



創美·CH'MEI

# 創美藥業

CHARMACY PHARMACEUTICAL

於中華人民共和國註冊成立之股份有限公司  
A joint stock limited liability company established in the People's Republic of China

股份代號 2289.HK  
Stock Code



# 2023

## 中期報告

INTERIM REPORT

CH'MEI

## 關於我們

創美藥業股份有限公司（「本公司」或「公司」或「我們」）（股份代號：2289.HK）主營醫藥分銷業務，主要向下游分銷商和零售終端分銷西藥、中成藥、保健品等產品，同時也開展第三方物流服務，並提供醫藥產品諮詢服務。公司創立於 2000 年，經過 23 年的快速發展，已成長為華南地區領先的醫藥分銷商之一。公司堅持「深耕廣東，輻射周邊」的市場戰略，立足於汕頭，在廣州、珠海、惠州、佛山及深圳成立子公司，並擁有四個現代化醫藥物流中心，專業的營銷服務團隊以及運輸服務團隊，對非招標市場實行「半徑 10 公里內一日三配、50 公里內一日兩配、250 公里內一日一配」的高效配送機制。公司具有現代化信息系統，涵蓋整個醫藥分銷供應鏈，包括採購、銷售、倉儲、運輸及交付等。公司同時運營自建的 B2B 電子商務平台：「創美 e 藥」，供客戶線上下單、查詢及支付等。公司於 2022 年全國批發企業主營業務收入前 100 位排序第 38 位。公司於廣東省醫藥流通企業排名第 6 位。

2023 年上半年，憑藉良好的倉儲配送能力，本公司獲年由藥鏈圈認證中心頒發的 2022-2023 年度醫藥物流配送優秀企業（連續 3 年獲得）、2022-2023 年度現代醫藥物流技術試驗基地（中心）（連續 2 年獲得）、2022-2023 年度醫藥冷鏈最佳物流中心（基地）（連續 5 年獲得）、2022-2023 年度醫藥冷鏈物流服務推

## ABOUT US

Charmacy Pharmaceutical Co., Ltd. (the “Company” or “We”) (stock code: 2289.HK) is principally engaged in the pharmaceutical distribution business. It mainly distributes western medicine, Chinese patent medicine and healthcare products to downstream distributors and retail terminals, while conducting dealings in the third-party logistics business of medicines and providing pharmaceutical products related consulting services. Founded in 2000, over the past 23 years of rapid development, it has become one of the leading pharmaceutical distributors in the Southern China region. The Company adheres to the market strategy of “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”, based in Shantou, it has established subsidiaries in Guangzhou, Zhuhai, Huizhou, Foshan and Shenzhen, and has four modern pharmaceutical logistics centres, all equipped with professional marketing service team and 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 for non-tender markets. 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, make inquiries and payment online, etc. In 2022, the Company ranked the 38th among the top 100 PRC wholesalers in respect of revenue generated from the principal business. The Company ranked the 6th among the pharmaceutical distribution businesses in Guangdong Province.

In the first half of 2023, thanks to its excellent warehousing and delivery capabilities, our Company was recognized as an Excellent Pharmaceutical Logistics and Delivery Enterprise in 2022-2023 by the Pharmaceutical Chain Circle Certification Center (for 3 consecutive years), a Modern Pharmaceutical Logistics Technology Test Base (Center) in 2022-2023 (for 2 consecutive years), and the Best Pharmaceutical Cold Chain Logistics Center (Base) in 2022-2023 (for 5 consecutive years), a Recommended Enterprise for Pharmaceutical Cold Chain



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

薦企業（連續 4 年獲得）、獲得由中國（廣州）國際物流裝備與技術展會組委會頒發的 2022-2023 年度中國物流行業金螞蟻創新獎（連續 6 年獲得）。憑藉良好的信譽與優質的服務，本公司獲得由全國工商聯醫藥商會頒發的 2022-2023 年度中國醫藥商業百強企業，獲得第四屆醫藥金石獎・2023 年度最佳醫藥營銷團隊獎。

Logistics Services in 2022-2023 (for 4 consecutive years), and awarded the China Logistics Industry 'Golden Ant' Innovation Award in 2022-2023 by the Organizing Committee of China (Guangzhou) International Logistics Equipment and Technology Exhibition (for 6 consecutive years). With a good reputation and high-quality services, the Company was recognized as one of the Top 100 Chinese Pharmaceutical Commercial Enterprises in 2022-2023 by the Pharmaceutical Chamber of Commerce under the All-China Federation of Industry and Commerce, and won the 4th Pharmaceutical Golden Stone Award and the Best Pharmaceutical Marketing Team Award in 2023.

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## 公司資料

### \*董事

#### 執行董事

姚創龍 (董事會副主席) <sup>(註1)</sup>

鄭玉燕

張寒孜

#### 非執行董事

嚴京斌 (董事會主席) <sup>(註2)</sup>

付征

徐飛 <sup>(註3)</sup>

#### 獨立非執行董事

尹智偉

李漢國 <sup>(註4)</sup>

關鍵 (又稱關蘇哲)

### \*監事

朱明洪 (主席) <sup>(註6)</sup>

張玲 <sup>(註5)</sup>

鄭禧玥

### \*聯席公司秘書

黃慧玲

姚潔晞

### \*審核委員會 <sup>(註7)</sup>

尹智偉 (主席)

徐飛 <sup>(註3)</sup>

關鍵

### \*提名委員會 <sup>(註7)</sup>

## CORPORATE INFORMATION

### \* DIRECTORS

#### Executive Directors

Yao Chuanglong (Vice-chairman of the Board) <sup>(Note 1)</sup>

Zheng Yuyan

Zhang Hanzi

#### Non-executive Directors

Yan Jingbin (Chairman of the Board) <sup>(Note 2)</sup>

Fu Zheng

Xu Fei <sup>(Note 3)</sup>

#### Independent non-executive Directors

Wan Chi Wai Anthony

Li Hanguo <sup>(Note 4)</sup>

Guan Jian (also known as Guan Suzhe)

### \* SUPERVISORS

Zhu Minghong (Chairman) <sup>(Note 6)</sup>

Zhang Ling <sup>(註5)</sup>

Zheng Xiyue

### \* JOINT COMPANY SECRETARIES

Wong Wai Ling

Yao Jiexi

### \* AUDIT COMMITTEE <sup>(Note 7)</sup>

Wan Chi Wai Anthony (Chairman)

Xu Fei <sup>(Note 3)</sup>

Guan Jian

### \* NOMINATION COMMITTEE <sup>(Note 7)</sup>

關鍵（主席）	Guan Jian (Chairman)
姚創龍	Yao Chuanglong
李漢國 <sup>(註4)</sup>	Li Hanguo (Note 4)
<b>*薪酬委員會<sup>(註7)</sup></b>	<b>* REMUNERATION COMMITTEE<sup>(Note 7)</sup></b>
李漢國（主席） <sup>(註4)</sup>	Li Hanguo (Chairman) (Note 4)
付征	Fu Zheng
尹智偉	Wan Chi Wai Anthony
<b>*風險管理委員會<sup>(註7)</sup></b>	<b>* RISK MANAGEMENT COMMITTEE (Note 7)</b>
姚創龍（主席）	Yao Chuanglong (Chairman)
張寒孜	Zhang Hanzi
李漢國 <sup>(註4)</sup>	Li Hanguo (Note 4)
<b>*戰略發展委員會<sup>(註7)</sup></b>	<b>* STRATEGIC DEVELOPMENT COMMITTEE (Note 7)</b>
嚴京斌（主席）	Yan Jingbin (Chairman)
姚創龍	Yao Chuanglong
鄭玉燕	Zheng Yuyan
<b>*授權代表</b>	<b>* AUTHORISED REPRESENTATIVES</b>
鄭玉燕	Zheng Yuyan
姚潔晞	Yao Jiexi
<b>*核數師</b>	<b>* AUDITOR</b>
信永中和會計師事務所（特殊普通合夥）	ShineWing Certified Public Accountants (Special General Partnership)
<b>*法律顧問</b>	<b>* LEGAL ADVISERS</b>
德恒律師事務所（香港）有限法律責任合夥（香港法律）	DeHeng Law Offices (Hong Kong) LLP (as to Hong Kong laws)
廣東信達律師事務所（中國法律）	Shu Jin Law Firm (as to PRC laws)
<b>*註冊辦公室及總部</b>	<b>* REGISTERED OFFICE AND HEADQUARTERS</b>
中國廣東省汕頭市龍湖區嵩山北路235號	No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC
<b>*香港主要營業地點</b>	<b>* PRINCIPAL PLACE OF BUSINESS IN HONG KONG</b>

香港灣仔皇后大道東248號大新金融中心40樓

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

**\*主要往來銀行**

**\* PRINCIPAL BANKS**

廣發銀行股份有限公司（汕頭分行）

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

中國工商銀行股份有限公司（汕頭分行）

Industrial and Commercial Bank of China Limited (Shantou Branch)

**\*H 股股份過戶登記處**

**\* H SHARE REGISTRAR**

香港中央證券登記有限公司

Computershare Hong Kong Investor Services Limited

香港灣仔皇后大道東183號

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www.chmyy.com

**\*股份代號**

**\* STOCK CODE**

2289.HK

2289.HK

註1：姚創龍先生自2023年5月31日起為本公司第三屆董事（「董事」）會（「董事會」）副董事長，不再擔任第三屆董事會董事長。

Note 1: Mr. Yao Chuanglong has been the vice-chairman of the third session of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company with effect from 31 May 2023 and will no longer serve as the chairman of the third session of the Board.

註2：嚴京斌先生自2023年5月31日起成為第三屆董事會董事長，任期至第三屆董事會任期屆滿時止。

Note 2: Mr. Yan Jingbin has become the chairman of the third session of the Board since 31 May 2023, and his term of office ends until the expiration of the term of the third session of the Board.

註3：徐飛先生自2023年5月31日起成為公司的非執行董事，同時也是董事會審核委員會（「審核委員會」）的成員之一，任期至第三屆監事會任期屆滿時止。

Note 3: Mr. Xu Fei has been a non-executive Director since 31 May 2023, and is also a member of the audit committee of the Board (the “**Audit Committee**”), and his term of office ends until the expiration of the term of the third session of the Board.

註4：李漢國先生自2023年5月31日起擔任獨立非執行董事，同時擔任董事會薪酬委員會主席、董事會提名委員會成員，以及董事會風險管理委員會的成員，任期至第三屆監事會任期屆滿時止。

Note 4: Mr. Li Hanguo has served as an independent non-executive Director since 31 May 2023, and is also the chairman of the remuneration committee of the Board, a member of the nomination committee of the Board, and a member of the risk management committee of the Board, and his term of office ends until the expiration of the term of the third session of the Board.





註5：張玲女士自2023年5月31日辭任本公司監事（「監事」）會（「監事會」）主席，仍繼續擔任本公司獨立監事。

註6：朱明洪先生自2023年5月31日起，成為第三屆監事會主席，任期至第三屆監事會任期屆滿時止。

註7：自2023年5月31日董事會會議召開結束後，董事會委員會成員已進行調整，詳見公司日期為2023年5月31日有關董事會的名單及其職分及職能的公告。

Note 5: Ms. Zhang Ling resigned as chairman of the board of supervisors (the “**Supervisor(s)**”) of the Company (the “**Board of Supervisors**”) since 31 May 2023 and continues to serve as an independent supervisor of the Company.

Note 6: Mr. Zhu Minghong has become the chairman of the third session of the Board of Supervisors since 31 May 2023, and his term of office expires at the expiration of the term of the third session of the Board of Supervisors.

Note 7: Since the meeting of the Board on 31 May 2023, the members of the Board committees have been adjusted. Please refer to the Company’s announcement regarding the list of directors and their roles and functions dated 31 May 2023.

## 財務摘要

## FINANCIAL SUMMARY

項目 Items	截至 6 月 30 日止六個月 Six months ended 30 June		同比變動 (%) year-on-year change (%)
	2023 年 人民幣千元(未經審核) 2023 RMB'000 (Unaudited)	2022 年 人民幣千元(未經審核) 2022 RMB'000 (Unaudited)	
營業收入 Operating revenue	2,269,074	1,887,079	20.24
利潤總額 Total profit	35,157	25,848	36.02
歸屬於母公司股東的淨利潤 Net profit attributable to the shareholders of parent company	26,353	20,639	27.68
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)	0.2440	0.1911	27.68

項目 Items	於 2023 年 6 月 30 日 人民幣千元 (未經審核) As at 30 June 2023 RMB'000 (Unaudited)	於 2022 年 12 月 31 日 人民幣千元 (經審核) As a 31 December 2022 RMB'000 (Audited)	變動 (%) change (%)
總資產 Total assets	2,833,166	2,865,885	-1.14
總負債 Total liabilities	2,260,351	2,271,403	-0.49
股東權益 Equity of Shareholders	572,815	594,482	-3.64
每股淨資產 (以每股人民幣元列示) Net assets per share (as stated in RMB per share)	5.3038	5.5045	-3.64

## 管理層討論及分析

### 行業概覽

近年來，隨著中國經濟增長，人民生活水平不斷提高，全社會醫藥健康服務需求不斷增長，醫藥消費端需求推動醫藥流通端的市場擴容，為中國醫藥流通行業的發展奠定了市場基礎。同時，中國按照現代化思路對醫藥流通行業的經營格局進行了深層次的變革，結合數字化浪潮的強勁賦能，醫藥行業加強全方位監管，推動中國醫藥流通行業持續邁向高質量發展。此外，政策層面加大對於院內用藥市場的規範管理，推動零售藥店院外市場發展，醫藥流通企業在產業鏈中的發揮著越來越大的作用，藥品流通行業市場集中度不斷提升，正加速從資源競爭時代轉型至能力競爭方向。

根據國家統計局初步核算，2023年上半年中國國內生產總值人民幣593,034億元，按不變價格計算，同比增長5.5%，比2023年第一季度增長加快1.0個百分點。隨著疫情影響的削弱及國家層面產業支持政策的密集發佈，經濟運行整體回升向好，藥品流通行業整體回暖。

### 藥品流通行業市場總體呈現穩中趨暖態勢，行業集中度不斷提升

根據米內網數據，2022年，中國三大終端六大市場藥品銷售額達人民幣17,936億元，同比增長1.1%。其中，零售藥店終端佔比為29%，較2021年上升2.1個百分點。據廣東藥品監

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY OVERVIEW

In recent years, with the growth of China's economy and the continuous improvement of people's living standards, the demand for medical and health services in the whole society has been growing, and the demand for pharmaceutical consumption has driven the expansion of the pharmaceutical distribution market, laying a foundation for the development of China's pharmaceutical distribution industry. Meanwhile, China has been profoundly transforming the business structure of the pharmaceutical distribution industry in accordance with modern ideas. With the strong empowerment by digitalization, the comprehensive regulation of the pharmaceutical industry has been enhanced, promoting the continuous high-quality development of China's pharmaceutical distribution industry. Moreover, policy-level regulation and management of the in-hospital medication market have been strengthened, promoting to the development of retail pharmacies in the off-hospital market, and pharmaceutical distribution enterprises are playing an increasingly important role along the industrial chain. The concentration of the pharmaceutical circulation industry market is constantly increasing and accelerating its transformation from the resource-based competition to capability-based competition.

According to preliminary calculations by the National Bureau of Statistics, China's gross domestic product in the first half of 2023 was RMB59,303.4 billion, representing a year-on-year increase of 5.5% in constant prices, which was 1.0 percentage point higher than the increase in the first quarter of 2023. With the fading of the impact of the epidemic and the successive promulgation of the national-level industry support policies, both the overall economic operation and the overall pharmaceutical distribution industry have rebounded.

### The pharmaceutical distribution industry is generally stable, warming up, and becoming increasingly concentrated

According to the data from MENET, in 2022, the pharmaceutical sales in the six major markets in the three major terminals in China were RMB1,793.6 billion, representing a year-on-year increase of 1.1%. Among the above sales, retail pharmacy terminals accounted for 29%, which was 2.1 percentage points

督管理局數據，2022年，廣東省藥品流通總額達到人民幣2,810億元，逆勢增長7.3%，居全國第一。

從市場佔有率看，藥品批發企業集中度不斷提升。根據中華人民共和國商務部（「**商務部**」）數據顯示，2021年，藥品批發企業主營業務收入前100位佔同期全國醫藥市場總規模的74.5%，同比增長0.8%。佔同期全國藥品批發市場總規模的94.1%。前瞻產業研究院預計，2023年醫藥流通行業整體增速將有所回落，行業集中度將進一步提升，以複合增長率為7%計算，到2028年中國醫藥流通行業市場規模有望突破人民幣4萬億元。

2021年10月，商務部發佈《關於「十四五」時期促進藥品流通行業高質量發展的指導意見》（「**《指導意見》**」）提出，到2025年藥品流通行業與中國新發展階段人民健康需要相適應，創新引領、科技賦能、覆蓋城鄉、佈局均衡、協同發展、安全便利的現代藥品流通體系更加完善；到2025年培育形成1-3家超人民幣五千億元、5-10家超人民幣千億元的大型數字化、綜合性藥品流通企業，前100家藥品流通企業主營業務收入佔同期全國醫藥市場總規模的98%以上。《指導意見》明確了藥品流通行業未來五年的發展方向，為全行業實現高質量發展提供了重要指引。

### 醫藥物流領域呈現多元化和數智化發展趨勢

隨著大數據、物聯網等前沿技術被廣泛應用，醫藥物流領域業務呈現數智

higher than that in 2021. According to the data from Guangdong Provincial Medical Products Administration, the total pharmaceutical distribution amount in Guangdong Province amounted to RMB281.0 billion in 2022, representing an increase of 7.3% despite the unfavorable situation and ranking the first across China.

From the perspective of market share, the concentration of pharmaceutical wholesale enterprises continues to increase. According to data from the Ministry of Commerce of the PRC (the “**Ministry of Commerce**”), in 2021, the top 100 pharmaceutical wholesale enterprises accounted for 74.5% of China’s total pharmaceutical market size in the same period, representing with a year-on-year increase of 0.8% and accounted for 94.1% of the total China’s wholesale medicines market size in the same period. According to the prediction by Qianzhan Industry Research Institute, the pharmaceutical distribution industry will have a lower overall growth rate and become more concentrated in 2023; calculated at a compound growth rate of 7%, China’s pharmaceutical distribution market is expected to exceed RMB4 trillion by 2028.

In October 2021, the Ministry of Commerce issued the “Guidance on Promoting the High-Quality Development of the Pharmaceutical Distribution Industry during the 14th Five-Year Plan Period” (the “**Guidance**”), proposing that by 2025, the pharmaceutical distribution industry should adapt to the people’s health needs in China’s new development stage, and the modern pharmaceutical distribution system should be more innovative, technology-enabled, covering both urban and rural areas, balanced in layout, and collaboratively developed, and safe and convenient. By 2025, there will be 1-3 and 5-10 large digital and comprehensive pharmaceutical distribution enterprises with a scale of over RMB500 billion and over RMB100 billion, respectively, being cultivated, and the top 100 pharmaceutical distribution enterprises will account for more than 98% of the total China’s pharmaceutical market size in the same period. The Guidance points out clearly the development direction of the pharmaceutical distribution industry in the next five years, providing important guidelines for the industry to achieve high-quality development.

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

With the widespread application of cutting-edge technologies such as big data and Internet of Things, the pharmaceutical



化和多元化發展趨勢。《指導意見》中明確指出，要推進「互聯網+藥品流通」，推動藥品流通行業進行數字化改造與升級。基於數智技術的資源整合協同能力，越來越多的全國性和區域性醫藥流通企業向醫藥供應鏈解決方案服務商轉型，通過充分發揮自身物流網絡優勢，強化自身規模化按需定制服務能力，並整合供應鏈上下游各環節資源，促進「物流、信息流、資金流」三流融合，建立並不斷完善多元協同的醫藥供應鏈體系，實現差異化產品/服務交付，為製藥企業提供全國、區域內多倉聯動的高效第三方醫藥物流服務。

2022年12月，廣東省發展改革委關於印發《廣東省「十四五」現代流通體系建設實施方案》的通知，對提高物流企業專業化服務水平方面，提出要培育壯大醫藥物流企業，創新醫藥流通模式，健全藥品物流標準，完善城鄉配送體系，提升醫藥流通效率和全程質量管控水平，支持廣州打造成為全國藥品現代物流配送中心、藥品互聯網平台數據處理中心和全國藥品零售連鎖總部聚集地。據廣東省藥品監督管理局數據，2022年廣東省藥店達64,716家，連鎖率為48%。

### 藥品流通新規發佈，推動廣東藥品流通產業高質量發展

《廣東省藥品監督管理局藥品批發企業儲存運輸管理若干規定》（「新

logistics industry presents a trend of digitization and diversification development. The Guidance pointed out clearly the need to promote the “Internet + Pharmaceutical Distribution” and promote the digital transformation and upgrading of the pharmaceutical distribution industry. Thanks to the resource integration and collaboration capabilities of digital intelligence technology, an increasing number of national and regional pharmaceutical distribution enterprises are transforming themselves into pharmaceutical supply chain solution and service providers. By fully leveraging their advantages in logistics networks, enhancing their capabilities to customize services on a large scale, and integrating upstream and downstream resources of the supply chain, they are promoting the integration of “logistics, information flow, and capital flow”, and establishing and continuously improving a diversified and collaborative pharmaceutical supply chain system to achieve differentiated product/service delivery, and provide efficient third-party pharmaceutical logistics services for pharmaceutical enterprises through nationwide and regional coordination based on multiple warehouses.

According to Guangdong Provincial Development and Reform Commission’s notice in December 2022 on issuance of the Program for Building a Modern Distribution System in Guangdong Province During the 14th Five-Year Plan Period, the following efforts will be made to improve logistics enterprises’ professional service level, cultivate and strengthen pharmaceutical logistics enterprises, innovate pharmaceutical distribution models, refine pharmaceutical logistics standards, enhance urban and rural distribution systems, and improve pharmaceutical distribution efficiency and overall quality control level. According to the Program, Guangzhou is supported in building a national center for modern logistics and distribution of pharmaceuticals, a data processing center for online pharmaceutical platforms, and a hub of national pharmaceutical retail chain headquarters. According to the data from Guangdong Provincial Medical Products Administration, there were 64,716 pharmacies in Guangdong Province in 2022, 48% of which were chain pharmacies.

### The promulgation of new regulations on pharmaceutical distribution promotes the high-quality development of Guangdong’s pharmaceutical distribution industry

The Regulations of Guangdong Provincial Medical Products Administration on the Management of Pharmaceutical Wholesale

規」)於2023年7月1日起生效。

《新規》指出，現有批發企業如果是維持現有業務不變，換證時可以維持原有標準，如果需要接受新的藥品儲存運輸業務，則需要達到《新規》相關要求。《新規》解決了區域藥店「最後一公里」配送，對實現全省城鄉區域藥品儲存運輸有效、均衡覆蓋有重要意義。《新規》對企業機構人員、倉儲面積、自動化傳輸設施設備、信息管理系統和追溯系統等方面都提出詳細的規範要求及技術指標，具備現代物流管理能力的醫藥批發企業在升級的監管要求下更具優勢。

#### 醫改推動醫藥生產商佈局院外市場，零售終端基礎扎實的流通企業受青睞

近年來，隨著醫療改革進一步深入，多項指向破除「以藥養醫」的政策持續推出（如「帶量採購」、「分級診療」、「雙通道」及「藥店納入門診統籌」等），醫藥分開導致原有以院內市場為絕對主體的格局開始發生變化，院外醫藥市場呈現出可觀的藍海機遇。米內網預計，到2029年院外市場將以人民幣1.6萬億元的總量，持平甚至超過院內市場。

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

Enterprises' Storage and Transportation (the "New Regulations") takes effect from 1 July 2023. According to the New Regulations, if existing wholesale enterprises' existing services remain unchanged, they may maintain the original standards when applying for renewal of certificates; if they need to undertake new pharmaceutical storage and transportation services, they shall meet the relevant requirements of the New Regulations. The New Regulations addresses the "last-mile" distribution of regional pharmacies, which is of great significance for achieving effective and balanced coverage of pharmaceutical storage and transportation in urban and rural areas throughout the province. The New Regulations sets out detailed regulatory requirements and technical indicators for enterprise personnel, storage area, automated transmission facilities and equipment, information management systems, traceability systems and other aspects. Pharmaceutical wholesale enterprises with modern logistics management capabilities have more advantages under upgraded regulatory requirements.

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

In recent years, with deepen medical reform, China has promulgated multiple policies (such as "bulk purchase of pharmaceuticals", "graded diagnosis and treatment", "dual-channel medical insurance reimbursement", and "pharmacies-sold pharmaceuticals covered by outpatient deductibles") to end the practice of "hospitals funding their operations with profits from medicines". With the separation of prescribing and dispensing, hospitals will no longer be the absolute main purchasers of pharmaceuticals, and there will be tremendous opportunities in the outside-hospital pharmaceutical market. MENET expects the off-hospital market will reach an aggregate volume of RMB1.6 trillion by 2029, which will be equivalent to or even exceed the in-hospital market.

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



勢。

### 藥品網售政策推動及市場需求釋放共同作用，推動規模持續擴展

《藥品網絡銷售監督管理辦法》使得線上線下售藥監管協同，推動零售藥店加速邁入「新零售時代」。隨著藥品網絡銷售的進一步規範，加之各地逐步探索推進電子處方中心建設及醫保結算等事項「一網通辦」等問題的解決，網售處方藥將會實現真正落地。互聯網診療活動將有章可依，網售處方藥將有迹可循，患者亦將能夠獲得更加安全的線上醫藥服務，為藥品流通行業高質量發展奠定堅實基礎，有助於加快中國處方外流的步伐，給承接的處方藥銷售終端帶來可觀流量增量。（根據米內網數據，按終端平均零售價計算，2022年中國實體藥店和網上藥店(含藥品和非藥品)銷售規模達人民幣 8,725 億元，同比增長 9.7%。其中，實體藥店佔比為 70.1%，網上藥店突破人民幣 2,600 億元。網上藥店(含藥品和非藥品)銷售額佔比從 2016 年的 5.80% 提升至 2022 年的 29.90%。)

### 踐行全生命周期健康管理理念，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周期健康服務。

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

consolidate their competitive advantages in market expansion.

### The continuous expansion of the pharmaceutical market is promoted jointly by the policies for online pharmaceutical sales and the release of market demand

The Measures for the Supervision and Administration of Online Pharmaceutical Sales enable collaborative supervision of online and offline pharmaceutical sales, promoting “new retail era” by retail pharmacies. With the further regulation of online pharmaceutical sales and the gradual exploration and promotion of electronic prescription centers and construction and medical insurance settlement via “one-stop” solutions in various regions, the sale of prescription medicines online will truly come to fruition. Online diagnosis and treatment activities will have rules to be followed, and prescription pharmaceuticals sold online will be traceable, and patients will be able to access safer online medical services, which lay a solid foundation for the high-quality development of the pharmaceutical distribution industry, helping accelerate the pace of prescription outflow in China, and significantly increasing the sales by contracted prescription pharmaceutical sales terminals. (According to the data on MENET, calculated at terminals’ average retail prices, the sales of physical and online pharmacies (including pharmaceuticals and non-pharmaceuticals) in China reached RMB872.5 billion in 2022, representing a year-on-year increase of 9.7%. Physical pharmacies accounted for 70.1% of the aforesaid sales, and the sales by online pharmacies exceeded RMB260 billion. The proportion of sales (including pharmaceuticals and non-pharmaceuticals) by online pharmacies increased from 5.80% in 2016 to 29.90% in 2022.)

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

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

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

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周期管理模式探索，充分利用互聯網醫療、大數據等新技術，推動醫療服務體系為全民提供集預防、治療、康復和健康管理為一體的整合醫療，有助於推動醫藥產業健康發展，從而促進終端市場容量的增長。

以上數據及資料來源於：米內網；《中國藥品流通行業發展報告》(2022)；《中國藥品流通》期刊；廣東省藥品監督管理局。

## 業務回顧

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

我們遵循制定的經營目標，繼續深耕廣東及輻射周邊市場，積極拓展零售終端網絡。於2023年6月30日，我們的分銷網絡覆蓋12,262名客戶，其中584名為分銷商，8,064名為零售藥店，3,614名為民營醫院、診所、衛生站及其他客戶。較上年度同期，客戶數量增加799名，其中分銷商減少17名，零售藥店增加853名，民營醫院、診所、衛生站及其他客戶減少37名。

為滿足客戶不同需求及增強客戶黏性，我們與國內外知名廠商加強合作，提高一級經銷產品的品種和規模，持續優化產品結構，引進適銷、毛利率高的優質產品，豐富產品種類。於2023年6月30日，我們共有供應商1,008家，其中醫藥生產商581家及分銷供應商427家，較上年度同

health, and the health consumption awareness of the residents gradually increases, more and more pharmaceutical companies are exploring the full life cycle management model of medicines. 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.

The above data and data sources are: MENET (米內網); China Pharmaceutical Circulation Industry Development Report (《中國藥品流通行業發展報告》) (2022); Journal of China Pharmaceutical Commerce (《中國藥品流通》期刊); Guangdong Provincial Medical Products Administration (廣東省藥品監督管理局).

## BUSINESS REVIEW

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

We followed the operation target set, and continued to explore Guangdong market in depth and radiating to surrounding areas, and developing the business with retail end-customers. As at 30 June 2023, our distribution network covered 12,262 customers, among which 584 were distributors, 8,064 were retail pharmacy stores and 3,614 were private hospitals, clinics, health centres and others customers, representing an increase of 799 in the number of customers, a decrease of 17 distributors, an increase of 853 retail pharmacy stores, and a decrease of 37 private hospitals, clinics, health centres and others compared to the corresponding period of last year.

In order to meet the different 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; and continued to optimise product structure by introducing marketable, high-quality products with high profit margin to enrich product categories. As at 30 June 2023, we had a total of 1,008 suppliers, of which 581 were pharmaceutical



期增加 2 家。截至 2023 年 6 月 30 日，我們分銷 10,758 種產品。

manufacturers and 427 were distributor suppliers, representing an increase of 2 supplies compared to the same period last year. As at 30 June 2023, we distributed 10,758 types of products.

