

# SUMMARISED REPORT OF THE GENERAL MEETINGS

In 2001, three General Meetings were held by the Company:

I. The 2000 Annual General Meeting of the Company ("AGM") was held at the Company's registered office on 22 June 2001. Of those attending, there were 5 shareholders and proxies, representing a total number of 221,628,000 shares and accounting for 51.87% of the Company's total share capital. The AGM was convened in accordance with the provisions of the Company Law of the PRC and the articles of association of the Company (the "Articles of Association"). The following ordinary and special resolutions were passed at the AGM:

## **A. ORDINARY RESOLUTIONS:**

- i. To approve the report of the Directors for the year 2000;
- ii. To approve the report of the Supervisory Committee for the year 2000;
- iii. To approve the audited financial statements of the Company for the year 2000;
- iv. To approve the profit appropriation report of the Company for the year 2000;
- v. To approve the profit appropriation budget plan of the Company for the year 2001;
- vi. To approve the remuneration of the Directors and the Supervisors for the year 2001.
- vii. To approve the re-appointment of PricewaterhouseCoopers (Certified Public Accountants in Hong Kong) and Shine Wing (Certified Public Accountants in the PRC) as its international and domestic auditors respectively for the year 2001 and to authorise the Directors to fix the auditors' remuneration;
- viii. To approve and authorise the Board of Directors in having a discretion to make investments; and
- ix. To approve the resignation of Mr. Li Zhi and Mr. Zhang Gongquan as directors of the Company;

## **B. SPECIAL RESOLUTIONS:**

i. Amendments to the Articles of Association

A new Article 93a, following Article 93, was added to Chapter 10 of the Articles of Association:

THAT "The Board of Directors of the Company be authorised to have a discretion to make any investments whatsoever without prior approval from the shareholders provided that the aggregate amount of such investments does not exceed 10 % of the total asset value of the Company as specified in the latest audited financial report, subject to all practicable laws, rules and regulations."

- ii. Another special resolution was also approved at the AGM giving the Directors a conditional general mandate to repurchase H Shares with an aggregate nominal value of not more than 10 % of the aggregate nominal value of the total H Shares in issue as at the date of the said resolution.

An announcement of the above resolutions was published on the domestic PRC newspapers, Securities Times and China Securities, as well as on the Hong Kong newspapers, Wen Wei Po and Hong Kong iMail, on 25 June 2001.

- II. The Class Meeting for holders of A Shares of the Company (the "CMA") was held at the Company's registered office on 22 June 2001. 5 shareholders and proxies attended the CMA, representing a total number of 221,628,000 shares and accounting for 79.92% of the total 277,312,830 A Shares of the Company in issue. The CMA was convened in accordance with the provisions of the Company Law of the PRC and the Articles of Association. A special resolution was approved at the CMA giving the Directors a conditional general mandate to repurchase H Shares with an aggregate nominal value of not more than 10 per cent of the aggregate nominal value of the total H Shares in issue as at the date of the said resolution.

An announcement of the above resolution was published on the domestic PRC newspapers, Securities Times and China Securities, on 25 June 2001.

- III. The Class Meeting for holders of H Shares of the Company (the "CMH") was held at the Company's registered office on 22 June 2001. Neither shareholders nor proxies of shareholders attended the CMH. The resolution to grant the Board of Directors a conditional general mandate to repurchase H Shares of the Company with an aggregate nominal value of not more than 10 % of the aggregate nominal value of the total H Shares of the Company in issue as at the date of passing of the resolution was not passed.

An announcement of the above resolution was published on the Hong Kong newspapers, Wen Wei Po and Hong Kong iMail, on 25 June 2001.