

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

(I) MOVEMENT OF SHAREHOLDERS' EQUITY

1. Changes in share capital

單位：股

Unit: Share

	本次變動前		本次變動增減(+,-)					本次變動後	
	Before change		Increase / decrease (+, -)					After change	
	數量	比例 (%)	發行新股	公積金		其他	小計	數量	比例 (%)
				送股	轉股				
	Number	Percentage (%)	Issue of new shares	Bonus issues	Conversion from reserves	Others	Sub-total	Number	Percentage (%)
一、 未上市流通股份									
I. Outstanding unlisted shares									
1、 發起人股份	250,000,000	59.24	—	—	—	—	—	250,000,000	59.24
1. Promoters' 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	59.24	—	—	—	—	—	250,000,000	59.24
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 share or other									
未上市流通股份合計	250,000,000	59.24	—	—	—	—	—	250,000,000	59.24
Total unlisted non-circulating shares									
二、 已上市流通股份									
II. Listed circulating shares									
1、 人民幣普通股	72,000,000	17.06	—	—	—	—	—	72,000,000	17.06
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	23.70	—	—	—	—	—	100,000,000	23.70
3. Foreign shares listed overseas									
4、 其他	—	—	—	—	—	—	—	—	—
4. Others									
已上市流通股份合計	172,000,000	40.76	—	—	—	—	—	172,000,000	40.76
Total listed circulating shares									
三、 股份總數	422,000,000	100	—	—	—	—	—	422,000,000	100
III. 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

截止本報告期末至前三年，公司未有增發新股、配售股份等股票發行與上市情況。

(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。

3、本公司報告期股票價格情況

(1) 2005年H股股票價格：

年初開盤價：2.375港元
 年末收盤價：1.47港元
 最高價：2.525港元
 最低價：1.25港元

(2) 2005年A股股票價格：

年初開盤價：人民幣5.33元
 年末收盤價：人民幣3.60元
 最高價：人民幣5.58元
 最低價：人民幣3.15元

2. Share issue and listing

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

For the past three years ended 31 December 2005, the Company had not engaged in share issue or listing including issues of new shares and share placement.

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

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

(3) Existing internal employee shares

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

3. The Company's share prices during the period

(1) H Shares' prices in 2005:

Opening price at beginning of year:	HK\$2.375
Closing price at end of year:	HK\$1.47
Highest price:	HK\$2.525
Lowest price:	HK\$1.25

(2) A Shares' prices in 2005:

Opening price at beginning of year:	Rmb5.33
Closing price at end of year:	Rmb3.60
Highest price:	Rmb5.58
Lowest price:	Rmb3.15



股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(二) 股東情況

報告期末股東總數為35,505戶，其中非流通股股東1戶，流通A股股東35,397戶，流通H股股東107戶。

前十名股東及前十名流通股股東持股情況

前十名股東持股情況

股東名稱 Name of shareholder	股東性質 Type of shareholder	持股 比例 (%) Percentage to total share capital (%)	持股總數 Total Number of shares held	年度 內增減 Increase / decrease during the year	股份 類別 Class of share	持有非流通 股數量 Number of non-circulating shares held	單位：股 Unit: Share 質押或凍結 的股份數量 Number of shares pledged or frozen
北人集團公司 Beiren Group Corporation	國有股東 State shareholder	59.24	250,000,000	0	未流通	250,000,000	無
HKSCC NOMINEES LIMITED	外資股東 Foreign shareholder	23.04	97,247,199	-92,000	已流通	—	未知
HKSCC NOMINEES LIMITED	外資股東 Foreign shareholder	23.04	97,247,199	-92,000	已流通	—	未知
HSBC NOMINEES (HONG KONG) LIMITED	外資股東 Foreign shareholder	0.2	702,000	0	已流通	—	未知
HSBC NOMINEES (HONG KONG) LIMITED	外資股東 Foreign shareholder	0.2	702,000	0	已流通	—	未知
浩鴻房產 HAU HONG REAL ESTATE	其他 Others	0.1	485,800	-816,782	已流通	—	未知
HUI KAU YU	外資股東 Foreign shareholder	0.09	400,000	0	已流通	—	未知
HUI KAU YU	外資股東 Foreign shareholder	0.09	400,000	0	已流通	—	未知
WONG CHUNG KING	外資股東 Foreign shareholder	0.07	298,000	0	已流通	—	未知
WONG CHUNG KING	外資股東 Foreign shareholder	0.07	298,000	0	已流通	—	未知
KWAN KAN ON	外資股東 Foreign shareholder	0.06	258,000	0	已流通	—	未知
KWAN KAN ON	外資股東 Foreign shareholder	0.06	258,000	0	已流通	—	未知
史福根	其他 Others	0.05	208,800	208,800	已流通	—	未知
史福根	其他 Others	0.05	208,800	208,800	已流通	—	未知
鄒靜	其他 Others	0.05	200,000	200,000	已流通	—	未知
鄒靜	其他 Others	0.05	200,000	200,000	已流通	—	未知
張鳳海	其他 Others	0.04	150,000	150,000	已流通	—	未知
張鳳海	其他 Others	0.04	150,000	150,000	已流通	—	未知

(II) SHAREHOLDERS

The total number of shareholders at the end of the reporting period was 35,505, of which 1 was a holder of non-circulating shares, 35,397 were holders of A Shares and 107 were holders of H Shares.

