



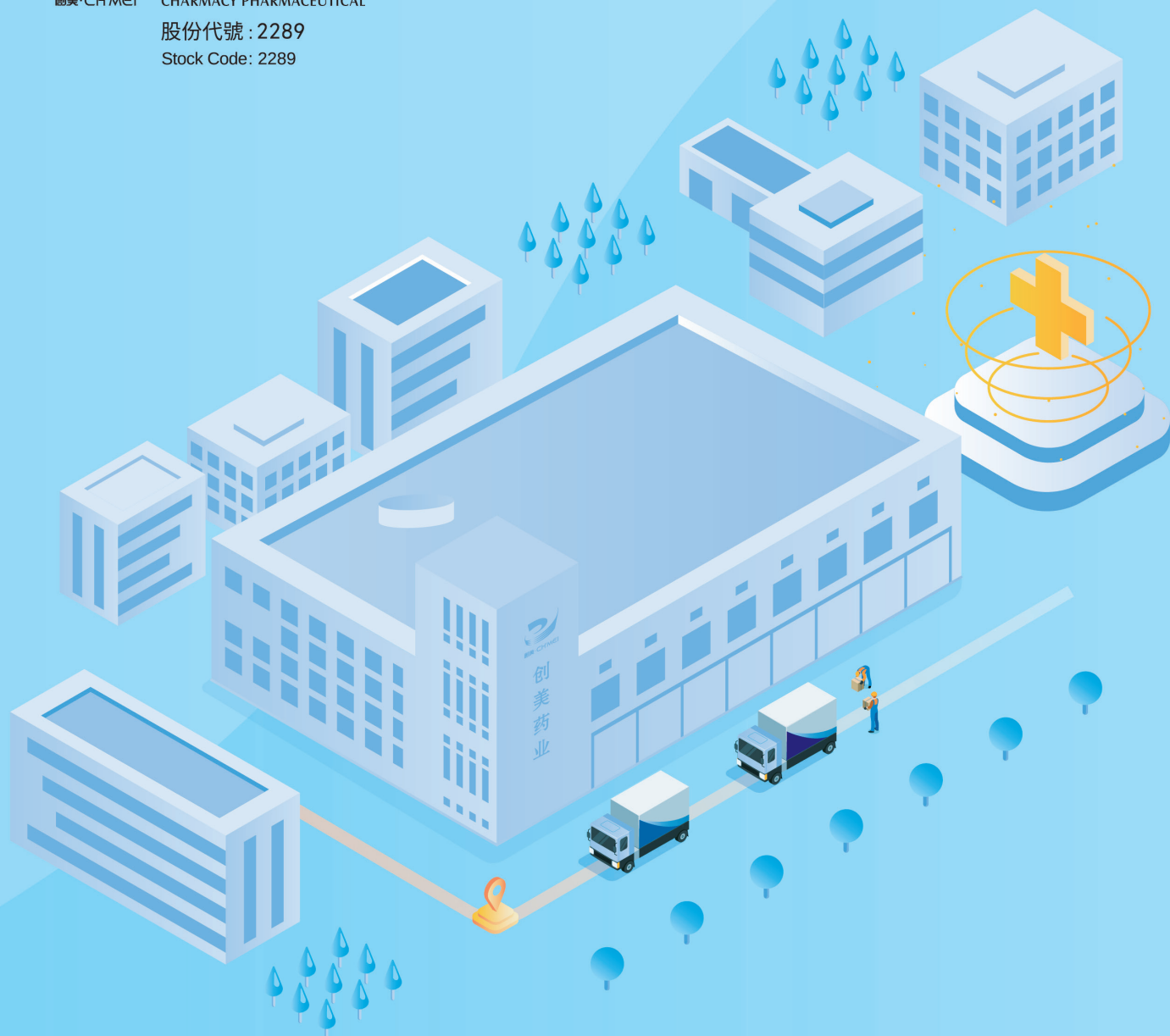
創美·CHMEI

# 創美藥業

CHARMACY PHARMACEUTICAL

股份代號：2289

Stock Code: 2289



# 創美藥業股份有限公司

CHARMACY PHARMACEUTICAL CO., LTD.

於中華人民共和國註冊成立的股份有限公司

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

2021年報

2021 ANNUAL REPORT

## 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，並提供醫藥產品諮詢服務。公司創立於 2000 年，經過 22 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，在汕頭、佛山、珠海、廣州及惠州設有物流中心並擁有專業的運輸服務團隊，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 2020 年全國批發企業主營業務收入前 100 位排序前 40。根據標點資訊《中國醫藥行業市場研究報告》(2017)，公司的銷售規模在廣東省醫藥分銷企業中排名第 7，在民營企業中排名第 2。

憑藉良好的信譽和優質服務，於 2021 年 1 月，本公司獲得由全國工

## 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, as well as provides consultation service on pharmaceutical products. Founded in 2000, over the past 22 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”, and has built logistics centres in Shantou, Foshan, Zhuhai, Guangzhou and Huizhou, all equipped with 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 inquiries and payment, etc. In 2020, the Company ranked top 40 among top 100 PRC wholesalers, in respect of revenue generated from the principal business. According to the Market Research Report of the Chinese Pharmaceutical Industry (2017) (《中國醫藥行業市場研究報告》(2017)), in respect of sales scale, the Company ranked the 7th among the pharmaceutical distribution businesses in Guangdong Province and the 2nd among private enterprises.

With the good reputation and high-quality service, in January 2021, the Group it was awarded the 2020 Most Promising



商聯醫藥業商會醫藥商業分會頒發的 2020 年度醫藥商業最具發展潛力企業。於 2021 年 3 月，獲得由醫藥供應鏈聯盟、藥鏈圈共同頒發的 2020-2021 年度醫藥冷鏈物流最佳物流中心（基地），及 2020-2021 年度醫藥冷鏈物流服務推薦企業。於 2021 年 6 月，獲得由中國（廣州）國際物流裝備與技術展組委會頒發的 2020-2021 年度中國物流行業金螞蟻創新獎及獲得由廣東省市場監督管理局頒發的廣東省守合同重信用企業（2001-2020 連續二十年）。於 2021 年 7 月，獲得由藥鏈圈頒發的 2021 年度醫藥物流配送優秀企業。於 2021 年 9 月，獲得由中華全國工商業聯合會醫藥業商會頒發的 2020 年度中國醫藥行業醫藥商業百強企業。於 2021 年 10 月，獲得由汕頭市藥業商會頒發的抗疫積極貢獻獎。於 2021 年 12 月，獲得由中國物流與採購聯合會醫藥物流分會頒發的 2020-2021 年度醫藥供應鏈“金質獎”——十佳商業企業。獲得由中國企業聯合會、中國企業家協會頒發的企業信用評價 AAA 級信用企業。獲得由全國物流標準化技術委員會冷鏈物流分技術委員會、中國物流與採購聯合會醫藥物流分會頒發的《藥品冷鏈物流運作規範》國家標準達標企業。

Enterprise in The Pharmaceutical Business industry by the Pharmaceutical Business Branch of the All-China Federation of Industry and Commerce. In March 2021, it was appraised as the Best Logistics Center for Pharmaceutical Cold Chain Logistics (Base) in 2020-2021 and the Medical cold chain logistics services recommended enterprises in 2020-2021 by the Pharmaceutical Supply Chain Alliance and Yao lian quan. In June 2021, it was awarded the —Golden Ant” Innovation Award of Chinese Logistics Industry from 2020 to 2021 issued by China (Guangzhou) International Logistics Equipment and Technology Exhibition Organising Committee and the title of Contract Abiding and Credit Respecting Enterprise in Guangdong Province (for 20 consecutive years from 2001 to 2020) by Guangdong Provincial Market Supervision Administration. In July 2021, it was awarded the 2021 Annual Pharmaceutical Logistics and Distribution Outstanding Enterprise by the Yao Lian Quan. In September 2021, it was awarded the 2020 Top 100 Pharmaceutical Enterprises in China’s Pharmaceutical Industry issued by the China National Federation of Industry and Commerce Pharmaceutical Industry And Commerce Association. In October 2021, it won the Anti-epidemic Positive Contribution Award issued by the Shantou Pharmaceutical Industry Association. In December 2021, it won the —Gld Award” for the 2020-2021 Medical Supply Chain--Procurement - Top Ten Commercial Enterprises issued by the Pharmaceutical Logistics Branch of the China Federation of Logistics. it was awarded the AAA credit rating issued by the China Enterprise Confederation and the China Entrepreneurs Association. It has obtained the national standard of —Phanaceutical Cold Chain Logistics Operation Specification” issued by the National Logistics Standardisation Technical Committee Cold Chain Logistics Branch Technical Committee and the Pharmaceutical Logistics Branch of the China Logistics and Procurement Federation.

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## 公司資料

### 公司資料

#### \*董事

#### 執行董事

姚創龍 (董事會主席)

鄭玉燕

林志雄<sup>(註)</sup>

#### 非執行董事

李偉生

#### 獨立非執行董事

尹智偉

周濤

關鍵 (又稱關蘇哲)

#### \*監事

張玲

鄭禧玥

林志傑

#### \*公司秘書

林志雄<sup>(註)</sup>

#### \*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

林志雄<sup>(註)</sup>

#### \*風險管理委員會

姚創龍 (主席)

林志雄<sup>(註)</sup>

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

林志雄<sup>(註)</sup>

## CORPORATE INFORMATION

### CORPORATE INFORMATION

#### \* DIRECTORS

#### Executive Directors

Yao Chuanglong (Chairman of the Board)

Zheng Yuyan

Lin Zhixiong<sup>(Note)</sup>

#### Non-executive Director

Li Weisheng

#### Independent Non-executive Directors

Wan Chi Wai Anthony

Zhou Tao

Guan Jian (also known as Guan Suzhe)

#### \* SUPERVISORS

Zhang Ling

Zheng Xiyue

Lin Zhijie

#### \* COMPANY SECRETARY

Lin Zhixiong<sup>(Note)</sup>

#### \* 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

Lin Zhixiong<sup>(Note)</sup>

#### \* RISK MANAGEMENT COMMITTEE

Yao Chuanglong (Chairman)

Lin Zhixiong<sup>(Note)</sup>

Wan Chi Wai Anthony

#### \* STRATEGIC DEVELOPMENT COMMITTEE

Yao Chuanglong (Chairman)

Zheng Yuyan

Zhou Tao

#### \* AUTHORISED REPRESENTATIVES

Zheng Yuyan

Lin Zhixiong<sup>(Note)</sup>

**\*核數師**

信永中和會計師事務所  
(特殊普通合伙)

**\*法律顧問**

鍾氏律師事務所與德恒律師事務所聯  
營(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：自二零二二年四月八日起，林志雄先生已辭任本公司執行董事、公司秘書及首席財務官，彼亦不再擔任薪酬委員會成員、風險管理委員會成員及授權代表；本公司執行董事鄭玉燕女士獲委任為薪酬委員會成員及風險管理委員會成員；姚潔晞女士及黃慧玲女士獲委任為本公司聯席公司秘書；姚潔晞女士獲委任為授權代表。

**\* AUDITOR**

ShineWing Certified Public Accountants (Special General Partnership)

**\* LEGAL ADVISERS**

Chungs Lawyers in association with DeHeng Law Offices (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: With effect from 8 April 2022, Mr. Lin Zhixiong resigned as the executive director, the company secretary and the chief financial officer of the Company, he also ceased to be a member of the remuneration committee, a member of the risk management committee and an authorized representative; Ms. Zheng Yuyan, an executive director of the Company, has been appointed as a member of the remuneration committee and a member of the risk management committee; Ms. Yao Jiexi and Ms. Wong Wai Ling have been appointed as the joint company secretaries of the Company; Ms. Yao Jiexi has been appointed as the Authorised Representative.

# 主席報告

# CHAIRMAN'S STATEMENT

## 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 2021 年 12 月 31 日止年度（「報告期」）經審核之綜合業績。

## 業務概覽

本公司創立於 2000 年，主營醫藥分銷業務，所處行業為醫藥流通行業，專注於非招標市場，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，並提供醫藥產品諮詢服務。截至 2021 年 12 月 31 日，本集團分銷的產品類別達到 13,501 種，較上年度同期增加 1,673 種；共有供應商 1,157 名，包括醫藥生產商 666 名及分銷供應商 491 名，較上年度同期增加 15 名。

本集團深耕非招標市場 22 載，積累了豐富的渠道分銷和零售配送經驗，已經形成完善、可複製的運營模式，現已發展成為華南地區領先的現代醫藥供應鏈服務商。本公司堅持「深耕廣東，輻射周邊」的發展戰略，已經

## Dear shareholders,

On behalf of the Board (the **Board**) of Directors (the **Directors**) of Charmacy Pharmaceutical Co., Ltd. (stock code: 2289.HK) (the **Company**), I hereby report the audited consolidated results of the Company and its affiliates (collectively referred to as **the Group** or **we** or **our** or **Charmacy**) for the year ended 31 December 2021 (the **Reporting Period**).

## Business Overview

Founded in 2000, the Company is mainly engaged in pharmaceutical distribution business in the pharmaceutical circulation industry, focusing on the non-bidding markets. It mainly distributes western medicines, Chinese patent medicines, health products and other products to downstream distributors and retailers, comprising primarily pharmacies, outpatient clinics and private hospitals, and provides pharmaceutical products consulting services. As at 31 December 2021, the Group had distributed 13,501 categories of products, representing an increase of 1,673 categories over the same period of the previous year; the Group had 1,157 suppliers, including 666 pharmaceutical manufacturers and 491 distributors, representing an increase of 15 suppliers over the same period of the previous year.

Having earnestly run its business in the non-bidding markets for 22 years, the Group has accumulated rich experience in channel-based distribution and retailer-based delivery, formed a sound and reproducible operation mode, and developed into a leading modern pharmaceutical supply chain service provider in South China. Following the development strategy of —deep tapping





在汕頭、佛山、珠海、廣州及惠州建立了 5 個現代化物流中心並且擁有專業的運輸團隊，在自主配送中已實現「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，業務範圍已全面覆蓋廣東地區，輻射到閩、桂、瓊等周邊省市。本集團具有以 SAP 為核心的現代化信息系統，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，實現本集團所有物流中心倉庫間的聯動，有效提升本集團物流的一體化、智慧化管理能力。

2021 年 6 月，本公司的全資子公司深圳創美藥業有限公司（「**深圳創美**」）正式運營，推動「深耕廣東，輻射周邊」戰略再進一程。本公司發揮於廣東市場的領先優勢，加速推進深圳創美發展，目前深圳創美已與超過 200 名客戶建立合作關係，深圳區位優勢明顯，我們預計深圳創美的盈利前景將較為樂觀。此外，本公司充分發揮粵港澳大灣區服務能力，利用創美藥業（廣州）醫藥分揀配送中心充裕的倉儲能力，積極開拓第三方醫藥物流業務，持續提升盈利能力。

#### 業績表現

業績期內，新冠疫情反覆及經濟環境

into the Guangdong market and expanding to the surrounding regions”, the Company has established five modern logistics centres in Shantou, Foshan, Zhuhai, Guangzhou and Huizhou, and built professional transportation teams. In terms of independent delivery, the Company has achieved the efficient delivery mechanism of “three deliveries per day within a radius of 10 km, two deliveries per day within 50 km, and one delivery per day within 250 km”. Its business scope has fully covered Guangdong and expanded to Fujian, Guangxi, Hainan and other surrounding regions. The Group has a modern information system with SAP at the core, which covers the entire pharmaceutical distribution chain, including procurement, sales, warehousing, transportation and delivery, realising the linkage among all the Group’s logistics centres and warehouses, and effectively elevating the integrated and intelligent management of the Group’s logistics.

In June 2021, the Company’s wholly-owned subsidiary Shenzhen Charmacy Pharmaceutical Co., Ltd. (“**Shenzhen Charmacy**”) was officially put into operation, pushing forward the strategy of “deep tapping into the Guangdong market and expanding to the surrounding regions”. Taking advantage of its leading position in the Guangdong market, the Company accelerates the development of Shenzhen Charmacy. So far, Shenzhen Charmacy has established cooperative relations with more than 200 customers. With Shenzhen’s significant advantage geographical, we expect that Shenzhen Charmacy’s profit prospects will be optimistic. In addition, the Company gives full play to the service capability for Guangdong-Hong Kong-Macao Greater Bay Area and makes use of the abundant storage capacity of Charmacy Pharmaceutical (Guangzhou) Pharmaceutical Sorting and Delivery Centre to proactively develop the third-party pharmaceutical logistics business and continuously improve profitability.

#### Performance

In the Reporting Period, both the recurrent outbreaks of the

的變化均給本集團的經營帶來一定的壓力，面對外部環境的挑戰，本集團採取相對保守的行銷策略，提高經營質量，並針對一些分銷商適當採取控貨政策，致使營業收入有所下降。2021 年度，本集團的營業收入由 2020 年的人民幣 3,991.71 百萬元下降 4.96%至 2021 年的人民幣 3,793.62 百萬元。

2021 年度，本集團毛利由 2020 年的人民幣 240.40 百萬元下降 1.33%至 2021 年的人民幣 237.22 百萬元；公司主動調整產品結構，毛利率由 2020 年的 6.02%上升 0.23 個百分點至 2021 年的 6.25%；歸屬於母公司股東的淨利潤由 2020 年的人民幣 40.56 百萬元減少 42.91%至 2021 年的人民幣 23.15 百萬元。

### 前景

2021 年是中華人民共和國「十四五」規劃的開局之年。回望這一年，醫藥行業政策密集出台，推動中國醫藥行業邁向更高質量發展，此外，新冠病毒疫情於全球範圍內反復，亦對中國醫藥行業的發展格局產生深遠影響。

最近推行的政策的推進給藥品流通行業帶來了機會，推動行業向著高質量、高標準、嚴規範的方向發展，而行業的每一個參與者也努力地在尋找新機遇。醫保改革的深入，以及國家衛生的不斷投入，有效促進居民醫療衛生消費，增強市場對於醫藥商品和

COVID-19 epidemic and the changes in the economic environment exerted certain pressure on the Group's operation. Facing the challenges in the external environment, the Group adopted a relatively conservative marketing strategy to improve the operation quality, and controlled the supply to some distributors, resulting in a decrease in the operating revenue. In 2021, the Group's operating revenue decreased by 4.96% to RMB3,793.62 million from RMB3,991.71 million in 2020.

In 2021, the Group's gross profit decreased by 1.33% to RMB237.22 million from RMB240.40 million in 2020; the Company proactively adjusted its product structure, and its gross profit margin increased by 0.23 percentage point to 6.02% from 6.25% in 2020; the net profit attributable to shareholders of the parent company decreased by 42.91% to RMB23.15 million from RMB40.56 million in 2020.

### Prospect

2021 is the opening year of the "14th Five-Year Plan" of the People's Republic of China. Looking back over the past year, pharmaceutical industry policies have been intensively introduced to facilitate the development of China's pharmaceutical industry to a higher quality. In addition, the fluctuation of the COVID-19 pandemic over the globe has deeply affected the development pattern of China's pharmaceutical industry.

Recently implemented policies have been bringing opportunities to the pharmaceutical circulation industry, and facilitating the industry to develop towards high quality, high standards and strict regulation. Every participant in the industry has been trying to find new opportunities. The deepening of the medical insurance reform and the nation's continuous investment in health have been effectively driving residents' medical and



服務需要，帶動醫藥市場規模大幅增長。而藥品帶量採購改革，推動原來依賴招標市場的工業企業加大力度拓展醫藥零售市場，非招標市場將迎來更大發展機會。另外，隨著慢性疾病等發病率提高、人口老齡化加速和近期新冠病毒疫情的反復，人民預防保健意識增強，醫療衛生需求將持續增長。同時，國家強調“全面推進健康中國建設”，將全生命週期健康管理理念貫徹城市各環節，醫藥行業的發展空間將進一步擴大。整體來看，在政策端和市場端的共同作用下，藥品流通行業產業鏈加速整合、集中度持續提升、商業模式進一步革新，正加速從資源競爭時代轉型至能力競爭方向。

展望未來，我們將始終專注於非招標市場，加強風險管理，提高經營質量，堅持實施「深耕廣東，輻射周邊」的市場戰略，充分發揮我們於華南地區積累的優勢及經驗，建設全面覆蓋廣東省及周邊地區的醫藥零售終端網路。我們將繼續推進更高水準的信息化建設、物流中心建設及市場終端網路拓展，借助數字化轉型與電商平臺進一步賦能企業發展，持續夯實並增強我們的核心競爭力，不斷提升整體經營效率，努力提高銷售收入和

health consumptions, enhancing the market demand for pharmaceutical products and services, and leading to a substantial increase in the scale of the pharmaceutical market. In addition, the reform of the centralized pharmaceuticals procurement has been facilitating the pharmaceutical manufacturers that previously relied on the bidding market to make greater efforts to expand the pharmaceutical retail market, and the non-bidding markets will have greater development opportunities. Besides, people's awareness of preventive and health care has been heightened, and the demand for medical and health care will continue to grow in the context of the increased incidence of chronic diseases and other diseases, the acceleration of population aging and the recent recurrent outbreaks of COVID-19 epidemics. Meanwhile, the pharmaceutical industry development room has been further expanding as the nation gives emphasis to “promoting the development of a healthy China in an all-round way” and implements the concept of health management throughout the life cycle in all aspects of cities. On the whole, with the synergy of policies and market, the pharmaceutical circulation industry chain has been undergoing an accelerated integration pace, a continuously improved concentration, and a further innovated business model, manifesting the faster transformation from resources-based competition to capabilities-based competition.

Looking forward, we will build a pharmaceutical retail network covering Guangdong Province and surrounding regions by always focusing on the non-bidding markets, strengthening risk management, improving business quality, adhering to the market strategy of “deep tapping into the Guangdong market and expanding to the surrounding regions”, and giving full play to our accumulated advantages and experience in South China. We will continuously consolidate and enhance our core competitiveness, continuously elevate the overall operating efficiency, and strive to increase sales revenues and profits by continuing to seek higher-level IT-based management, logistics centre construction and market network expansion, and further

利潤。此外，我們亦將通過積極尋求與各大醫藥生產商的長期深度的戰略合作、拓展第三方醫藥物流業務、探索與國有戰略股東的合作模式等多種方式，進一步增強本集團的綜合實力，以期獲得更大增長空間。

我們將致力成為中國醫藥健康產業最具市場競爭力服務商，實現高質量發展，給我們的股東帶來更好的回報。

#### 感謝

最後，本人借此機會謹對公司管理層及員工的付出與貢獻致以衷心的感謝。本人亦感謝我們全體股東、客戶及合作夥伴的信任及支持。

創美藥業股份有限公司

姚創龍

主席

中國汕頭，2022年3月31日

empowering the development of enterprises with the help of digital transformation and e-commerce platforms. Moreover, we will further improve the Group's comprehensive strength with a view to gaining more room for growth by multiple means including proactively seeking long-term and in-depth strategic cooperation with major pharmaceutical manufacturers, expanding the third-party pharmaceutical logistics business, and exploring the modes of cooperation with state-owned strategic shareholders.

We will strive to become the most competitive service provider in China's pharmaceutical and health industry, achieve high-quality development and bring better returns to our shareholders.

#### Acknowledgments

Finally, I would like to take this opportunity to express my heartfelt thanks to the Company's management and employees for their efforts and contributions. I also thank all our shareholders, customers and partners for their trust and support.

Charmacy Pharmaceutical Co., Ltd.

Yao Chuanglong

Chairman

Shantou, China, 31 March 2022

## 財務摘要

## FINANCIAL SUMMARY

項目 Items	截至 12 月 31 日止年度 For the year ended 31 December				
	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	2017 年 人民幣千元 2017 RMB'000
營業收入 Operating revenue	3,793,618	3,991,711	3,492,783	3,935,246	4,095,835
利潤總額 Total profit	32,981	54,742	55,045	63,655	59,857
歸屬於母公司股東的淨利潤 Net profit attributable to the Shareholders of parent company	23,153	40,556	40,153	45,433	44,760
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)	0.21	0.38	0.37	0.42	0.41

項目 Items	於 12 月 31 日 As at 31 December				
	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	2017 年 人民幣千元 2017 RMB'000
總資產 Total assets	2,763,092	2,799,403	2,503,808	2,353,980	2,471,830
總負債 Total liabilities	2,258,990	2,296,854	2,020,215	1,877,242	2,008,423
股東權益 Equity of Shareholders	504,102	502,549	483,593	476,737	463,407
每股淨資產 (以每股人民幣元列示) Net assets per Share (as stated in RMB per Share)	4.67	4.65	4.48	4.41	4.29

## 管理層討論及分析

## MANAGEMENT DISCUSSION AND ANALYSIS

### 行業概覽

2021 年是中華人民共和國（「中國」或「我國」）「十四五」規劃的開局之年，回望這一年，醫藥行業政策密集出台，推動中國醫藥行業邁向更高質量發展，此外，新冠病毒疫情於全球範圍內反覆，亦對中國醫藥行業的發展格局產生深遠影響。隨著「健康中國」戰略、「互聯網+醫療健康」、集採擴面、醫保支付基金等醫改新政的推出落地以及協調聯動，疊加「互聯網+藥品流通」以及大數據等前沿技術的強勁賦能，藥品流通行業生態格局將繼續重塑，實現高質量發展。同時，在監管趨嚴及政策鼓勵同步推進的環境下，全國和區域性藥品批發企業通過併購重組、強強聯合等方式不斷擴大市場覆蓋率，促使藥品流通行業市場集中度持續提升。整體而言，中國藥品流通行業正加速從資源競爭時代轉型至能力競爭方向。

### 互聯網醫療蓬勃發展，網售處方藥全面放開

疫情加速經濟社會數字化進程，互聯網醫療迎來快速發展的契機，增加公眾對於在線問診、互聯網醫院、網上

### INDUSTRY OVERVIEW

2021 is the opening year of the “14th Five-Year Plan” of the People’s Republic of China (“China” or the “PRC”). Looking back over the past year, pharmaceutical industry policies have been intensively introduced to facilitate the development of China’s pharmaceutical industry to a higher quality. In addition, the fluctuation of the COVID-19 pandemic over the globe has deeply affected the development pattern of China’s pharmaceutical industry. With the launch and coordinated linkage of new medical reform policies including the “Healthy China” initiative, “Internet + Healthcare”, increased adoption of centralised procurement, and the introduction of medical insurance payment fund, coupled with the strong empowerment of cutting-edge technologies such as “Internet + drug circulation” and big data, the ecological structure of the pharmaceutical circulation industry will continue to be reshaped. Meanwhile, under the environment of strict supervision and policy encouragement, national and regional pharmaceutical wholesale enterprises continue to expand the market coverage through merger and acquisition, reorganisation, strong alliances, etc., leading to the continuous increase of market concentration in the pharmaceutical circulation industry. Overall, China’s pharmaceutical circulation industry is accelerating its transformation from an era of competition for resources to competition for capacities.

### Internet healthcare is booming and online prescription drugs are fully liberalised

The pandemic has accelerated the process of economic and social digitalisation. Internet healthcare has ushered with a rapid development opportunity and increased the public awareness of



藥房等互聯網醫療的認知。伴隨著雲計算、大數據和人工智能（AI）等前沿技術發展，國家連續出台的多項利好政策，下游醫藥零售企業在「互聯網+醫療健康」時代具有更強的擴張力，有望迎來廣闊的增量市場空間。據南方醫藥經濟研究所網監中心統計，2020年線上藥品銷售額為人民幣1,593億元，比2019年增加人民幣591億元，增長率為59%，線上增量的絕對值約是線下的2.4倍。

2021年4月，國務院辦公廳印發《關於服務「六穩」「六保」進一步做好「放管服」改革有關工作的意見》明確在確保電子處方來源真實可靠的前提下，允許網絡銷售除國家實行特殊管理的藥品以外的處方藥。

2021年7月，國家醫療保障局發佈《國家醫療保障局關於優化醫保領域便民服務的意見》，積極推進「互聯網+醫保服務」，按照線上線下公平的原則和醫保支付政策，根據服務特點完善協議管理、結算流程，積極探索信息共享，實現處方流轉、在線支付結算、送藥上門一體化服務。

internet healthcare, such as online medical consultation, internet hospitals and online pharmacies. Along with the advancement of cutting-edge technologies including cloud computing, big data, and artificial intelligence (AI), and supported by favorable policies constantly implemented by the country, the downstream pharmaceutical retailers have a stronger expansion power in the era of "Internet + Healthcare". It is expected to welcome a wide market space expansion. According to the statistics of the Network Supervision Center of the Southern Medical Economic Research Institute, in 2020, the online sales of drugs amounted to RMB159.3 billion, representing an increase of RMB59.1 billion or 59% compared to that in 2019. The absolute growth of online sales was about 2.4 times of that of offline sales.

The Opinions on Supporting Efforts to Ensure Stability on Six Fronts and Maintain Security in Six Areas and Further Promoting the Reform of Simplification and Decentralisation\* (《關於服務「六穩」「六保」進一步做好「放管服」改革有關工作的意見》) issued by the General Office of the State Council in April 2021 makes clear that the prescription drugs not under the national special control can be sold online provided that the source of the electronic prescription is authentic and reliable.

In July 2021, the National Healthcare Security Administration issued the Opinions of the National Healthcare Security Administration on Optimising Convenience Services in the Medical Insurance Field to actively promote the "Internet + Medical Insurance Services" and achieve the integrated services covering prescription circulation, online payment and settlement, and medicine delivery to home by actively exploring information sharing through the improvement of the agreement management and the settlement process according to the service characteristics, the principle of online and offline fairness, and the policy for medical expense reimbursement by medical insurance.

以新一代信息通信網絡為依託，互聯網醫療及「處方藥外流」等政策的逐步放開能夠促進供給側與需求側的深度對接，建立醫藥產業鏈的完整閉環，將對非招標市場擴容及藥品流通行業轉型升級起重要推動作用。

### 建立「門診共濟」保障機制

2021年4月，國務院辦公廳印發《關於建立健全職工基本醫療保險門診共濟保障機制的指導意見》（「《意見》」），對醫保個人賬戶進行改革，切實減輕職工醫保參保人員的醫療費用負擔。《意見》提出：改進個人賬戶計入辦法，其中，單位繳納的基本醫療保險費全部計入統籌基金；增強門診共濟保障功能，其中，逐步將多發病、常見病的普通門診費用納入統籌基金支付範圍，及支持參保人員持外配處方在定點零售藥店結算和配藥；規範個人賬戶使用範圍，其中，個人賬戶可以用於支付參保人員本人及其配偶、父母、子女在定點醫療機構就醫發生的由個人負擔的醫療費用，以及在定點零售藥店購買藥品、醫療器械、醫用耗材發生的由個人負擔的費用。

Relying on a new generation of information and communication networks, the gradual relaxation of restrictions on internet healthcare and prescription pharmacy outflow can facilitate the deep connection of supply and demand sides, leading to a closed loop in the medical industry. It will significantly promote the expansion of non-tendering market and the transformation and upgrade of the pharmaceutical distribution industry.

### Establishment of the security mechanism for “mutual aids in outpatient services” has been proposed

According to the Guideline on Establishing and Improving a General Support Mechanism for Covering Outpatient Medical Bills under the Basic Medical Insurance for Urban Employees\* (《關於建立健全職工基本醫療保險門診共濟保障機制的指導意見》) (the “Guideline”) issued by the General Office of the State Council in April 2021, the system for attributing medical insurance premiums to personal accounts shall be reformed to effectively reduce the medical expenses borne by the employees participating in medical insurance. According to the Guideline, the method to attribute medical insurance premiums to personal accounts shall be improved; all the basic medical insurance premiums paid by the employers shall be allocated to the pooling fund; the role of mutual aids in outpatient services shall be enhanced, and for this purpose, the outpatient expenses on frequently-occurring diseases and common diseases shall be gradually included in the scope of payment from the pooling fund, and the settlement and dispensing of prescriptions shall be supported in designated retail drugstores; and the scope of use of funds in personal accounts shall be improved, under which the funds in personal accounts may be used to pay the medical expenses borne by individuals when the insured or their spouses, parents or children seek medical treatment in designated medical institutions, and may also be used to pay the expenses borne by individuals when they purchase medicines, medical devices and medical consumables at designated retail pharmacies.





