

Shareholders' General Meeting

The Company held two general meetings during the reporting period.

1. The Company held its Annual General Meeting for 1999 on 15th June, 2000 at the Company's headquarters. The shares held by the 60 attending shareholders and proxies duly authorised represented 582,558,278 shares, or 88.94% of the Company's total share capital. The following resolutions were passed at the meeting:
 - (1) The report of the Board of Directors for the year ended 31st December, 1999 was approved;
 - (2) The report of the Supervisory Committee of the Company for the year ended 31st December, 1999 was approved;
 - (3) The audited financial statements of the Company for the year ended 31st December, 1999 were approved;
 - (4) The profit appropriation plan of the Company for the year ended 31st December, 1999 was approved, according to which the Company did not appropriate profit nor any increase in share capital by converting from surplus reserve for the year 1999;
 - (5) The re-appointment of Deloitte Touche Tohmatsu (Hong Kong Certified Public Accountants) as the international auditors of the Company for the year 2000 was objected.
 - (6) The re-appointment of Zhongtian (Shenzhen) Certified Public Accountants (registered in the PRC) as the PRC auditors of the Company for the year 2000 was approved and the board of directors was authorised to fix their remuneration.
 - (7) Ms. Ada Y.K. Wong was elected as an independent non-executive director of the Company. Her term of office will commence from the date of appointment at this Annual General Meeting. The Director's fee for Ms. Ada Wong was HK\$80,000 each year.
 - (8) The Board of Directors authorised to issue new overseas listed foreign invested shares as it thinks fit and in accordance with relevant laws and regulations by way of a special resolution was approved.

The resolutions approved at the meeting were published in the Shanghai Securities Journal, Hong Kong Wen Wei Po and Hong Kong iMail on 16th June, 2000.

2. The Company held its 2000 extraordinary general meeting on 27th November, 2000 at the Company's headquarters. The shares held by the 89 attending shareholders and proxies duly authorised represented 604,322,174 shares, or 92.26% of the Company's total share capital. The following resolutions were passed at the meeting:

- (1) the 2000 Reorganisation;
- (2) the Asset Reorganisation Agreement;
- (3) Connected transactions including the provision of sub-contracting services and composite services; sale of materials and components; import and export agency arrangement; tenancy arrangements; trademark licence agreement; and guarantees provided by the Company in respect of banking facilities granted to Nanjing Panda Television Co., Ltd.
- (4) any one of the directors of the Company was authorised to implement and give effect to the terms of the 2000 Asset Reorganisation Agreement and the agreements to implement the On-going Connected Transactions, and to approve any non-material amendment thereto, in such manner, and to take all action in connection therewith or arising therefrom, as they shall think fit for and on behalf of the Company.
- (5) the appointment of Horwath Hong Kong CPA Limited, Certified Public Accountants ("Horwath") as the Company's international auditors by the Board of Directors on 15th June, 2000 pursuant to Article 170 of the Company's Articles of Association was ratified and Horwath was appointed as the Company's international auditors until the end of the next Annual General Meeting of the Company and the Board of Directors was authorised to fix its remuneration.

The resolutions approved at the meeting were published in the Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong iMail on 28th November, 2000.