

Stock code: MCKB Stock abbreviation: 200512 Announcement No.:2013—008  
**Abstract of the 2012 Annual Report of TSANN KUEN (CHINA) ENTERPRISE CO., LTD.**

#### 1. Important notes

This abstract is based on the full text of the annual report. For more details, investors are suggested to read the full text disclosed at the same time with this abstract on the website of Shenzhen Stock Exchange or any other website designated by CSRC.

#### Company profile:

Stock abbreviation	MCKB	Stock code	200512
Stock exchange listed with	Shenzhen Stock Exchange		
For contact	Company Secretary	Securities Affairs Representative	
Name	Sun Meimei	Xiong Junlin	
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#### 2. Financial highlights and change of shareholders

##### (1) Financial highlights

Does the Company audit retrospectively or restate accounting data of previous years due to change of the accounting policy or correction of any accounting error?

Term	2012	2011		Increase or decrease of this year over last year (%)	Unit: RMB Yuan	
		Before adjustment	After adjustment		Before adjustment	After adjustment
Operating revenue	2,339,119,254.36	2,914,385,253.04	2,882,330,189.91	-18.85%	3,334,396,248.73	3,334,396,248.73
Net profit attributable to shareholders of the Company	21,459,739.95	9,758,413.34	2,577,330.34	732.63%	64,373,615.26	64,270,196.73
Net profit attributable to shareholders of the Company after extraordinary gains and losses	13,197,891.66	-15,417,233.23	-16,624,785.60	-179.39%	59,082,048.54	59,066,535.75
Net cash flows from operating activities	107,698,568.84	93,983,342.37	98,321,426.96	9.54%	226,182,193.87	226,166,378.94
Basic EPS (RMB Yuan/share)	0.12	0.05	0.01	733.09%	0.35	0.35
Diluted EPS (RMB Yuan/share)	0.12	0.05	0.01	733.09%	0.35	0.35
Weighted average ROE (%)	4.42%	2.09%	0.56%	3.86%	15.01%	14.98%
Term	As at 31 Dec. 2012	As at 31 Dec. 2011		Increase or decrease of this year-end than last year-end (%)	As at 31 Dec. 2010	
		Before adjustment	After adjustment		Before adjustment	After adjustment
Total assets	1,679,847,838.18	1,916,130,287.89	1,964,453,015.40	-14.49%	1,985,108,875.38	1,990,735,155.55
Owners' equity attributable to shareholders of the Company	488,049,282.91	470,858,567.38	462,548,625.86	5.51%	461,411,506.21	461,320,698.93

Note: The basic and diluted EPS as at the end of 2012, 2011 and 2010 were calculated according to the latest number of shares (185,391,680 shares).

On 10 Mar. 2012, Tsann Kuen (Zhangzhou) Enterprise Co., Ltd. and Sino Global Development Limited signed the Equity Transfer Agreement, with the latter transferring 100% equity interests of East Sino Development Limited (its wholly-funded subsidiary) to the former at the price of US \$ 6.30 million. On 11 Jun. 2012, Tsann Kuen (Zhangzhou) Enterprise Co., Ltd. completed the equity registration alteration formalities regarding its acquisition of equity interests of East Sino Development. This transaction made a business combination under the same control.

#### Extraordinary gains and losses

✓ Applicable □ Inapplicable

Item	Amount
Gains/losses on the disposal of non-current assets, including the offset part of asset impairment	10,762,988.28
Government grants recognized in the current year, except for those acquired in the ordinary course of business or granted at certain quotas or amounts according to the country's unified standards	3,434,992.56
Current gains and losses of subsidiaries acquired from business combination under the same control as from period—begin to combination date	-6,016,476.87
Gains and losses on change in fair value from tradable financial assets and tradable financial liabilities, as well as investment income from disposal of tradable financial assets and tradable financial liabilities and financial assets available for sales except for effective hedging related with normal businesses of the Company	3,277,068.69
Other non-operation income and expenses other than the above	17,972,322
Other gain/loss items that meet the definition of an extraordinary gain/loss	(690,664.01)
Income tax effects	-1,738,048.75
Net profit attributable to minority shareholders after extraordinary gains and losses	-2,329,311.95
Total	8,261,848.29