短期來看，大批醫保定點藥店將因「門診共濟」政策迎來新一輪行業洗牌。根據《2020 年全國醫療保障事業發展統計公報》，2020 年，職工醫保個人賬戶總收入為人民幣 6,587 億元，支出為人民幣 4,936 億元。其中，在藥店購藥費用為人民幣 2,076 億元，佔支出總額的 42%。改革後，個人賬戶每年還有近人民幣 4,000 億元的收入，再加上累計結存的人民幣 10,096 億元，足以滿足參保人在藥店的購藥需求。

#### 「雙通道」政策發佈，藥品流通多元化和市場化更進一步

2021 年 5 月，國家醫療保障局及國家衛生健康委員會發佈《關於建立完善國家醫保談判藥品「雙通道」管理機制的指導意見》（「雙通道」），首次從國家層面將定點零售藥店納入醫保藥品供應保障範圍，並實行與醫療機構統一的支付政策。「雙通道」政策有望進一步推動處方藥外流，為有資質承接處方外流的零售藥店帶來大量客流及可觀的處方藥增量，並促進藥店合規化、專業化運作，標誌著談判藥品的供應保障朝著多元化方向邁出了一步，同時也意味著藥品流通的市場化改革更進了一步。

In the short run, a large number of designated pharmacies for medical insurance will face a new round of industry reshuffle due to the “mutual aids in outpatient services” policy. According to the Statistical Bulletin on the Development of the National Medical Security Undertakings in 2020, the personal accounts of employee medical insurance had a total income of RMB658.7 billion and a total expenditure of RMB493.6 billion in 2020. Among the expenditure, the expenses on purchasing medicines at pharmacies was RMB207.6 billion, accounting for 42% of the total expenditure. After the reform, personal accounts will have the annual income of nearly RMB400 billion plus the accumulated balance of RMB1,009.6 billion, which is enough to meet the insured’s needs for purchasing medicines at pharmacies

#### With the promulgation of the “dual-channel” policy, pharmaceutical circulation has become more diverse and market-oriented

In May 2021, the National Healthcare Security Administration and the National Health Commission issued the Guiding Opinion on Improving the Dual-channel Management Mechanism of Drugs in the National Medical Insurance Negotiations\* (《關於建立完善國家醫保談判藥品「雙通道」管理機制的指導意見》) (the “dual-channel”). For the first time, the designated retail drugstores are nationally included in the medical insurance pharmaceutical supply guarantee scope, and are subject to the same payment policies as those of medical institutions. The “dual-channel” policy is expected to further promote the outflow of prescription medicines, bring a large number of visitors and increase the number of prescription medicines to retail pharmacies qualified to take over the outflow of prescription medicines, and promote the compliant and professional operation of pharmacies. This shows that the supply guarantee of negotiated drugs is diversified and the pharmaceutical distribution market is further liberalised.

### 長處方政策出台，醫藥行業產業鏈持續完善

2021年8月，國家衛生健康委員會醫政醫管局發佈了《關於印發長期處方管理規範（試行）的通知》（「《通知》」），特別明確了長期處方的適用對象、開具長期處方的醫療機構等實施主體以及開具的主要流程等。《通知》指出，根據患者診療需要，長期處方的處方量一般在4周內；根據慢性病特點，病情穩定的患者適當延長，最長不超過12周。

《通知》的頒佈既滿足了慢病患者的迫切需求，又完美契合當前及未來傳染病防治的形勢要求。《通知》在為長處方的發展指明具體方向的同時，也為互聯網醫療遠程問診、醫療信息化的發展提供了機遇。從另一方面來看，由於長處方政策有利於增加藥品使用的依從性，基藥目錄、國家集採品種以及醫保目錄藥品將優先享受這波市場紅利。《通知》的發佈，必將改變現有的慢病診療和處方管理模式，帶來整個醫療服務鏈、藥品產業鏈、技術發展鏈的變化。

### With the introduction of the long-term prescription policy, the pharmaceutical industry chain has been improving

In August 2021, the Bureau of Medical Administration of the National Health Commission issued the Notice on Printing and Distributing the Norms for Administration of Long-term Prescriptions (for Trial Implementation) (the "Notice"), which specifically makes clear to whom the long-term prescriptions shall apply, the implementers such as medical institutions that issue long-term prescriptions, and the main processes of prescription and other aspects. According to the Notice, a long-term prescription duration shall be generally within 4 weeks in view of the patients' diagnosis and treatment needs; a long-term prescription duration for a patient in stable conditions may be increased appropriately but shall not exceed 12 weeks in view of the characteristics of chronic diseases. The promulgation of the Notice not only responds to the urgent needs of patients with chronic diseases, but also perfectly responds to the needs for current and future prevention and control of infectious diseases. The Notice not only points out the specific direction for the development of long-term prescriptions, but also provides opportunities for the development of internet-based remote medical consultation and medical informatization. From another perspective, as the long-term prescription policy is conducive to improving the compliance of medicine use, medicines in the list of basic medicines, varieties centrally purchased by the state and medicines covered by medical insurance will benefit from this market opportunity earlier and to a greater extent. The promulgation of the Notice will definitely change the existing chronic disease diagnosis and treatment and prescription administration mode, and bring about changes in the whole medical service chain, the pharmaceutical industry chain and the technology development chain.



## 「十四五」時期藥品流通行業高質量發展，重塑醫藥流通競爭新格局

2021年10月，商務部發佈了《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》」），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。《指導意見》明確指出：藥品流通行業是國家醫藥衛生事業和健康產業的重要組成部分，是關係人民健康和生命安全的重要行業。《指導意見》還要求把藥品流通行業的發展與中國共產黨和國家「十四五」經濟和社會發展規劃以及商務發展規劃總體要求相連接，在藥品流通行業具體發展方向上突出數字化、智能化、集約化、國際化，力求提升藥品供應保障服務能力、保證藥品質量安全和滿足人民健康需要。

《指導意見》提出的總體發展目標是：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。

目前，在「兩票制」、國家集採等政策的推動下，整個醫藥流通企業正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

## During the 14th Five-Year Plan period, the pharmaceutical distribution industry has been undergoing high-quality development, reshaping the new pattern of competition in pharmaceutical distribution

In October 2021, the Ministry of Commerce issued the Guiding Opinions on Promoting the High-quality Development of the Pharmaceutical Distribution Industry During the 14th Five-Year Plan Period (the “Guiding Opinions”), which clarifies the development direction of the pharmaceutical distribution industry in the next five years and provides important guidance for the whole industry to achieve high-quality development. The Guiding Opinions clearly points out that the pharmaceutical distribution industry is an important part of national medical and health undertakings and health industry, and is also an important industry related to people’s health and life. According to the Guiding Opinions, the development of the pharmaceutical distribution industry shall be linked with the general requirements of the economic and social development plan and the business development plan of the 14th Five-Year Plan of the Chinese Communist Party and the state; the pharmaceutical distribution industry shall be developed to be more digital, more intelligent, more intensive and more international, so as to improve the security of pharmaceutical supply, ensure the quality and safety of pharmaceuticals and meet people’s health needs. According to the Guiding Opinions, the overall development goal is that by 2025, the pharmaceutical distribution industry will meet people’s health needs in China’s new development stage, and the modern pharmaceutical distribution system will function better thanks to leading innovation, technology empowerment, urban and rural coverage, balanced layout, coordinated development, safety and convenience.

Driven by the policies including the “Two-Invoice System” and the state’s centralised procurement, enterprises in the whole pharmaceutical distribution industry are constantly exploring innovative service concepts and service modes to provide

務。與此同時，許多企業積極探索數字化轉型，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，提升全產業鏈的運行效率和競爭力。

### 醫藥市場變化推動生產商和流通商業務轉型，促進非招標市場和第三方物流業務發展

在「醫保控費」政策導向下，藥品集中採購直接導致藥價降低，整個藥品價值鏈相關環節的價值空間也隨之被壓縮，藥品流通環節的經營壓力倒逼企業進行商業模式的轉變。此外，公立醫療機構用藥格局改變，也進一步壓縮醫藥工業企業利潤。另一方面，隨著分級診療制度的推進，終端格局加快下沉趨勢，零售終端市場份額擴大。

新的行業環境下，專注於公立醫院業務的流通企業角色從「經銷」逐步轉變為「配送」，同時需要面對新型第三方物流的擠壓，商業模式勢必轉型升級。集採落標的生產商，將轉戰藥品零售市場並加大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，鞏固開拓市場的優勢。

differentiated value-added services according to customers' different needs. Meanwhile, many enterprises actively explore digital transformation, strengthen the upgrade and application of intelligent and automated logistics technology and intelligent equipment, and continuously enhance the cross-regional supply chain and logistics coordination ability, and constantly explore sub-warehouse construction and multi-warehouse operation, so as to improve the operational efficiency and competitiveness of the whole industry chain.

### Business transformation of pharmaceutical companies and distributors driven by the changes in the pharmaceutical market to promote the development of non-tendering market and third-party logistics business

In the —Control on Medical Insurance Fee” policy led downwards, centralised medicine procurement directly reduces drug prices and narrows the profit margin across the whole value chain of pharmaceutical products. The operating pressure on pharmaceutical distribution force companies to transform their business models. Furthermore, the change in the medication of public medical organisations has further reduced the profit of industrial enterprises in the pharmaceutical sector. On the other hand, the advancement of the tiered diagnosis and treatment system has come with the accelerated expansion of the end market to county areas, expanding the share in the retail end market.

Under the new industry environment, enterprises in the pharmaceutical distribution industry which focus on the business of public hospitals will transform and upgrade their business model as they gradually shift their roles from —distribution” to —delivery” and have to face the competitions of new third-party logistics service providers. Manufacturers that fail to win the tenders in centralised procurement will turn to the pharmaceutical retail market and increase the investment and promotion in the retail market, pharmaceutical distributors with a solid retailer base will be increasingly favoured by



在醫藥物流領域，雲計算、大數據和物聯網等技術已被作為支撐而廣泛應用，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，建立多元協同的醫藥供應鏈體系。全國性和區域性醫藥流通企業越來越重視向醫藥供應鏈解決方案服務商轉型，通過自營或與第三方社會物流合作，逐步建立起從製藥企業到病患者的全鏈條配送體系。醫藥流通企業正在加快第三方物流業務拓展，利用自身物流網絡優勢，為製藥企業提供全國、區域內多倉聯動的第三方醫藥物流服務。

### 衛生總費用逐年遞增，零售藥店終端市場份額繼續攀升

衛生總費用逐年遞增，2020年衛生總費用佔國內生產總值7.1%，仍有較大增長空間。

根據米內網數據，2020年三大終端六大市場藥品銷售額為人民幣16,437億元，較2019年下降8.5%。其中，零售藥店終端銷售額受疫情影響最小，恢復較快，增速為3.2%，市場份額佔比為26.3%，較2019年上升2.9個百分點。

pharmaceutical companies to strengthen their advantage in market expansion.

In the field of pharmaceutical logistics, cloud computing, big data and Internet of Things (IoT) technology have been widely used as support to promote the integration of resources of upstream and downstream links of the supply chain, and facilitate the integration of logistics, information flow and capital flow” so as to establish a diversified and collaborative pharmaceutical supply chain system. National and regional pharmaceutical distribution companies are increasingly focused on transforming into pharmaceutical supply chain solution service providers, and gradually setting up a full-chain delivery system from pharmaceutical manufacturers to patients through self-operated logistics service providers or cooperation with third-party social logistics service providers. Pharmaceutical distribution enterprises are accelerating the expansion of third-party logistics business, and they leverage the advantages of their logistics network to provide pharmaceutical manufacturers with nationwide and regional third-party pharmaceutical logistics services with synergic storage effect.

### Total national health expenditures are on a rise and retail pharmacies continue to expand their shares in the end market

Total national health expenditures are rising year after year, accounting for 7.1% of the GDP in 2020. There is still big growth potential.

According to the data of MENET, in 2020, the pharmaceutical sales in the six major markets of the three major terminals amounted to RMB1,643.7 billion, representing a decrease of 8.5% compared to that in 2019, of which, suffering the least from the pandemic, the retail pharmacy stores recovered faster. The retail pharmacy stores terminal recorded a growth rate of 3.2% in sales revenue with a market share of 26.3% in 2020, representing an increase of 2.9 percentage points as compared to that in 2019.

### 藥品批發企業集中度持續提高，銷售規模穩步擴大

2020年，全國藥品流通市場銷售規模穩步擴大，其中，藥品零售市場為人民幣5,119億元，扣除不可比因素，同比增長10.1%，增速同比加快0.2個百分點。

從市場佔有率來看，藥品批發企業集中度有所提高，2020年前100位藥品批發企業佔同期全國醫藥市場總規模的73.7%，同比上升0.4個百分點。但從銷售增速看，大型藥品批發企業銷售增速放緩。2020年，前100位藥品批發企業主營業務收入同比增長2.5%，增速回落12.2個百分點。

### 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。疫情下，社會對健康的重視程度越來越高，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

### Sales rebounded along with an increasing concentration ratio in the pharmaceutical distribution enterprises and the scale of sales has expanded steadily

The year of 2020 saw a steady growth of the sales of China's pharmaceutical distribution market, of which the sales of the medicine retail market was RMB511.9 billion, up by 10.1% year-on-year, with an increase of 0.2 percentage points year-on-year in the growth rate.

From the perspective of market share, the concentration of pharmaceutical wholesale enterprises went up. In 2020, the top 100 pharmaceutical wholesale enterprises accounted for 73.7% of the total national pharmaceutical market in the same period, up 0.4 percentage points year-on-year. However, from the perspective of sales growth, large pharmaceutical wholesale enterprises slowed down. In 2020, the main business revenue of the top 100 pharmaceutical wholesale enterprises grew by 2.5% year-on-year, with the growth rate dropping by 12.2 percentage points.

### Health management throughout the life cycle has been implemented to continuously promote the construction of a healthy China

China's 14th Five-Year Plan proposes to exhaustively advance the —Healthy China” initiative, put the protection of people's health in a strategic position for prioritised development, and provide people with a full range of whole cycle health services.

Proceeding from the whole set of overall, wide-ranging and social influential factors on health, the whole life cycle health management performs continuous health management and provides relevant services at different stages of the mankind with a focus on their life cycle for the purpose of integrated management over those factors. Under the pandemic, the society attaches more and more importance to health, and the health spending awareness of the residents gradually increases, more and more pharmaceutical companies are exploring the whole

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：國家藥品監督管理局南方醫藥經濟研究所數據；米內網；《2020年我國衛生健康事業發展統計公報》；《2020年藥品流通行業運行統計分析報告》；《2020年全國醫療保障事業發展統計公報》。

## 業務回顧

我們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。截至2021年12月31日，我們的分銷網絡覆蓋12,625名客戶，其中700名為分銷商，7,981名為零售藥店，3,944名為醫院、診所、衛生站及其他。較上年度，客戶數量增加1,710名，其中分銷商增加53名，零售藥店增加978名，醫院、診所、衛生站及其他增加679名。

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: data of the Southern Medical Economic Research Institute of the National Medical Products Administration; MENET; National Statistical Bulletin on the Development of Health Industry in 2020 (《2020年我國衛生健康事業發展統計公報》); Annual Report on China's Pharmaceutical Distribution Industry (2020) (《中國藥品流通行業發展報告》(2020)); Statistical Bulletin on the Development of National Medical Security Undertakings in 2020(《2020年全國醫療保障事業發展統計公報》).

## BUSINESS REVIEW

Our principal business 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 others.

In 2021, we followed the operation target set, and continued to explore Guangdong market in depth and gradually expand our operation to surrounding areas, with a focus on developing the business with retail end-customers. As at 31 December 2021, our distribution network covered 12,625 customers, among which 700 were distributors, 7,981 were retail pharmacy stores and 3,944 were hospitals, clinics, health centres and others, representing an increase of 1,710 in the number of customers, including the increase of 53 distributors, 978 retail pharmacy stores, and 679 hospitals, clinics, health centres and others compared to last year.

為滿足客戶不同需求及增強客戶黏合度，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。截至 2021 年 12 月 31 日，我們共有供應商 1,157 名，其中醫藥生產商 666 家及分銷供應商 491 家。較上年度同期增加 15 名。截至 2021 年 12 月 31 日止，我們分銷 13,501 種產品，較上年度增加 1,673 種。

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 2021, we had a total of 1,157 suppliers, of which 666 were pharmaceutical manufacturers and 491 were distributor suppliers, representing an increase of 15 suppliers compared to the corresponding period of last year. As at 31 December 2021, we had distributed 13,501 types of products, representing an increase of 1,673 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	
	2021 年 2021	2020 年 2020
西藥 Western medicines	4,826	4,300
中成藥 Chinese patent medicines	5,088	4,497
保健產品 Healthcare products	247	172
其他 Others	3,340	2,859
總計 Total	13,501	11,828

#### 深圳子公司正式運營，將進一步提高深圳市場佔有率

本公司的全資子公司深圳創美藥業有限公司（「深圳創美」）於 2021 年 6 月正式運營，已與超過 200 名客戶建立合作關係。根據未經審核的單月報表，深圳創美已於 2021 年 12 月份實現單月盈利。

#### Official operation of the Shenzhen subsidiary will increase the market share in Shenzhen

The Company's wholly-owned subsidiary Shenzhen Charmacy Pharmaceutical Co., Ltd. (**-Shenzhen Charmacy**) officially started its operation in June 2021. It has established cooperative relations with more than 200 customers. According to the unaudited single-month statement, Shenzhen Charmacy has achieved monthly profit in December 2021.





深圳是國內經濟最發達地區之一，消費水平高，人民預防保健意識強，深圳市場是本公司在華南市場的重要部署之一。根據中康 CMH 數據，2019 年深圳藥店數量超過 8,000 家，連鎖率達到 88.3%，是廣東省內連鎖率最高的城市，市場競爭激烈、市場潛力巨大，基於本集團在廣東深厚的市場基礎和優勢地位，有助於深圳創美快速拓展業務實現盈利。

深圳創美委託本公司的廣州醫藥分揀配送中心進行倉儲及配送，既能滿足「多品種、小批量、高頻次」的配送需求及「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」的高效配送服務，又能極大地節約深圳地區的倉儲物流成本，有利於本集團實施市場深耕戰略。

深圳創美將進一步細化和滲透深圳的市場網絡，積極為深圳的客戶提供更加符合市場需求的產品組合和更加貼心細緻的服務體驗，努力提高本集團在深圳市場的佔有率，增厚本集團營業收入和利潤。

#### 發揮粵港澳大灣區服務能力，廣州醫藥分揀配送中心優勢突顯

廣東省是中國經濟總量最大的省份，醫藥消費規模位居全國首位，消費潛

As one of the most economically developed areas in China, Shenzhen is an important part of our deployments in the South China market because Shenzhen people have a high level of consumption and a strong awareness of preventive healthcare. According to the CMH data, there were more than 8,000 pharmacies in Shenzhen in 2019, of which 88.3% were chain pharmacies, making Shenzhen the city with the largest number of chain pharmacies in Guangdong Province. The Shenzhen market is characterised by fierce competition and huge potential. The Group's deep market base and advantageous position in Guangdong helps Shenzhen Charmacy rapidly expand its business and achieve profitability.

Shenzhen Charmacy has entrusted the Company's pharmaceutical sorting and delivery center in Guangzhou to carry out warehousing and delivery. This arrangement not only meets the demand for delivery of "multiple varieties, small batches and high frequency" and the high-efficiency delivery services of "delivering three times a day within a radius of 10 km, delivering twice a day within 50 km and delivering once a day within 250 km", but also greatly saves the warehousing and logistics cost in Shenzhen, which is conducive to the Group's strategy for thorough market tapping.

Shenzhen Charmacy will strive to increase the market share in Shenzhen and increase the Group's operating revenues and profits by further refining and penetrating Shenzhen's market network, and actively providing Shenzhen customers with product mixes in line with market needs and more thoughtful and meticulous services.

#### Increasingly greater advantages of the pharmaceutical sorting and delivery centre in Guangzhou based on the service capacity of Guangdong-Hong Kong-Macao Greater Bay Area

As the province with the largest GDP in China, Guangdong Province ranks first in medical consumption and has huge

力巨大。創美藥業（廣州）醫藥分揀配送中心（「廣州中心」）位於廣州市南沙區，定位珠三角中央倉，建築面積 38,489 平方米，可存儲貨品約 30 萬件，能夠全面滿足自身藥品品類及數量快速增長對倉儲的需求，同時滿足本集團第三方物流業務的拓展需求。目前第三方物流拓展順利，已經與省內超 70 家生產廠家、商業分銷及連鎖藥店客戶達成第三方物流委託及貨物運輸服務合作。

廣州中心是本集團「深耕廣東，輻射周邊」市場戰略中重要的一環，本集團通過打造領先的區域物流中心樞紐，大幅提升處理效率，增強中心強力泵血作用，並整合藥品倉儲和運輸資源，實現多倉協同。數字化方面，借力國際領先的軟件供應商和實施商，引入 AS/RS（自動化倉儲系統）、WCS（倉儲控制系統）、PTL（亮燈自動揀選系統）等先進物流解決方案，結合本集團已有的 SAP（思愛普）系統，形成新技術新平台，構建智慧醫藥物流系統模式，使本集團物流的一體化、智能化管理得到較大的提升。

廣州中心不僅能夠進一步發揮本集團客戶、產品、管理和服務的優勢，充分拓展終端配送網絡，還可以為上游供應商及下游客戶提供更專業便捷的

consumption potential. Charmacy (Guangzhou) Pharmaceutical Sorting and Delivery Centre (**Guangzhou Centre**) is located in Nansha District, Guangzhou City, and positioned as the central warehouse for the Pearl River Delta. With a building area of 38,489 square metres and a storage capacity of about 300,000 pieces of products, it can fully meet the storage needs from its own medicine category and rapid increase in quantity, and also meet the needs from the expansion of our Group's third-party logistics business. At present, our Group has been smoothly expanding its third-party logistics business, and has reached third-party logistics entrustment and cargo transportation service cooperation with over 70 manufacturers, commercial distributors and chain pharmacy customers in Guangdong Province.

Guangzhou Centre is an important part of our Group's marketing strategy of **Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas**. By building a leading regional logistics centre, our Group has greatly improved the processing efficiency, enhanced Guangzhou Centre's capacity, and integrated medicine storage and transportation resources to achieve multi-warehouse collaboration. In terms of digitalisation, our Group has been using new technologies and new platforms, and building a smart medicine logistics system model to significantly improve the integrated and intelligent management of our Group's logistics through the use of our Group's existing SAP system, the cooperation with leading international software vendors and implementers, and the introduction of advanced logistics solutions, including AS/RS (Automated Storage and Retrieval System), WCS (Warehouse Control System) and PTL (Pick-to-Light System).

Guangzhou Centre not only expands the terminal delivery network by giving full play to the advantages of our Group's customers, products, management and services, but also promotes the development of our Group's third-party logistics



第三方物流服務，促進本集團第三方物流業務的發展，增強本集團的盈利能力。結合本集團成熟的運營模式、營銷團隊以及深耕多年的分銷渠道，將會逐步呈現廣州中心高位引領，其他四個物流中心共同奮進的高質量發展態勢。

## 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力服務商。

2021 年，是中國「十四五」計劃的開局之年，更是中國醫藥市場格局巨變的轉折點。展望 2022 年，在新冠疫情的影響下，在龐大的人口基數、老齡化、技術創新和深化醫療改革等背景下，我國醫療健康產業的潛力預計將會加速釋放。

隨著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，藥品流通行業將迎來新的發展機遇。「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」為關鍵詞的醫藥改革，一方面引起覆蓋招標市場的流

business and enhances our Group's profitability by providing more professional and convenient third-party logistics services for upstream suppliers and downstream customers. In addition, with our Group's mature operation mode, marketing team, and distribution channels that have been deeply cultivated for many years, our Group will gradually see a high-quality development trend with Guangzhou Centre as the leader and the other four logistics centres progressing together.

## 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 the others and the general public and achieving win-win outcomes through cooperation. We follow the development 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.

2021 is the starting year of the 14th Five-Year Plan in China. It will also mark a turn in the changing pharmaceutical market landscape in the PRC. Looking ahead in 2022, the potential of China's medical and health industry is expected to be released rapidly with the influence of the COVID-19 pandemic and under the background of China's huge population base, aging population, technological innovation, deepening medical reform and other aspects.

The pharmaceutical distribution industry will have new development opportunities when China accelerates the establishment of a dual circulation development pattern in which domestic and foreign markets reinforce each other with the domestic market as the mainstay. The in-depth promotion of reform of medical care, medical insurance and pharmaceutical industry has speeded up the implementation of the —Healthy

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。以「醫藥分開」、「分級診療」為主的醫療改革，在使招標市場商業規模受到擠壓的同時，也使零售、基層診療市場迎來機遇。

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，隨著醫改的推進，國家對醫療衛生持續加大投入，人口老齡化程度加速，及人民健康意識的增強，以上因素均有望推動非招標市場的市場份額將逐步擴大，將有利於我們業務的長期發展。

在此背景下，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《指導意見》，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，加強精細化管理，促進高質量發展，確保在競爭中保持優勢。

我們堅持實施「深耕廣東，輻射周邊」的市場戰略，建設全面覆蓋廣東

China” initiative. The medical reform represented by the “Two-Invoice System” and centralised procurement in large quantities 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.

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. The medical reform which focuses on the separation of medical care and pharmacy and the hierarchical medical system squeezes the business scale of bidding market, but brings up opportunities for retail and primary diagnosis market.

In the long run, China’s economy has both tenacity and growth potential, and the trend of steady progress will not change. Moreover, the non-tendering market will progressively raise its share alongside the advancement of the medical reform, the government’s increasing inputs into healthcare, the acceleration of ageing population and the enhancement of people’s health awareness. This will contribute to the long-term growth of our business.

In such context, we need to secure an edge in competition, earnestly study, deeply understand, and conscientiously implement the Guiding Opinions, positively grasp the policy opportunities and seek market opportunities to constantly push our market network development and improve our services, enhance our fine management, and achieve a high quality growth, so as to maintain a leading position in competition.

We adhere to the market strategy of “Intensive Engagement in Guangdong Province and Extensive Coverage across



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，通過電商平台進行服務賦能。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 電商平台的功能應用，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，為終端客戶進行服務賦能，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

Surrounding Areas”, and build a pharmaceutical retail terminal network with full coverage on Guangdong Province and surrounding areas. We will strengthen risk management, improve business 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 constantly expanding and refining the distribution networks that permeate every 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, and constantly upgrade and develop the functions and applications of e-commerce platform. 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 suitable tools. 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. Using the pharmaceutical

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。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。**為本集團引入新的業務發展資源和市場影響力，進一步強化本集團的軟實力和競爭力，促進本集團更好更可持續發展。

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

retail terminal network resources and supremacy 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 smart logistics technology, integrate transportation resources to enhance delivery service capabilities and promote the coordinated development of regional integrated logistics. 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 in customers, products, management and services and 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 to enhance storage utilisation rate, increase transportation efficiency, leverage on 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 strategic state-owned shareholders, and further optimise our Group's shareholder structure and governance structure.** We will introduce new business development resources and market influence to our Group, further strengthen our Group's soft power and competitiveness, and promote our Group's better and more sustainable development.

Looking ahead, we will continue to ride on the future growth potential of the pharmaceutical non-tendering market, accelerate

的醫藥非招標市場運營模式，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。

the duplication of the mature non-tendering pharmaceutical market operation model, 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

### 營業收入

項目 Items	截至 12 月 31 日止年度 For the year ended 31 December	
	2021 年 人民幣千元 2021 RMB'000	2020 年 人民幣千元 2020 RMB'000
主營業務 Principal business	3,763,065	3,962,210
其他業務 Other businesses	30,553	29,500
營業收入 Operating revenue	3,793,618	3,991,711

## FINANCIAL REVIEW

### Operating revenue

客戶類型 Customer type	截至 12 月 31 日止年度 For the year ended 31 December	
	2021 年 人民幣千元 2021 RMB'000	2020 年 人民幣千元 2020 RMB'000
分銷商 Distributors	1,823,835	1,906,411
零售藥店 Retail pharmacy stores	1,792,830	1,935,731
醫院、診所、衛生站及其他 Hospitals, clinics, health centres and others	146,399	120,069
主營業務收入 Revenue from principal business	3,763,064	3,962,210

於 2021 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 2021 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。

During 2021, 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. During 2021, over 96% of our revenue from principal business was derived from distributor customers and retail pharmacy stores.

本集團截至 2021 年 12 月 31 日止年度的營業收入為人民幣 3,793.62 百萬元，較截至 2020 年 12 月 31 日止年度減少 4.96%。主要原因為 (i) 本年度廣東省新冠疫情反覆，零售藥店受限流、限售等防疫管控，從而影響藥店客流及銷量，導致收入有所下降；及 (ii) 受經濟環境的影響，本集團採取相對保守的營銷策略，提高經營質量，為確保貨款安全，本集團針對一些分銷商適當採取控貨政策，致使營業收入有所下降。

#### 營業成本、毛利及毛利率

本集團的營業成本由截至 2020 年 12 月 31 日止年度的人民幣 3,751.31 百萬元減少 5.20%，至截至 2021 年 12 月 31 日止年度的人民幣 3,556.40 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 2020 年 12 月 31 日止年度的人民幣 240.40 百萬元降低 1.33%，至截至 2021 年 12 月 31 日止年度的人民幣 237.22 百萬元。本集團的毛利率由截至 2020 年 12 月 31 日止年度的 6.02%，上升至 2021 年 12 月 31 日止年度的 6.25%。本集團毛利率上升主要是由於集團主動調整產品結構，引進部分毛利率較高的品種，主動淘汰部分毛利率較低的品種。

The operating revenue of our Group for the year ended 31 December 2021 was RMB3,793.62 million, representing a decrease of 4.96% as compared to that for the year ended 31 December 2020, which was mainly because : (i) during the year ended 31 December 2021, due to the COVID-19 pandemic in Guangdong Province, retail pharmacies were subject to prevention and control measures such as restrictions on customer flow and sales, adversely affecting the customer flow and sales of pharmacies which dragged down our revenue; and (ii) in response to the economic environment, our Group adopted a relatively conservative marketing strategy to improve our quality of operations, and in order to ensure receipt of payment for our sales, we adopted appropriate control measures for some distributors during the year ended 31 December 2021, which resulted in the decline in our operating revenue.

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

The operating cost of our Group decreased by 5.20% from RMB3,751.31 million for the year ended 31 December 2020 to RMB3,556.40 million for the year ended 31 December 2021, which was consistent with the decrease in the operating revenue.

The gross profit of our Group decreased by 1.33% from RMB240.40 million for the year ended 31 December 2020 to RMB237.22 million for the year ended 31 December 2021. The gross profit margin of our Group increased from 6.02% for the year ended 31 December 2020 to 6.25% for the year ended 31 December 2021, primarily due to our Group's active adjustment of product mix by replacing part of products with low gross profit margin with those with high gross profit margin.



### 銷售費用

本集團的銷售費用由截至 2020 年 12 月 31 日止年度的人民幣 85.92 百萬元增加 20.27%至截至 2021 年 12 月 31 日止年度的人民幣 103.33 百萬元。主要原因為 (i) 廣州醫藥分揀配送中心建設項目結轉固定資產、全自動化的物流設備的全面使用，導致折舊費用增加人民幣 8.01 百萬元；(ii) 開拓終端業務，相應市場維護費用增加人民幣 5.33 百萬元；(iii) 全資子公司惠州創美藥業有限公司（「惠州創美」）和深圳創美開拓區域終端市場，人員費用增加人民幣 4.09 百萬元；及 (iv) 2021 年汽油價格上升、珠三角終端市場客戶增加導致配送路線增加，及過路橋費不享受疫情期間的減免優惠政策導致運輸費增加人民幣 2.09 百萬元。

### 管理費用

本集團的管理費用由截至 2020 年 12 月 31 日止年度的人民幣 45.76 百萬元增加 6.04%至截至 2021 年 12 月 31 日止年度的人民幣 48.52 百萬元。主要是由於調配人員充實惠州創美和深圳創美，及本集團本年度社會保險不再享受新冠疫情期間的優惠政策，導致職工薪酬增加人民幣 2.41 百萬元。

### 財務費用

本集團的財務費用由截至 2020 年 12 月 31 日止年度的人民幣 32.43 百萬元增加 30.38%至截至 2021 年 12 月 31 日止年度的人民幣 42.29 百萬元，

### Selling expenses

The selling expenses of our Group increased by 20.27% from RMB85.92 million for the year ended 31 December 2020 to RMB103.33 million for the year ended 31 December 2021, primarily because (i) fixed assets in the construction of Guangzhou Pharmaceutical Sorting and Distribution Center were carried forward and fully automated logistics equipment was fully used, resulting in an increase of depreciation expense of RMB8.01 million; (ii) terminal business was developed, resulting in an increase of the corresponding market maintenance cost of RMB5.33 million; (iii) the Company's wholly-owned subsidiaries Huizhou Charmacy Pharmaceutical Co., Ltd. (**-Huizhou Charmacy**) and Shenzhen Charmacy explored the regional terminal markets, resulting in an increase of the staff cost of RMB4.09 million; and (iv) the increase of gasoline price and the increase of customers in the Pearl River Delta terminal market in 2021 led to the increase of distribution routes, and the preferential policy for the road and bridge toll relief was not enjoyed during the pandemic, resulting in an increase of the transportation cost of RMB2.09 million.

### Management expenses

The management expenses of the Group increased by 6.04% from RMB45.76 million for the year ended 31 December 2020 to RMB48.52 million for the year ended 31 December 2021, which was mainly due to the increase of RMB2.41 million in employee compensation as a result of the deployment of personnel to enrich Huizhou Charmacy and Shenzhen Charmacy and the loss of entitlement to the preferential policy for the payment of social insurance during the COVID-19 pandemic.