產品類別 Product Category	產品數量 截至 6 月 30 日止六個月 For the six months ended 30 June	
	2023 年(未經審核) 2023 (Unaudited)	2022 年(未經審核) 2022 (Unaudited)
中成藥 Chinese patent medicines	4,158	4,431
西藥 Western medicines	4,067	4,283
其他 Others	2,533	2,943
<b>總計 Total</b>	<b>10,758</b>	<b>11,657</b>

#### 充分發揮渠道優勢，攜手品牌廠商共創業績新增長

本集團通過協助品牌藥廠與下游客戶建立長期合作關係，借助立體化的營銷網絡，提高品牌工業系列品種在市場的曝光度和品牌影響力，幫助上游廠商降低渠道拓展難度，真正實現品牌的價值與效益。與諸多上游廠商緊密攜手，不定期開展業務對接會、市場交流會、團隊拓展會、促銷爆破會以及新品品鑒會等，如：攜手華潤江中開展衝刺戰略對接會、攜手潤美康醫藥開展深度拓展交流會、攜手赫力昂開展金鈣爾奇新品發佈會、攜手華潤三九開展終端促銷活動等，強化資源聯動和共享，開拓多元化合作渠道，助力客戶加深產品認知，分享多樣化動銷策略及資源，促進產品高效流通，幫助終端客戶更好地提升營業額、毛利等顯性指標，共創業績新增長極。構建可持續發展的醫藥生態合作鏈，共同為客戶輸送優質產品與服務，實現合作共贏。2023 年上半年，憑藉良好的信譽與優質的服務，本公司獲得由全國工商聯醫藥商會頒發的

#### Fully Leverage the channel advantages, and collaborate with the branded manufacturers to create new performance growth

By assisting branded pharmacies in establishing long-term cooperation with downstream customers and leveraging its omnidirectional marketing network, the Group helps increase the exposure and influence of massively produced branded products in the market, reduce manufacturers' difficulty in channel expansion, and truly realize the brand value and benefits. The Group work closely with many manufacturers to regularly hold business matchmaking meetings, market information exchange meetings, team expansion meetings, promotion and explosive marketing meetings, and new product evaluation meetings. For example, the Group works with China Resources Jiangzhong\* (華潤江中) to hold sprint planning and matchmaking meetings, works with Medi'Care\* (潤美康) to hold in-depth expansion and exchange meetings, works with Haleon\* (赫力昂) to hold new Golden Caltrate product\* (金鈣爾奇) launch meetings, works with China Resources Sanjiu\* (華潤三九) to hold end customer sales promotion, and takes other measures to strengthen resource coordination and sharing, expand diversified cooperation channels, help customers enhance product awareness, share diversified sales drive strategies and resources, promote efficient product distribution, and help end customers better improve explicit indicators such as revenue and gross profit, thereby jointly tapping new business growth points. The Group works

2022-2023 年度中國醫藥商業百強企業，獲得第四屆醫藥金石獎·2023 年度最佳醫藥營銷團隊獎。

### 持續強化物流能力，積極拓展第三方物流業務

本集團配備了冷鏈、冷藏運輸車輛及智能倉儲設備，如 AS/RS 系統、溫濕度監測系統、智能溫控系統等，保障倉配過程中藥品的質量安全，並大大降低人工、損耗等物流成本，最大程度地滿足不同藥品服務需求。除了智能設備的應用，本集團還引入了配套的信息化管理系統，利用先進的自動化技術，調度系統中的各項物流設備，提供可視化設備監控、任務實時監控及執行情況反饋，即時發現和定位疑難問題，為倉配工作的順利進行保駕護航。

本集團擁有完善的物流網絡和信息系統，統一 GSP 管理標準的倉儲條件，以創美藥業（廣州）醫藥分揀配送中心作為核心倉，打造領先的區域物流中心樞紐，通過與其他地區的物流中心實現多倉協同，共享庫存及配送網絡優勢，能夠全面滿足本公司自身醫藥分銷業務快速增長對倉儲的需求同時，利用剩餘倉儲空間和物流配送能力，可為上下游提供其他倉儲或運輸等增值服務，為本集團增創收入，增強本集團的盈利能力。截至 2023 年 6 月 30 日，本集團與廠家、商業分銷商及連鎖藥店等多家客戶達成第三方醫藥物流委托業務及其他倉儲或運輸

with partners to build a sustainable pharmaceutical cooperation chain and deliver high-quality products and services to customers, thereby achieving win-win results. In the first half of 2023, with a good reputation and high-quality services, the Company was recognized as one of the Top 100 Chinese Pharmaceutical Commercial Enterprises in 2022-2023 by the Pharmaceutical Chamber of Commerce under the All-China Federation of Industry and Commerce, and won the 4th Pharmaceutical Golden Stone Award and the Best Pharmaceutical Marketing Team Award in 2023.

### Continue to strengthen the logistics capacity, and actively expand the third-party logistics business

The Group has cold chain equipment, refrigerated transportation vehicles, and intelligent warehousing equipment, such as AS/RS systems, temperature and humidity monitoring systems, and intelligent temperature control systems to ensure the quality and safety of pharmaceuticals in the warehousing and dispensing process, and greatly reduce logistics costs such as labor and losses, thereby meeting different pharmaceutical service needs to the greatest extent possible. In addition to the application of intelligent equipment, the Group has introduced a supporting IT-based management system, utilizing advanced automation technology to dispatch various logistics equipment in the system, and providing visual monitoring of equipment, real-time task monitoring, and implementation feedback. In this way, the Group can discover and locate difficult problems immediately, ensuring the smooth progress of warehousing and distribution work.

The Group has a well-established logistics network and information system and uniform storage conditions conforming to GSP management standards. It takes Charmacy (Guangzhou) Pharmaceutical Sorting and Distribution Center as the core warehouse, and has built a leading regional logistics hub. The Company had realised multi-warehouse collaboration with the logistics centers in other regions and shared the advantages in inventory and distribution network. As such, the Company can fully meet the rapid growth of the Company's own pharmaceutical distribution business and the demand for its own warehousing need, and also provide value-added services such as warehousing and transportation for upstream and downstream customers by using the surplus storage room and logistics distribution capacity, thereby increase revenue for the Group and improving the Group's profitability. As at 30 June 2023, the



等增值服務合作，相應客戶數量同比增加超 30%，相應收入同比增長超 70%。2023 年上半年，憑藉良好的倉儲配送能力，本公司獲得由藥鏈圈認證中心頒發的 2022-2023 年度醫藥物流配送優秀企業（連續 3 年獲得）、2022-2023 年度現代醫藥物流技術試驗基地（中心）（連續 2 年獲得）、2022-2023 年度醫藥冷鏈最佳物流中心（基地）（連續 5 年獲得）、2022-2023 年度醫藥冷鏈物流服務推薦企業（連續 4 年獲得）、獲得由中國（廣州）國際物流裝備與技術展會組委會頒發的 2022-2023 年度中國物流行業金螞蟻創新獎（連續 6 年獲得）。

### 引進省級國有股東，為高質量發展提供堅強的後盾

江藥集團有限公司（「江藥」）於截至 2023 年 6 月 30 日止六個月（「報告期」）內實現對本集團控股，並且於 2023 年 3 月 2 日與本集團簽訂了三年的框架借款協議，股東大會授權姚創龍先生每年可根據業務發展需要向江藥申請不超過人民幣 5 億元的借款。江藥與本集團專注於非招標醫藥終端市場的定位契合，基於對本集團的信任與期望，向本集團提供資金和資源支持，以壯大業務規模，實現優勢互補、共贏發展的合作目標。通過充分發揮雙方的協調效應，及借助江藥國有資源及產業發展優勢，進一步提升本集團的整體運營水平及綜合競爭力，以全力實現本集團的高質量發展。

### 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

Group had cooperated with multiple customers (such as manufacturers, commercial distributors, and chain pharmacies) in third-party pharmaceutical logistics business and other value-added services (such as warehousing or transportation). By doing so, the Group has increased its customer count by over 30% year-on-year and increased its corresponding revenue by over 70% year-on-year. In the first half of 2023, thanks to its excellent warehousing and delivery capabilities, our Company was recognized as an Excellent Pharmaceutical Logistics and Delivery Enterprise in 2022-2023 by the Pharmaceutical Chain Circle Certification Center (for 3 consecutive years), a Modern Pharmaceutical Logistics Technology Test Base (Center) in 2022-2023 (for 2 consecutive years), and the Best Pharmaceutical Cold Chain Logistics Center (Base) in 2022-2023 (for 5 consecutive years), a Recommended Enterprise for Pharmaceutical Cold Chain Logistics Services in 2022-2023 (for 4 consecutive years), and awarded the China Logistics Industry ‘Golden Ant’ Innovation Award in 2022-2023 by the Organizing Committee of China (Guangzhou) International Logistics Equipment and Technology Exhibition (for 6 consecutive years).

### The introduction of provincial state-owned shareholders to provide strong backing for high-quality development

Jiangyao Group Co., Ltd. (“**Jiangyao**”) achieved control over the Group during the six months ended 30 June 2023 (the “**Reporting Period**”) and signed a three-year framework loan agreement with the Group on 2 March 2023. Mr. Yao Chuanglong was authorized at the general meeting to apply to Jiangyao for loans with an annual cap of RMB500 million according to the business development needs. Jiangyao aligns with the Group’s focus on the non-tendered pharmaceutical terminal market not subject to bid invitation and bidding. Out of trust in and expectations for the Group, Jiangyao provides financial and resource support for the Group to expand the business scale and achieve win-win results by taking complementary advantages. By fully leveraging the two parties’ synergistic effect and Jiangyao’s state-owned resources and industry development advantages, the Group will further enhance its overall operating level and comprehensive competitiveness to strive for its high-quality development.

### PROSPECTS

With the mission of “Creating a healthy, beautiful life” firmly in mind, we will uphold the business philosophy of “Operating

作共贏」的經營理念，堅持以「深耕廣東，輻射周邊」為市場戰略，致力成為中國醫藥健康產業最具市場競爭力服務商。

當前，中國加快構建以國內大循環為主體、國內國際雙循環相互促進的新發展格局。目前中國經濟整體處於結構調整的優化升級階段，人們生活水平不斷提高，健康觀念隨之提升，在人口老齡化下，全社會醫藥健康服務需求不斷增長，醫藥消費端訴求推動醫藥流通端的市場擴容，為中國醫藥流通行業的發展奠定了市場基礎。同時，國家按照現代化思路對醫藥流通行業的經營格局進行了深層次的變革，使得中國醫藥流通行業更加趨於成熟，為中國醫藥流通企業建立了良好的生長環境。在政策利好推動下，未來醫藥流通領域的行業集中度將會繼續提高，在信息技術的賦能下，中國醫藥流通供應鏈物流服務將會更加完善。

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

honestly, creating benefits for others, and achieving win-win outcomes through cooperation”. We follow the market strategy of focusing on “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”, and commit ourselves to becoming the most competitive health and medical service provider in China.

China is accelerating the establishment of a dual distribution development pattern in which domestic and foreign markets reinforce each other with the domestic market as the mainstay. China’s economy is generally undergoing optimized and upgraded restructuring. With the continuous improvement of people’s living standards and health awareness, and with the ageing of the population, the demand for medical and health services in the whole society has been growing, and the demand for pharmaceutical consumption has driven the expansion of the pharmaceutical distribution market, laying a foundation for the development of China’s pharmaceutical distribution industry. Meanwhile, China has been profoundly transforming the business structure of the pharmaceutical distribution industry in accordance with modern ideas to enhance the maturity of the pharmaceutical distribution industry, which is conducive to the growth of Chinese pharmaceutical distribution enterprises. Driven by favorable policies, the pharmaceutical distribution industry will be increasingly concentrated. With the empowerment of information technology, pharmaceutical distribution and supply chain services in China will be more thorough and effective.

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



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

### **一、堅持實施「深耕廣東，輻射周邊」的市場戰略**

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

### **二、持續探索 AI 智能應用加速企業數字化轉型**

我們將持續探索「互聯網+醫藥」、數字化及 AI 協同領域，以構建完善的技術體系。我們將以供應鏈優勢為基礎，B2B 電商平台為載體，營銷及運營為助推，結合創新的技術和工具，以滿足交易場景的迭代需求，為客戶提供卓越的服務，讓更多的客戶獲利，成為客戶在激烈的市場競爭中的戰略合作夥伴和可靠支持者。

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

### **I. Adhere to the strategy of “Intensive Engagement in Guangdong Province and Extensive Coverage across Surrounding Areas”**

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

### **II. Continuously explore intelligent applications of AI to accelerate corporate digital transformation**

We will continue to explore the field of “Internet + Healthcare”, digitalization, and AI collaboration to build a perfect technological system. We will leverage our supply chain advantages as the foundation, utilising B2B e-commerce platforms as vehicle and with make marketing and operating efforts as catalysts, combining innovative technologies and tools to meet the evolving needs of transaction scenarios and provide excellent services for customers, so that it can help more customers gain profits as a strategic partner and reliable supporter for customers in the fiercely competitive market.

### 三、與更多品牌廠商建立戰略合作

我們將著重加強與各品牌廠商的合作，爭取更多轉戰非招標市場產品的增長機會，豐富我們的產品組合，夯實品種優勢，並借助本集團的醫藥零售終端網絡資源及優勢，為上游供應商提供全方位的品牌宣傳及產品落地方案設計和支持服務保障。

### 四、強化醫藥物流能力建設，積極拓展第三方物流業務

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

### 五、積極尋找境內外產業合作機會，促進集團高質量發展

我們將藉助國有股東的資源及優勢，積極尋找境內外的優質產品及項目合作，優化本集團的產品供應鏈，引入新的技術和理念，進一步強化本集團的軟實力和競爭力，鞏固我們在華南地區醫藥非招標市場的領先地位，努力推動醫藥流通行業創新和發展。

### III. Establish strategic cooperation with more branded manufacturers

We will establish strategic cooperation with more branded manufacturers, strive for more growth opportunities in non-tendering market products, diversify our product portfolios and cement the strength of our products. By using the pharmaceutical retail terminal network resources and advantages of the Group, we will provide upstream suppliers with across-the-board brand promotions and product landing program design and support service guarantee.

### IV. Strengthen the capacity building for pharmaceutical logistics and actively expand third-party logistics business

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

### V. Proactively seek opportunities for industry cooperation both domestically and internationally to promote our high-quality development

We will leverage the resources and advantages of state-owned shareholders and proactively seek high-quality products and project cooperation both domestically and internationally, optimize its product supply chain, and introduce new technologies and concepts. In this way, the Group will further enhance soft power and competitiveness to consolidate our leading position in the non-bid-invitation pharmaceutical market in South China, and promote innovation and development in the

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

## 財務回顧

### 營業收入

項目 Items	截至 6 月 30 日止六個月 For the six months ended 30 June	
	2023 年 人民幣千元 (未經審核) 2023 RMB'000 (Unaudited)	2022 年 人民幣千元 (未經審核) 2022 RMB'000 (Unaudited)
	主營業務 Principal business	2,241,971
其他業務 Other businesses	27,103	19,065
營業收入 Operating revenue	2,269,074	1,887,079

客戶類型 Customer type	截至 6 月 30 日止六個月 For the six months ended 30 June	
	2023 年 人民幣千元 (未經審核) 2023 RMB'000 (Unaudited)	2022 年 人民幣千元 (未經審核) 2022 RMB'000 (Unaudited)
	分銷商 Distributors	1,076,993
零售藥店 Retail pharmacy stores	1,085,417	907,672
醫院、診所、衛生站及其他 Hospitals, clinics, health centres and others	79,561	82,556
主營業務收入 Revenue from principal business	2,241,971	1,868,014

於截至 2023 年 6 月 30 日止六個月，

During the six months ended 30 June 2023, our revenue from

pharmaceutical distribution industry.

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

## FINANCIAL REVIEW

### Operating revenue

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)民營醫院、診所、衛生站及其他的產品銷售。截至2023年6月30日止六個月，超過96%的主營業務收入來自分銷商客戶和零售藥店客戶。

本集團截至2023年6月30日止六個月的營業收入為人民幣2,269.07百萬元，較截至2022年6月30日止六個月增加20.24%。營業收入增長主要主要由於(i)公司堅守“非招標市場”的業務定位，並堅持“深耕廣東，輻射周邊”市場戰略，贏得更多品牌廠家的認可和支持，獲得更多優勢產品的經銷權和項目合作機會，帶動相關收入增長；及(ii)公司的產品滿足率和供應鏈服務優勢，為客戶提供省心省事的採購體驗，滿足更多客戶的需求，從而促進了收入增長。

#### 營業成本、毛利及毛利率

本集團的營業成本由截至2022年6月30日止六個月的人民幣1,762.71百萬元增加20.65%，至截至2023年6月30日止六個月的人民幣2,126.72百萬元。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2022年6月30日止六個月的人民幣124.37百萬元增加14.46%，至截至2023年6月30日止六個月的人民幣142.35百萬元。本集團的毛利率由截至2022年6月30日止六個月的6.59%，下降至2023年6月30日止六個月的6.27%。本集團毛利率下降主要由於本集團根據市場需求主動調整部分產品組合，確保在高度競爭的市場環境中獲取更大的市場份額。

principal business was derived from product sales to (i) distributor customers; (ii) retail pharmacy stores; and (iii) private hospitals, clinics, health centres and others. During the six months ended 30 June 2023, over 96% of our revenue from principal business was derived from distributor customers and retail pharmacy stores.

The operating revenue for the six months ended 30 June 2023 was RMB2,269.07 million, an increase of 20.24% over the six months ended 30 June 2022. The operating revenue increased mainly due to (i) the Company's adherence to the business positioning of non-tender market and adherence to the market strategy of "Intensive engagement in Guangdong Province and Extensive Coverage across Surrounding Areas", winning the recognition and support of more brand manufacturers, obtaining more distribution rights and project cooperation opportunities for advantageous products, and driving related revenue growth; and (ii) the Company's product satisfaction rate and supply chain service advantages provide customers with a worry-free purchasing experience and meet the needs of more customers, thereby promoting revenue growth.

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

The Group's operating costs increased by 20.65% from RMB1,762.71 million for the six months ended 30 June 2022 to RMB2,126.72 million for the six months ended 30 June 2023. The magnitude of the change is consistent with the change in product sales revenue.

The Group's gross profit increased by 14.46% from RMB124.37 million for the six months ended 30 June 2022 to RMB142.35 million for the six months ended 30 June 2023. The Group's gross profit margin decreased from 6.59% for the six months ended 30 June 2022 to 6.27% for the year ended 30 June 2023. The Group's gross profit margin decreased mainly because the Group proactively adjusted some product portfolios based on market demand to ensure a larger market share in a highly competitive environment.



### 銷售費用

本集團的銷售費用由截至 2022 年 6 月 30 日止六個月的人民幣 53.81 百萬元增加 16.97% 至截至 2023 年 6 月 30 日止六個月的人民幣 62.94 百萬元。相關變動與主營業務收入變動一致。

### 管理費用

本集團的管理費用由截至 2022 年 6 月 30 日止六個月的人民幣 18.40 百萬元增加 2.98% 至截至 2023 年 6 月 30 日止六個月的人民幣 18.95 百萬元。主要由於職工薪酬增長人民幣 1.02 百萬元。

### 財務費用

本集團的財務費用由截至 2022 年 6 月 30 日止六個月的人民幣 19.06 百萬元減少 6.69% 至截至 2023 年 6 月 30 日止六個月的人民幣 17.79 百萬元，主要由於較去年同期，長期借款減少人民幣 102.66 百萬元導致借款利息支出減少人民幣 3.01 百萬元。

### 所得稅費用

本集團的所得稅費用由截至 2022 年 6 月 30 日止六個月的人民幣 5.21 百萬元增加 69.05% 至截至 2023 年 6 月 30 日止六個月的人民幣 8.80 百萬元，主要由於主營業務的收入增長導致所得稅費用增長。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 2022 年 6 月 30 日止六個月的人民幣 20.64 百萬元增加 27.68% 至截至 2023 年 6 月 30 日止六個月的人民幣 26.35 百萬元。其中，歸屬於母公司股東的淨利潤由截至 2022 年 6 月 30 日止六個月的人民幣 20.64 百萬元增加 27.68% 至截至

### Selling expenses

The Group's selling expenses increased by 16.97% from RMB53.81 million for the six months ended 30 June 2022 to RMB62.94 million for the six months ended 30 June 2023. The increase is consistent with the increase in revenue of the principal business.

### Management expenses

The Group's management expenses increased by 2.98% from RMB18.40 million for the six months ended 30 June 2022 to RMB18.95 million for the six months ended 30 June 2023. It was mainly because the employee remuneration increased by RMB1.02 million.

### Finance costs

The Group's financial costs decreased by 6.69% from RMB19.06 million for the six months ended 30 June 2022 to RMB17.79 million for the six months ended 30 June 2023, which was mainly because the long-term loans decreased by RMB102.66 million and the loan interest expenses decreased by RMB3.01 million as a result compared to the same period last year.

### Income tax expenses

The Group's income tax expense increased by 69.05% from RMB5.21 million for the six months ended 30 June 2022 to RMB8.80 million for the six months ended 30 June 2023, mainly due to the increase in major operating revenue. 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 Group's net profit increased by 27.68% from RMB20.64 million for the six months ended 30 June 2022 to RMB26.35 million for the six months ended 30 June 2023. Among them, net profit attributable to shareholders of the parent company increased by 27.68% from RMB20.64 million for the six months ended 30 June 2022 to RMB26.35 million for the six months ended 30 June 2023. It was mainly because of (i) the growth of

2023年6月30日止六個月的人民幣26.35百萬元。主要由於(i)主營業務收入及毛利的增長；及(ii)費用有效管控。

### 流動資金及財務資源

於2023年6月30日，本集團持有現金及銀行存款為人民幣92.92百萬元，而於2022年12月31日則為人民幣68.86百萬元。

於2023年6月30日及2022年12月31日，本集團分別錄得流動資產淨值人民幣171.59百萬元及人民幣206.77百萬元。於2023年6月30日，本集團的流動比率（按流動資產除以流動負債計算）為1.08（2022年12月31日：1.09）。

本集團於2023年6月30日銀行借款為人民幣585.12百萬元（短期借款：人民幣585.12百萬元）。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2023年6月30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863.09百萬元，較2022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2.17百萬元，同比減少0.25%。主要由於本集團加強客戶的信用管理。

### 應付票據及應付賬款

於2023年6月30日，本集團應付票據及應付賬款金額為人民幣1,356.31百萬元，較2022年12月31日應付票據及應付賬款金額減少人民幣153.25

the major operating revenue and the gross profit; and (ii) the effective control of the expenses.

### Liquidity and financial resources

As at 30 June 2023, the cash and bank deposits of the Group amounted to RMB92.92 million, while the cash and bank deposits amounted to RMB68.86 million as at 31 December 2022.

As at 30 June 2023 and 31 December 2022, the Group recorded net current assets of RMB171.59 million and RMB206.77 million, respectively. As at 30 June 2023, the current ratio (based on the calculation of current assets divided by current liabilities) of the Group was 1.08 (31 December 2022: 1.09).

The bank borrowings of the Group as at 30 June 2023 were RMB585.12 million (short-term borrowings: RMB585.12 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.

### Bills receivables, trade receivables and account receivable financing

As at 30 June 2023, the Group's bills receivables, trade receivables and account receivable financing amount was RMB863.09 million, a decrease of RMB2.17 million, and 0.25%, compared with the bills receivables, trade receivables and account receivable financing as of 31 December 2022. It was mainly because the Group enhanced customer credit management.

### Bills payables and accounts payables

As at 30 June 2023, the Group's bills payables and accounts payables amounted to RMB1,356.31 million, a decrease of RMB153.25 million compared to the amount of bills payables and accounts payables as at 31 December 2022, which was

百萬元，主要由於本集團根據產品的市場供需情況安排採購並有效配置資金使用。

### 庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略，因而於報告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。截至2023年6月30日止六個月，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2023年6月30日止六個月，本集團並無以浮動利率計息的銀行借款（2022年：無）。

### 資本負債比率

於2023年6月30日及2022年12月31日，本集團的資本負債比率列示如下：

	2023年6月30日 30 June 2023	2022年12月31日 31 December 2022
資本負債比率 Gearing ratio	46.22%	42.78%

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。

mainly due to procurement based on product supply and demand and effective fund use.

### Treasury policy

The Group adopts a prudent financial management strategy in executing its treasury policy. Thus, a sound liquidity position was able to be maintained throughout the Reporting Period. 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 are denominated in RMB. The foreign exchange risk that the Group has to bear is extremely low. For the six months ended 30 June 2023, the Group did not use any financial instruments for hedging the foreign currency risk.

### Interest rate risk

For the six months ended 30 June 2023, the Group had no bank borrowings which bear interest at a floating rate (2022: Nil).

### Gearing ratio

Set out below is the Group's gearing ratios as at 30 June 2023 and 31 December 2022, 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 2023 年 6 月 30 日，本集團無資本承擔（2022 年 12 月 31 日：無）。

### 僱員資料

於 2023 年 6 月 30 日，本集團共有 811 名僱員，包括執行董事，較於 2022 年 6 月 30 日減少 9 名。截至 2023 年 6 月 30 日止六個月，總員工成本（包括董事、監事酬金）為人民幣 43.84 百萬元，而截至 2022 年 6 月 30 日止六個月則為人民幣 36.87 百萬元。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平，僱員的待遇均在本集團就薪酬及花紅設定的整體框架內按表現釐定，而該框架每年進行檢討。

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

### 所持重大投資、收購及出售

於截至 2023 年 6 月 30 日止六個月內，本集團並無任何重大投資、收購及出售。

### 有關重大投資及資本資產的未來計劃

截至本報告日期，本集團並無有關重大投資及資本資產的未來計劃。

### Capital commitment

As at 30 June 2023, the Group had no capital commitment. (31 December 2022: Nil).

### Employees' information

As at 30 June 2023, the Group had a total of 811 employees (including executive Directors), representing a decrease of 9 employees compared with the number of employees as at 30 June 2022. For the six months ended 30 June 2023, the total staff cost (including emoluments of directors and supervisors) was RMB43.84 million, as compared to RMB36.87 million for the six months ended 30 June 2022. The emoluments were determined with reference to market practice and the performance, qualification and experience of individual employees.

The employees are entitled to bonuses 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 improve their own integrated qualities and business capability.

### Significant investments held, acquisitions and disposals held

The Group had no significant investment, acquisition or disposal during the six months ended 30 June 2023.

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

As at the date of this report, the Group has no future plans related to significant investments and capital assets.

### 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 2023 年 6 月 30 日止六個月內，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

於 2023 年 6 月 30 日，各銀行給予本集團的授信額度為人民幣 1,320.00 百萬元，本集團已動用之銀行信貸總額為人民幣 1,004.34 百萬元，由(i)本集團於 2023 年 6 月 30 日所持賬面值為人民幣 256.59 百萬元的物業、廠房及設備；(ii)本集團於 2023 年 6 月 30 日所持賬面值為人民幣 70.03 百萬元的土地使用權；及(iii)本集團於 2023 年 6 月 30 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 2023 年 6 月 30 日，本集團受限制的貨幣資金為人民幣 352.07 百萬元，作為銀行承兌匯票保證金、借款保證金；本集團受到限制的應收票據及應收款項融資為人民幣 7.01 百萬元，受限原因為質押予銀行；本集團亦已抵押若干其他資產合計人民幣 676.62 百萬元，作為本集團借款之擔保。所有權或使用權受到限制的資產合計人民幣 1,035.70 百萬元。

### 或然負債

於 2023 年 6 月 30 日，本集團並無任何重大或然負債（2022 年：無）。

### 報告期後重大事項

截至本報告日期，於報告期後本集團概無須予披露的重大事項。

### 中期股息

董事會不建議就截至 2023 年 6 月 30

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

For the six months ended 30 June 2023, the Group had no material acquisitions and disposals related to subsidiaries, associates and joint ventures.

### Pledge of assets

As at 30 June 2023, the Group was granted a credit limit of RMB1,320.00 million by various banks, while the Group's utilised banking facilities totalled RMB1,004.34 million, which were secured by (i) property, plant and equipment held by the Group with a carrying amount of RMB256.59 million as at 30 June 2023; (ii) land use rights held by the Group with a carrying amount of RMB70.03 million as at 30 June 2023; and (iii) the Group's inventories with a carrying amount of RMB350.00 million as at 30 June 2023.

### Assets subject to restrictions on ownership or use

As at 30 June 2023, the Group's restricted monetary funds amounted to RMB352.07 million, which served as deposit for bank acceptance bills and borrowings; the Group's restricted bills receivable and account receivable financing amounted to RMB7.01 million, which were restricted for being pledged to banks; the Group also pledged certain other assets totalling RMB676.62 million as guarantee for the Group's borrowings. Assets subject to restrictions on ownership or use totalled RMB1,035.70 million.

### Contingent liabilities

As at 30 June 2023, the Group had no material contingent liabilities (2022: Nil).

### Significant event after the Reporting Period

As at the date of this report, the Group had no significant events after the Reporting Period.

### INTERIM DIVIDEND

The Board does not recommend the payment of an interim

日止六個月派付中期股息（2022 年中期股息：無）。

## 其他資料

### 企業管治常規

截至 2023 年 6 月 30 日止六個月內，本公司一直遵守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的守則條文（「守則條文」）。

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

### 董事及監事進行證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）為董事及監事進行本公司證券交易之行為守則。本公司確認經向所有董事及監事查詢，截至 2023 年 6 月 30 日止六個月內所有董事及監事均遵守了標準守則所載之規定標準。

### 根據香港上市規則第 13.51B 條將予披露之資料

根據上市規則第 13.51B(1)條，於本公司 2022 年年報刊發後至本公司 2023 年中期報告最後實際可行日期期間，董事按第 13.51(2)條第(a)至(e)段及第(g)段規定披露資料的變動如下：

獨立非執行董事周濤先生辭任獨立非執行董事，自 2023 年 5 月 31 日起生效。

徐飛先生被委任為非執行董事及李漢國先生被委任為獨立非執行董事，自 2023 年 5 月 31 日起生效。

dividend for the six months ended 30 June 2023 (interim dividend of 2022: Nil).

## OTHER INFORMATION

### CORPORATE GOVERNANCE PRACTICES

The Company had been complying with the code provisions (the “Code Provisions”) set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange of Hong Kong (the “Stock Exchange”) during the six months ended 30 June 2023.

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 its shareholders (the “Shareholder(s)”) 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 the Company’s securities for the Directors and Supervisors. Having made enquiries with all Directors and Supervisors, the Company confirmed that all Directors and Supervisors had complied with the required standard as set out in the Model Code for the six months ended 30 June 2023.