#### (2) Shareholdings of the top 10 shareholders

Total number of shareholders at the end of the reporting period	32,427	Total number of shareholders at the end of the fifth trading day before the disclosure date of the annual report	27,532
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Shareholdings of the top 10 shareholders							
Name of shareholder	Nature of Shareholder	Shareholding percentage (%)	Total shares held at the period-end	Number of restricted shares held	Status of shares	Pledged or frozen shares	Number of shares
FORDCHIE DEVELOPMENT LIMITED	Overseas corporation	29.1%	53,940,530	N/A	N/A		
EUPEA INDUSTRY CORPORATION LIMITED	Overseas corporation	13.83%	25,633,718	N/A	N/A		
FILIMAN INVESTMENTS LIMITED	Overseas corporation	2.49%	4,621,596	N/A	N/A		
TIMMERTON CO INC.	Overseas corporation	1.3%	2,417,607	N/A	N/A		
CHEN YONGQUAN	Domestic natural person	0.9%	1,668,747	N/A	N/A		
CHEN LIJUAN	Overseas natural person	0.55%	1,012,791	N/A	N/A		
CHEN YONGQING	Overseas natural person	0.53%	981,598	N/A	N/A		
CSC SERVICES (HK) LTD.	Overseas corporation	0.39%	716,997	N/A	N/A		
CAI SHUIHUI	Overseas natural person	0.33%	715,739	N/A	N/A		
TAIHOOC SECURITIES COMPANY LIMITED—ACCOUNT CLIENT	Overseas corporation	0.36%	671,682	N/A	N/A		

The top three shareholders are the Company's corporate controlling shareholders. Shareholder Cai Shuihui is the wife of Wu Tsann Kuen, the Company's actual controller. It is unknown to the Company whether there exists associated relationship among the shareholders above or they are acting-in-concert entities as stipulated in the Administrative Measures on Information Disclosure of Changes in Shareholding of Listed Companies.

#### (3) Relation between the Company and its actual controller in the form of diagram

證券簡稱：閩燦坤B 證券代碼：200512 公告編號：2013—006  
**廈門燦坤實業股份有限公司**  
**2013年第二次董事會會議決議公告**

本公司及董事會全體成員保證信息披露的內容真實、準確、完整，沒有虛假記載、誤導性陳述或重大遺漏。

#### 一、董事會會議召開情況：

廈門燦坤實業股份有限公司（以下簡稱「公司」）董事會於2013年1月15日用電子郵件方式發出召開2013年第二次董事會會議通知：會議於2013年3月9日在廈門燦坤實業股份有限公司會議室以現場和電話方式召開，會議應到董事人，實際出席會議的董事7人，會議由董事長簡德榮先生主持，公司的監事和高亮列席了會議。會議的召開符合《公司法》、《公司章程》及國家有關法律、法規的規定。

