

## SHARE CAPITAL STRUCTURE AND SHAREHOLDERS

## Share Capital Structure

(share)

	As at 31 December 2001	Movements	As at 31 December 2002
1. Unlisted shares			
Shares held by promoters	1,268,200,000	—	1,268,200,000
Include:			
State-owned shares	654,780,000	—	654,780,000
State-owned legal person shares	613,420,000	—	613,420,000
Total of unlisted shares	1,268,200,000		1,268,200,000
2. Listed Shares			
Renminbi-denominated ordinary shares	165,000,000	—	165,000,000
Foreign capital shares	747,500,000	—	747,500,000
Total of listed Shares	912,500,000	—	912,500,000
Total	<u>2,180,700,000</u>	<u>—</u>	<u>2,180,700,000</u>

## Shareholders

1. As at 31 December 2002, the number of the shareholders whose names appeared on the registers of shareholders of the Company amounted to 33,072, out of which 4 were state-owned share holders, 32,313 were A Share holders and the remaining 755 were H Share holders.

2. Shareholding

(1) Changes in shares held by the shareholders that hold 5% or above in the share capital of the Company as at 31 December 2002

Name	Shares held as at 1 Jan 2002	Changes during the year	Shares held as at 31 Dec 2002	No. of shares pledged or frozen
Xin Tong Chan Development (Shenzhen) Company Limited	654,780,000	None	654,780,000	None
Shenzhen Shen Guang Hui Highway Development Company	457,780,000	None	457,780,000	None

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(2) The top ten shareholders of the Company as at 31 December 2002

Shareholders	Nature of shares	No. of Shares held	Percentage
HKSCC Nominees Ltd	H Shares	723,961,498	33.20%
Xin Tong Chan Development (Shenzhen) Company Limited	State-owned shares	654,780,000	30.03%
Shenzhen Shen Guang Hui Highway Development Company	State-owned legal person shares	457,780,000	20.99%
Huajian Transportation and Economic Development Centre	State-owned legal person shares	91,000,000	4.17%
Guangdong Roads and Bridges Development Company	State-owned legal person shares	64,640,000	2.96%
China Galaxy Securities Co., Ltd	A Shares	7,281,286	0.33%
Beijing Rong An Tong Construction Consultating Company Limited	A Shares	3,052,850	0.14%
Arsenton Nominees Limited	H Shares	3,000,000	0.14%
China Development and Research Foundation	A Shares	2,452,010	0.11%
Han Wen Hua	A Shares	2,121,318	0.10%

*Note:* The state-owned share holder and the state-owned legal person share holders in the above chart are not related to each other, while the relationship among the rest share holders in the above chart is unable to determine.



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### 3. The major shareholder of the Company

During the year, the major shareholder of the Company remained unchanged.

<b>Name</b>	Xin Tong Chan Development (Shenzhen) Company Limited
<b>Legal representative</b>	Chen Chao
<b>Establishment date</b>	September 1993
<b>Registered capital</b>	RMB200 million
<b>Company category</b>	A limited company
<b>Shareholding structure</b>	A wholly-owned subsidiary of Shenzhen International Holdings Limited
<b>Business scope</b>	Transportation information consultation, development of transportation platform softwares, management of guest house, Chinese and western food, bowling, tennis, stores and sales of non-staple food and drinks

### 4. The ultimate controller of the Company's major shareholder

The controlling shareholder of Xin Tong Chan Development (Shenzhen) Company Limited (formerly known as "Shenzhen Freeway Development Company Limited"), the controlling shareholder of the Company, is a wholly owned subsidiary of Shenzhen International Holdings Limited ("Shenzhen International"). Shenzhen International is a company listed in Hong Kong, which is principally engaged in investment holding, and its subsidiaries and associated companies are principally engaged in the provision of total logistics and transportation ancillary services as well as investment, operation and management of related assets and projects.

Shenzhen Investment Holding Corporation ("Shenzhen Investment") is the controlling shareholder of Shenzhen International holding approximately 44.25% of its issued share capital. Shenzhen Investment is the largest investment holding institution empowered by the Shenzhen Municipal Government to own a portfolio of assets and operations such as infrastructure, energy, transportation, advanced and new technology, public utilities as well as finance and securities.

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5. Other legal person shareholders holding 5% or above of the share capital of the Company

Name	Percent of shares held	Legal representative	Establishment date	Registered capital	Principal business and products
Shenzhen Shen Guang Hui Highway Development Company	20.99%	Lin Xiang Ke	July 1996	RMB5 million	Construction and investment in roads and bridges, supply and marketing of goods and materials

Save as the aforesaid, the Company has not been aware of any shareholders whose names appeared on the registers of shareholders of the Company holding 5% or above of the registered share capital of the Company as at 31 December 2002.