

# Notice of Annual General Meeting

## 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that the 2003 Annual General Meeting (“AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. on 11 June 2004 at the conference room of the Company, Fuxing Commercial Building, 2 Fuxing East Road, Shanghai, the People’s Republic of China to consider the following businesses:

I. As ordinary resolutions:

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2003.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2003.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2003.
4. To consider and approve the re-appointment of Ernst & Young (Hong Kong Certified Public Accountants) and Ernst & Young Hua Ming (China Certified Public Accountants) as the international auditors and the PRC auditors of the Company respectively and to authorise the Board to fix their remuneration.
5. To authorise the Board to decide matters relating to the payment of interim dividends for the year 2004.

**茲通告**復地(集團)股份有限公司(「本公司」)二零零三年度股東週年大會，謹訂於二零零四年六月十一日上午十時正，在中華人民共和國上海市復興東路2號復星商業大廈的公司會議室舉行，以審議以下事項：

I. 作為普通決議案

1. 審議及批准本公司二零零三年度董事會(「董事會」)報告。
2. 審議及批准本公司二零零三年度監事會報告。
3. 審議及批准二零零三年度的經審核財務報表及核數師報告。
4. 審議及批准繼續聘任安永會計師事務所為本公司的國際核數師及安永華明會計師事務所為本公司的中國境內審計師，並授權本公司董事會釐定其酬金。
5. 授權董事會決定派發二零零四年中期股息的有關事項。

II. As special resolutions:

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

(1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements, and options in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate shall not exceed (i) 20% of the aggregate nominal amount of Domestic Shares in issue; and (ii) 20% of the aggregate nominal amount of H shares in issue; in each case as the date of this resolution; and

II. 作為特別決議案：

6. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「動議：

(1) 在下列條件的規限下，授予董事會一項無條件一般性授權，以配發、發行及買賣本公司股本中的額外股份（不論是內資股或H股），並訂立或授予有關股份的發售建議、協議及購股權：

- (a) 除董事會可能於有關期間內訂立或授予發售建議、協議或購股權，而該發售建議、協議或購股權可能需要在有關期間結束後行使該項授權外，該授權的效力不得超逾有關期間；
- (b) 由董事會根據該等授權批准配發、發行及買賣或有條件或無條件同意配發、發行及買賣的內資股和H股股份面值總額不得分別超過(i)於通過本決議案日期本公司已發行內資股總面值的20%；及(ii)於通過本決議案日期本公司已發行H股總面值的20%，兩個情況均以本決議案日期為準；及

- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China ("PRC") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (as amended from time to time) (the "Listing Rules") and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities are obtained; and
- (2) contingent on the Board resolving the issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of new shares, including without limitation, the class and number of shares to be issue, the issue price, the period of issue and the number of new shares to be issued to existing shareholders (if any);
- (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
- (c) 董事會只會在符合中華人民共和國(「中國」)公司法及香港聯合交易所有限公司(「聯交所」)證券上市規則(以不時經修訂者為準)(「上市規則」),並且在獲得中國證券監督管理委員會及/或其他有關的中國機關批准的情況下,方會行使上述的權力;及
- (2) 在董事會決定根據本決議案第(1)分段決議發行股份的規限下,授權本公司董事會:
- (a) 批准、簽訂及作出,或促使簽訂及作出所有其認為是與發行該等新股有關的所有文件、契約和事宜,包括(但不限於)將予發行的股份類別及數目、發行價、發行期及將發行予現有股東(倘有)的新股數目;
- (b) 釐定所得款項用途及向中國、香港及其他機關作出所有必需的存檔及註冊;及

- (c) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution and to make such amendments to the Articles of Association of the Company (the “Articles of Association”) as it thinks fit so as to reflect the increase in the registered capital of the Company.

For the purpose of this resolution:

“**Domestic Shares**” means ordinary shares in the capital of the Company, with a nominal value of RMB0.20 each, which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities;

“**H Shares**” means the overseas-listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are subscribed for and traded in Hong Kong dollars;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolutions is revoked or varied by a special resolution of the shareholders of the Company passed at a general meeting.”

