

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(一) 股本變動情況

1. 股份變動情況表

	期初值	本次變動增減(+，-)					期末值
	Opening value	Increase / decrease (+, -)					Closing value
		配股	送股	公積金轉股	增發	其他	小計
		Rights issues	Bonus issues	Conversion from reserves	Additional issues	Others	Sub-total
一、未上市流通股份							
1. Outstanding unlisted shares							
1. 發起人股份	250,000,000						250,000,000
1. Promoter's shares							
其中：							
Of which:							
國家持有股份							
State-owned shares							
境內法人持有股份	250,000,000						250,000,000
Domestic legal person shares							
境外法人持有股份							
Overseas legal person shares							
其他							
Others							
2. 募集法人股份							
2. Raised legal person shares							
3. 內部職工股							
3. Internal employee shares							
4. 優先股或其他							
4. Preferential shares or other							
未上市流通股份合計	250,000,000						250,000,000
Total unlisted non-circulating shares							
二、已上市流通股份							
2. Listed circulating shares							
1. 人民幣普通股	72,000,000						72,000,000
1. Renminbi ordinary shares							
2. 境內上市的外資股							
2. Foreign shares listed domestically							
3. 境外上市的外資股	100,000,000						100,000,000
3. Foreign shares listed overseas							
4. 其他							
4. Others							
已上市流通股份合計	172,000,000						172,000,000
Total listed circulating shares							
三、股份總數	422,000,000						422,000,000
3. Total shares							

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

2. 股票發行與上市情況

(1) 前三年歷次股票發行情況

種類	發行日期	發行價格	發行數量	上市日期	獲准上市 交易數量	交易終止日期
Type	Date of issue	Issue price	Issuing number	Date of listing	Approved listing trading volume	Termination date of trading
增發A股	2002-12-26至2003-01-07	人民幣7元/股	22,000,000	2003-01-16	22,000,000	
Additional issue of A Shares	From 2002-12-26 to 2003-01-07	Rmb7 /share	22,000,000	2003-01-16	22,000,000	

公司經中國證券監督管理委員會證監發行字[2002]133號文批准，於2002年12月26日至2003年1月7日，增發不超過2,200萬股A股。2002年12月30日為股權登記，2002年12月31日為網上、網下申購日，此次增發方式採用向機構投資者網下發售和向原A股股東及其它社會公眾投資者網上發售相結合的方式發行，其有效申購價等於或高於最終發行定價的股權登記日登記在冊的原A股股東可按1：0.2的比例優先認購。最終發行定價為人民幣7元/股，發行數量為2,200萬股，共募集資金人民幣15,400萬元。本次增發A股由招商證券股份有限公司以餘額包銷方式承銷。經上海證券交易所安排，本次增發A股於2003年1月16日上市交易。

2. Share issue and listing

(1) Status of share issue for the past three years

單位：股
Unit: Share

Upon the approval Zheng Jian Fa Hang Zi [2002] No.133 issued by China Securities Regulatory Commission, the Company issued 22,000,000 new A Shares during the period from 26 December 2002 to 7 January 2003. 31 December 2002 was the subscription date within and outside the network. These additional shares were issued to institutional investors outside the network and to the existing holders of A Shares and other public investors within the network. Applications made at the subscription price or above the price of Rmb7 per share were valid applications. Existing A Share shareholders whose names appeared on the register on the date of registration of shares could subscribe for the shares at the proportion of 1:0.2 in accordance with their entitlements. The final issue price was Rmb7 per share. The number of shares issued was 22,000,000. Proceeds of the A Share issue amounted to Rmb154,000,000. The issue was underwritten by China Merchants Securities Co., Ltd. Arranged by the Shanghai Stock Exchange, the newly-issued A Shares were traded and listed on 16 January 2003.

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(2) 公司股份總數及結構的變動情況

報告期內沒有因送股、配股等原因引起公司股份總數及結構的變動。

(3) 現存的內部職工股情況

本報告期末公司無內部職工股。

(2) Changes in total number of shares and structure of the Company

During the period, there was no share placement and bonus issue which may lead to changes in total number of shares and structure of the Company.

(3) Existing internal employee shares

There is no internal employee share in the Company at the end of the reporting period.

3. 本公司報告期股票價格情況

(1) 2004年H股股票價格：

年初開盤價：2.65港元
 年末收盤價：2.375港元
 最高價：3.85港元
 最低價：1.85港元

(2) 2004年A股股票價格：

年初開盤價：人民幣6.18元
 年末收盤價：人民幣5.40元
 最高價：人民幣7.99元
 最低價：人民幣4.12元

3. The Company's share prices during the period

1) H Shares' prices in 2004:

Opening price at beginning of year: HK\$2.65
 Closing price at end of year: HK\$2.375
 Highest price: HK\$3.85
 Lowest price: HK\$1.85

2) A Shares' prices in 2004:

Opening price at beginning of year: Rmb6.18
 Closing price at end of year: Rmb5.40
 Highest price: Rmb7.99
 Lowest price: Rmb4.12



2004年本公司加強與投資者的溝通，參加了多次基金經理見面會，圖為公司高層與投資基金經理見面會場
 In 2004, the Company enhanced communications with investors and attended various meetings with fund managers. Pictured is the meeting between the management of the Company and investment fund managers.