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

In accordance with Rule 13.51B(1) of the Listing Rules, the changes to information required to be disclosed by the Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) between the publication date of the Company’s 2022 Annual Report and the latest practicable date of the Company’s 2023 Interim Report is set out below:

Mr. Zhou Tao had resigned as an independent non-executive Director, which took effect from 31 May 2023.

Mr. Xu Fei has been appointed as a non-executive Director and Mr. Li Hanguo has been appointed as an independent non-executive Director with effect from 31 May 2023.

自 2023 年 5 月 31 日起，姚創龍先生（「姚先生」）由董事會主席調任董事會副主席及嚴京斌先生接替姚先生出任董事會主席。

林志傑先生自 2023 年 5 月 31 日起不再擔任股東代表監事。

張玲女士自 2023 年 5 月 31 日起不再擔任監事會主席，彼仍然擔任監事。

朱明洪先生自 2023 年 5 月 31 日起被委任為股東代表監事，及接替張玲女士出任監事會主席。

經本公司作出特定查詢及經董事及監事確認後，除上文所披露者外，概無根據上市規則第 13.51B(1)條須予披露的任何董事及監事資料之其他變動。

### **購買、出售或贖回本公司上市證券**

截至 2023 年 6 月 30 日止六個月內，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。

### **董事、監事及最高行政人員於股份、相關股份及債權證之權益或淡倉**

於 2023 年 6 月 30 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）的本公司股份（「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：

Mr. Yao Chuanglong (“**Mr. Yao**”) was re-designated from chairman of the Board to vice-chairman of the Board, and Mr. Yan Jingbin has succeeded Mr. Yao as the chairman of the Board with effect from 31 May 2023.

Mr. Lin Zhijie was no longer served as the Shareholders’ representative Supervisor with effect from 31 May 2023.

Ms. Zhang Ling has ceased to be the chairlady of the Board of Supervisors with effect from 31 May 2023, and she remains as a Supervisor.

Mr. Zhu Minghong has been appointed as the Shareholders’ representative Supervisor, and has succeeded Ms. Zhang Ling as the chairman of the Board of Supervisors with effect from 31 May 2023.

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

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

For the six months ended 30 June 2023, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company.

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

As at 30 June 2023, the interests of the Directors, Supervisors and chief executives of the Company in the shares of the Company (the “**Share(s)**”), 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 (the “**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	佔已發行股本總額的 概約持股百分比 <sup>(1)</sup> Approximate shareholding percentage of the total issued share capital <sup>(1)</sup>
姚創龍先生 Mr. Yao Chuanglong	實益擁有人 Beneficial owner	34,530,000 股 H 股 (L) 34,530,000 H Shares (L)	31.97%

「L」代表該名人士於股份的好倉（定義見證券及期貨條例第 XV 部）。

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

附註：

Note:

(1) 該計算乃基於本公司於 2023 年 6 月 30 日已發行股份總數 108,000,000 股而得出。

(1) The calculation is based on the total number of 108,000,000 Shares in issue of the Company as at 30 June 2023.

除上文披露者外，於 2023 年 6 月 30 日，董事、監事及本公司最高行政人員概無於本公司、其任何集團成員公司或其相聯法團（定義見證券及期貨條例第 XV 部）任何股份、相關股份或債權證中，擁有根據證券及期貨條例第 XV 部第 7 及第 8 分部須知會本公司及聯交所的任何其他權益或淡倉（包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉），或根據證券及期貨條例第 352 條須記錄在該條文所述登記冊內或根據標準守則規定的任何其他權益或淡倉。

Save as disclosed above, as at 30 June 2023, none of the Directors, Supervisors and chief executives of the Company has any other interests or short positions in the Shares, underlying Shares or debentures of the Company, its members of the Group or any of its associated corporations (as defined in Part XV of the SFO) which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO) or which are required to be entered in the register referred to therein pursuant to section 352 of the SFO or which are required pursuant to the Model Code.





## 董事及監事購買股份或債券的權利

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2023年6月30日止六個月內的任何時間，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。

## 主要股東於本公司股份及相關股份中之權益及／或淡倉

於2023年6月30日，就董事所知，以下人士／實體（董事、監事及本公司最高行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據根證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已記入根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉：

## 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 six months ended 30 June 2023, 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.

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

As at 30 June 2023, so far as the Directors are aware, the following persons/entities (other than any Directors, Supervisors or chief executives of the Company) had or deemed to have an interest or short position in the Shares or underlying Shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which had entered in the register required to be kept by the Company pursuant to section 336 of the SFO:

股東名稱／姓名 Name of shareholder	權益性質及身份 Nature and capacity of interest	證券數目及類別 Number and class of securities	佔已發行股本股份的概約持股百分比 <sup>(1)</sup> Approximate shareholding percentage of the total issued share capital <sup>(1)</sup>
游澤燕女士 Ms. You Zeyan	配偶權益 <sup>(2)</sup> Interest of spouse <sup>(2)</sup>	34,530,000 股 H 股 (L) 34,530,000 H Shares (L)	31.97%
江藥 Jiangyao	實益擁有人 Beneficial owner	29,050,000 股 H 股 (L) 29,050,000 H Shares (L)	26.90%
	受控法團權益 <sup>(3)</sup> Interest in controlled corporation <sup>(3)</sup>	21,076,500 股 H 股 (L) 21,076,500 H Shares (L)	19.52%
	持有股份的保證權益的人 <sup>(4)</sup> Person having a security interest in shares <sup>(4)</sup>	5,000,000 股 H 股 (L) 5,000,000 H Shares (L)	4.63%
江西醫藥投資有限公司 Jiangxi Pharmaceutical Investment Co., Limited	實益擁有人 Beneficial owner	21,076,500 股 H 股 (L) 21,076,500 H Shares (L)	19.52%

「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 2023 年 6 月 30 日已發行股份總數 108,000,000 股而得出。

(1) The calculation is based on the total number of 108,000,000 Shares in issue of the Company as at 30 June 2023.

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

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

(3) 該等股份由江西醫藥投資有限公司直接持有。由於江西醫藥投資有限公司是江藥的全資子公司，根據證券及期貨條例，江藥被視為於該等股份擁有權益。

(3) These shares are directly held by Jiangxi Pharmaceutical Investment Co., Limited. As Jiangxi Pharmaceutical Investment Co., Limited is a wholly-owned subsidiary of Jiangyao, Jiangyao is deemed to be interested in these Shares pursuant to the SFO.

(4) 江藥擁有由姚先生向江藥質押的 5,000,000 股股份的保證權益。

(4) Jiangyao has security interest over 5,000,000 Shares, representing the Shares pledged by Mr. Yao in favour of Jiangyao.

除上文披露者外，於 2023 年 6 月 30 日，董事並不知悉任何其他人士／實體（本公司董事、監事及本公司主要

Save as disclosed above, as at 30 June 2023, none of the Directors was aware that any other persons/entities (other than any Directors, Supervisors or chief executives of the Company) had

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。

### 審核委員會及審閱中期業績

審核委員會由三名成員組成,包括兩名獨立非執行董事和一名非執行董事,分別為尹智偉先生(主席)、徐飛先生及關鍵先生。審核委員會向董事會報告,並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。

審核委員會已審閱截至 2023 年 6 月 30 日止六個月的未經審核中期簡明合併財務報表,並認為截至 2023 年 6 月 30 日止六個月的中期業績乃根據適用會計準則、規則及規例編制,並已作出適當披露。

承董事會命

創美藥業股份有限公司

嚴京斌

主席

中國,汕頭,2023 年 8 月 26 日

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.

### AUDIT COMMITTEE AND REVIEW ON THE INTERIM RESULTS

The Audit Committee consists of three members including two independent non-executive Directors and one non-executive Director, namely Mr. Wan Chi Wai Anthony (Chairman), Mr. Xu Fei and Mr. Guan Jian. The Audit Committee reports to the Board and holds regular meetings 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 the external auditor, review the financial statements and material advice in respect of financial reporting and oversee internal control of the Company.

The Audit Committee has reviewed the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2023 and is of the view that the interim results for the six months ended 30 June 2023 has been prepared in accordance with the applicable accounting standards, rules and regulations, and appropriate disclosures have been duly made.

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yan Jingbin

Chairman

Shantou, PRC, 26 August 2023

## 未經審核中期財務 報表

本公司董事會欣然公佈本公司及其附屬公司截至 2023 年 6 月 30 日止六個月未經審核合併中期業績，連同 2022 年同期之比較數字。

註：「本期」指 2023 年 1 月 1 日至 2023 年 6 月 30 日（未經審核），「上期」指 2022 年 1 月 1 日至 2022 年 6 月 30 日（未經審核）；「期末」指 2023 年 6 月 30 日（未經審核），「上年年末」指 2022 年 12 月 31 日（經審核），下同。

## THE UNAUDITED INTERIM FINANCIAL STATEMENTS

The board of directors of the Company is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries for the six months ended 30 June 2023, together with the comparative figures for the corresponding period in 2022.

Note: "Current Period" means 1 January 2023 to 30 June 2023 (unaudited) and "Prior Period" means 1 January 2022 to 30 June 2022 (unaudited); "End of the Period" means 30 June 2023 (unaudited) and "End of Prior Year" means 31 December 2022 (Audited).

未經審核合併資產負債表  
於 2023 年 6 月 30 日  
人民幣元

UNAUDITED CONSOLIDATED BALANCE SHEET  
As at 30 June 2023  
RMB

項目	Item	附註 六 Note VI	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>流動資產：</b>	<b>Current assets:</b>			
貨幣資金	Monetary funds	1	444,987,040.40	492,673,555.44
交易性金融資產	Trading financial assets			
衍生金融資產	Derivative financial assets			
應收票據	Bills receivables	2	3,998,134.41	5,329,945.37
應收賬款	Trade receivables	3	843,989,586.80	844,442,544.71
應收款項融資	Account receivable financing	4	15,100,682.50	15,483,006.79
預付款項	Prepayments	5	333,170,678.46	388,217,993.17
其他應收款	Other receivables	6	11,848,266.12	96,654,746.27
其中：應收利息	Incl: Interest receivable			
應收股利	Dividends receivable			
買入返售金融資產	Buying back the sale of financial assets			
存貨	Inventories	7	721,350,294.24	586,853,688.43
合同資產	Contract assets			
持有待售資產	Assets held for sale			
一年內到期的非流動資產	Non-current assets due within one year			
其他流動資產	Other current assets	8	42,860,740.67	32,705,868.93
<b>流動資產合計</b>	<b>Total current assets</b>		<b>2,417,305,423.60</b>	<b>2,462,361,349.11</b>
<b>非流動資產：</b>	<b>Non-current assets:</b>			
債權投資	Debt investment			
其他債權投資	Other debt investment			
長期應收款	Long-term accounts receivable			
長期股權投資	Long-term equity investments			
其他權益工具投資	Other equity instrument investments			
其他非流動金融資產	Other non-current financial assets			
投資性房地產	Investment properties			
固定資產	Fixed assets	9	292,962,802.79	276,489,505.37
在建工程	Construction in progress	10	196,295.05	
使用權資產	Right-of-use assets	11	15,534,974.70	17,590,155.87
無形資產	Intangible assets	12	78,840,695.47	80,857,328.57
開發支出	Development expenditure			
商譽	Goodwill	13	6,024,104.16	6,024,104.16
長期待攤費用	Long-term expenses to be amortized	14	15,298,901.07	16,338,602.59
遞延所得稅資產	Deferred income tax assets	15	7,002,358.30	6,224,098.37
其他非流動資產	Other non-current assets			
<b>非流動資產合計</b>	<b>Total non-current assets</b>		<b>415,860,131.54</b>	<b>403,523,794.93</b>
<b>資產總計</b>	<b>Total assets</b>		<b>2,833,165,555.14</b>	<b>2,865,885,144.04</b>

項目	Item	附註 六 Note VI	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>流動負債：</b>	<b>Current liabilities:</b>			
短期借款	Short-term borrowings	16	585,124,698.53	513,251,685.23
交易性金融負債	Trading financial liabilities			
衍生金融負債	Derivative financial liabilities			
應付票據	Bills payables	17	775,217,517.59	876,775,586.87
應付賬款	Account payables	18	581,097,105.27	632,791,945.43
預收款項	Advance receipts			
合同負債	Contract liabilities	19	2,925,968.73	13,528,877.69
應付職工薪酬	Salaries payable to employees	20	5,422,938.75	13,346,444.66
應交稅費	Tax payables	21	84,382,186.03	94,155,794.37
其他應付款	Other payables	22	207,030,257.97	105,824,075.61
其中：應付利息	Incl: Interest payable			
應付股利	Dividends payable			
持有待售負債	Liabilities held for sale			
一年內到期的非流動負債	Non-current liabilities due within one year	23	4,131,498.61	4,154,632.64
其他流動負債	Other current liabilities	24	380,375.93	1,758,754.11
<b>流動負債合計</b>	<b>Total current liabilities</b>		<b>2,245,712,547.41</b>	<b>2,255,587,796.61</b>
<b>非流動負債：</b>	<b>Non-current liabilities:</b>			
長期借款	Long-term borrowings			
應付債券	Bonds payable			
其中：優先股	Incl: preferred stock			
永續債	perpetual note			
租賃負債	Lease liabilities	25	13,797,304.44	15,754,772.11
長期應付款	Long-term payables			
長期應付職工薪酬	Long-term payroll payable			
預計負債	Estimated liabilities			
遞延收益	Deferred income			
遞延所得稅負債	Deferred income tax liabilities	15	841,027.51	60,256.92
其他非流動負債	Other non-current liabilities			
<b>非流動負債合計</b>	<b>Total non-current liabilities</b>		<b>14,638,331.95</b>	<b>15,815,029.03</b>
<b>負債合計</b>	<b>Total liabilities</b>		<b>2,260,350,879.36</b>	<b>2,271,402,825.64</b>

項目	Item	附註 六 Note VI	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>股東權益：</b>	<b>Shareholders' equity:</b>			
股本	Share capital	26	108,000,000.00	108,000,000.00
其他權益工具	Other equity instruments			
其中：優先股	Incl: preferred stock			
永續債	perpetual note			
資本公積	Capital reserve	27	278,990,829.04	278,990,829.04
減：庫存股	Less: Treasury stock			
其他綜合收益	Other comprehensive income			
專項儲備	Special reserve			
盈餘公積	Surplus reserve	28	28,129,256.97	28,129,256.97
一般風險準備	General Risk Preparation			
未分配利潤	Unallocated profits	29	157,694,589.77	179,362,232.39
<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>572,814,675.78</b>	<b>594,482,318.40</b>
少數股東權益	Minority interests			
<b>股東權益合計</b>	<b>Total shareholders' interests</b>		<b>572,814,675.78</b>	<b>594,482,318.40</b>
<b>負債和股東權益總計</b>	<b>Total liabilities and shareholders' interests</b>		<b>2,833,165,555.14</b>	<b>2,865,885,144.04</b>

未經審核母公司資產負債表

UNAUDITED BALANCE SHEET OF THE PARENT  
COMPANY

於 2023 年 6 月 30 日

As at 30 June 2023

人民幣元

RMB

項目	Item	附註 十六 Note XVI	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>流動資產：</b>	<b>Current assets:</b>			
貨幣資金	Monetary funds		235,297,678.97	181,286,727.19
交易性金融資產	Trading financial assets			
衍生金融資產	Derivative financial assets			
應收票據	Bills receivables		6,323,296.53	5,329,945.37
應收賬款	Account receivables	1	311,753,615.49	297,092,712.19
應收款項融資	Account receivable financing			347,167.69
預付款項	Prepayments		100,135,925.07	158,331,601.29
其他應收款	Other receivables	2	192,705,959.38	253,122,752.11
其中：應收利息	Incl: Interest receivable			
應收股利	Dividends receivable			
存貨	Inventories		154,763,548.42	139,942,500.18
合同資產	Contract assets			
持有待售資產	Assets held for sale			
一年內到期的非流動資產	Non-current assets due within one year			
其他流動資產	Other current assets		5,554,709.56	4,268,823.92
<b>流動資產合計</b>	<b>Total current assets</b>		<b>1,006,534,733.42</b>	<b>1,039,722,229.94</b>
<b>非流動資產：</b>	<b>Non-current assets:</b>			
債權投資	Debt investment			
其他債權投資	Other debt investment			
長期應收款	Long-term accounts receivable			
長期股權投資	Long-term equity investments	3	219,978,852.24	219,978,852.24
其他權益工具投資	Other equity instrument investments			
其他非流動金融資產	Other non-current financial assets			
投資性房地產	Investment properties		29,052,251.52	29,569,209.71
固定資產	Fixed assets		247,844,077.74	253,902,402.68
在建工程	Construction in progress			
使用權資產	Right-of-use assets		15,067,516.49	17,002,489.72
無形資產	Intangible assets		64,034,735.62	65,684,429.18
開發支出	Development expenditure			
商譽	Goodwill			
長期待攤費用	Long-term expenses to be amortized		14,978,329.74	15,995,400.33
遞延所得稅資產	Deferred income tax assets		1,649,066.50	1,102,912.65
其他非流動資產	Other non-current assets			
<b>非流動資產：</b>	<b>Non-current assets:</b>		<b>592,604,829.85</b>	<b>603,235,696.51</b>
<b>資產合計</b>	<b>Total assets</b>		<b>1,599,139,563.27</b>	<b>1,642,957,926.45</b>



項目	Item	附註 十六 Note XVI	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>流動負債：</b>	<b>Current liabilities:</b>			
短期借款	Short-term borrowings		354,651,589.90	277,892,626.55
交易性金融負債	Trading financial liabilities			
衍生金融負債	Derivative financial liabilities			
應付票據	Bills payables		432,322,214.03	386,038,421.58
應付賬款	Account payables		110,320,134.24	126,649,871.72
預收款項	Advance receipts			
合同負債	Contract liabilities		374,294.85	5,164,785.95
應付職工薪酬	Salaries payable to employees		3,313,986.70	6,811,174.30
應交稅費	Tax payables		36,101,642.71	30,633,186.57
其他應付款	Other payables		182,541,023.16	289,848,245.16
持有待售負債	Liabilities held for sale			
一年內到期的非流動負債	Non-current liabilities due within one year		3,851,669.14	3,886,487.30
其他流動負債	Other current liabilities			671,422.17
<b>流動負債合計</b>	<b>Total current liabilities</b>		<b>1,123,476,554.73</b>	<b>1,127,596,221.30</b>
<b>非流動負債：</b>	<b>Non-current liabilities:</b>			
長期借款	Long-term borrowings			
應付債券	Bonds payable			
租賃負債	Lease liabilities		13,571,240.15	15,387,798.55
長期應付款	Long-term payables			
預計負債	Estimated liabilities			
遞延收益	Deferred income			
遞延所得稅負債	Deferred income tax liabilities			
其他非流動負債	Other non-current liabilities			
<b>非流動負債合計</b>	<b>Total non-current liabilities</b>		<b>13,571,240.15</b>	<b>15,387,798.55</b>
<b>負債合計</b>	<b>Total liabilities</b>		<b>1,137,047,794.88</b>	<b>1,142,984,019.85</b>
<b>股東權益：</b>	<b>Shareholders' equity:</b>			
股本	Share capital		108,000,000.00	108,000,000.00
其他權益工具	Other equity instruments			
資本公積	Capital reserve		282,204,487.50	282,204,487.50
減：庫存股	Less: Treasury stock			
其他綜合收益	Other comprehensive income			
專項儲備	Special reserve			
盈餘公積	Surplus reserve		28,129,256.97	28,129,256.97
未分配利潤	Unallocated profits		43,758,023.92	81,640,162.13
<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>462,091,768.39</b>	<b>499,973,906.60</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>462,091,768.39</b>	<b>499,973,906.60</b>
<b>負債和股東權益總計</b>	<b>Total liabilities and shareholders' interests</b>		<b>1,599,139,563.27</b>	<b>1,642,957,926.45</b>

未經審核合併利潤表

UNAUDITED CONSOLIDATED INCOME STATEMENT

截至 2023 年 6 月 30 日止六個月

For the six months ended 30 June 2023

人民幣元

RMB

項目	Item	附註 六 Note VI	本期金額 Current period	上期金額 Prior period
<b>一、營業總收入</b>	<b>I. Total operating revenue</b>		<b>2,269,073,989.64</b>	<b>1,887,079,386.22</b>
其中：營業收入	Incl: Revenue	30	2,269,073,989.64	1,887,079,386.22
<b>二、營業總成本</b>	<b>II. Total operating cost</b>		<b>2,231,021,432.51</b>	<b>1,858,822,295.81</b>
其中：營業成本	Incl: Operating cost	30	2,126,723,737.82	1,762,707,467.23
稅金及附加	Taxes and surcharges	31	4,620,057.41	4,843,557.57
銷售費用	Selling expenses	32	62,940,763.21	53,809,120.23
管理費用	Management expenses	33	18,950,898.38	18,401,674.42
研發費用	Research & development expenses			
財務費用	Finance costs	34	17,785,975.69	19,060,476.36
其中：利息費用	Incl: Interest expenses		16,289,065.70	17,152,560.51
利息收入	Interest income		2,374,764.20	2,641,344.75
加：其他收益	Add: Other income	35	11,263.47	295,562.20
投資收益（損失以「-」號填列）	Investment income (“-” for loss)			
其中：對聯營企業和合營企業的投資收益	Incl: Investment income from associates and joint ventures			
以攤餘成本計量的金融資產終止確認收益	Financial assets measured at amortized cost are derecognized earnings			
匯兌收益（損失以「-」號填列）	Exchange gains (“-” for loss)			
淨敞口套期收益（損失以「-」號填列）	Frequent exposure to hedge gains (“-” for loss)			
公允價值變動收益（損失以「-」號填列）	Gain on change in fair value (“-” for loss)			
信用減值損失（損失以「-」號填列）	Impairment loss of credit (“-” for loss)	36	-448,629.35	-229,086.87
資產減值損失（損失以「-」號填列）	Impairment loss of assets (“-” for loss)	37	-3,636,965.88	-2,845,084.18
資產處置收益（損失以「-」號填列）	Gains on disposal of assets (“-” for loss)	38	4,654.23	20,894.19
<b>三、營業利潤（虧損以「-」號填列）</b>	<b>III. Operating profit (“-” for loss)</b>		<b>33,982,879.60</b>	<b>25,499,375.75</b>
加：營業外收入	Add: Non-operating revenue	39	1,227,686.54	588,793.44
減：營業外支出	Less: Non-operating expenses	40	53,116.12	240,293.80
<b>四、利潤總額（虧損總額以「-」號填列）</b>	<b>IV. Total profit (“-” for total loss)</b>		<b>35,157,450.02</b>	<b>25,847,875.39</b>
減：所得稅費用	Less: Income tax expense	41	8,804,904.87	5,208,548.26



項目	Item	附註 六 Note VI	本期金額 Current period	上期金額 Prior period
五、淨利潤（淨虧損以「-」號填列）	V. Net profit (“-” for net loss)		26,352,545.15	20,639,327.13
（一）按經營持續性分類	(I) By continuity of operations		26,352,545.15	20,639,327.13
1. 持續經營淨利潤（淨虧損以「-」號填列）	1. Net profit from continuing operation (“-” for net loss)		26,352,545.15	20,639,327.13
2. 終止經營淨利潤（淨虧損以「-」號填列）	2. Net profit from discontinued operation (“-” for net loss)			
（二）按所有權歸屬分類	(II) By ownership		26,352,545.15	20,639,327.13
1. 歸屬於母公司股東的淨利潤（淨虧損以「-」號填列）	1. Net profit attributable to the shareholders of parent company (“-” for net loss)		26,352,545.15	20,639,327.13
2. 少數股東損益（淨虧損以「-」號填列）	2. Profit of loss of minority interests (“-” for net loss)			
六、其他綜合收益的稅後淨額	VI. Net of tax of other comprehensive income			
歸屬於母公司股東的其他綜合收益的稅後淨額	Net of tax of other comprehensive income attributable to the shareholders of parent company			
（一）不能重分類進損益的其他綜合收益	(I) Other comprehensive income not subject to reclassification to profit or loss			
1. 重新計量設定受益計劃變動額	1. Remeasure the change in the set benefit plan			
2. 權益法下不能轉損益的其他綜合收益	2. Other comprehensive income under the equity method that cannot be converted into profit or loss			
3. 其他權益工具投資公允價值變動	3. Change in fair value of other equity instrument investments			
4. 企業自身信用風險公允價值變動	4. Changes in the fair value of the enterprise's own credit risk			
5. 其他	5. Others			
（二）將重分類進損益的其他綜合收益	(II) Other comprehensive income to be reclassified into profit or loss			
1. 權益法下可轉損益的其他綜合收益	1. Other comprehensive income of convertible profit or loss under the equity method			
2. 其他債權投資公允價值變動	2. Changes in the fair value of other debt investments			
3. 金融資產重分類計入其他綜合收益的金額	3. The amount of financial assets reclassified into other comprehensive income			
4. 其他債權投資信用減值準備	4. Other debt investment credit impairment provisions			
5. 現金流量套期儲備（現金流量套期損益的有效部分）	5. Cash flow hedging reserve (effective part of cash flow hedging profit or loss)			
6. 外幣財務報表折算差額	6. Conversion difference of foreign currency statement			
7. 其他	7. Others			
歸屬於少數股東的其他綜合收益的稅後淨額	Net other comprehensive income after-tax which belongs to minority interests			
七、綜合收益總額	VII. Total comprehensive income		26,352,545.15	20,639,327.13
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		26,352,545.15	20,639,327.13
歸屬於少數股東的綜合收益總額	Total comprehensive income attributable to minority interests			
八、每股收益：	VIII. Earnings per share:			
（一）基本每股收益（元/股）	(I) Basic earnings per share	42	0.2440	0.1911
（二）稀釋每股收益（元/股）	(II) Diluted earnings per share	42	0.2440	0.1911

未經審核母公司利潤表

UNAUDITED INCOME STATEMENT OF THE PARENT  
COMPANY

截至 2023 年 6 月 30 日止六個月

For the six months ended 30 June 2023

人民幣元

RMB

項目	Item	附註 十六 Note XVI	本期金額 Current period	上期金額 Prior period
<b>一、營業收入</b>	<b>I. Operating revenue</b>	<b>4</b>	<b>928,191,088.32</b>	<b>754,594,011.93</b>
<b>減：營業成本</b>	<b>Less: Operating cost</b>	<b>4</b>	<b>851,371,076.57</b>	<b>685,594,303.89</b>
稅金及附加	Taxes and surcharges		2,537,824.31	2,971,852.34
銷售費用	Selling expenses		38,846,925.76	32,480,437.80
管理費用	Management expenses		9,494,331.96	9,256,004.27
研發費用	Research & development expenses			
財務費用	Finance costs		11,997,092.22	14,755,927.18
其中：利息費用	Incl: Interest expenses		8,582,326.92	10,461,661.48
利息收入	Interest income		941,727.96	641,158.09
加：其他收益	Add: Other income		4,478.89	61,926.36
投資收益（損失以「-」號填列）	Investment income (“-” for loss)			
信用減值損失（損失以「-」號填列）	Impairment loss of credit (“-” for loss)		187,265.97	-151,138.76
資產減值損失（損失以「-」號填列）	Impairment loss of assets (“-” for loss)		-696,394.13	-661,895.33
資產處置收益（損失以「-」號填列）	Gains on disposal of assets (“-” for loss)		2,468.39	25,164.88
<b>二、營業利潤（虧損以「-」號填列）</b>	<b>II. Operating profit (“-” for loss)</b>		<b>13,441,656.62</b>	<b>8,809,543.60</b>
加：營業外收入	Add: Non-operating revenue		166,589.41	469,517.75
減：營業外支出	Less: Non-operating expenses		45,968.77	116,118.32
<b>三、利潤總額（虧損總額以「-」號填列）</b>	<b>III. Total profit (“-” for total loss)</b>		<b>13,562,277.26</b>	<b>9,162,943.03</b>
減：所得稅費用	Less: Income tax expense		3,412,364.49	2,047,724.09
<b>四、淨利潤（淨虧損以「-」號填列）</b>	<b>IV. Net profit (“-” for net loss)</b>		<b>10,149,912.77</b>	<b>7,115,218.94</b>
（一）持續經營淨利潤（淨虧損以「-」號填列）	(I).Net profit from continuing operation (“-” for net loss)		10,149,912.77	7,115,218.94
（二）終止經營淨利潤（淨虧損以「-」號填列）	(II).Net profit from discontinued operation (“-” for net loss)			

項目	Item	附註 十六 Note XVI	本期金額 Current period	上期金額 Prior period
<b>五、其他綜合收益的稅後淨額</b>	<b>V. Net of tax of other comprehensive income</b>			
（一）不能重分類進損益的其他綜合收益	(I) Other comprehensive income not subject to reclassification to profit or loss			
1.重新計量設定受益計劃變動額	1. Remeasure the change in the set benefit plan			
2.權益法下不能轉損益的其他綜合收益	2. Other comprehensive income under the equity method that cannot be converted into profit or loss			
3.其他權益工具投資公允價值變動	3. Change in fair value of other equity instrument investments			
4.企業自身信用風險公允價值變動	4. Changes in the fair value of the enterprise's own credit risk			
5.其他	5. Others			
（二）將重分類進損益的其他綜合收益	(II) Other comprehensive income to be reclassified into profit or loss			
1.權益法下可轉損益的其他綜合收益	1. Other comprehensive income of convertible profit or loss under the equity method			
2.其他債權投資公允價值變動	2. Changes in the fair value of other debt investments			
3.金融資產重分類計入其他綜合收益的金額	3. The amount of financial assets reclassified into other comprehensive income			
4.其他債權投資信用減值準備	4. Other debt investment credit impairment provisions			
5.現金流量套期儲備（現金流量套期損益的有效部分）	5. Cash flow hedging reserve (effective part of cash flow hedging profit or loss)			
6.外幣財務報表折算差額	6. Conversion difference of foreign currency statement			
7.其他	7. Others			
<b>六、綜合收益總額</b>	<b>VI. Total comprehensive income</b>		<b>10,149,912.77</b>	<b>7,115,218.94</b>
<b>七、每股收益：</b>	<b>VII. Earnings per share:</b>			
（一）基本每股收益	(I) Basic earnings per share			
（二）稀釋每股收益	(II) Diluted earnings per share			

