

股東大會簡介

SUMMARY REPORT OF GENERAL MEETINGS

二零零二年本公司召開二次股東大會

(一) 本公司於二零零二年六月七日在公司住所召開了二零零一年度股東周年大會，出席本次股東大會的股東(包括股東代理人)人數為4人，出席本次股東大會的股東所代表的股份總數為216,837,000股，佔本公司股本總額的47.4%，本次股東大會的召開符合《中華人民共和國公司法》、《關於境外上市公司1995年召開股東年會和修改公司章程若干問題的通知》和本公司《公司章程》等有關規定。大會由副董事長魯省民主持。本次股東大會通過了下列普通決議案和特別決議案。

A 本次股東大會通過下列普通決議案：

1. 批准二零零一年度董事會報告；
2. 批准二零零一年度監事會報告；
3. 批准二零零一年度經審核的財務報表及核數師報告；
4. 批准二零零一年度利潤分配方案；
5. 審議並通過二零零二年度利潤分配政策；
6. 批准二零零二年度董事、監事酬金的議案；

In 2002, two General Meetings were held by the Company:

I. The 2001 Annual General Meeting (“AGM”) of the Company was held at the Company’s registered office on 7 June 2002, those attending, were 4 shareholders and proxies, representing a total number of 216,837,000 shares and accounting for 47.4% of the Company’s total share capital. The AGM was convened in compliance with the provisions of the Company Law of the PRC, the Notice for Matters Concerned in respect of 1995 Annual General Meeting and Amendments to the Articles of Associates of the Overseas Listed Companies as well as the Articles of Association. The AGM was chaired by Mr. Lu Shengmin, the Vice Chairman. The following ordinary and special resolutions were passed at the AGM:

A. The following resolutions were passed as ordinary resolutions at the AGM:

- i. To approve the report of the Directors for the year 2001;
- ii. To approve the report of the Supervisory Committee for the year 2001;
- iii. To approve the audited financial statements of the Company for the year 2001;
- iv. To approve the profit appropriation report of the Company for the year 2001;
- v. To approve the profit appropriation budget of the Company for the year 2002;
- vi. To approve the remuneration of Directors and Supervisors for year 2002.

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二零零二年本公司召開二次股東大會 (續)

A 本次股東大會通過下列普通決議案：(續)

7. 審議並通過續聘信永中和會計師事務所和羅兵威永道會計師事務所為二零零二年度之境內外核數師，並授權董事會確定其酬金；
8. 選舉本公司第四屆董事會董事
9. 選舉本公司第四屆監事會監事
10. 關於進一步確認A股增發募集資金用途的議案

B 本次股東大會通過下列特別決議案對本公司《公司章程》作出修改：

1. 本公司《公司章程》第三條原文為：

"公司的法定地址：中國山東省淄博市張店區東一路14號。"

修改為：

"公司的法定地址：中國山東省淄博市高新技術產業開發區化工區"

In 2002, two General Meetings were held by the Company: (continued)

A. The following resolutions were passed as ordinary resolutions at the AGM: (continued)

- vii. To approve the re-appointment of PricewaterhouseCoopers (Certified Public Accountants in Hong Kong) and Shine Wing (Certified Public Accountants in the PRC) as the international and domestic auditors respectively for the year 2002 and authorize the Directors to fix the auditors' remuneration;
- viii. To elect the Fourth Board of Directors of the Company;
- ix. To elect the Fourth Supervisory Committee of the Company;
- x. To confirm the use of proceeds from the issue of A shares; and

B. The following amendments to the Articles of Association were approved as special resolutions:

- i. Article 3 of the Articles of Association originally read as follows:

"The legal address of the Company: No.14 Dongyi Road, Zhangdian District, Zibo City, Shandong Province, PRC".

It is now replaced with the following:

"The legal address of the Company: Chemical Industrial Area of Zibo Hi-tech Industry Development Zone, Zibo City, Shandong Province, PRC".

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B 本次股東大會通過下列特別決議案對本公司《公司章程》作出修改：(續)

2. 本公司《公司章程》第九十條原文為：

"公司設董事會，董事會由十三名董事組成，其中非執行董事三名。董事會設董事長一名，副董事長一名。"

修改為：

"公司設董事會，董事會由十名董事組成，其中獨立非執行董事四名。董事會設董事長一名，副董事長一名。"

決議公告於二零零二年六月八日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

(二) 本公司於2002年11月12日在山東省淄博市張店區東一路十四號舉行臨時股東大會(「臨時股東大會」)，出席會議的股東及股東授權委託代表共8人，代表股份219,847,000股，佔本公司有表決權股份總數的48.07%，本次股東大會的召開符合《公司法》及本公司《公司章程》的規定，本次股東大會由董事長賀端湜主持。

新華醫藥集團公司和山東新華醫藥集團綜合服務有限責任公司作為本公司的關聯股東對本次股東大會審議的三項普通決議案放棄投票。

In 2002, two General Meetings were held by the Company: (continued)

B. The following amendments to the Articles of Association were approved as special resolutions: (continued)

ii. Article 90 of the Articles of Association originally read as follows:

"The Company shall establish a board of directors. The board of directors consists of 13 directors, comprising 1 chairman, 1 vice-chairman, 8 executive directors and 2 non-executive directors".

It is now replaced with the following:

"The Company shall establish a board of directors. The board of directors consists of 10 directors comprising 4 independent non-executive directors, 1 chairman and 1 vice-chairman".

An announcement of the above resolutions was published on the domestic newspaper, Securities Times, as well as Hong Kong newspapers, Wen Wei Po and The Standard, on 8 June 2002.

II. The Extraordinary General Meeting of the Company ("EGM") was held at No.14 Dongyi Road, Zhangdian District, Zibo Shandong Province, the PRC on 12 November 2002. 8 shareholders (including 6 independent shareholders), representing 219,847,000 shares or 48.07% of the Company's total issued share capital attended the EGM. The holding of the EGM complied with the Articles of Association and the relevant regulations of the PRC. Mr. He Duanshi presided at the EGM.

SXPGC and SXPGC Comprehensive Service Company Limited abstained from voting for the following three resolutions reviewed at the EGM.

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出席臨時股東大會的獨立股東審議批准了下列普通決議案：

- 1、 批准終止與新華集團子公司簽署的現有持續關聯交易協議（見公司在2002年9月27日的公告（「公告」））。
- 2、 批准新持續關聯交易協議（見公告）。
- 3、 批准新豁免申請（見公告）及授權本公司董事就終止舊協議，採納新協議和新豁免申請所需的行動及採取一切必要的行動。

決議公告於二零零二年十一月十三日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

選舉、更換公司董事、監事情況見“董事、監事、高級管理人員和員工情況”

In 2002, two General Meetings were held by the Company: (continued)

Upon approval by the independent shareholders at the EGM, the following resolutions were passed as ordinary resolutions:

- i. The approval of the termination of Existing Ongoing Connected Transactions (SXPGC Subsidiaries) (as defined in the Announcement dated 27 September 2002 (“the Announcement”).
- ii. The approval of the New Ongoing Connected Transactions (as defined in the Announcement).
- iii. The approval of the New Waiver Application (as defined in the Announcement); and the authorisation of the Directors of the Company to do all acts and take all necessary actions in connection with the termination of the Existing Ongoing Connected Transactions (SXPGC), the approval of the New Ongoing Connected Transactions and the New Waiver Application.

An announcement of the above resolutions was published on the domestic newspaper, Securities Times, as well as Hong Kong newspapers, Wen Wei Po and The Standard, on 13 November 2002.

The election and replacement of Directors and Supervisors are listed in the above section headed “DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF”.