

Shareholders and the Change of Share Capital

I. SUMMARY OF CHANGES IN SHARE CAPITAL

(Unit: Number of shares)

		Increases (+) or Decreases (-)					Sub-total	After changes
		Before changes	Allotment reserves	Bonus	Transfer from	New issue		
1.	Unlisted shares							
a.	Promoter's shares	915,600,000						915,600,000
	Including:							
	State-owned Shares	538,740,000						538,740,000
	Domestic legal person shares	376,860,000						376,860,000
	Overseas legal person shares							
	Others							
b.	Subscribed legal person shares							
c.	Employees shares							
d.	Preference shares or others							
	Total unlisted shares	915,600,000						915,600,000
2.	Listed shares							
a.	Renminbi-denominated ordinary shares					+250,000,000		250,000,000
b.	Domestic-listed foreign shares							
c.	Overseas-listed foreign shares	493,010,000						493,010,000
d.	Others							
	Total listed shares	493,010,000				+250,000,000		743,010,000
3.	Total shares	1,408,610,000				+250,000,000		1,658,610,000

II. ISSUE OF SHARES AND LISTING

1. The Company was incorporated in August 1996. With the approval of Ti Gai Sheng [1996] No.112 issued by the State System Reform Commission and Zheng Wei Fa [1996] No.31 issued by the State Council Securities Commission respectively, on 31st October, 1996, the Company issued 493,010,000 H Shares which were listed on The Stock Exchange of Hong Kong Limited with the short name of "Anhui Expressway" and stock code of "0995".
2. With the approval of Zheng Jian Fa Zi [2002] No. 124 issued by the China Securities Regulatory Commission, the Company issued 250,000,000 A Shares with a nominal value of RMB1.00 each at the issue price of RMB2.20 per share on 23rd December 2002 by way of placing at fixed prices to secondary market investors.
3. With the approval of Shang Zheng Shang Zi [2002] No. 197 issued by Shanghai Stock Exchange, the Company issued 250 million A Shares to public shareholders, which were listed on Shanghai Stock Exchange on 7th January 2003 with the short name of "Anhui Expressway" and the stock code of "600012".

III. SHAREHOLDERS

1. Number of Shareholders at the end of the reporting period

As at 31st December 2002, the total number of shareholders of the Company was 137,499, out of which there were one state-owned shareholder, one state-owned legal person shareholder, 137,316 A shareholders and 181 H shareholders.

2. Shareholdings of significant shareholders

(1) As at 31st December 2002, shareholders holding 5% or more in the share capital of the Company were as follows:

Names	At end of period (shares)	increases or decreases during period	Type of shares	As a % of total capital	Pledged or locked-up
Anhui Expressway Holding Corporation	538,740,000	—	State-owned shares	32.48%	No
Huajian Transportation Economic Development Centre	376,860,000	—	State-owned legal person shares	22.72%	No

(2) As at 31st December 2002, the ten largest shareholders of the Company were as follows:

Rank	Names	At beginning of period (shares)	increases or decreases during period (shares)	At end of period	Type of shares	Pledged or locked-up
1.	Anhui Expressway Holding Corporation	538,740,000	—	538,740,000	State-owned shares	
2.	Huajian Transportation Economic Development Centre	376,860,000	—	376,860,000	State-owned legal person shares	
3.	ARSENTON NOMINEES LIMITED	not clear		4,802,000	H Shares	
4.	GuotaijunOan Securities Company Limited	—	2,981,771	2,981,771	A Shares	
5.	TSE YU PUI	not clear		1,000,000	H Shares	
6.	Fenghe Value	—	597,000	597,000	A Shares	
7.	Anshun Fund	—	584,000	584,000	A Shares	
8.	Tongsheng Fund	—	560,000	560,000	A Shares	
9.	Huaxia Growth	—	558,000	558,000	A Shares	
10.	Jingfu Fund	—	540,000	540,000	A Shares	

Shareholders and the Change of Share Capital (cont'd)

Notes:

- (a) There are no connected relationship between the State-owned Shareholders and the State-owned legal person Shareholders in the above chart, and the connected relationship amongst other shareholders cannot be ascertain.
- (b) During the reporting period, the Company was not aware of any shares held by shareholders, who had more than 5% in the share capital being pledged or locked-up;
- (c) During the reporting period, no related parties, strategic investors or common legal persons became ten largest shareholders of the Company as a result of new issues of shares.

3. Particulars of the controlling shareholder of the Company

Name:	Anhui Expressway Holding Corporation ("AEHC")
Legal representative:	Wang Shui
Date of establishment:	23rd April 1993
Registered capital:	RMB1,890,000,000
Nature of company:	State-owned enterprise
Business scope:	Highway construction, planning, design, control, technical consultation and ancillary service.

There was no change in the controlling shareholders in the Company.

4. Controlling shareholder of the Company

The Company's controlling shareholder is a State-owned enterprise

5. Other legal person shareholders who hold more than 10% of the share capital

Name:	Huajian Transportation Economic Development Centre ("Huajian Centre")
Legal representative:	Fu Yuning
Date of establishment:	18th December 1998
Registered capital:	RMB500,000,000
Nature of company:	Collectively-owned enterprise

Business scope:

Huajian Centre is principally engaged in the comprehensive development and contracting construction of roads, wharves, harbours and sea-lanes; development, research and production of new technologies, new products and new materials for transportation infrastructure facilities and sales of products; sales of building materials, mechanical and electrical equipment, automobiles (except cars) and fittings, hardware and daily necessities; economic information consultation and personnel training.

6. Summary of H Share trading

	H Shares (HK\$)
Opening price on first trading day at beginning of year	1.36
Closing price on last trading day at end of year	1.69
Highest price traded during year	1.86
Lowest price traded during year	0.99
Total number of shares traded	401,164,200 shares

7. Shareholdings of Directors, Supervisors and Chief Executives of the Company

As at 31st December 2002, no director, supervisor or their respective associate recorded in the register kept in accordance with Section 29 of the Securities (Disclosure of Interests) Ordinance had any interest or right (as defined in such Ordinance) in the share capital of the Company or its associated corporations, nor is there any right which entitles any director, supervisor or chief executive or their spouses or children under the age of 18 to subscribe for the shares of the Company granted by the Company.

At no time during the year was the Company, the AEHC or any of its subsidiaries a party to any arrangement, which enables the directors and the supervisors of the Company to acquire benefits by purchasing shares of the Company or any other body corporations.

8. Purchase, Sale and Redemption of the Company's Shares

For the year ended 31st December 2002, the Company did not repurchase any of its listed shares, nor purchased or re-sold any listed shares of the Company.

9. Pre-emptive Rights

Neither the Articles of Association of the Company nor the PRC laws require the Company to offer pre-emptive rights to its existing shareholders for subscription of new shares according to the proportions of their shareholdings.