未經審核合併現金流量表

UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOW

截至 2023 年 6 月 30 日止六個月

For the six months ended 30 June 2023

人民幣元

RMB

項目	Item	附注 六 Note VI	本期金額 Current period	上期金額 Prior period
<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		1,819,538,031.52	1,611,377,660.65
收到的稅費返還	Tax refund received			
收到其他與經營活動有關的現金	Other cash received relating to operating activities		33,088,148.93	28,973,688.83
<b>經營活動現金流入小計</b>	<b>Sub-total of cash inflow from operating activities</b>		<b>1,852,626,180.45</b>	<b>1,640,351,349.48</b>
購買商品、接受勞務支付的現金	Cash paid for purchases of goods and receiving services		1,865,154,812.68	1,569,152,104.06
支付給職工以及為職工支付的現金	Cash paid to employees and on behalf of employees		52,258,600.94	36,880,726.09
支付的各项稅費	Cash paid for various taxes		22,195,289.28	17,137,116.39
支付其他與經營活動有關的現金	Other cash paid relating to operating activities		141,797,430.87	48,622,127.58
<b>經營活動現金流出小計</b>	<b>Sub-total of cash outflow from operating activities</b>		<b>2,081,406,133.77</b>	<b>1,671,792,074.12</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>43</b>	<b>-228,779,953.32</b>	<b>-31,440,724.64</b>
<b>二、投資活動產生的現金流量：</b>	<b>II. Cash flow from investing activities:</b>			
收回投資收到的現金	Cash received from sale of investments			
取得投資收益收到的現金	Cash received from investment gains			
處置固定資產、無形資產和其他長期資產收回的現金淨額	Net cash received from disposal of fixed assets, intangible assets and other long-term assets		80,061,000.00	297,500.00
處置子公司及其他營業單位收到的現金淨額	Net cash received from disposal of subsidiaries and other business units			
收到其他與投資活動有關的現金	Other cash received relating to investing activities			
<b>投資活動現金流入小計</b>	<b>Sub-total of cash inflow from investing activities</b>		<b>80,061,000.00</b>	<b>297,500.00</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		30,177,424.60	2,460,493.89
投資支付的現金	Cash paid for acquisition of investments			
取得子公司及其他營業單位支付的現金淨額	Net cash paid for acquisition of subsidiaries and other business units			
支付其他與投資活動有關的現金	Other cash paid relating to investing activities			
<b>投資活動現金流出小計</b>	<b>Sub-total of cash outflow from investing activities</b>		<b>30,177,424.60</b>	<b>2,460,493.89</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>49,883,575.40</b>	<b>-2,162,993.89</b>

項目	Item	附注 六 Note VI	本期金額 Current period	上期金額 Prior period
<b>三、籌資活動產生的現金流量：</b>	<b>III. Cash flow from financing activities:</b>			
吸收投資收到的現金	Cash received from capital contributions			
其中：子公司吸收少數股東投資收到的現金	Incl: Cash received by subsidiaries from capital contributions of minority shareholders			
取得借款收到的現金	Cash received from borrowings		550,434,027.78	398,294,207.75
收到其他與籌資活動有關的現金	Other cash received relating to financing activities		889,323,388.57	1,052,823,816.20
<b>籌資活動現金流入小計</b>	<b>Sub-total of cash inflow from financing activities</b>		<b>1,439,757,416.35</b>	<b>1,451,118,023.95</b>
償還債務支付的現金	Cash paid for repayment of debts		407,000,000.00	537,552,071.86
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		11,976,573.85	14,686,680.34
其中：子公司支付給少數股東的股利、利潤	Incl: Cash paid to minority shareholders for distribution of dividends or profits by subsidiaries			
支付其他與籌資活動有關的現金	Other cash paid relating to financing activities		817,839,873.37	941,536,133.98
<b>籌資活動現金流出小計</b>	<b>Sub-total of cash outflow from financing activities</b>		<b>1,236,816,447.22</b>	<b>1,493,774,886.18</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>202,940,969.13</b>	<b>-42,656,862.23</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>12,702.30</b>	<b>16,611.61</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>	43	<b>24,057,293.51</b>	<b>-76,243,969.15</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		68,861,408.60	149,096,068.30
<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>92,918,702.11</b>	<b>72,852,099.15</b>

未經審核母公司現金流量表

UNAUDITED STATEMENT OF CASH FLOW OF THE  
PARENT COMPANY

截至 2023 年 6 月 30 日止六個月

For the six months ended 30 June 2023

人民幣元

RMB

項目	Item	附註 Note	本期金額 Current period	上期金額 Prior period
<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		684,233,199.25	703,378,212.47
收到的稅費返還	Tax refund received			
收到其他與經營活動有關的現金	Other cash received relating to operating activities		787,456,292.23	725,172,483.70
<b>經營活動現金流入小計</b>	<b>Sub-total of cash inflow from operating activities</b>		<b>1,471,689,491.48</b>	<b>1,428,550,696.17</b>
購買商品、接受勞務支付的現金	Cash paid for purchases of goods and receiving services		936,974,021.84	667,081,364.87
支付給職工以及為職工支付的現金	Cash paid to employees and on behalf of employees		27,306,833.08	20,708,027.82
支付的各项稅費	Cash paid for various taxes		8,699,688.50	5,707,975.31
支付其他與經營活動有關的現金	Other cash paid relating to operating activities		662,008,444.18	694,568,724.05
<b>經營活動現金流出小計</b>	<b>Sub-total of cash outflow from operating activities</b>		<b>1,634,988,987.60</b>	<b>1,388,066,092.05</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>-163,299,496.12</b>	<b>40,484,604.12</b>
<b>二、投資活動產生的現金流量：</b>	<b>II. Cash flow from investing activities:</b>			
收回投資收到的現金	Cash received from sale of investments			
取得投資收益收到的現金	Cash received from investment gains			
處置固定資產、無形資產和其他長期資產收回的現金淨額	Net cash received from disposal of fixed assets, intangible assets and other long-term assets		80,011,000.00	36,000.00
處置子公司及其他營業單位收到的現金淨額	Net cash received from disposal of subsidiaries and other business units			
收到其他與投資活動有關的現金	Other cash received relating to investing activities			
<b>投資活動現金流入小計</b>	<b>Sub-total of cash inflow from investing activities</b>		<b>80,011,000.00</b>	<b>36,000.00</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		1,846,310.92	1,998,561.06
投資支付的現金	Cash paid for acquisition of investments			
取得子公司及其他營業單位支付的現金淨額	Net cash paid for acquisition of subsidiaries and other business units			
支付其他與投資活動有關的現金	Other cash paid relating to investing activities			
<b>投資活動現金流出小計</b>	<b>Sub-total of cash outflow from investing activities</b>		<b>1,846,310.92</b>	<b>1,998,561.06</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>78,164,689.08</b>	<b>-1,962,561.06</b>



項目	Item	附註 Note	本期金額 Current period	上期金額 Prior period
<b>三、籌資活動產生的現金流量：</b>	<b>III. Cash flow from financing activities:</b>			
吸收投資收到的現金	Cash received from capital contributions			
其中：子公司吸收少數股東投資收到的現金	Incl: Cash received by subsidiaries from capital contributions of minority shareholders			
取得借款收到的現金	Cash received from borrowings		372,100,000.00	220,300,000.00
收到其他與籌資活動有關的現金	Other cash received relating to financing activities		262,551,693.77	286,552,976.42
<b>籌資活動現金流入小計</b>	<b>Sub-total of cash inflow from financing activities</b>		<b>634,651,693.77</b>	<b>506,852,976.42</b>
償還債務支付的現金	Cash paid for repayment of debts		223,400,000.00	277,748,917.70
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		7,942,880.24	10,911,773.27
其中：子公司支付給少數股東的股利、利潤	Incl: Cash paid to minority shareholders for distribution of dividends or profits by subsidiaries			
支付其他與籌資活動有關的現金	Other cash paid relating to financing activities		303,417,811.02	274,897,305.82
<b>籌資活動現金流出小計</b>	<b>Sub-total of cash outflow from financing activities</b>		<b>534,760,691.26</b>	<b>563,557,996.79</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>99,891,002.51</b>	<b>-56,705,020.37</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>12,702.30</b>	<b>16,611.61</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>14,768,897.77</b>	<b>-18,166,365.70</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		58,281,002.69	68,777,958.20
<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>73,049,900.46</b>	<b>50,611,592.50</b>

未經審核合併股東權益變動表

截至 2023 年 6 月 30 日止六個月  
人民幣元

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the six months ended 30 June 2023  
RMB

項目	Item	本期金額 current period												少數股東權益 Minority interests	股東 權益合計 Total shareholders' interests	
		歸屬於母公司股東權益 equity attributable to the shareholders of parent company										小計 Subtotal				
		股本 Capital stock	其他權益工具 other equity instruments			資本公積 Capital surplus	減：庫存 股 Less: Treasury stock	其他綜合收益 Other comprehensive income	專項儲備 Special reserve	盈餘公積 Surplus reserve	一般風險 準備 General risk reserve		未分配利潤 Undistributed profits			其他 Others
優先股 Preferred stock	永續債 Perpetual bond	其他 Others														
一、上年年末餘額	I. Closing balance for last year	108,000,000.00				278,990,829.04				28,129,256.97		179,362,232.39		594,482,318.40		594,482,318.40
加：會計政策變更	Add: Changes in accounting policies											579,812.23				
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、本年初餘額	II. Opening balance for the year	108,000,000.00				278,990,829.04				28,129,256.97		179,942,044.62		595,062,130.63		595,062,130.63
三、本期增減變動金額	III. Movements in current period											-22,247,454.85		-22,247,454.85		-22,247,454.85
(一) 綜合收益總額	(I) Total comprehensive income											26,352,545.15		26,352,545.15		26,352,545.15
(二) 股東投入和減少資本	(II) Injection and 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															



項目	Item	上期金額 Prior period											少數股東權益 Minority interests	股東 權益合計 Total shareholders' interests	
		歸屬於母公司股東權益 equity attributable to the shareholders of parent company													
		股本 Capital stock	其他權益工具 other equity instruments			資本公積 Capital surplus	減：庫存股 Less: Treasury stock	其他綜合收益 Other comprehensive income	專項儲備 Special reserve	盈餘公積 Surplus reserve	一般風險 準備 General risk reserve	未分配利潤 Undistributed profits			其他 Others
優先股 Preferred stock	永續債 Perpetual bond		其他 Others												
一、上年年末餘額	I. Closing balance for last year	108,000,000.00			278,990,829.04				21,080,432.34		96,030,718.25		504,101,979.63		504,101,979.63
加：會計政策變更	Add: Changes in accounting policies										531,795.26		531,795.26		531,795.26
前期差錯更正	Correction of previous errors														
同一控制下企業合併	Business combinations under common control														
其他	Others														
二、本年年初餘額	II. Opening balance for the year	108,000,000.00			278,990,829.04				21,080,432.34		96,562,513.51		504,633,774.89		504,633,774.89
三、本期增減變動金額	III. Movements in current period										20,639,327.13		20,639,327.13		20,639,327.13
(一) 綜合收益總額	(I) Total comprehensive income										20,639,327.13		20,639,327.13		20,639,327.13
(二) 股東投入和減少資本	(II) Injection and 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 appropriation														
1. 提取盈餘公積	1. Appropriation of surplus reserve														
2. 提取一般風險準備	2. Appropriation of general risk provision														
3. 對股東的分配	3. Allocation to shareholders														
4. 其他	4. Others														
(四) 股東權益內部轉	(IV) Internal carryover in shareholders' equities														
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) Special reserve														
1. 本期提取	1. Appropriation for the period														
2. 本期使用	2. Use in the period														
(六) 其他	(VI) Others														
四、本期末餘額	IV. Closing balance for the current period	108,000,000.00			278,990,829.04				21,080,432.34		117,201,840.64		525,273,102.02		525,273,102.02

**未經審核母公司股東權益變動表**

截至 2023 年 6 月 30 日止六個月

人民幣元

**UNAUDITED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY OF THE PARENT COMPANY**

For the six months ended 30 June 2023

RMB

項目	Item	本期金額 current period														
		股本 Capital stock	其他權益工具 other equity instruments			資本公積 Capital surplus	減：庫存股 Less: Treasury stock	其他綜合收益 Other comprehensive income	專項儲備 Special reserve	盈餘公積 Surplus reserve	一般風險準備 General risk reserve	未分配利潤 Undistributed profits	其他 Others	小計 Subtotal	少數股東權益 Minority shareholders' equity	股東權益合計 Total of shareholders' equity
			優先股 Preferred stock	永續債 Perpetual bond	其他 Others											
一、上年年末餘額	I. Closing balance for last year	108,000,000.00				282,204,487.50				28,129,256.97		81,640,162.13		499,973,906.60		499,973,906.60
加：會計政策變更	Add: Changes in accounting policies											567,949.02		567,949.02		567,949.02
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				282,204,487.50				28,129,256.97		82,208,111.15		500,541,855.62		500,541,855.62
三、本期增減變動金額	III. Movements in current period											-38,450,087.23		-38,450,087.23		-38,450,087.23
(一) 綜合收益總額	(I) Total comprehensive income											10,149,912.77		10,149,912.77		10,149,912.77
(二) 股東投入和減少資本	(II) Injection and 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 appropriation											-48,600,000.00		-48,600,000.00		-48,600,000.00
1. 提取盈餘公積	1. Appropriation of surplus reserve															
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											-48,600,000.00		-48,600,000.00		-48,600,000.00
4. 其他	4. Others															

項目	Item	本期金額 current period														
		股本 Capital stock	其他權益工具 other equity instruments			資本公積 Capital surplus	減：庫存股 Less: Treasury stock	其他綜合收益 Other comprehensive income	專項儲備 Special reserve	盈餘公積 Surplus reserve	一般風險準備 General risk reserve	未分配利潤 Undistributed profits	其他 Others	小計 Subtotal	少數股東權益 Minority shareholders' equity	股東權益合計 Total of shareholders' equity
			優先股 Preferred stock	永續債 Perpetual bond	其他 Others											
(四) 股東權益內部結轉	(IV) Internal carryover in shareholders' equities															
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) Special reserve															
1. 本期提取	1. Appropriation for the period															
2. 本期使用	2. Use in the period															
(六) 其他	(VI) Others															
<b>四、本期末餘額</b>	<b>IV. Closing balance for the current period</b>	<b>108,000,000.00</b>			<b>282,204,487.50</b>				<b>28,129,256.97</b>		<b>43,758,023.92</b>		<b>462,091,768.39</b>		<b>462,091,768.39</b>	



創美藥業股份有限公司

CHAMEI CHARMACY PHARMACEUTICAL CO.,LTD.

項目	Item	上期金額 Prior period														
		股本 Capital stock	其他權益工具 other equity instruments			資本公積 Capital surplus	減：庫存股 Less: Treasury stock	其他綜合收益 Other comprehensive income	專項儲備 Special reserve	盈餘公積 Surplus reserve	一般風險準備 General risk reserve	未分配利潤 Undistributed profits	其他 Others	小計 Subtotal	少數股東權益 Minority interests	股東權益合計 Total shareholders' interests
			優先股 Preferred stock	永續債 Perpetual bond	其他 Others											
一、上年年末餘額	I. Closing balance for last year	108,000,000.00				282,204,487.50				21,080,432.34		18,200,740.51		429,485,660.35		429,485,660.35
加：會計政策變更	Add: Changes in accounting policies											493,100.40		493,100.40		493,100.40
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、本年初餘額	II. Opening balance for the year	108,000,000.00				282,204,487.50				21,080,432.34		18,693,840.91		429,978,760.75		429,978,760.75
三、本期增減變動金額	III. Movements in current period											7,115,218.94		7,115,218.94		7,115,218.94
(一) 綜合收益總額	(I) Total comprehensive income											7,115,218.94		7,115,218.94		7,115,218.94
(二) 股東投入和減少資本	(II) Injection and 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 appropriation															
1. 提取盈餘公積	1. Appropriation of surplus reserve															
2. 提取一般風險準備	2. Appropriation of general risk provision															
3. 對股東的分配	3. Allocation to shareholders															
4. 其他	4. Others															
(四) 股東權益內部結轉	(IV) Internal carryover in shareholders' equities															
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) Special reserve															
1. 本期提取	1. Appropriation for the period															
2. 本期使用	2. Use in the period															
(六) 其他	(VI) Others															
四、本期末餘額	IV. Closing balance for the current period	108,000,000.00				282,204,487.50				21,080,432.34		25,809,059.85		437,093,979.69		437,093,979.69

# 未經審核中期財務 報表附註

# NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

## 一、公司的基本情況

## I. GENERAL INFORMATION ABOUT THE COMPANY

### 1、基本情況

### 1.General Information

創美藥業股份有限公司（以下簡稱“本公司”或“創美藥業公司”，在包含子公司時簡稱“本集團”）於 2000 年經汕頭市經濟體制改革委員會、汕頭市經濟委員會、汕頭市財政局、汕頭市國有資產管理辦公室以汕改委[2000]6 號文批准，由汕頭醫藥（集團）公司、汕頭市創美貿易有限公司及汕頭市創美廣告有限公司共同出資將“汕頭市醫藥貿易發展公司”改組設立的有限責任公司。公司於 2000 年 3 月 6 日取得汕頭市工商行政管理局頒發的《企業法人營業執照》。2015 年 5 月 28 日，公司變更名稱為創美藥業股份有限公司。公司的註冊地為汕頭市龍湖區嵩山北路 235 號，統一社會信用代碼：91440500722414635C。

As approved by Shantou Commission for Restructuring the Economic Systems, Shantou Economic Committee, Shantou Finance Bureau and Shantou State-owned Property Management Office with Circular [2000] No.6 of Shantou Reform Commission, Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as the “**Company**” or “**Charmacy Pharmaceutical Company**”, together with its subsidiaries referred to as the “**Group**”) was restructured from “Shantou Pharmaceutical Trading Development Company (汕頭市醫藥貿易發展有限公司)” and established as a limited liability company by Shantou Medicine (Group) Limited (汕頭醫藥(集團)公司), Shantou Chuangmei Trading Limited (汕頭市創美貿易有限公司) and Shantou Chuangmei Advertising Limited (汕頭市創美廣告有限公司) with joint investments in 2000. The Company obtained the BUSINESS LICENSE OF THE ENTERPRISE LEGAL PERSON issued by Shantou Administration for Industry and Commerce on 6 March 2000. On 28 May 2015, the Company changed its name to Charmacy Pharmaceutical Co., Ltd. The registered address of the Company is No. 235 Song Shan North Road, Longhu District, Shantou City with a uniform social credit number of 91440500722414635C.

本公司屬於醫藥流通行業，主要從事醫藥產品分銷。主要經營範圍：藥品批發，第三類醫療器械經營，食品銷售，道路貨物運輸（不含危險貨物），城市配送運輸服務（不含危險貨物），消毒器械銷售，藥品互聯網信息服務，醫療器械互聯網信息服務，藥品進出口；第一類醫療器械銷售，第二類醫療器械銷售，保健食品（預包裝）銷售，食品銷售（僅

The Company operates in the pharmaceutical distribution industry and is mainly engaged in the distribution of pharmaceutical products. The business scope is: Licensed items: drug wholesale, distribution of Class III medical devices, food sale, road transportation of goods (excluding dangerous goods), urban distribution and transportation services (excluding dangerous goods), sale of disinfection equipment, online drug information services, and online medical device information services and import and export of drugs. Sale of





銷售預包裝食品),國內貨物運輸代理,信息諮詢服務(不含許可類信息諮詢服務),健康諮詢服務(不含診療服務),企業管理諮詢,普通貨物倉儲服務(不含危險化學品等需許可審批的項目),低溫倉儲(不含危險化學品等需許可審批的項目),信息技術諮詢服務,廣告設計、代理,非居住房地產租賃,倉儲設備租賃服務,辦公設備租賃服務,消毒劑銷售(不含危險化學品),衛生用殺蟲劑銷售,化妝品批發,化妝品零售,衛生用品和一次性使用醫療用品銷售,個人衛生用品銷售,食品用洗滌劑銷售,日用雜品銷售,日用品批發,化工產品銷售(不含許可類化工產品),勞動保護用品銷售,特種勞動防護用品銷售,初級農產品收購,農副產品銷售,食用農產品初加工,裝卸搬運,運輸貨物打包服務,包裝服務,諮詢策劃服務,互聯網銷售(除銷售需要許可的商品),食品互聯網銷售(僅銷售預包裝食品),日用口罩(非醫用)銷售,國內貿易代理,租賃服務(不含許可類租賃服務),勞務服務(不含勞務派遣),技術進出口,食品進出口,貨物進出口。(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、信息支持中心、物流中心、財務部等職能部門。

## 二、合併財務報表範圍

Class I medical devices and import and export of drugs; sale of Class II medical devices, sale of health foods (prepackaged), sale of foods (only prepackaged foods), domestic cargo transportation agency, information consulting services (excluding information consulting services subject to licensing), health consulting services (excluding medical services), enterprise management consulting, general cargo warehousing services (excluding hazardous chemicals and other items subject to licensing and approval), low-temperature warehousing (excluding hazardous chemicals and other items subject to licensing and approval), information technology consulting services, advertisement design and agency, non-residential real estate leasing, warehousing equipment leasing services, office equipment leasing services, sale of disinfectants (excluding hazardous chemicals), sale of sanitary pesticides, cosmetics wholesale and retail, sale of sanitary products and disposable medical products, sale of personal hygiene products, sale of food detergents, sale of daily groceries, wholesale of daily necessities, sale of chemical products (excluding chemical products subject to licensing), sale of labor protection products, sale of special labor protection products, purchase of primary agricultural products, sale of agricultural by-products, primary processing of edible agricultural products, loading and unloading, cargo transportation and packing services, packaging services, consulting and planning services, online sale (except for sale of commodities subject to licensing), online sale of foods (only prepackaged foods), sale of daily masks (non-medical), domestic trade agency, and leasing services (excluding leasing services subject to licensing), labor services (excluding labor dispatching), import and export of technology, import and export of foods, and import and export of goods. (For projects subject to approval according to law, business activities can only be carried out after approval by relevant departments)

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

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。

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2023年6月30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。

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”).

The details was no change in the scope of consolidated financial statements of the Group during the reporting period. For details, please refer to the relevant content as set out in “VII. CHANGES IN SCOPE OF CONSOLIDATION” and “VIII. INTERESTS IN SUBSIDIARIES” of these notes.

### III. BASIS FOR THE PREPARATION OF FINANCIAL STATEMENTS

#### 1. Preparation basis

The Group prepared its financial statements on the going concern basis, according to actual transactions and events as well as such disclosure requirements under the Accounting Standards for Enterprises (《企業會計準則》) issued by the Ministry of Finance and relevant provisions, the Companies Ordinance of Hong Kong and the Rules Governing the Listing of Securities on the Stock Exchange, and based on the accounting policies and accounting estimates set out in “IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES” of these notes.

#### 2. Going concern

The Group, having evaluated its ability to continue as a going concern for the 12 months since 30 June 2023, 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.

## 四、重要會計政策及會計估計

本集團根據實際生產經營特點制定的具體會計政策和會計估計包括營業週期、應收款項壞賬準備的確認和計量、發出存貨計量、固定資產分類及折舊方法、無形資產攤銷、收入確認和計量等。

### 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。

## IV. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

Tips for specific accounting policies and accounting estimates:  
The specific accounting policies and accounting estimates formulated by the Group according to the actual production and operation characteristics include business cycle, recognition and measurement of bad debt reserves for receivables, measurement of issued inventory, classification and depreciation methods of fixed assets, amortization of 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

在非同一控制下企業合併中取得的被購買方可辨認資產、負債及或有負債在收購日以公允價值計量。合併成本為本集團在購買日為取得對被購買方的控制權而支付的現金或非現金資產、發行或承擔的負債、發行的權益性證券等的公允價值以及在企業合併中發生的各項直接相關費用之和（通過多次交易分步實現的企業合併，其合併成本為每一單項交易的成本之和）。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對合併中取得的各項可辨認資產、負債及或有負債的公允價值、以及合併對價的非現金資產或發行的權益性證券等的公允價值進行覆核，經覆核後，合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，將其差額計入合併當期營業外收入。

## 6. 合併財務報表的編制方法

本集團將所有控制的子公司納入合併財務報表範圍。

在編制合併財務報表時，子公司與本公司採用的會計政策或會計期間不一致的，按照本公司的會計政策或會計期間對子公司財務報表進行必要的調整。

合併範圍內的所有重大內部交易、往來餘額及未實現利潤在合併報表編制時予以抵銷。子公司的所有者權益中不屬於母公司的份額以及當期淨損

is not sufficient for offsetting, the retained earnings shall be adjusted.

The acquiree's identifiable assets, liabilities and contingent liabilities obtained in a business combination not under common control shall be measured at fair value at the acquisition date. The cost of combination is the sum of the fair value of cash and non-cash assets paid, liabilities incurred or assumed and equity securities issued by the Group for obtaining control of the acquiree at the acquisition date and all expenses incurred directly in the business combination (for the business combination is achieved in stages through multiple transactions, its cost of combination is the sum of costs of each single transaction). Where the cost of combination exceeds the acquirer's share of the fair value of the acquiree's identifiable net assets, the difference is recognized as goodwill; where the cost of combination is less than the acquirer's share of the fair value of the acquiree's identifiable net assets, the measurement of the fair values of all the identifiable assets, liabilities and contingent liabilities obtained in the business combination and the fair values of non-cash assets or equity securities issued as the consideration for combination are firstly reviewed. If, after that review, the cost of combination is still less than the acquirer's share of the fair value of the acquiree's identifiable net assets in the business combination, the difference shall be included in the consolidated non-operating revenue for the period.

## 6. Preparation methods of consolidated financial statements

The Group includes all subsidiaries controlled by it into the scope of consolidated financial statements

When preparing consolidated financial statements, if there is inconsistency on the accounting policies or accounting periods between the subsidiaries and the Company, necessary adjustments will be made to the financial statements of the subsidiaries based on the accounting policies or accounting periods of the Company.

All significant intra-group transactions, current balances and unrealized profits within the scope of consolidation shall be offset in preparing the consolidated statements. The shares of owners' equity in subsidiaries not attributable to the parent

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。

company and the shares of net loss or profit for the period, other comprehensive income and total comprehensive income attributable to minority interests shall be presented in the consolidated financial statements under the items of “minority interests, profit or loss of minority shareholders, other comprehensive income attributable to minority interests and total comprehensive income attributable to minority interests”, respectively.

The operating results and cash flows of a subsidiary acquired from business combination under common control shall be included in the consolidated financial statements from the beginning of the period of the combination. When preparing the comparative consolidated financial statements, relevant items in the financial statements of the previous year will be adjusted as if the reporting entity formed after the combination had been in existence since the time when the ultimate controlling party gains control.

For equity of an investee under common control acquired in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment methods in consolidated financial statements shall be made in the reporting period of acquiring the control. For instance, for equity of an investee under common control acquired in stages through multiple transactions, which results in business combination, it shall be adjusted in the preparation of consolidated financial statements as if it had been in existence as the current status since the time when the ultimate controlling party obtains the control. When preparing the comparative statements, relevant assets and liabilities of the combined party are included in the comparative statements of consolidated financial statements of the Group no earlier than the time when the Group and the combined party are under the common control of the ultimate controlling party, with the increase in net assets arising from the combination being adjusted against the relevant items under owners' equity in the comparative statements. In order to avoid repeated calculation of the value of the net assets of the combined party, the long-term equity investment held by the Group before the completion of the combination, as well as the relevant recognized profit or loss, other comprehensive income and other changes in net assets from the later of the day of acquiring the original equity or the day when the Group and the

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

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 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

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**

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 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) 外幣交易

本集團外幣交易按交易發生日的即期匯率將外幣金額折算為人民幣金額。於資產負債表日，外幣貨幣性項目採用資產負債表日的即期匯率折算為人民幣，所產生的折算差額除了為購建或生產符合資本化條件的資產而借入的外幣專門借款產生的匯兌差額按資本化的原則處理外，直接計入當期損益。

### (2) 外幣財務報表的折算

外幣資產負債表中資產、負債類項目採用資產負債表日的即期匯率折算；所有者權益類項目除“未分配利潤”外，均按業務發生時的即期匯率折算；利潤表中的收入與費用項目，採用交易發生日的即期匯率折算。上述折算產生的外幣報表折算差額，在其他綜合收益項目中列示。外幣現金流量採用現金流量發生日的即期匯率折算。匯率變動對現金的影響額，在現金流量表中單獨列示。

## 9. 商譽

因企業合併形成的商譽在合併財務報表中單獨列報，並按照成本扣除累計減值準備後的金額計量。商譽至少在每年年度終了進行減值測試。

對商譽進行減值測試時，結合與其相關的資產組或者資產組組合進行。即，自購買日起將商譽的賬面價值按照合理的方法分攤到能夠從企業合併的協同效應中受益的資產組或資產組組合，如包含分攤的商譽的資產組或資產組組合的可收回金額低於其賬面

### (1) Foreign currency transactions

For the Group's foreign currency-denominated transactions, the foreign currency amount is converted into RMB amount at the spot exchange rate on the day when such transactions occur. Foreign currency monetary items are converted into RMB at the spot exchange rate on the balance sheet date, and the conversion differences resulted therefrom, except that those arising from special foreign currency loans related to the acquisition and construction or production of assets eligible for capitalisation should be treated on the capitalisation principle, are all included in the current profit or loss.

### (2) Translation of Foreign-currency Financial Statements

The asset and liability items in the foreign-currency balance sheet shall be translated at the spot exchange rate on the balance sheet date; the owners' equity items, except for "undistributed profits," shall be translated at the spot exchange rate at the time when the transaction occurs; the income and expense items in the income statement shall be translated at the spot exchange rate on the date when the transaction occurs. The foreign-currency statement translation differences arising from the above translations shall be presented in other comprehensive income item. The foreign-currency cash flow shall be translated at the spot exchange rate on the date when the cash flow occurs. The impact of exchange rate changes on cash shall be separately presented in the cash flow statement.

## 9. Goodwill

The goodwill arising on a business combination shall be presented separately in the consolidated financial statements and measured at costs less accumulated provision for impairment. The goodwill is tested for impairment at least at the end of each year.

