

股東大會情況簡介

INTRODUCTION TO THE ANNUAL GENERAL MEETING

一、股東大會情況

報告期內公司召開了2002年年度股東大會。

公司於2003年4月11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。

2002年度股東大會於2003年6月12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10名，代表股份250,052,160股，佔公司總股本的59.25%，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) 2002年度董事會工作報告
- (2) 2002年度監事會工作報告
- (3) 2002年度經審計的財務報告
- (4) 2002年度利潤分配方案
- (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2003年度核數師的議案
- (6) 本公司募集資金管理辦法的議案
- (7) 本公司薪酬與考核委員會《關於對董事、監事、高級管理人員薪酬與考核標準及對履行職務時權力要求的建議》的議案

I. DETAILS OF THE 2002 ANNUAL GENERAL MEETING

During the period, the Company held the 2002 Annual General Meeting.

On 11 April 2003, the Company published a notice to convene the 2002 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 12 June 2003, the Company held its 2002 Annual General Meeting at 9:00am on 2nd floor, Multi-function room, Beiren Hotel. A total of 10 shareholders and shareholders' representatives attended the meeting, representing 250,052,160 shares or 59.25% 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) 2002 Board of Director' Work Report
- (b) 2002 Supervisory Committee's Work Report
- (c) 2002 audited Financial Statements
- (d) 2002 Profit Distribution Plan
- (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 2003
- (f) the management method of the Company's proceeds
- (g) the resolution regarding the Proposal on the Benchmark for Determining Remunerations for Directors, Supervisors and Senior Management and the Rights Required for Discharging Duties

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2、特別決議案

(1) 公司章程修改的議案

上述股東大會決議公告刊登在2003年6月13日《上海證券報》、《香港經濟日報》、《英文虎報》(英文報)上。

二、選舉、更換公司董事、監事情況

報告期內公司沒有選舉、更換董事、監事情況。

2) Special resolution

(a) the resolution regarding amendments to the Company's Articles of Association

On 13 June 2003, 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).

II. ELECTION AND CHANGE OF THE COMPANY'S DIRECTORS AND SUPERVISORS

There was no election or change of director or supervisor during reporting period.



來賓興致勃勃的參觀生產現場
Guests visiting the production site



原機械部部長何光遠先生(前排中)到生產現場視察
Mr. He Guangyuan (middle at the front row), the former Minister of Engineering, at the production site