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| <p>1. 本報告期內本集團無涉及或任何未完結或面臨的重大訴訟、仲裁事項。</p> | <p>1. The Group was not involved in any material litigation or arbitration and no material litigation or claim is pending or threatened or made against the Group.</p> |
| <p>2. 本公司報告期內除以下資產出售外，無其他收購及出售資產、吸收合併事項；二零零五年十二月十九日本公司與山東寶源投資有限公司（「山東寶源」）就本公司出售土地及地上附著物訂立一項價值人民幣19,000千元土地轉讓協議。本公司與山東寶源之間不存在關聯關係。出售上述資產產生收益人民幣12,091千元。</p> | <p>2. Save the following disposal of assets, during the reporting period, there were no acquisitions and sales of assets, nor any acquisitions and mergers of interests: The Company entered into an agreement with Shandong Baoyuan Investment Company Limited (the “Baoyuan Investment”) on 19 December 2005 for the disposal of land and the appurtenance to Baoyuan Investment. The total consideration of the transaction was RMB19,000,000. Baoyuan Investment has no affiliated connections with the Company. The Company gained a total profit of approximately RMB12.091 million from the transaction.</p> |
| <p>3. 本報告期內本公司無託管、承包、租賃其他公司資產或其他公司託管、承包、租賃本公司資產事項。</p> | <p>3. In the reporting period, there was no trust, subcontract or lease of assets between the Company and other companies.</p> |
| <p>4. 本報告期內，本公司無重大擔保及未履行完畢的重大擔保。</p> | <p>4. There is no existing guarantee provided by the Company or its Directors or other officers of the Company on behalf of the Company, nor has any guarantee been provided by the Company or its Directors or other officers of the Company in the reporting period of the Annual Report.</p> |
| <p>5. 本公司未發生委託他人進行現金資產管理事項。</p> | <p>5. The Company did not appoint any custodian for the management of funds.</p> |
| <p>6. 截至二零零五年十二月三十一日止年度內，本公司、本公司董事及高級管理人員均無受到監管部門處罰的情況。</p> | <p>6. None of the Company, the Directors and the Senior Officers has been penalized by any PRC authorities during the year ended 31 December 2005.</p> |
| <p>7. 本公司或持股5%以上股東沒有在指定報紙和網站上披露承諾事項。</p> | <p>7. The Company and its shareholders, holding more than 5% of shares of the Company, have not disclosed any undertakings in newspapers and websites designated by the CSRC.</p> |
| <p>8. 關連交易見按中國會計準則編制的帳目附註八.2。</p> | <p>8. The connected transactions are as set out in the Note 8.2 to the Accounts prepared in accordance with PRC accounting standards.</p> |

重要事項 (續)

IMPORTANT ISSUES (continued)

9. 關聯債權債務往來

截至二零零五年十二月三十一日，山東新華醫藥集團有限責任公司非經營性佔用本公司資金人民幣951萬元，新華集團已經承諾該項資金將最遲不會超過二零零六年九月三十日，以現金方式進行償還。

10. 核數師

有關核數師變更及其薪酬情況詳見「公司治理報告」中「核數師酬金」一節。

11. 公司章程修改

公司章程修改載於本報告第六節「股東大會簡介」。

9. Creditor's rights and debts with related parties

As at 31 December 2005, the outstanding amount owed by SXPGC to the Company was approximately RMB9.51 million due to the non-operation reasons. SXPGC has undertaken that it will fully repay the fund in cash on or before 30 September 2006.

10. Auditors

The change of auditors of the Company and respective remuneration of auditors are set out in the section headed "Auditors' remuneration" disclosed in the "CORPORATE GOVERNANCE REPORT".

11. Amend to the Articles

Amend to the Articles are set out in the sixth section headed "SUMMARISED REPORT OF THE GENERAL MEETING".