#### 二、董事會會議審議情況：

議案一：2012年度董事會工作報告  
 本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案二：2012年度公司內部控制自我评价報告  
 具體內容詳見公司於今日披露在《巨潮資訊網》的《2012年度公司內部控制自我评价報告》。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案三：2012年年度報告和報告摘要  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案四：2012年度財務決算方案  
 1、公司2012年度營業收入233,911.93萬元人民幣，同比下降18.84%；淨利潤為2,145.97萬元人民幣，同比增長732.63%。  
 2、本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案五：2012年度利潤分配議案  
 1、經審計會計師出具的年度審計數據顯示，母公司年初未分配利潤為人民幣774,615,136.23元；2012年度實施縮股後，用盈餘公積彌補年初全部虧損774,615,136.23元；2012年度實現淨利潤為人民幣17,769,440.47元。依照《中華人民共和國公司法》和《公司章程》相關規定提取10%法定盈餘公積金為人民幣1,776,941.05元；母公司2012年度可供股東分配的未分配利潤為人民幣15,992,469.42元。  
 2、結合公司的盈利及現狀狀況，2012年度公司擬以2012年末總股本185,391,680股為基數，向全體股東每10股派發現金股利0.85元人民幣（含稅）；預計公司用於分配的利潤為15,758,293.5元。剩餘的未分配利潤為234,176.42元結轉至下一年度，本年度不進行資本公積轉增股本。  
 3、本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案六：2012年度預計日常關聯交易案  
 1、具體內容詳見本公司今日同時在《證券時報》、香港《大公報》、《巨潮資訊網》披露的《2013年度預計日常關聯交易公告》；  
 2、關聯董事（簡德榮—最終控股公司（台灣）燦星網通股份有限公司董事、陳彥君—最終控股公司（台灣）燦星網通股份有限公司總經理、莊興—同一實際控制人控制的（台灣）燦星國際旅行社股份有限公司董事）依規定迴避表決，也不得代理其他董事行使表決權；  
 3、本家已於2013年3月4日提交獨立董事審閱並獲得認可後提交本次董事會審議，獨立董事認為：此類關聯交易符合公司經營需要，不會影響公司的獨立性，定價依據客觀公允，不存在損害公司及股東利益的情形。在表決本案時關聯董事已按規定予以迴避，表決程序符合有關規定，合法有效，同意董事會作出通過《2013年預計日常關聯交易案》的決議；  
 4、本家審批交公司2012年度股東大會進行審議。本議案屬於關聯交易，在股東大會表決時，與該關聯交易有利害關係的關聯人將放棄在股東大會上對該議案的投票權。

表決結果：非關聯董事4票同意通過，0票反對，0票棄權。  
 議案七：變更審計會計師事務所議案  
 1、根據深交所《股票上市規則》規定：上市公司年度報告中的財務報告必須經具有執行證券、期貨相關業務資格的會計師事務所審計；  
 2、公司與原審計會計師利安達會計師事務所有限責任公司聘期已屆滿，並且公司於近日收到審計機構利安達會計師事務所有限責任公司（以下簡稱「利安達」）與中瑞岳華會計師事務所（特殊普通合夥）（以下簡稱「中瑞岳華」）中瑞岳華合併於利安達北京總所、深圳分所和珠海分所等籌設分立分部，合併後事務所名稱為中瑞岳華會計師事務所（特殊普通合夥），鑑於相關手續正在辦理中，公司2012年度財務報告審計工作仍由利安達深圳分所執行；合併完成後原利安達深圳分所的人員及其執行的相關業務項目一併轉入中瑞岳華。  
 為響應國務院56號文的號召，適應會計師行業的進一步發展，基於對我國註冊會計師行業現狀和發展趨勢的深刻認識，根據利安達與中瑞岳華簽訂的《協議書》，和從審計工作的連續性考慮，利安達同意公司改聘中瑞岳華為2013年度審計機構。由於公司原審計業務由利安達深圳分所執行，為保持審計業務的一致性和連

