
洛玻集團仰韶玻璃有限公司 CLFG Yangshao Glass Co. Ltd.	2004.4.16	6,000	連帶責任擔保 joint liability	2004.4.16-2004.10.16	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2003.6.30	5,000	連帶責任擔保 joint liability	2003.6.30-2004.12.30	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2003.4.30	4,000	連帶責任擔保 joint liability	2003.4.30-2004.10.30	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2003.4.29	3,000	連帶責任擔保 joint liability	2003.4.29-2004.10.29	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2004.4.8	5,000	連帶責任擔保 joint liability	2004.4.8-2005.4.8	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2004.2.13	5,000	連帶責任擔保 joint liability	2004.2.13-2005.2.13	否 No	是 Yes
郴州八達玻璃股份有限公司 Chenzhou Bada Glass Co. Ltd.	2000.12.31	70,320	連帶責任擔保 joint liability	2000.12.31-2008.12.20	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.4.21	10,000	連帶責任擔保 joint liability	2004.4.21-2006.4.21	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.6.25	2,000	連帶責任擔保 joint liability	2004.6.25-2005.6.25	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.6.11	11,000	連帶責任擔保 joint liability	2004.6.11-2005.6.10	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.5.11	8,000	連帶責任擔保 joint liability	2004.5.11-2005.4.14	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.4.23	5,000	連帶責任擔保 joint liability	2004.4.23-2005.4.23	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.3.10	4,000	連帶責任擔保 joint liability	2004.3.10-2005.3.10	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.4.18	19,950	連帶責任擔保 joint liability	2004.4.18-2005.3.23	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.4.23	15,000	連帶責任擔保 joint liability	2004.4.23-2005.4.21	否 No	是 Yes
洛玻集團龍門玻璃有限責任公司 CLFG Longmen Glass Company	2004.4.23	7,200	連帶責任擔保 joint liability	2004.4.23-2005.4.21	否 No	是 Yes
擔保發生額合計(註)						無 RMB Nil
Guarantee amount incurred in total (Note i)						3,000千元 RMB3 million
擔保餘額合計(註)						無 RMB Nil
Balance of guarantee in total (Note i)						105,150千元 RMB105.15 million
其中：關聯擔保餘額合計(註)						無 RMB Nil
Of which: balance of connected guarantee in total (Note i)						105,150千元 RMB105.15 million
上市公司對控股子公司擔保發生額合計						無 RMB 0 nil
Guarantee amount provided by the Company to controlling subsidiaries in total						21.48%
違規擔保總額						21.48%
Breaching guarantee amount in total						
擔保總額佔公司淨資產的比例						
Proportion of the total amount of guarantee in net asset of the Group						

註： 上述擔保事項中並不包括對子公司的擔保。

(10) Unified income tax and cancellation of tax rebate of local government

The Company did not receive tax preferential policy for the previous years and therefore was not influenced by “Notice to correct tax rebate policy by local government” issued by State Council of the PRC.

(11) Significant contract and its fulfillment

1. During the reporting period, the Company did not entrust, contract, lease any assets of other companies and no assets of the Company was entrusted, leased or contracted to any other companies.

2. Material guarantee

Note i. The above balance excluded guarantee provided by the Company to subsidiaries.



十二、關聯債權債務往來

(12) Connected receivables and liabilities

關聯方	Related Party	向關聯方提供資金		關聯方向 上市公司提供資金	
		Advances to related parties		Advances from related parties	
		人民幣千元 RMB'000		人民幣千元 RMB'000	
		發生額 Transaction amount	餘額 Closing balance	發生額 Transaction amount	餘額 Closing balance
控股股東	Controlling shareholder	0	118,352	92,080	195,780
控股股東控制的法人	Legal persons controlled by controlling shareholder	0	421,411	65,000	135,000
合計	Total	0	539,763	157,080	330,780

其中：報告期內上市公司並無向控股股東及其子公司提供額外資金，餘額為人民幣539,763千元。

From among: during the reporting period, the Company has not provided any additional capital to the controlling shareholder and its subsidiaries, the balance was RMB539,763,000.

(十三) 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。

(13) Material contract

The Group did not have any other material contract or the Company did not have contract required to perform obligations during the reporting period.

(十四) 承諾事項履行情況

本公司於二零零一年八月三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，保證在二零零四年十二月三十一日前還清所有欠款，截止本公告之日該承諾一直在履行中。

(14) 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 are still applicable.

