



1. The Company issued a notice to hold its 2001 AGM on 10 May 2002 and the 2001 AGM was held at the Conference Centre of Yihua Hotel of the Company in Yizheng City, Jiangsu Province, PRC on 28 June 2002. Shareholders and their authorised representatives, holding 3,744,790,797 shares representing 93.62 per cent of the Company's total issued shares were present at the 2001 AGM, the quorum of the meeting was formed in accordance with the Articles of Association of the Company and the Company Law.

The 2001 AGM considered and passed the Report of the Board for 2001, the Report of the Supervisory Committee for 2001, the Report of the Independent Supervisors, the Audited Financial Statements and the Report of the Auditors of the Company for 2001, the proposed scheme of profit distribution of the Company for 2001, the re-appointment of KPMG Huazhen and KPMG as domestic and international auditors of the Company respectively for 2002, and that the Board was authorised to fix the remuneration of the auditors, the resolution regarding the approval of the change in accounting policy of housing resolution fund, the resolution regarding the approval of the resignation of a director. Mr. Ma Yu-ping, the resolution regarding the election of Mr. Guan Tiao-sheng as a member of the third term of the Board and the special resolution regarding that the Company can through placing or public offering, during the relevant period, either separately or concurrently, representing not more than twenty per cent of each of the existing issued domestic capital shares and overseas listed foreign capital shares.

The resolution announcement of the 2001 AGM was disclosed in China Securities, Shanghai Securities News, Securities Times, Hong Kong Economic Times and South China Morning Post on 1 July 2002.

2. The Company issued a notice of the EGM on 4 November 2002 and the EGM was held at the Conference Centre of Yihua Hotel of the Company in Yizheng City, Jiangsu Province, PRC on 20 December 2002. Shareholders and their authorised representatives, holding 3,741,276,797 shares representing 93.53 per cent of the Company's total issued shares were present at the EGM, the quorum of the meeting was formed in accordance with the Articles of Association of the Company and the Company Law.

The EGM elected the fourth term Directors and Supervisors who are the representatives of the shareholders, considered and approved the scheme of the salary of the Directors and Supervisors of the Company's fourth term of the Board, the Rules and Procedures for Shareholders' General Meeting, the amendments to the Articles of Association of the Company as special resolution and authorisation of any one of the Directors of the Company to deal on behalf of the Company with such relevant application, approval, ratification, registration and filing procedure and other related issues arising from the abovementioned amendments to the Articles of Association of the Company as special resolution.

The resolution announcement of the EGM was disclosed in China Securities, Shanghai Securities News, Securities Times, Hong Kong Economic Times and South China Morning Post on 23 December 2002.