

# 股東大會簡介

## Shareholders' General Meeting

一、於報告期內公司共召開一次股東大會。關於召開大會的通告於2002年3月20日刊登於《中國證券報》、《上海證券報》、香港《文匯報》和《Hong Kong iMail》。

公司於2002年5月9日在公司總部召開2001年度股東周年大會。出席會議的股東或經授權股東代理人共46名，代表股份共596,911,216股，佔公司總股本的91.13%。符合《中華人民共和國公司法》和公司章程有關規定。

### 1. 經股東大會審議，以普通決議通過如下決議：

- (1) 批准本公司截至2001年12月31日止年度董事會報告。
- (2) 批准本公司截至2001年12月31日止年度監事會報告。
- (3) 批准本公司2001年度經審核財務報告。
- (4) 批准本公司2001年度利潤分配方案：決定2001年度本公司不進行利潤分配，也不實施資本公積金轉增股本。
- (5) 追認深圳大華天誠會計師事務所（中國註冊會計師）為本公司2001年度國內核數師，並授權董事會釐定其酬金。

1. The Company held one general meeting during the reporting period. The notice of the Annual General Meeting was published in China Securities Journal, Shanghai Securities News, Hong Kong Wen Wei Po and Hong Kong iMail on 20 March 2002.

The Company held its Annual General Meeting for 2001 on 9 May 2002 at the Company's headquarters. 46 shareholders and duly authorized proxies attended the meeting, representing 596,911,216 shares, or 91.13% of the Company's total share capital, which complied with the Company Law of the People's Republic of China and the requirement of the Articles of Association of the Company:

### 1. The following resolutions were passed at the meeting as ordinary resolutions:

- (1) The report of the Board of Directors for the year ended 31 December 2001 was approved;
- (2) The report of the Supervisory Committee of the Company for the year ended 31 December 2001 was approved;
- (3) The audited financial statements of the Company for the year 2001 were approved;
- (4) The profit appropriation plan of the Company for the year 2001 was approved, according to which the Company did not appropriate profit nor increase its share capital by converting from surplus reserve for the year 2001;
- (5) The appointment of Shengzhen Dahua Tiancheng Certified Public Accountant (Certified Accountants in the PRC) as the Company's domestic auditor for the year 2001 was ratified and the Board of Directors was authorized to fix its remuneration; and



## 股東大會簡介 Shareholders' General Meeting

### 1. 經股東大會審議，以普通決議通過如下決議（續）：

- (6) 批准續聘浩華會計師事務所（香港執業會計師）、深圳大華天誠會計師事務所（中國註冊會計師）分別為本公司2002年度國際及國內核數師，並授權董事會釐定其酬金。

### 2. 本次股東周年大會經江蘇南京永衡律師事務所（現更名為：「江蘇法德永衡律師事務所」。）景忠律師見證，並出具本次股東大會合法有效的法律意見書。

以上決議公告於2002年5月10日刊登於《中國證券報》、《上海證券報》、香港《文匯報》和《Hong Kong iMail》。

### 二、選舉、更換公司董事、監事情況

於報告期內公司無選舉、更換公司董事、監事情況。

### 1. The following resolutions were passed at the meeting: *(continued)*

- (6) The re-appointment of Horwath Hong Kong CPA Limited (Hong Kong Certified Public Accountants) and Shenzhen Dahua Tiancheng Certified Public Accountants (PRC Certified Accountants) as the Company's international and domestic auditors respectively for the year 2002 and authorize the Board of Directors to fix their remuneration.

### 2. The Annual General Meeting was Witnessed by Mr. Jingzhong of Jiangsu Nanjing Yunheng Law Firm (currently renamed as Jiangsu FD Yongheng Law Firm) Who Issued a Legal Opinion Certifying That The Meeting Was Legally And Validly Held.

The above resolutions approved at the meeting were published in China Securities Journal, Shanghai Securities News, Hong Kong Wen Wei Po and Hong Kong iMail on 10 May 2002.

### B. Election and Change in Directors and Supervisors

During the reporting period there was no election or change in Directors and Supervisors.