(III) Development trends in the industry and market perspectives  
 As the wireless, IT and intelligent era comes, the trend of intelligent home appliances boosts intelligence, healthiness, fashion, combination and culture and technology, cross-field integration of design, innovation and marketing modes and brand concepts. The market that the Company will face in 2013 has the following features:  
 1. International demand slows down and consumers are losing the appetite to buy. Despite an insufficient end-demand and a slow recovery of the outside world, China is still considered a strong market. The home appliance industry of China has entered an era featuring brand as the winning trump. Different from the traditional home appliances, the small home appliances are still in a developing stage in terms of sale. As the way of spending changes, more new products enter the market and old appliances are being renewed, domestic demand for small home appliances will soar and the industry will enjoy good prospects. Actually, it is expected that the coming few years will be a golden period for the development of the small home appliance market of China.  
 2. Considering the rising European sovereign debt risk, the weak recovery of global economy, the global inflation pressure that cannot ease in the short run, and more and more non-economic obstacles from western countries towards China's trade, it is undoubted that China will encounter a more complex environment and more serious conflicts in its foreign trade in 2013.  
 3. 2013 is expected to be "a year of the slowest growth" for foreign trade of China. To be a winner, the Company must beef up structural adjustment and transformation and accelerate the planning for overseas manufacture to make itself bigger and stronger.  
 4. A huge and stable demand will come as the government promotes urbanization. Urbanization will bring stable growth sources for the small home appliance market. And the consumption ability of residents in the urbanized areas will increase considerably.  
 5. Intelligent and green small household appliances will enter mass production. Considering the stricter international environmental standards, China has launched a set of energy efficiency standards, strongly promoting the popularization of energy-saving products through tough measures including price reform and taxation. Small household appliances with energy-saving characteristic will become the mainstream in the sector sooner or later. And the Company also focuses its efforts on healthy, energy-saving and organic appliances.  
 (IV) Plan for capital expenditure  
 According to its development strategy planning, the Company will input more in high-tech products such as new energy, high-efficiency and environment-protecting household appliances, as well as in expansion of the Indonesian plant. And capital above RMB 35 million is expected to be needed in the year 2013 for the production capacity expansion in the aforesaid fields.  
 (V) Main risks faced by the Company in the future development  
 1. International risk  
 Considering the weak recovery of global economy and three major western economies being trapped in debt crisis, it is not easy for China to give such a performance in its foreign trade. Affected by the weak recovery of global economy, fluctuations of exchange rates, domestic macro-control and other factors, China's export growth has dropped month by month. It indicates a weakening global demand, as well as the pressure of rising comprehensive costs on China's export.  
 Considering the rising European sovereign debt risk, the weak recovery of global economy, the global inflation pressure that cannot ease in the short run, and more and more non-economic obstacles from western countries towards China's trade, it is undoubted that China will encounter a more complex environment and more serious conflicts in its foreign trade in 2013.  
 2. Domestic risk  
 As stated in the Outline for 12th Five-year Plan for National Economic and Social Development, China will adjust its economic system through domestic demand expansion and promote urbanization to create a huge and stable demand, which will lead to a fiercer competition within the country. Along with the domestic industrial development, China's household appliance industry is currently in an important integration period. Only big enterprises which have solid financial strength and can act as a leader in product innovations can win and become integrators in the sector while small makers will encounter severe challenges.  
 Urbanization will bring stable growth sources for the small home appliance market. And the consumption ability of residents in the urbanized areas will increase considerably. The new government policies are helpful to the future development of the small home appliance industry by encouraging adjustment of economic structures, energy saving & emission reduction, environmental protection and independent innovations.  
 3. Risk concerning exchange rate fluctuation  
 The Company's business focuses on export and is thus susceptible to exchange rate fluctuations. In order to deal with the unfavorable impact from the Chinese currency appreciation, the Company will take measures mainly including preventing exchange rate risk by using financial instruments, carefully considering the exchange rate effect when taking orders in and transferring the risk.  
 4. Risk of higher labor cost and shortage of labor force  
 The Company is shifting from a vertical integrated management mode to a vertical decentralized mode featuring work division to cut down the number of its employees. Meanwhile, the Company expands overseas business by setting up a plant in Indonesia, which enables it to make use of the abundant local labor resource. In order to deal with higher labor cost and shortage of labor force, the Company will focus on the following:  
 (1) The Indonesian plant newly set up needs labor force.  
 (2) Considering rising labor cost in China Mainland and appreciation of Renminbi, the Company may reduce its staff number. At the same time, it will improve welfare for the whole staff, re-decide their salaries and introduce overseas talent.  
 (3) The Company needs to prepare some marketing personnel for its proactive move to expand domestic markets.  
 4. Matters related to financial reporting  
 (1) Explain change of the accounting policy, accounting estimate and measurement methods as compared with the financial reporting of last year  
 □ Applicable ✓ Inapplicable  
 (2) Explain retrospective restatement due to correction of significant accounting errors in the reporting period  
 □ Applicable ✓ Inapplicable  
 (3) Explain change of the consolidation scope as compared with the financial reporting of last year  
 On 10 Mar. 2012, Tsann Kuen (Zhangzhou) Enterprise Co., Ltd. and Sino Global Development Limited signed the Equity Transfer Agreement, with the latter transferring 100% equity interests of East Sino Development Limited (its wholly-funded subsidiary) to the former at the price of US \$ 6.30 million. On 11 Jun. 2012, Tsann Kuen (Zhangzhou) Enterprise Co., Ltd. completed the equity registration alteration formalities regarding its acquisition of equity interests of East Sino Development. This transaction made a business combination under the same control and East Sino Development has been consolidated since the transaction concluded.  
 In Jun. 2012, the subsidiary Zhangzhou Tsann Kuen transferred 100% equity interests of Globe Strong Co., Ltd. and Brilliant Leader Co., Ltd. to Rich Star Limited at the considerations of USD 4,176,864.41 and USD 41,448.52 respectively. Since the date when the transfer completed, Brilliant Leader and Globe Strong and its subsidiary Indonesia Tsann Kuen have been deconsolidated. Incomes, expense and profit of them before the transfer were recorded into the consolidated income statement, and the cash flows before the transfer into the consolidated cash flow statement.  
 (4) Explanation of the Board of Directors concerning the "non-standard audit report" issued by the CPAs firm for the reporting period  
 □ Applicable ✓ Inapplicable

