



# 汤臣倍健股份有限公司

(BY-HEALTH CO., LTD)

## 2015 年年度报告全文

## Full Text of 2015 Annual Report

证券简称：汤臣倍健

Abbreviation of Security: BY-HEALTH

证券代码：300146

Security Code: 300146

披露日期：2016 年 2 月 27 日

Date of Disclosure: February 27, 2016

## 一路向 C

——汤臣倍健 20 周年董事长梁允超内部发言稿

大家好！

今天是汤臣倍健创立 20 周年的日子，没有蛋糕，没有香槟。主要活动由线下搬到了线上，参与者也由内部员工扩大到和外部利益相关群体共同庆祝。

我们正在进入一个可以称之为“一路向 C”的时代。

在企业外部，B 不断让位于 C，B 端的商业利益让位于 C 端的消费者利益，第一位的就是要真正站在消费者角度把产品做到最好。汤臣倍健身处“舌尖”上的行业，“刀尖”上的企业，无时无刻不如履薄冰。

我们对原料的苛求和较真已经有多年，至 2011 年，原料进口比例已超过 70%，众多主要原料采购价格是国际同行的 1-3 倍，极致的原料和质控体系以及向全球同行业开放的透明工厂。做膳食补充剂产品的背后，折射出的不只是能力更是核心价值观的问题。

## Customer-oriented

--Internal Speech of the President Liang Yunchao  
in the 20 Anniversary Celebration of  
BY-HEALTH

Hello, everybody.

Today, we're celebrating the 20<sup>th</sup> anniversary of By-Health with no cakes and champagnes; instead, we turn off offline mode this time and hold online activities jointly with external stakeholder groups besides the internal employees.

We are now entering the Age of  
“Customer-oriented”.

Outside the enterprises, businesses continuously think more about the customers' benefits instead of commercial interests, which propels enterprises to deliver outstanding products by putting themselves in customer's shoes. By-Health, as an industry slipping of the tongue, is aware that “enterprises on the “knife point” shall be careful to their businesses.

For many years, By-Health has been strict in raw materials. Till 2011, more than 70% were imported; with the purchase price of most main raw materials 1-3 times that of the international peers, By-Health, a “transparent factory” opening to the same industries globally with ultimate raw materials and quality control system, touches the world with core values rather than qualified abilities only, besides processing

现在的汤臣倍健汇聚了全球不同地域的营养精华，包括法国的胶原蛋白和葡萄籽、美国的螺旋藻和天然维E、巴西的绿蜂胶、冰岛的鱼油、澳洲的β-胡萝卜素等等，小小瓶子装下满满的世界。今年，汤臣倍健将销售出去一亿多瓶产品。

我们可以非常自信地说，汤臣倍健的产品品质在全球行业中排在前两位，欢迎全球范围内任何一个国际品牌来和我们PK原料、配方、品控等等。

传统营销干了什么？干了两件事，一件是把自己的想法装进你的脑袋，另一件是把你口袋的钱装进自己口袋。在大消费品行业，B端链上的品牌商、经销商、零售商相互关注过多，相互挖掘，血海血拼，是时候把传统营销中B端之间的过度关注和博弈转为对C端消费者的关注上。

关注C的体验，解决C的问题，在这个基础上挖掘C的新价值。产品销售只是“中点”，而不是“终点”，每一分钱销售的背后都有消费者对应需要解决的需求和问题，新营销思想一路向C。

dietary supplement products.

Now, By-Health gathers nutritional essence from different regions globally, including collagen and grapestone extracts from France, spirulina and natural vitamin E from U.S.A, royal propolis from brazil, fish oil from Iceland andβ-carotene from Australia. That makes us explore the world just through such small bottle. In 2016, over 100 million bottles will be sold.

We are very confident to say that: By-Health ranks the first two in the global dietary supplements and welcome any international brand in the world to compete with us, in terms of raw materials, formula and quality control, etc.!

What did traditional marketing do? Two things: one was bringing their thoughts into your head; the other was putting your money in their pockets. In the industry of large consumer goods, brand owners, distributors and retailers on B-end chains pay too much attention to one another in mutual exploitation and struggle. It is time to switch the excessive attention and game inside the B-end of traditional marketing to the attention towards C-end consumers.

The new value of C can be exploited based on attention paid to C's experience and resolution of C's problems. Product sales are just a midpoint instead of the destination. Behind each cent of sales lie the demands and problems for consumers to settle. The new marketing though is customer-oriented all the way.

在企业内部，管理做减法，一路向 C，用简单和诚信去大幅降低管理成本。在企业不断成长的过程中，我们建立了许多的标准、流程和规范，现在是做减法的时候了。

细分组织、去决策中心化、去层级化、去 KPI、减流程、减标准化，甚至减 IT 系统……其核心就是要找回“草创”精神与团队狼性。没有了这个草根创业创新的精神，试图舒舒服服以渐进式的改进获取永久性的竞争优势，这基本上是白日做梦。

没有经营，何来管理？这些年商学院教了太多的竞争、博弈与谋略，其实更重要的是“心”，向着用户、向着员工、向 C 的“心”。那个视宝洁和可乐为营销管理天条的年代已经终结，现在进入一个没有标杆的时代！一个呼唤英雄的时代！回归简单与诚信，强调个性与体验。

可以说大消费行业这几年最大的变化就是被淘宝们革了命，B 端的商业利益被动让位于 C，那么未来呢？全球任一角落的商品甚至服务，能跨过你现在认为难以逾越的那一个个关税、运输、文化、语言等的障碍，手到即来，想像一下，那对全球的消费品又将是怎样的一个革命？

Inside the enterprise, reduce management task and become customer-oriented and sharply lower the management cost in a simple way with integrity. In the incessant growth of the enterprise, we have established many standards, processes and norms. It is now time to make reduction.

Subdivide the organizations, get rid of decision-making centering, stratification and KPI and reduce processes, standardization and even the IT system, the core of which is to find the entrepreneurship and aggressiveness. Without the spirit of entrepreneurship, it is basically nonsense to try to gain permanent competitive edge with progressive improvements.

Where is management without operation? In these years, the business school has taught too much about competition, game and strategy. But the most important is the heart that tends to users, employees and customers. The age of deeming P&G and Cola as marketing management dogma has ended. Now it is an era without benchmarks! An era that calls for heroes! Go back to simplicity and integrity; emphasize individuality and experience.

So to speak, the biggest change of the industry of large consumer goods is to be ended by Taobao, making commercial profits on B-end passively transferred to C, but what about the future?

Commodities or even services on any corner of the globe can cross those obstacles of tariffs,



汤臣倍健坚持全球 VMS 品牌资源整合的方向不变。确实，上市近五年了，我们在资本市场没有一个“像样”的动作。这两年，我们按既定的战略跟全球主要的 VMS 标的都保持深入的研究、沟通，资本市场上也飘过有性感的并购标的，或许我们比谁都更有条件把它拿下。

但我们清楚，吃下来或许容易，咽下去却难，要消化好更是难上加难。我们有这个战略定力，我们会以自己的方式把全球 VMS 行业整合的这条路走出来、走下去，成为全球 VMS 行业领导者的目标一直在引领着我们前行。

一年多来，我们总在思考：消费者凭什么让汤臣倍健黏连呢？你的宏伟蓝图和他们有什么关系吗？消费者真正关心的是我们的产品为他们的健康创造了什么价值？

汤臣倍健正在布局从单一产品提供商逐渐升级为健康干预的综合解决方案提供商，用产品+服务形成的健康干预方案去为用户创造健康价值。为此，我们正在啃几块核“新”硬骨头，包括建立各种慢性病的健康干预

transportation, culture and languages, etc. which you may think insurmountable at present and become easily attainable. Imagine that. What a revolution is it to the consumer goods of the globe?

BY-HEALTH insists on the direction of the resource integration of global VMS brands. It has been 5 years indeed since our listing, but we haven't yet made a striking move on the capital market. In these two years, we have been keeping in-depth research and communication with major VMS around the globe in our fixed strategy. For those attractive tenders on the capital market, we might be more qualified than anyone else to get them.

But we are aware that it might be easy to get them done instead of swallowing them, and that to digest them well will be even more difficult. We have the strategic composure to start and follow through the industrial integration of global VMS in our ways. The goal to become a global VMS leader has always been guiding our way forward.

For over a year, we have been thinking: why do consumers adhere to BY-HEALTH? Is your grand blueprint related to them whatsoever? What consumers really care about is what value our products provide for their health?

BY-HEALTH is gradually upgrading from a provider of single product layout to a provider of comprehensive solutions to health interference, in which the value of health is provided for users under

标准与内容产品，并在大健康领域投资布局，引领整个生态圈跨向产品+服务平台。

克鲁马努时期，人类的平均寿命是 18 岁；公元 1400 年-1800 年的欧美，经过 400 年增加寿命 7 年，到 37 岁；公元 1900 年美国，经过 100 年，增加寿命 11 年，到 48 岁；公元 2002 年美国，经过 102 年，增加寿命 30 年，到 78 岁。按此线性推算，再过 100 年，到 2115 年，人类的寿命将增加到多少岁？不管怎样，人类寿命将大大延长。

今天出生的美国人，平均寿命将会超过 110 岁！伴随着寿命延长后更大的是生命质量提升的问题。生命科学领域正在取得一个又一个新的技术突破，静候奇点的来临，人类关于疾病、衰老甚至死亡的认识或许在某一天被彻底改写。身处大健康产业的我们，相信人类的许多梦想终将成真！

health interference plans formed by products and services. Therefore, we are working on some tough issues, including the establishment of health interference standards and products for various chronic diseases. We are also investing in big health to guide the whole ecosphere to the platform of products and services.

In the era of Cro-Magnon, the average lifespan of human beings was 18 years old; in Europe and America from 1400 to 1800 AD, the lifespan was increased by 7 years to 37 years old compared with that of 400 years ago; in the United States 1900, the lifespan was increased by 11 years to 48 year old compared with that of 100 years ago; in the United States 2002, the lifespan was increased by 30 years to 78 year old compared with that of 102 years ago. By linear calculation, 100 years later in 2115, how many years would the lifespan of human beings be? Anyhow, the increase will be large.

The Americans born today will have an average lifespan over 110 years! With the extension of lifespan comes the issue of life quality improvement. The field of life sciences is witnessing technical breakthroughs one after another. It waits for a singularity when the recognition among human being of disease, senility and even death might be totally rewritten someday. We, in the industry of big health, believe that many dreams of human beings will eventually come true!

二十年创业，最大的一个感悟是：诚信比聪明更重要，这也是汤臣倍健多年来坚持的核心价值观之一。20周年之际，我们选择了一个具有时代记忆的火车头，熔炼成一个重达 110 吨的“诚信之印”树立在生产基地，无时无刻在提醒着每一个汤臣倍健人。

过去一年，我说得最多的一句警示自己的话是：“大量成功企业倒下的原因都出奇的一致——为保护原有的商业利益。”这就是领先遏制，没有传统的行业，只有传统的企业。对汤臣倍健而言，我相信，失败或许是其中的一个选项，而畏惧不会是！

中国与美国同属世界上两个有梦想的民族，未来扑面而来。健康中国！汤臣倍健要用诚信之心创造出最好的产品和服务，为人类的健康创造价值，永远做一个对别人有价值的企业，永远做一个心怀梦想的企业！

Our biggest insight through the 20 years of entrepreneurship is that integrity comes higher than intelligence, which is also the core value of BY-HEALTH. On the 20th anniversary, we choose a locomotive with the memory of time to forge a mark of integrity of 100t established at the production base, reminding every person of BY-HEALTH at every time.

In the past year, I warn myself mostly by the sentence "the reasons for many successful enterprises to fall are remarkably identical-- to protect the original commercial profit". It is called the containment of leading as there are not traditional industries, but traditional enterprises. For BY-HEALTH, I believe, failure might be an option, but fear is not!

China and the United States are nations with dreams in the world, and the future is coming. Health of China! BY-HEALTH will make the best products and services with a heart of integrity, and create value for the health of human beings. BY-HEALTH will always be an enterprise of value to others and an enterprise with dreams!

2015 年 10 月 28 日广州

Guangzhou, October 28, 2015

## 第一节重要提示、目录和释义

## Section I Important Hints, Contents and Interpretation

本公司董事会、监事会及董事、监事、高级管理人员保证年度报告内容的真实、准确、完整，不存在虚假记载、误导性陈述或重大遗漏，并承担个别和连带的法律责任。

Board of directors, board of supervisors, directors, supervisors and senior management of the Company ensure that contents of the annual report are authentic, correct, complete and free from misrepresentations, misleading statements or material omissions and they ensure to bear confirmed legal responsibilities individually and jointly.

公司负责人梁允超、主管会计工作负责人王文及会计机构负责人(会计主管人员)黄蔚声明：保证年度报告中财务报告的真实、准确、完整。

Liang Yunchao, the Principal of the Company, Wangwen, the Accounting Principal, and Huangwei, the Director of Accounting Organization (Accounting Director) declare to ensure the authenticity, accuracy and completeness of the financial report in the annual reports.

非标准审计意见提示

☐ 适用 ☒ 不适用

Hint on Non-standard Audit Opinion

☐ Applicable ☒ Not Applicable

内部控制重大缺陷提示

☐ 适用 ☒ 不适用

Hint on Major Defect of Internal Control

☐ Applicable ☒ Not Applicable

对年度报告涉及未来计划等前瞻性陈述的风险提示

☒ 适用 ☐ 不适用

**Hint on Risks of Future Plans and other  
Prospective Statements Involved in the Annual  
Reports**

☒ Applicable ☐ Not Applicable

本公司请投资者认真阅读本年度报告全文，并特别注

Investors please read the full text of the annual

意下列风险因素：

1.产品质量和食品安全风险。膳食补充剂产品众多，涉及原辅料更多，存在一定的产品质量风险。如果公司在产品的原料采购、生产与销售环节出现质量管理问题，或者因为其他原因发生产品质量问题，将会影响公司的信誉和公司产品的销售。对此，公司始终将质量安全放在头等位置，不断加强质量管理，优化生产流程，购置精密的检验设备，培养质量管理人员，同时借助第三方检验机构支持完善公司的质量管理。另外公司还制定了专门的应急方案，应对可能的风险。

2.政策风险。国家相关政策、行业法规、标准建设尚不完善等有可能对整个行业或公司产生一定的负面影响。2015 年 4 月，《中华人民共和国食品安全法》已由第十二届全国人大常委会第十四次会议修订通过，已于 2015 年 10 月 1 日起实施，将对行业未来发展及竞争格局产生直接影响；新的《食品安全法》对于保健食品的监管做出了进一步的完善，确立了保健食品的法律地位，整体规范保健食品市场，且新的《食品安全法》将保健食品准入管理方法规定为审批和备案相结合；2015 年 12 月 9 日，《食品安全法实施条例》

reports carefully and pay extra attention to the following risk factors:

1. Product Quality and Food Safety Risk. There are many dietary supplements involved with even more ingredients and excipients, which might cause certain risks in product quality. Quality management issues in purchasing, production and sales of ingredients of products or product quality issues out of other causes will influence the reputation and product sales of the Company. Therefore, the Company will always put priority on the quality safety and keep strengthening quality management, optimizing manufacturing process, purchasing precision inspection equipment, cultivating quality management staff, and improving the quality management of the Company with the support of third-party inspection bodies. Besides, the Company also formulated dedicated emergency plan for possible risks.

2. Policy Risk. Imperfect relevant national policies, industrial codes and standards might bring negative effect to the whole industry or the Company. In April 2015, the 14<sup>th</sup> Meeting of the 12<sup>th</sup> Session of the Standing Committee of the National People's Congress passed the revision of the *Food Safety Law of the People's Republic of China*. The revision was implemented on October 1, 2015, which will directly influence the future development and competitive pattern of the industry; the new *Food Safety Law*

公开征求意见，截止日期是 2016 年 1 月 8 日。

随着《食品安全法实施条例》等行业新规在未来一段时间陆续落地与出台，新的监管精神与细则要求将对未来膳食补充剂行业的发展产生重要影响。作为膳食补充剂行业龙头的汤臣倍健必将受益于行业整合的大环境。对此，公司将不断规范内部管理，认真学习各项行业法律法规，积极参与行业法律法规和标准的制定与修订，最大限度确保公司处于安全的行业环境。

3.原材料采购对主要产品品种销售和推广的风险。公司坚持“取自全球，健康全家”的品牌理念，按照公司差异化品质战略的要求，在全球范围内甄选高品质原料，全球采购策略存在供应量与价格上涨等方面的风险，而且原材料单价的上涨对公司产品的毛利率将产生一定的影响。但由于公司产品品种较多，原材料较分散，公司通过加强生产管理控制，降低物耗，

further improved the supervision of health food, established the legal status of health food, regulate the health food market as a whole, and combines the approval with the filing of health food access management method; on December 9, 2015, the *Enforcement Regulations of the Food Safety Law* started to solicit public opinions till January 8, 2016.

With the successive landing and issuance of the *Enforcement Regulations of the Food Safety Law* and other new rules for the industry in the near future, the new supervision spirit and details will inflict significant impact on the development of dietary supplement industry in the future. BY-HEALTH, as a leader of the dietary supplement industry, will definitely benefit from the environment of industrial integration. Therefore, the Company will keep regulating internal management, seriously study various industrial laws and regulations, and positively participate in the formulation and revision of industrial laws, regulations and standards to ensure a safe industrial environment for the Company to the utmost.

3. Risk of Ingredient Purchasing in the Sales and Popularization of Product Varieties. The Company follows the brand concept of "take from the globe and facilitate the health of the whole family" and the requirement of diversified quality strategy of the Company in picking high quality ingredients from all over the world. There are risks of supply quantity and

以及在全球寻找合适的替代供应商，以尽量控制原材料单价上涨给公司带来的风险，但不能排除未来几年内会对公司的生产经营成本产生一定影响的可能性。随着公司市场销售规模的不断扩张，原料的需求不断提高，可能出现某些原料不能满足公司主要品种销售和推广的需求。为此公司积极采取应对措施，寻找替代原料，满足生产需求，同时不断开发新产品，拓展新的销售增长点。

price increase in global purchasing strategy and the rise of the unit price of ingredients will inflict certain impact on the gross margin. Nonetheless, as the Company produces a great variety of products with ingredients distributed loosely, the Company will try to control the risk of the rise of the unit price of ingredients by reinforcing production management and control, reducing material consumption and looking for proper substitute suppliers in the world. But it does not exclude the possibility of certain influence on the cost of production and operation of the Company in a couple of years in the future. With the continual expansion of the marketing scale of the Company, the demand for ingredients keeps rising. It might occur that some ingredients cannot satisfy the demand of sales and popularization of major varieties of the Company. Therefore, the Company takes positive measures and looks for substitutes to meet the demand of production. Meanwhile, new products are developed one after another to exploit new sales growth points.

4.销售区域的不断扩大带来的市场管控风险。公司业务与市场不断扩张，市场管控风险随之加大，对销售管理提出了更高要求，包括经销商管控以及区域市场协调等问题，公司自 2012 年开始提出实施精细化管理系统工程，在此过程中公司对自身及经销商围绕“终端精细化”从理念到运营提出了更高的要求。为此，公司在业务规模快速扩张的背景下审慎思考，匹配解决快速发展过程中的精细化管理问题，通过多项措施提

4. Market Management and Control Risk Brought by Continual Expansion of Sales Areas. As the businesses and markets continue their expansion, the risk of market management and control rises and higher requirements are put forward towards the management of sales, including distributor management and control as well as coordination of regional markets, etc. From 2012, the Company



升销售管理和运营,旨在为后续发展进一步奠定基础。

started to put forward the implementation of refined management system project, during which the Company raised more requirements on itself and distributors on "terminal refinement" from concept to operation. Therefore, the Company thinks meticulously under the background of fast expansion of business scale and settles the refinement management issues in the fast development process by matching. The sales management and operation is promoted by multiple measures, which has laid firm foundations for further development.

5.行业竞争加剧风险。近年来,由于行业市场容量的迅速扩大,市场竞争开始加剧,逐渐体现在产品品牌、销售渠道和产品差异化等方面。未来公司面临国际领先企业深入中国市场,大型药企和食品企业介入,从而导致行业竞争加剧的风险。尤其是海外品牌借助跨境电商等新业态进入中国市场逐步改变行业竞争生态,给消费品行业带来了更多的不确定性,如何抓住历史性机遇再次实现跨越性发展,引领公司战略升级以及行业赢利生态变化,是公司面临的重要命题。对此,公司将实施从产品营销向价值营销的战略升级,基于汤臣倍健“为健康人管理健康”的理念,从产品提供商逐步升级至健康干预的综合解决方案提供商,不断打造与提升公司的产品力、渠道力、品牌力、服务力等核心竞争力,使公司始终占据市场的领先地位。“汤臣倍健”主品牌将保持现有销售模式不变,在此基础上打造“营养家”会员体系为经销商、零售商等合作伙伴提供更多增值服务,在非直销领域的线下药店领域的份额与竞争优势稳步扩大,同时通过零售终端渠

5. Risk of Intensifying Industrial Competition. In recent years, the rapid expansion of market capacity of the industrial market has intensified market competition, which is gradually embodied in the aspects of product brand, sales channel and product diversity, etc. In the future, the Company will face the entrance of international leading enterprises into the Chinese market and the interference of large pharmaceutical and food companies, which might lead to the risk of intensifying industrial competition. Especially the entrance of overseas brand into the Chinese market under the help of overseas e-merchants and other new commercial activities is gradually changing the ecology of industrial competition, bringing more uncertainties to the industry of consumer goods. It has become a vital subject for the Company how to grab historical opportunities to realize another leaping development



道加强对消费者的教育，引导膳食补充剂行业的市场蛋糕进一步做强做大，使产业链利益各方均能充分受益。另一方面，积极提前布局相关新业态，顺势而为抢占有利位势。

and guide the strategic upgrade of the Company and the ecological change of industrial profiting. Therefore, the Company will implement strategic upgrade from product marketing to value marketing based on the concept of BY-HEALTH "Manage the Health of Healthy Persons" and from a product provider to comprehensive solution provider of health interference to forge and improve the Company's capacity in products, channels, brands, services and other core competencies to keep its leading edge in the market. The main brand of "BY-HEALTH" will keep its present sales pattern and create "Nutritionist" membership system based on the pattern to provide more value-added services for distributors, retailers and other partners. The Company will steadily expand its shares and competitive edge in pharmacies of non-direct sales and meanwhile reinforcing education on consumers by retailing to guide further expansion of the dietary supplement industry and fully benefit all parties on the industrial chain. Besides, the Company will take the initiative in the layout of relevant new commercial activities and go with the trend to get an edge.

6.新业务与新项目的风险。2015 年 2 月，公司成立子公司广东佰悦网络科技有限公司，其主要负责运营专供电子商务的膳食补充剂新品牌和一些细分领域品牌的线上业务。新品牌、新业务的商业模式与赢利模式的发展尚存在较大的不确定性。为此，公司将充分整合行业资源，包括人才、机制、信息、资本等，以创

6. Risk of New Business and New Project. In February 2015, the Company founded a subsidiary Guangdong Baiyue Network Technology Co., Ltd. mainly in charge of operating new brands of dietary supplements and some subdivided on-line business of brands for e-commerce. The development of

新与专业的团队开拓新领域新模式。

business pattern and profiting pattern of new brands and new businesses is still largely uncertain to some degree. Therefore, the Company will fully integrate industrial resources including talent, mechanism, information and capital, etc. to innovate the exploitation of new patterns with professional teams.

**董事会审议的报告期利润分配预案或公积金转增股本预案**

**Report Period Profit Distribution Plan or Stock Increase from Reserve Plan Deliberated by the Board of Directors**

☒ 适用 ☐ 不适用

☒Applicable ☐Not Applicable

公司经本次董事会审议通过的 2015 年度利润分配预案为：以 728,010,940 股为基数，向全体股东每 10 股派发现金红利 6.00 元（含税），以资本公积金向全体股东每 10 股转增 10 股。

The annual profit distribution plan of 2015 deliberated by the meeting of directors of the Company is: distribute cash dividend RMB 6.00 (tax included) for each 10 stocks to all shareholders and increase by transferring 10 stocks for each 10 stocks to all shareholders by capital reserves based on the 728,010,940 shares.

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## 释义

## Interpretation

| 释义项                             |           | 释义内容                                                          |
|---------------------------------|-----------|---------------------------------------------------------------|
| Terms                           |           | Definitions                                                   |
| 中国证监会                           | 指         | 中国证券监督管理委员会                                                   |
| CSRC                            | refers to | China Securities Regulatory Commission                        |
| 深交所                             | 指         | 深圳证券交易所                                                       |
| SZSE                            | refers to | Shenzhen Stock Exchange                                       |
| 国家食品药品监督管理总局                    | 指         | 中华人民共和国国家食品药品监督管理总局                                           |
| CFDA                            | refers to | China Food and Drug Administration                            |
| 汤臣倍健、本公司、公司                     | 指         | 汤臣倍健股份有限公司                                                    |
| BY-HEALTH, the Company, Company | refers to | BY-HEALTH CO., LTD.                                           |
| 股东大会                            | 指         | 汤臣倍健股份有限公司股东大会                                                |
| Board of Shareholders           | refers to | the board of shareholders of BY-HEALTH CO., LTD.              |
| 董事会                             | 指         | 汤臣倍健股份有限公司董事会                                                 |
| Board of Directors              | refers to | the Board of Directors of BY-HEALTH CO., LTD.                 |
| 监事会                             | 指         | 汤臣倍健股份有限公司监事会                                                 |
| Board of Supervisors            | refers to | the Board of Supervisors of BY-HEALTH CO., LTD.               |
| 中信证券、保荐人                        | 指         | 中信证券股份有限公司                                                    |
| CITIC Securities, Sponsor       | refers to | China International Trust and Investment Company              |
| 正中珠江、会计师                        | 指         | 广东正中珠江会计师事务所（特殊普通合伙）                                          |
| GP, Accountants                 | refers to | GP Certified Public Accountants (Special General Partnership) |
| 国浩律师、律师                         | 指         | 国浩律师（广州）事务所                                                   |
| Grandall, Law Firm              | refers to | Grandall Law Firm (Guangzhou)                                 |

|                            |                |                                                                                                                                                                           |
|----------------------------|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 汤臣药业                       | 指              | 汤臣倍健药业有限公司，是公司的全资子公司                                                                                                                                                      |
| BY-HEALTH Pharmacy         | refers to      | BY-HEALTH Pharmacy Co., Ltd. a Wholly-owned Subsidiary of the Company                                                                                                     |
| 广东佰嘉                       | 指              | 广东佰嘉药业有限公司，是公司的控股子公司                                                                                                                                                      |
| Guangdong Baijia           | refers to      | Guangdong Baijia Pharmacy Co., Ltd., a Holding Subsidiary of the Company                                                                                                  |
| 广东佰悦                       | 指              | 广东佰悦网络科技有限公司，是公司的控股子公司                                                                                                                                                    |
| Guangdong Baiyue           | refers to      | Guangdong Baiyue Network Technology Co., Ltd., a Holding Subsidiary of the Company                                                                                        |
| 广州佰健                       | 指              | 广州市佰健生物工程有限公司，是公司的全资子公司                                                                                                                                                   |
| Guangzhou Baijian          | refers to      | Guangzhou Baijian Bioengineering Co., Ltd. a Wholly-owned Subsidiary of the Company                                                                                       |
| 奈梵斯                        | 指              | 广州奈梵斯健康产品有限公司，是公司的全资子公司                                                                                                                                                   |
| Eleven Fence               | refers to      | Guangzhou Eleven Fence Health Product Co., Ltd. a Wholly-owned Subsidiary of the Company                                                                                  |
| 携泰健康<br>Xietai Health      | 指<br>refers to | 安徽携泰健康产业股份有限公司，是公司的参股公司<br>Anhui Xietai Health Industry Co., Ltd., a Joint Stock Company of the Company                                                                   |
| 鹏鼎创盈<br>Pengdingchuangying | 指<br>refers to | 公司对外投资的标的公司之一，深圳市鹏鼎创盈金融信息服务股份有限公司<br>one of the target companies for foreign investment of the Company, Shenzhen Pengdingchuangying Finance Information Service Co., Ltd. |
| 深圳倍泰<br>Shenzhen Beitai    | 指<br>refers to | 公司对外投资的标的公司之一，深圳市倍泰健康测量分析技术有限公司<br>one of the target companies for foreign investment of the Company, Shenzhen Beitai Health Measurement and Analysis Co., Ltd.           |
| 健康基金<br>Health Fund        | 指<br>refers to | 公司对外投资的标的公司之一，广发信德健康产业投资基金<br>one of the target companies for foreign investment of the Company, GF Xinde Health Industry Investment Fund                                 |
| 极简时代<br>Jijian Times       | 指<br>refers to | 北京极简时代软件科技有限公司，是公司的参股公司<br>Beijing Jijian Times Software Technology Co., Ltd., a Joint Stock Company of the Company                                                       |
| 北京桃谷<br>Beijing Taogu      | 指<br>refers to | 北京桃谷科技有限公司，是公司的参股公司<br>Beijing Taogu Technology Co., Ltd., a Joint Stock Company of the Company                                                                           |
| 上海臻鼎<br>Shanghai Zhending  | 指<br>refers to | 上海臻鼎电脑科技有限公司，是公司的参股公司<br>Shanghai Zhending Computer Technology Co., Ltd., a Joint Stock Company of the Company                                                            |

|                                                                 |                |                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 有棵树<br>Youkeshu                                                 | 指<br>refers to | 深圳市有棵树科技有限公司，是公司的参股公司<br>Shenzhen Youkeshu Technology Co., Ltd., a Joint Stock Company of the Company                                                                                                                                                                                                                                                                                   |
| 蓝海之略<br>Blue Ocean Strategy                                     | 指<br>refers to | 珠海市蓝海之略医疗有限公司，是公司的参股公司<br>Zhuhai Blue Ocean Strategy Medical Co., Ltd., a Joint Stock Company of the Company                                                                                                                                                                                                                                                                            |
| 上海凡迪<br>Shanghai Find                                           | 指<br>refers to | 上海凡迪生物科技有限公司，是公司的参股公司<br>Shanghai Find Bio-Tech Co., Ltd., a Joint Stock Company of the Company                                                                                                                                                                                                                                                                                         |
| 大姨吗<br>Dayima                                                   | 指<br>refers to | 公司对外投资的标的公司之一，KangSeed Technology Ltd.实体运营的主要业务<br>one of the target companies for foreign investment of the Company, main business run by KangSeed Technology Ltd.                                                                                                                                                                                                                     |
| 珠海佰泽<br>Zhuhai Baize                                            | 指<br>refers to | 珠海佰泽健康管理合伙企业，是公司第一期核心管理团队持股计划的持股平台<br>Zhuhai Baize Health Management Partnership Company, a holding platform of the first issue of holding plans of core management team of the Company                                                                                                                                                                                                 |
| 广州有加<br>Guangzhou Youjia                                        | 指<br>refers to | 广州有加投资合伙企业（有限合伙），是公司副总经理龙翠耘女士直接控制的企业<br>Guangzhou Youjia Investment Partnership Company (limited partnership), a company directly controlled by Ms. Long Cuiyun, deputy general manager of the Company                                                                                                                                                                                  |
| 膳食补充剂<br>Dietary Supplement                                     | 指<br>refers to | 以维生素、矿物质及动植物提取物为主要原料，通过口服补充人体必需的营养素和生物活性物质，达到提高机体健康水平和降低疾病风险的目的，一般以片剂或胶囊剂等浓缩形态存在<br>supplement that uses vitamins, minerals and animal and plant extracts as main ingredient to improve body health level and reduce risk of diseases by supplementing necessary nutrients and bioactivators through oral taking generally in forms of tablets or capsules and other concentrated forms |
| 非直销渠道、非直销领域<br>Non-direct sales channel, non-direct sales field | 指<br>refers to | 非直销是与直销相对应的销售模式，是传统的销售方式，一般完整的产销链条为：生产厂家-经销商（批发商）-零售终端-顾客<br>Non-direct sales are a sales pattern opposite to direct sales. It is a traditional sales pattern whose general complete chain of production and marketing is: manufacturer-distributor (wholesaler)- retail terminal- customer                                                                                             |
| 公司股票<br>Corporate Stock                                         | 指<br>refers to | 汤臣倍健 A 股股票<br>BY-HEALTH A-share Stocks                                                                                                                                                                                                                                                                                                                                                  |

|                                                                         |                   |                                                                                                                                    |
|-------------------------------------------------------------------------|-------------------|------------------------------------------------------------------------------------------------------------------------------------|
|                                                                         | to                |                                                                                                                                    |
| 《公司法》<br><i>Company Law</i>                                             | 指<br>refers<br>to | 《中华人民共和国公司法》<br><i>Company Law of the People's Republic of China</i>                                                               |
| 《证券法》<br><i>Securities Law</i>                                          | 指<br>refers<br>to | 《中华人民共和国证券法》<br><i>Securities Law of the People's Republic of China</i>                                                            |
| 《上市规则》<br><i>Listing Rules</i>                                          | 指<br>refers<br>to | 《深圳证券交易所创业板股票上市规则》<br><i>Shenzhen Stock Exchange GEM Stock Listing Rules</i>                                                       |
| 《规范运作指引》<br><i>Standard Operation Guidance</i>                          | 指<br>refers<br>to | 《深圳证券交易所创业板上市公司规范运作指引》<br><i>Shenzhen Stock Exchange GEM Standard Operation Guidance for Listed Companies</i>                      |
| 《公司章程》<br><i>Articles of Association</i>                                | 指<br>refers<br>to | 《汤臣倍健股份有限公司章程》<br><i>Articles of Association of BY-HEALTH CO., LTD.</i>                                                            |
| 激励计划<br><i>Incentive Plan</i>                                           | 指<br>refers<br>to | 《汤臣倍健股份有限公司股票期权激励计划（草案）》<br><i>Incentive Plan (Draft) for Stock Options of BY-HEALTH CO., LTD.</i>                                 |
| 员工持股计划<br><i>Employee Holding Plan</i>                                  | 指<br>refers<br>to | 第一期核心管理团队持股计划暨“汤臣倍健超级合伙人”计划<br>The First Issue of Holding Plan for Core Management Team the "BY-HEALTH Super Partner" Plan         |
| 元、万元<br><i>Yuan, Ten Thousand Yuan</i>                                  | 指<br>refers<br>to | 人民币元、人民币万元<br>RMB Yuan, RMB Ten Thousand Yuan                                                                                      |
| 报告期<br><i>Report Period</i>                                             | 指<br>refers<br>to | 2015 年 1 月 1 日至 2015 年 12 月 31 日<br>the period from January 01, 2015 to December 31, 2015                                          |
| 上年同期<br>Amount at the Same Period Compared to that of the Previous Year | 指<br>refers<br>to | 2014 年 1 月 1 日至 2014 年 12 月 31 日<br>the period from January 01, 2014 to December 31, 2014                                          |
| 巨潮资讯网<br><i>Cninf</i>                                                   | 指<br>refers<br>to | <a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a><br><a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a> |



## 第二节公司简介和主要财务指标

## Section II Company Profile and

## Main Financial Index

## 一、公司信息

## I. Company Information

|                                                      |                                                                                         |            |        |
|------------------------------------------------------|-----------------------------------------------------------------------------------------|------------|--------|
| 股票简称                                                 | 汤臣倍健                                                                                    | 股票代码       | 300146 |
| Stock Abbreviation                                   | BY-HEALTH                                                                               | Stock Code |        |
| 公司的中文名称                                              | 汤臣倍健股份有限公司                                                                              |            |        |
| Chinese Name of Company                              |                                                                                         |            |        |
| 公司的中文简称                                              | 汤臣倍健                                                                                    |            |        |
| Abbreviation of Chinese Name of Company              |                                                                                         |            |        |
| 公司的外文名称（如有）                                          | BY-HEALTH CO., LTD                                                                      |            |        |
| English Name of Company (if any)                     |                                                                                         |            |        |
| 公司的外文名称缩写（如有）                                        | BY-HEALTH                                                                               |            |        |
| Abbreviation of English Name of the Company (if any) |                                                                                         |            |        |
| 公司的法定代表人                                             | 梁允超                                                                                     |            |        |
| Legal Representative of the Company                  | Liang Yunchao                                                                           |            |        |
| 注册地址                                                 | 广东省珠海市金湾区三灶科技工业园星汉路 19 号                                                                |            |        |
| Registered Address                                   | 19 Xinghan Rd. Sanzhao Sci-tech Industrial Park, Jinwan District, Zhuhai, Guangdong     |            |        |
| 注册地址的邮政编码                                            | 519040                                                                                  |            |        |
| Postcode of Registered Address                       | 519040                                                                                  |            |        |
| 办公地址                                                 | 广东省广州市科学城科学大道中 99 号科汇金谷 3 街 3 号                                                         |            |        |
| Office Address                                       | #3 3rd Kehuijingu Street, 99 Central Kexue Avenue, Science City of Guangzhou, Guangdong |            |        |
| 办公地址的邮政编码                                            | 510663                                                                                  |            |        |



|                                             |                                                        |
|---------------------------------------------|--------------------------------------------------------|
| Postcode of Office Address                  | 510663                                                 |
| 公司国际互联网网址<br>Global Website of the Company: | http://www.by-health.com/<br>http://www.by-health.com/ |
| 电子信箱<br>Email                               | tcbj@by-health.com<br>tcbj@by-health.com               |

## 二、联系人和联系方式

## II. Contact Person and Contact Information

|                          | 董事会秘书<br>Secretary of President                                                                                | 证券事务代表<br>Representative of Securities Affairs                                                                 |
|--------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 姓名<br>Name               | 胡超<br>Hu Chao                                                                                                  | 唐金银<br>Tang Jinyin                                                                                             |
| 联系地址<br>Contact Address: | 广州市科学城科学大道中 99 号科汇金谷 3 街 3 号<br>3 3rd Kehuijingu Street, 99 Central Kexue Avenue,<br>Science City of Guangzhou | 广州市科学城科学大道中 99 号科汇金谷 3 街 3 号<br>3 3rd Kehuijingu Street, 99 Central Kexue Avenue,<br>Science City of Guangzhou |
| 电话<br>Tel.:              | 020-28956667                                                                                                   | 020-28956666                                                                                                   |
| 传真<br>Fax:               | 020-28957910                                                                                                   | 020-28957910                                                                                                   |
| 电子信箱<br>Email            | huc@by-health.com                                                                                              | tcbj@by-health.com                                                                                             |

## 三、信息披露及备置地点

## III. Information Disclosure and Place for Filing

|                                                             |                                                                                                        |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| 公司选定的信息披露媒体的名称<br>Name of media selected by the Company for | 《中国证券报》、《证券时报》、《上海证券报》、《证券日报》<br>China Securities Journal, Securities Times, Shanghai Securities News, |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|

|                                                                                                                  |                                                                                                        |
|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| information disclosure                                                                                           | Securities Daily                                                                                       |
| 登载年度报告的中国证监会指定网站的网址<br>Website designated by China Securities Regulatory Commission for Publishing Annual Report | 巨潮资讯网 <a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a><br>Cninfhttp://www.cninfo.com.cn |
| 公司年度报告备置地点<br>Place for Filing Annual report of the Company                                                      | 公司董秘办<br>Secretary Office of the Company                                                               |

#### 四、其他有关资料

#### IV. Other Related Information

公司聘请的会计师事务所

Accounting Firm hired by the Company

|                                                 |                                                                                         |
|-------------------------------------------------|-----------------------------------------------------------------------------------------|
| 会计师事务所名称<br>Name of Accounting Firm             | 广东正中珠江会计师事务所（特殊普通合伙）<br>GP Certified Public Accountants (Special General Partnership)   |
| 会计师事务所办公地址<br>Address of Accounting Firm Office | 广州市东风东路 555 号粤海集团大厦 10 楼<br>10F, Yuehai Group building, 555 Dongfeng East Rd. Guangzhou |
| 签字会计师姓名<br>Name of Signatory Accountant         | 陈昭、谭灏<br>Chen Zhao, Tan Hao                                                             |

公司聘请的报告期内履行持续督导职责的保荐机构

Sponsor Institution hired by the Company responsible for continuous guidance during report period

☒ 适用 ☐ 不适用

☒Applicable ☐Not Applicable

| 保荐机构名称<br>Name of Sponsor Institution                          | 保荐机构办公地址<br>Office Address of Sponsor Institution                                                                                          | 保荐代表人姓名<br>Legal Representative of Sponsor Institution | 持续督导期间<br>Continuous supervision and guidance period                      |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------|
| 中信证券股份有限公司<br>China International Trust and Investment Company | 广东省深圳市福田区中心三路 8 号卓越时代广场（二期）北座<br>North Building of Zhuoyue Times Plaza (Phase II) 8 Zhongxin 3rd Rd., Futian District, Shenzhen, Guangdong | 秦成栋、曾劲松<br>Qin Chengdong, Zeng Jingsong                | 2015 年 2 月 26 日-2017 年 12 月 31 日<br>February 26, 2015 - December 31, 2017 |

公司聘请的报告期内履行持续督导职责的财务顾问

Financial consultant hired by the Company responsible for continuous guidance during report period

☐ 适用 ☒ 不适用

☐Applicable ☒Not Applicable

## 五、主要会计数据和财务指标

## V. Major Accounting Data and Financial Index

公司是否因会计政策变更及会计差错更正等追溯调整或重述以前年度会计数据

Will the company make retroactive adjustments or restate previous annual accounting data due to change of accounting policy and correction of accounting error

☐ 是 ☒ 否

☐ Yet ☒ Not

|                                                                                                                                                            | 2015 年<br>Year 2015    | 2014 年<br>Year 2014    | 本年比上年增减<br>Increase or decrease<br>this year compared<br>with that of last year  | 2013 年<br>Year 2013    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|----------------------------------------------------------------------------------|------------------------|
| 营业收入（元）<br>Operating Revenue (RMB)                                                                                                                         | 2,266,043,013.70       | 1,704,980,536.89       | 32.91%                                                                           | 1,482,241,903.64       |
| 归属于上市公司股东的净利润<br>（元）<br>Net Profit attributable to<br>Shareholders of Listed Company<br>(RMB)                                                              | 635,496,096.73         | 502,594,966.94         | 26.44%                                                                           | 421,686,349.16         |
| 归属于上市公司股东的扣除非<br>经常性损益的净利润（元）<br>Net Profit attributable to<br>Shareholders of Listed Company<br>after Deduction of Non-recurring<br>Profit and Loss (RMB) | 609,206,905.81         | 470,297,747.08         | 29.54%                                                                           | 422,102,700.62         |
| 经营活动产生的现金流量净额<br>（元）<br>Net Cash Flow from Business<br>Activities (RMB)                                                                                    | 634,893,057.19         | 560,640,271.74         | 13.24%                                                                           | 626,512,474.31         |
| 基本每股收益（元/股）<br>Basic EPS (RMB/share)                                                                                                                       | 0.89                   | 0.77                   | 15.58%                                                                           | 0.64                   |
| 稀释每股收益（元/股）<br>Diluted EPS (RMB/share)                                                                                                                     | 0.89                   | 0.76                   | 17.11%                                                                           | 0.64                   |
| 加权平均净资产收益率<br>Weighted Mean Return on Equity                                                                                                               | 15.69%                 | 22.02%                 | -6.33%                                                                           | 20.57%                 |
|                                                                                                                                                            | 2015 年末<br>End of 2015 | 2014 年末<br>End of 2014 | 本年末比上年末增减<br>Increase or Decrease<br>of End of This Year<br>Compared with End of | 2013 年末<br>End of 2013 |



|                                                                                              |                  |                  | Previous year |                  |
|----------------------------------------------------------------------------------------------|------------------|------------------|---------------|------------------|
| 资产总额（元）<br>Total Assets (RMB)                                                                | 4,905,409,684.72 | 2,701,174,365.96 | 81.60%        | 2,455,327,971.30 |
| 归属于上市公司股东的净资产<br>（元）<br>Net Assets Attributable to<br>Shareholders of Listed<br>Company(RMB) | 4,562,015,300.34 | 2,447,695,999.81 | 86.38%        | 2,232,778,425.45 |

截止披露前一交易日的公司总股本：

Total Capital Stock of the Company One Transaction Day  
before Disclosure:

|                                                                                                                 |             |
|-----------------------------------------------------------------------------------------------------------------|-------------|
| 截止披露前一交易日的公司总股本（股）<br>Total Capital Stock (Share) of the Company One Transaction<br>Day before Disclosure       | 728,010,940 |
| 用最新股本计算的全面摊薄每股收益（元/股）<br>Fully Diluted Earnings per Share Calculated in the Latest<br>Capital Stock (RMB/share) | 0.8729      |

是否存在公司债

Is there any corporate bonds

☐ 是 ☒ 否

☐ Yet ☒ Not

公司是否存在最近两年连续亏损的情形

Are there any losses in 2 consecutive years recently in the  
Company?

☐ 是 ☒ 否 ☐ 不适用

☐ Yet ☒ Not ☐ Not Applicable

## 六、分季度主要财务指标

## VI. Major Financial Index each Quarter

单位：元

Monterey Unit: RMB

|                                                                                | 第一季度<br>Q1     | 第二季度<br>Q2     | 第三季度<br>Q3     | 第四季度<br>Q4     |
|--------------------------------------------------------------------------------|----------------|----------------|----------------|----------------|
| 营业收入<br>Operating Revenue                                                      | 577,639,804.42 | 599,408,619.36 | 603,554,615.97 | 485,439,973.95 |
| 归属于上市公司股东的净利润<br>Net Profits Attributable to<br>Shareholders of Listed Company | 205,257,945.08 | 211,658,933.33 | 167,814,520.20 | 50,764,698.12  |

|                                                                                                                                            |                |                |                |               |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|----------------|---------------|
| 归属于上市公司股东的扣除非经常性损益的净利润<br>Net Profit Attributable to Shareholders of Listed Company after Deduction of Non-recurring Profit and Loss (RMB) | 194,330,638.74 | 213,165,292.05 | 160,961,538.85 | 40,749,436.17 |
| 经营活动产生的现金流量净额<br>Net Cash Flow from Operating Activities                                                                                   | 138,912,763.80 | 287,417,459.76 | 155,585,151.55 | 52,977,682.08 |

上述财务指标或其加总数是否与公司已披露季度报告、半年度报告相关财务指标存在重大差异

☐ 是 ☒ 否

Whether there exists significant difference between the above financial index or its total amount and relevant financial index indicated in the disclosed quarterly report and semi-annual report of the Company

☐ Yet ☒ Not

## 七、境内外会计准则下会计数据差异

## VII. Difference of Accounting Data between Domestic and Foreign Accounting Standards

1、同时按照国际会计准则与按照中国会计准则披露的财务报告中净利润和净资产差异情况

1. Difference of Net Profit and Net Asset in Financial Statements Disclosed between International Accounting Standards and Chinese Accounting Standards

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

2、同时按照境外会计准则与按照中国会计准则披露的财务报告中净利润和净资产差异情况

2. Difference of Net Profit and Net Asset in Financial Statements Disclosed between Overseas Accounting Standards and Chinese Accounting Standards

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

3、境内外会计准则下会计数据差异原因说明

3. Description of the Reasons for the Difference of Accounting Data between Domestic and Foreign Accounting Standards

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 八、非经常性损益项目及金额

## VIII. Item and Amount of Non-Recurring Profit and Loss

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：元

Monetary Unit: RMB

| 项目<br>Item                                                                                                                                                                                                                               | 2015 年金额<br>Amount in 2015 | 2014 年金额<br>Amount in 2014 | 2013 年金额<br>Amount in 2013 | 说明<br>Notes                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|----------------------------|---------------------------------------------------|
| 非流动资产处置损益（包括已计提资产减值准备的冲销部分）<br>Profit and Loss from Disposal of Non-current Assets (including write-off of asset impairment reserves withdrawn)                                                                                          | -535,349.32                | -949,986.07                | -5,199,607.94              | -                                                 |
| 计入当期损益的政府补助（与企业业务密切相关，按照国家统一标准定额或定量享受的政府补助除外）<br>Government Subsidies included into Current Profit and Loss (closely related to enterprise business, except for government subsidies in quota or quantity of unified national standards) | 29,486,041.82              | 38,384,964.64              | 6,273,374.44               | 政府补助<br>Government Subsidies                      |
| 除上述各项之外的其他营业外收入和支出<br>Other nonbusiness incomes and expenditures other than the aforesaid items                                                                                                                                          | -9,825,506.15              | 695,052.49                 | -657,839.51                | 2015 年主要为对外捐赠<br>Mainly Foreign Donations in 2015 |
| 其他符合非经常性损益定义的损益项目<br>Other profits and losses items in line with the definition of non-recurring profits and losses                                                                                                                      | 12,099,708.90              |                            |                            | 理财产品收益<br>Incomes from Financing Products         |
| 减：所得税影响额<br>Minus: Influenced Amount of Income Tax                                                                                                                                                                                       | 4,845,670.04               | 5,832,811.20               | 832,278.45                 | -                                                 |
| 少数股东权益影响额（税后）<br>Influenced Amount of Minority Equity (After-Tax)                                                                                                                                                                        | 90,034.29                  |                            |                            | -                                                 |
| 合计<br>Total                                                                                                                                                                                                                              | 26,289,190.92              | 32,297,219.86              | -416,351.46                | -                                                 |

对公司根据《公开发行证券的公司信息披露解释性公告第 1 号》Account for items of non-recurring profit and loss defined, and

——非经常性损益》定义界定的非经常性损益项目，以及把《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》中列举的非经常性损益项目界定为经常性损益的项目，应说明原因

☐ 适用 ☒ 不适用

公司报告期不存在将根据《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》定义、列举的非经常性损益项目界定为经常性损益的项目的情形。

non-recurring profit and loss defined as recurring profit and loss listed in *Explanatory Announcement No.1 on Information Disclosure for Companies Offering Their Securities to the Public--Non-recurring Profit and Loss*

☐Applicable ☒Not Applicable

There are no situations in which items of non-recurring profit and loss defined, and non-recurring profit and loss defined as recurring profit and loss listed in *Explanatory Announcement No.1 on Information Disclosure for Companies Offering Their Securities to the Public--Non-recurring Profit and Loss*.



### 第三节公司业务概要

### Section III Corporate Business

#### Overview

#### 一、报告期内公司从事的主要业务

#### I. Main Businesses of the Company in Report Period

##### 1. 报告期总体经营情况回顾

##### 1. Retrospect of Overall Business Conditions in the Report Period

2015年是公司全新战略布局实施的第一年。报告期内，公司始终坚持“取自全球，健康全家”的品牌理念，管理层紧密围绕《2015-2017年度经营规划纲要》的要求以及年初既定的2015年度经营计划目标，制定全新发展战略规划，明晰发展目标与实施路径；建立管理层持股机制，打造事业合伙人；发力广东佰嘉“健力多”单品品牌；推出全新的科学贵细药材品牌“无限能”；培育线上业务板块，成立线上业务公司，先后推出互联网女性美丽健康品牌“每日每加”与运动营养专业品牌“GymMax 健乐多”；加大投入打造“营养家”会员平台。报告期内，公司实现营业收入226,604.30万元，较上年同期增长32.91%；归属于上市公司股东的净利润63,549.61万元，较上年同期增长26.44%。公司资产质量良好，财务状况健康，已成为中国膳食补充剂行业的领导企业之一。

Year 2015 is the first year of the implementation of new strategic layout of the Company. In the report period, the Company has been following the brand concept of "taking from the globe and facilitating the health of the whole family" and the management has been closely embracing the requirements of *Annual Business Planning Outline of 2015-2017* and the vested objective of annual business plan of 2015 to formulate brand-new development strategic planning and clarify development objective and implementation path; to establish management holding mechanism to create business partners; exert efforts in the brand of Guangdong Baijia "Keylid" brand; promote the new scientific precious and fine medicine brand "Infinite"; cultivate on-line business segments and establish on-line business companies; successively promote Internet women beauty and health brand "Add to Each Day" and sports professional nutrition brand "GymMax Keylid"; increase the input in

making the "Nutritionist" membership platform. In the report period, the Company realized a business income of RMB 2,266,043,000, which increased by 32.91% compared with the same period of last year; net profit pertaining to shareholders of listed companies was RMB 635,496,100, which increased by 26.44% compared to the same period of last year. The Company has good asset quality and is in healthy financial condition, becoming one of the leading enterprises in the industry of dietary supplement in China.

公司管理层致力于落实《2015-2017年度经营规划纲要》的要求，在主业稳步增长的基础上持续打造与完善大健康产业生态布局，积极布局移动健康管理、互联网医疗、生命科学等大健康领域，公司继续保持良好的发展态势。

The management of the Company is devoted to implementing the *Annual Business Planning Outline of 2015-2017* and continuing the creation and improvement of the ecological layout of big health based on steady growth of main businesses as well as taking the initiative in the layout of mobile health management, Internet medical treatment, life sciences and other fields of big health in a good development potential.

## 二、主要资产重大变化情况

## II. Significant Change of Prime Assets

### 1、主要资产重大变化情况

### 1. Significant Change of Prime Assets

| 主要资产<br>Prime Assets | 重大变化说明<br>Description of Significant Change |
|----------------------|---------------------------------------------|
|----------------------|---------------------------------------------|

|                                 |                                                                                                                                                                                                                                                                                                             |
|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 股权资产<br>Equity Assets           | 长期股权投资年末余额 22,846.83 万元，较年初余额增长 1,042.34%，增加对外股权投资。<br>The closing balance of long-term equity investments was RMB 228,468,300, which increased by 1042.34% compared with the opening balance. Foreign equity investment was increased.                                                                     |
| 固定资产<br>Fixed Assets            | 无重大变化。<br>No Significant Change.                                                                                                                                                                                                                                                                            |
| 无形资产<br>Intangible Assets       | 无形资产年末余额 14,225.14 万元，较年初余额增加 75.11%，主要是汤臣药业珠海横琴地块产生的土地使用权及软件增加。<br>The closing balance of intangible assets was RMB 142,251,400, which increased by 75.11% compared with the opening balance. It is mainly due to the increase of land use right and software from the Zhuhai Hengqin Parcel of BY-HEALTH. |
| 在建工程<br>Construction in Process | 在建工程年末余额 20,010.93 万元，较年初余额增加 32.90%，主要是#4 厂房建设投入。<br>The closing balance of construction in progress was RMB 200,109,300, which increased by 32.90% compared with the opening balance. It is mainly due to the input in the construction of factory building #4.                                           |

## 2、主要境外资产情况

## 2. Prime Foreign Assets

☐适用 ☒不适用

☐Applicable ☒Not Applicable

## 三、核心竞争力分析

## III. Core Competency Analysis

报告期内，公司竞争能力无重大变化。

There is no significant change of core competency of the Company in the report period.

### (1) 土地使用权

### (1) Land Use Right

| 房产证/土地使用权编号<br>Property Ownership Certificate/Land Use Right No. | 类型<br>Type              | 取得方式<br>Acquisition Mode | 土地位置<br>Location                                                                          | 使用权期限<br>Use Right Duration                    | 土地面积<br>(m <sup>2</sup> )<br>Area (m <sup>2</sup> ) |
|------------------------------------------------------------------|-------------------------|--------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------|-----------------------------------------------------|
| 粤房地权证珠字第0200031544号<br>YFDQZZZ<br>No.0200031544                  | 工业用地<br>Industrial Land | 转让<br>Transfer           | 珠海市金湾区三灶科技工业园星汉路19号<br>#19 Xinghan Rd. Sanzhao Sci-tech Industrial Park, Jinwan District, | 2004.10.25-2054.10.24<br>2004.10.25-2054.10.24 | 32,637.3                                            |

|                                                   |                                                                             |                |                                                                                                                                                                                                          |                                                |          |
|---------------------------------------------------|-----------------------------------------------------------------------------|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|----------|
|                                                   |                                                                             |                | Zhuhai                                                                                                                                                                                                   |                                                |          |
| 粤房地权证珠字第0200033105号<br>YFDQZZZ<br>No.0200033105   | 工业用地<br>Industrial Land                                                     | 转让<br>Transfer | 珠海市金湾区三灶镇星汉路17号<br>#17 Xinghan Rd. Sanzhao County, Jinwan District, Zhuhai                                                                                                                               | 2007.4.27-2057.4.26<br>2007.4.27-2057.4.26     | 33,869.3 |
| 粤房地权证珠字第0200040300号<br>YFDQZZZ<br>No.0200040300   | 工业用地<br>Industrial Land                                                     | 出让<br>Transfer | 珠海市金湾区三灶镇星汉路82号<br>#82 Xinghan Rd. Sanzhao County, Jinwan District, Zhuhai                                                                                                                               | 2012.08.22-2062.08.21<br>2012.08.22-2062.08.21 | 22,711.7 |
| 穗府国用(2013)第05000107号<br>SFGY(2013)<br>No.05000107 | 工业用地<br>Industrial Land                                                     | 出让<br>Transfer | 广州市萝岗区瑞和路西南、瑞源路西北, KXCD-D2<br>KXCD-D2, Southwest of Ruihe Rd. and Northwest of Ruiyuan Rd., Luogang District, Guangzhou                                                                                  | 2012.2.20-2062.2.20<br>2012.2.20-2062.2.20     | 10,054   |
| 粤房地权证珠字第0200039966号<br>YFDQZZZ<br>No.0200039966   | 工业用地<br>Industrial Land                                                     | 出让<br>Transfer | 珠海市金湾区三灶镇星汉路92号<br>#92 Xinghan Rd. Sanzhao County, Jinwan District, Zhuhai                                                                                                                               | 2013.08.01-2063.07.31<br>2013.08.01-2063.07.31 | 21,097.7 |
| 粤房地权证珠字第0200041294号<br>YFDQZZZ<br>No.0200041294   | 工业用地<br>Industrial Land                                                     | 出让<br>Transfer | 珠海市金湾区三灶镇三灶科技园工业区、星汉路旁<br>Next to Xinghan Rd., Sanzhao Sci-tech Industrial Park, Sanzhao County, Jinwan District, Zhuhai                                                                                 | 2013.12.26-2063.12.25<br>2013.12.26-2063.12.25 | 88,566.2 |
| 珠横国土储2014-26号<br>ZHGTG No.2014-26                 | 中医保健及商务配套用地<br>Auxiliary Land for Chinese Medicine Health Care and Business | 出让<br>Transfer | 横琴新区琴海西路东侧、胜洲二路南、厚朴路西侧、胜洲一路北侧<br>East Side of Qinhai West Rd., South Side of Shengzhou 2 <sup>nd</sup> Rd., West Side of Houpu Rd. and North Side of Shengzhou 1 <sup>st</sup> Rd., Hengqin New District | 2014.02.28-2054.02.27<br>2014.02.28-2054.02.27 | 15,000   |

## (2) 专利及专利使用权

## (2) Patent and Patent Licensing

截至2015年12月31日, 公司拥有66项专利技术使用权, 其中报告期内新增26项, 新增情况如下:

As of December 31, 2015, the Company owned 66 patent licenses, including 26 newly added in the report period as follows:

| 序号<br>SN | 专利号<br>Patent No. | 专利名称<br>Patent Name                                                                                              | 类别<br>Category  | 取得方式<br>Acquisition Method        | 取得时间<br>Acquisition Date | 专利权人<br>Patentee  | 有效期至<br>Period of Validity to |
|----------|-------------------|------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------------------|--------------------------|-------------------|-------------------------------|
| 1        | ZL 201310241657.2 | 可以改善肠胃功能的硬胶囊及其制备方法<br>Hard capsule to improve gastrointestinal function and its preparation method               | 发明<br>Invention | 原始取得<br>Original Acquisition      | 2015.01.14<br>2015.01.14 | 汤臣倍健<br>BY-HEALTH | 2033.06.17<br>2033.06.17      |
| 2        | ZL 201310182570.2 | 珍珠粉维生素CE胶囊及其制备方法<br>Pearl powder vitamin CE capsule and its preparation method                                   | 发明<br>Invention | 原始取得<br>Original Acquisition      | 2015.01.14<br>2015.01.14 | 汤臣倍健<br>BY-HEALTH | 2033.05.15<br>2033.05.15      |
| 3        | ZL 201310182569.X | 左旋肉碱茶多酚片及其制备方法<br>L-carnitine cholestrol tablet and its preparation method                                       | 发明<br>Invention | 原始取得<br>Original Acquisition      | 2015.02.11<br>2015.02.11 | 汤臣倍健<br>BY-HEALTH | 2033.05.15<br>2033.05.15      |
| 4        | ZL 201010291311.X | 预防和治疗糖尿病的组合物、其制备方法及应用<br>Combination to prevent and cure diabetes and its preparation method and application     | 发明<br>Invention | 受让取得<br>Acquired through Transfer | 2015.01.13<br>2015.01.13 | 汤臣倍健<br>BY-HEALTH | 2030.09.24<br>2030.09.24      |
| 5        | ZL 201310253539.3 | 一种稳定性好的改善记忆力组合物、胶囊以及制备方法<br>A finely stable combination and capsule to improve memory and its preparation method | 发明<br>Invention | 原始取得<br>Original Acquisition      | 2015.05.07<br>2015.05.07 | 汤臣倍健<br>BY-HEALTH | 2033.06.23<br>2033.06.23      |
| 6        | ZL 201420591354.3 | 一种镂空传送设备                                                                                                         | 实用              | 原始取得                              | 2015.01.28               | 汤臣倍健              | 2024.10.12                    |

|    |                   |                                                                                           |                              |                                     |                          |                       |                          |
|----|-------------------|-------------------------------------------------------------------------------------------|------------------------------|-------------------------------------|--------------------------|-----------------------|--------------------------|
|    |                   | A type of hollow conveyer                                                                 | 新型<br>Utility<br>Model       | Original<br>Acquisitio<br>n         | 2015.01.28               | BY-HEALT<br>H         | 2024.10.12               |
| 7  | ZL 201520247244.X | 一种干燥剂破包检测装置及干燥剂投放机<br>A type of desiccant broken package detector and desiccant projector | 实用<br>新型<br>Utility<br>Model | 原始取得<br>Original<br>Acquisitio<br>n | 2015.08.19<br>2015.08.19 | 汤臣倍健<br>BY-HEALT<br>H | 2025.04.21<br>2025.04.21 |
| 8  | ZL 201520518740.4 | 一种自动配浆喷浆桶<br>A type of automatic slurry preparation and spray bucket                      | 实用<br>新型<br>Utility<br>Model | 原始取得<br>Original<br>Acquisitio<br>n | 2015.12.16<br>2015.12.16 | 汤臣倍健<br>BY-HEALT<br>H | 2025.07.15<br>2025.07.15 |
| 9  | ZL 201430196587.9 | 包装瓶（多维系列）<br>Packing bottle (multi-vitamin series)                                        | 外观<br>Appearance             | 原始取得<br>Original<br>Acquisitio<br>n | 2015.01.07<br>2015.01.07 | 汤臣倍健<br>BY-HEALT<br>H | 2024.06.22<br>2024.06.22 |
| 10 | ZL 201430313649.X | 包装瓶（辅助降血糖片）<br>Packing bottle (assistant hypoglycemic tablet)                             | 外观<br>Appearance             | 原始取得<br>Original<br>Acquisitio<br>n | 2015.01.28<br>2015.01.28 | 汤臣倍健<br>BY-HEALT<br>H | 2024.08.27<br>2024.08.27 |
| 11 | ZL 201430313926.7 | 包装瓶（盖尔乐）<br>Packing bottle (Gaierle)                                                      | 外观<br>Appearance             | 原始取得<br>Original<br>Acquisitio<br>n | 2015.01.28<br>2015.01.28 | 汤臣倍健<br>BY-HEALT<br>H | 2024.08.27<br>2024.08.27 |
| 12 | ZL 201430313648.5 | 包装瓶（酵母片系列）<br>Packing bottle (yeast tablet)                                               | 外观<br>Appearance             | 原始取得<br>Original                    | 2015.01.28<br>2015.01.28 | 汤臣倍健<br>BY-HEALT      | 2024.08.27<br>2024.08.27 |

|    |                   | series)                                                    | rance                    | Acquisitio<br>n                         |                              | H                         |                              |
|----|-------------------|------------------------------------------------------------|--------------------------|-----------------------------------------|------------------------------|---------------------------|------------------------------|
| 13 | ZL 201430455933.0 | 包装盒（灵芝）<br><br>Packing Box (Ganoderma)                     | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.05.27<br><br>2015.05.27 | 汤臣倍健<br><br>BY-HEALT<br>H | 2024.11.17<br><br>2024.11.17 |
| 14 | ZL 201430455932.6 | 包装盒（三七）<br><br>Packing box (pseudo-ginseng)                | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.05.27<br><br>2015.05.27 | 汤臣倍健<br><br>BY-HEALT<br>H | 2024.11.17<br><br>2024.11.17 |
| 15 | ZL 201430455661.4 | 包装瓶（三七系列）<br><br>Packing bottle (pseudo-ginseng<br>series) | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.04.29<br><br>2015.04.29 | 汤臣倍健<br><br>BY-HEALT<br>H | 2024.11.17<br><br>2024.11.17 |
| 16 | ZL 201530153096.0 | 包装瓶（健乐多系列）<br><br>Packing bottle (Jianleduo series)        | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.5.19<br><br>2025.5.19   |
| 17 | ZL 201530153256.1 | 包装盒（健乐多系列）<br><br>Packing box (Jianleduo series)           | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.05.19<br><br>2025.05.19 |
| 18 | ZL 201530153141.2 | 包装盒（十二篮蛋白棒）<br><br>Packing box (12Lan protein bar)         | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.05.19<br><br>2025.05.19 |
| 19 | ZL 201530153331.4 | 包装盒（每日每加蛋白棒系列）<br><br>Packing box (add to each day         | 外观<br><br>Appea          | 原始取得<br><br>Original                    | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT      | 2025.05.19<br><br>2025.05.19 |

|    |                   |                                                                         |                          |                                         |                              |                           |                              |
|----|-------------------|-------------------------------------------------------------------------|--------------------------|-----------------------------------------|------------------------------|---------------------------|------------------------------|
|    |                   | protein bar series)                                                     | range                    | Acquisitio<br>n                         |                              | H                         |                              |
| 20 | ZL 201530153454.8 | 包装盒（健乐多蛋白棒黑色系列）<br><br>Packing box (Jianleduo protein bar black series) | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.05.19<br><br>2025.05.19 |
| 21 | ZL 201530153262.7 | 包装罐（每日每加胶囊系列）<br><br>Packing can (add to each day capsule series)       | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.05.19<br><br>2025.05.19 |
| 22 | ZL 201530211160.6 | 包装瓶（茶多酚荷叶片）<br><br>Packing bottle (TP lutus leaf slice)                 | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.06.23<br><br>2025.06.23 |
| 23 | ZL 201530211116.5 | 包装瓶（乳清蛋白固体饮料）<br><br>Packing bottle (whey protein solid drink)          | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.09.30<br><br>2015.09.30 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.06.23<br><br>2025.06.23 |
| 24 | ZL 201530211092.3 | 包装瓶<br><br>Packing bottle                                               | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.10.28<br><br>2015.10.28 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.06.23<br><br>2025.06.23 |
| 25 | ZL 201530211075.X | 包装瓶（小熊系列）<br><br>Packing Bottle (little bear series)                    | 外观<br><br>Appea<br>rance | 原始取得<br><br>Original<br>Acquisitio<br>n | 2015.10.28<br><br>2015.10.28 | 汤臣倍健<br><br>BY-HEALT<br>H | 2025.06.23<br><br>2025.06.23 |
| 26 | ZL 201530211176.7 | 包装瓶（妈妈系列）                                                               | 外观                       | 原始取得                                    | 2015.10.28                   | 汤臣倍健                      | 2025.06.23                   |



|  |  |                              |                |                             |            |               |            |
|--|--|------------------------------|----------------|-----------------------------|------------|---------------|------------|
|  |  | Packing bottle (mama series) | Appea<br>rance | Original<br>Acquisitio<br>n | 2015.10.28 | BY-HEALT<br>H | 2025.06.23 |
|--|--|------------------------------|----------------|-----------------------------|------------|---------------|------------|

### (3) 注册商标情况

### (3)Registered Trademarks

#### ①国内注册商标

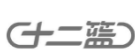
#### ① Registered Domestic Trademarks

截至2015年12月31日，公司在国内已获注册的商标共计702项，其中报告期内新增146项，具体如下：

As of December 31, 2015, the Company kept a total of 702registered trademarks in China, including the 146 new trademarks in the report period, which are specifically as follows:

| 序号<br>SN | 商标名称<br>Name of Trademark                                                           | 注册号<br>Registration No. | 商品类别<br>Category of Commodity | 取得方式/时间<br>Acquisition Method/Date                   | 有效期限<br>Period of Validity                     |
|----------|-------------------------------------------------------------------------------------|-------------------------|-------------------------------|------------------------------------------------------|------------------------------------------------|
| 1        | 健力多<br>JIAN LI DUO                                                                  | 13332280                | 5                             | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 2        | 健力多                                                                                 | 14414415                | 9                             | 原始取得2015.06.14<br>Original Acquisition<br>2015.06.14 | 2015.06.14—2025.06.13<br>2015.06.14—2025.06.13 |
| 3        |  | 13592052                | 35                            | 原始取得2015.02.21<br>Original Acquisition<br>2015.02.21 | 2015.02.21—2025.02.20<br>2015.02.21—2025.02.20 |
| 4        | KEYLID<br>健力多                                                                       | 12103710                | 42                            | 原始取得2015.06.14<br>Original Acquisition<br>2015.06.14 | 2015.06.14—2025.06.13<br>2015.06.14—2025.06.13 |
| 5        | KEYLID<br>健力多                                                                       | 12103736                | 43                            | 原始取得2015.03.28<br>Original Acquisition<br>2015.03.28 | 2015.03.28—2025.03.27<br>2015.03.28—2025.03.27 |
| 6        | KEYLID<br>健力多                                                                       | 12103693                | 44                            | 原始取得2015.06.14<br>Original Acquisition<br>2015.06.14 | 2015.06.14—2025.06.13<br>2015.06.14—2025.06.13 |
| 7        | KEYLID<br>健力多                                                                       | 12069321                | 5                             | 原始取得2015.03.21<br>Original Acquisition<br>2015.03.21 | 2015.03.21—2025.03.20<br>2015.03.21—2025.03.20 |

|    |                                                                                                         |          |    |                                                      |                                                |
|----|---------------------------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
| 8  | KEYLID<br>健力多                                                                                           | 12069839 | 8  | 原始取得2015.03.21<br>Original Acquisition<br>2015.03.21 | 2015.03.21—2015.03.20<br>2015.03.21—2015.03.20 |
| 9  |  十二蓝<br>TWELVE STEPS   | 14411090 | 1  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 10 |  十二蓝<br>TWELVE STEPS   | 14411140 | 2  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 11 |  十二蓝<br>TWELVE STEPS   | 14411213 | 4  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 12 |  十二蓝<br>TWELVE STEPS   | 14411292 | 5  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 13 |  十二蓝<br>TWELVE STEPS   | 13877650 | 5  | 原始取得2015.02.28<br>Original Acquisition<br>2015.02.28 | 2015.02.28—2015.02.27<br>2015.02.28—2015.02.27 |
| 14 |  十二蓝<br>TWELVE STEPS  | 13983508 | 9  | 原始取得2015.03.21<br>Original Acquisition<br>2015.03.21 | 2015.03.21—2015.03.20<br>2015.03.21—2015.03.20 |
| 15 |  十二蓝<br>TWELVE STEPS | 13983542 | 28 | 原始取得2015.03.21<br>Original Acquisition<br>2015.03.21 | 2015.03.21—2015.03.20<br>2015.03.21—2015.03.20 |
| 16 |  十二蓝<br>TWELVE STEPS | 14411346 | 6  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 17 |  十二蓝<br>TWELVE STEPS | 14411410 | 7  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 18 |  十二蓝<br>TWELVE STEPS | 14411647 | 11 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 19 |  十二蓝<br>TWELVE STEPS | 14412456 | 12 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 20 |  十二蓝<br>TWELVE STEPS | 14412472 | 14 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 21 |  十二蓝<br>TWELVE STEPS | 14412485 | 15 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 22 |  十二蓝<br>TWELVE STEPS | 14412519 | 16 | 原始取得2015.05.28                                       | 2015.05.28—2015.05.27                          |

|    |                                                                                     |          |    |                                                      |                                                |
|----|-------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
|    |                                                                                     |          |    | Original Acquisition<br>2015.05.28                   | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 23 |    | 14412541 | 17 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 24 |    | 14412560 | 18 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 25 |    | 14412583 | 19 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 26 |    | 14412614 | 20 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 27 |    | 14412646 | 21 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 28 |   | 14412683 | 22 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 29 |  | 14412707 | 23 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 30 |  | 14412803 | 26 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 31 | 十二篮                                                                                 | 13293019 | 31 | 原始取得2015.01.14<br>Original Acquisition<br>2015.01.14 | 2015.01.14—2025.01.13<br>2015.01.14—2025.01.13 |
| 32 |  | 13983594 | 31 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 33 |  | 14412942 | 33 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 34 |  | 14413041 | 34 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 35 |  | 13983662 | 35 | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 36 |  | 14413073 | 36 | 原始取得2015.05.28<br>Original Acquisition               | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |

|    |                                                                                     |          |    |                                                      |                                                |
|----|-------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
|    |                                                                                     |          |    | 2015.05.28                                           |                                                |
| 37 |    | 14413110 | 37 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 38 |    | 14413144 | 38 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 39 |    | 14413190 | 39 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 40 |    | 14413237 | 40 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 41 |    | 13351790 | 5  | 原始取得2015.01.14<br>Original Acquisition<br>2015.01.14 | 2015.01.14—2025.01.13<br>2015.01.14—2025.01.13 |
| 42 |    | 9955431  | 30 | 原始取得2015.04.14<br>Original Acquisition<br>2015.04.14 | 2015.04.14—2025.04.13<br>2015.04.14—2025.04.13 |
| 43 |  | 13549283 | 5  | 原始取得2015.01.28<br>Original Acquisition<br>2015.01.28 | 2015.01.28—2025.01.27<br>2015.01.28—2025.01.27 |
| 44 | Nature's Bay                                                                        | 13791874 | 5  | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 45 | Nature's Peak                                                                       | 13791661 | 5  | 原始取得2015.02.21<br>Original Acquisition<br>2015.02.21 | 2015.02.21—2025.02.20<br>2015.02.21—2025.02.20 |
| 46 | Nutra Family                                                                        | 13791554 | 5  | 原始取得2015.02.21<br>Original Acquisition<br>2015.02.21 | 2015.02.21—2025.02.20<br>2015.02.21—2025.02.20 |
| 47 | Nature's Bay                                                                        | 13791728 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 48 | Nature's Peak                                                                       | 13791828 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 49 | Nutra Family                                                                        | 13791487 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 50 | Nature's Bay                                                                        | 13791688 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |

|    |                                                                                     |          |    |                                                      |                                                |
|----|-------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
| 51 | Nature's Peak                                                                       | 13791575 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 52 | Nutra Family                                                                        | 13791473 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 53 | 隼睿 7A配方                                                                             | 13159387 | 5  | 原始取得2015.01.21<br>Original Acquisition<br>2015.01.21 | 2015.01.21—2025.01.20<br>2015.01.21—2025.01.20 |
| 54 | 隼睿 7A配方                                                                             | 13159339 | 29 | 原始取得2015.01.14<br>Original Acquisition<br>2015.01.14 | 2015.01.14—2025.01.13<br>2015.01.14—2025.01.13 |
| 55 |    | 14384964 | 5  | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 56 |    | 14384804 | 5  | 原始取得2015.06.28<br>Original Acquisition<br>2015.06.28 | 2015.06.28—2025.06.27<br>2015.06.28—2025.06.27 |
| 57 |  | 14384736 | 5  | 原始取得2015.06.28<br>Original Acquisition<br>2015.06.28 | 2015.06.28—2025.06.27<br>2015.06.28—2025.06.27 |
| 58 |  | 14384836 | 29 | 原始取得2015.06.21<br>Original Acquisition<br>2015.06.21 | 2015.06.21—2025.06.20<br>2015.06.21—2025.06.20 |
| 59 |  | 14384696 | 29 | 原始取得2015.06.21<br>Original Acquisition<br>2015.06.21 | 2015.06.21—2025.06.20<br>2015.06.21—2025.06.20 |
| 60 |  | 14384199 | 29 | 原始取得2015.06.07<br>Original Acquisition<br>2015.06.07 | 2015.06.07—2025.06.06<br>2015.06.07—2025.06.06 |
| 61 |  | 14382866 | 29 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 62 |  | 14384874 | 30 | 原始取得2015.06.21<br>Original Acquisition<br>2015.06.21 | 2015.06.21—2025.06.20<br>2015.06.21—2025.06.20 |
| 63 |  | 14384416 | 30 | 原始取得2015.06.21<br>Original Acquisition<br>2015.06.21 | 2015.06.21—2025.06.20<br>2015.06.21—2025.06.20 |
| 64 |  | 14382845 | 30 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |

|    |             |           |    |                                                      |                                                |
|----|-------------|-----------|----|------------------------------------------------------|------------------------------------------------|
| 65 | 维它可         | 13862405  | 5  | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 66 | 维他客         | 13862764  | 5  | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 67 | 维多客         | 13877589  | 5  | 原始取得2015.02.28<br>Original Acquisition<br>2015.02.28 | 2015.02.28—2025.02.27<br>2015.02.28—2025.02.27 |
| 68 | 好健时         | 13975607  | 5  | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 69 | Global Life | 13792020  | 5  | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20 |
| 70 | Vitanext    | 13791436  | 5  | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20 |
| 71 | 全能营         | 13402766  | 5  | 原始取得2015.01.21<br>Original Acquisition<br>2015.01.21 | 2015.01.21—2025.01.20<br>2015.01.21—2025.01.20 |
| 72 | 天然博士        | 13709660  | 5  | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 73 | 好生机         | 13715215A | 5  | 原始取得2015.05.21<br>Original Acquisition<br>2015.05.21 | 2015.05.21—2025.05.20<br>2015.05.21—2025.05.20 |
| 74 | 盈养力         | 13715235  | 5  | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 75 | 巴希绿         | 14171354  | 5  | 原始取得2015.04.28<br>Original Acquisition<br>2015.04.28 | 2015.04.28—2025.04.27<br>2015.04.28—2025.04.27 |
| 76 | 维它可         | 13862513  | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 77 | 维他客         | 13862860  | 29 | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 78 | 维多客         | 13877462  | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 79 | 汇自然         | 14245048  | 29 | 原始取得2015.05.07                                       | 2015.05.07—2025.05.06                          |

|    |             |          |    |                                                      |                                                |
|----|-------------|----------|----|------------------------------------------------------|------------------------------------------------|
|    |             |          |    | Original Acquisition<br>2015.05.07                   | 2015.05.07—2025.05.06                          |
| 80 | 好健时         | 13975673 | 29 | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 81 | Global Life | 13791979 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 82 | Vitanext    | 13791428 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 83 | 全能营         | 13402767 | 29 | 原始取得2015.01.14<br>Original Acquisition<br>2015.01.14 | 2015.01.14—2025.01.13<br>2015.01.14—2025.01.13 |
| 84 | 天然博士        | 13709642 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 85 | 盈养力         | 13715242 | 29 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 86 | 维它可         | 13862593 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 87 | 维他客         | 13862977 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 88 | 维多客         | 13877501 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 89 | 好喜          | 14283245 | 30 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20 |
| 90 | 汇自然         | 14246100 | 30 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27 |
| 91 | 好健时         | 13975625 | 30 | 原始取得2015.03.14<br>Original Acquisition<br>2015.03.14 | 2015.03.14—2025.03.13<br>2015.03.14—2025.03.13 |
| 92 | Global Life | 13791948 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |
| 93 | Vitanext    | 13791422 | 30 | 原始取得2015.03.07<br>Original Acquisition               | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06 |

|     |                                                                                     |          |    |                                                      |                                                |
|-----|-------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
|     |                                                                                     |          |    | 2015.03.07                                           |                                                |
| 94  | 全能营                                                                                 | 13402768 | 30 | 原始取得2015.01.21<br>Original Acquisition<br>2015.01.21 | 2015.01.21—2015.01.20<br>2015.01.21—2015.01.20 |
| 95  | 天然博士                                                                                | 13709631 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2015.03.06<br>2015.03.07—2015.03.06 |
| 96  | 盈养力                                                                                 | 13720061 | 30 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2015.03.06<br>2015.03.07—2015.03.06 |
| 97  | 巴希绿                                                                                 | 14171333 | 30 | 原始取得2015.04.28<br>Original Acquisition<br>2015.04.28 | 2015.04.28—2015.04.27<br>2015.04.28—2015.04.27 |
| 98  |    | 14199335 | 30 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |
| 99  | 好喜                                                                                  | 14283197 | 32 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |
| 100 | 汇自然                                                                                 | 14246120 | 32 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2015.05.27<br>2015.05.28—2015.05.27 |
| 101 | 佰嘉店掌                                                                                | 13332059 | 35 | 原始取得2015.01.28<br>Original Acquisition<br>2015.01.28 | 2015.01.28—2015.01.27<br>2015.01.28—2015.01.27 |
| 102 | 金店掌                                                                                 | 13332255 | 35 | 原始取得2015.01.28<br>Original Acquisition<br>2015.01.28 | 2015.01.28—2015.01.27<br>2015.01.28—2015.01.27 |
| 103 |  | 12079256 | 9  | 原始取得2015.03.21<br>Original Acquisition<br>2015.03.21 | 2015.03.21—2015.03.20<br>2015.03.21—2015.03.20 |
| 104 |  | 14605032 | 5  | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |
| 105 |  | 14605031 | 9  | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |
| 106 |  | 14605030 | 10 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |
| 107 |  | 14605029 | 29 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2015.07.20<br>2015.07.21—2015.07.20 |



|     |                                                                                     |           |    |                                                      |                                                  |
|-----|-------------------------------------------------------------------------------------|-----------|----|------------------------------------------------------|--------------------------------------------------|
| 108 |    | 14605028  | 30 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20   |
| 109 |    | 14605027  | 35 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20   |
| 110 |    | 14605026  | 38 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20   |
| 111 |    | 14605025  | 41 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20   |
| 112 |    | 14605024  | 44 | 原始取得2015.07.21<br>Original Acquisition<br>2015.07.21 | 2015.07.21—2025.07.20<br>2015.07.21—2025.07.20   |
| 113 | 奈梵斯                                                                                 | 14717262  | 5  | 原始取得2015.06.28<br>Original Acquisition<br>2015.06.28 | 2015.06.28—2025.06.27<br>2015.06.28—2025.06.27   |
| 114 |   | 13983785  | 44 | 原始取得2015.03.07<br>Original Acquisition<br>2015.03.07 | 2015.03.07—2025.03.06<br>2015.03.07—2025.03.06   |
| 115 |  | 13877145A | 30 | 原始取得2015.05.28<br>Original Acquisition<br>2015.05.28 | 2015.05.28—2025.05.27<br>2015.05.28—2025.05.27   |
| 116 |  | 8047985   | 30 | 受让取得2015.08.28<br>Original Acquisition<br>2015.08.28 | 2015.08.28— 2023.12.06<br>2015.08.28— 2023.12.06 |
| 117 | 汤臣倍健                                                                                | 8979805   | 45 | 受让取得2015.09.14<br>Original Acquisition<br>2015.09.14 | 2015.9.14—2022.01.27<br>2015.9.14—2022.01.27     |
| 118 | 汤臣倍健                                                                                | 8979782   | 36 | 受让取得2015.09.14<br>Original Acquisition<br>2015.09.14 | 2015.9.14—2022.01.27<br>2015.9.14—2022.01.27     |
| 119 | 汤臣倍健                                                                                | 12068306  | 41 | 原始取得2014.07.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13   |
| 120 |  | 12389917  | 5  | 原始取得2014.09.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13   |
| 121 |  | 12389950  | 5  | 原始取得2014.09.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13   |

|     |                                                                                     |          |    |                                                      |                                                |
|-----|-------------------------------------------------------------------------------------|----------|----|------------------------------------------------------|------------------------------------------------|
| 122 |    | 12389976 | 29 | 原始取得2014.09.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13 |
| 123 |    | 12390003 | 29 | 原始取得2014.09.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13 |
| 124 |    | 12390027 | 30 | 原始取得2014.10.07<br>Original Acquisition<br>2014.10.07 | 2014.10.07—2024.10.06<br>2014.10.07—2024.10.06 |
| 125 |    | 12390046 | 30 | 原始取得2014.09.14<br>Original Acquisition<br>2014.07.14 | 2014.09.14—2024.09.13<br>2014.09.14—2024.09.13 |
| 126 |    | 12390228 | 35 | 原始取得2014.10.07<br>Original Acquisition<br>2014.10.07 | 2014.10.07—2014.10.06<br>2014.10.07—2014.10.06 |
| 127 |    | 12390156 | 35 | 原始取得2014.10.07<br>Original Acquisition<br>2014.10.07 | 2014.10.07—2024.10.06<br>2014.10.07—2024.10.06 |
| 128 | 汤臣倍健本草萃                                                                             | 12748641 | 5  | 原始取得2014.12.07<br>Original Acquisition<br>2014.12.07 | 2014.12.07—2024.12.06<br>2014.12.07—2024.12.06 |
| 129 |  | 11803917 | 5  | 原始取得2014.07.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13 |
| 130 |  | 11803916 | 30 | 原始取得2014.07.07<br>Original Acquisition<br>2014.07.07 | 2014.07.07—2024.07.06<br>2014.07.07—2024.07.06 |
| 131 | 倍优                                                                                  | 13159514 | 5  | 原始取得2014.12.21<br>Original Acquisition<br>2014.12.21 | 2014.12.21—2024.12.20<br>2014.12.21—2024.12.20 |
| 132 | 倍睿                                                                                  | 13159444 | 5  | 原始取得2014.12.21<br>Original Acquisition<br>2014.12.21 | 2014.12.21—2024.12.20<br>2014.12.21—2024.12.20 |
| 133 | 倍优                                                                                  | 13159493 | 29 | 原始取得2014.12.28<br>Original Acquisition<br>2014.12.28 | 2014.12.28—2024.12.27<br>2014.12.28—2024.12.27 |
| 134 | 倍睿                                                                                  | 13159410 | 29 | 原始取得2014.12.21<br>Original Acquisition<br>2014.12.21 | 2014.12.21—2024.12.20<br>2014.12.21—2024.12.20 |
| 135 |  | 11899525 | 5  | 原始取得2014.07.14<br>Original Acquisition<br>2014.07.14 | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13 |

|     |                                                                                   |          |    |                                                              |                                                |
|-----|-----------------------------------------------------------------------------------|----------|----|--------------------------------------------------------------|------------------------------------------------|
| 136 |  | 11899315 | 30 | 原始取得2014.07.14<br>Original Acquisition<br>2014.07.14         | 2014.07.14—2024.07.13<br>2014.07.14—2024.07.13 |
| 137 | 乐铁                                                                                | 12737913 | 5  | 原始取得2014.10.28<br>Original Acquisition<br>2014.10.28         | 2014.10.28—2024.10.27<br>2014.10.28—2024.10.27 |
| 138 | 孕禧                                                                                | 11093413 | 5  | 原始取得2014.07.28<br>Original Acquisition<br>2014.07.28         | 2014.07.28—2024.07.27<br>2014.07.28—2024.07.27 |
| 139 | 好孕气                                                                               | 11093420 | 5  | 原始取得2014.07.07<br>Original Acquisition<br>2014.07.07         | 2014.07.07—2024.07.06<br>2014.07.07—2024.07.06 |
| 140 | 稚优                                                                                | 11987934 | 30 | 原始取得2014.07.07<br>Original Acquisition<br>2014.07.07         | 2014.07.07—2024.07.06<br>2014.07.07—2024.07.06 |
| 141 | 极地冰度                                                                              | 11688211 | 30 | 原始取得2014.07.07<br>Original Acquisition<br>2014.07.07         | 2014.07.07—2024.07.06<br>2014.07.07—2024.07.06 |
| 142 | 汤臣倍健                                                                              | 11403666 | 3  | 原始取得2014.02.28<br>Original Acquisition<br>2014.02.28         | 2014.02.28—2024.02.27<br>2014.02.28—2024.02.27 |
| 143 | 汤臣倍健                                                                              | 11403667 | 21 | 原始取得2015.04.14<br>Original Acquisition<br>2015.04.14         | 2015.04.14—2025.04.13<br>2015.04.14—2025.04.13 |
| 144 | 维达灵                                                                               | 11093431 | 5  | 原始取得2015.04.07<br>Original Acquisition<br>2015.04.07         | 2015.04.07—2025.04.06<br>2015.04.07—2025.04.06 |
| 145 | 汤臣倍健                                                                              | 8993650  | 33 | 受让取得2015.03.07<br>Acquired through<br>Transfer<br>2015.03.07 | 2015.03.07—2022.01.06<br>2015.03.07—2022.01.06 |
| 146 | 健乐多<br>JIAN LE DUO                                                                | 1571614  | 32 | 受让取得2015.11.27<br>Acquired through<br>Transfer<br>2015.11.27 | 2015.11.27—2021.05.13<br>2015.11.27—2021.05.13 |

