

# 股本變動及股東情況

## Changes in Share Capital and Shareholders

### (一) 報告期內公司股份變動情況 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(+/-)					小計	本次變動後
			Increase/decrease from the change						
			配股	送股	轉股	增發	其他		
			公積金						
			Shares converted						
		Before the change	Placing of shares	Bonus shares	from surplus reserve	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.

# 股本變動及股東情況

## Changes in Share Capital and Shareholders

### (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1.90元 HK\$1.90	人民幣8.00元 RMB8.00
本年度末交易日收盤價	Closing price on the last trading day of the year	港幣1.06元 HK\$1.06	人民幣5.06元 RMB5.06
本年度之最高交易價	The highest price during the year	港幣2.90元 HK\$2.90	人民幣10.64元 RMB10.64
本年度之最低交易價	The lowest price during the year	港幣0.97元 HK\$0.97	人民幣4.92元 RMB4.92
全年交易量(萬股)	Total transaction volume during the year (in 0'000 shares)	72,659	18,404



# 股本變動及股東情況

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### (二) 股票發行與上市情況 (續)

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

#### 2. 前三年歷次股票發行情況

#### (2) Issue of shares during the past three years

截至二零零四年十二月三十一日止前三年，公司未有增發新股，配售股份等股票發行與上市情況。

During the past three years ended 31 December 2004, there was no issuance and listing of shares such as additional issue of new shares and placing.

#### 3. 公司股份總數及結構的變動情況

#### (3) Change in Total Shares and Capital Structure

報告期內沒有因送股、配股等原因引起公司股份總數及結構的變動。截止二零零四年十二月三十一日，本公司總股本仍為655,015,000股，其結構如下：

There was no change in the Company's total shares and capital structure due to bonus shares and placing in the reporting period. As at 31 December 2004, 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 of total issued share capital
尚未流通股數	Non-circulating shares		
國家持有股份	State-owned shares	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%

#### 4. 現存的內部職工股情況

#### (4) Existing internal employee's shares

本報告期末公司無內部職工股。

There was no internal employee's shares at the end of the reporting period.

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## Changes in Share Capital and Shareholders

### (三) 股東情況介紹

### 3. Shareholders

截至二零零四年十二月三十一日止，本公司共有股東28,299戶，其中A股股東28,240戶，H股股東59戶。

As at 31 December 2004, there were 28,299 shareholders of the Company, including 28,240 holders of A Shares and 59 holders of H Shares.

股東名稱	報告期內 增減(+、-) (股)	報告期末 持股數量(股)	佔總股本 比例(%)	股份類別	質押或凍結的 股份數(股)	股東性質 (國有股東或 外資股東)
Name	Increase/ decrease during the reporting period	Shares held at end of the reporting period	Representing total share capital(%)	Type of shares	Number of shares pledged or frozen	Nature of shareholder (state-owned shareholder or foreign shareholder)
熊貓電子集團有限公司	0	355,015,000	54.20	未流通	175,000,000	國有股東
Panda Electronics Group Limited	0	355,015,000	54.20	non-circulating	175,000,000	state-owned shareholder
香港中央結算(代理人)有限公司	+190,000	237,253,899	36.22	已流通	未知	外資股東
HKSCC Nominees Ltd.	+190,000	237,063,899	36.22	circulating	Unkown	foreign shareholder
CHENG CHANG YUNG TSUNG ALICE	0	3,050,000	0.47	已流通	未知	外資股東
CHENG CHANG YUNG TSUNG ALICE	0	3,050,000	0.47	circulating	Unkown	foreign shareholder
TSE WING PAK	0	550,000	0.084	已流通	未知	外資股東
TSE WING PAK	0	550,000	0.084	circulating	Unkown	foreign shareholder
黃海濱	0	535,009	0.082	已流通	未知	社會公眾股東
HUANG HAIBIN	0	535,009	0.082	circulating	Unkown	Public shareholders
賴水嬌	+7,400	419,800	0.064	已流通	未知	社會公眾股東
LAI SHUIJIAO	+7,400	419,800	0.064	circulating	Unkown	Public shareholders
賴瓊	-1,500	391,100	0.060	已流通	未知	社會公眾股東
LAI QIONG	-1,500	391,100	0.060	circulating	Unkown	Public shareholders
張娣	0	253,000	0.039	已流通	未知	社會公眾股東
ZHANG DI	0	253,000	0.039	circulating	Unkown	Public shareholders
林翔	未知	247,381	0.038	已流通	未知	社會公眾股東
Lin Xiang	Unkown	247,381	0.038	circulating	Unkown	Public shareholders
韓麗英	未知	227,400	0.035	已流通	未知	社會公眾股東
Hau liying	Unkown	227,400	0.035	circulating	Unkown	Public shareholders



