

Brief on General Meetings

During the reporting period, the Company held one extraordinary general meetings and an annual general meeting.

1. 2002 Annual General Meeting (the “AGM”)

The notice of the AGM was published in the PRC and Hong Kong on 30 April 2003, and a written notice of the AGM was dispatched to overseas shareholders whose names appeared on the register of members. The AGM was held at the Conference Room of the Company on 4th Floor, Xigong District, Luoyang Municipal, Henan Province on 17 June 2003 at 9:00 a.m., and was attended by shareholders and proxies representing 646,043,898 shares or 92.29% of the total share capital of the Company. The report of the Board of Directors, the report of the Supervisory Committee, the audited financial report and the proposed profit distribution of the Company for 2002; the re-appointment of KPMG Huazhen and KPMG as the Company's PRC and international auditors respectively for the year 2003 were approved thereat, and the Board of Directors was authorised to fix their remuneration. The announcements of the resolutions passed at this AGM were published in China Securities Journal, Shanghai Securities Journal, Wen Wei Po and The Standard (in English) on 18 June 2003.

2. The first extraordinary general meeting (the “EGM”) of the Company in 2003

The notice of the first EGM in 2003 and the supplementary notice thereof were published in the PRC and Hong Kong on 11 February 2003 and 7 March 2003 respectively, and a written notice of the first EGM in 2003 and the supplementary notice thereof were dispatched to overseas shareholders whose names appeared on the register of members. The first EGM in 2003 was held at the Conference Room of the Company on 4th Floor, Xigong District, Luoyang Municipal, Henan Province on 28 March 2003 at 9:00 a.m., and was attended by shareholders representing 646,047,698 shares, representing 92.29% of the total share capital of the Company. The amendments to the Articles of Association, the Rules of Procedures for Annual General Meeting, the Rules of Procedures for the Board of Directors' Meeting, the Rules of Procedures for the Supervisory Committee's Meeting, the Work System for Independent Directors, the election of members of the 4th Board of Directors of the Company for a term of three years with effect from 28 March 2003, the election of members (representatives of shareholders) of the 4th Supervisory Committee of the Company for a term of three years with effect from 28 March 2003 were considered and approved at the meeting, and the remunerations for the newly appointed Directors and the newly appointed Supervisors were fixed. The announcements of the resolutions passed at this EGM were published in China Securities Journal, Shanghai Securities Journal, Hong Kong Economic Times and The Standard (an English newspaper) on 31 March 2003.

3. Change of the Company's directors and supervisors

Members of the new Board of Directors and the Supervisory Committee were elected at the first EGM in 2003. Please refer to Chapter X “Directors, Supervisors and Senior Management” for details of the existing directors and supervisors of the Company.