When conducting the impairment test for goodwill, the goodwill is tested together with the related asset group or portfolio of asset group. That is, the carrying amount of goodwill is reasonably allocated to the related asset group or portfolio of asset group which benefits from the synergies of the business combination since the acquisition date. Relevant impairment loss is recognized if the recoverable amount of



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。

## 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餘成本計量的金融

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.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

資產、以公允價值計量且其變動計入其他綜合收益的金融資產、以公允價值計量且其變動計入當期損益的金融資產。

本集團將同時符合下列條件的金融資產分類為以攤餘成本計量的金融資產：①管理該金融資產的業務模式是以收取合同現金流量為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額；以攤餘成本進行後續計量。不屬於任何套期關係的一部分的該類金融資產，按照實際利率法攤銷、減值、匯兌損益以及終止確認時產生的利得或損失，計入當期損益。本集團分類為該類的金融資產具體包括：應收賬款、應收票據、其他應收款。

本集團將同時符合下列條件的金融資產分類為以公允價值計量且其變動計入其他綜合收益的金融資產：①管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額。不屬於任何套期關係的一部分的該類金融資產所產生的所有利得或損失，除信用減值損失或利得、匯兌損益和按照實際利率法計算的該金融資產利息之外，所產生的其他利得或損失，均計入其他綜合收益；金融資產終止確認時，之前計入其他綜合收益的累計利得或損失應當從其他綜合收益中轉出，計入當期

through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group classifies the financial assets that meet the following conditions as financial asset measured at amortized cost: ① The business model used to manage such financial assets takes the collection of contractual cash flows as the goal. ② The contractual terms of such financial assets stipulate that the cash flow generated on a specific date is only the payment of principal and interest based on the outstanding principal amount. Such financial assets shall be initially measured at fair value, with the relevant transaction costs included in the initially-recognized amount, and shall be subsequently measured at amortized cost. All gains or losses arising from the amortization, impairment, exchange loss and derecognition of such financial assets which are not part of any hedging relationships with the effective interest method are recorded into current profit or loss. The financial assets that the Group classifies into this category are: accounts receivable, bills receivable, other receivable.

The Group will classify financial assets that meet the following conditions into financial assets at fair value through other comprehensive income: ① the financial assets are managed within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and ② the contractual terms of the financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Such financial assets are initially measured at fair value with related transaction costs to be included in the initial recognition amount. All gains or losses arising from the financial assets which are not part of any hedging relationships, other than credit impairment losses or gains, exchange gains or losses and interest on such financial assets calculated using the effective interest method, are recognized in other comprehensive income. Upon derecognition of the financial assets, the cumulative gains or losses previously included in other comprehensive income shall be transferred out and be included in the profit or loss for the period. The financial assets that the



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餘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餘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。

除上述分類為以攤餘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。

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.

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.

本集團在非同一控制下的企業合併中確認的或有對價構成金融資產的，該金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。

本集團在改變管理金融資產的業務模式時，對所有受影響的相關金融資產進行重分類。

## 2) 金融資產轉移的確認依據和計量方法

本集團將滿足下列條件之一的金融資產予以終止確認：①收取該金融資產現金流量的合同權利終止；②金融資產發生轉移，本集團轉移了金融資產所有權上幾乎所有風險和報酬；③金融資產發生轉移，本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有風險和報酬，且未保留對該金融資產控制的。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值，與因轉移而收到的對價及原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額（涉及轉移的金融資產的同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。）之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將因轉移而收到的對價及應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額中對

Financial assets arising from contingent consideration recognized by the Group during the business combination not under common control, are classified as financial assets at fair value through profit or loss.

The Group reclassifies all impacted financial assets at the time of changing the business model of managing a financial asset.

## 2) Recognition and measurement of transfer of financial assets

The Group derecognizes financial assets if one of the following conditions is satisfied: ① the contractual rights to collect the cash flows from the financial asset expire; ② the financial asset has been transferred, and the Group has transferred substantially all the risks and rewards of ownership of the financial asset; and ③ the financial asset has been transferred, and the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, and it has not retained control over such financial asset.

If the whole transfer of the financial asset meets the conditions for derecognition, the difference between the carrying amount of the transferred financial asset at the date of derecognition and the sum of the consideration received for the transfer and the accumulative amount of fair value changes originally recorded into other comprehensive income which is relevant to the portion of derecognition (the transferred financial asset shall meet all of the following conditions: ① the Group's business model for managing the financial assets is aimed at both receiving contract cash flows and selling the financial assets; ② The terms of the contract for the financial asset provide that the cash flow generated on a particular date is only for the payment of principal and interest based on the amount of the outstanding principal.).

If the transfer of financial asset partially satisfies the conditions of derecognition, the entire carrying amount of the transferred financial asset is, between the portion which is derecognized and the portion which is not, apportioned according to their respective relative fair value, and the difference between the sum of the consideration received from the transfer and the accumulative amount of the changes of the fair value originally



應終止確認部分的金額（涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。）之和，與分攤的前述金融資產整體賬面價值的差額計入當期損益。

## (2) 金融負債

### 1) 金融負債分類、確認依據和計量方法

除下列各項外，本集團將金融負債分類為以攤餘成本計量的金融負債，採用實際利率法，按照攤餘成本進行後續計量：

①以公允價值計量且其變動計入當期損益的金融負債（含屬於金融負債的衍生工具），包括交易性金融負債和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債，此類金融負債按照公允價值進行後續計量，公允價值變動形成的利得或損失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

included in other comprehensive income which shall be apportioned to the derecognized portion (the transferred financial asset shall meet all of the following conditions: ① the Group's business model for managing the financial assets is aimed at both receiving contract cash flows and selling the financial assets; ② The terms of the contract for the financial asset provide that the cash flow generated on a particular date is only for the payment of principal and interest based on the amount of the outstanding principal.), and the apportioned entire carrying amount of the said financial assets are included into current profit or loss.

## (2) Financial liabilities

### 1) Classification, recognition and measurement of financial liabilities

The Group classifies financial liabilities except the following items as being measured at amortized cost. Such financial liabilities are recognized with the effective interest method and subsequently measured at amortized cost

① Financial liabilities (includes derivative instruments that are financial liabilities) at fair value through profit or loss include held-for-trading financial liabilities and financial liabilities designated as measured at fair value through profit or loss at initial recognition. Such financial liabilities subsequently measured at fair value. Gains or losses arising from changes in fair value, as well as dividends and interest expenditure related to such financial liabilities are recorded in profit or loss for the period.

② financial 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.

③ financial 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

定所確定的累計攤銷後的餘額孰高進行計量。

本集團將在非同一控制下的企業合併中作為購買方確認的或有對價形成金融負債的，按照以公允價值計量且其變動計入當期損益進行會計處理。

## 2) 金融負債終止確認條件

當金融負債的現時義務全部或部分已經解除時，終止確認該金融負債或義務已解除的部分。本集團與債權人之間簽訂協定，以承擔新金融負債方式替換現存金融負債，且新金融負債與現存金融負債的合同條款實質上不同的，終止確認現存金融負債，並同時確認新金融負債。本集團對現存金融負債全部或部分的合同條款作出實質性修改的，終止確認現存金融負債或其一部分，同時將修改條款後的金融負債確認為一項新金融負債。終止確認部分的賬面價值與支付的對價之間的差額，計入當期損益。

## (3) 金融資產和金融負債的公允價值確定方法

本集團以主要市場的價格計量金融資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

subtracting the accumulated amortization amount determined in accordance with the income rules from the initially recognized amount, after initial recognition.

Financial liabilities arising from contingent consideration recognized by the Group as the purchaser during the business combination not under common control, are accounted for at fair value through profit or loss.

## 2) Derecognition conditions of financial liabilities

When the present obligation of such financial liability was wholly or partially discharged, that financial liability or the discharged obligation shall be derecognised. If the Group and a creditor enter into an agreement to replace the existing financial liability with a new financial liability on substantially different terms, the existing financial liability shall be derecognized, whereas the new financial liability shall be recognized. Where the Group made substantial modifications to the terms of the existing financial liabilities in whole or in part, it derecognizes the existing financial liability in whole or in part and recognizes the financial liability with the revised terms as a new financial liability. The difference between the book value of the derecognized part of financial liability and the consideration paid is included in profit or loss for the period.

## (3) Recognition methods of fair value of financial assets and financial liabilities

The Group measures the fair value of financial assets and 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

值。公允價值計量結果所屬的層次，由對公允價值計量整體而言具有重大意義的輸入值所屬的最低層次決定。

本集團對權益工具的投資以公允價值計量。但在有限情況下，如果用以確定公允價值的近期信息不足，或者公允價值的可能估計金額分佈範圍很廣，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佈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

subject to the lowest level of the input that is of great significance to the overall measurement of fair value.

The Group's investments in equity instruments are measured at fair value. However, in limited circumstances where there is insufficient recent information available to determine fair value, or where the distribution range of possible estimates of fair value is so wide while cost represents the best estimate of fair value within that range, such cost may appropriately represent such estimate.

#### (4) Offsetting of financial assets and financial liabilities

The Group's financial assets and financial liabilities are presented separately in the balance sheet and are not offset against each other. However, they are presented in the balance sheet in net amounts after offsetting each other if both of the following conditions are met: (1) the Group has the legal right to offset the recognised amounts and such legal right is currently enforceable; and (2) the Group plans to settle on a net basis, or simultaneously realise the financial asset and settle the financial liability.

#### (5) Distinction between and treatment of financial liabilities and equity instruments

The Group distinguishes between financial liabilities and equity instruments in accordance with the following principles: (1) A contractual obligation meets the definition of a financial liability if the Group cannot unconditionally avoid meeting that obligation by delivering cash or other financial assets. Some financial instruments do not explicitly contain terms and conditions for delivery of cash or other financial asset obligations, but it is possible that contractual obligations may arise indirectly through other terms and conditions. (2) If a financial instrument is required to be, or may be, settled with the Group's own equity instruments, it's needed to take into account whether the Group's own equity instruments used to settle the instrument in question are intended as a substitute for cash or other financial assets or are intended to give the holder of the instrument in question certain residual interest in the assets of the issuer net of all liabilities. If the former prevails,

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處理，不確認權益工具的公允價值變動。

## 11. 應收票據

基於應收票據的承兌人信用風險作為共同風險特徵，將其劃分為不同組合，並確定預期信用損失會計估計政策：

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

## 11. Bills receivables

Bills receivables are divided into different portfolios and the accounting estimation policies for the expected credit loss thereof are determined, based on the shared characteristics of acceptors' credit risks:



組合分類 Category of portfolio	預期信用損失會計估計政策 Accounting estimation policy for expected credit loss
銀行承兌匯票組合 Bank acceptance bill portfolio	管理層評價該類款項具有較低信用風險，一般不計提減值準備 Management evaluates that such payments have low credit risk and generally do not provide for impairment
商業承兌匯票組合 Commercial draft portfolio	按照預期損失率計提減值準備 Provision for impairment is made based on expected loss rate

本集團在資產負債表日計算應收票據預期信用損失，如果該預期信用損失大於當前應收票據減值準備的賬面金額，本集團將其差額確認為應收票據減值損失，借記“信用減值損失”，貸計“應收票據-壞賬準備”。相反，本集團將差額確認為減值利得。

## 12.應收款項

本集團採用簡化方法於應收款項初始確認時確認預期存續期損失。本集團根據客戶的信用評級、業務規模、歷史回款與壞賬損失情況等分別採用以下兩種方式估計預期信用損失：

(1) 涉及金額重大、有長期合作關係或合作關係有異常情況等的應收款項，本集團不考慮減值矩陣，而是根據應收款項的具體信用風險特徵，如客戶信用評級、行業及業務特點、歷史回款與壞賬損失情況等，於應收款項初始確認時按照整個存續期內預期信用損失的金額確認損失準備。本集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

The Group calculates the expected credit loss for bills receivables on the balance sheet date. If the expected credit loss is higher than the book value of the current provision for the impairment of the bills receivables, the Group will recognize such difference as impairment loss of the bills receivables, which will be debited to “Impairment loss of credit” and credited to “Bills receivables – Provision for bad debt”. Otherwise, the Group will recognize such difference as impairment gain.

## 12.Receivables

The Group recognizes the lifetime expected loss for receivables at the initial recognition by using the simplified approach. The Group estimates the expected credit loss using the following two methods based on the customers’ credit ratings, business scales, historical collections and bad debt losses:

(1) For receivables of significant amounts and involving long-term cooperative relationships or abnormal situations in the cooperative relationship, etc., the Group, instead of using the impairment matrix, recognizes loss provisions for receivables at the initial recognition at an amount equal to the lifetime expected credit loss based on the specific credit risk characteristics of the receivables, such as customers’ credit ratings, industry and business characteristics, historical 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

信用風險特徵包括：信用風險評級、初始確認日期、剩餘合同期限、債務人所處行業、擔保物類型及擔保物相對於金融資產的價值等。

本集團在組合基礎上對應收款項預期存續期內的歷史觀察違約率釐定減值矩陣，並就前瞻性估計做出調整。於每個報告日，本集團更新歷史觀察違約率和分析前瞻性估計的變動，如有需要調整減值矩陣，按變動情況調整減值矩陣並計提損失準備。

預期信用損失計量。預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。

本集團在資產負債表日計算應收賬款預期信用損失，如果該預期信用損失大於當前應收賬款減值準備的賬面金額，本集團將其差額確認為應收賬款減值損失，借記“信用減值損失”，貸記“壞賬準備”。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關應收賬款無法收回，經批准予以核銷的，根據批准的核銷金額，借記“壞賬準備”，貸記“應收賬款”。若核銷金額大於已計提的損失準備，按其差額借記“信用減值損失”。

### 13.應收款項融資

characteristics of credit risks adopted by the Group include: credit risk rating, initial recognition date, remaining contract term, industry of the debtor, type of collateral and value of the collateral relative to financial assets, etc.

The Group determines the impairment matrix based on the historically observed default rates over the expected duration of the receivables on a grouping basis, and makes adjustments in respect of forward-looking estimates. At each reporting date, the Group updates the historically observed default rates, analyzes the changes in forward-looking estimates, adjusts the impairment matrix according to the changes if the impairment matrix needs to be adjusted, and make loss provisions accordingly.

Measurement of expected credit losses. Expected credit loss shall mean the weighted average of credit losses on financial instruments weighted by the risk of default. Credit loss shall mean the difference between all contractual cash flows receivable under the contract and all cash flows expected to be received by the Group discounted at the original effective interest rate, which is the present value of all cash shortages.

The Group calculates the expected credit loss of accounts receivable on the balance sheet date. In case the expected credit loss is greater than the book amount of the current impairment provision for accounts receivable, the Group shall recognize the difference as an impairment loss of accounts receivable, debiting it to "credit impairment loss" and crediting it to "bad debt provision". In case the expected credit loss is smaller than the book amount of the current impairment provision for accounts receivable, the Group shall recognize the difference as impairment gain and make the opposite accounting records.

In case the Group actually experiences credit losses and determines that the relevant accounts receivable cannot be recovered, and such accounts receivable are approved for write-off, the "bad debt provision" shall be debited and the "accounts receivable" will be credited based on the approved written-off amount. In case the written-off amount is greater than the withdrawn loss provision, the "credit impairment loss" shall be debited on the basis of the difference.

### 13.Accounts receivable financing

分類為以公允價值計量且其變動計入其他綜合收益的應收票據、應收賬款，自取得起期限在一年內（含一年）的部分，列示為應收款項融資；自取得起期限在一年以上的，列示為其他債權投資。其相關會計政策參見本附註四、10 “金融資產和金融負債”。

#### 14.存貨

本集團存貨主要包括庫存商品和發出商品。

存貨實行永續盤存制，存貨在取得時按實際成本計價，領用或發出存貨，採用加權平均法確定其實際成本。低值易耗品採用一次轉銷法進行攤銷。

庫存商品、在產品和用於出售的材料等直接用於出售的商品存貨，其可變現淨值按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定；用於生產而持有的材料存貨，其可變現淨值按所生產的產成品的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額確定。

#### 15.合同資產

##### (1) 合同資產的確認方法及標準

合同資產，是指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。

##### (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。

For bills and accounts receivable measured at fair value through other comprehensive income, the portion with a term of not more than one year since the day of acquisition is presented as receivables financing, and the rest is presented as other debt investments. See “Note IV. 10 to the Financial Statements: Financial Assets and Financial Liabilities” for relevant accounting policy.

#### 14. Inventories

The Group’s inventories mainly include goods in stock and goods in delivery.

The Group maintains a perpetual inventory system, the inventories are recognized at the actual cost when acquired. Actual cost is determined using weighted average method when the inventories are consumed or issued. Low-value consumables are amortized using one-off write-off method.

The net realisable value of inventories of merchandise held for direct sale, such as goods in stock, goods sold and materials for sale, shall be determined as the estimated selling price of the inventory less estimated selling expenses and related taxes; the net realisable value of inventories of materials held for production shall be determined as the estimated selling price of the finished goods less the estimated costs to be incurred upon completion, estimated selling expenses and related taxes.

#### 15. Contractual assets

##### (1) Methods and criteria for recognition of contractual assets

Contractual assets refer to rights to receive consideration for goods that the Group has transferred to clients, and such rights are dependent on factors other than the passage of time.

##### (2) 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.

會計處理方法，本集團在資產負債表日計算合同資產預期信用損失，如果該預期信用損失大於當前合同資產減值準備的賬面金額，本集團將其差額確認為減值損失，借記“資產減值損失”，貸記“合同資產減值準備”。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關合同資產無法收回，經批准予以核銷的，根據批准的核銷金額，借記“合同資產減值準備”，貸記“合同資產”。若核銷金額大於已計提的損失準備，按其差額借記“資產減值損失”。

## 16.長期股權投資

本集團長期股權投資主要是對子公司的投資、對聯營企業的投資和對合營企業的投資。

本集團對共同控制的判斷依據是所有參與方或參與方組合集體控制該安排，並且該安排相關活動的政策必須經過這些集體控制該安排的參與方一致同意。

本集團直接或通過子公司間接擁有被投資單位 20%以上但低於 50%的表決權時，通常認為對被投資單位具有重大影響。持有被投資單位 20%以下表決權的，還需要綜合考慮在被投資單位的董事會或類似權力機構中派有代表、或參與被投資單位財務和經營政策制定過程、或與被投資單位之間發生重要交易、或向被投資單位派出管理人員、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。

For accounting purposes, the Group will calculate the expected credit loss on contractual assets on the balance sheet date. If the expected credit loss is greater than the current carrying amount of the provision for impairment of contractual assets, the Group will recognise the difference as an impairment loss by debiting “impairment loss on assets” and crediting “provision for impairment of contractual assets”. Conversely, the Group will recognise the difference as an impairment gain and make a reverse accounting entry.

If the Group incurs actual credit losses and the related contractual assets are deemed uncollectible and are approved for write-off, the Group will debit “provision for impairment of contractual assets” and credit “contractual assets” according to the approved write-off amount. If the write-off amount is greater than the provision for losses, the difference will be debited to “impairment loss on assets”.

## 16.Long-term equity investment

The long-term equity investment of the Group mainly refers to the investment in subsidiaries, investment in associates and investment in joint ventures.

The Group’s basis for judgement in respect of common control is that all participating parties or a group of participating parties control such arrangement, and that policies on related business of such arrangement have to obtain unanimous agreement from all participating parties that collectively control such arrangement.

The Group directly or indirectly through its subsidiaries owns more than 20% (inclusive) but less than 50% of the voting right of the investee, which is usually deemed to have significant influence on the investee. For voting rights of less than 20% in the investee, significant influence over the investee will be judged by comprehensively taking into consideration of such facts and circumstances as dispatching representative to the Board or similar authority of the investee, or participating in the formulation process of financial and 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.

對被投資單位形成控制的，為本集團的子公司。通過同一控制下的企業合併取得的長期股權投資，在合併日按照取得被合併方在最終控制方合併報表中淨資產的賬面價值的份額作為長期股權投資的初始投資成本。被合併方在合併日的淨資產賬面價值為負數的，長期股權投資成本按零確定。

通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補充披露在母公司財務報表中的長期股權投資的處理方法。例如：通過多次交易分步取得同一控制下被投資單位的股權，最終形成企業合併，屬於一攬子交易的，本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的，在合併日，根據合併後享有被合併方淨資產在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的的初始投資成本。初始投資成本與達到合併前的長期股權投資賬面價值加上合併日進一步取得股份新支付對價的賬面價值之和的差額，調整資本公積，資本公積不足沖減的，沖減留存收益。

通過非同一控制下的企業合併取得的長期股權投資，以合併成本作為初始投資成本。

通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併的，應在取得控制權的報告期，補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

An investee that is under the control of the Group shall be deemed as a subsidiary of the Group. For long-term equity investment acquired through business combination under common control, the share of the book value of net assets of the combined party in the combined statement of the ultimate controlling party on the combination date shall be accounted for as the initial investment cost of the long-term equity investment. If the book value of net assets of the combined party on the combination date is negative, the cost of the long-term equity investment is determined as nil.

For equity in an investee under common control obtained in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment methods of the long-term equity investment in the financial statements of the parent company shall be made in the reporting period of acquiring the control. For instance, for equity in an investee under common control obtained in stages through multiple transactions, which results in business combination, the Group will conduct accounting treatment on each transaction as one transaction which obtains control if the transactions belong to a package deal; if the transactions do not belong to a package deal, the share of the book value of net assets of the combined party in the combined financial statements of the ultimate controlling party upon the combination shall be deemed as the initial investment cost of the long-term equity investment on the combination date. The difference between the initial investment cost and the sum of the book value of long-term equity investment before the combination and the book value of newly-paid consideration for further acquisition of shares on the combination date shall be applied to adjust capital reserve. If the capital reserve is insufficient for offsetting, the retained earnings shall be offset.

For long-term equity investment obtained through business combination not under common control, combined cost shall be recognized as initial investment cost.

For equity in an investee not under common control obtained in stages through multiple transactions, which results in business combination, supplementary disclosure to treatment methods for long-term equity investment in financial statements of the parent company shall be made in the report period for acquiring

次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併，屬於一攬子交易的，本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的，按照原持有的股權投資賬面價值加上新增投資成本之和，作為改按成本法核算的初始投資成本。購買日之前持有的股權採用權益法核算的，原權益法核算的相關其他綜合收益暫不做調整，在處置該項投資時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理。購買日之前持有的股權為指定以公允價值計量且其變動計入其他綜合收益的非交易性權益工具，原計入其他綜合收益的累計公允價值變動不得轉入當期損益。

除上述通過企業合併取得的長期股權投資外，以支付現金取得的長期股權投資，按照實際支付的購買價款作為投資成本；以發行權益性證券取得的長期股權投資，按照發行權益性證券的公允價值作為投資成本；投資者投入的長期股權投資，按照投資合同或協定約定的價值作為投資成本。

本集團對子公司投資採用成本法核算，對合營企業及聯營企業投資採用權益法核算。

後續計量採用成本法核算的長期股權投資，在追加投資時，按照追加投資支付的成本額公允價值及發生的相關交易費用增加長期股權投資成本的賬面價值。被投資單位宣告分派的現金股利或利潤，按照應享有的金額確認為當期投資收益。

the control. For instance, for equity in an investee not under common control obtained in stages through multiple transactions, which results in the business combination, the Group will conduct accounting treatment on each transaction as one transaction which obtains the control right if the transactions belong to a package deal. If the transactions do not belong to a package deal, the sum of the book value of equity investment held originally and additional investment costs shall be the initial investment cost whose calculation method is changed to cost method. If the equity held before the acquisition date is calculated by equity method, the related other comprehensive income originally calculated by equity method shall not be adjusted; and the accounting treatment shall be conducted as per the same basis as that of directly disposing of related assets or liabilities of the investee when disposing of the investment. If the equity held before the acquisition date is a non-trading equity instrument specified to be measured at fair value and its changes are included in other comprehensive income, the accumulative changes in fair value originally included in other comprehensive income shall not be transferred into current profit and loss.

Apart from the long-term equity investments acquired through business combination mentioned above, for long-term equity investments acquired by cash payment, the investment cost is the actual amount of cash paid for the acquisition; for long-term equity investments acquired by issuing equity securities, the cost of investment is the fair value of the equity securities issued; for long-term equity investments invested by the investor, the investment cost is the agreed consideration under the investment contract or agreement.

The Group's investments in subsidiaries are accounted for using the cost method, and the investments in joint ventures and associates are accounted for using equity method.

For long-term equity investments for which the subsequent measurement is accounted for using the cost method, when additional investment is made, the book value of the long-term equity investment cost will be added according to the fair value of cost paid for additional investment and the related expenses incurred by related transactions. For cash dividend or profit declared and paid by the investee, it shall be recognized as its



後續計量採用權益法核算的長期股權投資，隨著被投資單位所有者權益的變動相應調整增加或減少長期股權投資的賬面價值。其中在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，按照本集團的會計政策及會計期間，並抵銷與聯營企業及合營企業之間發生的內部交易損益按照持股比例計算歸屬於投資企業的部分，對被投資單位的淨利潤進行調整後確認。

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期投資收益。採用權益法核算的長期股權投資，原權益法核算的相關其他綜合收益應當在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理，因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，應當在終止採用權益法核算時全部轉入當期投資收益。

因處置部分股權投資等原因喪失了對被投資單位的共同控制或重大影響的，處置後的剩餘股權適用《企業會計準則第 22 號——金融工具確認和計量（財會[2017]7 號）》核算的，剩餘股權在喪失共同控制或重大影響之日的公允價值與賬面價值之間的差額計入當期損益。原股權投資因採用權益法核算而確認的其他綜合收益，在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎處理並按比例結轉，因被投資方除

investment income for the period at the amount to which it entitles.

For long-term equity investment for which the subsequent measurement is accounted for using the equity method, the book value of long-term equity investment shall be increased or decreased accordingly according to the change in the owners' equity of the investee. In which, the attributable net profit or loss in the investee is recognized on the basis of the fair value of various identifiable assets in the investee at the time of acquisition and in accordance with the accounting policies and accounting period of the Group, based on the share attributable to the investor as calculated according to shareholdings, after elimination of the profit or loss for intra-group transactions with associates and joint ventures and after adjustment to the net profits of the investee.

On disposal of a long-term equity investment, the difference between the book value and the proceeds actually received shall be included in investment income for the period. For a long-term equity investment measured with the equity method, the related other comprehensive income previously measured with such method shall be accounted for on the same basis as the direct disposal of the related assets or liabilities of the investee upon the termination of the equity method of accounting, and the owner's equity recognised as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution shall be entirely transferred to current investment income upon the termination of the equity method of accounting.

Where the common control or significant influence over the investee is lost due to the partial disposal of equity investment, and the residual equity after disposal is accounted as per the *Accounting Standards for Enterprises No. 22: 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

淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益，應當按比例轉入當期投資收益。

因處置部分長期股權投資喪失了對被投資單位控制的，處置後的剩餘股權能夠對被投資單位實施共同控制或施加重大影響的，改按權益法核算，處置股權賬面價值和處置對價的差額計入投資收益，並對該剩餘股權視同自取得時即採用權益法核算進行調整；處置後的剩餘股權不能對被投資單位實施共同控制或施加重大影響的，適用《企業會計準則第 22 號——金融工具確認和計量（財會[2017]7 號）》進行會計處理，處置股權賬面價值和處置對價的差額計入投資收益，剩餘股權在喪失控制之日的公允價值與賬面價值間的差額計入當期損益。

本集團對於分步處置股權至喪失控股權的各項交易不屬於一攬子交易的，對每一項交易分別進行會計處理。屬於“一攬子交易”的，將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理，但是，在喪失控制權之前每一次交易處置價款與所處置的股權對應的長期股權投資賬面價值之間的差額，確認為其他綜合收益，到喪失控制權時再一併轉入喪失控制權的當期損益。

## 17.投資性房地產

本集團投資性房地產採用直線法計提折舊或攤銷。各類投資性房地產的預

ceasing to use the equity method, and carried forward proportionately. Owner's equity recognized as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution, shall be transferred to current investment yield on a proportionate basis.

When the control over the investee is lost due to the partial disposal of long-term equity investment, for residual equity which still has common control or significant influence over the investee after disposal, it shall be accounted for under the equity method. Difference between the book value of equity disposed and the disposal consideration shall be included in investment income. Such residual equity shall be adjusted assuming that it is treated as being accounted for under the equity method since acquisition. For residual equity which cannot exercise common control or impose significant influence over the investee after disposal, it shall be accounted for as per the *Accounting Standards for Enterprises No. 22: Recognition and Measurement of Financial Instruments (Accounting [2017] No. 7)*, and the difference between book value of equity disposed and the disposal consideration shall be included in investment income, and the difference between fair value and the book value of residual equity on the date of loss of control shall be included in profit or loss for the period.

For each transaction where equity is disposed by the Group in stages until loss of control and which does not belong to a package transaction, the accounting for each transaction shall be conducted separately. For the “package transaction”, the accounting treatment shall be conducted on each transaction as the transaction that disposes of subsidiary with loss of control. However, before loss of control, the difference between disposal price for each transaction and the book value of corresponding long-term investment of the equity disposed of, shall be recognized as other comprehensive income, and, upon loss of control, shall be transfer to the profit or loss for the period when the control is lost.

## 17.Investment property

The investment property of the Group shall be depreciated or amortized on straight-line basis. The estimated useful life, net



計使用壽命、淨殘值率及年折舊(攤銷)率如下:

residual value rate and annual depreciation (amortization) rate of various investment properties are as follows:

序號 No.	類別 Category	折舊年限(年) Depreciation Period (year)	預計殘值率(%) Estimated Residual Value Rate (%)	年折舊率(%) Annual Depreciation Rate (%)
1	土地使用權 Land use rights	出讓取得時剩餘年限 Remaining term upon transfer	0	-
2	房屋建築物 Buildings and structures	30	5	3.17

### 18. 固定資產

本集團固定資產是指同時具有以下特徵，即為生產商品、提供勞務、出租或經營管理而持有的，使用年限超過一年，單位價值超過 2,000 元的有形資產。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。本集團固定資產包括房屋及建築物、機器設備、運輸設備、辦公設備等。

與固定資產有關的後續支出，如果與該固定資產有關的經濟利益很可能流入且其成本能可靠地計量，則計入固定資產成本，並終止確認被替換部分的賬面價值。除此以外的其他後續支出，在發生時計入當期損益。

除已提足折舊仍繼續使用的固定資產和單獨計價入賬的土地外，本集團對所有固定資產計提折舊。計提折舊時採用平均年限法（或其他方法）。本集團固定資產的分類折舊年限、預計淨殘值率、折舊率如下：

### 18. Fixed assets

Fixed assets are tangible assets refer to the following characteristics at the same time, that are held for use in the production of goods, supply of labour, rental or operation management, with a unit value of more than RMB2,000 and have a useful life of more than one year.

