

# 股東大會情況簡介

## INTRODUCTION TO THE ANNUAL GENERAL MEETING

報告期內公司共召開一次年度股東大會和一次臨時股東大會。

During the period, the Company held one Annual General Meeting and one Extraordinary General Meeting.

### (一) 2001年度股東大會情況

2002年4月18日本公司在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上公告了召開2001年度股東大會的通知，公佈了會議召開時間、地點、會議議程等事項。

2001年度股東大會於2002年6月11日上午9:00在北人大酒店二樓多功廳召開。出席會議股東及股東代表共20名，代表股份250,039,000股，佔公司總股本的62.51%，符合《公司法》和本公司章程的規定。經大會審議，表決通過了以下決議：

#### 1、普通決議案

- (1) 2001年度董事會工作報告
- (2) 2001年度監事會工作報告
- (3) 2001年度經審計的財務報告
- (4) 2001年度利潤分配方案及2002年度利潤分配意向
- (5) 公司續聘德勤華永會計師事務所(原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2002年度核數師的議案
- (6) 提取董事會基金的議案
- (7) 本公司第四屆董事、監事候選人的議案
- (8) 本公司董事、監事報酬及訂立書面合同的議案

### (I) DETAILS OF THE 2001 ANNUAL GENERAL MEETING

On 18 April 2002, the Company published a notice to convene the 2001 Annual General Meeting with details of time, place and procedures in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

On 11 June 2002, the Company held its 2001 Annual General Meeting at 9:00am on 2nd floor, multi-function room, Beiren Hotel. A total of 20 shareholders and shareholders' representatives attended the meeting, representing 250,039,000 shares or 62.51% of the Company's total shares, and this was in accordance with the Company Law and the Company's Articles of Association. The Company considered and approved unanimously the following resolutions:

#### 1) Ordinary resolutions:

- (a) 2001 Board of Director' Work Report.
- (b) 2001 Supervisory Committee's Work Report.
- (c) 2001 audited Financial Statements.
- (d) 2001 Profit Distribution Plan and 2002 Profit Distribution Proposal.
- (e) the reappointment of Deloitte Touche Tohmatsu (Hua Yong) Certified Public Accountants (formerly known as Deloitte Touche Tohmatsu Shanghai Certified Public Accountants) and Deloitte Touche Tohmatsu Certified Public Accountants of Hong Kong as the domestic and international auditors respectively for the Company in 2002.
- (f) the resolution regarding fund for the Board of Directors.
- (g) the resolution regarding candidates for the fourth Board of Directors and the fourth Supervisory Committee.
- (h) the resolution regarding the remuneration for directors and supervisors of the Company and the entry in written contracts with them.

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## INTRODUCTION TO THE ANNUAL GENERAL MEETING

(9) 本公司第四屆董事會獨立非執行董事候選人的議案

(10) 獨立非執行董事津貼的議案

(i) the resolution regarding the candidates for the appointment of independent non-executive directors of the fourth Board of Directors.

(j) the resolution regarding the allowances for independent non-executive directors.

### 2、特別決議案

(1) 關於提請延長增發A股決議有效期一年的議案

上述股東大會決議公告刊登在2002年6月12日《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

### 2) Special resolution

(a) the resolution regarding extending the term of the resolution on the issue of additional A Shares to one year.

On 12 June 2002, the Company published the resolutions of the 2001 Annual General Meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

## (二) 2002年臨時股東大會情況

2002年4月26日本公司在《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上公告了召開2002年臨時股東大會的通知，公佈了會議召開時間、地點、會議議程等事項。

2002年臨時股東大會於2002年6月11日上午10:00在北人大酒店二樓多功廳召開。出席會議股東及股東代表共20名，代表股份250,039,000股，佔公司總股本的62.51%，符合《公司法》和本公司章程的規定。經大會審議，以特別決議案通過了以下決議：

1、修改公司章程的議案

2、採納《股東大會議事規則》的議案

上述臨時股東大會決議公告刊登在2002年6月12日《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

## (II) DETAILS OF THE 2002 EXTRAORDINARY GENERAL MEETING

On 26 April 2002, the Company published a notice to convene the 2002 Extraordinary General Meeting with details of time, place and agenda in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).

On 11 June 2002, the Company held its 2001 Extraordinary General Meeting at 10:00 am on 2nd floor, multi-function room, Beiren Hotel. A total of 20 shareholders and shareholders' representatives attended the meeting, representing 250,039,000 shares or 62.51% of the Company's total share capital, and this was in accordance with the Company Law and the Company's Articles of Association. The following resolutions were considered and passed at the meeting as special resolutions:

1) Resolution regarding amendment to the Company's Articles of Associations.

2) Resolution regarding adoption of the Rules of Procedure for shareholders' meetings.

On 12 June 2002, the Company published the resolutions of the 2002 Annual General Meeting in the Shanghai Securities Daily, Hong Kong Economic Times and The Standard (an English newspaper).