## ②国外注册商标

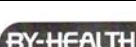
截至2015年12月31日，公司及全资子公司在海外已获注册的商标共计77项，其中报告期内，新增海外商标29项。

## ②Registered Foreign Trademark

As of December 31, 2015, the Company and its wholly-owned subsidiaries kept a total of 77 registered trademarks overseas, including the 29 new trademarks in report period.

| 序号<br>SN | 注册商标<br>Registered<br>Trademark | 注册号<br>Registration<br>No. | 类别<br>Category | 取得方式/时间<br>Acquisition<br>Method/Date                       | 注册有效期限<br>Period of Validity of<br>Registration | 注册国<br>Country of<br>Registration |
|----------|---------------------------------|----------------------------|----------------|-------------------------------------------------------------|-------------------------------------------------|-----------------------------------|
| 1        | 汤臣倍健                            | 1153076                    | 5              | 原始取得<br>2015.1.27<br>Original<br>Acquisition<br>2015.1.27   | 2015.01.27—2025.01.27<br>2015.01.27—2025.01.27  | 智利<br>Chile                       |
| 2        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.01.22<br>Original<br>Acquisition<br>2015.01.22 | 2013.11.01—2023.11.01<br>2013.11.01—2023.11.01  | 欧盟<br>EU                          |
| 3        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.01.29<br>Original<br>Acquisition2015.<br>01.29 | 2013.11.01—2023.11.01<br>2013.11.01—2023.11.01  | 哈萨克斯坦<br>Kazakhstan               |
| 4        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.02.19<br>Original<br>Acquisition<br>2015.02.19 | 2013.11.01—2023.11.01<br>2013.11.01—2023.11.01  | 白俄罗斯<br>Belarus                   |
| 5        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.02.26<br>Original<br>Acquisition<br>2015.02.26 | 2013.11.01—2023.11.01<br>2013.11.01-2023.11.01  | 墨西哥<br>Mexico                     |
| 6        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.03.19<br>Original<br>Acquisition<br>2015.03.19 | 2013.11.01—2023.11.01<br>2013.11.01—2023.11.01  | 吉尔吉斯斯坦<br>Kyrgyzstan              |
| 7        | 汤臣倍健                            | 1193308                    | 5              | 原始取得<br>2015.05.14<br>Original<br>Acquisition2015.<br>05.14 | 2013.11.01—2023.11.01<br>2013.11.01-2023.11.01  | 哥伦比亚<br>Colombia                  |
| 8        | 汤臣倍健                            | 2013016928                 | 5              | 原始取得<br>2015.9.30<br>Original<br>Acquisition                | 2013.12.12—2023.12.12<br>2013.12.12-2023.12.12  | 马来西亚<br>Malaysia                  |

|    |                                                                                     |           |             |                                                             |                                                |                 |
|----|-------------------------------------------------------------------------------------|-----------|-------------|-------------------------------------------------------------|------------------------------------------------|-----------------|
|    |                                                                                     |           |             | 2015.9.30                                                   |                                                |                 |
| 9  | 汤臣倍健                                                                                | TMA918526 | 5           | 原始取得<br>2015.10.28<br>Original<br>Acquisition<br>2015.10.28 | 2015.10.28—2030.10.28<br>2015.10.28-2030.10.28 | 加拿大<br>Canada   |
| 10 |    | 303259855 | 9、41、<br>44 | 原始取得<br>2015.05.19<br>Original<br>Acquisition<br>2015.05.19 | 2015.01.6—2025.01.6<br>2015.01.6-2025.01.6     | 香港<br>Hong Kong |
| 11 |    | 303259864 | 9、41、<br>44 | 原始取得<br>2015.05.19<br>Original<br>Acquisition<br>2015.05.19 | 2015.01.6—2025.01.6<br>2015.01.6-2025.01.6     | 香港<br>Hong Kong |
| 12 |   | 1729580   | 44          | 原始取得<br>2015.9.16<br>Original<br>Acquisition<br>2015.9.16   | 2015.09.16—2025.09.15<br>2015.09.16—2025.09.15 | 台湾<br>Taiwan    |
| 13 |  | 1724062   | 41          | 原始取得<br>2015.8.16<br>Original<br>Acquisition<br>2015.8.16   | 2015.08.16—2025.08.15<br>2015.08.16—2025.08.15 | 台湾<br>Taiwan    |
| 14 |  | 1727818   | 9           | 原始取得<br>2015.9.16<br>Original<br>Acquisition<br>2015.9.16   | 2015.09.16—2025.09.15<br>2015.08.16—2025.08.15 | 台湾<br>Taiwan    |
| 15 |  | 1729581   | 44          | 原始取得<br>2015.9.16<br>Original<br>Acquisition<br>2015.9.16   | 2015.09.16—2025.09.15<br>2015.08.16—2025.08.15 | 台湾<br>Taiwan    |
| 16 |  | 1724063   | 41          | 原始取得<br>2015.8.16<br>Original<br>Acquisition<br>2015.8.16   | 2015.08.16—2025.08.15<br>2015.08.16—2025.08.15 | 台湾<br>Taiwan    |

|    |                                                                                     |           |         |                                                          |                                                |                 |
|----|-------------------------------------------------------------------------------------|-----------|---------|----------------------------------------------------------|------------------------------------------------|-----------------|
| 17 |    | 1722424   | 9       | 原始取得<br>2015.8.16<br>Original Acquisition<br>2015.8.16   | 2015.08.16—2025.08.15<br>2015.08.16—2025.08.15 | 台湾<br>Taiwan    |
| 18 |    | 303187585 | 5、29、32 | 原始取得<br>2015.10.02<br>Original Acquisition<br>2015.10.02 | 2014.11.3—2024.11.2<br>2014.11.3—2024.11.2     | 香港<br>Hong Kong |
| 19 |    | N/96057   | 5       | 原始取得<br>2015.07.27<br>Original Acquisition<br>2015.07.27 | 2015.07.27—2022.07.27<br>2015.07.27—2022.07.27 | 澳门<br>Macau     |
| 20 |    | N/96058   | 29      | 原始取得<br>2015.07.27<br>Original Acquisition<br>2015.07.27 | 2015.07.27—2022.07.27<br>2015.07.27—2022.07.27 | 澳门<br>Macau     |
| 21 |  | N/96059   | 30      | 原始取得<br>2015.07.27<br>Original Acquisition<br>2015.07.27 | 2015.07.27—2022.07.27<br>2015.07.27—2022.07.27 | 澳门<br>Macau     |
| 22 |  | N/96060   | 32      | 原始取得<br>2015.07.27<br>Original Acquisition<br>2015.07.27 | 2015.07.27—2022.07.27<br>2015.07.27—2022.07.27 | 澳门<br>Macau     |
| 23 |  | 01732829  | 5       | 2015.10.16<br>2015.10.16                                 | 2015.10.16—2025.10.15<br>2015.10.16—2025.10.15 | 台湾<br>Taiwan    |
| 24 |  | 01733674  | 29      | 2015.10.16<br>2015.10.16                                 | 2015.10.16—2025.10.15<br>2015.10.16—2025.10.15 | 台湾<br>Taiwan    |
| 25 |  | 01733759  | 30      | 2015.10.16<br>Original Acquisition<br>2015.10.16         | 2015.10.16—2025.10.15<br>2015.10.16—2025.10.15 | 台湾<br>Taiwan    |
| 26 |  | 01733890  | 32      | 2015.10.16<br>Original Acquisition<br>2015.10.16         | 2015.10.16—2025.10.15<br>2015.10.16—2025.10.15 | 台湾<br>Taiwan    |

|    |                                                                                   |           |            |                                                          |                                                |                    |
|----|-----------------------------------------------------------------------------------|-----------|------------|----------------------------------------------------------|------------------------------------------------|--------------------|
| 27 |  | 303279619 | 5、29、30、32 | 原始取得<br>2015.10.05<br>Original Acquisition<br>2015.10.05 | 2015.01.23—2025.01.22<br>2015.01.23—2025.01.22 | 香港<br>Hong Kong    |
| 28 |  | 1000512   | 5、29、30    | 原始取得<br>2015-01-06<br>Original Acquisition<br>2015-01-06 | 2014.06.30—2024.06.30<br>2014.06.30—2024.06.30 | 新西兰<br>New Zealand |
| 29 | 汤臣倍健                                                                              | 302829349 | 5          | 原始取得<br>2015.07.21<br>Original Acquisition<br>2015.07.21 | 2013.12.06—2023.12.05<br>2013.12.06—2023.12.05 | 香港<br>Hong Kong    |

#### (4) 批文变化情况

#### (4)Change of Approval Document

截至2015年12月31日，公司共拥有116个保健食品批准证书，其中2015年取得了23个保健食品批准证书。

As of December 31 2015, the Company kept a total of 116 certificates of health food, including the 23 certificates of health food acquired in 2015.

| 序号<br>SN | 名称<br>Name                                                                | 取得批准证书<br>时间<br>Certificate Acquisition Date | 取得方式<br>Acquisition Method   | 批准证书文号<br>Certificate No.      |
|----------|---------------------------------------------------------------------------|----------------------------------------------|------------------------------|--------------------------------|
| 1        | 灵芝孢子油软胶囊<br>Ganoderma lucidum spores oil soft capsule                     | 2015.02.15<br>2015.02.15                     | 原始取得<br>Original Acquisition | 国食健字G20150114<br>GSJZG20150114 |
| 2        | 钙铁锌咀嚼片（儿童型-水蜜桃味）<br>Ca-Fe-Zn chewable tablet (for children- peach flavor) | 2015.03.17<br>2015.03.17                     | 原始取得<br>Original Acquisition | 国食健字G20150212<br>GSJZG20150212 |
| 3        | 灵芝孢子油软胶囊<br>Ganoderma lucidum spores oil soft capsule                     | 2015.04.18<br>2015.04.18                     | 原始取得<br>Original Acquisition | 国食健字G20150410<br>GSJZG20150410 |
| 4        | 盖尔力片（男士型）<br>Gaierli tablet (for male)                                    | 2015.05.07<br>2015.05.07                     | 原始取得<br>Original             | 国食健字G20150431<br>GSJZG20150431 |

|    |                                                                          |                          |                              |                                |
|----|--------------------------------------------------------------------------|--------------------------|------------------------------|--------------------------------|
|    |                                                                          |                          | Acquisition                  |                                |
| 5  | 天然维生素E软胶囊<br>Natural Vitamin E Soft Capsule                              | 2015.06.09<br>2015.06.09 | 原始取得<br>Original Acquisition | 国食健字G20150537<br>GSJZG20150537 |
| 6  | 钙咀嚼片（巧克力味）<br>Ca chewable tablet (chocolate flavor)                      | 2015.06.18<br>2015.06.18 | 原始取得<br>Original Acquisition | 国食健字G20150560<br>GSJZG20150560 |
| 7  | 钙镁维生素D片<br>Ca-Mg Vitamin D tablet                                        | 2015.06.18<br>2015.06.18 | 原始取得<br>Original Acquisition | 国食健字G20150576<br>GSJZG20150576 |
| 8  | 儿童钙铁锌咀嚼片（巧克力味）<br>Children's Ca-Fe-Zn chewable tablet (chocolate flavor) | 2015.07.13<br>2015.07.13 | 原始取得<br>Original Acquisition | 国食健字G20150639<br>GSJZG20150639 |
| 9  | 多种维生素矿物质片（孕早期）<br>Multiple vitamin mineral tablet (early pregnancy)      | 2015.07.13<br>2015.07.13 | 原始取得<br>Original Acquisition | 国食健字G20150635<br>GSJZG20150635 |
| 10 | 汤臣倍健®钙加D软胶囊<br>BY-HEALTH®Ca+ vitamin D soft capsule                      | 2015.07.13<br>2015.07.13 | 原始取得<br>Original Acquisition | 国食健字G20150728<br>GSJZG20150728 |
| 11 | 红景天胶囊<br>Hongjingtian capsule                                            | 2015.08.27<br>2015.08.27 | 原始取得<br>Original Acquisition | 国食健字G20150821<br>GSJZG20150821 |
| 12 | 浓缩鱼油软胶囊<br>Concentrated fish oil soft capsule                            | 2015.10.09<br>2015.10.09 | 原始取得<br>Original Acquisition | 国食健字G20150863<br>GSJZG20150863 |
| 13 | 汤臣倍健®褪黑素片<br>BY-HEALTH® melatonin tablet                                 | 2015.10.09<br>2015.10.09 | 原始取得<br>Original Acquisition | 国食健字G20150889<br>GSJZG20150889 |
| 14 | B族维生素片<br>Vitamin B tablet                                               | 2015.10.09<br>2015.10.09 | 原始取得<br>Original Acquisition | 国食健字G20150864<br>GSJZG20150864 |
| 15 | 钙咀嚼片（桔子味）<br>Ca chewable tablet (orange flavor)                          | 2015.10.09<br>2015.10.09 | 原始取得<br>Original Acquisition | 国食健字G20150898<br>GSJZG20150898 |
| 16 | 叶酸铁片<br>Iron & Folic acid tablet                                         | 2015.11.02<br>2015.11.02 | 原始取得<br>Original             | 国食健字G20150964<br>GSJZG20150964 |



|    |                                                                               |                          | Acquisition                  |                                |
|----|-------------------------------------------------------------------------------|--------------------------|------------------------------|--------------------------------|
| 17 | 维生素B族片<br>Vitamin B tablet                                                    | 2015.11.02<br>2015.11.02 | 原始取得<br>Original Acquisition | 国食健字G20150965<br>GSJZG20150965 |
| 18 | 钙铁锌咀嚼片（儿童型-橘子味）<br>Ca-Fe-Zn chewable tablet (for children- orange flavor)     | 2015.11.24<br>2015.11.24 | 原始取得<br>Original Acquisition | 国食健字G20151030<br>GSJZG20151030 |
| 19 | 多种矿物质片（成人型）<br>Multiple mineral tablet (for adult)                            | 2015.11.24<br>2015.11.24 | 原始取得<br>Original Acquisition | 国食健字G20151013<br>GSJZG20151013 |
| 20 | 奈梵斯（R）角鲨烯软胶囊<br>Fence(R) squalene soft capsule                                | 2015.11.24<br>2015.11.24 | 原始取得<br>Original Acquisition | 国食健字G20151050<br>GSJZG20151050 |
| 21 | 钙加维生素D片<br>Ca+ Vitamin D tablet                                               | 2015.11.24<br>2015.11.24 | 原始取得<br>Original Acquisition | 国食健字G20151027<br>GSJZG20151027 |
| 22 | 钙铁锌咀嚼片（儿童型-巧克力味）<br>Ca-Fe-Zn chewable tablet (for children- chocolate flavor) | 2015.11.24<br>2015.11.24 | 原始取得<br>Original Acquisition | 国食健字G20151010<br>GSJZG20151010 |
| 23 | 天然维生素E软胶囊<br>Natural Vitamin E Soft Capsule                                   | 2015.12.15<br>2015.12.15 | 原始取得<br>Original Acquisition | 国食健字G20151065<br>GSJZG20151065 |

#### （5）承担国家、省和市科技项目情况

截至2015年12月31日，公司共承担广东省科技计划项目5项，其中3项已完成结题验收；承担珠海市科技计划项目4项，其中2项已完成结题验收。2015年，公司新承担了省级科技项目1项。

#### (5) Commitment to National, Provincial and Municipal Projects of Science and Technology

As of December 31, 2015, the Company has undertaken 5 provincial projects of science and technology in Guangdong, including 3 projects whose final acceptance is completed; the Company has undertaken 4 municipal projects of science and technology in Zhuhai, including 2 projects whose final acceptance is completed. In 2015, the Company has undertaken 1 provincial project of science and

technology.

| 序号<br>SN | 项目名称<br>Items                                                                              | 项目编号<br>Project No. | 项目计划类别<br>Category of Project<br>Plan                           | 立项时间<br>Date of<br>Project<br>Approval | 完成情况<br>Completion<br>Status |
|----------|--------------------------------------------------------------------------------------------|---------------------|-----------------------------------------------------------------|----------------------------------------|------------------------------|
| 1        | 适应GMP管控的实时生产制造执行系统                                                                         | -                   | 广东省科技计划项目                                                       | 2015.07                                | 建设中                          |
| 1        | Apply to the real-time production and<br>manufacture executive system controlled<br>by GMP | -                   | Provincial Project of<br>Science and Technology<br>in Guangdong | 2015.07                                | In Construction              |

#### (6) 科研论文与报告

近年来，公司高度重视员工科技论文的撰写及发表工作，制定了论文发表相关奖励措施，对公司科技论文的撰写、发表及奖励等做出了明确规定。2015年公司科技中心共发表科研论文49篇，活跃了公司学术氛围，显著扩大了公司学术影响力。

#### (6) Research Paper and Report

In recent years, the Company pays high attention to the writing and publication of employees' research paper and has formulated reward measures for the publication of paper, making specific rules for the writing, publication and reward of research paper in the Company. In 2015, the Science and Technology Center of the Company published a total of 49 research papers, which activated the academic atmosphere and prominently expanded the academic influence of the Company.

| 序号<br>SN | 论文标题<br>Title of Paper                                                                           | 发表刊物<br>Publication                         | 发表时间<br>Date Published   |
|----------|--------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------|
| 1        | 橄榄果提取物抗氧化活性及在皮肤健康中的作用<br>The antioxidant activity of olive extract and its effect in skin health | 食品研究与开发<br>Food Research and<br>Development | 2015.03.20<br>2015.03.20 |
| 2        | 左旋肉碱与降脂减肥<br>L-carnitine and fat reduction and losing weight                                     | 生物技术世界<br>BioTech World                     | 2015.04.15<br>2015.04.15 |
| 3        | 维生素D生物学功能研究进展及意义                                                                                 | 食品研究与开发                                     | 2015.04.20               |

|    |                                                                                                                                     |                                                 |                          |
|----|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------|
|    | Progress and meaning of the research on biological function of vitamin D                                                            | Food Research and Development                   | 2015.04.20               |
| 4  | 国内泡腾片剂型问题与分析<br>Problem and analysis of dosage form of domestic effervescent tablets                                                | 食品与发酵工业<br>Food and Fermentation Industry       | 2015.07.09<br>2015.07.09 |
| 5  | 茶多酚急性毒性试验研究<br>TP Acute Toxicity Test Research                                                                                      | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.09.25<br>2015.09.25 |
| 6  | 乳脂乳球菌复配发酵乳贮藏期品质变化研究<br>Research on Variation of Quality of Lactococcus Lactis Cremoris in Compound, Fermentation and Storage Period | 中国酿造<br>China Brewing                           | 2015.11.15<br>2015.11.15 |
| 7  | 多种蜂胶中总黄酮检测方法的适用性研究<br>Research on the Applicability of Test Methods for Total Flavone in Various Types of Propolises                | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.09<br>2015.09       |
| 8  | 液相色谱-串联质谱法测定保健品中L-羟脯氨酸含量<br>LC-Tandem Mass Spectrometry for Testing The L-Hydroxyproline Content in Health Products                 | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.02<br>2015.02       |
| 9  | 高效液相色谱法测定保健食品中维生素A含量的不确定度评定<br>Evaluation of Uncertainty of Efficiency LC for Testing the Vitamin A Content in Health Products      | 科学时代<br>Science Times                           | 2015.05<br>2015.05       |
| 10 | 气相色谱法测定鱼油中的EPA、DHA、DPA<br>LC for Testing the EPA, DHA and DPA in Fish Oil                                                           | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.05<br>2015.05       |
| 11 | 液相色谱法测定保健食品中硫酸软骨素的含量<br>LC for Testing the Chondroitin Sulfate Content in Health Food                                               | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.05<br>2015.05       |
| 12 | 高效液相色谱法测定保健食品中三氯蔗糖的含量<br>LC for Testing the Sucralose Content in Health Food                                                        | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.05<br>2015.05       |
| 13 | 优化软胶囊中维生素D3的样品处理方法<br>Sample Treatment Method for Vitamin D3 in Optimized Soft Capsules                                             | 中国科技博览<br>China Science and Technology Review   | 2015.05<br>2015.05       |
| 14 | 液相串联质谱法测定牛磺酸<br>Liquid Tandem Mass Spectrometry for the Testing of Taurine                                                          | 分析试验室<br>Chinese Journal of Analysis Laboratory | 2015.06<br>2015.06       |
| 15 | 羰基价测定影响因素考察<br>Survey into the Influence Factors of Carbonyl Value Testing                                                          | 食品安全质量检测学报<br>Journal of Food Safety & Quality  | 2015.06<br>2015.06       |
| 16 | 高效液相色谱法测定保健食品中维生素E的测量不确定度评定<br>Evaluation of Uncertainty of Efficiency LC for Testing the Vitamin E Testing in Health Products      | 分析试验室<br>Chinese Journal of Analysis Laboratory | 2015.07<br>2015.07       |
| 17 | 液相色谱-串联质谱法测定咀嚼片中B12含量                                                                                                               | 食品安全质量检测学报                                      | 2015.09                  |

|    |                                                                                                                                  |                                  |         |
|----|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------|
|    | LC-Tandem Mass Spectrometry for Testing The B12 Content in Chewable Tablets                                                      | Journal of Food Safety & Quality | 2015.09 |
| 18 | 高效液相色谱法测定维生素片中维生素A醋酸酯含量的不确定度评定                                                                                                   | 食品安全质量检测学报                       | 2015.09 |
|    | Evaluation of Uncertainty of Efficiency LC for Testing the Vitamin A Acetate Content in Vitamin Tablets                          | Journal of Food Safety & Quality | 2015.09 |
| 19 | 滴定法测定含糖保健品中还原糖含量                                                                                                                 | 食品安全质量检测学报                       | 2015.09 |
|    | Titration for Testing of Revertose Content in Sacchariferous Health Products                                                     | Journal of Food Safety & Quality | 2015.09 |
| 20 | 双波长反相高效液相色谱法同时测定葛根姜黄、胶原蛋白片中葛根素、芍药苷和姜黄素                                                                                           | 食品安全质量检测学报                       | 2015.09 |
|    | Dual-wavelength Reverse Efficient LC for Testing of Puerarin, Paeoniflorin and Curcumin in Pueraria Lobata Turmeric and Collagen | Journal of Food Safety & Quality | 2015.09 |
| 21 | RP-HPLC法测定维生素K2中MK-7的含量                                                                                                          | 食品安全质量检测学报                       | 2015.09 |
|    | RP-HPLCFor Testing of MK-7 Content in Vitamin K2                                                                                 | Journal of Food Safety & Quality | 2015.09 |
| 22 | 高效液相色谱法测定角鲨烯软胶囊中的角鲨烯                                                                                                             | 食品安全质量检测学报                       | 2015.09 |
|    | Efficient LC for Testing of Squalene in Squalene Soft Capsules                                                                   | Journal of Food Safety & Quality | 2015.09 |
| 23 | 高效液相色谱-串联质谱法测定保健食品中黄曲霉素M1                                                                                                        | 食品安全质量检测学报                       | 2015.09 |
|    | Efficient LC-Tandem Mass Spectrometry for Testing of Aflatoxin M1 in Health Food                                                 | Journal of Food Safety & Quality | 2015.09 |
| 24 | 羧甲基纤维素钠取代度的测定方法研究                                                                                                                | 食品安全质量检测学报                       | 2015.09 |
|    | Research on the Testing Method of the Degree of Substitution of Sodium Carboxymethyl Cellulose                                   | Journal of Food Safety & Quality | 2015.09 |
| 25 | 关于罐装蛋白质粉产生异味的研究                                                                                                                  | 食品安全质量检测学报                       | 2015.09 |
|    | Research on the Smell of Canned Protein Powder                                                                                   | Journal of Food Safety & Quality | 2015.09 |
| 26 | 巴西绿蜂胶胶囊总黄酮的测定                                                                                                                    | 食品安全质量检测学报                       | 2015.09 |
|    | Testing of Total Flavone in Brazilian Green Propolis Capsules                                                                    | Journal of Food Safety & Quality | 2015.09 |
| 27 | 电位滴定法测定蜂胶软胶囊酸价                                                                                                                   | 食品安全质量检测学报                       | 2015.09 |
|    | Potentiometric Titration for Testing of the Acid Value of Propolis Capsules                                                      | Journal of Food Safety & Quality | 2015.09 |
| 28 | 大蒜粉功效成分检测方法的优化                                                                                                                   | 食品安全质量检测学报                       | 2015.09 |
|    | Optimization of the Testing Method for the Functional Components of Garlic Powder                                                | Journal of Food Safety & Quality | 2015.09 |
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## 第四节管理层讨论与分析

## Section IV Discussion and Analysis by the Management

### 一、报告期总体经营情况回顾概述

2015年是公司全新战略布局实施的第一年。报告期内，公司始终坚持“取自全球，健康全家”的品牌理念，管理层紧密围绕《2015-2017年度经营规划纲要》的要求以及年初既定的2015年度经营计划目标，制定全新发展战略规划，明晰发展目标与实施路径；建立管理层持股机制，打造事业合伙人；发力广东佰嘉“健力多”单品品牌；推出全新的科学贵细药材品牌“无限能”；培育线上业务板块，成立线上业务公司，先后推出互联网女性美丽健康品牌“每日每加”与运动营养专业品牌“GymMax 健乐多”；加大投入打造“营养家”会员平台。报告期内，公司实现营业收入226,604.30万元，较上年同期增长32.91%；归属于上市公司股东的净利润63,549.61万元，较上年同期增长26.44%。公司资产质量良好，财务状况健康，已成为中国膳食补充剂行业的领导企业之一。

### I. Retrospect of Overall Business Conditions in Report Period

Year 2015 is the first year of the implementation of new strategic layout of the Company. In the report period, the Company has been following the brand concept of "take from the globe and facilitate the health of the whole family" and the management has been closely embracing the requirements of *Annual Business Planning Guideline of 2015-2017* and the vested objective of annual business plan of 2015 to formulate brand-new development strategic planning and clarify development objective and implementation path; establish management holding mechanism to create business partners; exert efforts in the brand of Guangdong Baijia "Keylid" brand; promote the new scientific precious and fine medicine brand "Infinite"; cultivate on-line business segments and establish on-line business companies; successively promote Internet women beauty and health brand "Add to Each Day" and sports professional



nutrition brand "GymMax Keylid"; increase the input in making the "Nutritionist" membership platform. In the report period, the Company realized a business income of RMB 2,266,043,000, which increased by 32.91% compared with the same period of last year; net profit pertaining to shareholders of listed companies was RMB 635,496,100, which increased by 26.44% compared to the same period of last year. The Company has good asset quality and is in healthy financial condition, becoming one of the leading enterprises in the industry of dietary supplement in China.

公司管理层致力于落实《2015-2017年度经营规划纲要》的要求，在主业稳步增长的基础上持续打造与完善大健康产业生态布局，积极布局移动健康管理、互联网医疗、生命科学等大健康领域，公司继续保持良好的发展态势。

The management of the Company is devoted to implementing the *Annual Business Planning Guideline of 2015-2017* and continue the creation and improvement of the ecological layout of big health based on steady growth of main businesses as well as taking the initiative in the layout of mobile health management, Internet medical treatment, life sciences and other fields of big health in a good development potential.

报告期内重要工作报告如下：

Significant reports in the report period are as follows:

#### 1.制定全新发展战略规划，明晰发展目标与实施路径

#### 1. Formulate Brand New Development Strategic Planning and Specify Development Objective and Implementation Path

2015年是国家“十二五规划”实施的收官之年，也是公司成立第二十年暨公司股票上市后的第五年，公司进入到了一个全新的发展平台。公司董事会基于对未来发展的

Year 2015 is the closure of the 12th Five-Year Plan and also the 20th year of establishment of the Company and the 5th year of the listing of stocks of



分析,结合公司的实际情况,于2015年1月制定了全新的《2015-2017年度经营规划纲要》作为公司未来三年发展战略与业务布局的纲领性文件,为公司未来三年的发展提出了明确的发展目标与实施路径。

新的三年规划核心就是把股份公司的大格局做出来,实施从产品营销向价值营销的战略升级,从单一产品的提供商逐步升级至健康干预的综合解决方案提供商。基于此,按照“管理做减法,经营做加法”的思路,对架构做出重大调整,按不同模式和品牌切分成立多个独立运营的项目公司,建立相应的管理团队持股制度,保持组织的创新力、激情与活力。股份公司定位于战略执行、投资管控及平台服务输出(生产、研发、公关、法务、财务、IT等)。公司未来业务生态:三大业务板块(汤臣药业板块、广东佰嘉板块、线上业务板块)+大健康产业布局;整体业务布局将由膳食补充剂扩展到大健康产业,打造营养品的“联合国”;线上业务与线下业务相互补充促进,产品销售业务与大健康产业布局互补,促进战略升级。

the Company. The Company has entered into a brand new development platform. The board of directors formulated the new *Annual Business Planning Guideline of 2015-2017* on January 2015 as the guiding principle for the development strategy and business layout of the Company in the 3 years in the future based on the analysis of future development together with the actual situation of the Company, which has proposed clear development objective and implementation path for the development of the Company in the 3 years in the future.

The core of the new 3-year planning is to make the big pattern of the Company and implement the strategic update from product marketing to value marketing and from a provider of single product to a comprehensive solution provider of health intervention. Therefore, according to the thoughts of "reduction of management and addition of operation", significant adjustment is made to the structure. Multiple independently operated project companies are divided by different patterns and brands. Corresponding holding system for management teams are also established to keep the Company innovative, passionate and active. The joint-stock companies are oriented for strategic implementation, investment management and control, and platform service output (production, research and development, public relations, legal

affairs, finance and IT, etc.). Future business ecology of the Company: 3 major business sectors (BY-HEALTH Pharmacy Sector, Guangdong Baijia Sector and Online Business Sector)+ Big Health Industrial Layout; the overall business layout will be expanded from dietary supplement to the industry of big health to create a united nations of nutrition; the online and offline businesses will supplement and promote each other and the product sales business and the big health industrial layout will supplement each other to promote strategic update.

## 2.管理做减法，经营做加法

管理做减法：具体表现在细分组织，进一步优化组织架构；去决策中心化、去层级化、去KPI，进一步梳理企业文化，突出创新、激情等要素；减流程、减标准化、减系统，通过流程梳理建立灵活、高效、人性化的系统管理。经营做加法：大量经营工作下沉至各子公司等经营实体或项目，划分多个分割的项目运营与决策中心与团队，目标旨在组织的激情与活力。股份公司定位为战略及业务布局、投资管理、服务体系支持及平台输出（生产、研发、公关、法务、HR、财务、IT等）。

## 2. Reduction of Management and Addition of Operation

Reduction of management: it is mainly presented in subdivision of organizations and further optimization of organizational structure; removal of centralized decision making, stratification and KPI, further combing of corporate culture, and focused innovation and enthusiasm, etc.; reduction of process, standardization and system to establish a flexible, efficient and humanized system management through process combing. Addition of operation: loads of business works are distributed to various subsidiaries and other business entities or projects; multiple separate project operation and decision making centers and groups are divided for the enthusiasm and vitality of the organizations. The orientation of

joint-stock companies is strategy and business layout, investment management, service system support and platform output (production, research and development, public relations, legal affairs, HR, finance and IT, etc.).

### 3.建立管理层持股机制，打造事业合伙人

不断尝试设计更加适应现代企业竞争的项目公司管理层持股计划，从机制上保证每一个经营团队都能充分分享企业的成长价值，让每一个经营团队都能在公司总体战略框架内真正成为各自经营项目的主人，责权利下沉，使得每一个经营实体的核心管理层都能以企业家的心态、创业者的热情去面对未来的挑战！

报告期内，公司已实施对两家子公司的管理层持股计划，其中广东佰嘉管理层以广州奇正投资合伙企业（有限合伙）出资1,698.3万元认缴广东佰嘉新增注册资本333万元，增资完成后持有广东佰嘉25%的股权；广东佰悦管理层以广州有加投资合伙企业（有限合伙）出资600万元，收购广东佰悦30%的股权。后续其它项目也将参考此方案制定类似或创新的激励机制，旨在形成以项目公司团队为核心的老板/事业合伙人文化。

### 3. Establishment of Management Holding Mechanism and Making of Business Partners

Keep trying management holding plans for project companies that better adapt to modern corporate competition to guarantee that each operating team can fully enjoy the growth value of enterprises from a mechanism level and let each operating team become masters of their own projects in the overall strategic framework of the Company, making the core management of each operating entity face the future challenges with the attitude and enthusiasm of an entrepreneur!

In the report period, the Company has implemented the management holding plans for 2 subsidiaries, wherein, the management of Guangdong Baijia subscribed newly increased registered capital RMB 3.33 million with the contribution of Guangzhou Qizheng Investment Partnership Corporation (Limited Partnership) being RMB 16,983,000, which held 25% equities of Guangdong Baijia after the capital increase; the management of Guangdong Baiyue purchased 30% equities of Guangdong Baiyue with RMB 6 million contributed by Guangzhou Youjia Investment Partner Corporation

(limited partnership). Similar or innovative incentive mechanisms will be made for other subsequent projects in reference to the plan, aiming at forming a boss/business partner culture in which the teams function as the core.

2015年7月,公司实施股份公司层面第一期核心管理团队持股计划暨“汤臣倍健超级合伙人”计划,设立珠海佰泽健康管理合伙企业(有限合伙)作为第一期核心管理团队持股计划的持股平台。“超级合伙人”计划旨在打造公司现有及未来核心管理层合伙的持股平台,在公司决策及发展中发挥重要的作用。持股计划的实质是“事业合伙人”平台,建立管理层持股机制,打造事业合伙人,营造草创精神,且通过“持股计划”的安排以及“合伙人”特质而更长期化,实现责任共担、价值共享。2015年8月12日,公司第一期核心管理团队持股计划已实施完毕,第一期核心管理团队持股计划管理平台的合伙企业珠海佰泽已通过二级市场交易的方式购买汤臣倍健股票2,444,139股,占公司总股本的0.34%,持仓均价为36.82元。

In July 2015, the Company implemented the Phase I Core Management Holding Plan for Joint Stock Companies the "BY-HEALTH" Super Partner" Plan, in which Zhuhai Baize Health Management Partner Corporation (limited partnership) was appointed as the holding platform for the Phase I Core Management Holding Plan. The "Super Partner" Plan is intended to create a joint stock holding platform of the current and future core management of the Company to play a vital role in decision making and development. The essence of the holding plan is the "business partner" platform, establishment of management holding mechanism, making of business partners, creation of grass root entrepreneurship, and more long-term orientation through the schedule of holding plans and the characteristics of partners to realize joint assumption of liabilities and sharing of value. On August 12, 2015, the Phase I Core Management Holding Plan was fully implemented. The partner for the Phase I Core Management Holding Plan Management Platform Zhuhai Baize has purchased 2,444,139 stocks of BY-HEALTH via secondary market trades, which occupied 0.34% of total

capital stock of the Company with a carrying average price being 36.82.

#### 4.培育线上业务板块，推出电商品牌与运动营养品牌

2015年2月，公司设立全新互联网子公司广东佰悦网络科技有限公司，负责运营专供电子商务的膳食补充剂新品牌和一些细分领域品牌的线上业务。5月18日，公司互联网女性美丽健康品牌“每日每加”系列产品全新上线；6月25日，公司运动营养专业品牌“GymMax健乐多”系列产品全新上线。

#### 4. Cultivate Online Business Sector and Promote E-commerce Brand and Sports Health Brand

In February 2015, the Company founded a brand new Internet subsidiary Guangdong Baiyue Network Technology Co., Ltd. in charge of operating new brands of dietary supplements and some subdivided on-line business of brands for e-commerce. On May 18, the Internet female beauty and health brand "Add to Each Day" series of products was promoted; On June 25, the sports health professional brand "GymMax" series of products was promoted.

#### 5.发力广东佰嘉板块

广东佰嘉旗下已有“健力多”单品品牌在2014年已进入爆发性增长阶段，骨骼健康品类已获得市场包括终端连锁及消费者的认可，公司已基本确认单品模式的项目探索成功，报告期内仍继续保持快速增长态势。

#### 5. Exert Efforts in Guangdong Baijia Sector

"Keylid" and other single brands under Guangdong Baijia were booming in 2014. Bone health products were recognized by the market, including terminal chain and consumers. The Company has basically confirmed a successful project exploration of the single brand mode which kept its trend of fast increase in the report period.

#### 6.推出新品牌“无限能”

2015年4月，公司推出科学贵细药材领导品牌“无限能”。“无限能”为公司在大健康产业推出的一个不同于目前膳食补充剂业务的新品类，定位于科学贵细药材，系列产品在取得国家食药监局保健食品批文后分批推出市场。“无限能”通过差异化策略进入更加广阔的中草药滋补品

#### 6. Promote New Brand "Infinite"

In April 2015, the Company promoted the scientific fine medicine leading brand "Infinite". "Infinite" is a new category different from current dietary supplement business promoted by the Company in the industry of big health. It aims at scientific fine

市场，报告期内已经在零售终端销售，后续将视批文获取情况推出更多品种。

#### 7.加大投入打造“营养家”会员平台

2015年加大投入“营养家”会员平台，为经销商、零售商等合作伙伴提供更多增值服务，同时通过零售终端渠道加强对消费者的教育，引导膳食补充剂行业的市场蛋糕进一步做大，使产业链利益各方均能充分受益。

#### 8.推进公司整体战略指导下的并购

公司新制定的《2015-2017年度经营规划纲要》对行业对外投资方面提出了明确目标与实施计划，继续寻求有协同效应的收购兼并对象，目的就是为了打造营养品的“联合国”，实现企业愿景——原料与品牌的联合国，以并购为契机，以机制为保障，以“非辅业”的心态拓展公司新的、强大的利润增长点，成就汤臣倍健的战略目标。

medicines. The series of products was put on the market after acquiring the health food approval by the CFDA. "Infinite" enters into the broader Chinese herbal medicine tonic market by diversified strategies. The products are sold in retailing terminals in the report period and more varieties will be promoted based on the acquisition of approval documents.

#### 7. Increase Input to Create the "Nutritionist" Membership Platform

In 2015, the input in "Nutritionist" membership platform is increased to provide more value-added services for distributors, retailers and other partners. The Company also reinforces education on consumers by retailing to guide further expansion of the dietary supplement industry and fully benefit all parties on the industrial chain.

#### 8. Promote Merger and Acquisition under the Overall Strategic Guidance of the Company

The newly formulated *Annual Operation Planning Guideline of 2015-2017* has given specific objective and implementation plan for foreign investment of the industry and continued the searching of subjects for merger and acquisition with synergy. The purpose is to create the united nations of nutrition and realize corporate perspective-- united nations of ingredients and brands and expand new and strong profit growth point with merger and acquisition as opportunities,

mechanism as guarantee and "non auxiliary industry" as attitude to achieve the strategic objective of BY-HEALTH

按照最新的三年规划，公司将从单一产品提供商逐步升级为健康干预的综合解决方案提供商，围绕这个目标，公司将从具有较强优势的实体产品和健康管理内容服务两方面出发形成健康干预方案，通过大平台嵌入，围绕健康干预的服务与价值挖掘，形成健康管理数据的沉淀，打造大健康产业的生态圈。报告期内，公司积极打造与完善大健康产业的生态布局，已落地以下项目：

According to the plan for the latest 3 years, the Company will gradually upgrade from a single product provider to a comprehensive solution provider of health intervention. With that purpose, the Company will form a health intervention plan from the aspects of owning advantageous physical products and health management service. By big platform embedding with the service of health intervention and the exploration of value, health management data will be formed to create the ecological circle of big health industry. In the report period, the Company is positive in creating and improving the ecological layout of big health industry to land the following projects:

①合作发起设立互联网医疗公司——北京桃谷科技有限公司。2015年3月，公司投入自有资金1,500万元，占桃谷科技总出资额的15%。本次汤臣倍健整合多方资源联合投资设立互联网医疗合资公司，积极布局互联网医疗领域。

① Cooperate to initiate the establishment of the Internet medical company-- Beijing Taogu Technology Co., Ltd. In March 2015, the Company contributed self-owned fund RMB 15 million, which occupies 15% of overall contributions of Taogu Technology. At this time, BY-HEALTH integrated multiple resources to jointly invest to establish the Internet medical treatment joint venture for positive layout in the field of Internet medical treatment.

②合资收购移动健康管理平台——上海臻鼎电脑科技有限公司。2015年4月，公司使用自有资金2,400万元投资

②Acquire the mobile health management platform-- Shanghai Zhending Computer



入股上海臻鼎，占标的公司增资后注册资本的20%。上海臻鼎将成为公司布局大健康产业链条中移动健康管理领域的战略合作伙伴，与汤臣倍健在临床营养、慢病管理、妇幼健康管理等移动健康管理领域开展深度合作。

③投资入股跨境电商平台——深圳市有棵树科技有限公司。2015年6月，公司使用自有资金16,000万元，投资入股深圳有棵树。深圳有棵树将成为汤臣倍健布局跨境电商领域的战略合作伙伴，与汤臣倍健在供应链及进口健康产品、全新销售渠道、电子商务销售方式和大数据等方面开展深度合作，共同打造大健康领域的跨境电商平台。

④投资入股北京极简时代软件科技有限公司。2015年7月，公司使用自有资金4,000万元，投资入股北京极简时代，持有北京极简时代10%股权。北京极简时代将成为汤臣倍健打造大健康生态体系的战略合作伙伴，与汤臣倍健在数据挖掘、健康管理服务和渠道等方面开展深度

Technology Co., Ltd. by joint venture. In April 2015, the Company used the self-owned RMB 24 million to invest and become a shareholder of Shanghai Zhending, which occupied 20% of the registered capital after the capital increase.

Shanghai Zhending will become a strategic partner in the field of mobile health management of the big health industry layout and carry out further cooperation with BY-HEALTH in clinic nutrition, chronic disease management, and health management for women and children, etc.

③Invest and become a shareholder of E-commerce platform-- Shenzhen Youkesong Technology Co., Ltd. In June 2015, the Company used self-owned capital of RMB 160 million to invested and become a shareholder of Shenzhen Youkesong. Shenzhen Youkesong will become a strategic partner of BY-HEALTH in the field of overseas e-commerce and carry out further cooperation with BY-HEALTH in supply chain and importation of health products, brand new sales channel, e-commerce sales mode and bid data, etc. to jointly create an overseas e-commerce platform for the field of big health.

④Invest and become a shareholder of Beijing Jijian Times Software Technology Co., Ltd. In July 2015, the Company used the self-owned fund of RMB 40 million to invest and become a shareholder of Beijing Jijian Times, holding 10%



合作，整合双方资源为用户提供更加完善、有效、个性化的健康管理服务。

⑤投资入股大姨吗实体公司。2015年7月，公司全资子公司香港佰瑞有限公司以自有资金1,000万美元投资 KangSeed Technology Ltd.，占增资后标的公司股权比例的4.52%。该投资标的控股业务实体从事大姨吗APP的开发、宣传和销售业务，将成为汤臣倍健打造大健康产业生态体系的战略合作伙伴，与汤臣倍健在健康产品、健康管理服务、数据挖掘、品牌推广和订制等方面开展深度合作，整合双方资源为用户提供更加专业、丰富、个性化的健康产品及健康管理服务。

⑥投资入股珠海市蓝海之略医疗有限公司。2015年8月4日，公司使用自有资金人民币2,600 万元，投资入股珠海蓝海之略，持有珠海蓝海之略2%股权。珠海蓝海之略

equities. Beijing Jijian Times will become a strategic partner of BY-HEALTH in creating the big health ecological system and carry out further cooperation with BY-HEALTH in data exploration, health management service and channel, etc. as well as integrating the resources of both parties to provide users with more improved, effective and individualized health management services.

⑤ Invest and Become a Shareholder of Dayima Company. In July 2015, Hong Kong By Ray Co., Ltd., wholly-owned subsidiary of the Company, used the self-owned fund of USD 10 million to invest in KangSeed Technology Ltd., occupying 4.52% equities of the target company after the capital increase. The target holding entity for the investment works on the development, publicity and sales of Dayima APP. It will become a strategic partner of BY-HEALTH in creating the industrial ecological system of big health and carry out further cooperation with BY-HEALTH in health products, health management services, data exploration, brand promotion and customization, etc. The resources of both parties will be integrated to provide users with more professional, abundant and individualized health products and health management services.

⑥Invest and become a shareholder of Zhuhai Blue Ocean Strategy Medical Co., Ltd. On August 4, 2015, the Company used self-owned fund of RMB

将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，与汤臣倍健在互联网医疗、健康管理服务等方面开展合作。

⑦投资入股上海凡迪生物科技有限公司。2015年9月7日，公司使用自有资金人民币8,760万元，投资入股上海凡迪，持有上海凡迪19.0435%股权。同时，公司担任有限合伙人的广发信德健康产业投资基金持有上海凡迪增资完成后的7.227%股权。上海凡迪将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，双方将整合资源并不断投入代表未来方向性的新技术（基因测序），致力于通过更具科学性的诊断数据提高大众的生命质量，不断挖掘潜在的商业机会。

⑧除此之外，公司参股公司“安徽汤臣倍健保健品推广服务有限公司”现已改名“安徽携泰健康产业股份有限公司”（简称“安徽携泰”，证券代码833669），2015年9月29日已在全国股份转让系统（新三板）挂牌公开转让。公司参股公司“深圳有棵树科技股份有限公司”（简称“有

26 million to invest in and become a shareholder of Zhuhai Blue Ocean Strategy, holding 2% equities. Zhuhai Blue Ocean Strategy will become one of the partners of BY-HEALTH to create the ecological system of big health industry and carry out cooperation with BY-HEALTH in Internet medical treatment and health management service, etc.

⑦Invest in and become a shareholder of Shanghai Find Bio-Tech Co., Ltd. On September 7, 2015, the Company used self-owned fund of RMB 87.6 million to invest in and become a shareholder of Shanghai Find Bio-Tech Co., Ltd., holding 19.0435% equities. Meanwhile, Guangfa Xinde Health Industrial Investment Fund, limited partner of the Company, held 7.227% equities of Shanghai Find after the capital increase. Shanghai Find will become one of the partners of BY-HEALTH in creating the ecological system of big health industry. The parties will integrate resources and keep investing in new technologies (gene sequencing) that represent future orientation, dedicated to improvement of life quality and incessant exploration of potential business opportunities by more scientific diagnostic data.

⑧Besides, participation company "Anhui BY-HEALTH Health Product Promotion Service Co., Ltd." has now changed its name to "Anhui Xietai Health Industry Co., Ltd." (Anhui Xietai in short, securities code 833669). On September 29,

棵树”，证券代码T19265）2015年11月30日申请挂牌，报告期内尚未发布申请通过公告。

2015, the Company was holding a public listed transfer on the national stock transfer system (NEEQ). Participation company "Shenzhen Youkeshu Technology Co., Ltd" (Youkeshu in short, securities code T19265) applied for listing on November 30, 2015. The announcement of application approval was not issued in the report period.

### 9.实施新产能的建设

根据公司《2013—2017年产能规划》指引，将继续推进珠海四期生产基地建设，包括GMP厂房建设、设备引进、珠海厂区配套项目、进行生产基地配套设施及工程建设、增加部分生产车间/生产线等，为公司主营业务膳食补充剂产品的生产提供更加完善的配套，以满足公司销售快速增长的需求。报告期内，珠海生产基地四期厂房工程已顺利封顶。

### 9. Implement the Construction of New Capacity

According to the guidance of the *Annual Capacity Planning of 2013-2017*, the Company will keep promoting the construction of Zhuhai Phase IV Production Base, including GMP factory building construction, equipment introduction, ancillary projects for Zhuhai factory area, construction of ancillary facilities and projects for the production base, and increase of some manufacturing shops/assembly lines, etc. to provide better match to the main business of dietary supplement production to meet the demand of rapidly growing sales. In the report period, Zhuhai Production Base Phase IV Factory Building Project was successfully cast.

### 10.启动与实施科学城运营管理中心规划与建设

该地块位于广州市科学城，公司将在此基础上规划用于建设集运营管理、生产、研发、物流配送、商品展示于一体的公司运营管理中心。报告期内科学城运营管理中

### 10. Launch and Implement the Planning and Construction of Science City Operation and Management Center

The parcel is located in science city of Guangzhou. The Company will plan the parcel for the construction of an operation and management

心工程已顺利封顶。

center integrated by operation, management, production, research, development, logistics, delivery and commodity exhibition. In the report period, the operation and management center in science city was successfully cast.

#### 11. 统筹使用与实施非公开发行的募集资金投向项目

#### 11. Planned Use and Implementation of Non-public Fund Raising Investment Programs as a Whole

2015年2月，公司顺利完成非公开发行股票的发行工作，本次非公开发行股份总量为7,000万股，募集资金总额为18.655亿元，扣除发行费用后，募集资金净额约18.3亿元。本次募集资金在扣除发行费用后投入珠海生产基地四期建设项目、广东佰嘉单品运作项目、技术运营中心项目、信息化规划与建设项目、终端精细化管理及品牌建设项目。报告期内，公司根据项目进度合理安排募集资金使用计划，如期推进项目。

In February 2015, the Company successfully finished the issuance of non-public stocks. There were 70 million non-public stocks issued this time with the total amount of fund raised being RMB 1.8655billion. The net fund raised was around RMB 1.83 billion after deducting the expenses for issuance. The fund raise was invested in the Zhuhai Production Base Phase IV Construction, Guangdong Baijia Single Product Operation Project, Technical Operation Center Project, Information Planning and Construction, Terminal Refined Management and Brand Construction after deducting the expenses for issuance. In the report period, the Company properly arranged the fund using plans based on project schedule and promotes the projects as expected.

#### 12. 继续加强研发投入，加强独创配方和功能产品研发

#### 12. Continue the Reinforcement of Research and Development Input as well as Original Formula and Functional Products

公司持续不断地加强研发投入，丰富产品结构，提升产品竞争力。报告期内公司科技中心继续独创配方产品的

The Company keeps reinforcing the input in research and development to enrich product

研究和功能产品研发，研发方向重点放在新产品、新功能的研发以创造超越竞争对手的产品力。报告期内，公司新取得产品批准证书23个。

### 13.持续进行消费者营养教育，进一步发挥“汤臣倍健营养学院”的作用

2015年，营养学院主要工作：①通过多种形式为零售终端店员培训营养健康知识。②进一步扩大健康快车的数量，增加检测人次，累计检测人次超过500万。③开启消费者教育，联合药房开展健康大讲堂，在各地开展将近700场，健康教育人数达到 14万人，让更多消费者受益。

## 二、主营业务分析

### 1、概述

是否与管理层讨论与分析中的概述披露相同

☐ 是 ☒ 否

structure and raise product competitiveness. In the report period, the science and technology center of the Company kept the study on original products and functional products. The key of research and development was placed on new products and functions to create more competitive product force. In the report period, the Company obtained 23 certificates of product approval.

13. Continue consumer nutrition education and further perform the function of "BY-HEALTH Nutrition School"

In 2015, the major works of the nutrition school: ①train the knowledge on health and nutrition of terminal retailers in multiple forms ②Further expand the number of health expresses and increase test person times. The total tested person times surpassed 5 million. ③ Start consumer education and carry out health auditorium with the pharmacy. There were nearly 700 auditoriums in various places which educated 140,000 people, benefiting more consumers.

## II. Analysis of Main Business

### 1. Overview

Is the same as what is disclosed in the overview in the management discussion and analysis?

☐ Yes ☒ No

## 1.资产负债表项目大幅变动情况与原因说明

(1) 应收票据年末余额 1,491.25 万元，较年初余额减少 30.71%，主要是由于票据到期及背书转让。

(2) 存货年末余额 30,933.79 万元，较年初余额增长 34.91%，主要是根据集团销售规模，存货相应增加以及进行战略储备。

(3) 其他流动资产年末余额 124,339.70 万元，较年初余额增加 24513.10%，主要是由于本年使用闲置资金购买的银行理财产品。

(4) 可供出售金融资产年末余额为 56,320.76 万元，较年初余额增长 2597.27%，主要是由于本年新增理财产品投资及参股公司。

(5) 长期股权投资年末余额 22,846.83 万元，较年初余额增长 1042.34%，增加对外股权投资。

(6) 投资性房地产年末余额 7,478.29 万元，较年初余额增加 841.70%，主要是由于公司部分自有闲置物业对外出租。

(7) 在建工程年末余额 20,010.93 万元，较年初余额增加 32.90%，主要是#4 厂房建设投入。

(8) 无形资产年末余额 14,225.14 万元，较年初余额增加 75.11%，主要是药业公司珠海横琴地块产生的土地使用权及软件增加。

(9) 递延所得税资产年末余额 147.46 万元，较年初增长 43.93%，主要是由于准备金余额上升。

## 1. Big Change of Items in the Balance Sheet and Cause Description

(1) The closing balance of notes receivable was RMB 14,912,500, which decreased by 30.71% compared with the opening balance mainly because of the maturity of notes and the transfer of endorsements.

(2) The closing balance of inventory was RMB 309,337,900, which increased by 34.91% compared with the opening balance mainly because of the corresponding increase of sales scale and inventory and strategic reserve in the Group.

(3) The closing balance of other current assets was RMB 1,243,397,000, which increased by 24513.10% compared with the opening balance mainly because of the bank financial products purchased with idle funds.

(4) The closing balance of available-for-sale assets was RMB 563,207,600, which increased by 2597.27% compared with the opening balance mainly because of the newly added financial product investments and participation companies in current year.

(5) The closing balance of long-term equity investments was RMB 228,468,300, which increased by 1042.34% compared with the opening balance. Foreign equity investment was increased.

(6) The closing balance of investment real estate was RMB 74,782,900, which increased by 841.70% compared with the opening balance mainly because of the leasing of some idle properties of the Company.

(7) The closing balance of construction in progress was RMB 200,109,300, which increased by 32.90% compared with the opening balance. It is mainly due to the input in the construction of factory building #4.

(8) The closing balance of intangible assets was RMB 142,251,400, which increased by 75.11% compared with the opening balance. It is mainly due to the increase of land use right and software from the Zhuhai Hengqin Parcel.

(9) The closing balance of deferred income tax assets was RMB 1,474,600, which increased by 43.93% compared with the opening balance mainly because of the rise of reserve balance.



(10) 其他非流动资产年末余额 558.23 万元，较年初余额减少 70.38%，主要是由于前期的工程预付款已经结转至在建工程。

(11) 应付职工薪酬年末余额 7,644.34 万元，较年初余额增加 109.63%，主要是由于总体销售业绩完成情况较好，奖金较上年增长较大。

(12) 其他应付款年末余额 9,551.62 万元，较年初余额增加 79.75%，主要是由于公司的基建项目较多，从而设备工程类应付款上升。

(13) 递延收益年末余额 1,041.66 万元，较年初余额增长 155.68%，主要是政府补助上升。

(14) 资本公积年末余额 263,931.19 万元，较年初余额增加 202.09%，增加金额主要为本年非公开发行 A 股的募集资金产生的股本溢价。

(15) 盈余公积年末余额 21,639.45 万元，较年初余额增加 34.17%，增加金额主要为本年计提盈余公积。

## 2. 利润表项目大幅变动情况与原因说明

(1) 本年营业收入 226,604.30 万元，较上年增长 32.91%，主要是由于销售维持稳定增长以及汤臣倍健子品牌的快速增长。

(2) 本年营业成本 76,421.08 万元，较上年增长 31.76%，与销售增长保持一致。

(3) 本年销售费用 61,860.88 万元，较上年增长 55.80%，主要是由于销售扩大以及新品牌投入，导致人工，广告，经销商费用投入增加。

(10) The closing balance of other non-current assets was RMB 5,582,300, which decreased by 70.38% compared with the opening balance mainly because of the carry-down of advance payment for preliminary engineering to construction in progress.

(11) The closing balance of employee pay payable was RMB 76,443,400, which increased by 109.63% compared with the opening balance mainly because of the good overall sales performance and larger increase in bonuses.

(12) The closing balance of other payables was RMB 95,516,200, which increased by 79.75% compared with the opening balance mainly because of many capital construction projects leading to the rise of payables for equipment engineering type.

(13) The closing balance of deferred income was RMB 10,416,600, which increased by 155.68% compared with the opening balance mainly because of the rise of government subsidy.

(14) The closing balance of capital reserves was RMB 2,639,311,900, which increased by 202.09% compared with the opening balance. The increased amount was mainly the capital stock premium generated from the fund raise of non-public issuance of A-shares in current year.

(15) The closing balance of capital surplus was RMB 216,394,500, which increased by 34.17% compared with the opening balance. The increased amount was mainly the surplus reserves withdrawn in current year.

## 2. Big Change of Items in the Profit Statement and Cause Description

(1) The business income of the current year was RMB 2,266,043,000, which increased by 32.91% compared with that of last year mainly because of the stable increase of sales and the rapid growth of BY-HEALTH sub-brands.

(2) The business cost of the current year was RMB 764,210,800, which increased by 31.76% compared with that of last year and was identical to the growth of sales.

(3) The sales expense of the current year was RMB 618,608,800, which increased by 55.80% compared with that of last year main because of expanded sales and new brand input leading to the increase of labor,

(4) 本年资产减值损失442.14万元，较上年减少76.71%，主要是由于2014年进口产品计提减值。

(5) 本年营业外支出1,224.82万元，较上年增长230.88%，主要是由于2015年对外捐赠。

(6) 本年所得税费用11,961.85万元，较上年增长33.44%，与利润增长基本一致。

(7) 本年其他综合收益的税后净额721.23万元，由上年负数转为增长2608.01%，主要是由于美元波动影响。

(8) 2015 年人员费用占比较高，主要是由于超额完成全年销售任务从而在 2015 年底额外计提了一笔奖励基金给予相关人员，对于 2015 年度业绩构成一定影响。

### 3.现金流量表项目大幅变动情况与原因说明

(1) 投资活动产生的现金流量净额增加 836.41%，主要为本报告期购买理财产品，参与公司股权投资以及固定资产投资增加所致。

(2) 筹资活动现金流量净额由上年的流出转为本年的流入，主要为本年非公开发行所筹集的资金。

advertisement and distributor expenses.

(4) The asset impairment loss of the current year was RMB 4,421,400, which decreased by 76.71% compared with that of last year mainly because of the impairment withdrawn for imported products in 2014.

(5) The non-business expenditure of the current year was RMB 12,248,200, which increased by 230.88% compared with that of last year mainly because of the donations made in 2015.

(6) The income tax expense of the current year was RMB 119,618,500, which increased by 33.44% compared with that of last year and was basically identical to the profit growth.

(7) The post-tax net amount of other integrated incomes of the current year was RMB 7,212,300, which increased by 2608.01% compared with the minus of the last year mainly because of the impact of the volatility of USD.

(8) The staff expense in 2015 was at a high proportion, which is mainly due to the outperformance of the sales tasks of the year, making an extra bonus fund withdrawn to relevant staff at the end of 2015 with a certain impact on the performance constitution of year 2015.

### 3. Big Change of Items in the Cash Flow Statement and Cause Description

(1) The net cash flow from investment activities increased by 836.41%, which is mainly the increase of financial products purchased, stock investments and fix asset investments in the report period.

(2) The net cash flow of fund raise turned from the outflow of last year to the inflow of the current year, which are mainly the funds raised for non-public issuance in the current year.

## 2、收入与成本

## (2) Incomes and Costs

### (1) 营业收入构成

### (1) Composition of Business Incomes

单位：元

Monetary Unit: RMB



|                                 | 2015 年<br>Year 2015 |                                              | 2014 年<br>Year 2014 |                                              | 同比增减<br>Year-on-year<br>Increase and<br>Decrease |
|---------------------------------|---------------------|----------------------------------------------|---------------------|----------------------------------------------|--------------------------------------------------|
|                                 | 金额<br>Amount        | 占营业收入比重<br>Proportion in<br>Business Incomes | 金额<br>Amount        | 占营业收入比重<br>Proportion in<br>Business Incomes |                                                  |
| 主营业务<br>Main Business           | 2,251,441,458.61    | 99.36%                                       | 1,700,552,333.38    | 99.74%                                       | 32.39%                                           |
| <b>分产品</b><br><b>By Product</b> |                     |                                              |                     |                                              |                                                  |
| 片剂<br>Tablets                   | 725,027,517.82      | 32.20%                                       | 634,192,919.18      | 37.29%                                       | 14.32%                                           |
| 粉剂<br>Powder                    | 447,758,269.82      | 19.89%                                       | 295,688,285.95      | 17.39%                                       | 51.43%                                           |
| 胶囊<br>Capsules                  | 521,314,722.49      | 23.15%                                       | 544,710,658.14      | 32.03%                                       | -4.30%                                           |
| 其他<br>Others                    | 557,340,948.48      | 24.75%                                       | 225,960,470.11      | 13.29%                                       | 146.65%                                          |
| 合计<br>Total                     | 2,251,441,458.61    | 100.00%                                      | 1,700,552,333.38    | 100.00%                                      | 32.39%                                           |
| <b>分地区</b><br><b>By Region</b>  |                     |                                              |                     |                                              |                                                  |
| 东北<br>Northeast<br>China        | 194,862,567.78      | 8.66%                                        | 135,244,961.59      | 7.95%                                        | 44.08%                                           |
| 华北<br>North China               | 217,281,697.77      | 9.65%                                        | 162,029,134.75      | 9.53%                                        | 34.10%                                           |
| 华东<br>East China                | 714,648,359.04      | 31.74%                                       | 564,381,905.71      | 33.19%                                       | 26.62%                                           |
| 华南<br>South China               | 454,305,991.36      | 20.18%                                       | 349,859,897.32      | 20.57%                                       | 29.85%                                           |
| 华中<br>Central China             | 307,903,347.58      | 13.68%                                       | 227,999,116.75      | 13.41%                                       | 35.05%                                           |
| 西北<br>Northwest<br>China        | 93,454,001.99       | 4.15%                                        | 68,485,825.88       | 4.03%                                        | 36.46%                                           |
| 西南<br>Southwest<br>China        | 255,898,501.99      | 11.37%                                       | 192,551,491.38      | 11.32%                                       | 32.90%                                           |
| 其他<br>Others                    | 13,086,991.10       | 0.58%                                        | 0.00                | 0.00%                                        | -                                                |
| 合计<br>Total                     | 2,251,441,458.61    | 100.00%                                      | 1,700,552,333.38    | 100.00%                                      | 32.39%                                           |

(2) 占公司营业收入或营业利润 10%以上的行业、产品或地区情况

(2) Information of Industries, Products or Regions with over 10% Business Incomes or Business Profits of the Company

单位：元

Monterey Unit: RMB

|                       | 营业收入<br><br>Operating Revenue | 营业成本<br><br>Operating Costs | 毛利率<br>(%)<br><br>Gross Margin (%) | 营业收入比上年同期增减 (%)<br><br>Increase or Decrease of Business Income Compared with that of the Last Year (%) | 营业成本比上年同期增减 (%)<br><br>Increase or Decrease of Business Cost Compared with that of the Last Year (%) | 毛利率比上年同期增减 (%)<br><br>Increase or Decrease of Gross Margin Compared with that of the Last Year (%) |
|-----------------------|-------------------------------|-----------------------------|------------------------------------|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 主营业务<br>Main Business | 2,251,441,458.61              | 748,862,875.31              | 66.74%                             | 32.39%                                                                                                 | 31.15%                                                                                               | 0.31%                                                                                              |
| 分产品<br>By Product     |                               |                             |                                    |                                                                                                        |                                                                                                      |                                                                                                    |
| 片剂<br>Tablets         | 725,027,517.82                | 154,781,360.82              | 78.65%                             | 14.32%                                                                                                 | 10.56%                                                                                               | 0.73%                                                                                              |
| 粉剂<br>Powder          | 447,758,269.82                | 172,577,424.43              | 61.46%                             | 51.43%                                                                                                 | 40.86%                                                                                               | 2.89%                                                                                              |
| 胶囊<br>Capsules        | 521,314,722.49                | 196,230,317.49              | 62.36%                             | -4.30%                                                                                                 | 3.56%                                                                                                | -2.85%                                                                                             |
| 其他<br>Others          | 557,340,948.48                | 225,273,772.57              | 59.58%                             | 146.65%                                                                                                | 89.33%                                                                                               | 12.24%                                                                                             |
| 合计<br>Total           | 2,251,441,458.61              | 748,862,875.31              | 66.74%                             | 32.39%                                                                                                 | 31.15%                                                                                               | 0.31%                                                                                              |
| 分地区<br>By Region      |                               |                             |                                    |                                                                                                        |                                                                                                      |                                                                                                    |
| 东北<br>Northeast China | 194,862,567.78                | 65,508,623.50               | 66.38%                             | 44.08%                                                                                                 | 28.76%                                                                                               | 4.00%                                                                                              |
| 华北                    | 217,281,697.77                | 68,069,056.01               | 68.67%                             | 34.10%                                                                                                 | 26.63%                                                                                               | 1.85%                                                                                              |

|                       |                  |                |        |        |        |        |
|-----------------------|------------------|----------------|--------|--------|--------|--------|
| North China           |                  |                |        |        |        |        |
| 华东<br>East China      | 714,648,359.04   | 249,493,904.79 | 65.09% | 26.62% | 26.89% | -0.07% |
| 华南<br>South China     | 454,305,991.36   | 137,625,854.67 | 69.71% | 29.85% | 26.92% | 0.70%  |
| 华中<br>Central China   | 307,903,347.58   | 101,522,002.93 | 67.03% | 35.05% | 37.79% | -0.66% |
| 西北<br>Northwest China | 93,454,001.99    | 28,652,439.69  | 69.34% | 36.46% | 23.47% | 3.23%  |
| 西南<br>Southwest China | 255,898,501.99   | 89,177,756.34  | 65.15% | 32.90% | 38.45% | -1.40% |
| 其他<br>Others          | 13,086,991.10    | 8,813,237.38   | 32.66% | 0.00%  | 0.00%  | 32.66% |
| 合计<br>Total           | 2,251,441,458.61 | 748,862,875.31 | 66.74% | 32.39% | 31.15% | 0.31%  |

公司主营业务数据统计口径在报告期发生调整的情况下，公司最近 1 年按报告期末口径调整后的主营业务数据

Where the statistical caliber of the main business data of the Company is adjusted, the data is subject to the main business data after adjustment according to the caliber of the end of the report period in the latest year.

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

**(3) 公司实物销售收入是否大于劳务收入**

**(3) Whether the material sales income of the Company is larger than its income from labor services**

☒ 是 ☐ 否

☒ Yes ☐ No

| 行业分类产品<br>Products with<br>Classification of<br>Industry | 项目<br>Item          | 单位<br>Unit   | 2015 年<br>Year 2015 | 2014 年<br>Year 2014 | 同比增减 (%)<br>Year-on-year<br>Increase and<br>Decrease (%) |
|----------------------------------------------------------|---------------------|--------------|---------------------|---------------------|----------------------------------------------------------|
| 片剂                                                       | 销售量<br>Sales Volume | 万片<br>10,000 | 267,090.66          | 209,209.94          | 27.67%                                                   |
|                                                          | 生产量<br>Production   | 万片<br>10,000 | 371,030.76          | 265,957.08          | 39.51%                                                   |

|    |                     |               |               |              |         |
|----|---------------------|---------------|---------------|--------------|---------|
|    | 库存量<br>Inventory    | 万片<br>10,000  | 65,090.39     | 40,421.41    | 61.03%  |
| 粉剂 | 销售量<br>Sales Volume | 千克<br>Kg      | 2,782,012.26  | 1,826,874.21 | 52.28%  |
|    | 生产量<br>Production   | 千克<br>Kg      | 3,419,536.50  | 2,362,605.89 | 44.74%  |
|    | 库存量<br>Inventory    | 千克<br>Kg      | 626,821.84    | 407,422.57   | 53.85%  |
| 胶囊 | 销售量<br>Sales Volume | 万粒<br>10,000  | 195,472.90    | 183,973.62   | 6.25%   |
|    | 生产量<br>Production   | 万粒<br>10,000  | 326,502.21    | 228,101.32   | 43.14%  |
|    | 库存量<br>Inventory    | 万粒<br>10,000  | 48,014.00     | 41,994.77    | 14.33%  |
| 其他 | 销售量<br>Sales Volume | 个、套<br>Set(s) | 8,681,156.00  | 3,555,731.75 | 144.15% |
|    | 生产量<br>Production   | 个、套<br>Set(s) | 10,454,274.00 | 3,668,346.00 | 184.99% |
|    | 库存量<br>Inventory    | 个、套<br>Set(s) | 2,241,443.00  | 1,312,534.00 | 70.77%  |

相关数据同比发生变动 30% 以上的原因说明

Cause description of variations of relevant data over 30% year-on-year.

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

产销量上升受销量增长及存货供应影响。

The rise of production and sales is influenced by the increase of sales volumes and inventory supply

**(4) 公司已签订的重大销售合同截至本报告期的履行情况**
**(4) Performance of Significant Sales Contract of the Company as of the Report Period**
☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

**(5) 营业成本构成**
**(5) Composition of Business Costs**

单位：元

Monterey Unit: RMB

| 项目<br>Item | 2015 年<br>Year 2015 |                                         | 2014 年<br>Year 2014 |                                         | 同比增减<br>Year-on-year Increase and Decrease |
|------------|---------------------|-----------------------------------------|---------------------|-----------------------------------------|--------------------------------------------|
|            | 金额<br>Amount        | 占营业成本比重<br>Proportion in Business Costs | 金额<br>Amount        | 占营业成本比重<br>Proportion in Business Costs |                                            |

|                |                |        |                |        |     |
|----------------|----------------|--------|----------------|--------|-----|
| 片剂<br>Tablets  | 154,781,360.82 | 20.25% | 139,991,998.94 | 24.14% | 11% |
| 粉剂<br>Powder   | 172,577,424.43 | 22.58% | 122,517,218.21 | 21.12% | 41% |
| 胶囊<br>Capsules | 196,230,317.49 | 25.68% | 189,488,331.77 | 32.67% | 4%  |
| 其他<br>Others   | 225,273,772.57 | 29.48% | 118,985,166.38 | 20.51% | 89% |

**(6) 报告期内合并范围是否发生变动**
**(6) Whether the scope of consolidation was changed in the report period**

√ 是 □ 否

√ Yes □ No

——报告期新纳入合并范围的公司

--Companies newly incorporated into the scope of consolidation in the report period

| 子公司名称<br>Name of Subsidiary                                   | 子公司类型<br>Type of Subsidiary | 注册地<br>Registration Place | 注册资本<br>Registered Capital | 持股比例<br>Shareholding Ratio | 表决权比例<br>Ratio of Enjoying Right to Vote | 期末实际出资额<br>Closing Actual Contribution |
|---------------------------------------------------------------|-----------------------------|---------------------------|----------------------------|----------------------------|------------------------------------------|----------------------------------------|
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 控股子公司<br>Holding subsidiary | 广州<br>Guangzhou           | 20,000,000.00              | 70%                        | 70%                                      | 14,000,000.00                          |

注：2015 年 2 月，公司投资人民币 2,000.00 万元在广州成立全资子公司广东佰悦网络科技有限公司，2015 年 3 月，公司将其 30% 的股权转让予广州有加投资合伙企业(有限合伙)。

Note: in February 2015, the Company invested RMB 20,000,000 to establish the wholly-owned subsidiary Guangdong Baiyue Network Technology Co., Ltd. in Guangzhou. In March 2015, the Company transferred 30% equities of the subsidiary to Guangzhou Youjia Investment Partner Corporation (Limited Partnership).

(7) 公司报告期内业务、产品或服务发生重大变化或调整有关情况

(7) Information of Significant Changes or Adjustments of Businesses, Products or Services in the Report Period

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

(8) 主要销售客户和主要供应商情况

(8) Information of Main Customers and Main Suppliers

公司主要销售客户情况

Information of Main Trade Debtors

|                                                                                                           |                |
|-----------------------------------------------------------------------------------------------------------|----------------|
| 前五名客户合计销售金额（元）<br>Total Sales Amount for Top 5 Customers (RMB)                                            | 331,496,314.52 |
| 前五名客户合计销售金额占年度销售总额比例<br>Proportion of Total Sales Amount for Top 5 Customers in Annual Total Sales Volume | 14.63%         |

公司前 5 大客户资料

Information of Top 5 Customers of the Company

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

| 序号<br>SN    | 客户名称<br>Name of Customers | 销售额（元）<br>Sales Volume (RMB) | 占年度销售总额比例<br>Proportion in Annual Total Sales Volume |
|-------------|---------------------------|------------------------------|------------------------------------------------------|
| 1           | 客户 1<br>Customer 1        | 114,360,807.43               | 5.05%                                                |
| 2           | 客户 2<br>Customer 2        | 74,907,240.23                | 3.31%                                                |
| 3           | 客户 3<br>Customer 3        | 52,316,265.95                | 2.31%                                                |
| 4           | 客户 4<br>Customer 4        | 46,017,036.06                | 2.03%                                                |
| 5           | 客户 5<br>Customer 5        | 43,894,964.85                | 1.94%                                                |
| 合计<br>Total | --                        | 331,496,314.52               | 14.63%                                               |

公司主要供应商情况

Information of Main Suppliers of the Company



|                                                                                                                    |                |
|--------------------------------------------------------------------------------------------------------------------|----------------|
| 前五名供应商合计采购金额（元）<br>Total Purchase Amount of Top 5 Suppliers (RMB)                                                  | 330,333,600.54 |
| 前五名供应商合计采购金额占年度采购总额比例<br>Proportion of Total Purchase Amount of Top 5 Suppliers in Annual Total Amount of Purchase | 38.73%         |

公司前 5 名供应商资料

Information of Top 5 Suppliers of the Company

√适用 □ 不适用

√Applicable □Not Applicable

| 序号<br>SN    | 供应商名称<br>Name of suppliers | 采购额（元）<br>Purchase Amount (RMB) | 占年度采购总额比例<br>Proportion in Annual Total Amount of Purchase |
|-------------|----------------------------|---------------------------------|------------------------------------------------------------|
| 1           | 供应商 1<br>Supplier 1        | 138,975,744.57                  | 16.30%                                                     |
| 2           | 供应商 2<br>Supplier2         | 63,835,134.84                   | 7.49%                                                      |
| 3           | 供应商 3<br>Supplier 3        | 47,304,572.38                   | 5.55%                                                      |
| 4           | 供应商 4<br>Supplier 4        | 46,738,300.00                   | 5.48%                                                      |
| 5           | 供应商 5<br>Supplier 5        | 33,479,848.75                   | 3.93%                                                      |
| 合计<br>Total | --                         | 330,333,600.54                  | 38.73%                                                     |

### 3、费用

### 3. Expenses

单位：元

Monetary Unit: RMB

|      | 2015 年<br>Year 2015 | 2014 年<br>Year 2014 | 同比增减<br>Year-on-year Increase and Decrease | 重大变动说明<br>Description of Significant Changes |
|------|---------------------|---------------------|--------------------------------------------|----------------------------------------------|
| 销售费用 | 618,608,812.36      | 397,041,160.76      | 55.80%                                     | 报告期内销售费用 61,860.88 万元，较上年同期增长 55.80%，主要是由于销  |

|                                 |                |                |        |                                                                                                                                                                                                                                                                                                       |
|---------------------------------|----------------|----------------|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Selling Expenses                |                |                |        | 售扩大，导致工资、广告、经销商费用投入增加。<br>(3) The sales expense of the current year was RMB 618,608,800 in the report period, which increased by 55.80% compared with that in the same period of last year mainly because of expanded sales leading to the increase of labor, advertisement and distributor expenses. |
| 管理费用<br>Administrative Expenses | 213,392,919.55 | 176,726,014.26 | 20.75% | -                                                                                                                                                                                                                                                                                                     |
| 财务费用<br>Financial Expenses      | -51,248,755.59 | -43,867,068.75 | 16.83% | -                                                                                                                                                                                                                                                                                                     |

#### 4、研发投入

#### 4. R&D Input

##### (1) 研发机构建设情况

##### (1) Information on the Construction of Research and Development Institutions

截至报告期末，公司共拥有省级创新研究平台 4 个，分别为广东省省级企业技术中心、广东省企业科技特派员工作站、广东省民营企业创新产业化示范基地、广东省省级工程技术研究开发中心。

As of the end of the report period, the Company owns 4 provincial innovative research platforms in total, which are respectively Guangdong Provincial Enterprise Technological Enter, Guangzhou Provincial Enterprise Scientific Commissioner Work Station, Guangdong Provincial Private Enterprise Innovative Industry Demonstration Base and Guangdong Provincial Engineering Technological Research and Development Center.

截至报告期末，公司投入使用的大型科研实验室主要包括了小试实验室、中试研发平台、分析检测中心。其中分析检测中心于 2013 年经中国合格评定国家认可委员会（CNAS）认定，正式授予 CNAS 认可证书。为保证

As of the end of the report period, large research labs used by the Company mainly includes small labs, pilot R&D platforms and analysis and test centers. Wherein, the analysis and test centers were approved by China National Accreditation Service for



创新研究的高质量和安全性，公司科研实验室配备了从美国、日本、意大利、韩国、德国等数个国家进口的小试、中试生产设备和分析检测仪器设备，如德国菲特压片机、BOCH 胶囊充填机、原子吸收光谱仪、凯氏定氮仪等，韩国压丸机，意大利膳食纤维仪，美国高效液相色谱仪、气相色谱仪、质谱仪、电感耦合等离子体质谱仪、傅立叶红外光谱仪，日本超高效液相色谱仪、AB SCIEX 串联质谱仪、干法制粒机、微波消解仪、激光粒度仪等，拥有万元科研仪器设备 100 多台套，用于研究开发的万元以上设备的原价总值 2000 多万元。

## （2）产学研合作情况

2015 年 1 月，公司与中国科学院上海药物研究所签署技术开发合同。上海药物所将协助公司开展现有产品的技术升级和创新性产品开发等工作，在产品剂型、工艺技术等领域提升产品的科技含量。

2015 年 12 月，公司与英国阿伯丁大学罗威特营养与健康研究所（The Rowett Institute of Nutrition and Health）签订全球战略合作协议，建立“协同创新战略合作伙伴关

Conformity Assessment (CNAS) and awarded the CNAS certificates. To guarantee the high quality and safety of the innovative studies, the research labs are equipped with small test and pilot test manufacturing equipment and analytical and testing instruments and equipment imported from the U.S., Japan, Italy, South Korea and Germany, etc. For example, Fette pressing machine, BOCH capsule filler, atomic absorption spectrometer, and Kjeldahl apparatus, etc. from Germany, pelleting machine from South Korea, dietary fiber apparatus from Italy, high performance liquid chromatograph, gas chromatograph, mass spectrograph, inductively coupled plasma source mass spectrometer, and Fourier transform infrared spectroscopy from the U.S., and ultra high performance liquid chromatograph, AB SCIEX tandem mass spectrometer, dry type granulator, microwave digester, and laser particle size analyzer, etc. from Japan. The Company owns over 100 scientific research instruments and equipment above RMB 10,000, which are originally worth over RMB 20 million.

## （2）Information of Industry-University-Research Cooperation

In January 2015, the Company and Chinese Academy of Sciences Shanghai Institute of Materia Medica signed a technical development contract. Chinese Academy of Sciences Shanghai Institute of Materia Medica will help the Company carry out the technical update of current products and the development of innovative products, etc. to improve the technical content of product in the fields of dosage form and process technology, etc.

In December 2015, the Company and the Rowett Institute of Nutrition and Health signed a global strategic cooperation agreement and established a "cooperative innovation strategic

系”，未来双方将围绕大健康领域，在创新产品研发、新功效研发、个性化营养相关技术与产品研发等多个方面展开合作。

2015 年,汤臣倍健营养科学研究基金继续投入研究经费,通过全国公开招标形式与高等院校、三甲医院、研究所等第三方研究机构合作开展相关研究。包括与天津医科大学公共卫生学院教授、博士生导师黄国伟合作,研究叶酸和 DHA 联合应用对轻度认知功能障碍老年人干预作用;与中山大学公共卫生学院教授、博士生导师夏敏合作,研究复合微量营养素干预对高尿酸血症患者血尿酸水平改善作用;与北京协和医院临床营养科主任医师、教授于康合作,进行肌肉衰减症发病率横断面调查及生活方式干预项目(LMP)对肌肉衰减症临床结局、生活质量和成本/效果影响的多中心随机对照研究;与新疆医科大学第一附属医院临床营养科主任医师李莉合作,进行信息化引导模式对糖尿病前期者的管理及其效果分析的研究。

partnership". In the future, the Parties will focus on the field of big health to cooperate in aspects of the research and development of innovative products, new effect and technologies and products in relation to individualized nutrition.

In 2015, BY-HEALTH nutritional scientific research fund continued the input of expenditure and carried out relevant studies with higher institutes, major hospitals and research institutes by open tendering. It included the cooperation with Huang Guowei, professor and doctoral supervisor of the School of Public Health of Tianjin Medical University in the study of the intervention effect of combined application of folic acid and DHA on senior citizens with mild cognitive disorder; the cooperation with Xia Min, professor and doctoral supervisor of the School of Public Health of Zhongshan University in the study of the improvement effect of compound micronutrient intervention on the blood uric acid level of high blood uric acid patients; the cooperation with Yu Kang, senior doctor and professor of the department of clinical nutrition of Peking Union Medical College Hospital in the study on muscle attenuation morbidity cross-sectional survey and the impact of the multi-centered randomized control of life style intervention (LMP) on the clinical result, life quality and cost/effect of muscle attenuation morbidity; the cooperation with Li Li, senior doctor of the department of clinical nutrition of the First Affiliated Hospital of Xinjiang Medical University in the study on the management and effect analysis of information introduction mode on prediabetes patients.

|  | 2015 年<br>Year 2015 | 2014 年<br>Year 2014 | 2013 年<br>Year 2013 |
|--|---------------------|---------------------|---------------------|
|--|---------------------|---------------------|---------------------|

|                                                                                     |               |               |               |
|-------------------------------------------------------------------------------------|---------------|---------------|---------------|
| 研发人员数量（人）<br>Number of R&D Staff (Person)                                           | 265           | 170           | 179           |
| 研发人员数量占比<br>Proportion of the Number of R&D Staff                                   | 10.27%        | 8.43%         | 10.33%        |
| 研发投入金额（元）<br>Amount for R&D Input (RMB)                                             | 64,077,828.84 | 59,965,184.30 | 58,941,063.57 |
| 研发投入占营业收入比例<br>Proportion of R&D Input in Business Incomes                          | 2.83%         | 3.52%         | 3.98%         |
| 研发支出资本化的金额（元）<br>Capitalized Amount of R&D Expenditure (RMB)                        | 7,685,158.10  | 6,993,199.97  | 14,712,326.86 |
| 资本化研发支出占研发投入的比例<br>Proportion of Capitalized R&D Expenditure in R&D Input           | 11.99%        | 11.66%        | 24.96%        |
| 资本化研发支出占当期净利润的比重<br>Proportion of Capitalized R&D Expenditure in Current Net Profit | 1.24%         | 1.39%         | 3.49%         |

研发投入总额占营业收入的比重较上年发生显著变化的原因

Cause of Prominent Change of the Proportion of Total R&amp;D Input in Business Incomes Compared with That of Last Year

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

研发投入资本化率大幅变动的原因及其合理性说明

Cause and Reasonable Explanation of the Drastic Change of the Capitalization Rate of R&amp;D Input

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

近两年专利数情况

Information of the Number of Patents in the Latest 2 Years

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

|                          | 已申请<br>Applied | 已获得<br>Acquired | 截至报告期末累计获得<br>Total Acquisition as of the End of the Report Period |
|--------------------------|----------------|-----------------|--------------------------------------------------------------------|
| 发明专利<br>Invention Patent | 33             | 12              | 16                                                                 |

|                                                                                                                  |                                                                                                             |    |    |
|------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|----|----|
| 实用新型<br>Utility Model                                                                                            | 11                                                                                                          | 12 | 24 |
| 外观设计<br>Appearance Design                                                                                        | 23                                                                                                          | 18 | 29 |
| 本年度核心技术团队或关键技术人员变动情况<br>Change of core technical team or core technician in the current year                     | 核心技术团队无变化，新增一名关键技术人员<br>The core technical team has not changed and one new key technician joined the team. |    |    |
| 是否属于科技部认定高新企业<br>Whether it belongs to high-tech enterprise identified by the Ministry of Science and Technology | 是<br>Yes                                                                                                    |    |    |

## 5、现金流

## 5. Cash Flow

单位：元

Monterey Unit: RMB

| 项目<br>Item                                                       | 2015 年<br>Year 2015 | 2014 年<br>Year 2014 | 同比增减<br>Year-on-year Increase and Decrease |
|------------------------------------------------------------------|---------------------|---------------------|--------------------------------------------|
| 经营活动现金流入小计<br>Subtotal of Cash Flows from Operating Activities   | 2,652,256,357.94    | 1,995,348,172.09    | 32.92%                                     |
| 经营活动现金流出小计<br>Subtotal of Cash Outflow from Operating Activities | 2,017,363,300.75    | 1,434,707,900.35    | 40.61%                                     |
| 经营活动产生的现金流量净额<br>Net Cash Flow from Operating Activities         | 634,893,057.19      | 560,640,271.74      | 13.24%                                     |
| 投资活动现金流入小计<br>Subtotal of Cash Inflow from Investing Activities  | 924,255,915.50      | 122,059.40          | 757118.14%                                 |
| 投资活动现金流出小计<br>Subtotal of Cash Outflow from Investing Activities | 3,137,864,564.79    | 236,515,129.65      | 1226.71%                                   |



|                                                                  |                   |                 |          |
|------------------------------------------------------------------|-------------------|-----------------|----------|
| 投资活动产生的现金流量净额<br>Net Cash Flow from Investing Activities         | -2,213,608,649.29 | -236,393,070.25 | 836.41%  |
| 筹资活动现金流入小计<br>Subtotal of Cash Inflow from Financing Activities  | 1,847,104,939.03  | 35,982,273.60   | 5033.37% |
| 筹资活动现金流出小计<br>Subtotal of Cash Outflow from Financing Activities | 364,005,470.00    | 328,080,000.00  | 10.95%   |
| 筹资活动产生的现金流量净额<br>Net Cash Flow from Financing Activities         | 1,483,099,469.03  | -292,097,726.40 | -607.74% |
| 现金及现金等价物净增加额<br>Net Increase in Cash and Cash Equivalents        | -95,684,531.77    | 31,861,903.54   | -400.31% |

相关数据同比发生重大变动的主要影响因素说明

√适用 □ 不适用

2015 年投资活动产生的现金流量净额增加 836.41%，主要为本报告期购买理财产品，参与公司股权投资以及固定资产投资增加所致。

筹资活动现金流量净额由上年的流出转为本年的流入，主要为本年非公开募集所筹集的资金。

报告期内公司经营活动产生的现金净流量与本年度净利润存在重大差异的原因说明

□ 适用√不适用

### 三、非主营业务情况

√适用 □ 不适用

单位：元

Description of Major Influence Factors of Significant Change of Relevant Data on a Year-on-year Basis

√Applicable □Not Applicable

In 2015, the net cash flow from investment activities increased by 836.41%, which is mainly the increase of financial products purchased, stock investments and fix asset investments in the report period.

The net cash flow of fund raise turned from the outflow of last year to the inflow of the current year, which is mainly the funds raised for non-public fund-raise in the current year.

