

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2004年12月31日 As at 31 December 2004 股數 Number of shares	於2004年1月1日 As at 1 January 2004 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：本報告期內本公司無送股、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, issue 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 of the Company.

2. 股票發行與上市情況

2. Share issues and listing

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。

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.

股本變動及股東情況 (續)

CHANGES IN SHARE CAPITAL AND SHAREHOLDERS (continued)

3. 股東情況介紹

- (i) 於二零零四年十二月三十一日，本公司股東總數為32,742戶，包括H股股東93戶，A股股東32,649戶。
- (ii) 於二零零四年十二月三十一日持有本公司股份前十名股東情況如下：

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	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	143,823,998	31.45
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	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
7	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
8	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
9	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
10	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

附註：

- 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23,800,000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股份被全部質押凍結；山東環中製藥股份有限公司所持有的股份被全部司法凍結；
- 本年度內控股股東無變更情況；
- 根據本公司董事所知，內資股東之間不存在關聯關係或《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，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。

3. Substantial shareholders

- (i) As at 31 December 2004, the Company had on record a total of 32,742 shareholders, including 93 holders of H Shares and 32,649 holders of A Shares.
- (ii) As at 31 December 2004, the ten largest shareholders of the Company were as follows:

Note:

- During the year 2004, 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 23,800,000 A Shares held by SXPGC were frozen due to judicial adjudication;
During the year 2004, shares of the Company held by Shanghai Zhengda Investment Management Company Limited were mortgaged and shares held by Shandong Huanzhong Pharmaceutical Co., Ltd were frozen due to judicial adjudication;
- There was no change of controlling shareholder of the Company during the year;
- 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) 於二零零四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 H Shares	143,823,998	31.45
2	江蘇省軟件產業股份有限公司 Jiangsu Software Industry Company Limited	A股 A Shares	4,203,300	0.92
3	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 H Shares	902,000	0.20
4	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 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-81 HSBC Nominees (Hong Kong) Limited <A/C BR-81>	H股 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-78 HSBC Nominees (Hong Kong) Limited <A/C BR-78>	H股 H Shares	704,000	0.15
7	Kay and Company Ltd	H股 H Shares	400,000	0.09
8	Chow Kang Chuen	H股 H Shares	340,000	0.07
9	香港上海滙豐銀行(代理人)有限公司<A/C BR-77> HSBC Nominees (Hong Kong) Limited <A/C BR-77>	H股 H Shares	306,000	0.07
10	Hofgren Carl Gunnar	H股 H Shares	240,000	0.05

附註：本公司未知上述十大流通股股東之間、上述十大流通股股東與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 2004, 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, any association between the ten largest shareholders holding the listed shares of the Company and the ten largest shareholders of the Company, or any 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(「新華集團」)，新華集團成立於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：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新華魯抗藥業集團有限責任公司(「新華魯抗集團」)，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 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).

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.

