

# 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

	於2003年12月31日 As at 31 December 2003 股數 Number of shares	於2003年1月1日 As at 1 January 2003 股數 Number of shares
I. 未上市流通股份 Unlisted Shares		
1. 發起人－國家持有股份 (A股) Sponsor' shares (A Shares) - State-owned shares	214,440,000	214,440,000
2. 募集法人股份 (A股) Legal person shares (A Shares)	16,719,500	16,719,500
未上市流通股份合計 Total number of unlisted shares	<u>231,159,500</u>	<u>231,159,500</u>
II. 已上市流通股份 Listed Shares		
1. 境內上市人民幣普通股 (A股) Domestic listed ordinary shares (A Shares)	76,153,330	76,153,330
2. 境外上市的外資股 (H股) Overseas listed foreign shares (H Shares)	150,000,000	150,000,000
已上市流通股份合計 Total number of listed shares	<u>226,153,330</u>	<u>226,153,330</u>
III. 股份總數 Total number of shares	<u>457,312,830</u>	<u>457,312,830</u>

附註：本報告期內公司無送股、轉增股本、增發新股、可轉換公司債券轉股或其他引起股份總數及結構變動行為。

Note: In this reporting period, there are no bonus shares, issues of new share, or conversion of convertible corporate bonds, nor has any transfer from reserves to share capital been decided that might result in any change in the number of shares and the structure of the share capital.

# 股本變動及股東情況 (續)

## CHANGES IN SHARE CAPITAL AND SHAREHOLDERS (continued)

### 2. 股票發行與上市情況

二零零一年九月三日本公司增發33,000,000股A股(含3,000,000股國有股存量發行)，發行價格為每股人民幣13元，並於當月十九日在深圳證券交易所上市流通。

### 3. 股東情況介紹

- (i) 於二零零三年十二月三十一日，本公司股東總數為34,903戶，包括H股股東93戶，A股股東34,810戶。

### 2. Share issues and listing

The Company offered and issued 33,000,000 A Share (including the offering of 3,000,000 State-owned shares) on 3 September 2001 at a price of RMB13 per share, the trading of those shares commenced on the Shenzhen Stock Exchange on 19 September 2001.

### 3. Substantial shareholders

- (i) As at 31 December 2003, the Company had on record a total of 34,903 shareholders, including 93 holders of H Shares and 34,810 holders of A Shares.



## 股本變動及股東情況 (續)

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

#### 3. 股東情況介紹 (續)

- (ii) 於二零零三年十二月三十一日持有本公司股份前十名股東情況如下：

#### 3. Substantial shareholders (continued)

- (ii) As at 31 December 2003, the ten largest shareholders of the Company were as follows:

序號	股東名稱	股份性質	期末持股數	佔總股本比重(%)
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	國有股、A股 State-owned A Shares	214,440,000	46.89
2	香港中央結算(代理人)有限公司 HKSCC (Nominees) Limited	流通H股 Listed H Shares	142,779,998	31.22
3	江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	流通A股 Listed A Shares	4,203,300	0.92
4	上海證大投資管理有限公司 Shanghai Zhengda Investment Management Company Limited	法人股、A股 Legal person A Shares	2,100,000	0.46
5	中國醫藥工業公司 China National Pharmaceutical Industry Corporation	法人股、A股 Legal person A Shares	1,540,000	0.34
6	Hofgren Carl Gunnar	流通H股 Listed H Shares	1,010,000	0.22
7	中國醫藥對外貿易總公司 China National Pharmaceutical Foreign Trade Corporation	法人股、A股 Legal person A Shares	1,000,000	0.22
8	山東環中製藥股份有限公司 Shandong Huanzhong Pharmaceutical Co., Ltd.	法人股、A股 Legal person A Shares	1,000,000	0.22
9	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
10	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

## 股本變動及股東情況 (續)

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

附註：

1. 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，本報告期內其所持本公司股份無增減變動情況，其所持4,000,000股股份被司法凍結；

本報告期內上海證大投資管理有限公司所持有的2,100,000股A股被全部質押凍結；山東環中製藥股份有限公司所持有的1,000,000股A股被全部司法凍結；

2. 本年度內控股股東無變更情況；

3. 就董事所知，上述內資股東之間不存在關聯關係或中國證監會頒佈之《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中國證監會頒佈的《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。

