

1. 本公司於二零零零年六月二十三日(星期五)上午九時,在哈爾濱市動力區大慶路95號B座17樓會議大廳,召開了本公司一九九九年股東周年大會。會議通過了本公司於二零零零年四月二十五日所發出之「股東周年大會通知」所列全部議案。
2. 本公司於二零零零年九月二十八日(星期四)上午九時,在哈爾濱市動力區大慶路95號B座17樓會議大廳,召開了臨時股東大會,會議通過了如下決議:
  - (1) 選舉耿雷先生、宮晶堃先生、趙克非先生、段洪義先生、袁啟鴻先生、商中福先生、王世英先生、吳偉章先生為本公司第三屆董事會執行董事;李根深先生、梁維燕先生為本公司第三屆董事會非執行董事;周道炯先生、都興有先生、劉紀鵬先生、丁雪梅女士為本公司第三屆董事會獨立董事,並以合約形式確定其酬金。任期自二零零零年九月三十日起為三年。
  - (2) 選舉郎恩齊先生、李哲彤先生為本公司第三屆監事會股東代表出任的監事;李振華先生為本公司第三屆監事會獨立監事,並以合約形式確定其酬金。任期自二零零零年九月三十日起為三年。
  - (3) 將本公司「章程」第八十二條之首句內容:「董事會由15名董事組成,其中10名為執行董事,負責處理公司日常事務,5名為非執行董事,不負責處理公司日常事務。」修改為:「董事會由15名董事組成,其中至少2名為獨立董事。」
1. The 1999 Annual General Meeting of the Company was held at Block B, 95 Daqing Road, Harbin, Heilongjiang Province, PRC on 23rd June 2000 (Friday). All of the proposed resolutions stated in the Notice of Annual General Meeting of 25th April 2000 were passed at the meeting.
2. The Extraordinary General Meeting of the Company was held at Block B, 95 Daqing Road, Harbin, Heilongjiang Province, PRC on 28th September 2000 (Thursday). The following resolutions were passed at the meeting.
  - (1) That Mr. Geng Lei, Mr. Gong Jing-kun, Mr. Zhao Ke-fei, Mr. Duan Hong-yi, Mr. Yuan Qi-hong, Mr. Shang Zhong-fu, Mr. Wang Shi-ying and Mr. Wu Wei-zhang were elected as executive directors of the third board of the Company; Mr. Li Gen-shen and Mr. Liang Wei-yan were elected as non-executive directors of the third board of the Company. Mr. Zhou Dao-jiong, Mr. Du Xing-you, Mr. Liu Ji-peng and Ms. Ding Xue-mei were elected as independent directors of the third board of the Company. The remuneration of the new board of directors is determined in the form of contract. The term of office is three years commencing 30th September 2000.
  - (2) That Mr. Lang En-qi and Mr. Li Zhe-tong were elected as members of the third supervisory committee of the Company, who are representative of shareholders of the Company. Mr. Li Zhen-hua was elected as independent supervisor of the third supervisory committee of the Company. The remuneration of the new members of the third supervisory committee is determined in the form of contract. The term of office is three years commencing 30th September 2000.
  - (3) That the first sentence of the clause 82 of the Articles of Association of the Company that "the board of directors consists of 15 directors, among whom 10 are executive directors who are responsible for routine management of the Company while 5 are non-executive directors who are not responsible for routine management of the Company" was amended and replaced with "the board of directors consists of 15 directors among whom there are at least 2 independent directors".



(4) 授權本公司董事會有權委任任何人填補董事會臨時空缺或增任為董事，其任期至本公司下一次股東年會完結時為止。

3. 本公司於二零零零年九月二十八日（星期四）上午十時，在哈爾濱市動力區大慶路95號B座17樓會議大廳及1701會議室分別召開了第三屆董事會第一次會議和第三屆監事會第一次會議。三屆一次董事會選舉耿雷先生為本公司董事長，宮晶堃先生、趙克非先生為本公司副董事長；聘任趙克非先生為本公司總經理，苗立杰先生、姚金龍先生、張海權先生、張新林先生、桑洪先生為本公司副總經理。三屆一次監事會議選舉郎恩齊先生為本公司監會主席。

除以上外，本公司期內未有其它需披露而未披露之重要事項。

(4) That the board of directors of the Company is authorized to appoint any person to fill in a casual vacancy in the board of directors or as an additional director his term of office shall expire at the conclusion of the next following annual meeting of the Company.

3. The first meeting of the third board of directors of the Company and the first meeting of the third supervisory committee of the Company were held at the meeting hall and meeting room 1701 at the Company's headquarters at 10:00 on the morning of 28th September 2000 (Thursday) respectively. At the first board meeting, Mr. Geng Lei was elected as chairman of the Company. Mr. Gong Jing-kun and Mr. Zhao Ke-fei were elected as vice chairman of the Company. Mr. Zhao Ke-fei was appointed as general manager of the Company; Mr. Miao Li-jie, Mr. Yao Jin-long, Mr. Zhang Hai-quan, Mr. Zhang Xin-lin and Mr. Sang Hong were appointed as deputy general managers of the Company. At the first supervisory meeting, Mr. Lang En-qi was elected as chairman of the supervisory committee.

Other than disclosed above, the Company did not have other diclosable significant events in the period under review.