

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
		Before the change	Placing of shares	配股	送股	轉股	增發	其他	
				Increase/decrease from the change					
				公積金					
				Shares converted					
				from					
				Bonus shares					
				New issue					
				Others					
				Sub-total					
				After the 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1.18元 HK\$1.18	人民幣8.53元 RMB8.53
本年度末交易日收盤價	Closing price on the last trading day of the year	港幣1.90元 HK\$1.90	人民幣8.06元 RMB8.06
本年度之最高交易價	The highest price during the year	港幣2.85元 HK\$2.85	人民幣13.00元 RMB13.00
本年度之最低交易價	The lowest price during the year	港幣1.18元 HK\$1.18	人民幣7.03元 RMB7.03
全年交易量(萬股)	Total transaction volume during the year ('0000 shares)	90,889	25,796

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2、股本結構

於2003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：

(2) Share capital structure

As at 31 December 2003, 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

截至2003年12月31日，本公司共有股東31,831戶，其中A股股東31,768戶，H股股東63戶。

3. Shareholders

As at 31 December 2003, there were 31,831 shareholders of the Company, including 31,768 holders of A Shares and 63 holders of H Shares.



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(四)截至2003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 2003

年末持股

佔總股本

股東名稱	Name	種類 Type of shares	數量(股)	比例(%)
			No. of shares held at year end	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	237,063,899	36.19
3、 CHENG CHANG YUNG TSUNG ALICE	CHENG CHANG YUNG TSUNG ALICE	H	3,050,000	0.47
4、 TSE WING PAK	TSE WING PAK	H	550,000	0.084
5、 黃海濱	HUANG HAIBIN	A	535,009	0.082
6、 賴水嬌	LAI SHUIJIAO	A	412,400	0.063
7、 賴 瓊	LAI QIONG	A	393,600	0.060
8、 張 娣	ZHANG DI	A	253,000	0.039
9、 KAY AND COMPANY LTD	KAY AND COMPANY LTD	H	200,000	0.031
10、 興和證券投資基金	Xinghe Securities Investment Fund	A	197,099	0.030

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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，又於2003年6月4日完成「債轉股」，現註冊資本為人民幣126,606萬元，其股東為中國華融資產管理公司(佔股本36.84%)，南京新港開發總公司(佔股本22.07%)，江蘇省國信資產管理集團有限公司(佔股本21.59%)，中國信達資產管理公司(佔股本8.87%)，中國長城資產管理公司(佔股本6.31%)，南京市國有資產經營(控股)有限公司(佔股本4.32%)。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)有限公司持有本公司H股237,063,899股(佔本公司已發行股本的36.19%)，乃分別代表其多個客戶所持有。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，熊貓電子集團有限公司與第2-10名股東之間不存在關聯關係或屬於一致行動人，公司未知第2-10名股東之間存在關聯關係或屬於一致行動人。

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, and subsequently completed the conversion of indebtedness into equity interests on 4 June 2003. The registered capital of PEGL is RMB1,266,060,000 and its shareholders include 中國華融資產管理公司(China Huarong Assets Management Company),(representing 36.84% of the share capital), 南京新港開發總公司(Nanjing Xingang Development Corporation),(representing 22.07% of the share capital), 江蘇省國信資產管理公司(Jiangsu International Trust and Investment Corporation), (representing 21.59% of the share capital),中國信達資產管理公司(China Xinda Assets Management Company),(representing 8.87% of the share capital), 中國長城資產管理公司(China Changcheng Assets Management Company), (representing 6.31% of the share capital) and 南京市國有資產經營(控股)公司(Nanjing Municipal Stated-owned Assets Operation (Holding) Company), (representing 4.32% 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 237,063,899 H Shares, representing 36.19% of the issued share capital of the Company, on behalf of several clients. 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. There is no connection or any party acting in concert between Nanjing Panda Electronics Group Limited and its 2nd-10th shareholders. The Company does not know there is any connection or any party acting in concert among its 2nd-10th shareholders.



