

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2001 Annual General Meeting ( "AGM" ) of the Company will be held on Friday, 7th June, 2002, at No.1 Beice, Yingfeng Erli, Yanshan, Fangshan District, Beijing 102500, the PRC at 9:00 a.m. for the following purposes:

1. to consider and approve the 2001 report of the Directors of the Company;
2. to consider and approve the 2001 report of the Board of Supervisors of the Company;
3. to consider and approve the audited financial statements of the Company as of 31st December, 2001;
4. to consider and approve the proposed profit appropriation plan of the Company for 2001;
5. to determine the remuneration of the Directors and Supervisors of the Company for 2002;
6. to determine and approve the changes in the Directors;
7. to consider and approve the appointment of KPMG (certified public accountants in Hong Kong) as the Company's auditors, for the fiscal year 2002, and to authorise the Directors of the Company to determine their remuneration; and
8. to transact any other business, if necessary.

By Order of the Board of Directors

**Du Guosheng**

Chairman

28th March, 2002, Beijing, the PRC

The Registered Office:

No. 1 Beice, Yingfeng Erli,  
Yanshan, Fangshan District,  
Beijing 102500, the PRC

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## Notes:

- (A) Holders of the Company's overseas listed foreign invested shares (in the form of H Shares) whose names appear on the Register of Members of the Company at close of business on 7th May, 2002 or their legal representatives are entitled to attend the AGM upon presentation of their passports or other identity papers and documents of authorisations.
- (B) According to the Company's Articles of Association, the register of members of the Company will be closed for a period of 30 days before the date of the AGM, which is from 8th May, 2002 to 7th June, 2002 (both days inclusive), during which time no share transfer will be effected.
- (C) Each shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether they are members or not, to attend and vote on his behalf at the AGM.
- (D) A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (E) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointor, the power of attorney must be notarially certified. To be valid, the notarially certified power of attorney and the form of proxy must be delivered to the registered office of the Company not less than 24 hours before the time appointed for the holding of the AGM.
- (F) Shareholders intending to attend the AGM should return the accompanying reply slip attached in this Annual Report to the Secretary's Office of the Company before 17th May, 2002 in person or by mail, cable or facsimile.
- (G) Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.
- (H) The details of the Secretary's Office of the Company are as follows:

No. 1 Beice, Yingfeng Erli,  
Yanshan, Fangshan District,  
Beijing, the PRC  
Postal Code : 102500  
Tel : (8610) 6934-5924  
Fax : (8610) 6934-5448