



Chapter VI General Meetings of Shareholders

The notice and the supplementary notice of the 2002 Annual General Meeting were published in the China Securities Post, Securities Times, and in Wen Wei Po and The Standard in Hong Kong on 27th March 2003 and 7th May 2003 respectively. The 2002 Annual General Meeting, the Class Meeting of Holders of A Shares and the Class Meeting of Holders of H Shares were held on the morning of 28th May 2003 in Beijing.

6 shareholders or their appointed proxies attended the 2002 Annual General Meeting. This represents 399,620,213 shares among which 220,010,214 shares are A Shares and 179,609,999 shares are H Shares, or 66.18% of the Company's entire share capital. During the meeting, the following resolutions were passed: the 2002 Director's Report, the 2002 Supervisors' Report and the 2002 Audited Financial Report were adopted and approved, the 2002 Profit Distribution Proposal was approved, the re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian as the international and PRC auditors of the Company for the year ended 31st December 2003, the approval to adopt the Rules of Procedures of General Meetings of Shareholders of the Company, the approval to the proposal of changing the use of certain proceeds from the issue of shares, the approval for Mr. Liu Xianming to cease to be director of the Company and the appointment of Mr. Liu Xianming to be a supervisor of the Company, the approval to change Articles 121 & 122 of the Articles of Association of the Company, the approval to change the registered address of the Company and the approval as a special resolution to authorize the board of directors to repurchase a portion of H Shares under certain condition.

2 shareholders or their appointed proxies attended the Class Meeting of Holders of A Shares. This represents 220,010,214 A shares or 52.01% of the Company's entire share capital. During the meeting, the following resolution was passed: the approval as a special resolution to authorize the board of directors to repurchase a portion of H Shares under certain condition.

4 shareholders or their appointed proxies attended the Class Meeting of Holders of H Shares. This represents 179,609,999 H shares or 99.34% of the Company's entire share capital. During the meeting, the following resolution was passed: the approval as a special resolution to authorize the board of directors to repurchase a portion of H Shares under certain condition.

The relevant resolutions were published in the Securities Times, and in Wen Wei Po and The Standard in Hong Kong on 29th May 2003.