### Finance costs

The finance costs of the Group increased by 30.38% from RMB32.43 million for the year ended 31 December 2020 to RMB42.29 million for the year ended 31 December 2021, primarily because (i) with construction project of Guangzhou

主要是由於 (i) 廣州醫藥分揀配送中心建設項目結轉固定資產，貸款利息停止資本化，其後發生的貸款費用計入當期損益，導致財務費用增加 6.67 百萬元；(ii) 應收票據貼現行為增加，導致貼現利息支出增加人民幣 2.85 百萬元。

### 所得稅費用

本集團的所得稅費用由截至 2020 年 12 月 31 日止年度的人民幣 14.19 百萬元減少 30.73% 至截至 2021 年 12 月 31 日止年度的人民幣 9.83 百萬元，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 2020 年 12 月 31 日止年度的人民幣 40.56 百萬元減少 42.91% 至截至 2021 年 12 月 31 日止年度的人民幣 23.15 百萬元。其中，歸屬於母公司股東的淨利潤由截至 2020 年 12 月 31 日止年度的人民幣 40.56 百萬元減少 42.91% 至截至 2021 年 12 月 31 日止年度的人民幣 23.15 百萬元。

### 流動資金及財務資源

於 2021 年 12 月 31 日，本集團持有現金及銀行存款為人民幣 144.23 百萬元，而於 2020 年 12 月 31 日則為人民幣 113.77 百萬元。

於 2021 年 12 月 31 日及 2020 年 12 月 31 日，本集團分別錄得流動資產淨值人民幣 79.30 百萬元及人民幣

Pharmaceutical Sorting and Delivery Center carried forward as fixed assets, after the capitalisation of loan interest came to an end, the subsequent loan cost was recognised in current profit and loss, resulting in an increase by RMB6.67 million in financial expenses; and (ii) discounting of bills receivable increased, resulting in an increase of RMB2.85 million in discounting interest expense.

### Income tax expenses

The income tax expenses of the Group decreased by 30.73% from RMB14.49 million for the year ended 31 December 2020 to RMB9.83 million for the year ended 31 December 2021, and 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 decreased by 42.91% from RMB40.56 million for the year ended 31 December 2020 to RMB23.15 million for the year ended 31 December 2021. In particular, the net profit attributable to the shareholders of parent company decreased by 42.91% from RMB40.56 million for the year ended 31 December 2020 to RMB23.15 million for the year ended 31 December 2021.

### Liquidity and financial resources

As at 31 December 2021, the cash and bank deposits of the Group amounted to RMB144.23 million, while the cash and bank deposits amounted to RMB113.77 million as at 31 December 2020.

As at 31 December 2021 and 31 December 2020, the Group recorded net current assets of RMB79.30 million and RMB89.32 million, respectively. As at 31 December 2021, the

89.32 百萬元。於 2021 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 1.04（2020 年：1.04）。

本集團於 2021 年 12 月 31 日銀行借款為人民幣 786.69 百萬元（短期借款：人民幣 668.04 百萬元，長期借款：人民幣 118.65 百萬元，其中，一年內到期的長期借款：人民幣 31.78 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 2021 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 731.26 百萬元，比 2020 年 12 月 31 日應收票據及應收賬款及應收款項融資金額減少人民幣 32.73 百萬元，同比減少 4.28%，降幅與營業收入降幅持平。

#### **應付票據及應付賬款**

於 2021 年 12 月 31 日，本集團應付票據及應付賬款金額為人民幣 1,342.63 百萬元，比 2020 年 12 月 31 日應付票據及應付賬款金額減少人民幣 165.81 百萬元，主要由於 2021 年度藥品採購額減少，相應的應付賬款及應付票據減少。

#### **庫務政策**

本集團在執行庫務政策上採取審慎的

current ratio (based on the calculation of current assets divided by current liabilities) of the Group was 1.04 (2020: 1.04).

The bank borrowings of the Group as at 31 December 2021 were RMB786.69 million (short-term borrowings: RMB668.04 million, long-term borrowings: RMB118.65 million, including long-term borrowings due within one year: RMB31.78 million). 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 2021, the Group's bill receivables, trade receivables and receivables financing amounted to RMB731.26 million, representing a decrease of RMB32.73 million, decreased by 4.28% year-on-year, compared to those as at 31 December 2020. The decline was in line with the decline in operating income.

#### **Bills payables and trade payables**

As at 31 December 2021, the Group's bills payables and trade payables amounted to RMB1,342.63 million, representing a decrease of RMB165.81 million compared to those as at 31 December 2020, primarily due to the decrease in drug purchases in 2021, the accounts payable and notes payable were decreased accordingly.

#### **Treasury policy**

The Group adopts a prudent financial management strategy in

財務管理策略，因而於整段回顧期間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。年內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 2021 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（2020 年：無）。

### 資本管理

於 2021 年 12 月 31 日及 2020 年 12 月 31 日，本集團的資本負債比率列示如下：

	2021 年 12 月 31 日 31 December 2021	2020 年 12 月 31 日 31 December 2020
資本負債比率 Gearing ratio	56.03%	53.25%

註：資本負債比率等於期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。

executing its treasury policy. Thus, a sound liquidity position was able to be maintained throughout the 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 Directors 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. For the year ended 31 December 2021, the Group did not use any financial instruments for hedging the foreign currency risk.

### Interest rate risk

For the year ended 31 December 2021, the Group had no bank borrowings which bear interest at floating rate. (2020: Nil)

### Capital management

Set out below are the Group's gearing ratios as at 31 December 2021 and 31 December 2020, respectively:

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

### 資本承擔

於 2021 年 12 月 31 日，本集團無資本承擔（2020 年：無）。

### 僱員資料

於 2021 年 12 月 31 日，本集團共有 837 名僱員，包括執行董事，較於 2020 年 12 月 31 日減少 66 名，主要由於廣州醫藥分揀配送中心自動化倉庫投入使用後，人員效率得到提高。總員工成本（包括董事、監事酬金）為人民幣 74.99 百萬元，而截至 2020 年 12 月 31 日止年度則為人民幣 68.49 百萬元，上升 9.49%。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。

### Capital commitment

As at 31 December 2021, the Group's capital commitment amounted to nil. (31 December 2020: Nil).

### Employees' information

As at 31 December 2021, the Group had a total of 837 employees (including executive Directors), representing a decrease of 66 employees compared with the number of employees as at 31 December 2020, mainly due to the use of automated warehouse in the Guangzhou Pharmaceutical Sorting and Delivery Centre, which improved the staff efficiency. The total staff cost (including emoluments of directors and supervisors) was RMB74.99 million, as compared to RMB68.49 million for the year ended 31 December 2020, representing an increase of 9.49%. 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.

**所持重大投資、收購及出售**

除於附屬公司的投資外，於截至 2021 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**

於截至 2021 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 2021 年 12 月 31 日，各銀行給予本集團的授信額度為人民幣 1,489.80 百萬元，本集團已動用之銀行信貸總額為人民幣 1,139.21 百萬元，以(i)本集團於 2021 年 12 月 31 日所持賬面值為人民幣 272.48 百萬元的物業、廠房及設備；(ii)本集團於 2021 年 12 月 31 日所持賬面值為人民幣 131.15 百萬元的土地使用權；及(iii)本集團於 2021 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 2021 年 12 月 31 日，本集團受限制的貨幣資金為人民幣 485.94 百萬元，作為銀行承兌匯票保證金、借款

**Significant investments held, acquisitions and disposals held**

Apart from investments in subsidiaries, the Group has no significant investment held, acquisition or disposal in the equity interests of any other company for the year ended 31 December 2021.

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

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

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

During the year ended 31 December 2021, the Group had no material acquisitions and disposals related to subsidiaries, associates and joint ventures.

**Pledge of assets**

As at 31 December 2021, the Group was granted a credit limit of RMB1,489.80 million by various banks, while the Group's utilised banking facilities totaled RMB1,139.21 million, which were secured by (i) property, plant and equipment held by the Group with a carrying amount of RMB272.48 million as at 31 December 2021; (ii) land use rights held by the Group with a carrying amount of RMB131.15 million as at 31 December 2021; and (iii) the Group's inventories with a carrying amount of RMB350.00 million as at 31 December 2021.

**Assets subject to restrictions on ownership or use**

As at 31 December 2021, the Group's restricted monetary funds amounted to RMB485.94 million, which served as deposit for bank acceptance bills and borrowings; the Group's restricted



保證金；本集團受到限制的應收票據為人民幣 14.95 百萬元，受限原因為質押予銀行及票據貼現；本集團亦已抵押若干其他資產合計人民幣 753.63 百萬元，作為本集團借款之擔保（詳見第 33 頁資產抵押）。所有權或使用權受到限制的資產合計人民幣 1,254.52 百萬元。

#### **或然負債**

於 2021 年 12 月 31 日，本集團並無任何重大或然負債（2020 年：無）。

bills receivable amounted to RMB14.95 million, which were restricted for being pledged to banks and for bill discounting; the Group also pledged certain other assets totalling RMB753.63 million as guarantee for the Group's borrowings (please refer to the pledge of assets on page 33 for details). Assets subject to restrictions on ownership or use totaled RMB1,254.52 million.

#### **Contingent liabilities**

As at 31 December 2021, the Group had no material contingent liabilities (2020: 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

## DIRECTORS AND SUPERVISORS

下表列載董事及監事的資料：

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	52
鄭玉燕 Zheng Yuyan	2015/5/25	47
林志雄 <sup>(註)</sup> Lin Zhixiong <sup>(Note)</sup>	2015/5/25	52
<b>非執行董事</b> Non-executive Director		
李偉生 Li Weisheng	2017/6/10	57
<b>獨立非執行董事</b> Independent Non-executive Directors		
尹智偉 Wan Chi Wai Anthony	2015/12/1	46
周濤 Zhou Tao	2015/12/1	38
關鍵 Guan Jian	2015/12/1	52
<b>監事</b> Supervisors		
張玲 Zhang Ling	2015/5/25	49
鄭禧玥 Zheng Xiyue	2015/5/25	42
林志傑 Lin Zhijie	2017/9/5	38



## 主席及執行董事

姚創龍先生，52 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。

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。

## CHAIRMAN AND EXECUTIVE DIRECTOR

**Mr. Yao Chuanglong** (姚創龍), aged 52, 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 “Elite 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 Charmary, Zhuhai Charmacy, Shenzhen Charmacy and Huizhou Charmacy.

## 執行董事

**鄭玉燕女士**，47 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。

**林志雄先生**<sup>(註)</sup>，52 歲，我們的執行董事、公司秘書兼首席財務官，負責本集團的財務管理，於 2010 年 3 月加入本集團擔任本集團的財務總監。

林先生於 1992 年 7 月畢業於中國湖南財經學院，主修金融計劃統計學，取得經濟學學士學位，再於 2013 年 11 月完成中國北京大學的特勞特戰略定位總裁班的課程，於 2015 年 5 月自香港大學專業進修學院取得「企業財務及投資管理」研究生文憑。於 2017 年 9 月自香港大學專業進修學

## EXECUTIVE DIRECTORS

**Ms. Zheng Yuyan** (鄭玉燕), aged 47, 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.

**Mr. Lin Zhixiong**<sup>(Note)</sup> (林志雄), aged 52, was our executive Director, company secretary and Chief Financial Officer. He was responsible for the financial management of the Group. He joined the Group in March 2010 as the financial director of the Group.

Mr. Lin graduated from Hunan Institute of Finance and Economics (湖南財經學院) in the PRC with a bachelor degree in economics studies, majoring in finance planning and statistics in July 1992. He also completed a course of “Late Strategic Positioning for Executives” (特勞特戰略定位總裁班) organised by Peking University (北京大學) in the PRC in November 2013 and obtained a postgraduate diploma on “Corporate Finance and Investment Management” from the University of Hong Kong

院取得「整合實效管理」研究生文憑。林先生於 1997 年 5 月獲中國財政部認可為會計師。

加入本集團前，林先生於 1992 年 7 月至 2001 年 12 月在從事融資及投資活動的汕頭國際信託投資公司擔任計財部經理，負責財務管理與會計、稅務計劃及融資。2002 年 1 月至 2010 年 3 月，彼曾於從事煙草輔料生產與銷售的廣東德明投資集團公司（現稱汕頭市德明包裝實業集團有限公司）擔任財務總監，負責財務管理與會計、稅務計劃、融資及投資管理。

## 非執行董事

李偉生先生，57 歲，於 2017 年 6 月起擔任本公司非執行董事。

李先生為主管藥師，於 1989 年在廣東藥科大學（前稱廣東醫藥學院）畢業，獲得醫學學士學位，主修預防醫學。

李先生彼於 1989 年 7 月至 2011 年 11 月在廣州醫藥進出口有限公司 (Guangzhou Pharmaceutical Trading Co., Ltd.) 任職，並於 2011 年 11 月至 2015 年 12 月擔任廣藥白雲山香港有限公司的副總經理。自 2015 年 12 月起擔任廣藥白雲山香港有限公司的總

School of Professional and Continuing Education in May 2015. And he obtained a postgraduate diploma in “Integrated and Practicing Management” from the University of Hong Kong School of Professional and Continuing Education in September 2017. Mr. Lin was an accountant accredited by the Ministry of Finance in the PRC in May 1997.

Prior to joining the Group, Mr. Lin worked in Shantou International Trust Investment Limited (汕頭國際信託投資公司), a company engaging in financing and investment activities, as an accounting and financial manager from July 1992 to December 2001, responsible for financial management and accounting, tax planning and financing. During January 2002 to March 2010, he worked in Guangdong Deming Investment Group Limited (廣東德明投資集團公司) (currently known as Shantou Deming Packaging Group Limited (汕頭市德明包裝實業集團有限公司)), a company engaging in the production and sales of tobacco, and held the position of financial director and was responsible for the financial management and accounting, tax planning, financing and investment management.

## NON-EXECUTIVE DIRECTOR

**Mr. Li Weisheng** (李偉生), aged 57, has been our non-executive Director since June 2017.

Mr. Li is a pharmacist-in-charge. In 1989, Mr. Li graduated from Guangdong Pharmaceutical University (formerly known as Guangdong Pharmaceutical Institute) with a bachelor's degree in medicine, majoring in preventive healthcare.

Mr. Li worked in Guangzhou Pharmaceutical Trading Co., Ltd. (廣州醫藥進出口有限公司) from July 1989 to November 2011, and was the deputy general manager of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited from November 2011 to December 2015. He has been the general manager and a director of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited since December

經理。於 2015 年 7 月起在廣州白雲山奇星藥業有限公司兼任監事，於 2018 年 1 月起在廣藥白雲山澳門有限公司擔任董事長，於 2018 年 2 月起在廣州白雲山光華製藥股份有限公司擔任董事，於 2019 年 7 月起在廣藥國際（珠海橫琴）中醫藥產業有限公司擔任監事，於 2019 年 9 月起在廣藥（珠海橫琴）醫藥產業園有限公司擔任監事。

## 獨立非執行董事

尹智偉先生，46 歲，於 2015 年 12 月 1 日獲委任為我們的獨立非執行董事。

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

2015. He has also been a supervisor of Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd. (廣州白雲山奇星藥業有限公司) since July 2015, the chairman of Guangzhou Pharmaceutical Baiyunshan Macau Company Limited (廣藥白雲山澳門有限公司) since January 2018, a director of Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd. (廣州白雲山光華製藥股份有限公司) since February 2018, a supervisor of Guangzhou Pharmaceutical (Zhuhai Hengqin) TCM Industry Co., Ltd. (廣藥國際 (珠海橫琴) 中醫藥產業有限公司) since July 2019, and a supervisor of Guangzhou Pharmaceutical (Zhuhai Hengqin) Industrial Park Co., Ltd. (廣藥 (珠海橫琴) 醫藥產業園有限公司) since September 2019.

## INDEPENDENT NON-EXECUTIVE

### DIRECTORS

Mr. Wan Chi Wai Anthony (尹智偉), aged 46, was appointed as our 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

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，包括香港上市及並購工作。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 (Links 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**，38 歲，於 2015 年 12 月 1 日獲委任為我們的獨立非執行董事。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。

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 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 38, was appointed as our 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.

關鍵先生（又稱關蘇哲），52 歲，於 2015 年 12 月 1 日獲委任為我們的獨立非執行董事。

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，於 2011 年 7 月至 2021 年 7 月擔任慢客島（上海）網路科技有限公司首席執行官，監督綜合管理。關先生曾擔任中國電信股份有限公司江蘇電子管道營運中心的顧問及四川我迷家網路科技有限公司監事。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。

Mr. Guan Jian (關鍵) (also known as Guan Suzhe (關蘇哲)), aged 52, was appointed as our 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. During the period from July 2011 to July 2021, he worked as the chief executive officer of Mankedao (Shanghai) Information Technology Limited (慢客島 (上海) 網路科技有限公司), overseeing the general 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) and the supervisor of Sichuan Womijia Network Technology Limited\* (四川我迷家網路科技有限公司). Since 2 June 2015, 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)).

## 監事

張玲女士，49歲，於2015年5月25日獲委任為我們的監事會主席。

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月起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財務總監及副總經理，負責公司財務管理工作。

林志傑先生，38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。

## SUPERVISORS

**Ms. Zhang Ling** (張玲), aged 49, 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. Since December 2016, 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 chief financial officer and 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), responsible for the financial management of the company.

**Mr. Lin Zhijie** (林志傑), aged 38, 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.

林先生於 2007 年 1 月加入本集團，現任我們的物流副總監，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**，42 歲，於 2015 年 5 月 25 日獲委任為我們職工代表監事。

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**，52 歲，我們的總裁。姚先生的履歷詳情載於本節「執行董事」一段。

**鄭玉燕女士**，47 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。

Mr. Lin joined our Group in January 2007. He is currently our chief logistics officer and is responsible for the logistics planning 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 42, was appointed as our 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 52, 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 47, is our Chief Marketing Officer. Biographical details of Ms. Zheng are set out in the paragraph headed "Executive Directors" in this section.



林志雄先生<sup>(註)</sup>，52 歲，我們的財務總監。林先生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。

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。

註：自二零二二年四月八日起，林志雄先生已辭任本公司執行董事、公司秘書及首席財務官。

**Mr. Lin Zhixiong<sup>(Note)</sup>** (林志雄), aged 52, was our Chief Financial Officer. Biographical details of Mr. Lin 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.

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.

Note: With effect from 8 April 2022, Mr. Lin Zhixiong resigned as the executive director, the company secretary and the chief financial officer of the Company.

## 企業管治報告

## CORPORATE GOVERNANCE REPORT

### 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2021年12月31日止年度內，本公司一直遵守企業守則，惟下文所述偏離情況除外：

根據守則條文第 A.2.1 條（已於新企業管治守則（見下文定義）重新編號為守則條文第 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行政總裁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。

### 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 CG Code for the year ended 31 December 2021, save for the deviation as stated below:

Pursuant to the Code Provision A.2.1 (which has been re-numbered as Code Provision C.2.1 in the new CG Code (as defined below)), the responsibilities between the chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Yao Chuanglong, our chief executive officer, is also the chairman of our Board as he has considerable experience in the pharmaceutical distribution industry. Our 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 our Group and enables more effective and efficient overall strategic planning of our 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

上市規則附錄十四所載之企業管治守則修訂於 2022 年 1 月 1 日生效（「**新企業管治守則**」），而新企業管治守則的規定將適用於由 2022 年 1 月 1 日或之後開始的財政年度的企業管治報告。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**」）為本公司董事及監事進行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 2021 年 12 月 31 日止年度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 2021 年 12 月 31 日，董事會由七名董事組成，其中三名為執行董事，一名為非執行董事，三名為獨立非執行董事。董事會成員組成如下：

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.

On 1 January 2022, the amendments to the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the **–New CG Code**) came into effect and the requirements under the New CG Code will apply to corporate governance reports for financial year commencing on or after 1 January 2022. 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 and investors.

## 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 securities transaction for the Directors and Supervisors of the Company. Having made specific enquiries with all Directors and Supervisors of the Company, the Company confirmed that all Directors and Supervisors have complied with the required standards as set out in the Model Code for the year ended 31 December 2021.

## MEMBERS OF THE BOARD

### Composition

As at 31 December 2021, the Board consisted of seven Directors, of which three were executive Directors, one was non-executive Director 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	52	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	47	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
林志雄先生 Mr. Lin Zhixiong	52	執行董事、公司秘書兼財務總監 Executive Director, company secretary and Chief Financial Officer	2021年5月31日至2024年5月30日 31 May 2021 to 8 April 2022
李偉生先生 Mr. Li Weisheng	57	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
尹智偉先生 Mr. Wan Chi Wai Anthony	46	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	38	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	52	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

本公司於2021年5月31日舉行的股東週年大會上選舉第三屆董事會的董事包括(1)執行董事姚創龍先生、鄭玉燕女士與林志雄先生；(2)非執行董事李偉生先生；及(3)獨立非執行董事尹智偉先生、周濤先生及關鍵先生。第三屆董事會董事的任期為三年。執行董事、非執行董事及獨立非執行董事的任期自2021年5月31日召開的股東週年大會批准之日起生效，至新一屆董事會成員選舉產生之日止。

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。

The Company elected directors at the annual general meeting of the third session of the Board held on 31 May 2021, which include (1) Mr. Yao Chuanglong, Ms. Zheng Yuyan and Mr. Lin Zhixiong as executive Directors; (2) Mr. Li Weisheng as non-executive Director; and (3) Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian as independent non-executive Directors. The Directors of the third session of the Board serve for a term of three years. The term of office of the executive Directors, non-executive Director and independent non-executive Directors takes effect from the date of approval at the annual general meeting held on 31 May 2021 until the date of election of the new session of the Board.

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.

## 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 2021 年 12 月 31 日止年度，本公司舉行四次董事會會議。具體情況如下：

## 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 2021, the Company convened four Board meetings. Their details are as follows:

姓名 Name	職位 Position	已出席次數／應出席次數 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	4/4
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	4/4
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	4/4
李偉生先生 Mr. Li Weisheng	非執行董事 Non-executive Director	4/4
尹智偉先生 Mr. Wan Chi Wai Anthony	獨立非執行董事 Independent non-executive Director	4/4
周濤先生 Mr. Zhou Tao	獨立非執行董事 Independent non-executive Director	4/4
關鍵先生 Mr. Guan Jian	獨立非執行董事 Independent non-executive Director	4/4

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。

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.

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。

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

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。

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.

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。

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.

## 股東大會

## GENERAL MEETING

截至 2021 年 12 月 31 日止年度，本公司共召開 1 次股東大會，具體情況如下：

During the year ended 31 December 2021, the Company held one general meeting. The detail is as follows:

日期 Date	地點 Location	會議 Meeting
2021 年 5 月 31 日 31 May 2021	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	2020 年度股東週年大會 2020 Annual 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	出席次數 / 會議次數 Meetings Attended/ Number of meetings held
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	1/1
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	1/1
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	1/1
李偉生先生 Mr. Li Weisheng	非執行董事 Non-executive Director	1/1
尹智偉先生 Mr. Wan Chi Wai Anthony	獨立非執行董事 Independent non-executive Director	1/1
周濤先生 Mr. Zhou Tao	獨立非執行董事 Independent non-executive Director	1/1
關鍵先生 Mr. Guan Jian	獨立非執行董事 Independent non-executive Director	1/1

## 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。董事會亦負責厘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 2021 年度內履行上述所提及的企業管治職能的職責。

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。

## 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 Board has performed its duties in respect of the corporate governance function mentioned above during 2021.

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.

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。

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.

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。載於第 106 至 122 頁之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，載於第 98 頁之審計報告。

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 set out on pages 106 to 122 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 on page 98.

本公司概無不遵守上市規則第 3.10(1)、(2)及 3.10A 條之情況。

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

## 獨立非執行董事之獨立性 確認

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

每名獨立非執行董事已依據上市規則第 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。

Each of the independent non-executive Directors has made an 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.



## 董事之持續專業發展

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 2021 年 12 月 31 日止年度，所有董事已提供參加培訓的記錄。本公司繼續依據守則條文第 A.6.5 條（已於新企業管治守則重新編號為守則條文第 C.1.4 條）規定安排或者提供相應培訓。

於 2021 年度，董事參與的持續專業發展概要如下：

## CONTINUOUS PROFESSIONAL

## DEVELOPMENT OF THE DIRECTORS

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 2021, all Directors have provided record of training attendance. The Company continues to arrange or provide training in accordance with Code Provision A.6.5 (which has been re-numbered as Code Provision C.1.4 in the New CG Code).

In the year 2021, 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	✓
林志雄 Lin Zhixiong	✓
<b>非執行董事</b> Non-executive Director	
李偉生 Li Weisheng	✓
<b>獨立非執行董事</b> Independent Non-executive Directors	
尹智偉 Wan Chi Wai Anthony	✓

<b>董事</b> <b>Directors</b>	<b>有關企業管治、監管發展及其他相關專業主題的培訓</b> <b>Training in relation to corporate governance, regulatory developments and other relevant professional topics</b>
周濤 Zhou Tao	✓
關鍵 Guan Jian	✓

## 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

本公司現任非執行董事李偉生先生的任期自 2021 年 5 月 31 日起始至本屆董事會任期屆滿時止。

## 獨立非執行董事

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

## 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 DIRECTOR

The current term of Mr. Li Weisheng, the Company's incumbent non-executive Director started on 31 May 2021 and will expire upon the expiration of the current session of the Board.

## INDEPENDENT NON-EXECUTIVE

## DIRECTORS

The current term of Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian, the Company's incumbent independent non-

2021年5月31日起始至及與本屆董事會任期屆滿時止終止。

## 提名委員會

本公司已於2015年11月26日成立了提名委員會，並根據守則條文第A.5.2條（已於新企業管治守則重新編號為守則條文第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2021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2021年12月31日年度，提名委員會於2021年3月26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及提名本公司第三屆董事會成員候選人。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

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 (the **Nomination Committee**) on 26 November 2015 with written terms of reference in compliance with Code Provision A.5.2 (which has been re-numbered as Code Provision B.3.1 in the New 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 2021, 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 2021, the Nomination Committee convened a meeting on 26 March 2021 to review the structure, size and composition of the Board and review the independence of independent non-executive Directors and nominate candidates for the third board of directors of the company. 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

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

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 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

策以確保其有效。

## 薪酬委員會

本公司已於 2015 年 11 月 26 日成立薪酬委員會，並已參照守則條文第 B.1.2 條（已於新企業管治守則重新編號為守則條文第 E.1.2 條）採納書面職權範圍。其職權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厘定薪酬。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厘定。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、責任和市場趨勢厘定。截至 2021 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，分別為周濤先生（薪酬委員會主席）及尹智偉先生，以及前執行董事，為林志雄先生。自 2022 年 4 月 8 日起，本公司執行董事鄭玉燕女士獲委任為薪酬委員會成員，以接任林志雄先生。

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 (the **Remuneration Committee**) on 26 November 2015 with written terms of reference in compliance with Code Provision B.1.2 (which has been re-numbered as Code Provision E.1.2 in the New CG Code). Its terms of reference are 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 Director and independent non-executive Directors is to ensure that the non-executive Director 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 Director and independent non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. As at 31 December 2021, 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 then executive Director Mr. Lin Zhixiong. Ms. Zheng Yuyan, an

executive director of the Company, has been appointed as a member of the Remuneration Committee in place of Mr. Lin Zhixiong with effect from 8 April 2022.

根據守則條文第 B.1.5 條（已於新企業管治守則重新編號為守則條文第 E.1.5 條），本集團截至 2021 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：

According to the Code Provision B.1.5 (which has been re-numbered as Code Provision E.1.5 in the New CG Code), the remuneration paid to the senior management by the Group based on the remuneration benchmark for the year ended 31 December 2021 is as follows:

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	1
人民幣 500,001 元（含人民幣 500,001 元）以上 Above and including RMB500,001	3

董事及監事薪酬的詳情載於財務報表附註十、（四）、1。

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

截至 2021 年 12 月 31 日止年度，薪酬委員會於 2021 年 3 月 26 日舉行一次會議，以檢討董事、監事及高級管理層的整體薪酬政策及厘定並提呈董事會。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。

For the year ended 31 December 2021, the Remuneration Committee held one meeting on 26 March 2021 to 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.

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。

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.

## 審核委員會

本公司已於 2015 年 11 月 26 日成立

## AUDIT COMMITTEE

The Company established an audit committee (the **Audit**

了審核委員會，並已參照守則條文第 C.3.3 和 C.3.7 條（已於新企業管治守則重新編號為守則條文第 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 2021 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 2021 年 12 月 31 日止年度，審核委員會於 2021 年 3 月 26 日及 2021 年 8 月 21 日召開兩次會議，已審閱（其中包括）本集團截至 2020 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

Committee”) on 26 November 2015 with written terms of reference in compliance with Code Provisions C.3.3 and C.3.7 (which have been re-numbered as Code Provisions D.3.3 and D.3.7 in the New 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 2021, 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 2021, the Audit Committee held two meetings on 26 March 2021 and 21 August 2021. On both occasions, the Audit Committee reviewed, amongst others, the Group’s annual results for the year ended 31 December 2020 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 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

統將每年進行檢討。

截至 2021 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 2021 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 2021 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、前執行董事林志雄先生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。自 2022 年 4 月 8 日起，本公司執行董事鄭玉燕女士獲委任為風險管理委員會成員，以接任林志雄先生。

the system would be subject to annual review.

For the year ended 31 December 2021, 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 2021 of the Company with the external auditor of the Company.

## RISK MANAGEMENT COMMITTEE

The Company established a risk management committee (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 2021, the Risk Management Committee comprised three members, namely Mr. Yao Chuanglong, our Chairman and executive Director, Mr. Lin Zhixiong, our then executive Director and Mr. Wan Chi Wai Anthony, our independent non-executive Director. Mr. Yao Chuanglong is the chairman of the Risk Management Committee. Ms. Zheng Yuyan, an executive director of the Company, has been appointed as a member of the Risk Management Committee in place of Mr. Lin Zhixiong with effect from 8 April 2022.



截至 2021 年 12 月 31 日止年度，風險管理委員會於 2021 年 3 月 26 日舉行一次會議，風險管理委員會在會議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 2021 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 2021 年 12 月 31 日止年度，戰略發展委員會於 2021 年 3 月 26 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。

For the year ended 31 December 2021, the Risk Management Committee held one meeting on 26 March 2021 where the Risk Management Committee reviewed the strategy, policy and 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 (the **–Strategic Development Committee–**) 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 2021, 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 Director. Mr. Yao Chuanglong serves as the Chairman of the Strategic Development Committee.

For the year ended 31 December 2021, the Strategic Development Committee held one meeting on 26 March 2021, 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 2021 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 2021:

身份 Position	執行董事 Executive Directors	3
	非執行董事 Non-executive Director	1
	獨立非執行董事 Independent non-executive Directors	3
性別 Gender	男性 Male	6
	女性 Female	1
年齡 Age	30-39	1
	40-49	2
	50-59	4

國家／地區 Country/Region	中國內地 Mainland China	6
	中國香港 Hong Kong, China	1
教育程度 Education level	學士程度 Bachelor degree	3
	碩士程度 Master degree	4
專業經驗 Professional Experiences	會計 Accounting	2
	法律 Law	2
	工商管理 Business Administration	3
於董事會服務年期 Terms of Services in the Board	0-3 年 0-3 years	1
	4-6 年 4-6 years	6
市場／行業經驗 Market/Industry Experiences	醫藥 Pharmaceutical	3
	投資管理 Investment management	1
	電子商務 E-commerce	1

於截至 2021 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。董事會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。

## 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）作為本公司外部核數師。由信永中和會計師事務所（特殊普通合夥）提供的截至 2021 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）。除此以外，沒有提供其他非核數服務。

For the year ended 31 December 2021, the Board reviewed the implementation of the board diversity policy and confirmed its effectiveness. The Board has complied with the requirement of gender diversity of the Board as set out in Rule 13.92 of the Listing Rules.

## AUDITOR'S REMUNERATION

During the year, the Company engaged ShineWing Certified Public Accountants (Special General Partnership) as the external auditor of the Company. The fees in respect of audit services provided by ShineWing Certified Public Accountants (Special General Partnership) for the year ended 31 December 2021 amounted to RMB0.85 million (tax exclusive). No other non-audit service was provided in addition to the above.

## 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 2021 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 2021 年 12 月 31 日止年度，林志雄先生<sup>(註)</sup>為本公司的公司秘書，主要職責為負責本集團的公司秘書工作。自 2022 年 4 月 8 日起，姚潔晞女士及黃慧玲女士獲委任為本公司聯席公司秘書，以接任林志雄先生。

根據上市規則第 3.29 條，截至 2021 年 12 月 31 日止年度，林先生已參與不少於 15 小時的相關專業訓練。

## 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 2021 is set out in the "Auditors' Report" contained in this annual report.

## COMPANY SECRETARY

For the year ended 31 December 2021, Mr. Lin Zhixiong<sup>(Note)</sup>, being our company secretary, was primarily responsible for the company secretarial work of the Group. With effect from 8 April 2022, Ms. Yao Jiexi and Ms. Wong Wai Ling have been appointed as the joint company secretaries of the Company in place of Mr. Lin Zhixiong

Pursuant to Rule 3.29 of the Listing Rules, for the year ended 31 December 2021, Mr. Lin had attended no less than 15 hours of relevant professional training.

## 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，負責評估並厘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、實施及監察。

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

### 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，

### 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

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。

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，厘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 2021 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。

## 披露內幕消息

本集團制定一套有關披露內幕消息的

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.

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 2021, 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.

## DISCLOSURE OF INSIDE INFORMATION

The Group has established a policy regarding the disclosure of

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：

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絡人，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

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 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





的範圍內。在內幕消息依法披露前，任何信息知情人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

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

發出股東大會補充通知，公告臨時提案的內容。

#### 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 2021 年 5 月 31 日召開的

days after receipt of the draft resolution, issue a supplementary notice of Shareholders' general meeting and announce the 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

The Company approved the amendment to the articles of

2020 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。除上述外，於 2021 年內本公司章程並無發生重大變動。

## 投資者關係及溝通

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 2021 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管道。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 2021 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。

association at the annual general meeting for 2020 held on 31 May 2021, amending the business scope so as to meet the needs of business development. Apart from the above, there was no other significant change in the articles of association of the Company in 2021.

