

股東大會簡介

SUMMARISED REPORT OF THE GENERAL MEETING

本公司二零零三年周年股東大會通告於二零零四年四月十七日在報章上刊登並以郵寄方式送達H股股東，本次股東大會由董事會召集，於二零零四年六月七日在公司住所召開，出席本次股東大會的股東（包括股東代理人）人數為13人，出席本次股東大會的股東所代表的股份總數為222,715,000股，佔本公司股本總額的48.7%，本次股東大會的召開符合《中華人民共和國公司法》、《關於境外上市公司1995年召開股東年會和修改公司章程若干問題的通知》和本公司《公司章程》等有關規定。大會由副董事長魯省民先生主持。本次股東大會通過了下列普通決議案：

1. 批准二零零三年度董事會報告；
2. 批准二零零三年度監事會報告；
3. 批准二零零三年度經審核的財務報告；
4. 批准二零零三年度利潤分配方案；
5. 審議並通過續聘信永中和會計師事務所和羅兵咸永道會計師事務所為二零零四年度之國際及國內核數師，並授權董事會確定其酬金；
6. 批准二零零四年度董事、監事酬金的議案。

本次股東大會通過了修改《公司章程》的特別議案。

決議公告於二零零四年六月八日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

選舉、更換公司董事、監事情況見上述「**董事、監事、高級管理人員和員工情況**」

On 17 April 2004, the notice of 2003 Annual General Meeting ("AGM") was published in newspapers and served on the shareholders of H Shares by prepaid post. The AGM was convened by the Board of Directors and held at the Company's registered office on 7 June 2004. 13 shareholders (including those represented by their proxies) attended the AGM, representing a total number of 222,715,000 shares and accounting for 48.7% of the Company's total share capital. The AGM was convened in compliance with the provisions of the Company Law of the PRC, the Notice for Matters Concerned in respect of 1995 Annual General Meeting and Amendments to the Articles of Association of the Overseas Listed Companies as well as the articles of association of the Company (the "Articles of Association"). The AGM was chaired by Mr. Lu Shengmin, the Vice Chairman. The following ordinary resolutions were passed at the AGM:

1. To approve the report of the Directors for the year 2003;
2. To approve the report of the Supervisory Committee for the year 2003;
3. To approve the audited financial statement of the Company for the year 2003;
4. To approve the profit distribution of the Company for the year 2003;
5. To approve the re-appointment of PricewaterhouseCoopers and Shine Wing as the international and domestic auditors for the year 2004 and authorise the Directors to determine their remuneration;
6. To approve the remuneration of the Directors and the Supervisors for the year 2004;

A special resolution in respect of the amendments to the Articles of Association was passed at the AGM.

An announcement of the above resolutions was published in the domestic newspaper, Securities Times, as well as the Hong Kong newspapers, Wen Wei Po and The Standard, on 8 June 2004.

The election and replacement of the Directors and the Supervisors are set out in the above section headed "**DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF**".