TSANN KUEN (CHINA) ENTERPRISE CO., LTD.  
 Chairman: Mr. Jian Derong  
 9 March 2013  
 證券簡稱：閩燦坤B 證券代碼：200512 公告編號：2013—006  
**廈門燦坤實業股份有限公司**  
**2013年第二次董事會會議決議公告**  
 本公司及董事會全體成員保證信息披露的內容真實、準確、完整，沒有虛假記載、誤導性陳述或重大遺漏。  
 一、董事會會議召開情況：  
 廈門燦坤實業股份有限公司（以下簡稱「公司」）董事會於2013年1月15日用電子郵件方式發出召開2013年第二次董事會會議通知：會議於2013年3月9日在廈門燦坤實業股份有限公司會議室以現場和電話方式召開，會議應到董事人，實際出席會議的董事7人，會議由董事長簡德榮先生主持，公司的監事和高亮列席了會議。會議的召開符合《公司法》、《公司章程》及國家有關法律、法規的規定。  
 二、董事會會議審議情況：  
 議案一：2012年度董事會工作報告  
 本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案二：2012年度公司內部控制自我评价報告  
 具體內容詳見公司於今日披露在《巨潮資訊網》的《2012年度公司內部控制自我评价報告》。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案三：2012年年度報告和報告摘要  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案四：2012年度財務決算方案  
 1、公司2012年度營業收入233,911.93萬元人民幣，同比下降18.84%；淨利潤為2,145.97萬元人民幣，同比增長732.63%。  
 2、本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案五：2012年度利潤分配議案  
 1、經審計會計師出具的年度審計數據顯示，母公司年初未分配利潤為人民幣774,615,136.23元；2012年度實施縮股後，用盈餘公積彌補年初全部虧損774,615,136.23元；2012年度實現淨利潤為人民幣17,769,440.47元。依照《中華人民共和國公司法》和《公司章程》相關規定提取10%法定盈餘公積金為人民幣1,776,941.05元；母公司2012年度可供股東分配的未分配利潤為人民幣15,992,469.42元。  
 2、結合公司的盈利及現狀狀況，2012年度公司擬以2012年末總股本185,391,680股為基數，向全體股東每10股派發現金股利0.85元人民幣（含稅）；預計公司用於分配的利潤為15,758,293.5元。剩餘的未分配利潤為234,176.42元結轉至下一年度，本年度不進行資本公積轉增股本。  
 3、本家審批交公司2012年度股東大會進行審議。  
 表決結果：7票同意通過，0票反對，0票棄權。  
 議案六：2012年度預計日常關聯交易案  
 1、具體內容詳見本公司今日同時在《證券時報》、香港《大公報》、《巨潮資訊網》披露的《2013年度預計日常關聯交易公告》；  
 2、關聯董事（簡德榮—最終控股公司（台灣）燦星網通股份有限公司董事、陳彥君—最終控股公司（台灣）燦星網通股份有限公司總經理、莊興—同一實際控制人控制的（台灣）燦星國際旅行社股份有限公司董事）依規定迴避表決，也不得代理其他董事行使表決權；  
 3、本家已於2013年3月4日提交獨立董事審閱並獲得認可後提交本次董事會審議，獨立董事認為：此類關聯交易符合公司經營需要，不會影響公司的獨立性，定價依據客觀公允，不存在損害公司及股東利益的情形。在表決本案時關聯董事已按規定予以迴避，表決程序符合有關規定，合法有效，同意董事會作出通過《2013年預計日常關聯交易案》的決議；  
 4、本家審批交公司2012年度股東大會進行審議。本議案屬於關聯交易，在股東大會表決時，與該關聯交易有利害關係的關聯人將放棄在股東大會上對該議案的投票權。

