

# 股東大會情況簡介

## INTRODUCTION TO THE ANNUAL GENERAL MEETING

### (一) 報告期內股東大會情況

報告期內公司召開一次年度股東大會，年度股東大會具體情況如下：

- 1、2001年4月2日本公司在《上海證券報》、香港《文匯報》、《Hong Kong iMail》上刊登了召開2000年年度股東大會的通告。
- 2、2001年5月16日在北京市朝陽區東三環南路48號北人大酒店召開了2000年度股東周年大會。出席會議的股東及股東代表17名，代表股份253003300股，佔本公司總股本的63.25%，符合本公司章程要求。公司年度股東大會審議並全票通過以下議案：
  - (1) 審議通過了《2000年董事會工作報告》。
  - (2) 審議通過了《2000年監事會工作報告》。
  - (3) 審議通過了《2000年經審核的財務報告》。
  - (4) 審議通過了《2000年利潤分配方案》。
  - (5) 審議通過了續聘滬江德勤會計師事務所和香港德勤•關黃陳方會計師行分別為本公司2001年度中國及國際核數師，並授權董事會決定酬金的議案。
  - (7) 審議通過了關於員工住房有關財務處理問題的議案。
  - (8) 審議通過了公司增發A股的特別決議案。

### (I) THE STATUS OF THE ANNUAL GENERAL MEETING DURING THE PERIOD

During the period, the Company held one Annual General Meeting as follows:

- 1) On 2 April, 2001, the Company published the Notice to Convene the 2000 Annual General Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".
- 2) On 16 May, 2001, the Company held its 2000 Annual General Meeting at Beiren Hotel, No. 48, Dongsanhuan Road South, Chaoyang District, Beijing. A total of 17 shareholders and shareholders' representatives attended the meeting representing 253,003,300 shares or 63.25% of the Company's total shares, and this was in accordance with the Company's "Articles of Association". The Company considered and approved unanimously the following resolutions:
  - (a) Considered and approved the "2000 Board of Directors' Working Report".
  - (b) Considered and approved the "2000 Supervisory Committee's Working Report".
  - (c) Considered and approved the "2000 audited financial statements".
  - (d) Considered and approved the "2000 Profit Distribution Plan".
  - (e) Considered and approved the reappointment of Deloitte Touche Tohmatsu, Shanghai, Certified Public Accountants and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong, to be the domestic and international auditors respectively for the Company in 2001. The Board of Directors is authorised by resolution to fix their emoluments.
  - (f) Considered and approved the resolution regarding the problems of financial treatment over staff accommodation.
  - (g) Considered and approved the special resolution for increasing and issue of 'A' shares.

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(9) 審議通過了增發A股募集資金投向的方案。

(10) 審議通過了增發A股完成後，公司新老股東共享發行當年的滾存利潤的議案。

(11) 審議通過了增發A股有效期的議案。

(12) 審議通過前次募集資金使用情況的議案。

3、 2001年5月17日本公司在《上海證券報》、香港《文匯報》、《Hong Kong iMail》上刊登了2000年年度股東大會決議公告。

2、 本公司定於2002年6月11日(星期二)召開2001年年度股東大會及臨時股東大會，會期半天。

(h) Considered and approved the resolution for use of proceeds from the increase and issue of 'A' shares.

(i) Considered and approved the resolution allowing after the increase and issue of A shares, the Company's new shareholders to enjoy that year's on-going profit.

(j) Considered and approved the resolution on the expiry date for increasing and issue of 'A' shares.

(k) Considered and approved the resolution on the usage of the capital raised previously.

3) On 17 May, 2001, the Company published the Resolutions of the 2000 Annual General Meeting in the "Shanghai Securities Daily", Hong Kong's "Wen Wei Po" and "Hong Kong iMail".

(II) THE COMPANY HAS FIXED THE DATE FOR THE 2001 ANNUAL GENERAL MEETING THE EXTRAORDINARY GENERAL MEETING AS TUESDAY 11TH JUNE, 2002. THE MEETING WILL LAST FOR HALF A DAY.