

# 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

股份類別 Class of shares	2006年1月1日 1 January 2006		2006年12月31日 31 December 2006	
	股份數量 Number of Shares (share)	佔總股本比例 % of the total share capital (%)	股份數量 Number of Shares (share)	佔總股本比例 % of the total share capital (%)
1. 有限售條件的流通股合計 Total number of conditional tradable shares	231,203,947	50.56%	204,544,593	44.73%
國家持股 Stated-owned shares	214,440,000	46.89%	163,258,735	35.70%
境內法人持股 Domestic legal person shares	16,719,500	3.66%	16,719,500	3.66%
A股有限售條件高管股 Conditional tradable senior management A shares	44,447	0.01%	38,758	0.01%
其他 Others	0	0	24,527,600	5.36%
2. 無限售條件的流通股合計 Total number of unconditional tradable shares	226,108,883	49.44%	252,768,237	55.27%
人民幣普通股(A股) Renminbi ordinary shares (A shares)	76,108,883	16.64%	102,768,237	22.47%
境外上市外資股(H股) Overseas listed foreign shares (H shares)	150,000,000	32.80%	150,000,000	32.80%
3. 股份總數 Total number of shares	457,312,830	100.00%	457,312,830	100.00%

附註：本公司已於2006年6月6日完成股權分置改革，新華集團支付26,653,665股作為股改對價；新華集團代表國家持有本公司股份被司法凍結拍賣，已經過戶24,527,600股。新華集團所持本公司53,380,000股股份仍被司法凍結。

Note: The Company have complied the revised share reform on 6 June 2006. SXP GC offered 26,653,665 shares. A total of 24,527,600 shares held by SXP GC in the Company have been sold via judicial auction. A total of 53,380,000 shares held by SXP GC in the Company have been judicial frozen.

# 股本變動及股東情況 (續)

## CHANGES IN SHARE CAPITAL AND SHAREHOLDERS (continued)

### 1. 股份變動情況表 (續)

有限售條件的股份可上市流通時間表：

序號 No.	股東名稱 Name of Shareholders	佔總股本比例 Proportion of Total Share Capital	可上市流通的時間 Time of Trade	承諾的限售條件 Terms of Conditional Trade
1	新華集團 SXPGC	5%  41.06%	G(註1)+36個月~48個月 G(Note 1)+ 36 to 48 months G+48個月後 G+ 48 months	註2 Note 2
2	境內法人股股東 Legal Person Shares	3.66%	G+12個月後 G+ 12 months	—

附註1：G表示股權分置改革方案實施後首個交易日(2006年6月6日)

附註2：新華集團特別承諾：新華製藥非流通股股份獲得上市流通權之日起第36個月至第48個月內，如果新華集團通過深圳證券交易所掛牌交易出售新華製藥A股，出售價格不低於4.8元，即新華製藥A股市場相關股東會議通知發出前30日「新華製藥」A股算術平均收盤價的150%(若自股權分置改革方案實施之日起至出售股份期間有派息、送股、資本公積金轉增股份等除權事項，應對該價格進行除權處理)。新華集團如果有違反該承諾的賣出交易，賣出資金將劃歸新華製藥所有。

### 1. Share capital structure (continued)

Tradable Schedule of Conditional Listed Tradable Shares is as follows:

Note 1: Word "G" represents the first trading day (i.e. 6 June 2006) following the implementation of the revised share reform of the Company.

Note 2: SXPGC has undertaken that between the 36<sup>th</sup> month and 48<sup>th</sup> month since the listing of the non-tradable shares of the Company, it shall not sell any of its shares of the Company on the SZSE at a price less than RMB4.8 per share, (such price will be on an ex-rights basis if there is any declaration of dividends, bonus issues or capitalization of capital reserve during the period between the day of implementation of the revised share reform of the Company and sale of the shares by SXPGC) being 150% of the average of the closing prices of the listed A Shares as quoted on the SZSE in the thirty (30) trading days prior to the issuance date of the relevant notice of the shareholders' meeting. Should SXPGC breach any of the provisions of this undertaking in the sale of its shares, the proceeds resulting from such sale shall be transferred to the account of the Company and owned by the Company.

