



# 創美藥業

創美·CH'MEI CHARMACY PHARMACEUTICAL

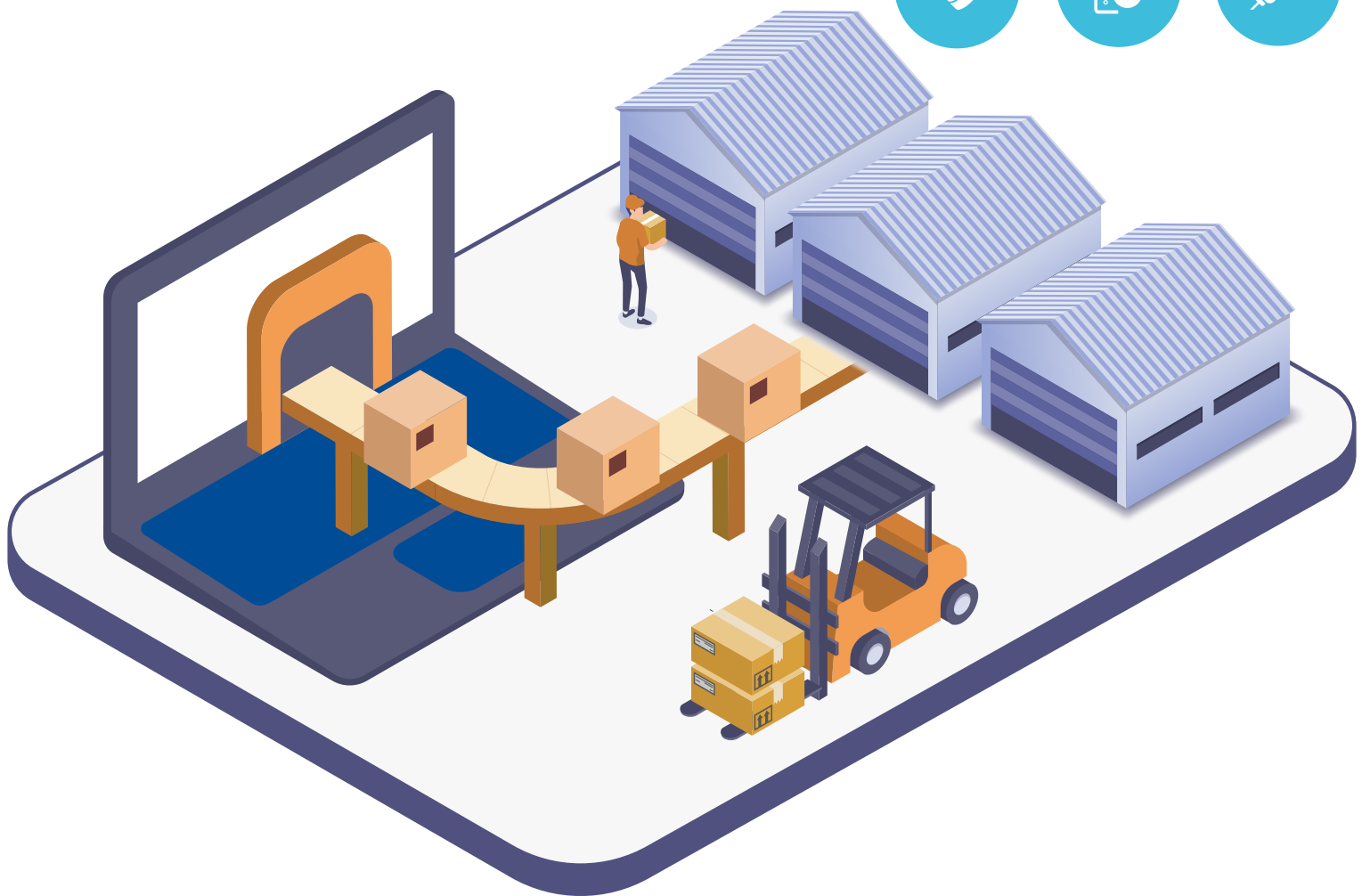
(於中華人民共和國註冊成立之股份有限公司)

(A joint stock limited liability company established in the People's Republic of China)

股份代號 Stock Code: 2289.HK

# 2022年報

## ANNUAL REPORT



創美藥業股份有限公司  
CHARMACY PHARMACEUTICAL CO., LTD.

## 關於我們

創美藥業股份有限公司（股份代號：2289.HK）主營醫藥分銷業務，主要向下游分銷商和零售終端分銷西藥、中成藥、保健品等產品，同時也開展第三方物流服務，並提供醫藥產品諮詢服務。公司創立於 2000 年，經過 23 年的快速發展，已成長為華南地區領先的醫藥分銷商之一。公司堅持「深耕廣東，輻射周邊」的發展戰略，立足於汕頭，在廣州、珠海、惠州、佛山及深圳成立子公司，並擁有四個現代化醫藥物流中心，專業的營銷服務團隊以及運輸服務團隊，對非招標市場實行「半徑 10 公里內一日三配、50 公里內一日兩配、250 公里內一日一配」的高效配送機制。公司具有現代化信息系統，涵蓋整個醫藥分銷供應鏈，包括採購、銷售、倉儲、運輸及交付等。公司同時運營自建的 B2B 電子商務平臺：「創美 e 藥」，供客戶線上下單、查詢及支付等。公司於 2021 年全國批發企業主營業務收入前 100 位排序前 40。公司於廣東省醫藥流通企業排名第 6 位。

2022 年，憑藉良好的信譽和優質服務，本公司獲得由藥鏈圈平台頒發的 2021-2022 年度醫藥冷鏈物流服務推薦企業（連續 3 年獲得），及 2021-2022 年度醫藥冷鏈最佳物流中心（基地）（連續 4 年獲得）；本公司獲得由藥鏈圈認證中心頒發的 2022 年度醫藥物流配送優秀企業（連續 2 年獲得），及 2022 年度現代醫藥物流技術實驗基地（中心）；獲得由中國

## ABOUT US

Charmacy Pharmaceutical Co., Ltd. (stock code: 2289.HK) is principally engaged in the pharmaceutical distribution business. It mainly distributes western medicine, Chinese patent medicine and healthcare products to downstream distributors and retail terminals, while conducting dealings in the third-party logistics business of medicines and providing pharmaceutical products related consulting services. Founded in 2000, over the past 23 years of rapid development, it has become one of the leading pharmaceutical distributors in the Southern China region. The Company adheres to the development strategy of “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”, based in Shantou, it has established subsidiaries in Guangzhou, Zhuhai, Huizhou, Foshan and Shenzhen, and has four modern pharmaceutical logistics centers., all equipped with Professional marketing service team, professional transportation teams, and has a highly efficient delivery mechanism of delivering pharmaceutical products three times per day for customers within a radius of 10 kilometers, twice per day for customers within a radius of 50 kilometers and once per day for those within a radius of 250 kilometers. In addition, the Company has a modern information system that covers the entire supply chain for pharmaceutical distribution, including procurement, sales, warehousing, transportation and delivery. Apart from that, the Company operates its own B2B e-commerce platform “Charmacy e-Medicine” (創美 e 藥), a platform for customers to place orders online, make inquires and payment ,etc. In 2021, the Company ranked top 40 among top 100 PRC wholesalers, in respect of revenue generated from the principal business. The Company ranked the 6th among the pharmaceutical distribution businesses in Guangdong Province.

In 2022, with its good reputation and excellent services, the Company was selected by the Pharmaceutical Chain Circle Platform as (for three consecutive years) a recommended pharmaceutical cold chain logistics services enterprise in 2021-2022 and as (for four consecutive years) the best logistics center (base) of pharmaceutical cold chain in 2021-2022; the Company was recognized by the Pharmaceutical Chain Circle Certification Center as (for two consecutive years) an excellent pharmaceutical logistics and distribution enterprise in 2022 and as a modern pharmaceutical logistics technology experimental



(廣州) 國際物流裝備與技術展會組委會頒發的 2021-2022 年度中國物流行業金螞蟻創新獎 (連續 5 年獲得), 及連續十一年獲得由廣東省企業聯合會、廣東省企業家協會頒發的參加廣東省企業誠信興商工作證書; 獲得由中國物流與採購聯合會醫藥物流分會頒發的 2022 年中國醫藥供應鏈銳意企業。

base (center) in 2022; (for five consecutive years) won the 2021-2022 Golden Ant Innovation Award for China's Logistics Industry conferred by the Organizing Committee of China (Guangzhou) International Logistics Equipment and Technology Exhibition; and (for eleven consecutive years) received the certificate of participation in Guangdong enterprises' growing business in good faith conferred by Guangdong Provincial Federation of Enterprises and Guangdong Provincial Association of Entrepreneurs; Obtained the 2022 China Pharmaceutical Supply Chain Sharp Enterprise issued by the Pharmaceutical Logistics Branch of the China Federation of Logistics and Procurement.

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## 公司資料

### \*董事

#### 執行董事

姚創龍 (董事會主席)

鄭玉燕

張寒孜

#### 非執行董事

嚴京斌

付征

#### 獨立非執行董事

尹智偉

周濤<sup>(註1)</sup>

關鍵 (又稱關蘇哲)

### \*監事

張玲

鄭禧玥

林志傑<sup>(註2)</sup>

### \*聯席公司秘書

黃慧玲

姚潔晞

### \*審核委員會

尹智偉 (主席)

周濤

關鍵

### \*提名委員會

周濤 (主席)

姚創龍

關鍵

### \*薪酬委員會

周濤 (主席)

尹智偉

鄭玉燕

### \*風險管理委員會

姚創龍 (主席)

鄭玉燕

## CORPORATE INFORMATION

### \* DIRECTORS

#### Executive Directors

Yao Chuanglong (Chairman of the Board)

Zheng Yuyan

Zhang Hanzi

#### Non-executive Directors

Yan Jingbin

Fu Zheng

#### Independent non-executive Directors

Wan Chi Wai Anthony

Zhou Tao (Note 1)

Guan Jian (also known as Guan Suzhe)

### \* SUPERVISORS

Zhang Ling

Zheng Xiyue

Lin Zhijie (Note 2)

### \* JOINT COMPANY SECRETARIES

Wong Wai Ling

Yao Jiexi

### \* AUDIT COMMITTEE

Wan Chi Wai Anthony (Chairman)

Zhou Tao

Guan Jian

### \* NOMINATION COMMITTEE

Zhou Tao (Chairman)

Yao Chuanglong

Guan Jian

### \* REMUNERATION COMMITTEE

Zhou Tao (Chairman)

Wan Chi Wai Anthony

Zheng Yuyan

### \* RISK MANAGEMENT COMMITTEE

Yao Chuanglong (Chairman)

Zheng Yuyan

尹智偉

**\*戰略發展委員會**

姚創龍（主席）

鄭玉燕

周濤

**\*授權代表**

鄭玉燕

姚潔晞

**\*核數師**

信永中和會計師事務所

（特殊普通合伙）

**\*法律顧問**

德恒律師事務所（香港）有限法律責任合夥（香港法律）

廣東信達律師事務所（中國法律）

**\*註冊辦公室及總部**

中國廣東省汕頭市龍湖區嵩山北路235號

**\*香港主要營業地點**

香港灣仔皇后大道東248號大新金融中心40樓

**\*主要往來銀行**

廣發銀行股份有限公司（汕頭分行）

中國工商銀行股份有限公司（汕頭分行）

**\*H股證券登記處**

香港中央證券登記有限公司

香港灣仔皇后大道東183號

合和中心17樓1712-1716號舖

**\*公司網站**

www.chmyy.com

**\*股份代號**

2289.HK

註 1：周濤先生已於2023年4月17日向本公司遞交辭函，辭任本公司獨立非執行董事，自2022年度股東週年大會（「股東週年大會」）委任新的獨立非執行董事完成之日起生效。同時，

Wan Chi Wai Anthony

**\* STRATEGIC DEVELOPMENT COMMITTEE**

Yao Chuanglong (Chairman)

Zheng Yuyan

Zhou Tao

**\* AUTHORISED REPRESENTATIVES**

Zheng Yuyan

Yao Jiexi

**\* AUDITOR**

ShineWing Certified Public Accountants (Special General Partnership)

**\* LEGAL ADVISERS**

DeHeng Law Offices (Hong Kong) LLP (as to Hong Kong laws)

Shu Jin Law Firm (as to PRC laws)

**\* REGISTERED OFFICE AND HEADQUARTERS**

No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC

**\* PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

40th Floor, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong

**\* PRINCIPAL BANKS**

China Guangfa Bank Co., Ltd. (Shantou Branch)

Industrial and Commercial Bank of China Limited (Shantou Branch)

**\* H SHARE REGISTRAR**

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor Hopewell Centre,

183 Queen's Road East, Wanchai, Hong Kong

**\* COMPANY WEBSITE**

www.chmyy.com

**\* STOCK CODE**

2289.HK

Note 1: Mr. Zhou Tao has submitted his resignation letter to the Company on 17 April 2023 for resigning from his position as an independent non-executive director of the Company. The resignation of Mr. Zhou Tao shall take effect from the date when a new independent non-executive director is appointed at



周濤先生於生效之日起亦不再擔任董事會轄下的審核委員會成員、提名委員會主席、薪酬委員會主席及戰略發展委員會成員。本公司將在股東週年大會補任相關的董事委員會成員

註 2：林志傑先生已於2023年4月17日向本公司遞交辭函，辭任本公司監事（「監事」），自股東週年大會選任新的監事完成之日起生效。

the Company's annual general meeting for 2022 (the "AGM"). With effect from that day, Mr. Zhou Tao will cease to be a member of the audit committee, the chairman of the nomination committee, the chairman of the remuneration committee, and a member of the strategic development committee of the Board. The Company will appoint a new member for the relevant Board committees at the AGM.

Note 2: Mr. Lin Zhijie has submitted his resignation letter to the Company on 17 April 2023 for resigning from his position as a supervisor of the Company (the "Supervisor") due to the need to devote more effort to other personal work matter. The resignation of Mr. Lin Zhijie shall take effect from the date when a new supervisor is appointed at the AGM

## 主席報告

### 各位股東：

本人謹此代表創美藥業股份有限公司（股份代號：2289.HK）（「本公司」）董事（「董事」）會（「董事會」），提呈本公司連同其附屬公司（統稱「本集團」或「我們」或「創美」）截至2022年12月31日止年度（「報告期」）經審核之綜合業績。

### 業務概覽

本集團專注於醫藥非招標市場 23 載，立足於汕頭，在廣州、珠海、惠州、佛山及深圳成立子公司，主要向下游分銷商和以藥店、門診所、民營醫院等為主的零售終端分銷西藥、中成藥、保健品等產品，同時也開展醫藥第三方物流業務以及提供醫藥產品諮詢服務。截至 2022 年 12 月 31 日，本集團分銷網絡覆蓋 13,396 名客戶，其中醫藥終端零售客戶為 12,694 名，合作的供應商共有 1,141 家，包括醫藥生產商 638 家及分銷供應商 503 家，分銷產品類別達到 12,952 種。同時，我們利用自身的倉儲配送能力，已經與近 110 家客戶達成第三方物流業務服務合作。我們堅持「深耕廣東，輻射周邊」的發展戰略，持續複製高效運營模式，不斷拓展市場份額，處於華南地區醫藥非招標市場的領先地位，於廣東省醫藥流通企業排名第 6，並獲得「中國醫藥行業醫藥商業百強企業」、「中國醫藥供應鏈銳意企業」、「醫藥冷鏈最佳物流中心」、「中國物流行業金螞蟻創新獎」等榮譽稱號。

面對醫藥行業發展新格局，本集團引

## CHAIRMAN'S STATEMENT

### Dear shareholders,

I would like to, on behalf of the Board (the “**Board**”) of Directors (“**Directors**”) of Charmacy Pharmaceutical Co., Ltd. (Stock Code: 2289.HK) (the “**Company**”), submit the audited consolidated results of the Company together with its subsidiaries (hereinafter collectively referred to as the “**Group**” or “**we**” or “**Charmacy**”) for the year ended 31 December 2022 (the “**reporting period**”).

### Business Overview

Having expanded footprint in the non-bidding markets for 23 years, the Group which is based in Shantou has established subsidiaries in Guangzhou, Zhuhai, Huizhou, Foshan, and Shenzhen. We mainly distribute western medicines, Chinese patent medicines, and health products to downstream distributors and retailers mainly including pharmacies, outpatient clinics and private hospitals, while conducting dealings in the third-party logistics business of medicines and providing pharmaceutical products related consulting services. As at 31 December 2022, the Group had 13,396 clients in our distribution network, where, there were 12,694 pharmaceutical terminal retail clients and 1,141 cooperative suppliers, including 638 drugmakers and 503 distribution suppliers. Besides, 12,952 categories of products were distributed. Backed by our warehousing and delivery capacity, we have engaged in cooperation in third-party logistics services with nearly 110 clients. By following the development strategy of “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”, we continue to duplicate our efficient business model to the other places and to expand our market share. We are leading the non-bidding pharmaceutical market of South China and rank the sixth among pharmaceutical circulation enterprises in Guangdong Province. We have received a slew of honorary titles, including one of the “Top 100 Enterprises in Pharmaceutical Business in China’s Pharmaceutical Industry”, the “Aspiring Enterprise in China’s Pharmaceutical Supply Chains”, the “Best Logistics Center in Pharmaceutical Cold Chains”, and the “Golden Ant Innovation Award in China’s Logistics Industry”.

Faced with the new landscape of development in the





進國有控股的混合所有制企業——江藥集團有限公司（原名江西江中醫藥商業運營有限責任公司）（「江藥」）成爲本公司主要股東，雙方攜手展開深度合作，實現優勢互補、資源共享、合作共贏、共同發展。江藥在全國市場擁有良好的品牌效應和社會影響力，且業務布局與本集團專注於非招標醫藥終端市場的定位契合。我們已經與江藥簽訂了三年的採購及銷售框架協議，在藥品流通業務領域開展全面及深度戰略合作。我們相信，通過充分發揮雙方的協調效應，以及借助江藥國有資源及產業的發展優勢，本集團綜合競爭力有望顯著提升，高質量發展進程亦將提速。

## 業績表現

2022 年上半年，廣東省新冠疫情反復，限流限售防疫管控致使藥店客流及銷量的下降，本集團經營有所承壓，不過於 6、7 月份開始，廣東省針對藥店的相關防控管控措施限制放寬，廠家對市場、消費者促銷等資源投入的力度加大，零售終端的客流及銷量有所恢復，以及第三方物流業務穩健發展，本集團全年的營業收入得到一定增長。2022 年度，本集團的營業收入由 2021 年的人民幣 3,793.62 百萬元增長 10.06% 至 2022 年的人民幣 4,175.28 百萬元。2022 年度，本集團毛利由 2021 年的人民幣 237.22 百萬元增長 14.56% 至 2022 年的人民幣 271.76 百萬元；毛利率由 2021 年的 6.25% 上升至 2022 年的 6.51%；及歸屬於母公司股東的淨利潤由 2021 年的人民幣 23.15 百萬元增長 290.36% 至 2022 年的人民幣 90.38 百萬元。

pharmaceutical industry, the Group introduced Jiangyao Group Co., Ltd.\* (江藥集團有限公司) (previously known as Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd.\* (江西江中醫藥商業運營有限責任公司)) (the “Jiangyao”), a state-controlled mixed ownership enterprise, as our substantial shareholder of the Company to draw upon each other’s strengths and pool resources for deep cooperation, win-win outcomes and common development. Jiangyao enjoys good brand effects and social influence in the country’s market, and its business layout is consistent with the Group’s focus on the terminal non-bidding markets of drugs. We have signed a three-year procurement and sale framework agreement with Jiangyao, under which our two parties would engage in all-round, in-depth strategic cooperation in the drug circulation field. We believe that by bringing the two’s synergistic effects into full play and leveraging the state-owned resources and industrial development advantages of Jiangyao, the Group is expected to remarkably boost comprehensive competitive forces and pick up speed on the high-quality development pathway.

## Business Performance

In the first half year of 2022, the COVID-19 pandemic flared up across Guangdong Province repeatedly, and the restrictions on drug purchasing and selling lowered the visits to pharmacies and their sales, putting the Group’s operations under pressure. However, the relaxation of the pandemic prevention and control measures against pharmacies by the government of Guangdong Province starting from June and July motivated drug companies to invest more resources into the market and promotions among consumers. This, together with the restoration of visits to retailers and sales, as well as the sound development of the third-party logistics business, pushed up the Group’s operating income in the year. In 2022, the Group’s operating income increased by 10.06% to RMB4,175.28 million from RMB3,793.62 million in 2021. In 2022, the Group’s gross profit grew by 14.56% to RMB271.76 million from RMB237.22 million in 2021. Our gross profit margin rose to 6.51% in 2022 from 6.25% in 2021; And the net profit attributable to shareholders of the parent company increased by 290.36% to RMB90.38 million in 2022 from RMB23.15 million in 2021.

## 前景

2023 年，隨著新冠疫情防控措施的全面放開，擴內需促消費系列政策逐步見效，社會經濟秩序進一步恢復，醫藥行業發展的宏觀環境將得到顯著改善。與此同時，在大眾健康意識增強、人口結構演變、國家全面推進「健康中國」建設的大背景下，醫藥商品和服務的市場需求持續回暖，帶動醫藥市場規模穩步擴大，醫藥行業有望迎來發展的新黃金期。

藥品流通行業當下正處於轉型升級的關鍵節點，醫改新政深入推進、新一代信息技術的飛速發展、大健康產業發展均給行業帶來新的增長動力，對於行業參與者來說，其中蘊含著豐富的發展機遇。國家大力推進醫藥流通行業高質量發展，行業集中度持續提升，加之藥品帶量採購改革的深入推進，促使醫藥流通企業的競爭策略發生轉變，由從前的重視資源轉變為更加重視綜合能力。另一方面，隨著醫改新政的深入推進，醫藥流通企業在產業鏈中的作用越發凸顯，原有以院內市場為絕對主體的醫藥市場格局也開始發生變化，給非招標市場帶來更大發展機遇的同時，亦有望催生萬億量級的院外市場，成為醫藥流通企業謀求更廣闊市場空間的重要發力點。

展望未來，我們堅持專注於非招標市場，充分利用多年深耕行業所積累的豐富經驗，積極推進高質量發展，持續鞏固於華南地區非招標市場的領先優勢，建設全面覆蓋廣東省及周邊地

## Outlook

In 2023, with the complete removal of China's anti-coronavirus measures, a series of policies targeting at expanding domestic demand and boosting consumption are gradually showing effects, while social and economic activities are gradually returning to the pre-pandemic level, which will provide a remarkably improved macro-environment for the development of the pharmaceutical industry. Meanwhile, as the people is raising their health awareness, the demographics are changing, and the country is implementing the "Healthy China" initiative on all fronts, the market demand for pharmaceutical products and services is reviving continuously, driving the steady scale-up of the pharmaceutical market. The pharmaceutical industry is expected to welcome a new golden period for development.

The drug circulation industry is currently at a critical point of transformation and upgrading. The deepening of the new medical reform policy, the rapid advancement of a new generation of information technology, and the development of the massive health industry have all brought new growth momentum to the industry. Players in the industry have extensive development opportunities to capture. The country is vigorously promoting the high-quality development of the pharmaceutical circulation industry, which features increasing concentration. This, coupled with the deepened reform of volume-based procurement of medications, have caused a shift in the competition strategy of pharmaceutical distributors, from the previous emphasis on resources to a greater focus upon comprehensive capabilities. What's more, as the new policy of medical reform goes deeper, pharmaceutical distributors are playing a more important role in the industrial chains, and the former pharmaceutical market structure with the in-hospital market as the absolute dominant has also begun to change, bringing greater development opportunities to the non-bidding markets. It is also expected to fuel the formation of an off-hospital market valued at about one trillion yuan, the potential of which can be tapped by pharmaceutical distributors for broader market space.

Looking ahead, we will remain committed to the non-bidding markets, actively push forward high-quality development by making full use of years' extensive experience in the industry, continue to strengthen our leading advantage in the non-bidding market in South China, and establish a pharmaceutical retail



區的醫藥零售終端網絡。我們將積極探索“互聯網+醫藥”的可行性落地方法，加強醫藥物流現代化的能力建設，推進更高水平的信息化建設、物流中心建設及市場終端網絡拓展，持續完善智慧醫藥物流體系，進一步強化數字化轉型和電商平臺的賦能作用，增強我們的核心競爭力，提升盈利能力。我們將緊抓醫藥行業發展新契機，積極拓展第三方醫藥物流業務，為長遠發展打開新的空間。此外，我們亦將有序推進與國有戰略股東的戰略合作，並繼續尋求與各大醫藥生產商的長期深度的戰略合作，進一步增強本集團的綜合實力，開拓更廣闊的市場空間。

我們將牢記「創造健康美好生活」的使命，秉承「誠信經營，利他利眾，合作共贏」的經營理念，堅持實施「深耕廣東，輻射周邊」的市場戰略，致力成為中國醫藥健康產業最具市場競爭力服務商，全力推進高質量發展，給我們的股東創造更大的價值。

## 感謝

最後，本人借此機會衷心感謝公司管理層及員工的辛勤付出與貢獻。本人亦感謝全體股東、客戶及合作夥伴對我們一直以來的信任及支持。

創美藥業股份有限公司

姚創龍

主席

中國汕頭，2023年3月31日

terminals network covering the entire Guangdong Province and neighboring areas. We will actively explore the workable solutions of implementing the “Internet Plus Drugs”, strengthen the capacity building for modernizing drug logistics, work harder for higher level IT application, logistics center construction and market terminal network expansion, continuously improve the intelligent drug logistics system, and seek further empowerment from digital transformation and e-commerce platforms, in a bid to enhance our core competitiveness and profitability. By firmly seizing new opportunities in the pharmaceutical industry, we will actively expand the third-party drug logistics business and open new space for long-term development. Besides, we will advance our strategic cooperation with the state-owned strategic shareholder in good order, and continue to seek long-term, in-depth strategic partnerships with drugmakers for stronger comprehensive forces and broader market space.

With the mission of “Creating a healthy, beautiful life” firmly in mind, we will uphold the business philosophy of “Operating honestly, creating benefits for others and the general public and achieving win-win outcomes through cooperation”. We will follow the market strategy of focusing on “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”, and commit ourselves to becoming the most competitive health and medical service provider in China, so that we can promote high-quality development to the best of our abilities and create higher value for our shareholders.

## Acknowledgement

Lastly, I would like to take this opportunity to express my heartfelt thanks to the Company’s management and employees for your hard efforts and contributions. I also thank all our shareholders, clients and partners for your trust and support.

Charmacy Pharmaceutical Co., Ltd.

Yao Chuanglong

Chairman

Shantou, China, 31 March 2023

## 財務摘要

## FINANCIAL SUMMARY

項目 Item	截至 12 月 31 日止年度 For the year ended 31 December				
	2022 年 人民幣千元 2022 RMB'000	2021 年 人民幣千元 2021 RMB'000	2020 年 人民幣千元 2020 RMB'000	2019 年 人民幣千元 2019 RMB'000	2018 年 人民幣千元 2018 RMB'000
營業收入 Operating revenue	4,175,279	3,793,618	3,991,711	3,492,783	3,935,246
利潤總額 Total profit	122,054	32,981	54,742	55,045	63,655
歸屬於母公司股東的淨利潤 Net profit attributable to the Shareholders of parent company	90,380	23,153	40,556	40,153	45,433
基本及稀釋每股收益 (以每股人民幣元列示) Basic and diluted earnings per Share (expressed in RMB per share)	0.84	0.21	0.38	0.37	0.42

項目 Item	於 12 月 31 日 As at 31 December				
	2022 年 人民幣千元 2022 RMB'000	2021 年 人民幣千元 2021 RMB'000	2020 年 人民幣千元 2020 RMB'000	2019 年 人民幣千元 2019 RMB'000	2018 年 人民幣千元 2018 RMB'000
總資產 Total assets	2,865,885	2,763,092	2,799,403	2,503,808	2,353,980
總負債 Total liabilities	2,271,403	2,258,990	2,296,854	2,020,215	1,877,242
股東權益 Equity of Shareholders	594,482	504,102	502,549	483,593	476,737
每股淨資產 (以每股人民幣元列示) Net assets per Share (as stated in RMB per Share)	5.50	4.67	4.65	4.48	4.41

## 管理層討論及分析

### 行業概覽

2022年，中華人民共和國（「中國」或「我國」）國內多地新冠疫情反覆，但病毒致病性逐步減弱，為防疫政策持續優化奠定基礎。我國高效統籌疫情防控和經濟社會發展，保持了經濟社會大局穩定，GDP突破人民幣120萬億元，同比增長3.0%。國內疫情防控政策於年底進行較大的調整，社會生產生活秩序逐步恢復至疫情前水平，經濟增長前景向好。

後疫情時代，人們對於身體健康的重視程度與日俱增，加之多項醫藥行業政策進一步深化，中國醫藥行業高質量發展進程提速。受益於「健康中國」戰略、集採提速擴面、「互聯網+醫療健康」、分級診療、醫保體制等醫改新政深入推進，以及數字化浪潮的強勁賦能作用，藥品流通行業生態格局加速重塑，零售終端市場迎來發展新契機，持續邁向高質量發展。此外，政策層面加大對於院內用藥市場的規範管理，推動零售藥店院外市場發展，醫藥流通企業在產業鏈中的發揮著越來越大的作用，藥品流通行業市場集中度不斷提升，正加速從資源競爭時代轉型至能力競爭方向。

藥品流通行業市場規模呈恢復性增

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY OVERVIEW

There was repeated outbreaks of COVID-19 pandemic across the People's Republic of China (“China” or the “PRC”) in 2022, but the virus gradually became less virulent, laying the foundation for continued optimization of the epidemic prevention policy. China efficiently coordinated epidemic prevention and control with the social and economic development, maintaining the overall national economy and society stable, and achieving the Gross Domestic Product (GDP) of over RMB120 trillion, representing a year-on-year increase of 3.0%. Following significant adjustments to the epidemic prevention policy in China at the end of 2022, gradually witnessed a return to pre-pandemic levels of and social production and , leading to an improvement in living return with a positive outlook on economic growth.

In the post-pandemic era, China's pharmaceutical industry is poised to accelerate its high-quality development because of the people's increasing emphasis on physical health and the further deepening of many policies in this industry. Benefiting from the deepening promotion of new policies for medical reform the healthcare sector such as the “Healthy China”, accelerated procurement and expansion of drugs, “Internet + Medical Health”, hierarchical diagnosis and treatment and the medical insurance system, and the stronger empowerment of the digital wave, the pharmaceutical distribution industry is rapidly transforming. The retail terminal market is embracing such new development opportunities and continuously moving towards high-quality development. Moreover, policy-level regulation and management of the in-hospital medication market have been strengthened, promoting to the development of retail pharmacies in the off-hospital market, and pharmaceutical distribution enterprises are playing an increasingly important role along the industrial chain. The concentration of the pharmaceutical circulation industry market is constantly increasing and accelerating its transformation from the resource-based competition to capability-based competition.

With an increasing concentration, the drug circulation

## 長，行業集中度不斷提升

2022 年，中國藥品流通市場銷售規模穩步增長，增速逐漸恢復至疫情前水平。統計顯示，2021 年，藥品批發市場銷售額為人民幣 20,615 億元，扣除不可比因素後，同比增長 8.5%，增速同比上升 6.1 個百分點。

醫藥線下零售競爭加劇，行業集中度將進一步提升。醫藥流通市場保持穩定增長，據米內網行業數據統計，2022 年上半年，全國三大終端六大市場藥品銷售額達人民幣 8,670 億元，同比增長 3.3%。從市場佔有率看，藥品批發企業集中度不斷提升。統計顯示，2021 年，藥品批發企業主營業務收入前 100 位佔同期全國醫藥市場總規模的 74.5%，同比增長 0.8%。佔同期全國藥品批發市場總規模的 94.1%。

商務部發佈《關於“十四五”時期促進藥品流通行業高質量發展的指導意見》（「《指導意見》」）提出，到 2025 年藥品流通行業與我國新發展階段人民健康需要相適應，創新引領、科技賦能、覆蓋城鄉、佈局均衡、協同發展、安全便利的現代藥品流通體系更加完善；到 2025 年培育形成 1-3 家超五千億元、5-10 家超千億元的大型數字化、綜合性藥品流通企業，前 100 家藥品流通企業主營業務收入佔同期全國醫藥市場總規模的 98% 以上。《指導意見》明確了藥品流通行業未來五年的發展方向，為全行業實現高質量發展提供了重要指引。

## industry has resumed growth of its market volume

In 2022, The sales scale of China's pharmaceutical distribution market experienced steady sales growth, and rate gradually returning to return level before the outbreak of COVID-19 pre-pandemic level. Statistics show that the sales volume of the pharmaceutical wholesale market will be RMB2,061.5 billion, with a year-on-year increase of 8.5% after deducting non-comparable factors, which represent an increase in growth rate of 6.1 percentage points year-on-year.

Offline retail competition in the pharmaceutical industry was intensified, and the industry concentration will further increase.. The pharmaceutical distribution market maintained stable growth. According to industry data statistics from MENET, the sales of medicine in the six major markets across China's three major terminals of reached RMB867 billion, represent a year-on-year increase of 3.3% in the first half year of 2022, representing an increase of 3.3% when compared with the sales in the corresponding period last year. From the perspective of market share, the concentration of drug wholesale enterprises continues to increase. Statistics show that in 2021, the top 100 drug wholesale enterprises accounted for 74.5% of the total China's pharmaceutical market size in the same period, with a year-on-year increase of 0.8%, and accounted for 94.1% of the total China's wholesale medicines market size in the same period.

The Ministry of Commerce issued the “Guidance on Promoting the High-Quality Development of the Drug Distribution Industry during the 14th Five-Year Plan Period” (the "Guidance"), proposing that by 2025, the drug distribution industry should adapt to the people's health needs in China's new development stage, and the modern drug distribution system should be more innovative, technology-enabled, covering both urban and rural areas, balanced in layout, and collaboratively developed, and safe and convenient. By 2025, there will be 1-3 and 5-10 large digital and comprehensive pharmaceutical distribution enterprises with a scale of over RMB500 billion and over RMB100 billion, respectively, being cultivated, and the top 100 pharmaceutical distribution enterprises will account for more than 98% of the total China's pharmaceutical market size in the same period. The Guidance points out clearly the development direction of the drug distribution industry in the next five years, providing important



## 政策引領高質量發展，全國統一大市場助力藥品流通企業集約化經營

2022年4月，中共中央、國務院印發《關於加快建設全國統一大市場的意見》，提出要通過建設高效規範、公平競爭、充分開放的全國統一大市場，將推動形成供需互促、產銷並進、暢通高效的國內大循環，為經濟高質量發展奠定堅實基礎。對醫藥流通企業來說，統一大市場意味著解決區域醫藥物流政策不一致的問題，通過制定統一的藥品第三方物流准入及異地設庫標準，推動醫藥物流標準體系於國際接軌，藥品流通企業可以集約化經營，市場空間的進一步拓展以及經營成本的降低。

2022年5月，國務院辦公廳印發《深化醫藥衛生體制改革2022年重點工作任務》，加大深化「三醫」聯動改革，推動優質醫療資源加速擴容和均衡佈局。隨著醫改邁向深水區，藥品分銷業務模式持續朝著集約化、多元化、專業化、數字化方向前進。此外，2022年11月，國家藥監局組織制定了《藥品經營質量管理規範附錄6：藥品零售配送質量管理》（「《規範附錄》」），自2023年1月1日起施行。《規範附錄》中指出需制定藥品配送質量管理制度，加強藥品經營監督管理，要求藥品在配送過程中採取有效的質量控制措施，並滿足藥品信息化追溯要求，實現藥品配送全過程質量可控、可追溯，進一步規範藥品零售配送行為，保障零售配送環節藥品質量安全，為全行業實現高質量發展提供了重要指引。

guidelines for the industry to achieve high-quality development.

## Policy guidance led the high-quality development, and a unified national market helped pharmaceutical distribution enterprises to intensify their operations

In April 2022, the CPC Central Committee and the State Council issued the "Guideline on Accelerating the Establishment of a Unified Nationwide Market", proposing to promote the formation of a domestically circulating market mutually promotes supply and demand, production and marketing, and smooth and efficient, through the construction of efficient and standardised, fair competition, and fully open unified national market. This will lay a solid foundation for high-quality economic development. For pharmaceutical distribution enterprises, a unified large market will help to solve the problem of inconsistent regional pharmaceutical logistics policies. Through the formulation of unified standards for third-party pharmaceutical logistics access and setup of warehouses in different places, promoting the international alignment of the pharmaceutical logistics standards system, pharmaceutical distribution enterprises can achieve intensified operations, further expand market room and reduce operating costs.

In May 2022, the General Office of the State Council issued the "Lists Tasks for Further Reform of the Medical and Health Care System in 2022", which intensified the reform of the linkage between medical treatment, medical insurance and pharmaceutical, and promote the accelerated expansion and balanced allocation of high-quality medical resources. As the medical reform entering a deep-water zone, the drug distribution business model continued to move towards intensification, diversification, specialisation and digitalisation. In addition, in November 2022, the National Medical Products Administration organised the formulation of "Appendix 6 to the Good Supplying Practice (GSP): Quality Management of Drug Delivery for Retail Sales" (the "GSP Appendix"), which came into effect on 1 January 2023. The GSP Appendix provided an important guidance for the whole industry's high-quality development, noting that it is necessary to develop a quality management system for drug distribution, strengthen the supervision and management of drug operations, and effective quality control measures must be taken during the delivery of drugs. The drug distribution process must also meet the requirement of drug information traceability to achieve

## 醫藥物流領域呈現多元化和數智化發展趨勢

隨著大數據、物聯網等前沿技術被廣泛應用，醫藥物流領域業務呈現數智化和多元化發展趨勢。《指導意見》中明確指出，要推進「互聯網+藥品流通」，推動藥品流通行業進行數字化改造與升級。《指導意見》的出臺加速了藥品流通企業積極探索數字化轉型進程，促使藥品流通企業加強智能化、自動化物流技術和智能裝備的升級應用，並持續增強跨區域供應鏈物流協同能力，不斷探索分倉建設和多倉運營，助力整合供應鏈上下游各環節資源，促進「物流、信息流、資金流」三流融合，建立並不斷完善多元協同的醫藥供應鏈體系，提升全產業鏈的運行效率和競爭力。同時，基於數智技術的資源整合協同能力，越來越多的全國性和區域性醫藥流通企業向醫藥供應鏈解決方案服務商轉型，逐步建立起從製藥企業到病患者的全鏈條配送體系，並加快第三方物流業務拓展，充分發揮自身物流網絡優勢，強化自身規模化按需定制服務能力，實現差異化產品/服務交付，為製藥企業提供全國、區域內多倉聯動的高效第三方醫藥物流服務。

委托第三方醫藥物流企業儲運的藥品批發企業數量逐步增長。據統計，截

controllable and traceable quality throughout the entire process of drug delivery, further regulate the behavior of delivery of drugs for retailing, and ensure the quality and safety of drugs in retail-related delivery.

## The pharmaceutical logistics showed the trends of diversification and digitization development

With the widespread application of cutting-edge technologies such as big data and Internet of Things, the pharmaceutical logistics industry presents a trend of digitization and diversification development. The Guidance pointed out clearly the need to promote the “Internet + Drug Distribution” and promote the digital transformation and upgrading of the drug distribution industry. The release of the Guidance accelerated the drug distribution enterprises to actively explore digital transformation process, promoting them to strengthen the upgrading and application of intelligent and automated logistics technology and intelligent equipment, and continuously enhance the logistics collaboration capabilities of cross-regional supply chains. They constantly explore the construction of sub-warehouses and multi-warehouse operations, which will help integrate the resources of the upstream and downstream components of the supply chain, promote the integration of “logistics, information flow and capital flow”, establish and continuously improve a diversified but collaborative pharmaceutical supply chain system, so as to enhance the operational efficiency and competitiveness of the whole industry chain. Meanwhile, based on the collaborative ability resource integration using digital technology, more and more national and regional pharmaceutical distribution companies are transforming themselves into pharmaceutical supply chain solution service providers, gradually setting up a full-chain delivery system from pharmaceutical manufacturers to patients, accelerating the expansion of third-party logistics business, giving better play to the advantages of their logistics networks, and enhancing their capabilities of providing big-scale, tailor-made services as needed to realise differentiated product/service deliveries and provide pharmaceutical manufacturers with efficient nationwide and regional third-party pharmaceutical logistics services with synergistic effect among multiple warehouses.

The number of pharmaceutical wholesale enterprises engaging third-party pharmaceutical logistics enterprises for storage and





至 2022 年上半年，廣東省共有 1,400 多家藥品批發企業，其中委托第三方醫藥物流企業儲存、配送藥品的超 280 家，共有 560 多家連鎖藥店企業，其中委托廣東省內第三方醫藥物流企業的超 40 家。廣東省藥品零售格局市場格局呈現加速變化趨勢，區域性流通巨頭將憑藉自身綜合競爭優勢持續擴大市場份額。

### **醫改推動醫藥生產商佈局院外市場，零售終端基礎扎實的流通企業受青睞**

近年來，隨著醫療改革進一步深入，多項指向破除「以藥養醫」的政策持續推出，醫藥分開導致原有以院內市場為絕對主體的格局開始發生變化，院外醫藥市場呈現出可觀的藍海機遇。面對整個醫藥行業產業鏈面臨新變革，積極開拓院外市場似乎正成為醫藥流通企業發展的一大方向。（米內網預計，到 2029 年院外市場將以人民幣 1.6 萬億元的總量，持平甚至超過院內市場。）

面對更為激烈的業態競爭，醫藥流通企業商業模式勢必轉型升級，並不斷探索創新服務理念與服務模式，針對客戶不同需求提供差異化增值服務；醫藥生產商則加大對於藥品零售市場的投入和推廣，零售終端基礎扎實的藥品流通企業將更多地獲得生產商的青睞，鞏固市場開拓方面的競爭優勢。

### **《藥品網絡銷售監督管理辦法》實施，保障群眾網絡購藥安全**

2022 年 8 月，《藥品網絡銷售監督管理辦法》（「《藥品網售辦

transportation has gradually increased. According to statistics, as of the first half of 2022, there were more than 1,400 pharmaceutical wholesale enterprises in Guangdong, of which more than 280 engaged third-party pharmaceutical logistics enterprises for storage and distribution of drugs. There were more than 560 chain pharmacy enterprises, of which more than 40 engaged third-party pharmaceutical logistics enterprises in Guangdong. Guangdong's drug retail market pattern shows a trend of accelerating changes, and regional distribution giants will continue to expand their market shares by virtue of their comprehensive competitive advantages.

### **The healthcare reform is urging drug producers to seek expansion in the off-hospital market, drug distributors with a solid foundation in retail terminal are preferred**

In recent years, with the further deepening of the healthcare reform and the continuous introduction of policies aimed at breaking the "drug-based medical treatment" model, the separation of medical treatment and drugs led to change in the original pattern, which was dominated by in-hospital market. There are considerable blue-ocean opportunities for the off-hospital pharmaceutical market. Facing the new changes in the entire pharmaceutical industrial chain, actively expanding the off-hospital market seems to be a major direction for the future development of pharmaceutical distribution enterprises. (MENET expects the off-hospital market will reach an aggregate volume of RMB1.6 trillion by 2029, which will be equivalent to or even exceed the in-hospital market.)

In the face of increasingly fierce business competition, pharmaceutical distribution enterprises must transform and upgrade their business models, continue to explore innovative service concepts and models, and provide customer-tailored differentiated value-added services. Drug producers need to increase their inputs and promotion in the retail market of medicines. Pharmaceutical distributors with solid foundations in the retail terminal will be preferred by producers and be able to consolidate their competitive advantages in market expansion.

### **The "Provisions for Supervision and Administration of Online Drug Sales" was put into implementation to ensure the safety of public's online purchase of drugs**

The "Provisions for Supervision and Administration of Online Drug Sales" (the "Online Drug Sale Provisions") was released

法》」) 發佈, 明確了處方藥可以通過網絡銷售, 自 2022 年 12 月 1 日起施行。《藥品網售辦法》對電子處方來源, 實名制銷售, 防止「一方多用」, 先方後藥等方面提出明確要求。

一方面, 在醫改持續深化的背景之下, 醫藥分開已經成為大勢所趨。藥品零加成、控制藥佔比、雙通道等因素, 以及海南與深圳的電子處方中心建設試點成果均有助於加快我國處方外流的步伐, 給承接的處方藥銷售終端帶來可觀流量增量。隨著醫藥分開政策深化落地, 未來處方外流所帶來的市場規模有望直接惠及醫保門店、院邊店及直接面向患者 (DTP) 藥房, 並拉高醫藥零售行業整體增速。另一方面, 在疫情管控逐步放開的情況下, 居民將會結合自身需求常態化備藥, 居民在線購藥、問診需求將會提升。在政策推動和市場需求持續釋放的共同刺激下, 互聯網醫療將迎來重大機遇。(2022 年上半年第四終端銷售額為人民幣 1,360 億元, 同比增長 22.0%。)

隨著藥品網絡銷售的進一步規範, 加之各地逐步探索推進電子處方中心建設及醫保結算等事項「一網通辦」等問題的解決, 網售處方藥將會實現真正落地。互聯網診療活動將有章可依, 網售處方藥將有跡可循, 患者亦將能夠獲得更加安全的線上醫藥服務, 為藥品流通行業高質量發展奠定堅實基礎。

in August 2022, which clarified that prescription drugs can be sold online. The Online Drug Sale Provisions took effect on 1 December 2022 and provide clear requirements for the sources of electronic prescriptions, drug sales under the real-name registration system, avoiding reuse of prescriptions, and provision of prescriptions before buying drugs.

On one hand, the separation of medical treatment from drug sales has become an inevitable trend with the continuous deepening of the healthcare reform. Factors such as zero markups on drug prices, control over the percentage of income from drug sales in the total income of hospitals, and dual channels of hospitals eligible for healthcare reimbursement and retail pharmacies, as well as the outcomes of the pilot construction of electronic prescription centres in Hainan and Shenzhen are helping to facilitate the increase the pace of prescription drug purchases from pharmacies in China, bringing considerable traffic volume to the sales terminals that receive prescription sales. With the deepening implementation of the policy of separating medical treatment and drug sales widely, the market size brought by the outflow of prescriptions from hospitals in the future are expected to directly benefit pharmacies eligible for healthcare reimbursement, pharmacies adjacent to hospitals, and direct-to-patient (DTP) pharmacies, and accelerate the overall growth of drug retail industry. On the other hand, as the COVID-19 control measures gradually loosen, people will resume their drug purchase practice and storing drugs at home based on their own needs, and the demand for online drug purchase and consultation by residents will increase. With the joint stimulation of policy promotion and release of market demand, Internet-based medical treatment will embrace great opportunities. (The fourth terminal reported sales at RMB136 billion in the first half year of 2022, represent a year-on-year increase of 22.0% .)

With the further regulation of online drug sales and the gradual exploration and promotion of electronic prescription centers and construction and medical insurance settlement via "one-stop" solutions in various regions, sale of prescription drugs online will truly come to fruition. Internet-based diagnosis and treatment will follow clear guidelines, and the online sales of prescription drugs will be traceable, while patients will gain access to safer online medical services. All of these will build a sound foundation for the high-quality development of the drug distribution industry.



## 鼓勵院外市場藥品零售新業態，加快推動藥品零售連鎖產業發展

2022年1月，國家發改委發佈《關於做好近期促進消費工作的通知》，表示要進一步激發智慧零售新活力，鼓勵辦公樓宇、住宅小區、社區商圈等加快佈局配套智慧超市、智慧藥房等新業態服務。其中，智慧藥房即通過互聯網、大數據、人工智能等創新技術實現處方系統與藥房系統的無縫對接，縮短患者取藥等候時間或可提供無接觸取藥服務的個創新醫藥服務。

2022年2月，廣東省藥品監督管理局向各地級以上市場監督管理局印發《廣東省經營乙類非處方藥綜合改革試點工作實施方案》，決定在全省範圍開展大型連鎖便利店僅經營乙類非處方藥綜合改革試點工作，並於2022年3月正式實施。目前，「藥店+便利店」的跨界融合模式已在多地推開，有望推動傳統藥店向社區健康便利店轉型。

2022年4月，廣東省藥品監督管理局印發《廣東省藥品零售連鎖經營監督管理辦法》（「《辦法》」），《辦法》於2022年5月1日起正式實施，有助於加快推動藥品零售連鎖產業規模化、集約化和規範化發展。2022年7月，廣東省藥監局發佈《關於完善現代藥品流通體系，推進藥品流通產業高質量發展的通知》，提出力爭將廣東建設成爲全國藥品現代物流配送中心、藥品互聯網平臺數據處理中心和全國藥品零售連鎖總部聚集地。明確廣東省將加快培育大型現代藥品流通骨幹企業，支持藥品零

## New business model of drug retail in the off-hospital market were encouraged, and the development of the drug retail chain industry was accelerated

In January 2022, the National Development and Reform Commission of the State Council released the “Circular on Recent Boost to Consumption”, proposing that it is necessary to further stimulate the new vitality of intelligent retail, and encourage the development of new business formats and services such as smart supermarkets and smart pharmacies in office buildings, residential communities and community business. Among them, smart pharmacies can link the prescription system with their own systems seamlessly through innovative technologies such as the Internet, big data and artificial intelligence. This shortens the waiting time for patients picking up their medications and provides innovative pharmaceutical services, such as contactless medicines pickup.

In February 2022, the Guangdong Medical Products Administration issued the “Scheme for the Pilot Comprehensive Reform of Class B Over-the-Counter Drug Operations in Guangdong Province” to all market supervision and administration bureaus at or above the prefectural level, deciding to launch the pilot comprehensive reform of allowing large chain convenience stores to sell Class B OTC drugs across the province, which officially started in March 2022. Currently, the model of integrating “pharmacies + convenience stores” has been so far launched in many places, and is expected to transform traditional pharmacies into community-based health convenience stores.

In April 2022, the Guangdong Medical Products Administration issued the “Measures for Supervision and Management of Chain-based Operations of Drug Retailing in Guangdong Province” (the “Measures”), which officially came into effect on 1 May 2022, helping to accelerate the large-scale, intensive and standardized development of the pharmaceutical retail chain industry. In July 2022, the Guangdong Medical Products Administration issued the “Circular on Improving the Modern Drug Distribution System and Promoting the High-quality Development of the Drug Distribution Industry”, proposing to strive to build Guangdong into a national modern logistics and delivery center of drugs, a drug Internet platform data processing center and a cluster of headquarters of national pharmaceutical retail chain stores. It is clear that Guangdong

售連鎖企業通過兼併、重組、收購、加盟等方式創新發展，全面提升藥品零售連鎖率和規範化管理水平。

### 新冠病毒防疫政策迎來重大優化

2022年12月初，國務院聯防聯控機制發佈《關於進一步優化落實新冠肺炎疫情防控措施的通知》，即「新十條」。包含「不得採取各種形式的臨時封控」、「不按行政區域開展全員核酸檢測」、「具備居家隔離條件的無症狀感染者和輕型病例可自願選擇居家隔離或集中隔離」等內容。同月末，國家衛健委發佈《關於對新型冠狀病毒感染實施「乙類乙管」的總體方案》，即自2023年1月8日起，新冠感染由「乙類甲管」調整為「乙類乙管」，不再實行隔離，不再判定密切接觸者，不再對入境人員和貨物等採取檢疫傳染病管理措施。2022年12月以來，全國生產生活秩序逐步恢復，整體疫情已進入低流行水平，醫藥流通行業發展環境有望持續向好。

### 踐行全生命週期健康管理理念，持續推動「健康中國」建設

中國「十四五」規劃提出，全面推進「健康中國」建設，把保障人民健康放在優先發展的戰略位置，為人民提供全方位全週期健康服務。

全生命週期健康管理，是從健康影響因素的廣泛性、社會性、整體性出發，以人的生命週期為主線，對人的不同階段進行連續的健康管理和服務，對影響健康的因素進行綜合治理。後疫情時代，社會對健康的重視

Province will accelerate the fostering of large and modern pharmaceutical backbone enterprises, support innovation development of pharmaceutical retail chains through mergers, restructuring, acquisitions, and franchises, etc., and comprehensively improve the pharmaceutical retail chain rate and standardisation management level.

### The epidemic prevention policy was substantially optimised

In early December 2022, the Joint Prevention and Control Mechanism for COVID-19 under the State Council released the “Circular on Further Optimising the Response to the COVID-19 Pandemic”, which announced “New Ten Measures”, including prohibiting any form of temporary containment, not conducting mass nucleic acid testing by administrative regions, and allowing asymptomatic infections and mild symptoms with home quarantine conditions to choose voluntary home or centralised quarantine. At the end of that month, the National Health Commission issued the “Overall Plan for Managing COVID-19 as a Category B Infectious Disease”, stating that starting from 8 January 2023, COVID-19 infections will be adjusted to downgrade the management from Category A to Category B, and will no longer implement quarantine, stop identifying close contacts, and not adopt quarantine measures for incoming persons and goods. Since December 2022, the national production and living have gradually resumed, and the overall pandemic situation is at a low epidemic level, providing an increasingly better development environment of the pharmaceutical distribution industry.

### Health management throughout the full life cycle has been implemented to continuously promote the construction of “Healthy China”

China’s 14th Five-Year Plan proposes to exhaustively advance the construction of “Healthy China”, put the protection of people’s health in a strategic position for prioritised development, and provide people with comprehensive full-cycle health services.

Taking people’s life cycle as the main line, Full life cycle health management starts from the wide-ranging, social and holistic factors which affect health, performs continuous health management and provides services for different stages of life, and comprehensively manages the factors that affect health. In the post-epidemic era, society attaches more and more



程度越來越高，居民健康消費意識逐步提升，越來越多的醫藥企業開啓藥品全生命週期管理模式探索，充分利用互聯網醫療、大數據等新技術，推動醫療服務體系為全民提供集預防、治療、康復和健康管理為一體的整合醫療，有助於推動醫藥產業健康發展，從而促進終端市場容量的增長。

以上數據及資料來源於：米內網；  
《中國藥品流通行業發展報告》  
(2022)；《中國藥品流通》期刊。

## 業務回顧

本公司及其附屬公司（統稱「**本集團**」）的主要業務是於中國分銷藥品，而絕大部分營業收入來自藥品分銷。我們從醫藥生產商及分銷供應商採購藥品，銷售予分銷商，零售藥店，及醫院、診所、衛生站及其他類客戶。

我們遵循制定的經營目標，繼續深耕廣東及輻射周邊市場，積極拓展零售終端網絡。於 2022 年 12 月 31 日，我們的分銷網絡覆蓋 13,396 名客戶，其中 702 名為分銷商，8,683 名為零售藥店，4,011 名為醫院、診所、衛生站及其他。較上年度，客戶數量增加 771 名，其中分銷商增加 2 名，零售藥店增加 702 名，醫院、診所、衛生站及其他增加共 67 名。

為滿足客戶不同需求及增強客戶黏性，我們與國內外知名廠商加強合作，提高一級經銷產品的品種和規模，持續優化產品結構，引進適銷、毛利率高的優質產品，豐富產品種類。於 2022 年 12 月 31 日，我們共有供應商 1,141 家，其中醫藥生產商

importance to health, and the health consumption awareness of the residents gradually increases, more and more pharmaceutical companies are exploring the full life cycle management model of drugs. They leverage on new technologies such as Internet-based medical care and big data to promote a medical service system that provides all the people with a full package of medical solutions integrating prevention, treatment, rehabilitation and health management, which helps promote the pharmaceutical industry's healthy development and the volume expansion of the end market.

Sources of the above information: MENET; Annual Report on China's Pharmaceutical Distribution Industry (2022) (《中國藥品流通行業發展報告》(2022)); Journal of China Drug Circulation (《中國藥品流通》期刊)

## BUSINESS REVIEW

The principal business of the Company and its subsidiaries (collectively referred to as the “**Group**”) is pharmaceutical distribution in the PRC, with most of our operating revenue derived from pharmaceutical distribution. We procure pharmaceutical products from pharmaceutical manufacturers and distributor suppliers and sell the products to distributor customers, retail pharmacy stores, hospitals, clinics, health centres and other customers.

In 2022, we followed our established operation targets, and continued to expand our operation in Guangdong and its surrounding markets, with a focus on developing our retail terminal network. As at 31 December 2022, our distribution network covered 13,396 customers, among which 702 were distributors, 8,683 were retail pharmacy stores, and 4,011 were hospitals, clinics, health centres and others, representing an increase of 771 in the number of customers, including the increase of 2 distributors, 702 retail pharmacy stores, and 67 hospitals, clinics, health centres and others compared to last year.

In order to meet the various needs of customers and enhance customer adhesion, we strengthened cooperation with well-known domestic and overseas manufacturers, and expanded the variety and scale of first-level distribution products. We also continued to optimise our product mix by introducing marketable, high-quality products with high profit margin to enrich our product categories. As at 31 December 2022, we had

638 家及分銷供應商 503 家，較上年度減少 16 家。截至 2022 年 12 月 31 日止年度，我們分銷 12,952 種產品，較上年度減少 549 種。

a total of 1,141 suppliers, of which 638 were pharmaceutical manufacturers and 503 were distributor suppliers, representing a decrease of 16 suppliers compared to last year. For the year ended 31 December 2022, we had distributed 12,952 types of products, representing a decrease of 549 types of products compared to last year.

產品類別 Product Category	產品數量 Number of products 截至 12 月 31 日止年度 for the year ended of 31 December	
	2022 年 2022	2021 年 2021
中成藥 Chinese patent medicines	4,925	5,088
西藥 Western medicines	4,687	4,826
其他 Others	3,340	3,587
總計 Total	12,952	13,501

### 積極拓展第三方物流，提升盈利能力

本集團擁有完善的物流網絡和信息系統，統一 GSP 管理標準的倉儲條件，以創美藥業（廣州）醫藥分揀配送中心作為核心倉，打造領先的區域物流中心樞紐，通過與其他地區的物流中心實現多倉協同，共享庫存及配送網絡優勢，能夠全面滿足本公司自身醫藥分銷業務快速增長對倉儲的需求同時，利用剩餘倉儲空間和物流配送能力，可為上下游提供其他倉儲或運輸等增值服務，為本集團創造收入，增強本集團的盈利能力。在滿足本集團自身業務倉儲、物流需求的情況下，於 2022 年 12 月 31 日，本集團與廠家、商業分銷商及連鎖藥店等近 110 家客戶達成第三方醫藥物流委託業務及其他倉儲或運輸等增值服務合作，相應收入增加 177.49% 至 2022 年人民幣 8.24 百萬元。

### Actively expanded third-party logistics to improve profitability

The Group has a well-established logistics network and information system and uniform storage conditions conforming to GSP management standards. It takes Charmacy (Guangzhou) Pharmaceutical Sorting and Distribution Center as the core warehouse, and has built a leading regional logistics hub. The Company had realised multi-warehouse collaboration with the logistics centers in other regions and shared the advantages in inventory and distribution network. As such, the Company can fully meet the rapid growth of the Company's own pharmaceutical distribution business and the demand for its own warehousing need, and also provide value-added services such as warehousing and transportation for upstream and downstream customers by using the surplus storage room and logistics distribution capacity, thereby generating revenues for the Group and improving the Group's profitability. In addition to meeting the warehousing and logistics needs for the Group's own business, as at 31 December 2022, the Group had cooperated with nearly 110 customers, including manufacturers, commercial distributors and chain pharmacies, for third-party

### **引進國有戰略投資，為高質量發展注入新動力**

江藥是江西省國有資本運營控股集團有限公司與華潤江中製藥集團有限責任公司聯合打造的一家國有控股的混合所有制企業，其依托兩大國有企業的政策資源與品牌優勢，在全國市場擁有良好的品牌效應和社會影響力。江藥與本集團專注於非招標醫藥終端市場的定位契合，基於對本集團的信任與期望，在報告期內成為了本公司的主要股東，已與本集團簽訂了三年的採購及銷售的框架協議，在藥品流通業務領域開展全面及深度戰略合作，為本集團提供更多質美價優且具有品牌效應的產品品規，以及共享更多的銷售渠道，實現優勢互補、資源共享、合作共贏、共同發展的目標。通過充分發揮雙方的協調效應，及借助江藥國有資源及產業發展優勢，進一步提升本集團的整體運營水平及綜合競爭力，以全力實現本集團的高質量發展。

### **本公司已完成 H 股全流通計劃**

本公司於 2022 年 2 月 15 日向中國證券監督管理委員會（「中國證監會」）提交申請，以將本公司所有內資股轉為 H 股。於 2022 年 6 月 6 日，本公司收到中國證監會的正式批准，本公司內資股股東獲准將合計最多本公司 8,000 萬股非上市內資股轉換為本公司 H 股並於香港聯交所主板上市。於 2022 年 6 月 14 日，香港聯交所上市委員會批准本公司 8,000 萬股 H 股（「轉換 H 股」）上市及買賣。轉換 H 股的

pharmaceutical logistics business and other value-added services such as warehousing or transportation, the corresponding revenue increased by 177.49% to RMB8.24 million in 2022.

### **Introduce state-owned strategic investment to inject new impetus into high-quality development**

Jiangyao is a state-owned mixed-ownership enterprise jointly established by Jiangxi Provincial State-owned Capital Operation Holdings Group Corporation and China Resources Jiangzhong Pharmaceutical Group Co., Ltd. Relying on the policy resources and brand advantages of these two state-owned enterprises, it enjoys sound brand effect and social influence in the national market. Jiangyao and the Group share the positioning of focusing on the non-tendering pharmaceutical terminal market. Based on their trust in and expectation of the Group, it became a substantial shareholder of the Company during the reporting period and has signed a three-year purchase and sales agreement with the Group, aimed at engaging in all-around and in-depth strategic cooperation in the drug distribution business, providing the Group with more high-quality and cost-effective product specifications with brand effects, and sharing more sales channels for the purposes of taking complementary advantages, sharing resources, achieving win-win outcomes through cooperation, and seeking common development. By giving full play to the synergistic effects of both parties, and capitalizing on the state-owned resources and industrial development advantages of Jiangyao, the Group's overall operation level and comprehensive competitiveness are to be further improved, which will fully support the high-quality development of the Group.

### **We completed the H Share full circulation programme**

On 15 February 2022, the Company submitted an application to the China Securities Regulatory Commission (the "CSRC") in respect of the conversion of all of its domestic shares into H shares of the Company. On 6 June 2022, the Company received formal approval from the CSRC the domestic shareholders of the Company are allowed to convert up to an aggregate of 80,000,000 unlisted domestic shares of the Company into H shares of the Company and the listing thereof on the main board of the Stock Exchange. On 14 June 2022, the Listing Committee of the Stock Exchange granted approval for the listing of and permission to deal in 80,000,000 H shares of the Company (the

股票於 2022 年 6 月 29 日發出予中國證券登記結算（香港）有限公司及存入香港中央結算有限公司管理之中央結算系統，而轉換 H 股已於 2022 年 6 月 30 日上午九時正起開始在香港聯交所上市。進一步詳情請參閱本公司日期為 2022 年 2 月 15 日、2022 年 6 月 6 日、2022 年 6 月 15 日及 2022 年 6 月 29 日的公告。

本公司全部內資股轉換為 H 股，增加了市場上的股份數目，可能產生更多樣化的股東基礎。

### 本公司訂立《土地收儲協議》

本公司與佛山市禪城區土地儲備中心和佛山市禪城區祖廟街道辦事處簽訂了《土地收儲協議》，根據該協議，本公司同意以人民幣 160,000,000 元現金補償作為對價，將位於中國佛山市禪城區佛山大道北 65 號總面積約為 16,827.75 平方米的土地（「**土地**」）的使用權及地上建築物交還佛山市禪城區土地儲備中心（「**土地收儲**」）。由於土地收儲的一個或一個以上適用百分比（定義見《上市規則》）介於 5% 及 25% 之間，土地收儲構成本公司根據《上市規則》第 14 章須予披露交易。《土地收儲協議》的詳情請參閱本公司日期為 2022 年 10 月 11 日及 2023 年 1 月 3 日的公告。

截至 2022 年 12 月 31 日止年度，本公司從土地收儲錄得約人民幣 49.38 百萬元的稅後收益。

### 未來展望

我們牢記「創造健康美好生活」的使命，秉承「誠信經營，利他利眾，合作共贏」的經營理念，堅持以「深耕廣東，輻射周邊」為發展戰略，致力成為中國醫藥健康產業最具市場競爭

“**Converted H Shares**”)。On 29 June 2022, the share certificate for the Converted H Shares was issued to China Securities Depository and Clearing (Hong Kong) Company Limited and deposited into the Central Clearing and Settlement System operated by the Hong Kong Securities Clearing Company Limited on 29 June 2022 and the listing of the Converted H Shares on the Stock Exchange commenced at 9:00 a.m. on 30 June 2022. For further details, please refer to the Company’s announcements dated 15 February 2022, 6 June 2022, 15 June 2022 and 29 June 2022.

The conversion of all of the Company’s domestic shares into H shares, increases the number of shares available in the market, which may lead to a more diverse shareholder base.

### We entered into the land resumption agreement

The Company entered into a land resumption agreement with Foshan Chancheng District Land Reserve Center and Foshan Chancheng District Zumiao Sub-district Office, pursuant to which the Company agreed to surrender the land use right of the land situated at No. 65, Foshan Avenue, Chancheng District, Foshan, the PRC\* (佛山市禪城區佛山大道北 65 號) with an aggregate site area of approximately 16,827.75 sq.m. (the “**Land**”) and the construction of the Land to Foshan Chancheng District Land Reserve Center at a consideration by way of cash compensation of RMB160,000,000 (the “**Land Resumption**”). As one or more of the applicable percentage ratios (as defined in the Listing Rules) for the Land Resumption is more than 5% but less than 25%, the Land Resumption constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules. For details of the Land Resumption Agreement, please refer to the Company’s announcements dated 11 October 2022 and 3 January 2023.

The Company recorded a gain after tax of approximately RMB49.38 million from the Land Resumption for the year ended 31 December 2022.

### PROSPECTS

With the mission of “Creating a healthy, beautiful life” firmly in mind, we will uphold the business philosophy of “Operating honestly, creating benefits for others, and achieving win-win outcomes through cooperation”. We follow the development strategy of focusing on “Intensive Engagement in Guangdong





力服務商。

當前，國內新冠疫情防控政策迎來重大優化，社會生產生活秩序逐步恢復至疫情前水平，居民的健康意識不斷提升，中國加快構建以國內大循環為主體、國內國際雙循環相互促進的新發展格局。與此同時，「三醫聯動」改革的深入推進加速「健康中國」戰略落地，以「兩票制」、「帶量採購」、「門診統籌」為關鍵詞的醫藥改革，一方面引起覆蓋招標市場的流通企業成本上升、利潤下滑、產品結構調整，另一方面則提升了市場集中度、放大了產品品種優勢，使第三方物流服務迎來機遇。

藥品批發企業努力優化網絡結構及服務功能，由過去橫向拓展轉變為縱向下沉，進一步優化城市與鄉鎮等地區的配送服務網絡。另一方面，在醫藥分家和集採提速擴面等政策的影響下，院內市場份額佔比將逐步降低，院外市場擴容是大趨勢，院外市場潛力巨大。未來隨著處方外流、互聯網醫療的深入發展，實體藥店與醫藥電商將齊頭並進，互為補充，發揮各自優勢服務消費者。

從長期來看，中國經濟韌性及潛力兼備，穩中求進的趨勢不會改變。並且，隨著社會文明發展醫療保障覆蓋面不斷擴大，人口老齡化程度加速，及人民健康意識的增強，國內醫療健

Province and Extensive Coverage across Surrounding Areas”，and commit ourselves to becoming the most competitive health and medical service provider in China.

China’s epidemic prevention policy has been substantially optimised. As a result, the social production and living are gradually returning to the pre-pandemic level, and the people is raising their health awareness. And, China is accelerating the establishment of a new development pattern with the dual circulation in which domestic and foreign markets reinforce each other with the domestic market as the mainstay. At the same time, the deepening of the reform of “Medical Care, Medical Insurance and Pharmaceutical Industry” has accelerated the implementation of the “Healthy China” initiative. The medical reform represented by the “Two-Invoice System”, “Centralised Procurement in Large Quantities”, and “Risk Pooling of Outpatient Services” leads to cost increase, profit decrease, and product structure adjustment in distribution enterprises which cover the bidding market and bring up opportunities to the third-party logistics service under the advantages of higher market concentration and greater product variety.

Pharmaceutical wholesale enterprises have been striving to optimise their network structures and service capabilities, and transitioning from previous horizontal expansion to vertical sinking so as to further optimise their delivery service networks in cities, towns and other areas. On the other hand, influenced by policies such as separating medical treatment and drug sales and promoting faster and wider centralised procurement, a gradually decreased share of the off-hospital market is expected to be accompanied by the major trend of a scale-up in the off-hospital market, which has enormous potential to tap. With the outflow of prescriptions from hospitals and in-depth development of Internet-based healthcare in the future, brick-and-mortar pharmacies will develop side by side with e-commerce medicine sellers, and the two will complement each other and serve consumers by virtue of their respective advantages.

In the long run, China’s economy has both tenacity and growth potential, and the trend of steady progress will not change. Moreover, with the advancement of social civilization, the increasingly wider coverage of the health insurance coverage, the acceleration of ageing population and the enhancement of

康產業的潛力預計將會加速釋放，帶動非招標市場的市場份額不斷提升，將有利於我們業務的長期發展。

面對行業發展機遇，我們順應政策變化，認真學習、深入領會，並在實踐中努力貫徹實施醫藥行業相關政策，緊抓政策機遇，積極尋找市場機會，不斷推進市場網絡拓展和服務提升，加強精细化管理，促進高質量發展，確保在夯實現有優勢的基礎上持續提升競爭力。

我們將堅持實施「深耕廣東，輻射周邊」的市場戰略，建設全面覆蓋廣東省及周邊地區的醫藥零售終端網絡。我們將加強風險管理，提高經營質量，把握基層醫療市場擴容的機遇，不斷拓展和細化滲透每個區域的分銷網絡，優化網點佈局，擴大零售藥店、各類基層醫療衛生服務機構等醫藥零售終端的藥品配送覆蓋面，全方位實現廣東市場及周邊地區的銷售、服務及物流網絡的密集覆蓋。

我們將積極探索「互聯網+醫藥」的可行性落地方法，通過電商平臺進行服務賦能。我們將抓住基層醫療市場擴容中「互聯網+醫療」和分級診療等制度逐步落地的契機，不斷升級開發 B2B 電商平臺的功能應用，積極探索新技術及新營銷手段，結合多維度全方位的營銷及運營，更高效地提升供應鏈產品流轉，以優質的服務和契合的工具讓更多的客戶獲利，進一步提升客戶黏性。我們將積極推動醫藥流通及配送服務的標準化、流程

people's health awareness, the potential of China's medical and health industry is expected to be released rapidly, driving the market share of the non-tendering market to continuously expand, which will contribute to the long-term growth of our business.

Facing the industry development opportunities, we will follow policy changes, earnestly study, deeply understand, and strive to implement the relevant policies in the pharmaceutical industry in practice. We will grasp policy opportunities, actively seek market opportunities, continuously promote our market network expansion and improve our services, enhance our refined management, and achieve a high quality growth, so as to continuously improve our competitiveness based on sharpening existing advantages.

We adhere to the market strategy of "Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas" and build a pharmaceutical retail terminal network with full coverage in Guangdong Province and its surrounding areas. We will strengthen risk management, improve operation quality, seize the opportunities arising from the expansion of the primary medical market, further construct the regional pharmaceutical distribution centres and constantly expand and develop the distribution networks in all areas by continuously expanding and refining the distribution networks that permeate into each region, optimising the network layout, and expanding the pharmaceutical delivery coverages of pharmaceutical retail terminals such as retail pharmacies and various grassroots medical and health service institutions to fully achieve a dense coverage of sales, service, and logistics network in Guangdong and its surrounding areas.

