

# General Meetings of Shareholders

## The 2001 Annual General Meeting

Pursuant to the resolution passed at the ninth meeting of the third Board of Directors held on Monday 8th April 2002, it was agreed that the 2001 Annual General Meeting be held at Jiangsu Communications Building, 69 Shigu Road, Nanjing, the PRC at 9:00 a.m. on Tuesday, 28th May 2002, and the notice for the Annual General Meeting be published on 9th April 2002.

Shareholders who were entitled to vote and shareholders' authorised representatives attending the meeting considered, voted and passed the following resolutions: that the 2001 annual report of the Board of Directors, Report of the Supervisory Committee, the audited accounts and the Auditors' Report were approved; that the appointment of PricewaterhouseCoopers as the Company's overseas auditor and PricewaterhouseCoopers Zhong Tian CPAs Co., Ltd. as the domestic auditor were approved; that the distribution of the Company's final dividends for the year 2001, with the payment of RMB1.25 (tax included) in cash for each ten shares was approved; that the Company's amendment of the Articles of Association and meeting procedures in relation to corporate governance were approved; that the connected transaction of 33.33% equity interest in Sujiahang Expressway Company Limited was approved.

The meeting had considered, voted and passed the re-election of Board of Director and Supervisor Committee members: that the appointments of Mr. Wang Guo Gang and Mr. Yang Xiong Sheng as independent directors of the Company were approved and service agreements were signed; the appointment of Mr. Zhang Wen Sheng, Mr. Zheng Cheng Yu as supervisors of the Company were approved and service agreements were signed; the resignations of Mr. Li Da Peng, Mr. Liu Bu Cun and Mr. Zhu Yao Ting from the office as directors of the Company were approved, and the resignation of Mr. Du Wen Yi from the office as supervisor of the Company was approved, and the Company's signing of the termination of service agreements with them was approved.

Resolutions of the Annual General Meeting were published on the China Securities Daily, Shanghai Securities Daily, South China Morning Post and Hong Kong Economic Times on 29th May 2002.