- (c) 根據本決議案第(1)分段發行股份增加本公司的註冊資本，並對本公司的公司章程（「章程」）作出其認為合適的修改，以反映新增註冊資本。

就本決議案而言：

「**內資股**」指本公司股本中每股面值人民幣0.20元的普通股，可供中國人民及/或中國註冊成立的實體以人民幣認購及入賬列為繳足；

「**H股**」指本公司普通股股本中每股面值人民幣0.20元的境外上市外資股，以港元持有及買賣；

「**有關期間**」指由本決議案獲得通過的日起，至下列三者最早發生者的日期止的期間：

- (i) 在本決議案通過後，本公司下屆股東週年大會結束時；
- (ii) 在本決議案通過後十二個月屆滿的日；或
- (iii) 於股東大會上本公司股東通過特別決議案撤銷或更改本決議案所授予的授權的日。」

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** amendments shall be made to the Articles of Association in order to reflect the increased registered capital of the Company following the completion of the Company’s H shares (including the full exercise of the over-allotment option in February 2004:

- (a) the following sentence shall be inserted at the end of Article 6 of the Articles of Association:

“Amendments to these Articles of Association were subsequently approved and passed by the shareholders at the annual general meeting of the Company held on 11 June 2004.”

7. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「**動議**修訂章程，以反映本公司於二零零四年二月全球發售H股（包括超額配股權獲全數行使）後經增加的公司註冊資本：

- (a) 章程第六條完結後加入以下字眼：

「其後由股東於二零零四年六月十一日召開的年度股東大會中通過了對本章程的修訂議案。」

- (b) the last paragraph of and the table contained in Article 21 of the Articles of Association shall be deleted in its entirety and replaced by the following:

“Following the aforesaid increase in share capital, a total of 2,206,781,500 ordinary shares, comprising 733,013,435 H Shares (including the 6,661,935 H Shares which have been issued pursuant to the reduction of the state-owned shares) and 1,473,768,065 Domestic Shares, have been issued by the Company, the shareholding structure of the Company is as follows:

- (b) 章程第二十一條的最後一段及其中所載的表格將被全部刪除，並以下列一段取代：

「上述增加資本後，本公司已發行合共2,206,781,500股普通股，其中包括733,013,435股H股（包括根據國有股減持而發行的6,661,935 H股）及1,473,768,065股內資股，本公司的股權架構如下：

Name of Shareholder 股東名稱	Before increase in share capital 增加資本前		After increase in share capital 增加資本後	
	Shares held (number)	% of total share capital	Shares held (number)	% of total Share capital
<b>PROMOTER SHAREHOLDERS</b>				
發起人股東	持有的股份 (數目)	總股本 百分比	持有的股份 (數目)	總股本 百分比
(Shanghai Fosun High Technology (Group) Company Limited) 上海復星高科技(集團)有限公司	577,367,700	39.00%	577,367,700	26.16%
(Shanghai Fosun High New Technology Development Company Limited) 上海復星高新技術發展有限公司	318,292,450	21.50%	318,292,450	14.42%
(Shanghai Fosun Pharmaceutical Development Company Limited) 上海復星醫藥產業發展有限公司	267,217,615	18.05%	267,217,615	12.11%

Name of Shareholder 股東名稱	Before increase in share capital 增加資本前		After increase in share capital 增加資本後	
	Shares held (number)	% of total share capital	Shares held (number)	% of total Share capital
PROMOTER SHAREHOLDERS 發起人股東	持有的股份 (數目)	總股本 百分比	持有的股份 (數目)	總股本 百分比
(Shanghai Fosun Information Development Company Limited) 上海復星信息產業發展有限公司	207,260,200	14.00%	207,260,200	9.39%
(Shanghai Guangxin Technology Development Company Limited) 上海廣信科技發展有限公司	88,825,800	6.00%	88,825,800	4.02%
(Dahua (Group) Company Limited) 大華(集團)有限公司	7,402,150	0.50%	7,402,150	0.34%
(Dazhong Transportation (Group) Company Limited) 大眾交通(集團)股份有限公司	7,402,150	0.50%	7,402,150	0.34%
(Shanghai Xinchangning (Group) Company Limited) 上海新長寧(集團)有限公司	6,661,935	0.45%	—	0%
Sub-total 小計	1,480,430,000	100%	1,473,768,065	66.78%
H SHARE SHAREHOLDERS H股股東	—	—	733,013,435	33.22%
TOTAL 總計	1,480,430,000	100%	2,206,781,500	100%

