



股東大會簡介 Shareholders' General Meeting

公司於2005年6月29日在公司總部召開2004年度股東周年大會，（關於召開大會的通告於2005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》。）出席會議的股東或經授權股東代理人共42名，代表股份共595,312,442股，佔公司總股本的90.89%。符合《中華人民共和國公司法》和《公司章程》有關規定。

The Company held its Annual General Meeting for 2004 on 29 June 2005 at the Company's headquarters. (The notice of the Annual General Meeting dated 12 May 2005 was published on China Securities Journal, Shanghai Securities News, Hong Kong Ta Kung Pao and The Standard on 13 May 2005) 42 shareholders and duly authorized proxies attended the meeting, representing 595,312,442 shares, or 90.89% 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.

(一) 經股東大會審議，以普通決議通過如下決議：

1. 批准本公司2004年度董事會報告。
2. 批准本公司2004年度監事會報告。
3. 批准本公司2004年度經審核財務報告。
4. 批准本公司2004年度利潤分配方案：決定2004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。
5. 批准續聘香港浩華會計事務所（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2005年度國際及國內核數師，並授權董事會釐定其酬金。
6. 選舉徐國飛先生、施秋生先生為公司第五屆董事會董事。並授權董事會釐定其酬金。

(1) The resolutions were passed at the general meeting as ordinary resolutions:

1. The report of the Board of Directors of the Company for the year 2004 was approved.
2. The report of the Supervisory Committee of the Company for the year 2004 was approved.
3. The audited financial statements of the Company for the year 2004 were approved.
4. The proposed profit after tax appropriation plan of the Company for the financial year of 2004 was considered and was resolved that neither profit appropriation nor capitalisation of capital reserve for the year 2004 would be made.
5. The re-appointment of Horwath Hong Kong CPA Limited (Hong Kong Certified Public Accountants), Shine Wing Certified Public Accountants (PRC Certified Accountants) as the Company's international and PRC auditors respectively for the year 2005 and the authorisation of the Board of Directors to fix their remuneration were approved.
6. Mr. Xu Guofei and Mr. Shi Qiusheng were elected as directors of the fifth Board of Directors of the Company and the Board of Directors was authorized to fix their remuneration.

股東大會簡介

Shareholders' General Meeting



(一) 經股東大會審議，以普通決議通過如下決議：(續)

7. 審議通過《股東大會議事規則》、《董事會議事規則》和《監事會議事規則》。

(二) 經股東大會審議，以特別決議作出修改《公司章程》的決議。

- (三) 本次股東周年大會經江蘇法德永衡律師事務所景忠律師見證，並出具本次股東大會合法有效的法律意見書。

以上日期為2005年6月29日的決議公告於2005年6月30日刊登於《中國證券報》、《上海證券報》、香港《大公報》和《The Standard》。

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

7. "Rules of Procedure of General Meeting", "Rules of Procedure of Board of Directors" and "Rules of Procedure of Supervisory Committee" were approved.

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

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

The above resolutions dated 29 June 2005 were published on China Securities Journal, Shanghai Securities News, Hong Kong Ta Kung Pao and The Standard on 30 June 2005.