# 股本變動及股東情況

## Changes in Share Capital and Shareholders

### (四) 截至2004年12月31日，本公司前十名股東持股情況如下：

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。其所持股份於報告期內未有變化。但其已將所持有本公司35,000,000股國有法人股（佔本公司總股本的5.34%）質押給上海浦東發展銀行南京分行，質押期限為二零零四年十月二十日至二零零五年四月二十二日；將所持有本公司140,000,000股國有法人股（佔本公司總股本的21.37%）質押給中國建設銀行南京大行宮支行，質押期限為二零零四年十月二十日至二零零六年十二月三十一日。（詳見刊載於二零零四年十月二十六日《上海證券報》、《中國證券報》、香港《大公報》和《The Standard》的有關公告）。
2. 香港中央結算（代理人）有限公司持有本公司H股237,253,899股（佔本公司已發行股本的36.22%），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. 前十名股東均不是本公司的戰略投資者，本公司控股股東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，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。本公司並不知曉其相互之間是否存在關聯關係或屬於一致行動人。

### 4. The top ten shareholders of the Company as at 31 December 2004

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 shares held by PEGL remained unchanged during the reporting period. PEGL had pledged its holding of 35,000,000 state-owned legal person shares in the Company (representing 5.34% of the Company's total share capital) to Nanjing branch of Shanghai Putong Development Bank. The term of pledging is from 20 October 2004 to 22 April 2005. PEGL had pledged its holding of 140,000,000 state-owned legal person shares in the Company (representing 21.37% of the Company's total share capital) to Hanggong division of Nanjing branch of China Construction Bank. The term of pledging is from 20 October 2004 to 31 December 2006. (Details please refer to the related announcement published at Shanghai Securities News, China Securities Journal and Hong Kong Ta Kung Po and The Standard on 26 October 2004.)
- (2) HKSCC Nominees Ltd. held 237,253,899 H Shares, representing 36.22% of the issued share capital of the Company, on behalf of a number of clients. The Company is not aware of any individual client holding more than 5% of share capital issued by the Company.
- (3) None of the top ten shareholders is strategic investor of the Company. There is no connected relationship or party acting in concert between PEGL, the controlling shareholder of the Company, and its second to ten shareholders. The A and H Shares held by the second to ten substantial shareholders are circulating shares issued to the public. The Company is not aware of any connected relationship or party acting in concert among them.

# 股本變動及股東情況

## Changes in Share Capital and Shareholders

### (五) 控股股東及實際控制人簡介

本報告期內公司控股股東及實際控制人沒有發生變更，仍為熊貓電子集團有限公司及中國華融資產管理公司。其基本情況如下：

控股股東熊貓電子集團有限公司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，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%）。法定代表人為李安建，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。

實際控制人中國華融資產管理公司成立於1999年11月1日，註冊資本為人民幣100億元，法定代表人為楊凱生，主要經營業務有收購並經營中國工商銀行剝離的不良資產；債務追償、資產置換、轉讓與銷售；債務重組及企業重組；債權轉股權及階段性持股，資產證券化等經金融監管部門批准的其他業務。其通過「債轉股」持有熊貓電子集團有限公司36.84%的股份。

### 5. Details of controlling shareholder and other ultimate controllers of the Company

During the reporting period, there was no change in the controlling shareholder and the ultimate shareholder of the Company, namely, PEGL and 中國華融資產管理公司(China Huarong Assets Management Company) respectively. The basic condition was as follows:

The predecessor of PEGL was established in 1936, which was converted into a limited company upon approval by the 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集團有限公司(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)有限公司(Nanjing Municipal Stated-owned Assets Operation (Holding) Company), (representing 4.32% of the share capital). The legal representative is Mr. Li Anjian. PEGL engages in the manufacture of wireless telecommunication equipment, broadcasting television equipment, electrical machinery and apparatus, electronic system projects, etc.

