

INFORMATION ON GENERAL MEETINGS

1. INFORMATION ON ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

During the reporting period, the Company held four shareholders' general meetings, which are as follows:

(1) The fourteenth meeting of the second session of Board of Directors of the Company was held on 11 December 2003. It was resolved that the 2004 first extraordinary general meeting ("EGM") be held on 15th January 2004. On 15 January 2004, the meeting was held as scheduled at the Yinhu Travel Resort in Shenzhen. 26 shareholders and their proxies attended the EGM, carrying, 428,731,284 shares in aggregate, which accounted for 64.25% of all the shares of the Company. The meeting complied with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, and was legally convened and held. The resolutions considered and approved at the meeting were as follows:

- (a) conclusion on the work of the second session of the Board of Directors;

- (b) change of session of the Board of Directors and election of the third session of Directors;

- (c) change of session of the Supervisory Committee and election of third session Supervisors for shareholders' representatives;

- (d) determine Director's allowances;

- (e) determine Supervisor's allowances; and

- (f) amendments to the Articles of Association of the Company.

The announcement of the resolutions of the EGM was published in China Securities Journal, the Securities Times and the Shanghai Securities News on 16 January 2004.

(2) The fourth meeting of the third session of Board of Directors of the Company was held on 13 April 2004. It was resolved that the 2003 annual general meeting be held on 17 May 2004. On 17 May 2004, the meeting was held as scheduled at the Yinhu Travel Resort in Shenzhen. 26 shareholders and their proxies attended the annual general meeting, carrying

423,177,830 shares in aggregate, which accounted for 63.42% of all the shares of the Company. The meeting complied with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, and was legally convened and held. The resolutions considered and approved at the meeting are as follows:

- (a) the 2003 Report of the Board of Directors of the Company;

- (b) the 2003 Report of the Supervisory Committee of the Company;

- (c) the 2003 Report of the General Manager of the Company;

- (d) the 2003 annual report and profit distribution plan; and

- (e) the proposed signing of 2004 connected transactions framework agreements

(3) the sixth meeting of the third session of Board of Directors of the Company was held on 28 May 2004. It was resolved that the 2004 second extraordinary

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general meeting ("EGM") be held on 30 June 2004. On 30 June 2004, the meeting was held as scheduled at the Yinhu Travel Resort in Shenzhen. 68 Shareholders and their proxies attended the EGM, carrying 589,614,098 shares in aggregate, which accounted for 73.63% of all the shares of the Company. The meeting complied with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, and was legally convened and held. The resolutions considered and approved at the meeting are as follows:

- (a) offering and listing of H shares;
- (b) distribution and use of proceeds from the offering of H shares;
- (c) description on the status of use of proceeds from previous capital raising;
- (d) amendments to the Articles of Association of the Company;
- (e) addition of independent Director;
- (f) authorization to the Board of Directors on matters regarding the

offering and listing of H shares;

- (g) consent on the validity period for the offering and listing of H shares;
 - (h) appointment of Ernst and Young as the international auditors for the offering of H shares;
 - (i) consent to share pre-offering accumulated profits of the Company between new and old shareholders subsequent to the offering
- (4) The seventh meeting of the third session of Board of Directors of the Company was held on 22 July 2004. It was resolved that the third extraordinary general meeting ("EGM") be held on 2 September 2004. On 2 September 2004, the meeting was held as scheduled at the Yinhu Travel Resort in Shenzhen. 18 shareholders and their proxies attended the EGM, carrying 492,809,671 shares in aggregate, which accounted for 61.54% of all the shares of the Company. The meeting complied with the relevant requirements of the Company Law of the People's Republic of China and the Articles of Association of the Company, and was legally convened and held.

The members of the Company resolved that its domestic auditors be changed.

2. ELECTION AND REPLACEMENT OF DIRECTORS AND SUPERVISORS IN 2004

Details of the election and replacement of the Company's Directors and Supervisors in 2004 are set out on page 35 of this annual report.