We will actively develop feasible promotion measures for "Internet + Healthcare" and empower services through e-commerce platforms. We will grasp the opportunity arising from gradual implementation of regulations including "Internet+Healthcare" and the hierarchical medical system in the expansion of primary medical market, constantly upgrade and develop the functions and applications of B2B e-commerce platform, and actively explore new technologies and new marketing methods, combining with multi-dimensional and comprehensive marketing and operation. We will speed up the product transfer in supply chain with higher efficiency and allow more clients to benefit from our excellent services and



化、智慧化，不斷提升我們的服務能力，以達到低成本、高效率的經營效果。

我們將尋求與各大醫藥生產商的長期及深度的戰略合作。我們將著重加強與各大處方藥廠商的合作，爭取更多轉戰非招標市場產品的增長機會，豐富我們的產品組合，夯實品種優勢，並借助本集團的醫藥零售終端網絡資源及優勢，為上游供應商提供全方位的品牌宣傳及產品落地方案設計和支持服務保障。

我們將繼續加強醫藥物流現代化的能力建設，積極拓展第三方物流業務。我們將積極探索智慧物流技術應用，整合運輸資源提升配送服務能力，推進區域一體化物流的協調發展，提升整體運營能力。我們將憑藉強大的物流倉儲能力，通過整合藥品倉儲和運輸資源，實現多倉協同。我們將進一步發揮本集團精細化管理和服務的優勢，拓展終端配送網絡，使醫藥物流網絡佈局更加合理。同時，我們將積極拓展第三方醫藥物流業務，利用自身物流網絡優勢，為上游供貨商及下游客戶提供專業便利的倉儲、物流及貨物運輸等更多增值服務，以增強本集團市場競爭能力和盈利能力。

我們將積極探索與國有戰略股東的合作模式，進一步優化本集團股東結構與治理結構。我們將攜手江藥共同探索深化合作模式，亦將適時為本集團引入新的業務發展資源，助力市場影響力持續提升，進一步強化本集團的軟實力和競爭力，促進本集團更好更

suitable tools, thus further enhancing customer stickiness. We will actively promote standardised, streamlined, and intelligent pharmaceutical delivery service and constantly improve our service ability to achieve operation result efficiently with a low cost.

We will search for long-term and deep strategic cooperation with pharmaceutical producers. We will focus on strengthening our cooperation with major prescription drug manufacturers to capture more growth opportunities in non-tendering market products, diversify our product portfolios and cement the strength of our products. By using the pharmaceutical retail terminal network resources and advantages of the Group, we will provide upstream suppliers with across-the-board brand promotions and product landing program design and support service guarantee.

We will continue to strengthen the capacity building for pharmaceutical logistics modernisation and actively expand the third-party logistics business. We will actively explore the application of intelligent logistics technology, integrate transportation resources to enhance delivery service capabilities and promote the coordinated development of regional integrated logistics, thereby enhancing the overall operational capability. Leveraging on our strong logistic and warehousing capabilities, our warehousing and sorting scale will be expanded, and multi-warehouse collaboration by integrating pharmaceutical warehousing and transportation resources will be attained. We will further unleash our advantages of our refined management and services, expand the terminal delivery network, so that the pharmaceutical logistics network arrangement is more reasonable. At the same time, we will actively expand the third-party pharmaceutical logistics business by using our own logistics network advantages to provide upstream suppliers and downstream customers with professional and convenient warehousing, logistics and cargo transportation, so as to enhance the Group's market competitiveness and profitability.

We will actively explore the mode of cooperation with state-owned strategic shareholders, and further optimise our Group's shareholder structure and governance structure. We will work with Jiangyao to explore the model of deepening cooperation, and will also introduce new business development resources at the appropriate time, facilitate the continuous improvement to our market influence, further strengthen our Group's soft power

可持續發展。

展望未來，我們將持續把握醫藥非招標市場未來增長潛力，加快複製成熟的醫藥非招標市場運營模式，持續加碼數字化建設和業務創新，致力提高醫藥供應鏈運營效率，優化醫藥產品組合及客戶服務體驗，降低醫藥流通成本，努力成為中國醫藥健康產業最具市場競爭力服務商。

and competitiveness, and promote our Group's better and more sustainable development.

Looking ahead, we will continue to seize the future growth potential of the pharmaceutical non-tendering market, accelerate the duplication of the mature non-tendering pharmaceutical market operation model, redouble our efforts on digitisation and business innovation, strive to elevate the operation efficiency of our pharmaceutical supply chain, optimise the portfolio of pharmaceutical products and customer service experience, and reduce the cost of pharmaceutical distribution, endeavouring to become the most competitive service provider in the medical and healthcare industry in China.

## 財務回顧

## FINANCIAL REVIEW

### 營業收入

### Operating revenue

項目 Item	截至 12 月 31 日止年度 For the year ended 31 December	
	2022 年 人民幣千元 2022 RMB'000	2021 年 人民幣千元 2021 RMB'000
主營業務 Principal business	4,140,664	3,763,064
其他業務 Other businesses	34,615	30,553
營業收入 Operating revenue	4,175,279	3,793,618

客戶類型 Customer type	截至 12 月 31 日止年度 For the year ended 31 December	
	2022 年 人民幣千元 2022 RMB'000	2021 年 人民幣千元 2021 RMB'000
分銷商 Distributors	1,922,097	1,823,835
零售藥店 Retail pharmacy stores	2,057,232	1,792,830
醫院、診所、衛生站及其他 Hospitals, clinics, health centres and others	161,335	146,399
主營業務收入 Revenue from principal business	4,140,664	3,763,064

於 2022 年期間，我們的主營業務收入來自向 (i) 分銷商客戶；(ii) 零售藥店；及 (iii) 醫院、診所、衛生站及其他的產品銷售。截至 2022 年期間，超過 96% 的主營業務收入來自分銷商客戶和零售藥店客戶。

本集團截至 2022 年 12 月 31 日止年度的營業收入為人民幣 4,175.28 百萬元，較截至 2021 年 12 月 31 日止年度增加 10.06%。主要原因為 (i) 疫情防控政策影響，2021 年及 2022 年上半年廣東省零售藥店的限流限售防疫管控造成藥店客流及銷量的下降，2022 年下半年限流、限售的防控政策放寬，本公司收入得到一定增長；

For the year ended 31 December 2022, our revenue from principal business was derived from product sales to (i) distributor customers; (ii) retail pharmacy stores; and (iii) hospitals, clinics, health centres and others. For the year ended 31 December 2022, over 96% of our revenue from principal business was derived from distributor customers and retail pharmacy stores.

The operating revenue of the Group for the year ended 31 December 2022 was RMB4,175.28 million, representing an increase of 10.06% as compared to that for the year ended 31 December 2021, which was mainly due to: (i) the pandemic response policy. The pandemic prevention and control policy in 2021 and the first half of 2022 lowered the number of visits to pharmacies and resulted in decrease in drug sales. The Company managed to increase its sales when such epidemic prevention policy was relaxed in the second half year of 2022; and (ii) the

及(ii) 2022年年底的疫情管控全面放開後的藥品需求達到高峰，本公司依靠強大的貨物儲備和供應商合作基礎，及專業的營銷團隊及物流團隊，全力保障醫藥零售終端的藥品供應，促進收入的增長。

### 營業成本、毛利及毛利率

本集團的營業成本由截至2021年12月31日止年度的人民幣3,556.40百萬元增加9.76%至截至2022年12月31日止年度的人民幣3,903.52百萬元。有關變動幅度與產品銷售營業收入變動一致。

本集團的毛利由截至2021年12月31日止年度的人民幣237.22百萬元增加14.56%至截至2022年12月31日止年度的人民幣271.76百萬元。本集團的毛利率由截至2021年12月31日止年度的6.25%上升至2022年12月31日止年度的6.51%。本集團毛利率上升主要是由於本公司不斷主動調整產品結構，引進部分毛利率較高的產品品種，主動淘汰部分毛利率較低的產品品種。第三方物流業務收入由2021年人民幣2.97百萬元增加177.49%至2022年人民幣8.24百萬元。

### 銷售費用

本集團的銷售費用由截至2021年12月31日止年度的人民幣103.33百萬元增加9.20%至截至2022年12月31日止年度的人民幣112.83百萬元。相關變動與主營業務收入變動一致。

### 管理費用

本集團的管理費用由截至2021年12月31日止年度的人民幣48.52百萬元增加2.50%至截至2022年12月31日止年度的人民幣49.74百萬元。主要由於本集團於本年完成H股全流通，相應聘請中介機構費用增多。

peak demand for drugs when all pandemic protocols were removed at the end of 2022. Leveraging its strong goods storage and solid partnerships with suppliers, as well as its professional marketing team and logistics team, the Company went all out to ensure the drug supply at the retail terminals, which pushed up its income.

### Operating cost, gross profit and gross profit margin

The operating cost of the Group increased by 9.76% from RMB3,556.40 million for the year ended 31 December 2021 to RMB3,903.52 million for the year ended 31 December 2022, which was consistent with the increase in the operating revenue from product sales.

The gross profit of the Group increased by 14.56% from RMB237.22 million for the year ended 31 December 2021 to RMB271.76 million for the year ended 31 December 2022. The gross profit margin of the Group increased from 6.25% for the year ended 31 December 2021 to 6.51% for the year ended 31 December 2022, mainly due to the Company's active adjustment of product mix by replacing products with low gross profit margin with those with high gross profit margin. Income from the third party logistics business increased by 177.49% from RMB2.97 million in 2021 to RMB8.24 million in 2022.

### Selling expenses

The selling expenses of the Group increased by 9.20% from RMB103.33 million for the year ended 31 December 2021 to RMB112.83 million for the year ended 31 December 2022. The related change was consistent with the increase in principal business revenue.

### Management expenses

The management expenses of the Group increased by 2.50% from RMB48.52 million for the year ended 31 December 2021 to RMB49.74 million for the year ended 31 December 2022, which was mainly due to an increase in the payment to intermediaries hired for completing the full circulation of H shares during the period.

## 財務費用

本集團的財務費用由截至 2021 年 12 月 31 日止年度的人民幣 42.29 百萬元減少 12.19%至截至 2022 年 12 月 31 日止年度的人民幣 37.13 百萬元，主要由於本年新增短期借款較 2021 年減少人民幣 60 百萬元及提前償還長期借款人民幣 118.46 百萬元。

## 所得稅費用

本集團的所得稅費用由截至 2021 年 12 月 31 日止年度的人民幣 9.83 百萬元增加 222.29%至截至 2022 年 12 月 31 日止年度的人民幣 31.67 百萬元，主要由於 (i) 主營業務的收入增長導致所得稅費用增長；(ii) 佛山物流配送中心已被收儲，相應所得稅費用增加。均按會計準則確認當期所得稅費用和調整遞延所得稅資產及遞延所得稅負債。

## 淨利潤

本集團的淨利潤由截至 2021 年 12 月 31 日止年度的人民幣 23.15 百萬元增加 290.36%至截至 2022 年 12 月 31 日止年度的人民幣 90.38 百萬元。其中，歸屬於母公司股東的淨利潤由截至 2021 年 12 月 31 日止年度的人民幣 23.15 百萬元增加 290.36%至截至 2022 年 12 月 31 日止年度的人民幣 90.38 百萬元。主要由於 (i) 主營業務收入及毛利的增長；及 (ii) 佛山物流配送中心已被收儲，相應利潤增加人民幣 49.38 百萬元。

## 流動資金及財務資源

於 2022 年 12 月 31 日，本集團持有現金及銀行存款為人民幣 68.86 百萬元，而於 2021 年 12 月 31 日則為人民幣 144.23 百萬元。

於 2022 年 12 月 31 日及 2021 年 12 月 31 日，本集團分別錄得流動資產

## Finance costs

The finance costs of the Group decreased by 12.19% from RMB42.29 million for the year ended 31 December 2021 to RMB37.13 million for the year ended 31 December 2022, primarily because: (i) the short-term borrowings newly made during the year were RMB60 million less than the last year; and (ii) the Group repaid RMB118.46 million in long-term borrowings ahead of maturity.

## Income tax expenses

The income tax expenses of the Group increased by 222.29% from RMB9.83 million for the year ended 31 December 2021 to RMB31.67 million for the year ended 31 December 2022, primarily because: (i) the increase in principal business revenue; and (ii) the resumption of Foshan Logistics and Distribution Centre which increased the income tax expenses correspondingly. The current income tax expenses were recognised and the deferred income tax assets and liabilities were adjusted according to the accounting standards.

## Net profit

The net profit of the Group increased by 290.36% from RMB23.15 million for the year ended 31 December 2021 to RMB90.38 million for the year ended 31 December 2022. In particular, the net profit attributable to the shareholders of parent company increased by 290.36% from RMB23.15 million for the year ended 31 December 2021 to RMB90.38 million for the year ended 31 December 2022, primarily due to: (i) the increase in principal business revenue and gross profit; and (ii) the resumption of Foshan Logistics and Distribution Centre which increased the profit by RMB49.38 million correspondingly.

## Liquidity and financial resources

As at 31 December 2022, the cash and bank deposits of the Group amounted to RMB68.86 million, while the cash and bank deposits amounted to RMB144.23 million as at 31 December 2021.

As at 31 December 2022 and 31 December 2021, the Group recorded net current assets of RMB206.77 million and

淨值人民幣 206.77 百萬元及人民幣 79.30 百萬元。於 2022 年 12 月 31 日，本集團的流動比率（按流動資產除以流動負債計算）為 1.09（2021 年：1.04）。

本集團於 2022 年 12 月 31 日銀行借款為人民幣 513.25 百萬元（短期借款：人民幣 513.25 百萬元，無長期借款）（2021 年 12 月 31 日銀行借款為人民幣 786.69 百萬元，其中短期借款為人民幣 668.04 百萬元，而長期借款為人民幣 118.65 百萬元）。所有銀行借款均按固定利率計息。銀行借款的賬面值以人民幣為單位，與公平值相若。本集團並無使用任何財務工具作對沖用途，亦無任何以現有借款及／或其他對沖工具對沖的外幣淨額投資。

#### 應收票據、應收賬款及應收款項融資

於 2022 年 12 月 31 日，本集團應收票據、應收賬款及應收款項融資金額為人民幣 865.26 百萬元，較 2021 年 12 月 31 日應收票據及應收賬款及應收款項融資金額增加人民幣 134.00 百萬元，同比增加 18.32%。主要由於 2022 年底防疫政策全面放開，當月銷售收入有較大增幅，導致報告期末應收款總額有所增加。整體與營業收入的增長一致。

#### 應付票據及應付賬款

於 2022 年 12 月 31 日，本集團應付票據及應付賬款金額為人民幣 1,509.57 百萬元，較 2021 年 12 月 31 日應付票據及應付賬款金額增加人民幣 166.94 百萬元，同比增加 12.43%。主要由於 2022 年底防疫政策全面放開，同時臨近春節及流感季節，為保障經銷區域的市場供應和儲備，我們增加了藥品儲備。

#### 庫務政策

RMB79.30 million, respectively. As at 31 December 2022, the current ratio (based on the calculation of current assets divided by current liabilities) of the Group was 1.09 (2021: 1.04).

The bank borrowings of the Group as at 31 December 2022 amounted to RMB513.25 million (short-term borrowings: RMB513.25 million, none of long-term borrowing) (The bank borrowings of the Group as at 31 December 2021 amounted to RMB786.69 million, including short-term borrowings of RMB668.04 million and long-term borrowing of RMB118.65million.). All the bank borrowings bear fixed interest rates. The carrying amount of the bank borrowings is presented in RMB, and is approximate to the fair value. The Group did not use any financial instruments for hedging purposes or did not have any existing borrowings and/or other hedging instruments for hedging net foreign currency investments.

#### Bill receivables, trade receivables and receivables financing

As at 31 December 2022, the Group's bill receivables, trade receivables and receivables financing amounted to RMB865.26 million, representing an increase of RMB134.00 million, increased by 18.32% year-on-year, compared to those as at 31 December 2021. This is primarily due to a significant increase in sales revenue in December 2022 following the lifting of all pandemic restrictions which led to higher total receivables at the end of the reporting period. The overall change was consistent with the increase in operating revenue.

#### Bills payables and trade payables

As at 31 December 2022, the Group's bills payables and trade payables amounted to RMB1,509.57 million, representing an increase of RMB166.94 million, increased by 12.43% year-on-year, compared to those as at 31 December 2021, primarily because that we increased our drugs storage to ensure the market supply and reserve in the distribution areas in view of the complete lifting of pandemic restrictions in late 2022, along with the upcoming Chinese New Year and flue season..

#### Treasury policy



本集團在執行庫務政策上採取審慎的財務管理策略，因而於整段報告期內維持健全的流動資金狀況。本集團不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為控制流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團的資產、負債及其他承擔的流動結構符合不時的資金需要。

### 外匯風險

本集團的交易以人民幣計值。大多數資產以及全部負債均以人民幣計值，本集團須承擔的外匯風險極低。本年本集團並無利用任何財務工具對沖外幣風險。

### 利率風險

截至 2022 年 12 月 31 日止年度，本集團並無以浮動利率計息的銀行借款（2021 年：無）。

### 資本管理

於 2022 年 12 月 31 日及 2021 年 12 月 31 日，本集團的資本負債比率列示如下：

	2022 年 12 月 31 日 31 December 2022	2021 年 12 月 31 日 31 December 2021
資本負債比率 Gearing ratio	42.78%	56.03%

註：資本負債比率等於年末債務淨額除以總資本。債務淨額等於總借款減現金及現金等價物；總資本等於債務淨額與總權益總和。

### 資本承擔

於 2022 年 12 月 31 日，本集團無資本承擔（2021 年：無）。

### 僱員資料

The Group adopts a prudent financial management strategy in executing its treasury policy. Thus, a sound liquidity position was able to be maintained throughout the reporting period under review. The Group continues to assess its customers' credit and financial positions so as to minimise credit risks. In order to control liquidity risks, the Board would closely monitor the liquidity position of the Group to ensure that its assets, liabilities and other flow structure committed by the Group would satisfy the funding needs from time to time.

### Foreign currency exchange risk

The transactions of the Group are denominated in RMB, and most of the assets and all liabilities of the Group are denominated in RMB. The foreign exchange risk that the Group has to bear is extremely low. During the Year, the Group did not use any financial instruments for hedging the foreign currency risk.

### Interest rate risk

For the year ended 31 December 2022, the Group had no bank borrowings which bear interest at floating rate. (2021: Nil)

### Capital management

Set out below are the Group's gearing ratios as at 31 December 2022 and 31 December 2021, respectively:

Note: Gearing ratio is equal to net liabilities divided by aggregate capital as at the end of the year. Net liabilities represent total borrowings deducted by cash and cash equivalents; and aggregate capital is the sum of net liabilities and total equity.

### Capital commitment

As at 31 December 2022, the Group did not have any capital commitment. (31 December 2021: Nil).

### Employees' information

於 2022 年 12 月 31 日，本集團共有 817 名僱員（包括執行董事）（2021 年：837 名），較於 2021 年 12 月 31 日減少 20 名。總員工成本（包括董事、監事酬金）為人民幣 83.92 百萬元，較截至 2021 年 12 月 31 日止年度人民幣 74.99 百萬元上升 11.91%。酬金乃參考市場常規及個別僱員的表現、資歷及經驗釐定。

除基本薪金外，亦可視乎本集團的業績及個人表現獲發花紅。其他員工福利包括中國《勞動法》、《勞動合同法》、《社會保險法》規則及規例以及中國現行相關監管規定獲本集團聘用的僱員而設的其他相關保險。

本集團僱員的薪金及福利均處於具競爭力的水準，僱員的待遇均在本集團就薪酬及花紅設定的整體框架內按表現釐定，而該框架每年進行檢討。

本集團注重僱員的職業發展，為僱員定期舉行內部培訓以及提供外部培訓機會，支持與鼓勵僱員不斷進修，提升僱員自身綜合素質及業務能力。

#### 所持重大投資、收購及出售

除於附屬公司的投資外，於截至 2022 年 12 月 31 日止年度，本集團並無於任何其他公司的股本權益中持有任何重大投資、收購及出售。

#### 有關重大投資及資本資產的未來計劃

除本公司於 2015 年 12 月 2 日刊發的招股章程所披露者外，本集團並無其他有關重大投資及資本資產的未來計劃。

#### 有關附屬公司、聯營公司及合營企業的重大收購及出售

As at 31 December 2022, the Group had a total of 817 employees (including executive Directors) (2021: 837 employees), representing a decrease of 20 employees compared with the number of employees as at 31 December 2021. The total staff cost (including emoluments of directors and supervisors) was RMB83.92 million, representing an increase of 11.91%, as compared to RMB74.99 million for the year ended 31 December 2021. The emoluments were determined with reference to market practice and the performance, qualification and experience of individual employees.

The employees are entitled to bonus based on the results of the Group and individual performance other than basic salaries. Other staff benefits include other related insurances set up for the employees employed by the Group in accordance with the rules and regulations under “Labor Law”, “Employment Contract Law”, “Social Insurance Law” of the PRC and the current regulatory requirements of the PRC.

The salaries and benefits of the employees of the Group are kept at a competitive level. The employees are rewarded on a performance-related basis within the general framework of the Group’s salary and bonus system, which is reviewed annually.

The Group focuses on the career development of its employees. We provide the employees with internal training and the opportunity of external training on a regular basis, to support and encourage them to continuously study and to improve their own integrated qualities and business capability.

#### Material investments held, acquisitions and disposals held

Apart from investments in subsidiaries, the Group did not hold any material investment, acquisition or disposal in the equity interests of any other company for the year ended 31 December 2022.

#### Future plans related to material investments and capital assets

Save as disclosed in the prospectus of the Company dated 2 December 2015, the Group has no other future plans related to the material investments and capital assets.

#### Material acquisitions and disposals related to subsidiaries, associates and joint ventures

於截至 2022 年 12 月 31 日止年度，本集團並無任何有關附屬公司、聯營公司及合營企業的重大收購及出售。

### 資產抵押

截至 2022 年 12 月 31 日，各銀行給予本集團的授信額度為人民幣 1,212.42 百萬元，本集團已動用之銀行信貸總額為人民幣 965.92 百萬元，其中由(i)本集團於 2022 年 12 月 31 日所持賬面值為人民幣 231.44 百萬元的物業、廠房及設備；(ii)本集團於 2022 年 12 月 31 日所持賬面值為人民幣 71.09 百萬元的土地使用權；及(iii)本集團於 2022 年 12 月 31 日的賬面值為人民幣 350.00 百萬元的存貨作抵押。

### 所有權或使用權受到限制的資產

於 2022 年 12 月 31 日，本集團受限制的貨幣資金為人民幣 423.81 百萬元，作為銀行承兌匯票保證金、借款保證金；本集團受到限制的應收票據及應收款項融資為人民幣 16.85 百萬元，受限原因為質押予銀行；本集團亦已抵押若干其他資產合計人民幣 652.52 百萬元，作為本集團借款之擔保。所有權或使用權受到限制的資產合計人民幣 1,093.18 百萬元。

### 或然負債

於 2022 年 12 月 31 日，本集團並無任何重大或然負債（2021 年：無）。

During the year ended 31 December 2022, the Group had no material acquisitions and disposals related to subsidiaries, associates and joint ventures.

### Pledge of assets

As at 31 December 2022, the Group was granted a credit limit of RMB1,212.42 million by various banks, while the Group's utilised banking facilities totaled RMB965.92 million, which were secured by (i) property, plant and equipment held by the Group with a carrying amount of RMB231.44 million as at 31 December 2022; (ii) land use rights held by the Group with a carrying amount of RMB71.09 million as at 31 December 2022; and (iii) the Group's inventories with a carrying amount of RMB350.00 million as at 31 December 2022.

### Assets subject to restrictions on ownership or use

As at 31 December 2022, the Group's restricted monetary funds amounted to RMB423.81 million, which served as deposit for bank acceptance bills and borrowings; the Group's restricted bills receivable and account receivable financing amounted to RMB16.85 million, which were restricted for being pledged to banks; the Group also pledged certain other assets totalling RMB652.52 million as guarantee for the Group's borrowings. Assets subject to restrictions on ownership or use totalled RMB1,093.18 million.

### Contingent liabilities

As at 31 December 2022, the Group had no material contingent liabilities (2021: Nil).

董事、監事及高級  
管理人員履歷BIOGRAPHIES OF  
DIRECTORS, SUPERVISORS  
AND SENIOR MANAGEMENT

## 董事及監事

下表列載本公司董事及監事（「監事」）的資料：

## DIRECTORS AND SUPERVISORS

The table below sets out the information of the Directors and the supervisors of the Company (the “Supervisors”):

姓名 Name	委任日期 Date of appointment	年齡 Age
<b>執行董事</b> Executive Directors		
姚創龍 Yao Chuanglong	2000/3/6	53
鄭玉燕 Zheng Yuyan	2015/5/25	48
張寒孜 Zhang Hanzi	2022/7/13	43
<b>非執行董事</b> Non-executive Directors		
嚴京斌 Yan Jingbin	2022/6/6	47
付征 Fu Zheng	2022/7/13	49
<b>獨立非執行董事</b> Independent non-executive Directors		
尹智偉 Wan Chi Wai Anthony	2015/12/1	47
周濤 <sup>(註1)</sup> Zhou Tao <sup>(Note 1)</sup>	2015/12/1	39
關鍵 Guan Jian	2015/12/1	53
<b>監事</b> Supervisors		
張玲 Zhang Ling	2015/5/25	50
鄭禧玥 Zheng Xiyue	2015/5/25	43
林志傑 <sup>(註2)</sup> Lin Zhijie <sup>(Note 2)</sup>	2017/9/5	39

註 1：周濤先生已於2023年4月17日

Note 1: Mr. Zhou Tao has submitted his resignation letter to the

向本公司遞交辭函，辭任獨立非執行董事，自2022年度股東週年大會委任新的獨立非執行董事完成之日起生效。同時，周濤先生於生效之日起亦不再擔任董事會轄下的審核委員會成員、提名委員會主席、薪酬委員會主席及戰略發展委員會成員。本公司將在股東週年大會補任相關的董事委員會成員

註 2：林志傑先生已於2023年4月17日向本公司遞交辭函，辭任監事，自股東週年大會選任新的監事完成之日起生效。

## 主席及執行董事

**姚創龍先生**，53 歲，我們的主席、執行董事兼總裁，負責本集團整體管理、戰略策劃及決策，並制定本集團年度業務計劃。

姚先生於 2004 年 3 月取得中國政法大學民商法專業研究生進修班結業證書，亦於 2004 年 3 月完成中國中山大學中外管理研究中心的在職工商管理碩士(EMBA)精選課程研修班的課程，於 2007 年 10 月完成中國浙江大學醫藥商業領導力發展高級研修班的兼讀課程，於 2008 年 7 月完成中國清華大學高級工商管理總裁研修班的課程，於 2013 年 9 月完成中國北京大學特勞特戰略定位總裁班的課程，及於 2015 年 11 月完成上海交通大學海外教育學院互聯網+與電子商務創新總裁班的課程。

Company on 17 April 2023 for resigning from his position as an independent non-executive Director. The resignation of Mr. Zhou Tao shall take effect from the date when a new independent non-executive Director is appointed at the AGM. With effect from that day, Mr. Zhou Tao will cease to be a member of the audit committee, the chairman of the nomination committee, the chairman of the remuneration committee, and a member of the strategic development committee of the Board. The Company will appoint a new member for the relevant Board committees at the AGM.

Note 2: Mr. Lin Zhijie has submitted his resignation letter to the Company on 17 April 2023 for resigning from his position as a Supervisor due to the need to devote more effort to other personal work matter. The resignation of Mr. Lin Zhijie shall take effect from the date when a new Supervisor is appointed at the AGM

## CHAIRMAN AND EXECUTIVE DIRECTOR

**Mr. Yao Chuanglong** (姚創龍), aged 53, is our Chairman, executive Director and Chief Executive Officer. He is responsible for the overall management of the Group, strategic planning and decision, formulation of annual business operation plan of the Group.

Mr. Yao obtained a certificate in postgraduate class on civil commercial law from China University of Political Science and Law (中國政法大學) in March 2004. Mr. Yao completed a class on selected on-job executive master of business administration course (在職工商管理碩士 (EMBA) 精選課程研修班) conducted by the Sino-Foreign Management Research Institute of Sun Yat-sen University (中山大學中外管理研究中心) in the PRC in March 2004 and a course on “Advance Programme for Development of Leadership in Pharmaceutical Industry” (醫藥商業領導力發展高級研修班) in Zhejiang University (浙江大學) in the PRC in October 2007. Mr. Yao completed a course on “Advanced Programme on Business Management for Executives” (高級工商管理總裁研修班) in Tsinghua University (清華大學) in the PRC in July 2008 and a course on “Telaote Strategic Positioning for Executives” (特勞特戰略定位總裁班) in Peking University (北京大學) in the PRC in September 2013. In November 2015, Mr. Yao completed a course on Internet Plus and Innovative E-commerce for Executives (互聯網+與電子商務創新總裁班) in Overseas Education College of Shanghai Jiao Tong University (上海交通

姚先生於 2000 年 3 月加入本集團擔任本公司總經理，監督本公司日常運作及制訂本公司戰略發展。自 2015 年 5 月起擔任本公司主席。現兼任廣東創美、珠海創美、深圳創美、惠州創美的執行董事及總經理。

## 執行董事

**鄭玉燕女士**，48 歲，是我們的執行董事、副總裁兼營銷總監。

鄭女士於 2008 年 12 月取得中國人民大學研究生院的工商管理碩士學位，於 2013 年 8 月完成中國中山大學嶺南學院 EMBA 課程總裁研修班的課程。

鄭女士於 2003 年 9 月加入本集團，曾於本集團擔任不同職位，包括採購主管、採購總監及銷售總監，於 2015 年 8 月升為本集團副總裁。彼自 2015 年 5 月 25 日起獲委任為我們的董事。鄭女士主要負責本集團的營銷及產品管理，佈局及維護本集團的銷售網絡，規劃及指導本集團經營商品的管理。現兼任廣州創美執行董事及總經理。

**張寒孜女士**，43 歲，自 2022 年 7 月擔任執行董事及自 2022 年 4 月起擔任本公司財務總監。

張女士於 2002 年獲得中國四川大學學士學位，主修國際金融專業。

彼於 2008 年 7 月至 2014 年 1 月擔任從事衣服及皮革製品批發及零售的凱撒（中國）文化股份有限公司（於深圳證券交易所主板上市的公司（股份代號：002425））的財務副經理，亦

大學海外教育學院。

Mr. Yao joined the Group in March 2000 as a general manager of the Company, overseeing the daily operation and formulation of the strategic development of the Company. Mr. Yao has been acting as the chairman of the Company since May 2015. He currently serves as the executive Director and general manager of Guangdong Charmacy, Zhuhai Charmacy, Shenzhen Charmacy and Huizhou Charmacy.

## EXECUTIVE DIRECTORS

**Ms. Zheng Yuyan** (鄭玉燕), aged 48, is our executive Director, vice president, and Chief Marketing Officer.

In December 2008, Ms. Zheng obtained a Master of Business Administration degree in the Postgraduate School of Renmin University of China (中國人民大學研究生院) in the PRC. Ms. Zheng completed the “Training Programme for Executives Master of Business Administration Courses” (EMBA 課程總裁研修班) organised by Lingnan School of Sun Yat-sen University (中山大學嶺南學院) in the PRC in August 2013.

She joined the Group in September 2003 and had served various positions in the Group including procurement officer, procurement director and sales director. Ms. Zheng was promoted in August 2015 as the vice president of the Group. She has been appointed as our Director since 25 May 2015. Ms. Zheng is mainly responsible for the marketing and products management of the Group, the arrangement and maintenance of the sales network of the Group as well as planning and guidance on the management of operating commodities of the Group. She currently serves as the executive Director and general manager of Guangzhou Charmacy.

**Ms. Zhang Hanzi**, aged 43, is the executive Director since July 2022, and has been the chief financial officer of the Company since April 2022.

Ms. Zhang received a bachelor's degree from Sichuan University in China in 2002, majoring in international finance.

From July 2008 to January 2014, Ms. Zhang served as a deputy financial manager of Kaiser (China) Culture Co., Ltd., a company listed on the Main Board of the Shenzhen Stock Exchange (Stock Code: 002425) which is primarily engaging in wholesale and retail of clothing and leather products; and from

於 2008 年 7 月至 2014 年 1 月擔任凱撒（中國）文化股份有限公司的附屬公司宇鑫（廣東）貿易有限公司的董事。張女士自 2014 年 2 月加入本公司，歷任財務經理及財務副總監。於 2015 年 5 月至 2017 年 5 月期間，曾擔任本公司監事。

## 非執行董事

**嚴京斌先生**，47 歲，自 2022 年 6 月擔任非執行董事。

嚴先生於 1998 年獲得江西師範大學學士學位，主修政治教育；於 2006 年獲得中國人民大學碩士學位，主修行政管理。

嚴先生於 2010 年 1 月至 2011 年 1 月擔任江西中江地產股份有限公司的副總經理、於 2011 年 1 月至 2018 年 3 月就職於江中制藥集團公司歷任參靈草業務線總經理、董事會辦公室副主任及銷售線黨總支書記兼銷售部部長，並於 2018 年 3 月至 2020 年 8 月在江西江中醫藥投資發展有限公司任職，擔任總經理兼黨總支書記一職。自 2018 年 12 月起擔任江藥總經理。

**付征女士**，49 歲，自 2022 年 6 月擔任本公司非執行董事。

付女士於 1995 年獲得華東理工大學學士學位，主修自動控制系應用電子技術專業。

付女士於 2005 年 11 月至 2017 年 12 月就職於一心堂藥業集團股份有限公司（於深圳證券交易所主板上市的公司（股份代號：002727），前稱為雲南鴻翔一心堂藥業（集團）股份有限公司）及其集團公司，歷任集團子公司的副總經理、集團器械、眼鏡、處方藥事業部總經理、集團商採中心總監。彼於 2018 年 3 月至 2020 年 6 月擔任江西江中醫藥投資發展有限公司

July 2008 to January 2014, she also served as a director of Yuxin (Guangdong) Trading Co., Ltd., a subsidiary of Kaiser (China) Culture Co., Ltd. Ms. Zhang joined the Company in February 2014 and has served successively as a financial manager and a deputy financial controller. From May 2015 to May 2017, she served as a supervisor of the Company.

## NON-EXECUTIVE DIRECTOR

**Mr. Yan Jingbin**, aged 47, is a non-executive Director since June 2022.

Mr. Yan received a bachelor's degree of political education from Jiangxi Normal University in 1998, and a master's degree of administrative management from Renmin University of China in 2006.

Mr. Yan ever worked as deputy general manager of Jiangxi Zhongjiang Real Estate Co., Ltd. from January 2010 to January 2011; as general manager of the business division of ginseng/Ganoderma lucidum/TCM herbs, deputy director of the office of the Board of Directors, secretary of the general Party branch of the sales division and head of the sales department at Jiangzhong Pharmaceutical Group Co., Ltd.; and as general manager and secretary of the general Party branch at Jiangxi Jiangzhong Pharmaceutical Investment Development Co. Ltd. from March 2018 to August 2020. He has been the general manager of Jiangyao since December 2018.

**Ms. Fu Zheng**, aged 49, is the a non-executive Director since June 2020.

Ms. Fu received her bachelor's degree of applied electronic technology from the Department of Automatic Control, East China University of Science and Technology since 1995.

Ms. Fu worked for Yixintang Pharmaceutical Co., Ltd. (listed on the Main Board of Shenzhen Stock Exchange (stock code: 002727); formerly known as Yunnan Hongxiang Yixintang Pharmaceutical (Group) Co., Ltd.) and its subsidiaries/branches from November 2005 to December 2017, consecutively serving as deputy general manager of the Group's subsidiaries, general manager of the Group's device/optical/prescription medicine division, and director of the Group's commercial procurement center. She worked as deputy general manager of Jiangxi Jiangzhong Pharmaceutical Investment Development Co., Ltd.

副總經理一職。自 2020 年 6 月起擔任江藥副總經理。

### 獨立非執行董事

尹智偉先生，47 歲，於 2015 年 12 月 1 日獲委任為獨立非執行董事。

尹先生於 1997 年 11 月於香港科技大學畢業，獲得工商管理（會計）學士學位。尹先生通過遠端學習於 2003 年 8 月於倫敦大學畢業，獲得法律學士學位。彼再於 2004 年 6 月獲得香港大學法學專業證書。尹先生於 2002 年 1 月獲認可為香港會計師公會會員。彼亦於 2006 年 5 月獲認可為特許公認會計師公會資深會員。彼亦於 2006 年 9 月獲認可為香港高等法院律師。

涉足法律領域前，尹先生於 1997 年 8 月至 2001 年 5 月期間於財務、會計及審計業工作，包括曾於會計及審計公司羅兵咸永道會計師事務所擔任高級審計員；於 2001 年 10 月至 2002 年 1 月於從事投資業務的公司 Wellink Services Limited 擔任會計經理；於 2002 年 4 月至 2003 年 9 月擔任保險公司萬誠保險（香港）有限公司財務部副經理。彼自 2004 年於多間本地及國際律師行工作，專責公司融資，包括香港上市及併購工作。2006 年 10 月至 2007 年 7 月及 2008 年 1 月至 2008 年 11 月，尹先生是史密夫斐爾律師事務所的企業融資律師。尹先生於 2010 年 3 月至 2010 年 11 月擔任禮德齊伯禮律師行助理律師，於 2010 年 12 月至 2012 年 5 月是美富律師事務所律師。尹先生於 2012 年 5 月加入高偉紳律師事務所擔任資深律師，於 2015 年 4 月離任前擔任顧問律師。於 2015 年 5 月至 2016 年 5 月，在通力律師事務所 (Llinks Law Offices) 的聯營律師行香港律師事務所張慧雯律師事務所擔任

from March 2018 to June 2020. She has been the deputy general manager of Jiangyao since June 2020.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wan Chi Wai Anthony (尹智偉), aged 47, was appointed as the independent non-executive Director on 1 December 2015.

Mr. Wan graduated from the Hong Kong University of Science and Technology in November 1997 with a bachelor degree in business administration (accounting). Mr. Wan graduated from the University of London with a bachelor degree in laws in August 2003 through distance learning. He further obtained the Postgraduate Certificate in Laws in June 2004 from the University of Hong Kong. Mr. Wan was admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2002 and a Fellow of the Association of Chartered Certified Accountants in May 2006. Mr. Wan was also admitted as a solicitor of the High Court of Hong Kong in September 2006.

Prior to joining the legal field, Mr. Wan worked in the financial, accounting and audit industry, including as a senior associate in PricewaterhouseCoopers, an accounting and audit firm, during August 1997 and May 2001; an accounting manager in Wellink

Services Limited, a company engaging in investment business, during October 2001 and January 2002; and an assistant manager in finance in MLC (Hong Kong) Limited, an insurance company, during April 2002 and September 2003. Since 2004, Mr. Wan has worked in various local and international law firms, specializing in the practice of corporate finance transactions including Hong Kong listings and mergers and acquisitions. From October 2006 to July 2007 and January 2008 to November 2008, Mr. Wan was a corporate finance lawyer in Herbert Smith Freehills. He was an assistant solicitor in Reed Smith Richards Butler from March 2010 to November 2010 and an associate in Morrison & Foerster from December 2010 to May 2012. Mr. Wan joined Clifford Chance in May 2012 as a senior associate and left as a counsel in April 2015. From May 2015 to May 2016, he worked as the partner and head of the Hong Kong corporate and securities practice of Vivien Teu & Co in association with Llinks Law Offices (通力律師事務所), a law firm in Hong Kong. In May 2016, Mr. Wan joined King & Wood Mallesons, as a partner for its corporate and securities practice. He has been an independent non-executive director of



合夥人及香港公司與證券部的主管。尹先生於 2016 年 5 月加入金杜律師事務所，作為其公司及證券部的合夥人。於 2016 年 12 月 15 日起在 HM International Holdings Limited (股份代號：8416) 擔任獨立非執行董事。於 2018 年 1 月 12 日起在豐展控股有限公司 (股份代號：1826) 擔任獨立非執行董事。

**周濤先生**，39 歲，於 2015 年 12 月 1 日獲委任為獨立非執行董事。

周先生於 2005 年 7 月畢業自中國北京大學，取得法學學士學位，具有中國執業律師資格。

周先生自 2005 年 7 月起擔任中國律師事務所北京國楓律師事務所律師。現任北京國楓律師事務所合夥人。

**關鍵先生** (又稱**關蘇哲**)，53 歲，於 2015 年 12 月 1 日獲委任為獨立非執行董事。

關先生於 1991 年 7 月畢業自中國人民解放軍國際關係學院，取得英語學士學位，於 1997 年 11 月畢業自中國中歐國際工商學院，取得工商管理碩士學位。

關先生於 2014 年 8 月獲中國上海交通大學繼續教育學院委任為客座教授。關先生於 2008 年 5 月擔任一號店 (從事業務管理的公司) 銷售主管，負責市場營銷、銷售與營運管理，於 2009 年 7 月至 2010 年 8 月期間擔任上海好麗家電子商務有限公司 (從事市場營銷、銷售與培訓業務的公司) 的副總裁，負責業務管理。關先生曾擔任中國電信股份有限公司江蘇電子渠道營運中心的顧問。於 2015 年 6 月 2 日起擔任上海新關點教育科技有限公司的執行董事兼總

HM International Holdings Limited (stock code: 8416) since 15 December 2016 and an independent non-executive director of FDB Holdings Limited (stock code: 1826) since 12 January 2018.

**Mr. Zhou Tao** (周濤), aged 39, was appointed as the independent non-executive Director on 1 December 2015.

Mr. Zhou graduated from Peking University (北京大學) in the PRC with a bachelor's degree in law in July 2005. He is a qualified practising lawyer in the PRC.

Since July 2005, Mr. Zhou has been working as a lawyer in Beijing Grandway Law Offices (北京國楓律師事務所), a law firm in the PRC and is currently a partner of Grandway Law Offices.

**Mr. Guan Jian** (關鍵) (also known as Guan Suzhe (關蘇哲)), aged 53, was appointed as the independent non-executive Director on 1 December 2015.

Mr. Guan graduated from Chinese People's Liberation Army University of International Relationships (中國人民解放軍國際關係學院) with a bachelor degree in English in July 1991 and from China Europe International Business School (中歐國際工商學院) in the PRC with a master degree in business administration in November 1997.

In August 2014, Mr. Guan was appointed as a guest professor by Shanghai Jiao Tong University Continuing Education School (上海交通大學繼續教育學院) in the PRC. Mr. Guan worked as a sales director in Yihaodian (一號店), a company engaging in business administration, responsible for marketing, sales and operational management in May 2008. During the period from July 2009 to August 2010, he was the vice president of Shanghai Haolijia Electronics Commerce Limited (上海好麗家電子商務有限公司), a company engaging in the business of marketing, sales and training, responsible for the business management. Mr. Guan has been the consultant of China Telecom Corporation Limited Jiangsu electronics channel operations centre (中國電信股份有限公司江蘇電子渠道營運中心). Since 2 June 2015,

裁，負責企業綜合管理。於 2019 年 5 月起擔任湖北富邦科技股份有限公司的獨立董事。於 2021 年 1 月起他擔任上海百教龍場企業管理服務中心（有限合夥）的執事合夥人。

## 監事

**張玲女士**，50 歲，於 2015 年 5 月 25 日獲委任為監事會主席。

張女士於 1994 年 7 月自中國北京物資學院畢業，取得國際貿易學士學位，於 2005 年 6 月取得中國汕頭大學產業經濟學碩士學位，再於 2009 年 12 月取得中國廈門大學會計學博士學位。於 2017 年 12 月獲得全球特許管理會計師 CGMA 證書及英國皇家特許管理會計師公會會員 ACMA 證書。

2000 年 3 月至 2002 年 9 月，張女士為本公司的總經理助理，負責監察財務及行政事宜，自 2010 年 1 月起至 2019 年 4 月擔任中國汕頭大學商學院副教授。於 2016 年 12 月至 2021 年 12 月擔任深圳市愛康健齒科集團股份有限公司獨立董事。自 2017 年 3 月至今，任職江蘇坤奕環境技術股份有限公司副總經理。

**林志傑先生**，39 歲，於 2017 年 9 月 5 日獲委任為我們的股東代表監事。

林先生於 2007 年 7 月畢業於中國江西中醫學院科技學院藥物製劑專業。於 2019 年 5 月自香港大學專業進修學院取得「組織與人力資源管理」研究生文憑。

林先生於 2007 年 1 月加入本集團，

he has been the executive director and president of Shanghai New Focus Education Technology Limited (上海新關點教育科技有限公司), responsible for integrated corporate management. He has been an independent director of Hubei Forbon Technology Co., Ltd. (湖北富邦科技股份有限公司) since May 2019. Since January 2021, he has been the deacon partner of Shanghai Baidu Longchang Enterprise Management and Service Center (limited partnership) (上海百教龍場企業管理服務中心 (有限合夥)) .

## SUPERVISORS

**Ms. Zhang Ling** (張玲), aged 50, was appointed as the chairlady of the Board of Supervisors on 25 May 2015.

Ms. Zhang graduated from Beijing Wuzi University (北京物資學院) in the PRC with a bachelor degree in international trade in July 1994. She obtained a master degree in industrial economics from Shantou University (汕頭大學) in the PRC in June 2005 and a doctorate degree in accounting from Xiamen University (廈門大學) in the PRC in December 2009. She obtained the certificate of Chartered Global Management Accountant (CGMA) and certificate of member of The Chartered Institute of Management Accountants (ACMA) in December 2017.

From March 2000 to September 2002, Ms. Zhang was the assistant to general manager in the Company, responsible for overseeing financial and administrative matters. From January 2010 to April 2019, she was an associate professor in Shantou University Business School (汕頭大學商學院) in the PRC. From December 2016 to December 2021, she has been an independent director of C.K.J Professional Dental Hospital Group Limited\* (深圳市愛康健齒科集團股份有限公司). Since March 2017, she has been the Vice General Manager of Jiangsu Kunyee Environmental Engineering Technology Co., Ltd. (江蘇坤奕環境技術股份有限公司).

**Mr. Lin Zhijie** (林志傑), aged 39, was appointed as our shareholder's representative Supervisor on 5 September 2017.

Mr. Lin graduated from the Science and Technology College of Jiangxi University of Traditional Chinese Medicine\* (江西中醫學院科技學院) in the PRC in July 2007, majoring in pharmaceuticals formulation, and obtained a postgraduate diploma in "Organization and Human Resources Management" from the School of Professional and Continuing Education of the University of Hong Kong in May 2019.

Mr. Lin joined the Group in January 2007. He is currently our

現任我們的物流總監兼技術總監，負責本集團物流規劃及運作，包括物流預算及成本控制等事務，同時林先生兼管本集團運維支持中心的事務。

**鄭禧玥女士**，43 歲，於 2015 年 5 月 25 日獲委任為職工代表監事。

鄭女士於 2009 年 7 月自中國中央廣播電視大學畢業，取得會計學學士學位，亦於 2010 年 4 月完成中國北京大學民營經濟研究學院高級工商管理碩士學位(EMBA)的課程，於 2017 年 2 月於香港大學專業進修學院取得「整合營銷傳播」研究生文憑。

鄭女士於 2001 年 7 月加入本集團，曾擔任會計主任及結算部經理等職位，現時為本公司首席營銷官助理，負責協助首席營銷官營運營銷中心，並兼任廣東創美、珠海創美、廣州創美、深圳創美及惠州創美的監事。

## 高級管理層

**姚創龍先生**，53 歲，我們的行政總裁。姚先生的履歷詳情載於本節「執行董事」一段。

**鄭玉燕女士**，48 歲，我們的營銷總監。鄭女士的履歷詳情載於本節「執行董事」一段。

**張寒孜女士**，43 歲，我們的財務總監。張女士的履歷詳情載於本節「執行董事」一段。

**劉映玉女士**，42 歲，於 2019 年 3 月 7 日獲委任為我們的質量總監，全面負責本公司藥品質量管理工作的事宜。

chief logistics officer and chief technology officer, he is responsible for the logistics director and operation of the Group, including the matters such as logistics budget and cost control, at the same time, Mr. Lin is also in charge of the Group's operation support center.

**Ms. Zheng Xiyue (鄭禧玥)**, aged 43, was appointed as the employee representative Supervisor on 25 May 2015.

Ms. Zheng graduated from China Central Radio and TV University (中央廣播電視大學) in the PRC with a bachelor degree in accounting in July 2009. She has also completed a course on “Executive Master of Business Administration (EMBA) Programme for Executives” in Market Economy Academy of Peking University (北京大學民營經濟研究學院) in the PRC in April 2010. In February 2017, she obtained a graduate diploma in “Integrated Marketing Communications” (整合營銷傳播) from the Hong Kong University School of Professional and Continuing Education.

Ms. Zheng joined the Group in July 2001 and held positions including accounting officer and manager of settlement department. She is currently the Deputy Chief Marketing Officer and is responsible for providing assistance to our Chief Marketing Officer in the operation of our sales centre. She also acts as the supervisor of Guangdong Charmacy, Zhuhai Charmacy, Guangzhou Charmacy, Shenzhen Charmacy and Huizhou Charmacy.

## SENIOR MANAGERMENTS

**Mr. Yao Chuanglong (姚創龍)**, aged 53, is our Chief Executive Officer. Biographical details of Mr. Yao are set out in the paragraph headed “Executive Directors” in this section.

**Ms. Zheng Yuyan (鄭玉燕)**, aged 48, is our Chief Marketing Officer. Biographical details of Ms. Zheng are set out in the paragraph headed “Executive Directors” in this section.

**Ms. Zhang Hanzi (張寒孜)**, aged 43, is our Chief Financial Officer. Biographical details of Ms. Zhang are set out in the paragraph headed “Executive Directors” in this section.

**Ms. Liu Yingyu (劉映玉)**, aged 42, was appointed as our Quality Director on 7 March 2019, and is responsible for the medicine quality management of the Company.

劉女士於 2000 年 7 月畢業於河南省信陽衛生學校，主修護理，於 2015 年 1 月畢業於汕頭大學，主修藥學；於 2018 年 1 月畢業於廣州中醫藥大學，主修中藥學；於 2009 年 5 月獲中藥師初級證書；於 2012 年 3 月獲中藥學中級證書；於 2014 年 1 月獲執業藥師資格證書。

劉女士於 2000 年 10 月至 2004 年 3 月在廣東省康之選連鎖有限公司擔任店長；於 2004 年 4 月至 2014 年 7 月在汕頭市創美藥業有限公司擔任質量管理員；於 2014 年 8 月至 2015 年 4 月在汕頭市翔躍藥業有限公司擔任質量管理部經理；於 2015 年 4 月至 2019 年 3 月在本公司任職質量管理部經理，負責質量管理等工作。

**姚潔晞女士**，31 歲，於 2015 年加入本公司，現任本公司聯席公司秘書，負責本公司的資訊披露事務、投資者關係管理、法律合規事務等。姚女士擁有中國法律職業資格。

Ms. Liu graduated from Xinyang Health School of Henan Province (河南省信陽衛生學校) in July 2000, majoring in nursing. She graduated from Shantou University in January 2015 with a major in pharmacy. She graduated from Guangzhou University of Chinese Medicine in January 2018, majoring in traditional Chinese medicine. She was awarded the Chinese Pharmacist Junior Certificate in May 2009, the Pharmacy Intermediate Certificate in March 2012, and the Licensed Pharmacist Qualification Certificate in January 2014.

Ms. Liu was the manager of Guangdong Province Kangzhixuan Chain Co., Ltd. (康之選連鎖有限公司) from October 2000 to March 2004. She served as the quality controller of Shantou City Charmacy Pharmaceutical Co., Ltd. From April 2004 to July 2014. From August 2014 to April 2015, she worked as a quality control manager in Shantou City Xiangyue Pharmaceutical Co., Ltd (汕頭市翔躍藥業有限公司). From April 2015 to March 2019, she worked as a Quality Control Manager at our Company, responsible for quality control.

**Ms. Yao Jiexi**, aged 31, who joined the Company in 2015, is the joint company secretary of the Company, and is responsible for information disclosure, investor relations management, legal compliance and other matters of the Company. Ms. Yao has a Chinese legal professional qualification.

## 企業管治報告

### 企業文化

本公司深信健康的企業文化是良好管治的核心，更是企業的靈魂和可持續發展的重要組成部分。董事會致力於本集團上下各階層及各個業務範疇上，推動及培養公司「真心服務，真心付出」的服務理念，「實幹進取，快樂奮鬥」的企業精神，以配合本集團「責任、專業、紀律、真實、進取」的核心價值觀，並切實體現本集團「創造健康美好生活」的使命及「成為中國醫藥健康產業最具市場競爭力服務商」願景。董事會負責釐定、推廣和監督相關企業文化，以確保其符合本集團的業務目標、企業策略及未來方針。本集團的企業文化充分體現並反映於廣泛的本集團政策、管治常規及程序上。

### 企業管治常規

本公司深明董事會對於就本公司業務提供有效領導及指引，以及確保本公司經營之透明度及問責性的重要性。董事會根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業守則」）的管治原則制定適當政策，推行適用於本公司業務開展及增長的企業管治常規。截至2022年12月31日止年度內，本公司一直遵守上市規則附錄十四所載之企業管治守則的守則條文（「守則條文」），惟下文所述偏離情況除外：

根據企業守則守則條文第 C.2.1 條，主席及行政總裁的職責應獨立分開，不應由同一人履行。姚創龍先生為本

## CORPORATE GOVERNANCE REPORT

### CORPORATE CULTURE

The Company believes that a healthy corporate culture is the core of good governance, but also the soul of the enterprise and an important part of sustainable development. The Board is committed to promoting and cultivating the company's service concept of sincere service, sincere dedication, hard work and enterprising, and happy struggle at all levels and in all business areas of the Group, in line with the Group's core values of "responsibility, professionalism, discipline, authenticity and enterprising", and effectively embodying the Group's mission of "creating a healthy and beautiful life" and the vision of "becoming the most competitive service provider in China's pharmaceutical and health industry". The Board is responsible for determining, promoting and monitoring the relevant corporate culture to ensure that it complies with the Group's business objectives, corporate strategies and future policies. The Group's corporate culture is fully reflected and reflected in the Group's broad policies, governance practices and procedures.

### CORPORATE GOVERNANCE PRACTICES

The Company acknowledges the important roles of its Board in providing effective leadership and direction to the Company's business, and ensuring transparency and accountability of the Company's operations. In accordance with the principles set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Company's business. The Company had been complying with the code provisions (the "Code Provisions") set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules for the year ended 31 December 2022, save for the deviation as stated below:

Pursuant to Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Yao Chuanglong

集團的行政總裁，因彼擁有豐富的醫藥分銷行業經驗，因此亦擔任董事會主席。董事會認為由同一人擔任董事會主席及首席執行官利於保證本集團領導一致，使本集團整體戰略策劃更有效及高效。本公司認為現時安排下的權力與權限之間的平衡將不會受到損害，且該架構將令本公司快捷有效地作出及執行決策。本公司將繼續檢討，並於適當與合適時基於本集團的整體情況考慮區分董事會主席及行政總裁的職責。

本公司將繼續檢討其企業管治常規，以提升其企業管治標準，遵守日益嚴格的監管規定，並滿足本公司股東（「股東」）及投資者日益增長的期望。

### 董事及監事進行證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）為董事及監事進行本公司證券交易之行為守則。本公司確認經向所有董事及監事查詢，截至2022年12月31日止年度內所有董事及監事均遵守了標準守則所載之規定標準。

### 董事會成員

#### 組成

截至2022年12月31日，董事會由九名董事組成，其中三名為執行董事，三名為非執行董事及三名為獨立非執行董事。董事會成員組成如下：

is our chief executive officer, and he also performs as the chairman of the Board as he has considerable experience in the pharmaceutical distribution industry. The Board believes that vesting the roles of both the chairman of our Board and the chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. The Company considers that the balance of power and authority under the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Company will continue to review and consider splitting the roles of chairman of the Board and chief executive officer when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, to comply with the increasingly tightened regulatory requirements and to meet the rising expectations of the shareholders (the “Shareholders”) and investors of the Company.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as the code of conduct in dealings with the Company’s securities for the Directors and Supervisors. Having made enquiries with all Directors and supervisors of the Company, the Company confirmed that all Directors and supervisors had complied with the required standard as set out in the Model Code for the year ended 31 December 2022.

### MEMBERS OF THE BOARD

#### Composition

As at 31 December 2022, the Board consisted of nine Directors, of which three were executive Directors, three were non-executive Directors and three were independent non-executive Directors. The composition of the Board was as follows:

董事 Directors	年齡 Age	職務 Position	服務合約／聘任書期限 Duration of service contract/ letter of appointment
姚創龍先生 Mr. Yao Chuanglong	53	主席、執行董事兼行政總裁 Chairman, executive Director and Chief Executive Officer	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024
鄭玉燕女士 Ms. Zheng Yuyan	48	執行董事、副總裁兼營銷總監 Executive Director, vice president and Chief Marketing Officer	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024
張寒孜女士 Ms. Zhang Hanzi	43	執行董事兼財務總監 Executive Director and Chief Financial Officer	2022年7月13日至2024年5月30日 13 July 2022 to 30 May 2024
李偉生先生 Mr. Li Weisheng	58	非執行董事 Non-executive Director	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024
嚴京斌先生 Mr. Yan Jingbin	47	非執行董事 Non-executive Director	2022年6月6日至2024年5月30日 6 June 2022 to 30 May 2024
付征女士 Ms. Fu Zheng	49	非執行董事 Non-executive Director	2022年7月13日至2024年5月30日 13 July 2022 to 30 May 2024
尹智偉先生 Mr. Wan Chi Wai Anthony	47	獨立非執行董事 Independent non-executive Director	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024
周濤先生 Mr. Zhou Tao	39	獨立非執行董事 Independent non-executive Director	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024
關鍵先生 Mr. Guan Jian	53	獨立非執行董事 Independent non-executive Director	2021年5月31日至2024年5月30日 31 May 2021 to 30 May 2024

每名董事的履歷詳細信息載於「董事、監事及高級管理人員履歷」部分。

除「董事、監事及高級管理人員履歷」部分所披露的關係及其在本公司的工作關係外，董事、監事及高級管理人員之間在財務、業務、家屬、其他重大方面無任何關係。

## 董事會會議

董事會定期會議於一年內至少召開四次，約每季度一次。藉以討論公司運營的整體策略和財務表現的其他董事會會議於必要時召開。截至2022年12月31日止年度，本公司舉行十三次董事會會議。具體情況如下：

Details for each of the Directors' profile are set out in the section "Biographies of Directors, Supervisors and Senior Management".

Save as the relationship disclosed in the section "Biographies of Directors, Supervisors and Senior Management" and the working relationship in the Company, there is no relationship among the Directors, Supervisors and senior management regarding the financial, business, family or other material aspects.

## BOARD MEETINGS

Regular Board meetings shall be convened at least four times a year at approximately quarterly intervals. Other Board meetings shall be convened when necessary for the discussion of the overall strategy and financial performance of the Company's operation. During the year ended 31 December 2022, the Company convened thirteen Board meetings. Their details are as follows:

姓名 Name	職位 Position	已出席會議次數／應出席會議 次數 Number of Meetings Attended/ Eligible for Attendance
姚創龍先生 Mr. Yao Chuanglong	主席、執行董事兼行政總裁 Chairman, executive Director and Chief Executive Officer	13/13
鄭玉燕女士 Ms. Zheng Yuyan	執行董事、副總裁兼營銷總監 Executive Director, vice president and Chief Marketing Officer	13/13
林志雄先生（於 2022 年 4 月 8 日辭任） Mr. Lin Zhixiong (Resigned on 8 April 2022)	執行董事、公司秘書兼財務總監 Executive Director, company secretary and Chief Financial Officer	3/3
張寒孜女士（於 2022 年 7 月 13 日委任） Ms. Zhang Hanzi (Appointed on 13 July 2022)	執行董事兼財務總監 Executive Director and Chief Financial Officer	6/6
李偉生先生 Mr. Li Weisheng	非執行董事 Non-executive Director	13/13
嚴京斌先生（於 2022 年 6 月 6 日委任） Mr. Yan Jingbin (Appointed on 6 June 2022)	非執行董事 Non-executive Director	8/8
付征女士（於 2022 年 7 月 13 日委任） Ms. Fu Zheng (Appointed on 13 July 2022)	非執行董事 Non-executive Director	6/6
尹智偉先生 Mr. Wan Chi Wai Anthony	獨立非執行董事 Independent non-executive Director	13/13
周濤先生 Mr. Zhou Tao	獨立非執行董事 Independent non-executive Director	13/13
關鍵先生 Mr. Guan Jian	獨立非執行董事 Independent non-executive Director	13/13

本公司有三名獨立非執行董事，超過董事會人數的三分之一。其中尹智偉先生具有相應專業資格。

根據企業守則守則條文第 C.2.7 條，在截至 2022 年 12 月 31 日的年度內，主席在沒有其他董事在場的情況下與獨立的非執行董事舉行了一次會議。

相應的通知都會在定期會議和其他會議之前提前發送予各董事，會議議程

The Company has three independent non-executive Directors, which is more than one-third of the number of Directors in the Board. Among them, Mr. Wan Chi Wai Anthony has the appropriate professional qualification.

In accordance with Code Provision C.2.7 of the CG Code, the Chairman had a meeting with the independent non-executive Directors without the presence of other Directors during the year ended 31 December 2022.

Appropriate notification will be sent to each Director in advance prior to the regular Board meetings and other Board meeting.



和其他相關資料也會在董事會會議之前發予董事。就董事會會議議程及其他附加事項可向所有董事諮詢。

所有董事均可獲得公司秘書的意見和服務，確保董事會程序及所有適用規則及規例均獲得遵守。

就會議中董事發表的意見及相關記錄的草稿和最終版本都須派發予所有董事，董事會會議記錄應由會議秘書備存。

## 股東大會

截至 2022 年 12 月 31 日止年度，本公司共召開 3 次股東大會，具體情況如下：

Meeting agendas and other relevant information are provided to the Directors prior to the Board meetings. All Directors would be inquired for the agenda for Board meetings and other additional matters.

All Directors have access to the advice and services of the company secretary with a view to ensuring that the Board procedures, all applicable rules and regulations are followed.

The comments made by the Directors at the meetings and both draft and final versions of the minutes will be sent to all Directors. Minutes of Board meetings are kept by the secretary of the meetings.

## GENERAL MEETING

During the year ended 31 December 2022, the Company held three general meetings. The detail is as follows:

日期 Date	地點 Location	會議 Meeting
2022 年 6 月 6 日 6 June 2022	中國汕頭市龍湖區嵩山北路 235 號三樓會議室 3 <sup>rd</sup> Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China	2021 年度股東週年大會 2021 Annual General Meeting
2022 年 6 月 6 日 6 June 2022	中國汕頭市龍湖區嵩山北路 235 號三樓會議室 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China	2022 年第一次臨時股東大會 the 2022 First Extraordinary General Meeting
2022 年 7 月 13 日 13 July 2022	中國廣州市南沙區東涌鎮瀝裕街 33 號二樓會議室 2nd floor, No. 33, Song Liyu Street, Dongchong District, Guangzhou City, Guangdong Province, the People's Republic of China	2022 年第二次臨時股東大會 the 2022 Second Extraordinary General Meeting

各董事於本年度出席股東大會情況如下：

The attendance of each Director at the general meeting during the year is as follows:

姓名 Name	職位 Position	出席會議次數 / 應出席會議次數 Number of Meetings Attended/ Eligible for attendance
姚創龍先生 Mr. Yao Chuanglong	主席、執行董事兼行政總裁 Chairman, executive Director and Chief Executive Officer	3/3
鄭玉燕女士 Ms. Zheng Yuyan	執行董事、副總裁兼營銷總監 Executive Director, vice president and Chief Marketing Officer	3/3

姓名 Name	職位 Position	出席會議次數 / 應出席 會議次數 Number of Meetings Attended/ Eligible for attendance
林志雄先生 Mr. Lin Zhixiong	執行董事、公司秘書兼財務總監 Executive Director, company secretary and Chief Financial Officer	0/0
張寒孜女士 Ms. Zhang Hanzi	執行董事兼財務總監 Executive Director and Chief Financial Officer	0/0
李偉生先生 Mr. Li Weisheng	非執行董事 Non-executive Director	3/3
嚴京斌先生 Mr. Yan Jingbin	非執行董事 Non-executive Director	2/2
付征女士 Ms. Fu Zheng	非執行董事 Non-executive Director	0/0
尹智偉先生 Mr. Wan Chi Wai Anthony	獨立非執行董事 Independent non-executive Director	3/3
周濤先生 Mr. Zhou Tao	獨立非執行董事 Independent non-executive Director	3/3
關鍵先生 Mr. Guan Jian	獨立非執行董事 Independent non-executive Director	2/3 (註 Note)

註：關鍵先生因公務未能出席2022年7月13日舉行的2022年第二次臨時股東大會

Note: Mr. Guan Jian was absent from the 2022 second extraordinary general meeting held on 13 July 2022 due to official duties.

### 董事會及管理層之職責

董事會主要負責監察及管理本公司事務，包括採納長遠策略以及委任與監督高級管理層，以確保本集團按照本身宗旨經營業務。董事會亦負責釐定本公司之企業管治政策，包括(i)制訂及審閱本公司之企業管治政策及常規；(ii)審閱及監察董事及高級管理層之培訓及持續專業發展情況；(iii)審閱及監察適用於僱員及董事之行為守則及合規指引（如有）；(iv)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；及(v)審閱本公司於企業管治報告內披露之資料。董事會已於2022年度內履行上述所提及的企業管治職能的職責。

### RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board is primarily responsible for monitoring and managing the Company's affairs, including the adoption of long-term strategies, appointment of and supervision on senior management, to ensure that the operations of the Group are conducted in accordance with its own objectives. The Board is also responsible for determining the Company's corporate governance policies which include: (i) the preparation of and review on the Company's corporate governance policies and practices; (ii) the review and regulation on the training and continuous professional development of Directors and senior management; (iii) the review and regulation on the code of conduct and compliance manual (if any) applicable to employees and Directors; (iv) the review and monitoring of the Company's policies and practices regarding the compliance with legal and regulatory requirements and (v) the review on the Company's disclosure in the Corporate Governance Report. The

儘管引領及監督本公司履行職責之責任由董事會全權承擔，若干責任已轉授多個董事會委員會。該等委員會乃由董事會設立以處理本公司各方面之事務。除經董事會批准之各自書面職權範圍另有訂明外，只要並無與組織章程細則（「章程」）所載條文有所抵觸，該等董事會委員會乃受本公司之章程以及董事會之政策及常規規管。風險管理委員會、提名委員會、薪酬委員會、戰略發展委員會及審核委員會之成員架構容許獨立非執行董事有效地投放時間履行各董事會委員會所規定職務。

董事會亦已向執行董事領導下之本公司管理層轉授施行其策略及日常營運之責任。本公司已就須交由董事會決策之事宜訂立清晰指引，其中包括與資本、融資及財務報告、內部監控、股東溝通、董事會成員、轉授權力及企業管治有關之事宜。

董事會知悉其須負責編制真實而公允地反映本集團事務狀況之財務報表。財務報表乃按財務報表附註四所載基準編制。本集團之財務業績根據法定及／或監管規定適時公佈。本公司外聘核數師就本公司財務報表發出之申報責任聲明，載於審計報告。

本公司概無不遵守上市規則第3.10(1)、(2)及3.10A條之情況。

### 獨立非執行董事之獨立性確認

每名獨立非執行董事已依據上市規則

Board has performed its duties in respect of the corporate governance function mentioned above during 2022.

While the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various Board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these Board committees are governed by the Company's articles of association (the "Articles of Association") as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the Articles of Association). With the composition of members of the risk management committee, nomination committee, remuneration committee, strategic development committee and the audit committee, the independent non-executive Directors are able to effectively devote their time to perform the duties required by each of the Board committees.

The Board has also delegated the responsibility of implementing its strategies and the daily operation to the management of the Company under the leadership of the executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with Shareholders, Board membership, delegation of authority and corporate governance.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The Financial Statements were prepared on the basis set out in note IV to the Financial Statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/ or regulatory requirements. The declaration of reporting responsibility issued by the external auditor of the Company on the Company's Financial Statements is set out in the Auditor's Report.

The Company has no non-compliance with Rules 3.10(1), (2) and 3.10A of the Listing Rules.

### CONFIRMATION OF INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has made an

第 3.13 條規定就其獨立性出具年度確認函。本公司根據上市規則第 3.13 條所載獨立指引條款，視全體獨立非執行董事為獨立人士。

### 確保獨立意見的機制

本公司透過以下機制確保為董事會引入獨立意見：

提名委員會應每年審閱董事會成員組成及獨立非執行董事的獨立性，尤其是獨立非執行董事的佔比及任職超過九年的獨立非執行董事的獨立性。

本公司取得各獨立非執行董事根據上市規則第3.13條就彼等獨立於本公司出具 的確認書。本公司認為全體獨立非執行董事均屬獨立。

鑒於遵循良好的企業管治常規及為避免利益衝突，兼任本公司控股股東及／或控股股東若干附屬公司董事及／或高級管理層的董事，應就有關與控股股東及／或聯繫人交易的相關董事會決議案放棄投票。

董事會主席每年至少與獨立非執行董事會晤一次。

全體董事會成員在根據公司政策履行職責時，可尋求獨立專業意見（如必要）。

董事會每年檢討確保為董事會引入獨立意見的機制，不論關乎獨立非執行董事之佔比、聘用及獨立性，其貢獻及能否取得外部獨立專業意見。

### 董事之持續專業發展

annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules.

### MECHANISMS TO ENSURE INDEPENDENT VIEWS

The Company ensures independent views and input are available to the Board via the below mechanisms:

The Board composition and the independence of the independent non-executive Directors should be reviewed by the Nomination Committee on an annual basis, in particular the portion of the independent non-executive Directors and the independence of the independent non-executive director who has served for more than nine years.

A written confirmation was received by the Company under Rule 3.13 of the Listing Rules from each of the independent non-executive Directors in relation to his/her independence to the Company. The Company considers all its independent non-executive Directors to be independent.

In view of good corporate governance practices and to avoid conflict of interests, the Directors who are also directors and/or senior management of the Company's controlling shareholders and/or certain subsidiaries of the controlling shareholders, would abstain from voting in the relevant Board resolutions in relation to the transactions with the controlling shareholders and/or its associates.

The chairman of the Board shall meet with independent non-executive Directors at least once annually.

All members of the Board can seek independent professional advice when necessary to perform their responsibilities in accordance with the company policy.

The Board reviews the mechanisms for ensuring independent views and input are available to the Board on an annual basis, whether in terms of proportion, recruitment and independence of independent non-executive Directors, and their contribution and access to external independent professional advice.

### CONTINUOUS PROFESSIONAL DEVELOPMENT OF THE DIRECTORS

所有董事均被給予相關指導材料，以及參加作為董事的職責和職權、董事適用之相關法律法規、權益披露職責及本集團業務的相關培訓。此指導材料和相關概述即時提供予作為董事的新任命董事。董事的持續簡報及專業發展於必要時作出安排。

於截至 2022 年 12 月 31 日止年度，所有董事已提供參加培訓的記錄。本公司繼續依據企業守則守則條文第 C.1.4 條規定安排或者提供相應培訓。

於 2022 年度，董事參與的持續專業發展概要如下：

All Directors have been given relevant guidance materials and participated related training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interests and business of the Group. Such guidance materials and relevant overview are provided immediately to the Directors who are newly appointed. Continuing briefings and professional development for the Directors are arranged whenever necessary.

During the year ended 31 December 2022, all Directors have provided record of training attendance. The Company continues to arrange or provide training in accordance with Code Provision C.1.4 of the CG Code.