2004年，本公司塔式印報機出現供不應求的局面，圖為塔式印報機合同簽字儀式
 In 2004, the supply of tower press failed to meet with its demand. Pictured is the tower press contract signing ceremony.

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(二) 股東情況

1. 報告期末股東總數為37,850戶，其中非流通股股東1戶，流通A股股東37,738戶，流通H股股東111戶。
2. 前十名股東持股情況

(2) SHAREHOLDERS

1. The total number of shareholders at the end of the reporting period was 37,850, of which 37,738 were holders of A Shares and 111 were holders of H Shares.
2. The top ten shareholders during the reporting period

股東名稱(全稱)	年度內增減	年末持股 情況	比例(%)	股份類別 (已流通 或未流通)	質押或凍結 情況	股東性質 (國有股東 或外資股東)
Name of shareholders (full name)	Increase (+)/ decrease (-) during the year	Number of shares held at the end of the year	Percentage to share capital (%)	Type of shares (circulating or non- circulating)	Shares pledged or frozen	Type of shareholders (State-owned or foreign shareholders)
北人集團公司	0	250,000,000	59.24	未流通		法人股東
Beiren Group Corporation	0	250,000,000	59.24	Non- circulating		Legal person shareholder
香港中央結算(代理人)有限公司	308,000	97,339,199	23.07	已流通	未知	外資股東
HKSCC NOMINEES LIMITED	308,000	97,339,199	23.07	Circulating	Unknown	Foreign shareholder
浩鴻房產	1,302,582	1,302,582	0.3	已流通	未知	社會公眾股東
浩鴻房產	1,302,582	1,302,582	0.3	Circulating	Unknown	Public shareholder
HSBC NOMINEES (HONG KONG) LIMITED	10,000	702,000	0.2	已流通	未知	外資股東
HSBC NOMINEES (HONG KONG) LIMITED	10,000	702,000	0.2	Circulating	Unknown	Foreign shareholder
HUI KAU YU	0	400,000	0.09	已流通	未知	外資股東
HUI KAU YU	0	400,000	0.09	Circulating	Unknown	Foreign shareholder
WONG CHUNG KING	0	298,000	0.07	已流通	未知	外資股東
WONG CHUNG KING	0	298,000	0.07	Circulating	Unknown	Foreign shareholder
KWAN KAN ON	190,000	190,000	0.05	已流通	未知	外資股東
KWAN KAN ON	190,000	190,000	0.05	Circulating	Unknown	Foreign shareholder
蘇兆利達	180,000	180,000	0.04	已流通	未知	社會公眾股東
蘇兆利達	180,000	180,000	0.04	Circulating	Unknown	Public shareholder
張思甜	177,265	177,265	0.04	已流通	未知	自然人股東
張思甜	177,265	177,265	0.04	Circulating	Unknown	Natural person shareholder
施令英	160,000	160,000	0.04	已流通	未知	自然人股東
施令英	160,000	160,000	0.04	Circulating	Unknown	Natural person shareholder

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

前十名股東關聯關係或一致行動的說明

本公司未知前十名股東之間存在有關聯關係或一致行動人情況。

1. 公司前十名股東中北人集團公司為本公司控股股東，所持有股份為未流通股。
2. 香港中央結算(代理人)有限公司所持股份是代理客戶持股，本公司未接獲香港中央結算(代理人)有限公司通知本公司任何單一H股股東持股數量有超過本公司總股本5%情況。
3. 持有公司5%以上(含5%)股東所持股份無質押或凍結情況。
4. 持有公司5%以上(含5%)股東無變動情況。

Connected relationship among the top ten shareholders or any party acting in concert

The Company is not aware of any connected relationship among the top ten shareholders or any party acting in concert.

1. Among the top ten shareholders of the Company, Beiren Group Corporation is the controlling shareholder of the Company, and the shares held by which are non-circulating shares.
2. HKSCC Nominees Limited held shares on behalf of its clients and the Company has not been notified by HKSCC Nominees Limited that there were any shareholders of H Shares who held more than 5% of the total share capital of the Company.
3. None of the shareholders holding more than 5% or above (inclusive of 5%) of the Company's shares are in position where their shares have been pledged or frozen.
4. There was no change in respect of shareholders holding more than 5% (inclusive of 5%) of the Company's shares.



2004年9月6日，本公司與日本西研公司技術合作簽約儀式

On 16 September 2004, the signing ceremony in relation to the technological cooperation between the Company and Japan's 西研公司 was held.

