

表决权，在涉及第九十条（二）至（八）、（十一）至（十二）项的事项时，在类别股东会上具有表决权，……」

(16) 原第八十八條(按前述改為第九十一條)第二款第(一)項修改為：「在公司按本章程第三十一條的規定向全體股東按照相同比例發出購回要約或在證券交易所通過公開交易方式購回自己股份的情況下，“有利害關係的股東”是指在本章程第五十五條所定義的控股股東。」

(17) 原第八十八條(按前述改為第九十一條)第二款第(二)項修改為：「在公司按本章程第三十一條的規定在證券交易所以外協議方式購回自己股份的情況下，……」

(18) 原第八十九條(按前述改為第九十二條)修改為：「類別股東會的決議，應當經根據第九十一條由出席類別股東會議的有表決權的三分之二以上的股權表決通過，方可作出。」

(19) 將原第一百零一條(按前述改為第一百零四條)修改為：「董事會會議應由二分之一的董事(包括按

or not otherwise having voting rights at a shareholders' general meeting, shall be entitled to vote at the class meeting involving matters provided in items (2) to (8) and (11) to (12) of Article 90, .....

(16) By amending item (1) of paragraph 2 of the original Article 88 (altered as Article 91 in accordance with the foregoing) to read as: "Where the Company has made a repurchase offer to all shareholders in the same proportion in accordance with the provisions of Article 31 of the Articles of Association or repurchases its shares on a stock exchange through open transactions, interested shareholder' shall mean the controlling shareholder as defined in Article 55 of these Articles of Association;"

(17) By amending item (2) of paragraph 2 of the original Article 88 (altered as Article 91 in accordance with the foregoing) to read as: "Where the Company repurchases its shares by way of an agreement otherwise than on a stock exchange in accordance with the provisions of Article 31 of these Articles of Association, ....."

(18) By amending the original Article 89 (altered as Article 92 in accordance with the foregoing) to read as: "Resolution of a class meeting shall be passed by two-thirds or more of the shares with voting rights held by the class shareholders who, according to Article 91 are entitled to vote at that class meeting;"

(19) By amending the original Article 101 (altered as Article 104 in accordance with the foregoing) to read as: "The quorum of the meeting of the board of directors shall be more than one-half of the directors (including those

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本章程第一百零七条书面委托其他董事代为出席董事会的董事)出席方可举行。」

(20) 增加一條，作為第一百零五條：

「董事连续两次未能出席会议，也不委托其他董事出席董事会会议，视为不能履行职责，董事会应当建议股东大会予以撤换。」

(21) 增加一條，作為第一百零六條：

「董事可受聘兼任经理、副经理或其他高级管理人员，但兼任经理、副经理或其他高级管理人员职务的董事不得超过公司董事总数1/2。」

(22) 原第一百零二條至第一百九十七條順序修改為第一百零七條至第二百零二條。

(23) 原第一百三十一條(按前述為第一百三十六條)修改為：「……，但本章程第五十四条规定的情形除外。」

(24) 原第一百三十二條(按前述為第一百三十七條)修改為：「董事个人或者其所任职的其他企业直接或间接与公司已有的或者计划中的合同、交易、安排有关联关系时(聘任合同除外)，不论有关事项在一般情况

directors who have in writing appointed other directors to attend the meeting on their behalf under Article 107 of the Articles of Association.”

(20) By adding the following as Article 105: “A director who fail to attend and has not appointed other director to attend the meeting of the board of directors on his behalf on two consecutive occasions shall be deemed to be incapable of performing his duties. The board of directors shall propose for his removal in the shareholders’ general meeting;”

(21) By adding the following as Article 106: “A director may be appointed to the office of the manager, deputy manager or other officer. However, the number of directors who are appointed to the office of the manager, deputy manager or other officer shall not exceed one-half of the total number of directors of the Company;”

(22) By altering original Articles 102 to 197 in sequence to read as Articles 107 to 202 respectively.