Explanation to the Cause of Major Differences between the Net Cash Flow from Business Activities in the Report Period and the Net Profit of the Current Year

□Applicable √Not Applicable

### III. Information of Non-core Business

√Applicable □Not Applicable

Monetary Unit: RMB

|  | 金额     | 占利润总额比例             | 形成原因说明                   | 是否具有可持续性                 |
|--|--------|---------------------|--------------------------|--------------------------|
|  | Amount | Proportion in Total | Description of Reason of | Is it sustainable or not |

|                                      |               | Profit | Forming                                                                 |                                                                            |
|--------------------------------------|---------------|--------|-------------------------------------------------------------------------|----------------------------------------------------------------------------|
| 投资收益                                 | 31,804,823.14 | 4.30%  | 理财产品收益及参股公司利润影响                                                         | 根据实际理财产品进行划分，部分投资收益具有可持续性                                                  |
| Investment Incomes                   |               |        | Impact on Financial Product Yield and Profit of Participation Companies | Some investment income is sustainable divided by actual financial products |
| 公允价值变动损益                             | -             | 0.00%  |                                                                         |                                                                            |
| Gain or loss on change of fair value |               |        |                                                                         |                                                                            |
| 资产减值                                 | 4,421,377.43  | 0.60%  | 流动资产减值                                                                  | 常规项目，金额随着运营情况发生变动                                                          |
| Impairment of Assets                 |               |        | Impairment of Current Assets                                            | Regular project in which the amount changes with the operating conditions  |
| 营业外收入                                | 31,373,435.61 | 4.24%  | 政府补助                                                                    | 否                                                                          |
| Non-Operating Revenues               |               |        | Government Subsidies                                                    | No                                                                         |
| 营业外支出                                | 12,248,249.26 | 1.66%  | 对外捐赠                                                                    | 否                                                                          |
| Non-operating Expenditures           |               |        | Donation Contributed                                                    | No                                                                         |

#### 四、资产及负债状况

#### IV. Information of Assets and Liabilities

##### 1、资产构成重大变动情况

##### 1. Significant Change of Asset Composition

单位：元

Monterey Unit: RMB

|                          | 2015 年末<br>End of 2015 |                                      | 2014 年末<br>End of 2014 |                                      | 比重增减<br>Increase or Decrease of Proportion | 重大变动说明<br>Description of Significant Changes |
|--------------------------|------------------------|--------------------------------------|------------------------|--------------------------------------|--------------------------------------------|----------------------------------------------|
|                          | 金额<br>Amount           | 占总资产比例<br>Proportion in Total Assets | 金额<br>Amount           | 占总资产比例<br>Proportion in Total Assets |                                            |                                              |
| 货币资金<br>Monetary Capital | 1,443,638,330.31       | 29.43%                               | 1,537,042,862.08       | 56.90%                               | -27.47%                                    | 无重大变化<br>No Significant Change.              |



|                                       |                |        |                |        |        |                                 |
|---------------------------------------|----------------|--------|----------------|--------|--------|---------------------------------|
| 应收账款<br>Receivables                   | 51,831,650.22  | 1.06%  | 43,469,615.63  | 1.61%  | -0.55% | 无重大变化<br>No Significant Change. |
| 存货<br>Inventories                     | 309,337,865.21 | 6.31%  | 229,294,292.29 | 8.49%  | -2.18% | 无重大变化<br>No Significant Change. |
| 投资性房地产<br>Investment Properties       | 74,782,883.68  | 1.52%  | 7,941,264.66   | 0.29%  | 1.23%  | 无重大变化<br>No Significant Change. |
| 长期股权投资<br>Long-term Equity Investment | 228,468,304.50 | 4.66%  | 20,000,000.00  | 0.74%  | 3.92%  | 无重大变化<br>No Significant Change. |
| 固定资产<br>Fixed Assets                  | 496,764,573.59 | 10.13% | 428,748,316.54 | 15.87% | -5.74% | 无重大变化<br>No Significant Change. |
| 在建工程<br>Construction in Process       | 200,109,320.22 | 4.08%  | 150,566,187.54 | 5.57%  | -1.49% | 无重大变化<br>No Significant Change. |
| 短期借款<br>Short-term Loans              |                | 0.00%  |                | 0.00%  | 0.00%  | -                               |
| 长期借款<br>Long-term Loans               |                | 0.00%  |                | 0.00%  | 0.00%  | -                               |

## 2、以公允价值计量的资产和负债

## 2. Assets and Liabilities Measured at Fair Value

√适用 □ 不适用

√Applicable □Not Applicable

单位：元

Monetary Unit: RMB

| 项目<br>Item               | 期初数<br>Opening Amount | 本期公允价值变动损益<br>Profit or loss on change of fair value in the current period | 计入权益的累计公允价值变动<br>Accumulative Change of Fair Value Included into Equity | 本期计提的减值<br>Impairment Withdrawn in the Current Period | 本期购买金额<br>Amount Purchased in the Current Period | 本期出售金额<br>Amount Sold in the Current Period | 期末数<br>Closing Amount |
|--------------------------|-----------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------|---------------------------------------------|-----------------------|
| 金融资产<br>Financial Assets |                       |                                                                            |                                                                         |                                                       |                                                  |                                             |                       |
| 1.以公允价值计量且其变动            |                       |                                                                            |                                                                         |                                                       |                                                  |                                             |                       |

|                                                                                                                                                            |  |  |              |  |             |  |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--------------|--|-------------|--|----------------|
| 计入当期损益的金融资产<br>(不含衍生金融资产)                                                                                                                                  |  |  |              |  |             |  |                |
| 1. Financial Asset Measured<br>at Fair Value with its Change<br>Included into the Current<br>Profits and Losses (excluding<br>derivative financial assets) |  |  |              |  |             |  |                |
| 2. 衍生金融资产                                                                                                                                                  |  |  |              |  |             |  |                |
| 2. Derivative Financial Assets                                                                                                                             |  |  |              |  |             |  |                |
| 3. 可供出售金融资产                                                                                                                                                |  |  | 1,390,998.81 |  | 190,000,000 |  | 191,390,998.81 |
| 3. Available-for-sale Financial<br>Assets                                                                                                                  |  |  |              |  |             |  |                |
| 金融资产小计                                                                                                                                                     |  |  | 1,390,998.81 |  | 190,000,000 |  | 191,390,998.81 |
| Subtotal of Financial Assets                                                                                                                               |  |  |              |  |             |  |                |
| 投资性房地产                                                                                                                                                     |  |  |              |  |             |  |                |
| Investment Properties                                                                                                                                      |  |  |              |  |             |  |                |
| 生产性生物资产                                                                                                                                                    |  |  |              |  |             |  |                |
| Productive Biological Assets                                                                                                                               |  |  |              |  |             |  |                |
| 其他                                                                                                                                                         |  |  |              |  |             |  |                |
| Others                                                                                                                                                     |  |  |              |  |             |  |                |
| 上述合计                                                                                                                                                       |  |  | 1,390,998.81 |  | 190,000,000 |  | 191,390,998.81 |
| Total                                                                                                                                                      |  |  |              |  |             |  |                |
| 金融负债                                                                                                                                                       |  |  |              |  |             |  |                |
| Financial Liabilities                                                                                                                                      |  |  |              |  |             |  |                |

报告期内公司主要资产计量属性是否发生重大变化

 Is there significant change of major asset measuring attributes  
in the report period?

☐ 是 ☒ 否

☐ Yes ☒ No

## 五、投资状况分析

## V. Investment Condition Analysis

### 1、总体情况

### 1. Overall Situation

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

| 报告期投资额 (元)                            | 上年同期投资额 (元)                                             | 变动幅度                |
|---------------------------------------|---------------------------------------------------------|---------------------|
| Investment in the Report Period (RMB) | Investment at the Same Period of the Last<br>Year (RMB) | Amount of Variation |





|                |               |          |
|----------------|---------------|----------|
| 557,536,000.00 | 40,000,000.00 | 1293.84% |
|----------------|---------------|----------|

## 2、报告期内获取的重大的股权投资情况

## 2. Significant Equity Investment Acquired in the Report Period

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：元

Monterey Unit: RMB

| 被投资公司名称<br>Name of the Company Invested | 主要业务<br>Main Businesses | 投资方式<br>Investment Mode | 投资金额<br>Investment Amount | 持股比例<br>Shareholding Ratio | 资金来源<br>Source of Funds | 合作方<br>Partner                                 | 投资期限<br>Term of Investment | 产品类型<br>Product Type | 预计收益<br>Expected Earnings | 本期投资盈亏<br>Profit or Loss | 是否涉诉<br>Whether involved in lawsuits | 披露日期<br>(如有)<br>Date of Disclosure (In Case) | 披露索引<br>(如有)<br>Index of Disclosure (In Case)          |
|-----------------------------------------|-------------------------|-------------------------|---------------------------|----------------------------|-------------------------|------------------------------------------------|----------------------------|----------------------|---------------------------|--------------------------|--------------------------------------|----------------------------------------------|--------------------------------------------------------|
| 北京桃谷科技有限公司                              | 移动医疗相关业务                | 新设                      | 15,000,000                | 15.00%                     | 自有资金                    | 1、诚承投资控股有限公司；2、深圳市前海喜乐佳投资有限公司；3、张守川、崔龙江、韩思婷、文东 | 长期                         | APP                  | 0                         | 0                        | 否                                    | 2015年03月20日                                  | 1、关于与关联方合作设立移动医疗公司的对外投资公告(2015-024)<br>2、关于参股公司桃谷科技完成增 |

|                                                 |                                                                                                                                       |                   |             |        |            |                                                                                                                                                         |           |               |   |   |    |                |                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------|--------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------|---|---|----|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Beijing Taogu Technology Co., Ltd.              | Business in Relation to Mobile Medical Treatment                                                                                      | Newly Established |             |        | Owned Fund | 1. Chengcheng Investment Holding Co., Ltd.; 2. Shenzhen Qianhaixilejia Investment Co., Ltd.; 3. Zhang Shouchuan, Cui Longjiang, Han Siting and Wen Dong | Long-term | APP           |   |   | No | March 20, 2015 | 资及工商变更登记的公告 (2015-044)<br><br>1. Announcement on Foreign Investment of the Mobile Medical Company Established with the Related Party (2015-024) 2. Announcement on Completion of Capital Increase and Registration of Commercial and Industrial Change of Participation Company Taogu Technology (2015-044) |
| 上海臻鼎电脑科技有限公司                                    | 临床营养、慢病管理、妇幼健康管理等移动健康管理领域                                                                                                             | 增资                | 24,000,000  | 20.00% | 自有资金       | 1、诚承投资控股有限公司；2、珠海佰润健康管理合伙企业；3、上海臻鼎电脑科技有限公司                                                                                                              | Long-term | 健康系统          | 0 | 0 | 否  | 2015年04月23日    | 关于与关联方合资收购上海臻鼎部分股权的对外投资公告 (2015-040)                                                                                                                                                                                                                                                                        |
| Shanghai Zhending Computer Technology Co., Ltd. | Clinical nutrition, chronic disease management, health management for women and children and other fields of mobile health management | Capital Increase  |             |        | Owned Fund | 1. Chengcheng Investment Holding Co., Ltd.; 2. Zhuhai Bairun Health Management Partner Corporation; Shanghai Zhending Computer Technology, Co., Ltd.    |           | Health System |   |   | No | April 23, 2015 | Announcement on Acquisition of Foreign Investments on Part of Equities of Shanghai Zhending with Related Parties in Joint Venture (2015-040)                                                                                                                                                                |
| 深圳市有棵树                                          | 大健康领域的跨境电商                                                                                                                            | 增资                | 160,000,000 | 10.00% | 自有         | 深圳有棵树及其原有股东                                                                                                                                             | 长期        | 海豚供应链、“维康氏”、  | 0 | 0 | 否  | 2015年06        | 关于战略投资跨境电商平台深圳                                                                                                                                                                                                                                                                                              |

|                                                                           |                                                                         |                             |                                                       |            |                               |                                                                                                                                  |                   |                                                                                           |   |   |    |                           |                                                                                                                                                        |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------|-------------------------------------------------------|------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------------------------------------------------------------------------|---|---|----|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 科技有<br>限公司                                                                | 平台                                                                      |                             |                                                       |            | 资<br>金                        |                                                                                                                                  |                   | 无人机航模<br>机器人零配<br>件                                                                       |   |   |    | 月 26<br>日                 | 市有棵树科技有<br>限公司的对外投<br>资公告(2015-048)                                                                                                                    |
| Shenzhe<br>n<br>Youkesh<br>u<br>Technol<br>ogy Co.,<br>Ltd.               | Cross-border<br>E-commerce<br>Platform in<br>the Field of<br>Big Health | Cap<br>ital<br>Incr<br>ease |                                                       |            | O<br>w<br>ne<br>d<br>Fu<br>nd | Shenzhen<br>Youkeshu and Its<br>Original<br>Shareholders                                                                         | Lon<br>g-te<br>rm | Dolphin<br>Supply<br>Chain,<br>"Weikangs<br>hi" and<br>parts of<br>UAV<br>model<br>robots |   |   | No | June<br>26,<br>2015       | Announcement<br>on Strategic<br>Foreign<br>Investment of<br>Cross-border<br>E-commerce<br>Platform<br>Shenzhen<br>Youkesong<br>Technology Co.,<br>Ltd. |
| 北京极<br>简时代<br>软件科<br>技有限<br>公司                                            | 智能手机及<br>老年服务平<br>台                                                     | 增<br>资                      | 40,000,000                                            | 10.0<br>0% | 自<br>有<br>资<br>金              | 北京极简时代及<br>其原有股东                                                                                                                 | 长<br>期            | 极简手机                                                                                      | 0 | 0 | 否  | 2015<br>年 07<br>月 15<br>日 | 关于战略投资北<br>京极简时代软件<br>科技有限公司的<br>对外投资公告<br>(2015-060)                                                                                                  |
| Beijing<br>Jijian<br>Times<br>Softwar<br>e<br>Technol<br>ogy Co.,<br>Ltd. | Smartphone<br>and Aged<br>Service<br>Platform                           | Cap<br>ital<br>Incr<br>ease |                                                       |            | O<br>w<br>ne<br>d<br>Fu<br>nd | Beijing Jijian<br>Times and its<br>Original<br>Shareholders                                                                      | Lon<br>g-te<br>rm | Jijian<br>Cellphone                                                                       |   |   | No | July<br>15,<br>2015       | Announcement<br>on Strategic<br>Foreign<br>Investment of<br>Beijing Jijian<br>Times Software<br>Technology Co.,<br>Ltd.                                |
| KangSe<br>edTechn<br>ologyLt<br>d.                                        | “大姨<br>吗”APP 的<br>开发、宣传<br>和销售业务                                        | 增<br>资                      | 10,000,000<br>美元（折合<br>人民币<br>64,936,000<br>）         | 4.52<br>%  | 自<br>有<br>资<br>金              | 1、KangSeed<br>Technology Ltd.<br>2、KangSeed<br>Technology<br>Limited 3、友乐活<br>（北京）网络科技<br>有限公司 4、北京<br>康智乐思网络科<br>技有限公司及其<br>创始人 | 长<br>期            | “大姨<br>吗”APP                                                                              | 0 | 0 | 否  | 2015<br>年 07<br>月 20<br>日 | 关于全资子公司<br>香港佰瑞有限公<br>司投资 KangSeed<br>Technology Ltd.的<br>对外投资公告<br>(2015-061)                                                                         |
| KangSe<br>edTechn<br>ologyLt<br>d.                                        | Developmen<br>t, Publicity<br>and Sales of<br>Dayima APP                | Cap<br>ital<br>Incr<br>ease | USD 10<br>million<br>(amount to<br>RMB<br>64,936,000) |            | O<br>w<br>ne<br>d<br>Fu<br>nd | 1. KangSeed<br>Technology<br>Ltd. 2.<br>KangSeed<br>Technology<br>Limited 3.                                                     | Lon<br>g-te<br>rm | Dayima APP                                                                                |   |   | No | July<br>20,<br>2015       | Announcement<br>on Foreign<br>Investment of<br>KangSeed<br>Technology Ltd.<br>Invested by                                                              |

|                                              |                                                          |                  |             |         |            |                                                                                                                       |           |                                                            |   |   |    |                    |                                                                                               |
|----------------------------------------------|----------------------------------------------------------|------------------|-------------|---------|------------|-----------------------------------------------------------------------------------------------------------------------|-----------|------------------------------------------------------------|---|---|----|--------------------|-----------------------------------------------------------------------------------------------|
|                                              |                                                          |                  |             |         |            | Youlehuo (Beijing) Network Technology Co., Ltd. 4. Beijing Kangzhilesi Network Technology Co., Ltd. and its founder   |           |                                                            |   |   |    |                    | Wholly Owned Subsidiary Hong Kong By Ray Co., Ltd.                                            |
| 珠海市蓝海之略医疗有限公司                                | 互联网医疗、健康管理服务                                             | 其他               | 26,000,000  | 2.00 %  | 自有资金       | 珠海市蓝海之略医疗有限公司股东之一上海谦毅投资管理中心                                                                                           | 长期        | 医疗器械等                                                      | 0 | 0 | 否  | 2015 年 08 月 04 日   | 关于参股珠海市蓝海之略医疗有限公司的对外投资公告(2015-071)                                                            |
| Zhuhai Blue Ocean Strategy Medical Co., Ltd. | Internet Medical Treatment and Health Management Service | Others           |             |         | Owned Fund | Shanghai Qianyi Investment Management Center, one of the shareholders of Zhuhai Blue Ocean Strategy Medical Co., Ltd. | Long-term | Medical Devices, etc.                                      |   |   | No | August 04, 2015    | Announcement on Foreign Investment of Zhuhai Blue Ocean Strategy Medical Co., Ltd. (2015-071) |
| 上海凡迪生物科技有限公司                                 | 基因测序                                                     | 增资               | 87,600,000  | 19.04 % | 自有资金       | 上海凡迪生物科技有限公司及其现有全体股东                                                                                                  | 长期        | 医学检验所和注册多种类的体外诊断试剂盒                                        | 0 | 0 | 否  | 2015 年 09 月 07 日   | 关于战略投资上海凡迪生物科技有限公司的对外投资公告 (2015-073)                                                          |
| Shanghai Find Bio-Tech Co., Ltd.             | Gene Sequencing                                          | Capital Increase |             |         | Owned Fund | Shanghai Find Bio-Tech Co., Ltd. and all current shareholders                                                         | Long-term | Medical lab and registration of multiple types of IVD kits |   |   | No | September 07, 2015 | Announcement on Strategic Foreign Investment of Shanghai Find Bio-Tech Co., Ltd.              |
| 合计                                           | --                                                       | --               | 417,536,000 | --      | --         | --                                                                                                                    | --        | --                                                         | 0 | 0 | -- | --                 | --                                                                                            |
| Total                                        |                                                          |                  |             |         |            |                                                                                                                       |           |                                                            |   |   |    |                    |                                                                                               |

### 3、报告期内正在进行的重大的非股权投资情况

### 3. Ongoing Significant Non-Equity Investment in the Report Period

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

### 4、以公允价值计量的金融资产

### 4. Financial Asset Measured at Fair Value

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

单位：元

Monetary Unit: RMB

| 资产类别                                              | 初始投资成本                  | 本期公允价值变动损益                                                   | 计入权益的累计公允价值变动                                          | 报告期内购入金额                                | 报告期内售出金额                             | 累计投资收益                   | 期末金额           | 资金来源               |
|---------------------------------------------------|-------------------------|--------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------|----------------|--------------------|
| Type of Assets                                    | Initial Investment Cost | Profit or loss on change of fair value in the current period | Accumulative Change of Fair Value Included into Equity | Amount of Purchase in the Report Period | Amount of Sales in the Report Period | Total Investment Incomes | Closing Amount | Sources of Funds   |
| 招商银行周周发 79007<br>China Merchants Bank ZZF 79007   | 85,000,000.00           | -                                                            | 1,196,037.14                                           | 85,000,000.00                           | -                                    | 1,196,037.14             | 86,196,037.14  | 自有资金<br>Owned Fund |
| 招商银行金益求金 0888 号<br>China Merchants Bank JYQJ 0888 | 15,000,000.00           | -                                                            | 194,961.67                                             | 15,000,000.00                           | -                                    | 194,961.67               | 15,194,961.67  | 自有资金<br>Owned Fund |
| 合计<br>Total                                       | 100,000,000.00          | -                                                            | 1,390,998.81                                           | 100,000,000.00                          | -                                    | 1,390,998.81             | 101,390,998.81 | --                 |

## 5、募集资金使用情况

## 5. Service Condition of Funds Raised

√ 适用 □ 不适用

√Applicable □Not Applicable

### (1) 募集资金总体使用情况

### (1) Overall Service Condition of Funds Raised

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：万元

Unit RMB ten thousand

| 募集年份             | 募集方式                                 | 募集资金<br>总额            | 本期已使<br>用募集资<br>金总额                                                        | 已累计使<br>用募集资<br>金总额                                                     | 报告期内<br>变更用途<br>的募集资<br>金总额                                                  | 累计变更<br>用途的募<br>集资金总<br>额                                                      | 累计变更<br>用途的募<br>集资金总<br>额比例                                                                       | 尚未使用<br>募集资金<br>总额                           | 尚未使用<br>募集资金<br>用途及去<br>向                                                                                                | 闲置两年<br>以上募集<br>资金金额                                     |
|------------------|--------------------------------------|-----------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| Year of<br>Raise | Mode of<br>Raise                     | Total funds<br>raised | The used<br>amount of<br>total funds<br>raised in<br>the current<br>period | Accumulat<br>ive total of<br>used<br>amount of<br>total funds<br>raised | Total funds<br>raised with<br>purposed<br>changed in<br>the report<br>period | Accumulat<br>ive total of<br>total funds<br>raised with<br>purposed<br>changed | Proportion<br>of<br>accumulati<br>ve total of<br>total funds<br>raised with<br>purpose<br>changed | Unused<br>amount of<br>total funds<br>raised | Purpose<br>and<br>orientation<br>of unused<br>funds<br>raised                                                            | Amount of<br>funds<br>raised idle<br>for over 2<br>years |
| 2010             | 公开募集<br>Public<br>offering           | 142,525.80            | 1,392.87                                                                   | 145,368.05                                                              | 0                                                                            | 0                                                                              | 0                                                                                                 | 4,537.55                                     | 存放在公<br>司的募集<br>资金专户<br>中<br>Deposited<br>in the<br>dedicated<br>account of<br>the<br>Company<br>for<br>fund-raisin<br>g | 4,537.55                                                 |
| 2015             | 非公开募<br>集<br>Non-Publi<br>c offering | 183,012.19            | 43,103.46                                                                  | 43,103.46                                                               | 0                                                                            | 0                                                                              | 0                                                                                                 | 140,078.59                                   | 其中<br>93,000.00<br>万元购买<br>理财产品,<br>其余募集                                                                                 | 0                                                        |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |            |           |            |   |   |   |            |                                                                                                                                                                                           |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|-----------|------------|---|---|---|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |            |           |            |   |   |   |            | 资金均存放在公司的募集资金专户中<br>Wherein, RMB 930,000.000 was used to purchase financial products and the rest of funds raised were deposited in the dedicated account of the Company for fund-raising |          |
| 合计<br>Total                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -- | 325,537.99 | 44,496.33 | 188,471.51 | 0 | 0 | 0 | 144,616.14 | --                                                                                                                                                                                        | 4,537.55 |
| 募集资金总体使用情况说明<br>Description of Overall Service Condition of Funds Raised                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |    |            |           |            |   |   |   |            |                                                                                                                                                                                           |          |
| <p>1. 公司严格按照《募集资金三方监管协议》以及相关法律法规的规定存放、使用和管理募集资金，并履行了相关义务，未发生违法违规的情形。</p> <p>1. The Company strictly abides by the <i>Tripartite Agreement of Supervision for Fund Raising</i> and relevant laws and regulations in depositing, using and managing the funds raised and has performed relevant obligations without any cases of violation against the laws and regulations.</p> <p>2. 募集资金尚未使用总额与已累计使用总额之和大于募集资金总额，主要是募集资金存放银行产生利息导致。</p> <p>2. The sum of total unused amount of funds raised and the accumulative total of used amount of funds raised is larger than the amount of funds raised, which is mainly caused by the interest from depositing the funds raised in the bank.</p> |    |            |           |            |   |   |   |            |                                                                                                                                                                                           |          |

(2) 募集资金承诺项目情况

(2) Information of Commitments to Fund Raise

√ 适用 □ 不适用

√Applicable □Not Applicable

IPO 募集资金项目的资金使用及募集资金投资项目实现效益情况

Information of the Use of IPO Fund Raise Item and the Benefit from Investments by Fund Raise

募集资金使用情况对照表

Control Table of the Service Condition of Funds Raised

单位：万元

Unit RMB ten thousand

| 募集资金总额                                                                      |                                                |                                             | 142,525.8                             |                                   |                                                            | 本季度投入募集资金总额                                                    |                                                  |                                       | 1,392.87                                                          |                                   |                                                                 |
|-----------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------|---------------------------------------|-----------------------------------|------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------|---------------------------------------|-------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------|
| Total funds raised                                                          |                                                |                                             |                                       |                                   |                                                            | Total funds raised input in the current quarter                |                                                  |                                       |                                                                   |                                   |                                                                 |
| 报告期内变更用途的募集资金总额                                                             |                                                |                                             | 0                                     |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| Total funds raised with purposed changed in the report period               |                                                |                                             |                                       |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| 累计变更用途的募集资金总额                                                               |                                                |                                             | 0                                     |                                   |                                                            | 已累计投入募集资金总额                                                    |                                                  |                                       | 145,368.05                                                        |                                   |                                                                 |
| Accumulative total of total funds raised with purposed changed              |                                                |                                             |                                       |                                   |                                                            | Accumulative total of input amount of total funds raised       |                                                  |                                       |                                                                   |                                   |                                                                 |
| 累计变更用途的募集资金总额比例                                                             |                                                |                                             | 0.00%                                 |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| Proportion of accumulative total of total funds raised with purpose changed |                                                |                                             |                                       |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| 承诺投资项目和超募资金投向                                                               | 是否已变更项目(含部分变更)                                 | 募集资金承诺投资总额                                  | 调整后投资总额(1)                            | 本报告期投入金额                          | 截至期末累计投入金额(2)                                              | 截至期末投资进度(3)= (2)/(1)                                           | 项目达到预定可使用状态日期                                    | 本报告期实现的效益                             | 截止报告期末累计实现的效益                                                     | 是否达到预计效益                          | 项目可行性是否发生重大变化                                                   |
| Promised Investment Project and Orientation of Extra Funds Raised           | Changed Item or Not (Including Partial Change) | Promise d Total Investme nt of Funds Raised | Total Investment after Adjustment (1) | Amount Input in the Report Period | Accumul ative Amount Input as of the End of the Period (2) | Invest ment Progres s as of the End of the Period (3)= (2)/(1) | Date when the item reaches expected usable state | Benefit realized in the report period | Accumulati ve benefit realized as of the end of the report period | Reach ed expect ed benefit or not | Whether the feasibility of the project is significantly changed |
| 承诺投资项目                                                                      |                                                |                                             |                                       |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| Promised Investment Projects                                                |                                                |                                             |                                       |                                   |                                                            |                                                                |                                                  |                                       |                                                                   |                                   |                                                                 |
| 生产车间新建                                                                      | 否                                              | 13,902                                      | 13,902.00                             |                                   | 14,085.9                                                   | 101.32                                                         | 2012-6-                                          | 59,447.5                              | 141,462.5                                                         | 是                                 | 否                                                               |



|                                                                        |    |           |           |          |           |         |            |           |            |     |    |
|------------------------------------------------------------------------|----|-----------|-----------|----------|-----------|---------|------------|-----------|------------|-----|----|
| 项目(IPO 项目)                                                             |    | .00       |           |          | 3         | %       | 27         | 1         | 8          |     |    |
| New Projects for Manufacturing Shops (IPO Project)                     | No |           |           |          |           |         |            |           |            | Yes | No |
| 营销网络优化技术改造项目 (IPO 项目)                                                  | 否  | 12,300.00 | 12,300.00 |          | 12,660.14 | 102.93% | 2013-12-31 | 0         |            | 不适用 | 否  |
| Marketing Network Optimization Technology Reform Project (IPO Project) | No |           |           |          |           |         |            |           |            | N/A | No |
| 信息系统技术改造项目 (IPO 项目)                                                    | 否  | 1,866.00  | 1,866.00  |          | 1,925.69  | 103.20% | 2013-12-31 | 0         |            | 不适用 | 否  |
| Information System Technology Reform Project (IPO Project)             | No |           |           |          |           |         |            |           |            | N/A | No |
| 承诺投资项目小计                                                               | -  | 28,068.00 | 28,068.00 | 0.00     | 28,671.76 | -       | -          | 59,447.51 | 141,462.58 | -   | -  |
| Subtotal of Promised Investment Projects                               |    |           |           |          |           |         |            |           |            |     |    |
| 超募资金投向                                                                 |    |           |           |          |           |         |            |           |            |     |    |
| Orientation of Extra Funds Raised                                      |    |           |           |          |           |         |            |           |            |     |    |
| 进一步扩大珠海生产基地产能项目                                                        | 否  | 15,986.00 | 15,986.00 | 1,089.40 | 15,898.89 | 99.46%  | 2013-12-31 | 0         |            | 是   | 否  |
| Further Expansion Project for the Capacity of Zhuhai                   | No |           |           |          |           |         |            |           |            | Yes | No |

| Production Base                                               |                                                                                                                                                                                                                                                          |            |            |          |            |         |            |           |            |            |         |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|----------|------------|---------|------------|-----------|------------|------------|---------|
| 开设连锁营养中心项目<br>Project of Establishment of Chain Health Center | 否<br>No                                                                                                                                                                                                                                                  | 15,565.91  | 15,565.91  | 303.47   | 11,130.86  | 71.51%  | 2013-12-31 | -21.11    | -9.28      | 否<br>No    | 否<br>No |
| 品牌建设项目<br>Brand Construction Project                          | 否<br>No                                                                                                                                                                                                                                                  | 26,235.00  | 38,371.00  |          | 39,783.06  | 103.68% | 2013-12-31 |           |            | 不适用<br>N/A | 否<br>No |
| 收购股权<br>Acquisition of Equity                                 | 否<br>No                                                                                                                                                                                                                                                  | 2,340.00   | 2,340.00   |          | 2,324.61   | 99.34%  | 2012-1-18  | 0         |            | 不适用<br>N/A | 否<br>No |
| 归还银行贷款（如有）<br>Repayment of Bank Loan (In Case)                | --                                                                                                                                                                                                                                                       | 7,000.00   | 7,000.00   |          | 7,000.00   | 100.00% |            |           | --         | --         | --      |
| 补充流动资金（如有）<br>Supplementary Working Capital (In Case)         | --                                                                                                                                                                                                                                                       | 22,000.00  | 40,558.87  |          | 40,558.87  | 100.00% |            |           | --         | --         | --      |
| 超募资金投向小计<br>Subtotal of Orientation of Extra Funds Raised     | --                                                                                                                                                                                                                                                       | 89,126.91  | 119,821.78 | 1,392.87 | 116,696.29 |         |            | -21.11    | -9.28      | --         | --      |
| 合计<br>Total                                                   | --                                                                                                                                                                                                                                                       | 117,194.91 | 147,889.78 | 1,392.87 | 145,368.05 |         |            | 59,426.40 | 141,453.30 | --         | --      |
| 未达到计划进度或预计收益的情况和原因(分具体项目)                                     | 由于“进一步扩大珠海生产基地产能项目”与 IPO 募投项目“生产车间新建项目”的产能不可分割，故根据募集资金使用专项报告，该两项目的效益共同计算金额为 59,447.51 万元，达到预计效益。<br>连锁营养中心项目：该项目投资的连锁营养中心作为公司的旗舰店，选址、装修、人员、检测仪器的配置要求较普通连锁店高，前期投入较大，费用较高。且公司对于连锁营养中心的定位之一是对所在区域经销商和顾客提供支持性服务，为加强公司核心竞争力中的“服务力”打造线下的网络，并非为单纯的产品销售，因此本年度产生的 |            |            |          |            |         |            |           |            |            |         |

|                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Information and Cause of Not Reaching Planned Schedule or Expected Benefit (by specific projects) | <p>效益较低。</p> <p>As the capacities of "the project of further expansion of the capacity of Zhuhai Production Base" and the IPO Raise-Investment Project "new projects of the manufacturing shops" are inseparable, according to the dedicated report for the use of funds raised, the benefits of the two projects are jointly calculated as RMB 594,475,100, which reaches the expected benefit.</p> <p>Chain health center project: the chain health center invested as the flagship store of the Company has higher requirements on address, decoration, staff and test instrument configuration than those of common chain stores; therefore the preliminary input is larger and the expenses are higher. Moreover, one of the orientations for chain health centers of the Company is to provide supportive services for regional distributors and customers and to create an offline network for the reinforcement of the service ability in core competency instead of merely product sales; therefore the benefits generated in the current year is relatively low.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 项目可行性发生重大变化的情况说明<br><br>Explanation to the significant changes of the feasibility of the project  | <p>无</p> <p>N/A</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 超募资金的金额、用途及使用进展情况<br><br>Amount, Purpose and Progress of Extra Funds Raised                       | <p>适用<br/>Applicable</p> <p>2011 年 1 月 9 日，公司第一届董事会第十五次会议审议通过了《关于部分其他与主营业务相关的营运资金用于偿还银行贷款的议案》及《关于以其他与主营业务相关的营运资金 2.6235 亿元开展公司品牌建设项目的议案》，同意使用 7000 万元偿还银行贷款和使用 2.6235 亿元开展品牌建设项目。公司独立董事及保荐机构已对议案发表意见，同意本议案。</p> <p>On January 9, 2011, the 15th Session of the 1st Meeting of Directors of the Company passed the <i>Proposal on Some of Other Operation Funds in Relation to Main Businesses for the Repayment of Bank Loan</i> and the <i>Proposal on RMB 262,350,000 as Other Operation Funds in Relation to Main Businesses for Brand Construction Project of the Company</i>, which agreed the use of RMB 70 million to repay bank loans and the use of RMB 262,350,000 to carry out brand construction project. Independent directors and sponsors of the Company have issued their opinions on the proposal and agreed to it.</p> <p>2011 年 10 月 20 日，公司第二届董事会第二次会议审议通过了《关于使用部分其他与主营业务相关的营运资金收购珠海普迪电子有限公司 100%股权的议案》，同意公司使用其他与主营业务相关的营运资金 2,340 万元收购普迪印制电路有限公司持有的珠海普迪电子有限公司 100%股权。公司独立董事及保荐机构已对议案发表同意意见。</p> <p>On October 20, 2011, the 2nd Session of the 2nd Meeting of Directors of the Company passed the <i>Proposal on the Use of Some Other Operation Funds in Relation to Main Businesses for the Acquisition of 100% Equities of Zhuhai Pudi Electronic Co., Ltd.</i>, which allowed the Company to use other operation funds RMB 23,4 million in relation to main businesses to purchase 100% equities of Zhuhai Pudi Electronic Co., Ltd. held by Pudi Printed Circuit Co., Ltd. Independent directors and sponsors of the Company have issued their consent on the proposal.</p> <p>2012 年 2 月 21 日，公司第二届董事会第四次会议审议通过了《关于使用部分其他与主营业务相关的营运资金增资广州市佰健生物工程有限公司用于开设连锁营养中心项目的议案》及《关于使用部分其他与主营业务相关的营运资金用于进一步扩大珠海生产基地产能项目的议案》，同意使用 15,565.91 万元增资广州佰健用于开设汤臣倍健</p> |

|                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                | <p>连锁营养中心项目和 15,986 万元用于进一步扩大珠海生产基地产能项目。公司独立董事及保荐机构已对议案发表同意意见。</p> <p>On February 21, 2012, the 4th Session of the 2nd Meeting of Directors of the Company passed the <i>Proposal on the Use of Some Other Operation Funds in Relation to Main Businesses for the Capital Increase of Guangzhou Baijian Bioengineering Co., Ltd. to Carry out Chain Health Center Projects</i> and the <i>Proposal on the Use of Some Other Operation Funds in Relation to Main Businesses for Further Expansion of the Capacity of Zhuhai Production Base</i>, which agreed the use of RMB 155,659,100 as capital increase for Guangzhou Baijian to establish BY-HEALTH chain health center project and RMB 159,860,000 to further expand the capacity of Zhuhai Production Base. Independent directors and sponsors of the Company have issued their consent on the proposal.</p> <p>2013 年 1 月 30 日, 公司第二届董事会第十二次会议审议通过了《关于使用部分超募资金永久性补充营运资金的议案》, 同意公司使用其他与主营业务相关的营运资金 22,000 万元永久性补充营运资金。公司独立董事及保荐机构已对议案发表同意意见。</p> <p>On January 30, 2013, the 12th Session of the 2nd Meeting of Directors of the Company passed the <i>Proposal on the Use of Some Extra Funds Raised for Permanent Supplement of Operation Funds</i>, which allowed the Company to use other operation funds RMB 22 million in relation to main businesses to permanently supplement the operation funds. Independent directors and sponsors of the Company have issued their consent on the proposal.</p> <p>2013 年 3 月 21 日, 公司第二届董事会第十六次审议通过了《关于使用部分其它与主营业务相关的营运资金用于追加投资品牌建设工程的议案》, 同意公司使用其它与主营业务相关的营运资金 12,136 万元用于追加投资品牌建设工程项目。公司独立董事及保荐机构已对议案发表同意意见。</p> <p>On March 21, 2013, the 16th Session of the 2nd Meeting of Directors of the Company passed the <i>Proposal on the Use of Some Other Operation Funds in Relation to Main Businesses for Additional Investment in Brand Construction Project</i>, which allowed the Company to use other operation funds RMB 121,360,000 in relation to other main businesses to add the investment in Brand Construction Project. Independent directors and sponsors of the Company have issued their consent on the proposal.</p> <p>2014 年 2 月 24 日, 公司第二届董事会第二十五次会议审议通过了《关于使用部分超募资金永久性补充营运资金的议案》, 同意公司使用其他与主营业务相关的营运资金 13,194.89 万元及利息约 5,344.92 万元 (最终金额以资金转出当日银行结息余额为准), 共约 18,539.81 万元永久性补充营运资金。最终转出金额为 18,558.87 万元。</p> <p>On February 24, 2014, the 25th Session of the 2nd Meeting of Directors of the Company passed the <i>Proposal on the Use of Some Extra Funds Raised for Permanent Supplement of Operation Funds</i>, which allowed the Company to use other operation funds RMB 131,948,900 in relation to main businesses and interest around RMB 53,449,200 (the final amount is subject to the interest settlement balance of the bank on the date of transfer of funds), sum of around RMB 185,398,100 to permanently supplement operation funds. The final amount transferred was RMB 185,588,700.</p> |
| <p>募集资金投资项目实施地点变更情况</p> <p>Information of change of place for the implementation of fund raised for investment in projects</p> | <p>不适用</p> <p>N/A</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 募集资金投资项目实施方式调整情况                                                                                   | 不适用                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Information of adjustment of mode for the implementation of fund raised for investment in projects | N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 募集资金投资项目先期投入及置换情况                                                                                  | 适用<br>Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Information of Early Investment and Replacement of Fund Raised for Investment in Projects          | <p>2011 年 1 月 9 日，公司第一届董事会第十五次会议和第一届监事会第六次会议审议通过，将募集资金 3,235.82 元置换预先已投入募集资金投资项目的自筹资金，其中：生产车间新建项目 1,513.95 万元，营销网络优化技术改造项目 1,402.43 万元，信息系统技术改造项目 319.44 万元。公司保荐机构广发证券以及全体独立董事对此均出具了同意意见。</p> <p>On January 9, 2011, the 15th Session of the 1st Meeting of Directors and the 6th Session of the 1st Meeting of Supervisors of the Company used the RMB 32,358,200 fund raised to replace the self-raised funds early invested in fund raise investment project, wherein: the new project for the manufacturing shop was RMB 15,139,500, the marketing network optimization technology reform project was RMB 14,024,300, and the information system technology reform project was RMB 3,194,400. Sponsor GF Securities and all independent directors of the Company have all issued their consent.</p> <p>2011 年 3 月 18 日，公司第一届董事会第十六次会议和第一届监事会第七次会议审议通过，将超募资金 2,425.219 万元置换截至 2011 年 2 月 28 日止预先已投入超募资金投资项目的自筹资金，其中：品牌建设项目 2,425.219 万元。公司保荐机构广发证券以及全体独立董事对此均出具了同意意见。</p> <p>On March 18, 2011, the 16th Session of the 1st Meeting of Directors and the 7th Session of the 1st Meeting of Supervisors of the Company approved of using the RMB 242, 52,190 as extra fund raised to replace the self-raised funds early invested in extra fund raise investment project as of February 28, 2011, wherein: Brand Construction Project was RMB 242, 52,190. Sponsor GF Securities and all independent directors of the Company have all issued their consent.</p> |
| 用闲置募集资金暂时补充流动资金情况                                                                                  | 无                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Information of the Use of Idle Funds Raised for Temporary Supplement of Working Capital            | N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 项目实施出现募集资金结余的金额及原因                                                                                 | 无                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

|                                                                                              |                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Amount and Cause of Surplus of Funds Raised for Project Implementation                       | N/A                                                                                                                                                                            |
| 尚未使用的募集资金用途及去向<br>Purpose and orientation of unused funds raised                             | 截至本报告期末剩余尚未使用的募集资金均存放在公司银行募集资金专户中。<br>As of the end of the report period, there was unused funds raised deposited in the dedicated account for bank fund raise of the Company. |
| 募集资金使用及披露中存在的问题或其他情况<br>Issues or other situations in the use and disclosure of funds raised | 无<br>N/A                                                                                                                                                                       |

非公开发行募集资金项目的资金使用及募集资金投资项目实现效益情况

募集资金使用情况对照表

单位：万元

Information of the Use of Private Placement of Fund Raise Project and the Benefit from Investments by Fund Raise

Control Table of the Service Condition of Funds Raised

Unit RMB ten thousand

|                                                                             |        |            |            |          |               |                                                          |              |           |           |          |           |
|-----------------------------------------------------------------------------|--------|------------|------------|----------|---------------|----------------------------------------------------------|--------------|-----------|-----------|----------|-----------|
| 募集资金总额                                                                      |        |            | 183,012.19 |          |               | 本季度投入募集资金总额                                              |              |           | 43,103.46 |          |           |
| Total funds raised                                                          |        |            |            |          |               |                                                          |              |           |           |          |           |
| 报告期内变更用途的募集资金总额                                                             |        |            | 0          |          |               | Total funds raised input in the current quarter          |              |           | 43,103.46 |          |           |
| Total funds raised with purposed changed in the report period               |        |            |            |          |               |                                                          |              |           |           |          |           |
| 累计变更用途的募集资金总额                                                               |        |            | 0          |          |               | 已累计投入募集资金总额                                              |              |           | 43,103.46 |          |           |
| Accumulative total of total funds raised with purposed changed              |        |            |            |          |               |                                                          |              |           |           |          |           |
| 累计变更用途的募集资金总额比例                                                             |        |            | 0.00%      |          |               | Accumulative total of input amount of total funds raised |              |           | 43,103.46 |          |           |
| Proportion of accumulative total of total funds raised with purpose changed |        |            |            |          |               |                                                          |              |           |           |          |           |
| 承诺投资项目和超募资金投向                                                               | 是否已变更项 | 募集资金承诺投资总额 | 调整后投资总额(1) | 本报告期投入金额 | 截至期末累计投入金额(2) | 截至期末投资进度(3)                                              | 项目达到预定可使用状态日 | 本报告期实现的效益 | 截止报告期末累计实 | 是否达到预计效益 | 项目可行性是否发生 |

| Promised Investment Project and Orientation of Extra Funds Raised            | 目(含部分变更)<br>Changed Item or Not (Including Partial Change) | Promised Total Investment of Funds Raised | Total Investment after Adjustment (1) | Amount Input in the Report Period | Accumulative Amount Input as of the End of the Period (2) | Investment Progress as of the End of the Period (3)= (2)/(1) | 期<br>Date when the item reaches expected usable state | Benefit realized in the report period | 现的效益<br>Accumulative benefit realized as of the end of the report period | Reach expected benefit or not | 重大变化<br>Whether the feasibility of the project is significantly changed |
|------------------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------|---------------------------------------|-----------------------------------|-----------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------|
| 承诺投资项目<br>Promised Investment Projects                                       |                                                            |                                           |                                       |                                   |                                                           |                                                              |                                                       |                                       |                                                                          |                               |                                                                         |
| 珠海生产基地四期建设项目<br>Zhuhai Production Base Phase IV Construction Project         | 否<br>No                                                    | 98,001.00                                 | 98,001.00                             | 15,861.59                         | 15,861.59                                                 | 16.19 %                                                      | 2017-6-30<br>6/30/2017                                | 不适用<br>N/A                            | 不适用<br>N/A                                                               | 不适用<br>N/A                    | 否<br>No                                                                 |
| 技术运营中心项目<br>Technical Operation Center Project                               | 否<br>No                                                    | 24,239.00                                 | 24,239.00                             | 2,370.96                          | 2,370.96                                                  | 9.78%                                                        | 2016-12-31<br>12/31/2016                              | 不适用<br>N/A                            | 不适用<br>N/A                                                               | 不适用<br>N/A                    | 否<br>No                                                                 |
| 信息化规划与建设项目<br>Information Planning and Construction Project                  | 否<br>No                                                    | 7,800.00                                  | 7,800.00                              | 2,539.40                          | 2,539.40                                                  | 32.56 %                                                      | 2016-12-31<br>12/31/2016                              | 不适用<br>N/A                            | 不适用<br>N/A                                                               | 不适用<br>N/A                    | 否<br>No                                                                 |
| 终端精细化管理及品牌建设项目<br>Terminal Refined Management and Brand Construction Project | 否<br>No                                                    | 44,960.00                                 | 44,960.00                             | 17,054.72                         | 17,054.72                                                 | 37.93 %                                                      | 2016-12-31<br>12/31/2016                              | 不适用<br>N/A                            | 不适用<br>N/A                                                               | 不适用<br>N/A                    | 否<br>No                                                                 |
| 广东佰嘉单品运作项目<br>Guangdong Baijia Single Product Operation Project              | 否<br>No                                                    | 8,012.19                                  | 8,182.05                              | 5,276.79                          | 5,276.79                                                  | 64.49 %                                                      | 2016-12-31<br>12/31/2016                              | 不适用<br>N/A                            | 不适用<br>N/A                                                               | 不适用<br>N/A                    | 否<br>No                                                                 |



|                                                                                                                                                       |            |                |                |               |               |    |    |    |    |    |    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------|----------------|---------------|---------------|----|----|----|----|----|----|
| 承诺投资项目小计                                                                                                                                              | --         | 183,012.1<br>9 | 183,182.0<br>5 | 43,103.4<br>6 | 43,103.4<br>6 | -- | -- | 0  | 0  | -- | -- |
| Subtotal of<br>Promised<br>Investment Projects                                                                                                        |            |                |                |               |               |    |    |    |    |    |    |
| 超募资金投向<br>Orientation of Extra Funds Raised                                                                                                           |            |                |                |               |               |    |    |    |    |    |    |
| 归还银行贷款（如有）<br>Repayment of Bank<br>Loan (In Case)                                                                                                     | --         |                |                |               |               |    | -- | -- | -- | -- | -- |
| 补充流动资金（如有）<br>Supplementary<br>Working Capital (In<br>Case)                                                                                           | --         |                |                |               |               |    | -- | -- | -- | -- | -- |
| 超募资金投向小计<br>Subtotal of<br>Orientation of Extra<br>Funds Raised                                                                                       | --         |                |                |               |               | -- | -- |    |    | -- | -- |
| 合计<br>Total                                                                                                                                           | --         | 183,012.1<br>9 | 183,182.0<br>5 | 43,103.4<br>6 | 43,103.4<br>6 | -- | -- |    |    | -- | -- |
| 未达到计划进度或预<br>计收益的情况和原因<br>（分具体项目）<br>Information and<br>Cause of Not<br>Reaching Planned<br>Schedule or Expected<br>Benefit (by specific<br>projects) | 无<br>N/A   |                |                |               |               |    |    |    |    |    |    |
| 项目可行性发生重大<br>变化的情况说明<br>Explanation to the<br>significant changes of<br>the feasibility of the<br>project                                             | 无<br>N/A   |                |                |               |               |    |    |    |    |    |    |
| 超募资金的金额、用<br>途及使用进展情况<br>Amount, Purpose and<br>Progress of Extra                                                                                     | 不适用<br>N/A |                |                |               |               |    |    |    |    |    |    |



|                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Funds Raised                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 募集资金投资项目实施地点变更情况<br>Information of change of place for the implementation of fund raised for investment in projects    | 不适用<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 募集资金投资项目实施方式调整情况<br>Information of adjustment of mode for the implementation of fund raised for investment in projects | 适用<br>Applicable<br>报告期内发生<br>Occurrence in the Report Period<br>根据公司《2014年非公开发行A股股票预案》，公司募投项目“广东佰嘉单品运作项目”由广东佰嘉独立实施。2015年3月由于广东佰嘉增资，股权结构发生变更，为保证“广东佰嘉单品运作项目”的正常实施，经公司第三届董事会第八次会议审议，公司拟将该项目的实施方式变更为合资经营。<br>Based on the Privately Issued A-Share Stock Plan of 2014, the Company's fund raising investment project "Guangdong Baijia Single Product Operation Project" was independently implemented by Guangdong Baijia. In March 2015, due to the capital increase of Guangdong Baijia, the equity structure changed. To guarantee the regular implementation of "Guangdong Baijia Single Product Operation Project" and as is deliberated on the 8th Session of the 3rd Meeting of Directors, the Company intended to change the implementation mode of the project to joint venture.                                                                                                                                                                                       |
| 募集资金投资项目先期投入及置换情况<br>Information of Early Investment and Replacement of Fund Raised for Investment in Projects         | 适用<br>Applicable<br>2015 年 3 月 20 日，公司将募集资金 12,877.54 万元置换预先已投入募集资金投资项目的自筹资金，其中：珠海生产基地四期建设项目 5821.19 万元；技术运营中心项目 106.61 万元；信息化规划与建设项目 1637.33 万元；终端精细化管理及品牌建设项目 5312.42 万元。该置换已经由广东正中珠江会计师事务所（特殊普通合伙）出具广会专字[2015]G15000480069 号鉴证报告，并由公司第三届董事会第六次会议审议通过。<br>On March 20, 2015, the Company used the RMB 128,775,400 to replace the self-raised fund of early investment in the fund raise investment project, wherein, Zhuhai Production Base Phase IV Construction Project was RMB 58,211,900, technical operation center project was RMB 1,066,100, information planning and construction project was RMB 16,373,300, and the terminal refined management and Brand Construction Project was RMB 53,124,200. GP Certificate Public Accountants (special general partnership) issued GKZZ [2015] No. G15000480069 verification report for the replacement which was also approved through the deliberation on the 6th Session of the 3rd Meeting of Directors of the Company. |
| 用闲置募集资金暂时补充流动资金情况<br>Information of the Use of Idle Funds Raised for Temporary Supplement of Working Capital           | 不适用<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

|                                                                        |                                                                                                                                                                                                                                                                                                |
|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 项目实施出现募集资金结余的金额及原因                                                     | 不适用                                                                                                                                                                                                                                                                                            |
| Amount and Cause of Surplus of Funds Raised for Project Implementation | N/A                                                                                                                                                                                                                                                                                            |
| 尚未使用的募集资金用途及去向                                                         | 尚未使用的募集资金：其中 93,000.00 万元购买理财产品，其余募集资金均存放在公司的募集资金专户中，公司将按照经营需要，合理安排募集资金的使用进度。                                                                                                                                                                                                                  |
| Purpose and orientation of unused funds raised                         | Unused funds raised: Wherein, RMB 930,000,000 was used to purchase financial products and the rest of funds raised was deposited in the dedicated account of the Company for fund-raising. The Company will properly arrange of schedule of the fund raised according to the operation demand. |
| 募集资金使用及披露中存在的问题或其他情况                                                   | 无                                                                                                                                                                                                                                                                                              |
| Issues or other situations in the use and disclosure of funds raised   | N/A                                                                                                                                                                                                                                                                                            |

### (3) 募集资金变更项目情况

### (3) Information of Change of Fund Raise

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 六、重大资产和股权出售

## VI. Sales of Major Assets and Equities

### 1、出售重大资产情况

### 1. Sales of Major Assets

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

### 2、出售重大股权情况

### 2. Sales of Major Equities

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 七、主要控股参股公司分析

## VII. Analysis of main shareholding and joint stock companies

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

**主要子公司及对公司净利润影响达 10%以上的参股公司情况**
**Information of main subsidiaries and joint stock companies having more than 10% impact on net profits of the company**

单位：元

Monterey Unit: RMB

| 公司名称<br>Company Name                                          | 公司类型<br>Company Type | 主要业务<br>Main Businesses                                                                     | 注册资本<br>Registered Capital       | 总资产<br>Total Asset | 净资产<br>Net Asset | 营业收入<br>Operating Revenue | 营业利润<br>Operating Profit | 净利润<br>Net Profit |
|---------------------------------------------------------------|----------------------|---------------------------------------------------------------------------------------------|----------------------------------|--------------------|------------------|---------------------------|--------------------------|-------------------|
| 汤臣倍健药业有限公司<br>BY-HEALTH Pharmacy Co., Ltd.                    | 子公司<br>Subsidiary    | “汤臣倍健”品牌的销售<br>BY-HEALTH Brand Sales                                                        | 人民币 10,000 万元<br>RMB 100,000,000 | 796,880,744.28     | 211,446,952.87   | 1,826,927,348.91          | 144,618,565.36           | 124,452,369.98    |
| 香港佰瑞有限公司<br>Hong Kong By Ray Co., Ltd.                        | 子公司<br>Subsidiary    | 公司境外业务洽谈及资源整合<br>Outbound Business Negotiation and Resource Integration of the Company      | 1980 万美元<br>USD 1980 Million     | 96,803,273.62      | 96,794,478.04    | -                         | -11,918,006.84           | -11,918,006.84    |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmacy Co., Ltd.             | 子公司<br>Subsidiary    | 对公司新单品项目进行统一管理和运营<br>Unified Management and Operation on New Single Products of the Company | 人民币 1,333 万元<br>RMB 13,330,000   | 151,643,876.72     | -22,774,464.63   | 230,190,618.86            | -41,960,487.16           | -41,471,151.95    |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 子公司<br>Subsidiary    | 负责运营专供电子商务的膳食补充剂新品牌和一些细分领域品牌的线上业务                                                           | 人民币 2,000 万元                     | 15,740,039.63      | -8,210,199.71    | 21,938,464.85             | -28,210,200.87           | -28,210,199.71    |

|                                               |            |                                                                                                                        |                |  |  |  |  |  |
|-----------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------|----------------|--|--|--|--|--|
| Guangdong Baiyue Network Technology Co., Ltd. | Subsidiary | In charge of operating new brands of dietary supplements and some subdivided on-line business of brands for e-commerce | RMB 20,000,000 |  |  |  |  |  |
|-----------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------|----------------|--|--|--|--|--|

报告期内取得和处置子公司的情况

Acquisition and disposal of subsidiaries within the report period

√ 适用 □ 不适用

√Applicable □Not Applicable

| 公司名称<br>Company Name                              | 报告期内取得和处置子公司方式<br>Means of Acquisition and Disposal of Subsidiaries within the Report Period | 对整体生产经营和业绩的影响<br>Impacts on Overall Production and Performance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmacy Co., Ltd. | 增资扩股<br>Capital Increase and Stock Expansion                                                 | <p>公司放弃了本次广东佰嘉增资的优先认股权。增资完成后，公司对广东佰嘉的持股比例将变为 75%，仍为广东佰嘉的控股股东，广东佰嘉仍纳入公司合并报表范围。本次广东佰嘉的增资扩股不影响公司对其的实际控制权。不会对公司财务及经营状况产生重大影响，且不存在损害上市公司及股东利益的情形。</p> <p>The Company forfeited the preemption over the capital increase of Guangdong Baijia at this time. After the capital increase, the holding proportion of the Company towards Guangdong Baijia will become 75% and the Company will still be a controlling shareholder of Guangdong Baijia. Guangdong Baijia is also included in the scope of consolidated statements of the Company. The capital increase and stock expansion of Guangdong Baijia did not influence the Company's actual control power. It will not exert significant influence on the financial and operating conditions of the Company and will not impair the interest of listed companies and shareholders.</p> |
| 广东佰悦网络科技有限公司                                      | 转让部分股权                                                                                       | <p>本次股权转让后，公司对广东佰悦的持股比例将变为 70%，仍为广东佰悦的控股股东，广东佰悦仍纳入公司合并报表范围。本次广东佰悦的增资扩股不影响公司对其的实际控制权。不会对公司财务及经营状况产生重大影响，且不存在损害上市公司及股东利益的情形。</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

|                                               |                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Guangdong Baiyue Network Technology Co., Ltd. | Transfer of Part of Equities | After the equity transfer, the holding proportion of the Company towards Guangdong Baiyue will become 70% and the Company will still be a controlling shareholder of Guangdong Baiyue. Guangdong Baiyue is also included in the scope of consolidated statements of the Company. The capital increase and stock expansion of Guangdong Baiyue did not influence the Company's actual control power. It will not exert significant influence on the financial and operating conditions of the Company and will not impair the interest of listed companies and shareholders. |
|-----------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## 主要控股参股公司情况说明

## Information of main shareholding and joint stock companies

截至2015年12月31日，公司拥有4 家全资子公司、2 家控股子公司，11家参股公司，基本情况如下：

As of December 31, 2015, the Company owned 4 wholly-owned subsidiaries, 2 holding subsidiaries and 11 participation companies as follows:

### 1.全资子公司基本情况

### I. Basic Information of Wholly-Owned Companies

#### (1) 汤臣倍健药业有限公司

#### (1) BY-HEALTH Pharmacy Co., Ltd.

股东情况：公司持有其100%股权

Shareholder Information: the Company holds 100% equities

注册号：440003000047100

Registration No.:440003000047100

注册地址：珠海市横琴新区宝华路6号105室-1138

Registered Address: Room 105-1138, 6 Baohua Rd. Hengqin New District, Zhuhai

法定代表人：汤晖

Legal Representative: Tang Hui

注册资本：人民币10,000万元

Registered Capital: RMB 100,000,000

成立日期：2014年9月24日

Date of Establishment: September 24, 2014

公司类型：有限责任公司（法人独资）

Company Type: Limited Liability Company (Legal Person Sole Proprietorship)

经营范围：研发药品；研发和销售中药材、中药饮片；研发和销售保健食品；研发和销售片型、粉型、胶囊型食品；研发生物技术；研发中医药保健技术；研发和销售包装材料；商务服务（不含许可经营项

Scope of business: research and development of drugs; research, development and sales of Chinese medicinal materials, drinks and tablets; research, development and sales of health food; research, development and

目)；电子商务；互联网信息服务；中药材种植（不含许可经营项目）；无创伤推拿服务；批发兼零售（预包装食品）；物流仓储货运服务及物流管理；会议服务；生产和销售中成药。

sales of tablet, powder and capsule food; research and development of biotechnology; research and development of Chinese medicine health care technology; research, development and sales of packing materials; commercial services (excluding licensing projects); E-commerce; Internet information services; Chinese medicinal material plantation (excluding licensing projects); non-invasive massage service; wholesales and retailing (pre-packaged food); logistic warehousing and transportation services and logistics management; meeting services; production and sales of Chinese medicine.

主营业务：对“汤臣倍健”品牌进行管理和运营

Main business: management and operation of BY-HEALTH brand.

## (2) 广州市佰健生物工程有限公司

(2) Guangzhou Baijian Bioengineering Co., Ltd.

股东情况：公司持有其100%股权

Shareholder Information: the Company holds 100% equities

注册号：440106000024661

Registration No.:440106000024661

注册地址：广州经济开发区科汇三街3号701房

Registered Address: Room 701, 3 Kehui 3rd Street, Guangzhou Economci Development Zone

法定代表人：陈宏

Legal Representative: Chen Hong

注册资本：人民币19,721.91万元

Registered Capital: RMB 197,219,100

成立日期：2001年11月29日

Date of Establishment: November 29, 2001

公司类型：有限责任公司（法人独资）

Company Type: Limited Liability Company (Legal Person Sole Proprietorship)

经营范围：研究、开发：定型包装食品、保健食品；生物工程技术的开发、研究、技术成果转让；货物进出口、技术进出口；批发兼零售：预包装食品、

Scope of business; research and development: fixed packaged food and health food; development and research of biotechnology and transfer of technological

散装食品、乳制品（含婴幼儿配方乳粉）；批发、零售：保健食品。

achievements; import and export of goods and technologies; wholesales and retailing: prepackaged food, bulk food, dairy products (including infant formula); wholesales or retailing: health food.

主营业务：对公司连锁营养中心进行统一管理和运营

Main business: unified management and operation of chain health centers of the Company

报告期内，根据公司战略规划和经营发展需要，经总经理办公会决议通过，对子公司广州佰健业务调整与收缩，关闭所有的营养中心自营店，原负责管理的汤臣倍健营养中心联营店将全部移交给汤臣药业负责管理。

In the report period, the Company adjusted and contracted the businesses of subsidiary Guangzhou Baijian based on the strategic planning and the demand of operation and development and with the approval on the resolution of the office meeting of general manager. The Company has closed all self-operated health centers and joint stores of BY-HEALTH health centers previously in charge of management will all be handed over to BY-HEALTH for management

### （3）广州奈梵斯健康产品有限公司

(3) Guangzhou Eleven Fence Health Product Co., Ltd.

股东情况：公司持有其100%股权

Shareholder Information: the Company holds 100% equities

注册号：440104000005244

Registration No.:440104000005244

注册资本：人民币1,000万元

Registered Capital: RMB 10,000,000

法定代表人：周许挺

Legal Representative: Zhou Xuting

注册地址：广州市越秀区中山三路较场西街23号B幢4007房

Registered Address: Room 4007, 23B Jiaochang West Street, Zhongshan 3<sup>rd</sup> Rd. Yuexiu District, Guangzhou

公司类型：有限责任公司（法人独资）

Company Type: Limited Liability Company (Legal Person Sole Proprietorship)

成立日期：2004年4月28日

Date of Establishment: April 28, 2004

经营范围：研究、开发、批发、零售：预包装食品、

Scope of business: research, development, wholesales

乳制品（含婴幼儿配方乳粉）；销售：包装材料；  
货物进出口、技术进出口。

and retailing: prepackaged food, dairy products  
(including infant formula); sales: packing materials;  
import and export of goods and technologies.

主要业务：“十一坊”品牌膳食补充剂产品的经营管理

Main business: Operation and Management of "11th  
Shop" brand dietary supplements

奈梵斯自设立以来，一直从事新西兰进口品牌产品的  
经营与销售。因国家法规、政策调整，报告期内，  
奈梵斯对经营业务进行调整，不再经营原有品牌及  
产品。

Since establishment, Fence has been working on the  
operation and sales of importation of branded products  
from New Zealand. Due to the adjustment of national  
laws and policies, Fence made adjustment to its  
business in the report period and no longer operated the  
original brands and products.

#### （4）香港佰瑞有限公司

(4) Hong Kong By Ray Co., Ltd.

2014年7月，公司根据发展需要以自有资金出资在香  
港注册设立子公司“香港佰瑞有限公司”（英文名称：  
Hongkong By Ray Company Limited），该子公司的  
设立有利于公司境外业务洽谈及资源整合。

In July 2014, the Company contributed self-owned  
funds to the registration and establishment of subsidiary  
Hongkong By Ray Company Limited based on the  
development needs. The establishment of the subsidiary  
was beneficial to outbound business negotiation and  
resource integration.

股东情况：公司持有其100%股权

Shareholder Information: the Company holds 100%  
equities

注册号：63529093-000-07-14-9

Registration No.: 63529093-000-07-14-9

注册资本：1,980万美元

Registered capital: USD 19.8 Million

成立日期：2014年7月3日

Date of Establishment: July 3, 2014

经营范围：保健食品和膳食补充剂的研发、采购、  
销售、市场推广、进出口贸易

Scope of business: research, development, purchase,  
sales, marketing and import and export trades of health  
food and dietary supplement

## 2.控股子公司基本情况

## 2. Basic Information of Holding Subsidiaries



(1) 广东佰嘉药业有限公司

(1)Guangdong Baijia Pharmacy Co., Ltd.

股东情况：公司持有其75%股权

Shareholder Information: the Company holds 75% equities

注册号：440400000327511

Registration No.:440400000327511

注册资本：人民币1,333万元

Registered Capital: RMB 13,330,000

法定代表人：吴小刚

Legal Representative: Wu Xiaogang

注册地址：珠海市横琴新区横琴镇红旗村宝中路3号五楼5023室

Registered Address: Room 5023, 5F, 3 Baozhong Rd. Hongqi Village, Hengqin Town, Hengqing New District, Zhuhai

公司类型：有限责任公司（法人独资）

Company Type: Limited Liability Company (Legal Person Sole Proprietorship)

成立日期：2012年3月2日

Date of Establishment: March 2, 2012

经营范围：研发和销售包装材料；商务服务（不含许可经营项目）；中药材种植（不含许可经营项目）；研发和销售保健食品；批发：预包装食品、乳制品（含婴幼儿配方乳粉）；药品研发。

Scope of business: research, development and sales of packaging materials; commercial services (excluding licensing items); Chinese medicinal material plantation (excluding licensing items); research, development and sales of health food; wholesales: prepackaged food, dairy products (including infant formula); research and development of drugs.

主营业务：对公司新单品项目进行统一管理和运营

Main Business: Unified Management and Operation on New Single Products of the Company

(2) 广东佰悦网络科技有限公司

(2) Guangdong Baiyue Network Technology Co., Ltd.

股东情况：公司持有其70%股权

Shareholder Information: the Company holds 70% equities

注册号：440101000331921

Registration No.:440101000331921

注册资本：人民币2,000万元

Registered Capital: RMB 20,000,000

法定代表人：龙翠耘

Legal Representative: Long Cuiyun

注册地址：广州市

Registered Address: Guangzhou

成立日期：2015年2月15日

Date of Establishment: February 15, 2015

经营范围：网络技术的研究、开发；贸易咨询服务；企业管理咨询服务；投资咨询服务；营养健康咨询服务；商品信息咨询；信息技术咨询服务；企业管理服务（涉及许可经营项目的除外）；企业自有资金投资；非许可类医疗器械经营（即不需申请《医疗器械经营企业许可证》即可经营的医疗器械”，包括第一类医疗器械和国家规定不需申请《医疗器械经营企业许可证》即可经营的第二类医疗器械）；贸易代理；商品批发贸易（许可审批类商品除外）；商品零售贸易（许可审批类商品除外）；医疗用品及器材零售（不含药品及医疗器械）；食品添加剂批发；食品科学技术研究服务；食品添加剂零售；许可类医疗器械经营（即申请《医疗器械经营企业许可证》才可经营的医疗器械”，包括第三类医疗器械和需申请《医疗器械经营企业许可证》方可经营的第二类医疗器械）；预包装食品批发；散装食品批发；预包装食品零售；散装食品零售。

Scope of Business: research and development of network technology; trade consultation services; enterprise management consultation services; investment consultation services; health consultation services; commodity information consultation services; information technology consultation services; enterprise management services (except for those involved with licensing items); enterprise self-owned fund investment; non-licensing medical device operation (i.e., medical devices that do not need the application for *Business License for Medical Device Operation*, including the first category of medical devices and second category of medical devices that do not need the application for *Business License for Medical Device Operation*); trade agent; commodity wholesales (except for licensing commodities); commodity retailing (except for licensing commodities); retailing of medical supplies and apparatus (excluding drugs and medical devices); wholesales of food additives; food science and technology research services; retailing of food additives; licensing medical device operation (i.e. medical devices that need *Business License for Medical Device Operation*, including the third category of medical devices and second category of medical devices that need *Business License for Medical Device Operation*); wholesales of prepackaged food;

主营业务：负责运营专供电子商务的膳食补充剂新品牌和一些细分领域品牌的线上业务

wholesales of bulk food; retailing of prepackaged food; retailing of bulk food.

Main business: In charge of operating new brands of dietary supplements and some subdivided on-line business of brands for e-commerce

### 3. 参股公司/组织基本情况

### 3. Basic Information of Participation

#### Companies/Organizations

#### (1) 安徽携泰健康产业股份有限公司

#### (1) Anhui Xietai Health Industry Co., Ltd.

2012年10月，公司以自有资金880,616元收购了安徽汤臣倍健保健品推广服务有限公司4.98%的股权，此次收购是公司为了与经销商结成更紧密的战略合作关系的一种尝试。目前，“安徽汤臣倍健保健品推广服务有限公司”已改名“安徽携泰健康产业股份有限公司”（简称“安徽携泰”，证券代码833669），2015年9月29日已在全国中小企业股份转让系统（新三板）挂牌公开转让。

In October 2012, the Company purchased 4.98% equities of Anhui BY-HEALTH Health Product Promotion Service Co., Ltd. with self-owned funds RMB 880,616. The purchase was an attempt to form closer strategic partnership with the distributor. Currently, "Anhui BY-HEALTH Health Product Promotion Service Co., Ltd." has now changed its name to "Anhui Xietai Health Industry Co., Ltd." (Anhui Xietai in short, securities code 833669). On September 29, 2015, the Company was holding a public listed transfer on the national stock transfer system (NEEQ) for medium and small enterprises.

#### (2) 深圳市鹏鼎创盈金融信息服务股份有限公司

#### (2) Shenzhen Pengdingchuangying Finance Information Service Co., Ltd.

2014年7月，汤臣倍健发布《对外投资公告》，公司与深圳市鹏鼎创盈金融信息服务股份有限公司签订《股份认购协议》。汤臣倍健出资2,000万元，持股比例为3.7895%。鹏鼎创盈注册资本5.2778 亿元，是目前国内注册资本最大的互联网金融服务公司之一，鹏鼎创盈通过互联网金融服务网站“鹏金

In July 2014, BY-HEALTH issued the *Foreign Investment Announcement* in which the Company and Shenzhen Pengdingchuangying Finance Information Service Co., Ltd. signed the *Equity Subscription Agreement*. BY-HEALTH contributed RMB 20 million with a holding proportion of 3.7895%.

所”(www.pengdingchuangying.com)为借贷双方提供投融资居间服务。目前,鹏金所已上线的“鹏金保”产品由国有融资担保机构对借款人的借款本息进行全额担保。截至目前,鹏金所的成交额已经突破19亿,合作国有担保机构74家,业务覆盖27个省\自治区\直辖市,已经和全国各地多家大型国有融资担保机构签订了合作协议,已形成全国范围的网络布局,未来交易额可望实现快速增长。

Pengdingchuangying has a registered capital of RMB 527,780,000 as one of the Internet financial service companies with the most registered capitals in China. Pengdingchuangying provides investment and financing intermediary services for both the debtor and the creditor via the Internet finance service website "www.pengdingchuangying.com). Currently, the "Pengding Guarantee" products online are fully guaranteed by domestic financing guarantee organizations on the borrower's principal and interest. By now, the business volume of Pengding has broken through RMB 1.9 billion. It cooperates with 74 state-owned guarantee organizations with its business covering 27 provinces/autonomous regions/municipalities. It has signed cooperation agreement with multiple large state-owned financing guarantee organizations around the country and has formed a nationwide network layout. The future trade volume is expected to realize rapid growth.

### (3) 深圳市倍泰健康测量分析技术有限公司

(3) Shenzhen Beitai Health Measurement and Analysis Co., Ltd.

2014年10月,公司与深圳市倍泰健康测量分析技术有限公司及其现有全体股东签署《深圳市倍泰健康测量分析技术有限公司增资及股权转让协议书》。汤臣倍健决定使用自有资金10,000万元,投资入股深圳倍泰,获得25%股权。深圳倍泰将成为汤臣倍健打造服务力和布局移动健康领域的合作伙伴,与汤臣倍健在营养家中心、移动健康管理和大数据等方面开展深入合作,共同打造移动健康的管理平台。截

In October 2014, the Company and Shenzhen Beitai Health Measurement and Analysis Co., Ltd. and all its shareholders signed the *Agreement on Capital Increase and Equity Transfer of Shenzhen Beitai Health Measurement and Analysis Co., Ltd.* BY-HEALTH decided to use the RMB 100,000,000 self-owned fund to invest in Shenzhen Beitai to acquire 25% equities. Shenzhen Beitai will become a partner of

至目前，双方已成立多个联合工作小组对接落实具体的项目。

#### (4) 广发信德健康产业投资基金

2014年12月，公司投入自有资金6,000 万元，与广发信德投资管理有限公司、广发信德智胜投资管理有限公司合作，成为广发信德健康产业投资基金（以下简称“健康基金”）的有限合伙人。健康基金聚焦于健康管理领域的新技术（如分子诊断）、新趋势（如康复医疗、医疗大数据）和新业态（如互联网医疗、医药电商）等，另外，基金还有可能投资于定制保健品、定制康复计划、CRO（Contract Research Organization，合同研究组织）、食品安全检验等交叉领域。汤臣倍健作为基金的战略投资人，享有相关投资项目的表决权。汤臣倍健将以此次交易为契机，加速从产品营销向价值营销的战略升级，积极布局互联网医疗领域，借助移动互联浪潮培育新的商业模式及利润增长点。此次投资合伙的健康基金不纳入汤臣倍健合并报表范围。

BY-HEALTH in the field of service ability and mobile health layout as well as carrying out further cooperation in nutritionist center, mobile health management and big data, etc. to jointly create a management platform of mobile health. By now, the parties have founded multiple joint working groups to implement the specific projects.

#### (4) GF Xinde Health Industry Investment Fund

In December 2014, the Company invested self-owned capital 60 million to cooperate with GF Xinde Investment Management Co., Ltd. and GF Xinde Zhisheng Investment Management Co., Ltd., becoming a limited partner of GF Xinde Health Industrial Investment Fund (hereinafter referred to as "Health Fund"). Health Fund focuses on the new technologies (e.g. molecular diagnosis), trends (e.g. rehabilitation therapy and medical big data) and business modes (Internet medical treatment and medical e-commerce), etc. in the field of health management. Besides, the Fund is also possible to be invested in customized health products and rehabilitation plans, CRO (Contract Research Organization), food safety inspection and other cross-fields. As a strategic investor of the Fund, BY-HEALTH has the voting rights to relevant investment projects. BY-HEALTH will take this trade as an opportunity to hasten the strategic update from product marketing to value marketing and positively lay out in the field of Internet medical treatment. The Company will take advantage of the

2015年2月，“健康基金”经广州市工商行政管理局批准成立，初始注册资本为1亿元。经基金合伙人会议讨论，基金规模将扩大为3亿元，目前已根据相关法律法规向合格投资者进行募集。截至本公告日，健康基金首期1亿元出资已实缴完毕，二期2亿元出资已认缴完毕，相关工商变更手续正在有序办理之中。此外，健康基金已在中国证券投资基金业协会完成私募基金备案登记。

#### (5) 北京桃谷科技有限公司

2015年3月，汤臣倍健与控股股东梁允超的关联公司诚承投资控股有限公司、深圳市前海喜乐佳投资有限公司、张守川、崔龙江、韩思婷、文东签署了《投资合作协议》，共同投资5,000万元发起设立从事互联网医疗相关业务的合资公司——北京桃谷科技有限公司，其中汤臣倍健、诚承投资、喜乐佳投资作为“战略投资方”，四名自然人出资人作为“团队投资方”。汤臣倍健投入自有资金1,500万元，占桃谷科技总出资额的15%；诚承投资出资2,000万元，占桃谷

Internet tide to cultivate new business modes and profit increase points. The health fund of this investment partnership will not be included in the scope of consolidated statements of BY-HEALTH.

In February 2015, Health Fund was approved by Guangzhou Administration for Industry and Commerce with an initial registered capital of RMB 100 million. The scale of the fund will be expanded to RMB 300 million based on the discussion on the meeting of partners. Currently fund raise is conducted towards qualified investors based on relevant laws and regulations. As of the announcement date, the first issue of contribution RMB 100 million to Health Fund has been paid up, and the second issue of contribution RMB 200 million has been fully subscribed. Relevant industrial and commercial change procedure is under orderly procedures. Besides, Health Fund has completed the filing for private placement at Asset Management Association of China.

#### (5) Beijing Taogu Technology Co., Ltd.

In March 2015, BY-HEALTH and Chengcheng Investment Holding Co., Ltd. as related Companies of controlling shareholder Liang Yunchao, Shenzhen Qianhai Xilejia Investment Co., Ltd., Zhang Shouchuan, Cui Longjiang, Han Siting and Wen Dong signed the *Investment Cooperation Agreement* to jointly invest RMB 50 million to establish Beijing Toagu Technology Co., Ltd.--a joint venture working on businesses in relation to Internet medical treatment.



科技总出资额的20%。本次汤臣倍健整合多方资源联合投资设立互联网医疗合资公司，积极布局互联网医疗领域。

2015年5月，桃谷科技增资事宜办理完成工商变更登记手续，并取得了北京市工商行政管理局海淀分局颁发的《企业法人营业执照》。

#### (6) 上海臻鼎电脑科技有限公司

2015年4月，汤臣倍健、诚承投资控股有限公司、珠海佰润健康管理合伙企业与上海臻鼎电脑科技有限公司及其现有全体股东及关联方签署《上海臻鼎电脑科技有限公司增资及股权转让协议》。汤臣倍健使用自有资金2,400万元，投资入股上海臻鼎。诚承投资出资2,640万元，占上海臻鼎增资后注册资本的22%；副董事长梁水生的关联公司珠海佰润出资1,560万元，占上海臻鼎增资后注册资本的13%。上海臻鼎将成为汤臣倍健布局大健康产业链条中移动健康管理领域的战略合作伙伴，与汤臣倍健在临床

Wherein, BY-HEALTH, Chengcheng Investment and Xilejia Investment worked as "strategic investors" and the four natural persons worked as "group investors". BY-HEALTH invested self-owned fund RMB 15 million, which occupied 15% of the total contribution to Taogu Technology; Chengcheng Investment contributed RMB 20 million, which occupied 20% of the total contribution to Taogu Technology. At this time, BY-HEALTH integrated multiple resources to jointly invest to establish the Internet medical treatment joint venture for positive layout in the field of Internet medical treatment.

On May 2015, the capital increase of Taogu Technology completed the registration procedures for industrial and commercial change and acquired the *business license for enterprise legal person* from the Beijing Administration for Industry and Commerce Haidian Branch.

#### (6) Shanghai Zhending Computer Technology Co., Ltd.

In April 2015, BY-HEALTH, Chengcheng Investment Holding Co., Ltd., Zhuhai Bairun Health Management Partnership Corporation and Shanghai Zhending Computer Technology Co., Ltd. together with all its current shareholders and related parties signed the *Shanghai Zhending Computer Technology Co., Ltd. Capital Increase and Equity Transfer Agreement*. BY-HEALTH used self-owned fund RMB 24 million to invest in and become a shareholder of Shanghai Zhending. Chengcheng Investment contributed RMB

营养、慢病管理、妇幼健康管理等移动健康管理领域开展深入合作，共同打造移动健康管理平台。

26.4 million, which occupied 22% of the registered capital of Shanghai Zhending after the capital increase; Zhuhai Bairun, related company of vice president Liang Shuisheng, contributed RMB 15.6 million, which occupied 13% of the registered capital of Shanghai Zhending after the capital increase. Shanghai Zhending will become a strategic partner in the field of mobile health management of the big health industry layout and carry out further cooperation with BY-HEALTH in clinic nutrition, chronic disease management, and health management for women and children, etc. to jointly create a mobile health management platform.

#### (7) 深圳市有棵树科技有限公司

#### (7) Shenzhen Youkeshu Technology Co., Ltd.

2015年6月，汤臣倍健与深圳市有棵树科技有限公司及其现有全体股东、其他投资方共同签署《深圳市有棵树科技有限公司投资协议书》。汤臣倍健使用自有资金16,000万元，投资入股深圳有棵树。深圳有棵树将成为汤臣倍健布局跨境电商领域的战略合作伙伴，与汤臣倍健在供应链及进口健康产品、全新销售渠道、电子商务销售方式和大数据等方面开展深入合作，共同打造大健康领域的跨境电商平台。2015年11月30日，“深圳有棵树科技股份有限公司”（简称“有棵树”，证券代码T19265）在全国中小企业股份转让系统（新三板）申请挂牌，报告期内尚未发布申请通过公告。

In June 2015, BY-HEALTH and Shenzhen Youkeshu Technology Co., Ltd. together with all its current shareholders and other investors signed *Shenzhen Youkeshu Technology Co., Ltd. Investment Agreement*. BY-HEALTH used self-owned capital of RMB 160 million to invested and become a shareholder of Shenzhen Youkesong. Shenzhen Youkesong will become a strategic partner of BY-HEALTH in the field of overseas e-commerce and carry out further cooperation with BY-HEALTH in supply chain and importation of health products, brand new sales channel, e-commerce sales mode and bid data, etc. to jointly create an overseas e-commerce platform for the field of big health. On November 30, 2015, Shenzhen Youkeshu Technology Co., Ltd. (Youkeshu in short,



Securities Code T19265) applied for listing on national stock transfer system for medium and small enterprises (NEEQ). No announcement of application approval has been issued in the report period.

**(8) 北京极简时代软件科技有限公司**

2015年7月，汤臣倍健与北京极简时代软件科技有限公司及其现有全体股东共同签署《北京极简时代软件科技有限公司增资协议书》。汤臣倍健使用自有资金4,000万元，投资入股北京极简时代。北京极简时代将成为汤臣倍健打造大健康生态体系的战略合作伙伴，与汤臣倍健在数据挖掘、健康管理服务和渠道等方面开展深度合作，整合双方资源为用户提供更加完善、有效、个性化的健康管理服务。交易完成后，汤臣倍健持有北京极简时代10%股权。

**(8) Beijing Jijian Times Software Technology Co., Ltd.**

In July 2015, BY-HEALTH and Beijing Jijian Times Software Technology Co., Ltd. together with all its shareholders signed *Beijing Jijian Times Software Technology Co., Ltd. Capital Increase Agreement*. BY-HEALTH used self-owned fund RMB40 million to invest in and become a shareholder of Beijing Jijian Times. Beijing Jijian Times will become a strategic partner of BY-HEALTH in creating the big health ecological system and carry out further cooperation with BY-HEALTH in data exploration, health management service and channel, etc. as well as integrating the resources of both parties to provide users with more improved, effective and individualized health management services. After the transaction was completed, BY-HEALTH held 10% equities of Beijing Jijian Times.

**(9) KangSeed Technology Ltd.**

2015年7月，公司全资子公司香港佰瑞有限公司与KangSeed Technology Ltd.、KangSeed Technology Limited、友乐活（北京）网络科技有限公司、北京康智乐思网络科技有限公司及其创始人共同签署《C-1类优先股购买协议》。香港佰瑞使用自有资金人民币1,000万美元，投资入股KangSeed Technology。该投资标的控股业务实体从事大姨吗APP的开发、宣

**(9)KangSeed Technology Ltd.**

In July 2015, Hong Kong By Ray Co., Ltd., wholly-owned subsidiary of the Company, signed C-1 Preferred Stock Purchase Agreement with KangSeed Technology Ltd., KangSeed Technology Limited, Youlehuo (Beijing) Network Technology Co., Ltd., Beijing Kangzhilesi Network Technology and its founder. Hong Kong By Ray used self-owned fund

传和销售业务，将成为汤臣倍健打造大健康产业生态体系的战略合作伙伴，与汤臣倍健在健康产品、健康管理服务、数据挖掘、品牌推广和订制等方面开展深度合作，整合双方资源为用户提供更加专业、丰富、个性化的健康产品及健康管理服务。交易完成后，香港佰瑞持有KangSeed Technology 的4.52%股权。

#### （10）珠海市蓝海之略医疗有限公司

2015年8月，公司与珠海市蓝海之略医疗有限公司股东之一的上海谦毅投资管理中心（有限合伙）签署《关于珠海市蓝海之略医疗有限公司股权转让协议书》。汤臣倍健使用自有资金人民币2,600万元，投资入股珠海蓝海之略。珠海蓝海之略将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，与汤臣倍健在互联网医疗、健康管理服务等方面开展合作。交易完成后，汤臣倍健持有珠海蓝海之略2%股权。

USD 10 million to invest in and become a shareholder of KangSeed Technology. The target holding entity for the investment works on the development, publicity and sales of Dayima APP. It will become a strategic partner of BY-HEALTH in creating the industrial ecological system of big health and carry out further cooperation with BY-HEALTH in health products, health management services, data exploration, brand promotion and customization, etc. The resources of both parties will be integrated to provide users with more professional, abundant and individualized health products and health management services. After the transaction, Hong Kong By Ray held 4.52 equities of KangSeed Technology.

#### (10) Zhuhai Blue Ocean Strategy Medical Co., Ltd.

In August 2015, the Company and Shanghai Qianyi Investment Management Center (limited partnership), one of the shareholders of Zhuhai Blue Ocean Strategy Medical Co., Ltd., signed the *Agreement on Equity Transfer of Zhuhai Blue Ocean Strategy Medical Co., Ltd.* BY-HEALTH used self-owned fund RMB 26 million to invest in and become a shareholder of Zhuhai Blue Ocean Strategy. Zhuhai Blue Ocean Strategy will become one of the partners of BY-HEALTH to create the ecological system of big health industry and carry out cooperation with BY-HEALTH in Internet medical treatment and health management service, etc. After the transaction, BY-HEALTH held 2% equities of Zhuhai Blue Ocean Strategy.

**(11) 上海凡迪生物科技有限公司**

2015年9月，公司与上海凡迪生物科技有限公司及其现有全体股东签署《关于上海凡迪生物科技有限公司增资及股权转让协议》。汤臣倍健使用自有资金人民币8,760万元，投资入股上海凡迪。上海凡迪将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，双方将整合资源并不断投入代表未来方向性的新技术（基因测序），致力于通过更具科学性的诊断数据提高大众的生命质量，不断挖掘潜在的商业机会。交易完成后，汤臣倍健持有上海凡迪19.0435%股权。同时，汤臣倍健担任有限合伙人的广发信德健康产业投资基金持有上海凡迪增资完成后的7.227%股权。

**(11) Shanghai Find Bio-Tech Co., Ltd.**

In October 2015, the Company and Shanghai Find Bio-Tech Co., Ltd. and all its shareholders signed the *Agreement on Capital Increase and Equity Transfer of Shanghai Find Bio-Tech Co., Ltd.* BY-HEALTH used self-owned fund RMB 87.6 million to invest in and become a shareholder of Shanghai Find. Shanghai Find will become one of the partners of BY-HEALTH in creating the ecological system of big health industry. The parties will integrate resources and keep investing in new technologies (gene sequencing) that represent future orientation, dedicated to improvement of life quality and incessant exploration of potential business opportunities by more scientific diagnostic data. After the transaction, BY-HEALTH held 19.0435% equities of Shanghai Find. Meanwhile, Guangfa Xinde Health Industrial Investment Fund, limited partner of BY-HEALTH, held 7.227% equities of Shanghai Find after the capital increase.

**八、公司控制的结构化主体情况**

☐ 适用 ☒ 不适用

**VIII. Information of the Structural Subjects Controlled by the Company**

☐ Applicable ☒ Not Applicable

**九、公司未来发展的展望****IX. Future Prospect of the Development of the Company****1.公司既定的发展战略****1. Determined Development Strategy of the Company**

2015年1月，因应国内市场、商业环境快速变化以及新商业模式新技术层出不穷的新常态，鉴于公司

In January 2015, due to the New Normal of rapid changes of domestic market and commercial

《2011-2015年度经营规划纲要》的主要指标已提前达成，公司决定将之前制定五年规划的做法更改为制定三年滚动规划，为此制定了全新的《2015-2017年度经营规划纲要》。作为公司未来三年发展战略与业务布局的纲领性文件，新的三年规划核心就是把股份公司的大格局做出来。基于此，按照“管理做减法，经营做加法”的思路，对架构做出重大调整，按不同模式和品牌切分成立多个独立运营的项目公司，建立相应的管理团队持股制度，保持组织的创新力、激情与活力。股份公司定位于战略执行、投资管控及平台服务输出（生产、研发、公关、法务、财务、IT等）。该新战略纲要的主旨在于公司整体业务布局由膳食补充剂扩展到大健康产业，未来业务生态由三大业务板块（汤臣倍健药业板块、广东佰嘉板块、线上业务板块）与大健康产业布局构成，不断打造与提升公司的核心竞争力。

environment as well as the endless new business modes and new technologies, considering that the primary indexes of the *Annual Operation Planning Guideline of 2011-2015* of the Company have been achieved early, the Company decided to change the 5--year planning to 3-year rolling planning and formulated the brand new *Annual Operation Planning Guideline of 2015-2017*. As the guiding document for the development strategy and business layout of the Company in the 3 future years, the core of the 3-year planning is to map out a larger pattern for the Company. Therefore, according to the thoughts of "reduction of management and addition of operation", significant adjustment is made to the structure. Multiple independently operated project companies are divided by different patterns and brands. Corresponding holding system for management teams are also established to keep the Company innovative, passionate and active. The joint-stock companies are oriented for strategic implementation, investment management and control, and platform service output (production, research and development, public relations, legal affairs, finance and IT, etc.). The main idea of the new strategic outline is to expand the overall business layout of the Company from dietary supplement to big health industry. The future business ecology will be comprised of 3 major business sectors (BY-HEALTH Pharmacy Sector, Guangdong Baijia Sector and Online Business Sector) and the layout of big health industry to keep creating and

三大业务板块中，其中汤臣倍健药业板块，主要负责运营“汤臣倍健”主品牌的经营运作。广东佰嘉板块，主要负责专注骨骼健康的“健力多”品牌的运作，坚持单品突破的模式；线上业务板块，主要负责负责聚焦女性群体的“每日每加”和专业运动营养品牌“健乐多”。在三大板块业务之外，站在未来产业升级的角度，公司将积极布局大健康产业，促进战略升级，主要以投资参股与合作为主，积极探索与推进移动健康/医疗平台的搭建。

2015年6月，公司在上海、北京两地举行“大格局新梦想”为主题的大健康生态布局之大型投资者见面会，就公司的全新战略与事业梦想与投资进行诠释和分享，公司将从单一产品提供商逐步升级为健康干预的综合解决方案提供商，围绕这个目标，公司将从具有较强优势的实体产品和健康管理内容服务两方面出发形成健康干预方案，通过大平台嵌入，围绕健康干预的服务与价值挖掘，形成健康管理数据的沉淀，打造大健康产业的生态圈。

2016 年 2 月，董事长在公司内部发表新春致辞中提

promoting the core competency of the Company.

