

DETAILS OF ANNUAL GENERAL MEETINGS

1. ANNUAL GENERAL MEETING

The Board of Directors of Jiaoda Kunji High-Tech Company Limited (the "Company") held the 2002 Annual General Meeting at 23 Ciba Road, Kunming, Yunnan Province, the People's Republic of China on 31st May, 2003. Shareholders intended to attend the meeting represent a total of 183,269,398 shares with voting rights, which constitute 74.80% of the total shares of the Company and satisfy the requirements of Articles of Association of the Company and the Company Law of the People's Republic of China. Therefore, this annual general meeting has been effective. Shareholders actually attending the annual general meeting of the Company represent a total of 120,007,400 shares with voting rights, which constitute 48.98% of the entire issued shares capital of the Company.

The shareholders of the H shares, HKSCC Nominees Limited (which hold the Company's H shares of 63,261,998 shares) had appointed the chairman of the Annual General Meeting to attend the meeting, but had not specified the voting rights, therefore, the chairman of the meeting had not voted on its behalf. The meeting was chaired by the chairman of the Company, Mr. Yue Huafeng.

The resolutions of the Annual General Meeting were passed as ordinary resolutions, the shareholders casted their votes on each item, and there were in total 120,007,400 votes which vote for the items. No one vote against or abstained from voting.

The following resolutions were passed unanimously as ordinary resolutions at this Annual General Meeting:

- (1) Approved the Directors' Report for the year 2002;
- (2) Approved the Supervisory Committee's Report for the year 2002;
- (3) Approved the Company's scheme of profit appropriation for the year 2002: In accordance with the PRC Accounting Standards, the Company recorded a profit from principal operations and a net profit of RMB59,345,000 and RMB6,078,000 respectively for the year 2002. In accordance with the Hong Kong Accounting Standards, the Company recorded a net profit of RMB6,726,000 for the year 2002. Pursuant to the Articles of Association of the Company, net profit of the Company will be used to set off losses brought forward. Thus, no profit appropriation nor any increase in share capital transferring from statutory surplus reserve will be made;
- (4) Approved the resolutions of Annual General Meeting;
- (5) Approved the resolutions of Board of Directors;
- (6) Approved the resolutions of Supervisory Committee;
- (7) Approved Joint Capital injection agreement to set up Winko Machines Company Limited;
- (8) Approved Joint Capital injection agreement to set up Xian Jiaotong University Siyuan Intelligent Electric Apparatus Company Limited;
- (9) Approved the re-appointments of Messrs. Deloitte Touche Tohmatsu and Xian Xigema Certified Public Accountants Firm Limited as the Company's auditors for the year 2003 and to authorise the Directors to determine their remunerations.

On 3rd 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.

There is only one shareholders' meeting held during the reporting period.