## INVESTOR RELATIONS AND COMMUNICATION

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 2021 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 2021, 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 2021 年度報告及截至 2021 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財務報表附註八。報告期內的業務回顧及本集團未來業務發展的討論載於本年報第 18 至 26 頁的管理層討論及分析；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第 26 至 34 頁的管理層討論及分析。

### 業績和股息

本集團截至 2021 年 12 月 31 日止年度業績和於 2021 年 12 月 31 日本集團的財務狀況載於第 106 至 122 頁的財務報表。

董事會不建議就截至 2021 年 12 月 31 日止年度派發末期股息（2020 年度末期股息：每股人民幣 0.2 元（含稅））。

### 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

## DIRECTORS' REPORT

The Board of the Company are pleased to present 2021 annual report together with the Financial Statements of the Group for the year ended 31 December 2021.

### 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 Financial Statements. Business review during the Reporting Period and discussion on the future business development of the Group are set out in the Management Discussion and Analysis on pages of 18 to 26 of this annual report; Performance analysis of the Group within the year based on key financial performance indicators are set out in the Management Discussion and Analysis on pages 26 to 34 of this annual report.

### RESULTS AND DIVIDENDS

The Group's annual results for the year ended 31 December 2021 and its financial positions as at 31 December 2021 are set out in the Financial Statements on pages 106 to 122.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: RMB0.2 per share (tax inclusive)).

### DIVIDEND POLICY

The Company may distribute dividends by way of cash or shares. The distribution of dividends is proposed by the Board in

須經股東批准。日後宣派或派付任何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 2021 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 2021 年 12 月 31

its discretion after the approval of the Shareholders. The policy on 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 2021 are set out in the consolidated statement of change in equity in this annual report. As of 31

日，本公司的可分派儲備約為人民幣 117.11 百萬元。

## 最近五年財務摘要

本集團自 2017 年 12 月 31 日止年度至 2021 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第 8 頁。本摘要表並不構成財務報表的部分。

## 股本

截至 2021 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六.28。

## 年末未分配利潤

於 2021 年 12 月 31 日，本集團未分配利潤為人民幣 96.03 百萬元。本集團之未分配利潤於 2021 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

December, 2021, the distributable reserve of the Company amounted to about RMB 117.11 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 2017 to 31 December 2021 is set out on page 8. This summary does not form part of the Financial Statements.

## SHARE CAPITAL

Details of changes in share capital of the Company for the year ended 31 December 2021 are set out in Note VI. 28 to the Financial Statements.

## UNALLOCATED PROFITS AT THE END OF THE YEAR

As at 31 December 2021, the Group's unallocated profits amounted to RMB96.03 million. Details of the movements in the unallocated profits of the Group in 2021 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



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

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, 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

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。

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 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.





## 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

本集團前五大客戶的銷售總額佔截至2021年12月31日止年度本集團的總營業收入的19.92%，其中對最大客戶銷售額佔本年度銷售總額的5.66%。本集團前五大供應商的採購總額佔截至2021年12月31日止年度本集團的總採購成本的24.11%，其中最大供應商採購額佔本年度本集團的總採購成本的11.22%。本集團並無依賴任何個別客戶及供應商，以致對本集團有重大影響。

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

## 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

The aggregate sales attributable to the Group's five largest customers were 19.92% of the Group's operating revenue for the year ended 31 December 2021, and sales to the largest customer accounted for 5.66% of the Group's total turnover during the year thereof. The aggregate purchases attributable to the Group's five largest suppliers were 24.11% of the Group's total procurement cost for the year ended 31 December 2021, and purchases from the largest supplier accounted for 11.22% of the Group's total procurement cost during the year thereof. The Group does not rely on any individual customers or suppliers to have a significant impact on the Group.

The largest supplier of the Group is a subsidiary of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited. To the

司。據董事所知，廣州白雲山醫藥集團股份有限公司之全資附屬公司廣藥白雲山香港有限公司擁有本公司於本年報日期已發行股本 5% 以上。除上述者外，據董事所知，董事或彼等的任何聯絡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 2021 年 12 月 31 日止年度本公司附屬公司的詳情載於財務報表附註八。

## 固定資產

有關本集團於 2021 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 2021 年 12 月 31 日的借貸詳情載於財務報表附註六.16、25。於 2021 年 12 月 31 日，本集團已抵押賬面總值約人民幣 753.63 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（2020 年：約人民幣 770.45 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

knowledge of the Directors, Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited, the wholly-owned subsidiary of Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited, owned more than 5% of the issued share capital of the Company as at the date of this annual report. Save for the above, 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 2021 are set out in Note VIII to the Financial Statements.

## FIXED ASSETS

Details of changes in fixed assets of the Group during the year of 2021 are set out in Note VI.9 to the financial statements.

## BORROWINGS

Particulars of borrowings of the Group as at 31 December 2021 are set out in Note VI.16 and 25 to the Financial Statements. As at 31 December 2021, the Group's property, plant and equipment, land use right and inventories with total carrying amount of approximately RMB753.63 million have been pledged to secure banking facilities granted to the Group (2020: approximately RMB770.45 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

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、並購、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 2021 年度嚴格遵守相關的法律及法規。

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 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 2021.

## 董事與監事服務合約

於本年度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<sup>(註)</sup>

### 非執行董事

李偉生

### 獨立非執行董事

尹智偉

周濤

關鍵

註：自二零二二年四月八日起，林志雄先生已辭任本公司執行董事、公司秘書及首席財務官。

每名執行董事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。

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

## SERVICE CONTRACTS WITH DIRECTORS AND SUPERVISORS

The Directors of the Company who held office during the year are as follows:

### Executive Directors

Yao Chuanglong (Chairman)

Zheng Yuyan

Lin Zhixiong<sup>(Note)</sup>

### Non-executive Director

Li Weisheng

### Independent non-executive Directors

Wan Chi Wai Anthony

Zhou Tao

Guan Jian

Note: With effect from 8 April 2022, Mr. Lin Zhixiong resigned as the executive director, the company secretary and the chief financial officer of the Company.

Each of the executive Directors has 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.

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

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。

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2021年度內召開三次會議。監事會於2021年進行的會議及活動的詳情載於本年報中的監事會報告。第三屆監事會職工監事於2021年5月31日職工代表大會重選連任。

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。

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.

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 third meetings during 2021. Details of the meetings and events conducted by the Board of Supervisors during 2021 are set out in the Board of Supervisors' report of this annual report. The employee representative supervisor of third session of the Board of Supervisors was re-elected at the representative congress held on 31 May 2021.

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.

## 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厘定。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益。

## 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 year or at any time during the year.

## 管理合約

除董事服務合約外，於 2021 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第 35 至 44 頁「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我們的 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連絡人：

(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；

## 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 2021.

## 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” on pages 35 to 44 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 our 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) 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（包括其連絡人）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（包括其連絡人）與本集團之間的交易；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，若其或其連絡人（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連絡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連絡人提供一切有關合理協助，以便本集團把握該商機。倘其（或其連絡人）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。姚創龍先生及其連絡人

(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; 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





(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：

- (a) 本公司變成由姚創龍先生及/或其連絡人全資擁有；
- (b) 姚創龍先生及/或其連絡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2021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

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) 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 2021.

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-

款強制執行。

competition and such deed of non-competition has been enforced by the Company in accordance with its terms.

## 關連交易

截至 2021 年 12 月 31 日止年度，我們並無進行任何構成上市規則所指的非豁免持續關連交易的交易。

## CONNECTED TRANSACTIONS

We had not conducted any transactions which constitute non-exempt continuing connected transactions within the meaning of the Listing Rules for the year ended 31 December 2021.

本集團於報告期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、(二)內。除上述披露外，沒有任何載列於財務報表附註十、(二)的關聯方交易屬於上市規則項下須予披露的關連交易或持續性關連交易。因此，本公司並無與上市規則第 14A 章相關的合規事宜。

Details of related party transactions entered into in the ordinary course of business of the Group during the Reporting Period are set out in note X.(II) to the Financial Statements. Save as disclosed above, no related party transactions set out in note X.(II) to the Financial Statements constitute discloseable connected transactions or continuing connected transactions under the Listing Rules. Accordingly, there is no compliance issue with Chapter 14A of the Listing Rules.

## 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

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

於 2021 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聯交所的權益如下：

As at 31 December 2021, the interests of the Directors, Supervisors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company, its members of the Group and/or any of its associated corporations (as defined in Part XV of the Securities and Futures Ordinance (-SFO')) as recorded in the register required to be kept under Section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

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	佔相關類別股份的概約持股百分比 <sup>(1)</sup> Approximate shareholding percentage in the relevant class of Shares <sup>(1)</sup>	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 內資股 (L) 44,250,000 Domestic Shares (L)	55.31%	40.97%
	配偶權益 <sup>(3)</sup> Interest of spouse <sup>(3)</sup>	14,750,000 股 內資股 (L) 14,750,000 Domestic Shares (L)	18.44%	13.66%
林志雄先生 Mr. Lin Zhixiong	受控法團權益 Interest of a controlled corporation	3,200,000 股 內資股 (L) <sup>(4)</sup> 3,200,000 Domestic Shares (L) <sup>(4)</sup>	4.00%	2.96%

「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：

(1) 該計算乃基於本公司於 2021 年 12 月 31 日已發行內資股總數 80,000,000 股而得出。

Notes:

(1) The calculation is based on the total number of 80,000,000 domestic shares in issue of the Company as at 31 December 2021.

(2) 該計算乃基於本公司於 2021 年 12 月 31 日已發行股份總數 108,000,000 股而得出。

(2) The calculation is based on the total number of 108,000,000 Shares in issue of the Company as at 31 December 2021.

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

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

(4) 該等股份由汕頭市美智投資管理合夥企業（有限合夥）（「美智投資」）持有。由於林志雄先生為美智投資的普通合夥人，故根據證券及期貨條例被視為於美智投資持有本公司的股份中擁有權益。

(4) These Shares are held by Shantou Meizhi Investment Management Limited Partnership (汕頭市美智投資管理合夥企業(有限合夥)) (“Meizhi Investment”). As Mr. Lin Zhixiong is the general partner of Meizhi Investment, he is deemed to be interested in the Shares of the Company held by Meizhi Investment under the SFO.

除上文披露者外，於 2021 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。

### 董事及監事購買股份或債券的權利

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 2021 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的股本或債務證券的權利，亦無行使任何該等權利。

Save as disclosed above, as at 31 December 2021, 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.

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

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 2021, 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 other body corporate or exercised any such right.

## 主要股東於本公司股份及相關股份中之權益及／或淡倉

於 2021 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：

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

As at 31 December 2021, 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	佔相關類別總額的概約百分比 <sup>(1)</sup> Approximate shareholding percentage in the relevant class of Shares <sup>(1)</sup>	佔已發行股本股份的概約持股百分比 <sup>(2)</sup> Approximate shareholding percentage of the total issued share capital <sup>(2)</sup>
游澤燕女士 Ms. You Zeyan	配偶權益 <sup>(3)</sup> Interest of spouse <sup>(3)</sup>	44,250,000 股 內資股 (L) 44,250,000 Domestic Shares (L)	55.31%	40.97%
	實益擁有人 Beneficial owner	14,750,000 股 內資股 (L) 14,750,000 Domestic Shares (L)	18.44%	13.66%
吳濱華女士 Ms. Wu Binhua	實益擁有人 Beneficial owner	5,400,000 股 內資股(L) 5,400,000 Domestic Shares(L)	6.75%	5.00%
劉吉貴女士 Ms. Liu Jigui	實益擁有人 Beneficial owner	5,400,000 股 內資股(L) 5,400,000 Domestic Shares(L)	6.75%	5.00%
廣藥白雲山香港有限公司 Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited	實益擁有人 Beneficial owner	7,906,500 股 H 股(L) <sup>(4)</sup> 7,906,500 H Shares (L) <sup>(4)</sup>	28.24%	7.32%
廣州白雲山醫藥集團股份有限公司 Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited	受控法團權益 Interest in controlled corporation	7,906,500 股 H 股(L) <sup>(4)</sup> 7,906,500 H Shares (L) <sup>(4)</sup>	28.24%	7.32%

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	佔相關類別總額的概約百分比 <sup>(1)</sup> Approximate shareholding percentage in the relevant class of Shares <sup>(1)</sup>	佔已發行股本股份的概約持股百分比 <sup>(2)</sup> Approximate shareholding percentage of the total issued share capital <sup>(2)</sup>
廣州醫藥集團有限公司 Guangzhou Pharmaceutical Holdings Limited	受控法團權益 Interest in controlled corporation	7,906,500 股 H 股(L) <sup>(4)</sup> 7,906,500 H Shares (L) <sup>(4)</sup>	28.24%	7.32%
RAYS Capital Partners Limited	投資經理 Investment manager	5,534,000 股 H 股(L) <sup>(5)</sup> 5,534,000 H Shares (L) <sup>(5)</sup>	19.76%	5.12%
RUAN David Ching Chi	受控法團權益 Interests in controlled corporation	5,534,000 股 H 股(L) <sup>(5)</sup> 5,534,000 H Shares (L) <sup>(5)</sup>	19.76%	5.12%
Asian Equity Special Opportunities Portfolio Master Fund Limited	實益擁有人 Beneficial owner	5,130,000 股 H 股(L) <sup>(5)</sup> 5,130,000 H Shares (L) <sup>(5)</sup>	18.32%	4.75%
王永輝先生 Mr. Wang Yonghui	實益擁有人 Beneficial owner	3,488,000 股 H 股(L) 3,488,000 H Shares (L)	12.46%	3.23%
金活醫藥健康管理有限公司 Kingworld Medicines Health Management Limited	實益擁有人 Beneficial owner	2,302,000 股 H 股(L) <sup>(6)</sup> 2,302,000 H Shares (L) <sup>(6)</sup>	8.22%	2.13%
金活醫藥集團有限公司 Kingworld Medicines Group Limited	受控法團權益 Interest in controlled corporation	2,302,000 股 H 股(L) <sup>(6)</sup> 2,302,000 H Shares (L) <sup>(6)</sup>	8.22%	2.13%

「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 2021 年 12 月 31 日已發行內資股總數 80,000,000 股及已發行 H 股總數 28,000,000 股而得出。

(1) The calculation is based on the total number of 80,000,000 domestic shares in issue and the total number of 28,000,000 H shares in issue of the Company as at 31 December 2021.

(2) 該計算乃基於本公司於 2021 年 12 月 31 日已發行股份總數 108,000,000 股而得出。

(2) The calculation is based on the total number of 108,000,000 Shares in issue of the Company as at 31 December 2021.

(3) 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

(3) Ms. You Zeyan is the spouse of Mr. Yao Chuanglong, the Chairman and executive Director of the Company, and is



及期貨條例被視為擁有公司該等股份的權益。

(4) 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。

(5) 該等股份由 Asian Equity Special Opportunities Portfolio Master Fund Limited 持有。由於 Asian Equity Special Opportunities Portfolio Master Fund Limited 為 RAYS Capital Partners Limited 的全資附屬公司，而 RAYS Capital Partners Limited 則由 RUAN David Ching Chi 女士持有 95.24% 權益，故 RAYS Capital Partners Limited 及 RUAN David Ching Chi 被視為於 Asian Equity Special Opportunities Portfolio Master Fund Limited 持有的本公司股份中擁有權益。

(6) 該等股份由金活醫藥健康管理有限公司持有。由於金活醫藥健康管理有限公司為金活醫藥集團有限公司的全資附屬公司，故金活醫藥集團有限公司被視為於金活醫藥健康管理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 2021 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

*deemed to be interested in these Shares under the SFO.*

*(4) 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.*

*(5) These shares are held by Asian Equity Special Opportunities Portfolio Master Fund Limited. Since Asian Equity Special Opportunities Portfolio Master Fund Limited is a wholly-owned subsidiary of RAYS Capital Partners Limited and 95.24% interest of RAYS Capital Partners Limited is held by Ms. RUAN David Ching Chi, RAYS Capital Partners Limited and RUAN David Ching Chi are deemed to be interested in the Shares of the Company held by Asian Equity Special Opportunities Portfolio Master Fund Limited.*

*(6) These shares are held by Kingworld Medicines Health Management Limited. As Kingworld Medicines Health Management Limited is a wholly-owned subsidiary of Kingworld Medicines Group Limited, Kingworld Medicines Group Limited is deemed to be interested in the shares of the Company held by Kingworld Medicines Health Management Limited.*

Save as disclosed above, as at 31 December 2021, none of the Directors was aware that any other persons/entities (other than any Directors, Supervisors or chief executives of the Company)

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 2021 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連絡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 2021 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

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 2021, 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 2021, the Company and its subsidiaries did not enter into any contracts of significance with 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



大合約或提供服務的重大合約。

shareholder or its subsidiaries had a material interest subsisted at the end of the year or at any time during the year.

## 購買、出售或贖回本公司上市證券

截至 2021 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。

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

For the year ended 31 December 2021, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company.

## 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。

## TAX RELIEF

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

## 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。

## 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.

## 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，截至本年報日期本公司一直維持上市規則所訂明的公眾持股量。

## SUFFICIENT PUBLIC FLOAT

According to the information publicly available to the Company and so far as the Directors are aware, the Company had maintained the public float stipulated under the Listing Rules as at the date of this annual report.

## 慈善捐贈

於截至 2021 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幣 0.07 百萬元。

## CHARITY DONATION

For the year ended 31 December 2021, the Company and its subsidiaries actively participated in charity and public welfare undertakings, and contributed the money and materials amounting to RMB 0.07 million to the society.

## 報告期後重要事項

本公司內資股股東游澤燕、吳濱華、劉吉貴及吳玩平於 2022 年 1 月 6 日與江西江中醫藥商業運營有限責任公司（「江中醫商」）簽署股權轉讓協議，將其持有的佔本公司已發行總股本的 26.90% 股份轉讓給江中醫商，至此江中醫商成爲本公司第二大股東。

## 企業管治報告

本集團企業管治常規的詳情，載於本年報第 45 至 70 頁的企業管治報告內。

## 暫停辦理股份過戶登記

為釐定本公司股東出席將於 2022 年 6 月 6 日舉行之股東週年大會之資格，本公司將於 2022 年 5 月 31 日至 2022 年 6 月 6 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 2022 年 5 月 30 日下午四時三十分前送交本公司之 H 股證券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。

## SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

You Zeyan, Wu Binhua, Liu Jigui and Wu Wanping, the domestic shareholders of the Company (collectively referred to as the “~~Domestic Shareholders~~”), entered into a share transfer agreement with Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd.\* (江西江中醫藥商業運營有限責任公司) (“~~Jiangzhong Yishang~~”) on 6 January 2022, under which the Domestic Shareholders agreed to transfer the shares held by them, representing approximately 26.90% of total share capital issued by the Company to Jiangzhong Yishang. Jiangzhong Yishang became the second largest shareholder of the Company.

## CORPORATE GOVERNANCE REPORT

The details of the corporate governance practices of the Group are set out in the Corporate Governance Report on pages 45 to 70 of this annual report.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the members of the Company to attend the AGM to be held on 6 June 2022, the register of members of the Company will be closed from 31 May 2022 to 6 June 2022 (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 H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 pm on 30 May 2022.

## 股東週年大會

股東週年大會將在 2022 年 6 月 6 日舉行。股東應參閱本公司將於 2022 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 2021 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）為本集團於 2022 年度之核數師的決議案。本公司於過往 3 年沒有更換審計師。

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，2022 年 3 月 31 日

## AGM

The AGM will be held on 6 June 2022. The Shareholders should refer to the circular to be issued by the Company on 29 April 2022 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 2021.

## 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 2022 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 2022

## 監事會報告

2021 年，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

2021 年 3 月 26 日，審議通過 2020 年度公司監事會工作報告、2020 年度財務報表、2020 年度業績公告、2020 年度報告等相關事宜的議案。

2021 年 5 月 31 日，審議通過了關於選舉創美藥業股份有限公司第三屆監事會主席的議案。

2021 年 8 月 20 日，審議通告 2021 年中期財務報表、2021 年中期業績公告、2021 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，對公司依法進行生產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

## BOARD OF SUPERVISORS' REPORT

In 2021, 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 26 March 2021, it considered and approved the resolutions on the matters including the work report of the Board of Supervisors of the Company for 2020, the Financial Statements for 2020, the Results Announcement for 2020 and the Annual Report for 2020.

On 31 May 2021, it considered and approved the proposal of the Company on the election of Ms. Zhang Ling as the chairman of the third session of the Board of Supervisors.

On 20 August 2021, it considered and approved the resolutions on the matters including the 2021 Interim Financial Statements, the 2021 Interim Results Announcement and the 2021 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 production and 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

的職責。

監事會認為：

1、2021 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，生產、經營決策程序合法，規範，取得了理想業務成果。

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 2021 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 2021 年度概無

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 2021, 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 production and operation of the Company are lawful and normative, thus making satisfactory achievements in the business.

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 2021 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 is of the view that the Group had no

關連交易須根據上市規則第 14A 章進行申報、年度審核、公告及獨立股東批准。

connected transaction in 2021 which was subject to the reporting, annual review, announcement and independent shareholders' approval requirements as set out in Chapter 14A of the Listing Rules.

## 監事會對內部控制自我評價 報告的審閱情況

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

監事會對公司進行了審閱，並認為公司已在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。

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.

## 股東大會通過的決議案的 執行情況

## IMPLEMENTATION OF RESOLUTIONS PASSED AT THE GENERAL MEETINGS

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，並認為董事會能夠認真執行有關決議。

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

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。

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.

張玲

監事會主席

中國汕頭，2022 年 3 月 31 日

Zhang Ling

Chairlady of the Board of Supervisors

Shantou, PRC, 31 March 2022

## 審計報告

## Auditor's Report

XYZH/2022SZAB10190

創美藥業股份有限公司全體股東：

XYZH/2022SZAB10190

TO THE MEMBERS OF CHARMACY PHARMACEUTICAL  
CO., LD. :

### 一、審計意見

### I. AUDIT OPINION

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 2021 年 12 月 31 日的合併及母公司資產負債表，2021 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。

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 2021, 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 2021, and relevant notes to the financial statements.

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 2021 年 12 月 31 日的合併及母公司財務狀況以及 2021 年度的合併及母公司經營成果和現金流量。

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 2021 and the consolidated results of operation and cash flows and results of operation and cash flows of the parent company for the year 2021.

## 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。

## 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 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

關鍵審計事項 Key audit matter	審計中的應對 How the matter was addressed in our audit
<p>截止至 2021 年 12 月 31 日，如創美藥業公司合併財務報表附註六、3 所述，應收賬款賬面餘額為人民幣 74,518.79 萬元，壞賬準備金額為人民幣 2,887.49 萬元，應收賬款賬面價值為人民幣 71,631.30 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 to the consolidated financial statements of Charmacy Pharmaceutical</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</li> </ol>



<p>Company, as of 31 December 2021, trade receivables balance amounted to RMB745.1879 million, provision for bad debts amounted to RMB28.8749 million and the carrying amount of trade receivables amounted to RMB716.3130 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 matter.</p>	<p>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；</p> <p>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。</p> <p>The main procedures we performed are as follows:</p> <p>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;</p> <p>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;</p> <p>3) selected samples of trade receivables for which bad debts was separately provided, and reviewed the basis and reasonableness of the management’s 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 2021 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，存貨賬面餘額為人民幣 51,225.87 萬元，存貨跌價準備為人民幣 310.22 萬元，存貨賬面價值為人民幣 50,915.65 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>我們執行的主要審計程序：</p> <p>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；</p> <p>2) 執行存貨的監盤程序，檢查存貨的數量及狀況等；</p> <p>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 天之內的存貨全額計提存貨跌價準備；</p> <p>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。</p>

As set out in the Note VI.7 Inventories to the consolidated financial statements of Charmacy Pharmaceutical Company, as of 31 December 2021, the balance of inventories amounted to RMB512.2587 million, the provision for impairment of inventories amounted to RMB3.1022 million and the carrying amount of inventories amounted to RMB509.1565 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. 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.

The main audit procedures we performed are as follows:

- 1) tested the management's internal control relating to the validity period and stock-in time of inventories in the SAP system;
- 2) performed the inventory-taking supervision procedure to check the quantity and condition of inventories;
- 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;
- 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 impairment of inventories.

#### 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 2021 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。

#### 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 2020 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.

## 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

## 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 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.

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

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 relation to events or conditions that may cast significant doubt on the ability of Charmacy Pharmaceutical Company to



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

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

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。

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

(特殊普通合夥)

中國註冊會計師：

王雅明 (項目合夥人)

中國註冊會計師：

莊琳彬

二〇二二年三月三十一日

中國北京

ShineWing Certified Public Accountants

(Special General Partnership)

Chinese Certified Public Accountant:

Wang Yaming (Project partner)

Chinese Certified Public Accountant:

Zhuang linbin

31 March 2022

Beijing, China

## 合併資產負債表

於 2021 年 12 月 31 日

編制單位：創美藥業股份有限公司

單位：人民幣元

## Consolidated Balance Sheet

As at 31 December 2021

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

Unit: RMB

項目 Items	附註 Notes	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
<b>流動資產：</b> <b>Current assets:</b>			
貨幣資金 Monetary funds	六、1 VI.1	630,168,026.51	590,322,268.07
應收票據 Bills receivables	六、2 VI.2	14,947,500.00	20,639,970.00
應收賬款 Trade receivables	六、3 VI.3	716,312,947.43	717,554,454.07
應收款項融資 Account receivable financing	六、4 VI.4		25,799,692.96
預付款項 Prepayments	六、5 VI.5	312,160,694.19	253,766,373.02
其他應收款 Other receivables	六、6 VI.6	32,249,707.83	12,839,764.71
存貨 Inventories	六、7 VI.7	509,156,426.37	585,008,876.72
其他流動資產 Other current assets	六、8 VI.8	23,226,980.50	45,377,379.28
<b>流動資產合計</b> <b>Total current assets</b>		<b>2,238,222,282.83</b>	<b>2,251,308,778.83</b>
<b>非流動資產：</b> <b>Non-current assets:</b>			
固定資產 Fixed assets	六、9 VI.9	334,925,145.94	354,551,660.22
在建工程 Construction in progress	六、10 VI.10		1,496,742.97
使用權資產 Right-of-use assets	六、11 VI.11	13,511,183.61	16,451,641.00
無形資產 Intangible assets	六、12 VI.12	143,033,824.90	152,191,599.87
商譽 Goodwill	六、13 VI.13	6,024,104.16	6,024,104.16
長期待攤費用 Long-term expenses to be amortized	六、14 VI.14	19,214,660.88	8,085,530.37
遞延所得稅資產 Deferred income tax assets	六、15 VI.15	8,160,319.54	9,292,634.77
<b>非流動資產合計</b> <b>Total non-current assets</b>		<b>524,869,239.03</b>	<b>548,093,913.36</b>
<b>資產總計</b> <b>Total assets</b>		<b>2,763,091,521.86</b>	<b>2,799,402,692.19</b>

項目 Items	附註 Notes	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
<b>流動負債:</b> <b>Current liabilities:</b>			
短期借款 Short-term borrowings	六、16 VI.16	668,039,276.07	535,919,072.17
應付票據 Bills payables	六、17 VI.17	809,768,308.81	938,611,254.96
應付賬款 Trade payables	六、18 VI.18	532,860,284.07	569,826,535.10
合同負債 Contract liabilities	六、19 VI.19	46,664,141.17	5,013,052.93
應付職工薪酬 Salaries payable to employees	六、20 VI.20	5,180,138.03	5,788,619.82
應交稅費 Tax payables	六、21 VI.21	44,557,999.46	58,549,342.70
其他應付款 Other payables	六、22 VI.22	11,030,236.31	13,765,328.93
一年內到期的非流動負債 Non-current liabilities due within one year	六、23 VI.23	34,758,053.67	34,520,568.55
其他流動負債 Other current liabilities	六、24 VI.24	6,066,338.36	
<b>流動負債合計</b> <b>Total current liabilities</b>		<b>2,158,924,775.95</b>	<b>2,161,993,775.16</b>
<b>非流動負債:</b> <b>Non-current liabilities:</b>			
長期借款 Long-term borrowings	六、25 VI.25	86,867,415.04	118,455,570.44
租賃負債 Lease liabilities	六、26 VI.26	12,489,734.63	15,331,202.41
遞延收益 Deferred income	六、27 VI.27	304,706.99	761,767.49
遞延所得稅負債 Deferred income tax liabilities	六、15 VI.15	402,909.62	311,457.13
<b>非流動負債合計</b> <b>Total non-current liabilities</b>		<b>100,064,766.28</b>	<b>134,859,997.47</b>
<b>負債合計</b> <b>Total liabilities</b>		<b>2,258,989,542.23</b>	<b>2,296,853,772.63</b>
<b>股東權益:</b> <b>Shareholders' equity:</b>			
股本 Share capital	六、28 VI.28	108,000,000.00	108,000,000.00
資本公積 Capital reserve	六、29 VI.29	278,990,829.04	278,990,829.04
盈餘公積 Surplus reserve	六、30 VI.30	21,080,432.34	18,439,830.70
未分配利潤 Unallocated profits	六、31 VI.31	96,030,718.25	97,118,259.82
<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>504,101,979.63</b>	<b>502,548,919.56</b>
<b>少數股東權益</b> <b>Minority interests</b>			
<b>股東權益合計</b> <b>Total shareholders' interests</b>		<b>504,101,979.63</b>	<b>502,548,919.56</b>
<b>負債和股東權益總計</b> <b>Total liabilities and shareholders' interests</b>		<b>2,763,091,521.86</b>	<b>2,799,402,692.19</b>



## 母公司資產負債表

2021年12月31日

編制單位：創美藥業股份有限公司

單位：人民幣元

## Balance Sheet of the Parent Company

31 December 2021

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

Unit: RMB

項目 Items	附註 Notes	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
<b>流動資產：</b> <b>Current assets:</b>			
貨幣資金 Monetary funds		199,227,417.10	239,709,765.10
應收票據 Bills receivables		14,947,500.00	20,639,970.00
應收賬款 Trade receivables	十四、1 XIV.1	298,709,722.89	321,717,989.20
應收款項融資 Account receivable financing			9,677,815.64
預付款項 Prepayments		146,363,638.37	91,888,737.10
其他應收款 Other receivables	十四、2 XIV.2	163,479,388.56	34,922,983.93
存貨 Inventories		133,994,946.77	179,239,640.35
其他流動資產 Other current assets		7,790,592.20	18,023,139.49
<b>流動資產合計</b> <b>Total current assets</b>		<b>964,513,205.89</b>	<b>915,820,040.81</b>
<b>非流動資產：</b> <b>Non-current assets:</b>			
長期股權投資 Long-term investments in equity interest	十四、3 XIV.3	219,978,852.24	219,978,852.24
投資性房地產 Investment properties		40,366,284.58	34,810,133.27
固定資產 Fixed assets		293,196,906.89	311,448,122.87
在建工程 Construction in progress			1,496,742.97
使用權資產 Right-of-use assets		12,683,101.59	15,383,143.11
無形資產 Intangible assets		120,534,679.84	132,004,780.13
長期待攤費用 Long-term expenses to be amortized		18,496,028.24	7,948,414.37
遞延所得稅資產 Deferred income tax assets		1,579,871.20	2,147,739.64
<b>非流動資產合計</b> <b>Total non-current assets</b>		<b>706,835,724.58</b>	<b>725,217,928.60</b>
<b>資產總計</b> <b>Total assets</b>		<b>1,671,348,930.47</b>	<b>1,641,037,969.41</b>

項目 Items	附註 Notes	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
<b>流動負債：</b> <b>Current liabilities</b>			
短期借款 Short-term borrowings		358,786,271.06	362,876,682.42
應付票據 Bills payables		303,267,964.22	329,206,550.39
應付帳款 Trade payables		144,029,763.59	179,510,492.78
合同負債 Contract liabilities		1,133,949.67	1,808,148.58
應付職工薪酬 Salaries payable to employees		3,077,400.16	3,309,534.29
應交稅費 Tax payables		6,031,470.79	8,411,842.59
其他應付款 Other payables		292,152,010.59	163,935,700.97
一年內到期的非流動負債 Non-current liabilities due within one year		34,514,203.65	34,396,442.29
其他流動負債 Other current liabilities		147,413.46	
<b>流動負債合計</b> <b>Total current liabilities</b>		<b>1,143,140,447.19</b>	<b>1,083,455,394.31</b>
<b>非流動負債：</b> <b>Non-current liabilities</b>			
長期借款 Long-term borrowings		86,867,415.04	118,455,570.44
租賃負債 Lease liabilities		11,855,407.89	14,447,360.71
<b>非流動負債合計</b> <b>Total non-current liabilities</b>		<b>98,722,822.93</b>	<b>132,902,931.15</b>
<b>負債合計</b> <b>Total liabilities</b>		<b>1,241,863,270.12</b>	<b>1,216,358,325.46</b>
<b>股東權益：</b> <b>Shareholders' equity:</b>			
股本 Share capital		108,000,000.00	108,000,000.00
資本公積 Capital reserve		282,204,487.50	282,204,487.50
盈餘公積 Surplus reserve		21,080,432.34	18,439,830.70
未分配利潤 Unallocated profits		18,200,740.51	16,035,325.75
<b>股東權益合計</b> <b>Total shareholders' interests</b>		<b>429,485,660.35</b>	<b>424,679,643.95</b>
<b>負債和股東權益總計</b> <b>Total liabilities and shareholders' interests</b>		<b>1,671,348,930.47</b>	<b>1,641,037,969.41</b>

## 合併利潤表

## CONSOLIDATED INCOME STATEMENT

2021 年度

For the year 2021

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 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
<b>一、營業總收入</b> <b>I. Total operating revenue</b>	六、32 VI.32	<b>3,793,617,720.03</b>	<b>3,991,710,524.36</b>
其中：營業收入 Including: Operating revenue	六、32 VI.32	3,793,617,720.03	3,991,710,524.36
<b>二、營業總成本</b> <b>II. Total operating cost</b>		<b>3,759,192,653.30</b>	<b>3,922,377,617.39</b>
其中：營業成本 Including: Operating cost	六、32 VI.32	3,556,398,664.23	3,751,305,696.45
稅金及附加 Taxes and surcharges	六、33 VI.33	8,657,894.86	6,965,203.94
銷售費用 Selling expenses	六、34 VI.34	103,327,989.46	85,915,907.96
管理費用 Management expenses	六、35 VI.35	48,523,027.84	45,758,488.87
財務費用 Finance costs	六、36 VI.36	42,285,076.91	32,432,320.17
其中：利息費用 Including: Interest expenses	六、36 VI.36	40,609,536.96	30,856,814.90
利息收入 Interest income	六、36 VI.36	3,798,241.18	4,021,645.59
加：其他收益 Add: Other gains	六、37 VI.37	523,715.09	681,362.66
投資收益（損失以「-」號填列） Investment income（—” for loss）	六、38 VI.38	23.25	
信用減值損失（損失以「-」號填列） Impairment loss of credit（—” for loss）	六、39 VI.39	391,365.51	-15,244,009.95
資產減值損失（損失以「-」號填列） Impairment loss of assets（—” for loss）	六、40 VI.40	-3,102,249.84	-3,001,808.91
資產處置收益（損失以「-」號填列） Gains on disposal of assets（—” for loss）	六、41 VI.41	149,987.17	18,110.52
<b>三、營業利潤（虧損以「-」號填列）</b> <b>III. Operating profit（—” for loss）</b>		<b>32,387,907.91</b>	<b>51,786,561.29</b>
加：營業外收入 Add: Non-operating revenue	六、42 VI.42	762,102.23	3,093,405.99
減：營業外支出 Less: Non-operating expenses	六、43 VI.43	169,431.00	137,587.54
<b>四、利潤總額（虧損總額以「-」號填列）</b> <b>IV. Total profit（—” for total loss）</b>		<b>32,980,579.14</b>	<b>54,742,379.74</b>

項目 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
減：所得稅費用 Less: Income tax expense	六、44 VI.44	9,827,519.07	14,186,414.31
<b>五、淨利潤（淨虧損以「-」號填列） V. Net profit（—” for net loss）</b>		<b>23,153,060.07</b>	<b>40,555,965.43</b>
（一）按經營持續性分類 <b>(1) By continuity of operations</b>		23,153,060.07	40,555,965.43
1.持續經營淨利潤（淨虧損以「-」號填列） 1.Net profit from continuing operation（—” for net loss）		23,153,060.07	40,555,965.43
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 <b>(2) By ownership</b>		23,153,060.07	40,555,965.43
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 owners of parent company（—” for net loss）		<b>23,153,060.07</b>	<b>40,555,965.43</b>
2.少數股東損益（淨虧損以「-」號填列） 2.Profit of loss of minority shareholders（—” for net loss）			
<b>六、綜合收益總額 VI. Total comprehensive income</b>		<b>23,153,060.07</b>	<b>40,555,965.43</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		23,153,060.07	40,555,965.43
歸屬於少數股東的綜合收益總額 Total comprehensive income attributable to minority shareholders			
<b>七、每股收益 VII. Earnings per share</b>			
基本及稀釋每股收益 Basic and diluted earnings per share		0.2144	0.3755

## 母公司利潤表

2021 年度

編制單位：創美藥業股份有限公司

單位：人民幣元

## Income Statement of the Parent Company

For the year 2021

Prepared by: CHARMACY PHARMACEUTICAL CO., LTD.