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** in compliance with the amendments to the Listing Rules as announced by the Stock Exchange on 30 January 2004 and which became effective on 31 March 2004, the following provisions in the Articles of Association shall be amended as follows (proposed changes are marked-up for ease of reference):

**Article 72** A shareholder (including a proxy), when voting at a shareholders’ general meeting, may exercise such voting rights as are attached to the number of voting shares which he represents. Each share shall have one (1) vote. Where any shareholder is, under the Listing Rules, any appendices thereto, any listing agreement or any contracts entered into pursuant thereto and any rulings of the Hong Kong Stock Exchange (collectively, referred to as the “Exchange Listing Rules”), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

**Article 73** At any shareholders’ general meeting, a resolution shall be decided on a show of hands unless specifically required under the Exchange Listing Rules to be by poll or demanded by any of the following persons for a poll

8. 作為特別事項，審議及酌情通過(不論有否修訂)下列決議案為特別決議案：

「**動議**遵照聯交所於二零零四年一月三十日宣佈，並於二零零四年三月三十一日生效的上市規則修訂，修改章程中下列的條文如下(建議變動已作出標示以茲參考)：

**第七十二條** 股東(包括股東代理人)在股東大會表決時，以其所代表的有表決權的股份數額行使表決權。每一股份有一票表決權。根據上市規則、上市規則的任何附錄、根據上市規制訂立的任何上市協議或任何合同及香港聯交所的任何規則(統稱「交易所上市規則」)，凡任何股東須放棄就任何指定決議案表決或限制就任何指定決議案只表決贊成或反對，任何違反此項規定或限制而由此股東或其代表作出的表決，均不予計算在內。

**第七十三條** 除非特別依照交易所上市規則的規定以投票方式表決，或除非下列人員在舉手表決以前或以後，要求以投票方式表決，股東大會以舉手方



before or after declaration of the results of the show of hands. A poll is demanded:

- (1) by the chairman of the meeting;
- (2) by at least two (2) shareholders present in person or by proxy entitled to vote thereat;
- (3) by one (1) or more shareholders present in person or by proxy and representing ten per cent. (10%) or more of all shares carrying the right to vote at the meeting singly or in aggregate,

Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favour of or against such resolution.

The demand for a poll may be withdrawn by the person who demands the same.

**Article 78** The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities;

式進行表決：

- (1) 會議主席；
- (2) 最少兩(2)名有表決權的股東或者有表決權的股東的代理人；
- (3) 單獨或者合併計算持有在該會議上有表決權的股份百分之十(10%)以上(含百分之十)的一個或者若干股東(包括股東代理人)；

除非有人提出以投票方式表決，否則主席根據舉手表決的結果，宣佈提議通過情況，並將此記載在會議記錄中，作為最終的依據，毋須證明該會議通過的決議中支持或反對的票數或者其比例。

以投票方式表決的要求可以由提出者撤回。

**第七十八條** 下列事項由股東大會以特別決議通過：

- (1) 公司增、減股本及發行任何種類股票、認股證及其他類似證券；

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|---|---|
| (2) the issue of debentures of the Company;   | (2) 發行公司債券；   |
| (3) the division, merger, dissolution and liquidation as well as significant acquisition or disposal of the Company;  | (3) 公司的分立、合併、解散和清算以及重大收購或出售；  |
| (4) amendment of the Company's Articles of Association;   | (4) 公司章程的修改；  |
| (5) any alteration or abrogation of any rights conferred on any class of shareholders;  | (5) 變更或廢除類別股東的股利；   |
| (6) any other matters considered by the shareholders in general meeting, and resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution or <u>any other matters as required under the Exchange Listing Rules.</u> | (6) 股東大會以普通決議通過認為對公司產生重大影響的需要以特別決議通過的，或根據交易所 <u>上市規則的規定</u> 需要以特別決議通過的任何其他事項。 |

**Article 95** Directors shall be elected at the shareholders' general meeting each for a term of three (3) years. At the expiry of the term of a director's office, he may be re-elected and re-appointed.

A written notice of the intention to propose a person for election as a director and a notice in writing by that person indicating his acceptance of such nomination shall be given to the Company no earlier than the day after the despatch of the notice of the meeting appointed for such election and no later than seven (7) days before the date of such shareholders' general meeting.