In the year 2022, continuing professional development participated by the Directors is summarized as follows:

董事 Directors	有關企業管治、監管發展及其他相關專業主題的培訓 Training in relation to corporate governance, regulatory developments and other relevant professional topics
<b>執行董事</b> Executive Directors	
姚創龍（主席） Yao Chuanglong (Chairman)	✓
鄭玉燕 Zheng Yuyan	✓
張寒孜 Zhang Hanzi	✓
<b>非執行董事</b> Non-executive Directors	
李偉生 Li Weisheng	✓
嚴京斌 Yan Jingbin	✓
付征 Fu Zheng	✓
<b>獨立非執行董事</b> Independent non-executive Directors	
尹智偉 Wan Chi Wai Anthony	✓
周濤 Zhou Tao	✓
關鍵 Guan Jian	✓

## 主席及首席執行官

主席與首席執行官之角色應有所區分，且不應由同一人兼任，以確保作出更有效的制衡，繼而建立更高效的企業管治。姚創龍先生為本集團的首席執行官，因彼擁有豐富的醫藥分銷行業經驗，因此亦擔任董事會主席，偏離企業守則守則條文第 C.2.1 條的規定。董事會認為由同一人擔任董事會主席及首席執行官利於保證本集團領導一致，使本集團整體戰略策劃更有效及高效。因此，董事會認為偏離企業管治守則屬適當並有理據。

## 委任、連任及罷免

所有非執行董事(包括獨立非執行董事)已與本公司訂立委任函件或協議，特定任期為三年，可重選連任。

根據章程，董事由股東大會選舉產生，任期三年，自獲選生效之日起算。董事任期屆滿，可以連選連任。董事長由全體董事的過半數選舉和罷免，董事長任期三年，可以連選連任。股東大會在遵守有關法律、行政法規規定的前提下，可以以普通決議的方式將任何任期未屆滿的董事罷免。

## 非執行董事

本公司非執行董事李偉生先生的任期自 2021 年 5 月 31 日至 2023 年 4 月 17 日；嚴京斌先生的任期自 2022 年 6 月 6 日起始至本屆董事會任期屆滿時止；付征女士的任期自 2022 年 7 月 13 日起始至本屆董事會任期屆滿時止。

## 獨立非執行董事

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the Chairman and Chief Executive Officer are separate and are not performed by the same individual as this ensures better checks and balances and hence better corporate governance. Mr. Yao Chuanglong is the chief executive officer, and he also performs as the chairman of the Board as he has considerable experience in the pharmaceutical distribution industry, which constitutes a deviation from code provision C.2.1 of the CG Code. The Board believes that vesting the roles of both the chairman of our Board and the chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. Therefore, the Board considers that the deviation from the CG Code is appropriate and justified.

## APPOINTMENT, RE-ELECTION AND DISMISSAL

All non-executive Directors, including independent non-executive Directors have entered into letters of appointment or agreements with the Company for a specific term of three years, subject to re-election.

In accordance with the Articles of Association, Directors are elected at the general meeting with a term of three years from the effective date of being elected. Directors may offer themselves for re-election if their terms expire. The chairman is elected and removed by the majority votes from all Directors, with a term of three years and may offer himself/herself for re-election. The removal of any Directors with an unexpired term is allowed at the general meeting by way of ordinary resolutions, provided that it is complied with the requirements of related laws and administrative regulations.

## NON-EXECUTIVE DIRECTORS

The term of Mr. Li Weisheng, the Company's non-executive Director started from 31 May 2021 to 17 April 2023. Mr. Yan Jingbin's term of office shall commence on 6 June 2022 and will expire upon the expiration of the current session of the Board.; Ms. Fu's term of office commences on 13 July 2022 and will expire upon the expiration of the current session of the Board.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

本公司現任獨立非執行董事尹智偉先生、周濤先生、關鍵先生的任期自2021年5月31日起始至本屆董事會任期屆滿時止。

## 提名委員會

本公司已於2015年11月26日成立了董事會提名委員會（「**提名委員會**」），並根據企業守則守則條文第B.3.1條以書面釐定其職權範圍。其職權範圍可於本公司及聯交所網站取得。

提名委員會的主要職責為定期檢討董事會的架構、大小和組成、物色合資格成為董事會成員的人選、評核獨立非執行董事的獨立性，以及就有關董事委任或者連任的事宜向董事會提供建議。截至2022年12月31日，提名委員會由三名成員組成，其中兩名為獨立非執行董事，分別為周濤先生（提名委員會主席）及關鍵先生，以及另一名執行董事，為姚創龍先生。

截至2022年12月31日年度，提名委員會於2022年3月31日舉行一次會議，以檢討董事會之架構、人數及組成，評核獨立非執行董事的獨立性。所有提名委員會成員包括姚創龍先生、周濤先生及關鍵先生均出席上述會議。

本公司已採用董事提名政策用於關於董事會成員的委任。董事會成員的委任將結合董事會多元化政策，根據多項客觀標準考慮可擔任董事會成員的人選。用以評估候選人的甄選標準包括：

- 品格及誠信；
- 學歷背景及資格（包括與本公司業

The current term of Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian, the Company's incumbent independent non-executive Directors started on 31 May 2021 and will expire upon the expiration of the current session of the Board.

## NOMINATION COMMITTEE

The Company established a nomination committee of the Board (the “**Nomination Committee**”) on 26 November 2015 with written terms of reference in compliance with Code Provision B.3.1 of the CG Code. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; identify individuals qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on matters relating to the appointment or re-election of Directors. As at 31 December 2022, the Nomination Committee comprised three members, two of them are independent non-executive Directors, namely Mr. Zhou Tao (chairman of the Nomination Committee) and Mr. Guan Jian and one of them is executive Director, namely Mr. Yao Chuanglong.

For the year ended 31 December 2022, the Nomination Committee convened a meeting on 31 March 2022 to review the structure, size and composition of the Board and review the independence of independent non-executive Directors. All the members of the Nomination Committee, including Mr. Yao Chuanglong, Mr. Zhou Tao and Mr. Guan Jian, attended the above meeting.

The Company has adopted the director nomination policy for the appointment of the members of the Board. Taking into account of the board diversity policy, the appointment of the members of the Board will be based on a number of objective criteria to consider the candidates suitably qualified to become board members. The selection criteria used to evaluate candidates include:

- personal character and integrity;
- education background and qualifications (including the

務及企業策略有關之專業資格、技能及知識)；

- 願意及能夠投入足夠時間以履行董事之職責；
- 為董事會貢獻不同方面之多樣性，包括但不限於性別、年齡、種族、文化及教育背景、專業經驗、技能、知識及服務任期；
- 根據上市規則對董事會獨立非執行董事的要求；及
- 由董事會不時訂定的任何其他條件。

就提名程序而言，任何董事會成員可提名或邀請候選人擔任董事，以供提名委員會審議。在物色合適的董事候選人時，提名委員會將會根據候選人的技能、經驗、教育背景、專業知識、個人誠信和承諾時間，以及根據本公司需求和該職位所須遵循的其它相關法律法規的要求來執行選拔程序。所有候選人必須能夠滿足上市規則第 3.08 和 3.09 條所規定之標準。將被委任為獨立非執行董事的候選人亦須滿足上市規則第 3.13 條規定的獨立性標準。就重新委任退任董事而言，提名委員會將檢討候選人任職期間的整體貢獻及表現（包括候選人出席各種會議的頻率、會議參與程度及職責履行表現），符合資格的候選人將推薦董事會及股東大會批准。提名委員會將在適當時候檢討董事提名政策以確保其有效。

## 薪酬委員會

本公司已於 2015 年 11 月 26 日成立董事會薪酬委員會（「薪酬委員會」），並已參照企業守則守則條文第 E.1.2 條採納書面職權範圍。其職權

professional qualifications, skills and knowledge related to the Company's business and corporate strategies);

- willingness and ability to devote sufficient time to perform the duties of the Directors;
- contribution of different aspects of diversity to the Board, including but not limited to gender, age, race, cultural and education background, professional experiences, skills, knowledge, and terms of services;
- requirements for independent non-executive Directors of the Board under the Listing Rules; and
- any other conditions determined by the Board from time to time.

For the purpose of nomination procedure, any Board member can nominate or invite candidates to hold directorship for the consideration of the Nomination Committee. When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant laws and statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. For the re-appointment of retiring Directors, the Nomination Committee will review the overall contribution and performance of the candidates during their terms of services (including the frequency of attendance at various meetings, the level of participation and performance of duties). Qualified candidates will then be recommended to the Board and the Shareholders' meeting for approval. The Nomination Committee will review the director nomination policy in due course to ensure its effectiveness.

## REMUNERATION COMMITTEE

The Company established a remuneration committee of the Board (the "Remuneration Committee") on 26 November 2015 with written terms of reference in compliance with Code Provision E.1.2 of the CG Code. Its terms of reference are



範圍可於本公司及聯交所網站取得。

薪酬委員會的主要職責為就本集團全體董事、監事及高級管理層的整體薪酬政策及架構向董事會作出推薦意見，以及確保董事並無自行釐定薪酬。執行董事的薪酬乃基於其技能、知識、個人表現及貢獻、該董事責任及職責的範圍，並考慮到公司的業績表現及市場行情釐定。非執行董事、獨立非執行董事的薪酬政策是要確保非執行董事、獨立非執行董事對參與公司事務包括其參加各董事委員會所作出的努力以及付出的時間得到充分的補償。非執行董事、獨立非執行董事的薪酬乃根據其技能、經驗、知識、責任和市場趨勢釐定。截至2022年12月31日，薪酬委員會由三名成員組成，其中兩名為獨立非執行董事周濤先生（薪酬委員會主席）及尹智偉先生，以及執行董事鄭玉燕女士。

根據企業守則守則條文第 E.1.5 條，本集團截至2022年12月31日止年度已向高級管理人員支付之薪酬按薪酬等級載列如下：

薪酬等級 Remuneration benchmark	人數 Number of individuals
人民幣 50,001 元至人民幣 250,000 元 RMB50,001 to RMB250,000	3
人民幣 250,001 元至人民幣 500,000 元 RMB250,001 to RMB500,000	1
人民幣 500,001 元（含人民幣 500,001 元）以上 Above and including RMB500,001	2

董事及監事薪酬的詳情載於財務報表附註十、(四)、1。

截至2022年12月31日止年度，薪

available on the websites of the Company and the Stock Exchange.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors, Supervisors and senior management of the Group and ensure none of the Directors determine their own remuneration. The remuneration of executive Directors are determined based on the skills, knowledge, individual performance and contributions, the scope of responsibility and duties of such Directors, taking into consideration of the Company's results performance and prevailing market conditions. The remuneration policy of non-executive Directors and independent non-executive Directors is to ensure that the non-executive Directors and independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The remuneration of non-executive Directors and independent non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. As at 31 December 2022, the Remuneration Committee consisted of three members, including two independent non-executive Directors Mr. Zhou Tao (chairman of the Remuneration Committee) and Mr. Wan Chi Wai Anthony, and the executive Director Ms. Zheng Yuyan.

According to the Code Provision E.1.5 of the CG Code, the remuneration paid to the senior management by the Group based on the remuneration benchmark for the year ended 31 December 2022 is as follows:

Details of remuneration of Directors and Supervisors are set out in note X.(IV).1 to the Financial Statements.

For the year ended 31 December 2022, the Remuneration

酬委員會於 2022 年 3 月 31 日舉行一次會議，以評估執行董事的表現、批准執行董事服務合約條款、檢討董事、監事及高級管理層的整體薪酬政策釐定並提呈董事會。所有薪酬委員會成員包括周濤先生、尹智偉先生及林志雄先生均出席會議。

薪酬委員會已採納由其檢討管理層所提出有關董事、監事及高層管理人員的薪酬建議後，向董事作提出建議的模式。董事會擁有最終權力以批准經薪酬委員會提出的薪酬建議。

### 審核委員會

本公司已於 2015 年 11 月 26 日成立了董事會審核委員會（「**審核委員會**」），並已參照企業守則守則條文第 D.3.3 和 D.3.7 條採納書面職權範圍。其職權範圍於本公司及聯交所網站可取得。

審核委員會向董事會報告，並自其成立定期召開會議以檢討並提出推薦建議以改進本集團的財務報告程序及內部監控。除此之外，審核委員會的主要職責是就對外聘核數師的委任、重新委任和解聘向董事會提供推薦建議，審閱財務報表及本公司財務報告和海外內部監控的重大意見。截至 2022 年 12 月 31 日，審核委員會由三名成員組成，包括三名獨立非執行董事，分別為尹智偉先生（審核委員會主席）、周濤先生及關鍵先生。

於截至 2022 年 12 月 31 日止年度，審核委員會於 2022 年 3 月 31 日及 2022 年 8 月 31 日召開兩次會議，已審閱（其中包括）本集團截至 2021 年 12 月 31 日止年度之年度業績及截至 2021 年 6 月 30 日止 6 個月之中期業績，並認為有關業績之編制已遵守

Committee held one meeting on 31 March 2022 to evaluate the performance of the Executive Director, approve the terms of the service contract of the Executive Director, review the overall remuneration policy for the Directors, Supervisors and senior management, determine such policies and propose them to the Board. The meeting was attended by all the members of the Remuneration Committee, including Mr. Zhou Tao, Mr. Wan Chi Wai Anthony and Mr. Lin Zhixiong.

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of all Directors, Supervisors and senior management and make recommendation to the Directors. The Board will have final authority to approve the remuneration recommendations made by the Remuneration Committee.

### AUDIT COMMITTEE

The Company established an audit committee of the Board (the “**Audit Committee**”) on 26 November 2015 with written terms of reference in compliance with Code Provisions D.3.3 and D.3.7 of the CG Code. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The Audit Committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group’s financial reporting process and internal controls. Other than that, the primary duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting and overseas internal control of the Company. As at 31 December 2022, the Audit Committee consisted of three members who are all independent non-executive Directors, namely Mr. Wan Chi Wai Anthony (chairman of the Audit Committee), Mr. Zhou Tao and Mr. Guan Jian.

For the year ended 31 December 2022, the Audit Committee held two meetings on 31 March 2022 and 31 August 2022. On both occasions, the Audit Committee reviewed, amongst others, the Group’s annual results for the year ended 31 December 2021 and the interim results for the six months ended 30 June 2021, and believed that the preparation of such results was in compliance with applicable accounting standards and the Listing

適用會計準則及上市規則，審閱建議修改公司編制財務報表所使用的會計準則及續聘核數師事宜。所有審核委員會成員包括尹智偉先生、周濤先生及關鍵先生均出席上述兩次會議。

審核委員會已知悉本集團之現有風險管理及內部監控系統，並留意有關係統將每年進行檢討。

截至 2022 年 12 月 31 日止年度，董事會概無於外部核數師的選擇、委任、指定或解聘事宜與審核委員會持不同意見。

於本年報日期，審核委員會已與本公司管理層審閱了本集團所採納的會計原則及慣例，並討論了內部監控與財務報告事宜。審核委員會亦與本公司外聘核數師共同商討審閱了本公司截至 2022 年 12 月 31 日止年度的全年業績。

### 風險管理委員會

本公司已於 2015 年 11 月 26 日成立了董事會風險管理委員會（「**風險管理委員會**」），並以書面釐定其職權範圍。其職權範圍可於本公司及聯交所網站取得。

風險管理委員會的主要職責為每年檢討風險與合規管理、內部控制與風險管理和內部審核職能的整體目標及基本政策，並向董事會就此作出建議。截至 2022 年 12 月 31 日，風險管理委員會由主席兼執行董事姚創龍先生、執行董事鄭玉燕女士及獨立非執行董事尹智偉先生三名成員組成。姚創龍先生擔任風險管理委員會主席。

截至 2022 年 12 月 31 日止年度，風險管理委員會於 2022 年 3 月 31 日舉行一次會議，風險管理委員會在會議

Rules, in addition to reviewing the changing of the accounting policies adopted for preparing the Company's financial statements and the re-appointment of auditors. The above two meetings were attended by all the members of the Audit Committee, including Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian.

The Audit Committee was aware about the Group's existing system for risk management and internal control and noted that the system would be subject to annual review.

For the year ended 31 December 2022, the Board has not taken a different view from the Audit Committee on the selection, appointment, designation or dismissal of external auditor.

As at the date of this annual report, the Audit Committee reviewed with the management of the Company the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters. The Audit Committee also discussed and reviewed the annual results for the year ended 31 December 2022 of the Company with the external auditor of the Company.

### RISK MANAGEMENT COMMITTEE

The Company established a risk management committee of the Board (the "**Risk Management Committee**") on 26 November 2015 with written terms of reference. Its terms of reference are available on the websites of the Company and Stock Exchange.

The primary duties of the Risk Management Committee are to annually review the general goals and fundamental policies of our risk and compliance management, internal control and risk management and internal audit functions and made recommendations to our Board on the same. As at 31 December 2022, the Risk Management Committee comprised three members, namely Mr. Yao Chuanglong, our Chairman and executive Director, Ms. Zheng Yuyan, our executive Director and Mr. Wan Chi Wai Anthony, our independent non-executive Directors. Mr. Yao Chuanglong is the chairman of the Risk Management Committee.

For the year ended 31 December 2022, the Risk Management Committee held one meeting on 31 March 2022 where the Risk Management Committee reviewed the strategy, policy and

上審閱本公司的風險管理策略、政策和指引，並檢討本集團的風險管理及內部監控系統是否有效及資源是否足夠，並認為該等風險管理及內部監控系統是有效及足夠。所有風險管理委員會成員包括姚創龍先生、林志雄先生及尹智偉先生均出席會議。

### 戰略發展委員會

本公司於 2017 年 6 月 10 日成立了董事會戰略發展委員會（「**戰略發展委員會**」），並以書面釐定其職權範圍。

戰略發展委員會的主要職責為對公司整體發展戰略、重大投融資方案及其他影響公司發展的重大事項進行研究並向董事會提出建議。截至 2022 年 12 月 31 日，戰略發展委員會由主席兼執行董事姚創龍先生、執行董事鄭玉燕女士、獨立非執行董事周濤先生三名成員組成。姚創龍先生擔任戰略發展委員會主席。

截至 2022 年 12 月 31 日止年度，戰略發展委員會於 2022 年 3 月 31 日舉行一次會議，在會議上對公司發展戰略和未來發展計劃進行研究。所有戰略發展委員會成員包括姚創龍先生、鄭玉燕女士及周濤先生均出席會議。

guideline of the Company's risk management, the effectiveness of the Group's risk management and internal control systems, and the adequacy of resources, and considered the risk management and internal control systems effective and adequate. The meeting was attended by all the members of the Risk Management Committee, including Mr. Yao Chuanglong, Mr. Lin Zhixiong and Mr. Wan Chi Wai Anthony.

### STRATEGIC DEVELOPMENT COMMITTEE

The Company established a strategic development committee of the Board (the “**Strategic Development Committee**”) on 10 June 2017, and determined its terms of reference in writing.

The Strategic Development Committee is mainly responsible for studying the overall development strategies for the Company, major investment and financing plans, and other material issues that influence the development of the Company, and making recommendations to the Board. As at 31 December 2022, the Strategic Development Committee consisted of three members, namely Mr. Yao Chuanglong as the Chairman and executive Director, Ms. Zheng Yuyan as an executive Director, and Mr. Zhou Tao as an independent non-executive Directors. Mr. Yao Chuanglong serves as the Chairman of the Strategic Development Committee.

For the year ended 31 December 2022, the Strategic Development Committee held one meeting on 31 March 2022, on which the study was carried out on the development strategies and future development plans of the Company. All the members of the Strategic Development Committee, including Mr. Yao Chuanglong, Ms. Zheng Yuyan and Mr. Zhou Tao, attended the meeting.

## 董事會委員會會議

報告期內，本公司各委員會的會議次數及各委員的出席情況如下：

## Board Committee Meetings

During the reporting period, the number of meetings of the Board committees of the Company and the attendance of members were as follows:

姓名 Name	出席次數/會議次數 Meetings Attended/Number of meetings held				
	審核委員會	提名委員會	風險管理委員會	戰略發展委員會	薪酬委員會
	Audit Committee	Nomination Committee	Risk Management Committee	Strategic Development Committee	Remuneration Committee
<b>執行董事</b> Executive Directors					
姚創龍先生 Mr. Yao Chuanglong	不適用 Not applicable	1/1	1/1	1/1	不適用 Not applicable
鄭玉燕女士 Ms. Zheng Yuyan	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	1/1	不適用 Not applicable
林志雄先生 Mr. Lin Zhixiong	不適用 Not applicable	不適用 Not applicable	1/1	不適用 Not applicable	1/1
張寒孜女士 Ms. Zhang Hanzi	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable
<b>非執行董事</b> Non-executive Directors					
李偉生先生 Mr. Li Weisheng	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable
嚴京斌先生 Mr. Yan Jingbin	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable
付征女士 Ms. Fu Zheng	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable
<b>獨立非執行董事</b> Independent non-executive Directors					
尹智偉先生 Mr. Wan Chi Wai Anthony	2/2	不適用 Not applicable	1/1	不適用 Not applicable	1/1
周濤先生 Mr. Zhou Tao	2/2	1/1	不適用 Not applicable	1/1	1/1
關鍵先生 Mr. Guan Jian	2/2	1/1	不適用 Not applicable	不適用 Not applicable	不適用 Not applicable

**董事會成員多元化政策**

董事會採納了以下董事會成員多元化政策：

為達到可持續的均衡發展，本公司認為董事會層面日益多元化是支援其達到戰略目標及維持可持續發展的關鍵元素。董事會所有委任均以用人唯才為原則，並在考慮人選時充分顧及客觀條件以及董事會成員，多元化可為董事會帶來的裨益。本公司在設定董事會成員組成時會從多個方面考慮董事會成員多元化包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務任期。最終將根據本公司業務發展和戰略規劃處在不同時期的具體人才需求，考慮董事人選的優勢及可為董事會提供的貢獻而作決定。董事會組成（包括性別、年齡、服務任期）將每年在《企業管治報告》內披露。

以下列載本公司截至 2022 年 12 月 31 日所達致的董事會成員多元化：

**BOARD DIVERSITY POLICY**

The Board adopted the following board diversity policy:

With a view of achieving a sustainable and balanced development, the Company sees increasing diversity of the Board as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All the appointments made by the Board will be based on meritocracy, and candidates will be adequately considered against objective criteria, together with the benefit to the Board made by the board diversity policy. Selection of Board members will be based on a range of board diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on the specific demand for talents in various stages of the business development and strategic planning of the Company, and also the merits and contribution to be made by the selected candidates. The composition of the Board (including gender, age and length of service) will be disclosed in the Corporate Governance Report annually.

Set out below is the Board diversity achieved by the Company as at 31 December 2022:

<b>身份 Position</b>	執行董事 Executive Directors	3
	非執行董事 Non-executive Directors	3
	獨立非執行董事 Independent non-executive Directors	3
<b>性別 Gender</b>	男性 Male	6
	女性 Female	3
<b>年齡 Age</b>	30-39	1
	40-49	5
	50-59	3
<b>國家／地區 Country/Region</b>	中國內地 Mainland China	8
	中國香港 Hong Kong, China	1

教育程度 Education level	學士程度 Bachelor degree	4
	碩士程度 Master degree	5
專業經驗 Professional Experiences	會計 Accounting	2
	法律 Law	2
	工商管理 Business Administration	6
於董事會服務年期 Terms of Services in the Board	0-3 年 0-3 years	3
	4-6 年 4-6 years	6
市場／行業經驗 Market/Industry Experiences	醫藥 Pharmaceutical	7
	投資管理 Investment management	1
	電子商務 E-commerce	1

於截至 2022 年 12 月 31 日止年度，董事會已檢討董事會多元化政策的實施及確認其有效性。截至 2022 年 12 月 31 日，董事會由三名女性董事和六名男性董事組成。董事會認為，董事會已實現了性別多樣性，公司已遵守了上市規則第 13.92 條所載之董事會成員性別多元化的規定。

### 全體員工的性別多樣化

本公司旨在實現全體員工（包括高級管理人員）的性別多樣化和平衡。截至 2022 年 12 月 31 日，本公司分別有 453 名男性員工和 364 名女性員工，男性和女性員工佔比分別為 55.45% 及 44.55%。董事會認為，全體員工的性別多樣化已經實現。本公司將致力維持現有性別比例，並於適當時進一步提升性別多樣化。

### 核數師薪酬

本年度內，本公司委任信永中和會計師事務所（特殊普通合夥）作為本公

For the year ended 31 December 2022, the Board reviewed the implementation of the board diversity policy and confirmed its effectiveness. As at 31 December 2022, the Board comprised three female Directors and six male Directors. The Board is of the view that gender diversity has been achieved in the Board and the Company has complied with the requirement of gender diversity of the Board as set out in Rule 13.92 of the Listing Rules. The Nomination Committee will continue to review and strive to maintain an appropriate balance of gender diversity in the Board.

### GENDER DIVERSITY IN THE WORKFORCE

The Company aims to achieve the gender diversity and equality in the workforce (including officers). As at 31 December 2022, the Company had 453 male and 364 female employees, the ratio of male and female employees are 55.45% and 44.55% respectively. The board of directors is of the opinion that the gender diversity in the workforce has been achieved. The Company will work to maintain the existing gender ratio and further enhance the gender diversity when appropriate.

### AUDITOR'S REMUNERATION

During the year, the Company engaged ShineWing Certified Public Accountants (LLP) as the external auditor of the

司外部核數師。由信永中和會計師事務所（特殊普通合夥）為本公司提供的截至 2022 年 12 月 31 日止年度的審計服務收費為人民幣 0.85 百萬元（不含稅），子公司審計服務收費為人民幣 0.08 百萬元（不含稅），其他非審計服務（關於要約收購的相關服務）收費為人民幣 0.20 百萬元（不含稅）。

### 董事對財務報表的財務申報所承擔的責任

董事確認，彼等負責根據上市規則規定，編制本集團賬目及作出其他財務披露，而本公司管理層將向董事會提供資料及解釋，致使董事會可對財務及其他決定作出知情評估。

董事並不知悉任何有關可能對本公司持續經營能力嚴重存疑的事件或情況的重大不確定因素。

本公司核數師就其對本公司截至 2022 年 12 月 31 日止年度財務報表的申報責任聲明載於本年報「審計報告」內。

### 公司秘書

截至 2022 年 12 月 31 日止年度，林志雄先生（於 2022 年 4 月 8 日辭任）及姚潔晞女士（於 2022 年 4 月 8 日獲委任）為本公司聯席公司秘書之一，主要職責為負責本集團的公司秘書工作。

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司於 2022 年 4 月 8 日亦委聘方圓企業服務集團（香港）有限公司（一家企業服務供應商）黃慧玲女士為本公司的另一位聯席公司秘書，協助姚潔晞女士履行彼作為本公司秘書的職責。黃慧玲女士於本公司的主要聯繫人為姚

Company. The fees in respect of audit services provided by ShineWing Certified Public Accountants (LLP) to the Company for the year ended 31 December 2022 amounted to RMB0.85 million (tax inclusive), subsidiary audit service amounted to RMB0.08 million (tax exclusive), the non-audit service (exclude services related to tender offers) amounted to RMB0.20 million (tax exclusive).

### DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibility to prepare accounts of the Group and other financial disclosures required under the Listing Rules and the Company's management will provide information and explanation to the Board to enable it to make informed assessments of the finance and other decisions.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the auditor of the Company in respect of their reporting responsibilities on the Company's financial statements for the year ended 31 December 2022 is set out in the "Auditors' Report" contained in this annual report.

### COMPANY SECRETARY

For the year ended 31 December 2022, Mr. Lin Zhixiong (resigned on 8 April 2022) and Ms. Yao Jiexi (appointed on 8 April 2022), being one of our joint company secretaries, was primarily responsible for the company secretarial work of the Group.

For the purpose of maintaining the good corporate governance and ensuring the compliance with the Listing Rules and applicable Hong Kong laws, the Company has also engages Ms. Wong Wailing from SWCS Corporate Services Group (Hong Kong) Limited (a corporate corporate service provider) as another joint company secretary on 8 April 2022 to assist Ms.



潔晞女士。

根據上市規則第 3.29 條的規定，黃女士及姚女士各自均確認其於截至 2022 年 12 月 31 日止年度已接受不少於 15 小時的相關專業培訓。

## 內部監控及風險管理系統

董事會確認對風險管理及內部監控系統負責，審核委員會協助董事會履行其監察及企業管制職責，涵蓋本公司的財務、運營、合規、風險管理及內部監控，和內部審計職能。在審核委員會及風險管理委員會的協助下，董事會負責有效地維持內部監控及風險管理系統，以保障本集團的資產及股東的權益。風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且就避免重大錯誤、損失或欺騙行為而言，僅能作出合理而非絕對的保證。

本公司內部監控及風險管理系統包含完善之組織架構，以及全面之政策和程序，分佈於各營運部門當中，各業務及職能部門之職責均清楚列明，以確保有效之制衡。本公司的風險管理及內部監控架構包括下列各項：

### 董事會

董事會是內部監控管理的最高決策機構，負責評估並釐定本公司承受的風險性質及程度，以達成其業務策略目標；負責公司內部監控及風險管理的建立健全和有效實施，監督管理層對風險管理及內部監控系統的設計、實

Yao Jiexi in fulfilling her duties as the company secretary. Ms. Wong Wailing's main contact person in the Company is Ms. Yao Jiexi.

In accordance with the requirements under Rule 3.29 of the Listing Rules, each of Ms. Yao and Ms. Wong confirmed that she has taken not less than 15 hours of relevant professional training during the year ended 31

December 2022.

## SYSTEM OF INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges its responsibility for the system of internal control and risk management; the Audit Committee assists the Board in performing its duty of monitoring and corporate governance, which covers the finance, operation, compliance, risk management and internal control of the Company, as well as performing the function of internal audit. Assisted by the Audit Committee and the Risk Management Committee, the Board is responsible for effectively maintaining the system of internal control and risk management, to safeguard the Group's assets and the shareholders' interests. The system aims to manage (not eliminate) the risks that may cause the failure to fulfill business objectives, and can only provide reasonable (not absolute) assurance against major mistakes, losses or fraud.

Composed of a robust organisational structure and comprehensive policies and procedures, the system of internal control and risk management of the Company covers all its operating departments, with clear specification of the duties of all business and functional departments, to ensure effective checks and balances. The structure of risk management and internal control of the Company includes the following parts:

### The Board

As the ultimate decision-maker on internal control and management, the Board is responsible for assessing and determining the nature and extent of the Company's risks, to help it deliver its business strategies and achieve its business objectives. The Board is also responsible for establishing, improving, and effectively implementing the Company's system of internal control and risk management, as well as supervising

施及監察。

### 風險管理委員會及審核委員會

董事會授權董事會風險管理委員會審閱、檢討及批准本公司的風險管理政策和指引；就風險水準、風險偏好及相關資源配置作出決策；每年檢討本集團內部監控系統的效力及資源至少一次。

董事會授權審核委員會負責至少每年一次檢討本公司之財務監控、內部監控及風險管理制度；與管理層討論內部監控制度，確保管理層已履行職責建立有效之內部監控制度，包括考慮本公司在會計及財務職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足；檢討本集團之財務及會計政策及實務。

### 監事會

監事會是內部監控管理的監督機構，負責監督董事會、管理層建立與實施內部監控。

### 管理層

負責組織領導公司內部控制的建設與日常運作，組織協調和管理；負責識別、評估及管理可能對運作之重要程序構成潛在影響的風險；對內部審計提出的有關風險管理及內部監控事宜之調查結果，作出及時回應和跟進；向董事會及審核委員會提供有關風險管理及內部監控系統是否有效的確認。

本公司也相應建立了風險管理機制，包括風險管理的框架和範圍、訂立業務目標及風險評估的流程及定期進行評估和監察的流程等。

the management in its design, implementation and monitoring of the system.

### The Risk Management Committee and the Audit Committee

The Board authorises its Risk Management Committee to review and approve the risk management policies and guidance of the Company, make decisions on risk level and preference as well as relevant resource allocation, and review the effectiveness and resources of the Group's internal control system at least annually.

The Board authorises the Audit Committee to review the Company's financial control, internal control and risk management systems at least annually, discuss with the management on the internal control system, ensure that the management has performed its duty to establish an effective internal control system (taking into account, amongst others, the sufficiency of the Company's resources, staff qualifications and experience in auditing and finance, and the sufficiency of staff training courses and relevant budgets), and review the Group's financial and accounting policies and practice.

### The Board of Supervisors

As the supervisory body for internal control and management, the Board of Supervisors is responsible for supervising the Board and the management in establishing and implementing internal control.

### The Management

The management is responsible for leading the development and daily operation of the Company's internal control, as well as its coordination and management, identifying, assessing and managing the risks that potentially affects important operational procedures, timely responding to and following the matters on risk management and internal control raised by the internal auditor, and confirming to the Board and the Audit Committee as to whether the system of risk management and internal control is effective.

The Company has also established a corresponding mechanism for risk management, which provides the framework and scope of risk management, business objectives, risk assessment process, and the process of regular assessment and monitoring.



公司風險評估主要是由確立風險管理理念和風險接受程度、目標制定、風險識別、風險分析及風險反應五個基本流程組成。本公司定期開展風險評估工作，根據公司目標的不同對風險進行分類，包括：戰略環境風險、程序風險（業務運作風險、財務風險、授權風險、信息與技術風險以及綜合風險）和戰略決策信息風險，對風險進行識別，並通過分析各種風險，根據風險分析結果，結合風險發生的原因，選擇風險應對方案。在風險評估的過程中及時識別、監控公司潛在風險承受能力和限度，評估公司可能面臨的風險，並採取針對性的應對措施，增強公司抵禦風險的能力。通過比較風險評估結果，排列風險優先次序，釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

董事會已就本集團截至 2022 年 12 月 31 日之內部監控及風險管理系統之有效性作年度審閱，並無發現任何重大內部監控缺陷，並相信現行內部監控及風險管理系統實屬有效及充分；而本公司的會計、內部審核及財務匯報職能方面的資源、員工資歷、培訓課程及預算均為充足。

## 反貪污及舉報政策

本集團制定《廉潔管理規定》、《內外申訴管理辦法》、《禮品管理規定》等制度，要求全體員工簽訂《廉潔承諾書》，規範員工行為，促進員工自律自愛、遵紀守法、廉潔奉公，杜絕工作或業務過程中各種不正常及腐敗行為的滋生。

The risk assessment of the Company is mainly composed by five fundamental processes, namely risk management concepts and risk acceptance level establishment, goals formulation, risk identification, risk analysis and risk response. The Company conducts risk assessment on regular basis and classifies risks based on different Company's goals, including strategic environmental risk, procedural risk (business operation risk, financial risk, authorization risk, information and technology risk, and comprehensive risk) and strategic decision information risk. The Company identifies risks and selects suitable risk response plan in accordance with the results of risk analysis, and in consideration of the cause of the risks, through analysing all kinds of risk. It also identifies and controls the potential risk acceptance abilities and limits of the Company in a timely manner during the risk assessment process, assesses the risks that the Company may expose to, and takes specific countermeasures so as to enhance the Company's risk-resisting ability. By a comparison of risk assessment results, the Company ranks the priority of its risks and determines its risk management strategies and internal control procedures, to curb, prevent or reduce risks.

The Board has conducted its annual review of the effectiveness of the system of internal control and risk management for the year ended 31 December 2022, discovered no material defect in internal control, and considered the existing system to be effective and adequate. The Company also had adequate resources, staff qualifications, training courses and budgets in its accounting, internal audit and financial reporting functions.

## ANTI-CORRUPTION AND REPORTING POLICIES

The Group has formulated systems such as the Administrative Rules on Clean Practices (《廉潔管理規定》), the Administrative Measures on Internal and External Complaints (《內外申訴管理辦法》) and the Administrative Rules on Gifts (《禮品管理規定》), requesting all employees to sign the Letter of Commitment to Clean Practices (《廉潔承諾書》), which aim at regulating the behaviors of its employees, promoting the self-discipline and law-abiding and clean practices among its employees, as well as eliminating the occurrence of various irregular and corrupted behaviors in the course of work or business.

本集團設立專線電話、意見箱、即時通訊、電子郵件等多種投訴與檢舉渠道，接受合作方與內部對員工的違規行為提出的投訴或舉報。有關受理部門在接獲投訴或檢舉後，對事件進行資料信息收集、取證，全方面瞭解事件全過程，力爭使投訴事件事實清楚，根據調查結果提交處理意見。

### 披露內幕消息

本集團制定一套有關披露內幕消息的政策，載列符合證券及期貨條例及時處理及發佈內幕消息的程序及內部監控措施。該政策及其有效性須進行定期檢討。

處理及發佈內幕消息的程序及內部監控措施主要如下：

本公司信息披露工作由董事會統一領導和管理。董事長是本公司實施信息披露管理制度的第一責任人。公司秘書負責在本公司董事會的領導下協調和組織公司信息披露工作的具體事宜。本公司董事會辦公室是信息披露日常管理的主管部門。本公司各職能部門、各分公司、子公司指定專人為重大信息聯繫人，將有關信息披露的材料報送董事會辦公室。

本公司的信息披露文件主要包括定期報告、臨時報告以及根據有關監管機構規定對外披露的各類文件。公告信息應在有關監管機構指定的媒體上披露。本公司還可根據需要在其他媒體上披露信息，但要保證披露內容一致及指定媒體的披露時間不晚於非指定媒體的披露時間。除信息披露執行主體外，本公司員工未經授權不得接受

The Group has set up a variety of complaints and reporting channels such as hotlines, complaint boxes, instant messaging and emails to receive complaints or reports about illegal behaviors of employees from its partners and internal sources. After receiving complaints or reports, the relevant department collects information and evidence on the issue to have a full understanding of the entire process of the issue, and strives to get the facts of the complaints clear and finally raises its suggestions of treatment based on the investigation results.

### DISCLOSURE OF INSIDE INFORMATION

The Group has established a policy regarding the disclosure of inside information, which sets out the procedures and internal control measures of the handling and dissemination of inside information in a timely manner in compliance with the Securities and Futures Ordinance. The policy and its effectiveness would be reviewed on a regular basis.

The procedures for handling and publishing inside information and the internal control measures are as follows:

The Company's information disclosure is led and managed by the Board. The chairman of the Board is the first person who responsible for the implementation of the information disclosure management system of the Company. The secretary to the Company is responsible for coordinating and organizing the specific matters of the Company's information disclosure under the leadership of the Board of the Company. The general office of the Board is the competent authority for daily management of information disclosure. All functional departments, branches and subsidiaries of the Company will designate special contact person for significant information, and report relevant information disclosure materials to the general office of the Board.

The Company's information disclosure documents primarily include periodic reports, interim reports, and various types of documents disclosed in accordance with the requirements of relevant regulatory authorities. The announced information shall be disclosed in the media designated by the relevant regulatory authorities. The Company may also disclose information in other media as required, but it shall ensure that the disclosures are consistent and the time of disclosure by the designated media is not later than the non-designated media. Save for the principle regulation of information disclosure, employees of the

任何有關本公司的採訪。

董事會應採取必要的措施，在信息公開披露前將信息知情人員控制在最小的範圍內。在內幕消息依法披露前，任何信息知情人員不得公開或者洩露該信息，不得利用該信息進行內幕交易，不得配合他人操縱證券及其衍生工具交易價格。員工離職時，應上交相關的公司內幕消息資料並不得披露上述信息。

## 股東權利

### 由股東召開股東特別大會

合計持有在該擬舉行的會議上有表決權的股份 10%以上（含 10%）的兩個或兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集臨時股東大會或者類別股東會議，並闡明會議的議題。董事會同意召開臨時股東大會或者類別股東會議的，應當在作出董事會決議後的 5 日內發出召開會議的通知。董事會在收到前述書面要求後應當儘快召集臨時股東大會或者類別股東會議。如果董事會在收到前述書面要求後 30 日內沒有發出召集會議的通告，提出該要求的股東可以在董事會收到該要求後 4 個月內自行召集會議，召集的程序應當盡可能與董事會召集股東會議的程序相同。

### 在股東大會上提出議案

單獨或者合計持有本公司 3%以上股份的股東，可以在股東大會召開 10 日前提出臨時提案並書面提交召集人。召集人應當在收到提案後 2 日內發出股東大會補充通知，公告臨時提案的內容。

Company shall not receive any interviews related to the Company without authorisation.

The Board shall take necessary measures to keep the information insiders within the minimum scope before information disclosure. Before the inside information is disclosed in accordance with laws, any information insider shall not disclose or divulge the information, use the information for insider trading, or manipulate the trading prices of the securities and its derivatives with others. When an employee leaves the Company, he or she shall hand over the relevant inside information of the Company and must not disclose the above information.

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting by the Shareholders

Two or more Shareholders who jointly hold 10% or more of the shares carrying rights to vote at the proposed meeting may request the Board to convene an extraordinary general meeting or class shareholders' meeting by signing a written requirement or several copies with the same format and content, and to illustrate the subject of the meetings. If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of meeting within 5 days upon making the Board decision. The Board shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receiving the foresaid written requirement. If the Board fails to issue a notice of convening such meeting within 30 days from the date of receipt of the aforesaid written requisition, the Shareholders who raise the requisition may themselves may convene the meeting within four months from the date of receipt of the requisition by the Board. The procedures of convening the meeting shall be similar as those of convening a general meeting by the Board as far as possible.

### Putting forward proposals at the general meeting

The Shareholders solely or aggregately holding more than 3% of Shares of the Company may make an interim draft resolution to the convener in writing 10 days before the convening of the Shareholders' general meeting. The convener shall, within 2 days after receipt of the draft resolution, issue a supplementary notice of Shareholders' general meeting and announce the

### 向董事會作出查詢

股東提出有關信息或者索取資料的，應當向公司提供證明其持有公司股份的種類以及持股數量的書面文件，公司經核實股東身份並收到合理費用後按照股東的要求予以提供。

### 聯絡詳情

股東可透過以下方式發送上述查詢或要求：

地址：中國廣東省汕頭市龍湖區嵩山北路 235 號聯席公司秘書姚潔晞收（註明收件人為聯席公司秘書）

傳真：86-0754-82752026

電郵：Yaojiexi@charmacy.cn

為免生疑，股東須將簽妥的要求書、通告或聲明或查詢（視情況而定）的正本寄發至以上地址，並提供彼等的姓名、聯絡詳情及確認文件以令該等函件生效。股東資料可按法律規定披露。

股東如需任何協助，亦可致電本公司，號碼為 86-0754-88109272。

### 組織章程文件

本公司於 2022 年 6 月 6 日召開的 2021 年度股東週年大會上批准組織章程細則修訂，修訂經營範圍以符合業務發展所需以及 2022 年 7 月 13 日第二次臨時股東大會批准組織章程細則修訂，修訂董事會人數以符合業務發展所需。除上述外，於 2022 年內本公司章程並無發生重大變動。

### 投資者關係及溝通

content of such interim draft resolution.

### Making enquiry to the Board

Shareholders who request related information or ask for information shall provide the Company with the written documents proving their types of Shares and the number of Shares being held. The Company would provide related information in accordance with the request of Shareholders after verifying the identity of Shareholders and receiving reasonable fees.

### Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Joint Company Secretary, Yao Jiexi, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC (For the attention of Joint Company Secretary)

Fax: 86-0754-82752026

Email: Yaojiexi@charmacy.cn

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Shareholders may call the Company at 86-0754-88109272 for any assistance.

### CONSTITUTIONAL DOCUMENT

At the 2021 Annual General Meeting of the Company held on 6 June 2022, the Company approved amendments to the Articles of Association to amend the scope of operations to meet the needs of business development, and the second interim general meeting on 13 July 2022 approved amendments to the Articles of Association to amend the number of members of the Board to meet the needs of business development. Apart from the above, there were no material changes to the Company's Articles of Association during 2022.

### INVESTOR RELATIONS AND COMMUNICATION

董事會深知與全體股東保持良好溝通的重要性。本公司相信維持高透明度乃為提升投資者關係的關鍵所在。本公司設立了股東通訊政策及承諾向其股東及公眾投資者公開且及時地披露公司資料。

本公司透過公司刊物（包括年報及公告）為股東提供最新的業務發展及財務表現。本年報提供本公司截至2022年12月31日止年度的業務資料。股東週年大會為董事會及其股東提供寶貴的直接溝通機會，而本公司亦透過其網站(<http://www.chmyy.com>)向公眾及其股東提供另一種溝通渠道。所有公司通訊及本公司的最新信息均可於本公司的網站獲取。

於截至2022年12月31日止年度，董事會已檢討股東通訊政策的實施和認為股東通訊政策有效。

The Board recognises the importance of good communications with all Shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company has established the shareholders' communication policy and is committed to a policy of open and timely disclosure of corporate information to its Shareholders and public investors.

The Company updates its Shareholders on its latest business developments and financial performance through its corporate publications including annual reports and public announcements. Information about the Company's business for the year ended 31 December 2022 has been provided in this annual report. While the annual general meeting provides a valuable forum for direct communication between the Board and the Shareholders, the Company also maintains its website (<http://www.chmyy.com>) to provide an alternative communication channel for the public and its Shareholders. All corporate communication and Company's latest updates are available on the Company's website.

For the year ended 31 December 2022, the Board reviewed the implementation of the shareholders' communication policy and considered the shareholders' communication policy effective.

## 董事會報告

本公司董事會欣然提呈本集團 2022 年度報告及截至 2022 年 12 月 31 日止年度的財務報表。

### 主要業務及業務回顧

本公司的主要活動為於中國分銷醫藥產品。而本公司附屬公司之主要活動載於審計報告附註八。報告期內的業務回顧、本集團未來業務發展的討論及年內本集團按主要財務表現指標作出的本集團表現分析載於本年報的管理層討論及分析。

### 業績和股息

本集團截至 2022 年 12 月 31 日止年度業績和於 2022 年 12 月 31 日本集團的財務狀況載於財務報表。

董事會建議就截至 2022 年 12 月 31 日止年度派發末期股息每股人民幣 0.45 元（含稅），惟須由本公司股東於本公司將於 2023 年 5 月 31 日召開的股東週年大會上批准後作實，而於批准後，本公司 H 股全流通股東末期股息將以人民幣派付，而本公司其他 H 股股東末期股息將以港元派付。以港幣發放的末期股息計算的匯率以於股東週年大會批准末期股息當日之前五個工作日中國人民銀行公佈的人民幣兌換港幣平均基準匯率為準。預期末期股息將於 2023 年 7 月 20 日支付。本公司將於適當時候公佈有關派付股息記錄日期及暫停辦理本公司股份過戶登記相關日期的詳情。（2021 年度末期股息：無）。

### 股息政策

本公司可以現金或股票的形式分配股利。分派股息由董事會酌情提議，並須經股東批准。日後宣派或派付任何

## DIRECTORS' REPORT

The Board of the Company are pleased to present 2022 annual report together with the Financial Statements of the Group for the year ended 31 December 2022.

### PRINCIPAL BUSINESS AND BUSINESS REVIEW

The principal business of the Company is pharmaceutical products distribution in the PRC. The principal activities of the subsidiaries of the Company are set out in Note VIII of the audit report. Business review during the reporting period, discussion on the future business development of the Group and performance analysis of the Group within the year based on key financial performance indicators are set out in the Management Discussion and Analysis of this annual report.

### RESULTS AND DIVIDENDS

The Group's annual results for the year ended 31 December 2022 and its financial positions as at 31 December 2022 are set out in the Financial Statements.

The Board recommends the payment of a final dividend of RMB0.45 per share (tax inclusive) for the year ended 31 December 2022, which is subject to the approval by the shareholders of the Company at the AGM and, final dividend for full circulation H shareholders of the Company will be paid in RMB, and the final dividend for other H shareholders of the Company will be paid in Hong Kong dollars. The exchange rate for the final dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Renminbi to Hong Kong dollars as announced by the PBOC during the five business days preceding the date of approval of the final dividend at the AGM. The final dividend is expected to be paid on 20 July 2023. The Company will announce the details in relation to the record date of dividend payment and the relevant dates when the registration of the Company will be closed, when appropriate. (2021 final dividend: Nil).

### DIVIDEND POLICY

The Company may distribute dividends by way of cash or shares. The distribution of dividends is proposed by the Board in its discretion after the approval of the Shareholders. The policy on



股息的決策以及股息金額視乎多項因素而定，包括公司的經營業績、現金流量、財務狀況、經營與資本開支需要、按中國公認會計準則確定的可供分配利潤、公司章程、中國公司法和任何其他有關中國法律法規以及本公司董事認為相關的其他因素。

本公司繳納有關稅項後的利潤，按下列順序分配：（一）彌補虧損；（二）提取法定盈餘公積金；（三）提取任意盈餘公積金；（四）支付普通股股利。

本公司應提取稅後利潤的百分之十作為法定盈餘公積金。法定盈餘公積金累積金額已達註冊資本百分之五十時可不再提取。任意盈餘公積金按照股東大會決議在提取法定盈餘公積金後從本公司利潤中另外提取。

本公司未彌補虧損和提取法定公積金之前，不得分配股利或以紅利形式進行其它分配。公司股利不附帶任何利息，除非本公司沒有在公司股利應付日將有關股息派發予股東。

## 儲備

本集團截至 2022 年 12 月 31 日止年度的儲備變動詳情載於本年報內的合併權益變動表。於 2022 年 12 月 31 日，本公司的可分派儲備約為人民幣 207.49 百萬元。

## 最近五年財務摘要

本集團自 2018 年 12 月 31 日止年度至 2022 年 12 月 31 日止年度最近五年的業績、資產及負債的財務摘要載於財務摘要。本摘要表並不構成財務報表的部分。

the declaration or payment of any dividends in the future and the amount of dividends are depended on a number of factors, including the Company's operating results, cash flows, financial positions, operating and capital expenditure requirements, distributable profits determined in accordance with PRC GAAP, the Company's articles of association, the Company Law of the PRC and any other relevant laws and regulations of the PRC, and other factors that the Directors of the Company considered to be relevant.

The profits of the Company after paying relevant taxes are distributed in the following order: (1) covering the losses; (2) withdrawing the statutory surplus reserve; (3) withdrawing the discretionary surplus reserve; and (4) paying the ordinary shares dividends.

The Company shall withdraw 10% of profit after tax as statutory surplus reserve. If the accumulated amount of statutory surplus reserve has reached 50% of the registered capital, it can no longer be withdrawn. The discretionary surplus reserve is additionally withdrawn from the Company's profits after the withdrawal of statutory surplus reserve in accordance with the resolution at the general meeting.

The Company shall not distribute dividends or carry out other distributions in the form of dividends until it has covered the losses and withdrawn statutory reserve. The Company's dividends are not subject to any interest, unless it does not distribute the relevant dividends to the Shareholders on its dividend payable date.

## RESERVES

The details of changes in reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of change in equity in this annual report. As at 31 December 2022, the distributable reserve of the Company amounted to about RMB207.49 million.

## LAST FIVE-YEAR FINANCIAL SUMMARY

A financial summary of the results, assets and liabilities of the Group for the last five years ended 31 December 2018 to 31 December 2022 is set out in financial summary. This summary does not form part of the Financial Statements.

## 股本

截至 2022 年 12 月 31 日止年度公司股本變動的詳細信息載於財務報表附註六.27。

## 年末未分配利潤

於 2022 年 12 月 31 日，本集團未分配利潤為人民幣 179.36 百萬元。本集團之分配利潤於 2022 年的變動詳情載於財務報表附註六.31。

## 主要風險及不確定性

### (1) 供應商和所獲供應產品質量

本集團作為藥品分銷商對供應商營運和產品質量的控制力有限或根本無控制力，供應商未必能持續為我們提供無缺陷且符合本集團質量標準的產品。

因此，倘包裝並無受損且妥善附帶檢查報告等相關文件，則本集團無法知曉產品內部質量是否有問題，故倘本集團供應商未能供應符合質量標準的貨品，則本集團或會因銷售偽劣藥物而受到行政處罰。

本公司按照 GSP 規範的要求制定了嚴格的供應商和產品資質的審核制度、藥品質量內控制度，並輔以信息化系統，保證其內控制度得以有效執行。同時，本公司與供應商均簽訂了《醫藥商品質量保證協議書》，約定供應商對其提供的在有效期內的產品質量負責，由此引起的一切損失由供應商承擔。

### (2) 毛利率及純利率偏低

本集團作為藥品分銷商的利潤率偏低。採購成本的任何增加或售價下跌均會嚴重影響我們的利潤。此外，我

## SHARE CAPITAL

Details of changes in share capital of the Company for the year ended 31 December 2022 are set out in Note VI. 27 to the Financial Statements.

## UNALLOCATED PROFITS AT THE END OF THE YEAR

As at 31 December 2021, the Group's unallocated profits amounted to RMB179.36 million. Details of the movements in the unallocated profits of the Group in 2022 are set out in Note VI. 31 to the Financial Statements.

## PRINCIPAL RISKS AND UNCERTAINTIES

### (1) Suppliers and the quality of products provided

As a pharmaceutical distributor, the Group has limited or no control over the operation and quality of products of the suppliers. The suppliers may not always be able to provide products which satisfy the quality standard of the Group and with no defects.

As such, in the case that there are no damage in packaging and relevant documentation including inspection report are properly attached, the Group would not be able to know whether there are any problem in the internal quality of the products and hence could be subject to administrative punishment for selling inferior drugs if the suppliers of the Group fail to supply goods that meet the quality standard.

Complemented by information system, the Company has established a stringent verification system for suppliers and product quality and internal control system for drug quality in accordance with GSP so as to ensure that the internal control system could be effectively implemented. Meanwhile, the Company has entered into an Agreement on Quality Assurance of Pharmaceutical Products with suppliers, pursuant to which it was agreed that suppliers shall be responsible for the quality of products provided by it during the term of the agreement and all loss arising thereby shall be borne by suppliers.

### (2) Low gross profit margin and net profit margin

As a pharmaceutical distributor, the Group has low profit margins. Any increase in procurement cost or decrease in selling price would therefore significantly affect our profits. In addition,

們自生產供應商直接或間接賺取採購折扣，有關採購折扣對我們的毛利屬重大。若取得的採購折扣金額減少導致毛利率及純利率降低，本集團的經營業績或會受到不利影響。

本公司通過以下方式持續地提高毛利率：1) 加快對零售藥店和診所、衛生站等終端網路的擴展；2) 持續優化產品結構，與國內外知名廠商加強合作，提高一級經銷產品的品種和規模，從供應商獲取更高的商業折扣；3) 持續引進適銷、毛利率高的優質產品，包括中藥飲片、保健產品、醫療器械等，增強產品組合；及 4) 主動淘汰部分毛利率及存貨周轉率較低的產品。

### **(3) 政策和法規調整的風險**

醫藥流通行業屬於嚴格監管的行業，受政策影響較大。中國國務院、商務部、國家發改委以及國家食藥監總局、地方食藥監局等行政主管部門為促進行業的健康發展，先後制定和頒佈了包括藥品經營資質和質量管理規範、兩票制、醫藥分開等方面的政策和法規。這些政策和法規的實施深度影響了行業發展方向與未來的市場競爭格局，不規範運營、不重視產品質量管理、服務網路較小和服務能力較弱的企業將逐步被淘汰或整合。隨著醫藥改革的不斷深入，相關政策和法規也將隨之變化。若本公司目前的經營策略跟不上未來行業政策的變化，則本公司在未來競爭中將失去優勢地位。

本公司將不斷在行業政策和法規不斷

we earn purchase discounts directly or indirectly from our manufacturer suppliers and such purchase discounts are significant to our gross profit. If there is a decrease in the amount of purchase discounts received which result in a decrease in gross profit margin and net profit margin, the results of operation of the Group may be adversely affected.

The Company increased its gross profit margin continuously through the following ways: 1) actively expand the terminal network of retail pharmacy stores, clinics and health centers; 2) continue to optimize the product structure; strengthen the cooperation with well-known domestic as well as international manufacturers; expand the variety and scale of primary distribution products; and obtain higher commercial discounts from suppliers; 3) in order to strengthen our product portfolio, continue to introduce quality products which are easy to sell and has high gross profit margin, including Chinese medical drink and pill, healthcare products and medical device; and 4) take the initiative to wipe off products with low gross profit margin and inventory turnover.

### **(3) Risk of adjustments to policies and regulations**

The pharmaceutical distribution industry is a strictly regulated industry and is greatly affected by policies. In order to promote the healthy development of the industry, the State Council of the PRC, the Ministry of Commerce of the PRC, the National Development and Reform Commission, the State Food and Drug Administration, local food and drug administrations and other administrative authorities have successively formulated and promulgated various policies and regulations including Good Supply Practice for Pharmaceutical Products, Two-Invoice System and separation of pharmacy and medicine. The implementation of these policies and regulations has profoundly affected the development direction of the industry and the future competitive landscape of the market. Enterprises that do not standardize operations, and do not attach importance to product quality management and have small service networks and weak service capabilities, will be gradually eliminated or consolidated. As the pharmaceutical reform continues to deepen, the relevant policies and regulations will change accordingly. If the current business strategy of the Company cannot keep up with the future changes in industry policies, the Company will lose its advantageous position in future competition.

The Company will continue to strictly regulate its own operations

調整的過程中，嚴格規範自身的經營和管理，順應醫藥流通行業發展趨勢的同時，持續堅持本公司的戰略規劃，根據市場需求調整業務重心，進而取得可持續的發展。

### 與僱員、客戶及供應商之主要關係

本集團認為，本集團骨幹員工有助於本集團未來發展，且彼等的行業知識、市場瞭解及其真誠服務有助於本集團維持市場競爭力。本集團重視僱員的個人能力提升及職業發展，為員工提供相應的培訓課程。

本集團與現有及潛在客戶和供應商維持緊密穩定的關係。作為醫藥生產商與客戶的橋樑，瞭解市場趨勢及客戶多樣化需求，有助於為醫藥生產企業以更具成本效益的方式覆蓋更廣的銷售網路，有助於提供豐富的產品組合滿足客戶不同的需求及確保穩定及時供貨。

### 主要客戶及供應商

截至2022年12月31日止年度，來自本集團前五大客戶的收入佔本集團總收入比例及前五大供應商佔本集團採購額均少於30%。

本集團的最大供應商為廣州白雲山醫藥集團股份有限公司旗下的附屬公司。據董事所知，董事或彼等的任何聯繫人或任何擁有本公司已發行股本5%以上權益的股東在年內概無於本集團五大客戶及供應商擁有任何實益權益。

### 附屬公司

截至2022年12月31日止年度本公司附屬公司的詳情載於財務報表

and management in the process of continuous adjustments of industry policies and regulations, and while adapting itself to the development trend of the pharmaceutical distribution industry, it will continue to adhere to its strategic planning, and adjust business focus according to market demand in order to achieve sustainable development.

### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group believes that the core staff of the Group is the key to the future development of the Group. The Group is able to maintain its market competitiveness with their knowledge in the industry and the understanding of the market as well as their sincere services. The Group puts great emphasis on individual ability enhancement and career development of staff and provides corresponding training courses for the staff.

The Group maintains a close and stable relationship with existing and potential customers and suppliers. As a bridge between the pharmaceutical manufacturers and the customers, the Group is familiar with the market trend and the diversified demand of customers, which would extend the sales network coverage for the pharmaceutical manufacturing enterprises in a more cost effective way. Enriched product portfolio can be provided for satisfying different demand of customers and ensuring a stable supply in a timely manner.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended December 31, 2022, both the revenue contribution from the Group's top five customers and the purchase from top five suppliers out of total purchase were less than 30%.

The largest supplier of the Group is a subsidiary of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited. To the best knowledge of the Directors, none of the Directors, their associates or any Shareholders who own more than 5% of the Company's issued share capital had any beneficial interests in any of the Group's five largest customers or suppliers during the year.

### SUBSIDIARIES

Details of the subsidiaries of the Company for the year ended 31 December 2022 are set out in Note VIII to the Financial

附註八。

## 固定資產

有關本集團於 2022 年內固定資產變動的詳情於財務報表附註六.9。

## 借款

本集團於 2022 年 12 月 31 日的借貸詳情載於財務報表附註六.15、24。於 2022 年 12 月 31 日，本集團已抵押賬面總值約人民幣 652.52 百萬元的物業、廠房、設備、土地使用權及存貨，以獲取向本集團授出的銀行融資（2021 年：約人民幣 753.63 百萬元）。

## 環境保護

本集團長期關注環境保護問題，致力於為環境保護做貢獻。本集團嚴格遵守中國有關環境保護的法律法規，於業務活動中儘量減少對環境的影響並將提醒員工遵循此準則。此外，本集團亦通過採用國 IV 排放標準的柴油車進行藥品物流配送、控制營運的用電量及用水量，節約紙張使用等措施以減少對環境的影響。

## 遵守法律及法規

本公司的註冊地和經營業務均在中國內地，經營管理受到內地相關法規的嚴格監管。同時，本公司在香港聯交所主板上市，又受到相關條例的約束。因兩地相關法律法規存在一定的差異，本公司在公司治理、信息披露、股息政策、併購、關聯交易等方面可能會受到多重約束。董事會關注本集團有關遵守法律及監管規定方面之政策及常規。本集團已聘用中國及香港法律顧問，確保本集團之交易及業務乃於適用的法律框架內進行。本

Statements.

## FIXED ASSETS

Details of changes in fixed assets of the Group during the year of 2022 are set out in Note VI.9 to the financial statements.

## BORROWINGS

Particulars of borrowings of the Group as at 31 December 2022 are set out in Note VI.15 and 24 to the Financial Statements. As at 31 December 2022, the Group's property, plant and equipment, land use right and inventories with total carrying amount of approximately RMB652.52 million have been pledged to secure banking facilities granted to the Group (2021: approximately RMB753.63 million).

## ENVIRONMENTAL PROTECTION

The Group, with its long-term focus on protecting the environment, is committed to making contribution to environmental protection. Apart from its strict compliance with the PRC laws and regulations on environmental protection, the Group tries to minimize its environmental impact during business operations and remind its staff of following such minimization practice. Furthermore, the Group has adopted the diesel vehicles that comply with the National IV emission standard in pharmaceutical logistics and the control of electricity and water consumption during operation; the Group also has other measures in place, such as reducing paper consumption, to mitigate the environmental impact.

## COMPLIANCE WITH LAWS AND REGULATIONS

As the Company incorporated and operates its business in mainland China, the operation and management are strictly regulated by relevant laws and regulations in the mainland. Meanwhile, as the Company is listed on the Main Board of the Hong Kong Stock Exchange, it is subject to the relevant regulations. Due to the certain differences in relevant laws and regulations between two places, the Company could be bound in various areas such as corporate governance, information disclosure, dividend policy, merger and acquisition, and related transactions. The Board is concerned about the policies and practices to comply with the requirements of laws and regulations in relation to the Group. The Group has engaged, legal advisors

集團已把相關法律及法規納入內部管理制度內，持續監督員工遵守。本集團已於 2022 年度嚴格遵守相關的法律及法規。

## 董事與監事服務合約

於本年度及截至本報告日期在任的本公司董事如下：

### 執行董事

姚創龍（主席）

鄭玉燕

林志雄（於 2022 年 4 月 8 日辭任）

張寒孜（於 2022 年 7 月 13 日委任）

### 非執行董事

李偉生（於 2023 年 4 月 17 日辭任）

嚴京斌（於 2022 年 6 月 6 日委任）

付征（於 2022 年 7 月 13 日委任）

### 獨立非執行董事

尹智偉

周濤

關鍵

執行董事姚創龍先生與鄭玉燕女士已與本公司訂立服務合約，自 2021 年 5 月 31 日起，為期三年，惟須於不少於三個月前以書面形式通知對方予以終止；張寒孜女士已與本公司於 2022 年 7 月 13 日訂立服務合約，自 2022 年 7 月 13 日起，任期至下一屆董事會生效日結束，惟須於不少於三個月前以書面形式通知對方予以終

to PRC and Hong Kong laws to ensure the transactions and business of the Group are conducted subject to the applicable laws. The Group has included the related laws and regulations into the internal management system in order to supervise the staff to comply on an ongoing basis. The Group has strictly complied with relevant laws and regulations for the year ended 31 December 2022.

## SERVICE CONTRACTS WITH DIRECTORS AND SUPERVISORS

The Directors of the Company who held office during the year and up to the date of this report are as follows:

### Executive Directors

Yao Chuanglong (Chairman)

Zheng Yuyan

Lin Zhixiong (resigned on 8 April 2022)

Zhang Hanzi (appointed on 13 July 2022)

### Non-executive Directors

Li Weisheng (resigned on 17 April 2023)

Yan Jingbin (appointed on 6 June 2022)

Fu Zheng (appointed on 13 July 2022)

### Independent non-executive Directors

Wan Chi Wai Anthony

Zhou Tao

Guan Jian

Mr. Yao Chuanglong and Ms. Zheng Yuyan, the executive Directors have entered into a service contract with the Company for a term of three years from the 31 May 2021 and subject to termination by not less than three months' notice in writing served by either party on the other; Ms. Zhang Hanzi has entered into a service contract with the Company on 13 July 2022 for a term of three years from 13 July 2022 subject to termination by not less than three months' notice in writing served by either party on the other.

止。

每名獨立非執行董事已與本公司於 2021 年 5 月 31 日訂立聘任書，自 2021 年 5 月 31 日起，為期三年，惟須於不少於三個月前以書面形式通知對方予以終止。

非執行董事李偉生先生已與本公司於 2021 年 5 月 31 日訂立聘任書，自 2021 年 5 月 31 日起，為期三年，惟須於不少於三個月前以書面形式通知對方予以終止；嚴京斌先生已與本公司於 2022 年 6 月 6 日訂立聘任書，自 2022 年 6 月 6 日起，任期至下一屆董事會生效日結束，惟須於不少於三個月前以書面形式通知對方予以終止；付征女士已與本公司於 2022 年 7 月 13 日訂立聘任書，自 2022 年 7 月 13 日起，任期至下一屆董事會生效日結束，惟須於不少於三個月前以書面形式通知對方予以終止。

概無董事與本公司或本公司附屬公司訂立不可於一年內由本公司終止而毋須支付賠償（法定賠償除外）的服務合約。

根據上市規則第 3.13 條規定，本公司已接獲每位獨立非執行董事關於彼等於本年度獨立性的確認書，而所有獨立非執行董事均仍被視為獨立。

於本年度及截至本報告日期在任的本公司監事如下：

#### 監事

張玲（主席）

鄭禧玥

林志傑

本公司監事會於 2022 年度內召開兩

Each of the independent non-executive Directors has entered into a letter of appointment with the Company on 31 May 2021 for a term of three years from 31 May 2021 and subject to termination by not less than three months' notice in writing served by either party on the other.

Mr. Li Weisheng, a non-executive Director, has entered into a letter of appointment with the Company on 31 May 2021 for a term of three years from 31 May 2021 subject to termination by not less than three months' notice in writing served by either party on the other; Mr. Yan Jingbin has entered into a letter of appointment with the Company on 6 June 2022 for a term of three years from 6 June 2022 subject to termination by not less than three months' notice in writing served by either party on the other; Ms. Fu Zheng has entered into a letter of appointment with the Company on 13 July 2022 for a term of three years from 13 July 2022 subject to termination by not less than three months' notice in writing served by either party on the other.

None of the Directors has a service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation on independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

The Supervisors of the Company who held office during the year and up to the date of this report are as follows:

#### Supervisors

Zhang Ling (Chairlady)

Zheng Xiyue

Lin Zhijie

The Board of Supervisors of the Company held second meetings

次會議。監事會於 2022 年進行的會議及活動的詳情載於本年報中的監事會報告。

各監事已於 2021 年 5 月 31 日與本公司訂立服務合同，為期三年，並可膺選連任。

概無監事與本公司訂立任何本公司不可於一年內在無賠償（除法定賠償外）情況下終止的服務。

### 董事、監事及僱員酬金

董事、監事酬金及本公司五名最高薪酬人士之詳情載於財務報表附註十、（四）、1 及 2。

董事酬金由本公司薪酬委員會建議，經股東於本公司股東週年大會授權董事會批准，並參考彼等投入本集團之時間、職責、可比較公司支付之薪金，本集團其他部門僱傭條件及以表現為基準之薪酬釐定。概無董事參與決定彼等個人酬金。

### 薪酬政策

本集團的薪酬政策乃根據個別員工的表現及中國的薪酬趨勢而制定，並會定期檢討。本集團亦會視乎其盈利能力向員工發放酌情花紅，作為彼等對本集團作出貢獻的獎勵。本集團暫無長期獎勵計劃。

### 董事及監事於交易、安排或合約的權益

除所披露者之外，董事及監事（或其有關連的實體）於年末或年內任何時間並無直接或間接於任何與本公司，或其任何控股公司或附屬公司訂立的重大交易、安排或合約中擁有重大權

during 2022. Details of the meetings and events conducted by the Board of Supervisors during 2022 are set out in the Board of Supervisors' report of this annual report.

Each of the Supervisors has entered into a service contract on 31 May 2021 with the Company for a term of three years from 31 May 2021 and may be re-elected.

No Supervisor has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### EMOLUMENTS OF THE DIRECTORS, SUPERVISORS AND EMPLOYEES

Details of the emoluments of Directors and Supervisors and the five highest paid individuals of the Company are set out in Note X.(IV).1 and 2 to the Financial Statements.

The emoluments of the Directors are recommended by the Remuneration Committee of the Company and approved by the Board, as authorized by Shareholders in the annual general meeting of the Company, having regard to their time commitment and responsibilities in the Group, the salaries paid by comparable companies, employment conditions elsewhere in the Group and performance-based remuneration. No Directors are involved in deciding their own remuneration.

### REMUNERATION POLICY

The Group's remuneration policies are formulated on the performance of individual employee and on the basis of the salary trends in PRC, and will be reviewed regularly. Subject to its profitability, the Group may also distribute discretionary bonus to its employees as an incentive for their contribution to the Group. The Group has no long-term incentive plan.

### DIRECTORS AND SUPERVISORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as otherwise disclosed, there was no material transaction, arrangement or contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a Director or Supervisor (or its connected entities) directly or indirectly had a material interest subsisted at the end of the



益。

### 管理合約

除董事服務合約外，於 2022 年，本公司概無與任何個人、公司或法人團體訂立管理本公司整體或任何重大部分的任何業務的任何合約。

### 董事、監事及高級管理層簡歷

董事、監事及本集團高級管理層簡歷於本年報的「董事、監事及高級管理人員履歷」一節披露。

### 控股股東之不競爭承諾

為更好保障本集團免受任何潛在競爭，姚創龍先生已與本公司訂立不競爭契據，姚創龍先生不可撤銷及無條件向本公司承諾，自上市日期起及只要本公司 H 股（「H 股」）仍然於聯交所上市及(i)姚先生直接或間接擁有我們不少於 30%已發行股份的權益；或(ii)姚創龍先生仍然為我們的執行董事，姚創龍先生將並促使其聯繫人：

(a) 不會直接或間接從事、參與任何與本集團現有業務活動或本集團日後可能從事的任何業務活動競爭或可能競爭的任何業務，或持有當中任何權利或權益或向其提供任何服務或以其他方式參與有關業務；

(b) 不會直接或間接採取對本集團業務活動構成干擾或中斷的任何行動，包括但不限於招攬本集團客戶、供應商及員工；

(c) 知會董事會有關姚創龍先生（包括其聯繫人）與本集團之間存在潛在利益衝突的任何事宜，尤其是姚創龍先生（包括其聯繫人）與本集團之間的

year or at any time during the year.

### MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage the whole or any substantial part of any business of the Company during 2022.

### BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Biographical details of the Directors, Supervisors and senior management of the Group are disclosed in the section headed “Biographies of Directors, Supervisors and Senior Management” of this annual report.

