

## Highlights of General Meetings

The 2003 annual general meeting and the first 2004 extraordinary general meeting of the Company were convened during the reporting period, details of which were as follows:

### (I) 2003 Annual General Meeting

#### 1. Convening and Holding of the General Meeting

On 18 March 2004, the notice of the 2003 annual general meeting of the Company was published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong Standard. On 12 May 2004, the 2003 annual general meeting of the Company was held in the conference room of the Company. Five shareholder representatives were present at the meeting, representing 1,089,407,178 effective voting shares, accounting for 86.76% of the total shares of the Company. One of the said representatives was a proxy of the holders of H Shares, representing 429,593,898 effective voting shares. This 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. This general meeting was convened in accordance with the Company Law of the People's Republic of China, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council, other relevant laws and regulations, and the requirements of the articles of association of the Company.

#### 2. Resolutions Passed at the General Meeting

The following resolutions were considered and approved by poll at this general meeting:

- (1) The report of the board of directors for the year 2003 was considered and passed.
- (2) The report of the supervisory committee for the year 2003 was considered and passed.
- (3) The audited financial statements for the year ended 31 December 2003 were considered and passed.
- (4) The profit appropriation proposal for the year 2003 was considered and passed.
- (5) The re-appointments of PricewaterhouseCoopers Zhong Tian as the PRC auditor and PricewaterhouseCoopers as the international auditor of the Company were approved and the board of directors was authorised to fix their remuneration.
- (6) The resolution to re-elect the board of directors and supervisory committee and to authorise the board of directors to fix the remuneration of each of the directors and supervisors in the third session of board of directors and supervisory committee was considered and approved.
- (7) The special resolution to authorise the board of directors to allot and issue new shares was considered and approved.

## Highlights of General Meetings

### (I) 2003 Annual General Meeting *(Continued)*

#### 2. Resolutions Passed at the General Meeting *(Continued)*

Please refer to “(II) Appointment and dismissal of directors, supervisors and senior management of the Company during the reporting period” set out in “Directors, Supervisors, Senior Management and Staff” for details of the election and change of directors and supervisors.

All resolutions proposed at this general meeting were passed. The resolutions passed at this general meeting were published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong Standard on 13 May 2004.

### (II) The first 2004 Extraordinary General Meeting

#### 1. Convening and Holding of the General Meeting

On 11 May 2004, the notice of the first 2004 extraordinary general meeting was published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong Standard. On 29 June 2004, the first 2004 extraordinary general meeting of the Company was held in the conference room of the Company. One shareholder representative was present at the meeting and was authorised as the proxy of holders of state-owned legal person Shares and proxy of the holders of H Shares, together representing 1,037,063,898 shares, accounting for 82.59% of the aggregate number of the shares of the Company. Of the above shares, 414,583,898 were H Shares. This meeting was chaired by Mr. Guo Jingbin, the executive director, and certain directors, supervisors and senior management of the Company attended the meeting. This general meeting was convened in accordance with the Company Law of the People’s Republic of China, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council, other relevant laws and regulations, and the requirements of the articles of association of the Company.

#### 2. Resolutions passed at the general meeting

The following resolutions were considered and passed by poll at the first 2004 extraordinary general meeting:

- (1) The ongoing connected transactions made between the Company and its subsidiaries and Shanghai Conch Construction Material International Trading Company Limited was considered and approved.
- (2) The amendments made to some of the provisions of the articles of association of the Company in accordance with the regulations and requirements of China Securities Regulatory Commission, The Stock Exchange of Hong Kong Limited and relevant authorities were considered and approved.

All resolutions proposed at this general meeting were passed. The resolutions passed at this general meeting were published on Shanghai Securities Journal, China Securities Journal, Hong Kong Wen Wei Po and Hong Kong Standard on 29 June 2004.