

股東大會簡介

BRIEF ON ANNUAL GENERAL MEETING

股東年度

本公司於2001年5月22日在中國雲南省昆明市茨壩路23號召開2000年度股東年會,擬出席股東年會的股東或股東授權代理人代表股份共184,247,399股,佔本公司已發行股份數的75.2%。實際出席本公司股東年會的股東和股東授權代理人代表的有表決權的股份數為120,007,400股,佔本公司已發行股份數的48.98%。

股東年會以普通決議全票通過了如下決議:

1. 批准本公司2000年度董事會工作報告;
2. 批准本公司2000年度監事會工作報告;
3. 批准本公司2000年度經審核的財務報告;
4. 批准本公司2000年度利潤分配方案,即:本年度不作任何分配。
5. 批准本公司續聘德勤·關黃陳方會計師行和滬江德勤會計師事務所為本公司2001年度審計師,並授權董事會決定其酬金;

THE 2000 ANNUAL GENERAL MEETING

The Directors of the Company announce that the Annual General Meeting of the Company for the year 2000 was held in the afternoon of 22nd May, 2001 at No. 5 Conference Hall of the Company at 23 Ciba Road, Kunming, Yunnan Province, the PRC. Shareholders representing 184,247,399 shares with voting right and 75.2 percent of the total number of issued shares of the Company, intended to attend the meeting. Accordingly, it has complied with the Company's Articles of Association and the relevant regulations of the People's Republic of China, and the Annual General Meeting was validly held. Shareholders or their proxies representing 120,007,400 shares and 48.98 percent of the total issued shares of the Company, attended the meeting.

The following resolutions were approved unanimously by the shareholders in the Annual General Meeting by way of ordinary resolutions:

1. Approval of the report of the Directors of the Company for the year 2000;
2. Approval of the report of the Supervisory Committee of the Company for the year 2000;
3. Approval of the audited financial statements of the Company for the year 2000;
4. Approval of the Company's profit appropriation for the year 2000: No distribution was declared for the year.
5. Reappointment of Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong and Deloitte Touche Tohmatsu Shanghai Certified Public Accountants, PRC as the Company's auditors for the year 2001 and authorize the Directors to fix their remunerations.

第一次臨時股東大會

本公司於2001年7月30日在中國雲南省昆明市茨壩路23號召開臨時股東大會，擬出席股東年會的股東或股東授權代理人代表股份共182,909,399股，佔本公司已發行股份數的74.65%。實際出席本公司股東年會的股東和股東授權代理人代表的有表決權的股份數為120,007,400股，佔本公司已發行股份數的48.98%。

本次股東大會以特別決議案全票通過了如下決議：

1. 公司名稱由「昆明機床股份有限公司」更改為「交大昆機科技股份有限公司」；
2. 修改《公司章程》第一條、第二條、第八條、第十一條、第十二條、第十八條、第九十條、第九十六條、第一百五十三條。

本次股東大會以普通決議案全票通過了如下決議：

1. 選舉產生本公司董事會成員：岳華峰、高揚仁、王尚錦、李文榮、張漢榮、張超、郭尚武、程雲川、蔣莊德、溫培雄；獨立非執行董事：于成廷、全允桓、董娟；
2. 選舉產生本公司監事會成員：沈國榮、孫興鐸、李旭樵、郭俊玉。職工監事：李育恩。

THE 1ST EXTRAORDINARY GENERAL MEETING

The board of directors of Kunming Machine Tool Company Limited has announced that an Extraordinary General Meeting (“EGM”) of the Company was held at No. 5 Conference Hall at 23 Ciba Road, Kunming, Yunnan Province, the People’s Republic of China (the “PRC”) on 30th July 2001. Based on the total number of written replies for attending the meeting received by the Company on 10th July 2001, shareholders representing 182,909,399 shares with voting rights, 74.65 per cent. of the total number of shares of the Company, intended to attend the meeting. In accordance to the Company’s Articles of Association and the relevant laws and regulations of the PRC, the meeting was valid. Actually, shareholders or their proxies representing 120,007,400 shares with voting rights, 48.98 per cent. of the total issued shares, had attended the meeting.

The following resolutions were approved unanimously by the shareholders at the EGM by way of special resolutions:

1. The change of the name of the Company from “Kunming Machine Tool Company Limited” to “Jiaoda Kunji High-tech Company Limited”, subject to approval by the relevant administration of industry and commerce.
2. Amendments to Articles 1,2,8,11,12,18,90,96 and 153 of the Articles of Association.

The following resolutions were approved unanimously by the shareholders at the EGM by way of ordinary resolutions:

1. Elected members of the board of directors of the Company: Messrs. Yue Huafeng, Gao Yangren, Wang Shangjin, Li Wenrong, Zhang Hanrong, Zhang Chao, Guo Shangwu, Cheng Yunchuan, Jiang Zhuangde and Wen Peixiong. Independent non-executive directors: Messrs. Yu Chengting and Tong Yunhuan and Ms. Dong Juan;
2. Elected members of Supervisory Committee of the Company: Messrs. Shen Guorong, Sun Xingduo, Li Xuqiao and Ms. Guo Junyu. Supervisor representing staff of the Company: Mr. Li Yuen;

第二次臨時股東大會

本公司於2001年12月31日在中國雲南省昆明市茨壩路23號召開臨時股東大會，擬出席股東年會的股東或股東授權代理人代表股份共182,965,399股，佔本公司已發行股份數的74.67%。實際出席本公司股東年會的股東和股東授權代理人代表的有表決權的股份數為120,007,400股，佔本公司已發行股份數的48.98%。

本次股東大會以普通決議案全票通過了如下決議：

《資產購入協議》、《資產置出協議》、《股權轉讓協議》、《專有技術轉讓協議》、《價款的抵償協議》、《土地使用權租賃協議》、《房屋租賃協議》、《通專有技術許可使用協議》、《賽爾專有技術許可使用協議》、《綜合服務協議》。

THE 2ND EXTRAORDINARY GENERAL MEETING

The board of directors of Kunming Machine Tool Company Limited are pleased to announce that an Extraordinary General Meeting ("EGM") of the Company was held at No. 5 Conference Hall at 23 Ciba Road, Kunming, Yunnan Province, the People's Republic of China (the "PRC") on 31 December 2001. Based on the total number of written replies for attending the meeting received by the Company on 31st December, 2001, shareholders representing 182,965,399 shares with voting rights, 74.67 per cent. of the total number of shares of the Company, intended to attend the meeting. In accordance to the Company's Articles of Association and the relevant laws and regulations of the PRC, the meeting was valid. Actually, shareholders or their proxies representing 120,007,400 shares with voting rights, 48.98 per cent. of the total issued shares, had attended the meeting.

The resolutions in relation to the Asset Restructuring Agreements, the Settlement Agreement and the Ongoing Connected Transactions required to be approved and passed by the shareholders of the Company have been duly passed and approved by the shareholders of the Company at the Extraordinary General Meeting by way of ordinary resolutions.