(23) By amending the original Article 131 (altered as Article 136 in accordance with the foregoing) to read as: “Except as provided in Article 54 of the Articles of Association, ……”

(24) By amending the original Article 132 (altered as Articles 137 in accordance with the foregoing) to read as: “Where a director personally or through other company in which he holds office, is in any way directly or indirectly connected in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than contract of service), he shall

下是否需要董事会批准同意，均应当尽快向董事会披露其关联关系的性质和程度。除非有关关联关系的董事按照本条前款的要求向董事会作了披露，并且董事会在不将其计入法定人数，该董事亦未参加表决的会议上批准了该事项，公司有权撤销该合同、交易或者安排，但对方是善意第三人的情况下除外。」

(25) 原第一百三十七條(按前述為第一百四十二條)第一款修改為：「公司违反第一百四十条第一款的规定所提供的贷款担保，……」

(26) 原第一百四十一條(按前述為第一百四十六條)第一款第(二)項修改為：「……。控股股东的定义与本章程第五十五条所称“控股股东”的定义相同。」

(27) 原第一百五十一條(按前述為第一百五十六條)第二款修改為：「……，但是本章程第一百六十二条另有规定的除外。」

(28) 原第一百五十七條(按前述為第一百六十二條)修改為：「在符合本章程第五十七条及第九十八条第一款第(十六)項的情況下，……」

disclose the nature and extent of his connection to the board of directors at the earliest opportunity whether or not the contract, transaction, arrangement or proposal therefor is otherwise subject to the approval of the board of directors in normal circumstances. Unless the connected director has disclosed his connection to the board of directors in accordance with the preceding paragraph and the contract, transaction or arrangement has been approved by the board of directors at meeting in which the connected director is not counted in the quorum and has refrained from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide third party.”

(25) By amending paragraph 1 of the original Article 137 (altered as Article 142 in accordance with the foregoing) to read as: “A guarantee provided by the Company in breach of paragraph 1 of Article 140 ……”

(26) By amending item (2) of paragraph 1 of the original Article 141 (altered as Article 146 in accordance with the foregoing) to read as: “…….The definition of “controlling shareholder” shall be the same as the one defined in Article 55 of these Articles of Association;”

(27) By amending paragraph 2 of the original Article 151 (altered as Article 156 in accordance with the foregoing) to read as: “save as otherwise provided in Article 162 of these Articles of Association, ……”

(28) By amending the original Article 157 (altered as Article 162 in accordance with the foregoing) to read as: “Subject to Article 57 and item (16) of paragraph 1 of Article 98 of these Articles of Association, ……”

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及授權本公司董事會將有關本公司章程的修改上報國家有關部門申請批准及備案。」

8. 審議及批准以特別決議案方式通過以下議案：-

「在下述限額之限制下及自本決議案通過之日起12個月內，公司可以單獨或同時分配或發行內資股、境外上市外資股，授權董事會辦理公司增發新股的具體事項。授權有效期為12個月或到股東大會通過特別決議撤銷或更改為止；及

如果公司擬發行的內資股、境外上市外資股的數量各自不超過於本決議案當日該類已發行在外股份的20%，董事會可以在規定的限額內，對全部或者部份分配或發行新股的數量作出決定；及

授權董事會根據上述內資股、境外上市外資股的發行情況，對本公司章程第二十條及二十三條有關的條文內容進行相

And that the directors of the Company be and are hereby authorised to submit the relevant amendments to the Company's Articles of Association to the relevant authorities of the PRC for approval and record."

8. To consider and approve the passing of the following resolution by way of special resolution:-

"THAT the Company be and is hereby sanctioned, subject to the limit hereinafter mentioned and within 12 months from the date of passing this resolution, to allot or issue (either separately or simultaneously), domestic shares and overseas listed foreign shares, and that the Board of Directors be and is hereby authorised to deal with matters relating to the issue of additional new shares of the Company. Such authorisation shall be valid for a period of 12 months or until revocation or variation by a special resolution passed in shareholders' general meeting; and

that the Board of Directors shall determine, within the prescribed limit, the number of new shares to be allotted or issued, whether in whole or in part, provided that the number of domestic shares and/or overseas listed foreign shares intended to be issued by the Company, in each case, shall not exceed 20% of the issued shares of that class as at the date of this resolution; and

that the Board of Directors be and is hereby authorised, according to the issue of the domestic shares and overseas listed foreign shares aforesaid, to carry out the corresponding amendments to the contents of the relevant provisions of Articles 20 and 23 of the Company's Articles of Association, so

應的修改，以反映本公司股本結構由於分配或發行新股所發生的變動；及授權董事會將有關本公司章程的修改上報國家有關部門申請批准及備案。」

承董事會命

秘書

賀江川

中國•北京

二零零一年四月十七日

as to reflect the change in the shareholding structure of the Company as a result of the allotment or issue of new shares; and

that the Board of Directors be and is hereby authorised to submit the relevant amendments to the Company's Articles of Association to the relevant authorities of the PRC for approval and record."