Unit: RMB

項目 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
<b>一、營業收入</b> <b>I. Operating revenue</b>	十四、4 XIV.4	<b>1,576,479,571.62</b>	<b>1,564,204,417.58</b>
減：營業成本 Less: operating cost	十四、4 XIV.4	1,433,596,717.22	1,445,909,350.55
稅金及附加 Taxes and surcharges		5,776,755.69	4,932,225.69
銷售費用 Selling expenses		69,914,695.77	60,257,772.37
管理費用 Management expenses		25,418,318.13	20,080,536.03
財務費用 Finance costs		31,664,436.28	19,153,594.47
其中：利息費用 Including: Interest expenses		23,053,273.07	17,423,082.89
利息收入 Interest income		1,269,805.33	1,743,623.63
加：其他收益 Add: Other gains		61,571.41	190,723.04
投資收益（損失以“-”號填列） Investment income (“-” for loss)	十四、5 XIV.5	18,000,000.00	18,000,000.00
信用減值損失（損失以“-”號填列） Impairment loss of credit (“-” for loss)		1,832,568.66	-1,664,576.60
資產減值損失（損失以“-”號填列） Impairment loss of assets (“-” for loss)		-662,970.81	-1,101,839.21
資產處置收益（損失以“-”號填列） Gains on disposal of assets (“-” for loss)		-11,849.35	15,907.80
<b>二、營業利潤（虧損以“-”號填列）</b> <b>II. Operating profit (“-” for loss)</b>		<b>29,327,968.44</b>	<b>29,311,153.50</b>
加：營業外收入 Add: Non-operating revenue		20,880.42	1,046,299.66
減：營業外支出 Less: Non-operating expenses		66,839.43	85,076.69
<b>三、利潤總額（虧損總額以“-”號填列）</b> <b>III. Total profit (“-” for total loss)</b>		<b>29,282,009.43</b>	<b>30,272,376.47</b>
減：所得稅費用 Less: Income tax expense		2,875,993.03	3,200,329.75
<b>四、淨利潤（淨虧損以“-”號填列）</b> <b>IV. Net profit (“-” for net loss)</b>		<b>26,406,016.40</b>	<b>27,072,046.72</b>
（一）持續經營淨利潤（淨虧損以“-”號填列） 1.Net profit from continuing operation (“-” for net loss)		26,406,016.40	27,072,046.72
（二）終止經營淨利潤（淨虧損以“-”號填列） 2.Net profit from discontinued operation (“-” for net loss)			
<b>五、綜合收益總額</b> <b>V. Total comprehensive income</b>		<b>26,406,016.40</b>	<b>27,072,046.72</b>

## 合併現金流量表

## Consolidated Statement of Cash Flow

2021 年度

For the year 2021

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 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
<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		3,278,723,811.17	3,176,902,732.21
收到的稅費返還 Tax refund received			806,819.59
收到其他與經營活動有關的現金 Other cash received relating to operating activities	六、45 VI.45	4,203,978.52	18,279,370.64
<b>經營活動現金流入小計</b> <b>Sub-total of cash inflow from operating activities</b>		<b>3,282,927,789.69</b>	<b>3,195,988,922.44</b>
購買商品、接受勞務支付的現金 Cash paid for purchases of goods and receiving services		3,138,089,935.40	2,915,191,621.52
支付給職工以及為職工支付的現金 Cash paid to employees and on behalf of employees		74,923,597.93	67,439,247.36
支付的各項稅費 Cash paid for various taxes		37,421,339.67	27,737,323.51
支付其他與經營活動有關的現金 Other cash paid relating to operating activities	六、45 VI.45	52,036,308.90	54,543,876.30
<b>經營活動現金流出小計</b> <b>Sub-total of cash outflow from operating activities</b>		<b>3,302,471,181.90</b>	<b>3,064,912,068.69</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、45 VI.45	<b>-19,543,392.21</b>	<b>131,076,853.75</b>
<b>二、投資活動產生的現金流量：</b> <b>II. Cash flow from investing activities:</b>			
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		637,638.00	58,285.00
收到其他與投資活動有關的現金 Other cash received relating to investing activities	六、45 VI.45	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>647,661.25</b>	<b>58,285.00</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		25,039,729.65	51,981,764.22

項目 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
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			2,856,096.40
支付其他與投資活動有關的現金 Other cash paid relating to investing activities	六、45 VI.45	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>25,049,729.65</b>	<b>54,837,860.62</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>-24,402,068.40</b>	<b>-54,779,575.62</b>
<b>三、籌資活動產生的現金流量：</b> <b>III. Cash flow from financing activities:</b>			
取得借款所收到的現金 Cash received from borrowings		957,970,978.42	950,409,374.37
收到其他與籌資活動有關的現金 Other cash received relating to financing activities	六、45 VI.45	1,826,502,238.37	1,571,672,200.18
<b>籌資活動現金流入小計</b> <b>Sub-total of cash inflow from financing activities</b>		<b>2,784,473,216.79</b>	<b>2,522,081,574.55</b>
償還債務所支付的現金 Cash paid for repayment of debts		820,494,723.40	884,996,917.61
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		52,493,688.07	56,512,093.20
支付其他與籌資活動有關的現金 Other cash paid relating to financing activities	六、45 VI.45	1,837,083,920.55	1,583,248,766.98
<b>籌資活動現金流出小計</b> <b>Sub-total of cash outflow from financing activities</b>		<b>2,710,072,332.02</b>	<b>2,524,757,777.79</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>74,400,884.77</b>	<b>-2,676,203.24</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>790.46</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>30,455,424.16</b>	<b>73,621,865.35</b>
加：期初現金及現金等價物餘額 Add: Opening balance of cash and cash equivalents for the period	六、45 VI.45	113,771,300.25	40,149,434.90
<b>六、期末現金及現金等價物餘額</b> <b>VI. Closing balance of cash and cash equivalents for the period</b>	六、45 VI.45	<b>144,226,724.41</b>	<b>113,771,300.25</b>

## 母公司現金流量表

## Statement of Cash Flow of the Parent Company

2021 年度

For the year 2021

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 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
<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		1,691,791,268.87	1,651,225,232.24
收到其他與經營活動有關的現金 Other cash received relating to operating activities		882,371,613.25	469,297,254.59
<b>經營活動現金流入小計</b> <b>Sub-total of cash inflow from operating activities</b>		<b>2,574,162,882.12</b>	<b>2,120,522,486.83</b>
購買商品、接受勞務支付的現金 Cash paid for purchases of goods and receiving services		1,558,171,897.86	1,687,975,227.09
支付給職工以及為職工支付的現金 Cash paid to employees and on behalf of employees		42,887,657.73	40,908,487.74
支付的各项稅費 Cash paid for various taxes		15,270,815.76	13,779,551.84
支付其他與經營活動有關的現金 Other cash paid relating to operating activities		948,399,101.71	451,027,952.16
<b>經營活動現金流出小計</b> <b>Sub-total of cash outflow from operating activities</b>		<b>2,564,729,473.06</b>	<b>2,193,691,218.83</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>9,433,409.06</b>	<b>-73,168,732.00</b>
<b>二、投資活動產生的現金流量：</b> <b>II. Cash flow from investing activities:</b>			
取得投資收益收到的現金 Cash received from investment gains		18,000,000.00	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		8,500.00	48,500.00
<b>投資活動現金流入小計</b> <b>Sub-total of cash inflow from investing activities</b>		<b>18,008,500.00</b>	<b>18,048,500.00</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		22,495,676.24	50,455,494.76
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			3,000,000.00
<b>投資活動現金流出小計</b> <b>Sub-total of cash outflow from investing activities</b>		<b>22,495,676.24</b>	<b>53,455,494.76</b>



項目 Items	附註 Note	本年發生額 Amount for the year	上年發生額 Amount for last year
投資活動產生的現金流量淨額 Net cash flow from investing activities		-4,487,176.24	-35,406,994.76
<b>三、籌資活動產生的現金流量：</b> <b>III. Cash flow from financing activities:</b>			
取得借款收到的現金 Cash received from borrowings		456,752,104.00	531,528,128.00
收到其他與籌資活動有關的現金 Other cash received relating to financing activities		494,108,937.42	504,981,316.80
<b>籌資活動現金流入小計</b> <b>Sub-total of cash inflow from financing activities</b>		<b>950,861,041.42</b>	<b>1,036,509,444.80</b>
償還債務支付的現金 Cash paid for repayment of debts		455,410,083.40	379,156,276.24
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		43,847,456.83	45,583,849.73
支付其他與籌資活動有關的現金 Other cash paid relating to financing activities		501,901,425.90	430,998,336.16
<b>籌資活動現金流出小計</b> <b>Sub-total of cash outflow from financing activities</b>		<b>1,001,158,966.13</b>	<b>855,738,462.13</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>-50,297,924.71</b>	<b>180,770,982.67</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>790.46</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>-45,351,691.89</b>	<b>72,196,046.37</b>
加：期初現金及現金等價物餘額 Add: Opening balance of cash and cash equivalents for the period		109,260,306.20	37,064,259.83
<b>六、期末現金及現金等價物餘額</b> <b>VI. Closing balance of cash and cash equivalents for the period</b>		<b>63,908,614.31</b>	<b>109,260,306.20</b>

## 合併股東權益變動表

Consolidated Statement of Changes in  
Shareholder's Equity

2021 年度

For the year 2021

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 Items	本年 For the current year						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					小計 Subtotal		
	股本 Share capital	資本公積 Capital reserve	盈餘公積 Surplus reserve	未分配利潤 Unallocated profits				
一、上年年末餘額 I. Closing balance for last year	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								
二、本年年初餘額 II. Opening balance for the year	108,000,000.00	278,990,829.04	18,439,830.70	97,118,259.82	502,548,919.56		502,548,919.56	
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	-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								



項目 Items	本年 For the current year						
	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		
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							
(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>21,080,432.34</b>	<b>96,030,718.25</b>	<b>504,101,979.63</b>		<b>504,101,979.63</b>

項目 Items	上年 For the last year						
	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 I. Closing balance for last year</b>	<b>108,000,000.00</b>	<b>278,990,829.04</b>	<b>15,732,626.03</b>	<b>80,869,499.06</b>	<b>483,592,954.13</b>		<b>483,592,954.13</b>
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、本年年初餘額 II. Opening balance for the year</b>	<b>108,000,000.00</b>	<b>278,990,829.04</b>	<b>15,732,626.03</b>	<b>80,869,499.06</b>	<b>483,592,954.13</b>		<b>483,592,954.13</b>
<b>三、本年增減變動金額（減少以「-」號填列） III. Movement for the year（—” for decrease）</b>							
(一) 綜合收益總額 (I) Total comprehensive income			2,707,204.67	16,248,760.76	18,955,965.43		18,955,965.43
(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							

項目 Items	上年 For the last year						
	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		
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			2,707,204.67	-24,307,204.67	-21,600,000.00		-21,600,000.00
1. 提取盈餘公積 1. Appropriation of surplus reserve			2,707,204.67	-2,707,204.67			
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 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>18,439,830.70</b>	<b>97,118,259.82</b>	<b>502,548,919.56</b>		<b>502,548,919.56</b>

母公司股東權益變動表

Statement of Changes in Shareholder's Equity of  
the Parent Company

2021 年度

For the year 2021

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 Items	本年 For the current year				
	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					

項目 Items	本年 For the current year				
	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
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					
(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>21,080,432.34</b>	<b>18,200,740.51</b>	<b>429,485,660.35</b>

項目 Items	上年 For last year				
	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 I. Closing balance for last year</b>	<b>108,000,000.00</b>	<b>282,204,487.50</b>	<b>15,732,626.03</b>	<b>13,270,483.70</b>	<b>419,207,597.23</b>
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 II. Opening balance for the year</b>	<b>108,000,000.00</b>	<b>282,204,487.50</b>	<b>15,732,626.03</b>	<b>13,270,483.70</b>	<b>419,207,597.23</b>
<b>三、本年增減變動金額（減少以「-」號填列） III. Movement for the year（—” for decrease）</b>					
(一) 綜合收益總額 (I) Total comprehensive income			2,707,204.67	2,764,842.05	5,472,046.72
				27,072,046.72	27,072,046.72



項目 Items	上年 For last year				
	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
(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			2,707,204.67	-24,307,204.67	-21,600,000.00
1. 提取盈餘公積 1. Appropriation of surplus reserve			2,707,204.67	-2,707,204.67	
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					
(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>18,439,830.70</b>	<b>16,035,325.75</b>	<b>424,679,643.95</b>

## 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

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。

#### 1. General Information

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：藥品經營；醫療器械經營；保健食品銷售；食品銷售；貨運經營；國內貨運代理；第三方藥品、醫療器械物流業務；商品信息諮詢；醫藥企業管理策劃；物流信息諮詢服務；倉儲服務；

The Company operates in the pharmaceutical distribution industry and is mainly engaged in the distribution of pharmaceutical products. The business scope is: pharmaceutical business; medical device business; distribution of health products and food; freight transport business; domestic freight forwarder; third-party pharmaceutical products and medical devices logistics business; commodity information consultancy;



物流配送服務；信息技術服務；廣告業務；物業租賃；消毒和滅菌設備及器具、消毒劑、衛生殺蟲劑、化妝品、衛生用品、洗滌劑、日用百貨、化工產品（危險化學品除外）、勞保用品的銷售；農副產品、海產品、土特產的收購及初加工；自用倉庫：汕頭市嵩山北路 235 號一、二樓。（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。

management and planning service for pharmaceutical enterprises; logistics information consulting service; warehousing service; logistics distribution service; information technology service; advertising business; lease of properties; distribution of sterilizing and bactericidal equipments and instruments, disinfectors, sanitary insecticides, cosmetics, sanitary products, detergent, daily provisions and , chemical products (excluding hazardous chemicals) and labour protection appliance; purchasing and initial processing of agricultural by-products, seafood and local specialties; private warehouses locating at 1F and 2F No. 235 Song Shan North Road, Shantou City.

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 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~~”).

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 2021 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

For 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 —VI. CHANGES IN SCOPE OF CONSOLIDATION” and —VII. 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 —V. 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 2021, 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

和計量等。

### 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

of issued inventory, classification and depreciation methods of fixed assets, amortization of 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

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

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 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



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

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~~ 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 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

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。

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

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.

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



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

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 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

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。

### 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。

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.

### 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.





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。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。

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 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. 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。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、應付票據、合同負債、其他應付款。

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，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

## 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. 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, notes receivable, other receivable, notes payable, contractual liabilities, and other payables.

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



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。

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 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.

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金額（涉及轉移的金融資產的合同條款規定，在特

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 transfer of an entire financial asset satisfies the conditions for derecognition, the difference between the carrying amount of the transferred financial assets and 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

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金額（涉及轉移的金融資產的同時符合下列條件：集團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；該金融資產的合同條款規定，在特定日期產生的現金流，僅為對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：集團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；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。

derecognized portion (where the contractual terms of the financial assets transferred give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding), are included into current profit or loss.

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 recorded into other comprehensive income which is relevant to the portion of derecognition (the transferred financial asset shall meet all of the following conditions: the Group's business model for managing the financial asset is to collect contractual cash flows; and the contractual terms of the financial asset require that the cash flow generated on a specific date is only for the payment of interest based on the 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: the Group's business model for managing the financial asset is to collect contractual cash flows; and the contractual terms of the financial asset require that the cash flow generated on a specific date is only for the payment of interest based on the principal), and the apportioned entire carrying amount of the said financial assets are included into current profit or loss.

## (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

## (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

①Financial 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 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

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，

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 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.

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

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 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



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、出售或註銷時，本集團作為權益的變動

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 refinancing), repurchase, sale or cancellation as a change in

處理，不確認權益工具的公允價值變動。

equity and will not recognise changes in the fair value of the equity instrument.

### 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：

### 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:

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。

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. 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：

### 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) 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

(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

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厘定減值矩陣，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。

### 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”。

expected credit loss based on the specific credit risk characteristics of the receivables, such as customers' credit ratings, industry and business characteristics, historical 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.

### 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. 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。

資產負債表日，存貨按成本與可變現淨值孰低計價。如果由於存貨毀損、全部或部分陳舊過時或銷售價格低於成本等原因，使存貨成本高於可變現淨值的，按單個存貨項目可變現淨值低於成本的差額計提存貨跌價損失準備。

庫存商品在正常生產經營過程中，以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，確定其可變現淨值。

#### 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

#### 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.

At the balance sheet date, inventories are recognized at the lower of cost and net realizable value. If the cost of inventories is higher than the net realizable value for reasons like the inventories being damaged, becoming completely or partially obsolete or being sold at a price lower than cost, the provision for impairment loss of inventories shall be made at the difference between the net realizable value of the inventory and the cost on an item-by-item basis.

The net realizable value is determined based on the estimated selling price of such inventories after deducting its estimated selling costs and relevant taxes in the normal production and operation process of goods in stock.

#### 15. Contractual assets

(1) Methods and criteria for recognition of contractual assets  
Contractual assets refer to rights to receive consideration for

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。

(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

goods that the Group has transferred to clients, and such rights are dependent on factors other than the passage of time.

(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

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

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 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

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。

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 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.

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。

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.

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。

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.

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為當期投資收益。

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 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.

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

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



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。

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 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.

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

投資性房地產是指本集團為賺取租金或資本增值，或兩者兼有而持有的房地產。本集團投資性房地產包括已出租的土地使用權、已出租的建築物

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

Investment property refers to those held by the Group for the purpose of rentals or capital appreciation, or both. Investment property of the Group includes the rented land use rights and rented buildings, etc. The Group shall measure the investment

等。本集團採用成本模式計量。

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：

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

property by using the cost mode.

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:

#### 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

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：

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。

The Group shall review the expected useful life, estimated net residual value and the depreciation method of a fixed asset at the end of each year, and account for any change 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

### 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

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。

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

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 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

質資產、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。

### (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。

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) 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) 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

#### (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 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

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

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 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





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。如果公司存在設定受益計劃，應說明具體會計處理方法。

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。

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. If the company has a defined benefit plan, the specific accounting treatment shall be stated.

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 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

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

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 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



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

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

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，采用原折現率折現）；②擔保餘值預計的應付金額發生變動（該情形下，采用原折現率折現）；③用於確定租賃付款額的指數或比率發生變動（該情形下，采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，采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，采用修訂後的折現率折現）。

#### 28.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

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 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. 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

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

is recognized as liabilities and excluded from 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

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；

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

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;

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

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。

## 29.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

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 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.

## 29.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

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

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 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



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。

### **30.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

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.

### **30. 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

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。

### 31.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

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.

### 31. 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 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

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

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, —2.Right-of-use assets” and —2.7Lease 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

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。

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 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.

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

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 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

取的款項，包括：①承租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第三方向出租人提供的擔保餘值。

#### 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

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 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

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的，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

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 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

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。

### 32.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而取得的子公司。

### 33.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。

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.

### 32.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 exclusively for the purpose of resale.

### 33.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.



## 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
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%
企業所得稅 Enterprise income tax	應納稅所得額 Amount of taxable income	25%

## V. TAXATION

### 1.Main types of tax and tax rates

## 六、合併財務報表主要項目 註釋

下列所披露的財務報表資料，除特別註明之外，“年初”系指 2021 年 1 月 1 日，“年末”系指 2021 年 12 月 31 日，“本年”系指 2021 年 1 月 1 日至 12 月 31 日，“上年”系指 2020 年 1 月 1 日至 12 月 31 日，貨幣單位為人民幣元。

### 1.貨幣資金

項目 Items	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	343,374.54	773,462.50
銀行存款 Cash in bank	143,883,349.87	112,997,837.75

## VI. NOTES TO MAJOR ITEMS IN THE CONSOLIDATED FINANCIAL STATEMENTS

For data in the financial statements as disclosed below, —beginning of the year” represents 1 January 2021, —end of the year” represents 31 December 2021, —the year” represents the period from 1 January 2021 to 31 December 2021, —last year” represents the period from 1 January 2020 to 31 December 2020, and the monetary unit shall be RMB, unless specified otherwise.

### 1.Monetary funds

項目 Items	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
其他貨幣資金 Other monetary funds	485,941,302.10	476,550,967.82
<b>合計 Total</b>	<b>630,168,026.51</b>	<b>590,322,268.07</b>
其中：存放在境外的款項總額 Including: the total amount of money deposited abroad	365,285.32	377,019.54

使用受到限制的貨幣資金

Use of restricted monetary funds

項目 Items	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	485,941,302.10	476,550,967.82
<b>合計 Total</b>	<b>485,941,302.10</b>	<b>476,550,967.82</b>

**2. 應收票據****2. Bills receivables**

(1) 應收票據種類

(1) Classification of bills receivables

項目 Items	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	15,000,000.00	20,700,000.00
<b>小計 Subtotal</b>	<b>15,000,000.00</b>	<b>20,700,000.00</b>
減：壞賬準備 Less: Provision for bad debt	52,500.00	60,030.00
<b>合計 Total</b>	<b>14,947,500.00</b>	<b>20,639,970.00</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 Items	年末已質押金額 Pledged amount as at the end of the year
商業承兌匯票 Commercial drafts	1,400,000.00
<b>合計 Total</b>	<b>1,400,000.00</b>

(3) 年末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) Bills receivables endorsed or discounted as at the end of the year but not mature at the balance sheet date.

項目 Items	年末終止確認金額 Amount derecognised as at the end of the year	年末未終止確認金額 Amount not derecognised as at the end of the year
商業承兌匯票 Commercial drafts	18,777,327.83	13,600,000.00
<b>合計 Total</b>	<b>18,777,327.83</b>	<b>13,600,000.00</b>

(4) 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, no bills were reclassified 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	15,000,000.00	100.00	52,500.00	0.35	14,947,500.00
其中：賬齡組合 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>

(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	20,700,000.00	100.00	60,030.00	0.29	20,639,970.00
其中：賬齡組合 Aging portfolio	20,700,000.00	100.00	60,030.00	0.29	20,639,970.00
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>20,700,000.00</b>	<b>100.00</b>	<b>60,030.00</b>	<b>—</b>	<b>20,639,970.00</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

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	15,000,000.00	52,500.00	0.35
<b>合計 Total</b>	<b>15,000,000.00</b>	<b>52,500.00</b>	<b>0.35</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	60,030.00	-7,530.00				52,500.00
合計 Total	60,030.00	-7,530.00				52,500.00

### 3. 應收賬款

### 3. Trade receivables

項目名稱 Name of Items	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	745,187,896.34	746,721,441.41
減：壞賬準備 Less: Provision for bad debt	28,874,948.91	29,166,987.34
淨額 Net amount	716,312,947.43	717,554,454.07

(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	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
合計 Total	745,187,896.34	100.00	28,874,948.91	—	716,312,947.43

(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	23,094,569.76	3.09	23,010,577.26	99.64	83,992.50
按組合計提壞賬準備 Bad debt provision made on a collective basis	723,626,871.65	96.91	6,156,410.08	0.85	717,470,461.57
其中：賬齡組合 Aging portfolio	723,626,871.65	96.91	6,156,410.08	0.85	717,470,461.57
合計 Total	746,721,441.41	100.00	29,166,987.34	—	717,554,454.07

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
廣東為爾康醫藥有限公司 Guangdong Wei'erkang Pharmaceutical Co., Ltd.	5,592,584.15	5,592,584.15	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
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

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
惠州市海辰藥業有限公司 Huizhou Haichen Pharmacy Co., Ltd.	2,980,987.16	2,980,987.16	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
福建省閩浙醫藥有限責任公司 Fujian Minzhe Pharmaceutical Co., Ltd.	2,010,786.55	2,010,786.55	100.00	現已無合作關係，預計可收回性較低 No cooperation relationship subsisting, low expected recoverability
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.	1,176,325.08	588,162.54	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
廣東國鳳藥業有限公司 Guangdong Guofeng Pharmacy Co., Ltd.	720,358.21	720,358.21	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
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，單項計提 Clients involved in litigation, separate accruals
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
寧德市祥和醫藥連鎖有限責任公司 Ningde Xianghe Pharmaceutical Chain Co., Ltd	271,939.56	271,939.56	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
廣州市康爾健藥業有限公司 Guangzhou Kang'erjian Pharmaceutical Co.,Ltd.	256,600.00	128,300.00	50.00	現已無合作關係，預計可收回性較低 No cooperation relationship subsisting, low expected recoverability

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
惠州市新壹藥業有限公司 Huizhou Xinyi Pharmaceutical Co., Ltd.	136,077.54	136,077.54	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
江西金盛醫藥有限公司 Jiangxi Jinsheng Medicine Limited	104,626.38	104,626.38	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	266,179.25	182,186.75	68.45	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>24,983,111.84</b>	<b>24,182,656.80</b>	—	—

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		
	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	697,043,226.18	2,439,651.30	0.35
1-2 年 1 to 2 years	23,125,099.54	2,224,634.58	9.62
2-3 年 2 to 3 years	36,122.01	27,669.46	76.60
3 年以上 Over 3 years	336.77	336.77	100.00
<b>合計 Total</b>	<b>720,204,784.50</b>	<b>4,692,292.11</b>	—

(2) 應收賬款按賬齡列示

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

(2) Accounts receivable by aging

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,



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。

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		
	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt
1年以內 Within 1 year	698,261,162.04	93.70	3,069,424.63	695,596,183.09	93.15	2,159,815.83
1-2年 1 to 2 years	23,963,529.50	3.22	2,934,764.53	29,112,315.62	3.90	6,821,027.12
2-3年 2 to 3 years	3,785,724.58	0.51	3,777,272.03	7,754,342.27	1.04	5,927,543.96
3年以上 More than 3 years	19,177,480.22	2.57	19,093,487.72	14,258,600.43	1.91	14,258,600.43
合計 Total	<b>745,187,896.34</b>	<b>100.00</b>	<b>28,874,948.91</b>	<b>746,721,441.41</b>	<b>100.00</b>	<b>29,166,987.34</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

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	
<b>29,166,987.34</b>	<b>-277,601.73</b>	14,400.00	36.70		28,874,948.91

(4) 本年應收賬款核銷的情況

(4) Write-off of accounts receivable in the year

項目 Item	核銷金額 Write-off amount
海豐縣醫藥聯合總公司藥材十三門市 Haifeng County Pharmaceutical United Corporation thirteen stores of medicinal materials	36.70

(5) 按欠款方歸集的年未餘額前五名的應收賬款情況

本年按欠款方歸集的年未餘額前五名應收賬款匯總金額為為人民幣160,244,451.08元，佔應收賬款年末餘額合計數的比例21.50%，相應計提的壞賬準備年末餘額匯總金額為人民幣560,855.58元。

(5) Details of top five balances of trade receivables classified by borrowers as at the end of the year

In 2021, the sum of accounts receivable of five borrowers with the largest closing balance of accounts receivable was RMB160,244,451.08, 21.50% of the total closing balance of accounts receivable. Accordingly, the bad debt provisions set aside had a total closing balance of RMB560,855.58.

## 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		25,799,692.96
合計 Total		25,799,692.96

## 5. 預付款項

## 5. Prepayments

(1) 預付款項賬齡

(1) Aging of prepayments

項目 Items	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	306,956,890.05	98.33	252,225,722.68	99.39
1-2 年 1 to 2 years	5,143,311.04	1.65	1,395,388.38	0.55
2-3 年 2 to 3 years	800.98	0.00	89,754.86	0.04
3 年以上 More than 3 years	59,692.12	0.02	55,507.10	0.02
合計 Total	312,160,694.19	100.00	253,766,373.02	100.00

(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 166,627,787.44 元，佔預付款項年末餘額合計數的比例 53.38%。

(2) Details of top five balances of prepayments classified by payees as at the end of the year

In 2021, the sum of prepayments from five companies with the largest closing balance of prepayments by payee was RMB166,627,787.44, 53.38% of the total closing balance of prepayments.

