

١.	公司基本情况简月	Company information	2
2.	會計數據和業務數據摘要	Summary of Financial and Operating Results	6
3.	股本變動及股東情況	Changes in Share Capital and Shareholders	13
4.	董事、監事、高級管理人員和員工情況	Directors, Supervisors, Senior Officers and Staff	19
5.	公司治理結構	Corporate Governance	29
6.	股東大會簡介	Summarised Report of the General Meeting	32
7.	董事長報告	Chairman's Statement	33
8.	董事會報告	Report of the Board of Directors	40
9.	監事會報告	Report of the Supervisory Committee	66
10.	重要事項	Important Issues	68
11.	國際核數師報告	International Auditors' Report	69
12.	根據香港普遍採納之 會計原則編製之賬目	Accounts prepared under Hong Kong Generally Accepted Accounting Principles	71
13.	中國審計師報告	PRC Auditors' Report	128
14.	按中國會計準則編製之賬目	Accounts prepared in accordance with PRC Accounting Standards	129
15.	備查文件	Documents Available for Inspection	188

重要提示:山東新華製藥股份有限公司(「公司」)董事會(「董事會」)及其董事(「董事」)保證本報告所載資料不存在任何虛假記載、誤導性陳述或者重大遺漏,並對其內容的真實性、準確性和完整性承擔個別及連帶責任。

董事長賀端湜先生、財務負責人趙松國先生、財務處長王建信先生聲明:保證本年度報告中財務報告真實、完整。

本報告分別以中文及英文刊載。如中英文有任何差異,概以中文為準。

Important: The board of directors ("Board of Directors") and each of the directors ("Directors") of Shandong Xinhua Pharmaceutical Company Limited (the "Company") hereby confirm that there are no false representations, material omissions or misleading statements contained in this report, and they, severally and jointly, accept full responsibility for the truthfulness, accuracy and completeness of the contents of this report

The chairman, financial controller and the chief of the finance department of the Company hereby declare that the financial report of the Company for 2003 is true and complete.

This report has been prepared in both Chinese and English. In the event of any discrepancy between the two versions, the Chinese version shall prevail.

公司基本情況簡介

COMPANY INFORMATION

公司中文名稱 : 山東新華製藥股份有限公司

Chinese Name of the Company

公司英文名稱 : Shandong Xinhua Pharmaceutical Company Limited

English Name of the Company

公司法定代表人 : 賀端湜

Legal Representative Mr. He Duanshi

董事會秘書 : 曹長求 郭磊

Company Secretaries Mr. Cao Changqiu, Ms. Guo Lei

聯繫電話 : 86-533-216 6666

Telephone Number

傳真號碼 : 86-533-228 7508

Facsimile Number

董秘電子信箱 : cqcao@xhzy.com; guolei@xhzy.com

E-mail Address of

Company Secretaries

公司註冊地址 : 中華人民共和國(「中國」)

山東省淄博市高新技術產業開發區化工區

Registered AddressChemical Industry Area of Zibo Hi-tech Industry Development Zone,

Zibo City, Shandong Province, The People's Republic of China (the

"PRC")

公司辦公地址 : 中國山東省淄博市高新技術產業開發區化工區

Office Address Chemical Industry Area of Zibo Hi-tech Industry Development Zone,

Zibo City, Shandong Province, PRC

郵政編碼 : 255005

Postal Code

公司國際互聯網址 : http://www.xhzy.com

Website of the Company

公司電子信箱 : xhzy@xhzy.com

E-mail Address of the Company

國內信息披露報紙 : 《證券時報》 **PRC newspapers for** Securities Times

information disclosure

登載年報的中國證監會 : http://www.cninfo.com.cn

指定網站的網址

Website designated by China Securities Regulatory Commission ("CSRC")

公司基本情況簡介(續)

COMPANY INFORMATION (continued)

上市資料

Listing information

H股

H Shares

交易所 香港聯合交易所有限公司

The Stock Exchange of Hong Kong Limited **Stock Exchange**

山東新華製藥 **Abbreviated Name** Shandong Xinhua

代碼 0719

Stock Code

A股

A Shares

交易所 深圳證券交易所

Stock Exchange Shenzhen Stock Exchange

簡稱 新華製藥

Abbreviated Name

代碼 000756

Stock Code

變更註冊登記日期 2001年12月19日 **Date of Renewal of Registration** 19 December 2001

註冊登記地點 山東省淄博市工商行政管理局

Place of Registration Zibo Municipal Administration of Industry and Commerce of Shandong

Province

工商登記號碼 企股魯淄總字第001489號 **Business Registration Number** Qiguluzizongzi No.001489

稅務登記號碼 370303164103727

Taxation Registration Number

公司基本情況簡介(續)

COMPANY INFORMATION (continued)

核數師 Auditors

國際 : 羅兵咸永道會計師事務所

執業會計師

香港中環太子大廈22樓

International PricewaterhouseCoopers

Certified Public Accountants 22nd Floor, Prince's Building,

Central, Hong Kong

中國 : 信永中和會計師事務所

註冊會計師

中國北京市東城區朝陽門北大街8號富華大廈C座12樓

郵編:100027

PRC Shine Wing

Certified Public Accountants 12/F., Block C, Fu Hua Mansion,

8 Chaoyangmen Beidajie, Dongcheng District, Beijing 100027, PRC

法律顧問

Legal Advisors

香港 : 易周律師行

香港花園道1號中銀大廈56樓

As to Hong Kong Law Charltons

56th Floor, Bank of China Tower,

1 Garden Road, Hong Kong

中國 : 北京競天公誠律師事務所

北京市朝陽門外大街20號聯合大廈15樓

郵編:100020

As to PRC Law Jingtian Gongcheng Associates

15th Floor, The Union Plaza, 20 Chaoyangmenwai Dajie,

Beijing 100020, PRC

公司基本情況簡介(續)

COMPANY INFORMATION (continued)

主要往來銀行 : 中國工商銀行淄博分行

中國山東省淄博市張店區人民東路2號

Principal Banker The Industrial and Commercial Bank of China

Zibo Branch

2 Renmin Dong Road,

Zibo City, Shandong Province, PRC

H股股份過戶登記處 : 香港證券登記有限公司

香港皇后大道東183號合和中心19樓1901至1905室

Share Registrars of H Shares Hong Kong Registrars Limited

Room 1901-5, 19th Floor, Hopewell Centre,

183 Queen's Road East,

Hong Kong

公司資料查詢地點 : 山東新華製藥股份有限公司董事會秘書室

Corporate Information Available at Company Secretaries Office

Shandong Xinhua Pharmaceutical Company Limited