The number of directors elected in every session shall not be less than that as required by Article 94, and also shall not exceed the maximum number as determined by shareholders' general meeting by ordinary resolutions. In case the number of directors elected by way of vote exceeds the maximum limit so determined, those candidates with the highest number of votes shall be appointed.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any director (including a managing or other executive director) before the expiration of his term of office. However, the director's right to claim for damages under any contract arising out of his removal shall not be affected thereby.

**第九十五條** 董事由股東大會選舉產生，任期為三(3)年。董事任期屆滿，可以連選連任。

有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知，應當在不早於會議通告派發當日及不遲於該股東大會召開七(7)天前發給公司。

每屆獲選董事的人數不能少於本章程第九十四條的規定，也不能超出股東大會以普通決議的方式確定的董事最高人數；表決通過的董事人數超過擬定的董事最高人數限額時，依次以得票較高者按擬定的董事最高人數確定獲選董事。

股東大會在遵守有關法律、行政規定的前提下，可以普通決議案方式將任何任期末屆滿的董事(包括兼任經理的董事或其他執行董事)罷免(但根據任何合同可提出索償要求不受此影響)。

The Chairman and the Vice-chairman shall be elected and removed by more than one-half of all of the members of the board of directors. The term of office of each of the Chairman and the Vice-chairman is three (3) years, and they may be re-elected and re-appointed.

The external directors shall have sufficient time and the necessary knowledge and ability to perform their responsibilities. The Company must provide the external director with the necessary information during the discharge of their duties. In particular, the independent (non-executive) directors may directly report to shareholders' general meetings, the securities authority of the State Council and other related authorities.

The executive director shall deal with matters which are authorised by the board of directors.

The Directors shall not be required to hold shares of the Company.

**Article 130** Each director, supervisor, manager and other senior administrative officers of the Company shall not direct the following persons or institutions (“related persons”) to act in a manner which he is prohibited from so acting:

- (1) the spouse or minor children of the director, supervisor, manager or other senior administrative officers;

董事長、副董事長由全體董事的過半數選舉和罷免，董事長、副董事長任期三(3)年，可以連選連任。

外部董事應有足夠時間和必要的知識能力以履行其責任。外部董事履行職責時，公司必須提供必要的信息。其中，獨立(非執行)董事可直接向股東大會、國務院證券監督管理機構和其他有關部門報告情況。

執行董事處理董事會授權的事宜。

董事毋須持有公司股份。

**第一百三十條** 公司董事、監事、經理和其他高級管理人員，不得指使下列人員或者機構(「相關人」)做出董事、監事、經理和其他高級管理人員不能做的事：

- (一) 公司董事、監事、經理和其他高級管理人員的配偶或未成年子女；

- (2) the trustee of the director, supervisor, manager or other senior administrative officers or of any person described in sub-paragraph (1) above;
- (3) the partner of that director, supervisor, manager or other senior administrative officers or any person referred to in sub-paragraphs (1) and (2) of this Article;
- (4) a company in which that director, supervisor, manager or other senior administrative officers, whether alone or jointly with one (1) or more of the persons referred to in sub-paragraphs (1), (2) and (3) of this Article and other directors, supervisors, manager and other senior administrative officers, has de facto controlling interest;
- (5) the directors, supervisors, manager and other senior administrative officers of a company which is being controlled in the manner set out in sub-paragraph (4) above;
- (6) any other persons who would be regarded as “associates” of the director, supervisor, manager or senior management personnel concerned pursuant to the Listing Rules.
- (二) 公司董事、監事、經理和其他高級管理人員或本條第(一)項所述人員的信託人；
- (三) 公司董事、監事、經理和其他高級管理人員或本條第(一)、(二)項所述人員的合夥人；
- (四) 由公司董事、監事、經理和其他高級管理人員在事實上單獨所控制的公司，或與本條第(一)、(二)、(三)項所提及的人員或公司其他董事、監事、經理和其他高級管理人員在事實上共同控制的公司；
- (五) 本條第(四)項所指被控制的公司的董事、監事、經理和其他高級管理人員；
- (六) 根據上市規則被視為公司董事、監事、經理或高管理人員的「聯繫人」的任何其他人士。

Article 133 (1) Where a director, supervisor, manager or other senior administrative officer of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not the relevant matter is otherwise subject to the approval of the board of directors under normal circumstances.

