

# 股本變動及股東情況

## Changes in Share Capital and Shareholders



### 一、股本變動情況

### A. Changes in Share Capital

#### (一) 年度公司股份變動情況

#### 1. Changes in shareholdings during the year

數量單位：股

Unit: Shares

		本次變動前	配股	送股	公積金轉股	增發	其他	小計	本次變動後
		Before	Placing	Bonus	from	New	Others	sub-total	After
		the	of	shares	surplus	issue			the
		change	shares	shares	reserve				change
		change	shares	shares	reserve	issue	Others	sub-total	change
1、未上市流通股份	1. Non-circulating shares				Shares converted				
(1) 發起人股份	(1) Promoter's shares				from				
其中：	including:								
國家持有股份	State-owned shares	355,015,000							355,015,000
未上市流通股份	Total non-circulating	355,015,000							355,015,000
合計	shares								
2、已上市流通股份	2. Circulating shares								
(1) 人民幣普通股	(1) RMB ordinary shares	58,000,000							58,000,000
(2) 境外上市的外資股	(2) Overseas listed	242,000,000							242,000,000
	foreign shares								
已上市流通股份	Total number of	300,000,000							300,000,000
合計	circulated shares								
3、股份總數	3. Total number of shares	655,015,000							655,015,000

本公司在報告期內並無購回、出售或贖回其上市證券。

During the reporting period, the Company did not repurchase, sell or redeem its shares.



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### (二) 股票發行與上市情況

#### 1、 股票發行與上市情況

本公司自成立以來，股票發行與上市情況如下：

### 2. New Issues and Listings

#### (1) New Issues and Listings

Since the incorporation of the Company, particulars of the issue and listing of the Company's shares are as follows:

		<b>H股</b> H Shares	<b>A股</b> A Shares
發行日期	Date of issue	1996.4.24-5.2	1996.11.7-11.18
面值	par value	每股人民幣1.00元 RMB1.00 per share	每股人民幣1.00元 RMB1.00 per share
發行價格	Issue price	每股2.13港元 HK\$2.13 per share	每股人民幣5.10元 RMB5.10 per share
發行數量(股)	Number of shares issued	242,000,000	23,000,000
上市日期	Date of listing	1996.5.2 2 May 1996	1996.11.18 18 November 1996
上市地點	Place of listing	香港 Hong Kong	上海 Shanghai
獲准上市交易數量(股)	Aggregate number of shares permitted to be traded	242,000,000	28,000,000
上市首交易日開盤價	Opening price on the first trading day of listing	2.05港元 HK\$2.05	人民幣11.00元 RMB11.00
本年度首交易日開盤價	Opening price on the first trading day of the year	1.73港元 HK\$1.73	人民幣18.30元 RMB18.30
本年度末交易日收盤價	Closing price on the last trading day of the year	2.90港元 HK\$2.90	人民幣14.40元 RMB18.30
本年度之最高交易價	The highest price during the year	4.05港元 HK\$4.05	人民幣19.30元 RMB19.30
本年度之最低交易價	The lowest price during the year	1.29港元 HK\$1.29	人民幣13.08元 RMB13.08
全年交易量(萬股)	Total transaction volume during the year ('0000 shares)	101,969	12,144

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### (二) 股票發行與上市情況 (續)

#### 2、 股本結構

於二零零一年十二月三十一日，本公司總股本未有變化。本公司總股本為655,015,000股，其結構如下：

股份類別 Types of shares		股數 Number of shares	佔總股本比例 Percentage to total issued share capital
尚未流通股數	Non-circulating shares:		
國家持有股份	Shares held by the State	355,015,000	54.20%
已流通股份	Circulating shares:		
H股	H shares	242,000,000	36.95%
A股	A shares	58,000,000	8.85%
股份總數	Total number of shares	655,015,000	100%

#### 3、 公司內部職工股情況

本公司內部職工股發行日期為一九九二年四月二十九日，發行價格每股為人民幣1元，發行數量為35,000,000股，託管機構為南京證券登記公司，託管日期為一九九四年四月二十一日，其中5,000,000股於一九九六年十一月十八日上市流通，30,000,000萬股於一九九九年十一月八日上市流通，至此公司內部職工股已全部上市流通。

#### 股東情況介紹

(一) 截至二零零一年十二月三十一日止，本公司共有股東28,372戶，其中A股股東28,317戶，H股股東55戶。

### 2. New Issues and Listings (continued)

#### (2) Share capital structure

As at 31 December 2001, there was no change in the total share capital. The total number of shares issued by the Company was 655,015,000, the structure of which was as follows:

#### (3) Employee Shares

The employee shares of the Company were issued on 29 April 1992. Issue price was RMB1 per share and the number of the shares issued was 35,000,000. The shares were held on trust by Nanjing Securities Registration Company on 21 April 1994, of which 5,000,000 shares were listed on 18 November 1996. The rest of 30,000,000 shares were listed and circulated in the market on 8 November 1999. All the employee shares of the Company were listed and circulated in the market.