In the 3 major business sectors, BY-HEALTH Pharmacy Sector is mainly in charge of operation the main brands of BY-HEALTH. Guangdong Baijia Sector is mainly in charge of the operation of "Keylid" that focuses on bone health and insisting on the mode of single product breakthrough; Online Business Sector is mainly in charge of the operation of "Addition to Each Day" that focuses on the female group and of the professional sports health brand "GymMax". Apart from the 3 major sectors, in view of future industrial update, the Company will take the initiative on the layout of big health industry to promote strategic update, which is mainly by form of investment, participation and cooperation to positively explore and promote the establishment of mobile health/medical treatment platform.

In June 2015, the Company held a large investors' meeting of big health layout themed by "Large Pattern, New Dreams" in Shanghai and Beijing to interpret and share new strategies, business dreams and investments of the Company. The Company will form a health intervention plan from the aspects of owning advantageous physical products and health management service. By big platform embedding with the service of health intervention and the exploration of value, health management data will be formed to create the ecological circle of big health industry.

In February 2016, the chairman mentioned in his new

到“汤臣倍健跟德国制造一样，不相信物美价廉。2016 年，我们将启动全球第一个营养博物馆的筹建工作，在澳洲启动全球第一个有机农场的筹建工作，并将启动全球同行业第一个“智能工厂”的建设。汤臣倍健的根本价值，就是能够为我们用户的健康创造价值。我们不是在为我们的客户而是为我们自己的家人和朋友生产高品质的产品！”

公司战略目标达成的路径是以高品质、差异化的“产品力”为基石，以“品牌力”与“渠道力”为依托，重点致力于“服务力”核心竞争力的建设；致力于公司主营大众化品牌“汤臣倍健”的广度和深度推广，积极拓展骨骼健康、运动营养、体重管理等细分领域并布局线上业务；由产品营销向价值营销转变，通过提升对经销商、零售商的“服务力”，为消费者创造更多价值，全面构建公司综合竞争能力。

## 2.公司所处行业的发展前景和变化趋势

2014 年 2 月，国务院印发《中国食物与营养发展纲要（2014—2020 年）》，其中发展目标包括营养素摄

year address inside the Company that "Just like the manufacturing industry in Germany, BY-HEALTH do not believe in good products of low price. In 2016, we will launch the preparation for the first nutrition museum in the world and prepare the first organic farm of the world in Australia. The Company will also launch the construction of the first "intelligent factory" of peer industry in the world. The fundamental value of BY-HEALTH is to provide value for our customers' health. We are not producing high-quality products for our customers but our families and friends!"

The path to the achievement of the strategic objective of the Company is to lay upon the high-quality and diversified productivity and rely on the brand force and channel force to focus on the construction of core competency of service ability; be dedicated to the wide and deep promotion of the main business "BY-HEALTH" as a universal brand and positive exploration into the subdivision of bone health, sports nutrition and weight management, etc. as well as layout of online businesses; transform from product marketing to value marketing and create more value for consumers by improving the service ability towards distributors and retailers to build up the comprehensive competitiveness of the Company in all aspects.

## 2. Development Prospective and Variation Trend of the Industry of the Company

In February 2014, the State Council issued *Guideline of Development of Food and Nutrition of China*



入量目标、营养性疾病控制目标；发展重点包括发展营养强化食品和保健食品；政策措施包括开展全国居民营养与基本健康监测工作，进行食物消费调查，定期发布中国居民食物消费与营养健康状况报告，引导居民改善食物与营养状况。

2015 年 10 月 1 日《中华人民共和国食品安全法》(修订版) 正式实施，新法明确了保健食品的法律地位，对保健食品的监管作出了相关要求，从严规范保健食品市场。新规对保健食品、食品实施“四个最严”即“最严谨的标准、最严格的监管、最严厉的处罚、最严肃的问责”，有利于整体市场的规范。2015 年 12 月 9 日，《食品安全法实施条例》公开征求意见，截止日期是 2016 年 1 月 8 日。

随着《食品安全法实施条例》等行业新规在未来一段时间陆续出台，新的监管精神与细则要求将对未来膳食补充剂行业的发展产生重要影响。作为膳食补充剂行业龙头的汤臣倍健必将受益于行业整合的大环境。

(2014-2020), wherein, the objectives of development include the objective of nutrition intake and nutritional disease control; the focus of development includes the development of nutrition enhancing food and health food; the policies and measures include carrying out national resident nutrition and basic health monitoring, conducting food consumption survey, periodically issuing the resident food consumption and nutritional status report of China, and guiding residents to improve their food and nutritional status.

On October 1, 2015, the *Food Safety Law of the People's Republic of China* (Rev.) was officially enforced. The new law specified the legal status of health food and relevant requirements for the supervision of health food to strictly regulate the market of health food. The new law exercised the four-most practices of health food, i.e., the most meticulous standard, the most stringent supervision, the most severe punishment and the most serious responsibility investigation, which is good for the regulation of the whole market. On December 9, 2015, opinions were publicly solicited for the *Enforcement Regulations of the Food Safety Law* till January 8, 2016.

With the successive issuance of the *Enforcement Regulations of the Food Safety Law* and other new rules for the industry in the near future, the new supervision spirit and details will inflict significant impact on the development of dietary supplement industry in the

future. BY-HEALTH, as a leader of the dietary supplement industry, will definitely benefit from the environment of industrial integration.

### 3.2016 年经营计划

2016 年度是公司全新战略布局实施的第二年，具有重要战略意义。公司将依照新的三年规划，围绕企业发展战略重点，以“创新”为主题词，聚焦产品创新、商业模式创新与思维模式创新，重点做好以下工作：

#### （1）整合全球资源，引领行业浪潮

2016 年，公司将启动全球第一个有机农场的筹建工作，初步拟设在澳洲，建立自有有机农场是公司“全球原料三步走”战略的重要第三步，通过“三步走”的原料和产品战略形成与包括国外主流品牌更具优势和差异化的品质，也在一定程度上弥补品牌本身的厚度上与国外品牌的不足。公司会根据自身发展情况，按照匹配原则，逐步推进，不断保持差异化的领先优势。

2016 年，公司将启动全球营养博物馆的筹建工作，该项目预计于 2018 年完成并对外开放，该项目定位为“全球第一家营养博物馆”世界级景点，旨在实现与

### 3. Economic Plan of 2016

Year 2016 is the second year of the implementation of new strategic layout of the Company, which attaches significant strategic meaning. The Company will focus on the innovation of product, commercial mode and thinking pattern surrounded by development strategic focus and themed by innovation to accomplish the following works based on the 3-year planning:

#### (1) Integrate global resources to lead the industry

In 2016, the Company will launch the preparation for the first organic farm in the world, which was intended preliminarily at Australia. The establishment of self-owned organic farm is the third step of the strategy "3 Steps to Global Raw Materials" of the Company. The raw material and product strategy of the 3 steps will enable more advantageous and diversified quality compared to mainstream foreign brands, and compensate for the shortcomings on the thickness of the brand itself. The Company will push forward gradually to keep a diversified leading position based on the development of itself by the principle of matching.

In 2016, the Company will launch the preparation of a global nutrition museum. The Project is expected to finish and open in 2018 with its orientation being "the



消费者高度互动，以高科技、未来感对消费者健康观念产生触动和改变，能引起人们对未来生命科学的各种设想。

## （2）推出健康管理解决方案，打造原创内容产品

公司将加快落地从产品营销向价值营销的战略升级，从产品提供商逐步升级至健康干预的综合解决方案提供商，目标旨在使健康管理解决方案的内容产品逐步占据国内领先地位。2016 年将针对慢病，如糖尿病、高血压、痛风等研究与推出健康管理解决方案，为消费者提供包括饮食建议、营养素补充、运动建议、日常健康管理服务，让慢性疾病患者少吃药、不吃药。其中包括慢病风险预测等有关的检测技术的开发，慢病相关产品的干预与管理效果的研究；根据消费者的生活习惯、健康状况，提供个性化的营养素补充剂和健康产品定制服务。

在此基础上，公司将一方面通过“营养家”会员平台、营养学院等将内容产品输出到B端客户及C端用户；另一方面利用上海臻鼎等已布局的大健康产业战略

first nutrition museum in the world" as a world-class site. It aims at high interaction with consumers and producing touch and change to the health views of consumers with high technology and future sense. It can arouse all sorts of hypotheses among people towards the future life sciences.

## (2) Promote health management solution and create original product

The Company will fasten the strategic update from product marketing to value marketing and gradually upgrade from a product provider to a comprehensive solution provider of health intervention. The objective is to occupy a domestic leading position with products of health management solutions. In 2016, the Company will promote health management solutions against chronic diseases such as diabetes, hypertension and gout, etc. and provide consumers with services of dietary suggestions, nutrition supplement, sports advice and daily health management to make chronic disease patient take fewer medicines. It includes the development of risk prediction of chronic diseases and relevant testing technologies and research on the effect of intervention and management of products for chronic diseases; individualized nutrition supplement and customized health product services are provided based on the living habit and health condition of consumers.

On such basis, on one hand, the Company will output products to B-end and C-end customers via the "nutritionist" membership platform and nutrition

投资标的或合作伙伴，提供包括健康检测、产品干预、健康管理的服务，为消费者的健康提供一站式的解决方案。

### （3）聚焦产品创新，强调独特性

站在未来看现在，永远领先竞争对手一步。公司产品研发策略做出重大调整与升级，核心是整合内外部资源聚焦“新功能、新原料、新技术”的创新性研发，目标是打造独特性、唯一性、功能性的具有汤臣倍健烙印的创新性产品，为汤臣倍健储备更具竞争力与稀缺性的产品，有助于个性化与定制化服务中国消费者。

为此目的，公司科技中心已着手网罗高端人才、紧跟行业政策匹配产品研发创新策略，初步选定 6 个重点方向进行突破。一方面充分整合国内外权威研究机构、跨国公司原料供应商以及其他资源进行项目孵化，挑选具有高科技含量、未来市场需求的项目，自主搭配资源进行创新性、开拓性的研发，并为未来发展进行适当的技术储备；另一方面多方建立了合作平台，利用外部研究机构的现有资源选择具有应用成熟度的新项目尽快市场转化，成熟一个

school, etc.; on the other hand, the Company takes advantage of Shanghai Zhending and other targets or partners of strategic investment in the big health industry to provide services of health tests, product intervention and health management as a one-stop solution to the health of consumers.

### （3）Focus on product innovation and emphasize uniqueness

Standing in the future to look back at the present, we will always be one step ahead of our rivals. Significant adjustment and update have been made to the product research and development strategy of the Company. The core is to integrated internal and external resources to focus on the innovative research and development of "new functions, new raw materials and new technologies" to create particular, unique and functional BY-HEALTH branded innovative products and to reserve more competitive and scarce products for BY-HEALTH for individualized and customized services for Chinese customers.

For such purpose, the technological center of the Company has been looking for top talents and following industrial policies to match with innovative strategies of research and development of products. 6 key directions have been preliminarily chosen for breakthrough. On one hand, the Company fully integrates domestic and foreign authoritative research institutes, transnational raw material suppliers and other resources for project incubation, and selects the project

推向市场一个。

with high-tech content and future market demands to voluntarily match resources for innovative and explorative research and development as well as proper technical reserves for future development; on the other hand, the Company has established cooperative platforms in multiple aspects to choose a new project of application maturity from the current resources of external research institutes and transform it to the market as soon as possible. One will be promoted to the market once it matures.

#### （4）聚焦业务创新，一路向 C

(4) Focus on business innovation and go all the way to C

##### ①主品牌服务创新，差异化竞争

① Main Brand Service Innovation and Diversified Competition

2016 年，汤臣药业将继续在产品力、渠道力上保持优势，加速打造“汤臣倍健”大众知名品牌战略，让品牌力、服务力成为汤臣倍健新的核心竞争力，通过极致执行、服务创新决胜终端。2016 年汤臣倍健药业将从商业模式、运营、管理、服务等方面创新，主要表现在：商业模式创新提升用户体验，全渠道为用户服务，汤臣药业以产品+服务，解决用户健康问题，联合经销商、零售商组成价值网共同为用户服务；运用大数据，做好用户分析，提高复购率，交叉购买率，提升客单价、实现精准营销；营销转型升级，提升单店价值，从扩店到提升复购率、交叉购买率增长方式转变；运营模式创新，开展跨界合作，进行资源互换；渠道优化，经销商向服务商转变。

In 2016, BY-HEALTH will keep its edge in product force and channel force to quickly make BY-HEALTH a famous brand to the mass and make brand force and service ability core competency of the BY-HEALTH to compete at an end with extreme execution and service innovation. In 2016, BY-HEALTH will innovate in the aspects of business modes, operation, management and services, etc., which is mainly represented in: the innovation of business modes improves user experience, services are provided for customers from all channels, the health issues of customers are solved by BY-HEALTH with products+ services, and distributors and retailers are united to make a value network to provide service for users; use big data to analyze users, improve repurchase rate and cross

purchase rate to improve unit price and realize precise marketing; transform and update marketing to improve the value of single stores; change of marketing mode from expansion to the improvement of repurchase rate and cross purchase rate; innovate operation modes and carry out cross boundary cooperation as well as changing resources with each other; optimize channels and transform from a distributor to a service provider.

“汤臣倍健”主品牌已着手在商超渠道提前布局,过去两年已取得了快速发展,未来空间仍然较大,2016年将在此基础上继续发力商超渠道,将商超渠道培育成为新的利润增长点。

"BY-HEALTH" main brand is preparing for advanced layout in business channels and has gained rapid development in the past 2 years. The future is still promising. In 2016, the Company will continue its efforts in the business channels and cultivate them to a new profit growth point.

## ②持续发力“健力多”单品品牌,完善盈利模式

② Continue efforts in "Keylid" single brand and improve profiting mode

“健力多”品牌以单品模式聚焦骨骼健康品类,过去3年持续放量增长已经证明单品模式已基本成熟,2016年广东佰嘉将在规模扩张的基础上逐步完善盈利模式,目标是实现一定额度的盈利;计划在线上推出专门针对运动人群的氨糖;根据批文获取情况争取于2016年底前推出第二个储备单品,继续夯实单品模式并助力广东佰嘉实现盈利。

"Keylid" brand focuses on bone health products in single product mode. The continuous growth in the last 3 years has proved that the single product mode has basically matured. In 2016, Guangdong Baijia will gradually improve profiting mode based on scaled expansion. The objective is to realize a certain amount of profit; the Company plans to promote glucosamine targeted at sports persons online; the Company will endeavor to promote the second single product reserved before the end of 2016 based on the acquisition of approval to continue strengthening the foundation of single product mode and help Guangdong Baijia realize profits.

③培育与运营线上业务板块，跨界合作

2016 年广东佰悦将加大健乐多专业运动营养品牌推广力度，借助专业运动达人和线上线下运动赛事等场景与用户进行互动、传播和沟通；持续丰富专业系列产品和口味，升级产品配方；加强线上主流电商平台、各垂直运动商城以及线下健身机构、社群的合作。同时每日每加品牌定位进一步聚焦为全球优选女性美丽健康营养品牌，探索与尝试新型商业模式。

④培育“无限能”科学贵细中药材品牌

“无限能”品牌定位为科学贵细中药材品牌，差异化竞争策略切入保健品中草药广阔市场，2015 年已在线上线下进行初步探索，市场策略拟通过核心品种的经营树立“无限能”品牌地位再陆续推出新品种，目标形成以单方为主的系列中医药保健食品。为匹配公司业务发展的需要，2016 年拟将“无限能”事业部从广东佰嘉剥离，成立一个独立的新公司经营相关业务，预留该新公司一定比例的股权给管理层合伙企业持有。

③ Cultivate and operate on-line business sectors for cross-boundary cooperation

In 2016, Guangdong Baiyue will enhance the promotion of the professional sports health brand Keylid to interact, spread and communicate with users through professional sportsmen and online/offline sports events, etc.; the Company will continue the enrichment of professional series of products and their flavor and the update of product formula as well as reinforcing the cooperation with online mainstream e-commerce platforms, vertical sports malls and offline fitness institutions and communities. Meanwhile, the orientation of "Addition to Each Day" brand will further focus on global preferential beauty and health product brand for female to explore and try new business modes.

④ Cultivate scientific precious and fine Chinese medicinal material brand "Infinite"

The brand "Infinite" is oriented at scientific precious and fine Chinese medicinal material brand. It enters the wide market of Chinese medicinal material for health products by the diversified competitive strategy. In 2015, preliminary exploration was conducted both online and offline. The market strategy intended to set up the position of "Infinite" via the operation of core variety and then the promotion of new varieties. The objective is a series of health food of Chinese medicine mainly represented by single formula. To match with the business development needs of the Company, in

2016, the Company intends to separate the business department for "Infinite" from Guangdong Baijia to establish an independent new company to operate relevant business. A certain proportion of equities of the new company will be reserved for management partners.

⑤继续完善“营养家”会员平台，提升服务力

2016 年“营养家”将继续推进会员店、会员服务体系的建设工作，与合作会员店一起，尝试线下线上相结合的 O2O 活动、积极开展跨界合作、创新会员活动形式，完善会员权益，为终端提供吸客、留客的有效方法，提升客户价值。

在服务提升方面，将结合公司在健康领域的专业资源和能力，打造专属营养师服务，为消费者提供一对一的健康跟踪管理服务。通过打造健康服务系统，将消费者在健康快车、体验中心等不同场景的检测数据建档，打通与上海臻鼎慢病方案，为消费者提供精确的健康服务。

⑥进一步发挥“汤臣倍健营养学院”作用

⑤ Continue the improvement of "Nutritionist" membership platform to promote service ability

In 2016, the "Nutritionist" will continue the promotion of construction of membership stores and membership service systems. It will try online-offline combined O2O activities with cooperative membership stores to positively carry out the cross-boundary cooperation and to innovate the forms of member activities to improve member interest and provide the terminal with effective methods to attract and keep customers and promote their value.

In the aspect of service promotion, it will combine the professional resources and abilities of the Company in the field of health to create dedicated nutritionist services and provide consumers with one for one health tracing management service. By making the health service system, the test data of consumers in health express, experience center and other scenes will be filed to connect with the plans of Shanghai Zhending against chronic diseases and provide consumers with precise health services.

⑥ Further perform the function of "BY-HEALTH Nutrition School"



2016 年拟在全国开展“1000 场健康讲座”的目标，持续对消费者健康教育；联合投放 500 台健康快用于健康体检，目标为全年检测消费者 500 万人次；帮助连锁终端对会员进行慢病管理，引导膳食补充剂行业的市场蛋糕进一步做大。

#### **(5) 制定未来三年品牌发展规划，从全球原料到全球营养**

公司 2016 年将实施全新的品牌推广策略，以“全球营养、为你优选”作为品牌新定位，带出汤臣倍健“优中选优”的品牌新形象。为此，将采取一系列品牌推广措施，包括：通过主流卫视的栏目冠名和综艺栏目植入，提高品牌曝光率及知名度，建立企业正面形象，推动“优战略”的传播，让更多用户了解“优中选优”的品牌内涵；重点打造自媒体、新媒体精准营销，加强重点产品的口碑营销和口碑传播，建立良好的产品口碑效应；加强消费者新网络行为习惯的研究，进行跨界营销的尝试；积极推进销售终端新形象的建设，通过终端打造“优中选优”的品牌新形象，进行不同形式的、极具创意的终端促销活动，拉动销售。

In 2016, it will continue the health education for consumers with an objective of carry out 1000 health lectures across the country; 500 health express machines will be released for physical check with the objective being testing 5 million person-times for consumers throughout the whole year; it will help the chain terminal to manage the chronic diseases of members to guide the further expansion of the dietary supplement market.

(5) Customize the development planning of the brand for the future 3 years from global raw materials to global nutrition

In 2016, the Company will implement the new brand promoting strategy and bring out the "best of the best" new brand image of BY-HEALTH by the new brand orientation of "Global Nutrition of Your Choice". For this purpose, the Company will take a series of promotion measures including: improve brand exposure and popularity, establish positive image of the enterprise and promote the spread of "best strategy" by title sponsorship of main stream TV column and implantation in entertainment columns to let more users know about the brand connotation of "best of the best"; focus on the precise marketing of we-media and new media to reinforce the reputation marketing and spread of key products and establish fine product-reputation effect; reinforce the study on new network behavioral habits of consumers and make cross-boundary marketing attempts; positively promote the new image

of sales terminals and forge the new brand image of "best of the beast" via the terminals. Try different forms of innovative sales promotions to improve the sales volume.

#### (6) 推进大健康产业布局

2016 年，是公司成立第二十年暨公司股票上市后的第六年，公司进入到了一个全新的发展平台。2016 年，公司将继续围绕公司最新的三年发展战略《2015-2017 年度经营规划纲要》，结合实际情况不断推进在大健康产业的布局。

#### (6) Promote layout in the big health industry

Year 2016 is the 6th year of the listing of stocks of the Company. The Company has entered into a brand new development platform. In 2016, the Company will continue the focus on *Annual Operation Planning Guideline of 2015-2017*, the new 3-year development strategy of the Company, and take the actual situation into account to promote the layout of the big health industry.

#### (7) 推进整体战略指导下的并购

公司制定的《2015-2017 年度经营规划纲要》对行业对外投资方面提出了明确目标与实施计划，继续寻求有协同效应的收购兼并对象，目的就是为了打造营养品的“联合国”，实现企业愿景——原料与品牌的联合国，以并购为契机，以机制为保障，以“非辅业”的心态拓展公司新的、强大的利润增长点，成就汤臣倍健的战略目标。

#### (7) Promote Merger and Acquisition under the Overall Strategic Guidance

The newly formulated *Annual Operation Planning Guideline of 2015-2017* has given specific objective and implementation plan for foreign investment of the industry and continued the searching of subjects for merger and acquisition with synergy. The purpose is to create the united nations of nutrition and realize corporate perspective-- united nations of ingredients and brands and expand new and strong profit growth point with merger and acquisition as opportunities, mechanism as guarantee and "non auxiliary industry" as attitude to achieve the strategic objective of BY-HEALTH

#### (8) 启动“智能工厂”建设

#### (8) Launch the construction of "Intelligent Plant"



2016 年，公司将在珠海生产基础设计并启动全球同行业首家 1.0 版本的“智能工厂”，要将物流物联化、工艺信息化、记录电子化、设备远程化，核心是如何才能做出更好的产品。根据公司《2013—2017 年产能规划》指引，将继续推进珠海四期生产基地建设，包括 GMP 厂房建设、设备引进、珠海厂区配套项目、进行生产基地配套设施及工程建设、增加部分生产车间/生产线等，为公司主营业务膳食补充剂产品的生产提供更加完善的配套，以满足公司销售快速增长的需求。珠海生产基地已启动 4 号厂房、研发质检中心、物流仓储等项目的设计等前期工作，已于 2015 年完成土建工程，2016 年启动智能工厂的设计与建设工作。

In 2016, the Company will design and launch the first V1.0 Intelligent Plant of the same industry around the world at Zhuhai Production Base. The core of logistic connection, information oriented process, electronic recording and remote equipment is to make the best product. According to the guidance of the *Annual Capacity Planning of 2013-2017*, the Company will keep promoting the construction of Zhuhai Phase IV Production Base, including GMP factory building construction, equipment introduction, ancillary projects for Zhuhai factory area, construction of ancillary facilities and projects for the production base, and increase of some manufacturing shops/assembly lines, etc. to provide better match to the main business of dietary supplement production to meet the demand of rapidly growing sales. The Zhuhai Production Base has launched the design of No.4 Factory Building, R&D Quality Inspection Center, Logistic Warehousing Project and other preliminary works. The civil engineering was completed in 2015 and the design and construction of Intelligent Plant will be launched in 2016.

#### **(9) 实施科学城运营管理中心建设**

该地块位于广州市科学城，公司将在此基础上规划用于建设集营运管理、生产、研发、物流配送、商品展示于一体的公司运营管理中心，已于 2015 年完成土建工程，2016 年将继续建设并于 2017 年投入使用。

#### **(9) Implement the Construction of Science City Operation and Management Center**

The parcel is located in science city of Guangzhou. The Company will plan the parcel for the construction of an operation and management center integrated by operation, management, production, research, development, logistics, delivery and commodity

exhibition. The civil engineering was completed in 2015. The construction will continue in 2016 and it will come into service in 2017.

#### **(10) 打造事业合伙人，创新股权激励**

公司已于 2013 年实施了股票期权激励计划，2015 年实施了对部分子公司广东佰嘉、广东佰悦的管理层持股计划，让部分子公司的核心管理层直接持有所经营单位的股权，2015 年 7 月推出了核心管理团队持股计划及合伙人计划。实施这些计划的目的就是建立不同层级的长期激励机制，让核心骨干有主人翁的感觉。结合公司未来的需要及资本市场的环境，公司再择机设计与推出相应的激励计划。

#### **(10) Make business partners and innovate equity incentives**

The Company implemented the incentive plan for stock options in 2013 and the management holding plan for subsidiary Guangdong Baijia and Guangdong Baiyue in 2015, letting the core management of some subsidiaries directly hold the equities of its business unit. In July 2015, the Company promoted the core management holding plan and the partner plan. The purpose of these plans is to establish a long-term incentive mechanism for different levels and make the core cadre feel at home. Considering the future demand of the Company and the environment of capital market, the Company will choose another opportunity to design and promote corresponding incentive plans.

#### **(11) 统筹使用与实施非公开发行的募集资金投向项目**

2015 年 2 月，公司已顺利完成非公开发行股票的发行业务，本次非公开发行股份总量为 7,000 万股，募集资金总额为 18.655 亿元，扣除发行费用后，募集资金净额约 18.3 亿元。本次募集资金在扣除发行费用后投入珠海生产基地四期建设项目、广东佰嘉单品运作项目、技术运营中心项目、信息化规划与建设项目、终端精细化管理及品牌建设项目。公司将根据项目进度合理安排募集资金使用计划，确认项目实施及资金使用效益达成。

#### **(11) Planned Use and Implementation of Non-public Fund Raising Investment Programs as a Whole**

In February 2015, the Company successfully finished the issuance of non-public stocks. There were 70 million non-public stocks issued this time with the total amount of fund raised being RMB 1.8655billion. The net fund raised was around RMB 1.83 billion after deducting the expenses for issuance. The fund raise was invested in the Zhuhai Production Base Phase IV Construction, Guangdong Baijia Single Product Operation Project, Technical Operation Center Project,

Information Planning and Construction, Terminal Refined Management and Brand Construction after deducting the expenses for issuance. The Company will properly arrange the plan for funds raised based on the project schedule and confirm the achievement of project implementation and benefit of funds.

## 十、接待调研、沟通、采访等活动情况

## X. Reception, Survey, Communication, Interview and Other Activities

### 1、报告期内接待调研、沟通、采访等活动登记表

### 1. Registry of Reception, Survey, Communication, Interview and Other Activities in the Report Period

√ 适用 □ 不适用

√Applicable □Not Applicable

| 接待时间<br>Date of Reception            | 接待方式<br>Mode of Reception       | 接待对象类型<br>Type of Reception Subject | 调研的基本情况索引<br>Index to the Basic Information of Survey                 |
|--------------------------------------|---------------------------------|-------------------------------------|-----------------------------------------------------------------------|
| 2015 年 01 月 15 日<br>January 15, 2015 | 实地调研<br>Field Research          | 机构<br>Organization                  | 线上线下业务推广销售情况<br>Promotion and Sales of Online/Offline Businesses      |
| 2015 年 03 月 02 日<br>March 02, 2015   | 电话沟通<br>Telephone Communication | 机构<br>Organization                  | 2014 年年度经营情况<br>Annual Operating Condition of 2014                    |
| 2015 年 03 月 10 日<br>March 10, 2015   | 实地调研<br>Field Research          | 机构<br>Organization                  | 子公司及参股公司经营情况<br>Operation of Subsidiaries and Participation Companies |
| 2015 年 03 月 23 日<br>March 23, 2015   | 实地调研<br>Field Research          | 其他<br>Other                         | 2014 年年度经营情况<br>Annual Operating Condition of 2014                    |
| 2015 年 04 月 24 日<br>April 24, 2015   | 实地调研<br>Field Research          | 机构<br>Organization                  | 2015 年一季度经营情况<br>Operating Condition of the First Quarter of 2015     |
| 2015 年 06 月 10 日<br>June 10, 2015    | 实地调研<br>Field Research          | 其他<br>Other                         | 大健康生态布局<br>Ecological Layout of Big Health                            |
| 2015 年 07 月 24 日<br>July 24, 2015    | 实地调研<br>Field Research          | 机构<br>Organization                  | 2015 年半年度经营情况<br>Semi-Annual Operating Condition of 2015              |

|                                        |                                 |                    |                                                                                                             |
|----------------------------------------|---------------------------------|--------------------|-------------------------------------------------------------------------------------------------------------|
| 2015 年 08 月 26 日<br>August 26, 2015    | 实地调研<br>Field Research          | 机构<br>Organization | 销售渠道情况及海外竞品现状<br>Sales Channel and Status Quo of Overseas Competitive Products                              |
| 2015 年 09 月 15 日<br>September 15, 2015 | 实地调研<br>Field Research          | 机构<br>Organization | 投资参股公司与公司的协同效益<br>Synergy between Investing Participation Companies and the Company                         |
| 2015 年 10 月 22 日<br>October 22, 2015   | 电话沟通<br>Telephone Communication | 机构<br>Organization | 2015 年三季度经营情况<br>Operating Condition of the Third Quarter of 2015                                           |
| 2015 年 11 月 11 日<br>November 11, 2015  | 电话沟通<br>Telephone Communication | 机构<br>Organization | 食品安全法的影响及新电商品牌销售状况<br>The Influence of the Food Safety Law and the Sales Condition of New E-commerce Brands |
| 2015 年 12 月 30 日<br>December 30, 2015  | 实地调研<br>Field Research          | 机构<br>Organization | 新电商品牌销售状况及渠道创新<br>The Sales Condition of New E-commerce Brands and Channel Innovation                       |
| 2015 年 12 月 31 日<br>December 31, 2015  | 电话沟通<br>Telephone Communication | 机构<br>Organization | 食品安全法的实施条例修订草案解读<br>Interpretations to the Amendments of Enforcement Regulations of the Food Safety Law     |

## 2、报告期末至披露日期间接待调研、沟通、采访等活动登记表

## 2. Registry of Reception, Survey, Communication, Interview and Other Activities from the End of the Report Period to the Date of Disclosure

√ 适用 □ 不适用

√Applicable □Not Applicable

| 接待时间<br>Date of Reception            | 接待方式<br>Mode of Reception | 接待对象类型<br>Type of Reception Subject | 调研的基本情况索引<br>Index to the Basic Information of Survey                                             |
|--------------------------------------|---------------------------|-------------------------------------|---------------------------------------------------------------------------------------------------|
| 2016 年 01 月 25 日<br>January 25, 2016 | 实地调研<br>Field Research    | 其他<br>Other                         | 行业法规、海外竞品冲击等<br>Industrial Laws and Regulations and Impact of Overseas Competitive Products, etc. |

## 第五节重要事项

## Section V Important Matters

### 一、公司普通股利润分配及资本公积金转增股本情况

### I. Information of Profit Distribution of Common Stock and the Increase of Capital Stock by Transfer of Capital Reserves of the Company

报告期内普通股利润分配政策，特别是现金分红政策的制定、执行或调整情况

Formulation, Implementation or Adjustment of Policies on the Profit Distribution of Common Stocks, Especially on Cash Dividends, in the Report Period

☒ 适用 ☐ 不适用

☒Applicable ☐Not Applicable

报告期内，公司落实中国证监会《关于关于进一步明确与细化上市公司利润分配政策的指导性意见》以及广东证监局、深圳证券交易所的相关要求，结合公司2012年度制定的《分红管理制度》以及2014年制定的《分红回报规划》(2014年-2016年)，对2014年度实施每10股派发人民币5元现金（含税）的利润分配方案。公司现金分红政策的制定及执行情况，符合《公司章程》的规定，分红标准和比例明确清晰，相关决策程序完备，独立董事尽职履责，充分维护了中小股东的合法权益。

In the report period, the Company implemented the *Guiding Opinion on Further Specification and Refinement of Policies on Profit Distribution in Listed Companies* from the CSRC and relevant requirements of Guangdong Securities Regulatory Bureau and Shenzhen Stock Exchange, together with *Dividend Management Regulation* formulated by the Company in 2012 and *Dividend Return Planning (2014-2016)* formulated in 2014, to carry out the profit distribution plan of 2014 where RMB 5 (tax inclusive) was distributed for every 10 stocks in cash. The cash dividend policy of the Company and their implementation comply with the Articles of Association. The dividend standard and ratio is specific and clear, relevant decision making procedures are complete, and independent directors

fulfill their duties. The lawful rights and interests of medium and minority shareholders are fully protected.

| 现金分红政策的专项说明<br>Special Explanation of Cash Dividend Policy                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 是否符合公司章程的规定或股东大会决议的要求：<br><br>Whether it complies with the Articles of Association or the resolutions of shareholders' meeting: | 公司 2014 年度利润分配方案是严格按照《公司章程》第二百一十三条的相关规定执行，并经 2014 年度股东大会审议通过，在规定时间内按决议严格实施。<br><br>The profit distribution plan of 2014 of the Company was implemented strictly as per Article 213 of the Articles of Association and approved by the resolution of the shareholders' meeting of 2014.                                                                                                                                                                                                                                                                                    |
| 分红标准和比例是否明确和清晰：<br><br>Are the dividend standard and ratio specified and clear:                                                 | 公司最新的《公司章程》第二百一十三条，明确规定了公司进行利润分配的原则、形式、时间间隔、条件以及利润分配政策的决策机制和审批程序等，符合中国证监会等相关监管机构对于上市公司股利分配政策的最新要求，分红标准和比例明确、清晰。<br><br>Article 213 of the latest Articles of Association expressly specified the principle, form, interval and conditions for profit distribution and the decision making mechanism and approval process, etc. for profit distribution policies. It complies with the latest requirements for dividend distribution policies of listed companies made by the CSRC and relevant regulatory organs. The dividend standard and ratio are specific and clear. |
| 相关的决策程序和机制是否完备：<br><br>Are relevant decision making procedures and mechanism thorough:                                          | 公司《关于公司 2014 年度利润分配预案的议案》已经三届五次董事会、三届三次监事会和 2014 年年度股东大会审议通过，履行了相关决策程序，并于 2015 年 4 月 9 日完成了权益分派的实施。<br><br>The Resolution on Profit Distribution Plan of 2014 of the Company has been approved by the 5th Session of the 3rd Meeting of Directors, the 3rd Session of the 3rd Meeting of Directors and the annual shareholders' meeting of 2014, relevant decision making procedures have been implemented, and the distribution of equities was fully implemented on April 9, 2015.                                                                                      |
| 独立董事是否履职尽责并发挥了应有的作用：                                                                                                            | 独立董事认为：公司《关于公司 2014 年度利润分配预案的议案》符合公司实际情况，公司最近三年现金分红比例超过了最近三年实现的年均可分配利润的百分之三十，没有违反《公                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

|                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Have independent directors fulfilled their duties and performed their deserved functions:                                                                                                                  | 司法》和《公司章程》的有关规定，未损害公司股东尤其是中小股东的利益，有利于公司的正常经营和健康发展。<br><br>Independent directors believe: The <i>Resolution on the Profit Distribution Plan of 2014 of the Company</i> complies with the actual conditions of the Company. Cash dividend ratio of the Company in the latest 3 years exceeds 30% annual average distributable profit realized in the latest 3 years, which does neither violates the Corporation Law and Articles of Association nor impair the interest of shareholders, especially medium and minority shareholders. It is good for the regular operation and healthy development of the Company. |
| 中小股东是否有充分表达意见和诉求的机会，其合法权益是否得到了充分保护：<br><br>Do medium and minority shareholders have the opportunity to fully express their opinions and appeals and are their lawful rights and interests fully protected: | 公司利润分配决策程序和机制完备，切实保证了全体股东的利益。<br><br>The profit distribution decision making procedures and mechanisms are thorough and practically guarantee the interest of all shareholders.                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 现金分红政策进行调整或变更的，条件及程序是否合规、透明：<br><br>Is the cash dividend policy adjusted or modified; if so, are the conditions and procedures lawful and transparent:                                                     | 不适用<br><br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

公司报告期利润分配预案及资本公积金转增股本预案与公司章程和分红管理办法等的相关规定一致

√ 是 □ 否 □ 不适用

公司报告期利润分配预案及资本公积金转增股本预案符合公司章程等的相关规定。

#### 本年度利润分配及资本公积金转增股本预案

Are the profit distribution plan and the plan for increase of capital stock by transfer of capital reserves of the Company in the report period identical to the Articles of Association and dividend management measures, etc.

√ Yet □ Not □ Not Applicable

The profit distribution plan and the plan for increase of capital stock by transfer of capital reserves of the Company in the report period meet the Articles of Association.

#### I. Plans for Profit Distribution and the Increase of Capital Stock by Transfer of Capital Reserves of the Company of the Current Year

|                                                                        |      |
|------------------------------------------------------------------------|------|
| 每 10 股送红股数（股）<br>Number of Bonus Shares (Stocks) Granted per 10 Shares | 0    |
| 每 10 股派息数（元）（含税）<br>Dividend (RMB) (Tax Inclusive) per 10 Shares       | 6.00 |



|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 每 10 股转增数（股）<br>Number of Shares (Stocks) Increased through Transferring per 10 Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                | 10             |
| 分配预案的股本基数（股）<br>Equity (Stock) Base of Distribution Plan                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 728,010,940    |
| 现金分红总额（元）（含税）<br>Total Cash Dividend (RMB) (Tax Inclusive)                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 436,806,564.00 |
| 可分配利润（元）<br>Distributable Profits (RMB)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 931,699,660.09 |
| 现金分红占利润分配总额的比例<br>Proportion of Cash Dividend in Total Profit Distribution                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 100.00%        |
| 本次现金分红情况<br>Cash Dividend of the Current Time                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                |
| 公司发展阶段属成长期且有重大资金支出安排的，进行利润分配时，现金分红在本次利润分配中所占比例最低应达到 20%<br>Where the development stage of the Company belongs to the growth period and significant expenditure of fund is arranged, the cash dividends shall occupy at least 20% in the profit distribution                                                                                                                                                                                                                                                                           |                |
| 利润分配或资本公积金转增预案的详细情况说明<br>Detailed Description of Plan for Profit Distribution or the Increase of Capital Stock by Transfer of Capital Reserves                                                                                                                                                                                                                                                                                                                                                                                        |                |
| 经 2016 年 2 月 26 日召开的第三届董事会第十五次会议审议通过《关于公司 2015 年度利润分配预案的议案》，公司以最新总股本 728,010,940 股为基数，向全体股东每 10 股派发人民币 6 元现金（含税），以资本公积金每 10 股转增 10 股。<br>After the <i>Resolution on Profit Distribution Plan of 2015 of the Company</i> was approved on the 15th Session of the 3rd Meeting of Directors held on February 26, 2016, the Company distributes RMB 6 in cash (tax inclusive) per 10 shares to all shareholders and increases 10 capital stocks per 10 shares by capital reserves based on the latest 728,010,940 overall capital stocks. |                |

公司近 3 年（包括本报告期）的普通股股利分配方案（预案）、资本公积金转增股本方案（预案）情况  
Common Dividend Distribution Scheme (Plan) and Scheme (Plan) for Increase of Capital Stock by Transfer of Capital Reserves in the Company in the Latest 3 Years (Including the Current Report Period)

（1）2013年3月22日，公司2012年年度股东大会审议通过了《2012年度利润分配预案》，以公司2012年末总股本21,872万股为基数，向全体股东每10股派发人民币6元现金（含税），以资本公积金每10股转增5股，并于2013年4月2日予以实施，  
(1) On March 22, 2013, the Shareholders' Meeting of 2012 approved the *Profit Distribution Plan of 2012* through deliberation. The Company distributed RMB 6 in cash (tax inclusive) per 10 shares to all shareholders and increased 5 capital stocks per 10 shares by capital reserves based on



实施后公司总股本由21,872万股增至32,808万股。

the 218,720,000 shares of total capital stock at the end of 2012. It was implemented on April 2, 2013. The overall capital stock of the Company after the implementation increased to 328,080,000 shares.

(2) 2014年3月21日，公司2013年年度股东大会审议通过了《2013年度利润分配预案》，以公司2013年末总股本32,808万股为基数，向全体股东每10股派发人民币10元现金（含税），以资本公积金每10股转增10股，并于2014年4月4日予以实施，实施后公司总股本由32,808万股增至65,616万股。

(2) On March 21, 2014, the Shareholders' Meeting of 2013 approved the *Profit Distribution Plan of 2013* through deliberation. The Company distributed RMB 10 in cash (tax inclusive) per 10 shares to all shareholders and increased 10 capital stocks per 10 shares by capital reserves based on the 328,080,000 shares of total capital stock at the end of 2013. It was implemented on April 4, 2014. The overall capital stock of the Company after the implementation increased to 656,160,000 shares.

### (3) 2015年度利润分配预案

### (3) Profit Distribution Plan of 2015

经广东正中珠江会计师事务所（特殊普通合伙）审计：母公司2015年年初未分配利润为799,744,152.05元，2015年4月派发现金股利364,005,470.00元，2015年度实现净利润为551,067,753.38元，按实现净利润的10%提取法定公积金55,106,775.34元之后，截至2015年12月31日，母公司可供分配利润为931,699,660.09元，资本公积金余额2,618,207,595.49元。

It is audited by GP Certified Public Accountants (Special General Partnership): the undistributed profit of the parent company at the end of 2015 was RMB 799,744,152.05; the cash dividend distributed in 2015 was RMB 364,005,470.00; the net profit realized in 2015 was RMB 551,067,753.38. After withdrawal of statutory reserve fund RMB 55,106,775.34 which was 10% net profit realized, as of December 31, 2015, the distributable profit of the parent company was RMB 931,699,660.09 and the balance of capital reserves was RMB 2,618,207,595.49.

考虑到公司业务持续快速发展，连续多年主营收入增速保持快速增长，且利润与经营现金流同步增长，根据中国证监会鼓励上市公司现金分红，给予投资者稳定、合理回报的指导意见，在符合利润分配原则、保证公司正常经营和长远发展的

Considering the continuous rapid development of businesses of the Company, the fast growth of prime operating incomes for many consecutive years, and the synchronous growth of profit with the operating cash flow, the following distribution plans is hereby prepared based

前提下，为了更好的兼顾股东的即期利益和长远利益，根据《公司法》及《公司章程》、《分红管理制度》、《分红回报规划》的相关规定，现拟定如下分配预案：公司以最新总股本728,010,940股为基数，向全体股东每10股派发人民币6元现金（含税），以资本公积金每10股转增10股。

公司独立董事认为：公司利润分配预案符合公司实际情况，公司最近三年现金分红比例超过了最近三年实现的年均可分配利润的百分之三十，没有违反《公司法》和公司章程的有关规定，未损害公司股东尤其是中小股东的利益，有利于公司的正常经营和健康发展。

本次利润分配预案尚需提交2015年年度股东大会审议通过后实施。

公司近三年（包括本报告期）普通股现金分红情况表

单位：元

on relevant provisions in the *Corporation Law, Articles of Association, Dividend Management Regulations and Dividend Return Planning*, for better taking both the immediate profit and long-term profit of shareholders into account under the premise of complying with the profit distribution principle and guaranteeing regular operation and long-term development of the Company according to the encouragement from the CRSC in cash dividend of listed companies and the guiding opinion to give investors stable and reasonable return: the Company distributes RMB 6 in cash (tax inclusive) per 10 shares to all shareholders and increase 10 capital stocks per 10 shares by capital reserves based on the latest overall 728,010,940 capital stocks.

Independent directors of the Company believe: The profit distribution plan complies with the actual conditions of the Company. Cash dividend ratio of the Company in the latest 3 years exceeds 30% annual average distributable profit realized in the latest 3 years, which does neither violates the *Corporation Law and Articles of Association* nor impair the interest of shareholders, especially medium and minority shareholders. It is good for the regular operation and healthy development of the Company.

The profit distribution plan still needs to be submitted to the Shareholders' Meeting of 2015 for deliberation and approval before implementation.

Cash Dividends of Common Stocks of the Company in Recent Three Years (including this Reporting Period)

Monetary Unit: RMB

| 分红年度<br><br>Dividend Year | 现金分红金额（含<br>税）<br><br>Amount of Cash<br>Dividends (including<br>tax) | 分红年度合并报表<br>中归属于上市公司<br>普通股股东的净利<br>润<br><br>Net Profits in the<br>Consolidated<br>Statement of the<br>Dividend Year<br>Attributable to the<br>Shareholders of<br>Common Stocks of<br>the Listing Company | 占合并报表中归属<br>于上市公司普通股<br>股东的净利润的比<br>率<br><br>Ratio of the Net<br>Profits to the<br>Consolidated<br>Statement<br>Attributable to the<br>Shareholders of<br>Common Stocks of<br>the Listing Company | 以其他方式现金分<br>红的金额<br><br>Amount of Cash<br>Dividends in Other<br>Methods | 以其他方式现金分<br>红的比例<br><br>Ratio of Cash<br>Dividends in Other<br>Methods |
|---------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------|
| 2015 年<br>2015            | 436,806,564.00                                                       | 635,496,096.73                                                                                                                                                                                            | 68.73%                                                                                                                                                                                            | -                                                                       | -                                                                      |
| 2014 年<br>2014            | 364,005,470.00                                                       | 502,594,966.94                                                                                                                                                                                            | 72.43%                                                                                                                                                                                            | -                                                                       | -                                                                      |
| 2013 年<br>2013            | 328,080,000.00                                                       | 421,686,349.16                                                                                                                                                                                            | 77.80%                                                                                                                                                                                            | -                                                                       | -                                                                      |

公司报告期内盈利且母公司可供普通股股东分配利润为正但未提出普通股现金红利分配预案

The company has made profits in the reporting period, and the profits of the parent company distributable in common stock shareholders are positive but the parent company has not proposed the distribution plan of cash dividends of common stocks.

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 二、承诺事项履行情况

## II. Performance of Commitments

1、公司、股东、实际控制人、收购人、董事、监事、高级管理人员或其他关联方在报告期内履行完毕及截至报告期末尚未履行完毕的承诺事项

**1. Commitments that have been performed completely by the Company, shareholders, actual controller, acquirer, director, supervisor, senior management personnel or other related parties during the reporting period and those that have not been performed completely as of the reporting period**

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

| 承诺来源<br>Source of | 承诺方<br>Committing Party | 承诺类型<br>Type of | 承诺内容<br>Content of Commitment | 承诺时间<br>Time of | 承诺期限<br>Period of | 履行情况<br>Performance |
|-------------------|-------------------------|-----------------|-------------------------------|-----------------|-------------------|---------------------|
|-------------------|-------------------------|-----------------|-------------------------------|-----------------|-------------------|---------------------|

| Commitment                                                                        |                                                                                                                                                                                                                                                                                     | Commitment |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Commitment                            | Commitment                  |                                                                                                                                       |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| 首次公开发行或再融资时所作承诺<br>Commitment made in the initial public offering or re-financing | <p>董事梁允超、汤晖、梁水生，监事蒋钢、原监事周霆，高级管理人员陈宏、龙翠耘、吴震瑜，原副总经理周许挺</p> <p>Directors: Liang Yunchao, Tang Hui, Liang Shuisheng; Supervisor: Jiang Gang; Former supervisor: Zhou Ting; Senior management personnel: Chen Hong, Long Cuiyun, Wu Zhenyu; Former Vice General Manager: Zhou Xuting</p> |            | <p>在作为公司董事、监事、高级管理人员期间，本人将向公司申报所持有的公司的股份及其变动情况，在任职期间每年转让的股份不超过本人所持有的公司股份总数的 25%。自公司股票上市之日起一年内和离职后半年内，不转让本人所持有的公司股份；在申报离职半年后的三年内，每年转让的股份不得超过其所持公司股份总数的 25%。</p> <p>During the period when acting as the Company's director, supervisor or senior management personnel, I will report to the Company the shares of the Company held and their changes. And the shares transferred in each year during the term of office shall not exceed 25% of the total shares of the Company I hold. Within one year from the date of going public of the Company and within half a year after leaving office, I will not transfer the shares of the Company held. Within three years from half a year after the declaration of departure, the shares transferred in each year shall not exceed 25% of the total shares of the Company held.</p> | 2010 年 12 月 15 日<br>December 15, 2010 | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment.</p> |
|                                                                                   | <p>孙晋瑜</p> <p>Sun Jinyu</p>                                                                                                                                                                                                                                                         |            | <p>梁允超在作为公司董事、监事、高级管理人员期间，本人将向公司申报所持有的公司的股份及其变动情况，在梁允超任职期间每年转让的股份不超过本人所持有的公司股份总数的 25%。自公司股票上市之日起一年内和梁允超离职后半年内，不转让本人所持有的公司股份；在梁允超申报离职半年后的三年内，每年转让的股份不得超过其所持公司股份总数的 25%。</p> <p>During the period when acting as the Company's director, supervisor or senior management personnel, Liang Yunchao will report to the Company the shares of the Company held and their changes. And the shares transferred in each year during his term of office shall not exceed 25% of the total shares of the Company he holds. Within one year from the date of going public of the Company and within half a year after he leaves office, he will not transfer the shares of the Company held. Within three years from half a</p>                                                                                                               | 2010 年 12 月 15 日<br>December 15, 2010 | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment.</p> |

|  |                      |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                       |                             |                                                                                                                                          |
|--|----------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
|  |                      |  | year after he declares departure, the shares transferred in each year shall not exceed 25% of the total shares of the Company held.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                       |                             |                                                                                                                                          |
|  | 梁允超<br>Liang Yunchao |  | <p>1、本人保证不利用控股股东及实际控制人的地位损害汤臣倍健及汤臣倍健其他股东的利益。2、在作为汤臣倍健的控股股东及实际控制人期间，本人保证本人及本人全资子公司、实际控制的公司（除汤臣倍健之外）不在中国境内外以任何形式直接或间接从事与汤臣倍健主营业务或者主营产品相竞争或者构成竞争威胁的业务活动，包括不在中国境内外投资、收购、兼并与汤臣倍健主营业务或者主要产品相同或者相似的公司、企业或者其他经济组织。</p> <p>1. I promise not to take advantage of the status of the controlling shareholder and the actual controller to harm the interests of BY-HEALTH and other shareholders of BY-HEALTH. 2. During the period when acting as the controlling shareholder and the actual controller of BY-HEALTH, I certify that the subsidiaries wholly-owned by me, the companies actually controlled by me (except for BY-HEALTH) and I are not directly or indirectly engaged in the business activities in any form beyond the territory of China, which compete with or constitute competition with and threat to main businesses or main products of BY-HEALTH, including investment, acquisition, merger of any company, enterprise or other economic organization with businesses the same as or similar to main businesses or products of BY-HEALTH beyond the territory of China.</p> | 2010 年 12 月 15 日<br>December 15, 2010 | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment . .</p> |
|  | 梁允超<br>Liang Yunchao |  | <p>本人将尽量避免与汤臣倍健进行关联交易，对于因汤臣倍健生产经营需要而发生的关联交易，本人将严格按照《汤臣倍健股份有限公司章程》对关联交易做出的规定进行操作。</p> <p>I will try to avoid related transactions with BY-HEALTH, and will operate the related transactions incurred for the need of production and operation of BY-HEALTH strictly in accordance with the regulations of Articles of Association of BY-HEALTH CO., LTD. on related transactions.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 2010 年 12 月 15 日<br>December 15, 2010 | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment</p>     |

|  |                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |                             |                                                                                                                                       |
|--|-----------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
|  |                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |                             | .                                                                                                                                     |
|  | 全体董事<br>All directors             |  | <p>在公司涉及关联交易事项时，本人将严格按照《汤臣倍健股份有限公司章程》对关联交易做出的规定进行操作。</p> <p>When the Company is involved in related transactions, I will operate it strictly in accordance with the regulations of <i>Articles of Association of BY-HEALTH CO., LTD.</i> on related transactions.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 2010 年 12 月 15 日<br>December 15, 2010 | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment.</p> |
|  | 汤臣倍健股份有限公司<br>BY-HEALTH CO., LTD. |  | <p>本次发行可能导致投资者的即期回报有所下降。根据《国务院办公厅关于进一步加强资本市场中小投资者合法权益保护工作的意见》（国办发[2013]110号）要求，公司拟通过加快全新营销管理系统上线，提升单店产出、加大商超渠道拓展、推进生产精益管理、加快募投项目投资进度和加强募集资金管理等方式，提高销售收入，增厚未来收益，实现公司业务可持续发展，以填补股东回报：第一，定制全新营销管理系统，提升单店产出，全力打造渠道核心竞争力；第二，加大商超渠道的拓展；第三，全面开展精益生产管理；第四，加快募投项目投资进度，加强募集资金管理。</p> <p>This issuance may cause some decline in the prompt return to investors. According to the requirements of <i>Opinions of the General Office of the State Council on Further Strengthening the Protection of Legitimate Rights and Interests of Small and Medium Investors in Capital Market</i> (Guo Ban Fa [2013] No. 110), the Company plans to increase the output of single stores, enhance the development of business stores and supermarket channels, promote the lean management of production, accelerate the investment progress of projects with financing funds and strengthen the management of financing funds, etc. by speeding up a new launch of marketing management system, so as to increase sales venues, improve future earnings, and</p> | 2014 年 07 月 11 日<br>July 11, 2014     | 长期有效<br>Long-term effective | <p>截至本报告期末，承诺人遵守了上述承诺。</p> <p>As of the end of this reporting period, the committing party has observed the aforesaid commitment.</p> |
|  |                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |                             | .                                                                                                                                     |

|                                       |                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                      |                                                                            |                                                                                                                            |
|---------------------------------------|-----------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                       |                                   |  | realize the sustainable development of the Company in business, thereby making up the return to shareholders: Firstly, customize a wholly-new marketing management system, increase the output of single stores and make all efforts to build the core competitiveness of channels; secondly, enhance the development of business stores and supermarket channels; thirdly, comprehensively carry out lean production management; fourthly, accelerate the investment progress of projects with financing funds and enhance the management of financing funds. |                                      |                                                                            |                                                                                                                            |
|                                       | 汤臣倍健股份有限公司<br>BY-HEALTH CO., LTD. |  | 除本次发行外，本预案公告之日起十二个月内，公司除可能采取的与并购相关的股权融资外，无其他股权融资计划。<br>Apart from this issuance, in 12 months from the date of announcement of this plan, the Company does not have any other equity financing plan, except for the equity financing related to the merger that may be adopted.                                                                                                                                                                                                                                                                                | 2014 年 07 月 11 日<br>July 11, 2014    | 本预案公告之日起十二个月内<br>12 months from the date of announcement of this plan      | 截至本报告期末，承诺人遵守了上述承诺。<br>As of the end of this reporting period, the committing party has observed the aforesaid commitment. |
| 股权激励承诺<br>Equity incentive commitment | 汤臣倍健股份有限公司<br>BY-HEALTH CO., LTD. |  | 汤臣倍健承诺不为激励对象依本计划获取有关权益提供贷款以及其他任何形式的财务资助，包括为其贷款提供担保。<br>BY-HEALTH confirms not to provide any loan and any other form of financial support for incentive objects to obtain relevant rights and interests pursuant to this plan, including providing guarantee for their loans.                                                                                                                                                                                                                                                                                  | 2013 年 01 月 17 日<br>January 17, 2013 | 2013 年 1 月 17 日至 2017 年 3 月 4 日<br>From January 17, 2013 to March 04, 2017 | 截至本报告期末，承诺人遵守了上述承诺。<br>As of the end of this reporting period, the committing party has observed the aforesaid commitment. |
| 其他对公司中小股东所作承诺<br>Other                | 汤臣倍健股份有限公司<br>BY-HEALTH CO., LTD. |  | 公司 2014 年 7 月 31 日召开的 2014 年第一次临时股东大会审议通过了《分红回报规划(2014 年-2016 年)》，承诺“在满足上述现金分红条件的情况下，公司每年度以现金方式分配的利润不少于当年实                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2014 年 07 月 31 日<br>July 31, 2014    | 2014 年 -2016 年<br>2014-2016                                                | 截至本报告期末，承诺人遵守了上述承诺                                                                                                         |



|                                                              |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                                      |
|--------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------|
| commitment made for minority shareholders of the Company     |            | <p>现的可分配利润的 10%，且任意三个连续会计年度内，公司以现金方式累计分配的利润不少于该三年实现的年均可分配利润的 30%。公司原则上每年度进行一次现金分红，公司董事会可以根据公司的盈利状况及资金需求状况提议公司进行中期现金分红。公司在经营情况良好，并且董事会认为公司股票价格与公司股本规模不匹配、发放股票股利有利于公司全体股东整体利益时，可以在满足上述现金分红的条件下，提出股票股利分配预案”。</p> <p>The Company's 1<sup>st</sup> extraordinary general meeting of 2014 held on July 31, 2014 discussed and approved the <i>Plan of Dividend Returns (2014-2016)</i>, and promise that “under the circumstance that the aforesaid conditions for cash dividends are satisfied, the profits distributed by the Company in cash in each year shall be not less than 10% of the distributable profits realized in the current year, and in any three consecutive fiscal years, the accumulated profits distributed by the Company in cash shall be not less than 30% of the average annual distributable profits realized in these three years. In principle, the Company shall make cash dividends once a year. The Board of Directors may propose interim cash dividend according to the earning performance and fund demand of the Company. When the Company runs well and the Board of Directors thinks that the stock price of the Company does not match the equity scale of the Company and that the issuance of stock dividends makes for the overall interests of all shareholders of the Company, the Company may propose a plan of stock dividend distribution under the circumstance that the aforesaid conditions for cash dividends are satisfied.”</p> |  | As of the end of this reporting period, the committing party has observed the aforesaid commitment . |
| 承诺是否按时履行<br>Whether the commitment is performed as scheduled | 是<br>Yes   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                                      |
| 如承诺超期未履行完毕的，应当详细说明未完                                         | 不适用<br>N/A |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                                      |



|                                                                                                                                                                                              |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 成履行的具体原因及下一步的工作计划<br>If the commitment is not performed completely within the period, the reason for non-completion of performance and the work plan for the next step shall be illustrated. |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

公司报告期不存在公司、股东、实际控制人、收购人、董事、监事、高级管理人员或其他关联方在报告期内履行完毕及截至报告期末尚未履行完毕的承诺事项。

During the reporting period, the Company does not have any commitment that had been performed completely by the Company, shareholders, actual controller, acquirer, director, supervisor, senior management personnel or other related parties during the reporting period and that has not been performed completely as of the reporting period.

2、公司资产或项目存在盈利预测，且报告期仍处在盈利预测期间，公司就资产或项目达到原盈利预测及其原因做出说明

**2. When the Company's assets or projects have earnings forecast, and the reporting period is still in the period of earnings forecast, the Company makes a statement on the achievement of the original earnings forecast of the assets or projects and its reason.**

☒ 适用 ☐ 不适用

☒Applicable ☐Not Applicable

| 盈利预测资产或项目名称                            | 预测起始时间                         | 预测终止时间                       | 当期预测业绩（万元）                           | 当期实际业绩（万元）                        | 未达预测的原因（如适用）                   | 原预测披露日期                        | 原预测披露索引                         |
|----------------------------------------|--------------------------------|------------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------------------------|---------------------------------|
| Name of Asset or Project with Earnings | Time of Commencement Predicted | Time of Completion Predicted | Predicted Performance of the Current | Actual Performance of the Current | Reason for Failure in Forecast | Date of Disclosure of Original | Index of Disclosure of Original |

| Forecast                                                     |                     |                      | Period (RMB<br>Ten thousand) | Period (RMB<br>Ten thousand)        | Realization (if<br>applicable) | Forecast            | Forecast                                                                                                                                                                                            |
|--------------------------------------------------------------|---------------------|----------------------|------------------------------|-------------------------------------|--------------------------------|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 深圳有棵树科技股份有限公司                                                | 2015 年 01 月<br>01 日 | 2015 年 12 月<br>31 日  | 7,000                        | 6,731.3035 (未<br>经审计数)              | 无                              | 2015 年 06 月<br>26 日 | 关于战略投资<br>跨境电商平台<br>深圳市有棵树<br>科技有限公司<br>的对外投资公<br>告(2015-048)                                                                                                                                       |
| Shenzhen<br>Youkeshu<br>Science &<br>Technology Co.,<br>Ltd. | January 01,<br>2015 | December 31,<br>2015 | 7,000                        | 6,731.3035<br>(unaudited<br>amount) | N/A                            | June 26, 2015       | Announcement<br>of External<br>Investments of<br>Shenzhen<br>Youkeshu<br>Science &<br>Technology<br>Co., Ltd. in<br>Strategic<br>Investment<br>Cross-border<br>E-commerce<br>Platform<br>(2015-048) |

公司股东、交易对手方对公司或相关资产年度经营业绩作出的  
承诺情况

√ 适用 □ 不适用

参股公司深圳有棵树科技股份有限公司

深圳有棵树创始团队肖四清、李鹏的业绩承诺：深圳有棵树  
2015 年、2016 年的净利润分别不低于7,000 万元、9,700 万元。  
如深圳有棵树在上海或深圳证券交易所主板、中小板或创业板  
挂牌上市或全国中小企业股份转让系统挂牌获得批准后，该承  
诺条款自动失效。

截止报告期内，深圳有棵树科技股份有限公司已申请全国中小  
企业股份转让系统挂牌，但尚未获得批准。

Commitments of the shareholders and counter-parties in  
transactions on the annual operation performance of the  
Company or relevant assets

√Applicable □Not Applicable

Shareholding Company: Shenzhen Youkeshu Science &  
Technology Co., Ltd.

Performance commitment of Xiao Siqing and Li Peng, the  
founding team members of Shenzhen Youkeshu: the net profits  
of Shenzhen Youkeshu in 2015 and 2016 shall be respectively  
not less than RMB70, 000,000 and RMB97, 000,000. If  
Shenzhen Youkeshu is approved to be listed on the main board,  
the small and medium enterprise board or the growth enterprise  
board of Shanghai or Shenzhen Stock Exchange or listed in the  
National Equities Exchange and Quotations, such a  
commitment shall become invalid automatically.

As of the reporting period, Shenzhen Youkeshu Science &  
Technology Co., Ltd. has applied the listing in the National  
Equities Exchange and Quotations, but it has not been  
approved yet.

### 三、控股股东及其关联方对上市公司的非经营性占用资金情况

☐ 适用 ☒ 不适用

### III. Non-business Capital of the Listed Company Occupied by Controlling Shareholder and its Related Parties

☐ Applicable ☒ Not Applicable

### 四、董事会对最近一期“非标准审计报告”相关情况的说明

☐ 适用 ☒ 不适用

### IV. Statement of the Board of Directors on Relevant Information of the Latest “Non-standard Audit Report”

☐ Applicable ☒ Not Applicable

### 五、董事会、监事会、独立董事（如有）对会计师事务所本报告期“非标准审计报告”的说明

☐ 适用 ☒ 不适用

### V. Statement of the Board of Directors, the Board of Supervisors and Independent Directors (if any) on the “Non-standard Audit Report” of the Accounting Firm in this Reporting Period

☐ Applicable ☒ Not Applicable

### 六、董事会关于报告期会计政策、会计估计变更或重大会计差错更正的说明

☐ 适用 ☒ 不适用

### VI. Statement of the Board of Directors on Accounting Policies, Changes in Accounting Estimates or Correction of Significant Accounting Errors

☐ Applicable ☒ Not Applicable

### 七、与上年度财务报告相比，合并报表范围发生变化的情况说明

☒ 适用 ☐ 不适用

——报告期新纳入合并范围的公司

### VII. Statement on Changes of the Scope of Consolidated Financial Statements Compared with the Financial Report of the Previous Year

☒ Applicable ☐ Not Applicable

——Company Newly Included in the Consolidation Scope during the Reporting Period

| 子公司名称 | 子公司类型 | 注册地 | 注册资本 | 持股比例 | 表决权比例 | 期末实际出资额 |
|-------|-------|-----|------|------|-------|---------|
|-------|-------|-----|------|------|-------|---------|

| Name of Subsidiary                                            | Type of Subsidiary          | Registration Place | Registered Capital | Shareholding Ratio | Ratio of Enjoying Right to Vote | Closing Actual Contribution |
|---------------------------------------------------------------|-----------------------------|--------------------|--------------------|--------------------|---------------------------------|-----------------------------|
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 控股子公司<br>Holding subsidiary | 广州<br>Guangzhou    | 20,000,000.00      | 70%                | 70%                             | 14,000,000.00               |

注：2015 年 2 月，公司投资人民币 2,000.00 万元在广州成立全资子公司广东佰悦网络科技有限公司，2015 年 3 月，公司将其 30% 的股权转让予广州有加投资合伙企业(有限合伙)。

Note: In February, 2015, the Company invested RMB20, 000, 000 in Guangzhou to set up a wholly-owned subsidiary Guangdong Baiyue Network Technology Co., Ltd. In March, 2015, the Company transferred 30% of its equity to Guangzhou Youjia Investment Partnership Enterprise (limited partnership).

## 八、聘任、解聘会计师事务所情况

## VIII. Appointment and Dismissal of the Accounting Firm

现聘任的会计师事务所

Accounting Firm Hired Currently

|                                                                                                    |                                                                                       |
|----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| 境内会计师事务所名称<br>Name of domestic accounting firm                                                     | 广东正中珠江会计师事务所（特殊普通合伙）<br>GP Certified Public Accountants (special general partnership) |
| 境内会计师事务所报酬（万元）<br>Remuneration paid to the domestic accounting firm (RMB Ten thousand)             | 120<br>120                                                                            |
| 境内会计师事务所审计服务的连续年限<br>Successive years of audit services rendered by the domestic accounting firm   | 9 年<br>9 Years                                                                        |
| 境内会计师事务所注册会计师姓名<br>Names of certified public accountants in the domestic accounting firm           | 陈昭、谭灏<br>Chen Zhao, Tan Hao                                                           |
| 境外会计师事务所名称（如有）<br>Name of foreign accounting firm (if any)                                         | 赵维汉会计师事务所有限公司<br>Zhao Weihang Accounting Firm Co., Ltd.                               |
| 境外会计师事务所报酬（万元）（如有）<br>Remuneration paid to the foreign accounting firm (RMB Ten thousand) (if any) | 港币 1 万元<br>HK 10,000 dollars                                                          |
| 境外会计师事务所审计服务的连续年限（如有）<br>Successive years of audit services rendered by the                        | 1 年<br>1 Years                                                                        |

|                                                                             |              |
|-----------------------------------------------------------------------------|--------------|
| foreign accounting firm (if any)                                            |              |
| 境外会计师事务所注册会计师姓名（如有）                                                         | 赵维汉          |
| Name of certified public accountant in the foreign accounting firm (if any) | Zhao Weihang |

是否改聘会计师事务所

☐ 是 ☒ 否

聘请内部控制审计会计师事务所、财务顾问或保荐人情况

☒ 适用 ☐ 不适用

经公司2015年3月23日召开的2014年年度股东大会审议通过，公司续聘广东正中珠江会计师事务所（特殊普通合伙）为公司2015年度审计机构，聘期一年。期间支付审计费用120万元。

Whether to re-appoint an accounting firm

☐ Yes ☒ No

Statement of the accounting firm, financial consultant or sponsor for the internal control audit

☒ Applicable ☐ Not Applicable

After the discussion and approval by the general meeting of shareholders of the Company of 2014 held on March 23, 2015, the Company will continue to appoint GP Certified Public Accountants (special general partnership) as the audit agency of the Company in 2015 for one year, and will pay RMB1, 200,000 of the audit expenses during such a period.

## 九、年度报告披露后面临暂停上市和终止上市情况

☐ 适用 ☒ 不适用

## IX. Suspension and Termination of Listing after Disclosure of Annual Report

☐ Applicable ☒ Not Applicable

## 十、破产重整相关事项

☐ 适用 ☒ 不适用

## X. Matters Related to Bankruptcy Reorganization

☐ Applicable ☒ Not Applicable

## 十一、重大诉讼、仲裁事项

☐ 适用 ☒ 不适用

## XI. Matters about Significant Litigation and Arbitration

☐ Applicable ☒ Not Applicable

## 十二、处罚及整改情况

☐ 适用 ☒ 不适用

## XII. Punishments and Rectifications

☐ Applicable ☒ Not Applicable

## 十三、公司及其控股股东、实际控制人的诚信状况

☐ 适用 ☒ 不适用

## XIII. Honesty State of the Company and its Controlling Shareholder and Actual Controller

☐ Applicable ☒ Not Applicable

#### 十四、公司股权激励计划、员工持股计划或其他员工激励措施的实施情况

√ 适用 □ 不适用

##### 1. 首次股票期权激励计划

为贯彻公司倡导的“让奋斗的力量充分分享企业成长的价值”的企业价值观，进一步促进公司建立健全长期激励与约束机制，充分调动公司激励对象的积极性与创造性，以促进公司“健康、持续、快速”发展，在充分保障股东利益的前提下，遵循收益与贡献对等原则，根据《公司法》、《证券法》、《上市公司股权激励管理办法（试行）》、《股权激励有关事项备忘录1号》、《股权激励有关事项备忘录2号》、《股权激励有关事项备忘录3号》等有关法律、法规和规范性文件以及《公司章程》的规定，2013年1月17日，公司分别召开了第二届董事会第十一次会议和第二届监事会第八次会议，审议通过了《汤臣倍健股份有限公司股票期权激励计划（草案）》（以下简称“《股票期权激励计划》”）及其摘要。

#### XIV. Implementation of the Company's Equity Incentive Plan, Employee Stock Ownership Plan or Other Employee Incentive Measures

√Applicable □Not Applicable

##### 1. Initial Stock Option Incentive Plan

In order to carry out the corporate value of “Enable the power of struggle to fully share the value of enterprise growth”, which is advocated by the Company, further push the Company to establish a sound long-term incentive and restriction mechanism, fully mobilize the enthusiasm and creativity of incentive objects of the Company, so as to promote the “healthy, sustainable and rapid” development of the Company, under the premise of full guarantee of shareholders' interests and by following the principle of equivalent earnings and contributions and others, and in accordance with the provisions of the *Company Law, the Securities Law, the Equity Incentive Measures for the Administration of Listed Companies (trial), No.1 Memorandum of Matters Related to Equity Incentive, No.2 Memorandum of Matters Related to Equity Incentive, No.3 Memorandum of Matters Related to Equity Incentive* and other relevant laws, regulations, normative documents and the *Articles of Association*, on January 17, 2013, the Company respectively held the 11<sup>th</sup> meeting of the 2<sup>nd</sup> Session of the Board of Directors and the 8<sup>th</sup> meeting of the 2<sup>nd</sup> Session of

the Board of Supervisors, where *Stock Option Incentive Plan of BY-HEALTH CO., LTD.* (draft) (hereinafter referred to as *Stock Option Incentive Plan*) and its abstract were discussed and approved.

2014年公司完成《股票期权激励计划》首次授予的股票期权第一个行权期行权、期权数量及价格调整、部分已授期权注销，以及预留股票期权授予、登记等事宜。2014年4月29日，经公司第二届董事会第二十七次会议审议通过，公司首次股票期权激励计划授予股票期权的128名激励对象在第一个行权期自2014年3月5日起至2015年3月4日止，可行权数量共计185.094万份。

In 2014, the Company completed the adjustment of the exercise and option sums and prices in the first exercise period of the stock option granted for the first time according to the *Stock Option Incentive Plan*, cancellation of some granted options, granting and registration of reserved stock options and other matters. On April 29, 2014, after the discussion and approval in the 27<sup>th</sup> meeting of the 2<sup>nd</sup> Session of the Board of Directors, the total vesting number of 128 incentive objectives, who were granted with stock options of the initial stock option incentive plan, in the first exercise period from March 5, 2014 to March 4, 2015 is 1,850,940 shares.

2015年2月27日，经公司第三届董事会第五次会议审议通过，因公司2014年度业绩未达到《股票期权激励计划》（草案）规定的业绩考核标准，公司首次股票期权激励计划第二个行权期与预留期权第一个行权期的行权条件不达标，不予行权。

On February 27, 2015, after the discussion and approval in the 5<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors, since the performance of the Company in 2014 failed to meet the performance assessment standard provided in the *Stock Option Incentive Plan* (draft), the vesting conditions in the second exercise period of the initial stock option incentive plan and the first exercise period of the reserved options failed to reach expected standards, the option shall not be exercised.

2016年2月26日，经公司第三届董事会第十五次会议审议通过，因公司2015年度业绩未达到《股票期权激励

On February 26, 2016, after the discussion and approval in the 15<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the

计划》（草案）规定的业绩考核标准，公司首次股票期权激励计划第三个行权期与预留期权第二个行权期的行权条件不达标，不予行权。

Board of Directors, since the performance of the Company in 2015 failed to meet the performance assessment standard provided in the *Stock Option Incentive Plan* (draft), the vesting conditions in the third exercise period of the initial stock option incentive plan and the second exercise period of the reserved options failed to reach expected standards, the option shall not be exercised.

**股权激励事项临时报告披露网站查询**

**Inquiry of Websites for Disclosure of Interim Reports on Equity Incentives**

| 临时公告名称<br>Name of Interim Announcement                                                                                                           | 临时公告披露日期<br>Date of Disclosure of Interim Announcement | 临时公告披露索引<br>Index of Disclosure of Interim Announcement |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|
| 第二届董事会第十一会议决议公告<br>Announcement on Resolution of the 11 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Directors           | 2013年1月18日<br>January 18, 2013                         | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 第二届监事会第八次会议决议公告<br>Announcement on Resolution of the 8 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Supervisors          |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 股票期权激励计划（草案）<br>Stock Option Incentive Plan (draft)                                                                                              |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 股票期权激励计划（草案）摘要<br>Abstract of Stock Option Incentive Plan (draft)                                                                                |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 股票期权激励计划实施考核办法<br>Measures for Assessment on Implementation of Stock Option Incentive Plan                                                       |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 股票期权激励计划对象名单<br>Namelist of Objects of Stock Option Incentive Plan                                                                               |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 监事会对股票期权激励计划激励对象名单的核查意见<br>Verification Opinions of the Board of Supervisors on the Namelist of Incentive Objects of Stock Option Incentive Plan |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 独立董事关于公司股票期权激励计划（草案）的独立意见<br>Independent Opinions of Independent Directors on Stock Option Incentive Plan (draft) of the Company                 |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |



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| 国浩律师（广州）事务所关于公司股票期权激励计划（草案）的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Stock Option Incentive Plan (draft) of the Company                                               |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划（草案）获得中国证监会备案无异议的公告<br>Announcement of No Objection of Filing the Stock Option Incentive Plan (draft) in China Securities Regulatory Commission                               | 2013年2月6日<br>February 6, 2013   | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届董事会第十三次会议决议公告<br>Announcement on Resolution of the 13 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Directors                                                 | 2013年2月7日<br>February 7, 2013   | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于召开2013年第二次临时股东大会的通知<br>Notice on Convening the 2 <sup>nd</sup> Extraordinary General Meeting of 2013                                                                                  |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事征集投票权报告书<br>Report of Independent Director on Collection of Voting Right                                                                                                            |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于召开2013年第二次临时股东大会的提示性公告<br>Prompt Announcement on Convening the 2 <sup>nd</sup> Extraordinary General Meeting of 2013                                                                  | 2013年2月19日<br>February 19, 2013 | 巨潮资讯网<br>www.cninfo.com.cn |
| 2013年第二次临时股东大会决议公告<br>Announcement on Resolution of the 2 <sup>nd</sup> Extraordinary General Meeting of 2013                                                                           | 2013年2月25日<br>February 25, 2013 | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届董事会第十五次会议决议公告<br>Announcement on Resolution of the 15 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Directors                                                 | 2013年3月6日<br>March 6, 2013      | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届监事会第十一次会议决议公告<br>Announcement on Resolution of the 11 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Supervisors                                               |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划所涉股票期权首次授予相关事项的公告<br>Announcement on Matters about Initial Awarding of Stock Options Involved in the Stock Option Incentive Plan                                              |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事关于股票期权激励计划所涉股票期权首次授予事项的独立意见<br>Independent Opinions of Independent Directors on Initial Awarding of Stock Options Involved in the Stock Option Incentive Plan                       |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 国浩律师（广州）事务所关于公司股票期权激励计划首次授予股票期权的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Initial Awarding of Stock Options Involved in the Stock Option Incentive Plan of the Company |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划首次授予完成登记的公告<br>Announcement of Completion of Registration of Initial Awarding of the Stock Option Incentive Plan                                                              | 2013年3月28日<br>March 28, 2013    | 巨潮资讯网<br>www.cninfo.com.cn |

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| 第二届董事会第十七次会议决议公告<br>Announcement on Resolution of the 17 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Directors                                                                               | 2013年4月15日<br>April 15, 2013 | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届监事会第十三次会议决议公告<br>Announcement on Resolution of the 13 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Supervisors                                                                             |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于召开2013年第三次临时股东大会的通知<br>Notice on Convening the 3 <sup>rd</sup> Extraordinary General Meeting of 2013                                                                                                                |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于调整公司股票期权激励计划所涉股票期权行权价格和数量的公告<br>Announcement on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan of the Company                                               |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事关于调整公司股票期权激励计划所涉股票期权行权价格和数量的独立意见<br>Independent Opinions of Independent Directors on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan of the Company        |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 国浩律师广州事务所关于公司调整股票期权激励计划所涉股票期权行权价格和数量的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan of the Company |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届董事会第二十三次会议决议公告<br>Announcement on Resolution of the 23 <sup>rd</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Directors                                                                              | 2014年1月7日<br>January 7, 2014 | 巨潮资讯网<br>www.cninfo.com.cn |
| 第二届监事会第十七次会议决议公告<br>Announcement on Resolution of the 17 <sup>th</sup> Meeting of the 2 <sup>nd</sup> Session of the Board of Supervisors                                                                             |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划预留期权授予的公告<br>Announcement on Granting the Reserved Options of the Stock Option Incentive Plan                                                                                                               |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于对股票期权激励计划进行调整及注销部分已授予股票期权的公告<br>Announcement on Adjustment of the Stock Option Incentive Plan and Cancellation of Some Granted Stock Options                                                                        |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事关于公司股权激励计划相关事项的独立意见<br>Independent Opinions of Independent Directors on Matters about the Stock Option Incentive Plan of the Company                                                                              |                              | 巨潮资讯网<br>www.cninfo.com.cn |
| 国浩律师（广州）事务所关于公司股票期权激励计划预留期权授予相关事项的法律意见                                                                                                                                                                                |                              | 巨潮资讯网<br>www.cninfo.com.cn |

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| Legal Opinions of Grandall (Guangzhou) Law Firm on Matters about Reserved Options Involved in the Stock Option Incentive Plan of the Company                                                                    |                                 |                            |
| 国浩律师（广州）事务所关于公司调整股票期权激励计划及注销部分已授予股票期权相关事项的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Matters about Adjustment of the Stock Option Incentive Plan and Cancellation of Some Granted Stock Options |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划已授予期权注销完成的公告<br>Announcement on Completion of Cancellation of Granted Options Involved in the Stock Option Incentive Plan                                                                             | 2014年2月18日<br>February 18, 2014 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于股票期权激励计划预留期权授予完成登记的公告<br>Announcement on Registration of Completion of Granting Reserved Options Involved in the Stock Option Incentive Plan                                                                  | 2014年2月26日<br>February 26, 2014 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于调整公司股票期权激励计划所涉股票期权行权价格和数量的公告<br>Announcement on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan                                                        | 2014年4月15日<br>April 15, 2014    | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于首次股票期权激励计划第一个行权期可行权的公告<br>Announcement of Exercise Options in the First Exercise Period of the Initial Stock Option Incentive Plan                                                                            |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事关于公司股权激励计划相关事项的独立意见<br>Independent Opinions of Independent Directors on Matters about the Stock Option Incentive Plan of the Company                                                                        |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 国浩律师（广州）事务所关于首次股票期权激励计划第一个行权期可行权的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Exercise Options in the First Exercise Period of the Initial Stock Option Incentive Plan                            |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 国浩律师（广州）事务所关于调整股权激励计划所涉股权激励行权价格和数量的法律意见<br>Legal Opinions of Grandall (Guangzhou) Law Firm on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan            |                                 | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于首次股票期权激励计划授予股票期权第一个行权期采用自主行权模式的提示性公告<br>Prompt Announcement of Independent Exercise Mode Adopted in the First Exercise Period of the Stock Options Granted in the Initial Stock Options Incentive Plan        | 2014年4月29日<br>April 29, 2014    | 巨潮资讯网<br>www.cninfo.com.cn |
| 关于公司首次股票期权激励计划第二个行权期与预留期权第一个行权期的行权条件不达标公告<br>Announcement on Non-compliance of Vesting Conditions of the Second Exercise Period of the Initial Stock Options Incentive Plan and the First Exercise Period of    | 2015年2月28日<br>February 28, 2015 | 巨潮资讯网<br>www.cninfo.com.cn |

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| the Reserved Options                                                                                                                                                                                                              |                                 |                            |
| 关于公司首次股票期权激励计划第三个行权期与预留期权第二个行权期的行权条件不达标公告<br>Announcement on Non-compliance of Vesting Conditions of the Third Exercise Period of the Initial Stock Options Incentive Plan and the Second Exercise Period of the Reserved Options | 2016年2月27日<br>February 27, 2016 | 巨潮资讯网<br>www.cninfo.com.cn |

## 2. 第一期核心管理团队持股计划持股平台

2015年7月9日和7月28日召开第三届董事会第十次会议和2015年第二次临时股东大会，审议通过《关于公司<第一期核心管理团队持股计划暨“超级合伙人”计划（草案）>及其摘要的议案》和《关于提请股东大会授权董事会办理公司持股计划相关事宜的议案》，同意公司实施第一期核心管理团队持股计划。第一期参加人数为10 人，包括股份公司CEO、副董事长、副总经理（含兼任子公司总经理人员）、董事会秘书；子公司汤臣倍健药业有限公司董事长；子公司广东佰嘉药业有限公司和广州奈梵斯健康产品有限公司总经理。根据相关约定，公司已于2015年7月21日设立珠海佰泽健康管理合伙企业（有限合伙）（以下简称“珠海佰泽”）作为第一期核心管理团队持股计划持股平台。

## 2. Shareholding Platform of the First Phase of Core Management Team stock ownership plan

On July 9 and July 28 of 2015, the Company convened the 10<sup>th</sup> Meeting of the Third Session of the Board of Directors and the 2<sup>nd</sup> extraordinary general meeting of 2015, to discuss and approve the *Proposal on the First Phase of Core Management Team stock ownership plan and “Super Partner” Plan (Draft) and its Abstract* and the *Proposal on Requesting the General Meeting to Authorize the Board of Directors to Handle Matters about the Company’s stock ownership plan*, and agree on the implementation of the first phase of core management team stock ownership plan. The number of participants in the first phase is 10 persons, including CEO, Vice President, Deputy General Manager (including the person taking a concurrent post of general manager of subsidiaries), Secretary of the Board of Directors of BY-HEALTH CO., LTD., Chairman of its subsidiary BY-HEALTH Pharmaceutical Co., Ltd., and General Managers of subsidiaries Guangdong Baijia Pharmaceutical Co., Ltd. and Guangzhou Fence

Health Products Co., Ltd. According to relevant agreements, the Company has set up Zhuhai Baize Health Management Partnership Enterprise (limited partnership) (hereinafter referred to as “Zhuhai Baize”) on July 21, 2015 as the shareholding platform of the first phase of core management team stock ownership plan.

2015年8月12日，公司第一期核心管理团队持股计划管理平台珠海佰泽已通过二级市场交易的方式购买汤臣倍健股票2,444,139股，占公司总股本的0.34%，持仓均价为36.82元。截至2015年8月12日，公司第一期核心管理团队持股计划已购买完毕，该计划所购买的股票锁定期为自建仓完成之日起12个月。

On August 12, 2015, Zhuhai Baize, the management platform of the first phase of core management team stock ownership plan of the Company, has purchased 2,444,139 shares of BY-HEALTH stocks through the secondary market transaction, accounting for 0.34% of the total equity of the Company, with the average price of holding stock being RMB36.82. As of August 12, 2015, the stocks in the first phase of core management team stock ownership plan have been purchased completely. The lock-up period of the stocks in this plan is 12 months from the date of completion of position opening.

