

The 2001 annual general meeting (“Annual General Meeting”) of the Company was convened during the reporting period, details of which were as follows:

1. CONVENING AND HOLDING OF THE ANNUAL GENERAL MEETING

On 21 January 2002, a notice of Annual General Meeting was published on Hong Kong Commercial Daily and iMail (former name of “The Standard”). On 12 March 2002, the notice of the said meeting was published on Shanghai Securities Journal and China Securities Journal.

On 25 April 2002, the Annual General Meeting was held in the conference room of the Company. Four shareholder representatives were present at the meeting, representing 645,291,428 effective voting shares, which amounted to 54.52% of the total shares of the Company. One of the said representatives was a proxy of the holders of H Shares, representing 21,082,000 effective voting shares. The meeting was chaired by Mr. Guo Wensan, the chairman of the board of directors of the Company and the directors, supervisors and senior management of the Company attended the meeting. The Annual General Meeting was held in accordance with the Company Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, other relevant laws and regulations, and the articles of association of the Company.

2. THE FOLLOWING RESOLUTIONS WERE PASSED BY POLL AT THE MEETING:

- (1) The report of the Board of Directors for the year ended 31 December 2001 was approved.
- (2) The report of the Supervisory Committee for the year ended 31 December 2001 was approved.
- (3) The audited financial statements for the year ended 31 December 2001 were approved.
- (4) The profit appropriation proposal for the year 2001 was approved.
- (5) The Board of Directors was authorised to declare the payment of the interim dividend for 2002 and fix its amount.
- (6) The re-appointments of the PRC and international auditors of the Company were approved and the Board of Directors was authorised to fix their remuneration.
- (7) The appointment of Ms. Xue Tong Zu as an independent non-executive director of the Company was approved.
- (8) The amendments to the articles of association of the Company as set out in such notice were approved.
- (9) The special resolution to authorise the Board of Directors to allot and issue new shares of the Company was considered and approved.

Highlights of the General Meeting

All resolutions proposed at the meeting were passed. Mr. Zhang Xusheng, a practising attorney of Jingtian and Gongcheng attended the meeting and confirmed that the convening and procedures, eligibility of the attending persons and voting procedures of the Annual General Meeting were legal and valid.

The resolutions passed at the Annual General Meeting were published on Shanghai Securities Journal, China Securities Journal, Hong Kong Commercial Daily and iMail (former name of “The Standard”) on 26 April 2002.

3. ELECTION AND CHANGE OF DIRECTORS AND SUPERVISORS

The Annual General Meeting approved the appointment of Ms. Xue Tong Zu as an independent non-executive director of the Company. As a result, the number of independent non-executive directors of the Company increased to 3.