(2) A director shall not vote in relation to any resolution relating to any contract, transaction, arrangement or any proposal in which they and any of their respective associates are materially interested, and shall not be counted in the quorum of the relevant meeting; but such prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

第一百三十三條 (一) 本公司董事、監事、經理和其他高級管理人員，直接或間接與公司已訂立的或計劃中的合同、交易、安排有重要利害關係時(公司與董事、監事、經理和其他高級管理人員的聘任合同除外)，不論有關事項在正常情況下是否需要董事會批准同意，均應當儘快向董事會披露其利害關係的性質和程度。

(二) 董事不得就任何決議案批准其或其任何各自聯繫人於當中擁有重大利益的任何合同、交易、安排或任何其他建議的任何董事會決議案投票，且不得被計算入有關議的法定人數內，但若有關決議案涉及下述任何一項或多項事項，則前述禁止不適用，董事可以表決(及計入法定人數)：

- (a) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (a) 就董事或其任何聯繫人因應公司或其任何子公司的要求或為公司或其任何子公司的利益而借出的款項或承擔的責任，向該董事或其任何聯繫人提供任何擔保、賠償保證或抵押；
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (b) 因應公司或其任何子公司債項或責任而向第三者提供任何擔保、賠償保證或抵押，當中董事本身或其任何聯繫人單獨或聯同他人因提供該項擔保、賠償保證或抵押而承擔全部或部分責任；
- (c) where the Company or any of its subsidiaries is offering securities in which offer the director or any of his associates is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which any of them is so participate;
- (c) 若公司或其任何子公司發售證券，而有關董事或其任何聯繫人有權或可能有權以證券持有人身份參與該項發售，或參與有關證券的包銷或分包銷；

- (d) any contract in which he or any of his associates is interested in the same manner as other holders of shares or debenture or other securities of the Company by virtue only of his or their interest in share or debentures or other securities of the Company;
- (e) any contract concerning any other company (not being a company in which the director and any of his associate in aggregate own five per cent. (5%) or more) in which he or any of his associate is interested directly or indirectly as an officer or shareholder;
- (d) 董事或其任何聯繫人僅因持有公司股份、債券或其他證券權益而與其他持有公司股份、債券或其他證券權益的人士同樣佔有其中利益的任何合同；
- (e) 涉及董事或其任何聯繫人以高級管理人員或股東身份直接或間接佔有其中利益的任何其他公司（並非由該董事或其任何聯繫人合計擁有百分之五(5%)或以上權益的公司)的任何合同；



- (f) any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director or any of his associates as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;
- (f) 任何有關採納、修訂或執行同時涉及公司或其任何子公司的董事、其聯繫人及僱員養老基金或退休、死亡或傷殘福利計劃的任何合同、而且任何董事或其任何聯繫人並未因該等計劃而獲得任何與該基金或計劃有關的僱員所沒有的特權或利益；
- (g) any contract for the benefit of employees of the Company or of any of its subsidiaries under which the director or any of his associates benefits in a similar manner to the employees and which does not accord to any director or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (g) 任何為本公司或其任何子公司的僱員利益而訂立的合同，據此有關董事或其任何聯繫人可獲得類似僱員所得的利益，而董事或其任何聯繫人不會從中獲得任何與該合同有關的僱員所沒有的特權或利益；及
- (h) any contract for the purchase or maintenance for any director or directors of insurance against any liability.
- (h) 任何為任何一名或多名董事購買或延續任何責任保險的合同。

(3) For the purpose of the paragraph (2) above, a company shall be deemed to be one in which a director and any of his associates in aggregate own five per cent. (5%) or more if and so long as (but only if and so long as) they are (either directly or indirectly) the holder of or beneficially interested in five per cent. (5%) or more of any class of the equity share capital of that company (or of any third company through which the interest of the director or that of his associates is derived) or of the voting rights available to members of that company. For the purpose of this paragraph, there shall be disregarded any shares held by the director or any of his associates as bare or custodian trustee and in which he and his associates have no beneficial interest, any shares comprised in a trust in which the interest of him and his associates is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorized unit trust scheme in which he or any of his associates is interested only as a unit holder.

