

股本變動及股東情況

CHANGES IN SHARE CAPITAL AND SHAREHOLDERS

1. 股份變動情況表

1. Share capital structure

	2002年12月31日 As at 31 December 2002 股數 Number of Shares	2002年1月1日 As at 1 January 2002 股數 Number of Shares
(一) 未上市流通股份		
I. Unlisted Shares		
1. 發起人—國家持有股份(A股) Issuer' shares (A Shares) — State-owned shares	214,440,000	214,440,000
2. 募集法人股份(A股) Domestic legal person shares (A Shares)	16,719,500	16,719,500
未上市流通股份合計 Total number of unlisted shares	231,159,500	231,159,500
(二) 已上市流通股份		
II. Listed Shares		
1. 境內上市人民幣普通股(A股) Domestic listed ordinary shares (A Shares)	76,153,330	76,153,330
2. 境外上市的外資股(H股) Overseas listed foreign shares (H Shares)	150,000,000	150,000,000
已上市流通股份合計 Total number of listed shares	226,153,330	226,153,330
(三) 股份總數		
III. Total Number of Shares	457,312,830	457,312,830

報告期內公司無送股、轉增股本、增發新股、可轉換公司債券轉股或其他引起股份總數及結構變動行為。

In this reporting period, there is no bonus shares, new shares issued, or conversion of convertible corporate bonds, nor has transfer from reserves to share capital been decided that resulted in any change in the number of shares and the structure of share capital.

2. 股票發行與上市情況

2. Share issues and listing

二零零一年九月三日本公司增發33,000,000股A股(含3,000,000股國有股存量發行)，發行價格為每股人民幣13元，並於當月十九日在深圳證券交易所上市流通。

The Company offered and issued 33,000,000 A Share (including the offering of 3,000,000 State-owned shares) on 3 September 2001 at a price of RMB13 per share, which were approved to list on the Shenzhen Stock Exchange on 19 September 2001.

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3. 股東情況介紹

- (1) 於二零零二年十二月三十一日，本公司股東總數為32,447位，包括(根據香港法律第396章香港證券披露權益條例第16(1)條，股份權益登記註冊內之) H股股東103位，A股股東32,344位。
- (2) 於二零零二年十二月三十一日持有本公司股份前十名股東情況如下：

3. Substantial shareholders

- (i) As at 31 December 2002, the Company had on record a total of 32,447 shareholders, including 103 holders of H Shares (as recorded in its register required to be kept under section 16(1) of the Securities (Disclosure of Interests) Ordinance Cap. 396, laws of Hong Kong) and 32,344 holders of A Shares.
- (ii) As at 31 December 2002, the ten largest shareholders of the Company were as follows:

序號	股東名稱	股份性質	期末 持股數	佔總股本 比重(%)
No	Name of Shareholder	Class of shares	Number of shares held	% of the total share capital
1	山東新華醫藥集團有限責任公司 Shandong Xinhua Pharmaceutical Group Company Limited	國有股、A股 State-owned A Shares	214,440,000	46.89
2	香港中央結算(代理人)有限公司 HKSCC (Nominees) Limited	流通H股 Listed H Shares	143,653,998	31.41
3	江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	流通A股 Listed A Shares	4,203,300	0.92
4	海通證券股份有限公司 Haitong Securities Company Limited	流通A股 Listed A Shares	3,093,855	0.68
5	景福證券投資基金 Jingfu Securities Investment Fund	流通A股 Listed A Shares	2,745,984	0.60
6	上海證大投資管理有限公司 Shanghai Zhengda Investment Management Company Limited	法人股、A股 Legal person A Shares	2,100,000	0.46
7	中國醫藥工業公司 China National Pharmaceutical Industry Corporation	法人股、A股 Legal person A Shares	1,540,000	0.34
8	青島市醫藥物資公司 Qingdao Medical Supply Company	法人股、A股 Legal person A Shares	1,100,000	0.24
9	中國醫藥對外貿易總公司 China National Pharmaceutical Foreign Trade Corporation	法人股、A股 Legal person A Shares	1,000,000	0.22
10	山東環中製藥股份有限公司 Shandong Huanzhong Pharmaceutical Co., Ltd.	法人股、A股 Legal person A Shares	1,000,000	0.22

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3. 股東情況介紹 (續)

- (2) 於二零零二年十二月三十一日持有本公司股份前十名股東情況如下：(續)

附註：

- a. 持有本公司股份5%以上的境內股東為山東新華醫藥集團有限責任公司，本期內其所持本公司股份無增減變動情況，其所持股份無質押和凍結情況；
- b. 本年度內控股股東無變更情況；
- c. 上述十大股東之間不存在關聯關係、也不存在《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。

- (3) 控股股東情況

本公司控股股東為山東新華醫藥集團有限責任公司（“新華醫藥集團公司”），新華醫藥集團公司成立於1995年6月15日，為國有獨資公司，註冊資本為人民幣29,850萬元，法人代表為賀端湜，其經營範圍為：醫藥、化工、包裝裝潢、化工機械設備製造、工業貿易、工程設計、儀器儀錶製造安裝、教育、醫院、房地產、飲食服務、藥用膠囊。

新華醫藥集團公司的控股股東為新華魯抗藥業集團有限責任公司，為本公司最終控股股東，成立於1998年12月1日，為國有獨資公司，註冊資本為人民幣49,549萬元，法人代表為賀端湜，主要從事對醫藥生產經營企業投資。

3. Substantial shareholders (continued)

- (ii) **As at 31 December 2002, the ten largest shareholders of the Company were as follows:** (continued)

Note:

1. The number of A Shares of the Company held by Shandong Xinhua Pharmaceutical Group Company Limited, the sole domestic shareholder with a shareholding of more than 5% of the total number of the Company's shares remained unchanged and there was no mortgage over or freezing of those shares during the year 2002;
2. There was no change of controlling shareholder of the Company during the year;
3. There is no association amongst the ten largest shareholders, nor the persons acting in concert as defined in the Rules for the Information Disclosure of Changes in the Shareholding of the Listed Companies issued by China Securities Regulatory Commission (the "CSRC").

- (iii) **Information about the controlling shareholder**

Shandong Xinhua Pharmaceutical Group Company Limited ("SXPGC"), being the controlling shareholder of the Company, was established as a wholly state-owned company on 15 June 1995. The registered capital of SXPGC is RMB298,500,000 and its legal representative is Mr. He Duanshi. SXPGC is mainly engaged in the business of pharmaceutical industry, chemical industry, packaging, manufacture of chemical equipment, trading, industrial design, production and installment of chemical and pharmaceutical instruments, education, hospital, real estate, canteen and restaurant services.

Xinhua Lukang Pharmaceutical Group Corporation ("XLPGC"), a wholly state-owned company, the controlling shareholder of SXPGC and the ultimate controlling shareholder of the Company, was established on 1 December 1998. The registered capital of XLPGC is RMB495,490,000 and its legal representative is Mr. He Duanshi. XLPGC is mainly engaged in the business of investment in pharmaceutical enterprises.