### DEED OF NON-COMPETITION BY CONTROLLING SHAREHOLDER

To better safeguard the Group from any potential competition, Mr. Yao Chuanglong has entered into the deed of non-competition with the Company whereby Mr. Yao Chuanglong irrevocably and unconditionally, undertakes with the Company that with effect from the Listing Date and for as long as H shares of the Company (the “H Shares”) remain listed on the Stock Exchange and (i) Mr. Yao is, directly or indirectly, interested in not less than 30% of our Shares in issue; or (ii) Mr. Yao Chuanglong remains as our executive Director, Mr. Yao Chuanglong shall, and shall procure that his associates shall:

(a) not directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the existing business activities of the Group or any business activities which the Group may undertake in the future;

(b) not take any direct or indirect action which constitutes an interference with or a disruption to the business activities of the Group including, but not limited to, solicitation of customers, suppliers and staff of the Group;

(c) keep our Board informed of any matter of potential conflicts of interests between Mr. Yao Chuanglong (including his associates) and the Group, in particular, a transaction between Mr. Yao Chuanglong (including his associates) and the Group;

交易；及

(d)應本公司要求於可行情況下儘快提供有關其遵守不競爭契據條款的書面確認函及彼等各自對在本公司年報中載入該確認函而作出的同意，以及本公司可能合理要求的所有該等資料以供審閱。

此外，姚創龍先生謹此不可撤銷及無條件承諾，若其或其聯繫人（本集團成員公司除外）獲提供與本集團任何產品及／或服務有關的任何新商機（「商機」），其將轉交或促使有關聯繫人轉交商機予本集團，並提供有關所需資料，以便本集團評估商機的價值。

姚創龍先生將提供或促使其聯繫人提供一切有關合理協助，以便本集團把握該商機。倘其（或其聯繫人）計劃參與或從事可能與本集團現有業務活動直接或間接競爭的任何新活動或新業務，則須給予本公司參與或從事商機的優先選擇權，且除非獲本公司事先書面同意，否則將不會參與或從事該等活動。姚創龍先生及其聯繫人（本集團成員公司除外）概不會競逐商機，除非本集團因商業原因決定放棄商機。本公司的任何決策均須經我們的獨立非執行董事考慮本集團當時的業務及財務資源、商機所需的財務資源及（如必要）專家對商機在商業可行性方面的意見後批准。姚創龍先生進一步不可撤銷及無條件地承諾，其將(i)向本集團提供執行不競爭契據所載承諾所需的一切資料；及(ii)每年向本公司確認其是否已遵守該等承諾。

不競爭契據將於以下日期（以最早者為準）不再具有任何效力：

and

(d) provide as soon as practicable upon the Company's request a written confirmation in respect of compliance by it with the terms of the deed of non-competition and their respective consent to the inclusion of such confirmation in the Company's annual report and all such information as may be reasonably requested by the Company for its review.

In addition, Mr. Yao Chuanglong hereby irrevocably and unconditionally, undertakes that if any new business opportunity relating to any products and/or services of the Group (the "Business Opportunity") is made available to him or his associates (other than members of the Group), he will direct or procure the relevant associate to direct such Business Opportunity to the Group with such required information to enable the Group to evaluate the merits of the Business Opportunity.

Mr. Yao Chuanglong shall provide or procure his associates to provide all such reasonable assistance to enable the Group to secure the Business Opportunity. If he (or his associates) plans to participate or engage in any new activities or new business which may, directly or indirectly, compete with the existing business activities of the Group, he shall give the Company a first right of refusal to participate or engage in the Business Opportunity and will not participate or engage in these activities unless with the prior written consent of the Company. None of Mr. Yao Chuanglong and his associates (other than members of the Group) will pursue the Business Opportunity unless the Group decides not to pursue the Business Opportunity because of commercial reasons. Any decision of the Company will have to be approved by our independent non-executive Directors taking into consideration the prevailing business and financial resources of the Group, the financial resources required for the Business Opportunity and, where necessary, any expert opinion on the commercial viability of the Business Opportunity. Mr. Yao Chuanglong further irrevocably and unconditionally undertakes that he will (i) provide to the Group all information necessary for the enforcement of the undertakings contained in the deed of non-competition; and (ii) confirm to the Company on an annual basis as to whether he complies with such undertakings.

The deed of non-competition will cease to have any effect on the earliest of the date on which:

(a) 本公司變成由姚創龍先生及／或其聯繫人全資擁有；

(b) 姚創龍先生及／或其聯繫人所持已發行股份的實益股權總額（不論直接或間接）跌至低於已發行股份數目的30%，且姚創龍先生不再為我們的執行董事；或

(c) H 股不再於聯交所上市。

控股股東姚創龍先生已向本公司確認於截至 2022 年 12 月 31 日止年度遵從其不競爭契據承諾。

本公司獨立非執行董事已審閱有關合規情況，並已得到本公司控股股東的確認，按此確認基準，彼等認為本公司控股股東已遵守不競爭契據，且此等不競爭契據亦已由本公司根據其條款強制執行。

## 關連交易

本集團於截至二零二二年十二月三十一日止年度內在一般業務過程中作出的關聯方交易詳情列載於財務報表附註十一、（二）6.內。除以下披露的與江藥的交易外，沒有任何載列於財務報表附註十一、（二）6. 的關聯方交易屬於上市規則第14A 章項下的關連交易或持續關連交易。本公司已符合上市規則第14A 章的披露規定。

截至二零二二年十二月三十一日止年度，本公司有下列持續性關連交易，該等交易的若干詳情已根據上市規則第 14A 章的規定披露。以下為相關關連交易的交易方資料：

(a) the Company becomes wholly-owned by Mr. Yao Chuanglong and/or his associates;

(b) the aggregate beneficial shareholding (whether direct or indirect) of Mr. Yao Chuanglong and/or his associates in the Shares in issue falls below 30% of the number of Shares in issue and Mr. Yao Chuanglong shall cease to be our executive Director; or

(c) the H Shares cease to be listed on the Stock Exchange.

Mr. Yao Chuanglong, the controlling shareholder, has confirmed to the Company of his compliance with the deed of non-competition provided to the Company for the year ended 31 December 2022.

The independent non-executive Directors of the Company had reviewed the status of compliance and received confirmation by the controlling shareholders of the Company and, on the basis of such confirmation, are of the view that the controlling shareholder of the Company has complied with the deed of non-competition and such deed of non-competition has been enforced by the Company in accordance with its terms.

## CONNECTED TRANSACTIONS

Details of related party transactions entered into in the ordinary course of business of the Group during the year ended 31 December 2022 are set out in note XI.(II) 6. to the Financial Statements. Save for the transactions with Jiangyao as disclosed below, no related party transactions set out in note XI.(II) 6. to the Financial Statements constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

During the year ended 31 December 2022, the Company had the following continuing connected transactions, and some details of such transactions have been disclosed in accordance with Chapter 14A of the Listing Rules. The following is the transaction party information related to the connected transactions:

關連人士名稱 Name of the connected person	簡稱 Abbreviation	與本集團之關連關係 Relationship with the Group
江藥集團有限公司 Jiangyao Group Co., Ltd.	江藥 Jiangyao	本公司的主要股東 A substantial shareholder of the Company

截至二零二二年十二月三十一日止年度，本集團根據下列協議訂立若干持續性關連交易：

#### A 銷售商品

2022年4月11日本集團與江藥簽訂框架銷售合同，由本集團向江藥及其附屬公司（「江藥集團」）銷售商品。截至2022年12月31日止年度的銷售商品交易上限和交易實際發生金額分別為人民幣160百萬元和人民幣0元。銷售商品協議中關於提供貨品主要條款及條件載列如下：

(1) 有效期限：自生效日期至2024年12月31日

(2) 標的事宜：本集團的任何成員均可在框架銷售合同的範圍內，不時就本集團作為主要分銷商的藥品、醫療器械、保健品和食品的銷售事宜，與江藥集團的任何成員簽訂單獨執行協議。任何此類執行協議均不得違反框架銷售合同的規定。

(3) 定價依據：產品的銷售價格應在對當時市場情況、訂單規模、技術條件、相關成本以及對獨立第三方客戶報價加以考慮後，由本集團與江藥集團根據正常商業條款經公平磋商後釐定並在執行協議中約定和說明，且對本集團而言，具體價格條款在任何情況下均應與本集團向獨立第三方客戶提供的條款相若。

#### B 採購商品

2022年4月11日本集團與江藥簽訂框架採購協議，由本集團向江藥集團

During the year ended 31 December 2022, the Group entered into several continuing connected transactions under the following agreements:

#### A. Sales of Goods

On 11 April 2022, the Group signed a framework sales contract with Jiangyao for selling goods to Jiangyao and its subsidiaries (the “**Jiangyao Group**”). For the year ended 31 December 2022, the upper limit and actual amount of transactions for sales of goods were RMB160 million and nil respectively. The main terms and conditions regarding the provision of goods in the sales contract are detailed as follows:

(1) Term: From the effective date to 31 December 2024

(2) Subject Matter: Any member of the Group may, within the scope of the framework sales contract, sign a separate execution agreement with any member of Jiangyao Group from time to time regarding the sales of drugs, medical devices, health products and food for which the Group acts as the main distributor. Any such execution agreement shall not violate the provisions of the framework sales contract.

(3) Pricing Basis: The sales price of the products shall be determined and stated in the execution agreement by the Group and Jiangyao Group through fair negotiation on the basis of normal commercial terms, taking into account the market situation, order size, technical conditions, relevant costs and quotations from independent third-party customers at the time. With respect to the Group, the specific price terms shall in any case be similar to the terms provided by the Group to independent third-party customers.

#### B. Purchase of Goods

On 11 April 2022, the Group signed a framework purchase agreement with Jiangyao for purchasing goods from Jiangyao

採購商品。截至 2022 年 12 月 31 日止年度的採購商品年度交易上限和交易實際發生金額分別為人民幣 160 百萬元和人民幣 21.47 百萬元。採購商品協定中主要條款及條件載列如下：

(1) 有效期限：自生效日期至 2024 年 12 月 31 日

(2) 標的事宜：本集團的任何成員均可在框架採購協議的範圍內，不時就江藥集團作為主要分銷商的藥品、醫療器械、保健品和食品的採購事宜，與江藥集團的任何成員簽訂單獨執行協議。任何此類執行協議均不得違反框架採購協議的規定。

(3) 定價依據：產品的採購價格應在對當時市場情況、訂單規模、技術條件、相關成本以及向獨立第三方供應商進行的其他採購加以考慮後，由本集團與江藥集團根據正常商業條款經公平磋商後釐定並在執行協議中約定和說明，且對本集團而言，具體價格條款在任何情況下均應與獨立第三方供應商所提供的條款相若。

#### C 融通資金費用

2022 年 11 月 8 日創美藥業股份有限公司第三屆董事會第十三次會議通過關於“公司接受關連方財務資助”的議案，向本公司主要股東江藥臨時借款 1 億元，借款期限為收到款項之日起三個月。根據該議案計算出本集團 2022 年度融通資金費用最高年度上限為人民幣 555,833.33 元，本年發生額為人民幣 442,250.00 元。該議案屬《上市規則》第 14A.90 條所規定的全面豁免範圍，因此豁免遵守《上市規則》第 14A 章所規定的報告、公告及獨立股東批准要求。

Group. For the year ended 31 December 2022, the upper limit and actual amount of transactions for purchasing goods are RMB160 million and RMB21.47 million respectively. The main terms and conditions in the purchase agreement are detailed as follows:

(1) Term: From the effective date to 31 December 2024

(2) Subject Matter: Any member of the Group may, within the scope of the framework purchase agreement, sign a separate execution agreement with any member of Jiangsu Yishang Group from time to time regarding the purchase of drugs, medical devices, health products and food for which Jiangyao Group acts as the main distributor. Any such execution agreement shall not violate the provisions of the framework purchase agreement.

(3) Pricing Basis: The purchase price of the products shall be determined and stated in the execution agreement by the Group and Jiangyao Group through fair negotiation on the basis of normal commercial terms, taking into account the market situation, order size, technical conditions, relevant costs and purchases from independent third-party suppliers at the time. With respect to the Group, the specific price terms shall in any case be similar to the terms provided by independent third-party suppliers.

#### C. Financing Expenses

On 8 November 2022, the 13<sup>th</sup> meeting of the third board of directors of Charmacy Pharmaceutical Co., Ltd. adopted a proposal on "acceptance by the Company of financial assistance from connected parties", so as to temporarily borrow RMB100 million from the substantial shareholder of the Company, Jiangyao, for a period of three months from the date on which the payment is received. According to such proposal, the maximum annual limit for the financing expenses of the Group in 2022 is calculated to be RMB555,833.33, and the amount incurred in current year is RMB442,250.00. Such proposal falls within the comprehensive exemption scope specified in Rule 14A.90 of the Listing Rules, so that the Company is exempted from the reporting, announcement and independent shareholder approval requirements specified in Chapter 14A of the Listing Rules.

## (二) 審計師確認

本公司核數師據中國財政部頒布的《中國註冊會計師其他鑒證業務準則第 3101 號-歷史財務信息審計或審閱以外的鑒證業務》及參照香港會計師公會頒布的《實務說明第 740 號-關於香港《上市規則》所述持續關連交易的核數師函件》報告本集團的持續關連交易。核數師已按照上市規則第 14A.56 條就上述持續性關連交易出具載有其發現及結論的無保留結論函件。

董事會已收到信永中和會計師事務所（特殊普通合夥）就上述持續關連交易的確認函，確認截至 2022 年 12 月 31 日止，就已披露的持續關連交易而言：

(i) 核數師沒有注意到任何事項，使核數師相信已披露的持續關連交易未獲得貴公司董事局的批准。(ii) 對於涉及貴集團提供商品或服務的交易，核數師並沒有注意到任何事項，使核數師相信該等交易在所有重大方面未符合貴公司的定價政策。(iii) 核數師沒有注意到任何事項，使核數師相信該等交易在所有重大方面未遵守影響該等交易的相關協議而進行。(iv) 就附屬的持續關連交易列表中載述的每項持續關連交易的總金額而言，核數師並沒有注意到任何事項，使核數師相信披露的持續關連交易已超過貴公司先前對該項已披露的持續關連交易於 2022 年 5 月 19 日作出的公告中所披露的最高年度總價值。

本公司已將核數師有關持續關連交易的函件副本呈交香港聯交所。

## (II) Confirmation by Auditor

The Company's auditor reported the Group's continuing connected transactions in accordance with the *Standards for Other Assurance Services of Chinese Certified Public Accountants No. 3101 - Assurance Services other than Audit or Review of Historical Financial Information* issued by the Ministry of Finance of the People's Republic of China and by reference to the *Practice Note No. 740 - Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. With respect to the aforementioned continuing connected transactions, the auditor has issued an unqualified conclusion letter containing its findings and conclusions in accordance with Article 14A.56 of the *Listing Rules*.

With respect to the aforementioned continuing connected transactions, the board of directors has received a confirmation letter from ShineWing Certified Public Accountants (Special General Partnership), confirming that as at 31 December 2022, for the disclosed continuing connected transactions:

(i) The auditor did not notice any matter that made it believe that the disclosed continuing connected transactions had not been approved by the board of directors of the Company; (ii) With respect to the transactions involving the provision of goods or services by the Group, the auditor did not notice any matter that made it believe that such transactions did not comply with the Company's pricing policy in all material aspects; (iii) The auditor did not notice any matter that made it believe that the transactions did not comply with the relevant agreements affecting such transaction in all material aspects; (iv) With respect to the total amount of each continuing connected transaction in the attached list of continuing connected transactions, the auditor did not notice any matter that made it believe that the disclosed continuing connected transaction had exceeded the maximum annual total value disclosed by the Company for such transaction in its previous announcement on 19 May 2022.

The Company has submitted to the Hong Kong Stock Exchange a copy of the auditor's letter regarding continuing connected transactions.

### (三) 獨立非執行董事確認

本公司獨立非執行董事已審閱本公司既有的內部控制程序及上文所載的持續性關連交易，並確認內部控制程序足夠有效，且該等持續性關連交易乃(i)在本集團的一般及日常業務過程中；(ii)按一般商業條款或不遜於獨立第三方向或獲本集團提供之條款；及(iii)根據規管該等交易之相關協議訂立，協議條款公平合理且符合本公司股東之整體利益。

### 根據上市規則第13.51B條將予披露之資料

根據上市規則第13.51B(1)條，於本公司2022年中期報告刊發後至本公司2022年年報期間，董事按第13.51(2)條第(a)至(e)段及第(g)段規定披露資料的變動如下：

自2023年4月17日起，李偉生先生已辭任非執行董事。

經本公司作出特定查詢及經董事及監事確認後，除上文披露外，董事並無其他資料需根據上市規則第13.51B(1)條作出披露。

### 董事、監事及最高行政人員於股份、相關股份及債權證之權益或淡倉

於2022年12月31日，董事、監事及本公司最高行政人員於本公司、其集團成員及／或相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有已記入根據證券及期貨條例第352條規定存置的登記冊之權益，或根據標準守則已知會本公司及

### (III) Confirmation by Independent Non-executive Directors

The independent non-executive directors of the Company have reviewed the existing internal control procedures of the Company and the aforementioned continuing connected transactions, and confirmed that, the internal control procedures are sufficient and effective, and that such continuing connected transactions are (i) in the ordinary and daily business course of the Group; (ii) based on the normal commercial terms or the terms not inferior to those provided by independent third parties or the Group; and (iii) entered into in accordance with the relevant agreements regulating such transactions, of which the terms are fair, reasonable, and in line with the overall interests of the shareholders of the Company.

### INFORMATION TO BE DISCLOSED PURSUANT TO RULE 13.51B OF THE LISTING RULES

In accordance with Rule 13.51B(1) of the Listing Rules, the changes to information required to be disclosed by the Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) between the date of announcement of the Company's 2022 Interim Report and the date of announcement of the Company's 2022 Annual Report is set out below:

With effect from 17 April 2023, Mr. Li Weisheng has resigned as a non-executive Director.

After making specific enquiries by the Company and confirmed by the Directors and the Supervisors, save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### INTERESTS OR SHORT POSITIONS OF THE DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE SHARES, UNDERLYING SHARES, AND DEBENTURES

As at 31 December 2022, so far as the Directors are aware of, the following persons/entities (other than any Directors, Supervisors or chief executives of the Company) had or deemed to have an interest or short position in the Shares or underlying Shares of the Company which fall 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 which had entered in the register required to be kept by the Company

聯交所的權益如下：

pursuant to section 336 of the SFO:

董事姓名 Name of Director	身份／權益性質 Capacity/Nature of interest	股份類別及數目 Class and number of Shares	佔已發行股本總額的 概約持股百分比 <sup>(2)</sup> Approximate shareholding percentage of the total issued share capital <sup>(2)</sup>
姚創龍先生 Mr. Yao Chuanglong	實益擁有人 Beneficial owner	44,250,000 股 (L)	40.97%

「L」代表該名人士於股份的好倉（定義見證券及期貨條例第 XV 部）。

The letter “L” denotes a person’s long position (as defined under Part XV of the SFO) in the Shares.

附註：

Notes:

該計算乃基於本公司於2022年12月31日已發行股份總數108,000,000股而得出。

The calculation is based on the total number of 108,000,000 Shares in issue of the Company as at 31 December 2022.

除上文披露者外，於2022年12月31日，董事、監事及本公司最高行政人員概無於本公司、其任何集團成員公司或其相聯法團（定義見證券及期貨條例第 XV 部）任何股份、相關股份或債權證中，擁有根據證券及期貨條例第 XV 部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉（包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄在該條文所述登記冊內或根據標準守則規定的任何其他權益或淡倉。

Save as disclosed above, as at 31 December 2022, none of the Directors, Supervisors and chief executives of the Company has any other interests or short positions in the Shares, underlying Shares or debentures of the Company, its members of the Group or any of its associated corporations (as defined in Part XV of the SFO) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO) or which are required to be entered in the register referred to therein pursuant to section 352 of the SFO or which are required pursuant to the Model Code.

#### 董事及監事購買股份或債券的權利

#### DIRECTORS’ AND SUPERVISORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

除「董事、監事及主要行政人員於股份、相關股份及債權證之權益或淡倉」一節所披露者外，於2022年度任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何可使董事及監事通過購買本公司或任何其他法人團體的股份或債券而獲得利益的安排，且概無董事及監事或任何彼等的配偶或未滿18歲的子女獲授予任何權利以認購本公司或任何其他法人團體

Save as disclosed in the section headed “Interests or Short Positions of the Directors, Supervisors and Chief Executives in the Shares, Underlying Shares, and Debentures”, at no time during the year 2022, the Company, any of its subsidiaries or fellow subsidiaries was a party to any arrangement to enable the Directors and Supervisors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, or any Directors, Supervisors or their spouses or children under 18 years of age was granted any right to subscribe for Shares or debentures of the Company or any



的股本或債務證券的權利，亦無行使任何該等權利。

**主要股東於本公司股份及相關股份中之權益及／或淡倉**

於2022年12月31日，就董事所知，以下人士／實體（本公司董事、監事及行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據根證券及期貨條例第 XV 部第2及第3分部條文須向本公司披露的權益或淡倉，或已記入根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉：

other body corporate or exercised any such right.

**INTERESTS AND/OR SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

As at 31 December 2022, so far as the Directors are aware, the following persons/entities (other than any Directors, Supervisors or chief executives of the Company) had or deemed to have an interest or short position in the Shares or underlying Shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which had entered in the register required to be kept by the Company pursuant to section 336 of the SFO:

股東名稱／姓名 Name of shareholder	權益性質及身份 Nature and capacity of interest	證券數目及類別 Number and class of securities	佔已發行股本股份的 概約持股百分比 <sup>(1)</sup> Approximate shareholding percentage of the total issued share capital <sup>(1)</sup>
游澤燕女士 Ms. You Zeyan	配偶權益 <sup>(2)</sup> Interest of spouse <sup>(2)</sup>	44,250,000 (L)	40.97%
江藥 Jiangyao	實益擁有人 Beneficial owner	29,050,000 (L)	26.90%
	持有股份的保證權益 的人 Person having a security interest in shares	3,000,000 (L)	2.78%
廣藥白雲山香港有限公司 Guangzou Parmaceutical Baiyunsan ong Kong Company Limited	實益擁有人 <sup>(3)</sup> Beneficial owner <sup>(3)</sup>	7,906,000 (L)	7.32%
廣州白雲山醫藥集團份有限公司 Guangzou Baiyunsan Parmaceutical oldings Company Limited	受控法團權益 <sup>(3)</sup> Interest in controlled corporation <sup>(3)</sup>	7,906,000 (L)	7.32%
廣州醫藥集團有限公司 Guangzou Parmaceutical oldings Limited	受控法團權益 <sup>(3)</sup> Interest in controlled corporation <sup>(3)</sup>	7,906,000 (L)	7.32%

「L」代表該名人士於股份的好倉（定義見證券及期貨條例第 XV 部）

The letter “L” refers to a person’s long position (as defined under Part XV of the SFO) in the Shares.

附註：

Notes:

(1) 該計算乃基於本公司於 2022 年 12 月 31 日已發行股份總數 108,000,000 H 股而得出。

(1) The calculation is based on the total number of 108,000,000 H Shares in issue of the Company as at 31 December 2022.

(2) 游澤燕女士為本公司主席兼執行董事姚創龍先生的配偶，根據證券及期貨條例被視為擁有公司該等股份的權益。

(3) 該等股份由廣藥白雲山香港有限公司持有。由於廣藥白雲山香港有限公司為廣州白雲山醫藥集團股份有限公司的全資附屬公司，而廣州白雲山醫藥集團股份有限公司則由廣州醫藥集團有限公司持有 45.23% 權益，故廣州白雲山醫藥集團股份有限公司及廣州醫藥集團有限公司被視為於廣藥白雲山香港有限公司持有的本公司股份中擁有權益。

除上文披露者外，於 2022 年 12 月 31 日，董事並不知悉任何其他人士／實體（本公司董事、監事及本公司主要行政人員除外）於本公司、其集團成員公司或相聯法團中，擁有根據證券及期貨條例第 XV 部第 2 及 3 分部之條文須向本公司披露之股份或相關股份之權益或淡倉，或已記入根據證券及期貨條例第 336 條本公司須存置的登記冊內的權益或淡倉。

## 競爭及利益衝突

截至 2022 年 12 月 31 日止年度，除招股章程所披露者外，概無董事或本公司主要股東或任何彼等各自的聯繫人士從事與本集團業務構成或可能構成競爭的任何業務或與本集團有任何其他利益衝突。

## 董事的彌償

以本公司董事為受益人的獲准許的彌償條文（定義見香港公司條例第 622 章第 469 條）現正生效。

## 重大合同

截至 2022 年 12 月 31 日止年度，本公司及其附屬公司並未與任何控股股

(2) Ms. You Zeyan is the spouse of Mr. Yao Chuanglong, the Chairman and executive Director of the Company, and is deemed to be interested in these Shares under the SFO.

(3) These shares are held by Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited. As Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited is a wholly-owned subsidiary of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, which in turn is held by Guangzhou Pharmaceutical Holdings Limited as to 45.23%. Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited and Guangzhou Pharmaceutical Holdings Limited are deemed to be interested in the shares of the Company held by Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited.

Save as disclosed above, as at 31 December 2022, none of the Directors was aware that any other persons/entities (other than any Directors, Supervisors or chief executives of the Company) had an interest or short position in the Shares or underlying Shares of the Company, its members of the Group or associated corporations which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which had entered in the register required to be kept by the Company pursuant to section 336 of the SFO.

## COMPETITIONS AND CONFLICTS OF INTERESTS

For the year ended 31 December 2022, save as disclosed in the Prospectus, none of the Directors or substantial Shareholders of the Company or any of their respective associates conducted any business which competes, or is likely to compete, with the business of the Group or had any other conflicts of interests with the Group.

## INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance (Cap. 622)) for the benefit of the Directors of the Company is currently in force.

## MATERIAL CONTRACTS

For the year ended 31 December 2022, the Company and its subsidiaries did not enter into any contracts of significance with

東或其任何附屬公司簽訂任何重大合同。

### 控股股東於合約的權益

本公司或其附屬公司概無訂立任何控股股東或其附屬公司於當中擁有在年底或年內任何時間存續重大權益的重大合約或提供服務的重大合約。

### 購買、出售或贖回本公司上市證券

截至 2022 年 12 月 31 日止年度內，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

### 稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免詳情。

### 優先購股權

本公司章程或本公司註冊成立地的適用中國法例並無有關優先購買權的規定。

### 充足公眾持股量

根據本公司可公開取得的資料以及據董事所知，根據本公司可公開取得的資料以及據董事所知，截至本年報日期本公司未能達到《上市規則》規則 8.08(1)(a)及 13.32(1)所載之 25%最低公眾持股量要求，並於 2023 年 2 月 28 日獲得聯交所豁免，准許本公司於 2023 年 2 月 10 日至 2023 年 6 月 10 日期間內，暫免嚴格遵守《上市規則》規則 8.08(1)(a)及 13.32(1)的規定。

### 慈善捐贈

於截至 2022 年 12 月 31 日止年度，本公司及其附屬公司積極參與慈善公益事業，向社會捐款及物資合計人民

any controlling shareholders or any of its subsidiaries.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There was no contract of significance or contract of significance for provision of services, to which the Company or any of its subsidiaries was a party and in which any controlling shareholder or its subsidiaries had a material interest subsisted at the end of the year or at any time during the year.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2022, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company.

### TAX RELIEF

Directors were not aware any details concerning the tax relief due to any Company's securities held by the Shareholders.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company or the PRC's law applicable to the incorporation place of the Company.

### SUFFICIENT PUBLIC FLOAT

According to the information publicly available to the Company and so far as the Directors are aware, as at the date of this Annual Report, the Company failed to meet the 25% minimum public float requirement set out in Rules 8.08(1)(a) and 13.32(1) of the Listing Rules and was exempted from the Stock Exchange on 28 February 2023 to exempt the Company from strict compliance with Rules 8.08(1)(a) and 13.32(1) of the Listing Rules for the period from 10 February 2023 to 10 June 2023.

### CHARITY DONATION

For the year ended 31 December 2022, the Company and its subsidiaries actively participated in charity and public welfare undertakings, and contributed the money and materials

幣 0.36 百萬元。

## 報告期後重要事項

本公司控股股東姚創龍先生（「轉讓人」）於 2023 年 1 月 17 日與本公司股東江藥的附屬公司江西醫藥投資有限公司（「江西醫藥投資」、「要約人」）進行大宗交易，出售合計 9,720,000 股股份，佔本公司全部已發行股本的 9.00%，對價為 70,858,800 港元。

江藥、要約人及本公司於 2023 年 1 月 20 日聯合發佈的綜合要約及回應文件（「綜合文件」），並於 2023 年 2 月 10 日完成要約收購。要約人就要約收到了 11,356,500 股要約股份接納（「接納股份」）。在完成向要約人轉讓接納股份後，要約人一致行動集團（包括轉讓人）實益擁有合計 84,656,500 股股份，佔本公司於相關聯合公告發佈之日全部已發行股本的 78.38%。

有關要約詳情，請參閱江藥、要約人及本公司於 2023 年 2 月 10 日及 2023 年 2 月 16 日聯合發佈的綜合文件及公告。

於 2023 年 3 月 2 日（交易時間後），本公司作為借款人與江藥作為貸款人訂立了《框架借款協議》。據此，江藥同意向本集團提供自生效日期起為期三年的貸款融資，貸款金額不得超過雙方法定審批機構授權的最高限額。惟該協議須待本公司於 2023 年 4 月 17 日舉行的臨時股東大會上批准。詳情請參閱本公司日期為 2023 年 3 月 2 日之公告。

## 企業管治報告

本集團企業管治常規的詳情，載於本年報企業管治報告內。

amounting to RMB0.36 million to the society.

## SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

On 17 January 2023, Mr. Yao Chuanglong, (the "Transferor"), the controlling shareholder of the Company, entered into a block trade transaction with Jiangxi Pharmaceutical Investment Co., Limited (江西醫藥投資有限公司) (the "Jiangxi Pharmaceutical Investment" or "Offeror"), a subsidiary of Jiangyao, the shareholder of the Company, to sell a total of 9,720,000 shares, representing 9.00% of the total issued share capital of the Company, for consideration of HK\$70,858,800.

Jiangyao, the Offeror and the Company jointly issued a comprehensive offer and response document (the "Consolidated Document") on 20 January 2023 and completed the tender offer on 10 February 2023. The Offeror received 11,356,500 offer shares in respect of the Offer (the "Accepting Shares"). Upon completion of the transfer of the Accepting Shares to the Offeror, the Offeror Concerted Action Group (including the Transferor) beneficially owns a total of 84,656,500 Shares, representing 78.38% of the total issued share capital of the Company as at the date of related Joint Announcement.

For details of the Offer, please refer to the Consolidated Documents and announcements jointly issued by Jiangyao, the Offeror and the Company on 10 February 2023 and 16 February 2023.

On 2 March 2023 (after trading hour), the Company as borrower and Jiangyao as lender have entered into the framework loan agreement, pursuant to which Jiangyao agrees to provide a loan facility not exceeding the maximum limit as authorised by the statutory approval authorities of both parties to the Group for a term of three years commencing from the effective date. However, the agreement is subject to approval by the extraordinary general meeting of the Company held on 17 April 2023. For details, please refer to the announcement of the Company dated 2 March 2023.

## CORPORATE GOVERNANCE REPORT

The details of the corporate governance practices of the Group are set out in the Corporate Governance Report of this annual report.

## 暫停辦理股份過戶登記

為釐定本公司股東出席將於 2023 年 5 月 31 日舉行之股東週年大會之資格，本公司將於 2023 年 5 月 25 日至 2023 年 5 月 31 日期間（包括首尾兩日）暫停辦理股東登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席股東週年大會並於會上表決，所有過戶文件連同相關股票，最遲須於 2023 年 5 月 24 日下午四時三十分前送交本公司過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東 183 號合和中心 17 樓 1712 - 1716 號舖，以辦理登記。

## 股東週年大會

股東週年大會將在 2023 年 5 月 31 日舉行。股東應參閱本公司將於 2023 年 4 月 29 日刊發之通函中關於股東週年大會之詳情，以及隨附的股東週年大會通知及代表委任表格。

## 審核委員會

審核委員會已連同本公司管理層及外聘核數師審閱本集團所採納的會計原則及政策以及截至 2022 年 12 月 31 日止年度的財務報表。

## 核數師

本公司將於應屆股東週年大會上提呈續聘信永中和會計師事務所（特殊普通合伙合夥）為本集團於 2023 年度之核數師的決議案。本公司於過往 3 年沒有更換核數師。

承董事會命

創美藥業股份有限公司

姚創龍

主席兼執行董事

中國汕頭，2023 年 3 月 31 日

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the shareholders of the Company to attend the AGM to be held on 31 May 2023, the register of members of the Company will be closed from 25 May 2023 to 31 May 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 pm on 24 May 2023.

## AGM

The AGM will be held on 31 May 2023. The Shareholders should refer to the circular to be issued by the Company on 29 April 2023 regarding the details of the AGM and the enclosed AGM notice and proxy form.

## AUDIT COMMITTEE

The Audit Committee, together with the management of the Company and the external auditor, had conducted review on the accounting principles and policies adopted by the Group and the financial statements for the year ended 31 December 2022.

## AUDITORS

The Company will propose a resolution to re-appoint ShineWing Certified Public Accountants (Special General Partnership) as the auditor of the Group for the year of 2023 at the forthcoming annual general meeting. The Company has not changed its auditor in the past three years.

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yao Chuanglong

Chairman and Executive Director

Shantou, PRC, 31 March 2023

## 監事會報告

2022 年，本公司監事會（「監事會」）按照有關公司監事會根據《中華人民共和國公司法》（「《公司法》」）及章程於股東大會所獲授權，全面履行了對公司董事會成員、公司經理以及其他高級管理人員的監督職能。

### 監事會日常工作情況

2022 年 3 月 31 日，審議通過 2021 年度公司監事會工作報告、2021 年度財務報表、2021 年度業績公告、2021 年度報告等相關事宜的議案。

2022 年 8 月 31 日，審議通告 2022 年中期財務報表、2022 年中期業績公告、2022 年中期報告等相關事宜的議案。

### 公司依法運作情況

公司監事會列席了本年度的各次董事會會議，對公司依法進行經營運作情況進行了全過程監控。認真履行監督、檢查職能，對公司的發展戰略、重大事項決策情況進行了適時有效的監督，較好的發揮了監事會的職能，在公司本年度發展中履行了應盡的職責。

監事會認為：

1、2022 年度公司在全體股東的關心和支持下，通過公司全體員工的勤奮努力工作，按照《公司法》和章程依法進行運作，經營決策程序合法，規範，取得了理想業務成果。

## BOARD OF SUPERVISORS' REPORT

In 2022, the board of supervisors of the Company (the “**Board of Supervisors**”) fully performed its supervisory duties on members of the Board, managers and other senior management of the Company as authorised at the general meeting in accordance with the Company Laws of the PRC (the “**Company Law**”) and the Articles.

### DAILY WORK OF THE BOARD OF SUPERVISORS

On 31 March 2022, it considered and approved the resolutions on the matters including the work report of the Board of Supervisors of the Company for 2021, the Financial Statements for 2021, the Results Announcement for 2021 and the Annual Report for 2021.

On 31 August 2022, it considered and approved the resolutions on the matters including the 2022 Interim Financial Statements, the 2022 Interim Results Announcement and the 2022 Interim Report.

### LAWFUL OPERATION OF THE COMPANY

The Board of Supervisors of the Company attended all meetings of the Board during the year, and fully performed its supervisory duties on the lawful operation of the Company. It earnestly performed its duties of supervision and inspection, and effectively discharged its supervisory duties on the development strategies and the significant decisions of the Company on a timely basis, thus exerting its functions in a better way and fully delivering its duties in the development of the Company during the year.

In the opinion of the Board of Supervisors:

1. In 2022, with care and strong support from all the Shareholders of the Company, as well as the diligent work of all its staff, the operation of the Company was in compliance with the Company Law and the Articles, and the procedures for making decisions on operation of the Company are lawful and normative, thus making satisfactory achievements in the business.

2、報告期內公司董事會各位董事、經理及其他高級管理人員認真執行公司職務職責，以公司利益為出發點，嚴格遵守法律、法規和章程，規範、經營與管理工作程序，維護本公司利益和股東利益。

## 檢查公司財務情況

監事會對提交 2022 年度審計報告進行了審閱。監事會認為：公司財務報告全面、客觀、公允地反映了財務狀況和經營成果；公司年度經營業績已經信永中和會計師事務所（特殊普通合夥）審核並出具了審計報告，該審計報告實事求是，客觀公正。

## 監事會對公司關連交易情況的獨立意見

監事會認為本集團於 2022 年度關連交易已根據上市規則第 14A 章進行申報、年度審核、公告及獨立股東批准。

## 監事會對內部控制自我評價報告的審閱情況

監事會對公司進行了審閱，並認為公司已所有重大方面建立了適當的內部控制制度，內部控制管理體系運行有效，確保了內部控制制度的貫徹執行和生產經營活動的正常開展。

## 股東大會通過的決議案的執行情況

監事會成員對提交予股東大會的決議案的內容並無異議。監事會監督股東大會通過的各項決議案的執行情況，

2. During the reporting period, each member of the Board, manager and other senior management of the Company diligently performed his/her jobs and duties in the Company and, for the benefit of the Company, strictly observed relevant laws, regulations and the Articles, and regulated the work procedures for operation and management of the Company, thereby protecting the interest of the Company and its shareholders.

## INSPECTION ON FINANCIAL STATUS OF THE COMPANY

The Board of Supervisors has reviewed the 2022 Auditor's Report for submission. In the opinion of the Board of Supervisors, the financial report of the Company completely, objectively and fairly reflects its financial position and operating results. The annual operating results of the Company have been audited by ShineWing Certified Public Accountants (Special General Partnership) who has also issued an audit report which is true, objective and fair.

## INDEPENDENT OPINION OF THE BOARD OF SUPERVISORS ON CONNECTED TRANSACTIONS OF THE COMPANY

The Board of Supervisors considers that the Group's connected transactions in 2022 have been filed, audited, announced and approved by independent shareholders in accordance with Chapter 14A of the Listing Rules.

## REVIEW OF THE BOARD OF SUPERVISORS ON THE INTERNAL CONTROL SELF - ASSESSMENT REPORT

The Board of Supervisors has conducted a review on the Company, and considered that the Company has established an appropriate internal control system in all important aspects and the internal control management system has operated effectively, thus ensuring its consistent implementation and normal production and operation.

## IMPLEMENTATION OF RESOLUTIONS PASSED AT THE GENERAL MEETINGS

The members of the Board of Supervisors had no objection to the contents of resolutions submitted to the general meetings. The Board of Supervisors supervised the implementation of

並認為董事會能夠認真執行有關決議。

監事會對本公司的未來發展前景充滿信心，同時將一如既往地履行對本公司運作實施的監督職能，維護股東及本公司的整體利益。

**張玲**

監事會主席

中國汕頭，2023年3月31日

resolutions passed at the general meetings, and considered that the Board was able to implement the relevant resolutions earnestly.

Being confident of the Company's development prospects, the Board of Supervisors will remain consistent in performing its supervisory function for the operation of the Company and safeguarding its interest and that of the Shareholders as a whole.

**Zhang Ling**

Chairlady of the Board of Supervisors

Shantou, PRC, 31 March 2023



## 審計報告

XYZH/2023SZAA8B0161

創美藥業股份有限公司:

### 一、審計意見

我們審計了創美藥業股份有限公司（以下簡稱創美藥業公司）財務報表，包括2022年12月31日的合併及母公司資產負債表，2022年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表，以及相關財務報表附註。

我們認為，後附的財務報表在所有重大方面按照企業會計準則的規定編制，公允反映了創美藥業公司2022年12月31日的合併及母公司財務狀況以及2022年度的合併及母公司經營成果和現金流量。

### 二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的“註冊會計師對財務報表審計的責任”部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於創美藥業公司，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了

## Auditor's Report

XYZH/2023SZAA8B0161

CHARMACY PHARMACEUTICAL CO., LD.:

### I. AUDIT OPINION

We have audited the financial statements of Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as Charmacy Pharmaceutical Company), which comprise the consolidated balance sheet and balance sheet of the parent company as at 31 December 2022, and the consolidated income statement and income statement of the parent company, consolidated statement of cash flow and statement of cash flow of the parent company and consolidated statement of changes in shareholders' equity and statement of changes in shareholders' equity of the parent company for the year 2022, and relevant notes to the financial statements.

In our opinion, the accompanying financial statements are prepared, in all material respects, in accordance with the requirements under the Accounting Standards for Enterprises, which give a fair view of the consolidated financial position and financial position of the parent company of Charmacy Pharmaceutical Company as at 31 December 2022 and the consolidated results of operation and cash flows and results of operation and cash flows of the parent company for the year 2022.

### II. BASIS FOR FORMING AUDIT OPINION

We conducted our audit in accordance with China's Auditing Standards for the Certified Public Accountants. Our responsibilities under those standards are further described in the section headed "CERTIFIED PUBLIC ACCOUNTANTS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS" in the Auditor's Report. We are independent of Charmacy Pharmaceutical Company in accordance with the Code of Professional Ethics for China's Certified Public Accountants and we have fulfilled our other ethical

基礎。

### 三、關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

responsibilities in respect of professional ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### III. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of the greatest significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our audit opinion thereon, and we do not provide a separate opinion on these matters.

#### 1. 應收賬款減值事項

#### 1. Impairment of trade receivables

<p>關鍵審計事項 Key audit matter</p>	<p>審計中的應對 How the matter was addressed in our audit</p>
<p>截止至 2022 年 12 月 31 日，如創美藥業公司合併財務報表附註六、3 應收賬款所述，應收賬款賬面餘額為 86,501.35 萬元，壞賬準備金額為 2,057.10 萬元，應收賬款賬面價值為 84,444.25 萬元。賬面價值佔資產比例較高，若應收賬款不能按期收回或無法收回而發生壞賬將對財務報表影響較為重大，為此我們將應收賬款的可收回性確定為關鍵審計事項。</p> <p>As set out in the Note VI.3 Trade receivables, to the consolidated financial statements of Charmacy Pharmaceutical Company, as at 31 December 2022, trade receivables balance amounted to RMB86,501.35 million, provision for bad debts amounted to RMB2,057.10 million and the carrying amount of trade receivables amounted to RMB84,444.25 million. As the carrying amount of trade receivables accounts for a relatively high proportion of assets, there would be a material impact on the financial statements if the trade receivables cannot be recovered on schedule or fail to be recovered. Therefore, we regard the recoverability of trade receivables as a key audit</p>	<p>我們執行的主要程序如下：</p> <ol style="list-style-type: none"> <li>1) 測試管理層對於應收賬款日常管理及其期末可回收性評估相關的內部控制；</li> <li>2) 覆核管理層對應收賬款進行減值測試的相關考慮及客觀證據，關注管理層是否充分識別已發生減值的項目；</li> <li>3) 對於單獨計提壞賬準備的應收賬款選取樣本，覆核管理層對預期存續期損失做出估計的依據及合理性；</li> <li>4) 對於管理層按照信用風險特徵組合計提壞賬準備的應收賬款，覆核管理層結合應收賬款歷史違約情況、當前的信用風險狀況以及對未來經濟狀況的預測分析等評估的預期信用損失率，並據此提取應收賬款信用減值的合理性；</li> <li>5) 結合期後回款情況檢查，評價管理層對壞賬準備計提的合理性。</li> </ol> <p>The main procedures we performed are as follows:</p> <ol style="list-style-type: none"> <li>1) tested the management's internal control relating to the daily management of trade receivables and assessment on their recoverability as at the end of the period;</li> <li>2) reviewed the relevant consideration and objective evidence of impairment test on trade receivables by the management, and attached importance to the management's adequate identification of impaired items;</li> <li>3) selected samples of trade receivables for which bad debts was separately provided, and reviewed the basis and reasonableness of the management's</li> </ol>

matter.	<p>estimation on the expected lifetime loss;</p> <p>4) as for trade receivables with provision made for bad debts based on credit risk characteristic groups by management, reviewed the expected credit loss rate appraised by the management after taking account of, amongst others, the historical default profile of trade receivables, current credit risk exposure and the forecast analysis on future economic condition, and reviewed the reasonableness of the provision for credit impairment of trade receivables accordingly;</p> <p>5) taking into account the checks on the subsequent recovery of amounts, evaluated the appropriateness of the provision for bad debts determined by the management.</p>
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<b>2.存貨的減值事項</b>	
<b>Impairment of inventories</b>	
<b>關鍵審計事項</b> <b>Key audit matter</b>	<b>審計中的應對</b> <b>How the matter was addressed in our audit</b>
<p>截止至 2022 年 12 月 31 日，如創美藥業公司合併財務報表附註六、7 存貨所述，存貨賬面餘額為 59,000.20 萬元，存貨跌價準備為 314.83 萬元，存貨賬面價值為 58,685.37 萬元。存貨按成本與可變現淨值孰低計量。管理層根據存貨庫齡和近效期情況，結合期後存貨的實際銷售情況，確定存貨的跌價準備。</p> <p>由於存貨金額重大且需要管理層作出重大判斷，為此我們將存貨的減值確定為關鍵審計事項。</p> <p>As set out in the Note VI.7 Inventories to the consolidated financial statements of Charmacy Pharmaceutical Company, as at 31 December 2022, the balance of inventories amounted to RMB590.002 million, the provision for impairment of inventories amounted to RMB3.1483 million and the carrying amount of inventories amounted to RMB586.8537 million. Inventories are measured at the lower of cost and net realizable value. The Management determined the provision for impairment of inventories based on the stock age and the level of approaching expiry date, taking into consideration the actual sales of inventories.</p> <p>We regard the impairment of inventories as a key audit matter due to the significance of the amount of inventories and the involvement of significant judgment by the management.</p>	<p>我們執行的主要審計程序：</p> <ol style="list-style-type: none"> <li>1) 測試管理層 SAP 系統中對存貨有效期及入庫時間的相關內部控制；</li> <li>2) 執行存貨的監盤程序，檢查存貨的數量及狀況等；</li> <li>3) 取得存貨的年末庫齡和近效期清單，對庫齡較長的存貨進行分析性覆核；檢查公司是否對距近效期在 180 天之內且出具報告日前未出售的存貨全額計提存貨跌價準備；</li> <li>4) 取得期末存貨的期後銷售情況表，測試存貨跌價準備的計算是否準確。</li> </ol> <p>The main audit procedures we performed are as follows:</p> <ol style="list-style-type: none"> <li>1) tested the management's internal control relating to the validity period and stock-in time of inventories in the SAP system;</li> <li>2) performed the inventory-taking supervision procedure to check the quantity and condition of inventories;</li> <li>3) obtained the list of inventories of year-end stock age and approaching expiry date, to conduct analytical review on the inventories in storage for a longer period of time; checked if the Company made full provision for impairment of inventories which will expire within 180 days and unsold prior to the reporting date;</li> <li>4) obtained the table of subsequent sales performance of inventories as at the end of period, to test the accuracy of calculation of such provision for</li> </ol>

#### 四、其他信息

創美藥業公司管理層(以下簡稱管理層)對其他信息負責。其他信息包括創美藥業公司2022年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

#### 五、管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編制財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編制財務報表時，管理層負責評估創美藥業公司的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非管理層計劃清算創美藥業公司、終止運營或別無其他現實的選擇。

治理層負責監督創美藥業公司的財務

#### IV. OTHER INFORMATION

The Management of Charmacy Pharmaceutical Company (hereinafter referred to as the “Management”) is responsible for the other information. The other information comprises the information covered in the 2022 annual report of Charmacy Pharmaceutical Company, other than the financial statements and our auditor’s report thereon.

Our audit opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that should there be any material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

#### V. RESPONSIBILITIES OF THE MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

The Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with the requirements under the Accounting Standards for Enterprises, and for the design, performance and maintenance of necessary internal control which renders the financial statements free from any material misstatement caused by fraud or error.

In preparing the financial statements, the Management is responsible for assessing the ability of Charmacy Pharmaceutical Company to continue as a going concern, disclosing, as applicable, the matters relating to going concern and using the going concern basis of accounting unless the Management either intends to liquidate Charmacy Pharmaceutical Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing

報告過程。

## 六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水準的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

(1) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。

(2) 瞭解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。

(3) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

(4) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對創美藥業公

the financial reporting process of Charmacy Pharmaceutical Company.

## VI. CERTIFIED PUBLIC ACCOUNTANTS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our audit opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are generally considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of our audit in accordance with the Auditing Standards, we exercise professional judgment and maintain professional scepticism throughout the audit. Meanwhile, we also perform the following work:

(1) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the overriding of internal control.

(2) Obtain an understanding of internal control in relation to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.

(3) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

(4) Conclude on the appropriateness of the Management's use of the going concern basis of assumption and, based on the audit evidence obtained, whether a material uncertainty exists in

司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致創美藥業公司不能持續經營。

(5) 評價財務報表的總體列報、結構和內容，並評價財務報表是否公允反映相關交易和事項。

(6) 就創美藥業公司中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施（如適用）。

從與治理層溝通過的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

relation to events or conditions that may cast significant doubt on the ability of Charmacy Pharmaceutical Company to continue as a going concern. If we conclude that a material uncertainty exists, the Accounting Standards require us to draw attention in our auditor's report to the relevant disclosures in the financial statements or, if such disclosures are inadequate, to express our qualified opinion. Our conclusions are based on the available information up to the date of our auditor's report. However, future events or conditions may cause Charmacy Pharmaceutical Company to cease to continue as a going concern.

(5) Evaluate the overall presentation, structure and content of the financial statements, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

(6) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Charmacy Pharmaceutical Company, to express an audit opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit, and remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any deficiencies worthy of concern in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant professional ethical requirements regarding independence, and communicate with them on all the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, relevant precautionary measures.

From the matters communicated with those charged with governance, we determine those matters that were of the greatest significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless laws or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our audit report because the adverse consequences of doing so would reasonably be expected



to outweigh the public interest benefits of such communication.

信永中和會計師事務所

(特殊普通合伙)

中國註冊會計師：(項目合夥人)

潘傳雲

中國註冊會計師：

莊琳彬

二〇二三年三月三十一日

中國北京

**ShineWing Certified Public Accountants**

**(Special General Partnership)**

Chinese Certified Public Accountant : (Project partner)

Pan Chuanyun

Chinese Certified Public Accountant:

Zhuang linbin

31-Mar-23

Beijing, China

合併資產負債表

Consolidated Balance Sheet

於2022年12月31日

As at 31 December 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目	Item	附註 Note	2022 年 12 月 31 日 31 December 2022	2021 年 12 月 31 日 31 December 2021
<b>流動資產：</b>	<b>Current assets:</b>			
貨幣資金	Monetary funds	六 VI 1	492,673,555.44	630,168,026.51
交易性金融資產	Trading financial assets			
衍生金融資產	Derivative financial assets			
應收票據	Bills receivables	六 VI 2	5,329,945.37	14,947,500.00
應收賬款	Trade receivables	六 VI 3	844,442,544.71	716,312,947.43
應收款項融資	Account receivable financing	六 VI 4	15,483,006.79	
預付款項	Prepayments	六 VI 5	388,217,993.17	312,160,694.19
其他應收款	Other receivables	六 VI 6	96,654,746.27	32,249,707.83
其中：應收利息	Incl: Interest receivable			
應收股利	Dividends receivable			
買入返售金融資產	Buying back the sale of financial assets			
存貨	Inventories	六 VI 7	586,853,688.43	509,156,426.37
合同資產	Contract assets			
持有待售資產	Assets held for sale			
一年內到期的非流動資產	Non-current assets due within one year			
其他流動資產	Other current assets	六 VI 8	32,705,868.93	23,226,980.50
<b>流動資產合計</b>	<b>Total current assets</b>		<b>2,462,361,349.11</b>	<b>2,238,222,282.83</b>



項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>非流動資產:</b>	<b>Non-current assets:</b>			
債權投資	Debt investment			
其他債權投資	Other debt investment			
長期應收款	Long-term accounts receivable			
長期股權投資	Long-term equity investments			
其他權益工具投資	Other equity instrument investments			
其他非流動金融資產	Other non-current financial assets			
投資性房地產	Investment properties			
固定資產	Fixed assets	六 VI 9	276,489,505.37	334,925,145.94
在建工程	Construction in progress			
使用權資產	Right-of-use assets	六 VI 10	17,590,155.87	13,511,183.61
無形資產	Intangible assets	六 VI 11	80,857,328.57	143,033,824.90
開發支出	Development expenditure			
商譽	Goodwill	六 VI 12	6,024,104.16	6,024,104.16
長期待攤費用	Long-term expenses to be amortized	六 VI 13	16,338,602.59	19,214,660.88
遞延所得稅資產	Deferred income tax assets	六 VI 14	6,224,098.37	8,160,319.54
其他非流動資產	Other non-current assets			
<b>非流動資產合計</b>	<b>Total non-current assets</b>		<b>403,523,794.93</b>	<b>524,869,239.03</b>
<b>資產總計</b>	<b>Total assets</b>		<b>2,865,885,144.04</b>	<b>2,763,091,521.86</b>

項目	Item	附註 Note	2022 年 12 月 31 日 31 December 2022	2021 年 12 月 31 日 31 December 2021
<b>流動負債:</b>	<b>Current liabilities:</b>			
短期借款	Short-term borrowings	六 VI 15	513,251,685.23	668,039,276.07
交易性金融負債	Trading financial liabilities			
衍生金融負債	Derivative financial liabilities			
應付票據	Bills payables	六 VI 16	876,775,586.87	809,768,308.81
應付賬款	Trade payables	六 VI 17	632,791,945.43	532,860,284.07
預收款項	advance receipts			
合同負債	Contract liabilities	六 VI 18	13,528,877.69	46,664,141.17
應付職工薪酬	Salaries payable to employees	六 VI 19	13,346,444.66	5,180,138.03
應交稅費	Tax payables	六 VI 20	94,155,794.37	44,557,999.46
其他應付款	Other payables	六 VI 21	105,824,075.61	11,030,236.31
其中：應付利息	Incl: Interest payable			
應付股利	Dividends payable			
持有待售負債	Liabilities held for sale			
一年內到期的非流動負債	Non-current liabilities due within one year	六 VI 22	4,154,632.64	34,758,053.67
其他流動負債	Other current liabilities	六 VI 23	1,758,754.11	6,066,338.36
<b>流動負債合計</b>	<b>Total current liabilities</b>		<b>2,255,587,796.61</b>	<b>2,158,924,775.95</b>
<b>非流動負債:</b>	<b>Non-current liabilities:</b>			
長期借款	Long-term borrowings	六 VI 24		86,867,415.04
應付債券	Bonds payable			
其中：優先股	Incl: preferred stock			
永續債	Perpetual note			
租賃負債	Lease liabilities	六 VI 25	15,754,772.11	12,489,734.63
長期應付款	Long-term payables			
長期應付職工薪酬	Long-term payroll payable			
預計負債	Accruals and provisions			
遞延收益	Deferred income	六 VI 26		304,706.99
遞延所得稅負債	Deferred income tax liabilities	六 VI 14	60,256.92	402,909.62
其他非流動負債	Other non-current liabilities			
<b>非流動負債合計</b>	<b>Total non-current liabilities</b>		<b>15,815,029.03</b>	<b>100,064,766.28</b>
<b>負債合計</b>	<b>Total liabilities</b>		<b>2,271,402,825.64</b>	<b>2,258,989,542.23</b>

項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>股東權益：</b>	<b>Shareholders' equity:</b>			
股本	Share capital	六 VI 27	108,000,000.00	108,000,000.00
其他權益工具	other equity instruments			
其中：優先股	Incl: preferred stock			
永續債	Perpetual note			
資本公積	Capital reserve	六 VI 28	278,990,829.04	278,990,829.04
減：庫存股	Less: Treasury stock			
其他綜合收益	Other comprehensive income			
專項儲備	Special reserve			
盈餘公積	Surplus reserve	六 VI 29	28,129,256.97	21,080,432.34
一般風險準備	General Risk Preparation			
未分配利潤	Unallocated profits	六 VI 30	179,362,232.39	96,030,718.25
<b>歸屬於母公司股東權益合計</b>	<b>Total equity attributable to the shareholders of parent company</b>		<b>594,482,318.40</b>	<b>504,101,979.63</b>
少數股東權益	Minority interests			
<b>股東權益合計</b>	<b>Total shareholders' interests</b>		<b>594,482,318.40</b>	<b>504,101,979.63</b>
<b>負債和股東權益總計</b>	<b>Total liabilities and shareholders' interests</b>		<b>2,865,885,144.04</b>	<b>2,763,091,521.86</b>

母公司資產負債表

Balance Sheet of the Parent Company

2022年12月31日

31 December 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>流動資產：</b>	<b>Current assets:</b>			
貨幣資金	Monetary funds		181,286,727.19	199,227,417.10
交易性金融資產	Trading financial assets			
衍生金融資產	Derivative financial assets			
應收票據	Bills receivables		5,329,945.37	14,947,500.00
應收賬款	Trade receivables	十六 XVI 1	297,092,712.19	298,709,722.89
應收款項融資	Account receivable financing		347,167.69	
預付款項	Prepayments		158,331,601.29	146,363,638.37
其他應收款	Other receivables	十六 XVI 2	253,122,752.11	163,479,388.56
其中：應收利息	Incl: Interest receivable			
應收股利	Dividends receivable			
存貨	Inventories		139,942,500.18	133,994,946.77
合同資產	Contract assets			
持有待售資產	Assets held for sale			
一年內到期的非流動資產	Non-current assets due within one year			
其他流動資產	Other current assets		4,268,823.92	7,790,592.20
<b>流動資產合計</b>	<b>Total current assets</b>		<b>1,039,722,229.94</b>	<b>964,513,205.89</b>

項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>非流動資產:</b>	<b>Non-current assets:</b>			
債權投資	Debt investment			
其他債權投資	Other debt investment			
長期應收款	Long-term accounts receivable			
長期股權投資	Long-term equity investments	十六 XVI 3	219,978,852.24	219,978,852.24
其他權益工具投資	Other equity instrument investments			
其他非流動金融資產	Other non-current financial assets			
投資性房地產	Investment properties		29,569,209.71	40,366,284.58
固定資產	Fixed assets		253,902,402.68	293,196,906.89
在建工程	Construction in progress			
使用權資產	Right-of-use assets		17,002,489.72	12,683,101.59
無形資產	Intangible assets		65,684,429.18	120,534,679.84
開發支出	Development expenditure			
商譽	Goodwill			
長期待攤費用	Long-term expenses to be amortized		15,995,400.33	18,496,028.24
遞延所得稅資產	Deferred income tax assets		1,102,912.65	1,579,871.20
其他非流動資產	Other non-current assets			
<b>非流動資產合計</b>	<b>Total non-current assets</b>		<b>603,235,696.51</b>	<b>706,835,724.58</b>
<b>資產總計</b>	<b>Total assets</b>		<b>1,642,957,926.45</b>	<b>1,671,348,930.47</b>

項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>流動負債:</b>	<b>Current liabilities:</b>			
短期借款	Short-term borrowings		277,892,626.55	358,786,271.06
交易性金融負債	Trading financial liabilities			
衍生金融負債	Derivative financial liabilities			
應付票據	Bills payables		386,038,421.58	303,267,964.22
應付帳款	Trade payables		126,649,871.72	144,029,763.59
預收款項	advance receipts			
合同負債	Contract liabilities		5,164,785.95	1,133,949.67
應付職工薪酬	Salaries payable to employees		6,811,174.30	3,077,400.16
應交稅費	Tax payables		30,633,186.57	6,031,470.79
其他應付款	Other payables		289,848,245.16	292,152,010.59
其中：應付利息	Incl: Interest payable			
應付股利	Dividends payable			
持有待售負債	Liabilities held for sale			
一年內到期的非流動負債	Non-current liabilities due within one year		3,886,487.30	34,514,203.65
其他流動負債	Other current liabilities		671,422.17	147,413.46
<b>流動負債合計</b>	<b>Total current liabilities</b>		<b>1,127,596,221.30</b>	<b>1,143,140,447.19</b>
<b>非流動負債:</b>	<b>Non-current liabilities:</b>			
長期借款	Long-term borrowings			86,867,415.04
應付債券	Bonds payable			
其中：優先股	Incl: preferred stock			
永續債	Perpetual note			
租賃負債	Lease liabilities		15,387,798.55	11,855,407.89
長期應付款	Long-term payables			
長期應付職工薪酬	Long-term payroll payable			
預計負債	Accruals and provisions			
遞延收益	Deferred income			
遞延所得稅負債	Deferred income tax liabilities			
其他非流動負債	Other non-current liabilities			
<b>非流動負債合計</b>	<b>Total non-current liabilities</b>		<b>15,387,798.55</b>	<b>98,722,822.93</b>
<b>負債合計</b>	<b>Total liabilities</b>		<b>1,142,984,019.85</b>	<b>1,241,863,270.12</b>



項目	Item	附註 Note	2022年12月31日 31 December 2022	2021年12月31日 31 December 2021
<b>股東權益:</b>	<b>Shareholders' equity:</b>			
股本	Share capital		108,000,000.00	108,000,000.00
其他權益工具	other equity instruments			
其中: 優先股	Incl: preferred stock			
永續債	Perpetual note			
資本公積	Capital reserve		282,204,487.50	282,204,487.50
減: 庫存股	Less: Treasury stock			
其他綜合收益	Other comprehensive income			
專項儲備	Special reserve			
盈餘公積	Surplus reserve		28,129,256.97	21,080,432.34
未分配利潤	Unallocated profits		81,640,162.13	18,200,740.51
<b>股東權益合計</b>	<b>Total shareholders' interests</b>		<b>499,973,906.60</b>	<b>429,485,660.35</b>
<b>負債和股東權益總計</b>	<b>Total liabilities and shareholders' interests</b>		<b>1,642,957,926.45</b>	<b>1,671,348,930.47</b>

合併利潤表

CONSOLIDATED INCOME STATEMENT

2022年度

For the year 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
一、營業總收入	I. Total operating revenue	六 VI 31	4,175,279,039.20	3,793,617,720.03
其中：營業收入	Incl: Revenue	六 VI 31	4,175,279,039.20	3,793,617,720.03
二、營業總成本	II. Total operating cost		4,113,291,002.67	3,759,192,653.30
其中：營業成本	Incl: Operating cost	六 VI 31	3,903,521,213.18	3,556,398,664.23
稅金及附加	Taxes and surcharges	六 VI 32	10,073,659.26	8,657,894.86
銷售費用	Selling expenses	六 VI 33	112,831,003.98	103,327,989.46
管理費用	Management expenses	六 VI 34	49,736,270.40	48,523,027.84
研發費用	Research & development expenses			
財務費用	Finance costs	六 VI 35	37,128,855.85	42,285,076.91
其中：利息費用	Incl: Interest expenses	六 VI 35	34,257,509.72	40,609,536.96
利息收入	Interest income	六 VI 35	4,601,780.21	3,798,241.18
加：其他收益	Add: Other income	六 VI 36	371,738.94	523,715.09
投資收益（損失以「-」號填列）	Investment income ( “ - ” for loss)	六 VI 37		23.25
其中：對聯營企業和合營企業的投資收益	Incl: investment income from associates and joint ventures			
以攤余成本計量的金融資產終止確認收益	Financial assets measured at amortized cost are derecognized earnings			
匯兌收益（損失以「-」號填列）	Exchange gains( “ - ” for loss)			
淨敞口套期收益（損失以「-」號填列）	Frequent exposure to hedge gains (“-” for loss)			
公允價值變動收益（損失以「-」號填列）	Gain on change in fair value (“-” for loss)			
信用減值損失（損失以「-」號填列）	Impairment loss of credit ( “ - ” for loss)	六 VI 38	-3,530,457.97	391,365.51
資產減值損失（損失以「-」號填列）	Impairment loss of assets ( “ - ” for loss)	六 VI 39	-3,148,303.99	-3,102,249.84
資產處置收益（損失以「-」號填列）	Gains on disposal of assets ( “ - ” for loss)	六 VI 40	65,839,056.46	149,987.17



項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
三、營業利潤（虧損以「-」號填列）	III. Operating profit ( “ - ” for loss)		121,520,069.97	32,387,907.91
加：營業外收入	Add: Non-operating revenue	六 VI 41	906,412.11	762,102.23
減：營業外支出	Less: Non-operating expenses	六 VI 42	372,783.97	169,431.00
四、利潤總額（虧損總額以「-」號填列）	IV. Total profit ( “ - ” for total loss)		122,053,698.11	32,980,579.14
減：所得稅費用	Less: Income tax expense	六 VI 43	31,673,359.34	9,827,519.07
五、淨利潤（淨虧損以「-」號填列）	V. Net profit ( “ - ” for net loss)		90,380,338.77	23,153,060.07
（一）按經營持續性分類	(I) By continuity of operations		90,380,338.77	23,153,060.07
1. 持續經營淨利潤（淨虧損以「-」號填列）	1. Net profit from continuing operation( “ - ” for net loss)		90,380,338.77	23,153,060.07
2. 終止經營淨利潤（淨虧損以「-」號填列）	2. Net profit from discontinued operation( “ - ” for net loss)			
（二）按所有權歸屬分類	(II) By ownership		90,380,338.77	23,153,060.07
1. 歸屬於母公司所有者的淨利潤（淨虧損以「-」號填列）	1. Net profit attributable to the shareholders of parent company ( “ - ” for net loss)		90,380,338.77	23,153,060.07
2. 少數股東損益（淨虧損以「-」號填列）	2. Profit of loss of minority shareholders ( “ - ” for net loss)			

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
六、其他綜合收益的稅後淨額	<b>VI. Net of tax of other comprehensive income</b>			
歸屬母公司股東的其他綜合收益的稅後淨額	Net of tax of other comprehensive income attributable to the shareholders of parent company			
(一) 不能重分類進損益的其他綜合收益	<b>(I) Other comprehensive income not subject to reclassification to profit or loss in future</b>			
1.重新計量設定受益計劃變動額	1. Remeasure the change in the set benefit plan			
2.權益法下不能轉損益的其他綜合收益	2. Other comprehensive income under the equity method that cannot be converted into profit or loss			
3.其他權益工具投資公允價值變動	3. Change in fair value of other equity instrument investments			
4.企業自身信用風險公允價值變動	4. Changes in the fair value of the enterprise's own credit risk			
5.其他	5. Others			
(二) 將重分類進損益的其他綜合收益	<b>(II) Other comprehensive income to be reclassified into profit or loss in future</b>			
1.權益法下可轉損益的其他綜合收益	1. Other comprehensive income of convertible profit or loss under the equity method			
2.其他債權投資公允價值變動	2. Changes in the fair value of other debt investments			
3.金融資產重分類計入其他綜合收益的金額	3. The amount of financial assets reclassified into other comprehensive income			
4.其他債權投資信用減值準備	4. Other debt investment credit impairment provisions			
5.現金流量套期儲備（現金流量套期損益的有效部分）	5. Cash flow hedging reserve (effective part of cash flow hedging profit or loss)			
6.外幣財務報表折算差額	6. Conversion difference of foreign currency statement			
7.其他	7. Others			
歸屬於少數股東的其他綜合收益的稅後淨額	Net other comprehensive income after-tax which belongs to minority shareholders			

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>七、綜合收益總額</b>	<b>VII. Total comprehensive income</b>		<b>90,380,338.77</b>	<b>23,153,060.07</b>
歸屬於母公司股東的綜合收益總額	Total comprehensive income attributable to the shareholders of parent company		90,380,338.77	23,153,060.07
歸屬於少數股東的綜合收益總額	Total comprehensive income attributable to minority shareholders			
<b>八、每股收益：</b>	<b>VIII. Earnings per share:</b>			
(一) 基本每股收益 (元/股)	(I) Basic earnings per share		0.8369	0.2144
(二) 稀釋每股收益 (元/股)	(II) Diluted earnings per share		0.8369	0.2144

母公司利潤表

Income Statement of the Parent Company

2022年度

For the year 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
一、營業收入	I. Operating revenue	十六 XVI 4	1,645,219,775.53	1,576,479,571.62
減：營業成本	Less: operating cost	十六 XVI 4	1,489,877,698.41	1,433,596,717.22
税金及附加	Taxes and surcharges		5,990,773.52	5,776,755.69
銷售費用	Selling expenses		76,106,383.24	69,914,695.77
管理費用	Management expenses		26,623,622.68	25,418,318.13
研發費用	Research & development expenses			
財務費用	Finance costs		26,665,810.02	31,664,436.28
其中：利息費用	Including: Interest expenses		23,264,690.31	23,053,273.07
利息收入	Interest income		1,361,208.39	1,269,805.33
加：其他收益	Add: Other gains		61,926.36	61,571.41
投資收益（損失以「-」號填列）	Investment income ( “ - ” for loss)	十六 XVI 5		18,000,000.00
其中：對聯營企業和合營企業的投資收益	Incl: investment income from associates and joint ventures			
以攤余成本計量的金融資產終止確認收益	Financial assets measured at amortized cost are derecognized earnings			
淨敞口套期收益（損失以「-」號填列）	Frequent exposure to hedge gains ( “ - ” for loss)			
公允價值變動收益（損失以「-」號填列）	Gain on change in fair value ( “ - ” for loss)			
信用減值損失（損失以「-」號填列）	Impairment loss of credit( “ - ” for loss)		-2,537,541.57	1,832,568.66
資產減值損失（損失以「-」號填列）	Impairment loss of assets( “ - ” for loss)		-679,905.59	-662,970.81
資產處置收益（損失以「-」號填列）	Gains on disposal of assets( “ - ” for loss)		76,913,023.85	-11,849.35
二、營業利潤（虧損以「-」號填列）	II. Operating profit ( “ - ” for loss)		93,712,990.71	29,327,968.44
加：營業外收入	Add: Non-operating revenue		567,928.37	20,880.42
減：營業外支出	Less: Non-operating expenses		184,138.21	66,839.43
三、利潤總額（虧損總額以「-」號填列）	III. Total profit ( “ - ” for total loss)		94,096,780.87	29,282,009.43
減：所得稅費用	Less: Income tax expense		23,608,534.62	2,875,993.03

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>四、淨利潤（淨虧損以「-」號填列）</b>	<b>IV. Net profit ( “ - ” for net loss)</b>		<b>70,488,246.25</b>	<b>26,406,016.40</b>
（一）持續經營淨利潤（淨虧損以「-」號填列）	(I).Net profit from continuing operation ( “ - ” for net loss)		70,488,246.25	26,406,016.40
（二）終止經營淨利潤（淨虧損以「-」號填列）	(II).Net profit from discontinued operation ( “ - ” for net loss)			
<b>五、其他綜合收益的稅後淨額</b>	<b>V. Net of tax of other comprehensive income</b>			
（一）不能重分類進損益的其他綜合收益	(I) Other comprehensive income not subject to reclassification to profit or loss in future			
1.重新計量設定受益計劃變動額	1. Remeasure the change in the set benefit plan			
2.權益法下不能轉損益的其他綜合收益	2. Other comprehensive income under the equity method that cannot be converted into profit or loss			
3.其他權益工具投資公允價值變動	3. Change in fair value of other equity instrument investments			
4.企業自身信用風險公允價值變動	4. Changes in the fair value of the enterprise's own credit risk			
5.其他	5. Others			
（二）將重分類進損益的其他綜合收益	(II) Other comprehensive income to be reclassified into profit or loss in future			
1.權益法下可轉損益的其他綜合收益	1. Other comprehensive income of convertible profit or loss under the equity method			
2.其他債權投資公允價值變動	2. Changes in the fair value of other debt investments			
3.金融資產重分類計入其他綜合收益的金額	3. The amount of financial assets reclassified into other comprehensive income			
4.其他債權投資信用減值準備	4. Other debt investment credit impairment provisions			
5.現金流量套期儲備（現金流量套期損益的有效部分）	5. Cash flow hedging reserve (effective part of cash flow hedging profit or loss)			
6.外幣財務報表折算差額	6. Conversion difference of foreign currency statement			
7.其他	7. Others			
<b>六、綜合收益總額</b>	<b>VI. Total comprehensive income</b>		<b>70,488,246.25</b>	<b>26,406,016.40</b>

