

股東大會簡介

SUMMARISED REPORT OF THE GENERAL MEETING

(一) 本公司二零零四年周年股東大會通告於二零零五年四月二十一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，於二零零五年六月七日在公司住所召開，出席本次股東大會的股東（包括股東代理人）人數為 8人，出席本次股東大會的股東所代表的股份總數為218,435,000股，佔本公司股本總額的47.76%，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。大會由副董事長魯省民先生主持。本次股東大會通過了下列普通決議案：

1. 批准二零零四年度董事會報告；
2. 批准二零零四年度監事會報告；
3. 批准二零零四年度經審核的財務報告；
4. 批准二零零四年度利潤分配方案；
5. 審議並通過續聘信永中和會計師事務所和羅兵咸永道會計師事務所為二零零五年度之境內外核數師，並授權董事會確定其酬金；
6. 批准關於延長董事及監事任期的議案；
7. 批准二零零五年度董事、監事酬金的議案；

(1) On 21 April 2005, the notice of 2004 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 7 June 2005. 8 shareholders (including those represented by their proxies) attended the AGM, representing a total number of 218,435,000 shares and accounting for 47.76% 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 Mr. Lu Shengmin, the Vice Chairman. The following ordinary resolutions were passed at the AGM:

1. To approve the report of the Directors for the year 2004;
2. To approve the report of the Supervisory Committee for the year 2004;
3. To approve the audited financial statement of the Company for the year 2004;
4. To approve the profit distribution of the Company for the year 2004;
5. To approve the re-appointment of PricewaterhouseCoopers and Shine Wing as the international and domestic auditors for the year 2005 and authorise the Directors to determine their remuneration;
6. To approve the extension of the terms of the Directors and the Supervisors of the Company
7. To approve the remuneration of the Directors and the Supervisors for the year 2005;

本次股東大會通過了修改《公司章程》的特別議案。公司章程第五十二條後增加一條，作為第五十二(a)條：

「公司控股股東及實際控制人對公司和社會公眾股股東負有誠信義務。控股股東應嚴格依法行使出資人的權利，控股股東不得利用關聯交易、利潤分配、資產重組、對外投資、資金佔用、借款擔保等方式損害公司和社會公眾股股東的合法權益，不得利用其控制地位損害公司和社會公眾股股東利益。」

決議公告於二零零五年六月八日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

A special resolution in respect of the amendments to the Articles of Association was passed at the AGM. The proposed amendment to the Articles of Association is to add the following new article immediately after Article 52 of the Articles of Association as Article 52(a):

“The controlling shareholders (the “Controlling Shareholders”) and the de facto controllers of the Company owe fiduciary duties to the Company and the public shareholders of the Company. The Controlling Shareholders shall exercise the rights of the persons contributing capital in strict compliance with the law and shall not undermine the legal interests of the Company or the public shareholders of the Company through connected transactions, profit distributions, assets restructuring, foreign investment, capital appropriation, loan and guarantee etc. or through their controlling status.”

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 8 June 2005.

- (二) 二零零五年六月二十九日在本公司住所召開本公司二零零五年第一次臨時股東大會，出席會議股東及股東代理人共計8人，代表股份218,435,000股，佔公司有表決權總股份的47.76%。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。大會由副董事長魯省民先生主持。本次股東大會通過了下列普通決議案：

- (2) On 29 June 2005, 8 shareholders (including those represented by their proxies) attended the first extraordinary general meeting (“1st EGM”), representing a total number of 218,435,000 shares and accounting for 47.76% 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. Lu Shengmin, the Vice Chairman. The following ordinary resolutions were passed at the 1st EGM:

股東大會簡介 (續)

SUMMARISED REPORT OF THE GENERAL MEETING (continued)

1. 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二零零二年九月二十六日訂立的協議，及本公司與集團公司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。

2. 批准於截至二零零六年十二月三十一日止兩個年度各年的持續關聯交易的新年度上限分別為人民幣128,120,000元及人民幣144,440,000元。

3. 授權本公司任何一位董事為及代本公司簽署所有其認為附帶、附屬於或有關持續關聯交易的文件，文書及協議，並做出所有其認為附帶、附屬或與持續關聯交易有關聯的行為或事件。

決議公告於二零零五年六月三十日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

1. the agreement entered into between the Company and SXPGC on 26 September, 2002 and the trademark licence agreement entered into between the Company and SXPGC on 7 December, 1996 the terms thereof and the ongoing connected transactions contemplated thereunder be and are hereby approved, ratified and confirmed.

2. the proposed new annual caps in relation to the Ongoing Connected Transactions for each of the two years ended 31 December, 2006 being RMB128,120,000 and RMB144,440,000 respectively be and are hereby approved.

