

GENERAL MEETINGS OF SHAREHOLDERS

(I) THE 2001 1ST EXTRAORDINARY GENERAL MEETING

Pursuant to the resolution passed at the fifth session meeting of the Third Board of Directors, the second session meeting of the Third Supervisory Committee held on Tuesday 20th February 2001, it was agreed that the 2001 1st Extraordinary General Meeting would be held at Jiangsu Communications Building, 69 Shigu Road, Nanjing, the PRC at 9.00 a.m. on Monday, 9th April 2001, and the notice for the Extraordinary General Meeting was published on 21st February 2001.

Shareholders who were entitled to vote and shareholders' authorized representatives attending the meeting considered, voted on and passed the following resolutions: that the resignation by Mr. Zhang Jun Yuan, Mr. Zhang Quan Geng, Mr. Le Jia Hua, Ms. Xu Yi Qun from the office as directors of the Company be approved, that the resignation of Mr. Xu Hua Qiang from the office as director of the Company be ratified with retrospective effect, that the resignation of Mr. Gen Liu Yu, Mr. Wu Zan Ping, Mr. Xing Guo Qiang from the office as supervisors of the Company be approved, and that the Company's signing of the termination of service contracts with them be approved; that Mr. Shen Chang Quan, Mr. Zhou Jian Qiang, Mr. Zhu Yao Ting, Mr. Chen Xiang Hui, Mr. Cui Xiao Lung be appointed as directors of the Company be approved, that Mr. Xu Yang, Mr. Du Wen Yi, Ms. Ma Ning be appointed as supervisors of the Company be approved, and that the Company's signing of service contracts with them be approved.

Resolutions of the Extraordinary General Meeting were published on the China Securities Daily, Shanghai Securities Daily, South China Morning Post, Hong Kong Economic Times on 10th April 2001.

(II) THE 2000 SHAREHOLDERS ANNUAL GENERAL MEETING

Pursuant to the resolution passed at the seventh session meeting of the Third Board of Directors held on Wednesday 11th April 2001, it was agreed that the 2000 1st Shareholders Annual General Meeting be held at Jiangsu Communications Building, 69 Shigu Road, Nanjing, the PRC at 9.00 a.m. on Friday, 8th June 2001, and the notice for the Shareholders Annual General Meeting be published on 12th April 2001.

Shareholders who were entitled to vote and shareholders' authorized representatives attending the meeting considered, voted and passed the following resolutions: that the 2000 year Report of the Board of Directors, Report of the Supervisory committee, the audited accounts and the Auditors' Report be approved; that the re-appointment of Arthur Andersen & Co (Hong Kong) and Arthur Andersen • Hua-Qiang Certified Public Accountants as the Company's auditor be approved; that the distribution of the Company's final dividends for the year 2000, with the payment of RMB 0.90 (tax included) in cash for each ten shares be approved.

Resolutions of the Shareholders Annual General Meeting were published on the China Securities Daily, Shanghai Securities Daily, South China Morning Post, Hong Kong Economic Times on 9th June 2001.