## 2. 股東情況介紹

- (i) 於二零零六年十二月三十一日，本公司股東總數為26,996戶，包括H股股東79戶，A股股東26,917戶。
- (ii) 於二零零六年十二月三十一日持有本公司股份前十名股東情況如下：

## 2. Substantial shareholders

- (i) As at 31 December 2006, the Company had on record a total of 26,996 shareholders, including 79 holders of H Shares and 26,917 holders of A Shares.
- (ii) As at 31 December 2006, the ten largest shareholders of the Company were as follows:

序號	股東名稱	股份性質	持股數	佔總股本比例(%)
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	限售A股 Subject to trading A Shares	163,258,735	35.70
2	香港中央結算(代理人)有限公司 HKSCC (Nominees) Limited	流通H股 Listed H Shares	144,043,998	31.50
3	青島豪威投資發展有限公司 Qingdao Haowei Investment Development Company Limited	限售A股 Subject to trading A Shares	15,000,000	3.28
4	淄博高新技術風險投資股份有限公司 Zibo High-Tech Venture Capital Company Limited	限售A股 Subject to trading A Shares	7,632,600	1.67
5	江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	A股 A Shares	5,674,455	1.24
6	上海證大投資管理有限公司 Shanghai Zhengda Investment Management Company Limited	限售A股 Subject to trading A Shares	2,100,000	0.46
7	葫蘆島八家子礦業有限責任公司 Huludao Bajiazi Mining Industry Company Limited	限售A股 Subject to trading A Shares	1,550,000	0.34
8	中國醫藥工業公司 China National Pharmaceutical Industry Corporation	限售A股 Subject to trading A Shares	1,540,000	0.34
9	蚌埠市中科信息有限責任公司 Bengbu Zhongke Information Company Limited	限售A股 Subject to trading A Shares	1,000,000	0.22
10	中國醫藥對外貿易公司 China National Pharmaceutical Foreign Trade Corporation	限售A股 Subject to trading A Shares	1,000,000	0.22
11	香港上海滙豐銀行(代理人)有限公司A/C BR-79 HSBC Nominees (Hong Kong) Limited A/C BR-79	流通H股 Listed H Shares	902,000	0.20
12	香港上海滙豐銀行(代理人)有限公司A/C BR-80 HSBC Nominees (Hong Kong) Limited A/C BR-80	流通H股 Listed H Shares	902,000	0.20
13	香港上海滙豐銀行(代理人)有限公司A/C BR-81 HSBC Nominees (Hong Kong) Limited A/C BR-81	流通H股 Listed H Shares	902,000	0.20

## 股本變動及股東情況 (續)

### CHANGES IN SHARE CAPITAL AND SHAREHOLDERS (continued)

#### 2. 股東情況介紹 (續)

(ii) (續)

於二零零六年十二月三十一日持有本公司股份前十名無限售條件股東情況如下：

股東名稱	持有無限售條件股份數量	股份種類
Name of Shareholder	Number of unconditional listed shares	Class of shares
香港中央結算(代理人)有限公司 HKSCC (Nominees) Limited	144,043,998	H股 H Shares
江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	5,674,455	A股 A Shares
香港上海滙豐銀行(代理人)有限公司 A/C BR-79 HSBC Nominees (Hong Kong) Limited A/C BR-79	902,000	H股 H Shares
香港上海滙豐銀行(代理人)有限公司 A/C BR-80 HSBC Nominees (Hong Kong) Limited A/C BR-80	902,000	H股 H Shares
香港上海滙豐銀行(代理人)有限公司 A/C BR-81 HSBC Nominees (Hong Kong) Limited A/C BR-81	902,000	H股 H Shares
香港上海滙豐銀行(代理人)有限公司 A/C BR-78 HSBC Nominees (Hong Kong) Limited A/C BR-78	704,000	H股 H Shares
汪大鑫 Wang Daxin	840,045	A股 A Shares
陳映青 Chen Yingqing	499,500	A股 A Shares
黃楚欣 Huang Chuxin	474,242	A股 A Shares
KAY AND COMPANY LTD	400,000	H股 H Shares

