

Overview of the Shareholders' General Meetings

1. SHAREHOLDERS' GENERAL MEETINGS DURING THE YEAR

(1) Notifying, convening and holding of the Shareholders' General Meetings

In respect of convening and holding of Annual General Meeting 2003, the Company announced the time, place, resolutions to be considered and approved and other businesses together with the notice of annual general meeting by way of announcements on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 13th February 2004. The notice of annual general meeting had also been sent by pre-paid post to the H Share Shareholders.

The Company held the Annual General Meeting 2003 (the 12th Shareholders' general meeting of the Company) at the conference room of the Company at 4/F, 45 Guizhou Road, Heping District, Tianjin, the PRC on 30th March 2004. There were Shareholders holding 894,254,200 Shares, representing 67.24% of the total number of the Shares in issue, present in person or by proxy. The said meeting was chaired by Ms. Ma Bai Yu, the chairman of the Board. Certain Directors, Supervisors and senior management of the Company attended the meeting. The solicitor and notary of the Company were present. The procedures for convening the meeting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Resolutions passed by the Shareholders' General Meeting and the disclosure of information:

The Annual General Meeting considered and passed the following resolutions by votes:

As ordinary resolutions:

1. to consider and approve the annual report of the Company for the year 2003;
2. to consider and approve the accounts of the Company for the year 2003, audited by the domestic and international auditors of the Company;
3. to consider and approve the report of directors of the Company for the year 2003;
4. to consider and approve the financial report of the Company for the year 2003 and financial budget for the year 2004;
5. to consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2003;
6. to consider and approve the proposals relating to the reappointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd., the PRC and PricewaterhouseCoopers CPAs in Hong Kong as the domestic and international auditors of the Company;

1. SHAREHOLDERS' GENERAL MEETINGS DURING THE YEAR *(Cont'd)*

(1) Notifying, convening and holding of the Shareholders' general meetings *(Cont'd)*

7. to consider and approve the operating and development plans of the Company for 2004;
8. to consider and approve the report of the supervisory committee of the Company for the year 2003;
9. to consider and approve the proposal relating to the extension of the validity period for the issue of the A Shares Convertible Bonds.

As special resolutions:

1. to consider and approve the resolution in respect of the change of registered office address of the Company;
2. to consider and approve the proposals on the grant of general mandate to the Board for the allotment and issue of new Shares (H Shares) and reduction in the holding of state-owned Shares.

The announcement of the resolutions passed in the Annual General Meeting of the Company was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 31st March 2004.

2. EXTRAORDINARY GENERAL MEETINGS DURING THE YEAR

(1) Notifying, convening and holding of the first Extraordinary General Meeting

In respect of convening and holding of the first Extraordinary General Meeting for 2004 and the Class Meeting for holders of H Shares and Domestic Shares for the amendment to certain terms for the issue of the A Shares Convertible Bonds, the Company published the time, place, resolutions to be considered and approved and other businesses together with the Notice of Extraordinary General Meeting by way of announcements on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 15th April 2004. At the same time, the Notice for Convening the Extraordinary General Meeting and Class Meeting for Holders of Company's H Shares and Domestic Shares for the Amendment to Certain Terms for the Issue of A Shares Convertible Bonds had been sent to the foreign shares' Shareholders and also by pre-paid post to the H Shares' Shareholders.

2. EXTRAORDINARY GENERAL MEETINGS DURING THE YEAR *(Cont'd)*

(1) Notifying, convening and holding of the first Extraordinary General Meeting *(Cont'd)*

The Company held the Extraordinary General Meeting for 2004 and the Class Meeting for holders of Domestic Shares and H Shares at the conference room of the Company on 4/F, 45 Guizhou Road, Heping District, Tianjin, the PRC on 30th May 2004. This Extraordinary General Meeting was attended by members of the Company in persons or by proxies holding and representing approximately 882,950,000 Shares, having approximately 66.387% of the Company's share capital in issue. This Class Meeting for holders of domestic Shares was attended by members of the Company in persons or by proxies holding and representing approximately 839,028,000 Shares, being 84.75% of the total domestic Shares of the Company. This Class Meeting for holders of H Shares was attended by members of the Company in persons or by proxies holding and representing approximately 439,220,000 Shares, having 12.918% of the total H Shares of the Company in issue. The procedures for convening such meeting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association. The meeting was chaired by Ms.Ma Bai Yu, the chairman of the Board. Certain Directors, Supervisors and senior management of the Company attended and the solicitor of the Company was present in this Extraordinary General Meeting and Class Meeting for holders of Domestic Shares and H Shares.

Resolutions passed by the Shareholders' General Meeting of the Company and the disclosure of information:

Special resolutions passed by this first Extraordinary General Meeting were as follows:

1. To consider and approve the resolutions in respect of the amendments to certain terms for the issue of A Shares Convertible Bonds separately;
2. To consider and approve the resolutions in respect of authorising the Board with full power to issue A Shares Convertible Bonds and all related matters.

Resolutions passed by this Class Meeting for holders of domestic Shares were as follows:

1. To consider and approve the resolutions in respect of the amendments to certain terms for the issue of A Shares Convertible Bonds separately;
2. To consider and approve the resolutions in respect of authorising the Board with full power to issue A Shares Convertible Bonds and all related matters.

(1) Notifying, convening and holding of the first Extraordinary General Meeting (Cont'd)

Resolutions passed by this Class Meeting for holders of H Shares were as follows:

1. To consider and approve the resolutions in respect of the amendments to certain terms for the issue of A Shares Convertible Bonds separately;
2. To consider and approve the resolutions in respect of authorising the Board with full power to issue A Shares Convertible Bonds and all related matters.

The announcement of the results of the Extraordinary General Meeting was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 15th April 2004.

(2) Notifying, convening and holding of second Extraordinary General Meeting

In respect of convening and holding of the second Extraordinary General Meeting for 2004, the Company published the time, place, resolutions to be considered and approved and other businesses together with the notice of Extraordinary General Meeting by way of announcements on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 14th May 2004. The notice of Extraordinary General Meeting had also been sent by pre-paid post to the H Shares' Shareholders.

The Company held the second Extraordinary General Meeting for 2004 at the conference room of the Company on 4/F, 45 Guizhou Road, Heping District, Tianjin, the PRC on 15th June 2004. The meeting was attended by members of the Company in persons or by proxies holding approximately 889,216,000 Shares, representing approximately 66.86% of the Company's share capital in issue. The meeting was chaired by Ms. Ma Baiyu, the Chairman of the Board. The Directors, Supervisors and certain senior management of the Company attended this meeting. The solicitor of the Company was present. The procedures for convening the meeting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

Resolutions passed by the second Extraordinary General Meeting and the disclosure of information:

Special resolution passed by this Second Extraordinary General Meeting was as follows:

1. To consider and approve the resolution in respect of the confirmation of cap amount of the ongoing connected transactions of the Company.

The announcement of the results of the second Extraordinary General Meeting was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 16th June 2004.