股权激励事项临时报告披露网站查询

Inquiry of Websites for Disclosure of Interim Reports on  
Equity Incentives

| 临时公告名称<br>Name of Interim Announcement                                                                                                  | 临时公告披露日期<br>Date of Disclosure of Interim Announcement | 临时公告披露索引<br>Index of Disclosure of Interim Announcement |
|-----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|
| 第三届董事会第十次会议决议公告<br>Announcement on Resolution of the 10 <sup>th</sup> Meeting of the 3 <sup>rd</sup> Session of the Board of Directors  | 2015年7月10日<br>July 10, 2015                            | 巨潮资讯网<br>www.cninfo.com.cn                              |
| 第三届监事会第六次会议决议公告<br>Announcement on Resolution of the 6 <sup>th</sup> Meeting of the 3 <sup>rd</sup> Session of the Board of Supervisors |                                                        | 巨潮资讯网<br>www.cninfo.com.cn                              |

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| 第一期核心管理团队持股计划暨“汤臣倍健超级合伙人”计划（草案）<br>The First Phase of Core Management Team stock ownership plan and “BY-HEALTH Super Partner” Plan (Draft)                                                                                                                                                      |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 第一期核心管理团队持股计划暨“汤臣倍健超级合伙人”计划（草案）摘要<br>Abstract of the First Phase of Core Management Team stock ownership plan and “BY-HEALTH Super Partner” Plan (Draft)                                                                                                                                        |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 独立董事关于公司第一期核心管理团队持股计划暨“超级合伙人”计划（草案）及其摘要的独立意见<br>Independent Opinions of Independent Directors on the First Phase of Core Management Team stock ownership plan and “Super Partner” Plan (Draft) and its Abstract                                                                                 |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 汤臣倍健：第三届董事会第十一次会议决议公告<br>BY-HEALTH: Announcement on Resolution of the 11 <sup>th</sup> Meeting of the 3 <sup>rd</sup> Session of the Board of Directors                                                                                                                                         | 2015年7月24日<br>July 24, 2015   | 巨潮资讯网<br>www.cninfo.com.cn |
| 汤臣倍健：第一期核心管理团队持股计划暨“汤臣倍健超级合伙人计划”管理细则<br>BY-HEALTH: Administrative Rules of the First Phase of Core Management Team stock ownership plan and “BY-HEALTH Super Partner” Plan                                                                                                                      |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 汤臣倍健：国浩律师(广州)事务所关于公司实施第一期核心管理团队持股计划暨“汤臣倍健超级合伙人计划”的法律意见（律师备查）<br>BY-HEALTH: Legal Opinions of Grandall (Guangzhou) Law Firm on the Company's Implementation of the First Phase of Core Management Team stock ownership plan and “BY-HEALTH Super Partner” Plan (for future reference by lawyers) |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 汤臣倍健：独立董事关于2015年半年度报告相关事项的独立意见<br>BY-HEALTH: Independent Opinions of Independent Directors on Matters about Semi-annual Report of 2015                                                                                                                                                          |                               | 巨潮资讯网<br>www.cninfo.com.cn |
| 汤臣倍健：关于公司第一期核心管理团队持股计划股票购买完毕的公告<br>BY-HEALTH: Announcement of Completion of Purchase of Stocks Involved in the First Phase of Core Management Team stock ownership plan of the Company                                                                                                          | 2015年8月12日<br>August 12, 2015 | 巨潮资讯网<br>www.cninfo.com.cn |

## 十五、重大关联交易

## XV. Significant Related Transactions

### 1、与日常经营相关的关联交易

### 1. Related Transactions Related to Routine Business Activities

√ 适用 □ 不适用

√Applicable □Not Applicable

| 关联交易方                                     | 关联关系                    | 关联交易类型                        | 关联交易内容                                                                                                                                                                                                                     | 关联交易定价原则                                 | 关联交易价格                                                           | 关联交易金额（万元）                                         | 占同类交易金额的比例                                       | 获批的交易额度（万元）                                     | 是否超过获批额度                              | 关联交易结算方式                                                                                                                                | 可获得的同类交易市价                                     | 披露日期               | 披露索引                                                                                      |
|-------------------------------------------|-------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------|-------------------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|--------------------|-------------------------------------------------------------------------------------------|
| Parties Concerned in Related Transaction  | Relationship            | Type of Concerned Transaction | Contents of Concerned Transaction                                                                                                                                                                                          | Pricing Principle of Related Transaction | Price of Related Transaction                                     | Amount of Related Transaction (RMB Ten thousand d) | Proportion in the Amount of Similar Transactions | Transaction Limit Approved (RMB Ten thousand d) | Whether it exceeds the limit approved | Way of Settlement of Related Transactions                                                                                               | Market Price of Similar Transactions Available | Date of Disclosure | Index of Disclosure                                                                       |
| 广州奈梵斯健康产品有限公司                             | 公司全资子公司                 | 租赁房产                          | 控股股东梁允超先生租赁位于越秀区中山三路较场西路4006、4007房作为办公物业<br><br>Liang Yunchao, the controlling shareholder, leased the houses located in No. 4006 and 4007, Jiaochang West Road, Zhongshansan Road, Yuexiu District as an office property. | 市场定价                                     | 2015 年 1-12 月租金共计 298,332.6 元                                    | 29.83                                              |                                                  | 29.83                                           | 否                                     | 租金按月结算，由奈梵斯在每月的第 10 日前按转账汇款或现金付款方式缴付租金。                                                                                                 | 30 万元                                          | 2015 年 02 月 28 日   | 关于控股子公司租赁房产暨关联交易的公告 (2015-013)                                                            |
| Guangzhou Fence Health Products Co., Ltd. | Wholly-owned subsidiary | House lease                   |                                                                                                                                                                                                                            | Market pricing                           | The total rental from January to December, 2015 is RMB298,332.6. | 29.83                                              |                                                  | 29.83                                           | No                                    | The rental shall be settled on a monthly basis and paid by Fence by transfer or cash payment before the 10 <sup>th</sup> of each month. | RMB 300,000 Yuan                               | February 28, 2015  | Announcement of House Lease of Controlling Subsidiary and Related Transactions (2015-013) |
| 合计                                        |                         |                               |                                                                                                                                                                                                                            | --                                       | --                                                               | 29.83                                              | --                                               | 29.83                                           | --                                    | --                                                                                                                                      | --                                             | --                 | --                                                                                        |
| Total                                     |                         |                               |                                                                                                                                                                                                                            |                                          |                                                                  |                                                    |                                                  |                                                 |                                       |                                                                                                                                         |                                                |                    |                                                                                           |
| 大额销货退回的详细情况                               |                         |                               |                                                                                                                                                                                                                            | 无                                        |                                                                  |                                                    |                                                  |                                                 |                                       |                                                                                                                                         |                                                |                    |                                                                                           |
| Details of Large Amount of Sales          |                         |                               |                                                                                                                                                                                                                            | N/A                                      |                                                                  |                                                    |                                                  |                                                 |                                       |                                                                                                                                         |                                                |                    |                                                                                           |



|                                                                                                                                                                                                                                         |              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Return                                                                                                                                                                                                                                  |              |
| 按类别对本期将发生的日常关联交易进行总金额预计的，在报告期内的实际履行情况（如有）<br><br>Actual performance in the reporting period (if any) when the total amount of routine related transactions that will occur in the current period according to the category is estimated | 无<br><br>N/A |
| 交易价格与市场参考价格差异较大的原因（如适用）<br><br>Reason for Great Difference between Transaction Price and Market Reference Price (if applicable)                                                                                                         | 无<br><br>N/A |

## 2、资产或股权收购、出售发生的关联交易

## 2. Related Transactions Incurred in the Acquisition and Sales of Assets or Equity

√ 适用 □ 不适用

√Applicable □Not Applicable

| 关联方              | 关联关系                | 关联交易类型                          | 关联交易内容                               | 关联交易定价原则                                  | 转让资产的账面价值(万元)                                        | 转让资产的评估价值(万元)                                             | 转让价格(万元)                          | 关联交易结算方式                                   | 交易损益(万元)                                             | 披露日期                | 披露索引                                |
|------------------|---------------------|---------------------------------|--------------------------------------|-------------------------------------------|------------------------------------------------------|-----------------------------------------------------------|-----------------------------------|--------------------------------------------|------------------------------------------------------|---------------------|-------------------------------------|
| Related Party    | Relation ship       | Type of Concern ed Transact ion | Contents of Concerned Transaction    | Pricing Principle of Related Transacti on | Book Value of Transferr ed Assets (RMB Ten thousand) | Evaluated Value of Transferr ed Assets (RMB Ten thousand) | Transfer Price (RMB Ten thousand) | Settlemen t Method of Related Transacti on | Profits or Losses of Transacti on (RMB Ten thousand) | Date of Disclo sure | Index of Disclosure                 |
| 广州有加投资合伙企业(有限合伙) | 公司副总经理龙翠耘女士直接控制的企业  | 股权转让                            | 公司将其所持 30%的股权(认缴出资 600 万元人民币)转让予广州有加 | 按照佰悦注册资本及转让比例确定                           | 600                                                  | 0                                                         | 600                               | 现金一次性支付                                    | 0                                                    | 2015 年 03 月 27 日    | 关于转让全资子公司部分股权暨关联交易的公告 (2015-028)    |
| Guangzhou Youjia | Enterprise directly | Equity Transfer                 | The Company transferred              | Determined as per the                     | 600                                                  | 0                                                         | 600                               | Pay in cash in                             | 0                                                    | March 27,           | Announcement on Transfer of Part of |



|                                                                                                                                           |                                                                     |                                                                                                         |                                                          |  |  |  |          |  |      |                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------|--|--|--|----------|--|------|---------------------------------------------------------------------------|
| Investment Partnerships (limited partnership)                                                                                             | controlled by Ms Long Cuiyun, Deputy General Manager of the Company | 30% of the equity held by it (RMB6,000,000 of the subscribed capital contribution) to Guangzhou Youjia. | registered capital of Baiyue and the transfer proportion |  |  |  | one time |  | 2015 | Equity of the Wholly-owned Subsidiary and Related Transactions (2015-028) |
| 转让价格与账面价值或评估价值差异较大的原因（如有）<br>Reason for great difference between transfer price and book value or appraisal value (if any)                |                                                                     |                                                                                                         | 否<br>No                                                  |  |  |  |          |  |      |                                                                           |
| 对公司经营成果与财务状况的影响情况<br>Influence on business performance and financial situation of the Company                                             |                                                                     |                                                                                                         | 无<br>N/A                                                 |  |  |  |          |  |      |                                                                           |
| 如相关交易涉及业绩约定的，报告期内的业绩实现情况<br>Business achievements in the reporting period as provided in the performance involved in related transactions |                                                                     |                                                                                                         | 无<br>N/A                                                 |  |  |  |          |  |      |                                                                           |

### 3、共同对外投资的关联交易

### 3. Related Transactions of Common External Investment

√ 适用 □ 不适用

√Applicable □Not Applicable

| 共同投资方       | 关联关系         | 被投资企业的名称                    | 被投资企业的主营业务                           | 被投资企业的注册资本                                | 被投资企业的总资产（万元）                                          | 被投资企业的净资产（万元）                                        | 被投资企业的净利润（万元）                                         |
|-------------|--------------|-----------------------------|--------------------------------------|-------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
| Co-investor | Relationship | Name of Invested Enterprise | Main Business of Invested Enterprise | Registered Capital of Invested Enterprise | Total Assets of Invested Enterprise (RMB Ten thousand) | Net Assets of Invested Enterprise (RMB Ten thousand) | Net Profits of Invested Enterprise (RMB Ten thousand) |
| 诚承投资控股      | 公司控股股        | 北京桃谷科                       | 移动医疗合资公司主要                           | 200 万元                                    |                                                        |                                                      |                                                       |

|                                                                    |                                                                                                  |                                                             |                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                               |  |  |  |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| 股有限公司                                                              | 东梁允超的<br>关联公司                                                                                    | 技有限公司                                                       | 从事通过互联网和移动<br>互联网开展医疗健康服<br>务及相关业务（移动医<br>疗合资公司的最终经营<br>范围以政府机构的批准<br>为准）<br><br>The mobile medical joint<br>venture is mainly<br>engaged in medical<br>health service and<br>relevant businesses<br>through Internet and<br>mobile Internet (the final<br>business scope of the<br>mobile medical joint<br>venture is subject to the<br>approval of the<br>government<br>organization). | RMB2,000,000                                                                                                                                                                                                                                  |  |  |  |
| Chengcheng<br>Investment<br>Holdings Co.,<br>Ltd.                  | Affiliated<br>company of<br>Liang<br>Yunchao,<br>controlling<br>shareholder<br>of the<br>Company | Beijing Taogu<br>Science &<br>Technology<br>Co., Ltd.       |                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                               |  |  |  |
| 诚承投资控<br>股有限公司                                                     | 公司控股股<br>东梁允超的<br>关联公司                                                                           | 上海臻鼎电<br>脑科技有限<br>公司                                        | 临床营养、慢病管理和<br>妇幼健康管理等领域信<br>息化建设<br><br>Information construction<br>in clinical nutrition,<br>chronic disease<br>management, maternal<br>and child health<br>management and other<br>fields                                                                                                                                                                                              | 1,000 万元（目前在<br>办理投资前的减资<br>手续，注册资本减<br>至 200 万元）<br><br>RMB10,000,000<br>(the formalities for<br>capital reduction<br>before investment is<br>being handled<br>currently. The<br>registered capital<br>will be reduced to<br>RMB2, 000,000.) |  |  |  |
| Chengcheng<br>Investment<br>Holdings Co.,<br>Ltd.                  | Affiliated<br>company of<br>Liang<br>Yunchao,<br>controlling<br>shareholder<br>of the<br>Company | Shanghai<br>Zhending<br>Computer<br>Technology<br>Co., Ltd. |                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                               |  |  |  |
| 珠海佰润健<br>康管理合伙<br>企业                                               | 公司副董事<br>长梁水生的<br>关联公司                                                                           | 上海臻鼎电<br>脑科技有限<br>公司                                        | 临床营养、慢病管理和<br>妇幼健康管理等领域信<br>息化建设<br><br>Information construction<br>in clinical nutrition,<br>chronic disease<br>management, maternal<br>and child health<br>management and other<br>fields                                                                                                                                                                                              | 1,000 万元（目前在<br>办理投资前的减资<br>手续，注册资本减<br>至 200 万元）<br><br>RMB10, 000,000<br>(the formalities for<br>capital reduction<br>before investment is<br>being handled<br>currently. The<br>registered capital                                         |  |  |  |
| Zhuhai<br>Bairun Health<br>Management<br>Partnership<br>Enterprise | Affiliated<br>company of<br>Liang<br>Shuisheng,<br>Vice<br>Chairman of<br>the Company            | Shanghai<br>Zhending<br>Computer<br>Technology<br>Co., Ltd. |                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                               |  |  |  |

|                                                                                                           |          |  |  |                                       |  |  |  |
|-----------------------------------------------------------------------------------------------------------|----------|--|--|---------------------------------------|--|--|--|
|                                                                                                           |          |  |  | will be reduced to<br>RMB2, 000,000.) |  |  |  |
| 被投资企业的重大在建项目的进展情况（如有）<br>Progress of major project under construction of the invested enterprise (if any) | 无<br>N/A |  |  |                                       |  |  |  |

#### 4、关联债权债务往来

☐ 适用 ☒ 不适用

#### 4. Related Creditor's Rights and Debts

☐ Applicable ☒ Not Applicable

#### 5、其他重大关联交易

☐ 适用 ☒ 不适用

#### 5. Other Significant Related Transactions

☐ Applicable ☒ Not Applicable

### 十六、重大合同及其履行情况

### XVI. Major Contracts and Their Performance

#### 1、托管、承包、租赁事项情况

#### 1. Custody, Contracting and Lease

##### (1) 托管情况

##### (1) Custody

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

##### (2) 承包情况

##### (2) Contracting

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

##### (3) 租赁情况

##### (3) Lease

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

#### 2、重大担保

#### 2. Important Guarantee

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

### 3、委托他人进行现金资产管理情况

### 3. Entrusting for Cash Assets Management

#### (1) 委托理财情况

#### (1) Entrusting for Financing

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：万元

Unit: RMB ten thousand

| 受托人名称                                                                           | 是否关联交易                              | 产品类型                                 | 委托理财金额                     | 起始日期                               | 终止日期                                   | 报酬确定方式                                  | 本期实际收回本金金额                                                   | 计提减值准备金额（如有）                                        | 预计收益              | 报告期实际损益金额                                         | 报告期损益实际收回情况                                                   |
|---------------------------------------------------------------------------------|-------------------------------------|--------------------------------------|----------------------------|------------------------------------|----------------------------------------|-----------------------------------------|--------------------------------------------------------------|-----------------------------------------------------|-------------------|---------------------------------------------------|---------------------------------------------------------------|
| Name of Trustee                                                                 | Whether it is a related transaction | Type of Product                      | Financing Amount Entrusted | Start Date                         | End Date                               | Way of Remuneration Determination       | Amount of Principal Actually Recovered in the Current Period | Amount of Provision for Asset Depreciation (if any) | Expected Earnings | Actual Profits and Losses in the Reporting Period | Actual Recovery of Profits and Losses in the Reporting Period |
| 工商银行广州花城支行<br>Industrial and Commercial Bank of China Guangzhou Huacheng Branch | 否<br>No                             | 低风险浮动收益<br>Low-risk floating profits | 10,000                     | 2015 年 03 月 06 日<br>March 06, 2015 | 2015 年 09 月 07 日<br>September 07, 2015 | 到期一次支付<br>One in a lump sum when expire | 10,000                                                       | 0                                                   | 270.08            | 270.08                                            | 270.08                                                        |
| 工商银行广州花城支行<br>Industrial and Commercial Bank of China Guangzhou                 | 否<br>No                             | 低风险浮动收益<br>Low-risk floating profits | 10,000                     | 2015 年 03 月 06 日<br>March 06, 2015 | 2015 年 09 月 07 日<br>September 07, 2015 | 到期一次支付<br>One in a lump sum when expire | 10,000                                                       | 0                                                   | 286.00            | 286.00                                            | 286.00                                                        |

| Huacheng Branch                                                                   |    |                                       |        |                        |                        |                                                  |        |   |        |        |        |
|-----------------------------------------------------------------------------------|----|---------------------------------------|--------|------------------------|------------------------|--------------------------------------------------|--------|---|--------|--------|--------|
| 建设银行<br>广东分行                                                                      | 否  | 保本浮动收益                                | 5,000  | 2015 年<br>04 月 14<br>日 | 2015 年<br>10 月 14<br>日 | 到期<br>一次<br>支付                                   | 5,000  | 0 | 116.57 | 116.57 | 116.57 |
| China<br>Constructi<br>on Bank<br>Guangdon<br>g Branch                            | No | Break-e<br>ven<br>floating<br>profits |        | April 14,<br>2015      | October<br>14, 2015    | One<br>in a<br>lump<br>sum<br>when<br>expir<br>e |        |   |        |        |        |
| 建设银行<br>广东分行                                                                      | 否  | 保本浮动收益                                | 15,000 | 2015 年<br>04 月 14<br>日 | 2015 年<br>10 月 14<br>日 | 到期<br>一次<br>支付                                   | 15,000 | 0 | 349.71 | 349.71 | 349.71 |
| China<br>Constructi<br>on Bank<br>Guangdon<br>g Branch                            | No | Break-e<br>ven<br>floating<br>profits |        | April 14,<br>2015      | October<br>14, 2015    | One<br>in a<br>lump<br>sum<br>when<br>expir<br>e |        |   |        |        |        |
| 平安银行<br>股份有限<br>公司                                                                | 否  | 保本浮动收益                                | 10,000 | 2015 年<br>04 月 15<br>日 | 2015 年<br>10 月 14<br>日 | 到期<br>一次<br>支付                                   | 10,000 | 0 | 246.82 | 246.82 | 246.82 |
| Ping An<br>Bank Co.,<br>Ltd.                                                      | No | Break-e<br>ven<br>floating<br>profits |        | April 15,<br>2015      | October<br>14, 2015    | One<br>in a<br>lump<br>sum<br>when<br>expir<br>e |        |   |        |        |        |
| 工商银行<br>广州花城<br>支行                                                                | 否  | 保本浮动收益                                | 40,000 | 2015 年<br>04 月 16<br>日 | 2015 年<br>10 月 12<br>日 | 到期<br>一次<br>支付                                   | 40,000 | 0 | 887.67 | 887.66 | 887.66 |
| Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangzho<br>u<br>Huacheng | No | Break-e<br>ven<br>floating<br>profits |        | April 16,<br>2015      | October<br>12, 2015    | One<br>in a<br>lump<br>sum<br>when<br>expir<br>e |        |   |        |        |        |

| Branch                                                                                                                |             |                                                            |        |                                                         |                                                   |                                                                        |   |   |        |            |                                              |
|-----------------------------------------------------------------------------------------------------------------------|-------------|------------------------------------------------------------|--------|---------------------------------------------------------|---------------------------------------------------|------------------------------------------------------------------------|---|---|--------|------------|----------------------------------------------|
| 平安银行<br>股份有限<br>公司<br><br>Ping An<br>Bank Co.,<br>Ltd.                                                                | 否<br><br>No | 保本浮<br>动收益<br><br>Break-e<br>ven<br>floating<br>profits    | 3,000  | 2015 年<br>04 月 28<br>日<br><br>April 28,<br>2015         | 2016 年<br>01 月 21<br>日<br><br>January<br>21, 2016 | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 101.10 | 0          | -                                            |
| 招商银行<br>广州花城<br>支行<br><br>China<br>Merchants<br>Bank<br>Guangzho<br>u<br>Huacheng<br>Branch                           | 否<br><br>No | 低风险<br>浮动收<br>益<br><br>Low-ris<br>k<br>floating<br>profits | 20,000 | 2015 年<br>03 月 25<br>日<br><br>March<br>25, 2015         | 2016 年<br>03 月 22<br>日<br><br>March<br>22, 2016   | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 942.57 |            | 未到期<br>不适用<br><br>Undue,<br>inappli<br>cable |
| 工商银行<br>广州花城<br>支行<br><br>Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangzho<br>u<br>Huacheng<br>Branch | 否<br><br>No | 低风险<br>浮动收<br>益<br><br>Low-ris<br>k<br>floating<br>profits | 9,000  | 2015 年<br>03 月 27<br>日<br><br>March<br>27, 2015         | 2017 年<br>03 月 27<br>日<br><br>March<br>27, 2017   | 按季<br>度支<br>付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e  | 0 | 0 | 496.88 | 496.8<br>8 | 496.88                                       |
| 招商银行<br>广州花城<br>支行<br><br>China<br>Merchants<br>Bank<br>Guangzho<br>u<br>Huacheng                                     | 否<br><br>No | 低风险<br>浮动收<br>益<br><br>Low-ris<br>k<br>floating<br>profits | 1,500  | 2015 年<br>09 月 23<br>日<br><br>Septemb<br>er 23,<br>2015 | T+1                                               | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir      | 0 | 0 | 119.60 |            | -                                            |

| Branch                                                                                                |                 |                                                                  |        |                                                         |                                                     | e                                                                      |   |   |        |       |       |
|-------------------------------------------------------------------------------------------------------|-----------------|------------------------------------------------------------------|--------|---------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------|---|---|--------|-------|-------|
| 招商银行<br>广州花城<br>支行<br><br>China<br>Merchants<br>Bank<br>Guangzho<br>u<br>Huacheng<br>Branch           | 否<br><br><br>No | 低风险<br>浮动收<br>益<br><br>Low-ris<br>k<br>floating<br>profits       | 8,500  | 2015 年<br>09 月 23<br>日<br><br>Septemb<br>er 23,<br>2015 | T+1                                                 | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 19.50  |       | -     |
| 工商银行<br>广东省分<br>行<br><br>Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangdon<br>g Branch | 否<br><br><br>No | 非保本<br>浮动收<br>益<br><br>Non-bre<br>ak-even<br>floating<br>profits | 10,000 | 2015 年<br>11 月 13<br>日<br><br>Novemb<br>er 13,<br>2015  | 2016 年<br>11 月 03<br>日<br><br>Novembe<br>r 03, 2016 | 按季<br>度支<br>付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e  | 0 | 0 | 71.94  | 71.94 | 71.94 |
| 建设银行<br>广东分行<br><br>China<br>Constructi<br>on Bank<br>Guangdon<br>g Branch                            | 否<br><br><br>No | 保本浮<br>动收益<br><br>Break-e<br>ven<br>floating<br>profits          | 10,000 | 2015 年<br>04 月 14<br>日<br><br>April 14,<br>2015         | 2016 年<br>04 月 14<br>日<br><br>April 14,<br>2016     | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 332.51 |       | -     |
| 平安银行<br>股份有限<br>公司<br><br>Ping An<br>Bank Co.,<br>Ltd.                                                | 否<br><br><br>No | 保本浮<br>动收益<br><br>Break-e<br>ven<br>floating<br>profits          | 10,000 | 2015 年<br>04 月 15<br>日<br><br>April 15,<br>2015         | 2016 年<br>04 月 15<br>日<br><br>April 15,<br>2016     | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 284.93 |       | -     |

|                                                         |    |                                       |        |                        |                        |                                                                        |   |   |        |  |   |
|---------------------------------------------------------|----|---------------------------------------|--------|------------------------|------------------------|------------------------------------------------------------------------|---|---|--------|--|---|
| 上海浦东<br>发展银行<br>股份有限<br>公司                              | 否  | 保本浮<br>动收益                            | 3,000  | 2015 年<br>04 月 28<br>日 | 2016 年<br>04 月 22<br>日 | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 101.67 |  | - |
| Shanghai<br>Pudong<br>Developm<br>ent Bank<br>Co., Ltd. | No | Break-e<br>ven<br>floating<br>profits |        | April 28,<br>2015      | April 22,<br>2016      |                                                                        |   |   |        |  |   |
| 建设银行<br>广东分行                                            | 否  | 稳健型                                   | 4,000  | 2015 年<br>10 月 15<br>日 | 2016 年 4<br>月 15 日     | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 33.32  |  | - |
| China<br>Constructi<br>on Bank<br>Guangdon<br>g Branch  | No | Robust                                |        | October<br>15, 2015    | April 15,<br>2016      |                                                                        |   |   |        |  |   |
| 建设银行<br>广东分行                                            | 否  | 稳健型                                   | 7,000  | 2015 年<br>10 月 15<br>日 | 2016 年 4<br>月 15 日     | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 58.30  |  | - |
| China<br>Constructi<br>on Bank<br>Guangdon<br>g Branch  | No | Robust                                |        | October<br>15, 2015    | April 15,<br>2016      |                                                                        |   |   |        |  |   |
| 平安银行<br>股份有限<br>公司                                      | 否  | 稳健型                                   | 6,000  | 2015 年<br>10 月 15<br>日 | 2016 年 4<br>月 14 日     | 到期<br>一次<br>支付<br><br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0 | 0 | 44.30  |  | - |
| Ping An<br>Bank Co.,<br>Ltd.                            | No | Robust                                |        | October<br>15, 2015    | April 14,<br>2016      |                                                                        |   |   |        |  |   |
| 工商银行<br>广州花城                                            | 否  | 稳健型                                   | 20,000 | 2015 年<br>10 月 15      | 2016 年 4<br>月 12 日     | 到期<br>一次                                                               | 0 | 0 | 177.21 |  | - |



|                                                                                                                   |                                                           |        |         |                                               |                                               |                                                                    |        |   |          |              |   |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------|---------|-----------------------------------------------|-----------------------------------------------|--------------------------------------------------------------------|--------|---|----------|--------------|---|
| 支行<br>Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangzho<br>u<br>Huacheng<br>Branch                 | No                                                        | Robust |         | 日<br>October<br>15, 2015                      | April 12,<br>2016                             | 支付<br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e             |        |   |          |              |   |
| 工商银行<br>广州花城<br>支行<br>Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangzho<br>u<br>Huacheng<br>Branch | 否                                                         | 稳健型    | 10,000  | 2015 年<br>10 月 15<br>日<br>October<br>15, 2015 | 2016 年 7<br>月 11 日<br>July 11,<br>2016        | 到期<br>一次<br>支付<br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0      | 0 | 94.93    |              | - |
| 工商银行<br>广州花城<br>支行<br>Industrial<br>and<br>Commerci<br>al Bank of<br>China<br>Guangzho<br>u<br>Huacheng<br>Branch | 否                                                         | 稳健型    | 20,000  | 2015 年<br>10 月 15<br>日<br>October<br>15, 2015 | 2016 年<br>10 月 11<br>日<br>October<br>11, 2016 | 到期<br>一次<br>支付<br>One<br>in a<br>lump<br>sum<br>when<br>expir<br>e | 0      | 0 | 194.08   |              | - |
| 合计<br>Total                                                                                                       |                                                           |        | 232,000 | --                                            | --                                            | --                                                                 | 90,000 | 0 | 5,229.69 | 2,918.9<br>5 |   |
| 委托理财资金来源<br>Source of entrusted financing<br>fund                                                                 | 闲置自有资金、闲置募集资金<br>Idle self-owned funds, idle raised funds |        |         |                                               |                                               |                                                                    |        |   |          |              |   |
| 逾期未收回的本金和收益累计                                                                                                     | 无                                                         |        |         |                                               |                                               |                                                                    |        |   |          |              |   |

|                                                                                                                                     |                                       |
|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 金额<br>Accumulated amount of overdue and un-recovered principal and earnings                                                         | N/A                                   |
| 涉诉情况（如适用）<br>Involvement in litigation (if applicable)                                                                              | 无<br>N/A                              |
| 委托理财审批董事会公告披露日期（如有）<br>Date of disclosure of announcement of the Board of Directors which approves the entrusted financing (if any) | 2015 年 02 月 28 日<br>February 28, 2015 |
| 委托理财审批股东会公告披露日期（如有）<br>Date of disclosure of announcement of the General Meeting which approves the entrusted financing (if any)    | 2015 年 03 月 23 日<br>March 23, 2015    |
| 未来是否还有委托理财计划<br>Whether there is plan of entrusted financing in future                                                              | 是<br>Yes                              |

## (2) 委托贷款情况

## (2) Entrusting for Loan

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 4、其他重大合同

## 4. Other Major Contracts

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

| 合同订立公司<br>方名称 | 合同订立对方<br>名称 | 合同标的 | 合同签订<br>日期 | 合同涉<br>及资产<br>的账面<br>价值(万<br>元)(如<br>有) | 合同涉<br>及资产<br>的评估<br>价值(万<br>元)(如<br>有) | 评估<br>机构<br>名称<br>(如有) | 评估<br>基准<br>日<br>(如有) | 定价<br>原则 | 交易<br>价格<br>(万<br>元) | 是否<br>关联<br>交易 | 关联<br>关系 | 截至<br>报告<br>期末<br>的执<br>行情<br>况 | 披露<br>日期 | 披露索引 |
|---------------|--------------|------|------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------------|----------|----------------------|----------------|----------|---------------------------------|----------|------|
|---------------|--------------|------|------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------------|----------|----------------------|----------------|----------|---------------------------------|----------|------|

| Name of Contracting Party | Name of the Other Party               | Contract Object                                                                                                                                                                                                                                       | Date of Signing the Contract | Book Value of Assets Involved in the Contract (RMB Ten thousand) (if any) | Evaluate d Value of Assets Involved in the Contract (RMB Ten thousand) (if any) | Name of Eval uatio n Age ncy (if any) | Base Date of Eval uatio n (if any) | Pricing Principle | Transaction Price (RMB Ten thousand) | Whether it is a relat ed trans action | Relationship | Performance As Of the End of Reporting Period | Date of Disclosure | Index of Disclosure                                                                                                     |
|---------------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------|------------------------------------|-------------------|--------------------------------------|---------------------------------------|--------------|-----------------------------------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------|
| 汤臣倍健股份有限公司                | 平安健康互联网股份有限公司                         | 包括但不限于品牌合作、产品合作、渠道资源共享等,未来也将在营养、个人健康等方面提出新的合作内容。<br><br>Include but not limited to brand cooperation, product cooperation and channel resources sharing, etc., and will also promote new cooperation in nutrition, personal health and other aspects. | 2015年06月30日                  |                                                                           |                                                                                 | 无                                     |                                    | 不适用               |                                      | 否                                     | 无            | 履行中                                           | 2015年06月30日        | 关于与平安健康互联网股份有限公司签订战略合作框架协议的公告 (2015-050)                                                                                |
| BY-HEALTH CO., LTD.       | Ping An Health Internet Co., Ltd.     |                                                                                                                                                                                                                                                       | June 30, 2015                |                                                                           |                                                                                 | N/A                                   |                                    | N/A               |                                      | No                                    | N/A          | Being performed                               | June 30, 2015      | Announcement on Signing the Strategic Cooperation Framework Agreement with Ping An Health Internet Co., Ltd. (2015-050) |
| 汤臣倍健股份有限公司                | 恒发洋参控股有限公司                            | 西洋参专供基地                                                                                                                                                                                                                                               | 2015年12月15日                  |                                                                           |                                                                                 | 无                                     |                                    | 不适用               |                                      | 否                                     | 无            | 履行中                                           | 2015年12月15日        | 关于签署西洋参专供基地战略合作协议的公告 (2015-080)                                                                                         |
| BY-HEALTH CO., LTD.       | Hang Fat Ginseng Holdings Company Ltd | Supply base of American Ginseng                                                                                                                                                                                                                       | December 15, 2015            |                                                                           |                                                                                 | N/A                                   |                                    | N/A               |                                      | No                                    | N/A          | Being performed                               | December 15, 2015  | Announcement on Signing the Strategic Cooperation Agreement with the supply base of American                            |

|                                               |                                                                      |                                                                                                                                                                                                  |                   |  |  |     |  |     |  |    |     |                 |                   |                                                                                                                                     |
|-----------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--|--|-----|--|-----|--|----|-----|-----------------|-------------------|-------------------------------------------------------------------------------------------------------------------------------------|
|                                               |                                                                      |                                                                                                                                                                                                  |                   |  |  |     |  |     |  |    |     |                 |                   | Ginseng<br>(2015-080)                                                                                                               |
| 汤臣倍健股份有限公司                                    | 英国阿伯丁大学罗威特营养与健康研究所                                                   | 未来双方将充分发挥各自在科学研究、产品技术等方面的优势点,通过跨国合作的形式开展多项科研工作                                                                                                                                                   | 2015年12月21日       |  |  | 无   |  | 不适用 |  | 否  | 无   | 履行中             | 2015年12月21日       | 关于与罗威特营养与健康研究所签署战略合作协议的公告（2015-081）                                                                                                 |
| BY-HEALTH CO., LTD.                           | The Rowett Institute of Nutrition and Health, University of Aberdeen | Both parties will fully play their advantages in scientific research, product technology and other aspects, and carry out multiple scientific research in the form of transnational cooperation. | December 21, 2015 |  |  | N/A |  | N/A |  | No | N/A | Being performed | December 21, 2015 | Announcement on Signing the Strategic Cooperation Agreement with the Rowett Institute of Nutrition and Health (2015-081)            |
| 广东佰悦网络科技有限公司                                  | 北京康智乐思网络科技有限公司                                                       | 1.品牌联合推广；<br>2.商城平台对接；<br>3.数据互通及产品深度定制；<br>4.资源拓展合                                                                                                                                              | 2015年07月20日       |  |  | 无   |  | 不适用 |  | 否  | 无   | 履行中             | 2015年07月20日       | 1、关于香港佰瑞有限公司投资 KangSeed Technology Ltd.的对外投资公告（2015-061）<br>2、关于每日每加与大姨吗签订战略合作协议的公告（2015-062）                                       |
| Guangdong Baiyue Network Technology Co., Ltd. | Beijing KangZhiLeSi Network Technology Co., Ltd.                     | 1. Joint promotion of brands; 2. Linkage of mall platform; 3. Data interworking and product in-depth customization; 4. Resources expansion and cooperation                                       | July 20, 2015     |  |  | N/A |  | N/A |  | No | N/A | Being performed | July 20, 2015     | 1. Announcement on External Investment of HongKong By Ray Company Limited in KangSeed Technology Ltd. (2015-061)<br>2. Announcement |

[illegible]

## 十七、其他重大事项的说明

√ 适用 □ 不适用

## 1. 再融资情况

2014年7月11日，公司第二届董事会第三十次会议审议通过了《关于前次募集资金使用情况报告的议案》、《关于公司符合非公开发行股票条件的议案》、《关于公司向特定对象非公开发行股票方案的议案》、《关于公司2014年非公开发行A股股票预案的议案》等关于再融资的一系列议案，启动公司再融资事项。

2014年7月31日，公司2014年第一次临时股东大会审议通过了《关于前次募集资金使用情况报告的议案》、《关于公司符合非公开发行股票条件的议案》、《关于公司向特定对象非公开发行股票方案的议案》、《关于公司2014年非公开发行A股股票预案的议案》等议案。

2014年9月3日，公司收到中国证监会出具的《中国证监会行政许可申请受理通知书》（141064号）。

## XVII. Statement on Other Major Issues

√Applicable □Not Applicable

## 1. Refinancing

On July 11, 2014, the 13<sup>th</sup> Meeting of the 2<sup>nd</sup> Session of the Board of Directors of the Company discusses and approved a series of proposals on refinancing, including *Proposal on Report of the Use of Funds Raised Previously, Proposal on the Compliance with Conditions of Non-public Offering of Stock, Proposal on Non-public Offering of Stock to Specified Objects, and Proposal on Plan of Non-public Offering of A-share Stocks in 2014*, etc., and started the refinancing of the Company.

On July 31, 2014, the 1<sup>st</sup> Extraordinary General Meeting in 2014 discussed and approved the *Proposal on Report of the Use of Funds Raised Previously, Proposal on the Compliance with Conditions of Non-public Offering of Stock, Proposal on Non-public Offering of Stock to Specified Objects, and Proposal on Plan of Non-public Offering of A-share Stocks in 2014*, etc.

On September 3, 2014, the Company received the *Notice on the Acceptance of Administrative License*

中国证监会对公司提交的《上市公司非公开发行股票（创业板）》行政许可申请材料进行了审查。认为该申请材料齐全，符合法定形式，决定对该行政许可申请予以受理。

*Application of the China Securities Regulatory Commission (No. 141064).* The China Securities Regulatory Commission examined and reviewed the materials of application for administrative licensing of *Non-public Offering of Stock of Listed Company (Growth Enterprise Market)* submitted by the Company, regarded that such application materials are complete and conform to the legal form, and decided to accept such an application for administrative licensing.

2014年11月28日，中国证监会创业板发行审核委员会对公司非公开发行股票的申请进行了审核，公司本次非公开发行股票的申请获得通过。

On November 28, 2014, the Growth Enterprise Market Issuance Examination Commission of the China Securities Regulatory Commission reviewed the Company's application for non-public offering of stock, which was approved.

2014年12月12日，公司第三届董事会第三次会议审议通过了《关于公司2014年非公开发行A股股票限售期的议案》。

December 12, 2014, the 3<sup>rd</sup> Meeting of the 3<sup>rd</sup> Session of the Board of Directors of the Company discussed and approved the *Proposal on the Restricted Period of Trading of A-share Stocks under Non-public Offering in 2014*.

2014年12月30日，公司收到中国证监会出具的《关于核准汤臣倍健股份有限公司非公开发行股票的批复》（证监许可[2014]1426号），核准公司非公开发行不超过7,000万股新股，批复自核准发行之日起6个月内有效。

On December 30, 2014, the Company received the *Approval on Non-public Offering of Stock of BY-HEALTH CO., LTD.* ([2014] No.1426 of License of CSRC) issued by the China Securities Regulatory Commission, to approve the Company's non-public offering of not more than 70,000,000 shares of new stocks. Such an approval shall be valid in 6 months from the date of approval on offering.

2015年2月12日，公司本次非公开发行股票募集资金到位验资完成。2月13日已完成股份登记，发行

On February 12, 2015, the capital raised by the Company for the non-public offering of stock were fully

情况报告书等公告已挂网。

本次非公开发行股份总量为7,000万股，发行对象总数为5名。本次发行募集资金总额为1,865,500,000.00元，扣除发行费用后，募集资金净额为1,830,121,939.03元，将用于公司“珠海生产基地四期建设项目”、“广东佰嘉单品运作项目”、“技术运营中心项目”、“信息化规划与建设项目”与“终端精细化管理及品牌建设项目”。本次非公开发行为26.65元/股，相当于发行期首日前二十个交易日公司股票均价的95.42%，相当于发行底价25.14元/股的106.01%。本次非公开发行的定价基准日为发行期首日，发行期首日为认购邀请书发送日的次一交易日，即2015年2月4日。本次非公开发行价格不低于发行期首日前二十个交易日公司股票均价的90%，即不低于25.14元/股。

本次非公开发行新增股份7,000万股，已于2015年2月27日在深圳证券交易所上市。本次发行中，5名

funded and verified completely. On February 13, the shares were registered and the offering report and other announcements have been hung on the network.

The total number of non-public stocks issued this time was 70,000,000 shares, and there were totally 5 objects of offering. The total capital raised in this offering was RMB1, 865,500,000.00. After the offering expenses were deducted, the net amount of capital raised was RMB1,830,121,939.03, which would be invested in “construction project of Zhuhai Production Base Phase IV”, “single-product operational project of Guangdong Baijia”, “technical and operating center project”, “informatization planning and construction project” and “terminal fine management and brand construction project”. The price of the non-public share was RMB26.65/share, equivalent to 95.42% of the average price of the Company’s stock in 20 transaction days before the first day of the issuance period and equivalent to 106.01% of the base issuing price as RMB25.14/share. The base date of pricing of this non-public offering was the first day of the issuance period, which was the transaction day next to the date when the invitation for subscription was sent, i.e. February 4, 2015. The issuing price of the non-public share shall be not less than 90% of the average price of the Company’s stock in 20 transaction days before the first day of the issuance period, i.e. not less than RMB25.14/share.

Totally 70,000,000 shares of stocks were added in this non-public offering, which have been listed on Shenzhen

发行对象认购的股票限售期为新增股份上市之日起12个月，上市流通时间为2016年2月29日。根据深圳证券交易所相关业务规则规定，2015年2月27日（即上市日），公司股价不除权。

## 2. 对外投资情况

### (1) 北京桃谷科技有限公司

2015年3月，汤臣倍健与控股股东梁允超的关联公司诚承投资控股有限公司、深圳市前海喜乐佳投资有限公司、张守川、崔龙江、韩思婷、文东签署了《投资合作协议》，共同投资5,000万元发起设立从事互联网医疗相关业务的合资公司——北京桃谷科技有限公司，其中汤臣倍健、诚承投资、喜乐佳投资作为“战略投资方”，四名自然人出资人作为“团队投资方”。汤臣倍健投入自有资金1,500万元，占桃谷科技总出资额的15%；诚承投资出资2,000万元，占桃谷科技总出资额的20%。本次汤臣倍健整合多方资源联合投资设立互联网医疗合资公司，积极布局互联网医疗领域。

Stock Exchange on February 27, 2015. In this offering, the restricted period of trading of the stocks subscribed by 5 objects in this non-public offering was 12 months from the date of listing of the newly added shares. The time of putting the stocks in market and circulation was February 29, 2016. According to the provisions of rules of Shenzhen Stock Exchange on relevant businesses, the ex-rights were not conducted on the share price of the Company on February 27, 2015 (i.e. Listing date).

## 2. External Investment

### (1) Beijing Taogu Science & Technology Co., Ltd.

In March, 2015, Chengcheng Investment Holdings Co., Ltd., an affiliated company of BY-HEALTH and its controlling shareholder Liang Yunchao, Shenzhen Qianhai Xilejia Investment Co., Ltd., Zhang Shouchuan, Cui Longjiang, Han Siting and Wen Dong signed an *Investment Cooperation Agreement* and jointly invested RMB50,000,000 to set up a joint venture engaged in businesses related to Internet health care --Beijing Taogu Science & Technology Co., Ltd. Wherein, BY-HEALTH, Chengcheng Investment and Xilejia Investment were “strategic investors”, while the four natural person investors were “team investors”. BY-HEALTH invested in RMB15, 000,000 of self-owned funds, accounting for 15% of the total capital contributions of Taogu Science & Technology; and Chengcheng Investment contributed RMB20, 000,000, accounting for 20% of the total capital contributions of Taogu Science & Technology. In this project,



BY-HEALTH integrated the resources from several aspects to jointly invest in the incorporation of an Internet healthcare joint venture and actively make arrangement in the field of Internet healthcare.

2015年5月，桃谷科技增资事宜办理完成工商变更登记手续，并取得了北京市工商行政管理局海淀分局颁发的《企业法人营业执照》。

In May, 2015, for the matters about capital increment of Taogu Science & Technology, the formalities for registration of industry and commerce alteration were completed, and Beijing Administration for Industry and Commerce Haidian Branch issued the *Business License*.

## (2) 上海臻鼎电脑科技有限公司

## (2) Shanghai Zhending Computer Technology Co., Ltd.

2015年4月，汤臣倍健、诚承投资控股有限公司、珠海佰润健康管理合伙企业与上海臻鼎电脑科技有限公司及其现有全体股东及关联方签署《上海臻鼎电脑科技有限公司增资及股权转让协议》。汤臣倍健使用自有资金2,400万元，投资入股上海臻鼎。诚承投资出资2,640万元，占上海臻鼎增资后注册资本的22%；副董事长梁水生的关联公司珠海佰润出资1,560万元，占上海臻鼎增资后注册资本的13%。上海臻鼎将成为汤臣倍健布局大健康产业链条中移动健康管理领域的战略合作伙伴，与汤臣倍健在临床营养、慢病管理、妇幼健康管理等移动健康管理领域开展深入合作，共同打造移动健康管理平台。

In April, 2015, BY-HEALTH, Chengcheng Investment Holdings Co., Ltd., Zhuhai Bairun Health Management Partnership Enterprise and Shanghai Zhending Computer Technology Co., Ltd., as well as its existing shareholders and related parties signed the *Agreement on Capital Increment and Equity Transfer of Shanghai Zhending Computer Technology Co., Ltd.* BY-HEALTH invested RMB24, 000,000 of self-owned funds in Shanghai Zhending. Chengcheng Investment contributed RMB26, 400,000, accounting for 22% of the registered capital of Shanghai Zhending after capital increment; Zhuhai Bairun, an affiliated company of Vice Chairman Liang Shuisheng, contributed RMB15, 600,000, accounting for 13% of the registered capital of Shanghai Zhending after capital increment. Shanghai Zhending will become a strategic partner of BY-HEALTH in the arrangement in the field of mobild health management in the big health industrial chain, and carry out in-depth cooperation with

BY-HEALTH in clinical nutrition, chronic disease management, maternal and child health management and other fields of mobile health management, so as to jointly create a mobile health management platform.

### (3) 深圳市有棵树科技有限公司

2015年6月，汤臣倍健与深圳市有棵树科技有限公司及其现有全体股东、其他投资方共同签署《深圳市有棵树科技有限公司投资协议书》。汤臣倍健使用自有资金16,000万元，投资入股深圳有棵树。深圳有棵树将成为汤臣倍健布局跨境电商领域的战略合作伙伴，与汤臣倍健在供应链及进口健康产品、全新销售渠道、电子商务销售方式和大数据等方面开展深入合作，共同打造大健康领域的跨境电商平台。

### (3) Shenzhen Youkeshu Science & Technology Co., Ltd.

In June, 2015, BY-HEALTH and Shenzhen Youkeshu Science & Technology Co., Ltd. as well as its existing shareholders and other investors jointly signed an *Investment Agreement of Shenzhen Youkeshu Science & Technology Co., Ltd.* BY-HEALTH invested RMB160,000,000 of self-owned funds in Shenzhen Youkeshu, which will become a strategic partner of BY-HEALTH in the arrangement of cross-border e-commercial field, carry out in-depth cooperation with BY-HEALTH in supply chain, imported health products, new sales channels, e-commerce sales method, big data and other aspects, so as to jointly create a cross-border e-commerce platform in the big health field.

### (4) 北京极简时代软件科技有限公司

2015年7月，汤臣倍健与北京极简时代软件科技有限公司及其现有全体股东共同签署《北京极简时代软件科技有限公司增资协议书》。汤臣倍健使用自有资金4,000万元，投资入股北京极简时代。北京极简时代将成为汤臣倍健打造大健康生态体系的战略合作伙伴，与汤臣倍健在数据挖掘、健康管理服务和渠道等方面开展深度合作，整合双方资源为用户提供更加完善、有效、个性化的健康管理服务。

### (4) Beijing Jeejen Times Software Technology Co., Ltd.

In July, 2015, BY-HEALTH and Beijing Jeejen Times Software Technology Co., Ltd. as well as its existing shareholders jointly signed an *Agreement on Capital Increment of Beijing Jeejen Times Software Technology Co., Ltd.* Wherein, BY-HEALTH invested RMB40,000,000 of self-owned funds in Beijing Jeejen Times, which will become a strategic partner of BY-HEALTH in creating a big health ecological system. Beijing Jeejen

交易完成后，汤臣倍健持有北京极简时代10%股权。

#### (5) KangSeed Technology Ltd.

2015年7月，公司全资子公司香港佰瑞有限公司与KangSeed Technology Ltd.、KangSeed Technology Limited、友乐活（北京）网络科技有限公司、北京康智乐思网络科技有限公司及其创始人共同签署《C-1类优先股购买协议》。香港佰瑞使用自有资金人民币1,000万美元，投资入股KangSeed Technology。该投资标的控股业务实体从事大姨妈APP的开发、宣传和销售业务，将成为汤臣倍健打造大健康产业生态体系的战略合作伙伴，与汤臣倍健在健康产品、健康管理服务、数据挖掘、品牌推广和订制等方面开展深度合作，整合双方资源为用户提供更加专业、丰富、个性化的健康产品及健康管理服务。交易完成后，香港佰瑞持有KangSeed Technology 的4.52%股权。

Times will carry out in-depth cooperation with BY-HEALTH in data mining, health management services, channels and other aspects, integrate the resources of both parties to provide more sophisticated, effective and personalized health management services for users. After completion of transaction, BY-HEALTH held 10% of the equity of Beijing Jeejen Times.

#### (5) KangSeed Technology Ltd.

In July, 2015, HongKong By Ray Company Limited, a wholly-owned subsidiary of the Company, and KangSeed Technology Ltd., KangSeed Technology Limited, Youkehuo (Beijing) Network Technology Co., Ltd., Beijing KangZhiLeSi Network Technology Co., Ltd. and its founders jointly signed *C-1 Preferred Stock Purchase Agreement*. HongKong By Ray invested RMB10, 000,000 of self-owned funds in KangSeed Technology. The holding entity of the investment target is engaged in the development, promotion and sales of Dayima APP. It will become a strategic partner of BY-HEALTH in creating a big health industry ecological system, carry out in-depth cooperation with BY-HEALTH in health products, health management services, data mining, brand promotion and customization and other aspects, integrate the resources of both parties to render more professional, abundant and personalized health products and health management services for users. After completion of transaction, HongKong By Ray held 4.52% of the equity of KangSeed Technology.

**(6) 珠海市蓝海之略医疗有限公司**

2015年8月，公司与珠海市蓝海之略医疗有限公司股东之一的上海谦毅投资管理中心（有限合伙）签署《关于珠海市蓝海之略医疗有限公司股权转让协议书》。汤臣倍健使用自有资金人民币2,600万元，投资入股珠海蓝海之略。珠海蓝海之略将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，与汤臣倍健在互联网医疗、健康管理服务等方面开展合作。交易完成后，汤臣倍健持有珠海蓝海之略2%股权。

**(7) 上海凡迪生物科技有限公司**

2015年9月，公司与上海凡迪生物科技有限公司及其现有全体股东签署《关于上海凡迪生物科技有限公司增资及股权转让协议》。汤臣倍健使用自有资金人民币8,760万元，投资入股上海凡迪。上海凡迪将成为汤臣倍健打造大健康产业生态体系的合作伙伴之一，双方将整合资源并不断投入代表未来方向性的新技术（基因测序），致力于通过更具科学性的诊断数据提高大众的生命质量，不断挖掘潜在的商业机会。交易完成后，汤臣倍健持有上海凡迪19.0435%股权。同时，汤臣倍健担任有限合伙人的广发信德健康产业投资基金持有上海凡迪增资完成后的7.227%股权。

**(6) Zhuhai Blue Ocean Strategy Medical Co., Ltd.**

In August, 2015, the Company signed the *Agreement on Equity Transfer of Zhuhai Blue Ocean Strategy Medical Co., Ltd.* with Shanghai Qianyi Investment Management Center (Limited Partnership), one of the shareholders of Zhuhai Blue Ocean Strategy Medical Co., Ltd. BY-HEALTH invested RMB26,000,000 of self-owned funds in Zhuhai Blue Ocean Strategy, which will become one of the partners of BY-HEALTH in creating a big health industry ecological system, and carry out cooperation with BY-HEALTH in Internet health care, health management service and other aspects. After completion of transaction, BY-HEALTH held 2% of the equity of Zhuhai Blue Ocean Strategy.

**(7) Shanghai Find Bio-Tech Co., Ltd.**

In September, 2015, the Company and Shanghai Find Bio-Tech Co., Ltd. as well as its existing shareholders signed the *Agreement on Capital Increment and Equity Transfer of Shanghai Find Bio-Tech Co., Ltd.* BY-HEALTH invested RMB87, 600,000 of self-owned funds in Shanghai Find Bio-Tech, which will become one of the partners of BY-HEALTH in creating a big health industry ecological system. Both parties will integrate resources and constantly input new technologies representing the future trend (gene sequencing), devote themselves to improving the life quality of the public through more scientific diagnostic data, and continuously search for potential business opportunities. After completion of transaction, BY-HEALTH held 19.0435%

of the equity of Shanghai Find Bio-Tech. Meanwhile, Guangfa Xinde Health Industry Investment Fund, where BY-HEALTH acts as a limited partner, held 7.227% of the equity of Shanghai Find Bio-Tech after capital increment.

## 十八、公司子公司重大事项

☐ 适用 ☒ 不适用

## XVIII. Major Issues about Subsidiaries of the Company

☐ Applicable ☒ Not Applicable

## 十九、社会责任情况

☐ 适用 ☒ 不适用

## XIX. Social Responsibilities

☐ Applicable ☒ Not Applicable

## 二十、公司债券相关情况

公司是否存在公开发行并在证券交易所上市，且在年度报告批准报出日未到期或到期未能全额兑付的公司债券

☐ 适用 ☒ 不适用

## XX. Information about Corporate Bonds

Whether the Company has the public corporate bonds, which are listed in the stock exchange and are not due or are due but unable to be fully paid on the date when the disclosure of the annual report is approved.

☐ Applicable ☒ Not Applicable

## 第六节股份变动及股东情况

## Section VI. Equity Changes and Shareholders

### 一、股份变动情况

### I. Equity Changes

#### 1、股份变动情况

#### 1. Equity Changes

单位：股

Unit: Share

|                                                             | 本次变动前<br>Before Change |                  | 本次变动增减（+，-）<br>Increase or Decrease in Change (+, -) |                      |                                          |              |                | 本次变动后<br>After Change |                  |
|-------------------------------------------------------------|------------------------|------------------|------------------------------------------------------|----------------------|------------------------------------------|--------------|----------------|-----------------------|------------------|
|                                                             | 数量<br>Held             | 比例<br>Proportion | 发行新股<br>Shares Newly Issued                          | 送股<br>Stock Dividend | 公积金转股<br>Conversion of Accumulation Fund | 其他<br>Others | 小计<br>Subtotal | 数量<br>Held            | 比例<br>Proportion |
| 一、有限售条件股份<br>I. Shares with limited sale conditions         | 323,711,423            | 49.20%           | 70,000,000                                           |                      |                                          | -3,133,023   | 66,866,977     | 390,578,400           | 53.65%           |
| 1、国家持股<br>1. Shares held by the State                       |                        |                  |                                                      |                      |                                          |              |                |                       |                  |
| 2、国有法人持股<br>2. Shares held by state-owned legal persons     |                        |                  |                                                      |                      |                                          |              |                |                       |                  |
| 3、其他内资持股<br>3. Shares held with other domestic capital      | 323,711,423            | 49.20%           | 70,000,000                                           |                      |                                          | -3,133,023   | 66,866,977     | 390,578,400           | 53.65%           |
| 其中：境内法人持股<br>Wherein, shares held by domestic legal persons |                        |                  | 70,000,000                                           |                      |                                          |              | 70,000,000     | 70,000,000            | 9.62%            |
| 境内自然人持股<br>Shares held by                                   | 323,711,423            | 49.20%           |                                                      |                      |                                          | -3,133,023   | -3,133,023     | 320,578,400           | 44.03%           |

|                                                               |             |         |            |   |   |           |            |             |         |
|---------------------------------------------------------------|-------------|---------|------------|---|---|-----------|------------|-------------|---------|
| domestic natural persons                                      |             |         |            |   |   |           |            |             |         |
| 4、外资持股<br>4. Shares held with<br>foreign capital              |             |         |            |   |   |           |            |             |         |
| 其中：境外法人持股<br>Wherein, shares held by<br>foreign legal persons |             |         |            |   |   |           |            |             |         |
| 境外自然人持股<br>Shares held by<br>foreign natural persons          |             |         |            |   |   |           |            |             |         |
| 二、无限售条件股份<br>II. Shares without limited<br>sale conditions    | 334,299,517 | 50.80%  |            |   |   | 3,133,023 | 3,133,023  | 337,432,540 | 46.35%  |
| 1、人民币普通股<br>1. RMB ordinary shares                            | 334,299,517 | 50.80%  |            |   |   | 3,133,023 | 3,133,023  | 337,432,540 | 46.35%  |
| 2、境内上市的外资股<br>2. Domestic listed foreign<br>shares            |             |         |            |   |   |           |            |             |         |
| 3、境外上市的外资股<br>3. Overseas listed<br>foreign shares            |             |         |            |   |   |           |            |             |         |
| 4、其他<br>4. Others                                             |             |         |            |   |   |           |            |             |         |
| 三、股份总数<br>III. Total number of shares                         | 658,010,940 | 100.00% | 70,000,000 | 0 | 0 | 0         | 70,000,000 | 728,010,940 | 100.00% |

#### 股份变动的原因

√ 适用 □ 不适用

(1) 2015年2月13日，公司非公开发行股份总量为7,000万股，发行对象总数为5名。本次发行募集资金总额为1,865,500,000.00元，扣除发行费用后，募集资金净额为1,830,121,939.03元，非公开发行新增的7,000万股已于2015年2月27日在深圳证券交易所上市。

(2) 截至本报告期末，公司股本总数为728,010,940股。

#### 股份变动的批准情况

#### Reason for equity changes

√Applicable □Not Applicable

(1) On February 13, 2015, the total number of non-public stocks issued by the Company was 70,000,000 shares, and there were totally 5 objects of offering. The total capital raised in this offering was RMB1, 865,500,000.00. After the offering expenses were deducted, the net amount of capital raised was RMB1, 830,121,939.03. 70,000,000 shares of newly added non-public stocks were listed on Shenzhen Stock Exchange on February 27, 2015.

(2) As of the end of the reporting period, the total number of capital stocks of the Company was 728,010,940 shares.

#### Approval on Equity Changes



√ 适用 □ 不适用

2014年7月11日，汤臣倍健第二届董事会第三十次会议审议通过了本次非公开发行股票的相关议案。

2014年7月31日，汤臣倍健2014年第一次临时股东大会审议通过了关于公司本次非公开发行股票的相关议案。

2014年11月28日，中国证监会创业板发行审核委员会审核通过本次非公开发行股票的申请。

2014年12月30日，公司收到中国证监会《关于核准汤臣倍健股份有限公司非公开发行股票的批复》（证监许可[2014]1426号），核准公司非公开发行不超过7,000万股新股。

2015年2月13日，公司在中国证券登记结算有限责任公司深圳分公司办理完成本次发行新增股份登记手续，本次非公开发行公司新增股份7,000万股。

2015年2月27日，经向深圳证券交易所申请，本次非公开发行新增7,000万股A股股票在深圳证券交易所上市。

股份变动的过户情况

□ 适用 √ 不适用

股份变动对最近一年和最近一期基本每股收益和稀释每股收益、归属于公司普通股股东的每股净资产等财务指标的影响

√ 适用 □ 不适用

本次股份变动使得近一年每股收益、稀释每股收益、归属于公司普通股股东的每股净资产下降，具体指标详见“第二节公司简介和主要财务指标”之“二、主要会计数据和财务指标”。

公司认为必要或证券监管机构要求披露的其他内容

□ 适用 √ 不适用

√Applicable □Not Applicable

On July 11, 2014, the 30<sup>th</sup> Meeting of the 2<sup>nd</sup> Session of the Board of Directors of BY-HEALTH discussed and approved relevant proposals on the non-public offering of stocks.

On July 31, 2014, the 1<sup>st</sup> Extraordinary General Meeting of BY-HEALTH in 2014 discussed and approved relevant proposals of the Company on the non-public offering of stocks.

On November 28, 2014, the Growth Enterprise Market Issuance Examination Commission of the China Securities Regulatory Commission reviewed and approved the application for the non-public offering of stocks.

On December 30, 2014, the Company received the *Approval on Non-public Offering of Stock of BY-HEALTH CO., LTD.* ([2014] No.1426 of License of CSRC) issued by the China Securities Regulatory Commission, to approve the Company's non-public offering of not more than 70,000,000 shares of new stocks.

On February 13, 2015, the Company completed the procedures for registration of newly issued shares in China Securities Depository and Clearing Co., Ltd. Shenzhen Branch. The newly added non-public shares issued by the Company were 70,000,000 shares.

On February 27, 2015, after applied to Shenzhen Stock Exchange, 70,000,000 shares of A-share non-public stocks newly issued were listed on Shenzhen Stock Exchange.

Transfer of Equity Changes

□Applicable √Not Applicable

**Influence of equity changes on the basic earnings per share and diluted earnings per share of the latest year and the latest period, net asset value per share attributable to the shareholders of ordinary shares of the Company and other financial indexes**

√Applicable □Not Applicable

The equity changes caused the reduction in the basic earnings per share and diluted earnings per share of the latest year and the net asset value per share attributable to the shareholders of ordinary shares of the Company. The detailed information about the indexes is shown in "II. Main Accounting Data and Financial Indexes" of "Section II Company Profile and Main Financial Indexes".

Other Contents that the Company thinks it is necessary or the securities regulatory institution requests to disclose

□Applicable √Not Applicable



## 2、限售股份变动情况

## 2. Changes in Shares with Limited Sale Conditions

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：股

Unit: Share

| 股东名称<br>Name of Shareholder | 期初限售股数<br>Opening Number of Shares with Limited Sale Conditions | 本期解除限售股数<br>Number of Shares with Limited Sale Conditions Eased in the Current Period | 本期增加限售股数<br>Number of Shares with Limited Sale Conditions Increased in the Current Period | 期末限售股数<br>Closing Number of Shares with Limited Sale Conditions | 限售原因<br>Reason for Limitation on Sale                    | 拟解除限售日期<br>Date Planned to Ease the Limitation on Sale |
|-----------------------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------|
| 梁允超<br>Liang Yunchao        | 282,940,946                                                     | 0                                                                                     | 0                                                                                         | 282,940,946                                                     | 高管锁定<br>Lock-up for senior management personnel          | 2016-1-4<br>2016-1-4                                   |
| 孙晋瑜<br>Sun Jinyu            | 11,519,694                                                      | 2,850,000                                                                             | 0                                                                                         | 8,669,694                                                       | 类高管锁定<br>Similar lock-up for senior management personnel | 2016-1-4<br>2016-1-4                                   |
| 周许挺<br>Zhou Xuting          | 856,872                                                         | 144,998                                                                               | 0                                                                                         | 711,874                                                         | 首发承诺<br>Commitment in the initial public offering        | 2016-1-27<br>2016-1-27                                 |
| 周霆<br>Zhou Ting             | 137,025                                                         | 137,025                                                                               | 0                                                                                         | 0                                                               | 首发承诺<br>Commitment in the initial public offering        | -<br>-                                                 |
| 汤晖<br>Tang Hui              | 12,540,012                                                      | 2,400,000                                                                             | 0                                                                                         | 10,140,012                                                      | 高管锁定<br>Lock-up for senior management personnel          | 2016-1-4<br>2016-1-4                                   |
| 陈宏<br>Chen Hong             | 10,117,854                                                      | 1,500,000                                                                             | 0                                                                                         | 8,617,854                                                       | 高管锁定<br>Lock-up for senior                               | 2016-1-4<br>2016-1-4                                   |

|                                       |            |           |            |            |                                                             |           |
|---------------------------------------|------------|-----------|------------|------------|-------------------------------------------------------------|-----------|
|                                       |            |           |            |            | management personnel                                        |           |
| 梁水生                                   | 10,053,954 | 1,500,000 | 0          | 8,553,954  | 高管锁定                                                        | 2016-1-4  |
| Liang Shuisheng                       |            |           |            |            | Lock-up for senior management personnel                     | 2016-1-4  |
| 龙翠耘                                   | 619,166    | 0         | 0          | 619,166    | 高管锁定                                                        | -         |
| Long Cuiyun                           |            |           |            |            | Lock-up for senior management personnel                     | -         |
| 吴震瑜                                   | 127,800    | 0         | 0          | 127,800    | 高管锁定                                                        | 2016-1-4  |
| Wu Zhenyu                             |            |           |            |            | Lock-up for senior management personnel                     | 2016-1-4  |
| 蒋钢                                    | 197,100    | 0         | 0          | 197,100    | 高管锁定                                                        | 2016-1-4  |
| Jiang Gang                            |            |           |            |            | Lock-up for senior management personnel                     | 2016-1-4  |
| 余惠仙                                   | 1,000      | 1,000     | 0          | 0          | 高管锁定                                                        | -         |
| Yu Huixian                            |            |           |            |            | Lock-up for senior management personnel                     | -         |
| 重庆新丰佳贸易有限公司                           | 0          | 0         | 14,100,000 | 14,100,000 | 首发后机构类限售股                                                   | 2016-2-29 |
| Chongqing Xinfengjia Trade Co., Ltd.  |            |           |            |            | Institution restricted shares after initial public offering | 2016-2-29 |
| 杭州三赢实业有限公司                            | 0          | 0         | 14,050,000 | 14,050,000 | 首发后机构类限售股                                                   | 2016-2-29 |
| Hangzhou All-win Industrial Co., Ltd. |            |           |            |            | Institution restricted shares after initial public offering | 2016-2-29 |
| 财通基金一工商                               | 0          | 0         | 1,108,551  | 1,108,551  | 首发后机构类限售股                                                   | 2016-2-29 |

|                                                                                                                                                                                                                                            |   |   |           |           |                                                                                                                |                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|-----------|-----------|----------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| 银行—中国对外<br>经济贸易信托—<br>外贸信托 恒盛定<br>向增发投资集合<br>资金信托计划<br><br>TenPay Funds --<br>ICBC --China<br>Foreign Economy<br>and Trade Trust --<br>foreign trade<br>trust Glorious<br>private placement<br>investment<br>assembled funds<br>trust plan |   |   |           |           | 售股<br><br><br><br><br><br><br><br><br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29                                      |
| 财通基金—工商<br>银行—财通基金<br>—富春海捷定增<br>52 号资产管理计<br>划<br><br>TenPay Funds --<br>ICBC -- TenPay<br>Funds -- Fuchun<br>Haijie Private<br>Placement No.52<br>Assets<br>Management Plan                                                              | 0 | 0 | 1,034,648 | 1,034,648 | 首发后机构类限<br>售股<br><br><br><br><br><br><br>Institution<br>restricted shares<br>after initial public<br>offering  | 2016-2-29<br><br><br><br><br><br><br>2016-2-29 |
| 财通基金—工商<br>银行—富春定增<br>66 号资产管理计<br>划<br><br>TenPay Funds --<br>ICBC -- Fuchun<br>Private Placement<br>No.66 Assets<br>Management Plan                                                                                                      | 0 | 0 | 517,324   | 517,324   | 首发后机构类限<br>售股<br><br><br><br><br><br><br>Institution<br>restricted shares<br>after initial public<br>offering  | 2016-2-29<br><br><br><br><br><br><br>2016-2-29 |
| 财通基金—工商<br>银行—广发 1 号资<br>产管理计划<br><br>TenPay Funds --<br>ICBC -- Guangfa<br>No.1 Assets                                                                                                                                                    | 0 | 0 | 554,275   | 554,275   | 首发后机构类限<br>售股<br><br><br><br><br><br><br>Institution<br>restricted shares<br>after initial public              | 2016-2-29<br><br><br><br><br><br><br>2016-2-29 |

|                                                                                                                                                                                                                  |   |   |           |           |                                                                                           |                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|-----------|-----------|-------------------------------------------------------------------------------------------|----------------------------|
| Management Plan                                                                                                                                                                                                  |   |   |           |           | offering                                                                                  |                            |
| 财通基金—工商<br>银行—富春定增<br>208 号资产管理计<br>划<br>TenPay Funds --<br>ICBC -- Fuchun<br>Private Placement<br>No.208 Assets<br>Management Plan                                                                              | 0 | 0 | 1,847,585 | 1,847,585 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 华安基金公司—<br>工行—外贸信托<br>—外贸信托 恒盛<br>定向增发投资集<br>合资金信托计划<br>HuaAn Funds<br>--ICBC -- Foreign<br>trade trust<br>--Foreign trade<br>trust Glorious<br>private placement<br>investment<br>assembled funds<br>trust plan | 0 | 0 | 1,010,000 | 1,010,000 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 华安基金—兴业<br>银行—华安定增<br>量化 1 号资产管理<br>计划<br>HuaAn Funds<br>--Industrial Bank<br>--HuaAn private<br>placement<br>quantitative No.1<br>assets management<br>plan                                                     | 0 | 0 | 346,000   | 346,000   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 华安基金—兴业<br>银行—中国对外<br>经济贸易信托有<br>限公司<br>HuaAn Funds<br>--Industrial Bank<br>--China Foreign                                                                                                                      | 0 | 0 | 815,000   | 815,000   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public             | 2016-2-29<br><br>2016-2-29 |

|                                                                                                                                                                                                   |   |   |            |            |                                                                              |                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|------------|------------|------------------------------------------------------------------------------|----------------------------|
| Economy and Trade Trust Co., Ltd.                                                                                                                                                                 |   |   |            |            | offering                                                                     |                            |
| 华安基金—兴业银行—山东省国有资产投资控股有限公司<br>HuaAn Funds --Industrial Bank --Shandong State-owned Assets Investment Holdings Co., Ltd.                                                                            | 0 | 0 | 2,480,000  | 2,480,000  | 首发后机构类限售股<br><br>Institution restricted shares after initial public offering | 2016-2-29<br><br>2016-2-29 |
| 华安基金—兴业银行—西域定增 1 号资产管理计划<br>HuaAn Funds --Industrial Bank --Western Private Placement No.1 Assets Management Plan                                                                                 | 0 | 0 | 489,000    | 489,000    | 首发后机构类限售股<br><br>Institution restricted shares after initial public offering | 2016-2-29<br><br>2016-2-29 |
| 国联安基金—浦发银行—国联安—诚品—定增 7 号特定多客户资产管理计划<br>GTJA Allianz Funds --Shanghai Pudong Development Bank -- GTJA Allianz --Eslite --Private Placement No.7 Specified Multiple-customer Assets Management Plan | 0 | 0 | 14,000,000 | 14,000,000 | 首发后机构类限售股<br><br>Institution restricted shares after initial public offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大银行—财通基金—富春定增 96 号资产管理计划                                                                                                                                                                    | 0 | 0 | 554,275    | 554,275    | 首发后机构类限售股                                                                    | 2016-2-29                  |

|                                                                                                                                                                                                              |   |   |         |         |                                                                                           |                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---------|---------|-------------------------------------------------------------------------------------------|----------------------------|
| TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Fuchun<br>Private Placement<br>No.96 Assets<br>Management Plan                                                                             |   |   |         |         | Institution<br>restricted shares<br>after initial public<br>offering                      | 2016-2-29                  |
| 财通基金—光大<br>银行—建州定增 1<br>号资产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- Jianzhou<br>Private Placement<br>No.1 Assets<br>Management Plan                                                        | 0 | 0 | 221,710 | 221,710 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金<br>—富春分级型定<br>增宝 1 号资产管理<br>计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Fuchun<br>Grading Private<br>Placement Treasure<br>No.1 Assets<br>Management Plan | 0 | 0 | 258,662 | 258,662 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金<br>—汇腾定增 2 号资<br>产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Widen<br>Private Placement<br>No.2 Assets<br>Management Plan                              | 0 | 0 | 295,614 | 295,614 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金                                                                                                                                                                                           | 0 | 0 | 369,517 | 369,517 | 首发后机构类限<br>售股                                                                             | 2016-2-29                  |

|                                                                                                                                                                                      |   |   |         |         |                                                                                           |                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---------|---------|-------------------------------------------------------------------------------------------|----------------------------|
| 一富春定增 65 号<br>资产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Fuchun<br>Private Placement<br>No.65 Assets<br>Management Plan                         |   |   |         |         | Institution<br>restricted shares<br>after initial public<br>offering                      | 2016-2-29                  |
| 财通基金—光大<br>银行—财通基金<br>—富春定增 107 号<br>资产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Fuchun<br>Private Placement<br>No.107 Assets<br>Management Plan | 0 | 0 | 110,855 | 110,855 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金<br>—富春定增 120 号<br>资产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Fuchun<br>Private Placement<br>No.120 Assets<br>Management Plan | 0 | 0 | 110,855 | 110,855 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金<br>—建州定增 2 号资<br>产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- TenPay<br>Funds -- Jianzhou<br>Private Placement<br>No.2 Assets<br>Management Plan   | 0 | 0 | 221,710 | 221,710 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |

|                                                                                                                                                                                   |   |   |           |           |                                                                                           |                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|-----------|-----------|-------------------------------------------------------------------------------------------|----------------------------|
| 财通基金—光大<br>银行—富春定增<br>156 号资产管理计<br>划<br><br>TenPay Funds --<br>China Everbright<br>Bank -- Fuchun<br>Private Placement<br>No.156 Assets<br>Management Plan                       | 0 | 0 | 295,614   | 295,614   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—光大<br>银行—财通基金<br>—富春定增 182 号<br>资产管理计划<br><br>TenPay Funds --<br>China Everbright<br>Bank --TenPay<br>Funds--Fuchun<br>Private Placement<br>No.182 Assets<br>Management Plan | 0 | 0 | 739,034   | 739,034   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—平安<br>银行—汪闻然<br><br>TenPay Funds<br>--Ping An Bank --<br>Wang Wenran                                                                                                         | 0 | 0 | 184,758   | 184,758   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 华安基金—光大<br>银行—中国对外<br>经济贸易信托有<br>限公司<br><br>HuaAn Funds<br>--China Everbright<br>Bank --China<br>Foreign Economy<br>and Trade Trust<br>Co., Ltd.                                  | 0 | 0 | 1,060,000 | 1,060,000 | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金—浦发<br>银行—财通基金<br>—富春定增 157 号<br>资产管理计划                                                                                                                                       | 0 | 0 | 3,303,482 | 3,303,482 | 首发后机构类限<br>售股                                                                             | 2016-2-29                  |



|                                                                                                                                              |             |           |            |             |                                                                                           |                            |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----------|------------|-------------|-------------------------------------------------------------------------------------------|----------------------------|
| TenPay Funds --<br>Shanghai Pudong<br>Development Bank<br>--TenPay<br>Funds--Fuchun<br>Private Placement<br>No.157 Assets<br>Management Plan |             |           |            |             | Institution<br>restricted shares<br>after initial public<br>offering                      | 2016-2-29                  |
| 财通基金－民生<br>银行－曙光 10 号<br>资产管理计划<br>TenPay Funds<br>--China Minsheng<br>Banking Corp. Ltd.<br>-- Shuguang No.10<br>Assets<br>Management Plan  | 0           | 0         | 2,217,102  | 2,217,102   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 财通基金－民生<br>银行－曙光 8 号资<br>产管理计划<br>TenPay Funds<br>--China Minsheng<br>Banking Corp. Ltd.<br>-- Shuguang No.8<br>Assets<br>Management Plan    | 0           | 0         | 7,704,429  | 7,704,429   | 首发后机构类限<br>售股<br><br>Institution<br>restricted shares<br>after initial public<br>offering | 2016-2-29<br><br>2016-2-29 |
| 合计<br>Total                                                                                                                                  | 329,111,423 | 8,533,023 | 70,000,000 | 390,578,400 | --                                                                                        | --                         |

## 二、证券发行与上市情况

## II. Securities Issuance and Listing

### 1、报告期内证券发行（不含优先股）情况

### 1. Securities Issuance in the Reporting Period (excluding preferred stocks)

√ 适用 □ 不适用

√Applicable□Not Applicable

| 股票及其衍生证<br>券名称 | 发行日期 | 发行价格（或利<br>率） | 发行数量 | 上市日期 | 获准上市交易<br>数量 | 交易终止日期 |
|----------------|------|---------------|------|------|--------------|--------|
|----------------|------|---------------|------|------|--------------|--------|

| Name of Stock and its Derivative Securities                               | Date of issuance                      | Offering Price (or Interest Rate) | Offering Volume | Listing Date                          | Transaction Volume Approved for Listing | Date of Termination of Transaction    |
|---------------------------------------------------------------------------|---------------------------------------|-----------------------------------|-----------------|---------------------------------------|-----------------------------------------|---------------------------------------|
| 股票类<br>Stock                                                              |                                       |                                   |                 |                                       |                                         |                                       |
| 非公开发行人民币普通股 (A 股)<br>Non-public offering of RMB ordinary shares (A-share) | 2015 年 02 月 13 日<br>December 13, 2015 | 每股 26.65 元<br>RMB26.65 per share  | 70,000,000      | 2015 年 02 月 27 日<br>February 27, 2015 | 70,000,000                              | 2016 年 02 月 27 日<br>February 27, 2016 |

报告期内证券发行（不含优先股）情况的说明

2015年2月13日，公司非公开发行股份总量为7,000万股，发行对象总数为5名。此次非公开发行新增股票已于2015年2月27日在深圳证券交易所上市，限售期为新增股份上市之日起12个月，上市流通时间为2016年2月29日。

Statement on securities issuance in the reporting period (excluding preferred stocks)

On February 13, the total number of non-public stocks issued by the Company was 70,000,000 shares, and there were totally 5 objects of offering. The non-public stocks newly issued this time were listed on Shenzhen Stock Exchange on February 27, 2015. The restricted period of trading was 12 months from the date of listing of the newly issued shares. The time of putting the stocks in market and circulation was February 29, 2016.

## 2、公司股份总数及股东结构的变动、公司资产和负债结构的变动情况说明

√ 适用 □ 不适用

2015年2月13日，公司非公开发行股份总量为7,000万股，发行对象总数为5名。本次发行募集资金总额为1,865,500,000.00元，扣除发行费用后，募集资金净额为1,830,121,939.03元，非公开发行新增的7,000万股已于2015年2月27日在深圳证券交易所上市。公司股本由658,010,940股增加至728,010,940股，新增7,000万股股票限售期为新增股份上市之日起12个月，上市流通时间为2016年2月29日。

## 2. Statement on Changes in Total Volume of Stocks and Shareholders' Structure, and Changes in the Company's Structure of Assets and Liabilities

√Applicable □Not Applicable

On February 13, 2015, the total volume of non-public stocks issued by the Company was 70,000,000, and there were totally 5 objects of offering. The total capital raised in this offering was RMB1, 865,500,000.00. After the offering expenses were deducted, the net amount of capital raised was RMB1, 830,121,939.03. 70,000,000 shares of newly added non-public stocks were listed on Shenzhen Stock Exchange on February 27, 2015. The capital stocks of the Company were increased from 658,010,940 shares to 728,010,940 shares. The restricted period of trading of the newly issued 70,000,000 shares was 12 months from the date of listing of the newly issued shares. The time of

putting the stocks in market and circulation was February 29, 2016.

### 3、现存的内部职工股情况

### 3. Existing Internal Employee Shares

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 三、股东和实际控制人情况

## III. Shareholders and Actual Controller

### 1、公司股东数量及持股情况

### 1. Number of Shareholders of the Company and Their Shareholdings

单位：股

Unit: Share

| 报告期末普通股<br>股东总数                                                                                | 24,732                           | 年度报告披露日<br>前上一月末普通<br>股股东总数                                                                                                               | 26,485                                                                                  | 报告期末表决权<br>恢复的优先股股<br>东总数（如有）<br>（参见注 9）                                                                                                                           | 0                                                                                      | 年度报告披露日前<br>上一月末表决权恢<br>复的优先股股东总<br>数（如有）（参见注<br>9）                                                                                                                                                           | 0                             |            |
|------------------------------------------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------|
| Total Number of<br>Shareholders of<br>Ordinary Shares<br>at the End of the<br>Reporting Period |                                  | Total Number of<br>Shareholders of<br>Ordinary Shares at<br>the End of the<br>Month before the<br>Disclosure Date of<br>the Annual Report |                                                                                         | Total Number of<br>Shareholders of<br>Preferred Shares<br>with Voting<br>Right Recovered<br>at the End of the<br>Reporting Period<br>(if any) (Refer to<br>Note 9) |                                                                                        | Total Number of<br>Shareholders of<br>Preferred Shares<br>with Voting Right<br>Recovered at the<br>End of the Month<br>before the<br>Disclosure Date of<br>the Annual Report<br>(if any) (Refer to<br>Note 9) |                               |            |
| 持股 5%以上的股东或前 10 名股东持股情况                                                                        |                                  |                                                                                                                                           |                                                                                         |                                                                                                                                                                    |                                                                                        |                                                                                                                                                                                                               |                               |            |
| Shareholdings of shareholders with shareholding ratio above 5% or top 10 shareholders          |                                  |                                                                                                                                           |                                                                                         |                                                                                                                                                                    |                                                                                        |                                                                                                                                                                                                               |                               |            |
| 股东名称<br>Name of<br>Shareholder                                                                 | 股东性质<br>Nature of<br>Shareholder | 持股比例<br>Sharehold<br>ing Ratio                                                                                                            | 报告期末持<br>股数量<br>Amount of<br>Shares Held<br>at the End of<br>the<br>Reporting<br>Period | 报告期内增<br>减变动情况<br>Changes in the<br>Reporting<br>Period                                                                                                            | 持有有限售<br>条件的股份<br>数量<br>Amount of<br>Shares Held<br>with Limited<br>Sale<br>Conditions | 持有无限售<br>条件的股份<br>数量<br>Amount of<br>Shares Held<br>without<br>Limited Sale<br>Conditions                                                                                                                     | 质押或冻结情况<br>Pledge or Freezing |            |
|                                                                                                |                                  |                                                                                                                                           |                                                                                         |                                                                                                                                                                    |                                                                                        |                                                                                                                                                                                                               | 股份状态<br>State of<br>Shares    | 数量<br>Held |
| 梁允超                                                                                            | 境内自然人                            | 48.81%                                                                                                                                    | 355,305,871                                                                             | -21,948,725                                                                                                                                                        | 282,940,946                                                                            | 72,364,925                                                                                                                                                                                                    | 质押                            | 8,000,000  |

|                                                                                                                                                              |                                       |        |             |             |             |            |        |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------|-------------|-------------|-------------|------------|--------|------------|
| Liang Yunchao                                                                                                                                                | Domestic natural person               | 48.81% | 355,305,871 | -21,948,725 | 282,940,946 | 72,364,925 | Pledge | 8,000,000  |
| 重庆新丰佳贸易有限公司                                                                                                                                                  | 境内非国有法人                               | 1.94%  | 14,100,000  | 14,100,000  | 14,100,000  | 0          | 质押     | 14,100,000 |
| Chongqing Xinfengjia Trade Co., Ltd.                                                                                                                         | Domestic non-state-owned legal person | 1.94%  | 14,100,000  | 14,100,000  | 14,100,000  | 0          | Pledge | 14,100,000 |
| 杭州三赢实业有限公司                                                                                                                                                   | 境内非国有法人                               | 1.93%  | 14,050,000  | 14,050,000  | 14,050,000  | 0          | 质押     | 14,050,000 |
| Hangzhou All-win Industrial Co., Ltd.                                                                                                                        | Domestic non-state-owned legal person | 1.93%  | 14,050,000  | 14,050,000  | 14,050,000  | 0          | Pledge | 14,050,000 |
| 国联安基金—浦发银行—国联安—诚品—定增7号特定多客户资产管理计划                                                                                                                            | 境内非国有法人                               | 1.92%  | 14,000,000  | 14,000,000  | 14,000,000  | 0          | 否      | 0          |
| GTJA Allianz Funds ----Shanghai Pudong Development Bank -- GTJA Allianz --Eslite --Private Placement No.7 Specified Multiple-customer Assets Management Plan | Domestic non-state-owned legal person | 1.92%  | 14,000,000  | 14,000,000  | 14,000,000  | 0          | No     | 0          |
| 汤晖                                                                                                                                                           | 境内自然人                                 | 1.53%  | 11,120,000  | -2,400,016  | 10,140,012  | 979,988    | 否      | 0          |
| Tang Hui                                                                                                                                                     | Domestic natural person               | 1.53%  | 11,120,000  | -2,400,016  | 10,140,012  | 979,988    | No     | 0          |
| 梁水生                                                                                                                                                          | 境内自然人                                 | 1.46%  | 10,600,000  | -805,272    | 8,553,954   | 2,046,046  | 否      | 0          |
| Liang Shuisheng                                                                                                                                              | Domestic natural person               | 1.46%  | 10,600,000  | -805,272    | 8,553,954   | 2,046,046  | No     | 0          |
| 陈宏                                                                                                                                                           | 境内自然人                                 | 1.43%  | 10,400,000  | -1,090,472  | 8,617,854   | 1,782,146  | 否      | 0          |
| Chen Hong                                                                                                                                                    | Domestic natural person               | 1.43%  | 10,400,000  | -1,090,472  | 8,617,854   | 1,782,146  | No     | 0          |
| 中央汇金资产管理有限责任公司                                                                                                                                               | 国有法人                                  | 1.25%  | 9,087,100   | 9,087,100   | 0           | 9,087,100  | 否      | 0          |
| Central Huijin                                                                                                                                               | State-owned legal                     | 1.25%  | 9,087,100   | 9,087,100   | 0           | 9,087,100  | No     | 0          |

|                                                                                                                                                                  |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                             |            |                              |   |            |   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------|------------------------------|---|------------|---|
| Assets Management Co., Ltd.                                                                                                                                      | person                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                             |            |                              |   |            |   |
| 孙晋瑜                                                                                                                                                              | 境内自然人                                 | 1.19%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 8,669,694                                                                                                   | -2,850,000 | 8,669,694                    | 0 | 否          | 0 |
| Sun Jinyu                                                                                                                                                        | Domestic natural person               | 1.19%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 8,669,694                                                                                                   | -2,850,000 | 8,669,694                    | 0 | No         | 0 |
| 财通基金－民生银行－曙光 8 号资产管理计划                                                                                                                                           | 境内非国有法人                               | 1.06%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 7,704,429                                                                                                   | 7,704,429  | 274,940,946                  | 0 | 否          | 0 |
| TenPay Funds --China Minsheng Banking Corp. Ltd. -- Shuguang No.8 Assets Management Plan                                                                         | Domestic non-state-owned legal person | 1.06%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 7,704,429                                                                                                   | 7,704,429  | 274,940,946                  | 0 | No         | 0 |
| 战略投资者或一般法人因配售新股成为前 10 名股东的情况<br>Information about strategic investors or general legal persons becoming top 10 shareholders due to issuance of additional shares |                                       | 重庆新丰佳贸易有限公司、杭州三赢实业有限公司因参与公司非公开发行成为公司前十大股东，其所持股份已于 2015 年 2 月 27 日在深圳证券交易所上市，限售期为新增股份上市之日起 12 个月，上市流通时间为 2016 年 2 月 29 日。<br>Chongqing Xinfengjia Trade Co., Ltd. and Hangzhou All-win Industrial Co., Ltd. became the Company’s top ten shareholders as they participated in the non-public offering of stock. The shares held by them were listed on Shenzhen Stock Exchange on February 27, 2015. The restricted period of trading was 12 months from the date of listing of the newly issued shares, and the time of putting them in market and circulation was February 29, 2016. |                                                                                                             |            |                              |   |            |   |
| 上述股东关联关系或一致行动的说明<br>Statement on associations or unanimous actions among above-mentioned shareholders                                                            |                                       | 前十名股东中孙晋瑜女士为公司控股股东及实际控制人梁允超先生的岳母，存在关联关系。<br>Among the top ten shareholders, Ms Sun Jinyu is the mother-in-law of Mr. Liang Yunchao, the controlling shareholder and actual controller of the Company. They have association relationship.                                                                                                                                                                                                                                                                                                                                             |                                                                                                             |            |                              |   |            |   |
| 前 10 名无限售条件股东持股情况<br>Shareholdings of top 10 shareholders without limited sale conditions                                                                        |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                             |            |                              |   |            |   |
| 股东名称<br>Name of Shareholder                                                                                                                                      |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 报告期末持有无限售条件股份数量<br>Amount of shares held without limited sale conditions at the end of the reporting period |            | 股份种类<br>Type of Share        |   |            |   |
|                                                                                                                                                                  |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                             |            | 股份种类<br>Type of Share        |   | 数量<br>Held |   |
| 梁允超<br>Liang Yunchao                                                                                                                                             |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 72,364,925                                                                                                  |            | 人民币普通股<br>RMB Ordinary Share |   | 72,364,925 |   |
| 中央汇金资产管理有限责任公司<br>Central Huijin Assets Management Co., Ltd.                                                                                                     |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 9,087,100                                                                                                   |            | 人民币普通股<br>RMB Ordinary Share |   | 9,087,100  |   |

|                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                              |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------|
| 山东省国有资产投资控股有限公司<br>Shandong State-owned Assets Investment Holdings Co., Ltd.                                                                                                                                                                                                                                                                    | 4,987,698                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 4,987,698 |
| 易方达新丝路灵活配置混合型证券投资基金<br>Easy Fonda New Silk Road Flexible Configuration Mixed Securities Investment Fund                                                                                                                                                                                                                                         | 4,606,614                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 4,606,614 |
| 龚炳辉<br>Gong Binghui                                                                                                                                                                                                                                                                                                                             | 4,605,600                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 4,605,600 |
| 齐鲁制药有限公司<br>Qilu Pharmaceutical Co., Ltd.                                                                                                                                                                                                                                                                                                       | 4,500,005                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 4,500,005 |
| 汇添富医疗服务灵活配置混合型证券投资基金<br>China Universal Asset Management Medical Service Flexible Configuration Mixed Securities Investment Fund                                                                                                                                                                                                                | 4,020,741                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 4,020,741 |
| 科威特政府投资局<br>Kuwait Investment Authority                                                                                                                                                                                                                                                                                                         | 3,481,061                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 3,481,061 |
| 国泰人寿保险股份有限公司－自有资金<br>Cathay Life Insurance Co., Ltd. -- self-owned funds                                                                                                                                                                                                                                                                        | 3,400,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 3,400,000 |
| 易方达积极成长证券投资基金<br>Easy Fonda Positive Growth Securities Investment Fund                                                                                                                                                                                                                                                                          | 2,999,900                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 人民币普通股<br>RMB Ordinary Share | 2,999,900 |
| 前 10 名无限售流通股股东之间，以及前 10 名无限售流通股股东和前 10 名股东之间关联关系或一致行动的说明<br><br>Statement on associations or unanimous actions among top 10 shareholders of circulation stocks without limited sale conditions, and associations or unanimous actions between top 10 shareholders of circulation stocks without limited sale conditions and top 10 shareholders | <p>前十名股东中孙晋瑜女士为公司控股股东及实际控制人梁允超先生的岳母；前十名无限售条件流通股股东中易方达新丝路灵活配置混合型证券投资基金、易方达积极成长证券投资基金均为易方达基金管理有限公司旗下基金，存在关联关系；公司未知其他前十名无限售股东之间是否存在关联关系，也未知是否属于一致行动人。</p> <p>Among the top ten shareholders, Ms Sun Jinyu is the mother-in-law of Mr. Liang Yunchao, the controlling shareholder and actual controller of the Company. Among the top ten shareholders of circulation stocks without limited sale conditions, Easy Fonda New Silk Road Flexible Configuration Mixed Securities Investment Fund and Easy Fonda Positive Growth Securities Investment Fund are the funds affiliated to E Fund Management Co., Ltd., which have association relationship. The Company does neither know whether other top ten shareholders without limited sale conditions have association relationship, nor know whether they belong to the entities with unanimous actions.</p> |                              |           |

|                                                                                        |          |
|----------------------------------------------------------------------------------------|----------|
| 参与融资融券业务股东情况说明<br>Statement on shareholders participating in securities margin trading | 无<br>N/A |
|----------------------------------------------------------------------------------------|----------|

公司前 10 名普通股股东、前 10 名无限售条件普通股股东在报告期内是否进行约定购回交易

Whether the top 10 shareholders of ordinary shares and the top 10 shareholders of ordinary shares without limited sale conditions of the Company agree on repurchase transaction in the reporting period?