## 6. 其他應收款

## 6. Other receivables

項目 Items	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	32,249,707.83	12,839,764.71
合計 Total	32,249,707.83	12,839,764.71

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	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
保證金 Deposit	11,587,520.15	11,698,878.77
往來款 Current accounts	20,000,000.00	3,859,961.37
備用金 Reserve	732,187.68	1,140,885.94
其他 Others	5,898.20	5,898.20
<b>合計 Total</b>	<b>32,325,606.03</b>	<b>16,705,624.28</b>
減：壞賬準備 Less: Provision for bad debt	75,898.20	3,865,859.57
<b>淨額 Net amount</b>	<b>32,249,707.83</b>	<b>12,839,764.71</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>2021 年 1 月 1 日餘額 Balance on 1 January 2021</b>			<b>3,865,859.57</b>	<b>3,865,859.57</b>
2021 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 2021 in the year			3,865,859.57	3,865,859.57
--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		70,000.00		70,000.00
本年轉回 Reversed in the year			161,833.78	161,833.78

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)	
本年轉銷 Written off in the year				
本年核銷 Cancelled in the year			3,698,127.59	3,698,127.59
其他變動 Other changes				
<b>2021 年 12 月 31 日餘額 Balance on 31 December 2021</b>		<b>70,000.00</b>	<b>5,898.20</b>	<b>75,898.20</b>

(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		
	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt
1 年以內 Within 1 year	20,984,522.41	64.92	70,000.00	6,306,222.66	37.75	3,859,961.37
1-2 年 1 to 2 years	1,026,193.42	3.17		145,709.62	0.87	
2-3 年 2 to 3 years	90,300.00	0.28		1,603,200.00	9.60	
3 年以上 More than 3 years	10,224,590.20	31.63	5,898.20	8,650,492.00	51.78	5,898.20
<b>合計 Total</b>	<b>32,325,606.03</b>	<b>100.00</b>	<b>75,898.20</b>	<b>16,705,624.28</b>	<b>100.00</b>	<b>3,865,859.57</b>

(4) 本年度計提、轉回（或收回）  
壞賬準備情況

(4) Provisions for bad debt accrued, reversed (or recovered) in  
the year

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	
3,865,859.57	70,000.00	161,833.78	3,698,127.59		75,898.20

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 that are prepared to be recovered or transferred back in the current year is important:

單位名稱 Company name	收回或轉回金額 The amount recovered or reversed	收回方式 The method of recovery	收回或轉回原因 The reason for the recovery or reversal
江蘇新先製藥有限公司 Changzhou Weilong Pharmaceutical Co.,Ltd.	161,833.78	現金收回 Cash recovery	破產清算受償 bankruptcy liquidation is reimbursed
<b>合計 Total</b>	<b>161,833.78</b>	—	—

(5) 本年度實際核銷的其他應收款

(5) Other receivables actually written off during the year

單位名稱 Company name	其他應收款性質 The nature of other receivables	核銷金額 The amount of the write-off	核銷原因 The reason for the write-off	履行的核銷程序 The written-off procedures performed	是否由關聯交易產生 whether they arose from related party transactions
吉林市新先靈芝生物科技公司 Jilin Xinxian Lingzhi Biotechnology Co., Ltd.	往來款 Current accounts	3,393,805.61	破產 Insolvency	內部審批流程 Internal approval process	否 No
江蘇新先製藥有限公司 Changzhou Weilong Pharmaceutical Co.,Ltd.	往來款 Current accounts	304,321.98	破產 Insolvency	內部審批流程 Internal approval process	否 No
<b>合計 Total</b>	—	<b>3,698,127.59</b>	—	—	—

(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
汕頭市粵東藥業有限公司 Shantou Yuedong Pharmaceutical Co., Ltd	往來款 Current accounts	20,000,000.00	1年以內 Within 1 year	61.88	70,000.00
珠海市金明醫藥有限公司 Zhuhai Jinming Pharmacy Co., Ltd.	保證金 Deposit	5,600,000.00	3年以上 More than 3 years	17.32	
深圳市金活醫藥有限公司 Shenzhen Kingworld Medicine Company Limited	保證金 Deposit	1,471,200.00	3年以上 More than 3 years	4.55	

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
太極集團重慶涪陵製藥廠有限公司 Taiji Group Chongqing Fuling Pharmacy Co., Ltd.	保證金 Deposit	1,050,000.00	3 年以上 More than 3 years	3.25	
福建省南安市蓮花峰藥廠 Fujian Nan'an Lianhuafeng Pharmaceutical Factory	保證金 Deposit	1,000,000.00	3 年以上 More than 3 years	3.09	
<b>合計 Total</b>	—	<b>29,121,200.00</b>	—	<b>90.09</b>	<b>70,000.00</b>

## 7. 存貨

### (1) 存貨分類

## 7. Inventories

### (1) Classification of inventories

項目 Items	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	479,288,059.64	3,102,249.84	476,185,809.80	502,352,990.13	3,001,808.91	499,351,181.22
發出商品 Goods sold	32,970,616.57		32,970,616.57	85,657,695.50		85,657,695.50
<b>合計 Total</b>	<b>512,258,676.21</b>	<b>3,102,249.84</b>	<b>509,156,426.37</b>	<b>588,010,685.63</b>	<b>3,001,808.91</b>	<b>585,008,876.72</b>

### (2) 存貨跌價準備

### (2) Provision for inventory impairment

項目 Items	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	3,001,808.91	3,102,249.84		3,001,808.91		3,102,249.84
<b>合計 Total</b>	<b>3,001,808.91</b>	<b>3,102,249.84</b>		<b>3,001,808.91</b>		<b>3,102,249.84</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 Items	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	22,870,078.17	44,543,885.83
待攤費用 Deferred expenses	356,902.33	833,493.45
<b>合計 Total</b>	<b>23,226,980.50</b>	<b>45,377,379.28</b>

### 9.固定資產

### 9.Fixed assets

項目 Items	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the beginning of the year
固定資產 Fixed assets	334,925,145.94	354,551,660.22
固定資產清理 Liquidation of fixed assets		
<b>合計 Total</b>	<b>334,925,145.94</b>	<b>354,551,660.22</b>

#### 9.1 固定資產

#### 9.1 Fixed assets

##### (1) 固定資產明細表

##### (1) Breakdown of fixed assets

項目 Items	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	329,848,603.45	90,745,331.24	17,809,785.77	9,514,035.93	447,917,756.39
2.本年增加金額 2. Addition for the year		1,435,513.28	1,316,856.57	809,896.40	3,562,266.25
(1) 購置 (1) Purchase		1,435,513.28	1,316,856.57	809,896.40	3,562,266.25
3.本年減少金額 3. Reduction for the year	140,599.64	33,000.00	2,446,888.30	753,806.82	3,374,294.76
(1) 處置或報廢 (1) Disposal or retirement		33,000.00	2,446,888.30	753,806.82	3,233,695.12
(2) 其他減少 (2) Other deduction	140,599.64				140,599.64
4.年末餘額 4. Balance as at the end of the year	329,708,003.81	92,147,844.52	16,679,754.04	9,570,125.51	448,105,727.88
二、累計折舊 II. Accumulated depreciation					

項目 Items	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	44,256,892.75	31,778,934.07	8,798,819.24	8,531,450.11	93,366,096.17
2.本年增加金額 2. Addition for the year	10,858,407.33	8,949,882.15	2,260,151.04	553,517.00	22,621,957.52
(1) 計提 (1) Accrue	10,858,407.33	8,949,882.15	2,260,151.04	553,517.00	22,621,957.52
3.本年減少金額 3. Reduction for the year		22,843.09	2,049,938.48	734,690.18	2,807,471.75
(1) 處置或報廢 (1) Disposal or retirement		22,843.09	2,049,938.48	734,690.18	2,807,471.75
(2) 其他減少 (2) Other deduction					
4.年末餘額 4. Balance as at the end of the year	55,115,300.08	40,705,973.13	9,009,031.80	8,350,276.93	113,180,581.94
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	274,592,703.73	51,441,871.39	7,670,722.24	1,219,848.58	334,925,145.94
2.年初賬面價值 2. Book value at the beginning of the year	285,591,710.70	58,966,397.17	9,010,966.53	982,585.82	354,551,660.22

註 1：本期增加的累計折舊中，本期計提人民幣 22,621,957.52 元。本期減少主要系固定資產處置。期末已提足折舊仍繼續使用的固定資產原值人民幣 8,966,138.34 元。

Note 1: Of the increase in accumulated depreciation for the period, RMB 22,621,957.52 was recognized in the current period. The decrease in the current period was mainly due to the disposal of fixed assets. At the end of the period, the original value of fully depreciated fixed assets still in use was RMB8,966,138.34.

註 2：固定資產抵押情況見附註六、46。

Note 2: For the fixed assets mortgage, see Note VI. 46.

(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) 未辦妥產權證書的固定資產

(4) Fixed assets without getting ownership certificate ready

項目 Items	賬面價值 Book value	未辦妥產權證書原因 Reason for not getting ownership certificate ready
廣州醫藥分揀配送中心 Guangzhou Pharmaceutical Sorting and Delivery Centre	135,273,012.92	產權證書辦理中 The certificate of right is being processed
<b>合計 Total</b>	<b>135,273,012.92</b>	—

## 10. 在建工程

## 10. Construction in progress

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
在建工程 Construction in progress		1,496,742.97
<b>合計 Total</b>		<b>1,496,742.97</b>

### 10.1 在建工程

### 10.1 Construction in progress

(1) 在建工程明細表

(1) Breakdown of construction-in-progress

項目 Items	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 Provision for impairment	賬面價值 Book value	賬面餘額 Book balance	減值準備 Provision for impairment	賬面價值 Book value
其他 Others				1,496,742.97		1,496,742.97
<b>合計 Total</b>				<b>1,496,742.97</b>		<b>1,496,742.97</b>

## 11. 使用權資產

## 11. Right-of-use assets

項目 Items	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		

項目 Items	房屋建築物 Buildings and structures	合計 Total
(1) 租入 (1) New lease		
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	23,594,134.98	23,594,134.98
二、累計折舊 II. Accumulated depreciation		
1.年初餘額 1.Balance as at the beginning of the year	7,142,493.98	7,142,493.98
2.本年增加金額 2. Addition for the year	2,940,457.39	2,940,457.39
(1) 計提 (1) Accrued	2,940,457.39	2,940,457.39
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	10,082,951.37	10,082,951.37
三、賬面價值 III 、 Book value		
1.年末賬面價值 1.Book value at the end of the year	13,511,183.61	13,511,183.61
2.年初賬面價值 2.Book value at the beginning of the year	16,451,641.00	16,451,641.00

## 12.無形資產

(1) 無形資產明細

## 12.Intangible assets

(1) Details of intangible assets

項目 Items	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	18,799,442.16	5,398,773.56	188,451,979.37
2.本年增加金額 2. Addition for the year		15,486.73		15,486.73
(1)購置 (1) Purchase		15,486.73		15,486.73
3.本年減少金額 3. Reduction for the year			2,700,943.40	2,700,943.40

項目 Items	土地使用權 Land use rights	計算機軟件 Computer software	客戶資源 Customer resources	合計 Total
(1) 其他減少 (1) Other reduction			2,700,943.40	2,700,943.40
4.年末餘額 4.Balance as at the end of the year	164,253,763.65	18,814,928.89	2,697,830.16	185,766,522.70
二、累計攤銷 II. Accumulated amortization				
1.年初餘額 1.Balance as at the beginning of the year	28,781,188.09	7,422,838.42	56,352.99	36,260,379.50
2.本年增加金額 2. Addition for the year	4,320,279.33	1,904,763.82	247,275.15	6,472,318.30
(1) 計提 (1) Accrued	4,320,279.33	1,904,763.82	247,275.15	6,472,318.30
3.本年減少金額 3. Reduction for the year				
(1) 其他減少 (1) Other reduction				
4.年末餘額 4.Balance as at the end of the year	33,101,467.42	9,327,602.24	303,628.14	42,732,697.80
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	131,152,296.23	9,487,326.65	2,394,202.02	143,033,824.90
2.年初賬面價值 2.Book value at the beginning of the year	135,472,575.56	11,376,603.74	5,342,420.57	152,191,599.87

註 1: 2020 年 11 月 26 日, 本集團依據中瑞世聯出具的評估報告, 與廣東柏燁藥業有限公司(下稱“柏燁”)就收購柏燁營運資產(即“客戶資源”)相關事項簽訂資產轉讓協議, 協議約定雙方確定該客戶資源的交易價格為人民幣 4,716,981.13 元。2021 年由於柏燁所提供的客戶資源的交易客戶數量、月含稅銷售額不及預期, 雙方經協商, 重新簽署補充協議, 約定最終交易價款為人民幣 2,016,037.73 元。本集團相應調整無形資產的賬面價值, 調減金額為人民幣 2,700,943.40 元。

註 2: 截至 2021 年 12 月 31 日, 本集團未存在內部研發形成的無形資產。

註 3: 無形資產抵押情況見附註六、46。

Note 1: On 26 November 2020, the Group entered into an asset transfer agreement with Guangdong Baiye Pharmaceutical Com., Ltd. (hereinafter referred to as “Baiye”) in relation to the acquisition of Baiye’s operating assets (i.e. the “client resources”) based on an appraisal report issued by Chungrui Worldunion. The agreement specifies that the trading price of the client resources is RMB 4,716,981.13. In 2021, as the number of trading clients and monthly tax-inclusive sales of the client resources provided by Baiye were not as expected, the parties negotiated and re-signed a supplemental agreement, agreeing that the final transaction price would be RMB2,016,037.73. The Group adjusted the carrying value of the intangible assets accordingly to RMB2,700,943.40.

Note 2: As at 31 December 2021, no intangible asset arose through the internal research and development of the Group.

Note 3: For the pledge of intangible assets, please refer to Note VI. 46.

### 13.商譽

#### (1) 商譽原值

### 13. Goodwill

#### (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	
珠海創美公司註 1 Zhuhai Charmacy Company Note1	4,567,297.19					4,567,297.19
廣州創美公司註 1 Guangzhou Charmacy Company Note1	26,328.12					26,328.12
惠州創美公司註 1 Huizhou Charmacy Company Note1	2,896,416.16					2,896,416.16
合計 Total	7,490,041.47					7,490,041.47

(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 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。

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 RMB 2.8964 million. The asset group a 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.

14. 長期待攤費用

14. 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	8,085,530.37	12,857,595.63	1,728,465.12		19,214,660.88
<b>合計 Total</b>	<b>8,085,530.37</b>	<b>12,857,595.63</b>	<b>1,728,465.12</b>		<b>19,214,660.88</b>

註 1：2021 年，本集團對廣東省廣州市南沙區的辦公樓進行了裝修，新增裝修費用約 1,200.00 萬元。

Note 1: In 2021, the Group renovated its office building in Nansha District, Guangzhou City, Guangdong Province, with additional renovation costs of approximately RMB12.0 million.

15. 遞延所得稅資產和遞延所得稅負債

15. 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 Items	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
	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	可抵扣暫時性差異 Deductible temporary differences
資產減值準備 Provision for asset impairment	8,026,399.26	32,105,596.95	9,023,671.47	36,094,685.82
政府補助 Government grants	76,176.75	304,706.99	190,441.87	761,767.49
可抵扣虧損 Deductible losses	57,743.53	230,974.12	78,521.43	314,085.71
合計 Total	<b>8,160,319.54</b>	<b>32,641,278.06</b>	<b>9,292,634.77</b>	<b>37,170,539.02</b>

(2) 未經抵銷的遞延所得稅負債

(2) Deferred income tax liabilities not offset

項目 Items	年末餘額 Balance as at the end of the year		年初餘額 Balance as at the beginning of the year	
	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	應納稅暫時性差異 Taxable temporary differences
未實現的內部銷售損益 Unrealized internal sales gains and losses	390,019.44	1,560,077.77	298,566.95	1,194,267.80
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	12,890.18	51,560.69	12,890.18	51,560.69
合計 Total	<b>402,909.62</b>	<b>1,611,638.46</b>	<b>311,457.13</b>	<b>1,245,828.49</b>

(3) 未確認遞延所得稅資產明細

(3) Breakdown of unrecognised deferred income tax assets

項目 Items	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	10,395,716.74	4,682,981.44
合計 Total	<b>10,395,716.74</b>	<b>4,682,981.44</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
2022 年 2022			
2023 年 2023			
2024 年 2024	3,130,920.09	3,130,920.09	
2025 年 2025	1,552,061.35	1,552,061.35	
2026 年 2026	5,712,735.30		
<b>合計 Total</b>	<b>10,395,716.74</b>	<b>4,682,981.44</b>	—

#### 16.短期借款

#### 16.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
信用借款 Credit borrowings	60,115,981.25	89,266,365.10
保證借款 Guaranteed borrowings	265,327,763.35	202,852,488.75
抵押借款 Secured borrowings	138,710,365.07	148,594,522.04
質押借款 Pledged borrowings	70,266,291.68	76,721,056.28
應收票據貼現借款 Borrowings from discounted bills receivables	133,618,874.72	18,484,640.00
<b>合計 Total</b>	<b>668,039,276.07</b>	<b>535,919,072.17</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.

#### 17.應付票據

#### 17.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	809,768,308.81	938,611,254.96
<b>合計 Total</b>	<b>809,768,308.81</b>	<b>938,611,254.96</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.

## 18.應付賬款

### (1) 應付賬款

## 18.Trade payables

### (1) Trade payables

項目 Items	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	525,003,330.09	550,254,913.32
設備款 Equipment costs	7,856,953.98	13,371,029.16
資產轉讓款 Transfer of assets		6,200,592.62
<b>合計 Total</b>	<b>532,860,284.07</b>	<b>569,826,535.10</b>

### (2) 應付賬款賬齡分析

於2021年12月31日，應付賬款按交易日期的賬齡分析如下：

### (2) Aging analysis of trade payables

Below is an aging analysis of trade payables based on transaction date as at 31 December 2021:

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	530,047,558.14	567,810,738.30
1-2年 1 to 2 years	2,040,818.31	890,901.02
2-3年 2 to 3 years	308,387.62	757,753.60
3年以上 More than 3 years	463,520.00	367,142.18
<b>合計 Total</b>	<b>532,860,284.07</b>	<b>569,826,535.10</b>

註：本集團賬齡超過一年的應付賬款，主要為尚未結算的應付貨款。

Note: Accounts payable aged over one year of the Group are mainly unsettled trade payables.



## 19. 合同負債

### (1) 合同負債情況

## 19. Contract liabilities

### (1) Contract liabilities

項目 Items	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	46,664,141.17	5,013,052.93
<b>合計 Total</b>	<b>46,664,141.17</b>	<b>5,013,052.93</b>

註：於 2021 年 12 月 31 日，本集團無賬齡超過 1 年以上的重大合同負債。

Note: As at 31 December 2021, the Group had no significant contract liabilities aged over 1 year.

## 20. Salaries payable to employees

### 20. 應付職工薪酬

#### (1) 應付職工薪酬分類

### (1) Classification of salaries payable to employees

項目 Items	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	5,788,619.82	69,658,853.25	70,267,335.04	5,180,138.03
離職後福利-設定提存計劃 Post-employment benefits – Defined contribution plan		5,335,677.44	5,335,677.44	
辭退福利 Termination benefits				
一年內到期的其他福利 Other benefits due within one year				
<b>合計 Total</b>	<b>5,788,619.82</b>	<b>74,994,530.69</b>	<b>75,603,012.48</b>	<b>5,180,138.03</b>

#### (2) 短期薪酬

#### (2) Short-term remuneration

項目 Items	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	5,730,367.82	59,331,560.86	59,938,417.01	5,123,511.67
職工福利費 Staff welfare payments		5,580,067.27	5,580,067.27	

項目 Items	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
社會保險費 Social insurance premiums		2,403,179.49	2,403,179.49	
其中：醫療保險費 Of which: medical insurance premium		2,062,633.65	2,062,633.65	
工傷保險費 Industrial injury insurance premium		23,596.89	23,596.89	
生育保險費 Maternity insurance premium		316,948.95	316,948.95	
住房公積金 Housing provident fund		1,601,603.00	1,601,603.00	
工會經費和職工教育經費 Labor union expenses and staff education expenses	58,252.00	713,681.28	715,306.92	56,626.36
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		28,761.35	28,761.35	
<b>合計 Total</b>	<b>5,788,619.82</b>	<b>69,658,853.25</b>	<b>70,267,335.04</b>	<b>5,180,138.03</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。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：

## (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. The Group's contributions payable to pension insurance plan and unemployment insurance plan for the year are respectively as follows:

項目 Items	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		5,264,869.11	5,264,869.11	
失業保險費 Unemployment insurance premium		70,808.33	70,808.33	
<b>合計 Total</b>		<b>5,335,677.44</b>	<b>5,335,677.44</b>	

註 1: 本集團本年度應向參與的設定提存計劃繳存費用人民幣 5,335,677.44 元。於 2021 年 12 月 31 日, 本集團計劃繳納的養老保險和失業保險已經全部支付完畢。

註 2: 於截至 2021 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 1: The Group's contribution payable to the defined contribution plan that the Group participated in amounted to RMB5,335,677.44. The pension insurance and unemployment insurance, which was fully paid as at 31 December 2021.

Note 2: For the year end 31 December 2021, 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

## 21. 應交稅費

## 21. Tax payables

項目 Items	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	37,521,680.24	43,642,419.74
企業所得稅 Enterprise income tax	6,407,752.76	14,284,219.38
個人所得稅 Individual income tax	83,035.55	76,116.86
房產稅 Property taxes	34,695.43	90,529.94
印花稅 Stamp duty	373,372.52	313,317.87
城市維護建設稅 Urban maintenance and construction tax	79,444.38	82,651.86
教育費附加 Education surcharge	56,968.58	59,037.05
其他稅費 Local education surcharge	1,050.00	1,050.00
<b>合計 Total</b>	<b>44,557,999.46</b>	<b>58,549,342.70</b>

## 22.其他應付款

## 22.Other payables

項目 Items	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	11,030,236.31	13,765,328.93
<b>合計 Total</b>	<b>11,030,236.31</b>	<b>13,765,328.93</b>

## 22.1 其他應付款

## 22.1. Other payables

(1) 其他應付款按款項性質分類

(1) Classification of other payables by nature of payment

單位名稱 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
保證金 Margin	5,293,212.78	7,851,287.63
中介費用 Intermediary expenses	4,386,817.89	4,193,008.98
運輸費 Transportation costs	207,748.72	824,694.99
股權轉讓款 Equity transfers	407,535.18	468,852.24
其他 Others	734,921.74	427,485.09
<b>合計 Total</b>	<b>11,030,236.31</b>	<b>13,765,328.93</b>

(2) 賬齡超過 1 年的重要其他應付款

(2) Significant other payables aged over 1 year

單位名稱 Name of entity	年末餘額 Balance as at the end of the year	未償還或結轉的原因 Reasons for not being repaid or carried forward
翰宇國際律師事務所 Squire Patton Boggs	3,393,009.00	尚未達到結算期限 Settlement period is not yet due
康澤藥業連鎖有限公司 Kangze Pharmaceutical Chains Co., Ltd.	2,250,000.00	保證金 Deposit
廣西梧州製藥(集團)股份有限公司 Guangxi Wuzhou Pharmaceutical (Group) Co., Ltd.	650,000.00	保證金 Deposit

單位名稱 Name of entity	年末餘額 Balance as at the end of the year	未償還或結轉的原因 Reasons for not being repaid or carried forward
汕頭市民安醫藥連鎖有限公司 Shantou Qiaoyin Great Pharmacy Chain Co., Ltd.	450,000.00	保證金 Deposit
銀麗花 Yin Lihua	407,535.18	尚未達到結算期限 Settlement period is not yet due
合計 Total	<b>7,150,544.18</b>	—

### 23. 一年內到期的非流動負債

### 23. 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	31,835,266.89
一年內到期的租賃負債 Lease liabilities due within one year	2,974,226.92	2,685,301.66
合計 Total	<b>34,758,053.67</b>	<b>34,520,568.55</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” .

### 24. 其他流動負債

### 24. 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 resold	6,066,338.36	
合計 Total	<b>6,066,338.36</b>	

## 25. 長期借款

## (1) 長期借款分類

## 25. Long-term borrowings

## (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	150,290,837.33
<b>小計 Subtotal</b>	<b>118,651,241.79</b>	<b>150,290,837.33</b>
減：一年內到期的長期借款 Less: long-term borrowings due within one year	31,783,826.75	31,835,266.89
<b>合計 Total</b>	<b>86,867,415.04</b>	<b>118,455,570.44</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。

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.

## (2) 長期借款到期日分析

## (2) Analysis of long-term borrowings' maturity date

項目 Items	年末金額 Balance as at the end of the year	年初金額 Balance as at the beginning of the year
資產負債表日後一年內 Within one year after the balance sheet date	31,783,826.75	31,835,266.89
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	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	86,867,417.52
資產負債表日後超過五年 Over five years after the balance sheet date		

項目 Items	年末金額 Balance as at the end of the year	年初金額 Balance as at the beginning of the year
減：流動負債項下所示一年內到期的款項 Less: Current liabilities due within one year	31,783,826.75	31,835,266.89
<b>非流動負債項下所示款項 Amounts shown under non-current liabilities</b>	<b>86,867,415.04</b>	<b>118,455,570.44</b>

註：一年內到期的長期借款已重分類至“一年內到期的非流動負債”，參見本附註六、23。

Note: The long-term borrowings due within one year have been reclassified to “non-current liabilities due within one year” as shown in Note VI. 23.

## 26.租賃負債

## 26. Lease liabilities

項目 Items	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	3,726,243.13	3,592,344.76
資產負債表日後第2年 Second year after the balance sheet date	3,736,689.52	3,722,741.39
資產負債表日後第3年 Third year after the balance sheet date	3,300,800.04	3,736,689.52
以後年度 Subsequent years	6,900,760.13	10,072,302.76
<b>最低租賃付款額合計 Total minimum lease payments</b>	<b>17,664,492.82</b>	<b>21,124,078.43</b>
減：未確認融資費用 Less: finance costs not recognized	2,200,531.27	3,107,574.36
<b>最低租賃付款額現值 Present value of minimum lease payments</b>	<b>15,463,961.55</b>	<b>18,016,504.07</b>
其中：一年內到期的租賃負債 Including: lease liabilities due within one year	2,974,226.92	2,685,301.66
<b>一年後到期的租賃負債 Lease liabilities due after one year</b>	<b>12,489,734.63</b>	<b>15,331,202.41</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、23。

Note: The lease liabilities due within one year have been reclassified to “non-current liabilities due within one year” as shown in Note VI.23.

## 27. 遞延收益

## 27. 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	761,767.49		457,060.50	304,706.99	與資產相關 Related to assets
合計 Total	761,767.49		457,060.50	304,706.99	—

## (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	761,767.49			457,060.50			304,706.99	與資產相關 Related to assets
合計 Total	761,767.49			457,060.50			304,706.99	—

## 28. 股本

## 28. 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	108,000,000.00						108,000,000.00

註：2021年，姚創龍先生將其持有的13.66%創美藥業公司的股權（14,750,000.00股）轉讓給游澤燕女士（姚創龍先生的配偶），該股權轉讓交易對股本“本年增減（+、-）”的影響為零。

Note: In 2021, Mr. Yao Chuanglong transferred his 13.66% equity interest in Charmacy Pharmaceutical. (14,750,000.00 shares) to Ms. You Zeyan (the spouse of Mr. Yao Chuanglong). There are no impact of the equity transfer transaction on the equity capital —increase/decrease in the year(+, -)”.



### 29. 資本公積

### 29. Capital reserve

項目 Items	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
<b>合計 Total</b>	<b>278,990,829.04</b>			<b>278,990,829.04</b>

### 30. 盈餘公積

### 30. 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	18,439,830.70	2,640,601.64		21,080,432.34
<b>合計 Total</b>	<b>18,439,830.70</b>	<b>2,640,601.64</b>		<b>21,080,432.34</b>

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.

### 31. 未分配利潤

### 31. Undistributed profits

項目 Items	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	<b>97,118,259.82</b>	<b>80,869,499.06</b>
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	<b>97,118,259.82</b>	<b>80,869,499.06</b>
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	23,153,060.07	40,555,965.43
減：提取法定盈餘公積 Less: Appropriation of statutory surplus reserve	2,640,601.64	2,707,204.67

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
應付普通股股利 <sup>註</sup> Dividends payable on ordinary shares <sup>(Note)</sup>	21,600,000.00	21,600,000.00
轉作股本的普通股股利 Dividends on ordinary shares converted to share capital		
<b>本年年末餘額</b> <b>Balance at the end of the year</b>	<b>96,030,718.25</b>	<b>97,118,259.82</b>

註：於往績記錄期宣派並派付及擬派的股息詳情如下：

(a) 截至 2020 年 12 月 31 日止年度  
根據於 2020 年 5 月 24 日召開的截至 2019 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 2019 年末期股息，合計為人民幣 2,160.00 萬元。

(b) 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。

Note: See below for details of dividends announced to distribute and distributed and to be distributed in relevant periods:

(a) For the year ended 31 December 2020  
As per the resolution adopted at the Annual General Meeting for 2019 which was held on 24 May 2020, your company announced to distribute dividends for the year 2019 to your shareholders at RMB0.2 (before tax) per share, totalling at RMB21.6 million.

(b) 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 (before tax) per share, totalling at RMB21.6 million.

### 32.營業收入、營業成本

(1) 營業收入和營業成本情況

### 32.Operating revenue and operating cost

(1) Basic information on business revenue and business expenses

項目 Items	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	3,763,064,314.48	3,556,398,664.23	3,962,210,247.45	3,751,305,696.45
其他業務 Other businesses	30,553,405.55		29,500,276.91	
<b>合計</b> <b>Total</b>	<b>3,793,617,720.03</b>	<b>3,556,398,664.23</b>	<b>3,991,710,524.36</b>	<b>3,751,305,696.45</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</b> Types of products		
其中：藥品銷售收入 Where: Revenue from pharmaceutical sales	3,763,064,314.48	3,962,210,247.45
諮詢服務收入 Revenue from consultancy services	27,582,773.03	28,020,948.77
第三方物流收入 Revenue from third-party logistics	2,970,632.52	1,479,328.14
<b>按經營地區分類</b> By region of operation		
其中：華南地區 Where: South China	3,720,809,040.94	3,949,913,920.07
華東地區 East China	48,066,657.34	21,213,187.08
其他地區 Other regions	24,742,021.75	20,583,417.21
<b>按銷售管道分類</b> By sales channel		
其中：線下銷售 Where: Offline sales	3,686,362,090.33	3,877,683,190.20
線上銷售 Online sales	107,255,629.70	114,027,334.16
<b>合計</b> Total	<b>3,793,617,720.03</b>	<b>3,991,710,524.36</b>

## 33. 稅金及附加

## 33. Taxes and surcharges

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
房產稅 Property tax	3,966,857.22	3,056,170.96
印花稅 Stamp duty	2,942,114.15	2,088,220.79
城市維護建設稅 Urban maintenance and construction tax	815,671.04	854,025.29
教育費附加 Education surcharge	583,795.68	610,018.02
土地使用稅 Tax on land use	328,159.54	328,159.54

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
車船稅 Vehicle and vessel tax	17,097.23	24,409.34
環境保護稅 Environment protection tax	4,200.00	4,200.00
<b>合計 Total</b>	<b>8,657,894.86</b>	<b>6,965,203.94</b>

#### 34.銷售費用

#### 34.Selling expenses

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
職工薪酬 Staff remuneration	52,784,750.09	48,691,485.10
運輸費 Transportation costs	14,821,976.80	12,732,772.78
折舊與攤銷 Depreciation and amortization	19,462,963.85	11,450,650.89
宣傳廣告費 Promotion and advertising expenses	9,097,556.65	3,767,940.85
辦公費用 Office expenses	5,399,769.38	8,077,144.57
業務招待費 Business entertainment expenses	622,474.32	340,853.15
差旅費 Travelling expenses	277,874.55	302,650.71
其他 Others	860,623.82	552,409.91
<b>合計 Total</b>	<b>103,327,989.46</b>	<b>85,915,907.96</b>

#### 35.管理費用

#### 35.Management expenses

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
職工薪酬 Staff remuneration	22,209,780.60	19,800,935.51
折舊與攤銷 Depreciation and amortization	13,592,900.60	13,759,854.44
辦公費 Office expenses	7,330,010.38	6,608,969.23
聘請中介機構費 Expenses on engaging intermediary agencies	2,732,491.74	3,365,881.69

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
其中：審計師酬金 Of which: Auditor's remuneration	850,000.00	800,000.00
-審計服務費用 - Audit service expenses	850,000.00	800,000.00
存貨損失 Loss on inventory	2,202,709.34	1,872,364.75
業務招待費 Business entertainment expenses	147,391.48	86,917.18
宣傳廣告費 Promotion and advertising expenses	120,841.29	58,946.32
差旅費 Travelling expenses	110,327.71	131,373.04
其他 Others	76,574.70	73,246.71
<b>合計 Total</b>	<b>48,523,027.84</b>	<b>45,758,488.87</b>

### 36.財務費用

### 36.Finance costs

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
利息支出 Interest expenses	40,609,536.96	30,856,814.90
減：利息收入 Less: Interest income	3,798,241.18	4,021,645.59
加：匯兌損失 Add: Loss on foreign exchange	-139,015.35	-16,477.44
加：手續費 Add: Handling fees	4,705,476.86	4,731,031.39
加：租賃負債利息 Add: Interest on lease liabilities	907,319.62	882,596.91
<b>合計 Total</b>	<b>42,285,076.91</b>	<b>32,432,320.17</b>

### 37.其他收益

### 37.Other gains

項目 Items	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	457,060.50	457,060.50
代扣代繳個人所得稅手續費返還 Individual income tax fee refund	66,654.59	224,302.16
<b>合計 Total</b>	<b>523,715.09</b>	<b>681,362.66</b>

## 38. 投資收益

## 38. 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>	

## 39. 信用減值損失

## 39. Impairment loss of credit

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
應收票據壞賬損失 Loss of bad debts in bills receivable	-7,530.00	15,457.00
應收賬款壞賬損失 Loss of bad debts in accounts receivable	-292,001.73	11,368,591.58
其他應收款壞賬損失 Loss of bad debts in bills receivable in other receivables	-91,833.78	3,859,961.37
<b>合計 Total</b>	<b>-391,365.51</b>	<b>15,244,009.95</b>

## 40. 資產減值損失

## 40. 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	3,102,249.84	3,001,808.91
<b>合計 Total</b>	<b>3,102,249.84</b>	<b>3,001,808.91</b>

## 41. 資產處置損益

## 41. Gains on disposal of assets

項目 Items	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	149,987.17	18,110.52	149,987.17
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	149,987.17	18,110.52	149,987.17

項目 Items	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
non-current assets that are not classified as held for sale			
固定資產處置收益 Gains on disposal of fixed assets	149,987.17	18,110.52	149,987.17
<b>合計 Total</b>	<b>149,987.17</b>	<b>18,110.52</b>	<b>149,987.17</b>

