

(一) 本公司二零零五年周年股東大會通告於二零零六年四月二十四日在報章上刊登並以郵寄方式送達H股股東，本次股東大會由董事會召集，於二零零六年六月九日在公司住所召開，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215,788,000股，佔本公司股本總額的47.19%，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。大會由董事長郭琴女士主持。本次股東大會通過了下列普通決議案：

1. 批准二零零五年度董事會報告；
2. 批准二零零五年度監事會報告；
3. 批准二零零五年度經審核的財務報告；
4. 批准二零零五年度利潤分配方案；
5. 批准聘任信永中和(香港)會計師事務所有限公司(香港執業會計師)及信永中和會計師事務所(中國註冊會計師)為本公司截至二零零六年十二月三十一日止年度的國際及國內核數師並授權董事會確定其酬金；
6. 選舉劉振文先生、任福龍先生為本公司董事；
7. 批准二零零六年度董事、監事酬金的議案；

決議公告於二零零六年六月十二日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

(1) On 24 April 2006, the notice of 2005 Annual General Meeting (“AGM”) was published in newspapers and served on the shareholders of H Shares by prepaid post. The AGM was convened by the Board of Directors and held at the Company’s registered office on 9 June 2006. 4 shareholders (including those represented by their proxies) attended the AGM, representing a total number of 215,788,000 shares and accounting for 47.19% 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 Association of the Overseas Listed Companies as well as the articles of association of the Company (the “Articles of Association”). The AGM was chaired by Ms. Guo Qin, the Chairman. The following ordinary resolutions were passed at the AGM:

1. To approve the report of the Directors for the year 2005;
2. To approve the report of the Supervisory Committee for the year 2005;
3. To approve the audited financial statement of the Company for the year 2005;
4. To approve the profit distribution of the Company for the year 2005;
5. To approve the appointment of SHINGWING (HK) CPA Limited (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 2006 and authorize the Board to fix their remuneration;
6. To elect Mr. Liu Zhenwen and Mr. Ren Fulong as the directors of the Company;
7. To approve the remuneration of the Directors and the Supervisors for the year 2006;

An announcement of the above resolutions was published in the domestic newspaper, Securities Times, as well as the Hong Kong newspapers, Wen Wei Po and The Standard, on 12 June 2006.

- (二) 二零零六年十一月十四日在本公司住所召開本公司二零零六年第一次臨時股東大會，出席會議股東及股東代理人共計4人，代表股份192,714,335股，佔公司有表決權總股份的42.10%。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。大會由董事劉振文先生主持。本次股東大會通過以拍賣方式出售和平小區辦公樓的普通決議案；通過了關於公司章程修訂的特別決議案。

決議公告於二零零六年十一月十五日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

- (三) 二零零六年十二月二十九日在本公司住所召開本公司二零零六年第二次臨時股東大會，出席會議股東及股東代理人共計6人，代表股份175,648,735股，佔公司有表決權總股份的38.41%。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。大會由董事長郭琴女士主持。

本次股東大會獨立股東通過了關於批准、追認、及確認本公司與山東新華醫藥集團有限責任公司於二零零六年十月二十三日訂立的協議，及本公司與新華集團於一九九六年十二月七日訂立的商標許可協議，其條款及其所涉及的持續關聯交易（「新持續關聯交易」）；以及批准於截至二零零九年十二月三十一日止三個年度內各年的新持續關聯交易的建議新年度上限分別為人民幣96,320,000元、人民幣110,600,000元及人民幣127,030,000元。

決議公告於二零零七年一月二日刊載在香港的《文匯報》和《虎報》，二零零七年一月四日刊載在國內的《證券時報》。

選舉、更換公司董事、監事情況見上述「董事、監事、高級管理人員和員工情況」

- (2) On 14 November 2006, 4 shareholders (including those represented by their proxies) attended the first extraordinary general meeting ("1st EGM"), representing a total number of 192,714,335 shares and accounting for 42.10% of the Company's total share capital. The 1st EGM 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 Association of the Overseas Listed Companies as well as the Articles of Association. The 1st EGM was chaired by Mr. Liu Zhenwen, the Director. The 1st EGM approved by an ordinary resolution the disposal of the office building located at He Ping Xiao Qu by way of public auction; and approved by a special resolution the amendments to the Articles of Associations.

An announcement of the above resolutions was published in the domestic newspaper, Securities Times, as well as the Hong Kong newspapers, Wen Wei Po and The Standard, on 15 November 2006.

- (3) On 29 December 2006, 6 shareholders (including those represented by their proxies) attended the second extraordinary general meeting ("2nd EGM"), representing a total number of 175,648,735 shares and accounting for 38.41% of the Company's total share capital. The 2nd EGM 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 Association of the Overseas Listed Companies as well as the Articles of Association. The 2nd EGM was chaired by Ms. Guo Qin, the Chairman.

2nd EGM approved, ratified and confirmed the agreement between the Company and SXPGC dated 23 October 2006 and the trademark licence agreement between the Company and SXPGC dated 7 December 1996, the terms thereof and the ongoing connected transactions (the "New Ongoing Connected Transactions") involved. It also approved the new annual caps of the New Ongoing Connected Transactions for each of the three years ended 31 December 2009, that is, RMB96,320,000, RMB110,600,000 and RMB127,030,000 respectively.

An announcement of the above resolutions was published in the Hong Kong newspapers, Wen Wei Po and The Standard, on 2 January 2007, the domestic newspaper, Securities Times, on 4 January 2007.

The election and replacement of the Directors and the Supervisors are set out in the above section headed "DIRECTORS, SUPERVISORS, SENIOR OFFICERS AND STAFF".