合併現金流量表

Consolidated Statement of Cash Flow

2022年度

For the year 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>一、經營活動產生的現金流量：</b>	<b>I. Cash flow from operating activities:</b>			
銷售商品、提供勞務收到的現金	Cash received from sales of goods and rendering of services		3,522,129,057.65	3,278,723,811.17
收到的稅費返還	Tax refund received		2,373,277.71	
收到其他與經營活動有關的現金	Other cash received relating to operating activities	六 VI 44	172,081,792.29	4,203,978.52
<b>經營活動現金流入小計</b>	<b>Sub-total of cash inflow from operating activities</b>		<b>3,696,584,127.65</b>	<b>3,282,927,789.69</b>
購買商品、接受勞務支付的現金	Cash paid for purchases of goods and receiving services		3,284,071,704.48	3,138,089,935.40
支付給職工以及為職工支付的現金	Cash paid to employees and on behalf of employees		75,731,717.42	74,923,597.93
支付的各项稅費	Cash paid for various taxes		38,389,843.79	37,421,339.67
支付其他與經營活動有關的現金	Other cash paid relating to operating activities	六 VI 44	254,340,557.50	52,036,308.90
<b>經營活動現金流出小計</b>	<b>Sub-total of cash outflow from operating activities</b>		<b>3,652,533,823.19</b>	<b>3,302,471,181.90</b>
<b>經營活動產生的現金流量淨額</b>	<b>Net cash flow from operating activities</b>	六 VI 44	<b>44,050,304.46</b>	<b>-19,543,392.21</b>
<b>二、投資活動產生的現金流量：</b>	<b>II. Cash flow from investing activities:</b>			
收回投資收到的現金	Recover cash received on investments			
取得投資收益收到的現金	Cash received from investment gains			23.25
處置固定資產、無形資產和其他長期資產收回的現金淨額	Net cash received from disposal of fixed assets, intangible assets and other long-term assets		80,351,000.00	637,638.00
處置子公司及其他營業單位收到的現金淨額	Net cash received for disposal of subsidiaries and other business units			
收到其他與投資活動有關的現金	Other cash received relating to investing activities	六 VI 44		10,000.00
<b>投資活動現金流入小計</b>	<b>Sub-total of cash inflow from investing activities</b>		<b>80,351,000.00</b>	<b>647,661.25</b>
購建固定資產、無形資產和其他長期資產支付的現金	Cash paid for acquisition and construction of fixed assets, intangible assets and other long-term assets		8,588,536.73	25,039,729.65
投資支付的現金	Cash paid for investments			
取得子公司及其他營業單位支付的現金淨額	Net cash paid for acquisition of subsidiaries and other business units			
支付其他與投資活動有關的現金	Other cash paid relating to investing activities	六 VI 44		10,000.00
<b>投資活動現金流出小計</b>	<b>Sub-total of cash outflow from investing activities</b>		<b>8,588,536.73</b>	<b>25,049,729.65</b>
<b>投資活動產生的現金流量淨額</b>	<b>Net cash flow from investing activities</b>		<b>71,762,463.27</b>	<b>-24,402,068.40</b>



項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>三、籌資活動產生的現金流量：</b>	<b>III. Cash flow from financing activities:</b>			
吸收投資收到的現金	Absorb cash received from investments			
其中：子公司吸收少數股東投資收到的現金	Of which: the subsidiary absorbs cash received from minority shareholders' investments			
取得借款所收到的現金	Cash received from borrowings		825,887,076.38	957,970,978.42
收到其他與籌資活動有關的現金	Other cash received relating to financing activities	六 VI 44	2,033,068,697.50	1,826,502,238.37
<b>籌資活動現金流入小計</b>	<b>Sub-total of cash inflow from financing activities</b>		<b>2,858,955,773.88</b>	<b>2,784,473,216.79</b>
償還債務所支付的現金	Cash paid for repayment of debts		1,070,916,359.46	820,494,723.40
分配股利、利潤或償付利息所支付的現金	Cash payment for distribution of dividends and profits or interest payment		28,439,933.69	52,493,688.07
其中：子公司支付給少數股東的股利、利潤	Of which: dividends and profits paid by subsidiaries to minority shareholders			
支付其他與籌資活動有關的現金	Other cash paid relating to financing activities	六 VI 44	1,950,811,039.46	1,837,083,920.55
<b>籌資活動現金流出小計</b>	<b>Sub-total of cash outflow from financing activities</b>		<b>3,050,167,332.61</b>	<b>2,710,072,332.02</b>
<b>籌資活動產生的現金流量淨額</b>	<b>Net cash flow from financing activities</b>		<b>-191,211,558.73</b>	<b>74,400,884.77</b>
<b>四、匯率變動對現金及現金等價物的影響</b>	<b>IV. Effect of change in exchange rates on cash and cash equivalents</b>		<b>33,475.19</b>	
<b>五、現金及現金等價物淨增加額</b>	<b>V. Net increase in cash and cash equivalents</b>		<b>-75,365,315.81</b>	<b>30,455,424.16</b>
加：期初現金及現金等價物餘額	Add: Cash and cash equivalents at the beginning of the period	六 VI 44	144,226,724.41	113,771,300.25
<b>六、期末現金及現金等價物餘額</b>	<b>VI. Cash and cash equivalents at the end of the period</b>	六 VI 44	<b>68,861,408.60</b>	<b>144,226,724.41</b>

## 母公司現金流量表

2022年度

編制單位：創美藥業股份有限公司

單位：人民幣元

## Statement of Cash Flow of the Parent Company

For the year 2022

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

Unit: RMB

項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>一、經營活動產生的現金流量：</b>	<b>I. Cash flow from operating activities:</b>			
銷售商品、提供勞務收到的現金	Cash received from sales of goods and rendering of services		1,468,232,962.05	1,691,791,268.87
收到的稅費返還	Tax refund received			
收到其他與經營活動有關的現金	Other cash received relating to operating activities		1,538,715,600.06	882,371,613.25
<b>經營活動現金流入小計</b>	<b>Sub-total of cash inflow from operating activities</b>		<b>3,006,948,562.11</b>	<b>2,574,162,882.12</b>
購買商品、接受勞務支付的現金	Cash paid for purchases of goods and receiving services		1,397,355,962.32	1,558,171,897.86
支付給職工以及為職工支付的現金	Cash paid to employees and on behalf of employees		42,976,740.46	42,887,657.73
支付的各项稅費	Cash paid for various taxes		15,379,438.63	15,270,815.76
支付其他與經營活動有關的現金	Other cash paid relating to operating activities		1,468,174,313.61	948,399,101.71
<b>經營活動現金流出小計</b>	<b>Sub-total of cash outflow from operating activities</b>		<b>2,923,886,455.02</b>	<b>2,564,729,473.06</b>
<b>經營活動產生的現金流量淨額</b>	<b>Net cash flow from operating activities</b>		<b>83,062,107.09</b>	<b>9,433,409.06</b>
<b>二、投資活動產生的現金流量：</b>	<b>II. Cash flow from investing activities:</b>			
收回投資收到的現金	Recover cash received on investments			
取得投資收益收到的現金	Cash received from investment gains			18,000,000.00
處置固定資產、無形資產和其他長期資產收回的現金淨額	Net cash received from disposal of fixed assets, intangible assets and other long-term assets		80,054,000.00	8,500.00
處置子公司及其他營業單位收到的現金淨額	Net cash received for disposal of subsidiaries and other business units			
收到其他與投資活動有關的現金	Other cash received relating to investing activities			
<b>投資活動現金流入小計</b>	<b>Sub-total of cash inflow from investing activities</b>		<b>80,054,000.00</b>	<b>18,008,500.00</b>
購建固定資產、無形資產和其他長期資產支付的現金	Cash paid for acquisition and construction of fixed assets, intangible assets and other long-term assets		7,769,398.19	22,495,676.24
投資支付的現金	Cash paid for investments			
取得子公司及其他營業單位支付的現金淨額	Net cash paid for acquisition of subsidiaries and other business units			
支付其他與投資活動有關的現金	Other cash paid relating to investing activities			
<b>投資活動現金流出小計</b>	<b>Sub-total of cash outflow from investing activities</b>		<b>7,769,398.19</b>	<b>22,495,676.24</b>
<b>投資活動產生的現金流量淨額</b>	<b>Net cash flow from investing activities</b>		<b>72,284,601.81</b>	<b>-4,487,176.24</b>





項目	Item	附註 Note	2022 年度 2022	2021 年度 2021
<b>三、籌資活動產生的現金流量：</b>	<b>III. Cash flow from financing activities:</b>			
吸收投資收到的現金	Absorb cash received from investments			
取得借款收到的現金	Cash received from borrowings		412,400,000.00	456,752,104.00
收到其他與籌資活動有關的現金	Other cash received relating to financing activities		623,906,595.92	494,108,937.42
<b>籌資活動現金流入小計</b>	<b>Sub-total of cash inflow from financing activities</b>		<b>1,036,306,595.92</b>	<b>950,861,041.42</b>
償還債務支付的現金	Cash paid for repayment of debts		583,510,408.36	455,410,083.40
分配股利、利潤或償付利息支付的現金	Cash payment for distribution of dividends and profits or interest payment		19,853,169.90	43,847,456.83
支付其他與籌資活動有關的現金	Other cash paid relating to financing activities		593,950,813.37	501,901,425.90
<b>籌資活動現金流出小計</b>	<b>Sub-total of cash outflow from financing activities</b>		<b>1,197,314,391.63</b>	<b>1,001,158,966.13</b>
<b>籌資活動產生的現金流量淨額</b>	<b>Net cash flow from financing activities</b>		<b>-161,007,795.71</b>	<b>-50,297,924.71</b>
<b>四、匯率變動對現金及現金等價物的影響</b>	<b>IV. Effect of change in exchange rates on cash and cash equivalents</b>		<b>33,475.19</b>	
<b>五、現金及現金等價物淨增加額</b>	<b>V. Net increase in cash and cash equivalents</b>		<b>-5,627,611.62</b>	<b>-45,351,691.89</b>
加：期初現金及現金等價物餘額	Add: Cash and cash equivalents at the beginning of the period		63,908,614.31	109,260,306.20
<b>六、期末現金及現金等價物餘額</b>	<b>VI. Cash and cash equivalents at the end of the period</b>		<b>58,281,002.69</b>	<b>63,908,614.31</b>

合併股東權益變動表

Consolidated Statement of Changes in  
Shareholder's Equity

2022年度

For the year 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目 Item	2022 年度 2022						
	歸屬於母公司股東權益 Equity attributable to shareholders of parent company					少數股東 權益 Minority interests	股東權益合計 Total shareholders' equity
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	小計 Subtotal		
一、上年年末餘額 I. Closing balance for last year	108,000,000.00	278,990,829.04	21,080,432.34	96,030,718.25	504,101,979.63		504,101,979.63
加：會計政策變更 Add: changes in accounting policies							
前期差錯更正 Correction of previous errors							
同一控制下企業合併 Business combinations under common control							
其他 Others							
二、本年年初餘額 II. Opening balance for the year	108,000,000.00	278,990,829.04	21,080,432.34	96,030,718.25	504,101,979.63		504,101,979.63
三、本年增減變動金額（減少以「-」號填 列） III. Movement for the year ("-" for decrease)			7,048,824.63	83,331,514.14	90,380,338.77		90,380,338.77
（一）綜合收益總額 (I) Total comprehensive income				90,380,338.77	90,380,338.77		90,380,338.77
（二）股東投入和減少資本 (II) Contribution of shareholders and capital reduction							
1. 股東投入的普通股 1. Shareholders' contribution to ordinary shares							
2. 其他權益工具持有者投入資本 2. Capital contribution by holders of other equity instruments							
3. 股份支付計入股東權益的金額 3. Share-based payment credited to shareholders' equity							
4. 其他 4. Others							
（三）利潤分配 (III) Profit allocation			7,048,824.63	-7,048,824.63			
1. 提取盈餘公積 1. Appropriation of surplus reserve			7,048,824.63	-7,048,824.63			
2. 提取一般風險準備 2. Appropriation of general risk provision							
3. 對股東的分配 3. Allocation to shareholders							
4. 其他 4. Others							
（四）股東權益內部結轉 (IV) Transfers within the shareholders' equity							
1. 資本公積轉增股本 1. Transfer of capital reserve to share capital							
2. 盈餘公積轉增股本 2. Transfer of surplus reserve to share							



項目 Item	2022 年度 2022						
	歸屬於母公司股東權益 Equity attributable to shareholders of parent company					少數股東 權益 Minority interests	股東權益合計 Total shareholders' equity
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	小計 Subtotal		
capital							
3.盈餘公積彌補虧損 3. Surplus reserve for making up losses							
4.設定受益計劃變動額結轉留存收益 4. Change in defined benefit plan carried forward to retained earnings							
5.其他綜合收益結轉留存收益 5. Other comprehensive income carried forward to retained earnings							
6.其他 6. Others							
(五) 專項儲備 (V) Specific reserve							
1.本年提取 1. Appropriation for the year							
2.本年使用 2. Use in the year							
(六) 其他 (VI) Others							
<b>四、本年年末餘額 IV. Closing balance for the year</b>	<b>108,000,000.00</b>	<b>278,990,829.04</b>	<b>28,129,256.97</b>	<b>179,362,232.39</b>	<b>594,482,318.40</b>		<b>594,482,318.40</b>

項目 Item	2021 年度 2021						
	歸屬於母公司股東權益 Equity attributable to shareholders of parent company					少數股東 權益 Minority interests	股東權益合計 Total shareholders' equity
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	小計 Subtotal		
<b>一、上年年末餘額</b> <b>I. Closing balance for last year</b>	108,000,000.00	278,990,829.04	18,439,830.70	97,118,259.82	502,548,919.56		502,548,919.56
加：會計政策變更 Add: changes in accounting policies							
前期差錯更正 Correction of previous errors							
同一控制下企業合併 Business combinations under common control							
其他 Others							
<b>二、本年初餘額</b> <b>II. Opening balance for the year</b>	108,000,000.00	278,990,829.04	18,439,830.70	97,118,259.82	502,548,919.56		502,548,919.56
<b>三、本年增減變動金額（減少以「-」號填 列）</b> <b>III. Movement for the year (“-” for decrease)</b>			2,640,601.64	-1,087,541.57	1,553,060.07		1,553,060.07
（一）綜合收益總額 (I) Total comprehensive income				23,153,060.07	23,153,060.07		23,153,060.07
（二）股東投入和減少資本 (II) Contribution of shareholders and capital reduction							
1. 股東投入的普通股 1. Shareholders' contribution to ordinary shares							
2. 其他權益工具持有者投入資本 2. Capital contribution by holders of other equity instruments							
3. 股份支付計入股東權益的金額 3. Share-based payment credited to shareholders' equity							
4. 其他 4. Others							
（三）利潤分配 (III) Profit allocation			2,640,601.64	-24,240,601.64	-21,600,000.00		-21,600,000.00
1. 提取盈餘公積 1. Appropriation of surplus reserve			2,640,601.64	-2,640,601.64			
2. 提取一般風險準備 2. Appropriation of general risk provision							
3. 對股東的分配 3. Allocation to shareholders				-21,600,000.00	-21,600,000.00		-21,600,000.00
4. 其他 4. Others							
（四）股東權益內部結轉 (IV) Transfers within the shareholders' equity							
1. 資本公積轉增股本 1. Transfer of capital reserve to share capital							
2. 盈餘公積轉增股本 2. Transfer of surplus reserve to share capital							
3. 盈餘公積彌補虧損 3. Surplus reserve for making up losses							
4. 設定受益計劃變動額結轉留存收益 4. Change in defined benefit plan carried forward to retained earnings							
5. 其他綜合收益結轉留存收益 5. Other comprehensive income carried forward to retained earnings							
6. 其他 6. Others							
（五）專項儲備 (V) Specific reserve							
1. 本年提取							



項目 Item	2021 年度 2021						少數股東 權益 Minority interests	股東權益合計 Total shareholders' equity
	歸屬於母公司股東權益 Equity attributable to shareholders of parent company							
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	小計 Subtotal			
1. Appropriation for the year								
2. 本年使用 2. Use in the year								
(六) 其他 (VI) Others								
四、本年年末餘額 IV. Closing balance for the year	108,000,000.00	278,990,829.04	21,080,432.34	96,030,718.25	504,101,979.63		504,101,979.63	

母公司股東權益變動表

Statement of Changes in Shareholder's Equity of the  
Parent Company

2022年度

For the year 2022

編制單位：創美藥業股份有限公司

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

單位：人民幣元

Unit: RMB

項目 Item	2022 年度 2022				
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	股東權益合計 Total shareholders' equity
<b>一、上年年末餘額</b> <b>I. Closing balance for last year</b>	108,000,000.00	282,204,487.50	21,080,432.34	18,200,740.51	429,485,660.35
加：會計政策變更 Add: changes in accounting policies					
前期差錯更正 Correction of previous errors					
其他 Others					
<b>二、本年年初餘額</b> <b>II. Opening balance for the year</b>	108,000,000.00	282,204,487.50	21,080,432.34	18,200,740.51	429,485,660.35
<b>三、本年增減變動金額（減少以「-」號填列）</b> <b>III. Movement for the year ("-" for decrease)</b>					
（一）綜合收益總額 (I) Total comprehensive income				70,488,246.25	70,488,246.25
（二）股東投入和減少資本 (II) Contribution of shareholders and capital reduction					
1. 股東投入的普通股 1. Shareholders' contribution to ordinary shares					
2. 其他權益工具持有者投入資本 2. Capital contribution by holders of other equity instruments					
3. 股份支付計入股東權益的金額 3. Share-based payment credited to shareholders' equity					
4. 其他 4. Others					
（三）利潤分配 (III) Profit allocation			7,048,824.63	-7,048,824.63	
1. 提取盈餘公積 1. Appropriation of surplus reserve			7,048,824.63	-7,048,824.63	
2. 對股東的分配 2. Allocation to shareholders					
3. 其他 3. Others					
（四）股東權益內部結轉 (IV) Transfers within the shareholders' equity					
1. 資本公積轉增股本 1. Transfer of capital reserve to share capital					
2. 盈餘公積轉增股本 2. Transfer of surplus reserve to share capital					
3. 盈餘公積彌補虧損 3. Surplus reserve for making up losses					



項目 Item	2022 年度 2022				
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	股東權益合計 Total shareholders' equity
4. 設定受益計劃變動額結轉留存收益 4. Change in defined benefit plan carried forward to retained earnings					
5. 其他綜合收益結轉留存收益 5. Other comprehensive income carried forward to retained earnings					
6. 其他 6. Others					
(五) 專項儲備 (V) Specific reserve					
1. 本年提取 1. Appropriation for the year					
2. 本年使用 2. Use in the year					
(六) 其他 (VI) Others					
<b>四、本年年末餘額 IV. Closing balance for the year</b>	<b>108,000,000.00</b>	<b>282,204,487.50</b>	<b>28,129,256.97</b>	<b>81,640,162.13</b>	<b>499,973,906.60</b>

項目 Item	2021 年度 2021				
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	股東權益合計 Total shareholders' equity
一、上年年末餘額 I. Closing balance for last year	108,000,000.00	282,204,487.50	18,439,830.70	16,035,325.75	424,679,643.95
加：會計政策變更 Add: changes in accounting policies					
前期差錯更正 Correction of previous errors					
其他 Others					
二、本年年初餘額 II. Opening balance for the year	108,000,000.00	282,204,487.50	18,439,830.70	16,035,325.75	424,679,643.95
三、本年增減變動金額（減少以「-」號填列） III. Movement for the year ("-" for decrease)			2,640,601.64	2,165,414.76	4,806,016.40
（一）綜合收益總額 (I) Total comprehensive income				26,406,016.40	26,406,016.40
（二）股東投入和減少資本 (II) Contribution of shareholders and capital reduction					
1. 股東投入的普通股 1. Shareholders' contribution to ordinary shares					
2. 其他權益工具持有者投入資本 2. Capital contribution by holders of other equity instruments					
3. 股份支付計入股東權益的金額 3. Share-based payment credited to shareholders' equity					
4. 其他 4. Others					
（三）利潤分配 (III) Profit allocation			2,640,601.64	-24,240,601.64	-21,600,000.00
1. 提取盈餘公積 1. Appropriation of surplus reserve			2,640,601.64	-2,640,601.64	
2. 對股東的分配 2. Allocation to shareholders				-21,600,000.00	-21,600,000.00
3. 其他 3. Others					
（四）股東權益內部結轉 (IV) Transfers within the shareholders' equity					
1. 資本公積轉增股本 1. Transfer of capital reserve to share capital					
2. 盈餘公積轉增股本 2. Transfer of surplus reserve to share capital					
3. 盈餘公積彌補虧損 3. Surplus reserve for making up losses					
4. 設定受益計劃變動額結轉留存收益 4. Change in defined benefit plan carried forward to retained earnings					
5. 其他綜合收益結轉留存收益 5. Other comprehensive income carried forward to retained earnings					
6. 其他 6. Others					
（五）專項儲備 (V) Specific reserve					
1. 本年提取 1. Appropriation for the year					
2. 本年使用 2. Use in the year					





項目 Item	2021 年度 2021				
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits	股東權益合計 Total shareholders' equity
(六) 其他 (VI) Others					
四、本年年末餘額 IV. Closing balance for the year	108,000,000.00	282,204,487.50	21,080,432.34	18,200,740.51	429,485,660.35

## 財務報表附註

## NOTES TO THE FINANCIAL STATEMENTS

### 一、公司的基本情況

### I. GENERAL INFORMATION ABOUT THE COMPANY

#### 1、基本情況

#### 1. General Information

創美藥業股份有限公司（以下簡稱“本公司”或“創美藥業公司”，在包含子公司時簡稱“本集團”）於 2000 年經汕頭市經濟體制改革委員會、汕頭市經濟委員會、汕頭市財政局、汕頭市國有資產管理辦公室以汕改委[2000]6 號文批准，由汕頭醫藥（集團）公司、汕頭市創美貿易有限公司及汕頭市創美廣告有限公司共同出資將“汕頭市醫藥貿易發展公司”改組設立的有限責任公司。公司於 2000 年 3 月 6 日取得汕頭市工商行政管理局頒發的《企業法人營業執照》。2015 年 5 月 28 日，公司變更名稱為創美藥業股份有限公司。公司的註冊地為汕頭市龍湖區嵩山北路 235 號，統一社會信用代碼：91440500722414635C。

As approved by Shantou Commission for Restructuring the Economic Systems, Shantou Economic Committee, Shantou Finance Bureau and Shantou State-owned Property Management Office with Circular [2000] No.6 of Shantou Reform Commission, Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as the “**Company**” or “**Charmacy Pharmaceutical Company**”, together with its subsidiaries referred to as the “**Group**”) was restructured from “Shantou Pharmaceutical Trading Development Company (汕頭市醫藥貿易發展有限公司)” and established as a limited liability company by Shantou Medicine (Group) Limited (汕頭醫藥(集團)公司), Shantou Chuangmei Trading Limited (汕頭市創美貿易有限公司) and Shantou Chuangmei Advertising Limited (汕頭市創美廣告有限公司) with joint investments in 2000. The Company obtained the BUSINESS LICENSE OF THE ENTERPRISE LEGAL PERSON issued by Shantou Administration for Industry and Commerce on 6 March 2000. On 28 May 2015, the Company changed its name to Charmacy Pharmaceutical Co., Ltd. The registered address of the Company is No. 235 Song Shan North Road, Longhu District, Shantou City with a uniform social credit number of 91440500722414635C.

本公司屬於醫藥流通行業，主要從事醫藥產品分銷。主要經營範圍：藥品批發，第三類醫療器械經營，食品銷售，道路貨物運輸（不含危險貨物），城市配送運輸服務（不含危險貨物），消毒器械銷售，藥品互聯網信息服務，醫療器械互聯網信息服務；第一類醫療器械銷售，第二類醫療器械銷售，保健食品（預包裝）銷售，食品銷售（僅銷售預包裝食品），國內貨物運輸代理，信息諮詢服務（不含許可類信息諮詢服務），健康諮詢服務（不含診療服務），企業管理咨

The Company operates in the pharmaceutical distribution industry and is mainly engaged in the distribution of pharmaceutical products. The business scope is: Licensed items: drug wholesale, distribution of Class III medical devices, food sale, road transportation of goods (excluding dangerous goods), urban distribution and transportation services (excluding dangerous goods), sale of disinfection equipment, online drug information services, and online medical device information services. Sale of Class I medical devices, sale of Class II medical devices, sale of health foods (prepackaged), sale of foods (only prepackaged foods), domestic cargo transportation agency, information consulting

詢,普通貨物倉儲服務(不含危險化學品等需許可審批的項目),低溫倉儲(不含危險化學品等需許可審批的項目),信息技術諮詢服務,廣告設計、代理,非居住房地產租賃,倉儲設備租賃服務,辦公設備租賃服務,消毒劑銷售(不含危險化學品),衛生用殺蟲劑銷售,化妝品批發,化妝品零售,衛生用品和一次性使用醫療用品銷售,個人衛生用品銷售,食品用洗滌劑銷售,日用雜品銷售,日用品批發,化工產品銷售(不含許可類化工產品),勞動保護用品銷售,特种勞動防護用品銷售,初級農產品收購,農副產品銷售,食用農產品初加工,裝卸搬運,運輸貨物打包服務,包裝服務,諮詢策劃服務,互聯網銷售(除銷售需要許可的商品),食品互聯網銷售(僅銷售預包裝食品),日用口罩(非醫用)銷售,國內貿易代理,租賃服務(不含許可類租賃服務)。(依法須經批准的項目,經相關部門批准後方可開展經營活動)

本公司設有股東大會、董事會、監事會、總經理。本公司下設營銷中心、運維支持中心、物流中心、財務部等職能部門。

## 二、合併財務報表範圍

本集團合併財務報表範圍包括廣東創美藥業有限公司(以下簡稱“**廣東創美公司**”)、深圳創美藥業有限公司(以下簡稱“**深圳創美公司**”)、珠海創美藥業有限公司(以下簡稱“**珠海創美公司**”)、廣州創美藥業有限公司(以下簡稱“**廣州創美公司**”)及惠州創美藥業有限公司(以下簡稱“**惠州創美公司**”)5家全資子公司。

services (excluding information consulting services subject to licensing), health consulting services (excluding medical services), enterprise management consulting, general cargo warehousing services (excluding hazardous chemicals and other items subject to licensing and approval), low-temperature warehousing (excluding hazardous chemicals and other items subject to licensing and approval), information technology consulting services, advertisement design and agency, non-residential real estate leasing, warehousing equipment leasing services, office equipment leasing services, sale of disinfectants (excluding hazardous chemicals), sale of sanitary pesticides, cosmetics wholesale and retail, sale of sanitary products and disposable medical products, sale of personal hygiene products, sale of food detergents, sale of daily groceries, wholesale of daily necessities, sale of chemical products (excluding chemical products subject to licensing), sale of labor protection products, sale of special labor protection products, purchase of primary agricultural products, sale of agricultural by-products, primary processing of edible agricultural products, loading and unloading, cargo transportation and packing services, packaging services, consulting and planning services, online sale (except for sale of commodities subject to licensing), online sale of foods (only prepackaged foods), sale of daily masks (non-medical), domestic trade agency, and leasing services (excluding leasing services subject to licensing).

The Company has the General Meeting, the Board of Directors, the Board of Supervisors and the General Manager. The Company has functional departments such as marketing centre, operation and maintenance support centre, logistics centre and finance department.

## II. SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS

The scope of consolidated financial statements of the Group covers four five wholly-owned subsidiaries, Guangdong Charmacy Pharmaceutical Co., Ltd. (廣東創美藥業有限公司) (hereafter referred to as “**Guangdong Charmacy Company**”), Shenzhen Charmacy Pharmaceutical Limited (深圳創美藥業有限公司) (hereafter referred to as “**Shenzhen Charmacy Company**”), Zhuhai Charmacy Pharmaceutical Limited (珠海創美藥業有限公司) (hereinafter referred to as “**Zhuhai Charmacy Company**”) and Guangzhou Charmacy

本集團報告期內合併報表範圍未有變化，詳見本附註“七、合併範圍的變化”及本附註“八、在子公司中的權益”相關內容。

### 三、財務報表的編制基礎

#### 1. 編制基礎

本集團財務報表以持續經營為基礎，根據實際發生的交易和事項，按照財政部頒佈的《企業會計準則》及相關規定，以及香港《公司條例》和香港聯合交易所《上市規則》所要求之相關披露，並基於本附註“四、重要會計政策及會計估計”所述會計政策和會計估計編制。

#### 2. 持續經營

本集團對自 2022 年 12 月 31 日起 12 個月的持續經營能力進行了評價，未發現對持續經營能力產生重大懷疑的事項和情況。因此，本財務報表系在持續經營假設的基礎上編制。

### 四、重要會計政策及會計估計

本集團根據實際生產經營特點制定的具體會計政策和會計估計包括營業週期、應收款項壞賬準備的確認和計量、發出存貨計量、固定資產分類及折舊方法、無形資產攤銷、收入確認和計量等。

Pharmaceutical Limited (廣州創美藥業有限公司) (hereafter referred to as “Guangzhou Charmacy Company”) and Huizhou Charmacy Pharmaceutical Co., Ltd. (惠州創美藥業有限公司) (hereafter referred to as “Huizhou Charmacy Company”).

The details was no change in the scope of consolidated financial statements of the Group during the reporting period. For details, please refer to the relevant content as set out in “VII. CHANGES IN SCOPE OF CONSOLIDATION” and “VIII. INTERESTS IN SUBSIDIARIES” of these notes.

### III. BASIS FOR THE PREPARATION OF FINANCIAL STATEMENTS

#### 1. Preparation basis

The Group prepared its financial statements on the going concern basis, according to actual transactions and events as well as such disclosure requirements under the Accounting Standards for Enterprises (《企業會計準則》) issued by the Ministry of Finance and relevant provisions, the Companies Ordinance of Hong Kong and the Rules Governing the Listing of Securities on the Stock Exchange, and based on the accounting policies and accounting estimates set out in “IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES” of these notes.

#### 2. Going concern

The Group, having evaluated its ability to continue as a going concern for the 12 months since 31 December 2022, did not find any event or condition which may cast significant doubt on the going concern ability. Hence, the preparation of these financial statements was based on the assumption of going concern.

### IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

Tips for specific accounting policies and accounting estimates: The specific accounting policies and accounting estimates formulated by the Group according to the actual production and operation characteristics include business cycle, recognition and measurement of bad debt reserves for receivables, measurement of issued inventory, classification and depreciation methods of fixed assets, amortization of

## 1. 遵循企業會計準則的聲明

本公司編制的財務報表符合企業會計準則的要求，真實、完整地反映了本公司及本集團的財務狀況、經營成果和現金流量等有關信息。

## 2. 會計期間

本集團的會計期間為西曆 1 月 1 日至 12 月 31 日。

## 3. 營業週期

本集團營業週期為 12 個月，並以其作為資產和負債的流動性劃分標準。

## 4. 記賬本位幣

本集團以人民幣為記賬本位幣。

## 5. 同一控制下和非同一控制下企業合併的會計處理方法

本集團作為合併方，在同一控制下企業合併中取得的資產和負債，在合併日按被合併方在最終控制方合併報表中的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值的差額，調整資本公積；資本公積不足沖減的，調整留存收益。

在非同一控制下企業合併中取得的被購買方可辨認資產、負債及或有負債在收購日以公允價值計量。合併成本為本集團在購買日為取得對被購買方的控制權而支付的現金或非現金資產、發行或承擔的負債、發行的權益性證券等的公允價值以及在企業合併中發生的各項直接相關費用之和（通

intangible assets, and recognition and measurement of income.

## 1. Declaration on compliance with Accounting Standards for Enterprises

The Company complied with the requirements of Accounting Standards for Enterprises in preparing its financial statements, which give a true and full view of the relevant information such as the financial position, operating results and cash flows of the Company and the Group.

## 2. Accounting period

The Group's accounting period begins on 1 January and ends on 31 December of the calendar year.

## 3. Business cycle

The Group treats 12 months as a business cycle and the criteria for classifying the liquidity of assets and liabilities.

## 4. Functional currency

The Group adopts Renminbi as its functional currency.

## 5. Accounting methods for business combinations under common control and business combinations not under common control

The assets and liabilities obtained by the Group as the merging party in a business combination are measured at the combination-date carrying amount of the merged party in the consolidated statement of ultimate controller. The difference between the carrying amount of net assets obtained and the carrying amount of the combination consideration paid shall adjust additional paid-in capital; if the additional paid-in capital is not sufficient for offsetting, the retained earnings shall be adjusted.

The acquiree's identifiable assets, liabilities and contingent liabilities obtained in a business combination not under common control shall be measured at fair value at the acquisition date. The cost of combination is the sum of the fair value of cash and non-cash assets paid, liabilities incurred or assumed and equity securities issued by the Group for obtaining control of the acquiree at the acquisition date and all expenses incurred directly in the business combination (for the

過多次交易分步實現的企業合併，其合併成本為每一單項交易的成本之和）。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對合併中取得的各項可辨認資產、負債及或有負債的公允價值、以及合併對價的非現金資產或發行的權益性證券等的公允價值進行覆核，經覆核後，合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，將其差額計入合併當期營業外收入。

## 6. 合併財務報表的編制方法

本集團將所有控制的子公司納入合併財務報表範圍。

在編制合併財務報表時，子公司與本公司採用的會計政策或會計期間不一致的，按照本公司的會計政策或會計期間對子公司財務報表進行必要的調整。

合併範圍內的所有重大內部交易、往來餘額及未實現利潤在合併報表編制時予以抵銷。子公司的所有者權益中不屬於母公司的份額以及當期淨損益、其他綜合收益及綜合收益總額中屬於少數股東權益的份額，分別在合併財務報表“少數股東權益、少數股東損益、歸屬於少數股東的其他綜合收益及歸屬於少數股東的綜合收益總額”項目列示。

對於同一控制下企業合併取得的子公司，其經營成果和現金流量自合併當期期初納入合併財務報表。編制比較

business combination is achieved in stages through multiple transactions, its cost of combination is the sum of costs of each single transaction). Where the cost of combination exceeds the acquirer's share of the fair value of the acquiree's identifiable net assets, the difference is recognized as goodwill; where the cost of combination is less than the acquirer's share of the fair value of the acquiree's identifiable net assets, the measurement of the fair values of all the identifiable assets, liabilities and contingent liabilities obtained in the business combination and the fair values of non-cash assets or equity securities issued as the consideration for combination are firstly reviewed. If, after that review, the cost of combination is still less than the acquirer's share of the fair value of the acquiree's identifiable net assets in the business combination, the difference shall be included in the consolidated non-operating revenue for the period.

## 6. Preparation methods of consolidated financial statements

The Group includes all subsidiaries controlled by it into the scope of consolidated financial statements

When preparing consolidated financial statements, if there is inconsistency on the accounting policies or accounting periods between the subsidiaries and the Company, necessary adjustments will be made to the financial statements of the subsidiaries based on the accounting policies or accounting periods of the Company.

All significant intra-group transactions, current balances and unrealized profits within the scope of consolidation shall be offset in preparing the consolidated statements. The shares of owners' equity in subsidiaries not attributable to the parent company and the shares of net loss or profit for the period, other comprehensive income and total comprehensive income attributable to minority interests shall be presented in the consolidated financial statements under the items of "minority interests, profit or loss of minority shareholders, other comprehensive income attributable to minority interests and total comprehensive income attributable to minority interests", respectively.

The operating results and cash flows of a subsidiary acquired from business combination under common control shall be included in the consolidated financial statements from the

合併財務報表時，對上年財務報表的相關項目進行調整，視同合併後形成的報告主體自最終控制方開始控制時點起一直存在。

通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補充披露在合併財務報表中的處理方法。例如：通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併，編制合併報表時，視同在最終控制方開始控制時即以目前的狀態存在進行調整，在編制比較報表時，以不早於本集團和被合併方同處於最終控制方的控制之下的時點為限，將被合併方的有關資產、負債併入本集團合併財務報表的比較報表中，並將合併而增加的淨資產在比較報表中調整所有者權益項下的相關項目。為避免對被合併方淨資產的價值進行重複計算，本集團在達到合併之前持有的長期股權投資，在取得原股權之日與本集團和被合併方處於同一方最終控制之日孰晚日起至合併日之間已確認有關損益、其他綜合收益和其他淨資產變動，應分別沖減比較報表期間的期初留存收益和當期損益。

對於非同一控制下企業合併取得子公司，經營成果和現金流量自本集團取得控制權之日起納入合併財務報表。在編制合併財務報表時，以購買日確定的各項可辨認資產、負債及或有負債的公允價值為基礎對子公司的財務報表進行調整。

beginning of the period of the combination. When preparing the comparative consolidated financial statements, relevant items in the financial statements of the previous year will be adjusted as if the reporting entity formed after the combination had been in existence since the time when the ultimate controlling party gains control.

For equity of an investee under common control acquired in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment methods in consolidated financial statements shall be made in the reporting period of acquiring the control. For instance, for equity of an investee under common control acquired in stages through multiple transactions, which results in business combination, it shall be adjusted in the preparation of consolidated financial statements as if it had been in existence as the current status since the time when the ultimate controlling party obtains the control. When preparing the comparative statements, relevant assets and liabilities of the combined party are included in the comparative statements of consolidated financial statements of the Group no earlier than the time when the Group and the combined party are under the common control of the ultimate controlling party, with the increase in net assets arising from the combination being adjusted against the relevant items under owners' equity in the comparative statements. In order to avoid repeated calculation of the value of the net assets of the combined party, the long-term equity investment held by the Group before the completion of the combination, as well as the relevant recognized profit or loss, other comprehensive income and other changes in net assets from the later of the day of acquiring the original equity or the day when the Group and the combined party are under the same ultimate control to the combination day shall be offset against the retained earnings at the beginning of the period and the profit or loss for the period in the comparative statements, respectively.

The operating results and cash flows of a subsidiary acquired from business combination not under common control shall be included in the consolidated financial statements since the date when the Group gains control. When preparing the consolidated financial statements, the financial statements of the subsidiary shall be adjusted based on the fair values of the identifiable assets, liabilities and contingent liabilities determined on the acquisition date.

通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補充披露在合併財務報表中的處理方法。例如：通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併，編制合併報表時，對於購買日之前持有的被購買方的股權，按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益；與其相關的購買日之前持有的被購買方的股權涉及權益法核算下的其他綜合收益以及除淨損益、其他綜合收益和利潤分配外的其他所有者權益變動，在購買日所屬當期轉為投資損益，由於被投資方重新計量設定受益計劃淨負債或淨資產變動而產生的其他綜合收益除外。

本集團在不喪失控制權的情況下部分處置對子公司的長期股權投資，在合併財務報表中，處置價款與處置長期股權投資相對應享有子公司自購買日或合併日開始持續計算的淨資產份額之間的差額，調整資本溢價或股本溢價，資本公積不足沖減的，調整留存收益。

本集團因處置部分股權投資等原因喪失了對被投資方的控制權的，在編制合併財務報表時，對於剩餘股權，按照其在喪失控制權日的公允價值進行重新計量。處置股權取得的對價與剩餘股權公允價值之和，減去按原持股比例計算應享有原有子公司自購買日或合併日開始持續計算的淨資產的份額之間的差額，計入喪失控制權當期的投資損益，同時沖減商譽。與原有子公司股權投資相關的其他綜合收益等，在喪失控制權時轉為當期投資損

For equity of an investee not under common control acquired in stages through multiple transactions, which results in business combination, supplementary disclosure to the treatment methods in consolidated financial statements shall be made in the reporting period of acquiring the control. For instance, for equity of an investee not under common control acquired in stages through multiple transactions, which results in business combination, the equity of the acquiree held before the acquisition date shall be remeasured at the fair value of the equity on the acquisition date when preparing the consolidated financial statements, with the balance between the fair value and its book value being included in the investment gains for the period. Except for other comprehensive income arising from changes as a result of remeasurement of net liabilities or net assets of the defined benefit plan of the investee, other comprehensive income under the equity method involving the equity of the investee held before the acquisition date and other changes in owners' equity excluding net profit or loss, other comprehensive income and profit distribution shall be converted into investment profit or loss for the period in which the acquisition date falls.

For the partial disposal of the Group's long-term equity investments in a subsidiary without losing control, the balance between the disposal price and the share of net assets (being calculated from the acquisition date or combination date) of the subsidiary enjoyed correspondingly in the disposal of the long-term equity investment shall be used to adjust the capital premium or share premium, or the retained earnings if the capital reserves are not sufficient for offsetting, in the consolidated financial statements.

Where the Group loses its control over the investee due to the partial disposal of equity investment or other reasons, the residual equity will be remeasured at the fair value thereof on the date when the control is lost in the preparation of the consolidated financial statements. The excess of the sum of the consideration obtained from the equity disposal and the fair value of the residual equity over the share of the net assets of the original subsidiaries (being calculated in proportion to the original shareholding percentage from the acquisition date or combination date) shall be included in the investment profit or loss for the period in which the control is lost, with goodwill being offset simultaneously. Other comprehensive income relating to the equity investment of the original



益。

本集團通過多次交易分步處置對子公司股權投資直至喪失控制權的，如果處置對子公司股權投資直至喪失控制權的各項交易屬於一攬子交易的，應當將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理；但是，在喪失控制權之前每一次處置價款與處置投資對應的享有該子公司淨資產份額的差額，在合併財務報表中確認為其他綜合收益，在喪失控制權時一併轉入喪失控制權當期的投資損益。

## 7.現金及現金等價物

本集團現金流量表之現金指庫存現金以及可以隨時用於支付的存款。現金流量表之現金等價物指持有期限不超過 3 個月、流動性強、易於轉換為已知金額現金且價值變動風險很小的投資。

## 8.外幣業務和外幣財務報表折算

### (1) 外幣交易

本集團外幣交易按交易發生日的即期匯率將外幣金額折算為人民幣金額。於資產負債表日，外幣貨幣性項目採用資產負債表日的即期匯率折算為人民幣，所產生的折算差額除了為購建或生產符合資本化條件的資產而借入的外幣專門借款產生的匯兌差額按資本化的原則處理外，直接計入當期損益。

### (2) 外幣財務報表的折算

外幣資產負債表中資產、負債類項目採用資產負債表日的即期匯率折算；所有者權益類項目除“未分配利潤”外，均按業務發生時的即期匯率折

subsidiaries shall be transferred to investment profit or loss for the period when the control is lost.

When the Group disposes of its equity investment in the subsidiaries in stages through multiple transactions till losing control, if various transactions for disposing of equity investment of subsidiaries till losing control belong to a package deal, each transaction shall be accounted for as a transaction that disposes of subsidiary with loss of control; nonetheless, before the loss of control, the balance between each disposal price and the share of net assets of such subsidiary enjoyed correspondingly in investment disposal is recognized as other comprehensive income in the consolidated financial statements and transferred to investment profit or loss for the period when the control is lost.

## 7.Cash and cash equivalents

Cash in the cash flow statements of the Group refers to cash on hand and the deposits ready for payment at any time. Cash equivalents in the cash flow statements represent the investment with a term less than 3 months, which are highly liquidated, easy to be converted into known amounts of cash and subject to an insignificant risk of change in value.

## 8.Foreign currency business and translation of financial statements denominated in foreign currency

### (1) Foreign currency transactions

For the Group's foreign currency-denominated transactions, the foreign currency amount is converted into RMB amount at the spot exchange rate on the day when such transactions occur. Foreign currency monetary items are converted into RMB at the spot exchange rate on the balance sheet date, and the conversion differences resulted therefrom, except that those arising from special foreign currency loans related to the acquisition and construction or production of assets eligible for capitalisation should be treated on the capitalisation principle, are all included in the current profit or loss.

### (2) Translation of Foreign-currency Financial Statements

The asset and liability items in the foreign-currency balance sheet shall be translated at the spot exchange rate on the balance sheet date; the owners' equity items, except for "undistributed profits," shall be translated at the spot exchange

算；利潤表中的收入與費用項目，採用交易發生日的即期匯率折算。上述折算產生的外幣報表折算差額，在其他綜合收益項目中列示。外幣現金流量採用現金流量發生日的即期匯率折算。匯率變動對現金的影響額，在現金流量表中單獨列示。

## 9.商譽

因企業合併形成的商譽在合併財務報表中單獨列報，並按照成本扣除累計減值準備後的金額計量。商譽至少在每年年度終了進行減值測試。

對商譽進行減值測試時，結合與其相關的資產組或者資產組組合進行。即，自購買日起將商譽的賬面價值按照合理的方法分攤到能夠從企業合併的協同效應中受益的資產組或資產組組合，如包含分攤的商譽的資產組或資產組組合的可收回金額低於其賬面價值的，確認相應的減值損失。減值損失金額首先抵減分攤到該資產組或資產組組合的商譽的賬面價值，再根據資產組或資產組組合中除商譽以外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

可收回金額為資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之中的較高者。資產的公允價值根據公平交易中銷售協定價格確定；不存在銷售協議但存在資產活躍市場的，公允價值按照該資產的買方出價確定；不存在銷售協議和資產活躍市場的，則以可獲取的最佳信息為基礎估計資產的公允價值。處置費用包括與資產處置有關的法律費用、相關稅費、搬運費以及為使資產達到可銷售狀態所發生的直接費用。

rate at the time when the transaction occurs; the income and expense items in the income statement shall be translated at the spot exchange rate on the date when the transaction occurs. The foreign-currency statement translation differences arising from the above translations shall be presented in other comprehensive income item. The foreign-currency cash flow shall be translated at the spot exchange rate on the date when the cash flow occurs. The impact of exchange rate changes on cash shall be separately presented in the cash flow statement.

## 9.Goodwill

The goodwill arising on a business combination shall be presented separately in the consolidated financial statements and measured at costs less accumulated provision for impairment. The goodwill is tested for impairment at least at the end of each year.

When conducting the impairment test for goodwill, the goodwill is tested together with the related asset group or portfolio of asset group. That is, the carrying amount of goodwill is reasonably allocated to the related asset group or portfolio of asset group which benefits from the synergies of the business combination since the acquisition date. Relevant impairment loss is recognized if the recoverable amount of asset group or portfolio of asset group which contains the allocated goodwill is less than its carrying amount. The amount of impairment loss is firstly used to offset against the carrying amount of goodwill allocated to that asset group or portfolio of asset group, and then will be offset against the carrying amount of other assets on a pro rata basis according to the proportion of carrying amount of all other assets (other than goodwill) within asset group or portfolio of asset group.

The recoverable amount is the higher of the fair value of an asset less costs of disposal and the present value of the future cash flows expected to be derived from the asset. The fair value of asset shall be determined according to the prices stipulated in a sales agreement in an arm's length transaction. If there is no sales agreement but active market for assets, fair value shall be determined according to the bid price of the asset. If there is no sales agreement or active market for assets, the fair value of assets shall be estimated based on the best available information. Disposal expenses include the legal costs, related taxes, carriage expenses related to asset disposal and the direct costs caused by the efforts to prepare



資產預計未來現金流量的現值，按照資產在持續使用過程中和最終處置時所產生的預計未來現金流量，選擇恰當的折現率對其進行折現後的金額加以確定。

商譽減值損失在發生時計入當期損益，且在以後會計期間不予轉回。

## 10.金融資產和金融負債

本集團成為金融工具合同的一方時確認一項金融資產或金融負債。

### (1) 金融資產

#### 1) 金融資產分類、確認依據和計量方法

本集團根據管理金融資產的業務模式和金融資產的合同現金流特徵，將金融資產分類為以攤余成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產、以公允價值計量且其變動計入當期損益的金融資產。

本集團將同時符合下列條件的金融資產分類為以攤余成本計量的金融資產：①管理該金融資產的業務模式是以收取合同現金流量為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額；以攤余成本進行後續計量。不屬於任何套期關係的一部分的該類金融資產，按照實際利率法攤銷、減值、匯兌損益以及終止確認時產生的利得或損失，計入當期損益。本集團分類為該類的金融資產具體包括：應收賬款、應收票據、其他應收款。

the asset for its intended sales. The present value of expected future cash flows of an asset shall be determined by discounting the estimated future cash flows generated from the continuous use and ultimate disposal of assets at an appropriate discount rate.

The impairment loss of goodwill is charged to the profit or loss for the period when it incurred and will not be reversed in any subsequent periods.

## 10.Financial assets and financial liabilities

When the Group becomes a party to the financial instrument contract, a financial asset or financial liability will be recognized.

### (1)Financial assets

#### 1)Classification, recognition and measurement of financial assets

The Group classifies financial assets into financial assets at amortized cost, financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group classifies the financial assets that meet the following conditions as financial asset measured at amortized cost: ① The business model used to manage such financial assets takes the collection of contractual cash flows as the goal. ② The contractual terms of such financial assets stipulate that the cash flow generated on a specific date is only the payment of principal and interest based on the outstanding principal amount. Such financial assets shall be initially measured at fair value, with the relevant transaction costs included in the initially-recognized amount, and shall be subsequently measured at amortized cost. All gains or losses arising from the amortization, impairment, exchange loss and derecognition of such financial assets which are not part of any hedging relationships with the effective interest method are recorded into current profit or loss. The financial assets that the Group classifies into this category are: accounts receivable, bills receivable, other receivable.

本集團將同時符合下列條件的金融資產分類為以公允價值計量且其變動計入其他綜合收益的金融資產：①管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額。不屬於任何套期關係的一部分的該類金融資產所產生的所有利得或損失，除信用減值損失或利得、匯兌損益和按照實際利率法計算的該金融資產利息之外，所產生的其他利得或損失，均計入其他綜合收益；金融資產終止確認時，之前計入其他綜合收益的累計利得或損失應當從其他綜合收益中轉出，計入當期損益。本集團分類為該類的金融資產具體包括：應收款項融資。

本集團按照實際利率法確認利息收入。利息收入根據金融資產賬面餘額乘以實際利率計算確定，但下列情況除外：①對於購入或源生的已發生信用減值的金融資產，自初始確認起，按照該金融資產的攤余成本和經信用調整的實際利率計算確定其利息收入。②對於購入或源生的未發生信用減值、但在後續期間成為已發生信用減值的金融資產，在後續期間，按照該金融資產的攤余成本和實際利率計算確定其利息收入。

本集團將非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產，該指定一經作出，不得撤銷。本集團指定的以公允價值計量且其變動計入其他綜合收益的非交易性權益工具投資，按照公允價值進行初始計量，相關交易費用計入初始確認金額；除了獲得股利（屬於投資成本收回部分的除外）計入當

The Group will classify financial assets that meet the following conditions into financial assets at fair value through other comprehensive income: ① the financial assets are managed within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and ② the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Such financial assets are initially measured at fair value with related transaction costs to be included in the initial recognition amount. All gains or losses arising from the financial assets which are not part of any hedging relationships, other than credit impairment losses or gains, exchange gains or losses and interest on such financial assets calculated using the effective interest method, are recognized in other comprehensive income. Upon derecognition of the financial assets, the cumulative gains or losses previously included in other comprehensive income shall be transferred out and be included in the profit or loss for the period. The financial assets that the Group classifies into this category are: account receivables financing.

The Group recognizes interest income using the effective interest method. Interest income is calculated and determined by applying the effective interest rate to the carrying balance of the financial asset, except: ① for the purchased or internally generated credit-impaired financial assets, their interest income is calculated and determined based on amortized cost and credit-adjusted effective interest rate of such financial assets since the initial recognition; ② for the purchased or internally generated financial assets without credit-impairment but subsequently becoming credit-impaired, their interest income is calculated and determined based on amortized costs and effective interest rate of such financial assets in subsequent periods.

The Group designates the investments in equity instruments not held for trading as financial assets at fair value through other comprehensive income. Such designation cannot be revoked once made. The investments in equity instruments not held for trading designated as at fair value through other comprehensive income by the Group are initially measured at fair value with related transaction costs to be included in the initial recognition amount. Except for any received dividends (excluding those belonging to the recovery of the investment

期損益外，其他相關的利得和損失（包括匯兌損益）均計入其他綜合收益，且後續不得轉入當期損益。當其終止確認時，之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。

除上述分類為以攤余成本計量的金融資產和分類為以公允價值計量且其變動計入其他綜合收益的金融資產之外的金融資產。本集團將其分類為以公允價值計量且其變動計入當期損益的金融資產。此類金融資產按照公允價值進行初始計量，相關交易費用直接計入當期損益。此類金融資產的利得或損失，計入當期損益。

本集團在非同一控制下的企業合併中確認的或有對價構成金融資產的，該金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。

本集團在改變管理金融資產的業務模式時，對所有受影響的相關金融資產進行重分類。

## 2) 金融資產轉移的確認依據和計量方法

本集團將滿足下列條件之一的金融資產予以終止確認：①收取該金融資產現金流量的合同權利終止；②金融資產發生轉移，本集團轉移了金融資產所有權上幾乎所有風險和報酬；③金融資產發生轉移，本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有風險和報酬，且未保留對該金融資產控制的。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值，與因轉移而收到的對價及原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的

costs) which are included in the profit or loss for the period, other related gains or losses (including exchange gains and losses) are included in other comprehensive income and may not be transferred to the profit or loss for the period subsequently. Upon derecognition, the cumulative gains or losses previously included in other comprehensive income shall be transferred out and be included in retained earnings.

Other than the above financial assets classified as financial assets measured at amortized cost and financial assets at fair value through other comprehensive income, the Group classifies its financial assets as financial assets at fair value through profit or loss. Such financial assets are initially measured at fair value with related transaction costs to be directly included in profit or loss for the period. Gains or losses on such financial assets are included in profit or loss for the period.

Financial assets arising from contingent consideration recognized by the Group during the business combination not under common control, are classified as financial assets at fair value through profit or loss.

The Group reclassifies all impacted financial assets at the time of changing the business model of managing a financial asset.

## 2) Recognition and measurement of transfer of financial assets

The Group derecognizes financial assets if one of the following conditions is satisfied: ① the contractual rights to collect the cash flows from the financial asset expire; ② the financial asset has been transferred, and the Group has transferred substantially all the risks and rewards of ownership of the financial asset; and ③ the financial asset has been transferred, and the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, and it has not retained control over such financial asset.

If the whole transfer of the financial asset meets the conditions for derecognition, the difference between the carrying amount of the transferred financial asset at the date of derecognition and the sum of the consideration received for the transfer and the accumulative amount of fair value changes originally

金額（涉及轉移的金融資產的同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。）之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將因轉移而收到的對價及應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額（涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。）之和，與分攤的前述金融資產整體賬面價值的差額計入當期損益。

## （2）金融負債

### 1) 金融負債分類、確認依據和計量方法

除下列各項外，本集團將金融負債分類為以攤餘成本計量的金融負債，採用實際利率法，按照攤餘成本進行後續計量：

①以公允價值計量且其變動計入當期損益的金融負債（含屬於金融負債的衍生工具），包括交易性金融負債和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債，此類金融負債按照公允價值進行後續計量，公允價值變動形成的利得或損失

recorded into other comprehensive income which is relevant to the portion of derecognition (the transferred financial asset shall meet all of the following conditions: ① the Group's business model for managing the financial assets is aimed at both receiving contract cash flows and selling the financial assets; ② The terms of the contract for the financial asset provide that the cash flow generated on a particular date is only for the payment of principal and interest based on the amount of the outstanding principal.).

If the transfer of financial asset partially satisfies the conditions of derecognition, the entire carrying amount of the transferred financial asset is, between the portion which is derecognized and the portion which is not, apportioned according to their respective relative fair value, and the difference between the sum of the consideration received from the transfer and the accumulative amount of the changes of the fair value originally included in other comprehensive income which shall be apportioned to the derecognized portion (the transferred financial asset shall meet all of the following conditions: ① the Group's business model for managing the financial assets is aimed at both receiving contract cash flows and selling the financial assets; ② The terms of the contract for the financial asset provide that the cash flow generated on a particular date is only for the payment of principal and interest based on the amount of the outstanding principal.), and the apportioned entire carrying amount of the said financial assets are included into current profit or loss.

## (2) Financial liabilities

### 1) Classification, recognition and measurement of financial liabilities

The Group classifies financial liabilities except the following items as being measured at amortized cost. Such financial liabilities are recognized with the effective interest method and subsequently measured at amortized cost

① Financial liabilities (includes derivative instruments that are financial liabilities) at fair value through profit or loss include held-for-trading financial liabilities and financial liabilities designated as measured at fair value through profit or loss at initial recognition. Such financial liabilities subsequently measured at fair value. Gains or losses arising from changes in fair value, as well as dividends and interest expenditure



以及與該金融負債相關的股利和利息支出計入當期損益。

②不符合終止確認條件的金融資產轉移或繼續涉入被轉移金融資產所形成的金融負債。此類金融負債，本集團按照金融資產轉移相關準則規定進行計量。

③不屬於以上①或②情形的財務擔保合同，以及不屬於以上①情形的以低於市場利率貸款的貸款承諾。本集團作為此類金融負債的發行方的，在初始確認後按照依據金融工具減值相關準則規定確定的損失準備金額以及初始確認金額扣除依據收入準則相關規定所確定的累計攤銷後的餘額孰高進行計量。

本集團將在非同一控制下的企業合併中作為購買方確認的或有對價形成金融負債的，按照以公允價值計量且其變動計入當期損益進行會計處理。

## 2) 金融負債終止確認條件

當金融負債的現時義務全部或部分已經解除時，終止確認該金融負債或義務已解除的部分。本集團與債權人之間簽訂協定，以承擔新金融負債方式替換現存金融負債，且新金融負債與現存金融負債的合同條款實質上不同的，終止確認現存金融負債，並同時確認新金融負債。本集團對現存金融負債全部或部分的合同條款作出實質性修改的，終止確認現存金融負債或其一部分，同時將修改條款後的金融負債確認為一項新金融負債。終止確認部分的賬面價值與支付的對價之間的差額，計入當期損益。

## (3) 金融資產和金融負債的公允價值確定方法

本集團以主要市場的價格計量金融資

related to such financial liabilities are recorded in profit or loss for the period.

②financial liabilities arising from financial assets of which the transfer does not meet the conditions for derecognition or continuing involvements in the transferred financial assets. The Group measures such financial liabilities according to the relevant rules on financial assets transfer.

③financial guarantee contracts that do not fall within the range of ① or ②, and loan commitments that do not fall within the range of above ① and are at a rate less than the market interest rate. When the Group is the issuer of such financial liabilities, their value is measured at whichever is higher of the loss reserve amount determined in accordance with the financial instrument impairment rules and the balance after subtracting the accumulated amortization amount determined in accordance with the income rules from the initially recognized amount, after initial recognition.

Financial liabilities arising from contingent consideration recognized by the Group as the purchaser during the business combination not under common control, are accounted for at fair value through profit or loss.

## 2)Derecognition conditions of financial liabilities

When the present obligation of such financial liability was wholly or partially discharged, that financial liability or the discharged obligation shall be derecognised. If the Group and a creditor enter into an agreement to replace the existing financial liability with a new financial liability on substantially different terms, the existing financial liability shall be derecognized, whereas the new financial liability shall be recognized. Where the Group made substantial modifications to the terms of the existing financial liabilities in whole or in part, it derecognizes the existing financial liability in whole or in part and recognizes the financial liability with the revised terms as a new financial liability. The difference between the book value of the derecognized part of financial liability and the consideration paid is included in profit or loss for the period.

## (3)Recognition methods of fair value of financial assets and financial liabilities

The Group measures the fair value of financial assets and

產和金融負債的公允價值，不存在主要市場的，以最有利市場的價格計量金融資產和金融負債的公允價值，並且採用當時適用並且有足夠可利用數據和其他信息支持的估值技術。公允價值計量所使用的輸入值分為三個層次，即第一層次輸入值是計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值是除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；第三層次輸入值是相關資產或負債的不可觀察輸入值。本集團優先使用第一層次輸入值，最後再使用第三層次輸入值。公允價值計量結果所屬的層次，由對公允價值計量整體而言具有重大意義的輸入值所屬的最低層次決定。

本集團對權益工具的投資以公允價值計量。但在有限情況下，如果用以確定公允價值的近期信息不足，或者公允價值的可能估計金額分布範圍很廣，而成本代表了該範圍內對公允價值的最佳估計的，該成本可代表其在該分布範圍內對公允價值的恰當估計。

#### (4) 金融資產和金融負債的抵銷

本集團的金融資產和金融負債在資產負債表內分別列示，不相互抵銷。但同時滿足下列條件時，以相互抵銷後的淨額在資產負債表內列示：(1) 本集團具有抵銷已確認金額的法定權利，且該種法定權利是當前可執行的；(2) 本集團計劃以淨額結算，或同時變現該金融資產和清償該金融負債。

#### (5) 金融負債與權益工具的區分及相關處理方法

本集團按照以下原則區分金融負債與權益工具：(1) 如果本集團不能無條件地避免以交付現金或其他金融資產來履行一項合同義務，則該合同義務

financial liabilities at the price in the principal market, and does so using the price in the most advantageous market if there is not a principal market and adopts valuation techniques that are applicable then and are supported by sufficient available data and other information. The inputs for fair value measurements are divided into three levels: Level 1-quoted and unadjusted prices in active markets obtained for identical assets or liabilities at the measurement date; Level 2-directly or indirectly observable inputs of the relevant assets or liabilities except the Level 1 inputs; Level 3-unobservable inputs of the related assets or liabilities. The Group gives top priority to using Level 1 inputs and last priority to using Level 3 inputs. The level to which the fair value measurement result belongs is subject to the lowest level of the input that is of great significance to the overall measurement of fair value.

The Group's investments in equity instruments are measured at fair value. However, in limited circumstances where there is insufficient recent information available to determine fair value, or where the distribution range of possible estimates of fair value is so wide while cost represents the best estimate of fair value within that range, such cost may appropriately represent such estimate.

#### (4) Offsetting of financial assets and financial liabilities

The Group's financial assets and financial liabilities are presented separately in the balance sheet and are not offset against each other. However, they are presented in the balance sheet in net amounts after offsetting each other if both of the following conditions are met: (1) the Group has the legal right to offset the recognised amounts and such legal right is currently enforceable; and (2) the Group plans to settle on a net basis, or simultaneously realise the financial asset and settle the financial liability.

#### (5) Distinction between and treatment of financial liabilities and equity instruments

The Group distinguishes between financial liabilities and equity instruments in accordance with the following principles: (1) A contractual obligation meets the definition of a financial liability if the Group cannot unconditionally avoid



符合金融負債的定義。有些金融工具雖然沒有明確地包含交付現金或其他金融資產義務的條款和條件，但有可能通過其他條款和條件間接地形成合同義務。(2) 如果一項金融工具須用或可用本集團自身權益工具進行結算，需要考慮用於結算該工具的本集團自身權益工具，是作為現金或其他金融資產的替代品，還是為了使該工具持有方享有在發行方扣除所有負債後的資產中的剩餘權益。如果是前者，該工具是發行方的金融負債；如果是後者，該工具是發行方的權益工具。在某些情況下，一項金融工具合同規定本集團須用或可用自身權益工具結算該金融工具，其中合同權利或合同義務的金額等於可獲取或需交付的自身權益工具的數量乘以其結算時的公允價值，則無論該合同權利或義務的金額是固定的，還是完全或部分地基於除本集團自身權益工具的市場價格以外的變量（例如利率、某種商品的價格或某項金融工具的價格）的變動而變動，該合同分類為金融負債。

本集團在合併報表中對金融工具（或其組成部分）進行分類時，考慮了集團成員和金融工具持有方之間達成的所有條款和條件。如果集團作為一個整體由於該工具而承擔了交付現金、其他金融資產或者以其他導致該工具成為金融負債的方式進行結算的義務，則該工具應當分類為金融負債。

金融工具或其組成部分屬於金融負債的，相關利息、股利（或股息）、利得或損失，以及贖回或再融資產生的利得或損失等，本集團計入當期損益。

金融工具或其組成部分屬於權益工具的，其發行（含再融資）、回購、出

meeting that obligation by delivering cash or other financial assets. Some financial instruments do not explicitly contain terms and conditions for delivery of cash or other financial asset obligations, but it is possible that contractual obligations may arise indirectly through other terms and conditions. (2) If a financial instrument is required to be, or may be, settled with the Group's own equity instruments, it's needed to take into account whether the Group's own equity instruments used to settle the instrument in question are intended as a substitute for cash or other financial assets or are intended to give the holder of the instrument in question certain residual interest in the assets of the issuer net of all liabilities. If the former prevails, the instrument will be treated as a financial liability of the issuer; or if the latter prevails, the instrument will be treated as an equity instrument of the issuer. In certain circumstances, a financial instrument contract requires or allows the Group to settle the financial instrument with its own equity instruments, where the amount of the contractual right or contractual obligation is equal to the number of the Group's own equity instruments available for acquisition or required for delivery multiplied by their fair value at the time of settlement, then the contract is classified as a financial liability regardless of whether the amount of the contractual right or obligation is fixed or varies, in whole or in part, with variables other than the market price of the Group's own equity instruments (for example, interest rates, the price of a commodity or a financial instrument).

When classifying financial instruments (or their components) in the consolidated statements of operations, the Group takes into account all terms and conditions agreed between the members of the Group and holders of financial instruments. An instrument shall be classified as a financial liability if the Group as a whole has borne an obligation to deliver cash, other financial assets or to settle in a manner that otherwise results in the instrument becoming a financial liability.

Where a financial instrument or its component parts are financial liabilities, the related interest, dividend, gains or losses (including those arising from redemption or refinancing) shall be included in the Group's profit or loss for the current period.

Where a financial instrument or its components are an equity instrument, the Group will treat its issuance (including

售或註銷時，本集團作為權益的變動處理，不確認權益工具的公允價值變動。

### 11. 應收票據

基於應收票據的承兌人信用風險作為共同風險特徵，將其劃分為不同組合，並確定預期信用損失會計估計政策：

組合分類 Category of portfolio	預期信用損失會計估計政策 Accounting estimation policy for expected credit loss
銀行承兌匯票組合 Bank acceptance bill portfolio	管理層評價該類款項具有較低信用風險，一般不計提減值準備 Management evaluates that such payments have low credit risk and generally do not provide for impairment
商業承兌匯票組合 Commercial draft portfolio	按照預期損失率計提減值準備 Provision for impairment is made based on expected loss rate

本集團在資產負債表日計算應收票據預期信用損失，如果該預期信用損失大於當前應收票據減值準備的賬面金額，本集團將其差額確認為應收票據減值損失，借記“信用減值損失”，貸計“應收票據-壞賬準備”。相反，本集團將差額確認為減值利得。

### 12. 應收款項

本集團採用簡化方法於應收款項初始確認時確認預期存續期損失。本集團根據客戶的信用評級、業務規模、歷史回款與壞賬損失情況等分別採用以下兩種方式估計預期信用損失：

(1) 涉及金額重大、有長期合作關係或合作關係有異常情況等的應收款項，本集團不考慮減值矩陣，而是根據應收款項的具體信用風險特徵，如客戶信用評級、行業及業務特點、歷史回款與壞賬損失情況等，於應收款項初始確認時按照整個存續期內預期信用損失的金額確認損失準備。本集

refinancing), repurchase, sale or cancellation as a change in equity and will not recognise changes in the fair value of the equity instrument.

### 11. Bills receivables

Bills receivables are divided into different portfolios and the accounting estimation policies for the expected credit loss thereof are determined, based on the shared characteristics of acceptors' credit risks:

The Group calculates the expected credit loss for bills receivables on the balance sheet date. If the expected credit loss is higher than the book value of the current provision for the impairment of the bills receivables, the Group will recognize such difference as impairment loss of the bills receivables, which will be debited to “Impairment loss of credit” and credited to “Bills receivables – Provision for bad debt”. Otherwise, the Group will recognize such difference as impairment gain.

### 12. Receivables

The Group recognizes the lifetime expected loss for receivables at the initial recognition by using the simplified approach. The Group estimates the expected credit loss using the following two methods based on the customers' credit ratings, business scales, historical collections and bad debt losses:

(1) For receivables of significant amounts and involving long-term cooperative relationships or abnormal situations in the cooperative relationship, etc., the Group, instead of using the impairment matrix, recognizes loss provisions for receivables at the initial recognition at an amount equal to the lifetime expected credit loss based on the specific credit risk characteristics of the receivables, such as customers' credit ratings, industry and business characteristics, historical

團於每個報告日重新評估應收賬款餘下的存續期內預期信用損失的金額變動，調整損失準備。

(2) 不屬於上述情況的其他應收款項，本集團以共同信用風險特徵為依據，將金融工具分為不同組別，在組合基礎上採用減值矩陣確定相關金融工具的信用損失。本集團採用的共同信用風險特徵包括：信用風險評級、初始確認日期、剩餘合同期限、債務人所處行業、擔保物類型及擔保物相對於金融資產的價值等。

本集團在組合基礎上對應收款項預期存續期內的歷史觀察違約率釐定減值矩陣，並就前瞻性估計做出調整。於每個報告日，本集團更新歷史觀察違約率和分析前瞻性估計的變動，如有需要調整減值矩陣，按變動情況調整減值矩陣並計提損失準備。

預期信用損失計量。預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。

本集團在資產負債表日計算應收賬款預期信用損失，如果該預期信用損失大於當前應收賬款減值準備的賬面金額，本集團將其差額確認為應收賬款減值損失，借記“信用減值損失”，貸記“壞賬準備”。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關

collections and bad debt losses. At each reporting date, the Group re-evaluates the changes in the amount of expected credit losses in the remaining duration of the receivables and adjusts the loss provisions accordingly.

(2) For other receivables that do not fall into the above circumstances, the Group divides financial instruments into different groups based on shared characteristics of credit risks, and uses the impairment matrix to determine the credit losses of related financial instruments on a grouping basis. The shared characteristics of credit risks adopted by the Group include: credit risk rating, initial recognition date, remaining contract term, industry of the debtor, type of collateral and value of the collateral relative to financial assets, etc.

The Group determines the impairment matrix based on the historically observed default rates over the expected duration of the receivables on a grouping basis, and makes adjustments in respect of forward-looking estimates. At each reporting date, the Group updates the historically observed default rates, analyzes the changes in forward-looking estimates, adjusts the impairment matrix according to the changes if the impairment matrix needs to be adjusted, and make loss provisions accordingly.

Measurement of expected credit losses. Expected credit loss shall mean the weighted average of credit losses on financial instruments weighted by the risk of default. Credit loss shall mean the difference between all contractual cash flows receivable under the contract and all cash flows expected to be received by the Group discounted at the original effective interest rate, which is the present value of all cash shortages.

The Group calculates the expected credit loss of accounts receivable on the balance sheet date. In case the expected credit loss is greater than the book amount of the current impairment provision for accounts receivable, the Group shall recognize the difference as an impairment loss of accounts receivable, debiting it to "credit impairment loss" and crediting it to "bad debt provision". In case the expected credit loss is smaller than the book amount of the current impairment provision for accounts receivable, the Group shall recognize the difference as impairment gain and make the opposite accounting records.

In case the Group actually experiences credit losses and

應收賬款無法收回，經批准予以核銷的，根據批准的核銷金額，借記“壞賬準備”，貸記“應收賬款”。若核銷金額大於已計提的損失準備，按其差額借記“信用減值損失”。

### 13. 應收款項融資

分類為以公允價值計量且其變動計入其他綜合收益的應收票據、應收賬款，自取得起期限在一年內（含一年）的部分，列示為應收款項融資；自取得起期限在一年以上的，列示為其他債權投資。其相關會計政策參見本附註四、10“金融資產和金融負債”。

### 14. 存貨

本集團存貨主要包括庫存商品和發出商品。

存貨實行永續盤存制，存貨在取得時按實際成本計價，領用或發出存貨，採用加權平均法確定其實際成本。低值易耗品採用一次轉銷法進行攤銷。

庫存商品、在產品和用於出售的材料等直接用於出售的商品存貨，其可變現淨值按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定；用於生產而持有的材料存貨，其可變現淨值按所生產的產成品的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額確定。

### 15. 合同資產

#### (1) 合同資產的確認方法及標準

合同資產，是指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。

determines that the relevant accounts receivable cannot be recovered, and such accounts receivable are approved for write-off, the "bad debt provision" shall be debited and the "accounts receivable" will be credited based on the approved written-off amount. In case the written-off amount is greater than the withdrawn loss provision, the "credit impairment loss" shall be debited on the basis of the difference.

### 13. Accounts receivable financing

For bills and accounts receivable measured at fair value through other comprehensive income, the portion with a term of not more than one year since the day of acquisition is presented as receivables financing, and the rest is presented as other debt investments. See "Note IV. 10 to the Financial Statements: Financial Assets and Financial Liabilities" for relevant accounting policy.

### 14. Inventories

The Group's inventories mainly include goods in stock and goods in delivery.

The Group maintains a perpetual inventory system, the inventories are recognized at the actual cost when acquired. Actual cost is determined using weighted average method when the inventories are consumed or issued. Low-value consumables are amortized using one-off write-off method.

The net realisable value of inventories of merchandise held for direct sale, such as goods in stock, goods sold and materials for sale, shall be determined as the estimated selling price of the inventory less estimated selling expenses and related taxes; the net realisable value of inventories of materials held for production shall be determined as the estimated selling price of the finished goods less the estimated costs to be incurred upon completion, estimated selling expenses and related taxes.