By Order of the Board

**HE Jiang-Chuan**

Secretary

Beijing, PRC

17th April, 2001

Notice of Annual General Meeting

附註：

1. 有資格出席上述會議及於會上投票的本公司股東，均可依照本公司之公司章程委派一名或多名代理人出席會議及代其投票；代理人毋須為本公司股東。
2. H股股東代理人委任表格及如果該代理人委任表格由他人根據授權書或其他授權文件代表委託人簽署，經由公證律師證明之該等授權書或其他授權文件的副本，必須最遲於此會議召開前二十四小時或指定投票方式表決時間前二十四小時送達本公司H股過戶登記處香港中環德輔道中199號維德廣場二樓香港證券登記有限公司，方為有效。
3. 股東或其代理人出席會議時應出示本人身份證明文件。
4. 本公司將於二零零一年五月十四日(星期一)至二零零一年六月十三日(星期三)(首尾兩天包括在內)暫停辦理股東名冊變更登記。
5. 於二零零一年五月十四日(星期一)已經登記在股東名冊上的股東有權出席會議並進行表決。
6. 擬出席會議的股東應當填妥出席會議的回條並將回條於二零零一年五月二十四日(星期四)或該日之前送達本公司法定地址中國北京市朝陽區北四環中路8號。回條可親身交回本公司，亦可以郵遞、電報或圖文傳真方式交回，圖文傳真號碼為(8610) 6499-1967。
7. 截至二零零零年十二月三十一日止年度的末期股息預計於二零零一年六月二十一日(星期四)或之前派發予在二零零一年五月十七日(星期四)已登記在股東名冊上的股東。

Notes:

1. Any shareholder entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Articles of Association of the Company. A proxy need not be a shareholder of the Company.
2. In order to be valid, the proxy form of holders of H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the Company's H Share Registrars, Hong Kong Registrars Limited at 2/F., Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. Shareholders or their proxies shall produce their identity documents when attending the meeting.
4. The register of shareholders of the Company will be closed from Monday, 14th May, 2001 to Wednesday, 13th June, 2001 (both dates inclusive), during which period no transfer of shares will be registered.
5. Shareholders whose names appear in the register of shareholders on Monday, 14th May, 2001 are entitled to attend and vote at the meeting.
6. Shareholders who intend to attend the meeting shall complete and lodge the reply slip for attending the meeting at the Company's legal address at No.8 Bei Si Huan Zhong Road, Chao Yang District, Beijing, the People's Republic of China on or before Thursday, 24th May, 2001. The reply slip may be delivered to the Company by hand, by post, by cable or by fax no. (8610) 6499-1967.
7. The final dividend for the year ended 31st December, 2000 is expected to be paid on or before Thursday, 21st June, 2001 to the shareholders whose names appear on the register of shareholders on Thursday, 17th May, 2001.

8. 凡欲獲派上述末期股息而尚未登記過戶的H股持有人，必須於二零零一年五月十一日(星期五)下午四時正或之前，將過戶文件連同有關股票，一併送達本公司H股過戶登記處香港證券登記有限公司。
9. 股東週年大會預期需時不超過半天，往返及食宿費用自理。
10. 關於本通告第6項至第8項之決議案，一份提供有關批准、追認及確認《關於綜合服務協議的補充協議》、修改公司章程及批准發行內資股及境外上市外資股之一般授權的通函將連同本公司二零零零年年報寄予各股東。

8. *In order to qualify for the final dividend mentioned above, holders of H shares whose transfers have not been registered shall deposit the transfers at the Company's H Share Registrars, Hong Kong Registrars Limited together with the relevant share certificates not later than 4:00 p.m. on Friday, 11th May, 2001.*
9. *The annual general meeting is not expected to take more than half a day. Shareholders or their proxies attending the annual general meeting shall be responsible for their own travel and accommodation expenses.*
10. *Concerning the resolutions set out in items 6 to 8 of this notice, a circular relating to the approval, ratification and confirmation of the Supplemental Agreement to the Miscellaneous Service Agreement, amendments to the Company's Articles of Association and approval of a general mandate to issue domestic shares and overseas listed foreign shares will be despatched to shareholders together with the Annual Report of the Company for the year 2000.*