Fixed assets are recognized only when its related economic benefits are likely to flow into the Group and its cost could be reliably measured. The Group's fixed assets include houses and buildings, machinery, transportation equipment, office equipment, etc.

For subsequent expenses related to fixed assets, if the economic benefits related to such fixed assets are likely to flow into the Group and its cost could be reliably measured, such expenses are included in the cost of fixed asset, and the book value of the replaced part will be derecognized. Save for the above, other subsequent expenses are included in profit or loss for the period in which they are incurred.

The Group depreciates all fixed assets, except for those that have been fully depreciated and continued to be used as well as land that has been separately stated in the accounts. Depreciation is recognised using the average service life method (or other methods). The categorised depreciable service life, estimated net residual values and depreciation rates of the Group's fixed assets are shown as follows:

序號 No.	類別 Category	折舊年限(年) Depreciable Life (year)	預計殘值率(%) Estimated Residual Value Rate (%)	年折舊率(%) Annual Depreciation Rate (%)
1	房屋建築物 Buildings and structures	30	5	3.17
2	機器設備 Machinery and equipment	10、13、15	0	10.00、7.69、6.67
3	運輸設備 Transportation facilities	8	0	12.50
4	辦公設備 Office equipment	3、5	0	33.33、20.00

本集團於每年年度終了，對固定資產的預計使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變，則作為會計估計變更處理。

At the end of each year, the Group reviews the estimated useful life, estimated net residual value and depreciation rate method of fixed assets, and if there is a change, it treats it as a change in accounting estimate.

### 19. 在建工程

在建工程在達到預定可使用狀態之日起，根據工程預算、造價或工程實際成本等，按估計的價值結轉固定資產，次月起開始計提折舊，待辦理了竣工決算手續後再對固定資產原值差異進行調整。

### 19. Construction in progress

Construction in progress shall be transferred into fixed assets at the estimated value as per the project budget, construction prices or actual construction costs from the date when they are ready for intended use, and be depreciated from the next month and be adjusted for difference from the original value of fixed asset after the completion settlement procedures.

### 20. 借款費用

發生的可直接歸屬於需要經過1年以上的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等的借款費用，在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時，開始資本化；當購建或生產符合資本化條件的資產達到預定可使用或可銷售狀態時，停止資本化，其後發生的借款費用計入當期損益。如果符合資本化條件的資產在購建或者生產過程中發生非正常中斷、且中斷時間連續超過3個月，暫停借款費用的資本化，直至資產的購建或生產活動重新開始。

### 20. Borrowing costs

For borrowing costs incurred that are directly attributable to fixed asset, investment property and inventory which are ready for their intended use or sale after activities related to their acquisition, construction or production last for more than one year, capitalization shall commence when expenditures for the asset and borrowing costs have been incurred, and activities relating to the acquisition, construction or production of the asset that are necessary for the asset to be ready for its intended use or sale have begun; and capitalization shall be ceased when the acquired, constructed or produced qualifying asset for capitalization is ready for its intended use or sale, and borrowing costs subsequently incurred shall be recognized in profit or loss for the period. If acquisition, construction or production of a qualifying asset for capitalization is interrupted abnormally, and the interruption lasts for more than 3 months, the capitalization of borrowing costs shall be suspended until

專門借款當期實際發生的利息費用，扣除尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額予以資本化；一般借款根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率，確定資本化金額。資本化率根據一般借款加權平均利率計算確定。

## 21. 使用權資產

使用權資產，是指本集團作為承租人可在租賃期內使用租賃資產的權利。

### (1) 初始計量

在租賃期開始日，本集團按照成本對使用權資產進行初始計量。該成本包括下列四項：①租賃負債的初始計量金額；②在租賃期開始日或之前支付的租賃付款額，存在租賃激勵的，扣除已享受的租賃激勵相關金額；③發生的初始直接費用，即為達成租賃所發生的增量成本；④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本，屬於為生產存貨而發生的除外。

### (2) 後續計量

在租賃期開始日後，本集團採用成本模式對使用權資產進行後續計量，即以成本減累計折舊及累計減值損失計量使用權資產。本集團按照租賃準則有關規定重新計量租賃負債的，相應調整使用權資產的賬面價值。

the acquisition, construction or production activities of the asset are resumed.

Where borrowings are borrowed for a specific purpose, the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the unutilized borrowed funds in banks or any investment income on the temporary investment of those borrowings shall be capitalized. Where borrowings are borrowed for general purpose, the amount to be capitalized is determined on multiplying the weighted average of the excess amount of accumulated asset expense over the amount of specific-purpose borrowings by capitalization rate of general-purpose borrowings occupied. The capitalization rate shall be determined based on the weighted average interest rates applicable to the general-purpose borrowings.

## 21. Right-of-use assets

The right-of-use assets are defined as the rights of the Group as a lessee to use the leased assets in the lease term.

### (1) Initial recognition

At the commencement of the lease term, the Group initially measures the right-of-use assets at cost, which includes the following: ① the amount of the initial measurement of the lease liability; ② any lease payments made at or before the commencement date, less the amount of lease incentives received, if any; ③ any initial direct costs incurred, i.e. the incremental costs incurred for the execution of the lease; ④ the costs expected to be incurred for dismantling and removing the leased asset, restoring the site on which the leased asset is located or restoring it to the condition as agreed in the terms of the lease, except those incurred for the production of inventories.

### (2) Subsequent measurement

After the commencement of the lease term, the Group adopts a cost model for the subsequent measurement of the right-of-use assets, where the right-of-use assets are measured at cost less accumulated depreciation and accumulated impairment losses. Where the Group re-measures the lease liability in accordance

### (3) 使用權資產的折舊

自租賃期開始日起，本集團對使用權資產計提折舊。使用權資產通常自租賃期開始的當月計提折舊。計提的折舊金額根據使用權資產的用途，計入相關資產的成本或者當期損益。

本集團在確定使用權資產的折舊方法時，根據與使用權資產有關的經濟利益的預期消耗方式做出決定，以直線法對使用權資產計提折舊。

本集團在確定使用權資產的折舊年限時，遵循以下原則：能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產剩餘使用壽命內計提折舊；無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。

### (4) 使用權資產的減值

如果使用權資產發生減值，本集團按照扣除減值損失之後的使用權資產的賬面價值，進行後續折舊。

## 22. 無形資產

本集團無形資產包括土地使用權、軟件及軟件使用權、客戶資源等，按取得時的實際成本計量，其中，購入的無形資產，按實際支付的價款和相關的其他支出作為實際成本；投資者投入的無形資產，按投資合同或協議約定的價值確定實際成本，但合同或協議約定價值不公允的，按公允價值確

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) 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

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**

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 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**

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。

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 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.

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。

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餘值預計應支付的款項。

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 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) 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

## 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 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



在租賃期開始日後，發生下列情形時，本集團按照變動後租賃付款額的現值重新計量租賃負債，並相應調整使用權資產的賬面價值。使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，本集團將剩餘金額計入當期損益。①實質固定付款額發生變動（該情形下，採用原折現率折現）；②擔保餘值預計的應付金額發生變動（該情形下，採用原折現率折現）；③用於確定租賃付款額的指數或比率發生變動（該情形下，採用修訂後的折現率折現）；④購買選擇權的評估結果發生變化（該情形下，採用修訂後的折現率折現）；⑤續租選擇權或終止租賃選擇權的評估結果或實際行使情況發生變化（該情形下，採用修訂後的折現率折現）。

## 28. 預計負債

當與對外擔保、商業承兌匯票貼現、未決訴訟或仲裁、產品質量保證等或有事項相關的業務同時符合以下條件時，本集團將其確認為負債：該義務是本集團承擔的現時義務；該義務的履行很可能導致經濟利益流出企業；該義務的金額能夠可靠地計量。

## 29. 收入確認原則和計量方法

本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務的控制權時，確認收入。

合同中包含兩項或多項履約義務的，本集團在合同開始日，按照各單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務，按照分攤至各單項履約義務的交易價格計量收入。

After the commencement date of the lease term, when the following circumstances occur, the Group re-measures the lease liabilities at the present value calculated based on the lease payments, and adjusts the book value of the right-of-use assets accordingly. If the book value of the right-of-use assets has been reduced to zero, but the lease liabilities still need to be further reduced, the Group will include the balance in the current profit and loss. The circumstances include ① any change in the fixed payment in substance (In this case, the original discount rate is used); ② any change in the expected payable amount of the residual value of the guarantee (In this case, the original discount rate is used); ③ any change in the indexes or ratios used to determine the lease payments (In this case, the revised discount rate is used); ④ any change in the evaluation result of the purchase option (In this case, the revised discount rate is used); ⑤ any change in evaluation result or actual exercise of the option to renew or terminate the lease (In this case, the revised discount rate is used).

## 28. Accruals and provisions

When an obligation related to external guarantee, commercial acceptance bill discounting, pending litigation or arbitration, product quality warranty and other contingencies simultaneously meet the following conditions, the Group shall recognize it as a liability: this obligation is a current obligation undertaken by the Group; the fulfilment of this obligation is likely to result in the outflow of economic benefits from the enterprise; the amount of this obligation can be reliably measured.

## 29. Recognition principle and measurement of income

Revenue is recognized when the Group satisfies the performance obligation in the contract by transferring the control over relevant goods or services to customers.

Where two or more performance obligations are included in a contract, at the commencement date of the contract, the Group will allocate the transaction price to each performance obligation on the proportion of the standalone selling prices of each distinct good or service promised, and measure the revenue based on the transaction price being allocated to each performance obligation.

交易價格是本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，不包括代第三方收取的款項。本集團確認的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。預期將退還給客戶的款項作為負債，不計入交易價格。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支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。

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The transaction price recognized by the Group shall not exceed the amounts that are most unlikely to have a significant reversal for accumulated recognized income when the relevant uncertainties are resolved. The amount which the Group expects to refund to the customer is recognized as liabilities and excluded from 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.

對於在某一時點履行的履約義務，本集團在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時，本集團會考慮下列跡象：

本集團就該商品或服務享有現時收款權利；本集團已將該商品的實物轉移給客戶；

本集團已將該商品的法定所有權或所有權上的主要風險和報酬轉移給客戶；客戶已接受該商品或服務等。

本集團已向客戶轉讓商品或服務而有權收取對價的權利（且該權利取決於時間流逝之外的其他因素）作為合同資產列示，合同資產以預期信用損失為基礎計提減值。本集團擁有的、無條件（僅取決於時間流逝）向客戶收取對價的權利作為應收款項列示。本集團已收或應收客戶對價而應向客戶轉讓商品或服務的義務作為合同負債列示。

本集團的收入包括銷售商品收入、提供諮詢服務收入，其主要活動相關的具體會計政策描述如下：

本集團產品收入確認具體政策：本集團與客戶簽訂銷售合同約定，對方應於收貨後三日內，按商品質量要求及GSP驗收標準進行驗收，逾期未驗收視為商品合格。因所提供的商品與訂單不符、破損、污染、過期等情況，應於貨到3日內向本集團提出，並提供詳細資料，經查證後屬於公司責任的，確認後辦理退貨手續。基於以上條款，本集團出於謹慎性原則，於貨品發出3日後視同商品的控制權已轉移給客戶，予以確認收入。

For performance obligation satisfied at a point in time, the Group recognizes revenue at the point in time at which the customer obtains the control of relevant goods or services. To determine whether a customer has obtained the control of goods or services, the Group considers the following indicators:

The Group has a present right to payment for the goods or services; the Group has transferred physical possession of the goods to the customer;

The Group has transferred the legal title of the goods or the significant risks and rewards of ownership of the goods to the customer; the customer has accepted the goods or services.

The rights of the Group to receive consideration from customers (depending on factors other than the passage of time) for the transferred goods or services is presented as contract assets which is provided for impairment on the basis of expected credit losses. The Group's unconditional right (only the passage of time is required) to consideration from customer is presented as receivables. The Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented as contract liability.

The income of the Group includes income from the sales of goods, income from provision of advisory services. The following is the description of accounting policies regarding income from its principal activities:

The specific income recognition policy for the Group's products: the Group entered into a sales contract with the customer while the counterparty shall, within 3 days after receipt of the goods, inspect and accepts according to the product quality requirements and the GSP acceptance criteria. Overdue acceptance is deemed to constitute standard product. The fact that the goods provided are not in conformity with the order, damage, pollution, expiration, etc., shall be submitted to the Group within 3 days after the goods have been received, and detailed information shall be provided. If the responsibilities rest with the Company after verification, the return procedures will commence upon confirmation. Based on the above terms, the Group recognizes the income 3 days after the goods were

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。

### 30.政府補助

本集團的政府補助包括與資產相關的政府補助、與收益相關的政府補助。其中，與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助；與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。如果政府文件中未明確規定補助對象，本集團按照上述區分原則進行判斷，難以區分的，整體歸類為與收益相關的政府補助。

政府補助為貨幣性資產的，按照實際收到的金額計量，對於按照固定的定額標準撥付的補助，或對年末有確鑿證據表明能夠符合財政扶持政策規定的相關條件且預計能夠收到財政扶持資金時，按照應收的金額計量；政府補助為非貨幣性資產的，按照公允價值計量，公允價值不能可靠取得的，按照名義金額(1元)計量。

與資產相關的政府補助確認為遞延收益，在相關資產使用壽命內平均分配

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.

### 30.Government grants

The government grants of the Group include the government subsidies related to the assets and the revenue. Of these, asset-related government subsidies refer to government subsidies obtained by the Group for the construction or, in other means, for the formation of long-term assets; revenue-related government subsidies refer to government subsidies other than those related to assets. If the targets of the subsidies are not specified in government documents, the Group shall make judgments in accordance with the above-mentioned distinction principles, and where distinctions are difficult to be made, the subsidies shall be classified as revenue-related government subsidies as a whole.

If the government grant is in the form of a monetary asset, it is measured at the amount received; If the grants are allocated in accordance with fixed quotas, or if there is sufficient evidence at the end of the year to show that the entity complies with the relevant conditions of financial supporting policies and it is expected to receive financial supporting funds, the grants shall be measured at the amount receivable; If a government grant is in the form of a non-monetary asset, it is measured at fair value, and if the fair value could not be reliably obtained, it is measured at its nominal amount (RMB1).

The government grants related to assets are recognized as deferred revenue and are amortized equally over the useful life

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。

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 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.

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。

### 31.遞延所得稅資產和遞延所得稅負債

本集團遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值的差額(暫時性差異)計算確認。對於按照稅法規定能夠於以後年度抵減應納稅所得額的可抵扣虧損，確認相應的遞延所得稅資產。對於商譽的初始確認產生的暫時性差異，不確認相應的遞延所得稅負債。對於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認形成的暫時性差異，不確認相應的遞延所得稅資產和遞延所得稅負債。於資產負債表日，遞延所得稅資產和遞延所得稅負債，按照預期收回該資產或清償該負債期間的適用稅率計量。

本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認遞延所得稅資產。

### 32.租賃

- (1) 租賃的識別

When the Group has to return government grants it has already recognised, such grants are accounted for in the period in which they are required to be returned under different circumstances:

- 1) If the carrying value of the related assets is offset upon initial recognition, the carrying value of the assets is adjusted.
- 2) If there is related deferred income, the book balance of deferred income is offset, and the excess is included in the current profit or loss.
- 3) In other cases, the returned grants are directly included in the current profit or loss.

### 31. Deferred income tax assets and deferred income tax liabilities

Deferred income tax assets and deferred income tax liabilities of the Group are calculated and recognized based on the difference (temporary differences) between tax bases and carrying amounts of assets and liabilities. Deferred income tax asset is recognized for the deductible losses that are deductible against taxable profit in subsequent years in accordance with the requirements under tax laws. No deferred tax liability is recognized for temporary difference arising from initial recognition of goodwill. No deferred income tax assets or deferred income tax liabilities are recognized for a temporary difference arising from initial recognition of asset or liability due to a transaction other than a business combination, which affects neither accounting profit nor taxable profit (or deductible loss). At balance sheet date, deferred income tax assets and deferred income tax liabilities are measured at the applicable tax rates for the period when the asset is expected to be recovered or the liability is expected to be settled.

The Group shall recognize the deferred income tax assets to the extent that it is probable that future taxable profit will be available against which any deductible temporary difference, deductible loss or tax deduction can be utilized.

### 32. Leasing

- (1) Identification of lease

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

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 separately.

## (2) The Group as a lessee

### 1) Lease confirmation

At the commencement date of the lease term, the Group recognizes the right-of-use assets and lease liabilities for the lease. For the recognition and measurement of right-of-use assets and lease liabilities, see Note 4, “21.Right-of-use assets” and “27. Lease liabilities”.

### 2) Lease variations

Lease variations refer to the variations of the lease scope, lease consideration and lease duration beyond the original contract terms, including the addition or termination of the right to use one or more leased assets, and the extension or shortening of the lease term stipulated in the contract. The effective date of a lease variation is the date on which the parties agree on such lease variation.

When there is a lease variation and the following conditions are simultaneously met, the Group accounts for the lease variation as a separate lease: ① the lease variation expands the scope of

通過增加一項或多項租賃資產的使用權而擴大了租賃範圍或延長了租賃期限；②增加的對價與租賃範圍擴大部分或租賃期限延長部分的單獨價格按該合同情況調整後的金額相當。

租賃變更未作為一項單獨租賃進行會計處理的，在租賃變更生效日，本集團按照租賃準則有關規定對變更後合同的對價進行分攤，重新確定變更後的租賃期；並採用修訂後的折現率對變更後的租賃付款額進行折現，以重新計量租賃負債。在計算變更後租賃付款額的現值時，本集團採用剩餘租賃期間的租賃內含利率作為折現率；無法確定剩餘租賃期間的租賃內含利率的，本集團採用租賃變更生效日的承租人增量借款利率作為折現率。就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

the lease or extends the lease term by adding the right to use one or more leased assets; ② the additional consideration is equal to the price of the enlarged part of the lease or the extended part of the lease term after being adjusted as per the contract.

Where the lease variation is not accounted for as a separate lease, on the effective date of the lease variation, the Group allocates the consideration of the contract after the variation in accordance with the relevant provisions of the lease standards, and re-determines the lease term after the variation; and re-measures the lease liabilities by applying the revised discount rate to discount the lease payments after the variation. When calculating the present value of lease payments after the variation, the Group uses the interest rate implicit in the lease for the remaining duration of the lease as the discount rate; where the interest rate implicit in the lease for the remaining duration of the lease cannot be determined, the Group uses the 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



在(1)評估的該合同為租賃或包含租賃的基礎上，本集團作為出租人，在租賃開始日，將租賃分為融資租賃和經營租賃。

如果一項租賃實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬，出租人將該項租賃分類為融資租賃，除融資租賃以外的其他租賃分類為經營租賃。

一項租賃存在下列一種或多種情形的，本集團通常將其分類為融資租賃：①在租賃期屆滿時，租賃資產的所有權轉移給承租人；②承租人有購買租賃資產的選擇權，所訂立的購買價款與預計行使選擇權時租賃資產的公允價值相比足夠低，因而在租賃開始日就可以合理確定承租人將行使該選擇權；③資產的所有權雖然不轉移，但租賃期佔租賃資產使用壽命的大部分（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

On the basis that the contract is a lease or contains a lease as evaluated in (1), the Group, as a lessor, divides the lease into a finance lease or operating lease on the commencement date of the lease.

If a lease transfers almost all of the risks and rewards related to the ownership of the leased assets in substance, the lessor classifies the lease as a finance lease and those other than finance leases as operating leases.

A lease is generally classified as a finance lease by the Group if one or more of the following conditions are met: ① upon the expiration of the lease term, the ownership of the leased assets is transferred to the lessee; ② the lessee has the option to purchase the leased assets, and the purchase price as agreed is sufficiently low compared to the fair value of the leased assets when the option is expected to be exercised, so it can be reasonably determined at the commencement date of the lease that the lessee will exercise the option; ③ although the ownership of the assets is not transferred, the lease term 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

款進行初始計量時，以租賃投資淨額作為應收融資租賃款的入賬價值。

租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。租賃收款額，是指出租人因讓渡在租賃期內使用租賃資產的權利而應向承租人收取的款項，包括：①承租人需支付的固定付款額及實質固定付款額；存在租賃激勵的，扣除租賃激勵相關金額；②取決於指數或比率的可變租賃付款額，該款項在初始計量時根據租賃期開始日的指數或比率確定；③購買選擇權的行權價格，前提是合理確定承租人將行使該選擇權；④承租人行使終止租賃選擇權需支付的款項，前提是租賃期反映出承租人將行使終止租賃選擇權；⑤由承租人、與承租人有關的一方以及有經濟能力履行擔保義務的獨立第三方向出租人提供的擔保餘值。

#### 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

measurement of financial lease receivables, the Group accounts for the finance lease receivables at the net lease investment.

The net lease investment is the sum of the unguaranteed residual value and the present value of the lease payments that have not been received at the commencement date of the lease, discounted at the interest rate implicit in the lease. The lease receipt refers to the amount that the lessor should collect from the lessee for transferring its right to use the leased assets during the lease term, including: ① the fixed payments and the fixed payments in substance to be paid by the lessee, net of lease incentives received, if any; ② variable lease payments depending on indexes or ratios, which are determined at the initial measurement based on the indexes or ratios at the commencement date of the lease; ③ the exercise price of the purchase option, provided that it is reasonably certain that the lessee will exercise this option; ④ the payments that the lessee needs to make for exercising the option to terminate the lease, provided that the lease term reflects that the lessee will exercise the option to terminate the lease; ⑤ the residual value of the guarantee provided to the lessor by the lessee, a party related to the lessee and an independent third party with 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

加一項或多項租賃資產的使用權而擴大了租賃範圍；②增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

如果融資租賃的變更未作為一項單獨租賃進行會計處理，且滿足假如變更在租賃開始日生效，該租賃會被分類為經營租賃條件的，本集團自租賃變更生效日開始將其作為一項新租賃進行會計處理，並以租賃變更生效日前的租賃投資淨額作為租賃資產的賬面價值。

## 2) 經營租賃的會計處理

### 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，採用系統合理的方法進行攤銷。

scope of the lease by adding the right to use one or more leased assets; ② the additional consideration is equal to the separate price of the enlarged scope of the lease as adjusted for the circumstances of the contract.

If a variation of a finance lease is not accounted for as a separate lease, and the condition is satisfied that the lease will be classified as an operating lease if the variation becomes effective at the commencement date of the lease, the Group will account for it as a new lease from the effective date of the lease variation, and use the net lease investment before the effective date of the lease variation as the book value of the leased assets.

## 2) Accounting of operating leases

### Accounting of rentals

In each period of the lease term, the Group uses the straight-line method to recognize lease receipts from operating leases as rental income.

### Incentives provided

Where a rental-free period is provided, the Group allocates the total rent over the entire lease term without deducting the rent-free period on a straight-line basis, and recognizes rental income in the rent-free period. If the Group bears certain expenses of the lessee, the expenses shall be deducted from the total rental income, and the balance of the rental income after deduction shall be allocated during the lease term.

### Initial direct costs

The initial direct costs incurred by the Group related to operating leases shall be capitalized to the costs of the underlying assets of the lease, and shall be charged to the current profit and loss in installments over the lease term on the same basis as the rental income.

### Depreciation

For the fixed assets under operating leases, the Group adopts the depreciation policies for similar assets to provide for depreciation. For other assets under operating leases, systematic and reasonable methods are used for amortization.

### 可變租賃付款額

本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額,在實際發生時計入當期損益。

### 經營租賃的變更

經營租賃發生變更的,本集團自變更生效日開始,將其作為一項新的租賃進行會計處理,與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

### 33.終止經營

終止經營,是指本集團滿足下列條件之一的、能夠單獨區分的組成部分,且該組成部分已經處置或劃分為持有待售類別:(1)該組成部分代表一項獨立的主要業務或一個單獨的主要經營地區;(2)該組成部分是擬對一項獨立的主要業務或一個單獨的主要經營地區進行處置的一項相關聯計劃的一部分;(3)該組成部分是專為轉售而取得的子公司。

### 34.重要會計政策和會計估計變更

#### (1) 會計政策變更

2022年11月30日,中國財政部發佈了《企業會計準則解釋第16號》(財會〔2022〕31號)(「**解釋16號**」)。**解釋16號**規定:(1)“關於單項交易產生的資產和負債相關的遞延所得稅不適用初始確認豁免的會計處理”;(2)“關於發行方分類為權益工具的金融工具相關股利的所得稅影響的會計處理”;(3)“關於企業將以現金結算的股份支付修改為以權益結算的股份支付的會計處理”。其中,第(1)項內容自2023年1月1日起施

### Variable lease payments

The variable lease payments received by the Group related to operating leases and not included in the lease receipts are included in the current profit and loss when they are actually incurred.

### Variation of operating lease

When there is a variation of an operating lease, the Group will account for it as a new lease from the effective date of the variation, and the lease receipts received in advance or receivable related to the lease before the variation will be treated as the receipts for the new lease.

### 33.Discontinued operation

Discontinued operation refers to a component of the Group which meets one of the following requirements and can be distinguish separately and has been already disposed of or classified as held-for-sale: (1) the component represents an independent major line of business or a major independent geographical area of operations; (2) the component is part of a plan for the contemplated disposal of an independent major line of business or a major independent geographical area of operations; (3) the component is a subsidiary acquired exclusively for the purpose of resale.

### 34.Changes of significant accounting policies and accounting estimates

#### (1) Changes of accounting policies

On 30 November 2022, the Ministry of Finance of the PRC issued the Notice on Issuing Interpretation No. 16 (Cai Kuai [2022] No. 31) (《企業會計準則解釋第16號》(財會〔2022〕31號)) (hereinafter referred to as “**Interpretation 16**”), Interpretation 16 stipulated (1) “Accounting treatment for the deferred income tax related to the assets and liabilities arising from a single transaction not applicable to the initial recognition exemption”; (2) “Accounting treatment for income tax impact on dividends related to financial instruments of equity instruments by the issue”; (3) “Accounting treatment for the modification of cash-settled share-based payments to equity settled share-based payments by the enterprise”. Among them,

行，第（2）、（3）項內容自公佈之日起施行。

本集團按照上述規定施行上述新準則。

根據解釋 16 號的銜接規定，本公司對財務報表進行了追溯調整。本次會計政策變更對本集團的影響：

item (1) shall be effective from 1 January 2023, and items (2) and (3) shall be effective from the date of the announcement.

The Group has applied the aforesaid new standards as required above.

In accordance with the bridging requirements of Interpretation 16, the Company has made retrospective adjustments to its financial statements. The impact of this accounting policy change on the Group:

財務報表項目	Financial reporting items	會計政策變更後 2023年1月1日 (未經審核) After the change in accounting policy 1 January 2023 (Unaudited)	會計政策變更前 2022年12月31日 (經審核) Before the change in accounting policy 31 December 2022 (Audited)	執行解釋 16 號影 響金額 (未經審核) Execute Interpretation No. 16 Impact Amount (Unaudited)	變動 (%) (未經審核) Change (%) (Unaudited)
遞延所得稅資產	Deferred income tax assets	6,803,910.60	6,224,098.37	579,812.23	9.32
非流動資產	Non-current assets	404,103,607.16	403,523,794.93	579,812.23	0.14
資產	Assets	2,866,464,956.27	2,865,885,144.04	579,812.23	0.02
未分配利潤	Unallocated profits	179,942,044.62	179,362,232.39	579,812.23	0.32
歸屬於母公司股東權益	Equity attributable to the shareholders of the parent company	595,062,130.63	594,482,318.40	579,812.23	0.1
股東權益	Shareholders' equity	595,062,130.63	594,482,318.40	579,812.23	0.1
負債和股東權益	Liabilities and shareholders' equity	2,866,464,956.27	2,865,885,144.04	579,812.23	0.02

(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。

(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

## V. TAXATION

## 1.主要稅種及稅率

## 1.Main types of tax and tax rates

稅種 Type of tax	計稅依據 Tax basis	稅率 Tax rate
中國大陸企業所得稅 China Enterprise Income Tax	應納稅所得額 Taxable income	25%
增值稅 VAT	應稅收入 Taxable income	0%、3%、6%、9%、13%
城市維護建設稅 Urban maintenance and construction tax	實際繳納流轉稅額 Amount of actual payable turnover tax	7%
教育費附加 Education surcharge	實際繳納流轉稅額 Amount of actual payable turnover tax	3%
地方教育費附加 Local education surcharge	實際繳納流轉稅額 Amount of actual payable turnover tax	2%
土地使用稅 Tax on land use	土地面積 Land area	定額徵收 Fixed rate
房產稅 Property taxes	房屋原值的 70%或租金收入 70% of original value of the properties or rental income	1.2%或 12% 1.2% or 12%

## 六、合併財務報表主要項目註釋

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

### 1.貨幣資金

### 1.Monetary funds

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
庫存現金 Cash on hand	299,140.64	600,530.39
銀行存款 Cash in bank	92,619,561.47	68,260,878.21
其他貨幣資金 Other monetary funds	352,068,338.29	423,812,146.84
<b>合計 Total</b>	<b>444,987,040.40</b>	<b>492,673,555.44</b>
其中：存放在境外的款項總額 Including: the total amount of money deposited abroad	407,789.58	398,926.50

### 使用受到限制的货币资金

### Use of restricted monetary funds

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
銀行承兌匯票保證金、借款保證金	352,068,338.29	423,812,146.84
<b>合計 Total</b>	<b>352,068,338.29</b>	<b>423,812,146.84</b>

## 2. 應收票據

## 2. Bills receivables

### (1) 應收票據種類

### (1) Classification of bills receivables

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
商業承兌匯票 Commercial drafts	4,012,177.03	5,348,665.70
<b>小計 Subtotal</b>	<b>4,012,177.03</b>	<b>5,348,665.70</b>
減：壞賬準備 Less: Provision for bad debt	14,042.62	18,720.33
<b>合計 Total</b>	<b>3,998,134.41</b>	<b>5,329,945.37</b>

(2) 於 2023 年 6 月 30 日已用於質押  
的應收票據

(2) Pledged bills receivables as at 30 June 2023

項目 Items	期末已質押金額 Pledged amount as at the end of the period
商業承兌匯票 Commercial drafts	4,012,177.03
<b>合計 Total</b>	<b>4,012,177.03</b>

(3) 於 2023 年 6 月 30 日無已經背書  
或貼現且在資產負債表日尚未到期的  
應收票據。

(3) There was no bills receivables that had been endorsed or discounted as at 30 June 2023 but not mature at the balance sheet date.

