
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Greater China Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTOR

A notice of the Annual General Meeting to be held at Plaza I to III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wan Chai, Hong Kong on Thursday, 26 May 2005 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tengis Limited at G/F., BEA Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

27 April, 2005

* For identification purposes only

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Plaza I to III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wan Chai, Hong Kong on Thursday, 26 May, 2005 at 10:00 a.m. or at any adjournment thereof
“associate”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Greater China Holdings Limited, a company incorporated in Bermuda with limited liability, and the securities of which are listed on the main board of the Stock Exchange
“connected persons”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	22 April, 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the holders of the Shares

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.005 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in Hong Kong or elsewhere and
“Subsidiaries”	shall be construed accordingly
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



大中華實業控股有限公司*

GREATER CHINA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 431)

Executive Directors:

Xu Ying (*Chairman*)

Liu Ming Hui (*Managing Director*)

Independent Non-executive Directors:

Wang Xianjun

Wan Tze Fan Terence

Liu Fengliang

Principal Place of business

Room 1804

1 Lyndhurst Tower

1 Lyndhurst Terrace

Central

Hong Kong

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

27 April 2005

To the Shareholders of the Company,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTOR

INTRODUCTION

The purpose of this circular is to give you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

The resolutions include (i) granting to the Directors the Repurchase Mandate; (ii) granting to the Directors a general and unconditional mandate (a) to issue further shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution and (b) to issue shares not exceeding the aggregate nominal amount of share capital so repurchased pursuant to the Repurchase Mandate; and (iii) re-election of Director.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued shares in the share capital of the Company subject to the criteria set out in this document. In particular, Shareholders should note that the maximum number of shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Bye-laws, and the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in the Appendix I of this circular.

GENERAL MANDATES TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue further shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and general mandate to issue shares, an ordinary resolution will also be proposed to authorise the Directors to issue shares in the capital of the Company in an amount not exceeding the aggregate nominal amount of the shares in the capital of the Company purchased pursuant to the Repurchase Mandate.

RE-ELECTION OF THE DIRECTOR

Pursuant to Bye-laws 99(A) and 99(B) of the Company, Mr. Wong Xianjun will retire from office as Director at the Annual General Meeting and being eligible, offer himself for re-election. Details of the Director proposed to be re-elected in the Annual General Meeting is set out in Appendix II of this circular.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to Bye-law 69 of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (i) the chairman;
- (ii) at least 3 members present in person or by proxy or representative for the time being entitled to vote at the meeting;

LETTER FROM THE BOARD

- (iii) any members or members present in person or by proxy or representative and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (iv) any member or members present in person or by proxy or representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 11 to 14 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the general mandates for the repurchase and issue by the Company of its own Shares.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority at the Company's share registrar in Hong Kong, Tengis Limited, G/F., BEA Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

RECOMMENDATION

The Directors are pleased to recommend the Director, details of whom is set out in Appendix II of this circular, for the re-election of Director in the Annual General Meeting.

The Directors are of the opinion that the Repurchase Mandate and the general mandate to issue shares are in the best interests of the Company and recommend you to vote in favour of the relevant ordinary resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
Greater China Holdings Limited
Xu Ying
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 238,389,133 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 23,838,913 Shares, being 10% of the entire issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for distribution by way of dividend or distribution or out of the share premium account of the company. Should the Directors consider it desirable, they would be able to finance the purchase out of funds borrowed against any of the abovementioned accounts. In addition, under the laws of Bermuda, no purchase by a company of its own shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the company is, or after the purchase would be, unable to pay its liabilities as they become due. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 December, 2004 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares the subject of the Repurchase Mandate were to be carried out in full during the Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the following months up to and including the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2004	0.36	0.30
May 2004	0.51	0.36
June 2004	0.36	0.32
July 2004	0.36	0.30
August 2004	0.30	0.30
September 2004	0.28	0.201
October 2004	0.22	0.20
November 2004	0.28	0.237
December 2004	0.335	0.26
January 2005	0.42	0.26
February 2005	0.48	0.36
March 2005	0.56	0.40
April 2005 (Up to the Latest Practicable Date)	0.47	0.39

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Bye-laws of the Company and the laws of Bermuda.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. HONG KONG CODE ON TAKEOVERS AND MERGERS

A repurchase of shares by the Company may result in an increase in the proportionate interests of substantial shareholder of the Company in the voting rights of the Company, which may give rise to an obligation to make a mandatory offer in accordance with Rules 26 of The Hong Kong Code on Takeovers and Mergers (the “Takeover Code”).

As at the Latest Practicable Date, the following substantial shareholders as defined in the Listing Rules have or are taken to have interests under the SFO representing such percentage as set out respectively in the third and fourth columns of the following tables:

Name of shareholders	No. of shares interest	As at the Latest Practicable Date	Percentage of shareholding in the Company
			Exercise in full of the Repurchase Mandate
Chen Changgui	41,608,000	17.45%	19.39%
Billion Charm Holdings Limited (<i>Note 1</i>)	33,100,000	13.88%	15.43%
China Main Investment (H.K.) Company Limited (<i>Note 2</i>)	32,000,000	13.42%	14.91%
Shenzhen Venture Capital (BVI) Company Limited (<i>Note 2</i>)	32,000,000	13.42%	14.91%
Suntek Corp. (<i>Note 3</i>)	25,686,000	10.77%	11.97%
Chan Heng Fai (<i>Note 4</i>)	15,526,400	6.51%	7.23%
Chan Yoke Keow (<i>Note 4</i>)	15,526,400	6.51%	7.23%
China Gas Holdings Limited (<i>Note 5</i>)	12,200,000	5.12%	5.69%

Notes:

- The entire issued share capital of Billion Charm Holdings Limited is wholly and beneficially owned by Mr. Huang Lai-pei.
- China Main Investment (H.K.) Company Limited (“China Main”) is owned as to 60% by Centre Mark Development Limited and as to 40% by Sino Elite International Limited. Centre Mark Development Limited is owned as to 99.99% by Mr. Chen Dacheng and as to 0.01% by China Main Group Company Limited. Sino Elite International Limited is owned as to 99.99% by China Main Group Limited and as to 0.01% by Mr. Pai Chin Ming. China Main Group Company Limited is owned as to 99% by Mr. Chen Dacheng and as to 1% by Mr. Pai Chin Ming. On 14 April 2003, Shenzhen Venture Capital (BVI) Company Limited (“Shenzhen Venture Capital”) reported that it has a security interest in 32,000,000 shares. Shenzhen Venture Capital is owned as to 50% by Mr. Mei Jian and 50% by Mr. Zhang Minlong.

3. The entire issued share capital of Suntek Corp. is wholly and beneficially owned by Mr. Chiu Winerthan.
4. Chan Yoke Keow is the spouse of Chan Heng Fai.

Chan Yoke Keow has 48% interest in China Credit Holdings Limited (“China Credit”) of which China Credit, through its subsidiaries, held 4,440,000 shares of the Company. Chan Yoke Keow is therefore interested in the 4,440,000 shares of the Company. Together with the interest of Chan Heng Fai, Chan Yoke Keow is deemed to have interest in 15,526,400 shares.

Chan Heng Fai is beneficially owned 11,086,400 shares of the Company. Together with the interest of Chan Yoke Keow through China Credit with 4,440,000 shares, Chan Heng Fai is deemed to have interest in 15,526,400 shares.

5. Hai Xia Finance Limited held 12,200,000 shares of the Company. Hai Xia Finance Limited is a wholly owned subsidiary of Iwai’s Investments Limited (“IIL”) which in turn is a wholly owned subsidiary of China Gas Holdings Limited (“CGHL”) and both IIL and CGHL were therefore deemed to have interest in the shares.

On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above substantial shareholders of the Company would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Stated below is the details of the director who will retire and be eligible for re-election at the Annual General Meeting in accordance with the Bye-laws of the Company:

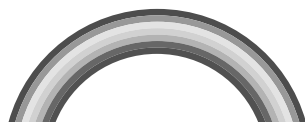
Mr. Wang Xianjun, aged 41, appointed in July 2002, is an independent non-executive director of the Company. Mr. Wang graduated from Beijing Chemical Industrial College in 1987 with a Master Degree in Chemical Engineering. Mr. Wang has years of experiences in business management. He is currently the Vice General Manager of Xi'an Lijun Pharmaceutical Co. Ltd.

Mr. Wang has not held any other directorships in listed public companies or any positions with the Company or any of its subsidiaries in the last three years and as at the Latest Practicable Date. Mr. Wang is not connected with any directors, chief executive or substantial shareholders (as defined in the Listing Rules) of the Company and he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang is entitled to receive an annual director's fee of HK\$120,000 which is determined by the Board and with reference to his duties and responsibilities within the Company and the prevailing market rate. There is no service contract between the Company and Mr. Wang. Mr. Wang has no designated length of service but he is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws of the Company.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of the aforesaid retiring Director.

NOTICE OF ANNUAL GENERAL MEETING



大中華實業控股有限公司*

GREATER CHINA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 431)

NOTICE IS HEREBY GIVEN that the annual general meeting of Greater China Holdings Limited (the “Company”) will be held at Plaza I to III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wan Chai, Hong Kong on Thursday, 26 May 2005 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2004;
2. To re-elect the retiring director and to fix the remuneration of directors;
3. To re-appoint auditors and to authorise the board of directors of the Company to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions 4,5 and 6 as an Ordinary Resolution:

4. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange recognised, for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the time of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of shares in the capital of the Company or rights, to acquire shares in the capital of the Company shall not exceed aggregate of (i) 20 per cent. of the nominal amount of the share capital of the Company in issue as at the date of this Resolution; plus (ii) in addition, subject to the passing of Resolution No. 6 below, all those number of shares which may from time to time be purchased by the Company pursuant to the general mandate granted under Resolution No. 4 above, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the time of passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the directors of the Company to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body of any stock exchange in, any territory outside Hong Kong).

6. “**THAT** conditional upon the passing of Resolution Nos. 4 and 5 above set out in the notice of the meeting of which this resolution forms part, the aggregate nominal amount of the shares which are repurchased by the Company pursuant to and in accordance with Resolution No. 4 above shall be added to the aggregate nominal amount of the shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with Resolution No. 5 above, provided that such additional amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

By Order of the Board of
Greater China Holdings Limited
Yang Yan Tung Doris
Company Secretary

Hong Kong, 27 April 2005

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business in Hong Kong:

Room 1804
1 Lyndhurst Tower
1 Lyndhurst Plaza
Central
Hong Kong

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrars of the Company, Tengis Limited, G/F., BEA Harbour View Centre, 56 Gloucester Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. With regard to item no. 2 of this notice, the Board of Directors of the Company proposes that the retiring Director, namely Mr Wang Xianjun be re-elected as Director of the Company. Details of the retiring Director is set out in appendix II of the circular to shareholders dated 27 April 2005.
4. An explanatory statement containing details of resolution nos. 4 to 6 above will be dispatched to members together with the 2004 annual report of the Company.
5. As of the date hereof, the board of directors of the Company comprised five directors: two are executive directors namely Mr. Xu Ying (Chairman) and Mr. Liu Ming Hui (Managing Director), three are independent non-executive directors namely Mr. Wang Xianjun, Mr. Wan Tze Fan Terence and Mr. Liu Fengliang.