☐ 是 ☒ 否

☐ Yes ☒ No

## 2、公司控股股东情况

## 2. Controlling Shareholder of the Company

控股股东性质：自然人控股

Nature of controlling shareholder: Natural person controlling

控股股东类型：自然人

Type of controlling shareholder: Natural person

| 控股股东姓名<br>Name of Controlling Shareholder                                                                                                               | 国籍<br>Nationality                                                                                                                                                                                                                              | 是否取得其他国家或地区居留权<br>Whether the right of residence in other country or region is obtained |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 梁允超<br>Liang Yunchao                                                                                                                                    | 中国<br>Chinese                                                                                                                                                                                                                                  | 是（中国香港）<br>Yes (Hong Kong)                                                              |
| 主要职业及职务<br>Main occupation and title                                                                                                                    | 2008 年 9 月至今任本公司董事长；2013 年 10 月至今任诚承投资控股有限公司法定代表人、董事长<br>He has acted as the Chairman of the Company from September, 2008 till now, and the Legal Representative and Chairman of Chengcheng Investment Holdings Co., Ltd. since October, 2013. |                                                                                         |
| 报告期内控股和参股的其他境内外上市公司的股权情况<br>Equity of other domestic and overseas listed companies where he has controlled and participated during the reporting period | 无<br>N/A                                                                                                                                                                                                                                       |                                                                                         |

控股股东报告期内变更

Change of Controlling Shareholder during the Reporting Period

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 3、公司实际控制人情况

## 3. Actual Controller of the Company

实际控制人性质：境内自然人

Nature of actual controller: Domestic natural person

实际控制人类型：自然人

Type of actual controller: Natural person

| 实际控制人姓名<br>Name of Actual Controller                                                                                       | 国籍<br>Nationality                                                                                                                                                                                                                              | 是否取得其他国家或地区居留权<br>Whether the right of residence in other country or region is obtained |
|----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 梁允超<br>Liang Yunchao                                                                                                       | 中国<br>Chinese                                                                                                                                                                                                                                  | 是（中国香港）<br>Yes (Hong Kong)                                                              |
| 主要职业及职务<br>Main occupation and title                                                                                       | 2008 年 9 月至今任本公司董事长；2013 年 10 月至今任诚承投资控股有限公司法定代表人、董事长<br>He has acted as the Chairman of the Company from September, 2008 till now, and the Legal Representative and Chairman of Chengcheng Investment Holdings Co., Ltd. since October, 2013. |                                                                                         |
| 过去 10 年曾控股的境内外上市公司情况<br>Domestic and overseas listed companies which have ever been controlled by him in the past 10 years | 无<br>N/A                                                                                                                                                                                                                                       |                                                                                         |

公司最终控制层面是否存在持股比例在 10%以上的股东情况

☐ 是 ☒ 否

实际控制人报告期内变更

☐ 适用 ☒ 不适用

Whether there are shareholders with the shareholding ratio over 10% in the final control level of the Company?

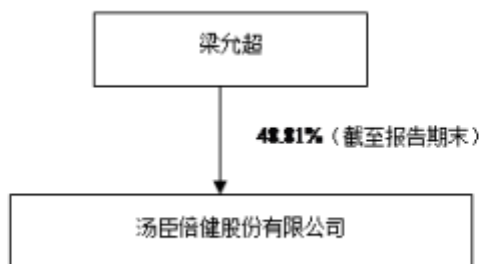
☐ Yes ☒ No

Change of actual controller during the reporting period

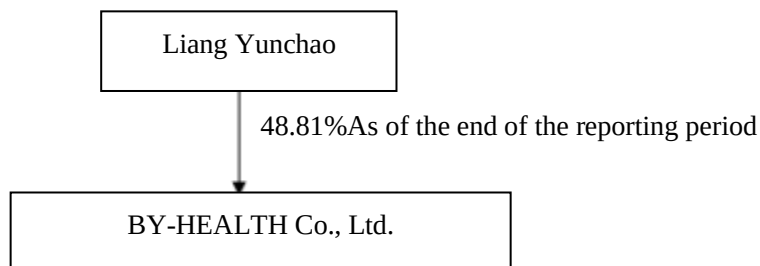
☐ Applicable ☒ Not Applicable

公司与实际控制人之间的产权及控制关系的方框图

Block Diagram of Equity and Control Relationship between the Company and its Actual Controller







实际控制人通过信托或其他资产管理方式控制公司

Companies controlled by the actual controller through trust or other methods of assets management

☐ 适用 ☒ 不适用

☐Applicable ☒Not Applicable

#### 4、其他持股在 10%以上的法人股东

#### 4. Other Legal-person Shareholders with Shareholding Ratio over 10%

☐ 适用 ☒ 不适用

☐Applicable ☒Not Applicable

#### 5、控股股东、实际控制人、重组方及其他承诺主体股份限制减持情况

#### 5. Shareholding Restriction and Reduction of Controlling Shareholder, Actual Controller, Restructuring Party and other Commitment Entities

☐ 适用 ☒ 不适用

☐Applicable ☒Not Applicable

## 第八节董事、监事、高级管理人员

## Section VIII Directors,

## 和员工情况

## Supervisors, Senior Management

## Personnel and Employees

### 一、董事、监事和高级管理人员持股变动

### I. Changes in Shareholdings of Directors, Supervisors and Senior Management Personnel

单位：股

Unit: Share

| 姓名                     | 职务                    | 任职状态                          | 性别        | 年龄  | 任期起始日期                                 | 任期终止日期                                 | 期初持股数<br>(股)                                   | 本期增<br>持股份<br>数量<br>(股)                                                  | 本期减<br>持股份<br>数量<br>(股)                                                 | 期末持股数<br>(股)                                  |
|------------------------|-----------------------|-------------------------------|-----------|-----|----------------------------------------|----------------------------------------|------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------|
| Name                   | Position              | State of<br>Office<br>Holding | Gender    | Age | Start Date<br>of Term of<br>office     | End Date<br>of Term of<br>office       | Opening<br>Shareholdin<br>g Volume<br>(shares) | Share<br>Volume<br>Increase<br>d in the<br>Current<br>Period<br>(shares) | Share<br>Volume<br>Decreased<br>in the<br>Current<br>Period<br>(shares) | Closing<br>Shareholding<br>Volume<br>(shares) |
| 梁允超<br>Liang Yunchao   | 董事长<br>Chairman       | 现任<br>Incumbent               | 男<br>Male | 47  | 2008 年 09 月 16 日<br>September 16, 2008 | 2017 年 09 月 26 日<br>September 26, 2017 | 377,254,596                                    | 0                                                                        | 21,948,725                                                              | 355,305,871                                   |
| 梁水生<br>Liang Shuisheng | 副董事长<br>Vice Chairman | 现任<br>Incumbent               | 男<br>Male | 51  | 2011 年 09 月 26 日<br>September 26, 2011 | 2017 年 09 月 26 日<br>September 26, 2017 | 11,405,272                                     | 0                                                                        | 805,272                                                                 | 10,600,000                                    |
| 林志成                    | 董事、总经<br>理            | 现任                            | 男         | 48  | 2014 年 09 月 26 日                       | 2017 年 09 月 26 日                       | 0                                              | 0                                                                        | 0                                                                       | 0                                             |

|              |                                  |           |        |    |                    |                    |            |   |           |            |
|--------------|----------------------------------|-----------|--------|----|--------------------|--------------------|------------|---|-----------|------------|
| Lin Zhicheng | Director, General Manager        | Incumbent | Male   |    | September 26, 2014 | September 26, 2017 |            |   |           |            |
| 汤晖           | 董事                               | 现任        | 男      | 48 | 2008 年 09 月 16 日   | 2017 年 09 月 26 日   | 13,520,016 | 0 | 2,400,016 | 11,120,000 |
| Tang Hui     | Director                         | Incumbent | Male   |    | September 16, 2008 | September 26, 2017 |            |   |           |            |
| 刘恒           | 独立董事                             | 现任        | 男      | 52 | 2014 年 09 月 26 日   | 2017 年 09 月 26 日   | 0          | 0 | 0         | 0          |
| Liu Heng     | Independent Director             | Incumbent | Male   |    | September 26, 2014 | September 26, 2017 |            |   |           |            |
| 胡玉明          | 独立董事                             | 现任        | 男      | 51 | 2011 年 09 月 26 日   | 2017 年 09 月 26 日   | 0          | 0 | 0         | 0          |
| Hu Yuming    | Independent Director             | Incumbent | Male   |    | September 26, 2011 | September 26, 2017 |            |   |           |            |
| 吴传斌          | 独立董事                             | 离任        | 男      | 53 | 2013 年 07 月 15 日   | 2016 年 01 月 25 日   | 0          | 0 | 0         | 0          |
| Wu Chuanbin  | Independent Director             | Outgoing  | Male   |    | July 15, 2013      | January 25, 2016   |            |   |           |            |
| 张平           | 独立董事                             | 现任        | 男      | 46 | 2016 年 01 月 25 日   | 2017 年 09 月 26 日   | 0          | 0 | 0         | 0          |
| Zhang Ping   | Independent Director             | Incumbent | Male   |    | January 25, 2016   | September 26, 2017 |            |   |           |            |
| 蒋钢           | 监事会主席                            | 现任        | 男      | 48 | 2008 年 09 月 16 日   | 2017 年 09 月 26 日   | 262,800    | 0 | 60,000    | 202,800    |
| Jiang Gang   | Chairman of board of supervisors | Incumbent | Male   |    | September 16, 2008 | September 26, 2017 |            |   |           |            |
| 吕静莲          | 监事                               | 现任        | 女      | 37 | 2014 年 09 月 26 日   | 2017 年 09 月 26 日   | 0          | 0 | 0         | 0          |
| Lv Jinglian  | Supervisor                       | Incumbent | Female |    | September 26, 2014 | September 26, 2017 |            |   |           |            |
| 吴卓艺          | 监事                               | 现任        | 女      | 38 | 2011 年 09 月 26 日   | 2017 年 09 月 26 日   | 0          | 0 | 0         | 0          |
| Wu Zhuoyi    | Supervisor                       | Incumbent | Female |    | September 26, 2011 | September 26, 2017 |            |   |           |            |
| 陈宏           | 副总经理                             | 现任        | 男      | 50 | 2008 年 09 月 16 日   | 2017 年 09 月 26 日   | 11,490,472 | 0 | 1,090,472 | 10,400,000 |

|               |                         |           |        |    |                    |                    |             |   |            |             |
|---------------|-------------------------|-----------|--------|----|--------------------|--------------------|-------------|---|------------|-------------|
| Chen Hong     | Deputy General Manager  | Incumbent | Male   |    | September 16, 2008 | September 26, 2017 |             |   |            |             |
| 龙翠耘           | 副总经理                    | 现任        | 女      | 40 | 2008 年 09 月 16 日   | 2017 年 09 月 26 日   | 825,556     | 0 | 0          | 825,556     |
| Long Cuiyun   | Deputy General Manager  | Incumbent | Female |    | September 16, 2008 | September 26, 2017 |             |   |            |             |
| 吴震瑜           | 副总经理                    | 现任        | 男      | 41 | 2011 年 09 月 26 日   | 2017 年 09 月 26 日   | 170,400     | 0 | 40,400     | 130,000     |
| Wu Zhenyu     | Deputy General Manager  | Incumbent | Male   |    | September 26, 2011 | September 26, 2017 |             |   |            |             |
| 蔡良平           | 副总经理                    | 现任        | 男      | 42 | 2014 年 09 月 26 日   | 2017 年 09 月 26 日   | 0           | 0 | 0          | 0           |
| Cai Liangping | Deputy General Manager  | Incumbent | Male   |    | September 26, 2014 | September 26, 2017 |             |   |            |             |
| 王文            | 财务总监                    | 现任        | 女      | 50 | 2012 年 06 月 08 日   | 2017 年 09 月 26 日   | 0           | 0 | 0          | 0           |
| Wang Wen      | Chief Financial Officer | Incumbent | Female |    | June 08, 2012      | September 26, 2017 |             |   |            |             |
| 胡超            | 董事会秘书                   | 现任        | 男      | 38 | 2014 年 09 月 26 日   | 2017 年 09 月 26 日   | 0           | 0 | 0          | 0           |
| Hu Chao       | Secretary of President  | Incumbent | Male   |    | September 26, 2014 | September 26, 2017 |             |   |            |             |
| 合计<br>Total   | --                      | --        | --     | -- | --                 | --                 | 414,929,112 | 0 | 26,344,885 | 388,584,227 |

## 二、公司董事、监事、高级管理人员变动情况

## II. Changes in Directors, Supervisors and Senior Management Personnel of the Company

| 姓名<br>Name         | 担任的职务<br>Position Held       | 类型<br>Type                    | 日期<br>Date                            | 原因<br>Other Decreases                                                                                                                                                                                                                                           |
|--------------------|------------------------------|-------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 汤晖<br>Tang Hui     | 董事<br>Director               | 任免<br>Appointed and dismissed | 2015 年 02 月 26 日<br>February 26, 2015 | 工作变动，不再担任公司总经理，担任汤臣药业董事长，集中精力于“汤臣倍健”主品牌经营与管理<br>He has no longer acted as the General Manager of the Company due to job change, but acts as the Chairman of BY-HEALTH Pharmaceutical and focuses on the operation and management of the main brand --BY-HEALTH. |
| 吴传斌<br>Wu Chuanbin | 独立董事<br>Independent Director | 离任<br>Outgoing                | 2016 年 01 月 25 日<br>January 25, 2016  | 个人原因主动离职<br>Resign due to personal reason                                                                                                                                                                                                                       |
| 张平<br>Zhang Ping   | 独立董事<br>Independent Director | 新聘<br>Newly appointed         | 2016 年 01 月 25 日<br>January 25, 2016  |                                                                                                                                                                                                                                                                 |

## 三、任职情况

## III. Incumbency

公司现任董事、监事、高级管理人员专业背景、主要工作经历以及目前在公司的主要职责

Professional Background, Main Work Experiences and Current Job Responsibilities in the Company of Incumbent Directors, Supervisors and Senior Management Personnel of the Company

|                      |                 |                                                                                                                                                                                                          |
|----------------------|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 梁允超<br>Liang Yunchao | 董事长<br>Chairman | 2002年至2008年历任广州佰健执行董事、总经理、监事；<br>From 2002 to 2008, acting as Executive Director, General Manager and Supervisor of Guangzhou BY-HEALTH;<br>2008年担任海狮龙董事长；<br>In 2008, acting as Chairman of Healthlong; |
|----------------------|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                        |                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|------------------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                        |                       | <p>2008年9月至今任本公司董事长；</p> <p>From September, 2008 till now, acting as Chairman of the Company;</p> <p>2013年10月至今任诚承投资控股有限公司董事长。</p> <p>From October, 2013 till now, acting as Chairman of Chengcheng Investment Holdings Co., Ltd.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 梁水生<br>Liang Shuisheng | 副董事长<br>Vice Chairman | <p>2002年至2004年历任广州佰健华南市场部经理、副总经理；</p> <p>From 2002 to 2004, acting as Manager of South China Market Department and Deputy General Manager of Guangzhou BY-HEALTH;</p> <p>2005年至2008年历任海狮龙董事长兼总经理、董事、副总经理；</p> <p>From 2005 to 2008, acting as Chairman and General Manager, Director, Deputy General Manager of Healthlong;</p> <p>2008年9月至2011年9月任本公司董事、副总经理；</p> <p>From September, 2008 to September, 2011, acting as Director and Deputy General Manager of the Company;</p> <p>2008年9月至2012年7月任本公司董事会秘书；</p> <p>From September, 2008 to July, 2012, acting as the Secretary of Board of Directors of the Company;</p> <p>2011年9月至今任本公司副董事长；</p> <p>From September, 2011 till now, acting as Vice Chairman of the Company;</p> <p>2015年4月至今任珠海佰润执行事务合伙人；</p> <p>From April, 2015 till now, acting as an Managing Partner of Zhuhai Bairun;</p> <p>2015年6月至今任上海臻鼎董事；</p> <p>From June, 2015, acting as Director of Shanghai Zhending;</p> <p>2015年8月至今任北京极简时代软件科技有限公司董事；</p> <p>From August, 2015 till now, acting as Director of Beijing Jeejen Times Software Technology Co., Ltd.;</p> <p>2015年9月至今任上海凡迪生物科技有限公司董事。</p> <p>From September, 2015 till now, acting as Director of Shanghai Find Bio-Tech Co., Ltd.</p> |
| 汤晖<br>Tang Hui         | 董事<br>Director        | <p>2002年至2006年历任广州佰健市场总监、副总经理；</p> <p>From 2002 to 2006, acting as Marketing Director and Deputy General Manager of Guangzhou BY-HEALTH;</p> <p>2006年底起历任海狮龙董事、总经理；</p> <p>From the end of 2006, acting as Director and General Manager of Heathlong;</p> <p>2008年9月至今任本公司董事；</p> <p>From September, 2008 till now, acting as the Director of the Company;</p> <p>2008年9月至2015年2月任公司总经理；</p> <p>From September, 2008 to February, 2015, acting as General Manager of the Company;</p> <p>2015年1月至今任汤臣药业董事长。</p> <p>From January, 2015 till now, acting as Chairman of BY-HEALTH Pharmaceutical.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

|                     |                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 林志成<br>Lin Zhicheng | 董事<br>副总经理<br>Director<br>Deputy General Manager | <p>2006年至2011年在利丰亚洲任华东区高级经理；<br/>From 2006 to 2011, acting as a senior manager in East China Region of LF Asia;</p> <p>2011年7月进入本公司，任投资发展中心总监；<br/>In July, 2011, joining the Company and acting as Director of Investment Development Center;</p> <p>2012年6月至2015年2月任公司副总经理；<br/>From June, 2012 to February, 2015, acting as Deputy General Manager of the Company;</p> <p>2012年7月至2014年9月任公司董事会秘书；<br/>From July, 2012 to September, 2014, acting as Secretary of the Board of Directors of the Company;</p> <p>2014年9月至今任公司董事；<br/>From September, 2014 till now, acting as Director of the Company;</p> <p>2015年2月至今任公司总经理；<br/>From February, 2015 till now, acting as General Manager of the Company;</p> <p>2014年11月至今任深圳市倍泰健康测量分析技术有限公司董事；<br/>From November, 2014 till now, acting as Director of Shenzhen Beitai Health Measurement and Analysis Technology Co. Ltd.;</p> <p>2015年5月至今任桃谷科技董事；<br/>From May, 2015 till now, acting as Director of Taogu Science &amp; Technology;</p> <p>2015年7月至今任珠海佰泽执行事务合伙人；<br/>From July, 2015 till now, acting as Managing Partner of Zhuhai Baize;</p> <p>2015年8月至今任诚承投资控股有限公司董事；<br/>From August, 2015 till now, acting as Director of Chengcheng Investment Holdings Co., Ltd.;</p> <p>2016年1月至今任深圳市德伟德佳投资有限公司董事。<br/>From January, 2016 till now, acting as Director of Shenzhen Dewei Dejia Investment Co., Ltd.</p> |
| 刘恒<br>Liu Heng      | 独立董事<br>Independent Director                     | <p>现任中山大学公法研究中心主任、法学院教授、博士生导师，广东省行政法研究会会长，广东省法律风险管理研究会会长，广州市人民政府决策咨询委员等职；<br/>He is now acting as the Director of Research Center for Public Law, Professor of Law School and doctoral supervisor in Sun Yat-Sen University; Chairman of Guangdong Administrative Law Research Society, Chairman of Guangdong Legal Risk Management Research Society and member of Guangzhou People's Government Decision-making Advisory Committee;</p> <p>2014年9月至今任本公司独立董事。<br/>From September, 2014 till now, acting as Independent Director of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 胡玉明<br>Hu Yuming    | 独立董事<br>Independent Director                     | <p>2000年9月至今，暨南大学管理学院从事会计学教学与研究工作。<br/>From September, 2000 till now, engaged in teaching and research on accountancy in School of Management, Ji'nan University;</p> <p>2011年9月至今任本公司独立董事。<br/>From September, 2011 till now, acting as Independent Director of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 吴传斌                 | 独立董事                                             | 2005年至今任中山大学药学院副院长，教授，博士生导师，中山大学“百人计划”引进人                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

|                    |                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------|-------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Wu Chuanbin        | Independent Director                      | 才；2013年7月至2016年1月任本公司独立董事。<br><br>From 2005 till now, acting as Associate Dean of School of Pharmacy, professor, doctoral supervisor in Sun Yat-Sen University, talent introduced according to the “100-Talent Programme” of Sun Yat-Sen University; From July, 2013 to January, 2016, acting as Independent Director of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 蒋钢<br>Jiang Gang   | 监事会主席<br>Chairman of board of supervisors | 1991年毕业于中南财经大学贸易经济专业，2012年英国威尔士大学EMBA毕业。<br>In 1991, graduated from Major of Trade and Economics, Zhongnan University of Economics and Law, and in 2012, graduated from EMBA, University of Wales;<br>2002年至2004年任广州佰健北京市场部经理；<br>From 2002 to 2004, acting as Manager of Beijing Market Department of Guangzhou BY-HEALTH;<br>2005年至2006年任广州卡培总经理；<br>From 2005 to 2006, acting as General Manager of Guangzhou Kapar;<br>2007年2月进入本公司，现任公司工程部总监珠海基地副总经理；<br>In February, 2007, joining in the Company, and now acting as Director of Engineering Department of the Company and Deputy General Manager of Zhuhai Base;<br>2008年9月至今任本公司监事会监事（股东代表）及监事会主席。<br>From September, 2008 till now, acting as Supervisor of the Company (shareholders' representative) and Chairman of the Board of Supervisors. |
| 吕静莲<br>Lv Jinglian | 监事<br>Supervisor                          | 2004年7月至2012年7月任南方都市报经济新闻中心高级资深记者、编辑；<br>From July, 2004 to July, 2012, acting as a senior reporter and editor in the Business News Center of Southern Metropolis Daily;<br>2012年8月至今任广东省与人公益基金会秘书长；<br>From August, 2012 till now, acting as Secretary of Guangdong Yu Foundation;<br>2014年9月至今任本公司监事会监事（股东代表）。<br>From September, 2014 till now, Supervisor of the Company (shareholder's representative).                                                                                                                                                                                                                                                                                                                                                                                              |
| 吴卓艺<br>Wu Zhuoyi   | 监事<br>Supervisor                          | 2003-2006年，在广州市佰健生物工程有限公司担任财务部副经理；<br>From 2003 to 2006, acting as Deputy Manager of Financial Department of Guangzhou BY-HEALTH Bioengineering Co., Ltd.;<br>2006-2008年，在广州市佰健生物工程有限公司财务部经理；<br>From 2006 to 2008, acting as Manager of Financial Department of Guangzhou BY-HEALTH Bioengineering Co., Ltd.;<br>2009年至今任本公司财务部财务总监助理；<br>From 2009 till now, acting as CFO Assistant in the Company;<br>2011年9月至今任本公司监事会监事。<br>From September, 2011 till now, acting as Supervisor of the Company.                                                                                                                                                                                                                                                                                                      |
| 陈宏<br>Chen Hong    | 副总经理<br>Deputy General Manager            | 2002年至2008年历任广州佰健品牌总监、总经理、董事长；<br>From 2002 to 2008, acting as Brand Director, General Manager and Chairman of Guangzhou BY-HEALTH;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |



|                                 |                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                 |                                           | <p>2007年至2008年兼任海狮龙副总经理；</p> <p>From 2007 to 2008, acting as Deputy General Manager of Healthlong;</p> <p>2008年9月至2014年9月任公司董事，并兼广州佰健执行董事、总经理；</p> <p>From September, 2008 to September, 2014, acting as Director of the Company, and taking concurrent posts as Executive Director and General Manager of Guagnzhou BY-HEALTH;</p> <p>2008年9月至今任本公司副总经理。</p> <p>From September, 2008 till now, acting as Deputy General Manager of the Company.</p>                                                                                                                                                                                                                           |
| <p>龙翠耘</p> <p>Long Cuiyun</p>   | <p>副总经理</p> <p>Deputy General Manager</p> | <p>2003年至2006年任广州佰健总经理助理；</p> <p>From 2003 to 2006, acting as General Manager Assistant of Guagnzhou BY-HEALTH;</p> <p>2006年至2008年历任海狮龙董事、副总经理；</p> <p>From 2006 to 2008, acting as Director and Deputy General Manager of Healthlong;</p> <p>2008年9月至今任本公司副总经理；</p> <p>From September, 2008 till now, acting as Deputy General Manager of the Company;</p> <p>2015年3月至今任广东佰悦CEO；</p> <p>From March, 2015 till now, acting as CEO of Guangdong Baiyue;</p> <p>2015年3月至今任广州有加执行事务合伙人；</p> <p>From March, 2015 till now, acting as Managing Partner of Guangzhou Youjia;</p> <p>2015年6月至今任深圳有棵树董事。</p> <p>From June, 2015 till now, acting as Director of Shenzhen Youkeshu.</p> |
| <p>吴震瑜</p> <p>Wu Zhenyu</p>     | <p>副总经理</p> <p>Deputy General Manager</p> | <p>2002年至2008年在广州蓝月亮实业有限公司任大区经理；</p> <p>From 2002 to 2008, acting as Regional Manager of Guangzhou Bluemoon Industrial Co., Ltd.;</p> <p>2008 年8月进入本公司，任销售中心副总监；</p> <p>In August, 2008, joining the Company and acting as Deputy Director of Sales Center;</p> <p>2011年4月至2011年9月任销售中心总监；</p> <p>From April, 2011 to September, 2011, acting as Director of Sales Center;</p> <p>2011年9月至今任本公司副总经理；</p> <p>From September, 2011 till now, acting as Deputy General Manager of the Company;</p> <p>2015年1月至今任汤臣药业总经理。</p> <p>From January, 2015 till now, acting as General Manager of BY-HEALTH Pharmaceutical.</p>                                                           |
| <p>蔡良平</p> <p>Cai Liangping</p> | <p>副总经理</p> <p>Deputy General Manager</p> | <p>2000年至2009年9月就职于扬子江药业集团，历任主任助理、车间主任、制造部长；</p> <p>From 2000 to September, 2009, working in Yangtze River Pharmaceutical Group and acting as Director Assistant, Workshop Director, and Director of Manufacturing Department;</p> <p>2009年10月至2011年10月，任本公司生产中心总监；</p> <p>From October, 2009 to October, 2011, acting as Director of Production Center of the Company;</p> <p>2011年11月起至今任本公司珠海厂总经理；</p> <p>From November, 2011 till now, acting as General Manager of Zhuhai Plant of the Company;</p> <p>2014年9月至今任本公司副总经理。</p>                                                                                                                                             |

|                |                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                |                                 | From September, 2014 till now, acting as Deputy General Manager of the Company.                                                                                                                                                                                                                                                                                                                                                                          |
| 王文<br>Wang Wen | 财务总监<br>Chief Financial Officer | 2007年至2012年在上市公司广州东凌粮油股份有限公司工作，历任审计总监、财务经理等职务；<br>From 2007 to 2012, working in Guangzhou Donlinks Grain and Oil Sales Co., Ltd. and acting as Audit Director and Financial Manager, and taking up other posts;<br>2012年6月至今任本公司财务总监。<br>From June, 2012 till now, acting as Chief Financial Officer of the Company.                                                                                                                                     |
| 胡超<br>Hu Chao  | 董事会秘书<br>Secretary of President | 2009至2011年广东广州日报传媒股份有限公司担任证券部经理兼证券事务代表；<br>From 2009 to 2011, acting as Manager of Securities Department and Securities Agent in Guangdong Guangzhou Daily Media Co., Ltd.;<br>2011年4月至2014年9月任本公司董秘办主任；<br>From April, 2011 to September, 2014, acting as Director of Secretary Office of the Board of Directors of the Company;<br>2014年9月至今任本公司董事会秘书。<br>From September, 2014 till now, acting as Secretary of the Board of Directors of the Company. |

在股东单位任职情况

Incumbency in Shareholding Companies

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

在其他单位任职情况

Incumbency in Other Entities

☒ 适用 ☐ 不适用

☒ Applicable ☐ Not Applicable

| 任职人员姓名<br>Name of Employee | 其他单位名称<br>Name of Other Entity                                                          | 在其他单位担任的职务<br>Title in Other Entity | 任期起始日期<br>Start Date of Term of Office | 任期终止日期<br>End Date of Term of Office | 在其他单位是否领取报酬津贴<br>Whether have remunerations or allowances in other entity |
|----------------------------|-----------------------------------------------------------------------------------------|-------------------------------------|----------------------------------------|--------------------------------------|---------------------------------------------------------------------------|
| 梁允超<br>Liang Yunchao       | 诚承投资控股有限公司<br>Chengcheng Investment Holdings Co., Ltd.                                  | 董事长<br>Chairman                     | 2013 年 10 月 01 日<br>October 01, 2013   |                                      | 否<br>No                                                                   |
| 梁水生<br>Liang Shuisheng     | 珠海佰润健康管理合伙企业(有限合伙)<br>Zhuhai Bairun Health Management Partnership (Limited Partnership) | 执行事务合伙人<br>Managing Partner         | 2015 年 4 月 10 日<br>April 10, 2015      |                                      | 否<br>No                                                                   |
|                            | 上海臻鼎电脑科技有限公司<br>Shanghai Zhending Computer Technology Co., Ltd.                         | 董事<br>Director                      | 2015 年 6 月 19 日<br>June 19, 2015       |                                      | 否<br>No                                                                   |

|                     |                                                                                          |                                    |                                       |                                            |          |
|---------------------|------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|--------------------------------------------|----------|
|                     | 北京极简时代软件科技有限公司<br>Beijing Jeejen Times Software Technology Co., Ltd.                     | 董事<br>Director                     | 2015 年 8 月 4 日<br>August 4, 2015      |                                            | 否<br>No  |
|                     | 上海凡迪生物科技有限公司<br>Shanghai Find Bio-Tech Co., Ltd.                                         | 董事<br>Director                     | 2015 年 9 月 9 日<br>September 9, 2015   |                                            | 否<br>No  |
| 林志成<br>Lin Zhicheng | 深圳市倍泰健康测量分析技术有限公司<br>Shenzhen Beitai Health Measurement and Analysis Technology Co. Ltd. | 董事<br>Director                     | 2014 年 11 月 01 日<br>November 01, 2014 |                                            | 否<br>No  |
|                     | 北京桃谷科技有限公司<br>Beijing Taogu Science & Technology Co., Ltd.                               | 董事<br>Director                     | 2015 年 05 月 01 日<br>May 01, 2015      |                                            | 否<br>No  |
|                     | 珠海佰泽健康管理合伙企业(有限合伙)<br>Zhuhai Baize Health Management Partnership (Limited Partnership)   | 执行事务<br>合伙人<br>Managing<br>Partner | 2015 年 07 月 21 日<br>July 21, 2015     |                                            | 否<br>No  |
|                     | 诚承投资控股有限公司<br>Chengcheng Investment Holdings Co., Ltd.                                   | 董事<br>Director                     | 2015 年 8 月 21 日<br>August 21, 2015    |                                            | 否<br>No  |
|                     | 深圳市德伟德佳投资有限公司<br>Shenzhen Weide Weijia Investment Co., Ltd.                              | 董事<br>Director                     | 2016 年 1 月 19 日<br>January 19, 2016   |                                            | 否<br>No  |
| 龙翠耘<br>Long Cuiyun  | 深圳有棵树科技股份有限公司<br>Shenzhen Youkeshu Science & Technology Co., Ltd.                        | 董事<br>Director                     | 2015 年 06 月 01 日<br>June 01, 2015     |                                            | 否<br>No  |
|                     | 广州有加投资合伙企业（有限合伙）<br>Guangzhou Youjia Investment Partnership (Limited Partnership)        | 执行事务<br>合伙人<br>Managing<br>Partner | 2015 年 3 月 11 日<br>March 11, 2015     |                                            | 否<br>No  |
| 吴卓艺<br>Wu Zhuoyi    | 广东省与人公益基金会<br>Guangdong Yu Foundation                                                    | 监事<br>Supervisor                   | 2012 年 08 月 28 日<br>August 28, 2012   | 2015 年<br>01 月 20 日<br>January<br>20, 2015 | 否<br>No  |
| 刘恒<br>Liu Heng      | 东莞证券股份有限公司<br>Dongguan Securities Co., Ltd.                                              | 独立董事<br>Independent<br>Director    | 2010 年 08 月 01 日<br>August 01, 2010   |                                            | 是<br>Yes |
|                     | 广东中盈盛达融资担保投资股份有限公司                                                                       | 独立董事                               | 2014 年 06 月 06 日                      |                                            | 是        |

|                                           |                                                                           |                                               |                                       |  |          |
|-------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------|---------------------------------------|--|----------|
|                                           | Guangdong Join-Share Financing Guarantee Investment Co., Ltd.             | Independent Director                          | June 06, 2014                         |  | Yes      |
|                                           | 广州农村商业银行股份有限公司<br>Guangzhou Rural Commercial Bank Co., Ltd.               | 独立董事<br>Independent Director                  | 2014 年 05 月 27 日<br>May 27, 2014      |  | 是<br>Yes |
| 胡玉明<br>Hu Yuming                          | 新焦点汽车技术控股有限公司<br>New Focus Auto Tech Holdings Limited                     | 独立非执行董事<br>Independent Non-Executive Director | 2013 年 08 月 28 日<br>August 28, 2013   |  | 是<br>Yes |
|                                           | 广州视源电子科技股份有限公司<br>Guangzhou Shiyuan Electronic Technology Company Limited | 独立董事<br>Independent Director                  | 2014 年 08 月 01 日<br>August 01, 2014   |  | 是<br>Yes |
|                                           | 广州证券股份有限公司<br>Guangzhou Securities Co., Ltd.                              | 独立董事<br>Independent Director                  | 2014 年 11 月 20 日<br>November 20, 2014 |  | 是<br>Yes |
| 在其他单位任职情况的说明                              | 无                                                                         |                                               |                                       |  |          |
| Statement on Incumbency in Other Entities | N/A                                                                       |                                               |                                       |  |          |

公司现任及报告期内离任董事、监事和高级管理人员近三年证券监管机构处罚的情况

☐ 适用 ☒ 不适用

Punishments by securities regulatory institution on incumbent directors, supervisors and senior management personnel and those outgoing in the reporting period in the recent three years

☐ Applicable ☒ Not Applicable

#### 四、董事、监事、高级管理人员报酬情况

董事、监事、高级管理人员报酬的决策程序、确定依据、实际支付情况

#### IV. Remunerations for Directors, Supervisors and Senior Management Personnel

Decision-making Procedures, Basis for Determination and Actual Payment of remunerations for Directors, Supervisors and Senior Management Personnel

|                     |                                                                    |
|---------------------|--------------------------------------------------------------------|
| 董事、监事、高级管理人员报酬的决策程序 | 公司董事、监事报酬由股东大会决定，高级管理人员报酬由董事会决定；在公司担任工作职务的董事、监事、高级管理人员报酬由公司支付，董事、监 |
|---------------------|--------------------------------------------------------------------|

|                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Decision-making procedures of remunerations for directors, supervisors and senior management personnel                    | 事不另外支付津贴。独立董事津贴根据股东大会所通过的决议来进行支付。<br>The remunerations for the Company's directors and supervisors shall be decided by the General Meeting, while those of senior management personnel shall be decided by the Board of Directors. The remunerations for the directors, supervisors and senior management personnel who take up posts in the Company shall be paid by the Company. Directors and supervisors shall not be paid with allowances additionally. The allowances for independent director shall be paid according to the resolution approved in the General Meeting. |
| 董事、监事、高级管理人员报酬确定依据<br>Basis for determination of remunerations for directors, supervisors and senior management personnel | 董事、监事和高级管理人员的报酬按照公司董事会《薪酬与考核委员会工作细则》、《董事、监事及高级管理人员薪酬管理制度》等规定，结合其职位、责任、能力、市场薪资行等因素确定并发放。<br>The remunerations for directors, supervisors and senior management personnel shall be determined and paid in accordance with the <i>Working Instructions of Remuneration and Appraisal Committee, Remuneration Management System of Directors, Supervisors and Senior Management Personnel</i> and other regulations of the Board of Directors of the Company, and combined with their positions, responsibilities, capabilities, market salaries and other factors.                 |
| 董事、监事和高级管理人员报酬的实际支付情况<br>Actual payment of remunerations for directors, supervisors and senior management personnel       | 公司现有董事、监事、高级管理人员共16人，2015年实际支付883.64万元。董事、监事、高级管理人员的薪酬及独立董事津贴均已按月支付。<br>There are totally 16 persons of directors, supervisors and senior management personnel in the Company, and RMB8, 836,400 were paid in 2015. The remunerations for directors, supervisors and senior management personnel and the allowances for independent directors have been paid on a monthly basis.                                                                                                                                                                                                |

公司报告期内董事、监事和高级管理人员报酬情况

Remunerations for Directors, Supervisors and Senior Management Personnel during the Reporting Period

单位：万元

Unit: RMB ten thousand

| 姓名<br>Name             | 职务<br>Position        | 性别<br>Gender | 年龄<br>Age | 任职状态<br>State of Office Holding | 从公司获得的税前报酬总额<br>Total Pre-tax Remunerations Obtained from the Company | 是否在公司关联方获取报酬<br>Whether Obtaining Remunerations from the Related Parties of the Company |
|------------------------|-----------------------|--------------|-----------|---------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 梁允超<br>Liang Yunchao   | 董事长<br>Chairman       | 男<br>Male    | 47        | 现任<br>Incumbent                 | 65                                                                    | 否<br>No                                                                                 |
| 梁水生<br>Liang Shuisheng | 副董事长<br>Vice Chairman | 男<br>Male    | 51        | 现任<br>Incumbent                 | 65                                                                    | 否<br>No                                                                                 |

|                      |                                           |             |    |                 |       |         |
|----------------------|-------------------------------------------|-------------|----|-----------------|-------|---------|
| 林志成<br>Lin Zhicheng  | 董事、总经理<br>Director, General Manager       | 男<br>Male   | 48 | 现任<br>Incumbent | 65    | 否<br>No |
| 汤晖<br>Tang Hui       | 董事<br>Director                            | 男<br>Male   | 48 | 现任<br>Incumbent | 65    | 否<br>No |
| 刘恒<br>Liu Heng       | 独立董事<br>Independent Director              | 男<br>Male   | 52 | 现任<br>Incumbent | 7.2   | 否<br>No |
| 胡玉明<br>Hu Yuming     | 独立董事<br>Independent Director              | 男<br>Male   | 51 | 现任<br>Incumbent | 7.2   | 否<br>No |
| 吴传斌<br>Wu Chuanbin   | 独立董事<br>Independent Director              | 男<br>Male   | 53 | 离任<br>Outgoing  | 7.2   | 否<br>No |
| 蒋钢<br>Jiang Gang     | 监事会主席<br>Chairman of board of supervisors | 男<br>Male   | 48 | 现任<br>Incumbent | 60    | 否<br>No |
| 吕静莲<br>Lv Jinglian   | 监事<br>Supervisor                          | 女<br>Female | 37 | 现任<br>Incumbent | 7.2   | 否<br>No |
| 吴卓艺<br>Wu Zhuoyi     | 监事<br>Supervisor                          | 女<br>Female | 38 | 现任<br>Incumbent | 24.84 | 否<br>No |
| 陈宏<br>Chen Hong      | 副总经理<br>Deputy General Manager            | 男<br>Male   | 50 | 现任<br>Incumbent | 65    | 否<br>No |
| 龙翠耘<br>Long Cuiyun   | 副总经理<br>Deputy General Manager            | 女<br>Female | 40 | 现任<br>Incumbent | 65    | 否<br>No |
| 吴震瑜<br>Wu Zhen Yu    | 副总经理<br>Deputy General Manager            | 男<br>Male   | 41 | 现任<br>Incumbent | 65    | 否<br>No |
| 蔡良平<br>Cai Liangping | 副总经理<br>Deputy General Manager            | 男<br>Male   | 42 | 现任<br>Incumbent | 195   | 否<br>No |
| 王文<br>Wang Wen       | 财务总监<br>Chief Financial Officer           | 女<br>Female | 50 | 现任<br>Incumbent | 65    | 否<br>No |

|               |                                 |           |    |                 |        |         |
|---------------|---------------------------------|-----------|----|-----------------|--------|---------|
| 胡超<br>Hu Chao | 董事会秘书<br>Secretary of President | 男<br>Male | 38 | 现任<br>Incumbent | 55     | 否<br>No |
| 合计<br>Total   | --                              | --        | -- | --              | 883.64 | --      |

公司董事、监事、高级管理人员报告期内被授予的股权激励情况

Equity Incentives Awarded to the Directors, Supervisors and Senior Management Personnel of the Company during the Reporting Period

√ 适用 □ 不适用

√Applicable □Not Applicable

单位：股

Unit: Share

| 姓名<br>Name           | 职务<br>Position                  | 报告期内可行权股数<br>Vesting Number of Shares in the Reporting Period                                                                             | 报告期内已行权股数<br>Number of Vested Shares in the Reporting Period | 报告期内已行权股数行权价格（元/股）<br>Exercise Price of Vested Shares in the Reporting Period (RMB/Share) | 报告期末市价（元/股）<br>Market Price at the End of the Reporting Period (RMB/Share) | 期初持有限制性股票数量<br>Number of Restricted Shares Held at the Beginning of the Reporting Period | 本期已解锁股份数量<br>Number of Shares Unlocked in the Current Period | 报告期新授予限制性股票数量<br>Number of Restricted Shares Newly Awarded in the Reporting Period | 限制性股票的授予价格（元/股）<br>Offering Price of Restricted Shares (RMB/Share) | 期末持有限制性股票数量<br>Number of Restricted Shares Held at the End of the Reporting Period |
|----------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------|
| 蔡良平<br>Cai Liangping | 副总经理<br>Deputy General Manager  | 72,000                                                                                                                                    | 0                                                            | 0                                                                                         | 0                                                                          | 0                                                                                        | 0                                                            | 0                                                                                  | 0                                                                  | 0                                                                                  |
| 胡超<br>Hu Chao        | 董事会秘书<br>Secretary of President | 15,300                                                                                                                                    | 0                                                            | 0                                                                                         | 0                                                                          | 0                                                                                        | 0                                                            | 0                                                                                  | 0                                                                  | 0                                                                                  |
| 合计<br>Total          | --                              | 87300                                                                                                                                     | 0                                                            | --                                                                                        | --                                                                         | 0                                                                                        | 0                                                            | 0                                                                                  | --                                                                 | 0                                                                                  |
| 备注（如有）               |                                 | 2015 年 2 月 27 日，公司召开第三届董事会第五次会议和第三届监事会第三次会议，审议通过了《关于公司首次股票期权激励计划第二个行权期与预留期权第一个行权期行权条件不达标议案》。公司首次授予股票期权第二个行权期与预留股票期权第一个行权期未达到行权条件，公司董事会对激励 |                                                              |                                                                                           |                                                                            |                                                                                          |                                                              |                                                                                    |                                                                    |                                                                                    |

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Remark (if any) | <p>对象相应获授股票期权予以注销。</p> <p>On February 27, 2015, the Company held the fifth meeting of the 3<sup>rd</sup> Session of the Board of Directors and the third meeting of the 3<sup>rd</sup> Session of the Board of Supervisors, and discussed and approved the <i>Proposal on Non-compliance of Vesting Conditions of the Second Exercise Schedule of the Initial Stock Option Incentive Plan and the First Exercise Schedule of the Reserved Option of the Company</i>. The vesting conditions of the second exercise schedule of the initial stock option incentive plan and the first exercise schedule of the reserved option of the Company were not met. Therefore, the Board of Directors canceled the stock options correspondingly awarded to the incentive objects.</p> |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## 五、公司员工情况

## V. Employees of the Company

截至 2015 年 12 月 31 日，本公司、全资及控股子公司总人数为 2,581 人（不含劳务派遣人员）。

As of December 31, 2015, the total number of employees of the Company and its wholly-owned and controlled subsidiaries was 2,581 (excluding labor dispatching workers)

### （一）员工专业结构

### (I) Professional Structure of Employees

| 专业构成<br>Specialty Composition                                                                | 人数<br>Number of Employees | 占员工总数比例（%）<br>Proportion in Total Number of Employees (%) |
|----------------------------------------------------------------------------------------------|---------------------------|-----------------------------------------------------------|
| 管理人员<br>Management personnel                                                                 | 723                       | 28.01%                                                    |
| 市场人员（包括销售人员及品牌策划人员）<br>Marketing personnel (including salesmen and brand planning personnel) | 958                       | 37.12%                                                    |
| 财务人员<br>Financial personnel                                                                  | 40                        | 1.55%                                                     |
| 生产人员<br>Production Personnel                                                                 | 595                       | 23.05%                                                    |
| 研发人员<br>R&D Personnel                                                                        | 265                       | 10.27%                                                    |
| 合计<br>Total                                                                                  | 2,581                     | 100%                                                      |



注：管理人员类别包含采购人员，以上数据不含劳务派遣人员。 Note: The category of management personnel covers purchasing personnel. The above-mentioned data shall exclude labor dispatching workers.

(二) 员工受教育程度

(II) Employee's Level of Education

| 学历<br>Education       | 人数<br>Number of Employees | 占员工总数比例 (%)<br>Proportion in Total Number of Employees (%) |
|-----------------------|---------------------------|------------------------------------------------------------|
| 博士<br>Doctor          | 4                         | 0.15%                                                      |
| 硕士<br>Master          | 115                       | 4.46%                                                      |
| 大学本科<br>Undergraduate | 937                       | 36.30%                                                     |
| 大专<br>Junior College  | 1,022                     | 39.60%                                                     |
| 其他<br>Others          | 503                       | 19.49%                                                     |
| 合计<br>Total           | 2,581                     | 100%                                                       |

(三) 员工年龄分布

(III) Age Distribution of Employees

| 年龄区间<br>Age Range            | 人数<br>Number of Employees | 占员工总数比例 (%)<br>Proportion in Total Number of Employees (%) |
|------------------------------|---------------------------|------------------------------------------------------------|
| 30 岁以下<br>Under 30 years old | 1,551                     | 60.1%                                                      |
| 31-40 岁<br>31-40 years old   | 902                       | 34.9%                                                      |
| 41-50 岁<br>41-50 years old   | 113                       | 4.4%                                                       |
| 50 岁以上<br>Over 50 years old  | 15                        | 0.6%                                                       |
| 合计                           | 2,581                     | 100%                                                       |



Total

(四) 截至报告期末, 公司没有需承担费用的离退休人员

(IV) As of the end of the reporting period, the Company did not have any emeritus and retired workers with expenses to be assumed by the Company.

#### 企业薪酬成本情况

#### Payroll Cost of the Enterprise

|                                                                                                 | 本期<br>The Current Period |
|-------------------------------------------------------------------------------------------------|--------------------------|
| 当期领取薪酬员工总人数 (人)<br>Total number of employees receiving salaries in the current period (persons) | 2,581                    |
| 当期总体薪酬发生额 (万元)<br>Total amount of payroll in the current period (RMB Ten thousand)              | 38,469.98                |
| 总体薪酬占当期营业收入比例<br>Proportion of total payroll in current operating revenue                       | 16.98%                   |
| 高管人均薪酬金额 (万元/人)<br>Per capita salary of senior management personnel (RMB Ten thousand/person)   | 77                       |
| 所有员工人均薪酬金额 (万元/人)<br>Per capita salary of all employees (RMB Ten thousand/person)               | 14.90                    |

## 第九节公司治理

## Section IX Corporate

### Governance

#### 一、公司治理的基本状况

报告期内，公司严格按照《公司法》、《证券法》、《上市公司治理准则》、《深圳证券交易所创业板股票上市规则》、《深圳证券交易所创业板上市公司规范运作指引》和其他有关法律法规、规范性文件的要求，不断完善公司治理结构，进一步提高公司治理水平。公司确立了由股东大会、董事会、监事会和经营管理层组成的公司治理结构，建立健全了股东大会、董事会、监事会、独立董事、董事会秘书等相关制度，并在公司董事会下设立了战略、审计、提名、薪酬与考核等专门委员会。公司治理的实际状况符合《上市公司治理准则》和《深圳证券交易所创业板上市公司规范运作指引》的要求。

#### I. Basic Situation of Corporate Governance

During the reporting period, the Company has constantly perfected the corporate governance structure and further improved the level of corporate governance strictly according to the requirements of *Company Law*, *Securities Law*, *Code of Corporate Governance for Listed Companies in China*, *Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange*, *Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market* and other relevant laws and regulations, as well as normative documents. The Company has set up a corporate governance structure composed by the general meeting of stockholders, the Board of Directors, the Board of Supervisors and management layer, established and improved the systems related to the general meeting of stockholders, the Board of Directors, the Board of Supervisors, independent directors and the secretary of the Board of Directors, and set up special committees for strategies, audit, nomination, salaries and appraisal, etc. under the Board of Directors. The actual situation of the corporate governance conforms to the requirements of *Code of Corporate Governance for Listed Companies in China* and *Guidelines of the*

根据监管部门的最新要求和公司实际情况，报告期内，公司修订了《公司章程》、《总经理（CEO）工作细则》、《独立董事工作制度》、《控股股东行为规范》、《投资者关系管理制度》、《募集资金管理制度》等制度，通过一系列的制度建设和修订工作，搭建公司法人治理结构的制度平台，为公司的规范运作提供了更加完善的制度保障。

#### （一）关于股东与股东大会

公司严格按照《公司法》、《上市公司股东大会规则》以及《公司章程》、《股东大会议事规则》和深圳证券交易所创业板的相关规定和要求，规范股东大会的召集、召开和表决程序。报告期内，公司召开的股东大会均由公司董事会召集召开，董事长主持，邀请见证律师进行现场见证并出具了法律意见书。在股东大会上能够保证各位股东有充分的发言权，确保全体股东特别是中小股东享有平等地位，充分行使自己的权力。

#### *Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market.*

According to the latest requirements of the regulatory authority and the actual situation of the Company, during the reporting period, the Company has amended the *Articles of Association*, *Working Rules of General Manager (CEO)*, *Working System of Independent Director*, *Code of Conduct of Controlling Shareholder*, *investor relations management System*, *Management System of Raised Funds* and other systems, and established an institutional platform of corporate governance structure through a series of institutional building and amendment, providing more sophisticated institutional guarantee for the standard operation of the Company.

#### *(I) About Shareholders and General Meeting of Shareholders*

The Company has standardized the gathering, convening and voting procedures of the general meeting of shareholders strictly in accordance with *Company Law*, *Rules for the General Assemblies of Shareholders of Listed Companies* and the *Articles of Associations*, *Rules of Procedure of Shareholders' Meeting* and relevant regulations and requirements of the Growth Enterprise Market of the Shenzhen Stock Exchange. During the reporting period, the general meetings of shareholders were convened by the Board of Directors and presided over by the Chairman. Witnessing lawyers were invited to witness and issue the legal opinions. It was guaranteed that each shareholder had full right of speech on the general meetings of shareholders. It was also ensured that all shareholders, in particular medium and small shareholders enjoyed equal status and fully exercised their powers.

报告期内，本公司召开的股东大会不存在违反《上市公司股东大会规则》的情形，公司未发生单独或合并持有本公司有表决权股份总数10%以上的股东请求召开临时股东大会的情形，也无应监事会提议召开的股东大会。按照《公司法》、《公司章程》的规定应由股东大会审议的重大事项，本公司均通过股东大会审议，不存在绕过股东大会的情况，也不存在先实施后审议的情况。

## （二）关于公司与控股股东

公司控股股东梁允超先生严格按照《上市公司治理准则》、《深圳证券交易所创业板股票上市规则》、《深圳证券交易所创业板上市公司规范运作指引》、《公司章程》等规定和要求，规范自己的行为，不存在超越公司股东大会直接或间接干预公司的决策和经营活动的行为，未损害公司及其他股东的利益，不存在控股股东占用公司资金的现象，公司亦无为控股股东提供担保的情形。公司拥有独立完整的业务和自主经营能力，在业务、资产、人员、机构、财务上独立于控股股东，公司董事会、监事会和内部机构独立运作。

During the reporting period, the general meetings convened by the Company did neither have any violation against *Rules for the General Assemblies of Shareholders of Listed Companies*, nor had the circumstance that the shareholders which separately or collectively hold more than 10% of the total number of voting shares of the Company requested to convene extraordinary general meetings. The Company also did not convene any general meeting upon the proposal of the Board of Supervisor. The Company has considered all major issues, which shall be discussed by the general meeting according to the provisions of the Company Law and the Articles of Association, through general meetings, without detouring around the general meeting or the phenomenon of consideration after implementation.

## (II) About Company and Controlling Shareholder

Mr. Liang Yunchao, controlling shareholder of the Company, has standardized his conducts strictly in accordance with the *Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange, Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market, Articles of Association* and other regulations and requirements, and did not directly or indirectly intervene in the decision making and operating activities by overriding the general meeting of the Company, and did neither undermine the interests of the Company and other shareholders, nor occupy the Company's funds. The Company also did not provide any guarantee for the controlling shareholder. The Company has independent and complete businesses and self-management ability, and is independent from the controlling shareholder in business, assets,

### （三）关于董事与董事会

公司董事会设董事7名，其中独立董事 3名，董事会的人数及人员构成符合法律、法规和《公司章程》的要求。各位董事能够依据《董事会议事规则》、《独立董事工作制度》、《深圳证券交易所创业板上市公司规范运作指引》等工作，出席董事会、董事会专门委员会和股东大会，勤勉尽责地履行职责和义务，同时积极参加相关培训，熟悉相关法律法规。

公司按照《深圳证券交易所创业板上市公司规范运作指引》的要求，下设有战略委员会、薪酬与考核委员会、审计委员会和提名委员会四个专门委员会。专门委员会成员全部由董事组成，除战略委员会由董事长担任主任委员以外，其他专门委员会均由独立董事担任主任委员，且独立董事人数占其他专门委员会委员的比例均达到三分之二，为董事会的决策提供了科学和专业的意见和参考。各委员会依据《公司章程》和各委员会议事规则的规定履行职权，不受公司任何其他部门 and 个人的干预。

employees, institution and finance. The Board of Directors, the Board of Supervisors and the internal institution of the Company run independently.

### (III) About Directors and the Board of Directors

The Board of Directors has 7 members, including 3 independent directors. The number and composition of members of the Board of Directors conform to the requirements of laws, regulations and the Articles of Association. Each director can carry out work, attend the meetings of the Board of Directors, the meetings held by special committee of the Board of Directors and the general meetings, diligently fulfill the duties and obligations, and actively participate in relevant training, and get familiar with relevant laws and regulations in accordance with the *Rules and Procedures of Board of Directors Meetings, Working System of Independent Directors and Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market*, etc.

According to the requirements of *Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market*, the Company sets up four special committees, including Strategy Committee, Remuneration and Appraisal Committee, Audit Committee and Nomination Committee. All the members of special committees are directors, except that the Director of the Strategy Committee is taken by the Chairman of the Board of Directors, and the directors of other special committees are taken by independent directors, and the number of independent directors account for two thirds of the members of other special committees, providing scientific and professional opinions and references for the decision making of the Board of Directors.

报告期内，公司董事参加了相关培训，通过进一步学习、熟悉有关法律法规，切实提高了履行董事职责的能力。

#### （四）关于监事与监事会

公司监事会设监事3名，其中职工监事1名，监事会的人数和构成符合法律、法规的要求。各位监事能够按照《公司章程》、《监事会议事规则》等规定的要求，认真履行自己的职责，对公司重大事项、财务状况以及董事、高管人员履行职责的合法合规性进行监督。报告期内，公司监事参加了相关培训，通过进一步学习、熟悉有关法律法规，切实提高了履行监事职责的能力。

#### （五）关于公司与投资者

公司高度重视信息披露工作，严格按照《上市公司信息披露管理办法》、《深圳证券交易所创业板上市公司的信息披露格式指引》等规定以及公司制定的《信息披露管理制度》、《投资者关系管理制度》、《重大信息内部报告制度》等操作文件的要求，真实、准确、完整、及时地披露信

Each committee performs their functions and powers according to the Articles of Association and their rules of procedure, without being intervened by any other department and individual in the Company.

During the reporting period, the directors of the Company have participated in relevant training, and further studied and got familiar with relevant laws and regulations, earnestly improving the ability to perform the duties of directors.

#### (IV) About Supervisors and the Board of Supervisors

The Board of Supervisors has 3 members, including 1 employee supervisor. The number and composition of members of the Board of Supervisors conform to the requirements of laws and regulations. Each supervisor can seriously perform their duties and supervise the Company's major issues, financial conditions and the legality and compliance of the duty performance of directors and senior management personnel according to the requirements of *Articles of Associations* and the *Rules of Procedure of Board of Supervisors* and other regulations. During the reporting period, the supervisors of the Company have participated in relevant training, and further studied and got familiar with relevant laws and regulations, earnestly improving the ability to perform the duties of supervisors.

#### (V) About the Company and Investors

The Company attaches great importance to the information disclosure, and truthfully, accurately, completely and timely disclose information strictly in accordance with the requirements of the *Administrative Measures for the Disclosure of Information of Listed Companies*, *Guidelines for*



息。同时，明确董事长为公司信息披露第一责任人，董事会秘书为信息披露负责人，董秘办负责信息披露日常事务。公司指定《中国证券报》、《证券时报》、《上海证券报》、《证券日报》为信息披露报纸，巨潮资讯网（<http://www.cninfo.com.cn>）为信息披露网站。

公司高度重视投资者关系管理工作，不断学习先进投资者关系管理经验，打造与形成了以服务投资者为核心的工作意识和诚信勤勉的工作氛围。公司董秘办作为投资者关系管理的具体实施机构，致力于以更好的方式和途径使广大投资者能够平等地获取公司经营管理、未来发展等信息，构建与投资者的良好互动关系，树立公司在资本市场的良好形象。主要工作如下：

*Format of the Disclosure of Information of Listed Companies on the Growth Enterprise Market of Shenzhen Stock Exchange and other regulations, as well as the Information Disclosure Management System, Investor Relations Management System, Internal Reporting System of Major Information and other operational documents. Meanwhile, the Company specifies the Chairman of the Board of Directors as the first person responsible for the disclosure of the information of the Company, the Secretary of the Board of Directors as the person responsible for the disclosure of information, and the Secretary Office of the Board of Directors responsible for routine affairs about the disclosure of information. The Company designates China Securities Journal, Securities Times, Shanghai Securities News and Securities Daily as newspapers for the disclosure of information, and <http://www.cninfo.com.cn> as the website for the disclosure of information.*

The Company pays high attention to the management of investor relations, constantly studies advanced experience in the management of investor relations, and creates the work consciousness with serving investors as the core and honest and diligent working atmosphere. As a specific enforcement body of the management of investor relations, the Secretary Office of the Board of Directors is committed to enabling the broad masses of investors to equally access to the information about management and future development of the Company through better methods and means, establishing a good interactive relationship with investors and building a good image of the Company in the capital market. The work of the Secretary Office of the Board of Directors is mainly as follows:



## 1.投资者专线与互动平台

公司董秘办设置专线电话（020-28956666），由专人负责接听投资者来电，保证专线电话、专用传真（020-28957910）、专用邮箱

（[tcbj@by-health.com](mailto:tcbj@by-health.com)）等沟通渠道的畅通，广泛听取投资者关于公司经营和管理的意见与建议。公司在官方网站开办了“投资者关系”专栏，及时刊登信息披露文件，同时定期回复投资者关心的重要问题，与广大投资者保持了良好的沟通关系。

投资者也是资本市场公司股票的消费者。报告期内，公司董秘办致力于打造“投资者服务中心”，建立投资者数据库的电子文件，推出“汤臣倍健投资者关系”微信公众号，开通了投资者专用的短信平台，及时将公告摘要、公司新闻、调研安排等投资者所关注的信息发送给投资者。

## 2.积极开展投资者来访及投资机构调研工作

公司指定董事会秘书作为投资者关系管理负责人，安排专人负责投资者来访接待工作，积极做好投资者关系管理工作档案的建立和保管，合理、

## 1. Special Line and Interactive Platform for Investors

The Secretary Office of the Board of Directors provides a special line (020-28956666) and asks a special person to be responsible for answering the calls from investors, so as to guarantee the smoothness of the special line, special fax (020-28957910), special e-mail ([tcbj@by-health.com](mailto:tcbj@by-health.com)) and other communication channels, and widely listen to investors' opinions and suggestions on the operation and management of the Company. The Company has opened a special column of "investor relations" on the official website, and timely places information disclosure documents, and regularly replies important issues that investors are concerned, and keeps a good communication relationship with the broad masses of investors.

Investors are also consumers of shares of the Company in the capital market. During the reporting period, the Secretary Office of the Board of Directors has been committed to creating an "Investor Service Center", creating electronic documents of investors' database, promoting WeChat public number of "BY-HEALTH investor relations" and opened special SMS platform for investors, so as to send the abstracts of announcements, company's news, research & survey arrangement and other information that investors are concerned to the investors in a timely manner.

## 2. Actively Carrying Out the Research and Survey on Investors' Visit and Investment Agencies

The Company designates the Secretary of the Board of Directors as the person responsible for the management of investor relations, arranges a special person to take charge of reception of

妥善地安排个人投资者、机构投资者、行业分析师等相关人员到公司进行调研，并切实做好相关信息的保密工作。对投资机构调研人员要求其出具有效身份证明，并签署调研承诺书，撰写会议记录，及时报备交易所。

### 3. 互动交流

(1) 2015年，公司先后召开了2015年年度股东大会、2015年第一次临时股东大会、2015年第二次临时股东大会。会上，公司董事、监事和高级管理人员认真听取了投资者的建议和意见，并就公司经营以及未来发展等问题与广大投资者进行了深入的沟通和交流。

(2) 2015年10月，公司在微信公众号举行“汤臣倍健20周年”投资者专场感恩回馈活动，体验汤臣倍健高品质的产品。该活动得到了投资者的积极参与，进一步增强了公司与投资者的互动，拉近了公司与投资者的距离，进一步提升了公司的品牌知名度和美誉度。

(3) 2015年3月23日、4月24日、7月24日、10月22日，公司先后与兴业证券及其客户群、中信证券及其客户群举行了2014年年度报告、2015年第

visitors' visits, actively establish and keep the files of management of investor relations, reasonably and properly arrange individual investors, institutional investors, industry analysts and other relevant personnel to joint in the research and survey in the Company, and earnestly do a good job in confidentiality of relevant information. The personnel responsible for the research and survey of investment agencies are required to present valid identity certificates and sign a research and survey commitment, make meeting minutes and timely report to the Exchange.

### 3. Interactive Communication

(1) In 2015, the Company convened the General Meeting of 2015, the first extraordinary general meeting in 2015 and the second extraordinary general meeting in 2015. On the meetings, the directors, supervisors and senior management personnel of the Company carefully listened to the advices and opinions of investors, and made in-depth communication and exchange with the broad masses of investors on the operation, future development and other issues of the Company.

(2) In October, 2015, the Company held the “20<sup>th</sup> Anniversary of BY-HEALTH” Special Thanksgiving Feedback Activity for Investors in the WeChat Public Number, enabling investors to experience high-quality BY-HEALTH products. Investors actively participated in such an activity, to further enhance the interaction between the Company and investors, get the Company and investors closer and further improve the brand awareness and reputation of the Company.

(3) On March 23, April 24, July 2 and October 22, 2015, the Company held telephone communication on the annual report of 2014, the report of the first quarter of 2015, the semi-annual report of 2015 and

一季度报告、2015年半年度报告和2015年第三季度报告的电话交流会，进一步深化了投资者对公司的了解与认识，实现了与广大投资者的良好互动。

(4) 报告期内，公司参加了国信证券、东方证券、花旗集团、汇丰银行、国泰君安证券、中信证券、兴业证券、华创证券、招商证券、中金公司券等组织的策略会和交流会，通过现场一对一、一对多以及以及电话会议等形式，与投资者进行多层次的良性互动，增加投资者对公司全方位的了解，培育了公司的长期投资者。

#### (六) 绩效评价与激励约束机制

公司建立了董事、高级管理人员绩效评价与激励约束机制，董事会薪酬与考核委员会负责对公司的董事、高级管理人员进行绩效考核，公司现有的考核及激励约束机制符合公司的发展现状。

#### (七) 关于相关利益者

公司充分尊重和维护相关利益者的合法权益，重视公司的社会责任，积极与相关利益者合作，加强与各方的沟通与交流，实现股东、员工、社会等各方利益的协调平衡，共同推动公司健康、持

the report of the third quarter of 215 with Industrial Securities and its customers, and Citic Securities and its customers, further deepening the understanding and recognition of the investors on the Company, and achieving the good interaction with the broad masses of investors.

(4) During the reporting period, the Company attended the strategic meetings and exchanges organized by Guosen Securities, Orient Securities, Citigroup, HSBC, Guotai Junan Securities, Citic Securities, Industrial Securities, Huachuang Securities, China Merchants Securities and CICC Corporate Bonds, etc., to have multi-level good interaction with investors through one to one, one to many on the site and telephone conference and other aspects, increasing the comprehensive understanding of the investors on the Company, and cultivating long-term investors of the Company.

#### (VI) Performance Appraisal and Incentive Restriction Mechanism

The Company has established a performance appraisal and incentive restriction mechanism for directors and senior management personnel. The Remuneration and Appraisal Committee of the Board of Directors is responsible for the performance appraisal of the directors and senior management personnel of the Company. The existing appraisal and incentive restriction mechanism of the Company conforms to the development status of the Company.

#### (VII) About Parties with Related Interests

The Company fully respects and maintains the legitimate rights and interests of the parties with related interests, attaches importance to the social responsibilities of the Company, actively

续的发展。

cooperates with the parties with related interests and enhances the communication and exchanges with relevant parties, thereby achieving the coordination and balance of interests among shareholders, employees and other social parties, and jointly promoting the healthy and sustainable development of the Company.

公司治理的实际状况与中国证监会发布的有关上市公司治理的规范性文件是否存在重大差异

Whether there is great difference between the actual situation of the corporate governance and the normative documents about the governance of listed companies issued by the China Securities Regulatory Commission?

☐ 是 ☒ 否

☐ Yes ☒ No

## 二、公司相对于控股股东在业务、人员、资产、机构、财务等方面的独立情况

## II. Independence of the Company from Controlling Shareholder in Business, Employees, Assets, Institution, Finance and other Aspects

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 三、同业竞争情况

## III. Horizontal Competition

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

## 四、报告期内召开的年度股东大会和临时股东大会的有关情况

## IV. Information about Annual General Meetings of Shareholders and Extraordinary General Meetings of Shareholders Convened during the Reporting Period

### 1、本报告期股东大会情况

### 1. General Meetings during the Reporting Period

| 会议届次<br>Session No. of the Meeting | 会议类型<br>Type of Meeting   | 投资者参与比例<br>Investor's Participation Ratio | 召开日期<br>Date of Convening | 披露日期<br>Date of Disclosure | 披露索引<br>Index of Disclosure              |
|------------------------------------|---------------------------|-------------------------------------------|---------------------------|----------------------------|------------------------------------------|
| 2014 年度股东大会                        | 年度股东大会                    | 54.11%                                    | 2015 年 03 月 23 日          | 2015 年 03 月 23 日           | 汤臣倍健：2014 年年度股东大会决议公告（2015-025）巨潮资讯网     |
| Annual General Meeting of          | Annual general meeting of | 54.11%                                    | March 23, 2015            | March 23, 2015             | BY-HEALTH: Announcement on Resolution of |

|                                                                           |                                               |        |                  |                  |                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------|-----------------------------------------------|--------|------------------|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholders in 2014                                                      | shareholders                                  |        |                  |                  | Annual General Meeting of Shareholders in 2014 (2015-025)<br><a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a>                                                                                                                  |
| 2015 年第一次临时股东大会                                                           | 临时股东大会                                        | 52.38% | 2015 年 05 月 12 日 | 2015 年 05 月 12 日 | 汤臣倍健：2015 年第一次临时股东大会决议公告 (2015-042) 巨潮资讯网<br>BY-HEALTH: Announcement on Resolution of the 1 <sup>st</sup> Extraordinary General Meeting of Shareholders in 2015 (2015-042)<br><a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a> |
| The 1 <sup>st</sup> Extraordinary General Meeting of Shareholders in 2015 | Extraordinary general meeting of shareholders | 52.38% | May 12, 2015     | May 12, 2015     |                                                                                                                                                                                                                                               |
| 2015 年第二次临时股东大会                                                           | 临时股东大会                                        | 49.72% | 2015 年 07 月 28 日 | 2015 年 07 月 28 日 | 汤臣倍健：2015 年第二次临时股东大会决议公告 (2015-069) 巨潮资讯网<br>BY-HEALTH: Announcement on Resolution of the 2 <sup>nd</sup> Extraordinary General Meeting of Shareholders in 2015 (2015-069)<br><a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a> |
| The 2 <sup>nd</sup> Extraordinary General Meeting of Shareholders in 2015 | Extraordinary general meeting of shareholders | 49.72% | July 28, 2015    | July 28, 2015    |                                                                                                                                                                                                                                               |

2、表决权恢复的优先股股东请求召开临时股东大会

2. The shareholders of preferred shares with voting right recovered request to convene an extraordinary general meeting of shareholders.

☐ 适用 ☒ 不适用

☐ Applicable ☒ Not Applicable

五、报告期内独立董事履行职责的情况

V. Execution of Duties of Independent Directors in the Reporting Period

1、独立董事出席董事会及股东大会的情况

1. Independent Directors' Attendance to the Meetings of the Board of Directors and the General Meetings of Shareholders

| 独立董事出席董事会情况                                                                                                                      |                                                                                            |                                            |                                                        |                                                            |                            |                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------|------------------------------------------------------------|----------------------------|---------------------------------------------------------------------------------------------------|
| Independent Directors' Attendance to the Meetings of the Board of Directors                                                      |                                                                                            |                                            |                                                        |                                                            |                            |                                                                                                   |
| 独立董事姓名                                                                                                                           | 本报告期应参加董事会次数                                                                               | 现场出席次数                                     | 以通讯方式参加次数                                              | 委托出席次数                                                     | 缺席次数                       | 是否连续两次未亲自参加会议                                                                                     |
| Name of Independent Director                                                                                                     | Number of Times of Attending the Meeting of the Board of Directors in the Reporting Period | Number of Times of Attendance at the Scene | Number of Times of Attendance by Mode of Communication | Number of Times of Entrusting Others to Attend the Meeting | Number of Times of Absence | Whether the independent director fails to attend the meeting personally for consecutive two times |
| 刘恒<br>Liu Heng                                                                                                                   | 10                                                                                         | 6                                          | 4                                                      | 0                                                          | 0                          | 否<br>No                                                                                           |
| 胡玉明<br>Hu Yuming                                                                                                                 | 10                                                                                         | 7                                          | 3                                                      | 0                                                          | 0                          | 否<br>No                                                                                           |
| 吴传斌<br>Wu Chuanbin                                                                                                               | 10                                                                                         | 7                                          | 3                                                      | 0                                                          | 0                          | 否<br>No                                                                                           |
| 独立董事列席股东大会次数<br>Number of Times for the Independent Directors Attending the General Meeting of Shareholders without Voting Right |                                                                                            | 3                                          |                                                        |                                                            |                            |                                                                                                   |

2、独立董事对公司有关事项提出异议的情况

2. Objections of Independent Directors to Relevant Issues of the Company

独立董事对公司有关事项是否提出异议

Whether the independent director raised any objection to



☐ 是 ☒ 否

relevant issues of the Company?

☐ Yes ☒ No

### 3、独立董事履行职责的其他说明

### 3. Other Statements on the Execution of Duties of Independent Directors

独立董事对公司有关建议是否被采纳

Whether the independent directors' suggestions for the Company were adopted?

☒ 是 ☐ 否

☒ Yes ☐ No

独立董事对公司有关建议被采纳的说明

Statement on Adoption of Independent Directors' Suggestions for the Company

| 日期<br>Date | 会议<br>Meeting                                                                                     | 独立意见类别<br>Type of Independent Opinions                                                                                                          | 独立意见内容<br>Contents of Independent Opinions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| 2015-2-28  | 第三届董事会第五次<br>The 5 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session of the Board of Directors | 对第三届董事会第五次<br>会议审议的相关事项<br>On relevant issues discussed in the 5 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session of the Board of Directors | <p><b>一、关于2014年度募集资金使用情况专项报告的独立意见</b><br/><b>I. Independent opinions on the special report on the use of raised funds in 2014</b></p> <p>经审阅公司编制的《关于募集资金2014年度存放与使用情况的专项说明》和广东正中珠江会计师事务所(特殊普通合伙)出具的《关于公司募集资金年度存放与使用情况的专项鉴证报告》(广会专字[2015]G15000480036号),及询问公司相关业务人员、内部审计人员和高级管理人员后,我们认为,公司编制的《关于募集资金2014年度存放与使用情况的专项说明》内容真实、准确、完整,不存在虚假记载、误导性陈述和重大遗漏。我们认同广东正中珠江会计师事务所(特殊普通合伙)对公司2014年募集资金使用情况的意见,公司《关于募集资金2014年度存放与使用情况的专项说明》符合深圳证券交易所《上市公司募集资金管理办法》和《创业板上市公司规范运作指引》等有关规定,如实反映了公司2014年度募集资金实际存放与使用情况,不存在募集资金存放和使用违规的情形。</p> <p>After reviewing the <i>Special Statement on the Deposit and Use of Raised Funds in 2014</i> prepared by the Company and the <i>Special Verification Report on the Annual Deposit and Use of Raised Funds of the Company</i> (Guang Kui Zhuan Zi [2015] No.G15000480036) issued by GP Certified Public Accountants (Special General Partnership), and making inquiries of relevant business personnel, internal auditors and senior management personnel of the Company, we believe that the contents of the <i>Special Statement on the Deposit and Use of Raised Funds in 2014</i> prepared by the Company are authentic, accurate and complete, without false records, misrepresentations, or major omissions. We agree on the opinions of GP Certified Public Accountants (Special General Partnership) on the Company's use of raised funds in 2014. The <i>Special Statement on the Deposit and Use of Raised Funds in 2014</i> of the Company conforms to the provisions of <i>Measures for the Administration of Funds Raised by Listed Companies</i>, <i>Guidelines for Standardized Operation of Companies Listed on the Growth Enterprise Market</i> and other relevant regulations, and truthfully reflects the actual deposit and use of the Company's raised funds in 2014, without any violation in the deposit and use of raised funds.</p> <p><b>二、关于2014年度内部控制自我评价报告的独立意见</b><br/><b>II. Independent opinions on the report of self-assessment on internal control in 2014</b></p> <p>经核查,目前公司已经建立了较为完善的法人治理结构和健全的内部控制制度,符合国家有关法律、法规和证券监管部门的要求。公司内部控制制度具有较强的针对性、合理性和有效性,并且得到了较好的贯彻和执行,在公司经营的采购、生产、销售等各个环节、关联交易、对外担保、重大投资、募集资金使用、信息披露等方面发挥了较好的管理控制作用,能够对编制真实、公允的财务报表提供合理的保证,对公司各项业务活动的健康运行和经营风险的控制提供保证。我们认为公司内部控制的自我评价报告全面、客观、真实地反映了公司内部控制体系建设和运作的实际情况。</p> <p>After verification, at present, the Company has established a sophisticated corporate governance structure and sound internal control system, which conform to relevant national laws and regulations, as well as relevant requirements of the securities regulatory authority. The internal control system of the Company is of strong pertinence, rationality and effectiveness, and is well implemented. It has played a good role in management control in the procurement, production, sales and other key links, related transactions, external guarantee, major investments, use of raised</p> |

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|  |  | <p>funds, information disclosure and other aspects of the Company, and can provide reasonable guarantee for the preparation of authentic and fair financial statements, and also provide assurance for the healthy operation of business activities and the control over operational risks of the Company. We believe that the report of self-assessment on the internal control of the Company is comprehensive and objective, and truthfully reflects the actual situation of construction and operation of the internal control system of the Company.</p> <p><b>三、关于2014年度利润分配预案的独立意见</b></p> <p><b>III. Independent opinions on profit distribution plan in 2014</b></p> <p>公司第三届董事会第五次会议审议通过了《2014年度利润分配预案》的议案，并提请公司2014年年度股东大会审议。</p> <p>The 5<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors of the Company discussed and approved the proposal of the <i>Profit Distribution Plan in 2014</i>, and submitted it to the Annual General Meeting of Shareholders in 2014 for consideration.</p> <p>1. 现金分红的原因</p> <p>1. Reason for Cash Dividend</p> <p>考虑到公司业务持续快速发展，连续多年主营收入增速保持快速增长，且利润与经营现金流同步增长，根据中国证监会鼓励上市公司现金分红，给予投资者稳定、合理回报的指导意义，在符合利润分配原则、保证公司正常经营和长远发展的前提下，更好地兼顾股东的即期利益和长远利益。</p> <p>Taking into account the continuous rapid development of the businesses of the Company, rapid growth of the prime operating revenue for consecutive years, and synchronous growth of profits and operating cash flow, in accordance with the guiding opinions of the China Securities Regulatory Commission on encouraging listed companies to carry out cash dividends to give investors with stable and reasonable returns, and under the premise of complying with the principle of profits distribution and ensuring the normal operation and long-term development of the Company, to better give consideration to shareholders' immediate and long-term interests.</p> <p>2. 独立意见</p> <p>2. Independent opinions</p> <p>我们认为，该利润分配预案符合公司实际情况，公司最近三年现金分红比例超过了最近三年实现的年均可分配利润的百分之三十，没有违反《公司法》和公司章程的有关规定，未损害公司股东尤其是中小股东的利益，有利于公司的正常经营和健康发展。同意将该预案提请股东大会审议。</p> <p>We believe that such a profit distribution plan conforms to the actual situation of the Company. The Company's proportion of cash dividends in the latest three years has exceeded 30% of the annual average distributable profits realized in the recent three years, which does neither violate relevant provisions of the <i>Company Law</i> and the Articles of Association, nor undermines the interests of shareholders, in particular medium and small shareholders, but is conducive to the normal operation and healthy development of the Company. We agree to submit this plan to the General Meeting of Shareholders for consideration.</p> <p><b>四、关于2014年度公司关联方资金占用和对外担保情况的独立意见</b></p> <p><b>IV. Independent opinions on occupation of funds of associated parties and external guarantee in 2014</b></p> <p>根据《关于规范上市公司与关联方资金往来及上市公司对外担保若干问题的通知》证监发【2003】56号、《关于规范独立董事对于担保事项专项说明和独立意见的通知》（证监发[2004]57号）、《关于规范上市公司对外担保行为的通知》（证监发〔2005〕120号）等文件规定以及《公司章程》、《对外担保管理制度》等制约定，我们作为公司的独立董事，本着严谨、实事求是的态度，对报告期内公司对外担保与关联方资金往来情况进行了认真核查，发表如下专项说明及独立意见：</p> <p>According to the provisions of the <i>Notice Concerning Some Issues on Regulating the Funds between Listed Companies and Associated Parties and Listed Companies' Provision of Guaranty to Other Parties</i> (Zheng Jian Fa [2003] No.56), <i>Notice on Regulating the Independent Director's Special Statement and Independent Opinions on Guaranty</i> (Zheng Jian Fa [2004] No.57), <i>Notice on Regulating Listed Companies' Guaranty to Other Parties</i> (Zheng Jian Fa [2005] No.120) and other documents, as well as the <i>Articles of Association</i>, <i>External Guarantee Management System</i> and other regulations, as independent directors, with rigorous and matter-of-fact approach, we have carefully checked the Company's guaranty to other parties and the funds between the Company and associated parties during the reporting period, and air the following special statement and independent opinions:</p> <p>1. 关于公司与关联方资金往来事项</p> |
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|  |  | <p>1. Matters about funds between the Company and associated parties</p> <p>报告期内，公司与控股股东及其关联方之间发生的资金占用均为正常经营性往来，未发现公司控股股东及其关联方违规占用公司资金的情况。</p> <p>During the reporting period, the occupation of funds incurred between the Company and its controlling shareholder and associated parties are normal business exchanges. No illegal occupation of the Company's funds by its controlling shareholder and associated parties is found.</p> <p>2. 报告期内，公司不存在为本公司的股东、股东的控股子公司、股东的附属企业及本公司持股50%以下的其他关联方、任何非法人单位或个人提供担保，也无任何形式的对外担保事项。截至2014年12月31日公司及其控股子公司对外担保金额为零。</p> <p>2. During the reporting period, the Company did neither provide guarantee for the Company's shareholders, subsidiaries controlled by shareholders, enterprises affiliated to shareholders, and other associated parties where the Company holds less than 50% of shares, any entity without legal personality or individual, nor had any matter about guaranty to other parties in any form. As of December 31, 2014, the amount of guaranty provided by the Company and subsidiaries controlled by it to other parties was zero.</p> <p><b>五、关于聘任公司2015年度财务审计机构的独立意见</b></p> <p><b>V. Independent opinions on appointment of financial audit institution of the Company in 2015</b></p> <p>公司第三届董事会第五次会议审议通过了《关于聘任公司2015年度财务审计机构的议案》，并提请公司2014年年度股东大会审议。公司续聘广东正中珠江会计师事务所（特殊普通合伙）为公司2015年度审计机构，聘用程序符合《公司章程》及《上市公司股东大会规范意见》的规定。</p> <p>The 5<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors of the Company discussed and approved the <i>Proposal on Appointment of Financial Audit Institution of the Company in 2015</i>, and submitted it to the Annual General Meeting of Shareholders in 2014 for consideration. The Company continued to appoint GP Certified Public Accountants (Special General Partnership) as the audit institution in 2015. The procedures for appointment conform to the provisions of the <i>Articles of Association</i> and <i>Regulatory Opinions for the General Assemblies of Shareholders of Listed Companies</i>.</p> <p>1. 广东正中珠江会计师事务所（特殊普通合伙）具有证券相关业务执业资格，为公司出具的审计报告客观、公正地反映了公司的财务状况和经营成果。</p> <p>1. GP Certified Public Accountants (Special General Partnership) has qualifications for practicing relevant businesses of securities. The audit reports issued by it for the Company objectively and fairly reflect the financial condition and operating achievements of the Company.</p> <p>2. 鉴于该所具备较好的服务意识、职业操守和履职能力，我们同意续聘广东正中珠江会计师事务所（特殊普通合伙）为公司2015年度财务审计机构。</p> <p>2. In view that GP Certified Public Accountants (Special General Partnership) has good service awareness, professional integrity and duty-performance ability. We agree to continue to appoint GP Certified Public Accountants (Special General Partnership) as the financial audit institution of the Company in 2015.</p> <p><b>六、关于控股子公司租赁房产暨关联交易的独立意见</b></p> <p><b>VI. Independent opinions on house lease and related transactions of subsidiaries controlled by the Company</b></p> <p>公司全资控股子公司广州奈梵斯健康产品有限公司与公司控股股东梁允超先生之间的交易是按照“公平自愿，互惠互利”的原则进行，决策程序合法有效；交易价格按市场价格确定，定价公允，没有违反公开、公平、公正的原则，不存在损害公司和中小股东的利益的行为。公司董事会在审议此项议案时，关联董事回避表决，其表决程序符合有关法律法规的规定。</p> <p>The transactions between Guangzhou Fence Health Products Co., Ltd., a wholly-owned subsidiary of the Company, and Mr. Liang Yunchao, the controlling shareholder of the Company, are conducted according to the principle of "fairness, voluntariness and mutual benefits", and the procedures for decision making are lawful and effective. The transaction price is determined according to the market price. The pricing is fair, without violating the principle of openness, fairness and justice. It does not have any action undermining the interests of the Company and medium and small shareholders. When the Board of Directors of the Company considered such a proposal, the directors related withdrew from voting. Its voting procedures conform to the provisions of relevant laws and regulations.</p> <p><b>七、关于使用闲置自有资金择机购买低风险理财产品的独立意见</b></p> <p><b>VII. Independent opinions on the purchase of low-risk financial products with idle self-owned funds</b></p> |
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|  |  | <p>在保证公司正常经营资金需求和资金安全的前提下，运用部分闲置自有资金，择机投资低风险、流动性高的理财产品，有利于提高公司自有资金的使用效率，增加资金收益，符合公司利益，不影响公司主营业务的正常开展，也不存在损害公司及全体股东，特别是中小股东利益的情形。我们同意公司滚动使用额度不超过人民币80,000 万元的闲置自有资金购买短期低风险、流动性高的理财产品。</p> <p>Under the premise of ensuring the fund demand and fund security for normal operation of the Company, the investment in low-risk and high-liquidity financial products with some ideal self-owned funds makes for improving the use efficiency of self-owned funds of the Company and increasing capital incomes, and conforms to the interests of the Company. It does neither affect the normal operation of main businesses of the Company, nor undermine the interests of the Company and all shareholders, in particular medium and small shareholders. We agree the Company to scroll to use the idle self-owned funds with the limit not exceeding RMB800,000,000, to purchase short-term low-risk and high-liquidity financial products.</p> <p><b>八、关于使用闲置募集资金购买银行保本理财产品的独立意见</b></p> <p><b>VIII. Independent opinions on the purchase of bank's capital guaranteed financial products with the use of idle raised funds</b></p> <p>公司目前经营情况良好，财务状况稳健，在保证公司募集资金使用计划正常实施和日常经营所需流动资金的前提下，使用不超过80,000万元的闲置自有资金购买低风险理财产品；使用不超过100,000万元的闲置募集资金进行现金管理，购买银行保本理财产品。在控制风险的基础上将有利于提高公司资金的使用效率，增加资金收益，获取良好的投资回报。上述资金的使用不会对公司经营活动造成不利影响，不会影响公司募投项目的正常开展，符合公司利益，不存在损害公司及全体股东、特别是中小股东利益的情形，因此我们一致同意上述议案。</p> <p>At present, the Company runs well, with a stable and sound financial condition. Under the premise of guaranteeing the normal implementation of the plan to use the raised funds and the working capital required for routine operation of the Company, use the idle self-owned funds not exceeding RMB800,000,000 to purchase low-risk financial products, and use the idle self-owned funds not exceeding RMB1,000,000,000 for cash management and to purchase the bank's capital guaranteed financial product. On the basis of risk control, it will improve the efficiency of the use of the Company's funds, increase the capital incomes and obtain good return from investment. The use of the aforesaid funds will neither have adverse impact on the operating activities of the Company, nor affect the normal operation of the investment project with raised funds of the Company. It conforms to the interests of the Company and does not undermine the interests of the Company and all shareholders, in particular medium and small shareholders. Therefore, we all agree on the above-mentioned proposal.</p> <p><b>九、关于公司股票期权激励计划第二个行权期与预留期权第一个行权期行权条件不达标予以注销的独立意见</b></p> <p><b>IX. Independent opinions on cancellation due to non-compliance of vesting conditions of the second exercise schedule of the stock option incentive plan and the first exercise schedule of reserved option of the Company</b></p> <p>公司首次授予股票期权第二个行权期与预留股票期权第一个行权期未达到行权条件，公司董事会对激励对象相应获授股票期权予以注销，并根据《企业会计准则讲解》（2010）第十二章《股份支付》的有关规定进行会计处理，符合《管理办法》、《备忘录1-3号》、《创业板信息披露业务备忘录第8号—股权激励(股票期权)实施、授予、行权与调整》等法律、行政法规、部门规章、规范性文件以及公司《激励计划》的相关规定，不会对公司的财务状况和经营成果产生实质性影响，不会影响全体股东的利益。</p> <p>The vesting conditions of the second exercise schedule of the initial stock option and the first exercise schedule of the reserved stock option of the Company were not met, the Board of Directors cancelled the stock option that the incentive objects obtained correspondingly, and conducted accounting treatment according to relevant provisions of Chapter 12 <i>Share-based Payment of Interpretation to Accounting Standard for Business Enterprises</i> (2010), which conforms to the <i>Measures for Administration, Memorandum No.1-3, Implementation, Granting, Vesting and Adjustment of Memorandum of the Disclosure of Information on the Growth Enterprise Market No.8 -- Equity Incentive (Stock Option)</i>, and other laws, administrative regulations, departmental rules, normative document and relevant regulations of <i>Incentive Plan</i> of the Company, and will neither have substantial influence on the financial condition and operating results of the Company, nor affect the interests of all shareholders.</p> <p>因此，我们同意公司对首次授予股票期权第二个行权期与预留股票期权第一个行权期未达到行权条件的获授期权予以注销。</p> <p>Therefore, we agree the Company to cancel the options obtained due to the non-compliance of the vesting conditions of the second exercise schedule of the initial stock option and the first exercise</p> |
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|           |                                                                                                                                                                                                                                                        | <p>schedule of the reserved stock option of the Company.</p> <p>十、关于变更公司总经理的独立意见</p> <p><b>X. Independent opinions on change of general manager of the Company</b></p> <p>1.经审阅相关人员的个人简历，未发现《公司法》第一百四十六条、《深圳证券交易所创业板上市公司规范运作指引》以及其他规范性文件或《公司章程》等规定的不得担任上市公司高级管理人员之情形。</p> <p>1. After reviewing the personal resumes of relevant personnel, the circumstance under which the relevant personnel shall not act as senior management personnel of listed companies according to Article 146 of the Company Law, the <i>Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market</i> and other normative documents or the <i>Articles of Association</i> and other regulations is not found.</p> <p>2.相关人员的提名、聘任程序符合《深圳证券交易所创业板上市公司规范运作指引》等规范性文件以及《公司章程》的规定。</p> <p>2. The procedures for nomination and appointment of relevant personnel conform to the regulations of <i>Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market</i> and other normative documents and the <i>Articles of Association</i>.</p> <p>3.经了解相关人员的教育背景、工作经历和身体状况，能够胜任公司总经理的职责要求，有利于公司的发展。</p> <p>3. After understanding the educational background, work experience and health conditions of relevant personnel, he is competent for the job requirements of general manager of the Company, which is beneficial to the development of the Company.</p> <p>因此，我们同意聘任林志成先生为公司总经理，任期与本届董事会任期相同。</p> <p>Therefore, we agree to appoint Mr. Lin Zhicheng as the general manager of the Company, whose term of office is the same as that of this session of the Board of Directors.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2015-3-20 | <p>第三届董事会第六次<br/>The 6<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors</p> <p>对第三届董事会第六次会议相关事项<br/>On relevant issues discussed in the 6<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors</p> | <p>一、关于募投项目增加实施主体的独立意见</p> <p><b>I. Independent opinions on increasing the subject of implementation of the investment project with raised funds</b></p> <p>公司募投项目实施主体的增加是合理的、必要的，符合公司发展规划和实际经营需要，有利于更快地适应市场的需求，有利于增强公司核心竞争力，有利于全体股东的利益。本次募投项目实施主体增加计划及决策程序符合《深圳证券交易所创业板上市公司规范运作指引》等相关法规要求。因此，同意公司上述募投项目实施主体的增加计划。在实施增加计划前，公司应履行相应的审议程序，并及时披露。</p> <p>It is reasonable and necessary to increase the subject of implementation of the investment project with raised funds, which conforms to the development planning and the need of actual operation of the Company and makes for adapting to the market requirements more quickly and improving the core competitiveness of the Company, and is beneficial to the interests of all shareholders. The plan and the decision-making procedures for increasing the subject of implementation of the investment project with raised funds meet the <i>Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market</i> and other relevant regulations. Therefore, we agree on the aforesaid plan of increasing the subject of implementation of the investment project with raised funds of the Company. Before the implementation of the increase plan, the Company shall fulfill corresponding procedures for consideration and timely disclose it.</p> <p>二、关于使用募集资金向子公司提供委托贷款的独立意见</p> <p><b>II. Independent opinions on offering entrusted loans to subsidiaries with raised funds</b></p> <p>公司向广东佰嘉、广州佰健和汤臣药业提供委托贷款，有助于募投项目“广东佰嘉单品运作项目”、“技术运营中心项目”和“终端精细化管理及品牌建设项目”的顺利实施，符合公司发展的需要，不存在变相改变募集资金投向和损害股东利益的情况，符合中国证券监督管理委员会、深圳证券交易所及公司《募集资金管理制度》的要求。我们一致同意公司使用募集资金向子公司提供委托贷款。</p> <p>The Company offered entrusted loans for Guangdong Baijia, Guangzhou BY-HEALTH and BY-HEALTH Pharmaceutical to help the smooth implementation of the investment projects with raised funds, including “single-product operational project of Guangdong Baijia”, “technical and operating center project” and “terminal fine management and brand construction project”, which conforms to the need of development of the Company, without changing the investment direction of raised funds in disguised form and undermining the interests of shareholders. It meets requirements of the China Securities Regulatory Commission, Shenzhen Stock Exchange and the <i>Raised Funds Management System</i> of the Company. We all agree with the Company to offer</p> |