(4) 於 2023 年 6 月 30 日無因出票人  
未履約而將其轉應收賬款的票據。

(4) As at 30 June 2023, 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	期末餘額 Closing balance				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	4,012,177.03	100.00	14,042.62	0.35	3,998,134.41
其中：賬齡組合 Aging portfolio	4,012,177.03	100.00	14,042.62	0.35	3,998,134.41
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>4,012,177.03</b>	<b>100.00</b>	<b>14,042.62</b>	—	<b>3,998,134.41</b>

(續)

(continued)

類別 Classification	上年年末餘額 Closing balance of last year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis					
按組合計提壞賬準備 Bad debt provision made on a collective basis	5,348,665.70	100.00	18,720.33	0.35	5,329,945.37
其中：賬齡組合 InclAging portfolio	5,348,665.70	100.00	18,720.33	0.35	5,329,945.37
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>5,348,665.70</b>	<b>100.00</b>	<b>18,720.33</b>	—	<b>5,329,945.37</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

類別 Classification	期末餘額 Closing balance		
	賬面餘額 Book balance	壞賬準備 Provision for bad debt	計提比例 (%) Provision ratio (%)
賬齡組合 Ageing portfolio	4,012,177.03	14,042.62	0.35
<b>合計 Total</b>	<b>4,012,177.03</b>	<b>14,042.62</b>	<b>0.35</b>

註 1: 對於期末持有的商業承兌匯票及期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 period and the commercial drafts discounted as at the end of the period 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: 本集團上述期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 period was within 1 year.

(6) 本期計提、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 period

類別 Category	上年年末餘額 Closing balance of last year	本期變動金額 Current movement				期末餘額 Closing balance
		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	18,720.33		4,677.71			14,042.62
<b>合計 Total</b>	<b>18,720.33</b>		<b>4,677.71</b>			<b>14,042.62</b>

3. 應收賬款

3. Trade receivables

項目名稱 Name of Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
應收賬款 Trade receivables	865,013,799.19	865,013,450.04
減：壞賬準備 Less: Provision for bad debt	21,024,212.39	20,570,905.33
<b>淨額 Net amount</b>	<b>843,989,586.80</b>	<b>844,442,544.71</b>

(1) 應收賬款按壞賬計提方法分類  
列示

(1) Accounts receivable by the method of provisioning for bad  
debt

類別 Classification	期末餘額 Closing balance				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	17,037,211.04	2.00	17,037,211.04	100.00	-
按組合計提壞賬準備 Bad debt provision made on a collective basis	847,976,588.15	98.00	3,987,001.35	47.00	843,989,586.80
其中：賬齡組合 Incl: Aging portfolio	847,976,588.15	98.00	3,987,001.35	47.02	843,989,586.80
<b>合計 Total</b>	<b>865,013,799.19</b>	<b>100.00</b>	<b>21,024,212.39</b>	—	<b>843,989,586.80</b>

(續)

(Continued)

類別 Classification	上年年末餘額 Closing balance of last year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	17,137,505.02	1.98	16,525,274.67	96.43	612,230.35
按組合計提壞賬準備 Bad debt provision made on a collective basis	847,875,945.02	98.02	4,045,630.66	0.48	843,830,314.36
其中：賬齡組合 Incl: Aging portfolio	847,875,945.02	98.02	4,045,630.66	0.48	843,830,314.36
<b>合計 Total</b>	<b>865,013,450.04</b>	<b>100.00</b>	<b>20,570,905.33</b>	—	<b>844,442,544.71</b>

1) 按組合計提應收賬款壞賬準備

1) Bad debt provision for trade receivables made on a collective basis

賬齡 Age	期末餘額 Closing balance		
	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	836,265,585.18	2,956,056.16	0.35
1-2 年 1 to 2 years	11,711,002.97	1,030,945.19	8.8
2-3 年 2 to 3 years			
3 年以上 Over 3 years			
<b>合計 Total</b>	<b>847,976,588.15</b>	<b>3,987,001.35</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。

(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, 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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
1年以內 Within 1 year	836,570,058.81	838,690,868.18
1-2年 1 to 2 years	12,857,226.82	10,677,499.45
2-3年 2 to 3 years	773,848.31	1,380,979.86
3年以上 More than 3 years	14,812,665.25	14,264,102.55
<b>合計 Total</b>	<b>865,013,799.19</b>	<b>865,013,450.04</b>

(3) 資產負債表日未存在已逾期但未減值的款項。

(3) No amounts were past due but not impaired as at the balance sheet date.

(4) 本期計提、轉回（或收回）的壞賬準備情況

(4) Provisions for bad debts accrued and reversed (or recovered) in the period

項目 Item	上年年末餘額 Closing balance of last year	本期變動金額 Current movement				期末餘額 Closing balance
		計提 Accrued	收回或轉回 Recovered or reversed	轉銷或核銷 Written back or written off	其他 Others	
單項計提 Individual provision	16,525,274.67	612,230.35	100,293.98			17,037,211.04
賬齡組合 Ageing portfolio	4,045,630.66	-58,629.31				3,987,001.35
<b>合計 Total</b>	<b>20,570,905.33</b>	<b>553,601.04</b>	<b>100,293.98</b>			<b>21,024,212.39</b>

(5) 本期未有核銷的應收賬款。

(5) No trade receivables were written off in the period.

## 4. 應收款項融資

## 4. Accounts receivable financing

項目 Item	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
銀行承兌匯票 Bank acceptance bills	15,100,682.50	15,483,006.79
合計 Total	<b>15,100,682.50</b>	<b>15,483,006.79</b>

## 5. 預付款項

## 5. Prepayments

## (1) 預付款項賬齡

## (1) Aging of prepayments

項目 Items	期末餘額 Closing balance		上年年末餘額 Closing balance of last year	
	金額 Amount	比例 (%) Proportion (%)	金額 Amount	比例 (%) Proportion (%)
1 年以內 Within 1 year	315,021,317.43	94.55	347,917,602.08	89.62
1-2 年 1 to 2 years	16,092,486.20	4.83	40,091,532.78	10.33
2-3 年 2 to 3 years	1,427,946.99	0.43	156,403.52	0.04
3 年以上 More than 3 years	628,927.84	0.19	52,454.79	0.01
合計 Total	<b>333,170,678.46</b>	<b>100.00</b>	<b>388,217,993.17</b>	<b>100.00</b>

## 6. 其他應收款

## 6. Other receivables

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
應收利息 Interests receivable		
應收股利 Dividend receivable		
其他應收款 Other receivables	11,848,266.12	96,654,746.27
合計 Total	<b>11,848,266.12</b>	<b>96,654,746.27</b>

6.1 其他應收款

6.1 Other receivables

(1) 其他應收款按款項性質分類

(1) Classification of other receivables by nature

款項性質 Nature of amounts	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
保證金 Deposit	11,192,504.00	11,133,162.00
往來款 Current accounts	1,182,929.97	85,983,095.11
備用金 Reserve	630,397.80	686,054.81
其他 Others	898.20	10,898.20
<b>合計 Total</b>	<b>13,006,729.97</b>	<b>97,813,210.12</b>
減：壞賬準備 Less: Provision for bad debt	1,158,463.85	1,158,463.85
<b>淨額 Net amount</b>	<b>11,848,266.12</b>	<b>96,654,746.27</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)	
2023 年 1 月 1 日餘額 Balance of 1 January 2023		566,119.93	592,343.92	1,158,463.85
2023 年 1 月 1 日其他應收款 賬面餘額在本期 Book balance of other receivables on 1 January 2023 in the period				
--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				
本期計提 Accrued for the period				
本期轉回 Reversed in the period				
本期轉銷 Written off in the period				
本期核銷 Cancelled in the period				
其他變動 Other changes				
2023 年 6 月 30 日餘額 Balance on 30 June 2023		566,119.93	592,343.92	1,158,463.85

7.存貨

7.Inventories

(1) 存貨分類

(1) Classification of inventories

項目 Items	期末餘額 Closing balance			上年年末餘額 Closing balance of last 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	724,987,260.12	3,636,965.88	721,350,294.24	486,851,833.77	3,148,303.99	483,703,529.78
發出商品 Goods sold				103,150,158.65		103,150,158.65
合計 Total	724,987,260.12	3,636,965.88	721,350,294.24	590,001,992.42	3,148,303.99	586,853,688.43



**8.其他流動資產**
**8.Other current assets**

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
待抵扣進項稅額 Input tax to be credited	41,985,026.82	32,077,369.36
待攤費用 Deferred expenses	875,713.85	628,499.57
<b>合計 Total</b>	<b>42,860,740.67</b>	<b>32,705,868.93</b>

**9.固定資產**
**9.Fixed assets**

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
固定資產 Fixed assets	292,962,802.79	276,489,505.37
固定資產清理 Liquidation of fixed assets		
<b>合計 Total</b>	<b>292,962,802.79</b>	<b>276,489,505.37</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.上年年末餘額 1.Closing balance of last year	269,201,751.39	66,969,425.46	15,657,365.97	9,723,582.79	361,552,125.61
2.本期增加金額 2. Addition for the period	22,935,779.82	1,064,576.73	1,024,409.28	260,220.99	25,284,986.82
(1) 購置 (1) Purchase	22,935,779.82	1,064,576.73	1,024,409.28	260,220.99	25,284,986.82
3.本期減少金額 3. Reduction for the period		81,082.20	524,269.37	2,535.00	607,886.57
(1) 處置或報廢 (1) Disposal or retirement		81,082.20	524,269.37	2,535.00	607,886.57
(2) 其他減少 (2) Other deduction					
4.期末餘額 4.Closing balance	292,137,531.21	67,952,919.99	16,157,505.88	9,981,268.78	386,229,225.86
二、累計折舊 II. Accumulated depreciation					
1.上年年末餘額 1.Closing balance of last year	41,475,321.46	25,335,610.45	9,426,355.95	8,825,332.38	85,062,620.24

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
2. 本期增加金額 2. Addition for the period	4,354,901.40	3,112,340.59	974,216.86	313,294.16	8,754,753.01
(1) 計提 (1) Accrue	4,354,901.40	3,112,340.59	974,216.86	313,294.16	8,754,753.01
3. 本期減少金額 3. Reduction for the period		69,393.43	479,187.43	2,369.32	550,950.18
(1) 處置或報廢 (1) Disposal or retirement		69,393.43	479,187.43	2,369.32	550,950.18
(2) 其他減少 (2) Other deduction					
4. 期末餘額 4. Closing balance	45,830,222.86	28,378,557.61	9,921,385.38	9,136,257.22	93,266,423.07
三、減值準備 III. Impairment provision					
1. 上年年末餘額 1. Closing balance of last year					
2. 本期增加金額 2. Addition for the period					
3. 本期減少金額 3. Reduction for the period					
4. 期末餘額 4. Closing balance					
四、賬面價值 IV. Book value					
1. 期末賬面價值 1. Closing balance of book value	246,307,308.35	39,574,362.38	6,236,120.50	845,011.56	292,962,802.79
2. 上年年末賬面價值 2. Closing balance of last year of book value	227,726,429.93	41,633,815.01	6,231,010.02	898,250.41	276,489,505.37

註 1：本期增加的累計折舊中，本期計提人民幣 8,754,753.01 元。期末已提足折舊仍繼續使用的固定資產原值人民幣 12,060,573.03 元。

Note 1: Of the increase in accumulated depreciation for the period, RMB8,754,753.01 was recognized in the current period. At the end of the period, the original value of fully depreciated fixed assets still in use was RMB12,060,573.03.

註 2：固定資產抵押情況見附註六、44。

Note 2: For the fixed assets mortgage, see Note VI. 44.

### 10. 在建工程

### 10. Construction in progress

項目 Item	期末餘額 Closing balance			上年年末餘額 Closing balance of last year		
	賬面餘額 Book balance	減值準備 Impairment provision	賬面價值 Book value	賬面餘額 Book balance	減值準備 Impairment provision	賬面價值 Book value
在建工程 Construction in progress	196,295.05		196,295.05			
<b>合計 Total</b>	<b>196,295.05</b>		<b>196,295.05</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. 上年年末餘額 1. Closing balance of last year	30,808,548.78	30,808,548.78
2. 本期增加金額 2. Addition for the period		
(1) 租入 (1) New lease		
3. 本期減少金額 3. Reduction for the period		
(1) 處置 (1) Disposal		
4. 期末餘額 4. Closing balance	30,808,548.78	30,808,548.78
二、累計折舊 II. Accumulated depreciation		
1. 上年年末餘額 1. Closing balance of last year	13,218,392.91	13,218,392.91
2. 本期增加金額 2. Addition for the period	2,055,181.17	2,055,181.17
(1) 計提 (1) Addition for the period	2,055,181.17	2,055,181.17
3. 本期減少金額 3. Reduction for the period		
(1) 處置 (1) Disposal		
4. 期末餘額 4. Closing balance	15,273,574.08	15,273,574.08
三、賬面價值 III. Book value		
1. 期末賬面價值 1. Closing balance of book value	<b>15,534,974.70</b>	<b>15,534,974.70</b>

項目 Items	房屋建築物 Buildings and structures	合計 Total
2 上年年末賬面價值 2. Closing balance of last year of book value	17,590,155.87	17,590,155.87

## 12. 無形資產

## 12. Intangible assets

### (1) 無形資產明細

### (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. 上年年末餘額 1. Closing balance of last year	83,404,212.62	18,814,928.89	2,697,830.16	104,916,971.67
2. 本期增加金額 2. Addition for the period		99,750.00		99,750.00
(1) 購置 (1) Purchase		99,750.00		99,750.00
3. 本期減少金額 3. Reduction for the period				
4. 期末餘額 4. Closing balance	83,404,212.62	18,914,678.89	2,697,830.16	105,016,721.67
二、累計攤銷 II. Accumulated amortization				
1. 上年年末餘額 1. Closing balance of last year	12,317,776.49	11,168,455.46	573,411.15	24,059,643.10
2. 本期增加金額 2. Addition for the period	1,052,611.57	928,880.02	134,891.51	2,116,383.10
(1) 計提 (1) Addition for the period	1,052,611.57	928,880.02	134,891.51	2,116,383.10
3. 本期減少金額 3. Reduction for the period				
4. 期末餘額 4. Closing balance	13,370,388.06	12,097,335.48	708,302.66	26,176,026.20
三、減值準備 III. Impairment provision				
1. 上年年末餘額 1. Closing balance of last year				
2. 本年增加金額 2. Addition for the period				
3. 本年減少金額 3. Reduction for the period				
4. 期末餘額 4. Closing balance				
四、賬面價值 IV. Book value				
1. 期末賬面價值 1. Closing balance of book value	70,033,824.56	6,817,343.41	1,989,527.50	78,840,695.47

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
2 上年年末賬面價值 2. Closing balance of last year of book value	71,086,436.13	7,646,473.43	2,124,419.01	80,857,328.57

註 1: 截至 2023 年 6 月 30 日, 本集團未存在內部研發形成的無形資產。

Note 1: As at 30 June 2023, no intangible asset arose through the internal research and development of the Group.

註 2: 無形資產抵押情況見附註六、44。

Note 2: For the pledge of intangible assets, please refer to Note VI. 44.

### 13.商譽

### 13. Goodwill

(1) 商譽原值

(1) Original value of goodwill

被投資單位名稱 Name of the investee	上年年末餘額 Closing balance of last year	本期增加 Addition for the period		本期減少 Reduction for the period		期末餘額 Closing balance
		企業合併形成的 As a result of business combination	其他 Others	處置 Disposal	其他 Others	
珠海創美公司 Zhuhai Charmacy Company	4,567,297.19					4,567,297.19
廣州創美公司 Guangzhou Charmacy Company	26,328.12					26,328.12
惠州創美公司 Huizhou Charmacy Company	2,896,416.16					2,896,416.16
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	上年年末餘額 Closing balance of last year	本期增加 Addition for the period		本期減少 Addition for the period		期末餘額 Closing balance
		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。本集團期末對商譽進行了減值測試，經測試，本期不存在減值情況。

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 RMB2.8964 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 period, finding no impairment in the period.

14. 長期待攤費用

14. Long-term expenses to be amortized

項目 Item	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期攤銷 Amortization for the period	本期其他減少 Other reduction for the period	期末餘額 Closing balance
裝修費用 Renovation costs	16,338,602.59	407,639.35	1,447,340.87		15,298,901.07
<b>合計 Total</b>	<b>16,338,602.59</b>	<b>407,639.35</b>	<b>1,447,340.87</b>		<b>15,298,901.07</b>

**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	期末餘額 Closing balance		期初餘額 Opening balance	
	可抵扣暫時性差異 Deductible temporary differences	遞延所得稅資產 Deferred income tax assets	可抵扣暫時性差異 Deductible temporary differences	遞延所得稅資產 Deferred income tax assets
資產減值準備 Provision for asset Impairment	25,615,604.77	6,403,901.21	24,896,393.50	6,224,098.37
政府補助 Government grants				
可抵扣虧損 Deductible losses				
未實現的內部銷售損益 Unrealized internal sales gains and losses				
租賃負債 Lease debt	17,928,803.05	4,482,200.76	19,909,404.75	4,977,351.19
<b>合計 Total</b>	<b>43,544,407.82</b>	<b>10,886,101.97</b>	<b>44,805,798.25</b>	<b>11,201,449.56</b>

(2) 未經抵銷的遞延所得稅負債

(2) Deferred income tax liabilities not offset

項目 Items	期末餘額 Closing balance		期初餘額 Opening balance	
	應納稅暫時性差異 Taxable temporary differences	遞延所得稅負債 Deferred income tax liabilities	應納稅暫時性差異 Taxable temporary differences	遞延所得稅負債 Deferred income tax liabilities
未實現的內部銷售損益 Unrealized internal sales gains and losses	3,364,110.04	841,027.51	241,027.68	60,256.92
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				
使用權資產 Right-of-use assets	15,534,974.70	3,883,743.67	17,590,155.87	4,397,538.96
<b>合計 Total</b>	<b>18,899,084.74</b>	<b>4,724,771.18</b>	<b>17,831,183.55</b>	<b>4,457,795.88</b>

(3) 以抵消後淨額列示的遞延所得稅資產或負債

(3) Deferred tax assets or liabilities presented as net amounts after offset

項目 Item	遞延所得稅資產或負債期末互抵金額 The amount of period-end offsets of deferred tax assets or liabilities	抵消後遞延所得稅資產或負債期末金額 The amount of period-end a deferred tax asset or liability after an offset	遞延所得稅資產或負債期初互抵金額 The amount of year-beginning offsets of deferred tax assets or liabilities	抵消後遞延所得稅資產或負債期初金額 The amount of year-beginning a deferred tax asset or liability after an offset
遞延所得稅資產 Deferred income tax assets	-3,883,743.67	7,002,358.30	-4,397,538.96	6,803,910.60
遞延所得稅負債 Deferred income tax liabilities	-3,883,743.67	841,027.51	-4,397,538.96	60,256.92

## 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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
信用借款 Credit borrowings	30,064,666.66	60,114,564.59
保證借款 Guaranteed borrowings	339,924,129.18	218,781,245.96
抵押借款 Secured borrowings	129,835,437.11	138,683,400.78
質押借款 Pledged borrowings	55,666,437.80	55,272,473.90
應收票據貼現借款 Borrowings from discounted bills receivables	29,634,027.78	40,400,000.00
<b>合計 Total</b>	<b>585,124,698.53</b>	<b>513,251,685.23</b>

(2) 本集團期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 period.



### 17.應付票據

### 17.Bills payables

票據種類 Classification of bills	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
銀行承兌匯票 Bank acceptance bills	775,217,517.59	876,775,586.87
<b>合計 Total</b>	<b>775,217,517.59</b>	<b>876,775,586.87</b>

註：本集團上述期末應付票據的賬齡均在1年之內。

Note: As at the end of the period, the age of the aforementioned bills payables of the Group was within 1 year.

### 18.應付賬款

### 18.Account payables

#### (1) 應付賬款

#### (1) Account payables

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
貨款 Trade payables	580,168,866.82	631,927,855.43
設備款 Equipment costs	928,238.45	864,090.00
<b>合計 Total</b>	<b>581,097,105.27</b>	<b>632,791,945.43</b>

#### (2) 應付賬款賬齡分析

#### (2) Aging analysis of account payables

於2023年6月30日，應付賬款按交易日期的賬齡分析如下：

Below is an aging analysis of account payables based on transaction date as at 30 June 2023:

賬齡 Age	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
1年以內 Within 1 year	571,339,287.43	627,284,478.84
1-2年 1 to 2 years	4,398,982.73	4,226,813.06
2-3年 2 to 3 years	4,473,985.58	755,347.04
3年以上 More than 3 years	884,849.53	525,306.49
<b>合計 Total</b>	<b>581,097,105.27</b>	<b>632,791,945.43</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

19. Contract liabilities

(1) 合同負債情況

(1) Contract liabilities

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
貨款 Trade payables	2,925,968.73	13,528,877.69
<b>合計 Total</b>	<b>2,925,968.73</b>	<b>13,528,877.69</b>

註：於 2023 年 6 月 30 日，本集團無賬齡超過 1 年以上的重大合同負債。

Note: As at 30 June 2023, the Group had no significant contract liabilities aged over 1 year.

20. 應付職工薪酬

20. Salaries payable to employees

(1) 應付職工薪酬分類

(1) Classification of salaries payable to employees

項目 Items	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期減少 Reduction for the period	期末餘額 Closing balance
短期薪酬 Short-term remuneration	13,346,444.66	44,444,099.14	52,367,605.05	5,422,938.75
離職後福利-設定提存計劃 Post-employment benefits – Defined contribution plan		2,692,365.22	2,692,365.22	
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>13,346,444.66</b>	<b>47,136,464.36</b>	<b>55,059,970.27</b>	<b>5,422,938.75</b>

(2) 短期薪酬

(2) Short-term remuneration

項目 Items	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期減少 Reduction for the period	期末餘額 Closing balance
工資、獎金、津貼和補貼 Salaries, bonuses, allowances and subsidies	13,288,012.51	37,939,905.29	45,862,951.05	5,364,966.75
職工福利費 Staff welfare payments		2,592,127.27	2,592,127.27	
社會保險費 Social insurance premiums		1,357,833.98	1,357,833.98	
其中：醫療保險費 Of which: medical insurance premium		1,329,869.40	1,329,869.40	
工傷保險費 In dustrial injury insurance premium		27,964.58	27,964.58	
住房公積金 Housing provident fund		796,980.00	796,980.00	
工會經費和職工教育經費 Labor union expenses and staff education expenses	58,432.15	399,418.62	399,878.77	57,972.00
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				
<b>合計 Total</b>	<b>13,346,444.66</b>	<b>44,444,099.14</b>	<b>52,367,605.05</b>	<b>5,422,938.75</b>

(3) 設定提存計劃

(3) Defined contribution plan

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。本集團本期應分別向養老保險、失業保險計劃繳存費用如下：

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 period are respectively as follows:

項目 Items	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期減少 Reduction for the period	期末餘額 Closing balance
基本養老保險 Basic pension insurance		2,628,051.98	2,628,051.98	
失業保險費 Unemployment insurance premium		64,313.24	64,313.24	
<b>合計 Total</b>		<b>2,692,365.22</b>	<b>2,692,365.22</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 2,692,365.22 元。於 2023 年 6 月 30 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。

Note 1: The Group's contribution payable to the defined contribution plan that the Group participated in amounted to RMB 2,692,365.22. The pension insurance and unemployment insurance, which was fully paid as at 30 June 2023.

註 2: 於截至 2023 年 6 月 30 日止六個月, 本集團無界定供款計劃項下的沒收供款 (由僱主代表於完全歸屬該供款前離開計劃的僱員) 可供本集團以降低現有的供款水平。

Note 2: For six month end 30 June 2023, 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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
增值稅 VAT	54,207,181.34	65,680,581.76
企業所得稅 Enterprise income tax	27,443,919.85	27,046,568.73
個人所得稅 Individual income tax	86,687.21	109,198.61
房產稅 Property taxes	1,463,985.46	
土地使用稅 land use tax	96,768.78	
印花稅 Stamp duty	905,177.25	1,059,120.58
城市維護建設稅 Urban maintenance and construction tax	103,469.91	151,186.52
教育費附加 Education surcharge	73,946.23	108,088.17
其他稅費 Local education surcharge	1,050.00	1,050.00
<b>合計 Total</b>	<b>84,382,186.03</b>	<b>94,155,794.37</b>

**22.其他應付款**

**22.Other payables**

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
應付利息 Interest payables		
應付股利 Dividend payables	48,600,000.00	
其他應付款 Other payables	158,430,257.97	105,824,075.61
<b>合計 Total</b>	<b>207,030,257.97</b>	<b>105,824,075.61</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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
往來款 Current payments	55,000,000.00	74,015,600.00
股東借款 Shareholder borrowing	93,022,733.33	20,442,250.00
中介費用 Intermediary expenses	3,393,009.00	4,536,915.75
保證金 Margin	3,248,845.28	3,638,120.28
運輸費 Transportation costs	6,660.00	1,600,394.77
股權轉讓款 Equity transfers	407,535.18	407,535.18
其他 Others	3,351,475.18	1,183,259.63
<b>合計 Total</b>	<b>158,430,257.97</b>	<b>105,824,075.61</b>

23. 一年內到期的非流動負債

23. Non-current liabilities due within one year

項目 Item	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
一年內到期的長期借款 Long-term borrowings due within one year		
一年內到期的租賃負債 Lease liabilities due within one year	4,131,498.61	4,154,632.64
<b>合計 Total</b>	<b>4,131,498.61</b>	<b>4,154,632.64</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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
待轉銷項稅額 The amount of tax to be reselled	380,375.93	1,758,754.11
<b>合計 Total</b>	<b>380,375.93</b>	<b>1,758,754.11</b>

#### 25.租賃負債

#### 25. Lease liabilities

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
資產負債表日後第 1 年 First year after the balance sheet date	4,131,498.61	5,107,199.56
資產負債表日後第 2 年 Second year after the balance sheet date	3,610,642.38	4,674,525.97
資產負債表日後第 3 年 Third year after the balance sheet date	3,629,906.54	4,118,547.95
以後年度 Subsequent years	6,556,755.52	8,731,599.07
<b>最低租賃付款額合計 Total minimum lease payments</b>	<b>20,150,154.69</b>	<b>22,631,872.55</b>
減：未確認融資費用 Less: finance costs not recognized	2,221,351.64	2,722,467.80
<b>最低租賃付款額現值 Present value of minimum lease payments</b>	<b>17,928,803.05</b>	<b>19,909,404.75</b>
其中：一年內到期的租賃負債 Incl: lease liabilities due within one year	4,131,498.61	4,154,632.64
<b>一年後到期的租賃負債 Lease liabilities due after one year</b>	<b>13,797,304.44</b>	<b>15,754,772.11</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.

26.股本

26.Share capital

項目 Item	上年年末餘額 Closing balance of last year	本期變動增減 (+、-) Increase/decrease in the period (+, -)					期末餘額 Closing balance
		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

27.資本公積

27.Capital reserve

項目 Items	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期減少 Reduction for the period	期末餘額 Closing balance
股本溢價 Share premium	278,001,901.04			278,001,901.04
其他資本公積 Other capital reserve	988,928.00			988,928.00
合計 Total	278,990,829.04			278,990,829.04

28.盈餘公積

28.Surplus reserve

項目 Item	上年年末餘額 Closing balance of last year	本期增加 Addition for the period	本期減少 Reduction for the period	期末餘額 Closing balance
法定盈餘公積 Statutory surplus reserve	28,129,256.97			28,129,256.97
合計 Total	28,129,256.97			28,129,256.97



## 29.未分配利潤

## 29.Undistributed profits

項目 Items	本期金額 Current period	上期金額 Prior period
上年年末餘額 Balance at the end of last year	179,362,232.39	96,030,718.25
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	579,812.23	531,795.26
其中：會計政策變更 <sup>(註)</sup> Incl: Changes in accounting policies <sup>(Note)</sup>	579,812.23	531,795.26
本期期初餘額 Balance at the beginning of the period	179,942,044.62	96,562,513.51
加：本期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 period	26,352,545.15	20,639,327.13
減：提取法定盈餘公積 Less: Appropriation of statutory surplus reserve		
應付普通股股利 Dividends payable on ordinary shares	48,600,000.00	
轉作股本的普通股股利 Dividends on ordinary shares converted to share capital		
本期期末餘額 Ending balance of current period	157,694,589.77	117,201,840.64

註：會計政策變更金額影響詳見附註四、34。

Note: For details of the effect of the amount of the change in accounting policy, please refer to Note IV. 34.