Shareholding of the top ten shareholders and the top ten holders of circulating shares

Particulars of top ten shareholders



股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(二) 股東情況 (續)

2、 前十名股東及前十名流通股股東持股情況 (續)

前十名流通股股東持股情況

股東名稱 Name of shareholder	持有流通股數量 Number of circulating shares held	股份種類 Class of share
HKSCC NOMINEES LIMITED HKSCC NOMINEES LIMITED	97,247,199 97,247,199	境外上市外資股 Overseas listed foreign shares
HSBC NOMINEES (HONG KONG) LIMITED HSBC NOMINEES (HONG KONG) LIMITED	702,000 702,000	境外上市外資股 Overseas listed foreign shares
浩鴻房產 HAU HONG REAL ESTATE	485,800 485,800	人民幣普通股 Renminbi ordinary shares
HUI KAU YU HUI KAU YU	400,000 400,000	境外上市外資股 Overseas listed foreign shares
WONG CHUNG KING WONG CHUNG KING	298,000 298,000	境外上市外資股 Overseas listed foreign shares
KWAN KAN ON KWAN KAN ON	258,000 258,000	境外上市外資股 Overseas listed foreign shares
史福根 史福根	208,800 208,800	人民幣普通股 Renminbi ordinary shares
鄒靜 鄒靜	200,000 200,000	人民幣普通股 Renminbi ordinary shares
張鳳海 張鳳海	150,000 150,000	人民幣普通股 Renminbi ordinary shares
柳振康 柳振康	147,000 147,000	人民幣普通股 Renminbi ordinary shares

上述股東關聯關係或一致行動關係的說明

本公司未知前十名流通股股東之間是否存關聯關係，也未知其相互之間是否屬於《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。

本公司未知前十名流通股股東和前十名股東之間是否存關聯關係，也未知其相互之間是否屬於《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。

(II) SHAREHOLDERS (continued)

2. Shareholding of the top ten shareholders and the top ten holders of circulating shares (continued)

Shareholding of the top ten holders of circulating shares

Connected relationship among the aforesaid shareholders or any party acting in concert

The Company is not aware of any connected relationship among the top ten holders of circulating shares or any party acting in concert as defined in Management Methods for Information Disclosure of Changes in Shareholding of Listed Companies.

The Company is not aware of any connected relationship between the top ten holders of circulating shares and the top tens shareholders or any party acting in concert as defined in Management Methods for Information Disclosure of Changes in Shareholding of Listed Companies.



股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(二) 股東情況 (續)

2、 前十名股東及前十名流通股股東持股情況 (續)

註：

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. HKSCC NOMINEES LIMITED 為香港中央結算(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。
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，監事或主要行政人員)於本公司股份或相關股份擁有權益或持有淡倉而需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2005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。

(II) SHAREHOLDERS (continued)

2. Shareholding of the top ten shareholders and the top ten holders of circulating shares (continued)

Notes:

1. Among the top ten shareholders of the Company, Beiren Group Corporation is the controlling shareholder of the Company, 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 was any holder of H Shares who separately held 5% or more of the total share capital of the Company.
3. None of the shareholders holding 5% or more (5% inclusive) 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 5% or more (5% inclusive) of the Company's shares.
5. Save as disclosed above, as far as the Directors are aware, none of the persons (not being a Director, supervisors 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 disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance ("SFO") or interest or short positions which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.
6. Purchase, 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 at 31 December 2005, the Company did not issue any convertible securities, options, warrants or any other similar rights.



股本變動及股東情況

MOVEMENT OF SHAREHOLDERS' EQUITY AND THE STATUS OF SHAREHOLDERS

(二) 股東情況 (續)

3、 控股股東及實際控制人簡介

(1) 法人控股股東情況

控股股東名稱：北人集團公司

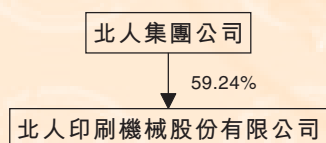
法人代表：朱武安
註冊資本：人民幣20,026.6萬元
成立日期：1992年7月16日

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。

(II) SHAREHOLDERS (continued)

2. Controlling shareholder and beneficial controller

(1) Status of the legal person controlling shareholder

Name of the controlling shareholder: 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 sale 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 the 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 10% or more of shares

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