(三) 就本條第(二)項而言，如果及只要(但也只有在「如果及只要」的情況下)某董事連同其任何聯繫人(直接或間接)持有或實益擁有某公司(又或該董事或其聯繫人藉以獲得有關權益的任何第三方公司)任何類別股份百分的五(5%)或以上，或該公司股東可有的表決權百分的五(5%)或以上，該公司即被視為一家由該董事及其任何聯繫人合計擁有百分的五(5%)或以上權益的公司。就本段而言，但凡董事或其任何聯繫人以被動信託人或保管信託人身份持有但其本身或其聯繫人並無實益利益的任何股份、董事及其聯繫人在其中的利益為復歸權或剩餘權的信託(如果有及只要有若干其他人士有權收取該信託的入息)的任何構成股份，以及董事或其聯繫人只以單位持有人身份佔有利益的認可單位信託計劃的任何構成股份，一概不予計算。

(4) Where a company in which a director and any of its associates in aggregate own 5 per cent. (5%) or more is materially interested in a contract, he also shall be deemed materially interested in that contract.

(四) 若一名董事或其任何聯繫人合計擁有百分之五(5%)或以上權益的公司於某合同中佔有重大利益，該董事也將視為於該合同中佔有重大利益。

(5) If any question arises at any meeting as to the materiality of an interest of a director (other than the chairman of the meeting) and any of his associates or as to the entitlement of any director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director or any of his associates concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any of its associates and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the Directors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any of his associates, so far as known to him, has not been fairly disclosed.

(五) 任何會議上如有關於一名董事(會議主席除外)及其任何聯繫人的利益是否重大或關於任何董事(會議主席除外)是否有權表決等問題，而問題又不因該董事自願放棄表決權而解決，則須將問題提交會議主席，會議主席對有關董事的裁決將為最後及最終定論，若有關董事或其任何聯繫人的利益就其所知的性質或程度未作公平地披露，則不能適用前述規定。會上如有關於會議主席或其任何聯繫人的問題，而問題又不因會議主席自願放棄表決權而解決，則須將問題交由董事會決議來決定(就此而言，主席將計入法定人數，但不得就此事表決)，而決議將為最後及最終定論，除主席或其任何聯繫人的利益就其所知的性質及程度未有公平地披露，則不能適用前述規定。

(6) Unless the interested director, supervisor, manager or other senior administrative officer discloses his interests in accordance with the preceding sub-paragraph of this Article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, manager or other senior administrative officer is not counted as part of the quorum and refrains from voting, the entering into of a contract, transaction or arrangement in which that director, supervisor, manager or other senior administrative officer is materially interested is voidable at the instance of the Company except as against a bona fide party thereto who does not have notice of the breach of duty by the interested director, supervisor, manager or other senior administrative officers.

(7) A director, supervisor, manager or other senior administrative officer of the Company shall be deemed to be interested in a contract, transaction or arrangement in which his associate is interested.

(六) 除非有利害關係的公司董事、監事、經理和其他高級管理人員已按照本條前款的要求向董事會做了披露，並且董事會在不將其計入法定人數，亦未參加表決的會議上批准了該事項，公司有權撤消該合同、交易或安排；但在對方是對有關董事、監事、經理和其他高級管理人員違反其義務的行為不知情的善意當事人的情形下除外。

(七) 公司董事、監事、經理和其他高級管理人員的相關人與某合同、交易、安排有利害關係的，有關公司董事、監事、總經理、副總經理和其他高級管理人員也應被視為有利害關係。

(8) “Associates” as referred to in this Article shall have the meaning as defined in the Listing Rules.

9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT the Board is hereby authorised to modify the amendments to the Articles of Association as appropriate and to do all such things as necessary in respect of such amendments pursuant to the requirements (if any) of the relevant PRC authorities or under the rules of any stock exchange on which any securities of the Company are listed.”

As at the date of this notice, the Board comprises of Mr. Guo Guangchang, Mr. Fan Wei, Mr. Ding Guogi, being executive directors, Mr. Feng Xiekun, being non-executive directors, Mr. Charles Nicholas Brooke, Mr. Chen Yingjie and Mr. Zhang Hongming, being independent non-executive directors.