(十五) 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。

(15) Impact of sale of staff quarter on the Company

The Company did not sell quarters to its staff during the reporting period, nor did the Company have such plan.

(十六) 最佳應用守則

董事會認為本公司在截至二零零四年六月三十日止六個月已遵守香港聯合交易所有限公司制定的證券上市規則附錄14中最佳應用守則第1至14段的要求。

(16) Compliance with the Listing Rules

The Board of Directors believes that for the six-month ended 30 June 2004, the Company has complied with paragraphs 1 to 14 of 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.

(十七) 購買、出售或贖回本公司之上市股份

截至二零零四年六月三十日止六個月內，本公司或其任何附屬公司並無回購、出售或贖回本公司之股份。

(17) Purchase, sale or redemption of the Company's listed shares

For the six months ended 30 June 2004, there were no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries of its shares.



(十八) 報告期內公司、公司、公司董事會及董事沒有受中國證監會稽查、中國證監會行政處罰、通報批評、被其他行政管理部門處罰及證券交易所公開譴責的情形。公司董事、管理層有關人員也沒有被採取司法強制措施。

(十九) 獨立董事對公司對外擔保情況的專項說明及獨立意見

根據中國證監會證監發(2003)56號文《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》精神，經對公司及其子公司對外擔保進行審慎查驗，現將有關事項作出如下說明及獨立意見如下：(由獨立董事戴志良、鍾朋榮、席升陽、董超於二零零四年八月二十七日一致同意通過)

- 1、 報告期內，本公司及其子公司嚴格控制對外擔保風險，沒有為控股股東和本公司控股50%以下的其他關聯方、任何非法人單位或個人提供擔保。
- 2、 《公司章程》已按證監發(2003)56號文的規定進行了修訂，規定了對外擔保的審批程序、被擔保物件的資信標準，並經公司2003年度股東大會批准。
- 3、 報告期內，公司與子公司、聯營公司及其他關聯方的資金往來，為生產經營活動中的正常資金往來。公司不存在提供資金直接或間接提供給關聯方使用的情形。

(二十) 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)第十七條的規定所例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。

(18) During the reporting period, the Company, the Board of Directors and the Directors have not been subjected to any investigation or administrative penalty by the China Securities Regulatory Commission, or other administrative departments and condemnation by any securities exchange. The Company's Directors and Supervisors were not subject to any compulsory procedures.

(19) Independent directors' special statement and independent opinion to the Company's external guarantee

Based on the document (2003) No. 56 of "Notice in relation to capital flow between the Company and connected parties, and external guarantees of listed companies" as issued by China Securities Regulatory Commission, we carried out cautious examination on the Company and its subsidiaries' external guarantees. Details of which are as follows: (which have been agreed and approved by Independent Directors, Dai Zhiliang, Zong Pengrong, Xi Shengyang, Dong Chao on 27 August 2004)

1. During the reporting period, the Company and its subsidiaries have exercised strict control over guarantee risk and had not provided any guarantee to its controlling shareholders and any other connected parties with shareholdings below 50%, or non-legal person units or individuals.
2. The Articles of Association of the Company has been amended in accordance with the requirements of the document (2003) No. 56 issued by China Securities Regulatory Commission and stipulated the approval procedure of external guarantee and the information standard of the guaranteed. This has already been approved at the 2003 Annual General Meeting.
3. During the reporting period, capital flows between the Company and its subsidiaries, associated corporations and other connected parties were normal capital flows in the course of business. The Company did not directly or indirectly provide any fund to its connected parties.

(20) Information disclosure

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



(二十一) 公司報告期臨時報告索引：

- 1、 2004年4月22日公司公佈董、監事會決議公告、關於A股股票交易實行退市風險警示的公告及召開2003年度股東周年大會公告，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、 2004年4月30日公佈關於公司股票交易異常波動的公告，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、 2004年6月11日公佈2003年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>)。
- 4、 2004年6月17日公佈關於公司股票交易異常波動的公告，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>)。

(21) Indices to the Company's extraordinary general meeting announcements during the reporting period:

1. On 22 April 2004, announcements of the resolutions of the Board of Directors and Supervisory Committee, the implementation of the special treatment for trading of A shares and notice of 2003 annual general meeting were published on "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 30 April 2004, announcements regarding exceptional turnover movements of the Company's shares were published on "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>).
3. 11 June 2004, announcements in respect of resolutions passed at the 2003 annual general meeting were published on "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 17 June 2004, announcements regarding exceptional turnover movements of the Company's shares were published on "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>).

