

## 股東持股和股權結構變化

### 1. 股權結構

本公司截至二零零四年六月三十日止，沒有安排任何送股、配股和擴股，也未發售任何新股。本期間內，本公司的股本總額和股權結構並無變動，即所有本公司已發行之股本總額為人民幣400,000,000元分為400,000,000股，每股面值為人民幣1.00元，其中境內已發行之國有法人股240,000,000股，佔已發行總股本的60%，境外已發行股份（「H股」）160,000,000股，佔已發行總股本的40%。

### 2. 主要股東持股情況

截至二零零四年六月三十日止，本公司之最大股東為中國普天信息產業集團公司（「中國普天公司」），持有已發行之國有法人股240,000,000股，佔已發行總股本的60%，香港中央結算（代理人）有限公司於本期間初持H股為157,610,998股，佔已發行總股本的39.40%，至本期間末持有H股為157,746,998股，佔已發行總股本的39.44%。

## SHAREHOLDING AND CHANGE OF SHARE CAPITAL STRUCTURE

### 1. Share capital structure

As at 30 June 2004, the Company has not made any arrangements for bonus issue, placing of shares or issue of new shares. During the Period, there was no change in the Company's total number of shares and share capital structure. The issued share capital of the Company remained as RMB400,000,000 divided into 400,000,000 shares with a par value of RMB1.00 each, comprising of 240,000,000 issued state-owned legal person shares and 160,000,000 overseas listed foreign shares ("H Shares"), representing 60% and 40% of the total issued share capital of the Company respectively.

### 2. Shareholdings of substantial shareholders

As at 30 June 2004, the largest shareholder of the Company was China PUTIAN holding 240,000,000 issued state-owned legal person shares, representing 60% of the total issued share capital of the Company. At the beginning of the Period, HKSCC Nominees Limited ("HKSCC") held 157,610,998 H Shares, representing 39.40% of the total issued share capital of the Company. At the end of the Period, HKSCC held 157,746,998 H Shares, representing 39.44% of the total issued share capital of the Company.

於二零零四年六月三十日，並無本公司股份及相關股份中的權益或淡倉記錄在根據《證券及期貨條例》(香港法例第571章)(「證券及期貨條例」)第336條規定而設之登記冊內。

於本期間內董事會並無知悉任何人士持有任何按證券及期貨條例必須予以披露的本公司股份及相關股份中的權益或淡倉。

按照證券及期貨條例第336條保存之主要股東名冊顯示，本公司曾接獲有關擁有本公司已發行H股5%或以上權益的股東之知會，該等權益為已披露之本公司董事(「董事」)、監事(「監事」)及行政總裁權益以外之權益。

據中央結算公司申明，於二零零四年六月三十日，持有本公司H股超過本公司已發行H股股份總數5%或以上的有以下中央結算系統參與者：

中央結算系統參與者	CCASS participant	該期間末持股數 Number of H shares held at the end of the Period	持H股百分比 Percentage of H shares
香港上海滙豐銀行有限公司	The Hong Kong & Shanghai Banking Corporation Ltd.	24,890,000	15.56%
中國銀行(香港)有限公司	Bank of China (Hong Kong) Ltd.	16,668,000	10.42%
花旗銀行	Citibank	8,718,367	5.45%
國泰君安證券(香港)有限公司	Guotai Junan (Hong Kong) Ltd.	8,019,044	5.01%

除上述披露者外，於二零零四年六月三十日本公司並未獲悉有任何其他按證券及期貨條例必須予以披露的股權權益及本公司董事會亦無知悉任何人士直接或間接持有本公司發行之H股股本5%或以上之權益。

As at 30 June 2004, there is no interests or short positions in the shares or underlying shares of the Company recorded in the register required to be kept under Section 336 of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO").

During the Period, the Board of Directors was not aware of any person holding any interests or short positions in shares or underlying shares of the Company which are required to be disclosed pursuant to the SFO.

As shown in the register of substantial Shareholders maintained under Section 336 of the SFO, the Company has been notified by shareholders of the Company holding 5% or more of the H Shares. These are interests other than those held by directors (the "Directors"), supervisors (the "Supervisors") and chief executive officers of the Company which have already been disclosed.

As indicated by HKSCC, as at 30 June 2004, the following Central Clearing and Settlement System ("CCASS") participants held 5% or more of the Company's total issued H shares:

Save as disclosed above, as at 30 June 2004, the Company is not aware of any shareholding interests which are required to be disclosed pursuant to the SFO. The Board of Directors is not aware of any person holding, directly or indirectly, 5% or more of the interests in the Company's issued H shares.

### 3. 董事、監事持股情況

於二零零四年六月三十日，本公司各董事、監事及彼等聯繫人士概無於本公司或其任何相聯法團的證券中擁有根據證券及期貨條例第341條之規定須知會本公司及香港聯交所（包括根據證券及期貨條例或證券及期貨條例第352條彼等視為或當作擁有之權益）或根據披露權益條例第二十九條的規定須登記於該條所述的登記冊或根據上市公司董事進行證券交易的標準守則規定須知會本公司和香港聯交所的任何權益。

### 4. 購買、出售或回購上市證券

於本期間內，本公司及其任何附屬公司概無購買、出售、回購或登出本公司之任何上市證券。

### 5. 可兌換證券、購股權、認股權證或相類權利

本公司於本期間內並無發行任何可兌換證券、購股權、認股權證或相類權利。

### 3. Shareholdings of directors and supervisors

As at 30 June 2004, none of the Directors and Supervisors or their respective associates had any interests in any securities of the Company or any of its associated corporations which were required to notify the Company and the Stock Exchange pursuant to section 341 of the SFO taken to have under the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required to notify the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Directors of Listed Companies.

### 4. Purchase, sale and repurchase of listed securities

During the Period, none of the Company's listed securities was purchased, sold, repurchased or cancelled by the Company or any of its subsidiaries.

### 5. Convertible securities, share options, warrants and similar instruments

During the Period, the Company did not issue any convertible securities, share options, warrants or similar instruments.