

股本變動及股東情況

Changes in Share Capital and Shareholders

(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		本次變動增減(+、-)					本次變動後
				Increase/decrease from the change					
				配股	送股	公積金轉股	增發	其他	小計
				Shares					
				converted					
		Before	Placing	Bonus	surplus	New	Others	Sub-total	After
		the	of	shares	reserve	issue			the
		change	shares	shares	from	Others			change
1. 未上市流通股份	1. Non-circulating shares								
發起人股份	Promoter's shares	355,015,000							355,015,000
其中：	including:								
國家持有股份	State-owned shares	355,015,000							355,015,000
未上市流通股份合計	Total non-circulating shares	355,015,000							355,015,000
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 foreign shares	242,000,000							242,000,000
已上市流通股份合計	Total number of circulated shares	300,000,000							300,000,000
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 listed securities.



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(二) 股票發行與上市情況

2. New Issues and Listings

1. 股票發行與上市情況

(1) New Issues and Listings

		H股 H Shares	A股 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	每股港幣2.13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	1996.11.18
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	港幣2.05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	港幣2.90元 HK\$2.90	人民幣14.41元 RMB14.41
本年度末交易日收盤價	Closing price on the last trading day of the year	港幣1.20元 HK\$1.20	人民幣 8.58元 RMB8.58
本年度之最高交易價	The highest price during the year	港幣3.475元 HK\$3.475	人民幣14.66元 RMB14.66
本年度之最低交易價	The lowest price during the year	港幣0.98元 HK\$0.98	人民幣 8.50元 RMB8.50
全年交易量(萬股)	Total transaction volume during the year ('0000 shares)	70,084	9,365

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(二) 股票發行與上市情況 (續)

2. New Issues and Listings (continued)

2. 股本結構

(2) Share capital structure

於2002年12月31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：

As at 31 December 2002, 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:

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%

(三) 股東情況介紹

(3) Shareholders

截至2002年12月31日止，本公司共有股東28,874戶，其中A股股東28,806戶，H股股東68戶。

As at 31 December 2002, there were 28,874 shareholders of the Company, including 28,806 holders of A Shares and 68 holders of H Shares.



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(四) 截至2002年12月31日，本公司
前十名股東持股情況

4. The top ten shareholders of the Company as at 31
December 2002

股東名稱	Name	種類 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	239,643,899	36.59
3. TSE WING PAK	Tse Wing Pak	H	550,000	0.084
4. 美國友邦保險有限公司 上海分公司	AIA (Shanghai)	A	364,737	0.056
5. 上海市教育發展基金會	Shanghai Municipality Education Fund	A	285,742	0.044
6. 王斌	Wang Bin	A	253,900	0.039
7. 上海文新投資有限公司	Shanghai High-tech Investment Ltd.	A	250,000	0.038
8. 裕陽證券投資基金	Yu Yang Securities Fund	A	225,433	0.034
9. 華泰證券有限責任公司	Hua Tai Securities Limited	A	224,100	0.034
10. 天元證券投資基金	Tian Yuan Securities Investment Fund	A	216,207	0.033

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(四) 截至2002年12月31日，本公司前十名股東持股情況(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1936年，後於1999年7月5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46%)，江蘇省國際信託投資公司(佔股45%)，南京市國有資產經營(控股)有限公司(佔股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239,643,899股(佔本公司已發行股本的36.59%)，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)於2001年4月12日通知本公司，其透過香港滙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%。(至報告期末未有變化通知)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5%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，且均無關聯關係，亦非一致行動人。

4. The top ten shareholders of the Company as at 31 December 2002 (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 Nanjing Xingang Development Corporation, holding 46% of the share capital of PEGL, Jiangsu International Trust and Investment Corporation, holding 45% of the share capital and 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. There was no change in the shareholding held by PEGL and the shares were neither subject to pledge nor being frozen during the reporting period.
- (2) HKSCC Nominees Ltd. held 239,643,899 H Shares, representing 36.59% of the issued share capital of the Company, on behalf of several clients. Of which, Morgan Stanley Dean Witter Investment Management Company notified the Company on 12 April, 2001 that it 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 (The Company had received no notice of change until the end of the reporting period). Save as above, as at the end of the reporting period, the Company is not aware of any individual client holding more than 5% 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 top ten shareholders are neither strategic investors of nor connected with the Company, nor parties acting in concert with each other.