表決結果：非關聯董事4票同意通過，0票反對，0票棄權。  
 議案七：變更審計會計師事務所議案  
 1、根據深交所《股票上市規則》規定：上市公司年度報告中的財務報告必須經具有執行證券、期貨相關業務資格的會計師事務所審計；  
 2、公司與原審計會計師利安達會計師事務所有限責任公司聘期已屆滿，並且公司於近日收到審計機構利安達會計師事務所有限責任公司（以下簡稱「利安達」）與中瑞岳華會計師事務所（特殊普通合夥）（以下簡稱「中瑞岳華」）中瑞岳華合併於利安達北京總所、深圳分所和珠海分所等籌設分立分部，合併後事務所名稱為中瑞岳華會計師事務所（特殊普通合夥），鑑於相關手續正在辦理中，公司2012年度財務報告審計工作仍由利安達深圳分所執行；合併完成後原利安達深圳分所的人員及其執行的相關業務項目一併轉入中瑞岳華。  
 為響應國務院56號文的號召，適應會計師行業的進一步發展，基於對我國註冊會計師行業現狀和發展趨勢的深刻認識，根據利安達與中瑞岳華簽訂的《協議書》，和從審計工作的連續性考慮，利安達同意公司改聘中瑞岳華為2013年度審計機構。由於公司原審計業務由利安達深圳分所執行，為保持審計業務的一致性和連

續性，公司擬將2013年度審計機構變更為中瑞岳華會計師事務所（特殊普通合夥），負責公司2013年度財務報告審計及其他相關關聯證券等業務，並出具相關審計報告，聘期一年。

#### 3、中瑞岳華簡介：

中瑞岳華是我國第一家轉制的特殊普通合夥制會計師事務所，被財政部、證監會授予第一批41家企業審計資格。中瑞岳華是中國註冊會計師協會常務理事單位，具有財政部、中國證監會授予的證券業務審計資格、第一批41家企業審計資格。同時具備證券業務評估資格，工程造價甲級資格，AAAAA級稅務服務資格。在中國註冊會計師協會發布的2008—2012年度《會計師事務所綜合評價前百名信息》中，中瑞岳華取得連續四年本土所第一，一年本土所第二的業績。  
 截止2012年12月，中瑞岳華註冊資本為人民幣5,750萬元，現有執業人員4,002名（不含香港、新加坡），其中註冊會計師1,050名，英國特許公認會計師（ACCA）及澳洲CPA等國際資深人員30名，其他資深專業人員數百名，財政部、中注協培養的行業領軍人才9名。