**42.營業外收入**
**42.Non-operating revenue**

## (1) 營業外收入明細

## (1) Breakdown of non-operating income

項目 Items	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	733,039.15	2,992,821.89	733,039.15
其他 Others	29,063.08	100,584.10	29,063.08
<b>合計 Total</b>	<b>762,102.23</b>	<b>3,093,405.99</b>	<b>762,102.23</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
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 General Office of Party and Government Affairs, Zumiao Street, Chancheng District, Foshan 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	400,000.00		與收益相關 Relevant to revenue
促進商貿業（內貿）發展扶持政策獎勵方案 Programme for supporting policies and incentives to promote the development of the trade and commerce sector (domestic trade)	廣州南沙經濟技術開發區財政局 Financing Bureau of Guangzhou Nansha Economic and Technological Development Zone	獎勵 Incentive		否 No	否 No	184,000.00	250,000.00	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
珠海市香洲區促進電子商務產業發展專項資金 Special funds of Xiangzhou District, Zhuhai City for promoting e-commerce development	珠海市香洲區商務局 Bureau of Commerce, Xiangzhou District, Zhuhai City	補貼 Subsidy		否 No	否 No	80,916.52		與收益相關 Relevant to revenue
吸納就業困難人員社保補貼 Social security subsidy for hiring people with employment difficulties	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	22,526.40		與收益相關 Relevant to revenue
汕頭市失業保險穩定崗位補貼 Shantou City subsidy for unemployment insurance and employment stabilization	汕頭市財政局 Financing Bureau of Shantou City	補貼 Subsidy		否 No	否 No	10,759.22		與收益相關 Relevant to revenue
禪城區經濟和科技促進局複工複產補貼 Subsidy for resumption of work and production by the Bureau of Economic and Scientific Promotion, Chancheng District	佛山市禪城區經濟和科技促進局 Bureau of Economic and Scientific Promotion, Chancheng District, Foshan City	補貼 Subsidy		否 No	否 No		1,100,000.00	與收益相關 Relevant to revenue
以工代訓補貼 Work-for-training subsidy	汕頭市龍湖區財政局、佛山市禪城區人力資源和社會保障局 Financing Bureau of Longhu District, Shantou City and Human Resources and Social Security Bureau of Chancheng District, Foshan City	補貼 Subsidy		否 No	否 No	10,500.00	1,155,000.00	與收益相關 Relevant to revenue
2019 年度“百企爭先”獎勵金 “Competition among of Enterprises First” Prize 2019	佛山市禪城區經濟和科技促進局 Bureau of Economic and Scientific Promotion, Chancheng District, Foshan City	獎勵 Incentive		否 No	否 No		200,000.00	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
佛山市失業保險穩定崗位補貼 Foshan City subsidy for unemployment insurance and employment stabilization	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	5,953.43	54,767.56	與收益相關 Relevant to revenue
市直企業第二批援企穩崗返還 The second batch of returned fund to aid municipal enterprises to stabilize employment	汕頭市財政局 Financing Bureau of Shantou City	補貼 Subsidy		否 No	否 No		43,156.00	與收益相關 Relevant to revenue
創業帶動就業補貼 Entrepreneurship-led employment subsidy	廣州市南沙區財政局 Financing Bureau of Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No		30,000.00	與收益相關 Relevant to revenue
南沙區穩定用工社保補貼和崗位補貼 Social security subsidy and job subsidy for stabilizing employment in Nansha District	廣州市南沙區財政局 Financing Bureau of Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No		25,868.08	與收益相關 Relevant to revenue
人社局一般性崗位補貼 General post subsidy by the Human Resources and Social Security Bureau	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		18,500.00	與收益相關 Relevant to revenue
退伍軍人稅收優惠 Tax preference for veterans	佛山市稅務局 Taxation Bureau of Foshan City	補貼 Subsidy		否 No	否 No		18,000.00	與收益相關 Relevant to revenue
佛山市禪城區新招員工一次性生活補貼 One-time livelihood subsidy for newly recruited employees in Chancheng District, Foshan City	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	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		17,600.00	與收益相關 Relevant to revenue
2020年第一批延期復工補助 Subsidy for the first batch of delayed production resumption in 2020	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		12,733.00	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
珠海市失業保險穩定崗位補貼 Zhuhai City subsidy for unemployment insurance and employment stabilization	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	2,165.94	12,713.38	與收益相關 Relevant to revenue
廣州市失業保險穩定崗位補貼 Guangzhou City subsidy for unemployment insurance and employment stabilization	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	3,217.64	10,337.98	與收益相關 Relevant to revenue
吸納建檔立卡貧困勞動力就業補助 Subsidy for employment of poverty-stricken labourers with due registration	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		10,000.00	與收益相關 Relevant to revenue
廣州市南沙區一次性招用補貼 One-time recruitment subsidy of Nansha District, Guangzhou City	廣州市南沙區財政局 Financing Bureau of Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No	7,500.00	8,500.00	與收益相關 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 Human Resources and Social Security Bureau of Guangzhou City	補貼 Subsidy		否 No	否 No	1,000.00		與收益相關 Relevant to revenue
汕頭市生產、配送疫情防控急需物資企業一次性吸納就業補貼 One-time employment subsidy for enterprises engaged in producing and distributing materials urgently needed for pandemic prevention and control in Shantou City	汕頭市財政局 Financing Bureau of Shantou City	補貼 Subsidy		否 No	否 No		7,000.00	與收益相關 Relevant to revenue
購買“國六”車輛補貼款 Subsidy for the purchase of National VI Standard vehicles	佛山市商務局 Bureau of Commerce, Foshan City	補貼 Subsidy		否 No	否 No		6,000.00	與資產相關
穩崗資金配套補貼 Associating subsidy for employment stability funds	廣州市南沙區財政局 Financing Bureau of Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No		5,169.00	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
珠海市勞動用工補貼 Labour subsidy of Zhuhai City	珠海市香洲區財政局 Financing Bureau of Xiangzhou District, Zhuhai City	補貼 Subsidy		否 No	否 No		3,716.89	與收益相關 Relevant to revenue
到崗獎勵和招工補貼 On-duty incentives and recruitment subsidy	珠海市香洲區財政局 Financing Bureau of Xiangzhou District, Zhuhai City	補貼 補貼 Subsidy		否 No	否 No		2,000.00	與收益相關 Relevant to revenue
東湧鎮企業招工補貼 Subsidy for recruitment by enterprises in Dongyong Town	廣州市南沙區東湧鎮社會事務服務中心 Social Affairs Service Centre, Dongyong Town, Nansha District, Guangzhou City	補貼 Subsidy		否 No	否 No	4,500.00	1,760.00	與收益相關 Relevant to revenue
<b>合計 Total</b>	—	—	—	—	—	<b>733,039.15</b>	<b>2,992,821.89</b>	—

## (3) 政府補助明細

## (3) Breakdown of government subsidies

項目 Items	本年發生額 Amount for current year	上年發生額 Amount for last year	來源和依據 Source and basis	與資產相關/與收益相關 Relevant to assets/ 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	400,000.00		《佛山市禪城區人民政府辦公室印發禪城區關於積極應對新型冠狀病毒肺炎疫情支持企業堅定發展六條政策意見的通知》（佛禪府辦〔2020〕3號）、《佛山市禪城區人民政府辦公室關於印發佛山市禪城區支持工業及批發業複工複產穩定發展的扶持辦法的通知》（佛禪府辦〔2020〕8號）等精神 <i>Notice of the Office of the People's Government of Chancheng District, Foshan City on Six Policy Opinions on Supporting the Unswerving Development of Enterprises by Actively Responding to the COVID-19 Pandemic in Chancheng District (Fo-Chan-Fu-Ban [2020] No. 3), Notice of the Office of the People's Government of Chancheng District, Foshan City on the Issuance of Support Measures for Stable Development and Production Resumption in the Industrial and Wholesale Industries in Chancheng District, Foshan City (Fo-Chan-Fu-Ban [2020] No. 8) ) and other instructions</i>	與收益相關 Relevant to revenue
促進商貿業（內貿）發展扶持政策獎勵方案 Programme for supporting policies and incentives to promote the development of the trade and commerce sector (domestic trade)	184,000.00	250,000.00	關於2021年商貿業企業獎勵評審結果公示的通知 Notice on the Announcement of the Evaluation Results of the 2021 Business Awards for the Trade Industry	與收益相關 Relevant to revenue
珠海市香洲區促進電子商務產業發展專項資金 Special funds of Xiangzhou District, Zhuhai City for promoting e-commerce development	80,916.52		《珠海市香洲區促進電子商務產業發展辦法》 <i>Measures of Xiangzhou District, Zhuhai City for Promoting e-Commerce Development</i>	與收益相關 Relevant to revenue

項目 Items	本年發生額 Amount for current year	上年發生額 Amount for last year	來源和依據 Source and basis	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
吸納就業困難人員社保補貼 Social security subsidy for hiring people with employment difficulties	22,526.40		《關於失業保險支持企業穩定崗位的實施意見》(粵人社發〔2015〕54號)、《關於進一步做好失業保險支持企業穩定崗位工作有關問題的通知》(粵人社函〔2015〕1812號) <i>Opinions on Unemployment Insurance Support for Employment Stabilization among Enterprises (Yue-Ren-She-Fa [2015] No. 54) and Notice on Issues Relating to Further Improving Unemployment Insurance Support for Employment Stabilization among Enterprises (Yue-Ren-She-Han [2015] No. 1812)</i>	與收益相關 Relevant to revenue
汕頭市失業保險穩定崗位補貼 Shantou City subsidy for unemployment insurance and employment stabilization	10,759.22		關於汕頭市2020年度失業保險穩崗返還(免申即享)的公示 <i>Announcement on Shantou City Subsidy for Unemployment Insurance and Employment Stabilization in 2020 (No Application Required)</i>	與收益相關 Relevant to revenue
以工代訓補貼 Work-for-training subsidy	10,500.00	1,155,000.00	粵人社規〔2020〕38號《關於做好以工代訓工作的通知》 <i>Yue-Ren-She-Gui [2020] No. 38, Notice on Effectively Performing the Work-for-Training Program</i>	與收益相關 Relevant to revenue
廣州市南沙區一次性招用補貼 One-time recruitment subsidy of Nansha District, Guangzhou City	7,500.00	8,500.00	《關於印發南沙區一次性招用補貼申報指引的通知》 <i>Notice on the Issuance of Guidelines for the Declaration of One-time Recruitment Subsidy in Nansha District</i>	與收益相關 Relevant to revenue
佛山市失業保險穩定崗位補貼 Foshan City subsidy for unemployment insurance and employment stabilization	5,953.43	54,767.56	佛人社〔2016〕165號《佛山市人力資源和社會保障局文件》 <i>Fo-Ren-She [2016] No. 165, File of the Human Resources and Social Security Bureau, Foshan City</i>	與收益相關 Relevant to revenue
廣州市失業保險穩定崗位補貼 Guangzhou City subsidy for unemployment insurance and employment stabilization	3,217.64	10,337.98	《廣東省人力資源和社會保障廳關於延續實施穩崗擴圍政策的通知》(粵人社發〔2021〕28號) <i>Notice of the Guangdong Provincial Department of Human Resources and Social Security on the Continuation of the Policy on the Stabilization and Expansion of the Workforce (Yue-Ren-She-Fa [2021] No. 28)</i>	與收益相關 Relevant to revenue
珠海市失業保險穩定崗位補貼 Zhuhai City subsidy for unemployment insurance and employment stabilization	2,165.94	12,713.38	珠人社〔2015〕312號《關於做好失業保險支持企業穩定崗位工作的通知》 <i>Zhu-Ren-She-[2015] No. 312, Notice on Effectively Handling the Unemployment Insurance to Support Employment Stabilization among Enterprises</i>	與收益相關 Relevant to revenue
東湧鎮企業招用工扶持補貼 Subsidy for recruitment and employment by enterprises in Dongyong Town	4,500.00	1,760.00	《關於申領2020年東湧鎮企業招用工補貼的通知》 <i>Notice on the Application for the Subsidy for Recruitment and Employment by Enterprises in Dongyong Town in 2020</i>	與收益相關 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	1,000.00		廣州市人力資源和社會保障局關於印發《中小微企業一次性吸納就業補貼申領程序》的通知 <i>Notice of Guangzhou Human Resources and Social Security Bureau on the Issuance of Procedures for Claiming One-time Employment Subsidy for Small and Medium-sized Enterprises</i>	與收益相關 Relevant to revenue
汕頭市生產、配送疫情防控急需物資企業一次性吸納就業補貼 One-time employment subsidy for enterprises engaged in producing and distributing materials urgently needed for pandemic prevention and control in Shantou City		7,000.00	《關於汕頭市生產、配送疫情防控急需物資企業申領一次性吸納就業補貼的公示(第九批)》 <i>Announcement on the Application for One-time Employment Subsidy for Enterprises Engaged in Producing and Distributing Materials Urgently Needed for Pandemic Prevention and Control in Shantou City (Ninth Batch)</i>	與收益相關 Relevant to revenue
市直企業第二批援企穩崗返還 The second batch of rebatement to aid municipal enterprises to stabilize employment		43,156.00	《關於2019年度市直企業第二批援企穩崗返還的公示》 <i>Announcement on the Second Batch of Rebatement to Aid Municipal Enterprises to Stabilize Employment</i>	與收益相關 Relevant to revenue
2020年第一批延期複工補助 Subsidy for the first batch of delayed production resumption in 2020		10,914.00	《2020年佛山市禪城區人力資源和社會保障局關於符合延遲複工補助申領條件企業名單的公示》 <i>Announcement of Human Resources and Social Security Bureau of Chancheng District, Foshan City on the List of Enterprises Eligible for Delayed Production Resumption in 2020</i>	與收益相關 Relevant to revenue

項目 Items	本年發生額 Amount for current year	上年發生額 Amount for last year	來源和依據 Source and basis	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
到崗獎勵和招工補貼 On-duty incentives and recruitment subsidy		2,000.00	珠人社發〔2020〕5號《關於實施企業員工到崗獎勵的通知》、珠人社函〔2020〕5號《關於貫徹珠府〔2020〕11號文做好勞動用工補貼實施工作的通知》 Zhu-Ren-She-Fa [2020] No. 5,	與收益相關 Relevant to revenue
珠海市勞動用工補貼 Labour subsidy of Zhuhai City		3,716.89	珠人社函〔2020〕5號《關於貫徹珠府〔2020〕11號文做好勞動用工補貼實施工作的通知》 Zhu-Ren-She-Han [2020] No. 5, <i>Notice on the Implementation of File Zhu-Fu No. 11 for Effectively Conducting the Work on Labour Subsidy for Enterprises</i>	與收益相關 Relevant to revenue
佛山市禪城區新招員工一次性生活補貼 One-time livelihood subsidy for newly recruited employees in Chancheng District, Foshan City		17,600.00	《佛山市禪城區人力資源和社會保障局關於符合企業新招員工一次性生活補貼條件企業名單的公示》 <i>Announcement of the Human Resources and Social Security Bureau of Chancheng District, Foshan City on the List of Enterprises Eligible for the One-off Livelihood Subsidy for Newly Recruited Employees of Enterprises</i>	與收益相關 Relevant to revenue
2019年度“百企爭先”獎勵金 “Competition among Hundreds of Enterprises” Prize 2019		200,000.00	佛禪府辦〔2020〕4號《佛山市禪城區人民政府辦公室關於印發佛山市禪城區促進“百企爭先”獎勵辦法（2019年修訂）的通知》 Fo-Chan-Fu-Ban [2020] No. 4, <i>Office of the People’s Government of Chancheng District, Foshan City on the Issuance of the Incentive Measures of Chancheng District for Promoting „Competition among Hundreds of Enterprises” Prize (Revised in 2019)</i>	與收益相關 Relevant to revenue
退伍軍人稅收優惠 Tax preference for veterans		18,000.00	財稅〔2019〕21號《財政部退役軍人部關於進一步扶持自主就業退役士兵創業就業有關稅收政策的通知》 Cai Shui [2019] No. 21, <i>Notice of the Veterans” Department of the Ministry of Finance on Further Supporting the Tax Policies Relating to the Entrepreneurship and Employment of Self-Employed Veterans</i>	與收益相關 Relevant to revenue
禪城區經濟和科技促進局複工複產補貼 Subsidy for resumption of work and production by the Bureau of Economic and Scientific Promotion, Chancheng District		1,100,000.00	佛禪府辦〔2020〕8號《佛山市禪城區人民政府辦公室關於印發佛山市禪城區支持工業及批發業複工複產穩定發展的扶持辦法的通知》、佛禪府辦〔2020〕24號《佛山市禪城區人民政府辦公室關於印發佛山市禪城區支持工業及批發業複工複產穩定發展的扶持辦法的補充規定的通知》 Fo-Chan-Fu-Ban [2020] No. 8, <i>Notice of the Office of the People”s Government of Chancheng District, Foshan City on the Issuance of Support Measures for Stable Development and Production Resumption in the Industrial and Wholesale Industries in Chancheng District, Foshan City</i> and Fo-Chan-Fu-Ban [2020] No. 24, <i>Notice of the Office of the People’s Government of Chancheng District, Foshan City on the Issuance of Supplementary Provisions for Support Measures for Stable Development and Production Resumption in the Industrial and Wholesale Industries in Chancheng District, Foshan City</i>	與收益相關 Relevant to revenue
禪城區社保局2020年第一批延期複工補助		1,819.00	佛人社〔2020〕47號《佛山市疫情防控制期間援企穩崗政策的實施細則（修訂版）》 Fo-Ren-She [2020] No. 47, <i>Rules for Implementing the Policy of Supporting Enterprises to Stabilize Employment during the Pandemic Prevention and Control Period in Foshan City (Revised Version)</i>	與收益相關 Relevant to revenue
購買“國六”車輛補貼款 Subsidy for the purchase of National VI Standard vehicles		6,000.00	佛府辦〔2020〕3號《佛山市人民政府辦公室關於印發佛山市促進汽車市場消費升級若干措施（試行）的通知》 Fo-Fu-Ban [2020] No. 3, <i>Notice of the Office of the People’s Government of Foshan City on the Issuance of Several Measures to Promote Consumption and Upgrading of the Automobile Market in Foshan City (Trial)</i>	與收益相關 Relevant to revenue
人社局一般性崗位補貼 General post subsidy by the Human Resources and Social Security Bureau		18,500.00	《關於申請一般性崗位補貼的公示(第二批)》 <i>Notice on Application for General Post Subsidy (Second Batch)</i>	與資產相關
吸納建檔立卡貧困勞動就業補助 Subsidy for employment of poverty-stricken labourers with due registration		10,000.00	佛府〔2020〕5號《佛山市人民政府關於貫徹落實廣東省進一步穩定和促進就業若干政策措施的實施意見》 Fo-Fu [2020] No. 5, <i>Opinions of Foshan Municipal People’s Government on Implementing Several Policy Measures of Guangdong Province to Further Stabilize and Promote Employment</i>	與收益相關 Relevant to revenue

項目 Items	本年發生額 Amount for current year	上年發生額 Amount for last year	來源和依據 Source and basis	與資產相關/與收益相關 Relevant to assets/ Relevant to revenue
創業帶動就業補貼 Entrepreneurship-led employment subsidy		30,000.00	《廣州市人力資源和社會保障局關於印發廣州市進一步促進就業補貼申領程序的通知》 <i>Notice of the Guangzhou City Human Resources and Social Security Bureau on the Issuance of the Application Procedures for Further Employment Promotion Subsidy in Guangzhou</i>	與收益相關 Relevant to revenue
南沙區穩定用工社保補貼和崗位補貼 Social security subsidy and job subsidy for stabilizing employment in Nansha District		25,868.08	《關於開展 2019 年下半年（2019 年 4 月至 9 月）南沙區穩定用工社保補貼和崗位補貼申領工作的通知》 <i>Notice on the Application for Social Security Subsidy and Job Subsidy for Stabilizing Employment in Nansha District for the Second Half of 2019 (April to September 2019)</i>	與收益相關 Relevant to revenue
穩崗資金配套補貼 Associating subsidy under the employment stability funds		5,169.00	《南沙區穩崗資金配套補貼申報指引》 <i>Guidelines on the Application for Associating Subsidy under the Employment Stability Funds in Nansha District</i>	與收益相關 Relevant to revenue
<b>合計 Total</b>	<b>733,039.15</b>	<b>2,992,821.89</b>	—	—

#### 43.營業外支出

#### 43.Non-operating expenses

項目 Items	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		11,929.13
對外捐贈 External donation	66,839.42	116,443.95	66,839.42
其他 Others	90,662.45	21,143.59	90,662.45
<b>合計 Total</b>	<b>169,431.00</b>	<b>137,587.54</b>	<b>169,431.00</b>

#### 44.所得稅費用

#### 44.Income tax expenses

##### (1) 所得稅費用

##### (1) Income tax expenses

項目 Items	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	8,603,751.35	17,166,327.46
-中國大陸企業所得稅 Corporate income tax in the Chinese mainland	8,603,751.35	17,166,327.46
-中國香港利得稅 Profit tax in Hong Kong, PRC		
遞延所得稅費用 Deferred income tax expenses	1,223,767.72	-2,979,913.15
<b>合計 Total</b>	<b>9,827,519.07</b>	<b>14,186,414.31</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 Items	本年發生額 Amount for the year
本年合併利潤總額 Combined total profit for the year	32,980,579.14
按法定/適用稅率計算的所得稅費用 Income tax expenses calculated at statutory/applicable tax rate	8,245,144.79
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	227,477.06
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	
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	1,354,897.22
<b>所得稅費用 Income tax expenses</b>	<b>9,827,519.07</b>

#### 45.現金流量表項目

#### 45.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 Items	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	1,052,000.10	11,607,974.42
政府補助 Government grant	733,039.15	2,974,821.89
利息收入 Interest income	135,663.42	216,989.31
員工備用金 Staff reserves	31,000.00	453,622.30

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
其他 Others	2,252,275.85	3,025,962.72
<b>合計 Total</b>	<b>4,203,978.52</b>	<b>18,279,370.64</b>

2) 支付的其他與經營活動有關的現金

2) Other cash paid relating to investing activities

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
運輸費 Transportation costs	15,190,932.46	12,264,241.21
營銷費用 Marketing expenses	8,252,819.97	2,803,969.11
辦公費 Office expenses	7,915,388.83	8,156,882.82
水電費 Utilities	4,795,921.45	6,138,723.47
手續費 Handling fees	4,208,012.81	4,506,769.81
單位往來款 Inter-company current accounts	3,583,447.50	10,386,178.09
聘請中介機構費 Expenses on engaging agencies	1,507,071.51	3,087,587.24
維修、維護費 Repair and Maintenance expenses	1,445,287.99	1,529,968.45
電信通訊費 Telecommunication fees	1,246,779.52	762,251.19
宣傳廣告費 Promotion and advertising expenses	943,888.90	520,620.00
員工借款 Staff borrowings	620,808.20	1,992,747.85
業務招待費 Business entertainment expenses	447,200.39	294,004.05
差旅費 Travelling expenses	360,674.45	372,783.82
其他 Others	1,518,074.92	1,727,149.19
<b>合計 Total</b>	<b>52,036,308.90</b>	<b>54,543,876.30</b>



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 Items	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	1,806,779,749.49	1,560,651,851.86
收回借款保證金 Receipt of borrowing margin	16,059,911.12	7,215,692.04
保證金利息收入 Interest income on margin	3,662,577.76	3,804,656.28
<b>合計 Total</b>	<b>1,826,502,238.37</b>	<b>1,571,672,200.18</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 Items	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	1,830,371,994.92	1,575,994,493.98
租賃負債支付 Payment of lease Liabilities	3,612,740.16	3,632,762.00
借款保證金 Borrowing margin	2,250,000.00	2,265,000.00

項目 Items	本年發生額 Amount for the year	上年發生額 Amount for last year
融資手續費 Handling fees for financing	849,185.47	1,356,511.00
<b>合計 Total</b>	<b>1,837,083,920.55</b>	<b>1,583,248,766.98</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 Items	本年年額 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	23,153,060.07	40,555,965.43
加: 資產減值準備 Add: Provision for impairment on assets	3,102,249.84	3,001,808.91
信用資產減值損失 Impairment loss of credit assets	-391,365.51	15,244,009.95
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	22,621,957.52	15,498,937.00
使用權資產折舊 Depreciation of right-of-use assets	2,940,457.39	2,758,711.50
無形資產攤銷 Amortization of intangible assets	6,472,318.30	6,294,770.89
長期待攤費用攤銷 Amortization of long-term expenses to be amortized	1,728,465.12	812,687.27
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)	-149,987.17	-18,110.52
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)	38,703,464.29	29,291,266.53
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)	1,132,315.23	-3,265,564.04

項目 Items	本年金額 Amount for the year	上年金額 Amount for last year
遞延所得稅負債的增加（減少以「-」填列） Increase in deferred income tax liabilities (—" for decrease)	91,452.49	285,650.89
存貨的減少（增加以「-」填列） Decrease in inventories (—" for increase)	75,752,009.42	-69,823,623.33
經營性應收項目的減少（增加以「-」填列） Decrease in receivables from operating activities (—" for increase)	-54,810,666.11	-158,029,003.56
經營性應付項目的增加（減少以「-」填列） Increase in payables from operating activities (—" for decrease)	-139,901,028.97	248,469,346.83
其他 Others		
<b>經營活動產生的現金流量淨額</b> <b>Net cash flow from operating activities</b>	<b>-19,543,392.21</b>	<b>131,076,853.75</b>
<b>2. 不涉及現金收支的重大投資和籌資活動：</b> <b>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：</b> <b>3. Net change in cash and cash equivalents:</b>		
現金的年末餘額 Cash balance as at the end of the year	144,226,724.41	113,771,300.25
減：現金的年初餘額 Less: cash balance as at the beginning of the year	113,771,300.25	40,149,434.90
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	30,455,424.16	73,621,865.35

註：2021 年度及 2020 年度，本集團因使用商業承兌匯票貼現取得籌資的金額分別為 3,598.00 萬元、5,996.00 萬元。

Note: In 2021 and 2020, by discounting its commercial drafts, the Group raised RMB35.98 million and RMB59.96 million, respectively.

## (3) 現金和現金等價物

## (3) Cash and cash equivalents

項目 Items	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	343,374.54	773,462.50
其中：庫存現金 Of which: cash on hand	343,374.54	773,462.50
可隨時用於支付的銀行存款 Bank deposits readily available for payment	143,883,349.87	112,997,837.75
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		
<b>年末現金和現金等價物餘額 Balance of cash and cash equivalents at the end of the year</b>	<b>144,226,724.41</b>	<b>113,771,300.25</b>
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		

## 46. 所有權或使用權受到限制的資產

## 46. Assets with restricted ownership and rights of use

項目 Items	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	485,941,302.10	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	14,947,500.00	質押以及票據貼現 Pledge and bills discounting
存貨 Inventories	350,000,000.00	抵押 Security
固定資產 Fixed assets	272,476,921.19	抵押 Security
無形資產 Intangible assets	131,152,296.23	抵押 Security
<b>合計 Total</b>	<b>1,254,518,019.52</b>	—

#### 47. 外幣貨幣性項目

#### 47. Monetary items in foreign currencies

項目 Items	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	—	—	361,198.22
其中：港幣 Of which: Hong Kong Dollars	441,778.64	0.8176	361,198.22

#### 48. 政府補助

#### 48. Government grants

##### (1) 政府補助基本情況

##### (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	457,060.50	其他收益 Other gains	457,060.50
與收益相關的政府補助 the government subsidies related to the revenue	733,039.15	營業外收入 Non-operating revenue	733,039.15
合計 Total	1,190,099.65	—	1,190,099.65

(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

## VIII. INTERESTS IN OTHER ENTITIES

## 1. 在子公司中的權益

## 1. Interests in subsidiaries

## (1) 企業集團的構成

## (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

## IX. RISKS RELATED TO FINANCIAL

## INSTRUMENTS

本集團的主要金融工具包括借款、應收款項、應付款項、交易性金融資產、交易性金融負債等，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。

The Group's major financial instruments include borrowings, receivables, payables, financial assets held for trading, financial liabilities held for trading, 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.

## 1.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準，使股東及其它權益投資者的利益最大化。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

外匯風險是指金融工具的公允價值或未來現金流量因外匯匯率變動而發生波動的风险。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 2021 年 12 月 31 日，下表所述港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：

項目 Item	年末餘額（折合人民幣） Balance as at the end of the year (RMB equivalent)	年初餘額（折合人民幣） Balance as at the beginning of the year (RMB equivalent)
貨幣資金-港幣 Monetary fund – HK\$	361,198.22	372,691.25

本集團密切關注匯率變動對本集團的影響。

## 1.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 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

Foreign exchange risk is the risk arising from changes in fair value or future cash flows of financial instrument resulted from changes in exchange rate. 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 2021, the changes in the fair value or future cash flows from the assets and liabilities of the balance of the account denominated in HK\$ due to changes in exchange rates may have impact on the Group's operating results as set out in the following table:

The Group closely monitors the effect of exchange rate on the Group.

## 2) 利率風險

本集團存在利率風險的主要負債有短期借款和長期借款等，本集團無外幣借款。

## 3) 其他價格風險

本集團未持有其他債權投資和交易性金融資產，本集團無此類價格風險。

### (2) 信用風險

於 2021 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。

## 2) Interest rate risk

The major liabilities of the Group with interest rate risk include short-term borrowings and long-term borrowings. The Group has no foreign currency borrowings.

## 3) Other 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 2021, 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.



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。

The Group has adopted necessary policies to ensure that all the trade customers have good credit history.

### (3) 流動風險

流動風險為本集團在到期日無法履行其財務義務的風險。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。

### (3) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet 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.

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：

Analysis of financial assets and financial liabilities of the Group by maturity of undiscounted contractual cash flows is set out as follows:

項目 Items	賬面價值 Book value	1年以內 Within 1 year	1-5年 1 to 5 years	5年以上 Over 5 years	合計 Total
貨幣資金 Monetary funds	630,168,026.51	630,168,026.51			630,168,026.51
應收票據 Bills receivables	14,947,500.00	14,947,500.00			14,947,500.00
應收賬款 Trade receivables	716,312,947.43	716,312,947.43			716,312,947.43
其他應收款 Other receivables	32,249,707.83	32,249,707.83			32,249,707.83
其他流動資產 Other current assets	23,226,980.50	23,226,980.50			23,226,980.50
短期借款 Short-term borrowings	668,039,276.07	668,039,276.07			668,039,276.07
應付票據 Bills payables	809,768,308.81	809,768,308.81			809,768,308.81
應付賬款 Trade payables	532,860,284.07	532,860,284.07			532,860,284.07
合同負債 Contract liabilities	46,664,141.17	46,664,141.17			46,664,141.17

項目 Items	賬面價值 Book value	1年以內 Within 1 year	1-5年 1 to 5 years	5年以上 Over 5 years	合計 Total
應付職工薪酬 Salaries payable to employees	5,180,138.03	5,180,138.03			5,180,138.03
其他應付款 Other payables	11,030,236.31	11,030,236.31			11,030,236.31
一年內到期的非流動負債 Non-current liabilities due within one year	34,758,053.67	34,758,053.67			34,758,053.67
長期借款 Long-term borrowings	86,867,415.04		86,867,415.04		86,867,415.04

## 2.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。

## 2.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.

## 十、關聯方及關聯交易

## X. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

### (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	54.63

註：2021年，姚創龍先生將其持有的13.66%創美藥業公司的股權轉讓給游澤燕女士（姚創龍先生的配偶），姚創龍先生占有公司表決權比例（54.63%）為其自身股權權益（40.97%）和配偶權益（13.66%）。

### (I). Relationship with related parties

#### 1. Controlling shareholder and ultimate controller

##### (1) Controlling shareholder and ultimate controller

Note: In 2021, Mr. Yao Chuanglong transferred his 13.66% equity interest in Charmacy Pharmaceutical Company to Ms. You Zeyan (Spouse of Mr. Yao Chuanglong), and Mr. Yao Chuanglong's proportion of voting rights in the Company (54.63%) was his own equity interest (40.97%) and spouse interest (13.66%).

##### (2) 控股股東的註冊資本及其變化

##### (2) Registered capital of controlling shareholder and its changes

控股股東 Controlling shareholder	年初餘額 Balance at the beginning of the year	本年增加 Increase in this year	本年減少 Decrease in this year	年末餘額 Balance as at the end of the year
姚創龍 Yao Chuanglong	59,000,000.00		14,750,000.00	44,250,000.00

##### (3) 控股股東的所持股份或權益及其變化

##### (3) 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	59,000,000.00	40.97	54.63

2. 子公司

子公司情況詳見本附註“八、1. (1) 企業集團的構成”相關內容。

2. Subsidiaries

For details of subsidiaries, please see –VIII. 1. (1) Composition of the corporation” under these notes.

