

招商局能源运输股份有限公司 2007 年度报告摘要

Table with columns for company name, share type, and percentage. Includes All Ocean Maritime Agency Inc., Ming Wah (SIP) Agency Pte Ltd, etc.

Table with columns for subject, related party name, and amount. Lists related parties like 招商局银行股份有限公司, 招商局轮船有限公司, etc.

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2007年,公司监事会根据《公司法》和《公司章程》的有关规定,本着对全体股东负责的精神,认真履行有关法律、法规赋予的职责,积极有效地开展工作,对公司依法运作情况和公司高级管理人员履行职务的合法、合规性进行了监督,维护了公司及股东的合法权益。

一、监事会会议情况
本年度公司监事会会议情况如下:
第一屆监事会第五次会议于2007年1月24日召开,会议审议通过了关于对招商局能源运输有限公司增资并用于募集资金投资项目的议案。

第二屆监事会第六次会议于2007年3月26日召开,会议审议通过了2006年度监事会工作报告、2006年年度报告及其摘要、2006年度利润分配预案、使用募集资金置换预先投入募集资金投资项目的自筹资金、修订《监事会议事规则》7项议案。

第三屆监事会第七次会议于2007年6月26日召开,会议审议通过了公司董事监事高级管理人员及其他人员买卖公司股票实施细则的议案。

第四屆监事会第八次会议于2007年8月22日召开,会议审议通过了关于2007年半年度报告及其摘要的议案。

第五屆监事会第九次会议于2007年10月27日召开,会议审议通过了关于2007年第三季度报告的议案。

会议决议内容参见公司刊登于指定媒体及公司网站的相关公告,具体披露情况请参见第七节第九项之信息披露索引。

二、监事会独立意见
1、公司依法运作情况
报告期内,公司股东大会和董事会的召开程序及董事会切实履行股东大会的各项决议方面,符合法律、法规和《公司章程》的有关规定,保证了公司的依法运作;公司建立了良好的内部控制制度体系,并有效执行,防止了经营管理和公司董事及其他高级管理人员在履行公司职务时,未发现有违反法律、法规和《公司章程》或损害公司利益和股东合法权益的行为。

2、检查公司财务情况
德勤华永会计师事务所有限责任公司对公司2007年度财务报告出具了标准无保留意见的审计报告。监事认为该审计报告真实地反映了公司的财务状况和经营成果。

3、募集资金使用情况
公司于2006年底在A股市场发行上市,募集资金人民币43.53亿元。公司募集资金投资项目的投资支出主要是境外子公司以美元为主的外币支出,报告期内人民币正处于升值通道中,因此持有人民币资金对公司而言有利;而且,公司募集资金换汇出海的办理需一定时间,因此,境外子公司的非现金支出使用自有外币资金和向银行外币贷款解决。截至本报告期末,募集资金到账金额为人民币43.53亿元(折合美元6.06亿美元),通过对境外子公司招商局能源运输有限公司增资的方式投入到募集资金投资项目,上述总计20.05亿元。截至本报告期末,募集资金专户余额为15.12亿元(包括银行存款利息)。

4、监事会对公司收购出售资产等情况的独立意见
监事会对公司经营情况进行监督,未发现任何违反股东大会决议、损害股东权益或造成公司资产流失的情况存在。
5、监事会对关联交易情况的独立意见
在报告期内,公司所进行的关联交易遵循了《上海证券交易所股票上市规则》和公司关联交易管理制度,严格执行了审批程序和信息披露制度,严格执行了各项关联交易协议,充分体现了公开、公平和公正的原则,不存在损害上市公司利益的情形。

9.9 财务报告
9.11 审计意见: 标准无保留审计意见
9.2 披露报表格式合并及母公司的资产负债表、利润表、现金流量表及所有者权益变动表。

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95 与最近一期年度报告相比,合并范围发生变化的具体说明
注:A公司本期持有的山东药山医药有限公司51%的股权转让九州通集团有限公司。
B随州药业公司本期持有的随州包装工贸有限公司22.5%的股权转让给随州市标新彩印制版厂,转让后随州药业持有随州包装工贸有限公司28.50%的股权

武汉健民药业集团股份有限公司 2007 年度报告摘要

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94 会计差错更正
会计差错更正的内容
报告期末对公司子公司武汉健民集团随州药业有限公司2006年度计入补贴收入的600,000.00元的政府补助