## 30.營業收入、營業成本

## 30.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	本期金額 Current period		上期金額 Prior period	
	收入 Revenue	成本 Cost	收入 Revenue	成本 Cost
主營業務 Principal businesses	2,241,970,940.81	2,126,723,737.82	1,868,014,100.74	1,762,707,467.23
其他業務 Other businesses	27,103,048.83		19,065,285.48	
合計 Total	2,269,073,989.64	2,126,723,737.82	1,887,079,386.22	1,762,707,467.23

## 31. 稅金及附加

## 31. Taxes and surcharges

項目 Items	本期金額 Current period	上期金額 Prior period
印花稅 Stamp duty	1,854,908.20	1,449,731.63
房產稅 Property tax	1,494,245.28	2,011,345.80
城市維護建設稅 Urban maintenance and construction tax	681,780.24	706,449.96
教育費附加 Education surcharge	292,498.68	303,096.50
地方教育費附加 Local education surcharge	194,999.07	202,064.30
土地使用稅 Tax on land use	96,768.78	164,079.78
車船稅 Vehicle and vessel tax	2,757.16	4,689.60
環境保護稅 Environment protection tax	2,100.00	2,100.00
<b>合計 Total</b>	<b>4,620,057.41</b>	<b>4,843,557.57</b>

32.銷售費用

32.Selling expenses

項目 Items	本期金額 Current period	上期金額 Prior period
職工薪酬 Staff remuneration	32,250,073.43	26,299,677.32
運輸費 Transportation costs	8,339,461.61	6,332,864.29
辦公費用 Office expenses	3,426,108.61	2,876,508.51
折舊與攤銷 Depreciation and amortization	11,210,188.96	13,196,627.76
宣傳廣告費 Promotion and advertising expenses	205,359.23	55,890.48
業務招待費 Business entertainment expenses	331,254.40	298,284.92
差旅費 Travelling expenses	176,548.79	108,046.49
其他 Others	7,001,768.18	4,641,220.46
<b>合計 Total</b>	<b>62,940,763.21</b>	<b>53,809,120.23</b>

## 33.管理費用

## 33.Management expenses

項目 Items	本期金額 Current period	上期金額 Prior period
職工薪酬 Staff remuneration	11,592,481.49	10,574,008.72
辦公費 Office expenses	2,839,428.58	2,651,942.93
折舊與攤銷 Depreciation and amortization	2,806,911.69	3,724,133.56
聘請中介機構費 Expenses on engaging intermediary agencies	1,441,623.85	1,263,849.39
其中：審計師酬金 Of which: Auditor's remuneration	106,103.33	41,499.52
-審計服務費用 -Audit service expenses	106,103.33	41,499.52
差旅費 Travelling expenses	85,293.74	29,028.77
業務招待費 Business entertainment expenses	102,442.21	64,846.52
宣傳廣告費 Promotion and advertising expenses	61,055.84	88,264.53
存貨損失 Loss on inventory		
其他 Others	21,660.98	5,600.00
<b>合計 Total</b>	<b>18,950,898.38</b>	<b>18,401,674.42</b>

## 34.財務費用

## 34.Finance costs

項目 Items	本期金額 Current period	上期金額 Prior period
利息支出 Interest expenses	16,289,065.70	17,152,560.51
減：利息收入 Less: Interest income	2,374,764.20	2,641,344.75
加：匯兌損失 Add: Loss on foreign exchange	-12,702.30	766,124.39
加：手續費 Add: Handling fees	3,383,260.34	3,389,516.20
加：租賃負債利息 Add: Interest on lease liabilities	501,116.15	393,620.01
<b>合計 Total</b>	<b>17,785,975.69</b>	<b>19,060,476.36</b>

### 35.其他收益

### 35.Other gains

項目 Items	本期金額 Current period	上期金額 Prior period
物流標準化項目政府補助 Government grants for logistics standardization program		228,530.25
代扣代繳個人所得稅手續費返還 Individual income tax fee refund	11,263.47	67,031.95
<b>合計 Total</b>	<b>11,263.47</b>	<b>295,562.20</b>

### 36.信用減值損失

### 36.Impairment loss of credit

項目 Items	本期金額 Current period	上期金額 Prior period
應收票據壞賬損失 Loss of bad debts in bills receivable	4,677.71	49,170.00
應收賬款壞賬損失 Loss of bad debts in accounts receivable	-453,307.06	-278,256.87
其他應收款壞賬損失 Loss of bad debts in bills receivable in other receivables		
<b>合計 Total</b>	<b>-448,629.35</b>	<b>-229,086.87</b>

### 37.資產減值損失

### 37.Impairment loss of assets

項目 Item	本期金額 Current period	上期金額 Prior period
存貨跌價損失 Loss on impairment of inventories	-3,636,965.88	-2,845,084.18
<b>合計 Total</b>	<b>-3,636,965.88</b>	<b>-2,845,084.18</b>

## 38. 資產處置收益

## 38. Gains on disposal of assets

項目 Items	本期金額 Current period	上期金額 Prior period	計入本期非經常性損益的金額 Amount charged to non-recurring profit or loss for the period
非流動資產處置收益 Gains on disposal of noncurrent assets	4,654.23	20,894.19	4,654.23
其中：未劃分為持有待售的非流動資產處置收益 Of which: Gains on disposal of non-current assets that are not classified as held for sale			
固定資產處置收益 Gains on disposal of fixed assets	4,654.23	20,894.19	4,654.23
<b>合計 Total</b>	<b>4,654.23</b>	<b>20,894.19</b>	<b>4,654.23</b>

## 39. 營業外收入

## 39. Non-operating revenue

## (1) 營業外收入明細

## (1) Breakdown of non-operating income

項目 Items	本期金額 Current period	上期金額 Prior period	計入本期非經常性損益的金額 Amounts included in non-recurring profit and loss for the period
非流動資產處置利得 Gains from the disposal of non-current assets	21,622.26		21,622.26
政府補助 Government grants	1,185,944.74	588,642.63	1,185,944.74
其他 Others	20,119.54	150.81	20,119.54
<b>合計 Total</b>	<b>1,227,686.54</b>	<b>588,793.44</b>	<b>1,227,686.54</b>

#### 40.營業外支出

#### 40.Non-operating expenses

項目 Items	本期金額 Current period	上期金額 Prior period	計入本期非經常性損益的金額 Amounts included in non-recurring profit and loss for the period
非流動資產毀損報廢損失 Loss of non-current assets due to destruction and scrapping	11,688.77		11,688.77
對外捐贈 External donation	34,280.00	240,289.95	34,280.00
其他 Others	7,147.35	3.85	7,147.35
<b>合計 Total</b>	<b>53,116.12</b>	<b>240,293.80</b>	<b>53,116.12</b>

#### 41.所得稅費用

#### 41.Income tax expenses

##### (1) 所得稅費用

##### (1) Income tax expenses

項目 Items	本期金額 Current period	上期金額 Prior period
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	9,003,352.57	6,367,110.46
-中國大陸企業所得稅 Corporate income tax in the Chinese mainland	9,003,352.57	6,367,110.46
-中國香港利得稅 Profit tax in Hong Kong, PRC		
遞延所得稅費用 Deferred income tax expenses	-198,447.70	-1,158,562.20
<b>合計 Total</b>	<b>8,804,904.87</b>	<b>5,208,548.26</b>

由於本集團截至 2022 年及 2023 年 6 月 30 日止六個月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 for the six months ended 30 June 2022 and 2023.

(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	本期金額 Current period
本期合併利潤總額 Combined total profit for the period	35,157,450.02
按法定/適用稅率計算的所得稅費用 Income tax expenses calculated at statutory/applicable tax rate	9,003,352.57
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	
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	
本期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 period	-198,447.70
<b>所得稅費用 Income tax expenses</b>	<b>8,804,904.87</b>



#### 42. 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）》的規定，本集團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：

#### 42. Return On Net Assets And Earnings 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 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 asset (%)	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	4.40	0.2440	0.2440
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)	4.25	0.2357	0.2357

43. 合併現金流量表補充資料

43. Supplementary information to the Consolidated  
Statement of Cash Flows

項目 Items	本期金額 Current period	上期金額 Prior period
<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	26,352,545.15	20,639,327.13
加：資產減值準備 Add: Provision for impairment on assets	2,605,598.96	3,074,171.05
信用資產減值損失 Impairment loss of credit assets		
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	10,809,934.19	12,147,289.55
使用權資產折舊 Depreciation of right-of-use assets		
無形資產攤銷 Amortization of intangible assets	2,116,383.10	3,215,457.82
長期待攤費用攤銷 Amortization of long-term expenses to be amortized	1,447,340.87	1,896,362.57
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)	-14,587.72	-20,894.19
固定資產報廢損失（收益以「-」填列） Loss on scrapped fixed assets ("- for gain)		
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)	11,193,700.62	13,183,277.97
投資損失（收益以「-」填列） Investment loss ("- for gain)		
遞延所得稅資產的減少（增加以「-」填列） Decrease in deferred income tax assets ("- for increase)	642,147.03	18,165.93
遞延所得稅負債的增加（減少以「-」填列） Increase in deferred income tax liabilities ("- for decrease)		
存貨的減少（增加以「-」填列） Decrease in inventories ("- for increase)	-139,705,545.86	-49,904,395.01
經營性應收項目的減少（增加以「-」填列） Decrease in receivables from operating activities ("- for increase)	35,365,356.09	-240,954,501.25

項目 Items	本期金額 Current period	上期金額 Prior period
經營性應付項目的增加（減少以「-」填列） Increase in payables from operating activities (“-” for decrease)	-179,592,825.74	205,265,013.79
其他 Others		
經營活動產生的現金流量淨額 Net cash flow from operating activities	-228,779,953.32	-31,440,724.64
<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>		
現金的期末餘額 Cash balance as at the end of the period	92,918,702.11	72,852,099.15
減：現金的期初餘額 Less: cash balance as at the beginning of the period	68,861,408.60	149,096,068.30
加：現金等價物的期末餘額 Add: balance of cash equivalents as at the end of the period		
減：現金等價物的期初餘額 Less: balance of cash equivalents as at the beginning of the period		
現金及現金等價物淨增加額 Net increase in cash and cash equivalents	24,057,293.51	-76,243,969.15

44.所有權或使用權受到限制的資產

44.Assets with restricted ownership and rights of use

項目 Items	期末賬面價值 Book value at the end of the period	受限原因 Reasons of Restriction
貨幣資金 Monetary funds	352,068,338.29	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	4,012,177.03	應收票據（商業承兌匯票）質押 Pledge of notes receivable (commercial bills).
應收款項融資 Account receivables financing	3,000,000.00	應收票據（銀行承兌匯票）質押 Pledge of notes receivable (Bank acceptance bills)
存貨 Inventories	350,000,000.00	抵押 Security
固定資產 Fixed assets	256,589,367.95	抵押 Security
無形資產 Intangible assets	70,033,824.56	抵押 Security
合計 Total	1,035,703,707.83	—

45.外幣貨幣性項目

45.Monetary items in foreign currencies

項目 Items	期末外幣餘額 Balance in foreign currency at the end of the period	折算匯率 Exchange rate	期末折算人民幣餘額 Equivalent RMB balance at the end of the period
貨幣資金 Monetary funds	—	—	407,925.74
其中：港幣 Of which: HKD	442,434.68	0.922	407,915.92
美元 USD	1.53	6.4183	9.82

(2) 本集團本期無政府補助退回情況。

(2) There were no returns of government subsidies in the Group during the period.

七、合併範圍的變化

VII. CHANGES IN SCOPE OF CONSOLIDATION

報告期內，本集團無合併範圍的變化情況。

During the reporting period, the Group had no changes in scope of consolidation.

## 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、應收款項和應付款項等，各項金融工具的詳細情況說明見本附註六。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

The Group's major financial instruments include borrowings, receivables and payables, etc. Details of these financial instruments are set out in Note VI. The risks associated with these financial instruments and the risk management policies adopted by the Group on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure such risks are contained within a prescribed scope.

各類風險管理目標和政策

Objective and policies of various risks management

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其它權益投資者的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線並進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

(1) 市場風險

1) 匯率風險

本集團承受外匯風險主要與港幣有關，除本集團H股募集資金、H股支付股利及少部分發生在香港特別行政區的費用外，本集團的其他主要業務活動以人民幣計價結算。於2023年6月30日，下表所述外幣賬戶餘額的資產和負債因匯率變動產生的公允價值或未來現金流量變動可能對本集團的經營業績產生影響：

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

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 30 June 2023, the changes in the fair value or future cash flows from the assets and liabilities of the balance of the account denominated in foreign currency due to changes in exchange rates may have impact on the Group's operating results as set out in the following table:

項目 Item	期末餘額（折合人民幣） Closing balance (RMB equivalent)	上年末餘額（折合人民幣） Closing balance of last year (RMB equivalent)
貨幣資金—港幣 Monetary fund – HKD	407,915.92	395,226.75
貨幣資金 - 美元 Monetary fund – USD	9.82	10.66

本集團密切關注匯率變動對本集團的影響。

## 2) 利率風險

本集團的利率風險產生於銀行借款等帶息債務。浮動利率的金融負債使本集團面臨現金流量利率風險，固定利率的金融負債使本集團面臨公允價值利率風險。本集團根據當時的市場環境來決定固定利率及浮動利率合同的相對比例。於2023年6月30日，本集團的帶息債務主要為人民幣計價的固定利率合同，金額為58,373.40萬元（2022年12月31日：49,190.00萬元）。

本集團因利率變動引起金融工具公允價值變動的風險主要與固定利率銀行借款有關。

## 3) 價格風險

本集團未持有其他債權投資和交易性金融資產，無此類價格風險。

### (2) 信用風險

於2023年6月30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

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

## 2) Interest rate risk

The interest rate risk of the Group arises from the interest-bearing debts such as bank loans. The floating-rate financial liabilities expose the Group to cash flow interest rate risk, while the fixed-rate financial liabilities expose the Group to fair value interest rate risk. The Group determines the relative ratio of fixed-rate contracts and floating-rate contracts based on the market environment. As at 30 June 2023, the interest-bearing debts of the Group were mainly fixed-rate contracts denominated in RMB, with an amount of RMB583.734 million (31 December 2022: RMB491.9 million).

The risk of changes in fair value of financial instruments caused by interest rate changes in the Group is mainly related to fixed-rate bank loans.

## 3) Price risks

The Group holds no other debt investments and trading financial assets, and it has no such price risk.

### (2) Credit risk

As at 30 June 2023, 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,



每個資產負債表日審核每一單項應收款項的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

本集團採用了必要的政策確保所有銷售客戶均具有良好的信用記錄。

### (3) 流動風險

流動風險為本集團在到期日無法履行其財務義務的風險。本集團管理流動性風險的方法是確保有足夠的資金流動性來履行到期債務，而不至於造成不可接受的損失或對企業信譽造成損害。本集團定期分析負債結構和期限，以確保有充裕的資金。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時與金融機構進行融資磋商，以保持一定的授信額度，減低流動性風險。

本集團將銀行借款和應付票據作為主要資金來源。於2023年6月30日，本集團尚未使用的銀行借款和票據額度為31,565.71萬元（2022年12月31日：24,649.32萬元）。

the Group reassesses the recovery of each receivable items on an individual basis at each balance sheet date, so as to ensure sufficient provision for doubtful debts is made for amounts that are not recoverable. As such, the management of the Group believes that the credit risks assumed by the Group has been significantly mitigated.

The Group's liquidity is deposited in banks with higher credit rating, so the credit risk of the liquidity is lower.

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

### (3) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations at maturity. The Group manages liquidity risk by ensuring that it has ample liquidity to meet its obligations as they fall due without incurring unacceptable losses or causing damage to its reputation. The Group regularly analyses the structure and maturity of its liabilities to ensure that sufficient funds are available. The Group's management monitors the use of bank loans and ensures compliance with loan agreements. It also negotiates with financial institutions on financing to maintain a certain credit limit and reduce liquidity risk.

The Group uses bank loans and notes payable as its main funding sources. As at 30 June 2023, the unused limit of bank loans and notes of the Group was RMB315.6571 million (31 December 2022: RMB246.4932 million).

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：

The maturity of the financial assets and financial liabilities held by the Group based on undiscounted contract cash flows is analyzed as follows:

2023年6月30日金額：

Amount as at 30 June 2023:

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	444,987,040.40	444,987,040.40			444,987,040.40
應收票據 Bills receivables	3,998,134.41	3,998,134.41			3,998,134.41
應收賬款 Trade receivables	843,989,586.80	843,989,586.80			843,989,586.80
應收款項融資 Account receivables financing	15,100,682.50	15,100,682.50			15,100,682.50
其他應收款 Other receivables	11,848,266.12	11,848,266.12			11,848,266.12
其他流動資產 Other current assets	42,860,740.67	42,860,740.67			42,860,740.67
短期借款 Short-term borrowings	585,124,698.53	585,124,698.53			585,124,698.53
應付票據 Bills payables	775,217,517.59	775,217,517.59			775,217,517.59
應付賬款 Account payables	581,097,105.27	581,097,105.27			581,097,105.27
應付職工薪酬 Salaries payable to employees	5,422,938.75	5,422,938.75			5,422,938.75
其他應付款 Other payables	207,030,257.97	207,030,257.97			207,030,257.97
一年內到期的非流動負債 Non-current liabilities due within one year	4,131,498.61	4,131,498.61			4,131,498.61
長期借款 Long-term borrowings					
合同負債 Contract liabilities	2,925,968.73	2,925,968.73			2,925,968.73

## 十.公允價值

金融資產和金融負債的公允價值按照下述方法確定：

具有標準條款及條件並存在活躍市場的金融資產及金融負債的公允價值分別參照相應的活躍市場現行出價及現行要價確定；

其他金融資產及金融負債(不包括衍生工具)的公允價值按照未來現金流量折現法為基礎的通用定價模型確定或採用可觀察的現行市場交易價格確認；

衍生工具的公允價值採用活躍市場的公開報價確定。

本集團管理層認為，財務報表中按攤餘成本計量的金融資產及金融負債的賬面價值接近該等資產及負債的公允價值。

## 十一、關聯方及關聯交易

### (一) 關聯方關係

#### 1. 控股股東及最終控制方

##### (1) 控股股東及最終控制方

## X. Fair value

The fair value of financial assets and financial liabilities is determined in accordance with the following methods:

The fair value of financial assets and financial liabilities with standard terms and conditions and in active markets are determined by reference to the prevailing bid and ask prices in the corresponding active market;

The fair value of other financial assets and financial liabilities (other than derivative instruments) are determined by the general pricing model based on the discounted future cash flow method or recognized by observable current market transaction prices;

The fair value of the derivative instruments is determined by quoted price in active markets.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities measured at amortized cost in the financial statements approximate to the fair value of such assets and liabilities.

## XI. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

### (I). Relationship with related parties

#### 1. Controlling shareholder and ultimate controller

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

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(%)
江藥集團有限公司(「江藥」) Jiangyao Group Co., Ltd. (the "Jiangyao")	中國 Chinese	46.41	50.11

(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	上年年末餘額 Closing balance of last year	本期增加 Increase in this period	本期減少 Decrease in this period	期末餘額 Closing balance
江藥 Jiangyao	29,050,000	21,076,500		50,126,500

(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(%)	
	期末餘額 Closing balance	上年年末餘額 Closing balance of last year	期末比例 Percentage at the end of the period	上年年末比例 Percentage at the end of last year
江藥 Jiangyao	50,126,500	29,050,000	46.41	26.90

2. 子公司

2. Subsidiaries

子公司情況詳見本附註“八、1. (1) 企業集團的構成”相關內容。

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

3. 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 Holding 2.96% equity interest in the Company, a shareholding platform that is mainly consisted of employees of the Company
江藥 Jiangyao	持有公司 46.41% 股權，為非執行董事嚴京斌擔任董事及法定代表人、非執行董事付征和徐飛均擔任副總經理及監事朱明洪擔任總經理助理的企業。 Holding 46.41% equity interest in the Company, an enterprise-in which Yanjingbin, the non-executive Director, serves as the director and-the legal representative, Fuzheng and Xu Fei, the non-executive Director, serves as the deputy general manager and Zhu Minghong, the supervisor, serves as the deputy general manager assistant

其他關聯方名稱 Name of other related parties	與本公司關係 Relationship with the Company
姚創龍、鄭玉燕、張寒孜、嚴京斌、付征、徐飛、尹智偉、李漢國、關鍵、朱明洪、張玲、鄭禧玥、林志傑、劉映玉、姚潔晞 Yao Chuanglong, Zheng Yuyan, Zhang Hanzhi, Yan Jingbin, Fu Zheng, Xu Fei, Wan Chi Wai Anthony, Li Hanguo, Guan Jian, Zhu Minghong, Zhang Ling, Zheng Xiyue, Lin Zhijie, Liu Yingyu, Yao Jiexi	公司董事、監事及高級管理人員 Directors, Supervisors and Senior Management of the Company
南昌市眾城醫藥管理中心（有限合夥） Nanchang Zhongcheng Medical Management Center (Limited partnership)	非執行董事嚴京斌持股 15.1576% 並擔任執行合伙人的企業 An enterprise in which Yan Jingbin, the executive Director, holds 15.1576% of shares and serves as the legal representative of the enterprise
南昌市眾合醫藥管理中心（有限合夥） Nanchang Zhonghe Medical Management Center (Limited partnership)	非執行董事嚴京斌持股 60% 並擔任執行合伙人的企業 An enterprise in which Yan Jingbin, the executive Director, holds 60% of shares and serves as the legal representative of the enterprise
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
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
南昌天弘企業轉貸有限公司 Nanchang Tianhong Enterprise Lending Co., Ltd.	獨立非執行董事李漢國擔任股東的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as shareholder
浙江麥泓資本管理有限公司 Zhejiang Maihong Capital Management Company Limited	獨立非執行董事李漢國擔任董事長、執行董事兼總經理的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as chairman, executive director and general manager
江西省鐵路航空投資集團有限公司 Jiangxi Railway & Aviation Investment Group Co., Ltd.	獨立非執行董事李漢國擔任外部董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the external director
華福證券有限責任公司 Huaifu Securities Co., Ltd.	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director
中文天地出版傳媒集團股份有限公司(股份代號:600373.SH, 一家於上海證券交易所上市的公司) Chinese Universe Publishing and Media Group Co., Ltd. (stock code: 600373.SH, a company listed on the Shanghai Stock Exchange)	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director
中大建設股份有限公司（股份代號：835483，一家於全國中小企業股份轉讓系統上市的公司） Zhongda Construction Company Limited (stock code: 835483, a company listed on the National Equities Exchange and Quotations)	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director
江西沃格光電股份有限公司(股份代號:603773.SH, 一家於上海證券交易所上市的公司) Jiangxi WG Tech Co., Ltd. (stock code: 603773.SH, a company listed on the Shanghai Stock Exchange)	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director
江西晶安高科技股份有限公司 Jiangxi Jingan High-tech Co., Ltd.	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director
華農恒青科技股份有限公司 Huannong Hengqing Technology Co., Ltd.	獨立非執行董事李漢國擔任獨立非執行董事的企業 An enterprise in which Li Hanguo, the independent non-executive Director, serves as the independent non-executive Director

其他關聯方名稱 Name of other related parties	與本公司關係 Relationship with the Company
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
上海北極柳諮詢管理有限公司 Shanghai Beijiliu Consulting Management Co., Ltd.	獨立非執行董事關鍵配偶持股 100% 並擔任企業法人的企業 An enterprise in which the independent non-executive Director Guan Jian's spouse, holds 100% of shares and serves as the legal representative of the enterprise
上海白楊潘多諮詢管理有限公司 Shanghai Baiyang Pando Consulting Management Co., Ltd.	獨立非執行董事關鍵持股 100% 並擔任企業法人的企業 An enterprise in which Guan Jian, the independent non-executive Director, holds 100% of shares and serves as the legal representative of the enterprise
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

(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	本期金額 Current period	上期金額 Prior period
<b>採購與接受勞務 Procurement and acceptance of services</b>				
江藥 Jiangyao	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	53,038,096.31	210,221.41
江藥 Jiangyao	融通資金費用 Financing costs	參考市場價格協商確定 Determined after negotiation by reference to market rates	1,716,316.67	
上海北極柳諮詢管理有限公司 Shanghai Beijiliu Consulting Management Co., Ltd.	培訓服務 Training services	參考市場價格協商確定 Determined after negotiation by reference to market rates	31,217.48	

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	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
<b>應付賬款</b> <b>Account payables</b>		
江藥 Jiangyao	81,542,856.87	16,334,772.69
<b>其他應付款</b> <b>Other payables</b>		
江藥 Jiangyao	148,022,733.33	70,450,650.00

(四) 關鍵管理人員薪酬

(IV). Compensation of key management

項目名稱 Name of Item	本期金額 Current period	上期金額 Prior period
薪酬合計 Total remuneration	1,444,454.60	1,381,308.14

## 十二、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）：

項目 Item	本期發生額 Amount for the year	上期發生額 Amount for last year
母子公司互相擔保 Mutual guarantee between parent company and subsidiary company	184,300.00	187,770.00

2. 除存在上述披露事項外，本集團無其他需披露的或有事項。

## 十三、承諾事項

截至2023年6月30日，本集團不存在需對外披露的重要承諾事項。

## 十四、資產負債表日後事項

截至本財務報告批准日，本集團無需要披露的資產負債表日後事項。

## 十五、其他重要事項

本集團本期無其他重要事項披露。

## XII. CONTINGENCIES

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

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

## XIII.COMMITMENTS

As of 30 June 2023, the Group had no important commitment which must be disclosed.

## XIV.EVENTS SUBSEQUENT TO BALANCE SHEET DATE

As at the date of approval of this financial report, the Group has no subsequent events on the balance sheet date that are subject to disclosure.

## XV. OTHER IMPORTANT MATTERS

The Group had no other material disclosures during the Period.



十六、母公司財務報表主要項目  
註釋

**XVI. NOTES TO MAJOR ITEMS OF FINANCIAL  
STATEMENTS OF PARENT COMPANY**

1. 應收賬款

1. Trade receivables

項目名稱 Name of item	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
應收賬款 Trade receivables	314,811,474.85	300,333,159.81
減：壞賬準備 Less: Provision for bad debt	3,057,859.36	3,240,447.62
<b>淨額 Net amount</b>	<b>311,753,615.49</b>	<b>297,092,712.19</b>

(1) 應收賬款按壞賬計提方法分類  
列示

(1) Accounts receivable by the method of provisioning for bad  
debt

類別 Classification	期末餘額 Closing balance				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	1,115,144.23	0.35	1,115,144.23	100.00	
按組合計提壞賬準備 Bad debt provision made on a collective basis	313,696,330.62	99.65	1,942,715.13	0.62	311,753,615.49
其中：賬齡組合 Inc: Aging portfolio	313,696,330.62	99.65	1,942,715.13	0.62	311,753,615.49
低風險組合 Low risk portfolio					0.00
<b>合計 Total</b>	<b>314,811,474.85</b>	<b>100.00</b>	<b>3,057,859.36</b>	<b>—</b>	<b>311,753,615.49</b>

(續)

(continued)

類別 Classification	上年年末餘額 Closing balance of last year				賬面價值 Book value
	賬面餘額 Book balance		壞賬準備 Provision for bad debt		
	金額 Amount	比例 (%) Percentage (%)	金額 Amount	計提比例 (%) Provision ratio (%)	
按單項計提壞賬準備 Bad debt provision made on individual basis	1,115,185.55	0.94	1,115,185.55	100.00	
按組合計提壞賬準備 Bad debt provision made on a collective basis	299,217,974.26	99.06	2,125,262.07	0.88	297,092,712.19
其中：賬齡組合 Inc: Aging portfolio	299,217,974.26	99.06	2,125,262.07	0.88	297,092,712.19
低風險組合 Low risk portfolio					
<b>合計 Total</b>	<b>300,333,159.81</b>	<b>100.00</b>	<b>3,240,447.62</b>	<b>—</b>	<b>297,092,712.19</b>

## 2.其他應收款

## 2.Other receivables

項目 Items	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
應收利息 Interests receivable		
應收股利 Dividend receivable		
其他應收款 Other receivables	192,705,959.38	253,122,752.11
<b>合計 Total</b>	<b>192,705,959.38</b>	<b>253,122,752.11</b>

### 2.1 其他應收款

### 2.1 Other receivables

項目名稱 Name of item	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
其他應收款 Other receivables	193,178,536.42	253,595,329.15
減：壞賬準備 Less: Provision for bad debt	472,577.04	472,577.04
<b>淨額 Net amount</b>	<b>192,705,959.38</b>	<b>253,122,752.11</b>

## (1) 其他應收款按款項性質分類

## (1) Classification of other receivables by fund nature

款項性質 Fund nature	期末餘額 Closing balance	上年年末餘額 Closing balance of last year
往來款 Money transfers	184,963,136.19	245,440,332.03
保證金 Cash deposit	7,851,492.00	7,768,492.00
備用金 Imprest fund	363,908.23	386,505.12
其他 Others		-
<b>合計 Total</b>	<b>193,178,536.42</b>	<b>253,595,329.15</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>2023 年 1 月 1 日餘額 Balance on 1 January 2023</b>		<b>467,577.04</b>	<b>5,000.00</b>	<b>472,577.04</b>
2023 年 1 月 1 日其他應收款賬面餘額在 本期 Book balance of other receivables on 1 January 2023 in the period				
-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				
本期計提 Accrued for the period				
本期轉回 Reversed in the period				
本期轉銷 Written off in the period				
本期核銷 Cancelled in the period				
其他變動 Other changes				
<b>2023 年 6 月 30 日餘額 Balance on 30 June 2023</b>		<b>467,577.04</b>	<b>5,000.00</b>	<b>472,577.04</b>

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	期末餘額 Closing balance			上年年末餘額 Closing balance of last year		
	賬面餘額 Book balance	減值準備 Provisions for impairment	賬面價值 Book value	賬面餘額 Book balance	減值準備 Provisions for impairment	賬面價值 Book value
對子公司投資 Investment in the subsidiaries	219,978,852.24		219,978,852.24	219,978,852.24		219,978,852.24
合計 Total	<b>219,978,852.24</b>		<b>219,978,852.24</b>	<b>219,978,852.24</b>		<b>219,978,852.24</b>

(2) 對子公司投資

(2) Investment in the subsidiaries

被投資單位 Investees	上年年末餘額 Closing balance of last year	本期增加 Addition in the period	本期減少 Reduction in the period	期末餘額 Closing balance	本期計提 減值準備 Provision for impairment for the period	減值準備 期末餘額 Closing balance of provision for impairment
廣東創美公司 Guangdong Charmacy Company	150,000,000.00			150,000,000.00		
珠海創美公司 Zhuhai Charmacy Company	25,710,000.00			25,710,000.00		
廣州創美公司 Guangzhou Charmacy Company	20,000,000.00			20,000,000.00		
深圳創美公司 Shenzhen Charmacy Company	20,800,000.00			20,800,000.00		
惠州創美公司 Huizhou Charmacy Company	3,468,852.24			3,468,852.24		
合計 Total	<b>219,978,852.24</b>			<b>219,978,852.24</b>		

#### 4.營業收入和營業成本

(1) 營業收入和營業成本情況

#### 4.Operating revenue and operating cost

(1)Basic information on business revenue and business expenses

項目 Items	本期金額 Current period		上期金額 Prior period	
	收入 Revenue	成本 Cost	收入 Revenue	成本 Cost
主營業務 Principal businesses	882,242,249.64	849,645,196.82	715,834,817.49	682,107,339.93
其他業務 Other businesses	45,948,838.68	1,725,879.75	38,759,194.44	3,486,963.96
合計 Total	<b>928,191,088.32</b>	<b>851,371,076.57</b>	<b>754,594,011.93</b>	<b>685,594,303.89</b>

#### 十七、財務報告批准

本財務報告於 2023 年 8 月 26 日由本公司董事會批准。

#### XVII. APPROVAL FOR FINANCIAL REPORT

The financial report was approved by the Board on 26 August 2023

創美藥業股份有限公司

2023 年 8 月 26 日

Charmacy Pharmaceutical Co., Ltd

26 August 2023

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

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