Note:

1. During the year 2003, the number of A Shares of the Company held by Shandong Xinhua Pharmaceutical Group Company Limited ("SXPGC"), the sole domestic shareholder with a shareholding of more than 5% of the total number of the Company's shares remained unchanged, but amongst which 4,000,000 A Shares held by SXPGC were frozen subject to judicial adjudication;

During the year 2003, 2,100,000 A Shares of the Company held by Shanghai Zhengda Investment Management Company Limited were charged and 1,000,000 A Shares held by Shandong Huanzhong Pharmaceutical Co., Ltd were frozen subject to judicial adjudication;

2. There was no change of controlling shareholder of the Company during the year;

3. So far as the Directors are aware, there is no association amongst the ten largest domestic shareholders, 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 CSRC. However, the Directors are not aware as to whether there is any association amongst the shareholders of H Shares of the Company or persons acting in concert as defined above.

## 股本變動及股東情況 (續)

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

#### 3. 股東情況介紹 (續)

(iii) 於二零零三年十二月三十一日持有本公司股份前十名流通股股東情況如下：

序號	股東名稱	股份性質	期末持股數	佔總股本比重(%)
No	Name of Shareholder	Class of shares	Number of shares held	% of the total share capital
1	香港中央結算(代理人)有限公司 HKSCC (Nominees) Limited	H股 Listed H Shares	142,779,998	31.22
2	江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	A股 Listed A Shares	4,203,300	0.92
3	Hofgren Carl Gunnar	H股 Listed H Shares	1,010,000	0.22
4	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>	H股 Listed H Shares	902,000	0.20
5	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>	H股 Listed H Shares	902,000	0.20
6	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>	H股 Listed H Shares	902,000	0.20
7	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>	H股 Listed H Shares	704,000	0.15
8	Yeung Ting Kwong David	H股 Listed H Shares	440,000	0.10
9	Kay and Company Ltd	H股 Listed H Shares	400,000	0.09
10	Chow Kang Chuen	H股 Listed H Shares	340,000	0.07

附註：本公司未知上述上市流通股十大股東之間是否存在關聯關係、也不知是否存在中國證監會頒佈之《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。

#### 3. Substantial shareholders (continued)

(iii) As at 31 December 2003, the ten largest shareholders holding the listed shares of the Company were as follows:

Note: The Company is not aware as to whether there is any association amongst the ten largest shareholders holding the listed shares 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 CSRC.

# 股本變動及股東情況 (續)

## CHANGES IN SHARE CAPITAL AND SHAREHOLDERS (continued)

### 3. 股東情況介紹 (續)

#### (iv) 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(「新華醫藥集團公司」)，新華醫藥集團公司成立於1995年6月15日，為國有獨資公司，註冊資本為人民幣29,850萬元，法人代表為賀端湜，其經營範圍為：醫藥、化工、包裝裝潢、化工機械設備製造、工業貿易、工程設計、儀器儀錶製造安裝、教育、醫院、房地產、飲食服務、藥用膠囊。

新華醫藥集團公司的控股股東為新華魯抗藥業集團有限責任公司，為本公司最終控股股東，成立於1998年12月1日，為國有獨資公司，註冊資本為人民幣49,549萬元，法人代表為賀端湜，主要從事對醫藥生產經營企業投資。

### 3. Substantial shareholders (continued)

#### (iv) 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 Mr. He Duanshi. SXPGC is mainly engaged in the pharmaceutical industry, chemical industry, packaging, manufacture of chemical equipment, trading, industrial design, production and installation of chemical and pharmaceutical instruments, education, hospital, real estate, catering services and the production of capsules.

Xinhua Lukang Pharmaceutical Group Corporation ("XLPGC"), a wholly state-owned company, the controlling shareholder of SXPGC and the ultimate controlling shareholder of the Company, was established on 1 December 1998. The registered capital of XLPGC is RMB495,490,000 and its legal representative is Mr. He Duanshi. XLPGC is mainly engaged in the business of investment in pharmaceutical enterprises.