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

5. 除上文所披露者外，董事並無獲告知有任何人士（並非董事或主要行政人員）於本公司股份或相關股份擁有權益或持有淡倉而須遵照證券及期貨條例第XV部第2及第3分部之規定向本公司作出披露，或根據證券及期貨條例第336條規定，須列入所指定之登記冊之權益或淡倉。

6. 購買、出售或贖回本公司上市股份

報告期內，本公司及附屬公司均沒有購買、出售或贖回任何本公司之股票。

7. 優先購股權

根據中國有關法律及本公司之章程，並無優先購股權之條款。

8. 可換股證券、購股權、認股證券或類似權利

截至2004年12月31日止，本公司並無發行任何可換股證券、購股權、認股證券或類似權利。

5. Save as disclosed above, as far as the Directors are aware, none of the persons (not being a Director or chief executive of the Company) has any interests or short positions in the shares or underlying shares of the Company which were required to be notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance ("SFO") or which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

6. Repurchase, sale or redemption of the company's listed securities

During the reporting period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

7. Pre-emptive rights

There is no provision for pre-emptive rights under the laws of the PRC and the Articles of Association of the Company.

8. Convertibles, options, warrants or other similar rights

As of 31 December 2004, the Company did not issue any convertible securities, options, warrants or any other similar right.



本公司董事、監事、高級管理人員在2003年度股東大會後合影
Directors, Supervisors and Senior Management of the Company took a group photo following the Annual General Meeting 2003.

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

3. 控股股東及實際控制人簡介

(1) 控股股東情況

公司名稱：北人集團公司

法人代表：朱武安

註冊資本：人民幣20,026.6萬元

成立日期：1992年7月16日

主要經營業務或管理活動：製造和銷售印刷機械、包裝機械、機床及系列產品和配件、技術開發、技術諮詢、服務、經營與所屬企業生產相關的進出口業務，承包境外印刷機械工程及境內國際招標工程。

(2) 控股股東及實際控制人變更情況

本報告期內公司控股股東及實際控制人沒有發生變更。

(3) 公司與實際控制人之間的產權及控制關係的方框圖



4. 其他持股在百分之十以上的法人股東

截止本報告期末公司無其他持股在百分之十以上的法人股東。

3. Name of controlling shareholder and beneficial controller

(1) Status of controlling shareholder

Name of Company: Beiren Group Corporation

Legal representative: Zhu Wuan

Registered capital: Rmb200,266,000

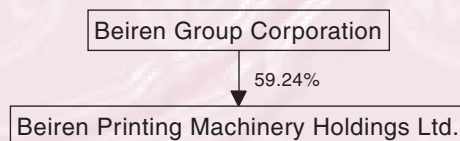
Date of incorporation: 16 July 1992

Principle operating or managing activities: Manufacturing and sales of printing presses, packing machines, pressing machines and related products and components, technical development, technical consultancy, services, operation of the import and export businesses related to the production of own enterprises, subcontracting work for overseas printing machinery projects and domestic projects by international tendering.

(2) Changes in status of controlling shareholder and beneficial controller

There was no change in the controlling shareholder and beneficial controller of the Company during the reporting period.

(3) Property right and controlling relationship between the Company and beneficial shareholder



4. Details of other legal person shareholders holding more than 10% of shares

As at the end of this reporting period, the Company did not have any legal person shareholder holding more than 10% of the Company's shares.

股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

5. 前十名流通股股東持股情況

5. Shareholdings of the top ten shareholders of circulating shares

股東名稱 Name of shareholder	年末持有流通股的數量 Number of shares held at the end of the year	種類(A、B、H股或其他) Type of shares (A, B, H Shares or others)
香港中央結算(代理人)有限公司 HKSCC NOMINEES LIMITED	97,339,199 97,339,199	H股 H Shares
浩鴻房產 浩鴻房產	1,302,582 1,302,582	A股 A Shares
HSBC NOMINEES (HONG KONG) LIMITED HSBC NOMINEES (HONG KONG) LIMITED	702,000 702,000	H股 H Shares
HUI KAU YU HUI KAU YU	400,000 400,000	H股 H Shares
WONG CHUNG KING WONG CHUNG KING	298,000 298,000	H股 H Shares
KWAN KAN ON KWAN KAN ON	190,000 190,000	H股 H Shares
蘇兆利達 蘇兆利達	180,000 180,000	A股 A Shares
張思甜 張思甜	177,265 177,265	A股 A Shares
施令英 施令英	160,000 160,000	A股 A Shares
張鳳海 張鳳海	150,000 150,000	A股 A Shares

本公司未知前十名流通股股東之間存在有關聯關係或一致行動人的情況。

The Company is not aware of any connected relationship among the top ten shareholders of circulating shares or any party acting in concert.

本公司未知前十名流通股股東和前十名股東之間存在有關聯關係。

The Company is not aware of any connected relationship between the top ten shareholders of circulating shares and the top ten shareholders.