3. 其他關聯方

3. 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
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
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，且為執行董事、董事會秘書、財務總監林志雄擔任普通合夥人的企業 Holding 2.96% equity interest in the Company, a shareholding platform that is mainly consisted of employees of the Company and an enterprise in which Lin Zhixiong, our executive Director, secretary of the Company and Chief Financial Officer, serves as a general partner
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%，且於 2017 年向公司委派了董事李偉生。按照實質重於形式的原則，本公司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%, and it has appointed a Director, Li Weisheng in 2017 to the Company. Based on the principle of substance over form, the Company deemed Baiyunshan and its holding subsidiaries and joint ventures as related parties of the Company
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
廣藥國際（珠海橫琴）中醫藥產業有限公司 Guangzhou Pharmaceutical (Zhuhai Hengqin) TCM 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
鄭玉燕、林志雄、李偉生、尹智偉、周濤、關鍵、張玲、鄭禧玥、林志傑、劉映玉 Zheng Yuyan, Lin Zhixiong, Li Weisheng, Wan Chi Wai Anthony, Zhou Tao, Guan Jian, Zhang Ling, Zheng Xiyue, Lin Zhijie, Liu Yingyu	公司董事、監事及高級管理人員 Directors, Supervisors and Senior Management of the Company
吳濱華、劉吉貴 Wu Binhua, Liu Jigui	直接持有公司 5% 以上股份的自然人股東 Natural person shareholders directly holding more than 5% of the Company's shares

其他關聯方名稱 Name of other related parties	與本公司關係 Relationship with the Company
深圳市拉芳投資管理有限公司 Shenzhen Lafang Investment Management Co., Ltd.	持股 5%以上股東吳濱華擔任總經理的企業 An enterprise in which Wu Binhua, a shareholder holding more than 5% of Shares, serves as general manager
深圳市億璟投資有限公司 Shenzhen Yijing Investment Co., Ltd.	持股 5%以上股東吳濱華擔任總經理的企業 An enterprise in which Wu Binhua, a shareholder holding more than 5% of Shares, serves as general manager
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
深圳市愛康健齒科集團有限公司 C.K.J Professional Dental Hospital Group Limited	監事張玲擔任獨立非執行董事的企業 An enterprise in which Zhang Ling, the Supervisor, 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	監事張玲擔任財務總監的企業 An enterprise in which Zhang Ling, the Supervisor, serves as the chief financial officer
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%並擔任企業法人的企業 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
慢客島（上海）網絡科技有限公司 Man Ke Dao (Shanghai) Network Technology Co., Ltd.	獨立非執行董事關鍵持股 100%並擔任企業法人的企業（2021 年 7 月註銷） An enterprise in which Guan Jian, the independent non-executive Director, holds 100% of shares and serves as the legal representative of the enterprise (Sold in July 2021)
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

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下屬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
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
廣州采芝林醫藥有限公司 Guangzhou Caizhilin Medicine Co. Ltd.	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	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
海南廣藥晨菲醫藥有限公司 Hainan GP Chenfei Pharmaceutical Company Limited	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
廣東省梅縣醫藥有限公司粵東便民藥房 Guangdong Province Mei County Pharmaceutical Co., Ltd. Yuedong Bianmin Pharmacy	白雲山之控股公司 A holding company of Baiyunshan
福建廣藥潔達醫藥有限公司 Fujian GuangYao Jieda Pharmaceutical Co., Ltd.	白雲山之控股公司 A holding company of Baiyunshan
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
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
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

公司名稱 Company name	白雲山關聯方關係 Related party relationships with
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	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
廣州醫藥進出口有限公司 Guangzhou Pharmaceutical Import and Export Company Limited	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
廣州白雲山中藥飲片有限公司 Guangzhou Baiyunshan Chinese Medicine Tablets Co., Ltd	白雲山之控股公司 A holding company 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
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
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
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

註：2021 年存在關聯方的名稱更名的情況，其中“廣州采芝林北商藥材有限公司”更名為“廣州采芝林醫藥有限公司”，“廣州市藥材公司中藥飲片廠”更名為“廣州白雲山中藥飲片有限公司”。

Note: In 2021, the names of the related parties will be renamed, among which —Guangzhou Cai Zhi Lin Corporation Bei Shang Chinese Raw Medicine Co., Ltd.” will be renamed —Guangzhou Caizhilin Medicine Co. Ltd.”, —Guangzhou Chinese Medicine Corporation Chinese Medical Drink and Pill Factory” will be renamed —Guangzhou Baiyunshan Chinese Medicine Tablets Co., Ltd ”.

(二) 關聯交易

(II). Related party transactions

1、關聯交易情況

1.Details of related party transactions

關聯方名稱 Name of related party	關聯方交易 類型 Types of related party transactions	關聯交易定價方式及決 策程式 Pricing method and decision making procedure for related party transactions	2021 年度 2021	2020 年度 2020
<b>1、銷售與提供勞務</b> <b>1.Sales and rendering of services</b>				
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	12,760,537.73	
廣州健民醫藥有限公司 Guangzhou Jianmin Pharmaceutical Company Limited	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	9,339,362.69	7,764,131.82
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	3,850,127.82	3,742,539.22
廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co.,Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	3,740,481.55	3,149,654.79
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	2,852,021.04	2,851,531.02
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	2,044,826.55	
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	519,952.29	661,306.12
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	325,825.02	
一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	254,156.29	274,429.03
珠海廣藥康鳴醫藥有限公司 Zhuhai Guang Yao Kangming Pharmaceutical Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	233,364.88	198,657.44
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	161,699.12	32,339.83
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	134,618.14	



關聯方名稱 Name of related party	關聯方交易 類型 Types of related party transactions	關聯交易定價方式及決 策程式 Pricing method and decision making procedure for related party transactions	2021 年度 2021	2020 年度 2020
廣州醫藥大藥房有限公司 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. Huadiwan Branch	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	117,306.40	122,042.12
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	77,755.73	267,966.28
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 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	7,483.19	
廣州神農草堂大藥房有限公司 Guangzhou Shennong Caotang Pharmacy Co., Ltd	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	4,966.01	
深圳廣藥聯康醫藥有限公司 Shenzhen Guangyao Liankang Pharmaceutical Company Limited	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	4,371.68	
廣州采芝林國醫館有限公司東華西分店 Shenzhen Guangyao Liankang Pharmaceutical Company Limited	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	3,100.88	
廣州采芝林醫藥有限公司 Guangzhou Caizhilin Medicine Co. Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		858,824.27
海南廣藥晨菲醫藥有限公司 Hainan GP Chenfei Pharmaceutical Company Limited	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		54,601.77
廣東省梅縣醫藥有限公司粵東便民藥房 Guangdong Province Mei County Pharmaceutical Co., Ltd. Yuedong Bianmin Pharmacy	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		1,875.30
福建廣藥潔達醫藥有限公司 Fujian GuangYao Jieda Pharmaceutical Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		196.46
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	銷售商品 Sales of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	-4,517,194.96	22,638,136.10
<b>2、採購與接受勞務</b> <b>2.Procurement and acceptance of services</b>				
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	91,172,159.12	211,975,445.64
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	61,437,303.38	32,396,279.24

關聯方名稱 Name of related party	關聯方交易 類型 Types of related party transactions	關聯交易定價方式及決 策程式 Pricing method and decision making procedure for related party transactions	2021 年度 2021	2020 年度 2020
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	60,742,153.06	40,395,068.93
廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical Company Limited	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	58,210,234.87	76,002,640.52
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	37,207,204.78	44,456,693.31
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	30,916,494.23	42,168,162.06
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	23,357,280.27	14,288,078.02
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	14,197,712.60	13,885,470.38
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	14,146,841.05	13,027,075.90
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	12,244,050.31	15,146,970.40
廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whamboa Chinese Medicine Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	10,816,241.52	9,642,781.95
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	8,390,458.24	5,310,005.51
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	4,783,913.59	5,265,974.38
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	2,637,897.36	696,893.12
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	1,914,159.27	1,008,823.00
廣州白雲山和黃醫藥有限公司 Hutchison Whamboa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates	578,672.57	310,274.34

關聯方名稱 Name of related party	關聯方交易 類型 Types of related party transactions	關聯交易定價方式及決 策程式 Pricing method and decision making procedure for related party transactions	2021 年度 2021	2020 年度 2020
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	148,318.59	
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	參考市場價格協商確定 Determined after negotiation by reference to market rates	141,404.06	41,709,724.20
福建廣藥潔達醫藥有限公司 Fujian GuangYao Jieda Pharmaceutical Co., Ltd.	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		1,285,164.15
廣州醫藥進出口有限公司 Guangzhou Pharmaceutical Import and Export Company Limited	採購商品 Procurement of goods	參考市場價格協商確定 Determined after negotiation by reference to market rates		350,442.48

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.

### (三) 關聯方往來餘額

### (III).Related party balances

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
<b>應收賬款</b> <b>Trade receivables</b>		
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	4,413,990.00	
廣州健民醫藥有限公司 Guangzhou Jianmin Pharmaceutical Company Limited	2,568,068.79	1,251,073.59
海南鴻翔一心堂醫藥連鎖有限公司 Hainan Hongxiang Yi Xin Tang Pharmaceutical Chain Co., Ltd.	1,157,755.79	1,194,146.09
廣西鴻翔一心堂藥業有限責任公司 Guangxi Hongxiang Yi Xin Tang Pharmaceutical Co., Ltd.	292,368.77	470,746.27
四川一心堂醫藥連鎖有限公司 Sichuan Yi Xin Tang Gurative Gatenation Co.,Ltd	172,648.92	182,083.37
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	
珠海廣藥康鳴醫藥有限公司 Zhuhai Guang Yao Kangming Pharmaceutical Co., Ltd.	30,305.06	16,864.49
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	
廣州醫藥大藥房有限公司 Guangzhou Caizhilin Traditional Chinese Medical Center Co., Ltd. Huadiwan Branch	15,818.80	26,748.52
深圳廣藥聯康醫藥有限公司 Shenzhen Guangyao Liankang Pharmaceutical Company Limited	4,940.00	
廣州神農草堂大藥房有限公司 Guangzhou Shennong Caotang Pharmacy Co., Ltd	2,790.40	

項目 Item	年末餘額 Balance as at the end of the year	年初餘額 Balance as at the begining of the year
廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co.,Ltd.		338,891.81
廣州采芝林醫藥有限公司 Guangzhou Caizhilin Medicine Co. Ltd		39,043.00
一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.		36,789.91
<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.	31,878,186.23	23,402,805.15
廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical Company Limited	27,871,665.77	18,799,888.07
廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	12,062,351.00	12,026,725.74
廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	4,690,897.56	21,332,793.75
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	3,379,982.57	3,838,365.44
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	2,926,876.18	1,893,962.10
廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	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.	1,324,500.00	665,339.73
廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	1,271,810.47	700,167.06
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	294,438.07	135,094.02
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	
廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	57,097.70	
廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	50,872.22	754,344.42
廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.	17,601.76	
廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.		8,607,258.01
<b>其他應收款 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	20,000.00
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	

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
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.		150,000.00
<b>應付票據</b> <b>Bill payables</b>		
廣州白雲山醫藥銷售有限公司 Guangzhou Baiyunshan Pharmaceutical Marketing Co., Ltd.	47,474,429.69	23,193,717.61
廣州白雲山中一藥業有限公司 Guangzhou Baiyunshan Zhong Yi Pharmaceutical Company Limited	32,423,661.70	46,705,561.50
廣州白雲山潘高壽藥業股份有限公司 Guangzhou Baiyunshan Pan Gao Shou Pharmaceutical Co., Ltd.	30,000,000.00	13,300,000.00
廣州王老吉藥業股份有限公司 Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd.	12,177,439.20	37,419,703.93
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	11,026,897.06	28,358,180.21
廣州白雲山星群（藥業）股份有限公司 Guangzhou Baiyunshan Xing Qun Pharmaceutical Co., Ltd.	8,300,466.92	11,115,347.09
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	7,998,346.41	7,747,810.02
廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	5,831,912.90	7,807,931.60
廣州白雲山陳李濟藥廠有限公司 Guangzhou Baiyunshan Chen Li Ji Pharmaceutical Factory Co., Ltd.	4,584,827.70	4,509,967.60
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	3,306,715.40	2,730,395.79
廣州白雲山和記黃埔中藥有限公司 Guangzhou Baiyunshan Hutchison Whampoa Chinese Medicine Co., Ltd.	1,660,240.00	4,382,298.00
廣州白雲山奇星藥業有限公司 Guangzhou Baiyunshan Qi Xing Pharmaceutical Co., Ltd.	1,538,503.30	5,081,291.74
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	1,351,412.80	13,149,686.69
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	858,000.00	3,446,060.00
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd	178,734.00	
廣州白雲山光華製藥股份有限公司 Guangzhou Baiyunshan Guang Hua Pharmacy Co., Ltd.		823,760.50
廣州白雲山和黃醫藥有限公司 Hutchison Whampoa Guangzhou Baiyunshan Pharmaceutical Co., Ltd.		117,000.00
廣州醫藥進出口有限公司 Guangzhou Pharmaceutical Import and Export Company Limited		87,398.00
<b>應付帳款</b> <b>Trade payables</b>		
廣州醫藥股份有限公司 Guangzhou Pharmaceutical Co., Ltd.	28,683,243.47	72,229,454.24
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	3,361,254.24	5,107,761.10
廣州欣特醫藥有限公司 Guangzhou Xin Te Pharmaceutical Co., Ltd.	1,927,866.20	1,270,082.69

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
廣州白雲山天心製藥股份有限公司 Guangzhou Baiyunshan Tian Xin Pharmaceutical Co., Ltd.	560,550.91	294,189.91
佛山市廣藥健擇醫藥有限公司 Foshan GPC Jianze Pharmaceutical Co., Ltd	427,284.00	542,850.00
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.	4.31	17,026,907.88
廣州白雲山中藥飲片有限公司 Guangzhou Baiyunshan Chinese Medicine Tablets Co., Ltd		1,846.80
<b>合同負債</b> <b>Contract liabilities</b>		
廣東百源堂醫藥連鎖有限公司 Guangdong Baiyuantang Medicine Chainstore Co.,Ltd.	7,332.67	
廣州國盈醫藥有限公司 Guangzhou Guo Ying Pharmaceutical Co., Ltd.	0.16	
一心堂藥業集團股份有限公司 Yixintang Pharmaceutical Group Co., Ltd.	0.07	
廣州采芝林藥業有限公司 Guangzhou Cai Zhi Lin Pharmaceutical Co., Ltd.		282,786.40
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		62,227.98

(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 Items	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</b> <b>Amount for the year</b>					
<b>執行董事</b> <b>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</b> <b>Subtotal</b>	<b>1,613,800.00</b>	<b>81,478.28</b>			<b>1,695,278.28</b>
<b>監事</b> <b>Supervisors</b>					



項目 Items	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
鄭禧玥 Zheng Xiyue	159,080.00	15,182.42			174,262.42
林志傑 Lin Zhijie	396,680.00	27,981.66			424,661.66
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>
<b>上年發生額 Amount for last year</b>					
<b>執行董事 Executive Directors</b>					
姚創龍 Yao Chuanglong	648,900.00	36,072.35			684,972.35
林志雄 Lin Zhixiong	482,951.52	26,676.62			509,628.14
鄭玉燕 Zheng Yuyan	485,800.00	26,115.15			511,915.15
<b>小計 Subtotal</b>	<b>1,617,651.52</b>	<b>88,864.12</b>			<b>1,706,515.64</b>
<b>監事 Supervisors</b>					
鄭禧玥 Zheng Xiyue	158,199.96	18,505.35			176,705.31
林志傑 Lin Zhijie	399,380.00	20,112.39			419,492.39
張玲 Zhang Ling	40,000.00				40,000.00
<b>小計 Subtotal</b>	<b>597,579.96</b>	<b>38,617.74</b>			<b>636,197.70</b>

項目 Items	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>獨立非執行董事 Independent non- executive directors</b>					
尹智偉 Wan Chi Wai, Anthony	121,196.16				121,196.16
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>221,196.16</b>				<b>221,196.16</b>
<b>合計 Total</b>	<b>2,436,427.64</b>	<b>127,481.86</b>			<b>2,563,909.50</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、(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 –X. (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 Items	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	577,560.00	570,260.00
社會保險、住房基金及相關退休金成本 Social insurance, housing fund and relevant pension cost	42,765.08	33,652.47
獎金 Bonuses		
<b>合計 Total</b>	<b>620,325.08</b>	<b>603,912.47</b>

薪酬範圍：

Scope of emoluments:

項目 Item	本年人數 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 人



3.本年度本集團除李偉生先生放棄薪酬概無其他董事放棄或同意放棄任何薪酬。以往績記錄期，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。

#### 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：

3.No other directors of the Group waived or agreed to waive any emoluments during the year except Mr. Li Weisheng 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.Major management's emoluments

The emoluments of major management (including the amount paid and payable to directors, supervisors and senior management) were as follows:

項目 Items	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	2,609,720.00	2,607,307.64
社會保險、住房基金及相關退休金成本 Social insurance, housing fund and relevant pension cost	139,425.78	141,021.94
獎金 Bonuses		
<b>合計 Total</b>	<b>2,749,145.78</b>	<b>2,748,329.58</b>

## 十一、或有事項

1.本集團在報告期內對內擔保情況如下（單位：萬元）：

## XI. CONTINGENCIES

1.The Group's internal guarantees during the reporting period are as follows (Unit: RMB0'000):

擔保方名稱 Names of Guarantors	被擔保方名稱 Names of Guarantees	擔保金額 Guarantee Amount	起始日 Commencement Date	解除日期 Release Date	擔保是否已經履行完畢 Whether the Guarantee has been fully performed	說明 Explanation
創美藥業公司 Charmacy Pharmaceutical Company	創美藥業公司、廣東創美公司 Charmacy Pharmaceutical Company, Guangdong Charmacy Company	38,000.00	2019年8月2日 2019-08-02	2023年7月10日 2023-07-10	否 No	動產抵押 Chattel mortgage
創美藥業公司 Charmacy Pharmaceutical Company	創美藥業公司、廣東創美公司 Charmacy Pharmaceutical Company, Guangdong Charmacy Company	38,000.00	2019年8月2日 2019-08-02	2024年8月2日 2024-08-02	否 No	房產抵押 Building property mortgage

擔保方名稱 Names of Guarantors	被擔保方名稱 Names of Guarantees	擔保金額 Guarantee Amount	起始日 Commencement Date	解除日期 Release Date	擔保是否已經履行完畢 Whether the Guarantee has been fully performed	說明 Explanation
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	20,000.00	2020年2月21日 2020-02-21	2021年2月20日 2021-02-20	是 Yes	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	18,000.00	2021年2月22日 2021-02-22	2022年2月21日 2022-02-21	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	12,000.00	2020年10月28日 2020-10-28	2025年12月31日 2025-12-31	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	11,000.00	2018年12月3日 2018-12-03	2021年12月27日 2021-12-27	是 Yes	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	6,000.00	2019年12月27日 2019-12-27	2023年3月15日 2023-03-15	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	5,500.00	2019年9月18日 2019-09-18	註1 Note 1	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	5,500.00	2021年9月8日 2021-09-08	2023年7月31日 2023-07-31	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	5,500.00	2020年4月16日 2020-04-16	註1 Note 1	是 Yes	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	5,500.00	2020年8月13日 2020-08-13	2022年7月31日 2022-07-31	是 Yes	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	4,000.00	2019年11月25日 2019-11-25	2022年12月31日 2022-12-31	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	3,000.00	2020年6月23日 2020-06-23	2023年6月23日 2023-06-23	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	3,000.00	2021年7月6日 2021-07-06	2022年6月24日 2022-06-24	否 No	
創美藥業公司 Charmacy Pharmaceutical Company	廣東創美公司 Guangdong Charmacy Company	3,000.00	2020年5月8日 2020-05-08	2021年4月9日 2021-04-09	是 Yes	

擔保方名稱 Names of Guarantors	被擔保方名稱 Names of Guarantees	擔保金額 Guarantee Amount	起始日 Commencement Date	解除日期 Release Date	擔保是否已經履行完畢 Whether the Guarantee has been fully performed	說明 Explanation
廣東創美公司 Guangdong Charmacy Company	創美藥業公司、廣東創美公司 Charmacy Pharmaceutical Company, Guangdong Charmacy Company	26,000.00	2018年7月10日 2018-07-10	2023年7月10日 2023-07-10	否 No	動產抵押 Chattel mortgage
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	24,000.00	2020年2月21日 2020-02-21	2025年2月20日 2025-02-20	是 Yes	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	21,000.00	2020年2月21日 2020-02-21	2021年2月20日 2021-02-20	是 Yes	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	20,000.00	2017年11月20日 2017-11-20	2022年11月19日 2022-11-19	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	20,000.00	2021年2月22日 2021-02-22	2022年2月21日 2022-02-21	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	18,000.00	2018年8月15日 2018-08-15	2025年8月15日 2025-08-15	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	13,000.00	2018年12月3日 2018-12-03	2021年12月27日 2021-12-27	是 Yes	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	13,000.00	2019年12月27日 2019-12-27	2023年3月15日 2023-03-15	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	9,600.00	2020年10月13日 2020-10-13	2025年10月12日 2025-10-12	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	5,500.00	2019年9月18日 2019-09-18	註1 Note 1	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	5,500.00	2021年9月8日 2021-09-08	2022年7月31日 2022-07-31	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	5,500.00	2020年8月13日 2020-08-13	2022年7月31日 2022-07-31	是 Yes	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	否 No	

擔保方名稱 Names of Guarantors	被擔保方名稱 Names of Guarantees	擔保金額 Guarantee Amount	起始日 Commencement Date	解除日期 Release Date	擔保是否已經履行完畢 Whether the Guarantee has been fully performed	說明 Explanation
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2021年3月19日 2021-03-19	2024年4月30日 2024-04-30	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2021年7月19日 2021-07-19	2023年7月19日 2023-07-19	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	2,970.00	2021年5月12日 2021-05-12	2024年5月13日 2024-05-13	否 No	
廣東創美公司 Guangdong Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	1,500.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	是 Yes	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	24,000.00	2020年2月21日 2020-02-21	2025年2月20日 2025-02-20	是 Yes	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	13,000.00	2019年12月27日 2019-12-27	2023年3月15日 2023-03-15	否 No	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	9,600.00	2020年10月13日 2020-10-13	2025年10月12日 2025-10-12	否 No	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	否 No	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2021年7月19日 2021-07-19	2023年7月19日 2023-07-19	否 No	
廣州創美公司 Guangzhou Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	1,500.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	是 Yes	
珠海創美公司 Zhuhai Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	9,600.00	2021年10月13日 2021-10-13	2025年10月12日 2025-10-12	否 No	
珠海創美公司 Zhuhai Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	3,000.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	否 No	
珠海創美公司 Zhuhai Charmacy Company	創美藥業公司 Charmacy Pharmaceutical Company	1,500.00	2020年3月25日 2020-03-25	2023年3月24日 2023-03-24	是 Yes	

註 1: 擔保義務自 2019 年 9 月 18 日

Note 1: The guarantee obligation became effective from 18

起生效，至自擔保義務履行期屆滿之日起 60 個月。

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。

## 十二、承諾事項

截至 2021 年 12 月 31 日，本集團不存在需對外披露的重要承諾事項。

## 十三、資產負債表日後事項

本公司內資股股東游澤燕、吳濱華、劉吉貴及吳玩平於 2022 年 1 月 6 日與江西江中醫藥商業運營有限責任公司（「江中醫商」）簽署股權轉讓協議，將其持有的佔本公司已發行總股本的 26.90% 股份轉讓給江中醫商，至此江中醫商成爲本公司第二大股東。

## 十四、母公司財務報表主要項目註釋

### 1. 應收賬款

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	304,238,736.86	329,142,078.53
減：壞賬準備 Less: Provision for bad debt	5,529,013.97	7,424,089.33
淨額 Net amount	298,709,722.89	321,717,989.20

September 2019 for a term of 60 months from the expiration of the performance period of the guarantee obligation.

2. Apart from the above disclosures, no other contingencies of the Group need to be disclosed.

## XII.COMMITMENTS

By December 31, 2021, the Group had no important commitment which must be disclosed.

## XIII.EVENTS SUBSEQUENT TO BALANCE SHEET DATE

You Zeyan, Wu Binhua, Liu Jigui and Wu Wanping, the domestic shareholders of the Company (collectively referred to as the “~~Domestic Shareholders~~”), entered into a share transfer agreement with Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd.\* (江西江中醫藥商業運營有限責任公司) (“~~Jiangzhong Yishang~~”) on 6 January 2022, under which the Domestic Shareholders agreed to transfer the shares held by them, representing approximately 26.90% of total share capital issued by the Company to Jiangzhong Yishang. Jiangzhong Yishang became the second largest shareholder of the Company.

## XIV. NOTES TO MAJOR ITEMS OF FINANCIAL STATEMENTS OF PARENT COMPANY

### 1. Trade receivables

(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	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
賬齡組合 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>

(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	2,436,214.20	0.74	2,436,214.20	100.00	
按組合計提壞賬準備 Bad debt provision made on a collective basis	326,705,864.33	99.26	4,987,875.13	1.53	321,717,989.20
賬齡組合 Aging portfolio	326,705,864.33	99.26	4,987,875.13	1.53	321,717,989.20
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>329,142,078.53</b>	<b>100.00</b>	<b>7,424,089.33</b>	<b>—</b>	<b>321,717,989.20</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			
	應收賬款 Trade receivables	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)	計提理由 Reasons for provision
福建省閩浙醫藥有限責任公司 Fujian Minzhe Pharmaceutical Co., Ltd.	2,010,786.55	2,010,786.55	100.00	現已無合作關係，預計可收回性較低 No cooperation relationship subsisting, lower expected recoverability
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，單項計提 Clients involved in litigation, separate accruals
寧德市祥和醫藥連鎖有限責任公司 Ningde Xianghe Pharmaceutical Chain Co., Ltd.	271,939.56	271,939.56	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
江西金盛醫藥有限公司 Jiangxi Jinsheng Medicine Limited	104,626.38	104,626.38	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	90,059.93	90,059.93	100.00	現已無合作關係，預計可收回性較低 No cooperation relationship subsisting, lower expected recoverability
<b>合計 Total</b>	<b>2,873,666.59</b>	<b>2,873,666.59</b>	—	—

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	284,284,347.40	994,995.21	0.35
1-2年 1 to 2 years	17,055,063.52	1,640,697.11	9.62
2-3年 2 to 3 years	25,659.35	19,655.06	76.60
<b>合計 Total</b>	<b>301,365,070.27</b>	<b>2,655,347.38</b>	—

 (2) 應收賬款按賬齡列示  
 在接納新客戶之前，本集團應用內部

 (2) Accounts receivable by aging  
 Before accepting new customers, the Group assessed the credit

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；

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		
	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt
1 年以內 Within 1 year	284,297,098.50	93.45	1,007,746.32	298,626,861.99	90.73	866,017.90
1-2 年 1 to 2 years	17,476,346.95	5.74	2,061,980.53	25,292,250.49	7.68	3,062,891.53
2-3 年 2 to 3 years	25,659.35	0.01	19,655.06	2,786,751.85	0.85	1,058,965.70
3 年以上 More than 3 years	2,439,632.06	0.80	2,439,632.06	2,436,214.20	0.74	2,436,214.20
合計 Total	<b>304,238,736.86</b>	<b>100.00</b>	<b>5,529,013.97</b>	<b>329,142,078.53</b>	<b>100.00</b>	<b>7,424,089.33</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

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	
7,424,089.33	-1,895,038.66		36.70	5,529,013.97



(4) 本年度實際核銷的應收賬款

(4) Trade receivables actually written off during the year

項目 Items	核銷金額 Write-off amount
海豐縣醫藥聯合總公司藥材十三門市 Haifeng County Pharmaceutical United Corporation thirteen stores of medicinal materials	36.70

(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115,122,316.61元，佔應收賬款年末餘額合計數的比例37.84%，相應計提的壞賬準備年末餘額匯總金額人民幣402,928.11元。

In 2021, the sum of accounts receivable of five borrowers with the largest closing balance of accounts receivable was RMB115,122,316.61, 37.84% of the total closing balance of accounts receivable. Accordingly, the bad debt provisions set aside had a total closing balance of RMB402,928.11.

2.其他應收款

2.Other receivables

項目 Items	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	163,479,388.56	34,922,983.93
合計 Total	163,479,388.56	34,922,983.93

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	163,554,388.56	34,927,983.93
減：壞賬準備 Less:Provision for bad debt	75,000.00	5,000.00
淨額 Net amount	163,479,388.56	34,922,983.93

(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	155,596,124.01	26,539,650.05
保證金 Cash deposit	7,594,516.00	7,704,516.00
備用金 Imprest fund	358,748.55	678,817.88
其他 Others	5,000.00	5,000.00
<b>合計 Total</b>	<b>163,554,388.56</b>	<b>34,927,983.93</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>2021 年 1 月 1 日餘額 Balance on 1 January 2021</b>			<b>5,000.00</b>	<b>5,000.00</b>
2021 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 2021 in the year			5,000.00	5,000.00
-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		70,000.00		70,000.00
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				

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)	
其他變動 Other changes				
<b>2021 年 12 月 31 日餘額 Balance on 31 December 2021</b>		<b>70,000.00</b>	<b>5,000.00</b>	<b>75,000.00</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		
	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt	賬面餘額 Book balance	比例 (%) Percentage (%)	壞賬準備 Provision for bad debt
1 年以內 Within 1 year	156,178,924.39	95.49	70,000.00	27,667,310.21	79.21	
1-2 年 1 to 2 years	173,012.17	0.11		28,221.72	0.08	
2-3 年 2 to 3 years				80,000.00	0.23	
3 年以上 More than 3 years	7,202,452.00	4.40	5,000.00	7,152,452.00	20.48	5,000.00
<b>合計 Total</b>	<b>163,554,388.56</b>	<b>100.00</b>	<b>75,000.00</b>	<b>34,927,983.93</b>	<b>100.00</b>	<b>5,000.00</b>

(4) 本年度計提、轉回 (或收回)

(4) Provision for bad debts accrued and reversed (or recovered)

壞賬準備情況

in the year

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	
5,000.00	70,000.00			75,000.00

(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	99,052,970.36	1年以內 Within 1 year	60.56	
珠海創美藥業有限公司 Zhuhai Charmacy Pharmaceutical Limited	往來款 Current accounts	20,906,369.56	1年以內 Within 1 year	12.78	
汕頭市粵東藥業有限公司 Shantou Yuedong Pharmaceutical Co., Ltd.	往來款 Current accounts	20,000,000.00	1年以內 Within 1 year	12.23	70,000.00
惠州創美藥業有限公司 Zhuhai Charmacy Pharmaceutical Limited	往來款 Current accounts	12,751,328.22	1年以內 Within 1 year	7.80	
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	3.42	
合計 Total	-	158,310,668.14	-	96.79	70,000.00

### 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	219,978,852.24		219,978,852.24	219,978,852.24		219,978,852.24

(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		

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
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 Items	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	1,502,291,335.20	1,432,162,194.03	1,510,750,853.59	1,438,565,398.02
其他業務 Other businesses	74,188,236.42	1,434,523.19	53,453,563.99	7,343,952.53
合計 Total	<b>1,576,479,571.62</b>	<b>1,433,596,717.22</b>	<b>1,564,204,417.58</b>	<b>1,445,909,350.55</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
商品類型 Types of products		
其中：藥品銷售收入 Where: Revenue from pharmaceutical sales	1,502,291,335.20	1,510,750,853.59
諮詢服務收入 Revenue from consultancy services	2,987,279.98	5,275,234.68
第三方物流收入 Revenue from third-party logistics	71,200,956.44	48,178,329.31

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>按經營地區分類</b> <b>By region of operation</b>		
其中：華南地區 Where: South China	1,575,536,743.68	1,562,480,710.95
華東地區 East China	74,751.15	168,766.36
其他地區 Other regions	868,076.79	1,554,940.27
<b>按銷售渠道分類</b> <b>By sales channel</b>		
其中：線下銷售 Where: Offline sales	1,518,697,652.08	1,501,772,994.54
線上銷售 Online sales	57,781,919.54	62,431,423.04
<b>合計</b> <b>Total</b>	<b>1,576,479,571.62</b>	<b>1,564,204,417.58</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	18,000,000.00
<b>合計</b> <b>Total</b>	<b>18,000,000.00</b>	<b>18,000,000.00</b>

### 十五、財務報告批准

本財務報告於 2022 年 3 月 31 日由本公司董事會批准報出。

### XV. APPROVAL FOR FINANCIAL REPORT

The financial report was approved and published by the Board of the Company on 31 March 2022.

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	本年金額 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	138,058.04	
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)	1,190,099.65	
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	23.25	
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		
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		

項目 Item	本年年額 Amount for the year	說明 Explanation
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	176,233.78	
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	-61,784.20	
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		
<b>小計</b> <b>Sub-total</b>	<b>1,442,630.52</b>	
減：所得稅影響額 Less: Effect of income tax	363,196.09	
少數股東權益影響額（稅後） Effect of minority shareholders' equity (after tax)		
<b>合計</b> <b>Total</b>	<b>1,079,434.43</b>	—

## 2.淨資產收益率及每股收益

按照中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露（2010年修訂）》的規

## 2.Return on net assets and earning per share

In accordance with the requirements of the “Preparation Rules for Information Disclosures by Companies Offering Shares to the Public No.9 – Calculations and Disclosures for Return on Net Assets and Earnings Per Share (Revised in 2010)” 《( 公開



定，本集團 2021 年度加權平均淨資產收益率、基本每股收益和稀釋每股收益如下：

發行證券 的公司信息披露編報規則第 9 號 - 淨資產收益率和每股收益的計算及披露 (2010 年修訂 )》) issued by the China Securities Regulatory Commission, the weighted average return on net assets, basic earnings per share and diluted earnings per share of the Group for 2021 are as follows:

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
歸屬於母公司股東的淨利潤 Net profit attributable to the shareholders of parent company	4.62	0.2144	0.2144
扣除非經常性損益後歸屬於母公司股東的淨利潤 Net profit attributable to the shareholders of parent company (excluding non-recurring profit and loss)	4.40	0.2044	0.2044

創美藥業股份有限公司  
二〇二二年三月三十一日

Charmacy Pharmaceutical Co., Ltd  
31 March 2022

**創美藥業股份有限公司**

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