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(五) 截至2003年12月31日，本公司
前十名流通股股東持股情況

5. The top ten circulating shareholders of the
Company as at 31 December 2003

股東名稱	Name	種類 Type of shares	年末持股 數量(股) No. of shares held at year end	佔總股本 比例(%) Percentage (%) of total share capital
1、香港中央結算(代理人)有限公司	HKSCC Nominees Ltd.	H	237,063,899	36.19
2、CHENG CHANG YUNG TSUNG ALICE	CHENG CHANG YUNG TSUNG ALICE	H	3,050,000	0.47
3、TSE WING PAK	TSE WING PAK	H	550,000	0.084
4、黃海濱	HUANG HAIBIN	A	535,009	0.082
5、賴水嬌	LAI SHUIJIAO	A	412,400	0.063
6、賴瓊	LAI QIONG	A	393,600	0.060
7、張娣	ZHANG DI	A	253,000	0.039
8、KAY AND COMPANY LTD	KAY AND COMPANY LTD	H	200,000	0.031
9、興和證券投資基金	XINGHE SECURITIES INVESTMENT FUND	A	197,099	0.030
10、胡新海	HU XINHAI	A	197,000	0.030

附註：公司未知前10名流通股股東之間存
在關聯關係。

Note: The Company does not know there is any connection among
its top 10 circulating shareholders.

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(六) 主要股東在本公司股份及相關股份的權益和淡倉

就本公司董事、監事及高級管理人員所知，根據「證券及期貨條例」第336條規定備存之登記冊，各主要股東在本公司股份及相關股份的好倉如下(本公司董事、監事及高級管理人員除外)：(1) 熊貓電子集團有限公司持有內資股355,015,000股，佔已發行內資股股份的概約百分比為85.96%，佔已發行總股份的概約百分比為54.20%，該股份權益類別為法團權益，並以實益持有的身份持有。(2) Lewis Joseph持有H股20,260,000股，佔已發行H股股份的概約百分比為8.38%，佔已發行總股份的概約百分比為3.10%，該股份權益類別為個人權益，並以實益持有的身份持有。(3) Tuesday Thirteen Inc.持有H股16,920,000股，佔已發行H股股份的概約百分比為7.00%，佔已發行總股份的概約百分比為2.59%，該股份權益類別為法團權益，並以受控制法團的身份持有。以上主要股東所持有的股份均未出現淡倉。

除上文披露外，本公司並不知悉任何人士(本公司董事、監事及高級管理人員除外)概無擁有須按「證券及期貨條例」第336條於登記冊內備存的權益或淡倉。

6. Substantial shareholders' interests and short positions in the shares or underlying shares of the Company

So far as the directors, supervisors and senior management members of the Company are aware, long positions in shares or underlying shares of the Company held by substantial shareholders (exclusive of directors, supervisors and senior management members of the Company) which were required, pursuant to section 336 of the Securities and Futures Ordinance ("SFO"), to be entered in the register referred to therein are as follows: (1) Panda Electronic Group Ltd. holds 355,015,000 domestic shares, accounting for approximately 85.96% of the domestic shares in issue and approximately 54.20% of the total shares in issue. The nature of Interests in such shares is corporate interest which is held in the capacity of beneficial owner; (2) Lewis Joseph holds 20,260,000 H shares, accounting for approximately 8.38% of the H shares in issue and approximately 3.10% of the total shares in issue. The nature of Interests in such shares is personal interest which is held in the capacity of beneficial owner; and (3) Tuesday Thirteen Inc., holds 16,920,000 H shares, accounting for approximately 7.00% of the H shares in issue and approximately 2.59% of the total shares in issue. The nature of Interests in such shares is corporate interest which is held in the capacity of controlled corporation. No short positions are found in any shares held by the above substantial shareholders.

Save as disclosed above, so far as is known by the Company, no any other persons (exclusive of directors, supervisors and senior management members of the Company) has any interests or short positions which were required to be entered in the register as required pursuant to section 336 of the SFO.