By order of the Board of Directors  
**Lo Yee Har Susan**  
Company Secretary

23 April 2004, Hong Kong, PRC

Notes:

- (A) *The Company’s shareholders are reminded that pursuant to the articles of association of the Company, the register of shareholders of the Company will be closed from 12 May 2004 to 11 June 2004 (both days inclusive), during which period no transfer of shares will be registered. The Company’s shareholders, who intends to attend the AGM, must deliver their instrument of transfer together with the relevant share certificate to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not late than 4:00 p.m. on 11 May 2004.*

(八) 本章程所指的「聯繫人」具有上市規則所界定的涵義。

9. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「**動議**授權董事會依據任何中國有關審批部門的要求及任何公司證券上市的證券交易所的規則就該等章程修改作適當的修改及處理其他一切事宜。

於本通告日期，本公司董事包括郭廣昌先生、范偉先生、丁國其先生（執行董事），馮樊堃先生（非執行董事）、蒲祿祺先生、陳穎杰先生及張泓銘先生（獨立非執行董事）。

承董事會命  
公司秘書  
**盧綺霞**

香港，二零零四年四月二十三日

附註：

- (A) 根據本公司的公司章程，本公司股東謹請留意，本公司的股東名冊將由二零零四年五月十二日至六月十一日（包括首尾兩天）期間暫停辦理股份過戶登記手續。如欲符合出席上述大會及於會上投票之資格，未登記為本公司股份持有人之人士務請將所有過戶文件連同有關股票及過戶表格，於二零零四年五月十一日下午四時前送交本公司之過戶登記處香港中央證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，辦理股份過戶登記手續。

- (B) Any holders of the Company's shares entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (B) 有權出席股東週年大會及於會上投票的本公司股份持有人有權委任一名或多名委任代表，代其出席及投票。受委代表毋須為本公司股東。
- (C) Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (C) 凡本公司股東委任超過一名代表，其受委代表僅可以投票方式表決權。
- (D) To be valid, the proxy forms for the use of shareholders of the Company and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered to the Company or the Company's Share Registrar (see note (G) and note (H) not less than 24 hours before the time scheduled for holding the AGM.
- (D) 本公司股東使用代表委任表格(及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件)，必須於股東週年大會舉行時間前二十四小時送達本公司或公司之過戶登記處(見附註(G)及(H))，方為有效。
- (E) Shareholders of the Company who intend to attend the AGM are required to return the notices of attendance on or before 21 May 2004 (20 days before the day of meeting).
- (E) 擬出席股東週年大會的本公司股東須於二零零四年五月二十一日或之前(會議舉行的日前二十日)交出出席通知。
- (F) Completion and return of the proxy forms and notices of attendance will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and has notified the Company before the time scheduled for holding the AGM.
- (F) 股東填妥及交回代表委任表格及出席通知書後，倘股東其後可出席大會，其屆時仍可親自出席大會及於大會投票表決時投票，但必須於股東週年大會召開前通知公司其將親自出席大會。
- (G) Holders of H shares shall deliver the proxy forms (and a notarised copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority) and the notices of attendance to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong.
- (G) H股持有人須將代表委任表(及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件)及出席通知交回本公司過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1726號舖)。
- (H) Holders of domestic shares shall deliver the proxy forms (and a notarised copy of the power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority) and the notices of attendance to the office of the Company at its principal place of business in China. The address and details of the Company's principal place of business in China are as follows:
- (H) 內資股持有人，須將代表委任表格(及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件)及出席通知交回本公司於中國的主要營業地點的辦事處。本公司於中國的主要營業地點的地址及詳情如下：

6th-7th Floor  
Fuxing Business Building  
2 Fuxing Road East  
Shanghai 200010  
People's Republic of China  
Tel: (8621) 6332 0055, 6332 2337  
Fax: (8621) 6332 5212

中華人民共和國  
上海  
復興東路2號  
復星商務大廈6樓至7樓  
郵編200010  
電話：(8621) 6332 0055 · 6332 2337  
傳真：(8621) 6332 5212

- (I) *A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the meeting.*
- (J) *In accordance with the Company's articles of association, where there are joint registered holders of any share, only the first named shareholder in the register of members has the right to receive this notice, attend and exercise the voting right in relation to the relevant shares.*
- (K) *The AGM is expected to last for about half a day. Shareholders of the Company and their respective proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.*
- (I) 股東或其代理人出席股東大會，應出示身份證明。如法人股東委派代理人出席會議，該代理人應當出示本人身份證明和委派該代理人的法人的董事會或其他權力機構委任該代理人的決議。
- (J) 就任何股份之聯名股東，只有在股東名冊上排名首位之聯名股東有權收取本通告、出席股東大會及於大會上行使投票權。
- (K) 預計股東週年大會約需時半天。參加股東週年大會的本公司股東及其各自的受委代表，須自行負責其交通及食宿費用。