3. Any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the Ongoing Connected Transactions.

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 30 June 2005.

- (三) 二零零五年八月二十六日在本公司住所召開本公司二零零五年第二次臨時股東大會，出席會議股東及股東代理人共計8人，代表股份221,545,000股，佔公司有表決權總股份的48.44%。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。大會由董事長賀端湜先生主持。本次股東大會通過了關於免去魯省民先生董事職務的普通決議案。

決議公告於二零零五年八月二十七日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

- (四) 二零零五年十二月二十二日在本公司住所召開本公司二零零五年第三次臨時股東大會，出席會議股東及股東代理人共計6人，代表股份220,195,000股，佔公司有表決權總股份的48.15%。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。大會由董事長賀端湜先生主持。本次股東大會通過了下列普通決議案：

- (3) On 26 August 2005, 8 shareholders (including those represented by their proxies) attended the second extraordinary general meeting ("2nd EGM"), representing a total number of 221,545,000 shares and accounting for 48.44% 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 Mr. He Duanshi, the Chairman. 2nd EGM approved as an ordinary resolution to remove Mr. Lu Shengmin from the office of Director of the Company.

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 27 August 2005.

- (4) On 22 December 2005, 6 shareholders (including those represented by their proxies) attended the third extraordinary general meeting ("3rd EGM"), representing a total number of 220,195,000 shares and accounting for 48.15% of the Company's total share capital. The 3rd 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 3rd EGM was chaired by Mr. He Duanshi, the Chairman. The following ordinary resolutions were passed at 3rd EGM:

股東大會簡介 (續)

SUMMARISED REPORT OF THE GENERAL MEETING (continued)

1. 以累積投票式選舉第五屆董事會非獨立董事議案：

— 賀端湜先生
— 劉從德先生
— 郭琴女士
— 趙松國先生
— 馬永先生

2. 以累積投票式選舉第五屆董事會獨立非執行董事議案：

— 戴慶駿先生
— 莫仲堃先生
— 徐國君先生
— 孫明高先生

3. 選舉第五屆監事會監事議案：

— 于公福先生
— 高慶剛先生
— 張月順先生
— 陶志超先生

本次股東大會通過了修改《公司章程》的特別議案。公司章程第13條修訂為：

「公司的經營範圍以公司登記機關核准的項目為準。

1. To elect non-independent directors of the fifth Board of Directors by way of cumulative voting:

— Mr. He Duanshi
— Mr. Liu Congde
— Ms. Guo Qin
— Mr. Zhao Songguo
— Mr. Ma Yong

2. To elect independent non-executive directors of the fifth Board of Directors by way of cumulative voting:

— Mr. Dai Qingjun
— Mr. Mok Chung Kwan, Stephen
— Mr. Xu Guojun
— Mr. Sun Minggao

3. To elect members of the fifth Supervisory Committee:

— Mr. Yu Gongfu
— Mr. Gao Qinggang
— Mr. Zhang Yueshun
— Mr. Tao Zhichao

A special resolution in respect of the amendments to the Articles of Association was passed at the 3rd EGM. Article 13 of the Articles of Association of the Company was amended as follows:

“The scope of businesses of the Company approved by the registration authority shall prevail.

公司的經營範圍包括：生產西藥、化工原料(不含危險品)、製藥設備、藥用玻璃、醫藥檢測儀器及儀錶、自行研製開發項目的技術轉讓、服務、技術諮詢、技術培訓，銷售本企業生產的產品；工業用氧、工業用氮的生產、充裝及銷售；中藥材、中成藥、中藥飲片、化學藥製劑、抗生素、生化藥品、生物製品、診斷藥品、醫療器械產品(僅限銷售一、二類醫療器械產品)、保健食品、定型包裝食品銷售(以上11項僅限分支機構經營)。」

決議公告於二零零五年十二月二十三日刊載在國內的《證券時報》，以及香港的《文匯報》和《The Standard》。

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」

The scope of the Company's businesses covers production of chemical medicine, chemical raw materials (excluding dangerous materials), pharmaceutical equipment, pharmaceutical glass, medicine inspection instruments and apparatus; technology transfer, service, consultancy and training for projects independently developed by the Company; sale of the enterprise's own products; production, inflation and sale of oxygen and nitrogen for industrial use; sale of Chinese medicine materials, Chinese medicine, Chinese herbal medicine drinking tablets, chemical medicine preparations, antibiotics, biochemical medicine products, biological products, diagnostic medicine product, medical instrument products (limited to Category I and II medical instrument products), healthcare food and rigidly packaged food (the above 11 businesses are limited to operation by branches)."

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 23 December 2005.

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