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|           |                                                                                                         | <p>entrusted loans to subsidiaries with raised funds.</p> <p><b>三、关于使用募集资金置换预先投入募投项目自筹资金的独立意见</b></p> <p><b>III. Independent opinions on replacement of self-financed funds that have been input in advance in investment projects with the raised funds</b></p> <p>公司用本次募集资金置换预先已投入募集资金投资项目的自筹资金，内容及程序符合《深圳证券交易所创业板股票上市规则》、《深圳证券交易所创业板上市公司规范运作指引》、《公司章程》等相关法律、法规及规范性文件中关于上市公司募集资金使用的有关规定,没有与募集资金投资项目的实施计划相抵触，不影响募集资金投资项目的正常进行，不存在变相改变募集资金投向和损害股东利益的情况,有利于公司的持续发展，有利于维护全体股东的利益。全体独立董事一致同意公司使用募集资金128,775,405.54元置换已预先投入募集资金投资项目的自筹资金。</p> <p>The Company replaced the self-financed funds that have been input in advance in investment projects with the funds raised this time, the contents and procedures of which conform to relevant provisions of <i>Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange</i>, <i>Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market</i> and relevant laws, regulations and normative documents on the use of raised funds of listed companies, and do neither conflict with the implementation plan of the investment projects with raised funds, nor affect the normal operation of the investment projects with raised funds. It does neither change the investment direction of raised funds in disguised form nor undermine the interests of shareholders. It is beneficial to the sustainable development of the Company and helps maintain the interests of all shareholders. All independent directors agree with the Company to use RMB128, 775,405.54 of raised funds to replace the self-financed funds that have been input in advance in the investment projects with raised funds.</p> <p><b>四、关于与关联方合作设立移动医疗公司的对外投资的独立意见</b></p> <p><b>IV. Independent opinions on investment in incorporation of a mobile medical company with associated party</b></p> <p>公司本次与控股股东梁允超的关联公司诚承投资控股有限公司共同认缴新移动医疗合资公司的股份，此项关联交易有利于公司持续稳定经营，未对公司的独立性造成影响，不存在显失公允的情形，不存在损害投资者利益的情形，不存在损害公司利益及其他股东利益的情形。本次关联交易的表决程序符合相关规定。</p> <p>The Company subscribed the shares of the new mobile medical joint venture jointly with Chengcheng Investment Holdings Co., Ltd., a company associated with Mr. Liang Yunchao, the controlling shareholder of the Company. Such a related transaction is beneficial to the sustainable and stable operation of the Company, and does neither affect the independence of the Company, nor lose fair or undermine the interests of investors or the interests of the Company and other shareholders. The voting procedures of this related transaction conform to relevant regulations.</p> |
| 2015-3-27 | <p>第三届董事会第七次<br/>The 7<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors</p> | <p>关于转让全资子公司部分股权暨关联交易事项</p> <p>On the transfer of some equity of the wholly-owned company and related transactions</p> <p>此项关联交易公平、公正，符合公司发展需要，不存在显失公允的情形，不存在通过关联交易操纵公司利润的情形，不存在损害投资者利益的情形，不存在损害公司利益及其他股东利益的情形。关联交易表决程序符合相关规定。因此，我们同意本次关联交易。</p> <p>Such a related transaction is fair and justice and conforms to the need of development of the Company, without losing fair or controlling the Company's profits through related transactions, or undermining the interests of investors or those of the Company and other shareholders. The voting procedures of this related transaction conform to relevant regulations. Therefore, we agree on this related transaction.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 2015-4-23 | <p>第三届董事会第八次<br/>The 8<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors</p> | <p>关于公司第三届董事会第八次会议相关议案</p> <p>On relevant proposals in the 8<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of</p> <p><b>一、关于部分募集资金投资项目变更为合资经营方式的议案的独立意见</b></p> <p><b>I. Independent opinions on proposal on changing some investment projects with raised funds into joint ventures</b></p> <p>公司本次将部分募集资金投资项目变更为合资经营方式的事项是董事会根据公司目前实际情况作出的决定，内容及程序符合《深圳证券交易所创业板股票上市规则》、《深圳证券交易所创业板上市公司规范运作指引》、《公司章程》等相关法律、法规及规范性文件中关于上市公司募集资金使用的有关规定,没有与募集资金投资项目的实施计划相抵触，不影响募集资金投资项目的正常进行，不存在变相改变募集资金投向和损害股东利益的情况。因此，我们同意本次变更事项。</p> <p>The issue of changing some investment projects with raised funds into joint ventures was decided</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |



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|           |                                                                                                     | Directors                                                                                                                                                          | <p>by the Board of Directors according to the current actual situation of the Company, the contents and procedures of which conform to the provisions of <i>Rules Governing the Listing of Stocks on the Growth Enterprise Market of the Shenzhen Stock Exchange</i>, <i>Guidelines of the Shenzhen Stock Exchange for Standardized Operation of Companies Listed on the Growth Enterprise Market</i>, <i>Articles of Association</i> and relevant laws, regulations and normative documents on the use of raised funds of listed companies, and do neither conflict with the implementation plan of the investment projects with raised funds, nor affect the normal operation of the investment projects with raised funds. It does neither change the investment direction of raised funds in disguised form nor undermine the interests of shareholders. Therefore, we agree on this change.</p> <p><b>二、关于与关联方合资收购上海臻鼎电脑科技有限公司部分股权的议案的独立意见</b></p> <p><b>II. Independent opinions on proposal on acquisition of some equity of Shanghai Zhending Computer Technology Co., Ltd. with related parties</b></p> <p>公司本次与控股股东梁允超的关联公司诚承投资、副董事长梁水生的关联公司珠海佰润共同出资收购上海臻鼎电脑科技有限公司的部分股份，此项关联交易有利于公司持续稳定经营，未对公司的独立性构成影响，不存在显失公允的情形，不存在损害投资者利益的情形，不存在损害公司利益及其他股东利益的情形，关联交易表决程序符合相关规定。因此，我们同意本次关联交易事项。</p> <p>The Company acquired some equity of Shanghai Zhending Computer Technology Co., Ltd. Jointly with Chengcheng Investment, a company associated with Mr. Liang Yunchao, the controlling shareholder of the Company, and Zhuhai Bairun, a company associated with Vice Chairman Liang Shuisheng. Such a related transaction is beneficial to the sustainable and stable operation of the Company, and does neither affect the independence of the Company, nor lose fair or undermine the interests of investors or the interests of the Company and other shareholders. The voting procedures of this related transaction conform to relevant regulations. Therefore, we agree on such a related transaction.</p> |
| 2015-7-10 | 第三届董事会第十次<br>The 10 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session of the Board of Directors  | 关于公司第一期核心管理团队持股计划暨“超级合伙人”计划（草案）及其摘要<br>On the Company's first phase of core management team stock ownership plan and "Super Partner" Plan (Draft) and its abstract | <p>公司持股计划的内容符合《中华人民共和国公司法》、《中华人民共和国证券法》、中国证监会《关于上市公司实施员工持股计划试点的指导意见》、深圳证券交易所《股票上市规则》、《创业板上市公司规范运作指引》等有关法律、法规的规定，不存在损害公司及全体股东利益的情形；本次持股计划的实施是员工在依法合规、自愿参与、风险自担的原则上参与的，不存在摊派、强行分配等方式强制参与公司持股计划的情形。</p> <p>The contents of the stock ownership plan of the Company conform to the provision of the <i>P.R.C. Company Law</i>, the <i>P.R.C. Securities Law</i>, the <i>Guiding Opinions of China Securities Regulatory Commission on Pilot Implementation of Employee Stock Ownership Plan of Listed Company</i>, <i>Stock Listing Rules</i> of Shenzhen Stock Exchange, <i>Guidelines for Standardized Operation of Companies Listed on the Growth Enterprise Market</i>, and relevant laws and regulations, without undermining the interests of the Company and all shareholders. Employees are involved in the implementation of the stock ownership plan according to the principle of law compliance, voluntary participation and risk sharing. They are not forced to participate in the stock ownership plan of the Company by apportionment, forced distribution and other methods.</p> <p>公司实施持股计划有利于有效推动与促进公司“经理人”向“合伙人”的身份转变，绑定公司长期价值，实现全体股东利益一致。我们同意公司《第一期核心管理团队持股计划暨“超级合伙人”计划（草案）》及其摘要的内容。</p> <p>The implementation of stock ownership plan helps push and promote the transformation of identity from “manager” to “partner” of the Company, bind the long-term value of the Company and realize the coincident interests of all shareholders. We agree on the contents of the <i>First Phase of Core Management Team Stock Ownership Plan and “Super Partner” Plan (draft)</i> and its abstract.</p>                                                                                                                                                                                                                                                                                                                                                                                                  |
| 2015-7-24 | 第三届董事会第十一次<br>The 11 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session of the Board of Directors | 关于2015年半年度报告相关事项<br>On relevant matters in the semi-annual report of 2015                                                                                          | <p><b>关于2015年半年度公司关联方资金占用和对外担保情况的独立意见</b></p> <p><b>Independent opinions on Fund Occupation by Associated Parties of the Company and Guaranty to Other Parties in the Semi-annual Report of 2015</b></p> <p>根据《关于规范上市公司与关联方资金往来及上市公司对外担保若干问题的通知》证监发【2003】56号、《关于规范独立董事对于担保事项专项说明和独立意见的通知》（证监发[2004]57号）、《关于规范上市公司对外担保行为的通知》（证监发[2005]120号）等文件规定以及《公司章程》、《对外担保管理制度》等制度规定，我们作为公司的独立董事，本着严谨、实事求是的态度，对报告期内公司对外担保与关联方资金往来情况进行了认真核查，发表如下专项说明及独立意见：</p> <p>According to the provisions of the <i>Notice Concerning Some Issues on Regulating the Funds between Listed Companies and Associated Parties and Listed Companies' Provision of Guaranty to Other Parties</i> (Zheng Jian Fa [2003] No.56), <i>Notice on Regulating the Independent Director's Special Statement and Independent Opinions on Guaranty</i> (Zheng Jian Fa [2004] No.57), <i>Notice</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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|            |                                                                                                              | <p>on Regulating Listed Companies' Guaranty to Other Parties (Zheng Jian Fa [2005] No.120) and other documents, as well as the Articles of Association, External Guarantee Management System and other regulations, as independent directors, with rigorous and matter-of-fact approach, we have carefully checked the Company's guaranty to other parties and the funds between the Company and associated parties during the reporting period, and air the following special statement and independent opinions:</p> <p>1.关于公司与关联方资金往来事项</p> <p>1. Matters about funds between the Company and associated parties</p> <p>报告期内，公司与控股股东及其关联方之间发生的资金占用均为正常经营性往来，未发现公司控股股东及其关联方违规占用公司资金的情况。</p> <p>During the reporting period, the occupation of funds incurred between the Company and its controlling shareholder and associated parties are normal business exchanges. No illegal occupation of the Company's funds by its controlling shareholder and associated parties is found.</p> <p>2.报告期内，公司不存在为本公司的股东、股东的控股子公司、股东的附属企业及本公司持股50%以下的其他关联方、任何非法人单位或个人提供担保，也无任何形式的对外担保事项。截至2015年6月30日公司及其控股子公司对外担保金额为零。</p> <p>2. During the reporting period, the Company did neither provide guarantee for the Company's shareholders, subsidiaries controlled by shareholders, enterprises affiliated to shareholders, and other associated parties where the Company holds less than 50% of shares, any entity without legal personality or individual, nor had any matter about guaranty to other parties in any form. As of June 30, 2015, the amount of guaranty provided by the Company and subsidiaries controlled by it to other parties was zero.</p>                                                                                                                                                                                                                                                                                                                |
| 2015-12-31 | <p>第三届董事会第十四次</p> <p>The 14<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors</p> | <p>关于补选公司独立董事候选人</p> <p>On by-election of candidates for independent directors of the Company</p> <p>1.公司独立董事候选人的提名和表决程序符合《公司法》、《公司章程》等法律法规和公司制度的相关规定，合法有效。</p> <p>1. The procedures for nomination and voting of candidates for independent directors of the Company conform to relevant provisions of the <i>Company Law</i>, the <i>Articles of Association</i>, laws and regulations, as well as the Company's systems, which are lawful and effective.</p> <p>2.经审查独立董事候选人张平先生的教育背景、工作经历具备相关法律、法规所规定的上市公司董事的任职资格。未发现《公司法》第一百四十七条规定之情形，与公司控股股东、实际控制人、持有公司5%以上股份的股东以及公司其他董事、监事、高级管理人员不存在关联关系，未持有公司股份，未受过中国证监会及其他有关部门的处罚和证券交易所惩戒，符合《公司法》和《公司章程》等有关规定。</p> <p>2. After examination, the educational background and work experience of Mr. Zhang Ping, candidate for independent director, meet the qualification for directors of listed companies as provided in relevant laws and regulations. The circumstance specified in Article 147 of the <i>Company Law</i> is not found. He is not related to the controlling shareholder, actual controller, shareholders holding more than 5% of the shares of the Company, and other directors, supervisors and senior management personnel of the Company. He neither holds any shares of the Company, nor is punished by China Securities Regulatory Commission, other relevant department and stock exchange, which conforms to the <i>Company Law</i>, the <i>Articles of Association</i> and other relevant regulations.</p> <p>3.同意补选张平先生为公司第三届董事会独立董事候选人。</p> <p>3. We agree to hold a by-election to elect Mr. Zhang Ping as a candidate for independent director of the 3rd Session of the Board of Directors of the Company.</p> <p>4.同意将公司《关于补选第三届董事会独立董事候选人的议案》提交公司2016年第一次临时股东大会审议。</p> <p>4. We agree to submit the Proposal on By-election of Candidates for Independent Directors of the 3rd Session of the Board of Directors to the first extraordinary general meeting in 2016 for consideration.</p> |

## 六、董事会下设专门委员会在报告期内履行职责情况

## VI. Duty Performance of the Special Committees under the Board of Directors during the Reporting Period

| 董事会下设专门委员会<br>Special Committee under the Board of Directors | 会议届次<br>Session Number of the Meeting                      | 召开日期<br>Date of Convening | 参会委员<br>Members Attending the Meeting | 提出的重要意见和建议<br>Important Opinions and Suggestions Proposed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 是否存在异议（如有，说明原因）<br>Whether there is any objection (if any, specify the reason) |
|--------------------------------------------------------------|------------------------------------------------------------|---------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| 审计委员会<br>Audit Committee                                     | 第三届第二次                                                     | 2015-1-28                 | 胡玉明、刘恒、梁水生                            | 1.同意正中珠江反馈给公司治理层的沟通函1；<br>2.同意董秘办汇总制定的2014年年度报告工作时间表以及内容分工表；<br>3.同意2014年第三季度审计工作报告。                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 否                                                                              |
|                                                              | The 2 <sup>nd</sup> meeting of the 3 <sup>rd</sup> Session | 2015-1-28                 | Hu Yuming, Liu Heng, Liang Shuisheng  | 1. Agree on Letter of Communication 1 that GP Certified Public Accountants reflected to the management layer of the Company;<br>2. Agree on the operating schedule and labor division of the annual report of 2014 summarized by the Secretary Office of the Board of Directors;<br>3. Agree on the audit report of the third quarter of 2014.                                                                                                                                                                                                                                           | No                                                                             |
|                                                              | 第三届第三次                                                     | 2015-2-10                 | 胡玉明、刘恒、梁水生                            | 1.同意2014年第四季度审计工作报告；<br>2. 同意2015年度审计计划；<br>3.外审会计师就2014年度财务报表进行审计中发现的按规定应予沟通的重大事项进行反馈，审计委员会主任胡玉明教授给予专业的建议，公司审计部门结合公司实际情况给予建议，确定了2015年审计工作开展应注意的问题，并督促公司财务部执行。                                                                                                                                                                                                                                                                                                                                                                                                                           | 否                                                                              |
|                                                              | The 3 <sup>rd</sup> meeting of the 3 <sup>rd</sup> Session | 2015-2-10                 | Hu Yuming, Liu Heng, Liang Shuisheng  | 1. Agree on the audit report of the fourth quarter of 2014;<br>2. Agree on the audit plan of 2015;<br>3. The accountants for external audit made feedback on major issues found in the audit of the financial statement of 2014, which shall be communicated as specified. Professor Hu Yuming, Director of Audit Committee, gave professional advice. The Audit Department of the Company gave advices according to the actual situation and determined the issues that shall be noted in the implementation of audit n 2015, and urged the implementation of the Financial Department. | No                                                                             |
|                                                              | 第三届第四次                                                     | 2015-2-25                 | 胡玉明、刘恒、梁水生                            | 1.同意2014年度财务报告；<br>2.同意2014年度财务决算报告；<br>3.同意2015年度财务预算报告；<br>4.同意公司控股股东及其他关联方占用资金情况的专项审核说明；<br>5.同意2014年度募集资金存放与使用情况的专项说明；<br>6.同意2014年度内部控制自我评价报告；                                                                                                                                                                                                                                                                                                                                                                                                                                      | 否                                                                              |
|                                                              |                                                            |                           |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                |

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|-------------------------------|----------------------------------------------------------------------|--------------------------|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
|                               | The 4 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session           | 2015-2-25                | Hu Yuming, Liu Heng, Liang Shuisheng               | 7.同意关于聘任公司2015年度财务审计机构的议案;<br>8.同意广东正中珠江会计师事务所出具的公司2014年度审计报告。<br><br>1. Agree on the financial report of 2014;<br>2. Agree on the financial settlement report of 2014;<br>3. Agree on the financial forecasts of 2015;<br>4. Agree on special audit instructions on the funds occupied controlling shareholder and other associated parties of the Company;<br>5. Agree on special instructions on the deposit and use of funds raised in 2014;<br>6. Agree on the report of internal control self-assessment in 2014;<br>7. Agree on the proposal of appointing the financial audit institution of the Company in 2015;<br>8. Agree on the audit report of 2014 issued by GP Certified Public Accountants | No      |
|                               | 第三届第五次<br>The 5 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session | 2015-4-22<br>2015-4-22   | 胡玉明、刘恒、梁水生<br>Hu Yuming, Liu Heng, Liang Shuisheng | 1.同意2014年度审计工作报告;<br>2.同意2015年第一季度财务报告。<br><br>1. Agree on the audit report of 2014;<br>2. Agree on the financial report of the first quarter of 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 否<br>No |
|                               | 第三届第六次<br>The 6 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session | 2015-7-22<br>2015-7-22   | 胡玉明、刘恒、梁水生<br>Hu Yuming, Liu Heng, Liang Shuisheng | 1.同意2015年半年度财务报告;<br>2.同意2015年第一季度审计工作报告。<br><br>1. Agree on the semi-annual financial report of 2015;<br>2. Agree on the audit report of the first quarter of 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 否<br>No |
|                               | 第三届第七次<br>The 7 <sup>th</sup> meeting of the 3 <sup>rd</sup> Session | 2015-10-16<br>2015-10-16 | 胡玉明、刘恒、梁水生<br>Hu Yuming, Liu Heng, Liang Shuisheng | 1. 同意2015年第三季度财务报告;<br>2. 2015年第二季度审计工作报告。<br><br>1. Agree on the financial report of the third quarter of 2015;<br>2. Agree on the audit report of the second quarter of 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 否<br>No |
| 提名委员会<br>Nomination Committee | 第三届第二次<br>The 2 <sup>nd</sup> meeting of the 3 <sup>rd</sup> Session | 2015-2-27<br>2015-2-27   | 刘恒、胡玉明、梁允超<br>Liu Heng, Hu Yuming, Liang Yunchao   | 同意提名林志成先生为公司总经理<br><br>Agree to nominate Mr. Lin Zhicheng as the general manager of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 否<br>No |
|                               | 第三届第三次<br>The 3 <sup>rd</sup> meeting of the 3 <sup>rd</sup> Session | 2015-12-31<br>2015-12-31 | 刘恒、胡玉明、梁允超<br>Liu Heng, Hu Yuming, Liang Yunchao   | 同意提名张平先生为公司独立董事候选人<br><br>Agree to nominate Mr. Zhang Ping as a candidate for independent director of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 否<br>No |
|                               | 第三届第二次<br>The 2 <sup>nd</sup> meeting of the 3 <sup>rd</sup> Session | 2015-12-31<br>2015-12-31 | 胡玉明、刘恒、汤晖<br>Hu Yuming, Liu Heng, Tang Hui         | 关于调整公司部分董事薪酬的议案<br>关于调整公司高级管理人员薪酬的议案<br><br>Proposal on adjustment of remunerations for some directors of the Company;<br>Proposal on adjustment of remunerations for senior management personnel of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 否<br>No |



|                    |                                                            |            |                                       |                                         |    |
|--------------------|------------------------------------------------------------|------------|---------------------------------------|-----------------------------------------|----|
| 战略委员会              | 第三届第一次                                                     | 2015-12-31 | 梁允超、刘恒、林志成                            | 公司2016年发展规划                             | 否  |
| Strategy Committee | The 1 <sup>st</sup> meeting of the 3 <sup>rd</sup> Session | 2015-12-31 | Liang Yunchao, Liu Heng, Lin Zhicheng | Development plan of the Company in 2016 | No |

## 七、监事会工作情况

监事会在报告期内的监督活动是否发现公司存在风险

☐ 是 ☒ 否

公司监事会对报告期内的监督事项无异议。

## VII. Performance of the Board of Supervisors

Whether the Board of Supervisors finds any risk in the Company in the supervision activities during the reporting period?

☐ Yes ☒ No

The Board of Supervisors has no objection to the issues supervised in the reporting period.

## 八、高级管理人员的考评及激励情况

第一期核心管理团队持股计划暨“汤臣倍健超级合伙人”计划

### 1、激励机制建立

2015年7月9日和7月28日召开第三届董事会第十次会议和2015年第二次临时股东大会，审议通过《关于公司<第一期核心管理团队持股计划暨“超级合伙人”计划（草案）>及其摘要的议案》和《关于提请股东大会授权董事会办理公司持股计划相关事宜的议案》，同意公司实施第一期核心管理团队持股计划。第一期参加人数为10人，包括股份公司CEO、副董事长、副总经理（含兼任子公司总经理人员）、董事会秘书；子公司汤臣倍健药业有限公司董事长；子公司广东佰嘉药业有限公司和广州奈梵斯健康产品有限公司总经理。根据相关约定，公司已于2015年7月21日设立珠海佰泽健康管理合伙企业（有

## VIII. Appraisal on and Incentives to Senior Management Personnel

The First Phase of Core Management Team Stock Ownership Plan and “BY-HEALTH Super Partner” Plan

### 1. Establishment of incentive mechanism

On July 9 and July 28, 2015, the Company held the 10<sup>th</sup> Meeting of the 3<sup>rd</sup> Session of the Board of Directors and the 2<sup>nd</sup> Extraordinary General Meeting of Shareholders in 2015, to discuss and approve the *Proposal on the Company's First Phase of Core Management Team Stock Ownership Plan and “Super Partner” Plan (Draft) and its Abstract* and the *Proposal on Asking the General Meeting of Shareholders to Authorize the Board of Directors to Handle Relevant Matters about the Company's Stock Ownership Plan*, and agree with the Company to implement the first phase of core management team stock ownership plan. There are 10 participants in the first phase, including CEO, Vice Chairman, Deputy General Manger (including the personnel taking a

限合伙) 作为第一期核心管理团队持股计划持股平台。

## 2、实施情况

2015年8月12日, 公司第一期核心管理团队持股计划管理平台珠海佰泽已通过二级市场交易的方式购买汤臣倍健股票2,444,139股, 占公司总股本的0.34%, 持仓均价为36.82元。截至2015年8月12日, 公司第一期核心管理团队持股计划已购买完毕, 该计划所购买的股票锁定期为自建仓完成之日起12个月。

## 九、内部控制评价报告

### 1、报告期内发现的内部控制重大缺陷的具体情况

☐ 是 ☒ 否

### 2、内控自我评价报告

concurrent post of general manager of its subsidiaries) and Secretary of the Board of Directors of BY-HEALTH CO., LTD., Chairman of its subsidiary BY-HEALTH Pharmaceutical Co., Ltd., and General Manager of its subsidiaries Guangdong Baijia Pharmaceutical Co., Ltd. and Guangzhou Fence Health Products Co., Ltd. According to relevant agreements, the Company set up Zhuhai Baize Health Management Partnership (Limited Partnership) on July 21, 2015 as the shareholding platform of the first phase of core management team stock ownership plan.

## 2. Implementation

On August 12, 2015, Zhuhai Baize, the management platform of the Company's first phase of core management team stock ownership plan purchased 2,444,139 shares of the stock of BY-HEALTH through the secondary market transaction, accounting for 0.34% of the total stock of the Company, with the average position as RMB36.82. As of August 12, 2015, the Company's first phase of core management team stock ownership plan has been completed. The lock-up period of the shares purchased in this plan is 12 month from the date of completion of position building.

## IX. Report on Internal Control Assessment

### 1. Significant Defects in the Internal Control Found in the Reporting Period

☐ Yes ☒ No

### 2. Report on Internal Control Self-Assessment

|                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of disclosure of the full text of the report on the internal control assessment                                                                                                               | February 26, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 内部控制评价报告全文披露索引<br>Index of disclosure of the full text of the report on internal control assessment                                                                                                | 巨潮资讯网（ <a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a> ）<br><a href="http://www.cninfo.com.cn">http://www.cninfo.com.cn</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 纳入评价范围单位资产总额占公司合并财务报表资产总额的比例<br>Proportion of the total assets of the entities included in the scope of assessment in the total assets in the consolidated financial statement of the Company      | 84.88%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 纳入评价范围单位营业收入占公司合并财务报表营业收入的比例<br>Proportion of operating revenue of the entities included in eh scope of assessment in the operating revenue in the consolidated financial statement of the Company | 81.93%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 缺陷认定标准<br>Criteria for Identification of Defects                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 类别<br>Category                                                                                                                                                                                     | 财务报告<br>Financial Report                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 非财务报告<br>Non-financial Report                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 定性标准<br>Qualitativecriteria                                                                                                                                                                        | <p>该缺陷是否具备合理可能性导致公司的内部控制不能及时防止或发现并纠正财务报告错报；该缺陷单独或连同其他缺陷可能导致的潜在错报金额的大小。以下情况的产生，可能表明公司存在财务报告相关内部控制的重大缺陷：</p> <p>Whether such a defect has reasonable possibility to make the internal control of the Company unable to timely prevent or find and correct misstatements in the financial report; the amount of potential misstatement possibly caused by such a defect separately or jointly with other defects. The occurrence of the following circumstance may indicate that the Company has material defects in the internal control related to the financial report:</p> <p>A.董事、监事和高级管理人员舞弊；<br/>B.公司更正已公布的财务报告；<br/>C.注册会计师发现当期财务报告存在重大错报，而内部控制在运行过程中未能发现该错报；<br/>D.公司审计委员会和内部审计机构对内部控制的监督无效。</p> <p>出现上述情况之一，即可认定公司存在需要对外披露的重大缺陷。</p> <p>A. The director, supervisor and senior management personnel have malpractices;<br/>B. The Company corrects the financial report published;<br/>C. The certified accountant finds a material misstatement in the current financial report, and such a misstatement is not found in the operation of internal control;<br/>D. The supervision of the Company's Audit</p> | <p>A.重大缺陷：严重违反法律、法规、规章制度等，导致相关部门和监管机构的调查，并被限令退出行业或吊销营业执照；无法达到所有营运目标或关键业务指标，违规操作使作业受到中止，在时间、人力或成本方面严重超出预算；出现无法弥补的安全生产事故或出现严重质量问题，造成资产重大损失，导致潜在的大规模法律诉讼。B. 重要缺陷：违反法律、法规、规章制度等，导致相关部门和监管机构的调查，并被责令停业整顿；无法达到部分营运目标或关键业务指标，受到监管部门的限制，在时间、人力或成本方面大幅超出预算；出现较大的安全生产事故或普遍质量问题，造成资产损失，需要执行大量的补救措施。</p> <p>C.一般缺陷：违反法律、法规、规章制度等，导致相关部门和监管机构的调查，并受到处罚；营业运作受到一定影响，在时间、人力或成本方面超出预算；出现安全生产事故或个别质量问题，需要执行补救措施。</p> <p>A. Material defects: Serious violation against laws, rules, regulations and systems, etc., resulting in the investigation by relevant authority and regulatory institution and making the Company ordered to exit from the industry or the Company's business license revoked; being unable to meet all operation goals or key business indicators; illegal operation, resulting in suspension of operation and seriously beyond the budget in time, manpower or</p> |

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|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                       | <p>Committee and internal audit institution on the internal control is invalid.</p> <p>In case of occurrence of one of the above-mentioned circumstances, it may be immediately determined that the Company has material defects that need to be disclosed to others.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <p>cost; occurrence of irretrievable safety production accident or serious quality problem, resulting in heavy losses on assets and potential large scale of lawsuit. B. Important defects: Violation against laws, rules, regulations and systems, etc., resulting in the investigation by relevant authority and regulatory institution and making the Company ordered to stop doing business for internal rectification; being unable to meet some operation goals or key business indicators, thereby restricted by the regulatory authority; significantly exceeding the budget in time, manpower or cost; occurrence of great safety production accident or common quality problem, resulting losses on assets and requiring a lot of remedial measures.</p> <p>C. General defects: Violation against laws, rules, regulations and systems, etc., resulting in the investigation by relevant authority and regulatory institution and punishment; certain impact on the business operation, exceeding the budget in time, manpower or cost; occurrence of safety production accident or individual quality problem, requiring remedial measures.</p> |
| <p>定量标准<br/>Quantitative criteria</p> | <p>在执行内部控制缺陷的定量评价时，需要结合公司年度合并财务报表层次的重要性水平与可容忍误差，对所发现的缺陷进行量化评估。</p> <p>A.重要性水平：公司采用年度合并报表净利润的 5%作为重要性水平的量化指标。根据本年度经审计的合并报表利润总额计算的重要性水平为 3,101.70 万元。</p> <p>B.可容忍误差：公司采用本年度重要性水平的 75%作为可容忍误差的量化指标。本年度经审计的合并报表利润总额计算的可容忍误差为 2,326.28 万元。</p> <p>在内部控制缺陷评价过程中，公司参照上述定性和定量指标对所发现的内部控制缺陷进行分析和评价。当内部控制缺陷对财务报表产生的潜在影响金额超过重要性水平时，该缺陷被认定为重大缺陷；当内部控制缺陷对财务报表产生的潜在影响金额超过可容忍误差但低于重要性水平时，该缺陷被认定为重要缺陷；否则，该缺陷被认定为一般缺陷。</p> <p>In the quantitative evaluation on the defects in the internal control, it is necessary to have a quantitative evaluation on the defects found by combining with the importance level and tolerable error of the annual consolidated financial statement of the Company.</p> <p>A. Importance level: The Company adopts 5% of the net profits on the annual consolidated statement as the quantitative index of importance level. The importance level calculated as per the total profits in the</p> | <p>在执行内部控制缺陷的定量评价时，需要结合公司年度合并财务报表层次的重要性水平与可容忍误差，对所发现的缺陷进行量化评估。</p> <p>A.重要性水平：公司采用年度合并报表净利润的 5%作为重要性水平的量化指标。根据本年度经审计的合并报表利润总额计算的重要性水平为 3,101.70 万元。</p> <p>B.可容忍误差：公司采用本年度重要性水平的 75%作为可容忍误差的量化指标。本年度经审计的合并报表利润总额计算的可容忍误差为 2,326.28 万元。</p> <p>在内部控制缺陷评价过程中，公司参照上述定性和定量指标对所发现的内部控制缺陷进行分析和评价。当内部控制缺陷对财务报表产生的潜在影响金额超过重要性水平时，该缺陷被认定为重大缺陷；当内部控制缺陷对财务报表产生的潜在影响金额超过可容忍误差但低于重要性水平时，该缺陷被认定为重要缺陷；否则，该缺陷被认定为一般缺陷。</p> <p>In the quantitative evaluation on the defects in the internal control, it is necessary to have a quantitative evaluation on the defects found by combining with the importance level and tolerable error of the annual consolidated financial statement of the Company.</p> <p>A. Importance level: The Company adopts 5% of the net profits on the</p>                                                                                                                                                                                                                                                                                                                                                                                      |

|                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                  | <p>audited consolidated statement of the current year is RMB31, 017,000.</p> <p>B. Tolerable error: The Company adopts 75% of the importance level of the current year as the quantitative index of tolerable error. The tolerate error calculated as per the total profits in the audited consolidated statement of the current year is RMB23, 262,800.</p> <p>In the evaluation on the defects in the internal control, the Company analyzes and evaluates the defects in the internal control found with reference to the aforesaid qualitative and quantitative indexes. When the amount of potential impact of the defects in the internal control on the financial statements exceeds the importance level, such a defect will be identified as a material defect. When it exceeds the tolerable error but is lower than the importance level, such a defect will be identified as an important defect. Otherwise, such a defect will be identified as a general defect.</p> | <p>annual consolidated statement as the quantitative index of importance level. The importance level calculated as per the total profits in the audited consolidated statement of the current year is RMB31, 017,000.</p> <p>B. Tolerable error: The Company adopts 75% of the importance level of the current year as the quantitative index of tolerable error. The tolerate error calculated as per the total profits in the audited consolidated statement of the current year is RMB23, 262,800.</p> <p>In the evaluation on the defects in the internal control, the Company analyzes and evaluates the defects in the internal control found with reference to the aforesaid qualitative and quantitative indexes. When the amount of potential impact of the defects in the internal control on the financial statements exceeds the importance level, such a defect will be identified as a material defect. When it exceeds the tolerable error but is lower than the importance level, such a defect will be identified as an important defect. Otherwise, such a defect will be identified as a general defect.</p> |
| 财务报告重大缺陷数量（个）<br>Number of material defects in the financial report (item)       | 无<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 非财务报告重大缺陷数量（个）<br>Number of material defects in the non-financial report (item)  | 无<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 财务报告重要缺陷数量（个）<br>Number of important defects in the financial report (item)      | 无<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 非财务报告重要缺陷数量（个）<br>Number of important defects in the non-financial report (item) | 无<br>N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

## 十、内部控制审计报告或鉴证报告

## X. Audit Report or Assurance Report on Internal Control

| 内部控制鉴证报告中的审议意见段<br>Deliberations in the Assurance Report on Internal Control                                                                                                                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>我们认为，汤臣倍健按照企业内部控制规范体系于 2015 年 12 月 31 日在所有重大方面保持了与财务报表编制相关的有效的内部控制。</p> <p>We believe that BY-HEALTH has maintained an effective internal control related to the preparation of the financial statement on</p> |

|                                                                                            |                                                                        |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| December 31, 2015 according to the enterprise internal control standard system.            |                                                                        |
| 内控审计报告披露情况<br>Disclosure of audit report on internal control                               | 披露<br>Disclosed                                                        |
| 内部控制审计报告全文披露日期<br>Date of disclosure of full text of the audit report on internal control  | 2016 年 2 月 26 日<br>February 26, 2016                                   |
| 内部控制审计报告全文披露索引<br>Index of disclosure of full text of the audit report on internal control | 广会专字[2016]G15044090065 号<br>Guang Kuai Zhuan Zi [2016] No.G15044090065 |
| 内控审计报告意见类型<br>Type of opinions in the audit report on internal control                     | 标准无保留意见<br>Standard and unqualified opinion                            |
| 非财务报告是否存在重大缺陷<br>Whether there is any material defect in the non-financial report          | 否<br>No                                                                |

会计师事务所是否出具非标准意见的内部控制鉴证报告

☐ 是 ☒ 否

会计师事务所出具的内部控制鉴证报告与董事会的自我评价报告意见是否一致

☒ 是 ☐ 否

Whether the accounting firm issues any assurance report on internal control with non-standard opinion?

☐ Yes ☒ No

Whether the assurance report on internal control issued by the accounting firm is consistent with the opinions in the self-evaluation report of the Board of Directors.

☒ Yes ☐ No

## 第十节财务报告

## Section X Financial Reports

## 一、审计报告

## I. Audit Report

|                                                 |                                                                                       |
|-------------------------------------------------|---------------------------------------------------------------------------------------|
| 审计意见类型<br>Type of Audit Opinion                 | 标准无保留审计意见<br>Standard and unqualified opinion                                         |
| 审计报告签署日期<br>Date of Signing on the Audit Report | 2016 年 2 月 26 日<br>February 26, 2016                                                  |
| 审计机构名称<br>Name of Audit Institution:            | 广东正中珠江会计师事务所（特殊普通合伙）<br>GP Certified Public Accountants (Special General Partnership) |
| 审计报告文号<br>No. of Audit Report                   | 广会审字[2016]G15044090032 号<br>Guang Kuai Shen Zi [2016] No. G15044090032                |
| 注册会计师姓名<br>Name of Certified Accountant         | 陈昭、谭灏<br>Chen Zhao, Tanhao                                                            |

## 审计报告

## Audit Report

广会审字[2016]G15044090032 号

Guang Kuai Shen Zi [2016] No. G15044090032

汤臣倍健股份有限公司全体股东：

To: All shareholders of BY-HEALTH CO.,  
LTD.

我们审计了后附的汤臣倍健股份有限公司（以下简称“汤臣倍健”）财务报表，包括 2015 年 12 月 31 日的合并及母公司资产负债表，2015 年度的合并及母公司利润表、合并及母公司现金流量表、合并及母公司股东权益变动表，以及财务报表附注。

We have audited the financial statements of BY-HEALTH CO., LTD. (hereinafter referred to as “BY-HEALTH”) attached, including consolidated and parent company’s balance sheet on December 31, 2015, consolidated and parent company’s income statement, consolidated and parent



company's cash flow statement, consolidated and parent company's statement of changes in shareholders' equity, and notes to financial statements.

## 一、 管理层对财务报表的责任

编制和公允列报财务报表是汤臣倍健管理层的责任，这种责任包括：（1）按照企业会计准则的规定编制财务报表，并使其实现公允反映；（2）设计、执行和维护必要的内部控制，以使财务报表不存在由于舞弊或错误导致的重大错报。

## I. Management's Responsibility for the Financial Statements

The management layer of BY-HEALT shall be responsible for preparation and fair presentation of financial statements, including: (1) prepare financial statements and make it fair according to the provisions of accounting standards for business enterprises; (2) design, implementation and maintenance of necessary internal control, so as to prevent any material misstatement in the financial statements due to malpractice or error.

## 二、 注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守中国注册会计师职业道德守则，计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

## II. Certified Public Accountants' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with China Registered Accountants Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

审计工作涉及实施审计程序，以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断，包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时，注册会计师考虑与财务报表编制和公允列报相关的内部控制，以设计恰当的审计程序，但目的并非对内部控制的有效性发表意见。审计

An audit includes the implementation of audit procedures to obtain audit evidence related to the amount and disclosure of the financial statements. The selection of audit procedure is based on the judgment of CPA, including the assessment on major misreporting risks of the financial statement arising from fraud or mistakes. When in risk



工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性，以及评价财务报表的总体列报。

assessment, CPA considers the internal control related to the preparation and fair presentation of financial statements, so as to design an appropriate audit procedure, but the purpose of which is not to air opinions on the effectiveness of the internal control. The audit also comprises opinions on whether audit policies selected by the management are appropriate and the accounting estimate is reasonable so as to examine the overall presentation of the financial statements.

我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。

We believe that the audit evidence we have acquired is sufficient and appropriate to provide a basis for our audit opinion.

### 三、 审计意见

### III. Opinion

我们认为，汤臣倍健财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了汤臣倍健 2015 年 12 月 31 日的财务状况以及 2015 年度的经营成果和现金流量。

We believe that the financial statements of BY-HEALTH are prepared according to the accounting standards for business enterprises in all major aspects, which fairly reflect the financial conditions of BY-HEALTH on December 31, 2015 and its operating results and cash flow in 2015.

广东正中珠江会计师事务所（特殊普通合伙）中国注册会计师：陈昭

**GP Certified Public Accountants (Special General Partnership) Chinese Certified Public Accountant: Chen Zhao**

中国注册会计师：谭灏

**Chinese Certified Public Accountant: Tan Hao**

中国广州二〇一六年二月二十六日

**Guangzhou, China February 26, 2016**

## 二、财务报表

## II. Financial Statement

财务附注中报表的单位为：人民币元

The unit in the notes to the financial statements is Renminbi.

### 1、合并资产负债表

### 1. Consolidated Balance Sheet

编制单位：汤臣倍健股份有限公司

Prepared by: BY-HEALTH CO., LTD.

2015 年 12 月 31 日单位：元

December 31, 2015 Unit: RMB Yuan

| 项目<br>Item                                                                                                                    | 期末余额<br>Closing Balance | 期初余额<br>Opening Balance |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 流动资产：<br>Current Assets:                                                                                                      |                         |                         |
| 货币资金<br>Monetary Capital                                                                                                      | 1,443,638,330.31        | 1,537,042,862.08        |
| 结算备付金<br>Deposit Reservation for Balance                                                                                      |                         |                         |
| 拆出资金<br>Loans to Banks and other Financial Institutions                                                                       |                         |                         |
| 以公允价值计量且其变动计入当期损益的金融资产<br>Financial Asset Measured at Fair Value with its Change Included into the Current Profits and Losses |                         |                         |
| 衍生金融资产<br>Derivative Financial Assets                                                                                         |                         |                         |
| 应收票据<br>Notes Receivable                                                                                                      | 14,912,502.52           | 21,522,639.12           |
| 应收账款<br>Receivables                                                                                                           | 51,831,650.22           | 43,469,615.63           |
| 预付款项<br>Advance Payment                                                                                                       | 33,204,149.90           | 37,645,326.78           |
| 应收保费<br>Premiums Receivable                                                                                                   |                         |                         |
| 应收分保账款<br>Reinsurance Accounts Receivable                                                                                     |                         |                         |
| 应收分保合同准备金<br>Receivables from Subcontracting Reserves                                                                         |                         |                         |
| 应收利息<br>Interests Receivable                                                                                                  | 30,752,718.23           | 28,902,830.28           |
| 应收股利<br>Dividends Receivable                                                                                                  |                         |                         |
| 其他应收款<br>Other Receivables                                                                                                    | 8,032,830.42            | 9,289,030.35            |
| 买入返售金融资产                                                                                                                      |                         |                         |

|                                                         |                  |                  |
|---------------------------------------------------------|------------------|------------------|
| Redemptory Monetary Capital for Sale                    |                  |                  |
| 存货<br>Inventories                                       | 309,337,865.21   | 229,294,292.29   |
| 划分为持有待售的资产<br>Assets Classified as Assets Held-for-Sale |                  |                  |
| 一年内到期的非流动资产<br>Non-current Assets Due within One Year   |                  |                  |
| 其他流动资产<br>Other Current Assets                          | 1,243,397,011.34 | 5,051,768.39     |
| 流动资产合计<br>Total Current Assets                          | 3,135,107,058.15 | 1,912,218,364.92 |
| 非流动资产:<br>Non-current Assets:                           |                  |                  |
| 发放贷款及垫款<br>Loans and Payments on Behalf                 |                  |                  |
| 可供出售金融资产<br>Available-for-sale Financial Assets         | 563,207,614.81   | 20,880,616.00    |
| 持有至到期投资<br>Held-to-maturity Investments                 |                  |                  |
| 长期应收款<br>Long-term Receivables                          |                  |                  |
| 长期股权投资<br>Long-term Equity Investment                   | 228,468,304.50   | 20,000,000.00    |
| 投资性房地产<br>Investment Properties                         | 74,782,883.68    | 7,941,264.66     |
| 固定资产<br>Fixed Assets                                    | 496,764,573.59   | 428,748,316.54   |
| 在建工程<br>Projects under Construction                     | 200,109,320.22   | 150,566,187.54   |
| 工程物资<br>Engineering Material                            |                  |                  |
| 固定资产清理<br>Disposal of Fixed Assets                      |                  |                  |
| 生产性生物资产<br>Productive Biological Assets                 |                  |                  |
| 油气资产<br>Oil-and-gas Assets                              |                  |                  |
| 无形资产<br>Intangible Assets                               | 142,251,356.94   | 81,234,681.42    |
| 开发支出<br>Development Expenditures                        | 29,537,481.30    | 22,859,180.13    |
| 商誉<br>Goodwill                                          |                  |                  |
| 长期待摊费用<br>Long-term Unamortized Expenses                | 28,124,201.81    | 36,854,005.41    |

|                                                                                                                                                        |                  |                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| 递延所得税资产<br>Deferred Income Tax Assets                                                                                                                  | 1,474,567.38     | 1,024,490.84     |
| 其他非流动资产<br>Other Non-current Assets                                                                                                                    | 5,582,322.34     | 18,847,258.50    |
| 非流动资产合计<br>Total Non-Current Assets                                                                                                                    | 1,770,302,626.57 | 788,956,001.04   |
| 资产总计<br>Total Assets                                                                                                                                   | 4,905,409,684.72 | 2,701,174,365.96 |
| 流动负债：<br>Current Liabilities:                                                                                                                          |                  |                  |
| 短期借款<br>Short-term Loans                                                                                                                               |                  |                  |
| 向中央银行借款<br>Borrowings from Central Bank                                                                                                                |                  |                  |
| 吸收存款及同业存放<br>Deposits from Customers and Interbank                                                                                                     |                  |                  |
| 拆入资金<br>Loans from Banks and other Financial Institutions                                                                                              |                  |                  |
| 以公允价值计量且其变动计入当期损益的金融负债<br>Financial Liabilities which Are Measured as Fair Value<br>and of which the Variation Is Recognized in Current Profit or Loss |                  |                  |
| 衍生金融负债<br>Derivative Financial Liabilities                                                                                                             |                  |                  |
| 应付票据<br>Notes Payable                                                                                                                                  |                  |                  |
| 应付账款<br>Payables                                                                                                                                       | 78,667,797.16    | 67,027,566.90    |
| 预收款项<br>Advance Collections                                                                                                                            | 48,309,253.40    | 57,736,228.96    |
| 卖出回购金融资产款<br>Financial Assets Sold for Repurchase                                                                                                      |                  |                  |
| 应付手续费及佣金<br>Handling Charges and Commissions Payable                                                                                                   |                  |                  |
| 应付职工薪酬<br>Employee Pay Payable                                                                                                                         | 76,443,356.92    | 36,466,071.43    |
| 应交税费<br>Taxes payable                                                                                                                                  | 35,856,456.41    | 28,986,065.94    |
| 应付利息<br>Interests Payable                                                                                                                              |                  |                  |
| 应付股利<br>Dividends Payable                                                                                                                              |                  |                  |
| 其他应付款<br>Other Payables                                                                                                                                | 95,516,161.11    | 53,139,412.20    |
| 应付分保账款                                                                                                                                                 |                  |                  |

|                                                                   |                |                |
|-------------------------------------------------------------------|----------------|----------------|
| Reinsurance Accounts Payable                                      |                |                |
| 保险合同准备金<br>Reserve Funds For Insurance Contracts                  |                |                |
| 代理买卖证券款<br>Acting Trading Securities                              |                |                |
| 代理承销证券款<br>Acting Underwriting Securities                         |                |                |
| 划分为持有待售的负债<br>Liabilities Classified as Liabilities Held-for-Sale |                |                |
| 一年内到期的非流动负债<br>Non-current Liabilities Due within One Year        |                |                |
| 其他流动负债<br>Other Current Liabilities                               |                |                |
| 流动负债合计<br>Total Current Liabilities                               | 334,793,025.00 | 243,355,345.43 |
| 非流动负债：<br>Non-current Liabilities:                                |                |                |
| 长期借款<br>Long-term Loans                                           |                |                |
| 应付债券<br>Bonds Payable                                             |                |                |
| 其中：优先股<br>Including: Preferred Stocks                             |                |                |
| 永续债<br>Perpetual Capital Securities                               |                |                |
| 长期应付款<br>Long-Term Payables                                       |                |                |
| 长期应付职工薪酬<br>Long-term Employee Pay Payable                        |                |                |
| 专项应付款<br>Special Payables                                         |                |                |
| 预计负债<br>Estimated Liabilities                                     | 142,740.00     |                |
| 递延收益<br>Deferred Income                                           | 10,416,565.10  | 4,074,000.10   |
| 递延所得税负债<br>Deferred Income Tax Liabilities                        | 6,198,730.35   | 6,049,020.62   |
| 其他非流动负债<br>Non-current Liabilities                                |                |                |
| 非流动负债合计<br>Total Non-Current Liabilities                          | 16,758,035.45  | 10,123,020.72  |
| 负债合计<br>Total Liabilities                                         | 351,551,060.45 | 253,478,366.15 |
| 所有者权益：<br>Owner's Equity:                                         |                |                |



|                                                                      |                  |                  |
|----------------------------------------------------------------------|------------------|------------------|
| 股本<br>Share Capital                                                  | 728,010,940.00   | 658,010,940.00   |
| 其他权益工具<br>Other Equity Instruments                                   |                  |                  |
| 其中：优先股<br>Including: Preferred Stocks                                |                  |                  |
| 永续债<br>Perpetual Capital Securities                                  |                  |                  |
| 资本公积<br>Capital Reserves                                             | 2,639,311,883.94 | 873,695,526.43   |
| 减：库存股<br>Less: Treasury Stock                                        |                  |                  |
| 其他综合收益<br>Other Comprehensive Incomes                                | 6,924,744.74     | -287,571.55      |
| 专项储备<br>Special Reserves                                             |                  |                  |
| 盈余公积<br>Surplus Reserves                                             | 216,394,451.20   | 161,287,675.86   |
| 一般风险准备<br>Provisions for General Risk                                |                  |                  |
| 未分配利润<br>Undistributed Profits                                       | 971,373,280.46   | 754,989,429.07   |
| 归属于母公司所有者权益合计<br>Total Owner's Equity Attributable to Parent Company | 4,562,015,300.34 | 2,447,695,999.81 |
| 少数股东权益<br>Minority Interest                                          | -8,156,676.07    |                  |
| 所有者权益合计<br>Total Owner's Equity                                      | 4,553,858,624.27 | 2,447,695,999.81 |
| 负债和所有者权益总计<br>Total Liabilities and Owner's Equity                   | 4,905,409,684.72 | 2,701,174,365.96 |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

## 2、母公司资产负债表

## 2. Parent Company's Balance Sheet

单位：元

Monetary Unit: RMB

| 项目<br>Item | 期末余额<br>Closing Balance | 期初余额<br>Opening Balance |
|------------|-------------------------|-------------------------|
| 流动资产：      |                         |                         |

|                                                                                                                               |                  |                  |
|-------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Current Assets:                                                                                                               |                  |                  |
| 货币资金<br>Monetary Capital                                                                                                      | 726,837,757.18   | 1,302,693,543.95 |
| 以公允价值计量且其变动计入当期损益的金融资产<br>Financial Asset Measured at Fair Value with its Change Included into the Current Profits and Losses |                  |                  |
| 衍生金融资产<br>Derivative Financial Assets                                                                                         |                  |                  |
| 应收票据<br>Notes Receivable                                                                                                      | 11,869,420.48    | 21,522,639.12    |
| 应收账款<br>Receivables                                                                                                           | 264,418,181.40   | 48,927,389.00    |
| 预付款项<br>Advance Payment                                                                                                       | 23,803,421.23    | 34,836,957.98    |
| 应收利息<br>Interests Receivable                                                                                                  | 26,128,808.60    | 28,318,109.98    |
| 应收股利<br>Dividends Receivable                                                                                                  |                  |                  |
| 其他应收款<br>Other Receivables                                                                                                    | 3,582,222.13     | 2,232,046.13     |
| 存货<br>Inventories                                                                                                             | 294,663,290.90   | 221,063,325.95   |
| 划分为持有待售的资产<br>Assets Classified as Assets Held-for-Sale                                                                       |                  |                  |
| 一年内到期的非流动资产<br>Non-current Assets Due within One Year                                                                         |                  |                  |
| 其他流动资产<br>Other Current Assets                                                                                                | 870,056,511.52   | 3,884,050.30     |
| 流动资产合计<br>Total Current Assets                                                                                                | 2,221,359,613.44 | 1,663,478,062.41 |
| 非流动资产:                                                                                                                        |                  |                  |
| Non-current Assets:                                                                                                           |                  |                  |
| 可供出售金融资产<br>Available-for-sale Financial Assets                                                                               | 498,271,614.81   | 20,880,616.00    |
| 持有至到期投资<br>Held-to-maturity Investments                                                                                       |                  |                  |
| 长期应收款<br>Long-term Receivables                                                                                                | 623,810,458.92   |                  |
| 长期股权投资<br>Long-term Equity Investment                                                                                         | 669,084,673.06   | 399,949,172.92   |
| 投资性房地产<br>Investment Properties                                                                                               | 73,135,606.59    |                  |
| 固定资产<br>Fixed Assets                                                                                                          | 404,643,844.30   | 395,918,741.30   |
| 在建工程                                                                                                                          | 138,753,586.91   | 85,448,165.29    |

|                                                                                                                                                        |                  |                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Projects under Construction                                                                                                                            |                  |                  |
| 工程物资<br>Engineering Material                                                                                                                           |                  |                  |
| 固定资产清理<br>Disposal of Fixed Assets                                                                                                                     |                  |                  |
| 生产性生物资产<br>Productive Biological Assets                                                                                                                |                  |                  |
| 油气资产<br>Oil-and-gas Assets                                                                                                                             |                  |                  |
| 无形资产<br>Intangible Assets                                                                                                                              | 81,220,165.90    | 74,520,292.70    |
| 开发支出<br>Development Expenditures                                                                                                                       | 29,210,116.93    | 22,552,615.77    |
| 商誉<br>Goodwill                                                                                                                                         |                  |                  |
| 长期待摊费用<br>Long-term Unamortized Expenses                                                                                                               | 3,804,295.96     | 3,346,513.12     |
| 递延所得税资产<br>Deferred Income Tax Assets                                                                                                                  | 1,208,419.76     | 1,024,490.84     |
| 其他非流动资产<br>Other Non-current Assets                                                                                                                    | 5,140,116.34     | 6,751,347.80     |
| 非流动资产合计<br>Total Non-Current Assets                                                                                                                    | 2,528,282,899.48 | 1,010,391,955.74 |
| 资产总计<br>Total Assets                                                                                                                                   | 4,749,642,512.92 | 2,673,870,018.15 |
| 流动负债：<br>Current Liabilities:                                                                                                                          |                  |                  |
| 短期借款<br>Short-term Loans                                                                                                                               |                  |                  |
| 以公允价值计量且其变动计入当期损益的金融负债<br>Financial Liabilities which Are Measured as Fair Value<br>and of which the Variation Is Recognized in Current Profit or Loss |                  |                  |
| 衍生金融负债<br>Derivative Financial Liabilities                                                                                                             |                  |                  |
| 应付票据<br>Notes Payable                                                                                                                                  |                  |                  |
| 应付账款<br>Payables                                                                                                                                       | 77,862,527.90    | 66,143,394.85    |
| 预收款项<br>Advance Collections                                                                                                                            | 55,035,635.13    | 16,944,664.53    |
| 应付职工薪酬<br>Employee Pay Payable                                                                                                                         | 31,378,651.03    | 21,990,260.17    |
| 应交税费<br>Taxes payable                                                                                                                                  | 24,454,332.26    | 27,576,238.71    |



|                                                                   |                |                |
|-------------------------------------------------------------------|----------------|----------------|
| 应付利息<br>Interests Payable                                         |                |                |
| 应付股利<br>Dividends Payable                                         |                |                |
| 其他应付款<br>Other Payables                                           | 50,485,735.94  | 44,872,721.61  |
| 划分为持有待售的负债<br>Liabilities Classified as Liabilities Held-for-Sale |                |                |
| 一年内到期的非流动负债<br>Non-current Liabilities Due within One Year        |                |                |
| 其他流动负债<br>Other Current Liabilities                               |                |                |
| 流动负债合计<br>Total Current Liabilities                               | 239,216,882.26 | 177,527,279.87 |
| 非流动负债：<br>Non-current Liabilities:                                |                |                |
| 长期借款<br>Long-term Loans                                           |                |                |
| 应付债券<br>Bonds Payable                                             |                |                |
| 其中：优先股<br>Including: Preferred Stocks                             |                |                |
| 永续债<br>Perpetual Capital Securities                               |                |                |
| 长期应付款<br>Long-Term Payables                                       |                |                |
| 长期应付职工薪酬<br>Long-term Employee Pay Payable                        |                |                |
| 专项应付款<br>Special Payables                                         |                |                |
| 预计负债<br>Estimated Liabilities                                     | 142,740.00     |                |
| 递延收益<br>Deferred Income                                           | 10,416,565.10  | 4,074,000.10   |
| 递延所得税负债<br>Deferred Income Tax Liabilities                        | 5,560,934.55   | 6,049,020.62   |
| 其他非流动负债<br>Non-current Liabilities                                |                |                |
| 非流动负债合计<br>Total Non-Current Liabilities                          | 16,120,239.65  | 10,123,020.72  |
| 负债合计<br>Total Liabilities                                         | 255,337,121.91 | 187,650,300.59 |
| 所有者权益：<br>Owner's Equity:                                         |                |                |
| 股本                                                                | 728,010,940.00 | 658,010,940.00 |

|                                                    |                  |                  |
|----------------------------------------------------|------------------|------------------|
| Share Capital                                      |                  |                  |
| 其他权益工具<br>Other Equity Instruments                 |                  |                  |
| 其中：优先股<br>Including: Preferred Stocks              |                  |                  |
| 永续债<br>Perpetual Capital Securities                |                  |                  |
| 资本公积<br>Capital Reserves                           | 2,618,207,595.49 | 868,575,204.23   |
| 减：库存股<br>Less: Treasury Stock                      |                  |                  |
| 其他综合收益<br>Other Comprehensive Incomes              | 1,390,998.81     |                  |
| 专项储备<br>Special Reserves                           |                  |                  |
| 盈余公积<br>Surplus Reserves                           | 214,996,196.62   | 159,889,421.28   |
| 未分配利润<br>Undistributed Profits                     | 931,699,660.09   | 799,744,152.05   |
| 所有者权益合计<br>Total Owner's Equity                    | 4,494,305,391.01 | 2,486,219,717.56 |
| 负债和所有者权益总计<br>Total Liabilities and Owner's Equity | 4,749,642,512.92 | 2,673,870,018.15 |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

### 3、合并利润表

### 3. Consolidated Income Statement

单位：元

Monterey Unit: RMB

| 项目<br>Item                               | 本期发生额<br>Amount Incurred in the<br>Current Period | 上期发生额<br>Amount Incurred in the<br>Previous Period |
|------------------------------------------|---------------------------------------------------|----------------------------------------------------|
| 一、营业总收入<br>I. Total Operating Revenues   | 2,266,043,013.70                                  | 1,704,980,536.89                                   |
| 其中：营业收入<br>Including: Operating Revenues | 2,266,043,013.70                                  | 1,704,980,536.89                                   |
| 利息收入<br>Interest Incomes                 |                                                   |                                                    |
| 已赚保费                                     |                                                   |                                                    |

|                                                                                               |                  |                  |
|-----------------------------------------------------------------------------------------------|------------------|------------------|
| Earned Premiums                                                                               |                  |                  |
| 手续费及佣金收入<br>Incomes from Handling Charge and Commission                                       |                  |                  |
| 二、营业总成本                                                                                       | 1,577,014,162.17 | 1,150,873,543.52 |
| II. Total Operating Costs                                                                     |                  |                  |
| 其中：营业成本<br>Including: Operating Costs                                                         | 764,210,836.26   | 580,008,789.36   |
| 利息支出<br>Interest Expenses                                                                     |                  |                  |
| 手续费及佣金支出<br>Handling Charges and Commissions                                                  |                  |                  |
| 退保金<br>Surrender Value                                                                        |                  |                  |
| 赔付支出净额<br>Net Payments for Insurance Claims                                                   |                  |                  |
| 提取保险合同准备金净额<br>Net Change in Insurance Contract Reserves                                      |                  |                  |
| 保单红利支出<br>Bond Insurance Expenses                                                             |                  |                  |
| 分保费用<br>Reinsurance Costs                                                                     |                  |                  |
| 营业税金及附加<br>Business Taxes and Surcharges                                                      | 27,628,972.16    | 21,983,761.81    |
| 销售费用<br>Selling Expenses                                                                      | 618,608,812.36   | 397,041,160.76   |
| 管理费用<br>Administrative Expenses                                                               | 213,392,919.55   | 176,726,014.26   |
| 财务费用<br>Financial Expenses                                                                    | -51,248,755.59   | -43,867,068.75   |
| 资产减值损失<br>Asset Impairment Loss                                                               | 4,421,377.43     | 18,980,886.08    |
| 加：公允价值变动收益（损失以“-”号填列）<br>Plus: Earnings from Changes in Fair Value (“-” for losses)           |                  |                  |
| 投资收益（损失以“-”号填列）<br>Incomes from Investment (“-” for losses)                                   | 31,804,823.14    |                  |
| 其中：对联营企业和合营企业的投资收益<br>Including: Investment Incomes from Related Enterprise and Joint Venture |                  |                  |
| 汇兑收益（损失以“-”号填列）<br>Exchange Earnings (“-” for losses)                                         |                  |                  |
| 三、营业利润（亏损以“-”号填列）<br>III. Operating Profits (“-” for losses)                                  | 720,833,674.67   | 554,106,993.37   |
| 加：营业外收入<br>Plus: Non-Operating Revenues                                                       | 31,373,435.61    | 41,831,773.66    |
| 其中：非流动资产处置利得                                                                                  | 202.21           | 15,526.88        |

|                                                                                                                                                                                 |                |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Including: Gains from Disposal of Non-Current Assets                                                                                                                            |                |                |
| 减：营业外支出<br>Less: Non-operating Expenses                                                                                                                                         | 12,248,249.26  | 3,701,742.60   |
| 其中：非流动资产处置损失<br>Including: Losses on Disposal of Non-current Assets                                                                                                             | 535,551.53     | 965,512.95     |
| 四、利润总额（亏损总额以“-”号填列）<br>IV. Total Profits (“-” for total losses)                                                                                                                 | 739,958,861.02 | 592,237,024.43 |
| 减：所得税费用<br>Less: Income Taxes                                                                                                                                                   | 119,618,474.11 | 89,642,057.49  |
| 五、净利润（净亏损以“-”号填列）<br>V. Net Profits (“-” for net losses)                                                                                                                        | 620,340,386.91 | 502,594,966.94 |
| 归属于母公司所有者的净利润<br>Net Profits Attributable to Parent Company                                                                                                                     | 635,496,096.73 | 502,594,966.94 |
| 少数股东损益<br>Minority Interests                                                                                                                                                    | -15,155,709.82 |                |
| 六、其他综合收益的税后净额<br>VI. Net Amount of Other Comprehensive Incomes after Tax                                                                                                        | 7,212,316.29   | -287,571.55    |
| 归属母公司所有者的其他综合收益的税后净额<br>Net Amount of Other Comprehensive Incomesafter Tax Attributable to the Owner of the Parent Company                                                      | 7,212,316.29   | -287,571.55    |
| （一）以后不能重分类进损益的其他综合收益<br>(I) Other Comprehensive Incomes that Cannot be Re-classified into Profits and Losses                                                                    |                |                |
| 1.重新计量设定受益计划净负债或净资产的变动<br>1. Re-measurement of Change in Net Liabilities or Net Assets under Defined Benefits Plan                                                              |                |                |
| 2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份额<br>2. Share by the Invested Entity in the Other Comprehensive Incomes that Cannot be Re-classified into Profits and Losses by Equity Approach |                |                |
| （二）以后将重分类进损益的其他综合收益<br>(II) Other Comprehensive Incomes that will be Re-classified into Profits and Losses                                                                      | 7,212,316.29   | -287,571.55    |
| 1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的份额<br>1. Share by the Invested Entity in the Other Comprehensive Incomes that Can be Re-classified into Profits and Losses by Equity Approach   |                |                |
| 2.可供出售金融资产公允价值变动损益<br>2. Gains and Losses from Change in the Fair Value of Financial Assets Available-for-Sale                                                                  | 1,390,998.81   |                |
| 3.持有至到期投资重分类为可供出售金融资产损益<br>3. Gains and Losses from Re-classification of Held-to-Maturity of Investments to Financial Assets Available-for-Sale                                 |                |                |
| 4.现金流量套期损益的有效部分<br>4. Effective Part of Gains and Losses from Hedging of Cash Flow                                                                                              |                |                |
| 5.外币财务报表折算差额                                                                                                                                                                    | 5,821,317.48   | -287,571.55    |

|                                                                                                                  |                |                |
|------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| 5. Converted Difference in Foreign Currency Statements                                                           |                |                |
| 6.其他<br>6. Others                                                                                                |                |                |
| 归属于少数股东的其他综合收益的税后净额<br>Net Amount of other Comprehensive Incomes after Tax Attributable to Minority Shareholders |                |                |
| 七、综合收益总额<br>VII. Total Comprehensive Incomes                                                                     | 627,552,703.20 | 502,307,395.39 |
| 归属于母公司所有者的综合收益总额<br>Total Comprehensive Incomes Attributable to Parent Company                                   | 642,708,413.02 | 502,307,395.39 |
| 归属于少数股东的综合收益总额<br>Total Comprehensive Incomes Attributable to Minority Shareholders                              | -15,155,709.82 |                |
| 八、每股收益：<br>VIII. Earnings Per Share:                                                                             |                |                |
| (一) 基本每股收益<br>(I) Basic Earnings Per Share                                                                       | 0.89           | 0.77           |
| (二) 稀释每股收益<br>(II) Diluted Earnings Per Share                                                                    | 0.89           | 0.76           |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

#### 4、母公司利润表

#### 4. Income Statement of Parent Company

单位：元

Monetary Unit: RMB

| 项目<br>Item                               | 本期发生额<br>Amount Incurred in the Current Period | 上期发生额<br>Amount Incurred in the Previous Period |
|------------------------------------------|------------------------------------------------|-------------------------------------------------|
| 一、营业收入<br>I. Operating Incomes           | 1,570,465,446.33                               | 1,606,446,644.61                                |
| 减：营业成本<br>Less: Operating Costs          | 770,047,179.09                                 | 581,029,562.63                                  |
| 营业税金及附加<br>Business Taxes and Surcharges | 15,866,110.70                                  | 20,150,739.58                                   |
| 销售费用<br>Selling Expenses                 | 81,635,480.61                                  | 297,051,937.85                                  |
| 管理费用<br>Administrative Expenses          | 140,522,545.68                                 | 147,837,780.96                                  |
| 财务费用<br>Financial Expenses               | -38,349,720.15                                 | -41,712,903.47                                  |

|                                                                                                                                                                                 |                |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| 资产减值损失<br>Asset Impairment Loss                                                                                                                                                 | 1,400,009.80   | -107,442.26    |
| 加：公允价值变动收益（损失以“-”号填列）<br>Plus: Earnings from Changes in Fair Value (“-” for losses)                                                                                             |                |                |
| 投资收益（损失以“-”号填列）<br>Incomes from Investment (“-” for losses)                                                                                                                     | 25,256,535.47  | -6,489,280.51  |
| 其中：对联营企业和合营企业的投资收益<br>Including: Investment Incomes from Related Enterprise and Joint Venture                                                                                   |                |                |
| 二、营业利润（亏损以“-”号填列）<br>II. Operating Profits (“-” for losses)                                                                                                                     | 624,600,376.07 | 595,707,688.81 |
| 加：营业外收入<br>Plus: Non-Operating Revenues                                                                                                                                         | 30,141,839.24  | 41,556,975.38  |
| 其中：非流动资产处置利得<br>Including: Gains from Disposal of Non-Current Assets                                                                                                            | 99.04          | 13,445.87      |
| 减：营业外支出<br>Less: Non-operating Expenses                                                                                                                                         | 11,276,630.26  | 2,863,840.47   |
| 其中：非流动资产处置损失<br>Including: Losses on Disposal of Non-current Assets                                                                                                             | 337,052.18     | 692,241.81     |
| 三、利润总额（亏损总额以“-”号填列）<br>III. Total Profits (“-” for total losses)                                                                                                                | 643,465,585.05 | 634,400,823.72 |
| 减：所得税费用<br>Less: Income Taxes                                                                                                                                                   | 92,397,831.67  | 89,158,648.06  |
| 四、净利润（净亏损以“-”号填列）<br>IV. Net Profits (“-” for net losses)                                                                                                                       | 551,067,753.38 | 545,242,175.66 |
| 五、其他综合收益的税后净额<br>V. Net Amount of Other Comprehensive Incomes after Tax                                                                                                         | 1,390,998.81   |                |
| （一）以后不能重分类进损益的其他综合收益<br>(I) Other Comprehensive Incomes that Cannot be Re-classified into Profits and Losses                                                                    |                |                |
| 1.重新计量设定受益计划净负债或净资产的变动<br>1. Re-measurement of Change in Net Liabilities or Net Assets under Defined Benefits Plan                                                              |                |                |
| 2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份额<br>2. Share by the Invested Entity in the Other Comprehensive Incomes that Cannot be Re-classified into Profits and Losses by Equity Approach |                |                |
| （二）以后将重分类进损益的其他综合收益<br>(II) Other Comprehensive Incomes that will be Re-classified into Profits and Losses                                                                      | 1,390,998.81   |                |
| 1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的份额<br>1. Share by the Invested Entity in the Other Comprehensive Incomes that Can be Re-classified into Profits and Losses by Equity Approach   |                |                |
| 2.可供出售金融资产公允价值变动损益<br>2. Gains and Losses from Change in the Fair Value of                                                                                                      | 1,390,998.81   |                |

|                                                                                                                                                    |                |                |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Financial Assets Available-for-Sale                                                                                                                |                |                |
| 3.持有至到期投资重分类为可供出售金融资产损益<br>3. Gains and Losses from Re-classification of<br>Held-to-Maturity of Investments to Financial Assets Available-for-Sale |                |                |
| 4.现金流量套期损益的有效部分<br>4. Effective Part of Gains and Losses from Hedging of<br>Cash Flow                                                              |                |                |
| 5.外币财务报表折算差额<br>5. Converted Difference in Foreign Currency Statements                                                                             |                |                |
| 6.其他<br>6. Others                                                                                                                                  |                |                |
| 六、综合收益总额<br>VI. Total Comprehensive Incomes                                                                                                        | 552,458,752.19 | 545,242,175.66 |
| 七、每股收益：<br>VII. Earnings Per Share:                                                                                                                |                |                |
| （一）基本每股收益<br>(I) Basic Earnings Per Share                                                                                                          |                |                |
| （二）稀释每股收益<br>(II) Diluted Earnings Per Share                                                                                                       |                |                |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

## 5、合并现金流量表

## 5. Consolidated Cash Flow Statement

单位：元

Monterey Unit: RMB

| 项目<br>Item                                                                                                     | 本期发生额<br>Amount Incurred in the<br>Current Period | 上期发生额<br>Amount Incurred in the<br>Previous Period |
|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------|----------------------------------------------------|
| 一、经营活动产生的现金流量：<br>I. Cash Flows from Operating Activities:                                                     |                                                   |                                                    |
| 销售商品、提供劳务收到的现金<br>Cash Received from Sales of Goods or Rendering Services                                      | 2,557,992,125.06                                  | 1,896,552,447.47                                   |
| 客户存款和同业存放款项净增加额<br>Net Increase in Customer Bank Deposits and Due to Banks and other<br>Financial Institutions |                                                   |                                                    |
| 向中央银行借款净增加额<br>Net Increase in Borrowings from Central Bank                                                    |                                                   |                                                    |
| 向其他金融机构拆入资金净增加额<br>Net Increase in Placements from Other Financial Institutions                                |                                                   |                                                    |
| 收到原保险合同保费取得的现金                                                                                                 |                                                   |                                                    |

|                                                                                                                                                                 |                  |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| Cash Received from Receiving Insurance Premiums of Original Insurance Contracts                                                                                 |                  |                  |
| 收到再保险业务现金净额<br>Net Cash Received from Reinsurance Business                                                                                                      |                  |                  |
| 保户储金及投资款净增加额<br>Net Cash Received from Reinsurance Business                                                                                                     |                  |                  |
| 处置以公允价值计量且其变动计入当期损益的金融资产净增加额<br>Net Increase on Financial Asset that is Measured at the Fair Value with its Change Included into the Current Profits and Losses |                  |                  |
| 收取利息、手续费及佣金的现金<br>Interests, Handling Charges and Commissions received                                                                                          |                  |                  |
| 拆入资金净增加额<br>Net Increase in Placements From Banks and Other Financial Institutions                                                                              |                  |                  |
| 回购业务资金净增加额<br>Net Increase in Repurchase Business Capital                                                                                                       |                  |                  |
| 收到的税费返还<br>Refunds of Taxes                                                                                                                                     | 876,486.43       |                  |
| 收到其他与经营活动有关的现金<br>Other Cash Received Concerning Operating Activities:                                                                                          | 93,387,746.45    | 98,795,724.62    |
| 经营活动现金流入小计<br>Subtotal of Cash Inflow from Operating Activities                                                                                                 | 2,652,256,357.94 | 1,995,348,172.09 |
| 购买商品、接受劳务支付的现金<br>Cash Paid for Goods or Receiving Services                                                                                                     | 817,015,173.58   | 576,390,272.81   |
| 客户贷款及垫款净增加额<br>Net Increase in Loans and Advances to Customers                                                                                                  |                  |                  |
| 存放中央银行和同业款项净增加额<br>Net Increase in Deposits with Central Bank and Other Financial Institutions                                                                  |                  |                  |
| 支付原保险合同赔付款项的现金<br>Cash Paid for Indemnity of Original Insurance Contracts                                                                                       |                  |                  |
| 支付利息、手续费及佣金的现金<br>Interests, handling charges and commissions paid                                                                                              |                  |                  |
| 支付保单红利的现金<br>Cash Paid for Policy Dividends                                                                                                                     |                  |                  |
| 支付给职工以及为职工支付的现金<br>Cash Paid to and on Behalf of Employees                                                                                                      | 345,499,464.38   | 254,345,143.87   |
| 支付的各项税费<br>All Taxes Paid                                                                                                                                       | 389,446,409.03   | 306,179,237.44   |
| 支付其他与经营活动有关的现金<br>Other Cash Paid Concerning Operating Activities                                                                                               | 465,402,253.76   | 297,793,246.23   |
| 经营活动现金流出小计<br>Subtotal of Cash Outflow from Operating Activities                                                                                                | 2,017,363,300.75 | 1,434,707,900.35 |
| 经营活动产生的现金流量净额<br>Net Amount of Cash Flow from Operating Activities                                                                                              | 634,893,057.19   | 560,640,271.74   |
| 二、投资活动产生的现金流量：<br>II. Cash Flow from Investing Activities:                                                                                                      |                  |                  |



|                                                                                                                            |                   |                 |
|----------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------|
| 收回投资收到的现金<br>Cash Received from Return of Investment                                                                       | 890,000,000.00    |                 |
| 取得投资收益收到的现金<br>Cash Received from Investments Income                                                                       | 28,003,687.59     |                 |
| 处置固定资产、无形资产和其他长期资产收回的现金净额<br>Net Cash Received from Disposal of Fixed Assets, Intangible Assets and Other Long-term Assets | 252,227.91        | 122,059.40      |
| 处置子公司及其他营业单位收到的现金净额<br>Net Cash Received from the Disposal of Subsidiaries and other Business Entities                     | 6,000,000.00      |                 |
| 收到其他与投资活动有关的现金<br>Other Cash Received Concerning Investing Activities                                                      |                   |                 |
| 投资活动现金流入小计<br>Subtotal of Cash Outflow from Investing Activities                                                           | 924,255,915.50    | 122,059.40      |
| 购建固定资产、无形资产和其他长期资产支付的现金<br>Cash Paid for Acquisition of Fixed Assets, Intangible Assets and Other Long-term Assets         | 269,545,364.79    | 196,515,129.65  |
| 投资支付的现金<br>Cash Paid for Investment                                                                                        | 2,867,536,000.00  | 40,000,000.00   |
| 质押贷款净增加额<br>Net Increase in Pledge Loans                                                                                   |                   |                 |
| 取得子公司及其他营业单位支付的现金净额<br>Net Cash Paid for the Disposal of Subsidiaries and other Business Entities                          |                   |                 |
| 支付其他与投资活动有关的现金<br>Other Cash Paid Concerning Investing Activities                                                          | 783,200.00        |                 |
| 投资活动现金流出小计<br>Subtotal of Cash Outflow from Investing Activities                                                           | 3,137,864,564.79  | 236,515,129.65  |
| 投资活动产生的现金流量净额<br>Net Amount of Cash Flow from Investment Activities                                                        | -2,213,608,649.29 | -236,393,070.25 |
| 三、筹资活动产生的现金流量：<br>III. Cash Flow from Financing Activities:                                                                |                   |                 |
| 吸收投资收到的现金<br>Cash Received from Absorbing Investment                                                                       | 1,847,104,939.03  | 35,982,273.60   |
| 其中：子公司吸收少数股东投资收到的现金<br>Including: Cash Received by Subsidiaries from Absorbing Investments of Minority Shareholders        | 16,983,000.00     |                 |
| 取得借款收到的现金<br>Cash Received from Borrowing                                                                                  |                   |                 |
| 发行债券收到的现金<br>Cash Received from Issuing Bonds                                                                              |                   |                 |
| 收到其他与筹资活动有关的现金<br>Other Cash Received Concerning Financing Activities                                                      |                   |                 |
| 筹资活动现金流入小计<br>Subtotal of Cash Outflow from Financing Activities                                                           | 1,847,104,939.03  | 35,982,273.60   |
| 偿还债务支付的现金                                                                                                                  |                   |                 |

|                                                                                                       |                  |                  |
|-------------------------------------------------------------------------------------------------------|------------------|------------------|
| Cash Paid for Repayment of Debts                                                                      |                  |                  |
| 分配股利、利润或偿付利息支付的现金<br>Cash Paid for Distribution of Dividends, Profits and Repayment of Interests      | 364,005,470.00   | 328,080,000.00   |
| 其中：子公司支付给少数股东的股利、利润<br>Including: Dividends and Profits Paid to Minority Shareholders by Subsidiaries |                  |                  |
| 支付其他与筹资活动有关的现金<br>Other Cash Paid Concerning Financing Activities                                     |                  |                  |
| 筹资活动现金流出小计<br>Subtotal of Cash Outflow from Financing Activities                                      | 364,005,470.00   | 328,080,000.00   |
| 筹资活动产生的现金流量净额<br>Net Cash Flow from Financing Activities                                              | 1,483,099,469.03 | -292,097,726.40  |
| 四、汇率变动对现金及现金等价物的影响<br>IV. Effects from Change of Exchange Rate to Cash and Cash Equivalents           | -68,408.70       | -287,571.55      |
| 五、现金及现金等价物净增加额<br>V. Net Increase of Cash and Cash Equivalents                                        | -95,684,531.77   | 31,861,903.54    |
| 加：期初现金及现金等价物余额<br>Plus: Opening Balance of Cash and Cash Equivalent                                   | 1,537,042,862.08 | 1,505,180,958.54 |
| 六、期末现金及现金等价物余额<br>VI. Closing Balance of Cash and Cash Equivalent                                     | 1,441,358,330.31 | 1,537,042,862.08 |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

