

DETAILS OF ANNUAL GENERAL MEETINGS

1. ANNUAL GENERAL MEETING

The Board of Directors of Jiaoda Kunji High-Tech Company Limited (the “Company”) held the 2001 Annual General Meeting at the fifth Conference Hall, the Office Building of the Company at 23 Ciba Road, Kunming, Yunnan Province, the People’s Republic of China on 27th June 2002. Shareholders intended to attend the meeting represent a total of 183,071,399 shares with voting rights, which constitute 74.72% of the total shares of the Company and satisfy the requirements of the Company Law of the People’s Republic of China and Articles of Association of the Company. Therefore, this annual general meeting has been effective. Shareholders actually attending the annual general meeting of the Company represent a total of 120,007,400 shares with voting rights, which constitute 48.98% of the entire issued shares of the Company.

The following resolutions were passed as ordinary resolutions at this annual general meeting:

1. To approve the Directors’ Report of the Company for the year 2001;
2. To approve the Supervisory Committee’s Report of the Company for the year 2001;
3. To approve the Company’s scheme of profit appropriation for the year 2001: In accordance with the PRC Accounting Standards, the Company recorded a profit from principal operations and a net profit of RMB24,968,000 and RMB2,051,000 respectively for the year 2001. In accordance with the Hong Kong Accounting Standards, the Company recorded a net profit of RMB8,236,000 for the year 2001. Pursuant to the Articles of Association of the Company, net profit of the Company will be used to set off losses brought forward. Thus, no profit appropriation nor any increase in share capital transferring from statutory surplus reserve will be made;
4. To approve using the debit balance of the housing public reserve to set off the undistributed profit at the beginning of the year 2001;
5. To approve the re-appointment of Messrs. Deloitte Touche Tohmatsu as the Company’s auditors for the year 2002 and to authorise the Directors to determine their remunerations.

2. THE 1ST EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of the Company was held at 23 Ciba Road, Kunming, Yunnan Province, the People’s Republic of China on 31st October, 2002 as scheduled. Shareholders and proxies actually attended the Extraordinary General Meeting of the Company (the “EGM”) representing 183,237,399 shares with voting rights, which constitutes 74.79% of the total issued shares of the Company. HKSCC Nominees Limited, holder of H shares of the Company, (holding 63,229,999 H shares) appointed the Chairman of the meeting to attend the EGM on behalf of it, but it did not give any instructions in respect of voting. Therefore, the Chairman of the meeting has not exercised the voting right on behalf of it. The number of valid votes was 120,007,400. The meeting was presided by Mr. Yue Huafeng.

Each of the resolutions was voted in sequence at the EGM by way of ordinary resolutions, the results of which are as follows:

1. Results of voting relating to election of members to the 4th Board of Directors and the 4th Supervisory Committee of the Company:

Directors (in order of the number of strokes of their surname in Chinese):

Wang Shangjin, Wu Ketian, Zhang Hanrong, Zhang Chao, Yue Huafeng, Guo Shangwu and Cheng Yunchuan, Jiang Zhuangde:

Independent Non-executive Directors: Yu Chengting, Gong Yunhuan and Dong Juan:

Supervisors (in order of number of strokes of their surname in Chinese)

Guo Xingduo, Shen Guorong and Guo Junyu.

Election of supervisor represented by staff representative: Huang Xiaopu.

2. Remunerations for Directors and Supervisors for the period between January and October 2002 were passed.

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3. THE 2ND EXTRAORDINARY GENERAL MEETING

The Extraordinary Meeting held at 23rd December, 2002, shareholders intended to attend the meeting represented a total of 183,237,399 shares with voting rights, of which 120,007,400 were A shares and 63,229,999 were H shares, which constitute 74.79% of the total number of shares of the Company. This was in compliance with the Articles of Association of the Company and the relevant laws and regulations of the People's Republic of China. The meeting was held at 23 Ciba Road, Kunming, Yunnan Province, the People's Republic of China on 23 December, 2002 as scheduled. Shareholders and proxies actually attended the Extraordinary General Meeting of the Company (the "EGM") representing 183,237,399 shares with voting rights, which constitutes 74.79% of the total issued shares of the Company. HKSCC Nominees Limited, holder of H shares of the Company, (holding 63,229,999 H shares) appointed the Chairman of the meeting to attend the EGM on behalf of it, but it did not give any instructions in respect of voting. Therefore, the Chairman of the meeting has not exercised the voting right on behalf of it. The number of valid votes was 120,007,400. The meeting was presided by Mr. Yue Huafeng, Chairman of the Board of Directors.

Each of the resolutions was voted in sequence at the EGM by way of ordinary resolutions, the results of which are as follows:

1. To approve the reappointment of Messrs. Deloitte Touche Tohmatsu as auditors for the Company's financial statements prepared in accordance with Hong Kong accounting standards for this year.
2. To approve the termination of Messrs. Deloitte Touche Tohmatsu Shanghai CPA as its statutory auditors of the Company for this year.
3. To approve the appointment of Xian Xigema Certified Public Accountants as its statutory auditors of the Company for this year.
4. To approve including Mr. Liu Gang as member of the 4th Supervisory Committee of the Company.

Each resolutions for each of the Annual General Meetings had been published on Shanghai Securities Daily, Hong Kong Economic Times and The Standard on 28th June, 2002, 1st November, 2002 and 24th December, 2002, respectively.