### 15. Contractual assets

#### (1) Methods and criteria for recognition of contractual assets

Contractual assets refer to rights to receive consideration for goods that the Group has transferred to clients, and such rights are dependent on factors other than the passage of time.

## (2) 合同資產的預期信用損失的確定方法及會計處理方法

合同資產的預期信用損失的確定方法，參照上述 12.應收款項相關內容描述。

會計處理方法，本集團在資產負債表日計算合同資產預期信用損失，如果該預期信用損失大於當前合同資產減值準備的賬面金額，本集團將其差額確認為減值損失，借記“資產減值損失”，貸記“合同資產減值準備”。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關合同資產無法收回，經批准予以核銷的，根據批准的核銷金額，借記“合同資產減值準備”，貸記“合同資產”。若核銷金額大於已計提的損失準備，按其差額借記“資產減值損失”。

## 16.長期股權投資

本集團長期股權投資主要是對子公司的投資、對聯營企業的投資和對合營企業的投資。

本集團對共同控制的判斷依據是所有參與方或參與方組合集體控制該安排，並且該安排相關活動的政策必須經過這些集體控制該安排的參與方一致同意。

本集團直接或通過子公司間接擁有被投資單位 20%以上但低於 50%的表決權時，通常認為對被投資單位具有重大影響。持有被投資單位 20%以下表決權的，還需要綜合考慮在被投資單位的董事會或類似權力機構中派有代表、或參與被投資單位財務和經營政策制定過程、或與被投資單位之間發生重要交易、或向被投資單位派出管

## (2) Methods for determining expected credit losses on contractual assets and for related accounting treatment

The methods for determining expected credit losses on contractual assets are described with reference to 12. Receivables above.

For accounting purposes, the Group will calculate the expected credit loss on contractual assets on the balance sheet date. If the expected credit loss is greater than the current carrying amount of the provision for impairment of contractual assets, the Group will recognise the difference as an impairment loss by debiting “impairment loss on assets” and crediting “provision for impairment of contractual assets”. Conversely, the Group will recognise the difference as an impairment gain and make a reverse accounting entry.

If the Group incurs actual credit losses and the related contractual assets are deemed uncollectible and are approved for write-off, the Group will debit “provision for impairment of contractual assets” and credit “contractual assets” according to the approved write-off amount. If the write-off amount is greater than the provision for losses, the difference will be debited to “impairment loss on assets”.

## 16.Long-term equity investment

The long-term equity investment of the Group mainly refers to the investment in subsidiaries, investment in associates and investment in joint ventures.

The Group’s basis for judgement in respect of common control is that all participating parties or a group of participating parties control such arrangement, and that policies on related business of such arrangement have to obtain unanimous agreement from all participating parties that collectively control such arrangement.

The Group directly or indirectly through its subsidiaries owns more than 20% (inclusive) but less than 50% of the voting right of the investee, which is usually deemed to have significant influence on the investee. For voting rights of less than 20% in the investee, significant influence over the investee will be judged by comprehensively taking into consideration of such facts and circumstances as dispatching representative to the Board or similar authority of the investee, or participating in the formulation process of financial and

理人員、或向被投資單位提供關鍵技術資料等事實和情況判斷對被投資單位具有重大影響。

對被投資單位形成控制的，為本集團的子公司。通過同一控制下的企業合併取得的長期股權投資，在合併日按照取得被合併方在最終控制方合併報表中淨資產的賬面價值的份額作為長期股權投資的初始投資成本。被合併方在合併日的淨資產賬面價值為負數的，長期股權投資成本按零確定。

通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補充披露在母公司財務報表中的長期股權投資的處理方法。例如：通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併，屬於一攬子交易的，本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的，在合併日，根據合併後享有被合併方淨資產在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的的初始投資成本。初始投資成本與達到合併前的長期股權投資賬面價值加上合併日進一步取得股份新支付對價的賬面價值之和的差額，調整資本公積，資本公積不足沖減的，沖減留存收益。

通過非同一控制下的企業合併取得的長期股權投資，以合併成本作為初始投資成本。

通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補

operation policies of the investee, or having major transactions with the investee, or sending management personnel to the investee or providing key technical information to the investee.

An investee that is under the control of the Group shall be deemed as a subsidiary of the Group. For long-term equity investment acquired through business combination under common control, the share of the book value of net assets of the combined party in the combined statement of the ultimate controlling party on the combination date shall be accounted for as the initial investment cost of the long-term equity investment. If the book value of net assets of the combined party on the combination date is negative, the cost of the long-term equity investment is determined as nil.

For equity in an investee under common control obtained in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment methods of the long-term equity investment in the financial statements of the parent company shall be made in the reporting period of acquiring the control. For instance, for equity in an investee under common control obtained in stages through multiple transactions, which results in business combination, the Group will conduct accounting treatment on each transaction as one transaction which obtains control if the transactions belong to a package deal; if the transactions do not belong to a package deal, the share of the book value of net assets of the combined party in the combined financial statements of the ultimate controlling party upon the combination shall be deemed as the initial investment cost of the long-term equity investment on the combination date. The difference between the initial investment cost and the sum of the book value of long-term equity investment before the combination and the book value of newly-paid consideration for further acquisition of shares on the combination date shall be applied to adjust capital reserve. If the capital reserve is insufficient for offsetting, the retained earnings shall be offset.

For long-term equity investment obtained through business combination not under common control, combined cost shall be recognized as initial investment cost.

For equity in an investee not under common control obtained in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment

充披露在母公司財務報表中的長期股權投資成本處理方法。例如：通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併，屬於一攬子交易的，本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的，按照原持有的股權投資賬面價值加上新增投資成本之和，作為改按成本法核算的初始投資成本。購買日之前持有的股權採用權益法核算的，原權益法核算的相關其他綜合收益暫不做調整，在處置該項投資時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理。購買日之前持有的股權為指定以公允價值計量且其變動計入其他綜合收益的非交易性權益工具，原計入其他綜合收益的累計公允價值變動不得轉入當期損益。

除上述通過企業合併取得的長期股權投資外，以支付現金取得的長期股權投資，按照實際支付的購買價款作為投資成本；以發行權益性證券取得的長期股權投資，按照發行權益性證券的公允價值作為投資成本；投資者投入的長期股權投資，按照投資合同或協定約定的價值作為投資成本。

本集團對子公司投資採用成本法核算，對合營企業及聯營企業投資採用權益法核算。

後續計量採用成本法核算的長期股權投資，在追加投資時，按照追加投資支付的成本額公允價值及發生的相關交易費用增加長期股權投資成本的賬面價值。被投資單位宣告分派的現金股利或利潤，按照應享有的金額確認

methods for long-term equity investment in financial statements of the parent company shall be made in the report period for acquiring the control. For instance, for equity in an investee not under common control obtained in stages through multiple transactions, which results in the business combination, the Group will conduct accounting treatment on each transaction as one transaction which obtains the control right if the transactions belong to a package deal. If the transactions do not belong to a package deal, the sum of the book value of equity investment held originally and additional investment costs shall be the initial investment cost whose calculation method is changed to cost method. If the equity held before the acquisition date is calculated by equity method, the related other comprehensive income originally calculated by equity method shall not be adjusted; and the accounting treatment shall be conducted as per the same basis as that of directly disposing of related assets or liabilities of the investee when disposing of the investment. If the equity held before the acquisition date is a non-trading equity instrument specified to be measured at fair value and its changes are included in other comprehensive income, the accumulative changes in fair value originally included in other comprehensive income shall not be transferred into current profit and loss.

Apart from the long-term equity investments acquired through business combination mentioned above, for long-term equity investments acquired by cash payment, the investment cost is the actual amount of cash paid for the acquisition; for long-term equity investments acquired by issuing equity securities, the cost of investment is the fair value of the equity securities issued; for long-term equity investments invested by the investor, the investment cost is the agreed consideration under the investment contract or agreement.

The Group's investments in subsidiaries are accounted for using the cost method, and the investments in joint ventures and associates are accounted for using equity method.

For long-term equity investments for which the subsequent measurement is accounted for using the cost method, when additional investment is made, the book value of the long-term equity investment cost will be added according to the fair value of cost paid for additional investment and the related expenses incurred by related transactions. For cash dividend

為當期投資收益。

後續計量採用權益法核算的長期股權投資，隨著被投資單位所有者權益的變動相應調整增加或減少長期股權投資的賬面價值。其中在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，按照本集團的會計政策及會計期間，並抵銷與聯營企業及合營企業之間發生的內部交易損益按照持股比例計算歸屬於投資企業的部分，對被投資單位的淨利潤進行調整後確認。

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期投資收益。採用權益法核算的長期股權投資，原權益法核算的相關其他綜合收益應當在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，應當在終止採用權益法核算時全部轉入當期投資收益。

因處置部分股權投資等原因喪失了對被投資單位的共同控制或重大影響的，處置後的剩餘股權適用《企業會計準則第 22 號——金融工具確認和計量（財會[2017]7 號）》核算的，剩餘股權在喪失共同控制或重大影響之日的公允價值與賬面價值之間的差額計入當期損益。原股權投資因採用權益法核算而確認的其他綜合收益，在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎處理並按比例結轉，因被投資方除

or profit declared and paid by the investee, it shall be recognized as its investment income for the period at the amount to which it entitles.

For long-term equity investment for which the subsequent measurement is accounted for using the equity method, the book value of long-term equity investment shall be increased or decreased accordingly according to the change in the owners' equity of the investee. In which, the attributable net profit or loss in the investee is recognized on the basis of the fair value of various identifiable assets in the investee at the time of acquisition and in accordance with the accounting policies and accounting period of the Group, based on the share attributable to the investor as calculated according to shareholdings, after elimination of the profit or loss for intra-group transactions with associates and joint ventures and after adjustment to the net profits of the investee.

On disposal of a long-term equity investment, the difference between the book value and the proceeds actually received shall be included in investment income for the period. For a long-term equity investment measured with the equity method, the related other comprehensive income previously measured with such method shall be accounted for on the same basis as the direct disposal of the related assets or liabilities of the investee upon the termination of the equity method of accounting, and the owner's equity recognised as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution shall be entirely transferred to current investment income upon the termination of the equity method of accounting.

Where the common control or significant influence over the investee is lost due to the partial disposal of equity investment, and the residual equity after disposal is accounted as per the *Accounting Standards for Enterprises No. 24: Recognition and Measurement of Financial Instruments (Accounting [2017] No. 7)*, the balance between the fair value and book value of such residual equity on the date when the common control or significant influence is lost shall be included in profit or loss for the period. Other comprehensive income recognized as a result of calculating original equity investment by equity method shall be accounted for on the same basis as that used by the investee to directly dispose of



淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，應當按比例轉入當期投資收益。

因處置部分長期股權投資喪失了對被投資單位控制的，處置後的剩餘股權能夠對被投資單位實施共同控制或施加重大影響的，改按權益法核算，處置股權賬面價值和處置對價的差額計入投資收益，並對該剩餘股權視同自取得時即採用權益法核算進行調整；處置後的剩餘股權不能對被投資單位實施共同控制或施加重大影響的，適用《企業會計準則第 22 號——金融工具確認和計量（財會[2017]7 號）》進行會計處理，處置股權賬面價值和處置對價的差額計入投資收益，剩餘股權在喪失控制之日的公允價值與賬面價值間的差額計入當期損益。

本集團對於分步處置股權至喪失控股權的各項交易不屬於一攬子交易的，對每一項交易分別進行會計處理。屬於“一攬子交易”的，將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理，但是，在喪失控制權之前每一次交易處置價款與所處置的股權對應的長期股權投資賬面價值之間的差額，確認為其他綜合收益，到喪失控制權時再一併轉入喪失控制權的當期損益。

## 17.投資性房地產

本集團投資性房地產採用直線法計提折舊或攤銷。各類投資性房地產的預計使用壽命、淨殘值率及年折舊(攤銷)率如下：

the relevant assets or liabilities when ceasing to use the equity method, and carried forward proportionately. Owner's equity recognized as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution, shall be transferred to current investment yield on a proportionate basis.

When the control over the investee is lost due to the partial disposal of long-term equity investment, for residual equity which still has common control or significant influence over the investee after disposal, it shall be accounted for under the equity method. Difference between the book value of equity disposed and the disposal consideration shall be included in investment income. Such residual equity shall be adjusted assuming that it is treated as being accounted for under the equity method since acquisition. For residual equity which cannot exercise common control or impose significant influence over the investee after disposal, it shall be accounted for as per the *Accounting Standards for Enterprises No. 24: Recognition and Measurement of Financial Instruments (Accounting [2017] No. 7)*, and the difference between book value of equity disposed and the disposal consideration shall be included in investment income, and the difference between fair value and the book value of residual equity on the date of loss of control shall be included in profit or loss for the period.

For each transaction where equity is disposed by the Group in stages until loss of control and which does not belong to a package transaction, the accounting for each transaction shall be conducted separately. For the “package transaction”, the accounting treatment shall be conducted on each transaction as the transaction that disposes of subsidiary with loss of control. However, before loss of control, the difference between disposal price for each transaction and the book value of corresponding long-term investment of the equity disposed of, shall be recognized as other comprehensive income, and, upon loss of control, shall be transfer to the profit or loss for the period when the control is lost.

## 17.Investment property

The investment property of the Group shall be depreciated or amortized on straight-line basis. The estimated useful life, net residual value rate and annual depreciation (amortization) rate of various investment properties are as follows:

序號 No.	類別 Category	折舊年限(年) Depreciation Period (year)	預計殘值率(%) Estimated Residual Value Rate (%)	年折舊率(%) Annual Depreciation Rate (%)
1	土地使用權 Land use rights	出讓取得時剩餘年限 Remaining term upon transfer	0	-
2	房屋建築物 Buildings and structures	30	5	3.17

### 18. 固定資產

本集團固定資產是指同時具有以下特徵，即為生產商品、提供勞務、出租或經營管理而持有的，使用年限超過一年，單位價值超過 2,000 元的有形資產。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。本集團固定資產包括房屋及建築物、機器設備、運輸設備、辦公設備等。

與固定資產有關的後續支出，如果與該固定資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入固定資產成本，並終止確認被替換部分的賬面價值。除此以外的其他後續支出，在發生時計入當期損益。

除已提足折舊仍繼續使用的固定資產和單獨計價入帳的土地外，本集團對所有固定資產計提折舊。計提折舊時采用平均年限法（或其他方法）。本集團固定資產的分類折舊年限、預計淨殘值率、折舊率如下：

### 18. Fixed assets

Fixed assets are tangible assets refer to the following characteristics at the same time, that are held for use in the production of goods, supply of labour, rental or operation management, with a unit value of more than RMB2,000 and have a useful life of more than one year.

Fixed assets are recognized only when its related economic benefits are likely to flow into the Group and its cost could be reliably measured. The Group's fixed assets include houses and buildings, machinery, transportation equipment, office equipment, etc.

For subsequent expenses related to fixed assets, if the economic benefits related to such fixed assets are likely to flow into the Group and its cost could be reliably measured, such expenses are included in the cost of fixed asset, and the book value of the replaced part will be derecognized. Save for the above, other subsequent expenses are included in profit or loss for the period in which they are incurred.

The Group depreciates all fixed assets, except for those that have been fully depreciated and continued to be used as well as land that has been separately stated in the accounts. Depreciation is recognised using the average service life method (or other methods). The categorised depreciable service life, estimated net residual values and depreciation rates of the Group's fixed assets are shown as follows:

序號 No.	類別 Category	折舊年限(年) Depreciable Life (year)	預計殘值率(%) Estimated Residual Value Rate (%)	年折舊率(%) Annual Depreciation Rate (%)
1	房屋建築物 Buildings and structures	30	5	3.17
2	機器設備 Machinery and equipment	10、13、15	0	10.00、7.69、6.67
3	運輸設備 Transportation facilities	8	0	12.50
4	辦公設備 Office equipment	3、5	0	33.33、20.00

本集團於每年年度終了，對固定資產的預計使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變，則作為會計估計變更處理。

At the end of each year, the Group reviews the estimated useful life, estimated net residual value and depreciation method of fixed assets, and if there is a change, it treats it as a change in accounting estimate.

#### 19. 在建工程

在建工程在達到預定可使用狀態之日起，根據工程預算、造價或工程實際成本等，按估計的價值結轉固定資產，次月起開始計提折舊，待辦理了竣工決算手續後再對固定資產原值差異進行調整。

#### 19. Construction in progress

Construction in progress shall be transferred into fixed assets at the estimated value as per the project budget, construction prices or actual construction costs from the date when they are ready for intended use, and be depreciated from the next month and be adjusted for difference from the original value of fixed asset after the completion settlement procedures.

#### 20. 借款費用

發生的可直接歸屬於需要經過 1 年以上的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；當購建或生產符合資本化條件的資產達到預定可使用或可銷售狀態時，停止資本化，其後發生的借款費用計入當期損益。如果符合資本化條件的資產在購建或者生產過程中發生非正常中斷、且中斷時間連續超過 3 個月，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

#### 20. Borrowing costs

For borrowing costs incurred that are directly attributable to fixed asset, investment property and inventory which are ready for their intended use or sale after activities related to their acquisition, construction or production last for more than one year, capitalization shall commence when expenditures for the asset and borrowing costs have been incurred, and activities relating to the acquisition, construction or production of the asset that are necessary for the asset to be ready for its intended use or sale have begun; and capitalization shall be ceased when the acquired, constructed or produced qualifying asset for capitalization is ready for its intended use or sale, and borrowing costs subsequently incurred shall be recognized in profit or loss for the period. If acquisition, construction or production of a qualifying asset for capitalization is interrupted abnormally, and the interruption lasts for more than 3 months, the capitalization of

專門借款當期實際發生的利息費用，扣除尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額予以資本化；一般借款根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率，確定資本化金額。資本化率根據一般借款加權平均利率計算確定。

## 21. 使用權資產

使用權資產，是指本集團作為承租人可在租賃期內使用租賃資產的權利。

### (1) 初始計量

在租賃期開始日，本集團按照成本對使用權資產進行初始計量。該成本包括下列四項：①租賃負債的初始計量金額；②在租賃期開始日或之前支付的租賃付款額，存在租賃激勵的，扣除已享受的租賃激勵相關金額；③發生的初始直接費用，即為達成租賃所發生的增量成本；④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本，屬於為生產存貨而發生的除外。

### (2) 後續計量

在租賃期開始日後，本集團採用成本模式對使用權資產進行後續計量，即以成本減累計折舊及累計減值損失計量使用權資產。本集團按照租賃準則有關規定重新計量租賃負債的，相應調整使用權資產的賬面價值。

borrowing costs shall be suspended until the acquisition, construction or production activities of the asset are resumed.

Where borrowings are borrowed for a specific purpose, the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the unutilized borrowed funds in banks or any investment income on the temporary investment of those borrowings shall be capitalized. Where borrowings are borrowed for general purpose, the amount to be capitalized is determined on multiplying the weighted average of the excess amount of accumulated asset expense over the amount of specific-purpose borrowings by capitalization rate of general-purpose borrowings occupied. The capitalization rate shall be determined based on the weighted average interest rates applicable to the general-purpose borrowings.

## 21. Right-of-use assets

The right-of-use assets are defined as the rights of the Group as a lessee to use the leased assets in the lease term.

### (1) Initial recognition

At the commencement of the lease term, the Group initially measures the right-of-use assets at cost, which includes the following: ① the amount of the initial measurement of the lease liability; ② any lease payments made at or before the commencement date, less the amount of lease incentives received, if any; ③ any initial direct costs incurred, i.e. the incremental costs incurred for the execution of the lease; ④ the costs expected to be incurred for dismantling and removing the leased asset, restoring the site on which the leased asset is located or restoring it to the condition as agreed in the terms of the lease, except those incurred for the production of inventories.

### (2) Subsequent measurement

After the commencement of the lease term, the Group adopts a cost model for the subsequent measurement of the right-of-use assets, where the right-of-use assets are measured at cost less accumulated depreciation and accumulated impairment losses. Where the Group re-measures the lease liability in accordance with the relevant provisions of the lease standards, the book value of the right-of-use assets shall be adjusted accordingly.

### (3) 使用權資產的折舊

自租賃期開始日起，本集團對使用權資產計提折舊。使用權資產通常自租賃期開始的當月計提折舊。計提的折舊金額根據使用權資產的用途，計入相關資產的成本或者當期損益。

本集團在確定使用權資產的折舊方法時，根據與使用權資產有關的經濟利益的預期消耗方式做出決定，以直線法對使用權資產計提折舊。

本集團在確定使用權資產的折舊年限時，遵循以下原則：能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產剩餘使用壽命內計提折舊；無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。

### (4) 使用權資產的減值

如果使用權資產發生減值，本集團按照扣除減值損失之後的使用權資產的賬面價值，進行後續折舊。

## 22.無形資產

本集團無形資產包括土地使用權、軟件及軟件使用權、客戶資源等，按取得時的實際成本計量，其中，購入的無形資產，按實際支付的價款和相關的其他支出作為實際成本；投資者投入的無形資產，按投資合同或協議約定的價值確定實際成本，但合同或協議約定價值不公允的，按公允價值確定實際成本；對非同一控制下合併中取得被購買方擁有的但在其財務報表中未確認的無形資產，在對被購買方

### (3) Depreciation of right-of-use assets

The Group provides for the depreciation of the right-of-use assets from the commencement of the lease term. Right-of-use assets are usually depreciated from the month in which the lease term commences. The amount of the provision for depreciation is included in the cost of the relevant assets or the current profit or loss according to the use of the right-of-use assets.

When determining the depreciation method of the right-of-use assets, the Group makes decisions based on the expected methods of consuming the economic benefits related to the right-of-use assets, and provides for depreciation for the right-of-use assets on a straight-line basis.

When determining the depreciation period of the right-of-use assets, the Group adheres to the following principles: if it is reasonably certain that the ownership of the leased assets will be obtained at the end of the lease term, the provision for depreciation will be made within the remaining useful life of the leased assets; if it is not reasonably certain that the ownership of the leased assets will be obtained when the lease term expires, the provision for depreciation is made during the lease term or the remaining useful life of the leased assets, whichever is the shortest.

### (4) Impairment of right-of-use assets

If the right-of-use assets are impaired, the Group will make subsequent provision for depreciation based on the book value of the right-of-use assets after deducting the impairment losses.

## 22.Intangible assets

The Group's intangible assets include land use right, software and software license, customer resources, etc. Intangible assets are measured at the actual costs upon acquisition, of which the purchased intangible assets, actual paid cost and other relevant expenses are presented as the actual costs. For intangible assets invested by investors, the actual costs are determined according to the values specified in the investment contract or agreement, for the unfair values agreed in contract or agreement, the actual costs are determined at the fair value. For the intangible asset acquired from combination not under common control which is owned by the acquiree but is not

資產進行初始確認時，按公允價值確認為無形資產。

土地使用權從出讓起始日起，按其出讓年限平均攤銷；軟件及軟件使用權、客戶資源按預計使用年限、合同規定的受益年限和法律規定的有效年限三者中最短者分期平均攤銷。攤銷金額按其受益對象計入相關資產成本和當期損益。對使用壽命有限的無形資產的預計使用壽命及攤銷方法於每年年度終了進行覆核，如發生改變，則作為會計估計變更處理。

### 23. 長期資產減值

本集團於每一資產負債表日對長期股權投資、採用成本模式計量的投資性房地產、固定資產、在建工程、使用權資產、使用壽命有限的無形資產、經營租賃資產等項目進行檢查，當存在減值跡象時，本集團進行減值測試。對商譽和使用壽命不確定的無形資產，無論是否存在減值跡象，每年末均進行減值測試。

減值測試後，若該資產的賬面價值超過其可收回金額，其差額確認為減值損失，上述資產的減值損失一經確認，在以後會計期間不予轉回。

### 24. 長期待攤費用

本集團的長期待攤費用包括房屋裝修支出等。該等費用在受益期內平均攤銷，如果長期待攤費用項目不能使以後會計期間受益，則將尚未攤銷的該項目的攤餘價值全部轉入當期損益。

### 25. 合同負債

合同負債反映本集團已收或應收客戶對價而應向客戶轉讓商品的義務。本集團在向客戶轉讓商品之前，客戶已

recognized in the financial statements, it shall be recognized as intangible asset at its fair value upon the initial recognition of the acquiree's assets.

The land use right shall be evenly amortized when it is obtained from the date of transfer. The software and software use rights, customer resources are amortized evenly by stages over the shortest of estimated useful life, beneficial term stipulated by contract and legal effective term. The amortization amount is credited into relevant asset cost and profit or loss for the period according to its beneficiaries. The Group reviews the estimated useful life and amortization method of intangible assets with limited useful life at the end of each year, and any changes will be treated as changes on accounting estimates.

### 23. Impairment of long term assets

The Company reviews items such as long term equity investments, investment properties, fixed assets, construction in progress and right-of-use assets measured by the cost model, intangible assets with definite useful life, etc. on each balance sheet date. The Group conducts impairment test when there is any indication of impairment. Goodwill and intangible assets with indefinite useful life are tested at the end of each year for impairment, whether indication of impairment exists or not.

If the book value of such asset exceeds its recoverable amount after impairment test, the difference is recognized as impairment loss. The above impairment losses shall not be reversed in subsequent accounting periods once recognized.

### 24. Long-term deferred expenses

Long-term deferred expenses of the Group include expenses for building renovation, etc. Such expenses are amortized evenly over periods in which benefits are derived. If the long-term deferred expenses are no longer beneficial in subsequent accounting periods, the amortized value of the unamortized item is transferred in full to profit or loss for the period.

### 25. Contract liabilities

Contract liabilities reflect the Group's obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the

經支付了合同對價或本集團已經取得了無條件收取合同對價權利的，在客戶實際支付款項與到期應支付款項孰早時點，按照已收或應收的金額確認合同負債。

## 26.職工薪酬

本集團職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期福利。

短期薪酬主要包括：職工工資、獎金、津貼和補貼，職工福利費，醫療保險費、工傷保險費和生育保險費等社會保險費，住房公積金，工會經費和職工教育經費，短期帶薪缺勤，短期利潤分享計劃，非貨幣性福利以及其他短期薪酬等。在職工提供服務的會計期間，將實際發生的短期薪酬確認為負債，並按照受益對象計入當期損益或相關資產成本。

離職後福利主要包括基本養老保險費、企業年金、失業保險費、內退福利以及其他離職後福利等，按照公司承擔的風險和義務，分類為設定提存計劃、設定受益計劃。對於設定提存計劃在根據在資產負債表日為換取職工在會計期間提供的服務而向單獨主體繳存的提存金確認為負債，並按照受益對象計入當期損益或相關資產成本。

辭退福利，是由於本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而給予職工的補償，在下列兩者孰早日確認辭退福利產生的負債，並計入當

customer. Before the Group transfers goods to a customer, the customer has already paid the contract consideration, or the Group has obtained unconditional right to receive the contract consideration. At the earlier of the date of actual payment from the customer and the due date of payment, contract liabilities were recognized in accordance with the amount received or receivable.

## 26. Staff remuneration

The Group's staff remuneration includes short-term remuneration, post-employment benefits, termination benefits and other long-term benefits.

Short-term remuneration mainly includes staff salaries, bonuses, allowances and subsidies, staff welfare payments, social insurance premiums including medical insurance premiums, work injury insurance premiums and maternity insurance premiums, housing provident fund, labour union expenses and staff education expenses, short-term paid leaves, short-term benefits sharing scheme, non-monetary welfare and other short-term remuneration etc. During the accounting period in which the employees render services, the Group recognizes the short-term remuneration actually incurred as a liability and includes it in the profit or loss or in the cost of the related asset for the current period, depending on the class of beneficiaries.

The post-employment benefits mainly include basic pension insurance premiums, enterprise annuity, unemployment insurance premiums, early retirement benefits and other post-employment benefits, etc. Defined contribution plans and defined benefit plans are classified according to the risks and obligations assumed by the company. Withdrawals from defined contribution plans are recognised as a liability on the balance sheet date based on the amount of contributions made to a separate entity in exchange for services rendered by employees during the accounting period, and are recognised as current profit or loss or as cost of related assets, depending on the beneficiary.

Termination benefits is due to the compensation to employees when the Group terminates the employment relationship with employees before the expiry of the employment contracts or as an offer to encourage employees to accept voluntary redundancy. If the Group provides termination benefits to the

期損益：①本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時。②本集團確認與涉及支付辭退福利的重組相關的成本或費用時。其中對超過一年予以支付的補償款，按折現率折現後計入當期損益。

其他長期福利，主要包括短期薪酬、離職後福利、辭退福利之外所有的職工薪酬等。

## 27.租賃負債

### (1) 初始計量

本集團按照租賃期開始日尚未支付的租賃付款額的現值對租賃負債進行初始計量。

#### 1) 租賃付款額

租賃付款額，是指本集團向出租人支付的與在租賃期內使用租賃資產的權利相關的款項，包括：①固定付款額及實質固定付款額，存在租賃激勵的，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額，該款項在初始計量時根據租賃期開始日的指數或比率確定；③本集團合理確定將行使購買選擇權時，購買選擇權的行權價格；④租賃期反映出本集團將行使終止租賃選擇權時，行使終止租賃選擇權需支付的款項；⑤根據本集團提供的擔保余值預計應支付的款項。

#### 2) 折現率

在計算租賃付款額的現值時，本集團因無法確定租賃內含利率的，採用增量借款利率作為折現率。該增量借款利率，是指本集團在類似經濟環境下為獲得與使用權資產價值接近的資

employees, the liabilities arising from termination benefits will be recognized and included in profit or loss for the period at the earlier of the following dates: ① when the Group cannot unilaterally withdraw termination benefits for the employment termination plan or the redundancy offer; and ② when the Group recognizes the costs or expenses related to the reorganization involving in payment of termination benefits. Of these, compensation paid in excess of one year is discounted at a discount rate and credited to current profit or loss.

Other long-term benefits refer to the employee compensation mainly include short-term compensation, post-employment benefits and termination benefits, etc.

## 27. Lease liabilities

### (1) Initial recognition

The Group initially measures lease liabilities based on the present value of the lease payments that have not been paid at the commencement date of the lease term.

#### 1) Lease payments

Lease payments are defined as the payments made by the Group to the lessors related to the rights to use leased assets during the lease term, including: ① fixed payments and fixed payments in substance, net of lease incentives, if any; ② variable lease payments based on indexes or ratios, which are determined at the initial measurement based on the indexes or ratios on the commencement date of the lease term; ③ the exercise price of the purchase option when the Group is reasonably certain to exercise the purchase option; ④ the payments required to be paid for exercising the option to terminate the lease when the lease term reflects that the Group will exercise the option to terminate the lease; and ⑤ the amount expected to be paid based on the residual value of the guarantee provided by the Group.

#### 2) Discount rate

In calculating the present value of lease payments, the Group uses the incremental borrowing rate as the discount rate when it is unable to determine the interest rate implicit in the lease. The incremental borrowing interest rate refers to the interest rate payable by the Group to borrow funds under similar



產，在類似期間以類似抵押條件借入資金須支付的利率。該利率與下列事項相關：①本集團自身情況，即集團的償債能力和信用狀況；②“借款”的期限，即租賃期；③“借入”資金的金額，即租賃負債的金額；④“抵押條件”，即目標資產的性質和質量；⑤經濟環境，包括承租人所處的司法管轄區、計價貨幣、合同簽訂時間等。本集團以長期銀行貸款利率為基礎，考慮上述因素進行調整而得出該增量借款利率。

### (2) 後續計量

在租賃期開始日後，本集團按以下原則對租賃負債進行後續計量：①確認租賃負債的利息時，增加租賃負債的賬面金額；②支付租賃付款額時，減少租賃負債的賬面金額；③因重估或租賃變更等原因導致租賃付款額發生變動時，重新計量租賃負債的賬面價值。

本集團按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益，但應當資本化的除外。週期性利率是指本集團對租賃負債進行初始計量時所採用的折現率，或者因租賃付款額發生變動或因租賃變更而需按照修訂後的折現率對租賃負債進行重新計量時，本集團所採用的修訂後的折現率。

### (3) 重新計量

在租賃期開始日後，發生下列情形時，本集團按照變動後租賃付款額的現值重新計量租賃負債，並相應調整使用權資產的賬面價值。使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，本集團將剩餘金額計入當期損益。①實質固定付款額發生變動（該情形下，採用原折現率

mortgage conditions in similar periods in order to acquire the assets of an amount close to the value of the right-of-use assets in a similar economic environment. The interest rate is related to the following: ① the Group's own situation, that is, the Group's solvency and credit status; ② the term of the "borrowing", that is, the lease term; ③ the amount of "borrowed" funds, that is, the amount of lease liabilities; ④ "mortgage conditions", that is, the nature and quality of the underlying assets; ⑤ the economic environment, including the jurisdiction in which the lessee is located, the currency of denomination, and the time of signing the contract. Based on the long-term bank loan interest rate, the Group makes adjustments in respect of the above-mentioned factors to derive the incremental borrowing interest rate.

### (2) Subsequent measurement

After the commencement date of the lease term, the Group conducts the subsequent measurement of the lease liabilities according to the following principles: ① increasing the book value of the lease liabilities when recognizing lease liabilities; ② reducing the book value of the lease liabilities when making lease payments; ③ re-measuring the book value of the lease liabilities in case of any change in the lease payments due to revaluation or lease variations.

The interest expenses of the lease liabilities in each period of the lease term are calculated at fixed periodic interest rates and are included in the profit and loss for the current period, except those that shall be capitalized. Periodic interest rates refer to the discount rates used by the Group in the initial measurement of lease liabilities, or the revised discount rates adopted by the Group when lease liabilities need to be re-measured at revised discount rates due to changes in lease payments or lease variations.

### (3) Re-measurement

After the commencement date of the lease term, when the following circumstances occur, the Group re-measures the lease liabilities at the present value calculated based on the lease payments, and adjusts the book value of the right-of-use assets accordingly. If the book value of the right-of-use assets has been reduced to zero, but the lease liabilities still need to be further reduced, the Group will include the balance in the current profit and loss. The circumstances include ① any

折現)；②擔保餘值預計的應付金額發生變動(該情形下，採用原折現率折現)；③用於確定租賃付款額的指數或比率發生變動(該情形下，採用修訂後的折現率折現)；④購買選擇權的評估結果發生變化(該情形下，採用修訂後的折現率折現)；⑤續租選擇權或終止租賃選擇權的評估結果或實際行使情況發生變化(該情形下，採用修訂後的折現率折現)。

## 28. 預計負債

當與對外擔保、商業承兌匯票貼現、未決訴訟或仲裁、產品質量保證等或有事項相關的業務同時符合以下條件時，本集團將其確認為負債：該義務是本集團承擔的現時義務；該義務的履行很可能導致經濟利益流出企業；該義務的金額能夠可靠地計量。

## 29. 收入確認原則和計量方法

本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務的控制權時，確認收入。

合同中包含兩項或多項履約義務的，本集團在合同開始日，按照各單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務，按照分攤至各單項履約義務的交易價格計量收入。

交易價格是本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，不包括代第三方收取的款項。本集團確認的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。預期將退還給客戶的款項作為負債，不計入交易價格。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支

change in the fixed payment in substance (In this case, the original discount rate is used); ② any change in the expected payable amount of the residual value of the guarantee (In this case, the original discount rate is used); ③ any change in the indexes or ratios used to determine the lease payments (In this case, the revised discount rate is used); ④ any change in the evaluation result of the purchase option (In this case, the revised discount rate is used); ⑤ any change in evaluation result or actual exercise of the option to renew or terminate the lease (In this case, the revised discount rate is used).

## 28. Accruals and provisions

When an obligation related to external guarantee, commercial acceptance bill discounting, pending litigation or arbitration, product quality warranty and other contingencies simultaneously meet the following conditions, the Group shall recognize it as a liability: this obligation is a current obligation undertaken by the Group; the fulfilment of this obligation is likely to result in the outflow of economic benefits from the enterprise; the amount of this obligation can be reliably measured.

## 29. Recognition principle and measurement of income

Revenue is recognized when the Group satisfies the performance obligation in the contract by transferring the control over relevant goods or services to customers.

Where two or more performance obligations are included in a contract, at the commencement date of the contract, the Group will allocate the transaction price to each performance obligation on the proportion of the standalone selling prices of each distinct good or service promised, and measure the revenue based on the transaction price being allocated to each performance obligation.

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The transaction price recognized by the Group shall not exceed the amounts that are most unlikely to have a significant reversal for accumulated recognized income when the relevant uncertainties are resolved. The amount which the Group expects to refund to the customer is recognized as liabilities and excluded from

付的應付金額確定交易價格。該交易價格與合同對價之間的差額，在合同期間內採用實際利率法攤銷。合同開始日，本集團預計客戶取得商品或服務控制權與客戶支付價款間隔不超過一年的，不考慮合同中存在的重大融資成分。

滿足下列條件之一時，本集團屬於在某一段時間內履行履約義務，否則，屬於在某一時點履行履約義務：

客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；客戶能夠控制本集團履約過程中提供的服務（或商品）；本集團履約過程中所提供的服務（或商品）具有不可替代用途，且本集團在整個合同期間內有權就累計至今已完成的履約部分收取款項。

對於在某一時段內履行的履約義務，本集團在該段時間內按照履約進度確認收入。履約進度不能合理確定時，本集團已經發生的成本預計能夠得到補償的，按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

對於在某一時點履行的履約義務，本集團在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時，本集團會考慮下列跡象：

本集團就該商品或服務享有現時收款權利；本集團已將該商品的實物轉移給客戶；

transaction price. Where the contract contains a significant financing component, the Group determines the transaction price as the amount payable in cash by a customer when he/she obtains the control of the goods or services. The difference between the transaction price and the consideration of the contract is amortized using effective interest method over the contract term. The Group will not consider a significant financing component in a contract if it expects, on the inception date of the contract, that the period between the obtaining of the control of the goods or services by a customer and the payment by the customer will be one year or less.

The Group satisfies a performance obligation over time if one of the following criteria is met; or otherwise, a performance obligation is satisfied at a point in time:

The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; the customer can control the services (or goods) provided during the Group's performance; the services (or goods) provided during the Group's performance does not create an asset with an alternative use and the Group has a right to payment for performance completed to date in the contract period.

For performance obligation satisfied over time, the Group recognizes revenue over time by the progress of the satisfaction of that performance obligation. When the progress of that performance obligation cannot be measured reasonably, but the Group expects to recover the costs incurred in satisfying the performance obligation, the Group recognizes revenue as the costs incurred until such time that it can reasonably measure the progress of the performance obligation.

For performance obligation satisfied at a point in time, the Group recognizes revenue at the point in time at which the customer obtains the control of relevant goods or services. To determine whether a customer has obtained the control of goods or services, the Group considers the following indicators:

The Group has a present right to payment for the goods or services; the Group has transferred physical possession of the goods to the customer;

本集團已將該商品的法定所有權或所有權上的主要風險和報酬轉移給客戶；客戶已接受該商品或服務等。

本集團已向客戶轉讓商品或服務而有權收取對價的權利（且該權利取決於時間流逝之外的其他因素）作為合同資產列示，合同資產以預期信用損失為基礎計提減值。本集團擁有的、無條件（僅取決於時間流逝）向客戶收取對價的權利作為應收款項列示。本集團已收或應收客戶對價而應向客戶轉讓商品或服務的義務作為合同負債列示。

本集團的收入包括銷售商品收入、提供諮詢服務收入，其主要活動相關的具體會計政策描述如下：

本集團產品收入確認具體政策：本集團與客戶簽訂銷售合同約定，對方應於收貨後三日內，按商品質量要求及 GSP 驗收標準進行驗收，逾期未驗收視為商品合格。因所提供的商品與訂單不符、破損、污染、過期等情況，應於貨到 3 日內向本集團提出，並提供詳細資料，經查證後屬於公司責任的，確認後辦理退貨手續。基於以上條款，本集團出於謹慎性原則，於貨品發出 3 日後視同商品的控制權已轉移給客戶，予以確認收入。

本集團服務費收入確認具體政策：公司其他業務收入主要是公司為部分醫藥廠商和分銷商提供品牌推介、產品市場推廣等方面的諮詢服務收入。諮詢服務費按簽訂的《服務協定》，根據提供的具體服務內容進行收取，獨立於產品採購合同。公司在提供諮詢

The Group has transferred the legal title of the goods or the significant risks and rewards of ownership of the goods to the customer; the customer has accepted the goods or services.

The rights of the Group to receive consideration from customers (depending on factors other than the passage of time) for the transferred goods or services is presented as contract assets which is provided for impairment on the basis of expected credit losses. The Group's unconditional right (only the passage of time is required) to consideration from customer is presented as receivables. The Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented as contract liability.

The income of the Group includes income from the sales of goods, income from provision of advisory services. The following is the description of accounting policies regarding income from its principal activities:

The specific income recognition policy for the Group's products: the Group entered into a sales contract with the customer while the counterparty shall, within 3 days after receipt of the goods, inspect and accepts according to the product quality requirements and the GSP acceptance criteria. Overdue acceptance is deemed to constitute standard product. The fact that the goods provided are not in conformity with the order, damage, pollution, expiration, etc., shall be submitted to the Group within 3 days after the goods have been received, and detailed information shall be provided. If the responsibilities rest with the Company after verification, the return procedures will commence upon confirmation. Based on the above terms, the Group recognizes the income 3 days after the goods were shipped (which shall be deemed to have transferred the control thereof to the customer) for the sake of prudence.

The specific income recognition policies for the Group's service fees: income of the Company's other business is mainly the advisory service income from provision of brand promotion, product marketing, etc. for some pharmaceutical manufacturers and distributors. The advisory service fee is charged on the specific service content provided according to the service agreement signed, which is independent of the

服務考核期結束後，收到客戶款項或確定款項完全可以收到的情況下確認收入。

### 30.政府補助

本集團的政府補助包括與資產相關的政府補助、與收益相關的政府補助。其中，與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助；與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。如果政府文件中未明確規定補助對象，本集團按照上述區分原則進行判斷，難以區分的，整體歸類為與收益相關的政府補助。

政府補助為貨幣性資產的，按照實際收到的金額計量，對於按照固定的定額標準撥付的補助，或對年末有確鑿證據表明能夠符合財政扶持政策規定的相關條件且預計能夠收到財政扶持資金時，按照應收的金額計量；政府補助為非貨幣性資產的，按照公允價值計量，公允價值不能可靠取得的，按照名義金額(1元)計量。

與資產相關的政府補助確認為遞延收益，在相關資產使用壽命內平均分配計入當期損益，相關資產在使用壽命結束前被出售、轉讓、報廢或發生毀損的，將尚未分配的相關遞延收益餘額轉入資產處置當期的損益。

與收益相關的政府補助，用於補償以後期間的相關費用或損失的，確認為遞延收益，並在確認相關費用的期間計入當期損益；用於補償已發生的相關費用或損失的，直接計入當期損益。與企業日常活動相關的政府補

product procurement contract. The income will be recognized by the Company after the end of the evaluation period of provision of advisory service to the extent that payment from the customers is received or it is determined that the amount can be fully received.

### 30.Government grants

The government grants of the Group include the government subsidies related to the assets and the revenue. Of these, asset-related government subsidies refer to government subsidies obtained by the Group for the construction or, in other means, for the formation of long-term assets; revenue-related government subsidies refer to government subsidies other than those related to assets. If the targets of the subsidies are not specified in government documents, the Group shall make judgments in accordance with the above-mentioned distinction principles, and where distinctions are difficult to be made, the subsidies shall be classified as revenue-related government subsidies as a whole.

If a government grant is in the form of a monetary asset, it is measured at the amount received; If the grants are allocated in accordance with fixed quotas, or if there is sufficient evidence at the end of the year to show that the entity complies with the relevant conditions of financial supporting policies and it is expected to receive financial supporting funds, the grants shall be measured at the amount receivable; If a government grant is in the form of a non-monetary asset, it is measured at fair value, and if the fair value could not be reliably obtained, it is measured at its nominal amount (RMB1).

The government grants related to assets are recognized as deferred revenue and are amortized equally over the useful life of the relevant assets and included in the profit or loss for the period. If the relevant asset is sold, transferred, scrapped or destroyed before the end of its service life, the unallocated balance of the relevant deferred gain shall be transferred to profit or loss in the period in which the asset is disposed of.

When the government grants related to the revenue are used to make up the relevant expenses or losses incurred in subsequent periods, they shall be recognized as deferred revenue and shall be included in the profit or loss for the period during the period in which relevant expenses are recognized. When the government grants are used to make up

助，應當按照經濟業務實質，計入其他收益或沖減相關成本費用。與企業日常活動無關的政府補助，應當計入營業外收支。

本集團取得政策性優惠貸款貼息的，區分財政將貼息資金撥付給貸款銀行和財政將貼息資金直接撥付給本集團兩種情況，分別按照以下原則進行會計處理：

(1) 財政將貼息資金撥付給貸款銀行，由貸款銀行以政策性優惠利率向本集團提供貸款的，本集團以實際收到的借款金額作為借款的入賬價值，按照借款本金和該政策性優惠利率計算相關借款費用（或以借款的公允價值作為借款的入賬價值並按照實際利率法計算借款費用，實際收到的金額與借款公允價值之間的差額確認為遞延收益。遞延收益在借款存續期內採用實際利率法攤銷，沖減相關借款費用）。

(2) 財政將貼息資金直接撥付給本集團，本集團將對應的貼息沖減相關借款費用。

本集團已確認的政府補助需要退回的，在需要退回的當期分情況按照以下規定進行會計處理：

- 1) 初始確認時沖減相關資產賬面價值的，調整資產賬面價值。
- 2) 存在相關遞延收益的，沖減相關遞延收益賬面餘額，超出部分計入當期損益。
- 3) 屬於其他情況的，直接計入當期損益。

the relevant expenses or losses incurred, they shall be directly included in the profit or loss for the period. The government grants related to business activities of an enterprise are recognized as other income or a reduction of relevant costs and expenses in the light of the nature of such business. The government grants non-related to business activities of an enterprise are recognized as non-operating income or expense.

The Group accounts for interest subsidies of policy-based preferential loans it obtains on the following principles and under two circumstances:

(1) Where the finance allocates the interest subsidy to the lending bank and the lending bank loans to the Group at the policy-based preferential interest rate, the Group records the amount of loan it actually receives as the entry value of the loan, and calculates the related borrowing costs based on the principal amount of the loan and the policy-based preferential interest rate (or records the fair value of the loan as the entry value of the loan and calculates the borrowing costs based on the effective interest rate method; and recognises the difference between the actual amount received and the fair value of the loan in deferred income. The deferred income is amortised over the duration of the loan using the effective interest rate method and is used to offset the related borrowing costs.)

(2) Where the finance allocates the interest subsidy to the Group directly, the Group offsets the related borrowing costs with the subsidy.

When the Group has to return government grants it has already recognised, such grants are accounted for in the period in which they are required to be returned under different circumstances:

- 1) If the carrying value of the related assets is offset upon initial recognition, the carrying value of the assets is adjusted.
- 2) If there is related deferred income, the book balance of deferred income is offset, and the excess is included in the current profit or loss.
- 3) In other cases, the returned grants are directly included in the current profit or loss.

### 31.遞延所得稅資產和遞延所得稅負債

本集團遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值的差額(暫時性差異)計算確認。對於按照稅法規定能夠於以後年度抵減應納稅所得額的可抵扣虧損，確認相應的遞延所得稅資產。對於商譽的初始確認產生的暫時性差異，不確認相應的遞延所得稅負債。對於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認形成的暫時性差異，不確認相應的遞延所得稅資產和遞延所得稅負債。於資產負債表日，遞延所得稅資產和遞延所得稅負債，按照預期收回該資產或清償該負債期間的適用稅率計量。

本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認遞延所得稅資產。

### 32.租賃

#### (1) 租賃的識別

租賃，是指在一定期間內，出租人將資產的使用權讓與承租人以獲取對價的合同。在合同開始日，本集團評估合同是否為租賃或者包含租賃。如果合同一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價，則該合同為租賃或者包含租賃。為確定合同是否讓渡了在一定期間內控制已識別資產使用的權利，本集團評估合同中的客戶是否有權獲得在使用期間內因使用已識別資產所產生的幾乎全部經濟利益，並有權在該使用期間主導已識別資產的使用。

合同中同時包含多項單獨租賃的，本

### 31.Deferred income tax assets and deferred income tax liabilities

Deferred income tax assets and deferred income tax liabilities of the Group are calculated and recognized based on the difference (temporary differences) between tax bases and carrying amounts of assets and liabilities. Deferred income tax asset is recognized for the deductible losses that are deductible against taxable profit in subsequent years in accordance with the requirements under tax laws. No deferred tax liability is recognized for temporary difference arising from initial recognition of goodwill. No deferred income tax assets or deferred income tax liabilities are recognized for a temporary difference arising from initial recognition of asset or liability due to a transaction other than a business combination, which affects neither accounting profit nor taxable profit (or deductible loss). At balance sheet date, deferred income tax assets and deferred income tax liabilities are measured at the applicable tax rates for the period when the asset is expected to be recovered or the liability is expected to be settled.

The Group shall recognize the deferred income tax assets to the extent that it is probable that future taxable profit will be available against which any deductible temporary difference, deductible loss or tax deduction can be utilized.

### 32.Leasing

#### (1) Identification of lease

Lease refers to a contract in which a lessor assigns the right to use an asset to a lessee within a certain period of time in exchange for consideration. On the commencement date of a contract, the Group assesses whether the contract is a lease or contains a lease. A contract is a lease or contains a lease if one party to the contract transfers the right to control the use of one or more identified assets within a certain period of time in exchange for consideration. In order to determine whether a contract transfers the right to control the use of the identified assets within a certain period of time, the Group assesses whether the customers in the contract are entitled to receive almost all of the economic benefits arising from the use of the identified assets during the period of use and have the right to direct the use of the identified assets during the period of use.

If a contract contains multiple separate leases, the Group will

集團將合同予以分拆，並分別對各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的，本集團將租賃和非租賃部分分拆後進行會計處理。

## (2) 本集團作為承租人

### 1) 租賃確認

在租賃期開始日，本集團對租賃確認使用權資產和租賃負債。使用權資產和租賃負債的確認和計量參見附註四“21.使用權資產”以及“27.租賃負債”。

### 2) 租賃變更

租賃變更，是指原合同條款之外的租賃範圍、租賃對價、租賃期限的變更，包括增加或終止一項或多項租賃資產的使用權，延長或縮短合同規定的租賃期等。租賃變更生效日，是指雙方就租賃變更達成一致的日期。

租賃發生變更且同時符合下列條件的，本集團將該租賃變更作為一項單獨租賃進行會計處理：①該租賃變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍或延長了租賃期限；②增加的對價與租賃範圍擴大部分或租賃期限延長部分的單獨價格按該合同情況調整後的金額相當。

租賃變更未作為一項單獨租賃進行會計處理的，在租賃變更生效日，本集團按照租賃準則有關規定對變更後合同的對價進行分攤，重新確定變更後的租賃期；並採用修訂後的折現率對變更後的租賃付款額進行折現，以重新計量租賃負債。在計算變更後租賃付款額的現值時，本集團採用剩餘租賃期間的租賃內含利率作為折現率；無法確定剩餘租賃期間的租賃內含利率的，本集團採用租賃變更生效日的承租人增量借款利率作為折現率。就

split the contract and account for each separate lease. Where a contract contains both lease and non-lease components, the Group will account for the lease and non-lease components separately.

## (2) The Group as a lessee

### 1) Lease confirmation

At the commencement date of the lease term, the Group recognizes the right-of-use assets and lease liabilities for the lease. For the recognition and measurement of right-of-use assets and lease liabilities, see Note 4, “21.Right-of-use assets” and “27. Lease liabilities”.

### 2) Lease variations

Lease variations refer to the variations of the lease scope, lease consideration and lease duration beyond the original contract terms, including the addition or termination of the right to use one or more leased assets, and the extension or shortening of the lease term stipulated in the contract. The effective date of a lease variation is the date on which the parties agree on such lease variation.

When there is a lease variation and the following conditions are simultaneously met, the Group accounts for the lease variation as a separate lease: ① the lease variation expands the scope of the lease or extends the lease term by adding the right to use one or more leased assets; ② the additional consideration is equal to the price of the enlarged part of the lease or the extended part of the lease term after being adjusted as per the contract.

Where the lease variation is not accounted for as a separate lease, on the effective date of the lease variation, the Group allocates the consideration of the contract after the variation in accordance with the relevant provisions of the lease standards, and re-determines the lease term after the variation; and re-measures the lease liabilities by applying the revised discount rate to discount the lease payments after the variation. When calculating the present value of lease payments after the variation, the Group uses the interest rate implicit in the lease for the remaining duration of the lease as the discount rate; where the interest rate implicit in the lease for the remaining duration of the lease cannot be determined, the Group uses the



上述租賃負債調整的影響，本集團區分以下情形進行會計處理：①租賃變更導致租賃範圍縮小或租賃期縮短的，承租人應當調減使用權資產的賬面價值，並將部分終止或完全終止租賃的相關利得或損失計入當期損益。②其他租賃變更導致租賃負債重新計量的，承租人相應調整使用權資產的賬面價值。

### 3) 短期租賃和低價值資產租賃

對於租賃期不超過 12 個月的短期租賃和單項租賃資產為全新資產時價值較低的低價值資產租賃，本集團選擇不確認使用權資產和租賃負債。本集團將短期租賃和低價值資產租賃的租賃付款額，在租賃期內各個期間按照直線法或其他系統合理的方法計入相關資產成本或當期損益。

#### (3) 本集團為出租人

在(1)評估的該合同為租賃或包含租賃的基礎上，本集團作為出租人，在租賃開始日，將租賃分為融資租賃和經營租賃。

如果一項租賃實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬，出租人將該項租賃分類為融資租賃，除融資租賃以外的其他租賃分類為經營租賃。

一項租賃存在下列一種或多種情形的，本集團通常將其分類為融資租賃：①在租賃期屆滿時，租賃資產的所有權轉移給承租人；②承租人有購買租賃資產的選擇權，所訂立的購買價款與預計行使選擇權時租賃資產的公允價值相比足夠低，因而在租賃開始日就可以合理確定承租人將行使該選擇權；③資產的所有權雖然不轉移，但租賃期佔租賃資產使用壽命的

incremental borrowing rate of the lessee on the effective date of the lease variation as the discount rate. As for the effect of the aforesaid adjustments to lease liabilities, the Group applies different accounting treatments according to the following: ① where the lease variation reduces the lease scope or lease term, the lessee shall reduce the book value of the right-of-use assets, and include the gains or losses resulting from the partial or complete termination of the lease in the current profit and loss; ② where the lease liabilities are re-measured due to other lease variations, the lessee shall adjust the book value of the right-of-use assets accordingly.

### 3) Short-term lease and lease of low-value assets

For the short-term leases with a lease term of less than 12 months, and the leases of low-value assets where the single leased assets are brand new assets, the Group chooses not to recognize right-of-use assets and lease liabilities. The Group includes the lease payments for short-term leases and leases of low-value assets in the relevant costs of assets or current profit or loss using the straight-line method or other systematic and reasonable methods in each period of the lease term.

#### (3) The Group as a lessor

On the basis that the contract is a lease or contains a lease as evaluated in (1), the Group, as a lessor, divides the lease into a finance lease or operating lease on the commencement date of the lease.

If a lease transfers almost all of the risks and rewards related to the ownership of the leased assets in substance, the lessor classifies the lease as a finance lease and those other than finance leases as operating leases.

A lease is generally classified as a finance lease by the Group if one or more of the following conditions are met: ① upon the expiration of the lease term, the ownership of the leased assets is transferred to the lessee; ② the lessee has the option to purchase the leased assets, and the purchase price as agreed is sufficiently low compared to the fair value of the leased assets when the option is expected to be exercised, so it can be reasonably determined at the commencement date of the lease that the lessee will exercise the option; ③ although the ownership of the assets is not transferred, the lease term

大部分（不低於租賃資產使用壽命的75%）；④在租賃開始日，租賃收款額的現值幾乎相當於租賃資產的公允價值（不低於租賃資產公允價值的90%。）；⑤租賃資產性質特殊，如果不作較大改造，只有承租人才能使用。一項租賃存在下列一項或多項跡象的，本集團也可能將其分類為融資租賃：①若承租人撤銷租賃，撤銷租賃對出租人造成的損失由承租人承擔；②資產餘值的公允價值波動所產生的利得或損失歸屬於承租人；③承租人有能力以遠低於市場水準的租金繼續租賃至下一期間。

#### 1) 融資租賃會計處理

##### 初始計量

在租賃期開始日，本集團對融資租賃確認應收融資租賃款，並終止確認融資租賃資產。本集團對應收融資租賃款進行初始計量時，以租賃投資淨額作為應收融資租賃款的入賬價值。

租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。租賃收款額，是指出租人因讓渡在租賃期內使用租賃資產的權利而應向承租人收取的款項，包括：①承租人人需支付的固定付款額及實質固定付款額；存在租賃激勵的，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額，該款項在初始計量時根據租賃期開始日的指數或比率確定；③購買選擇權的行權價格，前提是合理確定承租人將行使該選擇權；④承租人行使終止租賃選擇權需支付的款項，前提是租賃期反映出承租人將行使終止租賃選擇權；⑤由承租人、與承租人有關的一方以及有經濟能力履行擔保義務的獨立第三方向出租人提供的

represents most of the useful life of the assets (not less than 75% of the useful life of the leased assets); ④ at the commencement date of the lease, the present value of the lease receipts is almost equal to the fair value of the leased assets (not less than 90% of the fair value of the leased assets); ⑤ the leased assets are of a special nature and can only be used by the lessee with any major modification. A lease may be classified as a finance lease by the Group if there are one or more of the following signs: ① if the lessee cancels the lease, the loss caused to the lessor by the cancellation of the lease shall be borne by the lessee; ② the gains or losses resulting from the fluctuations of the fair value of the residual value of the assets belong to the lessee; ③ the lessee has the ability to continue the lease to the next period at a rent far below the market level.

#### 1) Accounting of financial leases

##### Initial recognition

At the commencement date of the lease term, the Group recognizes finance lease receivables for financial leases and derecognizes finance lease assets. When performing the initial measurement of financial lease receivables, the Group accounts for the finance lease receivables at the net lease investment.

The net lease investment is the sum of the unguaranteed residual value and the present value of the lease payments that have not been received at the commencement date of the lease, discounted at the interest rate implicit in the lease. The lease receipt refers to the amount that the lessor should collect from the lessee for transferring its right to use the leased assets during the lease term, including: ① the fixed payments and the fixed payments in substance to be paid by the lessee, net of lease incentives received, if any; ② variable lease payments depending on indexes or ratios, which are determined at the initial measurement based on the indexes or ratios at the commencement date of the lease; ③ the exercise price of the purchase option, provided that it is reasonably certain that the lessee will exercise this option; ④ the payments that the lessee needs to make for exercising the option to terminate the lease, provided that the lease term reflects that the lessee will exercise the option to terminate the lease; ⑤ the residual value of the guarantee provided to the lessor by the lessee, a party related to the lessee and an independent third party with

擔保餘值。

後續計量

本集團按照固定的週期性利率計算並確認租賃期內各個期間的利息收入。該週期性利率，是指確定租賃投資淨額採用內含折現率（轉租情況下，若轉租的租賃內含利率無法確定，採用原租賃的折現率（根據與轉租有關的初始直接費用進行調整）），或者融資租賃的變更未作為一項單獨租賃進行會計處理，且滿足假如變更在租賃開始日生效，該租賃會被分類為融資租賃條件時按相關規定確定的修訂後的折現率。

租賃變更的會計處理

融資租賃發生變更且同時符合下列條件的，本集團將該變更作為一項單獨租賃進行會計處理：①該變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；②增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

如果融資租賃的變更未作為一項單獨租賃進行會計處理，且滿足假如變更在租賃開始日生效，該租賃會被分類為經營租賃條件的，本集團自租賃變更生效日開始將其作為一項新租賃進行會計處理，並以租賃變更生效日前的租賃投資淨額作為租賃資產的賬面價值。

2) 经营租赁的会计处理

租金的處理

在租賃期內各個期間，本集團採用直線法將經營租賃的租賃收款額確認為租金收入。

提供的激勵措施

提供免租期的，本集團將租金總額在

the financial ability to fulfill the obligation of the guarantee.

Subsequent measurement

The Group calculates and recognizes interest income for each period of the lease term at a fixed periodic interest rate. The periodic interest rate refers to the implicit discount rate used to determine the net lease investment (in the case of a sublease, if the interest rate implicit in the sublease cannot be determined, the discount rate of the original lease will be used (as adjusted based on the initial direct costs relating to the sublease)), or the revised discount rate as determined according to relevant requirements when the variation of the financial lease is not accounted for as a separate lease, and the condition is satisfied that the lease will be classified as a finance lease if the variation becomes effective at the commencement date of the lease.

Accounting of lease variations

When there is a variation of the finance lease and the following conditions are simultaneously met, the Group accounts for the variation as a separate lease: ① the variation extends the scope of the lease by adding the right to use one or more leased assets; ② the additional consideration is equal to the separate price of the enlarged scope of the lease as adjusted for the circumstances of the contract.

If a variation of a finance lease is not accounted for as a separate lease, and the condition is satisfied that the lease will be classified as an operating lease if the variation becomes effective at the commencement date of the lease, the Group will account for it as a new lease from the effective date of the lease variation, and use the net lease investment before the effective date of the lease variation as the book value of the leased assets.

2) Accounting of operating leases

Accounting of rentals

In each period of the lease term, the Group uses the straight-line method to recognize lease receipts from operating leases as rental income.

Incentives provided

Where a rental-free period is provided, the Group allocates the

不扣除免租期的整個租賃期內，按直線法進行分配，免租期內應當確認租金收入。本集團承擔了承租人某些費用，將該費用自租金收入總額中扣除，按扣除後的租金收入餘額在租賃期內進行分配。

#### 初始直接費用

本集團發生的與經營租賃有關的初始直接費用應當資本化至租賃標的資產的成本，在租賃期內按照與租金收入相同的確認基礎分期計入當期損益。

#### 折舊

對於經營租賃資產中的固定資產，本集團採用類似資產的折舊政策計提折舊；對於其他經營租賃資產，採用系統合理的方法進行攤銷。

#### 可變租賃付款額

本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額，在實際發生時計入當期損益。

#### 經營租賃的變更

經營租賃發生變更的，本集團自變更生效日開始，將其作為一項新的租賃進行會計處理，與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

### 33.終止經營

終止經營，是指本集團滿足下列條件之一的、能夠單獨區分的組成部分，且該組成部分已經處置或劃分為持有待售類別：（1）該組成部分代表一項獨立的主要業務或一個單獨的主要經營地區；（2）該組成部分是擬對一項獨立的主要業務或一個單獨的主要經營地區進行處置的一項相關聯計劃的一部分；（3）該組成部分是專為轉售

total rent over the entire lease term without deducting the rent-free period on a straight-line basis, and recognizes rental income in the rent-free period. If the Group bears certain expenses of the lessee, the expenses shall be deducted from the total rental income, and the balance of the rental income after deduction shall be allocated during the lease term.

#### Initial direct costs

The initial direct costs incurred by the Group related to operating leases shall be capitalized to the costs of the underlying assets of the lease, and shall be charged to the current profit and loss in installments over the lease term on the same basis as the rental income.

#### Depreciation

For the fixed assets under operating leases, the Group adopts the depreciation policies for similar assets to provide for depreciation. For other assets under operating leases, systematic and reasonable methods are used for amortization.

#### Variable lease payments

The variable lease payments received by the Group related to operating leases and not included in the lease receipts are included in the current profit and loss when they are actually incurred.

#### Variation of operating lease

When there is a variation of an operating lease, the Group will account for it as a new lease from the effective date of the variation, and the lease receipts received in advance or receivable related to the lease before the variation will be treated as the receipts for the new lease.

### 33. Discontinued operation

Discontinued operation refers to a component of the Group which meets one of the following requirements and can be distinguish separately and has been already disposed of or classified as held-for-sale: (1) the component represents an independent major line of business or a major independent geographical area of operations; (2) the component is part of a plan for the contemplated disposal of an independent major line of business or a major independent geographical area of operations; (3) the component is a subsidiary acquired

而取得的子公司。

### 34.重要會計政策和會計估計變更

#### (1) 重要會計政策變更

本報告期本集團主要會計政策未發生變更。

#### (2) 重要會計估計變更

本報告期本集團主要會計估計未發生變更。

## 五、稅項

### 1.主要稅種及稅率

稅種 Type of tax	計稅依據 Tax basis	稅率 Tax rate
中國大陸企業所得稅 China Enterprise Income Tax	應納稅所得額 Taxable income	25%
增值稅 VAT	應稅收入 Taxable income	0%、3%、6%、9%、13%
城市維護建設稅 Urban maintenance and construction tax	實際繳納流轉稅額 Amount of actual payable turnover tax	7%
教育費附加 Education surcharge	實際繳納流轉稅額 Amount of actual payable turnover tax	3%
地方教育費附加 Local education surcharge	實際繳納流轉稅額 Amount of actual payable turnover tax	2%
土地使用稅 Tax on land use	土地面積 Land area	定額徵收 Fixed rate
房產稅 Property taxes	房屋原值的 70%或租金收入 70% of original value of the properties or rental income	1.2%或 12% 1.2% or 12%

## 六、合併財務報表主要項目註釋

下列所披露的財務報表數據，除特別註明之外，“年初”系指 2022 年 1 月 1 日，“年末”系指 2022 年 12 月 31 日，“本年”系指 2022 年 1 月 1 日至 12 月 31 日，“上年”系指 2021 年 1 月 1 日至 12 月 31 日，貨幣單位為人民幣元。

### 1.貨幣資金

exclusively for the purpose of resale.

### 34.Changes of significant accounting policies and accounting estimates

#### (1) Changes of significant accounting policies

There is no change in significant accounting policies of the Group for the reporting period.

#### (2) Changes of significant accounting estimates

There is no change in the significant accounting estimates of the Group for the reporting period.

## V. TAXATION

### 1.Main types of tax and tax rates

## VI. NOTES TO MAJOR ITEMS IN THE CONSOLIDATED FINANCIAL STATEMENTS

For data in the financial data as disclosed below, “beginning of the year” represents 1 January 2022, “end of the year” represents 31 December 2022, “the year” represents the period from 1 January 2022 to 31 December 2022, “last year” represents the period from 1 January 2021 to 31 December 2021, and the monetary unit shall be RMB, unless specified otherwise.

### 1.Monetary funds

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
庫存現金 Cash on hand	600,530.39	343,374.54
銀行存款 Cash in bank	68,260,878.21	143,883,349.87
其他貨幣資金 Other monetary funds	423,812,146.84	485,941,302.10
<b>合計 Total</b>	<b>492,673,555.44</b>	<b>630,168,026.51</b>
其中：存放在境外的款項總額 Incl: the total amount of money deposited abroad	398,926.50	365,285.32

使用受到限制的貨幣資金

Use of restricted monetary funds

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
銀行承兌匯票保證金、 借款保證金 Bank acceptance draft margin, borrowing margin	423,812,146.84	485,941,302.10
<b>合計 Total</b>	<b>423,812,146.84</b>	<b>485,941,302.10</b>

## 2. 應收票據

## 2. Bills receivables

(1) 應收票據分類列示

(1) Classification of bills receivables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
銀行承兌匯票 Bank acceptance bills		
商業承兌匯票 Commercial drafts	5,348,665.70	15,000,000.00
小計 Subtotal	<b>5,348,665.70</b>	<b>15,000,000.00</b>
減：壞賬準備 Less: Provision for bad debt	18,720.33	52,500.00
<b>合計 Total</b>	<b>5,329,945.37</b>	<b>14,947,500.00</b>

(2) 年末已用於質押的應收票據

(2) Pledged bills receivables as at the end of the year

項目 Item	年末已質押金額 Pledged amount as at the end of the year
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商業承兌匯票 Commercial drafts	5,348,665.70
<b>合計</b> <b>Total</b>	<b>5,348,665.70</b>

(3) 本集團年末無已經背書或貼現且在資產負債表日尚未到期的應收票據。

(3) The Group had no notes receivable that had been endorsed or discounted at the end of the year and were not yet mature at the balance sheet date.

(4) 本集團年末未存在因出票人未履約而將其轉應收賬款的票據。

(4) As at the end of the year, the Group did not have any bills that were transferred to trade receivables due to inability of the issuers to settle the bills.

(5) 按壞賬計提方法分類列示

(5) Classification by the methods for making provisions for bad debt

類別 Classification	年末餘額 Balance as at the end of the year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis					
按組合計提壞賬準備 Bad debt provision made on a collective basis	5,348,665.70	100.00	18,720.33	0.35	5,329,945.37
其中：賬齡組合 Incl: Aging portfolio	5,348,665.70	100.00	18,720.33	0.35	5,329,945.37
低風險組合 Low risk portfolio					
<b>合計</b> <b>Total</b>	<b>5,348,665.70</b>	<b>100.00</b>	<b>18,720.33</b>	—	<b>5,329,945.37</b>

(續)

(continued)

類別 Classification	年初餘額 Balance as at the beginning of the year				
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		賬面價值 Book value
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis					
按組合計提壞賬準備 Bad debt provision made on a collective basis	15,000,000.00	100.00	52,500.00	0.35	14,947,500.00
其中：賬齡組合 Incl: Aging portfolio	15,000,000.00	100.00	52,500.00	0.35	14,947,500.00
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>15,000,000.00</b>	<b>100.00</b>	<b>52,500.00</b>	<b>—</b>	<b>14,947,500.00</b>

1) 按組合計提應收票據壞賬準備

1) Bad debt provision for bills receivables made on a collective basis

名稱 Title	年末餘額 Balance as at the end of the year		
	賬面餘額 Book balance	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)
賬齡組合 Aging portfolio	5,348,665.70	18,720.33	0.35
<b>合計 Total</b>	<b>5,348,665.70</b>	<b>18,720.33</b>	<b>—</b>

註 1：對於年末持有的商業承兌匯票及年末已貼現且在資產負債表日未到期的商業承兌匯票的金額作為賬齡組合，參照應收賬款的預期信用損失計提比例計提信用減值損失。

Note 1: For the aging portfolio comprising the amounts of the commercial drafts held as at the end of the year and the commercial drafts discounted as at the end of the year but not mature at the balance sheet date, the impairment losses of credit are provided for with reference to the expected credit loss rates for trade receivables.

註 2：本集團上述年末應收票據的賬齡均在 1 年之內。

Note 2: The age of the aforementioned bills receivables of the Group as at the end of the year was within 1 year.