#### 4、本家審批交公司2012年度股東大會進行審議。

表決結果：7票同意通過，0票反對，0票棄權。

議案八：支付中瑞岳華會計師事務所（特殊普通合夥）2013年度審計費用的議案

1、2013年度公司擬支付給中瑞岳華會計師事務所（特殊普通合夥）的審計費用為人民幣115萬元，其他差旅費等相關費用依實際發生額向公司申請。

本家審批交公司2012年度股東大會進行審議。

表決結果：7票同意通過，0票反對，0票棄權。

議案九：關於控股子公司漳州燦坤借用外債暨關聯交易議案

1、控股子公司漳州燦坤實業有限公司（簡稱「漳州燦坤」）為充實營運資金，擬向關聯方中國全球發展有限公司（簡稱「中國全球」）、優倍工業有限公司（簡稱「優倍工業」）和國民投資有限公司（簡稱「國民投資」）借用合計不超過2,800萬美元的外債。相關內容如下：

(1) 借款利率：不高於2%/年，到期一次性還本付息。

(2) 借款期限：自公司股東大會核准後，每期借用外債到帳之日起一年，到期後可根據需要重新履行相關審議程序後繼續借用。

2、具體內容詳見今日同時披露在《證券時報》、香港《大公報》和巨潮資訊網的《關於控股子公司漳州燦坤借用外債暨關聯交易公告》。

3、關聯董事簡德榮—公司控股股東的股東中國全球（交易對方）的法人代表、公司控股股東優倍工業（交易對方）和國民投資（交易對方）的董事；關聯董事陳彥君—公司控股股東優倍工業（交易對方）和國民投資（交易對方）的董事依規定迴避表決。

4、本家已於2013年3月4日獲得獨立董事認可及發表獨立意見：控股子公司漳州燦坤向境外關聯方借用外債充實營運資金，本次關聯交易是必要的，借用外債利率低於國內銀行同期借款利率，不存在損害公司及股東利益的情形；在表決本案時關聯董事已按規定予以迴避，表決程序符合有關規定，合法有效，同意公司董事會作出通過《關於控股子公司漳州燦坤借用外債暨關聯交易議案》的決議。

5、本家審批交公司2012年度股東大會進行審議。本議案屬於關聯交易，在股東大會表決時，與該關聯交易有利害關係的關聯人將放棄在股東大會上對該議案的投票權。

表決結果：非關聯董事5票同意通過，0票反對，0票棄權。

議案十：委託理財內控制度  
 具體內容詳見今日同時披露在巨潮資訊網的《委託理財內控制度》。

表決結果：7票同意通過，0票反對，0票棄權。

議案十一：關於控股子公司漳州燦坤以自有資金進行委託理財的議案

1、漳州燦坤在不影響正常經營及風險可控的前提下，使用自有資金進行低風險與收益相對固定的委託理財，有利於提高公司的資金使用效率，為公司與股東創造更大的收益。

2、使用合計不超過人民幣5億元自有資金進行委託理財，上述資金額度可滾動使用。

3、用於投資市場信用級別較高、流動性較好、風險較低、收益比較固定的金融工具，包括但不限於委託商業銀行進行風險可控的100%保本投資理財產品，期限不超過一年。

4、具體內容詳見今日同時披露在《證券時報》、香港《大公報》和巨潮資訊網的《關於控股子公司漳州燦坤以自有資金進行委託理財的公告》。

5、本家審批交公司2012年度股東大會進行審議。本議案屬於關聯交易，在股東大會表決時，與該關聯交易有利害關係的關聯人將放棄在股東大會上對該議案的投票權。

表決結果：7票同意通過，0票反對，0票棄權。

議案十二：關於控股子公司漳州燦坤開展金融衍生品投資的議案

1、控股子公司漳州燦坤實業有限公司（以下簡稱「漳州燦坤」）為減少匯率波動對公司資產、負債和盈利水平變動影響，2013年擬操作金融衍生品投資合計餘額不超過二億美元。

2、主要內容：  
 (1) 產品種類：主要包括外匯遠期、結構性遠期、外匯掉期、外匯期權；  
 (2) 合約期限：不超過一年；  
 (3) 交易對手：銀行類金融機構；  
 (4)