#### 2. Substantial shareholders (continued)

(ii) (continued)

As at 31 December 2006, the ten largest shareholders holding the unconditional tradable shares of the Company were as follows:

### 2. 股東情況介紹 (續)

(ii) (續)

附註：

1. 根據本公司董事所知，上述十大股東中內資股東之間不存在關聯關係或中國證券監督管理委員會（「中國證監會」）頒佈之《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，但未知外資股東之間是否存在關聯關係或《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。

本公司董事未知上述無限售條件股東之間、上述無限售條件股東與十大股東之間是否存在關聯關係、也不知是否存在《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。

2. 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。
3. 新華集團所持本公司53,380,000股股份被司法或質押凍結；上海證大投資管理有限公司持本公司全部股份被質押凍結；蚌埠市中科資訊有限責任公司持本公司全部股份被質押凍結。

### 2. Substantial shareholders (continued)

(ii) (continued)

Note:

1. So far as the Directors are aware, there is no association amongst the ten largest domestic shareholders of the Company, nor the persons acting in concert as defined in the "Rules for the information Disclosure of Changes in the Shareholding of Listed Companies" issued by the China Securities Regulatory Commission (the "CSRC"). However, the Directors do not know whether there is any association amongst the shareholders of H Shares of the Company or persons acting in concert as referred to above.

The Directors do not know whether there is any association amongst the ten largest shareholders of unconditional tradable shares of the Company, any association between the ten largest shareholders of the Company and the ten largest shareholders of the Company or the persons acting in concert as defined in the Rules for the information Disclosure of Changes in the Shareholding of Listed Companies issued by the CSRC.

2. The only domestic shareholder with more than 5% of the total issued shares of the Company is SXPGC.
3. A total of 53,380,000 shares held by SXPGC in the Company have been judicial frozen or pledged. Shares of the Company held by Shanghai Zhengda Investment Management Company Limited and Bengbu Zhongke Information Company Limited were pledged.

2. 股東情況介紹 (續)

(iii) 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(「新華集團」)，新華集團成立於一九九五年六月十五日，為國有獨資公司，註冊資本為人民幣29,850萬元，法人代表為郭琴，其經營範圍為：投資於建築工程設計、房地產開發、餐飲；軟膏劑生產銷售；包裝裝潢、化工機械設備、儀器、儀表的製造、銷售；化工產品(除化學危險品)銷售；經營進出口業務(資質證範圍內經營)。

新華集團的控股股東為華魯控股有限公司(「華魯控股」)，成立於2005年1月28日，註冊資本人民幣8億元，為國有獨資公司，法人代表為李同道，經營範圍為：對化肥、石化產業投資，其他非國家(或地方)禁止性行業的產業投資，資產管理。根據2006年7月19日山東省國有資產監督管理委員會魯國資企改函[2006]35號通知，新華集團國有股權劃歸華魯控股持有。

2. Substantial shareholders (continued)

(iii) Information about the controlling shareholders

Shandong Xinhua Pharmaceutical Group Company Limited (the "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 Ms Guo Qin. SXPGC is mainly engaged in the design of engineering, real estate, restaurant; production and sale of ointment; packaging, manufacturing of chemical equipment; production and sale of chemical engineering apparatus and instrument; sales of chemical product (except for hazardous chemicals) and import and export business (within the scope approved).

Hualu Holdings Company Limited ("HHC"), a wholly state-owned company, the controlling shareholder of SXPGC, was established on 28 January 2005. The registered capital of HHC is RMB800,000,000 and its legal representative is Mr. Li Tongdao. HHC is mainly engaged in the investment of fertilizers, petrochemical industries and investment in sectors which are not prohibited by state (or the local community). HHC is also engaged in asset management. According to the notice of Luguoziqigaihan [2006] 35 were sent out from Shandong Provincial State-owned Assets Supervision and Administration Commission on 19 July 2006, the stated-owned shares of SXPGC have been transferred to HHC.