(6) 本年計提、收回、轉回的應收票據壞賬準備

(6) Provisions for bad debt accrued, recovered and reversed for bills receivables in the year



類別 Category	年初餘額 Balance as at the beginning of the year	本年變動金額 Changes in the year				年末餘額 Balance as at the end of the year
		計提 Accrued	收回或轉 回 Recovered or reversed	轉銷或 核銷 Written back or written off	其他 Other	
商業承兌匯 票 Commercial drafts	52,500.00	-33,779.67				18,720.33
合計 Total	<b>52,500.00</b>	<b>-33,779.67</b>				<b>18,720.33</b>

### 3. 應收賬款

### 3. Trade receivables

項目名稱 Name of Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
應收賬款 Trade receivables	865,013,450.04	745,187,896.34
減：壞賬準備 Less: Provision for bad debt	20,570,905.33	28,874,948.91
淨額 Net amount	<b>844,442,544.71</b>	<b>716,312,947.43</b>

(1) 應收賬款按壞賬計提方法分類  
列示

(1) Accounts receivable by the method of provisioning for bad  
debt

類別 Classification	年末餘額 Balance as at the end of the year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	17,137,505.02	1.98	16,525,274.67	96.43	612,230.35
按組合計提壞賬準備 Bad debt provision made on a collective basis	847,875,945.02	98.02	4,045,630.66	0.48	843,830,314.36
其中：賬齡組合 Incl: Aging portfolio	847,875,945.02	98.02	4,045,630.66	0.48	843,830,314.36
<b>合計 Total</b>	<b>865,013,450.04</b>	<b>100.00</b>	<b>20,570,905.33</b>	—	<b>844,442,544.71</b>

(續)

(Continued)

類別 Classification	年初餘額 Balance as at the beginning of the year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	24,983,111.84	3.35	24,182,656.80	96.80	800,455.04
按組合計提壞賬準備 Bad debt provision made on a collective basis	720,204,784.50	96.65	4,692,292.11	0.65	715,512,492.39
其中：賬齡組合 Aging portfolio	720,204,784.50	96.65	4,692,292.11	0.65	715,512,492.39
<b>合計 Total</b>	<b>745,187,896.34</b>	<b>100.00</b>	<b>28,874,948.91</b>	—	<b>716,312,947.43</b>

1) 按單項計提應收賬款壞賬準備

1) Bad debt provision for trade receivables made on individual

basis

單位名稱 Company name	年末餘額 Balance as at the end of the year			
	賬面餘額 Book balance	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio(%)	計提理由 Reasons for provision
惠州市大川藥業有限公司 Huizhou Dachuan Pharmacy Co., Ltd.	6,436,891.56	6,436,891.56	100.00	該客戶所欠貨款逾期未能償還，且涉及訴訟較多 Default in overdue goods payment, and involvement in a number of litigations
深圳市源鑫藥業有限公司 Shenzhen Yuanxin Pharmacy Co., Ltd.	3,007,101.83	3,007,101.83	100.00	該客戶所欠貨款逾期未能償還，且涉及訴訟較多 Default in overdue goods payment, and involvement in a number of litigations
惠州市海辰藥業有限公司 Huizhou Haichen Pharmacy Co., Ltd.	2,953,162.16	2,953,162.16	100.00	該客戶所欠貨款逾期未能償還，且涉及訴訟較多 Default in overdue goods payment, and involvement in a number of litigations
深圳市康順藥業發展有限公司 Shenzhen Kangshun Pharmaceutical Development Co., Ltd.	1,276,999.48	1,276,999.48	100.00	該客戶所欠貨款逾期未能償還，且涉及訴訟較多 Default in overdue goods payment, and involvement in a number of litigations
深圳市一德堂醫藥有限公司 Shenzhen Kind Care Medicine Co., Ltd.	979,825.72	489,912.87	50.00	該客戶所欠貨款逾期未能償還，且涉及訴訟較多 Default in overdue goods payment, and involvement in a number of litigations
廣東凱芝林商業連鎖股份有限公司 Guangdong Kaizhilin Medicine Chainstore Co., Ltd.	396,254.17	396,254.17	100.00	涉訴客戶，預計可收回性低 The customer involved in the lawsuit is expected to have low recoverability
深圳市金壽康藥業有限公司 Shenzhen Jinshoukang Pharmaceutical Co., Ltd.	349,400.92	349,400.92	100.00	該客戶所欠貨款逾期未能償還，預計可回收性低 Default in overdue goods payment, low expected recoverability
廣州市君悅大藥房連鎖有限公司 Guangzhou Junyue Large Pharmacy Chain Co., Ltd.	305,070.57	305,070.57	100.00	該客戶所欠貨款逾期未能償還，預計可回收性低 Default in overdue goods payment, low expected recoverability
其他 Others	1,432,798.61	1,310,481.11	91.46	該客戶所欠貨款逾期未能償還，預計可回收性低 Default in overdue goods payment, low expected recoverability
<b>合計 Total</b>	<b>17,137,505.02</b>	<b>16,525,274.67</b>	<b>96.43</b>	—

註：其他系 30 萬以下小額客戶。

Note: Other small customers under 300,000.

2) 按組合計提應收賬款壞賬準備

2) Bad debt provision for trade receivables made on a collective basis

賬齡 Age	年末餘額 Balance as at the end of the year		
	賬面餘額 Book balance	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)
1 年以內 Within 1 year	838,189,045.73	2,933,661.66	0.35
1-2 年 1 to 2 years	9,418,029.04	906,014.39	9.62
2-3 年 2 to 3 years	268,870.25	205,954.61	76.60
3 年以上 Over 3 years			
<b>合計 Total</b>	<b>847,875,945.02</b>	<b>4,045,630.66</b>	<b>—</b>

(2) 應收賬款按賬齡列示

(2) Accounts receivable by aging

在接納新客戶之前，本集團應用內部信貸評估政策來評估潛在客戶的信用質量並制定信用額度。本集團區別客戶制定不同的信用政策，信用期一般為六個月。對於商品銷售，以控制權轉移給購貨方作為應收賬款及營業收入的確認時點，並開始計算賬齡。

Before accepting new customers, the Group assessed the credit worthiness of potential clients and set corresponding credit limits according to the internal credit assessment policies. The Group applies different credit policies to different customers, credit period is generally six months. As for commodity sales, the trade receivables and operating revenue are recognized and the age of the same is calculated after the control right has been transferred to the buyers.

賬齡 Age	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
1 年以內 Within 1 year	838,690,868.18	698,261,162.04
1-2 年 1 to 2 years	10,677,499.45	23,963,529.50
2-3 年 2 to 3 years	1,380,979.86	3,785,724.58
3 年以上 More than 3 years	14,264,102.55	19,177,480.22
<b>合計 Total</b>	<b>865,013,450.04</b>	<b>745,187,896.34</b>

(3) 本年度應收賬款壞賬準備情況

(3) Provisions for bad debts accounts receivable in the year

類別 Item	年初餘額 Balance as at the beginning of the year	本年變動金額 Changes in the year				年末餘額 Balance as at the end of the year
		計提 Accrued	收回或轉 回 Recovered or reversed	轉銷或核銷 Written back or written off	其他 Others	
單項計提 Individual provision	24,182,656.80	3,433,599.48	305,266.04	10,785,715.57		16,525,274.67
賬齡組合 Ageing portfolio	4,692,292.11	-646,661.45				4,045,630.66
<b>合計 Total</b>	<b>28,874,948.91</b>	<b>2,786,938.03</b>	<b>305,266.04</b>	<b>10,785,715.57</b>		<b>20,570,905.33</b>

其中本年壞賬準備收回或轉回金額重要 的： Among them, the amount of bad debts to be recovered or reversed in the current year is important:

單位名稱 Company name	收回或轉回金額 Amount for ecovered or reversed	收回方式 Repossession method	收回或轉回原因 Retract or reverse the reason
深圳市一德堂醫藥有限公司 Shenzhen Yidetang Pharmaceutical Co., Ltd	98,249.68	資金收回 Recovery of funds	對方歸還 The other party returns
廣州市康爾健藥業有限公司 Guangzhou Kangerjian Pharmaceutical Co., Ltd	89,975.00	資金收回 Recovery of funds	對方歸還 The other party returns
惠州市海辰藥業有限公司 Huizhou Haichen Pharmaceutical Co., Ltd	66,975.00	資金收回 Recovery of funds	對方歸還 The other party returns
其他 Other	50,066.36	資金收回 Recovery of funds	對方歸還 The other party returns
<b>合計 Total</b>	<b>305,266.04</b>	—	—

(4) 本年重要的應收賬款核銷情況

(4) Write-off of accounts receivable in the year

單位名稱 Company name	應收賬款性質 The nature of accounts receivable	核銷金額 The amount of write-off	核銷原因 Reason for write-off	履行的核銷程序 Verification procedures performed	款項是否由關聯交易產生 Whether the payment was generated by a connected transaction
廣東為爾康醫藥有限公司 Guangdong Wei'er Kang Medicine Co.,Ltd.	貨款 Payment	5,592,584.15	客戶工商顯示吊銷狀態，以前年度已全額計提減值準備，款項預計無法回收 The customer business shows a revocation status, the impairment provision has been fully accrued in the previous year, and the amount is not expected to be recovered	內部審批流程 Internal approval process	否 No
福建省閩浙醫藥有限公司 Fujian Minzhe Pharmaceutical Co., Ltd	貨款 Payment	2,010,786.55	客戶已被列為失信被執行人，以前年度已全額計提減值準備，款項預計無法回收 The client has been listed as a dishonest executor, and the impairment provision has been fully accrued in the previous year, and the amount is not expected to be recovered	內部審批流程 Internal approval process	否 No
廣東國鳳藥業有限公司 Guangdong Guofeng Pharmaceutical Co.,Ltd	貨款 Payment	720,358.21	客戶工商顯示吊銷狀態，以前年度已全額計提減值準備，款項預計無法回收 The customer business shows a revocation status, the impairment provision has been fully accrued in the previous year, and the amount is not expected to be recovered	內部審批流程 Internal approval process	否 No
<b>合計 Total</b>	—	<b>8,323,728.91</b>	—	—	—

(5) 按欠款方歸集的年末餘額前五名的應收賬款情況

本年按欠款方歸集的年末餘額前五名應收賬款匯總金額為為人民幣 198,804,669.37 元，佔應收賬款年末餘額合計數的比例 22.98%，相應計提的壞賬準備年末餘額匯總金額為人民幣 695,816.35 元。

(5) Details of top five balances of trade receivables classified by borrowers as at the end of the year

In the year, the sum of accounts receivable of five borrowers with the largest closing balance of accounts receivable was RMB198,804,669.37, 22.98% of the total closing balance of accounts receivable. Accordingly, the bad debt provisions set aside had a total closing balance of RMB695,816.35.

#### 4. 應收款項融資

#### 4. Accounts receivable financing

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
銀行承兌匯票 Bank acceptance bills	15,483,006.79	
<b>合計 Total</b>	<b>15,483,006.79</b>	

#### 5. 預付款項

#### 5. Prepayments

##### (1) 預付款項賬齡

##### (1) Aging of prepayments

項目 Item	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
	金額 Amount	比例 (%) Proportion(%)	金額 Amount	比例 (%) Proportion(%)
1年以內 Within 1 year	347,917,602.08	89.62	306,956,890.05	98.33
1-2年 1 to 2 years	40,091,532.78	10.33	5,143,311.04	1.65
2-3年 2 to 3 years	156,403.52	0.04	800.98	0.00
3年以上 More than 3 years	52,454.79	0.01	59,692.12	0.02
<b>合計 Total</b>	<b>388,217,993.17</b>	<b>100.00</b>	<b>312,160,694.19</b>	<b>100.00</b>

(2) 按預付對象歸集的年末餘額前五名的預付款情況

本年按預付對象歸集的年末餘額前五名預付款項匯總金額為人民幣173,097,797.35元，佔預付款項年末餘額合計數的比例44.59%。

(2) Details of top five balances of prepayments classified by payees as at the end of the year

In the year, the sum of prepayments from five companies with the largest closing balance of prepayments by payee was RMB173,097,797.35, 44.59% of the total closing balance of prepayments.

6.其他應收款

6.Other receivables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
應收利息 Interests receivable		
應收股利 Dividend receivable		
其他應收款 Other receivables	96,654,746.27	32,249,707.83
<b>合計 Total</b>	<b>96,654,746.27</b>	<b>32,249,707.83</b>

6.1 其他應收款

6.1 Other receivables

(1) 其他應收款按款項性質分類

(1) Classification of other receivables by nature

款項性質 Nature of amounts	年末賬面餘額 Book balance as at the end of the year	年初賬面餘額 Book balance as at the beginning of the year
土地收儲款 Land collection and storage	80,000,000.00	
保證金 Deposit	11,133,162.00	11,587,520.15
往來款 Current accounts	5,983,095.11	20,000,000.00
備用金 Reserve	686,054.81	732,187.68
其他 Others	10,898.20	5,898.20
<b>合計 Total</b>	<b>97,813,210.12</b>	<b>32,325,606.03</b>
減：壞賬準備 Less: Provision for bad debt	1,158,463.85	75,898.20
<b>淨額 Net amount</b>	<b>96,654,746.27</b>	<b>32,249,707.83</b>



## (2) 其他應收款壞賬準備計提情況

## (2) Provisions for bad debt of other receivables

壞賬準備 Provision for bad debt	第一階段 First stage	第二階段 Second stage	第三階段 Third stage	合計 Total
	未來 12 個月預期 信用損失 12-month expected credit loss	整個存續期預期信用損 失(未發生信用減值) Lifetime expected credit loss (not credit-impaired)	整個存續期預期信用損 失(已發生信用減值) Lifetime expected credit loss (credit- impaired)	
2022 年 1 月 1 日餘額 Balance on 1 January 2022		70,000.00	5,898.20	75,898.20
2022 年 1 月 1 日 其他應收款賬面餘額在本年 Book balance of other receivables on 1 January 2022 in the year				
--轉入第二階段 --Transfer to the second stage				
--轉入第三階段 -- Transfer to the third stage				
--轉回第二階段 -- Reversed to the second stage				
--轉回第一階段 -- Reversed to the first stage				
本年計提 Accrued for the year		496,119.93	586,445.72	1,082,565.65
本年轉回 Reversed in the year				
本年轉銷 Written off in the year				
本年核銷 Cancelled in the year				
其他變動 Other changes				
2022 年 12 月 31 日餘額 Balance on 31 December 2022		566,119.93	592,343.92	1,158,463.85

## (3) 其他應收款按賬齡列示

## (3) Aging analysis of other receivables

賬齡 Age	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
1 年以內 Within 1 year	85,898,648.95	20,984,522.41
1-2 年 1 to 2 years	983,849.72	1,026,193.42
2-3 年 2 to 3 years	947,181.25	90,300.00
3 年以上 More than 3 years	9,983,530.20	10,224,590.20
合計 Total	97,813,210.12	32,325,606.03

(4) 其他應收款壞賬準備情況

(4) Provisions for bad debt of other receivables

類別 Item	年初餘額 Balance as at the beginning of the year	本年變動金額 Changes in the year				年末餘額 Balance as at the end of the year
		計提 Accrued	收回或轉回 Recovered or reversed	轉銷或核銷 Written back or written off	其他 Others	
單項計提 Individual provision	5,898.20	586,445.72				592,343.92
賬齡組合 Ageing portfolio	70,000.00	496,119.93				566,119.93
<b>合計 Total</b>	<b>75,898.20</b>	<b>1,082,565.65</b>				<b>1,158,463.85</b>

(5) 本集團本年度無其他應收款核銷情況。

(5) The Group had no other receivables written off during the year.

(6) 按欠款方歸集的年末餘額前五名的其他應收款情況

(6) Top 5 other receivables based on balances at the end of the year by debtors

單位名稱 Company name	款項性質 Nature of amounts	年末餘額 Balance as at the end of the year	賬齡 Age	占其他應收款年末餘額合計數的比例 (%) Percentage of total year-end balances of other receivables (%)	壞賬準備 年末餘額 Balance of provision for bad debts at the end of the year
佛山市禪城區祖廟街道辦事處 Zumiao Street Office, Chancheng District, Foshan City	土地收儲款 Land collection and storage	80,000,000.00	1年以內 Within 1 year	81.79	
珠海市金明醫藥有限公司 Zhuhai Jinming Pharmaceutical Co., Ltd	保證金 Deposit	5,600,000.00	3年以上 Over 3 years	5.73	
廣東化州中藥廠製藥有限公司 Guangdong Huazhou Traditional Chinese Medicine Factory Pharmaceutical Co., Ltd	往來款 Current account	4,860,468.14	1年以內 Within 1 year	4.97	467,577.04
深圳市金活醫藥有限公司 Shenzhen Jinhuo Pharmaceutical Co., Ltd	保證金 Deposit	1,471,200.00	1年以內 Within 1 year	1.50	
太極集團重慶涪陵製藥廠有限公司 Taiji Group Chongqing Fuling Pharmaceutical Factory Co., Ltd	保證金 Deposit	1,050,000.00	3年以上 Over 3 years	1.07	
<b>合計 Total</b>	—	<b>92,981,668.14</b>	—	<b>95.06</b>	<b>467,577.04</b>

(7) 本集團本年度無涉及政府補助的應收款項。

(7) The Group has no receivables related to government subsidies for the current year.

## 7.存貨

## 7.Inventories

### (1) 存貨分類

### (1) Classification of inventories

項目 Item	年末餘額 Balance as at the end of the year			年初餘額 Balance as at the beginning of the year		
	賬面餘額 Book balance	存貨跌價準備 Provision for inventory impairment	賬面價值 Book value	賬面餘額 Book balance	存貨跌價準備 Provision for inventory impairment	賬面價值 Book value
庫存商品 Goods in stock	486,851,833.77	3,148,303.99	483,703,529.78	479,288,059.64	3,102,249.84	476,185,809.80
發出商品 Goods sold	103,150,158.65		103,150,158.65	32,970,616.57		32,970,616.57
合計 Total	<b>590,001,992.42</b>	<b>3,148,303.99</b>	<b>586,853,688.43</b>	<b>512,258,676.21</b>	<b>3,102,249.84</b>	<b>509,156,426.37</b>

### (2) 存貨跌價準備

### (2) Provision for inventory impairment

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year		本年減少 Reduction for the year		年末餘額 Balance as at the end of the year
		計提 Accrued	其他 Others	轉回或轉銷 Reversed or written back	其他 Others	
庫存商品 Goods in stock	3,102,249.84	3,148,303.99		3,102,249.84		3,148,303.99
合計 Total	<b>3,102,249.84</b>	<b>3,148,303.99</b>		<b>3,102,249.84</b>		<b>3,148,303.99</b>

(3) 本集團存貨年末餘額不包含借款費用資本化的情況。

(3) The Group's year-end balance of stocks does not include capitalization of borrowing costs.

8.其他流動資產

8.Other current assets

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
待抵扣進項稅額 Input tax to be credited	32,077,369.36	22,870,078.17
待攤費用 Deferred expenses	628,499.57	356,902.33
<b>合計 Total</b>	<b>32,705,868.93</b>	<b>23,226,980.50</b>

9.固定資產

9.Fixed assets

項目 Item	年末賬面價值 Book value at the end of the year	年初賬面價值 Book value at the beginning of the year
固定資產 Fixed assets	276,489,505.37	334,925,145.94
固定資產清理 Liquidation of fixed assets		
<b>合計 Total</b>	<b>276,489,505.37</b>	<b>334,925,145.94</b>

9.1 固定資產

9.1 Fixed assets

(1) 固定資產情況

(1) Situation of fixed assets

項目 Item	房屋建築物 Buildings and structures	機器設備 Machinery and equipment	運輸設備 Transportation facilities	辦公設備 Office equipment	合計 Total
一、賬面原值 I. Original book value					
1.年初餘額 1. Balance as at the beginning of the year	329,708,003.81	92,147,844.52	16,679,754.04	9,570,125.51	448,105,727.88
2.本年增加金額 2. Addition for the year		32,670.44	897,769.02	279,011.78	1,209,451.24
(1) 購置 (1) Purchase		32,670.44	897,769.02	279,011.78	1,209,451.24
3.本年減少金額 3. Reduction for the year	60,506,252.42	25,211,089.50	1,920,157.09	125,554.50	87,763,053.51
(1) 處置或報廢 (1) Disposal or retirement	60,506,252.42	25,211,089.50	1,920,157.09	125,554.50	87,763,053.51
(2) 轉入投資性房地產 (2) Transfer to investment real estate					
4.年末餘額 4. Balance as at the end of the year	269,201,751.39	66,969,425.46	15,657,365.97	9,723,582.79	361,552,125.61
二、累計折舊 II. Accumulated depreciation					

項目 Item	房屋建築物 Buildings and structures	機器設備 Machinery and equipment	運輸設備 Transportation facilities	辦公設備 Office equipment	合計 Total
1.年初餘額 1. Balance as at the beginning of the year	55,115,300.08	40,705,973.13	9,009,031.80	8,350,276.93	113,180,581.94
2.本年增加金額 2. Addition for the year	10,640,926.33	8,392,908.41	2,030,786.10	600,609.95	21,665,230.79
(1) 計提 (1) Accrue	10,640,926.33	8,392,908.41	2,030,786.10	600,609.95	21,665,230.79
3.本年減少金額 3. Reduction for the year	24,280,904.95	23,763,271.08	1,613,461.96	125,554.50	49,783,192.49
(1) 處置或報廢 (1) Disposal or retirement	24,280,904.95	23,763,271.08	1,613,461.96	125,554.50	49,783,192.49
(2) 轉入投資性房地產 (2) Transfer to investment property					
4.年末餘額 4. Balance as at the end of the year	41,475,321.46	25,335,610.46	9,426,355.94	8,825,332.38	85,062,620.24
三、減值準備 III. Impairment provision					
1.年初餘額 1. Balance as at the beginning of the year					
2.本年增加金額 2. Addition for the year					
3.本年減少金額 3. Reduction for the year					
4.年末餘額 4. Balance as at the end of the year					
四、賬面價值 IV. Book value					
1.年末賬面價值 1. Book value at the end of the year	227,726,429.93	41,633,815.00	6,231,010.03	898,250.41	276,489,505.37
2.年初賬面價值 2. Book value at the beginning of the year	274,592,703.73	51,441,871.39	7,670,722.24	1,219,848.58	334,925,145.94

註：固定資產抵押情況見附註六、45。

Note : For the fixed assets mortgage, see Note VI. 45.

(2) 本集團不存在暫時閑置的固定資產。

(2) The Group has no fixed assets that are temporarily idle.

(3) 本集團不存在通過經營租賃租出的固定資產。

(3) The Group has no fixed assets leased out through operating leases.

(4) 本集團無未辦妥產權證書的固定資產。

(4) The Group has no fixed assets for which title certificates have not been completed.

10. 使用權資產

10. Right-of-use assets

項目 Item	房屋建築物 Buildings and structures	合計 Total
一、賬面原值 I. Original book value		
1. 年初餘額 1. Balance as at the beginning of the year	23,594,134.98	23,594,134.98
2. 本年增加金額 2. Addition for the year	7,214,413.80	7,214,413.80
(1) 租入 (1) New lease	7,214,413.80	7,214,413.80
3. 本年減少金額 3. Reduction for the year		
(1) 處置 (1) Disposal		
4. 年末餘額 4. Balance as at the end of the year	30,808,548.78	30,808,548.78
二、累計折舊 II. Accumulated depreciation		
1. 年初餘額 1. Balance as at the beginning of the year	10,082,951.37	10,082,951.37
2. 本年增加金額 2. Addition for the year	3,135,441.54	3,135,441.54
(1) 計提 (1) Accrued	3,135,441.54	3,135,441.54
3. 本年減少金額 3. Reduction for the year		
(1) 處置 (1) Disposal		
4. 年末餘額 4. Balance as at the end of the year	13,218,392.91	13,218,392.91
三、減值準備 III. Impairment provision		
1. 年初餘額 1. Balance as at the beginning of the year		
2. 本年增加金額 2. Addition for the year		
3. 本年減少金額 3. Reduction for the year		
4. 年末餘額 4. Balance as at the end of the year		
四、賬面價值 IV. Book value		
1. 年末賬面價值 1. Book value at the end of the year	17,590,155.87	17,590,155.87
2. 年初賬面價值 2. Book value at the beginning of the year	13,511,183.61	13,511,183.61

11. 無形資產

11. Intangible assets

無形資產明細

Details of intangible assets



項目 Item	土地使用權 Land use rights	計算機軟件 Computer software	客戶資源 Customer resources	合計 Total
一、賬面原值 I. Original book value				
1.年初餘額 1. Balance as at the beginning of the year	164,253,763.65	18,814,928.89	2,697,830.16	185,766,522.70
2.本年增加金額 2. Addition for the year				
(1)購置 (1) Purchase				
3.本年減少金額 3. Reduction for the year	80,849,551.03			80,849,551.03
(1)處置或報廢 (1) Dispose of or scrap	80,849,551.03			80,849,551.03
4.年末餘額 4. Balance as at the end of the year	83,404,212.62	18,814,928.89	2,697,830.16	104,916,971.67
二、累計攤銷 II. Accumulated amortization				
1.年初餘額 1. Balance as at the beginning of the year	33,101,467.42	9,327,602.24	303,628.14	42,732,697.80
2.本年增加金額 2. Addition for the year	3,766,515.28	1,840,853.22	269,783.01	5,877,151.51
(1)計提 (1) Accrued	3,766,515.28	1,840,853.22	269,783.01	5,877,151.51
3.本年減少金額 3. Reduction for the year	24,550,206.21			24,550,206.21
(1)處置或報廢 (1) Dispose of or scrap	24,550,206.21			24,550,206.21
4.年末餘額 4. Balance as at the end of the year	12,317,776.49	11,168,455.46	573,411.15	24,059,643.10
三、減值準備 III. Impairment provision				
1.年初餘額 1. Balance as at the beginning of the year				
2.本年增加金額 2. Addition for the year				
3.本年減少金額 3. Reduction for the year				
4.年末餘額 4. Balance as at the end of the year				
四、賬面價值 IV. Book value				
1.年末賬面價值 1. Book value at the end of the year	71,086,436.13	7,646,473.43	2,124,419.01	80,857,328.57
2.年初賬面價值 2. Book value at the beginning of the year	131,152,296.23	9,487,326.65	2,394,202.02	143,033,824.90

註 1: 截至 2022 年 12 月 31 日, 本集團未存在內部研發形成的無形資產。

Note 1: As at 31 December 2022, no intangible asset arose through the internal research and development of the Group.

註 2: 無形資產抵押情況見附註六、45。

Note 2: For the pledge of intangible assets, please refer to Note VI. 45.

## 12. 商譽

## 12. Goodwill

### (1) 商譽原值

### (1) Original value of goodwill

被投資單位名稱 Name of the investee	年初餘額 Balance as at the beginning of the year	本期增加 Addition for the period		本期減少 Reduction for the period		年末餘額 Balance as at the end of the year
		企業合併形成的 As a result of business combination	其他 Others	處置 Disposal	其他 Others	
珠海創美公司 Zhuhai Charmacy Company	4,567,297.19					4,567,297.19
廣州創美公司 Guangzhou Charmacy Company	26,328.12					26,328.12
惠州創美公司 Huizhou Charmacy Company	2,896,416.16					2,896,416.16
<b>合計 Total</b>	<b>7,490,041.47</b>					<b>7,490,041.47</b>

### (2) 商譽減值準備

### (2) Provision for impairment of goodwill

被投資單位名稱 Name of the investee	年初餘額 Balance as at the beginning of the year	本期增加 Addition for the period		本期減少 Addition for the period		年末餘額 Balance as at the end of the year
		計提 Accrued	其他 Others	處置 Disposal	其他 Others	
珠海創美公司 Zhuhai Charmacy Company	1,465,937.31					1,465,937.31
廣州創美公司 Guangzhou Charmacy Company						
惠州創美公司 Huizhou Charmacy Company						
<b>合計 Total</b>	<b>1,465,937.31</b>					<b>1,465,937.31</b>

註: 公司於 2017 年 2 月、2017 年 6 月、2020 年 7 月分別收購珠海創美公司、廣州創美公司、惠州創美公司的股權, 並形成了人民幣 456.73 萬元、人民幣 2.63 萬元、人民幣

Note: The Company acquired Zhuhai Charmacy Company, Guangzhou Charmacy Company and Huizhou Charmacy Company in February 2017, June 2017 and July 2020 respectively, resulting in a goodwill of RMB4.5673 million, RMB0.0263 million and RMB2.8964 million. The asset group a



289.64 萬元的商譽。商譽所在的資產組與該商譽初始確認時保持一致。本集團年末對商譽進行了減值測試，經測試，本年度不存在減值情況。

goodwill belongs to is the same with that at initial recognition of the goodwill. The Group carried out an impairment test of goodwill at the end of the year, finding no impairment in the year.

### 13. 長期待攤費用

### 13. Long-term expenses to be amortized

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年攤銷 Amortization for the year	本年其他減少 Other reduction for the year	年末餘額 Balance as at the end of the year
裝修費用 Renovation costs	19,214,660.88	202,648.54	2,888,819.10	189,887.73	16,338,602.59
合計 Total	<b>19,214,660.88</b>	<b>202,648.54</b>	<b>2,888,819.10</b>	<b>189,887.73</b>	<b>16,338,602.59</b>

### 14. 遞延所得稅資產和遞延所得稅負債

### 14. Deferred income tax assets and deferred income tax liabilities

(1) 未經抵銷的遞延所得稅資產

(1) Deferred income tax assets not offset

項目 Item	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
	可抵扣暫時性差異 Deductible temporary differences	遞延所得稅資產 Deferred income tax assets	可抵扣暫時性差異 Deductible temporary differences	遞延所得稅資產 Deferred income tax assets
資產減值準備 Provision for asset Impairment	24,896,393.50	6,224,098.37	32,105,596.95	8,026,399.26
政府補助 Government grants			304,706.99	76,176.75
可抵扣虧損 Deductible losses			230,974.12	57,743.53
合計 Total	<b>24,896,393.50</b>	<b>6,224,098.37</b>	<b>32,641,278.06</b>	<b>8,160,319.54</b>

(2) 未經抵銷的遞延所得稅負債

(2) Deferred income tax liabilities not offset

項目 Item	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
	應納稅暫時性差異 Taxable temporary differences	遞延所得稅負債 Deferred income tax liabilities	應納稅暫時性差異 Taxable temporary differences	遞延所得稅負債 Deferred income tax liabilities
未實現的內部銷售損益 Unrealized internal sales gains and losses	241,027.68	60,256.92	1,560,077.77	390,019.44
非同一控制企業合併資產評估增值 Asset assessment gains arising from business combinations not under common control			51,560.69	12,890.18
<b>合計 Total</b>	<b>241,027.68</b>	<b>60,256.92</b>	<b>1,611,638.46</b>	<b>402,909.62</b>

(3) 未確認遞延所得稅資產明細

(3) Breakdown of unrecognised deferred income tax assets

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
可抵扣暫時性差異 Deductible temporary differences		
可抵扣虧損 Deductible losses	13,848,683.73	10,395,716.74
<b>合計 Total</b>	<b>13,848,683.73</b>	<b>10,395,716.74</b>

(4) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

(4) Deductible losses of unrecognised deferred income tax assets will become due in the following years

年份 Year	年末金額 Year-end amount	年初金額 Year-beginning amount	備註 Additional information
2023 年 2023			
2024 年 2024	3,065,562.09	3,130,920.09	
2025 年 2025	1,946,242.01	1,552,061.35	
2026 年 2026	4,223,703.77	5,712,735.30	
2027 年 2027	4,613,175.86		
<b>合計 Total</b>	<b>13,848,683.73</b>	<b>10,395,716.74</b>	--

### 15.短期借款

### 15.Short-term borrowings

#### (1) 短期借款分類

#### (1) Types of borrowings

借款類別 Types of borrowings	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
保證借款 Guaranteed borrowings	218,781,245.96	265,327,763.35
抵押借款 Secured borrowings	138,683,400.78	138,710,365.07
信用借款 Credit borrowings	60,114,564.59	60,115,981.25
質押借款 Pledged borrowings	55,272,473.90	70,266,291.68
應收票據貼現借款 Borrowings from discounted bills receivables	40,400,000.00	133,618,874.72
<b>合計 Total</b>	<b>513,251,685.23</b>	<b>668,039,276.07</b>

(2) 本集團年末未存在已逾期未償還的短期借款。

(2) The Group had no overdue short-term borrowings at the end of the year.

### 16.應付票據

### 16.Bills payables

票據種類 Classification of bills	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
銀行承兌匯票 Bank acceptance bills	876,775,586.87	809,768,308.81
<b>合計 Total</b>	<b>876,775,586.87</b>	<b>809,768,308.81</b>

註：本集團上述年末應付票據的賬齡均在1年之內。

Note: As at the end of the year, the age of the aforementioned bills payables of the Group was within 1 year.

17. 應付賬款

17. Trade payables

(1) 應付賬款

(1) Trade payables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
貨款 Loans	631,927,855.43	525,003,330.09
設備款 Equipment costs	864,090.00	7,856,953.98
<b>合計 Total</b>	<b>632,791,945.43</b>	<b>532,860,284.07</b>

(2) 應付賬款按賬齡列示

(2) Aging analysis of trade payables

於 2022 年 12 月 31 日，應付帳款按交易日期的賬齡分析如下：

As at 31 December 2022, the age analysis of accounts payable by transaction date is as follows:

賬齡 Age	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
1 年以內 Within 1 year	627,284,478.84	530,047,558.14
1-2 年 1 to 2 years	4,226,813.06	2,040,818.31
2-3 年 2 to 3 years	755,347.04	308,387.62
3 年以上 More than 3 years	525,306.49	463,520.00
<b>合計 Total</b>	<b>632,791,945.43</b>	<b>532,860,284.07</b>

(3) 賬齡超過 1 年的重要應付帳款

(3) Important accounts payable that are more than 1 year old

單位名稱 Company name	年末餘額 Balance as at the end of the year	未償還或結轉的原因 Reasons for non-reimbursement or carry-over
廣州大參林藥業有限公司 Guangzhou Dashenlin Pharmaceutical Co., Ltd	3,281,110.55	尚未結算的應付貨款 Outstanding payment payable
新疆信宇潤誠商貿有限公司 Xinjiang Xinyu Runcheng Trade Co., Ltd	1,419,370.52	尚未結算的應付貨款 Outstanding payment payable
<b>合計 Total</b>	<b>4,700,481.07</b>	—

### 18. 合同負債

合同負債情況

### 18. Contract liabilities

Situation of contract liabilities

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
貨款 Payment for goods	13,528,877.69	46,664,141.17
<b>合計 Total</b>	<b>13,528,877.69</b>	<b>46,664,141.17</b>

本年度合同負債的賬面價值無重大變動情況。

There was no significant change in the carrying amount of contract liabilities for the year.

### 19. 應付職工薪酬

(1) 應付職工薪酬分類

### 19. Salaries payable to employees

(1) Classification of salaries payable to employees

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year
短期薪酬 Short-term remuneration	5,180,138.03	78,463,880.57	70,297,573.94	13,346,444.66
離職後福利-設定提存計劃 Post-employment benefits – Defined contribution plan		5,426,551.17	5,426,551.17	
辭退福利 Termination benefits		33,755.37	33,755.37	
一年內到期的其他福利 Other benefits due within one year				
<b>合計 Total</b>	<b>5,180,138.03</b>	<b>83,924,187.11</b>	<b>75,757,880.48</b>	<b>13,346,444.66</b>

## (2) 短期薪酬

## (2) Short-term remuneration

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year
工資、獎金、津貼和補貼 Salaries, bonuses, allowances and subsidies	5,123,511.67	68,162,598.68	59,998,097.84	13,288,012.51
職工福利費 Staff welfare payments		5,183,359.57	5,183,359.57	
社會保險費 Social insurance premiums		2,707,154.57	2,707,154.57	
其中：醫療保險費及生育 保險費 Of which: medical insurance premium and maternity insurance premium		2,661,306.04	2,661,306.04	
工傷保險費 Industrial injury insurance premium		45,848.53	45,848.53	
住房公積金 Housing provident fund		1,595,479.00	1,595,479.00	
工會經費和職工教育經費 Labor union expenses and staff education expenses	56,626.36	715,154.08	713,348.29	58,432.15
短期帶薪缺勤 Short-term paid absences				
短期利潤分享計劃 Short-term profit sharing program				
其他 Others		100,134.67	100,134.67	
<b>合計 Total</b>	<b>5,180,138.03</b>	<b>78,463,880.57</b>	<b>70,297,573.94</b>	<b>13,346,444.66</b>

## (3) 設定提存計劃

本集團按規定參加政府機構設立的社會保險計劃。根據計劃，本集團按照當地政府的有關規定向該等計劃繳存費用。除上述繳存費用外，本集團不再承擔進一步支付義務。相應的支出於發生時計入當期損益或相關資產成本。

## (3) Defined contribution plan

The Group participated in social insurance plans operated by the government authorities according to the regulations. Pursuant to the plans, the Group made contributions to those plans in compliance with the relevant provisions of local government authorities. Apart from the aforesaid contributions, the Group assumed no further payment obligations. The corresponding expenses shall be credited to the profit or loss for the period or the cost of related assets when incurred.

本集團本年應分別向養老保險、失業保險計劃繳存費用如下：

The Group's contributions payable to pension insurance plan and unemployment insurance plan for the year are respectively as follows:

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year
基本養老保險 Basic pension insurance		5,331,914.05	5,331,914.05	
失業保險費 Unemployment insurance premium		94,637.12	94,637.12	
<b>合計 Total</b>		<b>5,426,551.17</b>	<b>5,426,551.17</b>	

註1：本集團本年應向參與的設定提存計劃繳存費用人民幣5,426,551.17元（2021年：人民幣5,335,677.44元）。本集團於2022年12月31日計劃繳納的養老保險和失業保險已經全部支付完畢。

Note 1: The Group's contribution payable to the defined contribution plan that the Group participated in amounted to RMB5,426,551.17 (2021: 5,335,677.44). The pension insurance and unemployment insurance was fully paid as at 31 December 2022

註2：於截至2022年12月31日止年度，本集團無界定供款計劃項下的沒收供款（由僱主代表於完全歸屬該供款前離開計劃的僱員）可供本集團以降低現有的供款水平。

Note 2: For the year end 31 December 2022, the Group has no forfeited contribution (for employers on behalf of employees who leave the plan before fully attributing the contribution) under the defined contribution plan are available to the Group to reduce the existing level of contributions

## 20.應交稅費

## 20.Tax payables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
增值稅 VAT	65,680,581.76	37,521,680.24
企業所得稅 Enterprise income tax	27,046,568.73	6,407,752.76
個人所得稅 Individual income tax	109,198.61	83,035.55
房產稅 Property taxes		34,695.43
印花稅 Stamp duty	1,059,120.58	373,372.52
城市維護建設稅 Urban maintenance and construction tax	151,186.52	79,444.38
教育費附加 Education surcharge	108,088.17	56,968.58
其他稅費 Other tax	1,050.00	1,050.00
<b>合計 Total</b>	<b>94,155,794.37</b>	<b>44,557,999.46</b>

## 21.其他應付款

## 21.Other payables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
應付利息 Interest payables		
應付股利 Dividend payables		
其他應付款 Other payables	105,824,075.61	11,030,236.31
<b>合計 Total</b>	<b>105,824,075.61</b>	<b>11,030,236.31</b>



21.1 其他應付款

(1) 其他應付款按款項性質分類

21.1. Other payables

(1) Classification of other payables by nature of payment

款項性質 Nature of payment	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
往來款 Current accounts	74,015,600.00	
股東借款 Shareholder borrowing	20,442,250.00	
中介費用 Intermediary expenses	4,536,915.75	4,386,817.89
保證金 Margin	3,638,120.28	5,293,212.78
運輸費 Transportation costs	1,600,394.77	207,748.72
股權轉讓款 Equity transfers	407,535.18	407,535.18
其他 Others	1,183,259.63	734,921.74
<b>合計 Total</b>	<b>105,824,075.61</b>	<b>11,030,236.31</b>

22. 一年內到期的非流動負債

22. Non-current liabilities due within one year

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
一年內到期的長期借款 Long-term borrowings due within one year		31,783,826.75
一年內到期的租賃負債 Lease liabilities due within one year	4,154,632.64	2,974,226.92
<b>合計 Total</b>	<b>4,154,632.64</b>	<b>34,758,053.67</b>

註：本集團自資產負債表日起一年內到期應予以清償的租賃負債的期末賬面價值，在“一年內到期的非流動負債”項目反映。

Note: The closing book value of the Group's lease liabilities due for settlement within one year from the balance sheet date is reflected in the item "Non-current liabilities due within one year".

## 23. 其他流動負債

## 23. Other current liabilities

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
待轉銷項稅額 The amount of tax to be reselled	1,758,754.11	6,066,338.36
<b>合計 Total</b>	<b>1,758,754.11</b>	<b>6,066,338.36</b>

## 24. 長期借款

## 24. Long-term borrowings

## (1) 長期借款分類

## (1) Classification of long-term borrowings

借款類別 Types of borrowings	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
抵押借款 Secured borrowings		118,651,241.79
<b>小計 Subtotal</b>		<b>118,651,241.79</b>
減：一年內到期的長期借款 Less: long-term borrowings due within one year		31,783,826.75
<b>合計 Total</b>		<b>86,867,415.04</b>

註：2018年8月15日，創美藥業股份有限公司與中國工商銀行股份有限公司廣東自由貿易試驗區南沙分行簽署《固定資產借款合同》，協議約定貸款資金主要用於廣州南沙分揀配送中心項目建設。2022年11月16日，創美藥業股份有限公司已歸還剩餘借款本金118,651,241.79元，其中：本年度應償還的借款本金為31,783,826.75元，提前償還的借款本金86,867,415.04元。

Note: On 15 August 2018, Charmacy Pharmaceutical Co., Ltd. signed the Fixed Assets Loan Contract (《固定資產借款合同》) with the Nansha Branch in Guangdong Pilot Free Trade Zone of Industrial and Commercial Bank of China Limited. The loan funds agreed in the agreement are mainly used for the construction of Guangzhou Nansha Sorting and Delivery Centre project. On 16 November 2022, Charmacy Pharmaceutical Co., Ltd. had repaid the remaining loan principal of RMB118,651,241.79, of which RMB31,783,826.75 was due for repayment in current year and RMB86,867,415.04 was prepaid.

(2) 長期借款到期日分析

(2) Analysis of long-term borrowings' maturity date

項目 Item	年末金額 Balance as at the end of the year	年初金額 Balance as at the beginning of the year
抵押借款 Mortgage borrowing		118,651,241.79
合計 Total		<b>118,651,241.79</b>
上述借款的賬面價值於以下期間償還： The carrying amount of the above borrowings is repaid during the following periods:	—	—
一年內 Within one year		31,783,826.75
資產負債表日後超過一年，但不超過兩年 Over one year but not more than two years after the balance sheet date		31,588,152.92
資產負債表日後超過兩年，但不超過五年 Over two years but not more than five years after the balance sheet date		55,279,262.12
資產負債表日後超過五年 Over five years after the balance sheet date		
減：流動負債項下所示一年內到期的款項 Less: Current liabilities due within one year		<b>31,783,826.75</b>
非流動負債項下所示款項 Amounts shown under non-current liabilities		<b>86,867,415.04</b>

## 25.租賃負債

## 25.Lease liabilities

項目 Item	年末金額 Balance as at the end of the year	年初金額 Balance as at the beginning of the year
資產負債表日後第 1 年 First year after the balance sheet date	5,107,199.56	3,726,243.13
資產負債表日後第 2 年 Second year after the balance sheet date	4,674,525.97	3,736,689.52
資產負債表日後第 3 年 Third year after the balance sheet date	4,118,547.95	3,300,800.04
以後年度 Subsequent years	8,731,599.07	6,900,760.13
<b>最低租賃付款額合計 Total minimum lease payments</b>	<b>22,631,872.55</b>	<b>17,664,492.82</b>
減：未確認融資費用 Less: finance costs not recognized	2,722,467.80	2,200,531.27
<b>最低租賃付款額現值 Present value of minimum lease payments</b>	<b>19,909,404.75</b>	<b>15,463,961.55</b>
其中：一年內到期的租賃負債 Including: lease liabilities due within one year	4,154,632.64	2,974,226.92
<b>一年後到期的租賃負債 Lease liabilities due after one year</b>	<b>15,754,772.11</b>	<b>12,489,734.63</b>

註：一年內到期的租賃負債已重分類至“一年內到期的非流動負債”，參見本附註六、22。

Note: The lease liabilities due within one year have been reclassified to “non-current liabilities due within one year” as shown in Note VI.22.

## 26.遞延收益

## 26.Deferred income

(1) 遞延收益分類

(1) Classification of deferred income

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year	形成原因 Reason for formation
政府補助 Government grants	304,706.99		304,706.99		與資產相關 Related to assets
<b>合計 Total</b>	<b>304,706.99</b>		<b>304,706.99</b>		—

## (2) 政府補助項目

## (2) Government grant program

政府補助項目 Government grant program	年初餘額 Balance as at the beginning of the year	本年新增補助金額 Addition of grant for the year	本年計入營業外收入金額 Included in Non-operating income for the year	本年計入其他收益金額 Included in other income for the year	本年沖減成本費用金額 Amount of costs offset in the year	其他變動 Other changes	年末餘額 Balance at the end of the year	與資產相關/與收益相關 Asset-related/Revenue-related
物流標準化項目政府補助 Government grants for logistics standardization program	304,706.99			304,706.99				與資產相關 Related to assets
合計 Total	<b>304,706.99</b>			<b>304,706.99</b>				—

## 27.股本

## 27.Share capital

項目 Item	年初餘額 Balance as at the beginning of the year	本年變動增減 (+、-) Increase/decrease in the year (+, -)					年末餘額 Balance as at the end of the year
		發行新股 Issuance of new shares	送股 Bonus shares	公積金轉股 Shares transferred from surplus reserve	其他 Others	小計 Subtotal	
股份總額 Total number of shares	108,000,000.00						108,000,000.00
合計 Total	<b>108,000,000.00</b>						<b>108,000,000.00</b>

註1：2022年1月6日，本集團內資股股東（游澤燕、吳濱華、劉吉貴及吳玩平）與江藥集團有限公司（以下簡稱“江藥”，曾用名：江西江中醫藥商業運營有限責任公司；）簽署股權轉讓協議，將其持有26.90%股份轉讓給江藥。

Note 1: On 6 January 2022, the domestic shareholders of the Group (You Zeyan, Wu Binhua, Liu Jigui, and Wu Wanping) signed a share transfer agreement with Jiangyao Group Co., Ltd. (江藥集團有限公司) (hereinafter referred to as "Jiangyao", former name: Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd. (江西江中醫藥商業運營有限責任公司)), transferring their 26.90% shares to Jiangyao.

註2：2022年9月13日，本集團控股股東（姚創龍）與江藥簽署股權轉讓協議，將其持有9%股份轉讓給江藥。截至2022年12月31日，該項股權交易涉及的江西省發展和改革委員會、香港證監會等流程尚未全部完成，暫未實現股權的交割。2023年1月17日，該項股權已正式完成交割，交割後江藥持有本集團35.9%的股權，姚創龍

Note 2: On 13 September 2022, the controlling shareholder of the Group (Yao Chuanglong) signed a share transfer agreement with Jiangyao, transferring 9% of shares held by him to Jiangyao. As at 31 December 2022, the Jiangxi Development and Reform Commission and the Hong Kong Securities And Futures Commission (SFC) involved in this share transaction have not been fully completed, and the delivery of shares has not yet been achieved. On 17 January 2023, the delivery of shares was officially completed. After the delivery, Jiangyao

持有本集團31.97%的股權，至此江藥成爲本集團控股股東及實際控制人。

held 35.9% of all shares of the Group, while Yao Chuanglong held 31.97% of all shares of the Group. From then on, Jiangyao became the controlling shareholder and actual controller of the Group.

## 28. 資本公積

## 28. Capital reserve

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year
股本溢價 Share premium	278,001,901.04			278,001,901.04
其他資本公積 Other capital reserve	988,928.00			988,928.00
合計 Total	278,990,829.04			278,990,829.04

## 29. 盈餘公積

## 29. Surplus reserve

項目 Item	年初餘額 Balance as at the beginning of the year	本年增加 Addition for the year	本年減少 Reduction for the year	年末餘額 Balance as at the end of the year
法定盈餘公積 Statutory surplus reserve	21,080,432.34	7,048,824.63		28,129,256.97
任意盈餘公積 Arbitrary surplus reserve				
合計 Total	21,080,432.34	7,048,824.63		28,129,256.97

註：本年度增加的法定盈餘公積按照本年度母公司淨利潤的10%計提。

Note: Additional statutory surplus reserve for the year was accrued by 10% of net profit of parent company for the year.

### 30.未分配利潤

### 30.Undistributed profits

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
上年年末餘額 Balance at the end of last year	96,030,718.25	97,118,259.82
加：年初未分配利潤調整數 Add: Adjustment to the balance of undistributed profit at the beginning of the year		
本年年初餘額 Balance at the beginning of the year	96,030,718.25	97,118,259.82
加：本年歸屬於母公司所有者的淨利潤 Add: Net profit attributable to the owners of the parent company for the year	90,380,338.77	23,153,060.07
減：提取法定盈餘公積 Less: Appropriation of statutory surplus reserve	7,048,824.63	2,640,601.64
應付普通股股利 <sup>註</sup> Dividends payable on ordinary shares <sup>(Note)</sup>		21,600,000.00
轉作股本的普通股股利 Dividends on ordinary shares converted to share capital		
本年年末餘額 Balance at the end of the year	179,362,232.39	96,030,718.25

註：於往續記錄期宣派並派付及擬派的股息詳情如下：

(1) 截至 2021 年 12 月 31 日止年度

根據於 2021 年 5 月 31 日召開的截至 2020 年 12 月 31 日止年度的股東大會決議案，貴公司按每股派發股息人民幣 0.2 元（含稅）的基準向其股東宣派 2020 年末期股息，合計為人民幣 2,160.00 萬元。

(2) 截至 2022 年 12 月 31 日止年度

根據於 2022 年 3 月 31 日召開的截至 2021 年 12 月 31 日止年度的董事會決議案，貴公司不派發 2021 年末期股息。

Note: See below for details of dividends announced to distribute and distributed and to be distributed in relevant periods:

(1) For the year ended 31 December 2021

As per the resolution adopted at the Annual General Meeting for 2020 which was held on 31 May 2021, your company announced to distribute dividends for the year 2020 to your shareholders at RMB0.2 (tax inclusive) per share, totalling at RMB21.6 million.

(2) for the year ended 31 December 2022

According to the resolution adopted at the meeting of board of directors held on 31 March 2022 for the year ended 31 December 2021, the Company will not distribute the final dividends for 2021.

31.營業收入、營業成本

31.Operating revenue and operating cost

(1) 營業收入和營業成本情況

(1) Basic information on business revenue and business expenses

項目 Item	本年發生額 Amount for the year		上年發生額 Amount for last year	
	收入 Revenue	成本 Cost	收入 Revenue	成本 Cost
主營業務 Principal businesses	4,140,664,410.05	3,903,521,213.18	3,763,064,314.48	3,556,398,664.23
其他業務 Other businesses	34,614,629.15		30,553,405.55	
合計 Total	4,175,279,039.20	3,903,521,213.18	3,793,617,720.03	3,556,398,664.23

(2) 合同產生的收入的情況

(2) Information on revenue generated from contracts

合同分類 Contract classification	本年發生額 Amount in current year	上年發生額 Amount in prior year
<b>商品類型</b> Types of products		
其中：藥品銷售收入 Of which: Revenue from pharmaceutical sales	4,140,664,410.05	3,763,064,314.48
諮詢服務收入 Revenue from consultancy services	26,371,558.92	27,582,773.03
第三方物流收入 Revenue from third-party logistics	8,243,070.23	2,970,632.52
<b>按經營地區分類</b> By region of operation		
其中：華南地區 Of which: South China	4,073,638,573.54	3,720,809,040.94
華東地區 East China	75,722,292.63	48,066,657.34
其他地區 Other regions	25,918,173.03	24,742,021.75
<b>按銷售渠道分類</b> By sales channel		
其中：線下銷售 Of which: Offline sales	3,903,477,018.16	3,686,362,090.33
線上銷售 Online sales	271,802,021.04	107,255,629.70
合計 Total	4,175,279,039.20	3,793,617,720.03



### 32. 税金及附加

### 32. Taxes and surcharges

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
房產稅 Property tax	3,987,511.59	3,966,857.22
印花稅 Stamp duty	3,296,654.04	2,942,114.15
城市維護建設稅 Urban maintenance and construction tax	1,427,126.49	815,671.04
教育費附加 Education surcharge	1,020,354.86	583,795.68
土地使用稅 Tax on land use	328,159.54	328,159.54
車船稅 Vehicle and vessel tax	9,652.74	17,097.23
環境保護稅 Environment protection tax	4,200.00	4,200.00
<b>合計 Total</b>	<b>10,073,659.26</b>	<b>8,657,894.86</b>

### 33. 銷售費用

### 33. Selling expenses

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
職工薪酬 Staff remuneration	61,359,511.32	52,784,750.09
折舊與攤銷 Depreciation and amortization	19,365,875.66	19,462,963.85
運輸費 Transportation costs	17,467,427.32	14,821,976.80
宣傳廣告費 Promotion and advertising expenses	8,885,020.72	9,097,556.65
辦公費用 Office expenses	4,893,689.71	5,399,769.38
業務招待費 Business entertainment expenses	444,760.07	622,474.32
差旅費 Travelling expenses	228,038.89	277,874.55
其他 Others	186,680.29	860,623.82
<b>合計 Total</b>	<b>112,831,003.98</b>	<b>103,327,989.46</b>

34.管理費用

34.Management expenses

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
職工薪酬 Staff remuneration	22,564,675.79	22,209,780.60
折舊與攤銷 Depreciation and amortization	13,492,250.08	13,592,900.60
辦公費 Office expenses	6,426,474.87	7,330,010.38
聘請中介機構費 Expenses on engaging agencies	4,720,456.81	2,732,491.74
-本公司審計服務費用 -The Company's audit service expenses	850,000.00	850,000.00
存貨損失 Loss on inventory	2,174,522.40	2,202,709.34
業務招待費 Business entertainment expenses	124,273.92	147,391.48
宣傳廣告費 Promotion and advertising expenses	88,788.53	120,841.29
差旅費 Travelling expenses	84,264.83	110,327.71
其他 Others	60,563.17	76,574.70
<b>合計 Total</b>	<b>49,736,270.40</b>	<b>48,523,027.84</b>

35.財務費用

35.Finance costs

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
利息支出 Interest expenses	34,257,509.72	40,609,536.96
減：利息收入 Less: Interest income	4,601,780.21	3,798,241.18
加：匯兌損失 Add: Loss on foreign exchange	749,260.81	-139,015.35
手續費 Handling fees	5,908,232.98	4,705,476.86
租賃負債利息 Interest on lease liabilities	815,632.55	907,319.62
<b>合計 Total</b>	<b>37,128,855.85</b>	<b>42,285,076.91</b>

**36.其他收益**

**36.Other gains**

產生其他收益的來源 Sources of other income	本年發生額 Amount for the year	上年發生額 Amount for last year
物流標準化項目政府補助 Government grants for logistics standardization program	304,706.99	457,060.50
代扣代繳個人所得稅手續費返還 Individual income tax fee refund	67,031.95	66,654.59
<b>合計 Total</b>	<b>371,738.94</b>	<b>523,715.09</b>

**37.投資收益**

**37. Return on investment**

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
交易性金融資產在持有期間的投資收益 Return on investment in a trading financial asset during the period of holding		23.25
<b>合計 Total</b>		<b>23.25</b>

**38.信用減值損失**

**38.Impairment loss of credit**

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
其他應收款壞賬損失 Loss of bad debts in other receivables	1,082,565.65	-91,833.78
應收賬款壞賬損失 Loss of bad debts in accounts receivable	2,481,671.99	-292,001.73
應收票據壞賬損失 Loss of bad debts in bills receivable	-33,779.67	-7,530.00
<b>合計 Total</b>	<b>3,530,457.97</b>	<b>-391,365.51</b>

**39.資產減值損失**

**39.Impairment loss of assets**

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
存貨跌價損失 Loss on impairment of inventories	3,148,303.99	3,102,249.84
<b>合計 Total</b>	<b>3,148,303.99</b>	<b>3,102,249.84</b>

## 40. 資產處置損益

## 40. Gains on disposal of assets

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year	計入本年非經常性損益的金額 Amount charged to non-recurring profit or loss for the year
非流動資產處置收益 Gains on disposal of noncurrent assets	65,839,056.46	149,987.17	65,839,056.46
其中：未劃分為持有待售的 非流動資產處置收益 Of which: Gains on disposal of non-current assets that are not classified as held for sale	65,839,056.46	149,987.17	65,839,056.46
固定資產處置收益 Gains on disposal of fixed assets	19,654,987.81	149,987.17	19,654,987.81
無形資產處置損益 Gain or loss on disposal of intangible assets	46,184,068.65		46,184,068.65
<b>合計 Total</b>	<b>65,839,056.46</b>	<b>149,987.17</b>	<b>65,839,056.46</b>

## 41. 營業外收入

## 41. Non-operating revenue

(1) 營業外收入明細

(1) Breakdown of non-operating income

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year	計入本年非經常性損益 的金額 Amounts included in non-recurring profit and loss for the year
政府補助 Government grants	905,910.45	733,039.15	905,910.45
其他 Others	501.66	29,063.08	501.66
<b>合計 Total</b>	<b>906,412.11</b>	<b>762,102.23</b>	<b>906,412.11</b>

## (2) 計入當年損益的政府補助

## (2) The government subsidies that are included in the profit and loss for the year

補助項目 Subsidy	發放主體 Issuing entity	發放原因 Reason for issuance	性質類型 Type and nature	補貼是否影響當年盈虧 Whether the subsidy affects the profit and loss for the year	是否特殊補貼 Whether it's special allowance	本年發生金額 Amount for current year	上年發生金額 Amount for last year	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
汕頭市促進大型商貿企業發展補貼 Shantou City promotes subsidies for the development of large-scale commercial and trade enterprises	汕頭市龍湖區財政局 Financing Bureau of Longhu District, Shantou City	補貼 Subsidy		否 No	否 No	405,800.00		與收益相關 Relevant to revenue
一次性擴崗補助、一次性留工補助、失業保險穩崗補貼 One-time job expansion subsidy, one-time work retention subsidy, unemployment insurance job stabilization subsidy	廣東省社會保險清算 Guangdong Province social insurance liquidation account	補貼 Subsidy		否 No	否 No	266,437.31		與收益相關 Relevant to revenue
促進商業消費高質量發展事項 Promote the high-quality development of commercial consumption	惠州市商務局 Huizhou Municipal Bureau of Commerce	補貼 Subsidy		否 No	否 No	60,000.00		與收益相關 Relevant to revenue
2021 年度香洲區促進電子商務產業發展專項資金 Special fund for promoting the development of e-commerce industry in Xiangzhou District in 2021	珠海市香洲區商務局 Bureau of Commerce, Xiangzhou District, Zhuhai City	補貼 Subsidy	因符合地方政府招商引資等地方性扶持政策而獲得的補助 Subsidies received for compliance with local support policies such as investment promotion by local governments	否 No	否 No	51,183.41	80,916.52	與收益相關 Relevant to revenue
失業保險穩崗補貼 Unemployment insurance job stabilization subsidy	珠海市社會保險基金管理中心 Social Insurance Fund Management Centre of Zhuhai City	補貼 Subsidy		否 No	否 No	31,696.25	2,165.94	與收益相關 Relevant to revenue
一次性擴崗補助、一次性留工補助、做好失業保險穩崗位提技能防失業補助 One-time job expansion subsidy, one-time subsidy for retaining workers, and unemployment insurance to stabilize jobs and improve skills to prevent unemployment	廣東省人力資源和社會保障廳、廣東省財政廳國家稅務總局廣東省稅務局 Guangdong Provincial Department of Human Resources and Social Security, Guangdong Provincial Department of Finance, State Administration of Taxation, Guangdong Provincial Taxation Bureau	補貼 Subsidy		否 No	否 No	30,748.12		與收益相關 Relevant to revenue
失業保險穩崗補貼 Unemployment insurance job stabilization subsidy	廣州市社會保險基金管理中心 Social Insurance Fund Management Centre of Guangzhou City	補貼 Subsidy		否 No	否 No	21,946.32	3,217.64	與收益相關 Relevant to revenue
失業保險穩崗補貼 Unemployment insurance job stabilization subsidy	汕頭市財政局 Financing Bureau of Shantou City	補貼 Subsidy		否 No	否 No	10,366.67	10,759.22	與收益相關 Relevant to revenue
穩崗補貼 Job stabilization subsidy	其他代理業務基金 Other agency business funds	補貼 Subsidy		否 No	否 No	9,597.00		與收益相關 Relevant to revenue

補助項目 Subsidy	發放主體 Issuing entity	發放原因 Reason for issuance	性質類型 Type and nature	補貼是否影響當年盈虧 Whether the subsidy affects the profit and loss for the year	是否特殊補貼 Whether it's special allowance	本年發生金額 Amount for current year	上年發生金額 Amount for last year	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
促進商貿業(內貿)發展扶持政策獎勵、一次性招用補貼、穩定用工社保補貼、崗位補貼 Promote the development of commerce and trade (domestic trade) support policy incentives, one-time recruitment subsidies, stable employment social security subsidies, post subsidies	廣州市南沙區財政局 Financing Bureau of Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No	7,365.82	191,500.00	與收益相關 Relevant to revenue
促進就業獎勵補貼、招工扶持補貼 Incentives and subsidies for promoting employment and subsidies for employment support	廣州市南沙區東涌鎮社會事務服務中心 Social Affairs Service Center of Dongchong Town, Nansha District, Guangzhou	補貼 Subsidy		否 No	否 No	5,000.00	4,500.00	與收益相關 Relevant to revenue
穩崗補貼 Job stabilization subsidy	廣東省人力資源和社會保障廳、廣東省發展和改革委員會廣東省財政廳國家稅務總局 Department of Human Resources and Social Security of Guangdong Province, Guangdong Provincial Development and Reform Commission, Department of Finance of Guangdong Province and State Administration of Taxation	補貼 Subsidy		否 No	否 No	2,769.55		與收益相關 Relevant to revenue
失業保險穩定崗位補貼、吸納就業困難人員社保補貼、新增員工補貼 Unemployment insurance stabilizes job subsidies, social security subsidies for people with employment difficulties, and subsidies for new employees	佛山市禪城區人力資源和社會保障局 Human Resources and Social Security Bureau of Chancheng District, Foshan City	補貼 Subsidy		否 No	否 No	1,500.00	28,479.83	與收益相關 Relevant to revenue
緩繳社保補貼 Deferred payment of social security subsidies	珠海市社會保險基金管理中心 Pension - Zhuhai Social Insurance Fund Management Center	補貼 Subsidy		否 No	否 No	1,500.00		與收益相關 Relevant to revenue
以工代訓補貼 Work-for-training subsidy	珠海市人力資源和社會保障局 Human Resources and Social Security Bureau of Zhuhai City	補貼 Subsidy		否 No	否 No		1,000.00	與收益相關 Relevant to revenue
以工代訓補貼 Work-for-training subsidy	廣東省人力資源和社會保障廳、廣東省財政廳 Guangdong Provincial Department of Human Resources and Social Security, Guangdong Provincial Department of Finance	補貼 Subsidy		否 No	否 No		9,500.00	與收益相關 Relevant to revenue
祖廟街道財政辦公室企業持續發展扶持資金 Enterprise Sustainable Development Support Fund of the Financing Office of Zumiao Street	佛山市禪城區祖廟街道黨政綜合辦公室 Party and Government Comprehensive Office of Zumiao Street, Chancheng District, Foshan City	補貼 Subsidy		否 No	否 No		400,000.00	與收益相關 Relevant to revenue

補助項目 Subsidy	發放主體 Issuing entity	發放原因 Reason for issuance	性質類型 Type and nature	補貼是否影響當年盈虧 Whether the subsidy affects the profit and loss for the year	是否特殊補貼 Whether it's special allowance	本年發生金額 Amount for current year	上年發生金額 Amount for last year	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
中小微企業一次性吸納就業補貼 One-time employment subsidy for small, medium and micro enterprises	廣州市人力資源和社會保障局 Guangzhou Municipal Human Resources and Social Security Bureau	補貼 Subsidy		否 No	否 No		1,000.00	與收益相關 Relevant to revenue
<b>合計 Total</b>	—	—	—	—	—	<b>905910.45</b>	<b>733039.15</b>	—

#### 42.營業外支出

#### 42.Non-operating expenses

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year	計入本年非經常性損益的金額 Amounts included in non-recurring profit and loss for the year
非流動資產毀損報廢損失 Loss of non-current assets due to destruction and scrapping		11,929.13	
對外捐贈 External donation	362,626.91	66,839.42	362,626.91
其他 Others	10,157.06	90,662.45	10,157.06
<b>合計 Total</b>	<b>372,783.97</b>	<b>169,431.00</b>	<b>372,783.97</b>

#### 43.所得稅費用

#### 43.Income tax expenses

##### (1) 所得稅費用

##### (1) Income tax expenses

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
按稅法及相關規定計算的當期所得稅 Current income tax calculated according to the tax law and related regulations	30,079,790.87	8,603,751.35
-中國大陸企業所得稅 Corporate income tax in the Chinese mainland	30,079,790.87	8,603,751.35
-中國香港利得稅 Profit tax in Hong Kong, PRC		
遞延所得稅費用 Deferred income tax expenses	1,593,568.47	1,223,767.72
<b>合計 Total</b>	<b>31,673,359.34</b>	<b>9,827,519.07</b>

由於本集團於年度內在香港無應納稅收入，故並無香港所得稅。

The Group had no Hong Kong income tax, since it had no taxable income in Hong Kong during the year.

(2) 會計利潤與所得稅費用調整過程

(2) Reconciliation between accounting profit and income tax expenses

項目 Item	本年發生額 Amount for the year
本年合併利潤總額 Combined total profit for the year	122,053,698.11
按法定/適用稅率計算的所得稅費用 Income tax expenses calculated at statutory/applicable tax rate	30,513,424.53
子公司適用不同稅率的影響 The impact of different tax rates applied to subsidiaries	
調整以前期間所得稅的影響 Adjust the impact of income taxes for previous periods	
非應稅收入的影響 Impact of non-taxable income	
不可抵扣的成本、費用和損失的影響 Effect of non-deductible costs, expenses and losses	256,388.40
使用前期未確認遞延所得稅資產的可抵扣虧損的影響 Use of deductible losses that have not been previously confirmed for deferred EIT assets	-378,785.46
本年未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響 Effect of deductible temporary differences or deductible losses on deferred income tax assets not recognized in the current year	1,282,331.87
<b>所得稅費用 Income tax expenses</b>	<b>31,673,359.34</b>

#### 44.現金流量表項目

#### 44.Items of the Statement of Cash Flows

(1) 收到/支付的其他與經營/投資/籌資活動有關的現金

(1) Other cash received/ paid relating to operating/ investing/ financing activities

1) 收到的其他與經營活動有關的現金

1) Other cash received relating to operating activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
單位往來款 Inter-company current accounts	170,198,084.00	1,052,000.10
政府補助 Government grant	967,836.81	733,039.15
利息收入 Interest income	165,724.62	135,663.42
員工備用金 Staff reserves	64,127.32	31,000.00
其他 Others	686,019.54	2,252,275.85



項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
合計 Total	172,081,792.29	4,203,978.52

2) 支付的其他與經營活動有關的現金

2) Other cash paid relating to operating activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
單位往來款 Inter-company current accounts	203,669,976.00	3,583,447.50
運輸費 Transportation costs	16,506,831.18	15,190,932.46
辦公費 Office expenses	7,983,248.19	7,915,388.83
營銷費用 Marketing expenses	6,384,166.29	8,252,819.97
手續費 Handling fees	5,878,977.77	4,208,012.81
水電費 Utilities	4,887,320.88	4,795,921.45
聘請中介機構費 Expenses on engaging agencies	4,240,310.13	1,507,071.51
維修、維護費 Repair and Maintenance expenses	1,476,130.82	1,445,287.99
電信通訊費 Telecommunication fees	1,164,805.30	1,246,779.52
宣傳廣告費 Promotion and advertising expenses	809,649.64	943,888.90
員工借款 Staff borrowings	534,704.65	620,808.20
業務招待費 Business entertainment expenses	404,322.25	447,200.39
差旅費 Travelling expenses	315,918.91	360,674.45
其他 Others	84,195.49	1,518,074.92
合計 Total	254,340,557.50	52,036,308.90

3) 收到的其他與投資活動有關的現金

3) Other cash received relating to investing activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
銀行理財產品收回 Recovery of bank financial products		10,000.00
<b>合計 Total</b>		<b>10,000.00</b>

4) 支付的其他與投資活動有關的現金

4) Other cash paid relating to investing activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
銀行理財產品投資 Investment in bank financial products		10,000.00
<b>合計 Total</b>		<b>10,000.00</b>

5) 收到的其他與籌資活動有關的現金

5) Other cash received relating to financing activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
收回銀行承兌保證金 Receipt of bank acceptance margin	1,926,367,935.66	1,806,779,749.49
股東借款 Shareholder borrowing	100,000,000.00	
保證金利息收入 Interest income on margin	4,436,055.59	3,662,577.76
收回借款保證金 Receipt of borrowing margin	2,264,706.25	16,059,911.12
<b>合計 Total</b>	<b>2,033,068,697.50</b>	<b>1,826,502,238.37</b>

6) 支付的其他與籌資活動有關的現金

6) Other cash paid relating to financing activities

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
付出銀行承兌保證金 Payment of bank acceptance margin	1,866,503,486.65	1,830,371,994.92
股東借款 Shareholder borrowing	80,000,000.00	
租賃負債支付 Payment of lease Liabilities	3,584,603.15	3,612,740.16
借款保證金 Borrowing margin		2,250,000.00
融資手續費 Handling fees for financing	722,949.66	849,185.47
<b>合計 Total</b>	<b>1,950,811,039.46</b>	<b>1,837,083,920.55</b>

(2) 合併現金流量表補充資料

(2) Supplementary information to the Consolidated Statement of Cash Flows

項目 Item	本年金額 Amount for the year	上年金額 Amount for last year
<b>1.將淨利潤調節為經營活動現金流量: 1. Reconciliation of net profit to cash flows from operating activities:</b>	—	—
淨利潤 Net profit	90,380,338.77	23,153,060.07
加: 資產減值準備 Add: Provision for impairment on assets	3,148,303.99	3,102,249.84
信用資產減值損失 Impairment loss of credit assets	3,530,457.97	-391,365.51
固定資產折舊、油氣資產折耗、生產性生物資產折舊 Depreciation of fixed assets, depletion of petroleum and natural gas properties, depreciation of productive biological assets	21,665,230.79	22,621,957.52
使用權資產折舊 Depreciation of right-of-use assets	3,135,441.54	2,940,457.39
無形資產攤銷 Amortization of intangible assets	5,877,151.51	6,472,318.30
長期待攤費用攤銷 Amortization of long-term expenses to be amortized	2,888,819.10	1,728,465.12

項目 Item	本年年額 Amount for the year	上年金額 Amount for last year
處置固定資產、無形資產和其他長期資產的損失（收益以「-」填列） Loss on disposal of fixed assets, intangible assets and other long-term assets ("-" for gain)	-65,839,056.46	-149,987.17
固定資產報廢損失（收益以「-」填列） Loss on scrapped fixed assets ("-" for gain)		11,929.13
公允價值變動損失（收益以「-」填列） loss arising from changes in fair value ("-" for gain)		
財務費用（收益以「-」填列） Finance costs ("-" for gain)	32,109,297.15	38,703,464.29
投資損失（收益以「-」填列） Investment loss ("-" for gain)		-23.25
遞延所得稅資產的減少（增加以「-」填列） Decrease in deferred income tax assets ("-" for increase)	1,936,221.17	1,132,315.23
遞延所得稅負債的增加（減少以「-」填列） Increase in deferred income tax liabilities ("-" for decrease)	-342,652.70	91,452.49
存貨的減少（增加以「-」填列） Decrease in inventories ("-" for increase)	-77,743,316.21	75,752,009.42
經營性應收項目的減少（增加以「-」填列） Decrease in receivables from operating activities ("-" for increase)	-222,466,733.26	-54,810,666.11
經營性應付項目的增加（減少以「-」填列） Increase in payables from operating activities ("-" for decrease)	245,770,801.10	-139,901,028.97
其他 Others		
經營活動產生的現金流量淨額 Net cash flow from operating activities	44,050,304.46	-19,543,392.21
<b>2.不涉及現金收支的重大投資和籌資活動： 2. Non-cash significant investing and financing activities:</b>		
債務轉為資本 Conversion of debt into capital		
一年內到期的可轉換公司債券 Convertible corporate bonds due within one year		
融資租入固定資產 Fixed assets under finance lease		
<b>3.現金及現金等價物淨變動情況： 3. Net change in cash and cash equivalents:</b>		

項目 Item	本年年額 Amount for the year	上年金額 Amount for last year
現金的年末餘額 Cash balance as at the end of the year	68,861,408.60	144,226,724.41
減：現金的年初餘額 Less: cash balance as at the beginning of the year	144,226,724.41	113,771,300.25
加：現金等價物的年末餘額 Add: balance of cash equivalents as at the end of the year		
減：現金等價物的年初餘額 Less: balance of cash equivalents as at the beginning of the year		
現金及現金等價物淨增加額 Net increase in cash and cash equivalents	-75,365,315.81	30,455,424.16

(3) 現金和現金等價物

(3) Cash and cash equivalents

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
現金 Cash	68,861,408.60	144,226,724.41
其中：庫存現金 Of which: cash on hand	600,530.39	343,374.54
可隨時用於支付的銀行存款 Bank deposits readily available for payment	68,260,878.21	143,883,349.87
可隨時用於支付的其他貨幣資金 Other monetary funds readily available for payment		
現金等價物 Cash equivalents		
其中：三個月內到期的債券投資 Of which: bonds investment due within three months		
年末現金和現金等價物餘額 Balance of cash and cash equivalents at the end of the year	68,861,408.60	144,226,724.41
其中：母公司或集團內子公司使用受限制的現金和現金等價物 Of which: Restricted cash and cash equivalents used by the parent company or the subsidiaries of the Group		

45.所有權或使用權受到限制的資產

45.Assets with restricted ownership and rights of use

項目 Item	年末賬面價值 Book value at the end of the year	受限原因 Reasons of Restriction
貨幣資金 Monetary funds	423,812,146.84	銀行承兌匯票保證金、借款保證金 Bank acceptance bills deposits, borrowing deposits
應收票據 Bills receivables	5,348,665.70	應收票據（商業承兌匯票）質押 Pledge of notes receivable (commercial bills).
應收款項融資 Account receivable financing	11,500,000.00	應收票據（銀行承兌匯票）質押 Pledge of notes receivable (Bank acceptance bills)
存貨 Inventories	350,000,000.00	抵押 Security
固定資產 Fixed assets	231,435,859.11	抵押 Security
無形資產 Intangible assets	71,086,436.13	抵押 Security
合計 Total	1,093,183,107.78	—

46.外幣貨幣性項目

46.Monetary items in foreign currencies

項目 Item	年末外幣餘額 Balance in foreign currency at the end of the year	折算匯率 Exchange rate	年末折算人民幣餘額 Equivalent RMB balance at the end of the year
貨幣資金 Monetary funds	—	—	395,237.41
其中：港幣 Of which: Hong Kong Dollars	442,434.51	0.8933	395,226.75
美元 United States Dollar	1.53	6.9646	10.66

#### 47.政府補助

(1) 政府補助基本情況

#### 47.Government grants

(1) Basic information about government grants

種類 Type	金額 Amount	列報項目 Item reported	計入當期損益的金額 Amount included in profit and loss for the period
與資產相關的政府補助 the government subsidies related to the assets	304,706.99	其他收益 Other gains	304,706.99
與收益相關的政府補助 the government subsidies related to the revenue	905,910.45	營業外收入 Non-operating revenue	905,910.45
<b>合計 Total</b>	<b>1,210,617.44</b>	—	<b>1,210,617.44</b>

(2) 本集團本年度無政府補助退回情況。

(2) There were no returns of government subsidies in the Group during the year.