#### Shareholders

(1) As at 31 December 2001, there were 28,372 shareholders of the Company, including 28,317 holders of A Shares and 55 holders of H Shares.



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### (二) 股票發行與上市情況 (續)

(二) 截至二零零一年十二月三十一日，本公司前十名股東持股情況

### 2. New Issues and Listings (continued)

2. The top ten shareholders of the Company as at 31 December 2001

股東名稱	Name	Type of shares	年末持股數量 No. of shares held at year end	佔總股本 比例(%) Percentage(%) of total share capital
1、 熊貓電子集團有限公司	Panda Electronics Group Limited	國有法人股 State-owned legal person	355,015,000	54.20
2、 香港中央結算(代理人)有限公司	HKSCC Nominees Ltd.	H	240,076,899	36.76
3、 漢鼎基金	Han Ding Fund	A	703,494	0.107
4、 同智基金	Tong Zhi Fund	A	680,055	0.104
5、 TSE WING PAK	Tse Wing Pak	H	550,000	0.084
6、 漢興基金	Han Xing Fund	A	500,051	0.076
7、 上海友邦	AIA (Shanghai)	A	374,737	0.057
8、 彭翠紅	Peng Cui Hong	A	360,000	0.055
9、 南方穩健基金	Nan Fang Stable Fund	A	359,142	0.055
10、 哈爾濱市國際信託投資公司	Harbin International Trust and Investment Corporation	A	333,350	0.051

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### (二) 股票發行與上市情況 (續)

附註：

- (1) 以上列出的股東情況中代表國家持有股份的單位為熊貓電子集團有限公司持有本公司股份355,015,000股，佔本公司已發行股本的54.20%，為未上市流通的國有法人股。熊貓電子集團有限公司最早前身成立於一九三六年，後於一九九九年七月五日經南京市政府批准改制轉為有限責任公司，現註冊資本為人民幣9.8億元，其股東為南京新港開發總公司(佔股本46%)，江蘇省國際信託投資公司(佔股本45%)，南京市國有資產經營(控股)有限公司(佔股本9%)。法定代表人為奚永明，經營範圍為無線電通信設備、廣播電視設備、電器機械及器材，電子系統工程等。其所持股份於報告期內未有變化，亦無質押或凍結的情況。
- (2) 香港中央結算(代理人)有限公司所持有本公司H股240,076,899股(佔本公司已發行股本的36.76%)，乃分別代表其多個客戶所持有，其中摩根士丹利添惠亞洲有限公司(MORGAN STANLEY DEAN WITTER INVESTMENT MANAGEMENT COMPANY)透過香港匯豐銀行代理人有限公司持有本公司H股37,431,000股，佔H股總數比例為15.47%，佔本公司總股本比例為5.71%。除此之外，本公司並不知悉任何個別客戶持有本公司已發行股本10%以上的權益。
- (3) 以上第二至第十大股東所持H、A股均為向社會公開發行的可流通股。
- (4) 前十名股東均不是本公司的戰略投資者，且無關聯關係。

### 2. New Issues and Listings (continued)

Notes:

- (1) Among the shareholders named above, Panda Electronics Group Limited ("PEGL") held 355,015,000 shares, representing 54.20% of the issued share capital of the Company, on behalf of the State. The State-owned legal person shares are non-circulating shares. The predecessor of PEGL was formed in 1936 and converted into a limited company upon approval by Nanjing Municipal Government on 5 July, 1999. The registered capital of PEGL is RMB980 million and its shareholders include 南京新港開發總公司 (Nanjing Xingang Development Corporation), holding 46% of the share capital of PEGL, 江蘇省國際信託投資公司 (Jiangsu International Trust and Investment Corporation), holding 45% of the share capital and 南京市國有資產經營(控股)有限公司 (Nanjing Municipal Stated-owned Assets Operation Company), holding 9% of the share capital. The legal representative of PEGL is Mr. Xi Yongming. PEGL engages in the manufacture of wireless telecommunication equipment, broadcasting television equipment, electrical machinery and apparatus, electronic system projects, etc. The shareholding held by PEGL did not change and the shares were neither subject to pledge nor being frozen during the reporting period.
- (2) HKSCC Nominees Ltd. held 240,076,899 H Shares, representing 36.76% of the issued share capital of the Company, on behalf of several clients. Of which, Morgan Stanley Dean Witter Investment Management Company held 37,431,000 H shares of the Company through HSBC (Nominees) Ltd., which represented 15.47% of the total H shares and 5.71% of the total share capital of the Company. Save as above, the Company is not aware of any individual client holding more than 10% of share capital issued by the Company.
- (3) The H and A shares held by the above second to the tenth largest shareholder are circulating shares issued to the public.
- (4) All the ten largest shareholders are neither strategic investors of nor connected with the Company.