

股東大會簡介

Shareholders' General Meeting

一、於報告期內公司共召開一次股東大會。關於召開大會的通告於2004年3月25日刊登於《中國證券報》、《上海證券報》、香港《大公報》和《The Standard》。

公司於2004年5月12日在公司總部召開2003年度股東周年大會。出席會議的股東或經授權股東代理人共45名，代表股份共591,946,793股，佔公司總股本的90.37%。符合《中華人民共和國公司法》和公司章程有關規定。

1. 經股東大會審議，以普通決議通過如下決議：

批准本公司截至2003年12月31日止年度董事會報告。

批准本公司截至2003年12月31日止年度監事會報告。

批准本公司2003年度經審核財務報告。

批准本公司2003年度利潤分配方案：決定2003年度本公司不進行利潤分配，也不實施資本公積金轉增股本。

A. The Company held one general meeting during the reporting period. The notice of the Annual General Meeting was published in China Securities Journal, Shanghai Securities News, Hong Kong Ta Kung Pao and The Standard on 25 March 2004.

The Company held its Annual General Meeting for 2003 on 12 May 2004 at the Company's headquarters. 45 shareholders and duly authorized proxies attended the meeting, representing 591,946,793 shares, or 90.73% of the Company's total share capital, which was in compliance with the Company Law of the People's Republic of China and the Articles of Association of the Company.

1. The following resolutions were passed at the meeting as ordinary resolutions:

The report of the Board of Directors for the year ended 31 December 2003 was approved.

The report of the Supervisory Committee of the Company for the year ended 31 December 2003 was approved.

The audited financial statements of the Company for the year 2003 were approved.

The profit appropriation plan of the Company for the year 2003 was approved, according to which the Company did not appropriate profit nor increase its share capital by converting from surplus reserve for the year 2003.



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1. 經股東大會審議，以普通決議通過如下決議：(續)

批准續聘香港浩華會計師事務所(香港執業會計師)、信永中和會計師事務所(中國註冊會計師)分別為本公司2004年度國際及國內核數師，並授權董事會釐定其酬金。

選舉產生第五屆董事會、第五屆監事會組成人員。

2. 經股東大會審議，以特別決議作出修改公司章程的決議。

3. 本次股東周年大會經江蘇法德永衡律師事務所梁峰律師見證，並出具本次股東大會合法有效的法律意見書。

以上決議公告於2004年5月13日刊登於《中國證券報》、《上海證券報》、香港《大公報》和《The Standard》。

A. The Company held one general meeting during the reporting period. The notice of the Annual General Meeting was published in China Securities Journal, Shanghai Securities News, Hong Kong Ta Kung Pao and The Standard on 25 March 2004. *(Continued)*

1. The following resolutions were passed at the meeting as ordinary resolutions: *(Continued)*

The appointment of Shine Wing Certified Public Accountants (Certified Accountants in the PRC) as the Company's domestic auditor for the year 2004 was ratified and the Board of Directors was authorised to fix its remuneration; and The re-appointment of Horwath Hong Kong CPA Limited (Hong Kong Certified Public Accountants) and Shine Wing Certified Public Accountants (PRC Certified Accountants) as the Company's international and domestic auditors respectively for the year 2004 and authorize the Board of Directors to fix their remuneration.

The members of the 5th Board of Director and the 5th Supervisory Committee is generated by election.

2. It was approved by the shareholders' meeting for the resolution of amendments to the Articles of Association through special resolution.

3. The Annual General Meeting was witnessed by Mr. Liangfeng of Jiangsu FD Yongheng Law Firm that issued a legal opinion certifying that the meeting was legally and validly held.

The above resolutions approved at the meeting were published in China Securities Journal, Shanghai Securities News, Hong Kong Ta Kung Pao and The Standard on 13 May 2004.



股東大會簡介

Shareholders' General Meeting

二、選舉、更換公司董事、監事情況

於2004年5月12日召開的2003年度股東周年大會選舉李安建先生、張祖忠先生、劉愛蓮女士、周振宇先生、朱立鋒先生、唐洪清先生為公司第五屆董事會董事；選舉萬輝女士、蔡良林先生、馬忠禮先生為公司第五屆董事會獨立董事；選舉張政平女士為公司第五屆監事會監事；選舉孫素華女士、鄔士元先生為公司第五屆監事會獨立監事。公司職工代表大會選舉陳寧女士、鍾友祥先生為公司第五屆監事會監事。

B. Election and Change in Directors and Supervisors

At the 2003 Annual General Meeting held on 12 May 2004, Mr. Li Anjian, Mr. Zhang Zuzhong, Ms. Liu Ailian, Mr. Zhou Zhenyu, Mr. Zhu Lifeng, Mr. Tang Hongqing were elected as directors of the fifth Board of Directors of the Company, Ms. Wan Hui, Mr. Cai Lianglin and Mr. Ma Chung Lai, Lawrence were elected as Independent Directors of the fifth Board of Directors of the Company, Ms. Zhang Zhenping was elected as Supervisor of the fifth Supervisory Committee and Ms. Sun Suhua and Mr. Wu Shiyuan were elected as Independent Supervisors of the fifth Supervisory Committee. At the employee representative meeting of the Company, Ms. Chen Ning and Mr. Zhong Youxiang were elected as the Supervisor of the fifth Supervisory Committee of the Company.