#### 七、合併範圍的變化

#### VII. CHANGES IN SCOPE OF CONSOLIDATION

本集團本年度未發生合併範圍變化的情況。

There were no changes in the scope of the merger in the Group during the year.

## 八、在其他主體中的權益

### 1. 在子公司中的權益

#### (1) 企業集團的構成

## VIII. INTERESTS IN OTHER ENTITIES

### 1. Interests in subsidiaries

#### (1) Composition of the corporation

子公司名稱 Name of subsidiary	主要經營地 Place of principal operation	註冊地 Place of registration	法律地位類別 Type of legal status	業務性質 Nature of business	註冊資本 Registered Capital (RMB)	持股比例 (%) Proportion of shareholding (%)		取得方式 Method of acquisition
						直接 Direct	間接 Indirect	
廣東創美公司 Guangdong Charmacy Company	珠三角 Pearl River Delta	佛山 Foshan	有限責任 Limited liability	醫藥產品分銷 Pharmaceutical distribution	15,000.00 萬元 150.00 million	100.00		投資設立 Established by investment
珠海創美公司 Zhuhai Charmacy Company	珠三角 Pearl River Delta	珠海 Zhuhai	有限責任 Limited liability	醫藥產品分銷 Pharmaceutical distribution	360.00 萬元 3.60 million	100.00		非同一控制下的企業合併 Business combination not under common control
廣州創美公司 Guangzhou Charmacy Company	珠三角 Pearl River Delta	廣州 Guangzhou	有限責任 Limited liability	醫藥產品分銷 Pharmaceutical distribution	2,000.00 萬元 20.00 million	100.00		非同一控制下的企業合併 Business combination not under common control
深圳創美公司 Shenzhen Charmacy Company	珠三角 Pearl River Delta	深圳 Shenzhen	有限責任 Limited liability	醫藥產品分銷 Pharmaceutical distribution	2,080.00 萬元 20.80 million	100.00		投資設立 Established by investment
惠州創美公司 Huizhou Charmacy Company	珠三角 Pearl River Delta	惠州 Huizhou	有限責任 Limited liability	醫藥產品分銷 Pharmaceutical distribution	1,500.00 萬元 15.00 million	100.00		非同一控制下的企業合併 Business combination not under common control

## 九、與金融工具相關風險

本集團的主要金融工具包括借款、應收款項和應付款項等，各項金融工具的詳細情況說明見本附註六。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

### 各類風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其它權益投資者

## IX. RISKS RELATED TO FINANCIAL INSTRUMENTS

The Group's major financial instruments include borrowings, receivables and payables, etc. Details of these financial instruments are set out in Note VI. The risks associated with these financial instruments and the risk management policies adopted by the Group on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure such risks are contained within a prescribed scope.

### Objective and policies of various risks management

The Group engages in risk management with the aim of achieving an appropriate balance between risk and return, where the negative effects of risks against the operating results of the Group are minimized, and to maximize the interest of



的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線並進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

#### (1) 市場風險

##### 1) 匯率風險

本集團承受外匯風險主要與港幣有關，除本集團 H 股募集資金、H 股支付股利及少部分發生在香港特別行政區的費用外，本集團的其他主要業務活動以人民幣計價結算。於2022年12月31日，下表所述外幣賬戶餘額的資產和負債因匯率變動產生的公允價值或未來現金流量變動可能對本集團的經營業績產生影響：

Shareholders and other stakeholders. Based on such risk management objectives, the fundamental strategy of risk management of the Group is to ascertain and analyse all types of risk exposures of the Group, establish appropriate risk tolerance thresholds, carry out risk management procedures and perform risk monitoring on all kinds of risks in a timely and reliable manner, thus containing risk exposures within a prescribed scope.

#### (1) Market risk

##### 1) Foreign exchange risk

The Group's foreign exchange risk relates mainly to Hong Kong Dollars. Except for the proceeds from the H Share offering, payment of H Share dividends and minor expenses incurred in the Hong Kong Special Administrative Region, other main business activities of the Group are settled in RMB. As at 31 December 2022, the changes in the fair value or future cash flows from the assets and liabilities of the balance of the account denominated in foreign currency due to changes in exchange rates may have impact on the Group's operating results as set out in the following table:

項目 Item	2022年12月31日餘額 (折合人民幣) Balance as at the 31 December 2022 (RMB equivalent)	2021年12月31日餘額 (折合人民幣) Balance as at 31 December 2021 (RMB equivalent)
貨幣資金-港幣 Monetary fund – HK\$	395,226.75	361,198.22
貨幣資金 - 美元 Monetary fund –US\$	10.66	

本集團密切關注匯率變動對本集團的影響。

##### 2) 利率風險

本集團的利率風險產生於銀行借款等帶息債務。浮動利率的金融負債使本集團面臨現金流量利率風險，固定利率的金融負債使本集團面臨公允價值利率風險。本集團根據當時的市場環境來決定固定利率及浮動利率合同的相對比例。於2022年12月31日，本集團的帶息債務主要為人民幣計價的固定利率合同，金額為49,190.00萬元

The Group closely monitors the effect of exchange rate on the Group.

##### 2) Interest rate risk

The interest rate risk of the Group arises from the interest-bearing debts such as bank loans. The floating-rate financial liabilities expose the Group to cash flow interest rate risk, while the fixed-rate financial liabilities expose the Group to fair value interest rate risk. The Group determines the relative ratio of fixed-rate contracts and floating-rate contracts based on the market environment. As at 31 December 2022, the interest-bearing debts of the Group were mainly fixed-rate contracts denominated in RMB, with an amount of RMB491.90 million

(2021年12月31日：66,669.10萬元)。

本集團因利率變動引起金融工具公允價值變動的風險主要與固定利率銀行借款有關。

### 3) 價格風險

本集團未持有其他債權投資和交易性金融資產，無此類價格風險。

#### (2) 信用風險

於2022年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失，具體包括：

合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

為降低信用風險，本集團成立專門部門確定信用額度、進行信用審批，並執行其它監控程序以確保採取必要的措施回收過期債權。此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

本集團採用了必要的政策確保所有銷售客戶均具有良好的信用記錄。

#### (3) 流動風險

流動風險為本集團在到期日無法履行

(31 December 2021: RMB666.691 million).

The risk of changes in fair value of financial instruments caused by interest rate changes in the Group is mainly related to fixed-rate bank loans.

### 3) Price risks

The Group holds no other debt investments and trading financial assets, and it has no such price risk.

#### (2) Credit risk

As at 31 December 2022, the maximum credit risk exposure that might incur financial losses to the Group was mainly attributable to the losses of financial assets due to a contractual failure of counterparty to perform its obligations. Specifically, such losses include:

The carrying amount of financial assets recognized in the consolidated balance sheet. For financial assets at fair value, the carrying amount reflects the risk exposure, but not the maximum risk exposure, which will vary with the changes in future fair value.

In order to mitigate credit risk, the Group established special departments to determine credit limits and perform credit approval, and carries out other monitoring procedures to ensure necessary measures are taken to collect overdue debts. Besides, the Group reassesses the recovery of each receivable items on an individual basis at each balance sheet date, so as to ensure sufficient provision for doubtful debts is made for amounts that are not recoverable. As such, the management of the Group believes that the credit risks assumed by the Group has been significantly mitigated.

The Group's liquidity is deposited in banks with higher credit rating, so the credit risk of the liquidity is lower.

The Group has adopted necessary policies to ensure that all the trade customers have good credit history.

#### (3) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet

其財務義務的風險。本集團管理流動性風險的方法是確保有足夠的資金流動性來履行到期債務，而不至於造成不可接受的損失或對企業信譽造成損害。本集團定期分析負債結構和期限，以確保有充裕的資金。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時與金融機構進行融資磋商，以保持一定的授信額度，減低流動性風險。

本集團將銀行借款和應付票據作為主要資金來源。於2022年12月31日，本集團尚未使用的銀行借款和票據額度為24,649.32萬元（2021年12月31日：35,058.72萬元）。

本集團持有的金融資產和金融負債按未折現的合同現金流的到期期限分析如下：

2022年12月31日金額：

its financial obligations at maturity. The Group manages liquidity risk by ensuring that it has ample liquidity to meet its obligations as they fall due without incurring unacceptable losses or causing damage to its reputation. The Group regularly analyses the structure and maturity of its liabilities to ensure that sufficient funds are available. The Group's management monitors the use of bank loans and ensures compliance with loan agreements. It also negotiates with financial institutions on financing to maintain a certain credit limit and reduce liquidity risk.

The Group uses bank loans and notes payable as its main funding sources. As at 31 December 2022, the unused limit of bank loans and notes of the Group was RMB246.4932 million (31 December 2021: RMB350.5872 million).

The maturity of the financial assets and financial liabilities held by the Group based on undiscounted contract cash flows is analyzed as follows:

Amount as at 31 December 2022:

項目 Item	一年以內 Within 1 year	一到二年 1 to 2 years	二到五年 2 to 5 years	五年以上 Over 5 years	合計 Total
<b>金融資產</b> <b>Financial assets</b>	—	—	—	—	—
貨幣資金 Monetary funds	492,673,555.44				492,673,555.44
應收票據 Bills receivables	5,348,665.70				5,348,665.70
應收賬款 Trade receivables	865,013,450.04				865,013,450.04
應收款項融資 Account receivable financing	15,483,006.79				15,483,006.79
其他應收款 Other receivables	97,813,210.12				97,813,210.12
其他流動資產 Other liquid assets	32,705,868.93				32,705,868.93
<b>金融負債</b> <b>Financial liabilities</b>	—	—	—	—	—
短期借款 Short-term borrowings	513,251,685.23				513,251,685.23
應付票據 Bills payables	876,775,586.87				876,775,586.87
應付帳款 Accounts payable	632,791,945.43				632,791,945.43
其他應付款 Other payables	105,824,075.61				105,824,075.61

項目 Item	一年以內 Within 1 year	一到二年 1 to 2 years	二到五年 2 to 5 years	五年以上 Over 5 years	合計 Total
應付職工薪酬 Salaries payable to employees	13,346,444.66				13,346,444.66
租賃負債 Lease liabilities	5,107,199.56	4,674,525.97	12,850,147.02		22,631,872.55

## 十.公允價值

金融資產和金融負債的公允價值按照下述方法確定：

具有標準條款及條件並存在活躍市場的金融資產及金融負債的公允價值分別參照相應的活躍市場現行出價及現行要價確定；

其他金融資產及金融負債(不包括衍生工具)的公允價值按照未來現金流量折現法為基礎的通用定價模型確定或採用可觀察的現行市場交易價格確認；

衍生工具的公允價值採用活躍市場的公開報價確定。

本集團管理層認為，財務報表中按攤余成本計量的金融資產及金融負債的賬面價值接近該等資產及負債的公允價值。

## 十一、關聯方及關聯交易

### (一) 關聯方關係

#### 1. 控股股東及最終控制方

##### (1) 控股股東及最終控制方

控股股東及最終控制方名稱 Name of controlling shareholder and ultimate controller	註冊地 Nationality	對本公司的持股比例(%) Percentage of shareholding in the Company(%)	對本公司的表決權比例(%) Percentage of voting rights in the Company(%)
姚創龍 Yao Chuanglong	中國 Chinese	40.97	40.97

## X. Fair value

The fair value of financial assets and financial liabilities is determined in accordance with the following methods:

The fair value of financial assets and financial liabilities with standard terms and conditions and in active markets are determined by reference to the prevailing bid and ask prices in the corresponding active market;

The fair value of other financial assets and financial liabilities (other than derivative instruments) are determined by the general pricing model based on the discounted future cash flow method or recognized by observable current market transaction prices;

The fair value of the derivative instruments is determined by quoted price in active markets.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities measured at amortized cost in the financial statements approximate to the fair value of such assets and liabilities.

## XI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

### (I). Relationship with related parties

#### 1. Controlling shareholder and ultimate controller

##### (1) Controlling shareholder and ultimate controller

(2) 控股股東的所持股份或權益及其變化

(2) Shares or interests held by controlling shareholder and its changes

控股股東 Controlling shareholder	持股金額 Shareholding amount		持股比例 (%) Percentage of shareholding(%)	
	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year	年末比例 Percentage at the end of the year	年初比例 Percentage at the beginning of the year
姚創龍 Yao Chuanglong	44,250,000.00	44,250,000.00	40.97	40.97

註：2022年9月13日，控股股東姚創龍就其持有的9%公司股份（972萬股）與江藥簽訂股權轉讓協議，交易對價7,085.88萬元。截至2022年12月31日，由於該項股權交易涉及的江西省發展和改革委員會、香港證監會等流程尚未全部完成，暫未實現股權的交割。2023年1月17日，該項股權已正式完成交割，交割後江藥持有公司35.9%的股權，姚創龍持有公司31.97%的股權，至此江藥成爲公司控股股東及實際控制人。

Note : On 13 September 2022, the controlling shareholder Yao Chuanglong signed a share transfer agreement with Jiangyao for a consideration of RMB70.8588 million with respect to 9% of shares held by him in the Company (9.72 million shares). As at 31 December 2022, the Jiangxi Development and Reform Commission and the Hong Kong Securities And Futures Commission (SFC) involved in this share transaction have not been fully completed, and the delivery of shares has not yet been achieved. On 17 January 2023, the delivery of shares was officially completed. After the delivery, Jiangyao held 35.9% of all shares of the Company, while Yao Chuanglong held 31.97% of all shares of the Company. From then on, Jiangyao became the controlling shareholder and actual controller of the Company.

2. 子公司

2. Subsidiaries

子公司情況詳見本附註“八、1. (1) 企業集團的構成”相關內容。

For details of subsidiaries, please see “VIII. 1. (1) Composition of the corporation” under these notes.

3. 本集團無合營企業及聯營企業

3. The Group has no joint ventures and associated enterprises

4. 其他關聯方

4. Other related parties

其他關聯方名稱 Name of other related parties	與本公司關係 Relationship with the Company
江藥 Jiangyao	持有公司 26.90% 股權 Holding 26.90% equity interest in the Company
汕頭市美智投資管理合夥企業（有限合夥） Meizhi Investment	持有公司 2.96% 股權，為主要由公司員工構成的持股平台 Holding 2.96% equity interest in the Company, a shareholding platform that is mainly consisted of employees of the Company
汕頭市智創投資管理合夥企業（有限合夥） Zhichuang Investment	持有公司 1.67% 股權，為主要由公司員工構成的持股平台 Holding 1.67% equity interest in the Company, a shareholding platform that is mainly consisted of employees of the Company
汕頭市悠然投資管理合夥企業（有限合夥） Youran Investment	持有公司 1.57% 股權，為主要由公司員工構成的持股平台 Holding 1.57% equity interest in the Company, a shareholding platform that is mainly consisted of employees of the Company
廣州白雲山醫藥集團股份有限公司（以下簡稱“白雲山股份”）及其下屬控股子公司及合營公司註 Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (hereinafter referred to as "Baiyunshan" and its holding subsidiaries and joint ventures Note	廣藥白雲山香港有限公司（以下簡稱“白雲山香港”）持有本公司 H 股 790.65 萬股，佔本公司股本總額 7.32%，其為白雲山股份下屬公司，是本公司戰略投資者。由於本公司與白雲山股份及其下屬公司存在緊密的商業往來，其控制的白雲山香港對本公司持股比例超過 5%，於 2017 年向公司委派了董事李偉生。按照實質重於形式的原則，本集團將白雲山股份及其下屬控股公司和合營公司認定為本公司的關聯方 Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited (hereinafter referred to as "Baiyunshan Hong Kong"), a subsidiary of Baiyunshan and a strategic investor of the Company, holds 7,906,500 H shares of the Company, representing 7.32% of the total share capital of the Company. Due to the close business association between the Company and Baiyunshan and its subsidiaries, the shareholding percentage of Baiyunshan Hong Kong controlled by it in the Company has exceeded 5%. It has appointed a Director, Li Weisheng in 2017 to the Company. Based on the principle of substance over form, the Group deemed Baiyunshan and its holding subsidiaries and joint ventures as related parties of the Company
鄭玉燕、張玲、張寒孜、李偉生、嚴京斌、付征、關鍵、尹智偉、周濤、林志傑、鄭禧玥、劉映玉、姚潔晞 Zheng Yuyan, Zhang Ling, Zhang Hanzi, Li Weisheng, Yan Jingbin, Fu Zheng, Guan Jian, Wan Chi Wai Anthony, Zhou Tao, Lin Zhijie, Zheng Xiyue, Liu Yingyu, Yao Jiexi	公司董事、監事及高級管理人員 Directors, Supervisors and Senior Management of the Company
南昌市眾誠醫藥管理中心（有限合夥） Nanchang Zhongcheng Pharmaceutical Management Center (Limited Partnership)	非執行董事嚴京斌擔任執行合夥人的企業 Enterprise with the non-executive director Yan Jingbin acting as executive partner
南昌市眾和醫藥管理中心（有限合夥） Nanchang Zhonghe Pharmaceutical Management Center (Limited Partnership)	非執行董事嚴京斌擔任執行合夥人的企業 Enterprise with the non-executive director Yan Jingbin acting as executive partner
江西國信醫藥穀商業運營管理有限公司 Jiangxi Guoxin Pharmaceutical Valley Commercial Operation Management Co., Ltd.	非執行董事嚴京斌擔任董事長的企業 Enterprise with the non-executive director Yan Jingbin acting as chairman
江西江中養天和大藥房連鎖有限公司 Jiangxi Jiangzhong Yangtianhe Pharmacy Chain Co., Ltd.	非執行董事付征擔任執行董事的企業 Enterprise with the non-executive director Fu Zheng acting as executive chairman

其他關聯方名稱 Name of other related parties	與本公司關係 Relationship with the Company
河南江中養天和大藥房連鎖有限公司 Henan Jiangzhong Yangtianhe Pharmacy Chain Co., Ltd.	非執行董事付征擔任執行董事長的企業 Enterprise with the non-executive director Fu Zheng acting as executive chairman
廣藥白雲山澳門有限公司 Guangzhou Pharmaceutical Baiyunshan Macau Company Limited	非執行董事李偉生擔任董事長的企業 An enterprise in which Li Weisheng, the non-executive Director, serves as the chairman of the board
廣藥白雲山（珠海橫琴）中醫藥產業有限公司 Guangzhou Medicine Baiyunshan (Zhuhai Hengqin) Traditional Chinese Medicine Industry Co., Ltd	非執行董事李偉生擔任監事的企業 An enterprise in which our non-executive Director Li Weisheng serves as a supervisor
廣藥（珠海橫琴）醫藥產業園有限公司 Guangzhou Pharmaceutical (Zhuhai Hengqin) Industrial Park Co., Ltd.	非執行董事李偉生擔任監事的企業 An enterprise in which our non-executive Director Li Weisheng serves as a supervisor
北京市金杜律師事務所 King & Wood Mallesons	獨立非執行董事尹智偉擔任合夥人的企業 An enterprise in which Wan Chi Wai Anthony, the independent non-executive Director, serves as partner
北京國楓律師事務所 Grandway Law Offices	獨立非執行董事周濤擔任合夥人的企業 An enterprise in which Zhou Tao, the independent non-executive Director, serves as partner
HM International Holdings Limited	獨立非執行董事尹智偉擔任獨立非執行董事的企業 An enterprise in which Wan Chi Wai Anthony, the independent non-executive Director, serves as the independent non-executive Director
豐展控股有限公司 FDB HOLDINGS LIMITED	獨立非執行董事尹智偉擔任獨立非執行董事的企業 An enterprise in which Wan Chi Wai Anthony, the independent non-executive Director, serves as the independent non-executive director
深圳達飛科技控股有限公司 Shenzhen DaFei Technology Holdings Limited	獨立非執行董事尹智偉擔任獨立非執行董事的企業 An enterprise in which Wan Chi Wai Anthony, the independent non-executive Director, serves as the independent non-executive director
江蘇坤奕環境技術股份有限公司 Jiangsu Kunyee Environmental Technology Co., Ltd	監事張玲擔任副總經理的企業 An enterprise in which Zhang Ling, the Supervisor, serves as the Vice General Manager
上海新關點教育科技有限公司 Shanghai New Focus Education Technology Limited	獨立非執行董事關鍵持股 70%並擔任執行董事的企業 An enterprise in which Guan Jian, the independent non-executive Director, holds 70% of shares and serves as the legal representative of the enterprise
上海百教龍場企業管理服務中心（有限合夥） Shanghai Baidu Longchang Enterprise Management and Service Center (limited partnership)	獨立非執行董事關鍵持股 99%並擔任執行合夥人的企業 An enterprise in which Guan Jian, the independent non-executive Director, holds 99% of shares and serves as the general partner
湖北富邦科技股份有限公司 Hubei Forbon Technology Co., Ltd.	獨立非執行董事關鍵擔任獨立非執行董事的企業 An enterprise in which Guan Jian, the independent non-executive Director, serves as an independent non-executive director
四川江中粵通醫藥有限公司 Sichuan Jiangzhong Yuetong Pharmaceutical Co., Ltd	江藥之子公司 A subsidiary of Jianguyao

註：廣州白雲山醫藥集團股份有限公司（以下簡稱“白雲山股份”）及其下屬控股子公司及合營公司關聯方關係明細：

Note: The details of the relationship among Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (hereinafter referred to as “Baiyunshan”) and its holding subsidiaries and joint ventures are as follows:

公司名稱 Company name	白雲山關聯方關係 Related party relationships with
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣西白雲山盈康藥業有限公司 Guangxi Baiyunshan Yingkang Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山光華製藥股份有限公司 Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山敬修堂藥業股份有限公司 Guangzhou Baiyunshan Jing Xiu Tang Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山明興製藥有限公司 Guangzhou Baiyunshan Mingxing Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山醫藥集團股份有限公司白雲山何濟公制藥廠 Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. Guangzhou Baiyunshan He Ji Gong Pharmaceutical Factory	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山醫藥銷售有限公司 Guangzhou Baiyunshan Pharmaceutical Marketing Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical Company Limited	白雲山之控股公司 A holding company of Baiyunshan
廣州采芝林國醫館有限公司北商大藥房 Guangzhou Caizhilin Traditional Chinese Medical Hall Co., Ltd. Beishang Pharmacy	白雲山之控股公司 A holding company of Baiyunshan
廣州采芝林國醫館有限公司東華西分店 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. East China West Branch	白雲山之控股公司 A holding company of Baiyunshan
廣州采芝林國醫館有限公司花地灣分店 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. Huadiwan Branch	白雲山之控股公司 A holding company of Baiyunshan
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州健民醫藥有限公司 Guangzhou Jianmin Pharmaceutical Company Limited	白雲山之控股公司 A holding company of Baiyunshan



公司名稱 Company name	白雲山關聯方關係 Related party relationships with
廣州王老吉大健康企業發展有限公司 Guangzhou wang lao ji great health enterprise development co., ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州欣特醫藥有限公司廣藥欣特番禺中心大藥房 Guangzhou Xinte Pharmaceutical Co., Ltd. Guangyao Xinte Panyu Center Pharmacy	白雲山之控股公司 A holding company of Baiyunshan
廣州醫藥大藥房有限公司 Guangzhou Pharmaceutical Pharmacy Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州醫藥股份有限公司大眾藥品銷售分公司 Guangzhou Pharmaceutical Co., Ltd. Mass Drug Sales Branch	白雲山之控股公司 A holding company of Baiyunshan
深圳廣藥聯康醫藥有限公司 Shenzhen Guangyao Liankang Pharmaceutical Company Limited	白雲山之控股公司 A holding company of Baiyunshan
珠海廣藥康鳴醫藥有限公司 Zhuhai Guang Yao Kangming Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.	白雲山之合營企業 A joint venture of Baiyunshan
廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	白雲山之合營企業 A joint venture of Baiyunshan
廣州神農草堂大藥房有限公司 Guangzhou Shennong Caotang Pharmacy Co., Ltd.	白雲山之合營企業 A joint venture of Baiyunshan
廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co., Ltd.	白雲山之聯營企業 An associate of Baiyunshan
廣西鴻翔一心堂藥業有限責任公司 Guangxi Hongxiang Yi Xin Tang Pharmaceutical Co., Ltd.	白雲山之聯營企業 An associate of Baiyunshan
海南鴻翔一心堂醫藥連鎖有限公司 Hainan Hongxiang Yi Xin Tang Pharmaceutical Chain Co., Ltd.	白雲山之聯營企業 An associate of Baiyunshan
四川一心堂醫藥連鎖有限公司 Sichuan Yi Xin Tang Gurative Gatenation Co., Ltd.	白雲山之聯營企業 An associate of Baiyunshan
一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.	白雲山之聯營企業 An associate of Baiyunshan

(二) 關聯交易

1. 購銷商品、提供和接受勞務的關聯交易情況

(1) 採購商品/接受勞務

(II). Related party transactions

1. Related party transactions involving the purchase and sale of goods, the provision and receipt of services

(1) Procurement and acceptance of services

關聯方名稱 Name of related party	關聯交易內容 Content of related party transactions	本年發生額 Amount in current year	上年發生額 Amount in prior year
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	147,876,741.31	91,172,159.12
廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhongyi Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	80,871,879.44	58,210,234.87
廣州白雲山醫藥銷售有限公司 Guangzhou Baiyunshan Pharmaceutical Marketing Co., Ltd.	採購商品 Procurement of goods	55,084,365.30	60,742,153.06
廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	35,447,377.09	37,207,204.78
廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	33,572,617.70	61,437,303.38
廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	27,323,297.17	30,916,494.23
江藥 Jiangyao	採購商品 Procurement of goods	18,999,297.44	
廣州白雲山醫藥集團股份有限公司白雲山何濟公制藥廠 Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. Guangzhou Baiyunshan He Ji Gong Pharmaceutical Factory	採購商品 Procurement of goods	18,744,349.82	23,357,280.27
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	採購商品 Procurement of goods	14,513,051.02	14,197,712.60
廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	11,876,272.84	14,146,841.05
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	6,618,894.81	12,244,050.31
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	5,242,477.87	141,404.06
廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	4,593,999.55	4,783,913.59
廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	採購商品 Procurement of goods	3,618,677.11	10,816,241.52
廣州白雲山光華製藥股份有限公司 Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.	採購商品 Procurement of goods	3,353,097.38	1,914,159.27
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	3,256,649.33	8,390,458.24
廣西白雲山盈康藥業有限公司 Guangxi Baiyunshan Yingkang Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	587,214.15	148,318.59
廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	74,021.44	578,672.57

關聯方名稱 Name of related party	關聯交易內容 Content of related party transactions	本年發生額 Amount in current year	上年發生額 Amount in prior year
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd	採購商品 Procurement of goods		2,637,897.36
江藥 Jiangyao	融通資金費用 Financing costs	442,250.00	

註：上述採購商品金額剔除上游廠商、供應商返利。

Note :The above amount of procurement excludes rebates from the upstream manufacturers and suppliers.

(2) 銷售商品/提供勞務

(2) Sale of goods/provision of services

關聯方名稱 Name of related party	關聯交易內容 Content of related party transactions	本年發生額 Amount in current year	上年發生額 Amount in prior year
廣州健民醫藥有限公司 Guangzhou Jianmin Pharmaceutical Company Limited	銷售商品 Procurement of goods	9,453,179.14	9,339,362.69
海南鴻翔一心堂醫藥連鎖有限公司 Hainan Hongxiang Yi Xin Tang Pharmaceutical Chain Co., Ltd.	銷售商品 Procurement of goods	4,604,557.90	3,850,127.82
廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co.,Ltd.	銷售商品 Procurement of goods	3,708,999.22	3,740,481.55
廣州醫藥大藥房有限公司 Guangzhou Pharmaceutical Pharmacy Co., Ltd.	銷售商品 Procurement of goods	1,012,005.87	117,306.40
四川一心堂醫藥連鎖有限公司 Sichuan Yi Xin Tang Gurative Gatenation Co.,Ltd	銷售商品 Procurement of goods	390,335.31	519,952.29
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	諮詢服務 Consulting services	277,850.59	325,825.02
珠海廣藥康鳴醫藥有限公司 Zhuhai Guang Yao Kangming Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods	226,525.76	233,364.88
廣州采芝林國醫館有限公司北商大藥房 Guangzhou Caizhilin Traditional Chinese Medical Hall Co., Ltd. Beishang Pharmacy	銷售商品 Procurement of goods	121,616.31	134,618.14
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods	104,913.75	12,760,537.73
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods	54,601.76	
廣州神農草堂大藥房有限公司 Guangzhou Shennong Caotang Pharmacy Co., Ltd	銷售商品 Procurement of goods	33,982.47	4,966.01
廣州欣特醫藥有限公司廣藥欣特番禺中心大藥房 Guangzhou Xinte Pharmaceutical Co., Ltd. Guangyao Xinte Panyu Center Pharmacy	銷售商品 Procurement of goods	27,188.49	
深圳廣藥聯康醫藥有限公司 Shenzhen Guangyao Liankang Pharmaceutical Company Limited	銷售商品 Procurement of goods	15,929.20	4,371.68
一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.	銷售商品 Procurement of goods	9,336.63	254,156.29
廣州采芝林國醫館有限公司花地灣分店 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. Huadiwan Branch	銷售商品 Procurement of goods	5,958.85	7,483.19
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd	銷售商品 Procurement of goods		2,044,826.55
廣西鴻翔一心堂藥業有限責任公司 Guangxi Hongxiang Yi Xin Tang Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods		2,852,021.04

關聯方名稱 Name of related party	關聯交易內容 Content of related party transactions	本年發生額 Amount in current year	上年發生額 Amount in prior year
廣州采芝林國醫館有限公司東華西分店 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. East China West Branch	銷售商品 Procurement of goods		3,100.88
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods		-4,517,194.96
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	銷售商品 Procurement of goods		161,699.12
廣州醫藥股份有限公司大眾藥品銷售分公司 Guangzhou Pharmaceutical Co., Ltd. Da Zhong Pharmaceutical Sales Branch	銷售商品 Procurement of goods	-26,418.00	77,755.73

2. 關聯租賃情況

2. Connected Lease

本集團本年度無關聯出租或承租情況。

The Group has no connected lease in current year.

3. 關聯擔保情況

3. Connected Guarantee

本集團本年度無作為關聯方擔保方或被關聯方擔保情況。

The Group has not been a guarantor or guaranteed by connected parties in current year.

4. 關聯方資金拆借

4. Connected-party Fund Borrowing and Lending

關聯方名稱 Related party name	拆借金額 Loan amount	起始日 Start date	到期日 Expiry date	備注 remark
<b>關聯方資金拆入 Withdrawal of related party funds</b>				
江藥 Jiangyao	100,000,000.00	2022年11月15日 15 November 2022	2023年2月14日 14 February 2023	

註：截至2022年12月31日，本集團尚未償還的關聯方資金拆借金額為20,000,000.00元。

Note: As at 31 December 2022, the outstanding amount of connected-party funds borrowed by the Group was RMB20,000,000.00.

## 5. 關鍵管理人員薪酬

## 5. Compensation of key managers

項目名稱 Item name	本年發生額 Amount in current year	上年發生額 Amount in prior year
薪酬合計 Total compensation	3,372,674.92	2,749,145.78

## 6. 持續關聯交易

## 6. Continuing Connected Transactions

本公司構成《香港上市規則》第14A章中定義的關聯交易或持續關聯交易如下：

The connected transactions or continuing connected transactions of the Company as defined in Chapter 14A of the Hong Kong Listing Rules are detailed as follows:

關聯方名稱 Related party name	交易類型 Transaction type	本年發生額 Amount in current year	上年發生額 Amount in prior year
江藥 Jiangyao	採購貨物（藥品） Purchase of goods (medicines)	21,473,567.40	
江藥 Jiangyao	融通資金費用 Financing costs	442,250.00	

註：上述採購商品金額未剔除返利。

Note: The rebate is not excluded from the aforementioned amount of purchased goods.

## (三) 關聯方往來餘額

## (III). Related party balances

## 1. 應收項目

## 1. Items receivable

項目名稱 Item name	關聯方 Related party	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
		賬面餘額 Book balance	壞賬準備 Provision for bad debt	賬面餘額 Book balance	壞賬準備 Provision for bad debt
應收賬款 Trade receivables					
	廣州健民醫藥有限公司 Guangzhou Jianmin Pharmaceutical Company Limited	2,887,733.81	20,214.14	2,568,068.79	8,988.24
	海南鴻翔一心堂醫藥連鎖有限公司 Hainan Hongxiang Yi Xin Tang Pharmaceutical Chain Co., Ltd.	2,363,636.56	8,272.73	1,157,755.79	4,052.15
	廣州醫藥大藥房有限公司 Guangzhou Pharmaceutical Pharmacy Co., Ltd.	355,906.50	1,245.67	15,818.80	55.37
	廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	118,552.54	414.93	4,413,990.00	15,448.97
	四川一心堂醫藥連鎖有限公司 Sichuan Yi Xin Tang Gurative Gatenation Co., Ltd	108,996.30	381.49	172,648.92	604.27

項目名稱 Item name	關聯方 Related party	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
		賬面餘額 Book balance	壞賬準備 Provision for bad debt	賬面餘額 Book balance	壞賬準備 Provision for bad debt
	廣州神農草堂大藥房有限公司 Guangzhou Shennong Caotang Pharmacy Co., Ltd	30,760.66	107.66	2,790.40	9.77
	珠海廣藥康鳴醫藥有限公司 Zhuhai Guang Yao Kangming Pharmaceutical Co., Ltd.	15,357.45	53.75	30,305.06	106.07
	廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	10,200.00	35.70		
	廣西鴻翔一心堂藥業有限責任公司 Guangxi Hongxiang Yi Xin Tang Pharmaceutical Co., Ltd.	8,551.07	29.93	292,368.77	1,023.29
	一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.	6,560.32	22.96		
	廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.			59,759.76	209.16
	廣州醫藥股份有限公司大眾藥品銷售分公司 Guangzhou Pharmaceutical Co., Ltd. Da Zhong Pharmaceutical Sales Branch			20,176.02	70.62
	深圳廣藥聯康醫藥有限公司 Shenzhen Guangyao Liankang Pharmaceutical Company Limited			4,940.00	17.29
<b>預付帳款 Prepayments</b>					
	廣州白雲山醫藥銷售有限公司 Guangzhou Baiyunshan Pharmaceutical Marketing Co., Ltd.	41,449,346.15		31,878,186.23	
	廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	24,978,359.95		12,062,351.00	
	廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical Company Limited	13,568,201.90		27,871,665.77	
	廣州白雲山醫藥集團股份有限公司 白雲山何濟公制藥廠 Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. Guangzhou Baiyunshan He Ji Gong Pharmaceutical Factory	12,698,550.18		3,379,982.57	
	廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	10,565,203.61		4,690,897.56	
	廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	4,232,553.61		2,926,876.18	

項目名稱 Item name	關聯方 Related party	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
		賬面餘額 Book balance	壞賬準備 Provision for bad debt	賬面餘額 Book balance	壞賬準備 Provision for bad debt
	廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	2,373,066.24		2,731,484.86	
	廣州白雲山光華製藥股份有限公司 Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.	1,491,600.00		1,324,500.00	
	廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	1,354,879.13		50,872.22	
	廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	325,848.09		1,271,810.47	
	廣西白雲山盈康藥業有限公司 Guangxi Baiyunshan Yingkang Pharmaceutical Co., Ltd.	274,535.85			
	廣州白雲山明興製藥有限公司 Guangzhou Baiyunshan Mingxing Pharmaceutical Co., Ltd.	218,623.30			
	廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	57,097.70		57,097.70	
	廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	19,026.28			
	廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.			17,601.76	
	廣州王老吉大健康企業發展有限公司 Guangzhou wang lao ji great health enterprise development co., ltd.			57,800.00	
	廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.			294,438.07	
<b>其他應收款</b> <b>Other receivables</b>					
	廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.			100,000.00	
	廣州白雲山敬修堂藥業股份有限公司 Guangzhou Baiyunshan Jing Xiu Tang Pharmaceutical Co., Ltd.	20,000.00		20,000.00	
	廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	20,000.00		20,000.00	

2. 應付項目

2. Payable items

項目名稱 Item name	關聯方 Related party	年末賬面餘額 Book balance at the end of the year	年初賬面餘額 Book balance at the beginning of the year
<b>應付帳款</b> Trade receivables			
	廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	26,993,697.45	28,683,243.47
	江藥 Jiangyao	16,334,772.69	
	廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	2,390,423.75	3,361,254.24
	廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	397,877.79	560,550.91
	廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	10,400.00	1,927,866.20
	廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	4.31	4.31
	佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd		427,284.00
<b>合同負債</b> Contract liabilities			
	廣州醫藥股份有限公司大眾藥品銷售分公司 Guangzhou Pharmaceutical Co., Ltd. Da Zhong Pharmaceutical Sales Branch	40,817.68	
	廣州欣特醫藥有限公司廣藥欣特番禺中心大藥 房 Guangzhou Xinte Pharmaceutical Co., Ltd. Guangyao Xinte Panyu Center Pharmacy	27,188.50	
	廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co.,Ltd.	9,808.45	7,332.67
	廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	0.16	0.16
	一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.		0.07
<b>其他應付款</b> Other payables			
	江藥 Jiangyao	70,450,650.00	
	四川江中粵通醫藥有限公司 Sichuan Jiangzhong Yuetong Pharmaceutical Co., Ltd	24,007,200.00	
<b>應付票據</b> Bills payables			
	廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	29,353,870.01	11,026,897.06
	廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	27,468,430.00	30,000,000.00
	廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical	26,501,425.67	32,423,661.70



項目名稱 Item name	關聯方 Related party	年末賬面餘額 Book balance at the end of the year	年初賬面餘額 Book balance at the beginning of the year
	Company Limited		
	廣州白雲山醫藥銷售有限公司 Guangzhou Baiyunshan Pharmaceutical Marketing Co., Ltd.	25,699,630.00	47,474,429.69
	廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	18,905,620.35	12,177,439.20
	廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	6,365,721.55	8,300,466.92
	廣州白雲山醫藥集團股份有限公司白雲山河濟 公制藥廠 Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. Guangzhou Baiyunshan He Ji Gong Pharmaceutical Factory	5,557,681.93	7,998,346.41
	廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	5,086,139.70	5,831,912.90
	廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	3,012,812.24	4,584,827.70
	廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	2,077,624.75	1,538,503.30
	廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	1,528,617.76	3,306,715.40
	廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	1,142,900.00	1,660,240.00
	廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	433,792.00	858,000.00
	廣西白雲山盈康藥業有限公司 Guangxi Baiyunshan Yingkang Pharmaceutical Co., Ltd	177,060.00	
	廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.	55,744.20	
	佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd		178,734.00
	廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.		1,351,412.80

(四) 董事、監事及職工薪酬

(IV).DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS

1. 董事及監事的薪酬詳情如下：

1. Details of the emoluments of directors and supervisors are as follows:

項目 Item	薪金及津貼 Salaries and allowances	社會保險、住房基金及退休金 Social insurance, housing fund and pension	獎金 Bonuses	股份支付 Share-based payment	合計 Total
<b>本年發生額 Amount for the year</b>					
<b>執行董事 Executive Directors</b>					
-姚創龍 Yao Chuanglong	637,615.00	39,746.10	55,011.00		732,372.10
-鄭玉燕 Zheng Yuyan	584,020.52	31,250.92	266,010.11		881,281.55
-張寒孜 (2022.7.13 至今擔任董事) -Zhang Hanzhi (Served as a Director since 13 July 2022)	304,931.35	24,758.40	28,798.00		358,487.75
-林志雄 (2022.1.1- 2022.4.8 擔任董事) -Lin Zhixiong (Served as a Director from 1 January 2022 to 8 April 2022)	128,113.82	8,235.60			136,349.42
<b>小計 Subtotal</b>	<b>1,654,680.69</b>	<b>103,991.02</b>	<b>349,819.11</b>		<b>2,108,490.82</b>
<b>監事 Supervisors</b>					
-鄭禧玥 Zheng Xiyue	126,705.30	16,620.80	4,950.00		148,276.10
-林志傑 Lin Zhijie	395,680.00	29,150.92	36,542.00		461,372.92
-張玲 Zhang Ling	40,000.00				40,000.00
<b>小計 Subtotal</b>	<b>562,385.30</b>	<b>45,771.72</b>	<b>41,492.00</b>		<b>649,649.02</b>
<b>獨立非執行董事 Independent non-executive Directors</b>					
-尹智偉 -Wan Chi Wai, Anthony	144,000.00				144,000.00
-關鍵 -Guan Jian	50,000.00				50,000.00



項目 Item	薪金及津貼 Salaries and allowances	社會保險、住房基金及 退休金 Social insurance, housing fund and pension	獎金 Bonuses	股份支付 Share- based payment	合計 Total
-周濤 -Zhou Tao	50,000.00				50,000.00
<b>小計 Subtotal</b>	<b>244,000.00</b>				<b>244,000.00</b>
<b>合計 Total</b>	<b>2,461,065.99</b>	<b>149,762.74</b>	<b>391,311.11</b>		<b>3,002,139.84</b>
<b>上年發生額 Amount for last year</b>					
<b>執行董事 Executive Directors</b>					
-姚創龍 -Yao Chuanglong	646,200.00	32,563.20			678,763.20
-林志雄 -Lin Zhixiong	481,800.00	21,983.42			503,783.42
-鄭玉燕 -Zheng Yuyan	485,800.00	26,931.66			512,731.66
<b>小計 Subtotal</b>	<b>1,613,800.00</b>	<b>81,478.28</b>			<b>1,695,278.28</b>
<b>監事 Supervisors</b>					
-林志傑 -Lin Zhijie	396,680.00	27,981.66			424,661.66
-鄭禧玥 -Zheng Xiyue	159,080.00	15,182.42			174,262.42
-張玲 -Zhang Ling	40,000.00				40,000.00
<b>小計 Subtotal</b>	<b>595,760.00</b>	<b>43,164.08</b>			<b>638,924.08</b>
<b>獨立非執行董事 Independent non- executive Directors</b>					
-尹智偉 -Wan Chi Wai, Anthony	119,280.00				119,280.00
-關鍵 -Guan Jian	50,000.00				50,000.00
-周濤 -Zhou Tao	50,000.00				50,000.00
<b>小計 Subtotal</b>	<b>219,280.00</b>				<b>219,280.00</b>
<b>合計 Total</b>	<b>2,428,840.00</b>	<b>124,642.36</b>			<b>2,553,482.36</b>

2.五位最高薪酬人士

本年度薪酬最高的前五位中3位是董事（上年度：3位），其董事的薪酬載於附註“十一、(四)、1”薪酬已反映在董事及監事的薪酬中。其他2位（上年度：2位）的薪酬如下：

2.Five individuals with the highest emoluments

Of the five individuals with the highest emoluments, three were directors (last year: three) for the year, and the emoluments of the directors among them set out in Note “XI. (IV). 1” emoluments reflected in the emoluments of directors and supervisors. The emolument of other two individuals (last year: two) was as follows:

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
薪金及津貼 Salaries and allowances	629,792.00	577,560.00
社會保險、住房基金及相關退休金成本 Social insurance, housing fund and relevant pension cost	45,899.32	42,765.08
獎金 Bonuses		
<b>合計 Total</b>	<b>675,691.32</b>	<b>620,325.08</b>

薪酬範圍：

Scope of emoluments:

項目 Item	本年年數 Number of people for the year	上年人數 Number of people for last year
1,000,000 元以內（人民幣） Within RMB1,000,000	5 人 5 people	5 人 5 people

3.本年度本集團除李偉生先生、嚴京斌先生、付征女士放棄薪酬概無其他董事放棄或同意放棄任何薪酬。於往績記錄期，本公司概無向任何董事、監事或五位最高薪酬人士支付任何薪酬，作為吸引彼等加入或於加入本公司時的獎勵或作為離職補償。

3.No other directors of the Group waived or agreed to waive any emoluments during the year except Mr. Li Weisheng, Mr. Yan Jingbin, Ms. Fu Zheng waived his emoluments. During the Track Record Period, no emoluments were paid by the Company to any directors, supervisors or the five highest paid individuals as inducements to join or upon joining the Company or as a compensation for loss of office.

#### 4. 主要管理層薪酬

主要管理層薪酬（包括已付及應付董事、監事及高級管理層的金額）如下：

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
薪金及津貼 Salaries and allowances	2,767,087.99	2,609,720.00
社會保險、住房基金及相關退休金成本 Social insurance, housing fund and relevant pension cost	183,753.82	139,425.78
獎金 Bonuses	421,833.11	
股份支付 Share-based payments		
<b>合計 Total</b>	<b>3,372,674.92</b>	<b>2,749,145.78</b>

#### 4. Major management's emoluments

The emoluments of major management (including the amount paid and payable to directors, supervisors and senior management) were as follows:

5. 本集團本年度無應收董事或董事關連企業借款情況。

5. The Group has no outstanding loans receivable from directors or directors' affiliated enterprises in current year.

## 十二、或有事項

## XII. CONTINGENCIES

1. 本集團在報告期內對內擔保情況如下（單位：萬元）：

1. The Group's internal guarantees during the reporting period are as follows (Unit: RMB0'000):

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
母子公司互相擔保 Mutual guarantee between parent company and subsidiary company	271,639.90	303,770.00

2. 除存在上述披露事項外，本集團無其他需披露的或有事項。

2. Apart from the above disclosures, no other contingencies of the Group need to be disclosed.

## 十三、承諾事項

## XIII. COMMITMENTS

截至2022年12月31日，本集團不存在需對外披露的重要承諾事項。

By 31 December 2022, the Group had no important commitment which must be disclosed.

## 十四、資產負債表日後事項

## XIV. EVENTS SUBSEQUENT TO BALANCE SHEET DATE

## 1. 利潤分配情況

## 1. Distribution of profits

項目 Item	內容 Content
擬分配的利潤或股利 Profit or dividends to be distributed	48,600,000.00 元 RMB48,600,000.00
經審議批准宣告發放的利潤或股利 Profits or dividends declared after deliberation and approval	48,600,000.00 元 RMB48,600,000.00
利潤分配方案 Profit distribution plan	每股派發現金股利 0.45 元 (含稅) Cash dividend of RMB0.45 per share (tax inclusive)

註：2023年3月31日，本公司召開的第三屆董事會第十九次會議審議通過了本公司2022年度利潤分派預案：擬以現金方式派發股利48,600,000.00元（按公司2023年3月31日總股本108,000,000.00股計算，每股派發現金股利0.45元（含稅））。上述股利分配方案需經本公司2022年度股東週年大會批准後實施。

Note: On 31 March 2023, the 19th meeting of the third session of the board of directors of the Company deliberated and approved the Company's profit distribution plan for 2022: it is proposed to distribute a dividend of RMB48,600,000.00 in cash (based on the total share capital of the Company of 108,000,000.00 shares on 31 March 2023, and pay a cash dividend of RMB0.45 per share (tax inclusive)). The above dividend distribution plan is subject to the approval of the Company's 2022 AGM of Shareholders.

## 2. 股權交割情況

## 2. Delivery of Shares

2023年1月17日，本集團內資股股東姚創龍與江藥就9.00%股權的轉讓已正式完成交割，交割後江藥持有本集團35.90%的股權（為公司第一大股東），姚創龍持有本集團31.97%的股權（為公司第二大股東）。根據《收購守則》規則26.1，江藥必須對全部已發行股份（要約人一致行動集團已經擁有或同意由其收購的股份除外）提出無條件強制性全面現金要約，全面現金要約期間為2023年1月20日至2023年2月10日。

On 17 January 2023, the transfer of 9.00% of shares between Yao Chuanglong (a domestic shareholder of the Group) and Jiangyao was officially completed. After the transfer, Jiang Yishang held 35.90% of all shares of the Group (the largest shareholder of the Company), while Yao Chuanglong held 31.97% of all shares of the Group (the second largest shareholder of the Company). According to Rule 26.1 of the *Takeover Code*, Jiangyao must make an unconditional and mandatory comprehensive cash offer for all issued shares (excluding those shares that the offeror's concerted action group has already owned or agreed to acquire), with a comprehensive cash offer period from 20 January 2023 to 10 February 2023.

2023年2月16日，本集團就要約結果進行了公告，公眾持股占本集團全部已發行股本的21.62%（23,343,500股），低於《上市規則》規則8.08(1)(a)及13.32(1)要求的最低公眾

On 16 February 2023, the Group announced the results of the offer, stating that public shareholding accounted for 21.62% (23,343,500 shares) of all issued share capital of the Group, which is lower than the minimum public shareholding (not less than 25%) required by Rule 8.08(1)(a) and Rule 13.32(1) of the

持股數量（不低於25%）的要求。

2023年2月23日，香港聯交所准許本集團在豁免期內（2023年2月10日至2023年6月10日）暫免嚴格遵守《上市規則》規則8.08(1)(a)及13.32(1)關於最低公眾持股數量（不低於25%）的要求。若公司無法在豁免期內滿足最低公眾持股數量的要求，將可能導致公司股票停牌交易，進而退市。

3. 除存在上述資產負債表日後事項披露事項外，本集團無其他重大資產負債表日後事項。

## 十五、其他重要事項

本集團本年度無其他重要事項披露。

## 十六、母公司財務報表主要項目註釋

### 1. 應收賬款

### *Listing Rules.*

On 23 February 2023, the Hong Kong Stock Exchange authorized the Group to be temporarily exempted from strict compliance with the minimum public shareholding requirements of Rule 8.08(1)(a) and Rule 13.32(1) of the *Listing Rules* during the exemption period (from 10 February 2023 to 10 June 2023). In case the Company fails to meet the minimum public shareholding requirements within the exemption period, the Company's stocks may be suspended from trading, and even be delisted.

3. Except for the disclosed events after the balance sheet date as mentioned above, the Group has no other significant events after the balance sheet date.

## XV. OTHER IMPORTANT MATTERS

The Group had no other material disclosures during the year.

## XVI. NOTES TO MAJOR ITEMS OF FINANCIAL STATEMENTS OF PARENT COMPANY

### 1. Trade receivables

項目名稱 Name of item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
應收賬款 Trade receivables	300,333,159.81	304,238,736.86
減：壞賬準備 Less: Provision for bad debt	3,240,447.62	5,529,013.97
<b>淨額 Net amount</b>	<b>297,092,712.19</b>	<b>298,709,722.89</b>

(1) 應收賬款按壞賬計提方法分類  
列示

(1) Trade receivable by the method of provisioning for bad debt

類別 Classification	年末餘額 Balance as at the end of the year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	1,115,185.55	0.37	1,115,185.55	100.00	
按組合計提壞賬準備 Bad debt provision made on a collective basis	299,217,974.26	99.63	2,125,262.07	0.71	297,092,712.19
其中：賬齡組合 Of which: Aging portfolio	299,217,974.26	99.63	2,125,262.07	0.71	297,092,712.19
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>300,333,159.81</b>	<b>100.00</b>	<b>3,240,447.62</b>	<b>—</b>	<b>297,092,712.19</b>

(續)

(continued)

類別 Classification	年初餘額 Balance as at the beginning of the year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	2,873,666.59	0.94	2,873,666.59	100.00	
按組合計提壞賬準備 Bad debt provision made on a collective basis	301,365,070.27	99.06	2,655,347.38	0.88	298,709,722.89
其中：賬齡組合 Of which: Aging portfolio	301,365,070.27	99.06	2,655,347.38	0.88	298,709,722.89
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>304,238,736.86</b>	<b>100.00</b>	<b>5,529,013.97</b>	<b>—</b>	<b>298,709,722.89</b>



1) 按單項計提應收賬款壞賬準備

1) Bad debt provision for trade receivables made on individual basis

單位名稱 Company name	年末餘額 Balance as at the end of the year			
	賬面餘額 Book balance	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)	計提理由 Reasons for provision
廣東凱芝林商業連鎖股份有限公司 Guangdong Kaizhilin Medicine Chainstore Co., Ltd.	396,254.17	396,254.17	100.00	涉訴客戶尚未追回，單項計提 The customer involved in the lawsuit has not yet been recovered, and a single provision is made
其他 Others	718,931.38	718,931.38	100.00	預計無法收回 It is not expected to be recovered
<b>合計 Total</b>	<b>1,115,185.55</b>	<b>1,115,185.55</b>	—	—

註：其他系30萬以下小額客戶。

Note: Other departments are small customers under RMB300,000.

2) 按組合計提應收賬款壞賬準備

2) Bad debt provision for trade receivables made on group basis

賬齡 Age	年末餘額 Balance as at the end of the year		
	應收賬款 trade receivables	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)
1年以內 Within 1 year	289,531,783.63	1,013,361.24	0.35
1-2年 1 to 2 years	9,417,320.38	905,946.22	9.62
2-3年 2 to 3 years	268,870.25	205,954.61	76.60
<b>合計 Total</b>	<b>299,217,974.26</b>	<b>2,125,262.07</b>	—

(2) 應收賬款按賬齡列示

(2) Accounts receivable by aging

在接納新客戶之前，本集團應用內部信貸評估政策來評估潛在客戶的信用質量並制定信用額度。本集團區別客戶制定不同的信用政策。信用期一般為六個月。對於商品銷售，以控制權轉移給購貨方作為應收賬款及營業收入的確認時點，並開始計算賬齡；

Before accepting new customers, the Group assessed the credit worthiness of potential clients and set corresponding credit limits according to the internal credit assessment policies. The Group applies different credit policies to different customers. Credit period is generally six months. As for commodity sales, the trade receivables and operating revenue are recognized and the age of the same is calculated after the control right has been transferred to the buyers;

賬齡 Age	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
1 年以內 Within 1 year	289,930,454.84	284,297,098.50
1-2 年 1 to 2 years	9,580,674.60	17,476,346.95
2-3 年 2 to 3 years	665,124.42	25,659.35
3 年以上 More than 3 years	156,905.95	2,439,632.06
<b>合計 Total</b>	<b>300,333,159.81</b>	<b>304,238,736.86</b>

(3) 本年度計提、轉回（或收回）  
的壞賬準備情況

(3) Provision for bad debts accrued and reversed (or recovered)  
in the year

類別 Item	年初餘額 Balance as at the beginning of the year	本年變動金額 Changes in the year				年末餘額 Balance as at the end of the year
		計提 Accrued	收回或轉回 Recovered or reversed	轉銷或核銷 Written back or written off	其他 Others	
單項計提 Individual provision	2,873,666.58	2,731,271.27	27,441.75	4,462,310.55		1,115,185.55
賬齡組合 Ageing portfolio	2,655,347.39	-530,085.32				2,125,262.07
<b>合計 Total</b>	<b>5,529,013.97</b>	<b>2,201,185.95</b>	<b>27,441.75</b>	<b>4,462,310.55</b>		<b>3,240,447.62</b>

(4) 本年度重要的應收賬款核銷情況

(4) Significant trade receivable write-offs for the year

單位名稱 Company name	應收賬款性質 The nature of accounts receivable	核銷金額 The amount of write-off	核銷原因 Reason for write-off	履行的核銷程序 Verification procedures performed	款項是否由關聯交易產生 Whether the payment was generated by a connected transaction
福建省閩浙醫藥有限責任公司 Fujian Minzhe Pharmaceutical Co., Ltd	貨款 Payment	2,010,786.55	客戶已被列為失信被執行人，以前年度已全額計提減值準備，款項預計無法回收 The customer has been listed as a dishonest executor, the arrears have been long, and the amount is not expected to be recovered	內部審批流程 Internal approval process	否 No
<b>合計 Total</b>	—	<b>2,010,786.55</b>	—	—	—

(5) 按欠款方歸集的年末餘額前五名的應收賬款情況

(5) Details of top five balances of trade receivables classified by borrowers as at the end of the year

本年按欠款方歸集的年末餘額前五名應收賬款匯總金額人民幣113,960,495.33元，佔應收賬款年末餘額合計數的比例37.94%，相應計提的壞賬準備年末餘額匯總金額人民幣398,861.73元。

In the year, the sum of accounts receivable of five borrowers with the largest closing balance of accounts receivable was RMB113,960,495.33, 37.94% of the total closing balance of accounts receivable. Accordingly, the bad debt provisions set aside had a total closing balance of RMB398,861.73.

2.其他應收款

2.Other receivables

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
應收利息 Interests receivable		
應收股利 Dividend receivable		
其他應收款 Other receivables	253,122,752.11	163,479,388.56
<b>合計 Total</b>	<b>253,122,752.11</b>	<b>163,479,388.56</b>

2.1 其他應收款

2.1 Other receivables

項目名稱 Name of item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
其他應收款 Other receivables	253,595,329.15	163,554,388.56
減：壞賬準備 Less:Provision for bad debt	472,577.04	75,000.00
<b>淨額 Net amount</b>	<b>253,122,752.11</b>	<b>163,479,388.56</b>

(1) 其他應收款按款項性質分類

(1) Classification of other receivables by fund nature

款項性質 Fund nature	年末賬面餘額 Book balance at the end of the year	年初賬面餘額 Book balance at the beginning of the year
往來款 Money transfers	165,440,332.03	155,596,124.01
土地收儲款 Land collection and storage	80,000,000.00	
保證金 Cash deposit	7,768,492.00	7,594,516.00
備用金 Imprest fund	386,505.12	358,748.55
其他 Others		5,000.00
<b>合計 Total</b>	<b>253,595,329.15</b>	<b>163,554,388.56</b>

(2) 其他應收款壞賬準備計提情況

(2) Provisions for bad debt of other receivables

壞賬準備 Provision for bad debt	第一階段 First stage	第二階段 Second stage	第三階段 Third stage	合計 Total
	未來 12 個月預期信用損失 12-month expected credit loss	整個存續期預期信用損失(未發生信用減值) Lifetime expected credit loss (not credit-impaired)	整個存續期預期信用損失(已發生信用減值) Lifetime expected credit loss (credit-impaired)	
<b>2022 年 1 月 1 日餘額</b> <b>Balance on 1 January 2022</b>		70,000.00	5,000.00	75,000.00
2022 年 1 月 1 日其他應收款賬面餘額在本年 Book balance of other receivables on 1 January 2022 in the year				
-轉入第二階段 -Transferred to the second stage				
-轉入第三階段 -Transferred to the third stage				
-轉回第二階段 -Reversed to the second stage				
-轉回第一階段 -Reversed to the first stage				
本年計提 Accrued for the year		397,577.04		397,577.04
本年轉回 Reversed in the year				
本年轉銷 Written off in the year				
本年核銷 Cancelled in the year				
其他變動 Other changes				
<b>2022 年 12 月 31 日餘額</b> <b>Balance on 31 December 2022</b>		<b>467,577.04</b>	<b>5,000.00</b>	<b>472,577.04</b>

(3) 其他應收款賬齡分析

(3) Aging analysis of other receivables

賬齡 Age	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
1 年以內 Within 1 year	246,095,813.15	156,178,924.39
1-2 年 1 to 2 years	293,064.00	173,012.17
2-3 年 2 to 3 years	154,000.00	
3 年以上 More than 3 years	7,052,452.00	7,202,452.00
<b>合計 Total</b>	<b>253,595,329.15</b>	<b>163,554,388.56</b>

(4) 其他應收款壞賬準備情況

(4) Provision for bad debts of other receivables

類別 Item	年初餘額 Balance as at the beginning of the year	本年變動金額 Changes in the year			年末餘額 Balance as at the end of the year
		計提 Accrued	收回或轉回 Recovered or reversed	轉銷或核銷 Written back or written off	
單項計提 Individual provision	5,000.00				5,000.00
賬齡組合 Ageing portfolio	70,000.00	397,577.04			467,577.04
<b>合計 Total</b>	<b>75,000.00</b>	<b>397,577.04</b>			<b>472,577.04</b>

(5) 本年度未存在核銷的其他應收款情況。

(5) There were no other receivables written off during the year.

(6) 按欠款方歸集的年末餘額前五名的其他應收款情況

(6) Details of top five balances of other receivables classified by borrowers as at the end of the year

單位名稱 Company name	款項性質 Nature of amounts	年末餘額 Balance as at the end of the year	賬齡 Age	佔其他應收款年末餘額合計數的比例 (%) Percentage in the total closing balance of other receivables (%)	壞賬準備 年末餘額 Balance of provision for bad debts at the end of the year
廣州創美藥業有限公司 Guangzhou Charmacy Pharmaceutical Limited	往來款 Current accounts	129,734,616.72	1年以內 Within 1 year	51.16	
佛山市禪城區祖廟街道辦事處 Zumiao Street Office, Chancheng District, Foshan City	土地收儲款 Land collection and storage	80,000,000.00	1年以內 Within 1 year	31.55	
珠海創美藥業有限公司 Zhuhai Charmacy Pharmaceutical Limited	往來款 Current accounts	18,968,469.27	1年以內 Within 1 year	7.48	
惠州創美藥業有限公司 Huizhou Charmacy Pharmaceutical Limited	往來款 Current accounts	11,876,777.90	1年以內 Within 1 year	4.68	
珠海市金明醫藥有限公司 Zhuhai Jinming Medicine Co., Ltd.	保證金 Deposit	5,600,000.00	3年以上 More than 3 years	2.21	
<b>合計 Total</b>	—	<b>246,179,863.89</b>	—	<b>97.08</b>	

(7) 本集團本年度無涉及政府補助的應收款項。

(7) The Group has no receivables related to government subsidies for the current year.

3.長期股權投資

3.Long-term equity investments

(1) 長期股權投資分類

(1) Classification of long-term equity investments

項目 Item	年末餘額 Balance as at the end of the year			年初餘額 Balance as at the beginning of the year		
	賬面餘額 Book balance	減值準備 Provisions for impairment	賬面價值 Book value	賬面餘額 Book balance	減值準備 Provisions for impairment	賬面價值 Book value
對子公司投資 Investment in the subsidiaries	219,978,852.24		219,978,852.24	219,978,852.24		219,978,852.24
合計 Total	<b>219,978,852.24</b>		<b>219,978,852.24</b>	<b>219,978,852.24</b>		<b>219,978,852.24</b>

(2) 對子公司投資

(2) Investment in the subsidiaries

被投資單位 Investees	年初餘額 Balance as at the beginning of the year	本年增加 Addition in the year	本年減少 Reduction in the year	年末餘額 Balance as at the end of the year	本年計提減值 準備 Provision for impairment for the year	減值準備年末餘額 Balance of provision for impairment at the end of the year
廣東創美公司 Guangdong Charmacy Company	150,000,000.00			150,000,000.00		
珠海創美公司 Zhuhai Charmacy Company	25,710,000.00			25,710,000.00		
廣州創美公司 Guangzhou Charmacy Company	20,000,000.00			20,000,000.00		
深圳創美公司 Shenzhen Charmacy Company	20,800,000.00			20,800,000.00		
惠州創美公司 Huizhou Charmacy Company	3,468,852.24			3,468,852.24		
合計 Total	<b>219,978,852.24</b>			<b>219,978,852.24</b>		



**4.營業收入和營業成本**
**4.Operating revenue and operating cost**

(1) 營業收入和營業成本情況

(1) Basic information on business revenue and business expenses

項目 Item	本年發生額 Amount for the year		上年發生額 Amount for last year	
	收入 Revenue	成本 Cost	收入 Revenue	成本 Cost
主營業務 Principal businesses	1,560,606,376.74	1,488,530,937.83	1,502,291,335.20	1,432,162,194.03
其他業務 Other businesses	84,613,398.79	1,346,760.58	74,188,236.42	1,434,523.19
<b>合計 Total</b>	<b>1,645,219,775.53</b>	<b>1,489,877,698.41</b>	<b>1,576,479,571.62</b>	<b>1,433,596,717.22</b>

(2) 合同產生的收入的情況

(2) Information on revenue generated from contracts

合同分類 Contract classification	本年發生額 Amount in current year	上年發生額 Amount in prior year
<b>商品類型 Types of products</b>		
其中：藥品銷售收入 Of which: Revenue from pharmaceutical sales	1,560,606,376.74	1,502,291,335.20
諮詢服務收入 Revenue from consultancy services	4,130,782.50	2,987,279.98
第三方物流收入 Revenue from third-party logistics	80,482,616.29	71,200,956.44
<b>按經營地區分類 By region of operation</b>		
其中：華南地區 Of which: South China	1,641,334,883.66	1,575,536,743.68
華東地區 East China	1,771,772.17	74,751.15
其他地區 Other regions	2,113,119.70	868,076.79
<b>按銷售渠道分類 By sales channel</b>		
其中：線下銷售 Of which: Offline sales	1,521,233,320.09	1,518,697,652.08
線上銷售 Online sales	123,986,455.44	57,781,919.54
<b>合計 Total</b>	<b>1,645,219,775.53</b>	<b>1,576,479,571.62</b>

## 5. 投資收益

## 5. Investment income

項目 Item	本年發生額 Amount for the year	上年發生額 Amount for last year
成本法核算的長期股權投資收益 Long-term equity investment income accounted for using the cost method		18,000,000.00
合計 Total		18,000,000.00

## 十七、財務報告批准

## XVII. APPROVAL FOR FINANCIAL REPORT

本財務報告於2023年3月31日由本公司董事會批准報出。

The financial report was approved and published by the Board of the Company on 31 March 2023.

## 財務報表補充資料

## SUPPLEMENTARY INFORMATION TO FINANCIAL STATEMENTS

## 1. 本年非經常性損益明細表

## 1. Details of non-recurring profit or loss for the year

項目 Item	本年年額 Amount for the year	說明 Explanation
非流動資產處置損益 Gains and losses from disposal of non-current assets	65,839,056.46	
越權審批或無正式批准文件或偶發性的稅收返還、減免 Tax refunds and relief of ultra vires or without formal approval or incidental tax refunds or relief		
計入當期損益的政府補助（與企業業務密切相關，按照國家統一標準定額或定量享受的政府補助除外） Government grants included in the profit or loss for the period (except for the government grants closely related to the corporate businesses and granted at a fixed amount or quantity in accordance with national uniform standards)	1,210,617.44	
計入當期損益的對非金融企業收取的資金佔用費 Funds utilisation fees collected from non-financial enterprises included in the profit or loss for the period		
企業取得子公司、聯營企業及合營企業的投資成本小於取得投資時應享有被投資單位可辨認淨資產公允價值產生的收益 Gains from the excess of the fair value of identifiable net assets of the investee attributable to the enterprise at acquisition over the investment costs for the subsidiaries, associates and joint ventures		
非貨幣性資產交換損益 Gains and losses from the exchange of non-monetary assets		
委託他人投資或管理資產的損益 Gains and losses from investments on trust or asset management		
因不可抗力因素，如遭受自然災害而計提的各項資產減值準備 Provision for impairment of assets as a result of force majeure factors, such as natural disasters		

項目 Item	本年年額 Amount for the year	說明 Explanation
債務重組損益 Gains and losses from debt restructuring		
企業重組費用，如安置職工的支出、整合費用等 Costs for enterprise reorganization, such as the expenses for the placement of workers, and integration cost		
交易價格顯失公允的交易產生的超過公允價值部分的損益 Gains and losses from the excess of transaction without fair transaction price over the fair value		
同一控制下企業合併產生的子公司年初至合併日的當期淨損益 Net gains or losses for the period of subsidiaries arising from business combination under common control from the beginning of the year to the date of combination		
與公司正常經營業務無關的或有事項產生的損益 Gains and losses arising from contingent matters not related to the normal operation of the Company		
除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債產生的公允價值變動損益，以及處置交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債和其他債權投資取得投資收益 Investment income derived from the holding of financial assets held for trading and derivative financial assets, gains and losses arising from changes in fair value of financial liabilities held for trading and derivative financial liabilities and disposal of financial assets held for trading, derivative financial assets, financial liabilities held for trading, derivative financial liabilities and other debt investment (excluding the effective hedging activities related to the normal operation of the Company)		
單獨進行減值測試的應收款項、合同資產減值準備轉回 Reversal of impairment provision of receivables and contract assets tested on individual basis	305,266.04	
對外委託貸款取得的損益 Gains and losses from external entrusted loan		
採用公允價值模式進行後續計量的投資性房地產公允價值變動產生的損益 Gains and losses from the changes of fair value of investment properties measured by fair value model subsequently		
根據稅收、會計等法律、法規的要求對當期損益進行一次性調整對當期損益的影響 Effect of one-off adjustment in profit or loss for the period according to the laws and regulations regarding taxation and accounting		
受託經營取得的託管費收入 Entrust fee income from entrusted operation		
除上述各項之外的其他營業外收入和支出 Other non-operating income and expenditures apart from the above	-305,250.36	
其他符合非經常性損益定義的損益項目 Other items of profit and loss meeting the definition of non-recurring profit and loss		

項目 Item	本年年額 Amount for the year	說明 Explanation
小計 Sub-total	67,049,689.58	
減：所得稅影響額 Less: Effect of income tax	16,714,460.99	
少數股東權益影響額（稅後） Effect of minority shareholders' equity (after tax)		
合計 Total	50,335,228.59	—

2. 淨資產收益率及每股收益

2. Return on net assets and earning per share

報告期利潤 Profit for the reporting period	加權平均淨資產收 益率（%） Weighted average return on net assets （%）	每股收益 Earnings per share	
		基本每股收益 Basic earnings per share	稀釋每股收益 Diluted earnings per share
歸屬於母公司普通股股東的淨利潤 Net profit attributable to the equity shareholders of parent company	16.45	0.8369	0.8369
扣除非經常性損益後歸屬於母公司普通股股東的淨利潤 Net profit attributable to the equity shareholders of parent company (excluding non-recurring profit and loss)	7.29	0.3708	0.3708

3. 本集團本年度無境內外會計準則下  
會計數據差異

3. There is no difference in the accounting data of the Group  
under domestic and foreign accounting standards for the year

創美藥業股份有限公司

Charmacy Pharmaceutical Co., Ltd

二〇二三年三月三十一日

31 March 2023



創美·CH'MEI

**創美藥業股份有限公司**

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