China Huarong Assets Management Company Limited, the ultimate controller, was established on 1 November 1999, with a registered capital of RMB10 billion. Its legal representative is Yang Kaisheng. Its principal operations are acquisition and operation of the non-performing assets disposed by Industrial and Commercial Bank of China, demand for the payment of debt, asset re-allocation, transfer and sales, debt restructure and corporate restructure, debt-equity swap and phase by phase shareholdings, securitization of assets and other operations that approved by financial regulation authorities. It holds 36.84% of shares in PEGL through debt-equity swap.

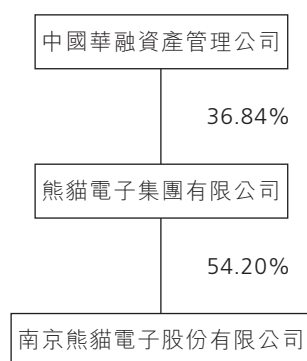


# 股本變動及股東情況

## Changes in Share Capital and Shareholders

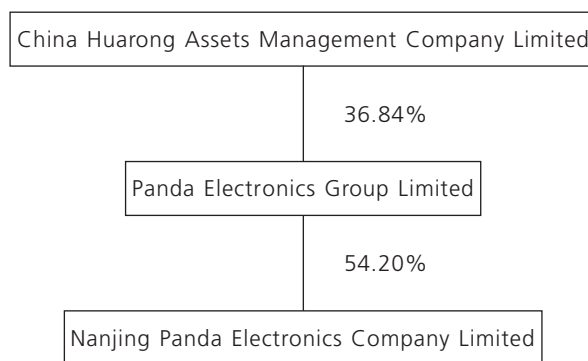
### (五) 控股股東及實際控制人簡介 (續)

公司與實際控制人之間的產權及控制關係的方框圖如下：



### 5. Details of controlling shareholder and other ultimate controllers of the Company (Continued)

Controlling relationship between the Company and the ultimate controller is as follows:



### (六) 截至2004年12月31日，本公司前十名流通股股東持股情況

### 6. The top ten circulating shareholders of the Company as at 31 December 2004

股東名稱 Name	種類 Type of shares	期末持有 流通股的數量(股) No. of shares held at year end		佔總股本 比例(%) Percentage (%) of total share capital
香港中央結算(代理人)有限公司	HKSCC Nominees Ltd.	H	237,253,899	36.22
CHENG CHANG YUNG TSUNG ALICE	CHENG CHANG YUNG TSUNG ALICE	H	3,050,000	0.47
TSE WING PAK	TSE WING PAK	H	550,000	0.084
黃海濱	Huang Haibin	A	535,009	0.082
賴水嬌	Lai Shuijiao	A	419,800	0.064
賴 瓊	Lai Qiong	A	391,100	0.060
張 娣	Zhang Di	A	253,000	0.039
林 翔	Liu Xiang	A	247,381	0.038
韓麗英	Han Liying	A	227,400	0.035
白 湧	Bai Yong	A	224,680	0.034

附註：本公司不知曉前10名流通股股東之間是否存在關聯關係或屬於一致行動人。

Note: The Company is not aware of any connected relation or party acting in concert among its top 10 circulating shareholders.

# 股本變動及股東情況

## Changes in Share Capital and Shareholders

### (七) 主要股東在本公司股份及相關股份的權益和淡倉

於2004年12月31日，就本公司董事、監事及高級管理人員所知，根據香港聯交所「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)J.P.Morgan Chase&Co.持有H股18,530,000股，佔已發行H股股份的概約百分比為7.66%，佔已發行總股份的概約百分比為2.83%，該股份權益類別為法團權益，並以受控制法團的身份持有。(4)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XV部第2及3分部之規定向本公司作出披露，或須按「證券及期貨條例」第336條於登記冊內備存的權益或淡倉。

### (八) 公眾持股量

根據於本年報印發前之最後實際可行日期可以得悉，而並就董事亦知悉的公開資料作為基準，本公司之公眾持股量充足並符合香港聯合交易所有限公司之持續上市規定。

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

On 31 December 2004, 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) J. P. Morgan Chase & Co., holds 18,530,000 H shares, accounting for approximately 7.66% of the H shares in issue and approximately 2.83% 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. (4) 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 other persons (exclusive of directors, supervisors and senior management members of the Company) has any interests or short positions which were required to be notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were required to be entered in the register pursuant to section 336 of the SFO.

### 8. Public float

Based on the disclosed information and the knowledge of the Directors and as being informed at the latest practicable date prior to the issue of this annual report, there was sufficient public float of the Company's shares under the continuing listing requirement of the Stock Exchange of Hong Kong Limited.

