

# Profile of the General Meeting

## 1. THE 2001 ANNUAL GENERAL MEETING

The 2001 Annual General Meeting, approved by the 13th session of second Board of Directors to be held on 4th March 2002 (Monday), was held at 9:00 a.m. on 20th April 2002 (Saturday) at the conference room of the Company at 8 Meiling Avenue, Hefei, Anhui, the PRC. The Company published the Notice of the Annual General Meeting in the South China Morning Post and the Wen Wei Po in Hong Kong on 5th March 2002 (Tuesday).

The Shareholders and the proxies who attended the Annual General Meeting totalled 8, holding 1,394,991,999 shares, representing 99.03% of the total share capital of the Company. The following resolutions were approved by shareholders and proxies by poll:

### Ordinary Resolutions:

1. The working report of the Board of Directors for 2001 was approved;
2. The working report of the Supervisory Committee for 2001 was approved;
3. The audited financial statements for 2001 was approved;
4. The profit appropriation proposal for 2001 was approved: the payment of RMB0.03 per share to shareholders whose names appear on the register of shareholders on 19th April 2002;
5. The Board of Directors were authorised to decide on the payment of an interim dividend for 2002 was approved;
6. The appointments of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers, Certified Public Accountants as PRC and overseas auditors respectively were approved and the Board of Directors were authorised to fix their remunerations;
7. The resolution in respect of the effective date for the issuance of additional A Shares passed at the first extraordinary general meeting of 2001 to be extended until 19th May 2003 was approved;
8. The changes of directors were approved: Non-executive Director, Ms. Chen De Hong resigned and was replaced immediately by Ms. He Kun, who was appointed Non-executive Director of the Company for the term starting from the date of her appointment until 16th August 2002.

### Special Resolutions:

9. The Board of Directors was authorised to allot or issue shares not more than 20% of each of the existing issued domestic shares and overseas listed foreign shares of the Company subject to certain conditions. In order to reflect the changes in the structure of the share capital of the Company, the Board was also authorised to amend Articles 23, 24 and 27 of the Articles of Association in a manner they consider appropriate and necessary.

The Company published the resolutions of the Annual General Meeting in the South China Morning Post and the Wen Wei Po in Hong Kong on 22nd April 2002 (Monday).

## II. THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2002

The 2001 First Extraordinary General Meeting, approved by the 15th session of second Board of Directors held on 15th June 2002 (Saturday), was held at 9:00 a.m. on 1st August 2002 (Thursday) at the conference room of the Company at 8 Meiling Avenue, Hefei, Anhui, the PRC. The Company published the Notice of the Extraordinary General Meeting in the South China Morning Post and the Wen Wei Po in Hong Kong on 17th June 2002 (Monday).

The Shareholders and proxies who attended the Annual General Meeting totaled 6, holding 1,396,283,998 shares, representing 99.12% out of the total share capital. The following resolutions was approved by shareholders and proxies by poll:

1. The appointment of Mr. Wang Shui, Mr. Li Yungui, Mr. Tu Xiaobei and Mr. Zhang Hui as executive directors of the third Board of Directors was approved. The appointment of Mr. Zhang Wensheng and Ms. He Kun as non-executive directors of the third Board of Directors was approved. The appointment of Mr. Zhang Liping, Mr. Cao Deyun and Mr. Song Youming as independent non-executive directors of the third Board of Directors was approved. The appointment of Mr. Kan Zhaorong and Ms. Yan Yuhong as supervisors of the third Supervisory Committee was approved (Mr. Yang Yicong was appointed as supervisor of the Company by the Staff Representative Committee). The term of office of all directors and supervisors are for three years commencing from 17th August 2002.
2. The remuneration plan of the directors and supervisors of the Company was approved.
3. The Board (or the committee of directors appointed by the Board) was authorised to determine the terms and conditions of directors and supervisors' service contract and any one executive director of the Company was authorised to sign the contract with the new directors and supervisors of the Company.

The Company published the resolutions of the Extraordinary General Meeting in the South China Morning Post and the Wen Wei Po in on 2nd August 2002 (Friday).