## 6、母公司现金流量表

## 6. Cash Flow Statement of Parent Company

单位：元

Monterey Unit: RMB

| 项目<br>Item                                                                | 本期发生额<br>Amount Incurred in the Current Period | 上期发生额<br>Amount Incurred in the Previous Period |
|---------------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------|
| 一、经营活动产生的现金流量：<br>I. Cash Flows from Operating Activities:                |                                                |                                                 |
| 销售商品、提供劳务收到的现金<br>Cash Received from Sales of Goods or Rendering Services | 1,592,579,551.84                               | 1,732,395,709.94                                |
| 收到的税费返还<br>Refunds of Taxes Received                                      |                                                |                                                 |
| 收到其他与经营活动有关的现金<br>Other Cash Received Concerning Operating Activities     | 80,468,402.86                                  | 97,978,002.24                                   |
| 经营活动现金流入小计<br>Subtotal of Cash Inflow from Operating Activities           | 1,673,047,954.70                               | 1,830,373,712.18                                |

|                                                                                                                            |                   |                  |
|----------------------------------------------------------------------------------------------------------------------------|-------------------|------------------|
| 购买商品、接受劳务支付的现金<br>Cash Paid for Goods or Receiving Services                                                                | 799,055,730.04    | 566,113,495.60   |
| 支付给职工以及为职工支付的现金<br>Cash Paid to and on Behalf of Employees                                                                 | 147,163,728.56    | 202,611,773.76   |
| 支付的各项税费<br>All Taxes Paid                                                                                                  | 246,566,679.14    | 288,229,320.43   |
| 支付其他与经营活动有关的现金<br>Other Cash Paid Concerning Operating Activities                                                          | 137,766,825.33    | 244,837,151.85   |
| 经营活动现金流出小计<br>Subtotal of Cash Outflow from Operating Activities                                                           | 1,330,552,963.07  | 1,301,791,741.64 |
| 经营活动产生的现金流量净额<br>Net Amount of Cash Flow from Operating Activities                                                         | 342,494,991.63    | 528,581,970.54   |
| 二、投资活动产生的现金流量：<br>II. Net Amount of Cash Flow from Investment Activities                                                   |                   |                  |
| 收回投资收到的现金<br>Cash Received from Return of Investment                                                                       | 740,000,000.00    |                  |
| 取得投资收益收到的现金<br>Cash Received from Investments Income                                                                       | 22,038,413.62     |                  |
| 处置固定资产、无形资产和其他长期资产收回的现金净额<br>Net Cash Received from Disposal of Fixed Assets, Intangible Assets and Other Long-term Assets | 59,492.37         | 76,100.00        |
| 处置子公司及其他营业单位收到的现金净额<br>Net Cash Received from the Disposal of Subsidiaries and other Business Entities                     | 6,000,000.00      | 9.44             |
| 收到其他与投资活动有关的现金<br>Other Cash Received Concerning Investing Activities                                                      |                   |                  |
| 投资活动现金流入小计<br>Subtotal of Cash Outflow from Investing Activities                                                           | 768,097,905.99    | 76,109.44        |
| 购建固定资产、无形资产和其他长期资产支付的现金<br>Cash Paid for Acquisition of Fixed Assets, Intangible Assets and Other Long-term Assets         | 168,729,094.50    | 128,590,749.04   |
| 投资支付的现金<br>Cash Paid for Investment                                                                                        | 2,292,600,000.00  | 40,000,000.00    |
| 取得子公司及其他营业单位支付的现金净额<br>Net Cash Paid for the Disposal of Subsidiaries and other Business Entities                          | 69,705,600.00     | 156,545,250.00   |
| 支付其他与投资活动有关的现金<br>Other Cash Paid Concerning Investing Activities                                                          | 623,810,458.92    |                  |
| 投资活动现金流出小计<br>Subtotal of Cash Outflow from Investing Activities                                                           | 3,154,845,153.42  | 325,135,999.04   |
| 投资活动产生的现金流量净额<br>Net Amount of Cash Flow from Investment Activities                                                        | -2,386,747,247.43 | -325,059,889.60  |
| 三、筹资活动产生的现金流量：<br>III. Cash Flow from Financing Activities:                                                                |                   |                  |
| 吸收投资收到的现金<br>Cash Received from Absorbing Investment                                                                       | 1,830,121,939.03  | 35,982,273.60    |

|                                                                                                  |                  |                  |
|--------------------------------------------------------------------------------------------------|------------------|------------------|
| 取得借款收到的现金<br>Cash Received from Borrowing                                                        |                  |                  |
| 发行债券收到的现金<br>Cash Received from Issuing Bonds                                                    |                  |                  |
| 收到其他与筹资活动有关的现金<br>Other Cash Received Concerning Financing Activities                            |                  |                  |
| 筹资活动现金流入小计<br>Subtotal of Cash Outflow from Financing Activities                                 | 1,830,121,939.03 | 35,982,273.60    |
| 偿还债务支付的现金<br>Cash Paid for Repayment of Debts                                                    |                  |                  |
| 分配股利、利润或偿付利息支付的现金<br>Cash Paid for Distribution of Dividends, Profits and Repayment of Interests | 364,005,470.00   | 328,080,000.00   |
| 支付其他与筹资活动有关的现金<br>Other Cash Paid Concerning Financing Activities                                |                  |                  |
| 筹资活动现金流出小计<br>Subtotal of Cash Outflow from Financing Activities                                 | 364,005,470.00   | 328,080,000.00   |
| 筹资活动产生的现金流量净额<br>Net Cash Flow from Financing Activities                                         | 1,466,116,469.03 | -292,097,726.40  |
| 四、汇率变动对现金及现金等价物的影响<br>IV. Effects from Change of Exchange Rate to Cash and Cash Equivalents      |                  |                  |
| 五、现金及现金等价物净增加额<br>V. Net Increase in Cash and Cash Equivalent                                    | -578,135,786.77  | -88,575,645.46   |
| 加：期初现金及现金等价物余额<br>Plus: Opening Balance of Cash and Cash Equivalent                              | 1,302,693,543.95 | 1,391,269,189.41 |
| 六、期末现金及现金等价物余额<br>VI. Closing Balance of Cash and Cash Equivalent                                | 724,557,757.18   | 1,302,693,543.95 |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

## 7、合并所有者权益变动表

## 7. Consolidated Statement of Changes in Owner's Equity

本期金额

Current Amount

单位：元

Monetary Unit: RMB

| 项目<br>Item | 本期<br>The Current Period |
|------------|--------------------------|
|------------|--------------------------|

|                                                                                                       | 归属于母公司所有者权益<br>Owner's Equity Attributable to Parent Company |                                    |                                     |              |                          |                               |                                       |                          |                          |                                       | 少数股东权益<br>Minority Interest | 所有者权益合计<br>Total Owner's Equity |                                |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------|-------------------------------------|--------------|--------------------------|-------------------------------|---------------------------------------|--------------------------|--------------------------|---------------------------------------|-----------------------------|---------------------------------|--------------------------------|
|                                                                                                       | 股本<br>Share Capital                                          | 其他权益工具<br>Other Equity Instruments |                                     |              | 资本公积<br>Capital Reserves | 减：库存股<br>Less: Treasury Stock | 其他综合收益<br>Other Comprehensive Incomes | 专项储备<br>Special Reserves | 盈余公积<br>Surplus Reserves | 一般风险准备<br>Provisions for General Risk |                             |                                 | 未分配利润<br>Undistributed Profits |
|                                                                                                       |                                                              | 优先股<br>Preferred Shares            | 永续债<br>Perpetual Capital Securities | 其他<br>Others |                          |                               |                                       |                          |                          |                                       |                             |                                 |                                |
| 一、上年期末余额<br>I. Closing Balance for the Previous Year                                                  | 658,010,940.00                                               |                                    |                                     |              | 873,695,526.43           |                               | -287,571.55                           |                          | 161,287,675.86           |                                       | 754,989,429.07              |                                 | 2,447,695,999.81               |
| 加：会计政策变更<br>Plus: Changes in Accounting Policies                                                      |                                                              |                                    |                                     |              |                          |                               |                                       |                          |                          |                                       |                             |                                 |                                |
| 前期差错更正<br>Early Error Correction                                                                      |                                                              |                                    |                                     |              |                          |                               |                                       |                          |                          |                                       |                             |                                 |                                |
| 同一控制下企业合并<br>Business Merger under Common Control                                                     |                                                              |                                    |                                     |              |                          |                               |                                       |                          |                          |                                       |                             |                                 |                                |
| 其他<br>Others                                                                                          |                                                              |                                    |                                     |              |                          |                               |                                       |                          |                          |                                       |                             |                                 |                                |
| 二、本年期初余额<br>II. Opening Balance for the Current Year                                                  | 658,010,940.00                                               |                                    |                                     |              | 873,695,526.43           |                               | -287,571.55                           |                          | 161,287,675.86           |                                       | 754,989,429.07              |                                 | 2,447,695,999.81               |
| 三、本期增减变动金额（减少以“－”号填列）<br>III. Amount of Increase or Decrease in the Current Period (“－” for decrease) | 70,000,000.00                                                |                                    |                                     |              | 1,765,616,357.51         |                               | 7,212,316.29                          |                          | 55,106,775.34            |                                       | 216,383,851.39              | -8,156,676.07                   | 2,106,162,624.46               |
| （一）综合收益总额<br>(I)Total Comprehensive Incomes                                                           |                                                              |                                    |                                     |              |                          |                               | 7,212,316.29                          |                          |                          |                                       | 635,496,096.73              | -15,155,709.82                  | 627,552,703.20                 |
| （二）所有者投入和减少资本                                                                                         | 70,000,000.00                                                |                                    |                                     |              | 1,749,632,391.           |                               |                                       |                          |                          |                                       |                             | 6,999,033.75                    | 1,826,631,425.01               |

|                                                                                  |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
|----------------------------------------------------------------------------------|---------------|--|--|--|------------------|--|--|---------------|--|-----------------|--|--------------|------------------|
| (II)Capital Invested and Reduced by Owners                                       |               |  |  |  | 26               |  |  |               |  |                 |  |              |                  |
| 1. 股东投入的普通股<br>1. Common Shares input by Shareholders                            | 70,000,000.00 |  |  |  | 1,760,121,939.03 |  |  |               |  |                 |  | 6,999,033.75 | 1,837,120,972.78 |
| 2. 其他权益工具持有者投入资本<br>2. Capital Invested by Other Equity Instrument Holders       |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
| 3. 股份支付计入所有者权益的金额<br>3. Amount of Share-based Payment Included in Owner's Equity |               |  |  |  | -10,489,547.77   |  |  |               |  |                 |  |              | -10,489,547.77   |
| 4. 其他<br>4. Others                                                               |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
| (三) 利润分配<br>(III)Profits Allocation                                              |               |  |  |  |                  |  |  | 55,106,775.34 |  | -419,112,245.34 |  |              | -364,005,470.00  |
| 1. 提取盈余公积<br>1. Extraction of Surplus Reserves                                   |               |  |  |  |                  |  |  | 55,106,775.34 |  | -55,106,775.34  |  |              |                  |
| 2. 提取一般风险准备<br>2. Extraction of General Risk Reserves                            |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
| 3. 对所有者（或股东）的分配<br>3. Allocation to Owners (Shareholders)                        |               |  |  |  |                  |  |  |               |  | -364,005,470.00 |  |              | -364,005,470.00  |
| 4. 其他<br>4. Others                                                               |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
| (四)所有者权益内部结转<br>(IV)Internal Carry-Forward of Owner's Equity                     |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |
| 1. 资本公积转增资本（或股本）<br>1. Transfer from Capital Reserves                            |               |  |  |  |                  |  |  |               |  |                 |  |              |                  |

|                                                                                             |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
|---------------------------------------------------------------------------------------------|----------------|--|--|--|------------------|--|--------------|--|----------------|--|----------------|---------------|------------------|
| to Capital (or Share Capital)                                                               |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| 2. 盈余公积转增资本（或股本）<br>2. Transfer from Surplus Reserves to Paid-in Capital (or Share Capital) |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| 3. 盈余公积弥补亏损<br>3. Surplus Reserves to Cover Losses                                          |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| 4. 其他<br>4. Others                                                                          |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| （五）专项储备<br>(V)Special Reserves                                                              |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| 1. 本期提取<br>1. Extraction in the Current Period                                              |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| 2. 本期使用<br>2. Use in the Current Period                                                     |                |  |  |  |                  |  |              |  |                |  |                |               |                  |
| （六）其他<br>(VI)Others                                                                         |                |  |  |  | 15,983,966.25    |  |              |  |                |  |                |               | 15,983,966.25    |
| 四、本期期末余额<br>IV. Closing Balance of the Current Period                                       | 728,010,940.00 |  |  |  | 2,639,311,883.94 |  | 6,924,744.74 |  | 216,394,451.20 |  | 971,373,280.46 | -8,156,676.07 | 4,553,858,624.27 |

上期金额

Amount of Previous Period

单位：元

Monterey Unit: RMB

| 项目<br>Item | 上期<br>Previous Period                                        |                                        |                                                           |                  |                             |                                             |                                                         |                                     |                                     |                                                                |                                                |                                           |                                           |
|------------|--------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------|------------------|-----------------------------|---------------------------------------------|---------------------------------------------------------|-------------------------------------|-------------------------------------|----------------------------------------------------------------|------------------------------------------------|-------------------------------------------|-------------------------------------------|
|            | 归属于母公司所有者权益<br>Owner’s Equity Attributable to Parent Company |                                        |                                                           |                  |                             |                                             |                                                         |                                     |                                     |                                                                | 少数<br>股东<br>权益<br>Minor<br>ity<br>Inter<br>est | 所有者权<br>益合计<br>Total<br>Owner’s<br>Equity |                                           |
|            | 股本<br>Share<br>Capital                                       | 其他权益工具<br>Other Equity<br>Instruments  |                                                           |                  | 资本公积<br>Capital<br>Reserves | 减：库<br>存股<br>Less:<br>Treas<br>ury<br>Stock | 其他综<br>合收益<br>Other<br>Compre<br>hensive<br>Income<br>s | 专项储<br>备<br>Special<br>Reserve<br>s | 盈余公<br>积<br>Surplus<br>Reserve<br>s | 一般<br>风险<br>准备<br>Provi<br>sions<br>for<br>Gene<br>ral<br>Risk |                                                |                                           | 未分配利<br>润<br>Undistrib<br>uted<br>Profits |
|            |                                                              | 优先<br>股<br>Pref<br>erred<br>Shar<br>es | 永续<br>债<br>Perpet<br>ual<br>Capita<br>l<br>Securit<br>ies | 其他<br>Oth<br>ers |                             |                                             |                                                         |                                     |                                     |                                                                |                                                |                                           |                                           |
| 一、上年期末余额   | 328,080,0                                                    |                                        |                                                           |                  | 1,162,936                   |                                             |                                                         |                                     | 106,763                             |                                                                | 634,998,67                                     |                                           | 2,232,778                                 |

|                                                                                                       |                |  |  |  |                  |  |             |  |                |  |                |  |                  |
|-------------------------------------------------------------------------------------------------------|----------------|--|--|--|------------------|--|-------------|--|----------------|--|----------------|--|------------------|
| I. Closing Balance for the Previous Year                                                              | 00.00          |  |  |  | ,287.46          |  |             |  | ,458.29        |  | 9.70           |  | ,425.45          |
| 加：会计政策变更<br>Plus: Changes in Accounting Policies                                                      |                |  |  |  |                  |  |             |  |                |  |                |  |                  |
| 前期差错更正<br>Early Error Correction                                                                      |                |  |  |  |                  |  |             |  |                |  |                |  |                  |
| 同一控制下企业合并<br>Business Merger under Common Control                                                     |                |  |  |  |                  |  |             |  |                |  |                |  |                  |
| 其他<br>Others                                                                                          |                |  |  |  |                  |  |             |  |                |  |                |  |                  |
| 二、本年期初余额<br>II. Opening Balance for the Current Year                                                  | 328,080,000.00 |  |  |  | 1,162,936,287.46 |  |             |  | 106,763,458.29 |  | 634,998,679.70 |  | 2,232,778,425.45 |
| 三、本期增减变动金额（减少以“-”号填列）<br>III. Amount of Increase or Decrease in the Current Period (“-” for decrease) | 329,930,940.00 |  |  |  | -289,240,761.03  |  | -287,571.55 |  | 54,524,217.57  |  | 119,990,749.37 |  | 214,917,574.36   |
| （一）综合收益总额<br>(I) Total Comprehensive Incomes                                                          |                |  |  |  |                  |  | -287,571.55 |  |                |  | 502,594,966.94 |  | 502,307,395.39   |
| （二）所有者投入和减少资本<br>(II) Capital Invested and Reduced by Owners                                          | 1,850,940.00   |  |  |  | 38,839,238.97    |  |             |  |                |  |                |  | 40,690,178.97    |
| 1. 股东投入的普通股<br>1. Common Shares input by Shareholders                                                 | 1,850,940.00   |  |  |  | 34,131,333.60    |  |             |  |                |  |                |  | 35,982,273.60    |
| 2. 其他权益工具持有者投入资本<br>2. Capital Invested by Other Equity Instrument                                    |                |  |  |  |                  |  |             |  |                |  |                |  |                  |



|                                                                                             |                |  |  |  |                 |  |  |               |  |                 |  |                 |
|---------------------------------------------------------------------------------------------|----------------|--|--|--|-----------------|--|--|---------------|--|-----------------|--|-----------------|
| Holders                                                                                     |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| 3. 股份支付计入所有者权益的金额<br>3. Amount of Share-based Payment Included in Owner's Equity            |                |  |  |  | 4,707,905.37    |  |  |               |  |                 |  |                 |
| 4. 其他<br>4. Others                                                                          |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| (三) 利润分配<br>(III) Profits Allocation                                                        |                |  |  |  |                 |  |  | 54,524,217.57 |  | -382,604,217.57 |  | -328,080,000.00 |
| 1. 提取盈余公积<br>1. Extraction of Surplus Reserves                                              |                |  |  |  |                 |  |  | 54,524,217.57 |  | -54,524,217.57  |  |                 |
| 2. 提取一般风险准备<br>2. Extraction of General Risk Reserves                                       |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| 3. 对所有者（或股东）的分配<br>3. Allocation to Owners (Shareholders)                                   |                |  |  |  |                 |  |  |               |  | -328,080,000.00 |  | -328,080,000.00 |
| 4. 其他<br>4. Others                                                                          |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| (四) 所有者权益内部结转<br>(IV) Internal Carry-Forward of Owner's Equity                              | 328,080,000.00 |  |  |  | -328,080,000.00 |  |  |               |  |                 |  |                 |
| 1. 资本公积转增资本（或股本）<br>1. Transfer from Capital Reserves to Capital (or Share Capital)         | 328,080,000.00 |  |  |  | -328,080,000.00 |  |  |               |  |                 |  |                 |
| 2. 盈余公积转增资本（或股本）<br>2. Transfer from Surplus Reserves to Paid-in Capital (or Share Capital) |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| 3. 盈余公积弥补亏损<br>3. Surplus Reserves to Cover Losses                                          |                |  |  |  |                 |  |  |               |  |                 |  |                 |
| 4. 其他<br>4. Others                                                                          |                |  |  |  |                 |  |  |               |  |                 |  |                 |

|                                                       |                |  |  |  |                |  |             |  |                |  |                |  |                  |
|-------------------------------------------------------|----------------|--|--|--|----------------|--|-------------|--|----------------|--|----------------|--|------------------|
| (五) 专项储备<br>(V) Special Reserves                      |                |  |  |  |                |  |             |  |                |  |                |  |                  |
| 1. 本期提取<br>1. Extraction in the Current Period        |                |  |  |  |                |  |             |  |                |  |                |  |                  |
| 2. 本期使用<br>2. Use in the Current Period               |                |  |  |  |                |  |             |  |                |  |                |  |                  |
| (六) 其他<br>(VI) Others                                 |                |  |  |  |                |  |             |  |                |  |                |  |                  |
| 四、本期期末余额<br>IV. Closing Balance of the Current Period | 658,010,940.00 |  |  |  | 873,695,526.43 |  | -287,571.55 |  | 161,287,675.86 |  | 754,989,429.07 |  | 2,447,695,999.81 |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

## 8、母公司所有者权益变动表

## 8. Parent Company's Statement of Changes in Owner's Equity

本期金额

Current Amount

单位：元

Monetary Unit: RMB

| 项目<br>Item                                                    | 本期<br>The Current Period |                                    |                                                   |              |                             |                                          |                                                     |                                         |                             |                                        |                                           |
|---------------------------------------------------------------|--------------------------|------------------------------------|---------------------------------------------------|--------------|-----------------------------|------------------------------------------|-----------------------------------------------------|-----------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
|                                                               | 股本<br>Share<br>Capital   | 其他权益工具<br>Other Equity Instruments |                                                   |              | 资本公积<br>Capital<br>Reserves | 减： 库存<br>股<br>Less:<br>Treasury<br>Stock | 其他综合<br>收益<br>Other<br>Compreh<br>ensive<br>Incomes | 专项<br>储备<br>Specia<br>l<br>Reserv<br>es | 盈余公积<br>Surplus<br>Reserves | 未分配利<br>润<br>Undistrib<br>uted Profits | 所有者权<br>益合计<br>Total<br>Owner's<br>Equity |
|                                                               |                          | 优先股<br>Preferre<br>d<br>Shares     | 永续债<br>Perpetu<br>al<br>Capital<br>Securiti<br>es | 其他<br>Others |                             |                                          |                                                     |                                         |                             |                                        |                                           |
| 一、上年期末余额<br>I. Closing Balance<br>for the Previous<br>Year    | 658,010,<br>940.00       |                                    |                                                   |              | 868,575,2<br>04.23          |                                          |                                                     |                                         | 159,889,4<br>21.28          | 799,744,1<br>52.05                     | 2,486,219<br>,717.56                      |
| 加：会计政策<br>变更<br>Plus:<br>Changes in<br>Accounting<br>Policies |                          |                                    |                                                   |              |                             |                                          |                                                     |                                         |                             |                                        |                                           |

|                                                                                                       |                |  |  |  |                  |  |              |  |                |                 |                  |
|-------------------------------------------------------------------------------------------------------|----------------|--|--|--|------------------|--|--------------|--|----------------|-----------------|------------------|
| 前期差错更正<br>Early Error Correction                                                                      |                |  |  |  |                  |  |              |  |                |                 |                  |
| 其他<br>Others                                                                                          |                |  |  |  |                  |  |              |  |                |                 |                  |
| 二、本年期初余额<br>II. Opening Balance for the Current Year                                                  | 658,010,940.00 |  |  |  | 868,575,204.23   |  |              |  | 159,889,421.28 | 799,744,152.05  | 2,486,219,717.56 |
| 三、本期增减变动金额（减少以“-”号填列）<br>III. Amount of Increase or Decrease in the Current Period (“-” for decrease) | 70,000,000.00  |  |  |  | 1,749,632,391.26 |  | 1,390,998.81 |  | 55,106,775.34  | 131,955,508.04  | 2,008,085,673.45 |
| （一）综合收益总额<br>(I) Total Comprehensive Incomes                                                          |                |  |  |  |                  |  | 1,390,998.81 |  |                | 551,067,753.38  | 552,458,752.19   |
| （二）所有者投入和减少资本<br>(II) Capital Invested and Reduced by Owners                                          | 70,000,000.00  |  |  |  | 1,749,632,391.26 |  |              |  |                |                 | 1,819,632,391.26 |
| 1. 股东投入的普通股<br>1. Common Shares input by Shareholders                                                 | 70,000,000.00  |  |  |  | 1,760,121,939.03 |  |              |  |                |                 | 1,830,121,939.03 |
| 2. 其他权益工具持有者投入资本<br>2. Capital Invested by Other Equity Instrument Holders                            |                |  |  |  |                  |  |              |  |                |                 |                  |
| 3. 股份支付计入所有者权益的金额<br>3. Amount of Share-based Payment Included in Owner's Equity                      |                |  |  |  | -10,489,547.77   |  |              |  |                |                 | -10,489,547.77   |
| 4. 其他<br>4. Others                                                                                    |                |  |  |  |                  |  |              |  |                |                 |                  |
| （三）利润分配<br>(III) Profits Allocation                                                                   |                |  |  |  |                  |  |              |  | 55,106,775.34  | -419,112,245.34 | -364,005,470.00  |

|                                                                                             |                |  |  |  |                  |  |              |  |                |                 |                  |
|---------------------------------------------------------------------------------------------|----------------|--|--|--|------------------|--|--------------|--|----------------|-----------------|------------------|
| 1. 提取盈余公积<br>1. Extraction of Surplus Reserves                                              |                |  |  |  |                  |  |              |  | 55,106,775.34  | -55,106,775.34  |                  |
| 2. 对所有者（或股东）的分配<br>2. Allocation to Owners (Shareholders)                                   |                |  |  |  |                  |  |              |  |                | -364,005,470.00 | -364,005,470.00  |
| 3. 其他<br>3. Others                                                                          |                |  |  |  |                  |  |              |  |                |                 |                  |
| （四）所有者权益内部结转<br>(IV) Internal Carry-Forward of Owner's Equity                               |                |  |  |  |                  |  |              |  |                |                 |                  |
| 1. 资本公积转增资本（或股本）<br>1. Transfer from Capital Reserves to Capital (or Share Capital)         |                |  |  |  |                  |  |              |  |                |                 |                  |
| 2. 盈余公积转增资本（或股本）<br>2. Transfer from Surplus Reserves to Paid-in Capital (or Share Capital) |                |  |  |  |                  |  |              |  |                |                 |                  |
| 3. 盈余公积弥补亏损<br>3. Surplus Reserves to Cover Losses                                          |                |  |  |  |                  |  |              |  |                |                 |                  |
| 4. 其他<br>4. Others                                                                          |                |  |  |  |                  |  |              |  |                |                 |                  |
| （五）专项储备<br>(V) Special Reserves                                                             |                |  |  |  |                  |  |              |  |                |                 |                  |
| 1. 本期提取<br>1. Extraction in the Current Period                                              |                |  |  |  |                  |  |              |  |                |                 |                  |
| 2. 本期使用<br>2. Use in the Current Period                                                     |                |  |  |  |                  |  |              |  |                |                 |                  |
| （六）其他<br>(VI) Others                                                                        |                |  |  |  |                  |  |              |  |                |                 |                  |
| 四、本期期末余额<br>IV. Closing Balance of the Current Period                                       | 728,010,940.00 |  |  |  | 2,618,207,595.49 |  | 1,390,998.81 |  | 214,996,196.62 | 931,699,660.09  | 4,494,305,391.01 |

上期金额

Amount of Previous Period

单位：元

Monetary Unit: RMB

| 项目<br>Item                                                                                                                | 上期<br>Previous Period  |                                    |                                                   |              |                             |                                         |                                                     |                                         |                             |                                        |                                           |
|---------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------------------|---------------------------------------------------|--------------|-----------------------------|-----------------------------------------|-----------------------------------------------------|-----------------------------------------|-----------------------------|----------------------------------------|-------------------------------------------|
|                                                                                                                           | 股本<br>Share<br>Capital | 其他权益工具<br>Other Equity Instruments |                                                   |              | 资本公积<br>Capital<br>Reserves | 减：库存<br>股<br>Less:<br>Treasury<br>Stock | 其他综合<br>收益<br>Other<br>Compreh<br>ensive<br>Incomes | 专项<br>储备<br>Specia<br>l<br>Reserv<br>es | 盈余公积<br>Surplus<br>Reserves | 未分配利<br>润<br>Undistrib<br>uted Profits | 所有者权<br>益合计<br>Total<br>Owner's<br>Equity |
|                                                                                                                           |                        | 优先股<br>Preferre<br>d<br>Shares     | 永续债<br>Perpetu<br>al<br>Capital<br>Securiti<br>es | 其他<br>Others |                             |                                         |                                                     |                                         |                             |                                        |                                           |
| 一、上年期末余额<br>I. Closing Balance<br>for the Previous<br>Year                                                                | 328,080,<br>000.00     |                                    |                                                   |              | 1,157,815<br>,965.26        |                                         |                                                     |                                         | 105,365,2<br>03.71          | 637,106,1<br>93.96                     | 2,228,367<br>,362.93                      |
| 加：会计政策<br>变更<br>Plus:<br>Changes in<br>Accounting<br>Policies                                                             |                        |                                    |                                                   |              |                             |                                         |                                                     |                                         |                             |                                        |                                           |
| 前期差<br>错更正<br>Early<br>Error Correction                                                                                   |                        |                                    |                                                   |              |                             |                                         |                                                     |                                         |                             |                                        |                                           |
| 其他<br>Others                                                                                                              |                        |                                    |                                                   |              |                             |                                         |                                                     |                                         |                             |                                        |                                           |
| 二、本年期初余额<br>II. Opening<br>Balance for the<br>Current Year                                                                | 328,080,<br>000.00     |                                    |                                                   |              | 1,157,815<br>,965.26        |                                         |                                                     |                                         | 105,365,2<br>03.71          | 637,106,1<br>93.96                     | 2,228,367<br>,362.93                      |
| 三、本期增减变动<br>金额（减少以“－”<br>号填列）<br>III. Amount of<br>Increase or<br>Decrease in the<br>Current Period<br>（“－” for decrease) | 329,930,<br>940.00     |                                    |                                                   |              | -289,240,<br>761.03         |                                         |                                                     |                                         | 54,524,21<br>7.57           | 162,637,9<br>58.09                     | 257,852,3<br>54.63                        |
| （一）综合收益总<br>额<br>(I)Total<br>Comprehensive<br>Incomes                                                                     |                        |                                    |                                                   |              |                             |                                         |                                                     |                                         |                             | 545,242,1<br>75.66                     | 545,242,1<br>75.66                        |
| （二）所有者投入<br>和减少资本<br>(II)Capital<br>Invested and<br>Reduced by<br>Owners                                                  | 1,850,94<br>0.00       |                                    |                                                   |              | 38,839,23<br>8.97           |                                         |                                                     |                                         |                             |                                        | 40,690,17<br>8.97                         |

|                                                                         |                |  |  |  |                 |  |  |  |               |                 |                 |
|-------------------------------------------------------------------------|----------------|--|--|--|-----------------|--|--|--|---------------|-----------------|-----------------|
| 1. 股东投入的普通股                                                             | 1,850,940.00   |  |  |  | 34,131,333.60   |  |  |  |               |                 | 35,982,273.60   |
| 1. Common Shares input by Shareholders                                  |                |  |  |  |                 |  |  |  |               |                 |                 |
| 2. 其他权益工具持有者投入资本                                                        |                |  |  |  |                 |  |  |  |               |                 |                 |
| 2. Capital Invested by Other Equity Instrument Holders                  |                |  |  |  |                 |  |  |  |               |                 |                 |
| 3. 股份支付计入所有者权益的金额                                                       |                |  |  |  | 4,707,905.37    |  |  |  |               |                 | 4,707,905.37    |
| 3. Amount of Share-based Payment Included in Owner's Equity             |                |  |  |  |                 |  |  |  |               |                 |                 |
| 4. 其他                                                                   |                |  |  |  |                 |  |  |  |               |                 |                 |
| 4. Others                                                               |                |  |  |  |                 |  |  |  |               |                 |                 |
| (三) 利润分配                                                                |                |  |  |  |                 |  |  |  | 54,524,217.57 | -382,604,217.57 | -328,080,000.00 |
| (III) Profits Allocation                                                |                |  |  |  |                 |  |  |  |               |                 |                 |
| 1. 提取盈余公积                                                               |                |  |  |  |                 |  |  |  | 54,524,217.57 | -54,524,217.57  |                 |
| 1. Extraction of Surplus Reserves                                       |                |  |  |  |                 |  |  |  |               |                 |                 |
| 2. 对所有者（或股东）的分配                                                         |                |  |  |  |                 |  |  |  |               | -328,080,000.00 | -328,080,000.00 |
| 2. Allocation to Owners (Shareholders)                                  |                |  |  |  |                 |  |  |  |               |                 |                 |
| 3. 其他                                                                   |                |  |  |  |                 |  |  |  |               |                 |                 |
| 3. Others                                                               |                |  |  |  |                 |  |  |  |               |                 |                 |
| (四) 所有者权益内部结转                                                           | 328,080,000.00 |  |  |  | -328,080,000.00 |  |  |  |               |                 |                 |
| (IV) Internal Carry-Forward of Owner's Equity                           |                |  |  |  |                 |  |  |  |               |                 |                 |
| 1. 资本公积转增资本（或股本）                                                        | 328,080,000.00 |  |  |  | -328,080,000.00 |  |  |  |               |                 |                 |
| 1. Transfer from Capital Reserves to Capital (or Share Capital)         |                |  |  |  |                 |  |  |  |               |                 |                 |
| 2. 盈余公积转增资本（或股本）                                                        |                |  |  |  |                 |  |  |  |               |                 |                 |
| 2. Transfer from Surplus Reserves to Paid-in Capital (or Share Capital) |                |  |  |  |                 |  |  |  |               |                 |                 |
| 3. 盈余公积弥补                                                               |                |  |  |  |                 |  |  |  |               |                 |                 |

|                                           |                |  |  |  |                |  |  |  |                |                |                  |
|-------------------------------------------|----------------|--|--|--|----------------|--|--|--|----------------|----------------|------------------|
| 亏损                                        |                |  |  |  |                |  |  |  |                |                |                  |
| 3. Surplus Reserves to Cover Losses       |                |  |  |  |                |  |  |  |                |                |                  |
| 4. 其他                                     |                |  |  |  |                |  |  |  |                |                |                  |
| 4. Others                                 |                |  |  |  |                |  |  |  |                |                |                  |
| (五) 专项储备                                  |                |  |  |  |                |  |  |  |                |                |                  |
| (V) Special Reserves                      |                |  |  |  |                |  |  |  |                |                |                  |
| 1. 本期提取                                   |                |  |  |  |                |  |  |  |                |                |                  |
| 1. Extraction in the Current Period       |                |  |  |  |                |  |  |  |                |                |                  |
| 2. 本期使用                                   |                |  |  |  |                |  |  |  |                |                |                  |
| 2. Use in the Current Period              |                |  |  |  |                |  |  |  |                |                |                  |
| (六) 其他                                    |                |  |  |  |                |  |  |  |                |                |                  |
| (VI) Others                               |                |  |  |  |                |  |  |  |                |                |                  |
| 四、本期期末余额                                  | 658,010,940.00 |  |  |  | 868,575,204.23 |  |  |  | 159,889,421.28 | 799,744,152.05 | 2,486,219,717.56 |
| IV. Closing Balance of the Current Period |                |  |  |  |                |  |  |  |                |                |                  |

法定代表人：梁允超

Legal Representative: Liang Yunchao

主管会计工作负责人：王文

Person in Charge of Accounting: Wang Wen

会计机构负责人：黄蔚

Person in Charge of Accounting Firm: Huang Wei

### 三、公司基本情况：

### III. Basic Information of the Company:

#### 公司概况

#### Overview

汤臣倍健股份有限公司（以下简称“公司”）于 2010 年 12 月，经中国证券监督管理委员会“证监许可[2010]1695 号”文核准，向社会公众发行人民币普通股（A 股），成为创业板上市公司。公司在广东省珠海市工商行政管理局登记注册，领取注册号为 440400000071153(现统一社会信用代码变更为 914404007778052708)的企业法人营业执照，截至 2015 年 12 月 31 日，注册资本为人民币 728,010,940.00 元。

Upon the approval of [2010] No.1695 of CSRC License, in December, 2010, BY-HEALTH CO., LTD. (hereinafter referred to as the “Company”) issued RMB ordinary shares (A-share) to the social public, becoming a company listed on the Growth Enterprise Market. The Company was registered in Zhuhai Administration for Industry and Commerce of Guangdong Province, and obtained a business license with the registration number as administration for industry and commerce (currently, it is changed as a unified social credit code as 914404007778052708). As of December 31, 2015, its registered capital was RMB728,010,940.00.

#### 公司注册地和主要经营活动场所

#### Place of Registry and Place of Main Business Activities of the Company

注册地和主要生产基地：珠海市金湾区三灶科技工业园星汉路 19 号。

Place of Registry and Main Production Base: No.19, Xinghai Road, Sanzao Technology Industrial Park, Jinwan District, Zhuhai City.

#### 公司所属行业性质

公司属于膳食补充剂生产行业。

#### Nature of Industry of the Company

The Company belongs to the industry of production of dietary supplement.

#### 公司主要经营活动

保健食品生产销售（颗粒剂、片剂、胶囊剂（含益生菌）、软胶囊剂、粉剂（含益生菌）（许可证有效期至 2019 年 6 月 3 日）；研发、生产和销售饮料（固体饮料类）（许可证有效期至 2016 年 8 月 24 日）；研发、生产和销售糖果制品（糖果）（许可证有效期至 2016 年 8 月 25 日）；批发兼零售：预包装食品、乳制品（不含婴幼儿配方乳粉）（许可证有效期至 2018 年 10 月 29 日）；研发和销售包装材料；研发生物技术；商务服务（不含许可经营项目）；中药材种植（不含许可经营项目）。

#### Main Business Activities of the Company

Production and sales of health food (granules, tablets, capsules (including probiotics), soft capsules, powder (including probiotics)) (The license remains valid until June 3, 2019); R&D, production and sales of beverages (solid beverages) (The license remains valid until August 24, 2016); R&D, production and sales of candy products (candies) (The license remains valid until August 25, 2016); wholesale and retail of prepackaged food and dairy products (excluding infant formula milk powder) (The license remains valid until October 29, 2018); R&D and sales of packing materials; research and development of biotechnology; commercial services (excluding licensed business items); cultivation of medicinal herbs (excluding licensed business items).

公司报告期内主营业务未发生变更。

The Company had no change in main businesses during the reporting period.

#### 公司法定代表人

梁允超。

#### Legal Representative of the Company

Liang Yunchao.

#### 财务报告批准报出日

本财务报表及财务报表附注业经本公司第三届董事会第十五次会议于 2016 年 2 月 26 日批准报出。

#### Date of Approval on Disclosure of Financial Report

These Financial Statements and notes to the financial statements are approved to be disclosed in the 15<sup>th</sup> Meeting of the 3<sup>rd</sup> Session of the Board of Directors on February 26, 2016.

#### 合并财务报表范围

截至 2015 年 12 月 31 日，公司合并范围内的子公司包括：广州奈梵斯健康产品有限公司、广州市佰健生物工程有限公司、广东佰嘉药业有限公司、汤臣倍健药业有限公司、香港佰瑞有限公司、广东佰悦网络科技有限公司共 6 家公司。

#### SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS

As of December 31, 2015, there were 6 subsidiaries involved in the scope of consolidation of the Company, including Guangzhou Fence Health Products Co., Ltd., Guangzhou BY-HEALTH Bioengineering Co., Ltd., Guangdong Baijia Pharmaceutical Co., Ltd., BY-HEALTH Pharmaceutical Co., Ltd., HongKong By Ray Company Limited and Guangdong Baiyue Network Technology Co., Ltd.

### 四、财务报表编制基础

### IV. Preparation Basis of Financial Statements

#### 财务报表的编制基础

公司财务报表以持续经营为基础，根据实际发生的交易和事项，按照财政部发布的《企业会计准则——基本准则》

#### Preparation Basis of Financial Statements

The financial statements of the Company were prepared on the basis of going concern and according to the actual



(财政部令第 33 号发布、财政部令第 76 号修订)、于 2006 年 2 月 15 日及其后颁布和修订的 41 项具体会计准则、企业会计准则应用指南、企业会计准则解释及其他相关规定(以下合称“企业会计准则”),以及中国证券监督管理委员会《公开发行证券的公司信息披露编报规则第 15 号——财务报告的一般规定》(2014 年修订)的披露规定编制。

### 持续经营

公司自本报告期末至少 12 个月内具备持续经营能力,无影响持续经营能力的重大事项。

## 五、重要会计政策及会计估计

### 遵循企业会计准则的声明

公司承诺编制的报告期财务报表符合《企业会计准则》的要求,真实、完整地反映了公司报告期间的财务状况、经营成果和现金流量等有关信息。

### 会计期间

采用公历年度,自公历每年 1 月 1 日至 12 月 31 日止。

### 公司的营业周期

正常营业周期是指本公司从购买用于加工的资产起至实现现金或现金等价物的期间。本公司以 12 个月作为一个营业周期,并以其作为资产和负债的流动性划分标准。

### 记账本位币

公司以人民币作为记账本位币。

### 同一控制下和非同一控制下企业合并的会计处理方法

#### —同一控制下的企业合并

参与合并的企业在合并前后均受同一方或相同的多方最终控制且该控制并非暂时性的,为同一控制下的企业合并。通常情况下,同一控制下的企业合并是指发生在同一企业集团内部企业之间的合并,除此之外,一般不作为同一控制下的企业合并。

本公司作为合并方在企业合并中取得的资产、负债,按照合并日在最终控制方合并财务报表中的账面价值计量。同

transactions and issues incurred, *Accounting Standards for Business Enterprises -- Basic Standards* (released according to No.33 Order of the Ministry of Finance and revised according to No.76 Order of the Ministry of Finance) published by the Ministry of Finance, and 41 items of specific accounting standards promulgated and revised on February 15, 2006 and subsequently, guidance for application of accounting standards for business enterprises, interpretations to accounting standards for business enterprises and other relevant regulations (hereinafter collectively known as “accounting standards for business enterprises”), as well as the regulations on disclosure as provided in *Preparation Rules for Information Disclosure by Companies Offering Securities to the Public No. 15 - General Provisions on Financial Reports (2014 Revision)* promulgated by China Securities Regulatory Commission.

### Going Concern

The Company shall have going-concern ability in at least 12 months from the end of the reporting period, without significant issues affecting its going-concern ability.

## V. Significant Accounting Policies and Accounting Estimates

### Statement on Compliance with Accounting Standards for Business Enterprises

The Company promises that the financial statements of the reporting period prepared conform to the requirements of *Accounting Standards for Business Enterprises* and truthfully and completely reflect the financial conditions, operating results, cash flow and other relevant information of the Company during the reporting period.

### Accounting Period

The Gregorian calendar year is adopted, from January 1 to December 31 of each calendar year.

### Business Cycle of the Company

Normal business cycle refers to the period from purchase of assets for processing to realization of cash or cash equivalent. The Company treats 12 months as a business cycle and as a dividing standard for the liquidity of assets and liabilities.<sup>1</sup>

### Recording Currency

The Company adopts RMB as the recording currency.

### Accounting Treatment Method for Business Merge under Common Control and Business Combination not under Common Control

#### ---Business Merger under Common Control

A business merge under common control is a business merge in which all of the enterprises participating in merge are ultimately controlled by the same party or parties both before and after the business merge, and that control is not transitory. Generally, a business merger under common control refers to the merger among enterprises inside the same enterprise group. Except for this, others shall be generally not regarded as business merger under common control.

The assets and liabilities obtained by the Company as a combining party in the business merger shall be measured at

一控制下的控股合并形成的长期股权投资，本公司以合并日应取得被合并方所有者权益在最终控制方合并财务报表中的账面价值的份额作为形成长期股权投资的初始投资成本，相关会计处理见长期股权投资；同一控制下的吸收合并取得的资产、负债，本公司按照相关资产、负债在被合并方的原账面价值入账。本公司取得的净资产账面价值与支付的合并对价账面价值（或发行股份面值总额）的差额，调整资本公积；资本公积不足冲减的，调整留存收益。

本公司作为合并方为进行企业合并发生的各项直接相关费用，包括支付的审计费用、评估费用、法律服务费等，于发生时计入当期损益。为企业合并发行的债券或承担其他债务支付的手续费、佣金等，计入所发行债券及其他债务的初始计量金额。企业合并中发行权益性证券发生的手续费、佣金等费用，应当抵减权益性证券溢价收入，溢价收入不足冲减的，冲减留存收益。

同一控制下的控股合并形成母子关系的，母公司在合并日编制合并财务报表，包括合并资产负债表、合并利润表和合并现金流量表。合并资产负债表，以被合并方有关资产、负债的账面价值并入合并财务报表，合并方与被合并方在合并日及以前期间发生的交易，作为内部交易，按照“合并财务报表”有关原则进行抵消；合并利润表和现金流量表，包含合并方及被合并方自合并当期期初至合并日实现的净利润和产生的现金流量，涉及双方在当期发生的交易及内部交易产生的现金流量，按照合并财务报表的有关原则进行抵消。

#### —非同一控制下的企业合并

参与合并的各方在合并前后不受同一方或相同的多方最终控制的，为非同一控制下的企业合并。

企业合并成本的确定：企业合并成本包括购买方为进行企业合并支付的现金或非现金资产、发行或承担的债务、发行的权益性证券等在购买日的公允价值，企业合并中发生的各项直接相关费用计入当期损益。通过多次交换交易分步实现的企业合并，合并成本为每一单项交易成本之和。

the book value in the consolidated financial statement of the final controlling party on the date of merger. For the long-term equity investment formed in the control merger under common control, the Company shall adopt the share of book value of the owner's equity of the combined party, which shall be obtained on the date of merger, in the consolidated financial statements of the final controlling party as the initial investment cost of long-term equity investment. Relevant accounting treatment is shown in the long-term equity investment. The assets and liabilities obtained from the merger by absorption under common control shall be recorded at the original book value of related assets and liabilities in the combined party. The difference between the book value of the net assets obtained and the book value of the consideration (or total of face value of shares issued) paid shall adjust the capital surplus of capital reserves; where the capital surplus of capital reserves is not sufficient to be offset, the retained earnings shall be adjusted.

All relevant direct expenses incurred to the Company as the combining party for business merger, including audit expenses, evaluation costs and legal service expenses paid, etc., shall be included into the current profits and losses when incurred. Bonds issued for business combination or handling charge and commission paid for other debts are included into the initial measured amount of bonds issued and other debts. Handling charge, commission and other expenses out of issuance of equity securities during business combination shall decrease premium income of equity securities; if the premium income is insufficient for offset, decrease from retained earnings.

If the parent-subsidiary relationship is formed in the control merger under common control, the parent company shall prepare consolidated financial statements on the date of merger, including consolidated balance sheet, consolidated income statement and consolidated cash flow statement. In the consolidated balance sheet, relevant assets and liabilities of the combined party shall be included into the consolidated financial statements at their book value. The transactions incurred between the combining party and the combined party on the date of merger and in the previous periods shall be regarded as internal transactions and set off according to relevant principles of "consolidated financial statements". The consolidated income statement and cash flow statement shall cover the net profits realized and the cash flow incurred between the combining party and the combined party from the beginning of the merger period to the date of merger. The cash flow incurred in the transactions of both parties and internal transactions during the current period shall be set off according to relevant principles of consolidated financial statements.

#### —Business merger not under common control

A business merge not under common control is a business merge in which all of the combining enterprises are not ultimately controlled by the same party or parties both before and after business merge.

Determination of business merger cost: The business merger cost covers the fair value of the cash or non-cash assets paid by the acquirer for business merger, debts offered or assumed and securities issued on the date of acquisition. All relevant direct expenses incurred in the business merger shall be included into current profits and losses. For business merger realized by exchanges or transactions for several times, the merger cost is the summation of the costs

非同一控制下的控股合并取得的长期股权投资，本公司以购买日确定的企业合并成本（不包括应自被投资单位收取的现金股利和利润），作为对被购买方长期股权投资的初始投资成本；非同一控制下的吸收合并取得的符合确认条件的各项可辨认资产、负债，本公司在购买日按照公允价值确认为本企业的资产和负债。本公司以非货币资产为对价取得被购买方的控制权或各项可辨认资产、负债的，有关非货币资产在购买日的公允价值与其账面价值的差额，作为资产的处置损益，计入合并当期的利润表。

非同一控制下的企业合并中，企业合并成本大于合并中取得的被购买方可辨认净资产公允价值份额的差额，确认为商誉；在吸收合并情况下，该差额在母公司个别财务报表中确认为商誉；在控股合并情况下，该差额在合并财务报表中列示为商誉。

企业合并成本小于合并中取得的被购买方可辨认净资产公允价值份额的差额，本公司计入合并当期损益（营业外收入）。在吸收合并情况下，该差额计入合并当期母公司个别利润表；在控股合并情况下，该差额计入合并当期的合并利润表。

### 合并财务报表的编制方法

公司以控制为基础确定合并财务报表的合并范围，不仅包括根据表决权（或类似权利）本身或者结合其他安排确定的子公司，也包括基于一项或多项合同安排决定的结构化主体。控制，是指投资方拥有对被投资方的权力，通过参与被投资方的相关活动而享有可变回报，并且有能力运用对被投资方的权力影响其回报金额。如果母公司是投资性主体，则只将那些为投资性主体的投资活动提供相关服务的子公司纳入合并范围，其他子公司不予以合并，按照公允价值计量且其变动计入当期损益。

公司合并财务报表按照《企业会计准则第 33 号—合并财务报表》及相关规定的要求编制，合并时合并范围内的所有重大内部交易和往来予以抵销。子公司的股东权益中不属于母公司所拥有的部分作为少数股东权益在合并财务报表中股东权益项下单列列示。

of all separate transactions.

For the long-term equity investment obtained from the control merger not under common control, the Company shall take the business merger cost determined on the date of acquisition (excluding the cash dividends and profits that shall be collected from the invested entity) as the initial investment cost of the long-term equity investment in the acquiree. For all identifiable assets and liabilities obtained from the merger by absorption not under common control and complying with the conditions for recognition, the Company shall recognize them as the assets and liabilities of the enterprise at fair value on the date of acquisition. If the Company obtains the right of control over the acquiree or all identifiable assets and liabilities with non-monetary assets as consideration, the difference between the fair value of related non-monetary assets on the date of acquisition and their book value shall be included in the income statement in the current period of merger as profits and losses from disposal of assets.

In the business merger not under common control, the difference where the business merger cost is greater than the fair value of the identifiable net assets of the acquiree obtained in the merger shall be recognized as goodwill. In the merger by absorption, such a difference shall be recognized as goodwill in some financial statements of the parent company. In the control merger, such a difference shall be presented as goodwill in the consolidated financial statements.

The difference where the business merger cost is less than the fair value of the identifiable net assets of the acquiree obtained in the merger shall be included in the current profits and losses of merger (non-operating revenues). In the merger by absorption, such a difference shall be included in some income statements of parent company in the current period of merger. In the control merger, such a difference shall be included into the consolidated income statements in the current period of merger.

### Method of Preparation of Consolidated Financial Statements

The Company shall determine the scope of consolidation in the consolidated financial statements based on control, which does not only include the subsidiaries determined according to the voting right (or similar right) or combined with other arrangements, but also covers the structured entities decided based on one or several contract arrangements. Control refers to the power of the investor to own the invested party, in which variable returns are enjoyed by participating in relevant activities of the invested party and the Company is capable of applying the power over the invested party to influence the amount of the returns. If the parent company is an investment entity, only the subsidiaries which render relevant services for the investing activities of the investment entity shall be included into the scope of consolidation, while other subsidiaries shall not be consolidated, but shall be measured at fair value, and their variations shall be included into current profits and losses.

The consolidated financial statements of the Company shall be prepared according to the requirements of Accounting Standards for Business Enterprises No.33 -- Consolidated Financial Statements and relevant regulations. When in consolidation, all significant internal transactions and current accounts within the scope of consolidation shall be set off. The shareholders' equity of subsidiaries, which is not

子公司与公司采用的会计政策或会计期间不一致的，在编制合并财务报表时，按照公司的会计政策或会计期间对子公司财务报表进行必要的调整。

对于非同一控制下企业合并取得的子公司，在编制合并财务报表时，以购买日可辨认净资产公允价值为基础对其个别财务报表进行调整；对于同一控制下企业合并取得的子公司，视同参与合并各方在最终控制方开始实施控制时即以目前的状态存在，从合并当期的年初起将其资产、负债、经营成果和现金流量纳入合并财务报表，并对前期比较财务报表按上述原则进行调整。

在报告期内处置子公司时，将该子公司期初至处置日的资产、负债、经营成果和现金流量纳入合并财务报表。

#### 现金及现金等价物

公司在编制现金流量表时所确定的现金等价物，是指公司持有的期限短、流动性强、易于转换为已知金额现金、价值变动风险很小的投资。

#### 外币业务和外币报表折算

一 公司对发生的非本位币经济业务按业务发生当日中国人民银行公布的市场汇价的中间价折合为本位币记账；月末对外币的货币项目余额按期末中国人民银行公布的市场汇价的中间价进行调整，按照期末汇率折合的记账本位币金额与账面记账本位币金额之间的差额作为“财务费用-汇兑损益”计入当期损益；属于与购建固定资产有关的借款产生的汇兑损益，按照借款费用资本化的原则进行处理。

一 外币报表折算的会计处理方法：

若公司境外经营子公司、合营企业、联营企业和分支机构采用与公司不同的记账本位币，在将公司境外经营通过合并报表、权益法核算等纳入到公司的财务报表中时，需要将境外经营的财务报表折算为以公司记账本位币反映。在对其进行折算前，公司调整境外经营的会计期间和会计政策，使之与公司会计期间和会计政策相一致，根据调整后会计政策及会计期间编制相应货币的财务报表，再按照以下方法对境外经营财务报表进行折算：

attributable to the parent company, shall be presented separately as minority equity under the item of shareholders' equity in the consolidated financial statements.

If the accounting policy or the accounting period adopted is inconsistent between the subsidiaries and the Company, the financial statement of subsidiaries shall be adjusted according to the accounting policy or the accounting period of the Company when compiling the consolidated financial statement.

For the subsidiaries obtained from the business merger not under common control, when in the preparation of consolidated financial statements, some financial statements shall be adjusted based on the fair value of net identifiable assets on the date of acquisition. For the subsidiaries obtained from the business merger under common control, all parties deemed as participating in the merger shall exist in the current state when the final controlling party begins to implement the control, and their assets, liabilities, operating results and cash flow shall be included into the consolidated financial statements from the beginning of the period of merger, and the early comparative financial statements shall be adjusted according to the aforesaid principle.

When any subsidiary is disposed during the reporting period, the assets, liabilities, operating results and cash flow of such a subsidiary in the period from the beginning to the date of disposal shall be included into the consolidated financial statements.

#### Cash and Cash Equivalents

The term “cash equivalent” recognized by the Company when preparing cash flow statement refers to short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

#### Foreign Currency Transaction and Translation of Foreign Financial Statements

— The transaction with non-standard currency incurred shall be translated into the standard currency for bookkeeping at the middle rate of the market price published by the People's Bank of China on the date when such a transaction occurs. By the end of the month, the balance of the monetary item in foreign currency shall be adjusted at the middle rate of the market price published by the People's Bank of China at the end of the period, and the difference between the amount of functional currency translated at the closing exchange rate and the carrying amount of functional currency shall be recorded into the current profits and losses as “financial expenses --profits or losses on exchange”. The profits or losses on exchange from the borrowings related to the acquisition and construction of fixed assets shall be treated according to the principle of capitalization of borrowing costs.

— Accounting treatment of translation of foreign currency statements:

If the overseas subsidiaries, joint venture, associated enterprises and branches of the Company adopt different recording currencies from that adopted by the Company, when the overseas operation of the Company is included into the Company's financial statement through consolidated statements and equity method of accounting, etc., it is necessary to translate the financial statements of overseas operation into those with the recording currency of the Company. Before such a translation, the Company shall



——资产负债表中的资产和负债项目，采用资产负债表日的即期汇率折算，所有者权益项目除“未分配利润”项目外，其他项目采用发生时的即期汇率折算。

——利润表中的收入和费用项目，采用交易发生日的即期汇率或即期汇率的近似汇率折算。

——产生的外币财务报表折算差额，在编制合并财务报表时，在合并资产负债表中所有者权益项目下“其他综合收益”项目列示。

### 金融资产和金融负债的核算方法

—金融资产的分类：

公司根据持有资产的目的、业务本身性质及风险管理要求，将金融资产在初始确认时划分为四类：

——以公允价值计量且其变动计入当期损益的金融资产，包括交易性金融资产和指定为以公允价值计量且其变动计入当期损益的金融资产；

——持有至到期投资：到期日固定、回收金额固定或可确定，且企业有明确意图和能力持有至到期的非衍生金融资产；

——应收款项：在活跃市场中没有报价、回收金额固定或可确定的非衍生金融资产；

——可供出售金融资产。

—金融负债的分类：

公司根据业务本身性质及风险管理要求，将金融负债在初始确认时划分为二类：

——以公允价值计量且其变动计入当期损益的金融负债，包括交易性金融负债和指定为以公允价值计量且其变动计入当期损益的金融负债；

——其他金融负债。

—金融资产和金融负债的计量：

——初始计量

企业初始确认金融资产或金融负债，应当按照公允价值计量。对于以公允价值计量且其变动计入当期损益的金融资产或金融负债，相关交易费用应当直接计入当期损益；对于其他类别的金融资产或金融负债，相关交易费用应当计入初始确认金额。

adjust the accounting period and accounting policies of overseas operation, so as to make them consistent with those of the Company, and prepare financial statements in the corresponding currency according to the adjusted accounting policies and accounting period, and then translate the financial statements of overseas operation according to the following method:

The asset and liability items in the balance sheet shall be translated at the spot rate of the balance sheet date, and other ownership interest items shall be translated at the spot rate occurred except for the item “undistributed profit”.

The income and expense items in the profit statement shall be converted at the spot rate or approximate exchange rate of the spot rate of the trade date.

——The difference incurred in the translation of financial statements in foreign currency shall be presented as “other comprehensive incomes” under the item of owner’s equity in the consolidated balance sheet when in the preparation of consolidated financial statements.

### Accounting Method of Financial Assets and Liabilities

Classification of financial assets held for trading

The Company divides financial assets into four categories at the time of initial recognition according to the purpose of holding such assets, nature of the business and risk management requirements:

-They include financial assets or financial liabilities held for trading and financial assets or financial liabilities designated to be measured at the fair value with their variation included into the current profits and losses.

- Held-to-maturity investments refer to the non-derivative financial assets, the maturity date of which is fixed, the recovery amount of which is fixed or determinable and that the enterprise has an obvious intent and ability to hold to its maturity.

-Accounts receivable refer to non-derivative financial assets without quotation in the active market and with fixed or determinable recovery amount.

-Financial Assets Available-for-Sale

-Classification of Financial Liabilities:

The Company divides financial liabilities into two categories at the time of initial recognition according to the nature of the business and risk management requirements:

——Financial liabilities which are measured as fair value and of which the variation is recognized in current profit or loss, including trading financial liabilities and financial liabilities designated to be measured at fair value and of which the variation is recognized in current profit or loss;

——Other financial liabilities.

—Measurement of financial assets and financial liabilities:

——Initial measurement

Financial assets or financial liabilities shall be initially measured at fair value. For the financial assets or financial liabilities measured at their fair values and of which the variation is recorded in to the current profits and losses, the transaction expenses thereof shall be directly recorded into the current profits and losses; for other categories of financial assets and financial liabilities, the transaction expenses thereof shall be included into the initially

#### ——金融资产的后续计量

以公允价值计量且其变动计入当期损益的金融资产：按照公允价值进行后续计量，且不排除将来处置该金融资产时可能发生的交易费用。

可供出售金融资产：按照公允价值进行后续计量，除与套期保值有关外，其变动直接计入所有者权益，在该金融资产终止确认转出时，计入当期损益。

持有至到期投资、应收款项：采用实际利率法，按摊余成本计量。在发生减值、摊销或终止确认时产生的利得或损失，计入当期损益，但该金融资产被指定为套期项目的除外。

持有至到期投资，是指到期日固定、回收金额固定或可确定，且企业有明确意图和能力持有至到期的非衍生金融资产。企业将某项金融资产划分为持有至到期投资后，在到期前重分类至可供出售的金融资产，表明企业违背将投资持有至到期的最初意图。

存在下列情况之一，表明企业没有明确意图将金融资产投资持有至到期：

——持有该金融资产的期限不确定。

——发生市场利率变化、流动性需要变化、替代投资机会及其投资收益率变化、融资来源和条件变化、外汇风险变化等情况时。

——该项金融资产的发行方可以按照明显低于其摊余成本的金额清偿。

——其他表明企业没有明确意图将该金融资产持有至到期的情况。

存在下列情况之一，表明企业没有能力将具有固定期限的金融资产投资持有至到期：

——没有可利用的财务资源持续地为该金融资产投资提供资金支持。

——受法律、行政法规的限制，使企业难以将该金融资产投资持有至到期。

——其他表明企业没有能力将具有固定期限的金融资产投资持有至到期的情况。

#### ——金融负债的后续计量

采用实际利率法，按摊余成本对金融负债进行后续计量。但是，下列情况除外：

——以公允价值计量且其变动计入当期损益的金融负债，应当按照公允价值计量，且不排除将来结清金融负债

recognized amount.

#### -subsequent measurement of financial assets

Financial assets which are measured as fair value and of which the variation is recognized in current profit or loss shall be measured subsequently at fair value, without deducting the trading expenses that will possibly occur in the disposal of such financial assets.

Available-for-sale financial assets shall be measured subsequently at fair value. Except for those related to hedging, their variations shall be directly included into owner's equity, and recognized in the current profit or loss when such financial assets are derecognized and reverted.

The held-to-maturity investments and accounts receivable shall be measured at amortized cost according to the effective interest method. The profits or losses incurred in the impairment, amortization or derecognition shall be included into current profits or losses, except that such financial assets are designated as a hedged item.

- Held-to-maturity investments refer to the non-derivative financial assets, the maturity date of which is fixed, the recovery amount of which is fixed or determinable and that the enterprise has an obvious intent and ability to hold to its maturity. After the enterprise divides some financial asset into held-to-maturity investment, and such a financial asset is re-classified as available-for-sale financial asset before maturity, it indicates that the enterprise the original intent of holding the investment to maturity.

The existence of one of the following circumstances indicates that the enterprise does not have any specific intent of holding the financial asset investment to maturity:

——The term of holding such a financial asset is uncertain.

——Changes in market interest rate, liquidity demand, alternative investment opportunity and its rate of return on investment, financing sources and conditions, and foreign exchange risk, etc.

——The issuer of such a financial asset may pay off at the amount obviously lower than its amortized cost.

——Other circumstances showing that the enterprise does not have any specific intent of holding such a financial asset to maturity.

The existence of one of the following circumstances indicates that the enterprise is incapable of holding the financial asset with a fixed term to maturity:

——There is no financial resources available to continuously provide financial support for such a financial asset investment.

——Restricted by laws and administrative regulations, it is difficult for the enterprise to hold such a financial asset investment to maturity.

——Other circumstances showing that the enterprise is incapable of holding the financial asset investment with a fixed term to maturity.

#### ——Subsequent measurement of financial liabilities

Financial liabilities shall be measured subsequently at the amortized cost according to the effective interest method, except for the following circumstances:

——The financial liabilities which are measured as fair value and of which the variation is recognized in current

时可能发生的交易费用。

——与在活跃市场中没有报价、公允价值不能可靠计量的权益工具挂钩并须通过交付该权益工具结算的衍生金融负债，应当按照成本计量。

——不属于指定为以公允价值计量且其变动计入当期损益的金融负债的财务担保合同，或没有指定为以公允价值计量且其变动计入当期损益并将以低于市场利率贷款的贷款承诺，应当在初始确认后按照下列两项金额之中的较高者进行后续计量：

——按照《企业会计准则第 13 号——或有事项》确定的金额；

——初始确认金额扣除按照《企业会计准则第 14 号——收入》的原则确定的累计摊销额后的余额。

——金融资产转移的确认依据和计量方法：

已将金融资产所有权上几乎所有的风险和报酬转移给转入方的，应当终止确认该金融资产；保留了金融资产所有权上几乎所有的风险和报酬的，不应当终止确认该金融资产。在判断是否已将金融资产所有权上几乎所有的风险和报酬转移给了转入方时，应当比较转移前后该金融资产未来现金流量净现值及时间分布的波动使其面临的风险。公司将金融资产转移区分为金融资产整体转移和部分转移。

金融资产整体转移满足终止确认条件的，应当将下列两项金额的差额计入当期损益：

——所转移金融资产的账面价值；

——因转移而收到的对价，与原直接计入所有者权益的公允价值变动累计额之和。

金融资产部分转移满足终止确认条件的，应当将所转移金融资产整体的账面价值，在终止确认部分和未终止确认部分之间，按照各自的相对公允价值进行分摊，并将下列两项金额的差额计入当期损益：

——终止确认部分的账面价值；

——终止确认部分的对价，与原直接计入所有者权益的公允价值变动累计额中对应终止确认部分的金额之和。

金融资产转移不满足终止确认条件的，继续确认该金融资产，并将收到的对价确认为一项金融负债。

——金融负债转移的确认依据和计量方法：

profit or loss shall be measured at fair value, without deducting the trading expenses that will possibly occur in the settlement of such financial liabilities.

——The derivative financial liabilities which are linked with the equity instrument that has not quotation in an active market and of which the fair value cannot be reliably measured, and which shall be settled by paying such an equity instrument, shall be measured at cost.

-The financial guarantee contract not belonging to the financial liabilities designated to be measured at their fair values and of which the variation is recorded in to the current profits and losses, and the loan commitment not designated to be measured at their fair values and of which the variation is recorded in to the current profits and losses and the loan rate of which is lower than the market interest rate shall be conducted with subsequent measurement after initial recognition at the higher of the following amounts:

-The amount determined according to Accounting Standards for Enterprises No. 13 – Contingent Events.

-Balance of initially recognized amount deducting the accumulative amortization amount recognized according to the principle of Accounting Standards for Enterprises No. 14 –Revenue.

-Recognition Basis and Measurement Method of Transferred Financial Assets

If almost all risks and rewards on the ownership of a financial asset have been transferred to the transferee, such a financial asset shall be derecognized. If almost all risks and rewards on the ownership of a financial asset are kept, such a financial asset shall not be derecognized. When judging whether almost all risks and rewards on the ownership of a financial asset are transferred to the transferee, the net current value of future cash flow of such a financial asset and the risk that it faces due to the fluctuation of time distribution before and after transfer shall be compared. The Company shall divide the transfer of financial assets into overall transfer and partial transfer of financial assets.

If overall transfer of financial assets meet derecognition conditions, balance of the following will be included into the current profits and losses:

-book value of the financial assets transferred;

-sum of considerations received due to transfer and fair value variation originally included into Owner's Equity.

If the transfer of partial financial asset satisfies the conditions of de-recognition, the entire book value of the transferred financial asset shall, between the portion that has been de-recognized and the portion that has not been de-recognized, be apportioned according to their respective relative fair value and the difference between the following two shall be included into the current profits and losses.

-book value of derecognized part;

-sum of considerations received due to transfer and amount of derecognized part in fair value variation originally included into Owner's Equity.

- If the transfer of the financial assets does not satisfy with the conditions for derecognition, such financial assets shall be recognized continuously, and the consideration received shall be recognized as a financial liability.

-Recognition Basis and Measurement Method of Transferred Financial Liabilities

金融负债的现时义务全部或部分已经解除的，才能终止确认该金融负债或其一部分。企业将用于偿付金融负债的资产转入某个机构或设立信托，偿付债务的现时义务仍存在的，不应当终止确认该金融负债，也不能终止确认转出的资产。

企业（债务人）与债权人之间签订协议，以承担新金融负债方式替换现存金融负债，且新金融负债与现存金融负债的合同条款实质上不同的，应当终止确认现存金融负债，并同时确认新金融负债。

企业对现存金融负债全部或部分的合同条款作出实质性修改的，应当终止确认现存金融负债或其一部分，同时将修改条款后的金融负债确认为一项新金融负债。

金融负债全部或部分终止确认的，应当将终止确认部分的账面价值与支付的对价（包括转出的非现金资产或承担的新金融负债）之间的差额，计入当期损益。

回购金融负债一部分的，应当在回购日按照继续确认部分和终止确认部分的相对公允价值，将该金融负债整体的账面价值进行分配。分配给终止确认部分的账面价值与支付的对价（包括转出的非现金资产或承担的新金融负债）之间的差额，计入当期损益。

#### —主要金融资产和金融负债的公允价值确定方法

存在活跃市场的金融资产或金融负债，以活跃市场的报价确定其公允价值；不存在活跃市场的金融资产或金融负债，采用估值技术（包括参考熟悉情况并自愿交易的各方最近进行的市场交易中使用的价格、参照实质上相同的其他金融工具的当前公允价值、现金流量折现法和期权定价模型等）确定其公允价值；初始取得或源生的金融资产或承担的金融负债，以市场交易价格作为确定其公允价值的基础。

#### ——金融资产的减值

公司年末对以公允价值计量且其变动计入当期损益的金融资产以外的金融资产的账面价值进行检查，有客观证据表明该金融资产发生减值的，计提减值准备。计提减值准备时，对单项金额重大的进行单独减值测试；对单项金额不重大的，在具有类似信用风险特征的金融资产组中进行减值测试。主要金融资产计提减值准备的具体方法分别如下：

Only when the prevailing obligations of a financial liability are relieved in whole or in part may the recognition of the financial liability be terminated in whole or in part. If the enterprise transfers the assets for paying a financial liability into some institution or sets up a trust, and the prevailing obligations of payment of debts still exist, such a financial liability shall not be derecognized, and the transferred assets shall also not be derecognized.

Where the Enterprise (the Debtor) enters into an agreement with a creditor, so as to substitute the existing financial liabilities by way of any new financial liability, and if the contractual stipulations regarding the new financial liability is substantially different from that regarding the existing financial liability, it shall stop the recognition of the existing financial liability, and shall at the same time recognize the new financial liability.

If the enterprise makes substantial amendment on all or some contractual terms on the existing financial liabilities, the existing financial liabilities or a part of them shall be derecognized, and meanwhile, the financial liabilities after the terms are amended shall be recognized as a new financial liability.

Where the recognition of a financial liability is totally or partially stopped, the Company concerned shall include into the current profits and losses the difference between the book value which has been stopped from recognition and the considerations it has paid (including the non-cash assets it has transferred out and the new financial liabilities it has assumed).

If a part of financial liabilities is repurchased, the overall book value of such financial liabilities shall be distributed at the relative fair value of the part to be continuously recognized and the part derecognized on the repurchase date. The difference between the book value distributed to the derecognized part and the consideration paid (including the non-cash assets transferred out or new financial liabilities assumed) shall be included into the current profit or loss.

#### - Methods of Recognition of Fair Value of Financial Assets and Financial Liabilities

For the financial assets or financial liabilities with an active market, their fair values shall be recognized at the quotation in the active market. For the financial assets or financial liabilities without an active market, their fair values shall be recognized with the estimation technique (including referring to the price adopted in the market transactions made recently by the parties which are familiar with the situation and willing to carry out the transaction, and referring to the current fair value of essentially the same financial instruments, discounted cash flow method and option pricing model, etc.). For the initially obtained or derivative financial assets or the financial liabilities undertaken, the fair value thereof shall be recognized on the basis of the market transaction price.

#### ——Impairment of financial assets

The Company shall check the book value of the financial assets except for those which are measured as fair value and of which the variation is recognized in current profit or loss at the end of the year. If there is objective evidence showing the impairment of such financial assets, the provision for impairment shall be made. When the provision for impairment is withdrawn, those with significant single amount shall be tested for impairment separately; and those



——可供出售金融资产能以公允价值可靠计量的，以公允价值低于账面价值部分计提减值准备，计入当期损益；可供出售金融资产以公允价值不能可靠计量的，以预计未来现金流量（不包括尚未发生的未来信用损失）现值低于账面价值部分计提减值准备，计入当期损益。可供出售金融资产发生减值时，即使该金融资产没有终止确认，原直接计入所有者权益的因公允价值下降形成的累计损失，应当予以转出，计入当期损益。

——持有至到期的投资以预计未来现金流量（不包括尚未发生的未来信用损失）现值低于账面价值部分计提减值准备，计入当期损益。

#### 应收款项坏账准备的确认标准和计提方法

— 单项金额重大并单项计提坏账准备的应收款项：

single amounts not significant shall be tested for impairment in the financial asset group with similar characteristics of credit risks. The methods for the provision of impairment on major financial assets are respectively as follows:

——If the available-for-sale financial assets can be reliably measured at fair value, the provision for impairment shall be withdrawn according to the part that the fair value is lower than the book value, and such a part shall be included into current profit or loss. If the available-for-sale financial assets cannot be reliably measured at fair value, the provision for impairment shall be withdrawn as per the part that the current value of the expected future cash flow (excluding future credit losses that have not occurred) is lower than the book value, and such a part shall be included into current profit or loss. When the available-for-sale financial assets are impaired, even such financial assets are not derecognized, the accumulated losses originally included into owner's equity directly and formed due to the decline in the fair value shall be reverted and included into current profit or loss.

——For held-to-maturity investments, the provision for impairment shall be withdrawn at the part that the current value of expected future cash flow (excluding future credit losses that have not occurred) is lower than the book value, and such a part shall be included into current profit or loss.

#### Recognition Criteria and Withdrawal Method of Receivables' Bad Debt Reserves

— Receivables with significant single amount and with single bad debt provision:

|                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>单项金额重大的判断依据或金额标准：</p> <p>Judgment basis or amount standard for significant single amount:</p>                                        | <p>公司将单个法人主体欠款余额超过人民币 100 万元的应收款项划分为单项金额重大的应收款项。</p> <p>The Company classifies the receivables of the balance exceeding RMB1, 000,000, which is owed by a single legal entity, into the receivables with significant single amount.</p>                                                                                                                 |
| <p>单项金额重大并单项计提坏账准备的计提方法：</p> <p>Withdrawing Method of Receivables which Single Amount is Significant with Single Bad Debt Provision</p> | <p>对单项金额重大的应收款项单独进行减值测试，经测试发生了减值的，按其未来现金流量现值低于其账面价值的差额，确定减值损失。</p> <p>The receivables with significant single amount shall be tested for impairment separately. If such receivables are impaired after testing, the difference where the current value of its future cash flow is lower than its book value shall be recognized as impairment loss.</p> |

— 按组合计提坏账准备的应收款项：

— Receivables with provision for bad debts withdrawn according to the combination:

|                                                                                              |                                                                                                                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| <p>确定组合的依据</p> <p>Basis for Confirming Combination:</p>                                      |                                                                                                                                              |
| <p>组合名称</p> <p>Name of Combination</p>                                                       | <p>确定依据</p> <p>Basis for Confirmation</p>                                                                                                    |
| <p>账龄组合</p> <p>Combination by Aging</p>                                                      | <p>按账龄划分组合</p> <p>Combination classified by aging</p>                                                                                        |
| <p>合并范围内关联方组合</p> <p>Combination of associated parties within the scope of consolidation</p> | <p>按关联方是否纳入合并范围划分组合</p> <p>Combination classified according to whether the associated parties are involved in the scope of consolidation</p> |
| <p>按组合计提坏账准备的计提方法</p>                                                                        |                                                                                                                                              |

Withdrawing Method of Bad Debt Reserve by Combination

|                                                                                   |                                                                                                                                                                                       |
|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>组合名称</u><br><u>Name of Combination</u>                                         | <u>计提方法</u><br><u>Withdrawing Method</u>                                                                                                                                              |
| 账龄组合<br>Combination by Aging                                                      | 账龄分析法<br>Aging Analysis Method                                                                                                                                                        |
| 合并范围内关联方组合<br>Combination of associated parties within the scope of consolidation | 对列入合并范围内母子公司之间的应收款项不计提坏账准备<br>The provision for bad debts shall not be withdrawn from receivables between the parent company and subsidiaries involved in the scope of consolidation. |
|                                                                                   |                                                                                                                                                                                       |

——组合中，采用账龄分析法计提坏账准备的：

——In the combination, provision for bad debts withdrawn by aging analysis method was as follows:

|                            |                                                                         |                                                                                |
|----------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| <u>账龄</u><br><u>Aging</u>  | <u>应收账款计提比例（%）</u><br><u>Proportion of Provision of Receivables (%)</u> | <u>其他应收款计提比例（%）</u><br><u>Proportion of Provision of Other Receivables (%)</u> |
| 1 年以内<br>Within one year   | 5                                                                       | 5                                                                              |
| 1-2 年<br>1-2 Years         | 10                                                                      | 10                                                                             |
| 2-3 年<br>2-3 Years         | 30                                                                      | 30                                                                             |
| 3-4 年<br>3-4 Years         | 50                                                                      | 50                                                                             |
| 4-5 年<br>4-5 Years         | 80                                                                      | 80                                                                             |
| 5 年以上<br>More than 5 years | 100                                                                     | 100                                                                            |

— 单项金额虽不重大但单项计提坏账准备的应收账款：

Receivables which Single Amount is Insignificant but with Single Bad Debt Provision:

|                                                                    |                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 单项计提坏账准备的理由：<br>Reasons for Single Provision of Bad Debt Reserves: | 有客观证据表明其发生了减值<br>There is objective evidence showing the impairment                                                                                                                                                                                                                                                      |
| 坏账准备的计提方法：<br>Withdrawing method of bad debt reserve:              | 对有客观证据表明其已发生减值的单项金额非重大的应收款项，单独进行减值测试，确定减值损失，计提坏账准备<br>The receivables with single amount not insignificant and there is objective evidence showing that it has been impaired shall be tested for impairment separately, and the impairment loss shall be recognized, and the provision for bad debts shall be withdrawn. |

一对应收票据和预付款项，公司单独进行减值测试，有客观证据表明其发生了减值的，根据未来现金流量现值低于其账面价值的差额，确认为减值损失，计提减值准备。

— Notes receivable and advance payments shall be tested for impairment separately. If there is objective evidence showing the impairment, the difference where the current value of future cash flow is lower than its book value shall be recognized as impairment loss, and the provision for impairment shall be withdrawn.

— 应收款项计提坏账准备后，有客观证据表明该金融资产价值已恢复，且客观上与确认该损失后发生的事项有关，

— After the bad debt reserves of receivables are withdrawn, and there is objective evidence showing that the value of

原确认的坏账准备应当予以转回，计入当期损益。

### 存货核算方法

—存货的分类：存货分为原材料、产成品、委托代销产品、半成品、委托加工物资、包装材料、低值易耗品等大类。

—存货的核算：购入原材料、包装材料等按实际成本入账，发出时的成本采用加权平均法核算；产成品和自制半成品入库时按实际生产成本核算，发出采用加权平均法核算；低值易耗品、包装材料领用时采用一次摊销法摊销。

—存货的盘存制度：采用永续盘存制。存货定期盘点，盘点结果如果与账面记录不符，于期末前查明原因，并根据公司相关的管理权限，在期末结账前处理完毕。

—存货跌价准备的确认和计提：按照单个存货项目以可变现净值低于账面成本差额计提存货跌价准备，产成品和用于出售的材料等直接用于出售的，以该存货的估计售价减去估计的销售费用和相关税费后的金额，确定其可变现净值；需要经过加工的材料存货，以所生产的产成品的估计售价减去至完工时估计将要发生的成本、估计的销售费用和相关税费后的金额，确定其可变现净值；同一项存货中一部分有合同价格约定、其他部分不存在合同价格的，则分别确定其可变现净值。

### 长期股权投资核算方法

—长期股权投资的分类

——本部分所指的长期股权投资是指公司对被投资单位具有控制、共同控制或重大影响的长期股权投资。共同控制，是指公司按照相关约定对某项安排所共有的控制，并且该安排的相关活动必须经过分享控制权的参与方一致同意后才能决策。重大影响，是指公司对被投资单位的财务和经营政策有参与决策的权力，但并不能够控制或者与其他方一起共同控制这些政策的制定。

——公司对被投资单位不具有控制、共同控制或重大影响的长期股权投资，作为可供出售金融资产或以公允价值计量且其变动计入当期损益的金融资产核算。

such a financial asset has been restored and it is objectively related to the matters incurred after such a loss is recognized, the bad debt reserves originally recognized shall be reverted and included in the current profit or loss.

### Inventory Accounting Method

—Classification of inventories: Inventories are classified into raw materials, finished products, products entrusted for sale, semi-finished products, materials entrusted for processing, packing materials and low value consumables, etc.

—Accounting of inventories: The raw materials and packing materials purchased shall be recorded at actual costs. The costs when the materials are sent out shall be accounted as per weighted average method. Finished products and self-produced semi-finished products shall be accounted at actual production cost as per weighted average method when they are put in storage. Low-value consumables and packing materials shall be amortized with the one-off amortization method when they are requisitioned.

—Inventory system: The perpetual inventory system shall be adopted. The inventory shall be counted regularly. If the count result is inconsistent with the book records, reasons shall be found out before the end of the period, and the inconsistency shall be treated completely before closing settlement according to relevant administration authority of the Company.

—Recognition and withdrawing of inventory falling price reserves: The inventory falling price reserves of a single inventory item shall be withdrawn at the difference of which the net realizable value is lower than the book cost. If finished products and materials for sale are directly used for sale, their net realizable value shall be recognized at the amount after deducting estimated selling expenses and relevant taxes from the estimated selling price of such an inventory. For the material inventory that needs to be processed, its net realizable value shall be recognized at the amount after deducting the estimated costs to be incurred by the completion of the processing, estimated selling expenses and relevant taxes from the estimated selling price of the finished product. If a part of the same item of inventory has a price specified in the contract, while the other part does not have any price specified in the contract, their net realizable values shall be recognized respectively.

### Accounting Method of Long-term Equity Investment

—Classification of long-term equity investment

-Long-term equity investments in this part refer to the long-term equity investments that the Company has joint control or significant influence over the invested entity. Joint control refers to joint control owned by the Company over an arrangement as per relevant agreements and relevant activities of this arrangement must be decided upon consent of participants sharing the right of control. The term “significant influences” refers to the power to participate in making determinations on the financial and operating policies of an investment entity, but not to control or do joint control together with other parties over the formulation of these policies.

-Long-term equity investments where the Company does not have control, joint control or significant influence over the invested party are deemed as available-for-sale assets or measured by fair value and the variations are included in

#### 一 长期股权投资投资成本的确定

——同一控制下的企业合并形成的，合并方以支付现金、转让非现金资产、承担债务或发行权益性证券作为合并对价的，在合并日按照取得被合并方所有者权益在最终控制方合并财务报表中的账面价值的份额作为其初始投资成本。长期股权投资初始投资成本与支付的现金、转让的非现金资产以及所承担债务账面价值之间的差额调整资本公积；资本公积不足冲减的，调整留存收益。

公司通过多次交易分步实现同一控制下企业合并形成的长期股权投资，在个别财务报表和合并财务报表中，将按持股比例享有在合并日被合并方所有者权益账面价值的份额作为初始投资成本。合并日之前所持被合并方的股权投资账面价值加上合并日新增投资成本，与长期股权投资初始投资成本之间的差额调整资本公积；资本公积不足冲减的，调整留存收益。

——非同一控制下的企业合并形成的，在购买日按照支付的合并对价的公允价值作为其初始投资成本。公司通过多次交易分步实现非同一控制下企业合并形成的长期股权投资，区分个别财务报表和合并财务报表进行相关会计处理：1) 在个别财务报表中，以购买日之前所持被购买方的股权投资的账面价值与购买日新增投资成本之和，作为该项投资的初始投资成本；购买日之前持有的被购买方的股权涉及其他综合收益的，在处置该项投资时将与其相关的其他综合收益转入当期投资收益。2) 在合并财务报表中，对于购买日之前持有的被购买方的股权，按照该股权在购买日的公允价值进行重新计量，公允价值与其账面价值的差额计入当期投资收益；购买日之前持有的被购买方的股权涉及其他综合收益的，与其相关的其他综合收益转为购买日所属当期投资收益。

——除企业合并形成以外的：以支付现金取得的长期股权投资，按照实际支付的购买价款作为投资成本。投资成本包括与取得长期股权投资直接相关的费用、税金及其他必要支出；发行权益性证券取得的长期股权投资，按照发行权益性证券的公允价值作为投资成本；通过非货币性资产交换（该项交换具有商业实质）取得的长期股权投资，其

current profit and loss for accounting of financial assets.

—Determination of investment cost of long-term equity investment

- For business merger under common control, where the merging party may pay cash, transfer non-cash assets or bear liabilities or issue equity security as the consideration for merger, the book value of the ownership interest of the acquiree on the merger date in the consolidated financial statements of the ultimate controlling party shall be the initial investment cost of long-term equity investments. The difference between the initial investment cost of long-term equity investment and the cash paid, non-cash assets transferred and the book value of debt assumed shall be adjusted as capital reserve. If the capital reserve is insufficient to set it off, the retained earnings shall be adjusted.

For long-term equity investment formed in the business merger under common control realized by two or more transactions, in individual financial statements and consolidated financial statements, the share of book value of the owner's equity of the acquiree enjoyed according to the shareholding ratio on the date of merger shall be taken as the initial investment cost. The difference between the sum of the book value of the equity investment of the acquiree held before the date of merger and the investment cost newly increased on the date of merger, and the initial investment cost of long-term equity investment, shall be adjusted as capital reserves. If the capital reserves are insufficient to write down, the retained earnings shall be adjusted.

-For business merger formed not under the common control, the fair value of merger consideration paid on the acquisition date shall be used as initial investment cost. For long-term equity investment formed in the business merger under common control realized by two or more transactions, relevant accounting treatment shall be conducted by separating individual financial statements and consolidated financial statements: 1) In individual financial statements, the sum of the book value of the equity investment of the acquiree held before the date of acquisition and the investment cost newly increased on the date of acquisition shall be taken as the initial investment cost of such an investment. If the acquiree's equity held before the date of acquisition is involved with other comprehensive incomes, other comprehensive incomes related to it shall be converted into current income from investment when in the disposal of such an investment. 2) In consolidated financial statements, the acquiree's equity held before the date of acquisition shall be re-measured at the fair value of such an equity on the date of acquisition, and the difference between the fair value and its book value shall be included into current income from investment. If the acquiree's equity held before the date of acquisition is involved with other comprehensive incomes, other comprehensive incomes related to it shall be converted into the current income from investment of the date of acquisition.

——Those formed not by business merger: For long-term equity investment obtained by paying cash, the purchase price actually paid shall be taken as the investment cost. Investment cost covers the expenses directly related to the acquisition of such a long-term equity investment, taxes and other necessary expenditures. For the long-term equity investment obtained by issuing equity securities, the fair



投资成本以该项投资的公允价值和应支付的相关税费作为换入资产的成本；通过债务重组取得的长期股权投资，债权人将享有股份的公允价值确认为对债务人的投资。

#### —长期股权投资后续计量及损益确认方法

公司对被投资单位能够实施控制的长期股权投资采用成本法核算；对具有共同控制、重大影响的长期股权投资，采用权益法核算。

#### —确定对被投资单位具有共同控制、重大影响的依据

共同控制，是指按照合同约定对某项经济活动所共有的控制，仅在与该项经济活动相关的重要财务和经营决策需要分享控制权的投资方一致同意时存在。投资企业与其他方对被投资单位实施共同控制的，被投资单位为其合营企业；重大影响，是指对被投资单位的财务和经营政策有参与决策的权力，但并不能够控制或者与其他方一起共同控制这些政策的制定。

#### —长期股权投资的减值测试方法及减值准备计提方法

资产负债表日，若因市价持续下跌或被投资单位经营状况恶化等原因使长期股权投资存在减值迹象时，根据长期股权投资的公允价值减去处置费用后的净额与长期股权投资预计未来现金流量的现值两者之间较高者确定长期股权投资的可收回金额。长期股权投资的可收回金额低于账面价值时，将资产的账面价值减记至可收回金额，减记的金额确认为资产减值损失，计入当期损益，同时计提相应的资产减值准备。长期股权投资减值损失一经确认，在以后会计期间不再转回。

### 投资性房地产的确认和计量

—投资性房地产的确认标准：已出租的建筑物；已出租的土地使用权；已出租的投资性房地产租赁期届满，因暂时空置但继续用于出租的，仍作为投资性房地产。

—初始计量方法：取得的投资性房地产，按照取得时的成本进行初始计量，外购投资性房地产的成本，包括购买价款和可直接归属于该资产的相关税费；自行建造投资性房地产的成本，由建造该项资产达到预定可使用状态前所发

value of equity securities issued shall be taken as investment cost. For the long-term equity investment obtained by non-monetary asset exchange (such an exchange has commercial nature), its investment cost shall be the cost of the asset converted from the fair value of such an investment and relevant taxes payable. For the long-term equity investment obtained through debt restructuring, the creditor shall recognize the fair value of the shares enjoyed as the investment in the debtor.

— Subsequent measurement and recognition method of profits and losses of long-term equity investment

For long-term equity investment that that investee can have the control, cost method shall be adopted for calculation; for the long-term equity investment that has joint control or significant influence over the invested entity, the equity method is adopted.

-Determination of Evidence with Joint Control and Significant Influence over Invested Entities

The term “joint control” refers to the contractually agreed sharing of control over an economic activity, which does not exist unless a unanimous consent of the investors sharing the control power is required for the important financial and operating decisions relating to this economic activity. If the investors and other parties jointly control over the invested entities, the invested entities shall be its joint venture. The term “significant influence” refers to the power of participating in the decision making of the financial and business policies of invested entities but being unable to control or control jointly with other parties over the formulation of these policies.

- Impairment Test Method of Long-term Equity Investment and Impairment Reserve Withdrawing Method:

On the balance sheet date, if there is any sign of impairment on the long-term equity investment due to continuous drop of market price or deterioration of operation condition of invested entities and other reasons, the net amount after deducting the disposal expenses from the fair value of the long-term equity investment or the current value of the expected future cash flow of long-term equity investment (whichever is higher) shall be recognized as recoverable amount of the long-term equity investment. When the recoverable amount of long-term equity investment is lower than the book value, the book value of the asset shall be written down to the recoverable amount. And the write-down amount shall be recognized as asset impairment loss and included into current profit or loss. Meanwhile, corresponding provision for impairment of assets shall be withdrawn. Once any loss of asset impairment is recognized, it shall not be switched back in the future accounting periods.

### Recognition and Measurement of Investment Properties

—Criteria for recognition of investment properties: buildings which have already been rented, land use right which has already been rented; upon the expiration of the lease term of the investment properties which have already been rented, if such investment properties are still used for lease as they are vacant temporarily, they shall be still deemed as investment properties.

—Method for initial measurement: The investment property obtained shall be initially measured at the cost when it is acquired. The cost of out-sourced investment property covers the purchase price and relevant taxes

生的必要支出构成；以其它方式取得的投资性房地产的成本，适用相关会计准则的规定确认。

—后续计量方法：采用成本模式计量，采用与固定资产和无形资产相同的方法计提折旧或进行摊销。

—期末以成本模式计量的投资性房地产由于市价持续下跌等原因导致其可收回金额低于账面价值的，按资产的实际价值低于账面价值的差额计提减值准备。

—公司报告期内投资性房地产为出租的商业用楼，采用成本模式计量，投资性房地产折旧采用直线法平均计算，并按房产使用年限和预计净残值率 5%计提折旧。

#### 固定资产核算方法

—固定资产标准：指为生产商品、提供劳务、出租或经营管理而持有的并且使用年限超过一年的有形资产。

—固定资产的分类为：房屋建筑物及配套设施、机器设备、运输设备、办公及电子设备。

—固定资产计价：固定资产除符合固定资产管理政策的按重估价值计价外，其余均按实际成本计价。

—固定资产的折旧方法：

——固定资产折旧根据固定资产的原值和预计可使用年限及估计的剩余价值按直线法计算。

——已计提减值准备的固定资产在计提折旧时，按照该项固定资产计提减值后的净额以及尚可使用年限重新计算确定折旧率和折旧额。

——公司各类固定资产折旧年限、估计残值率和年折旧率如下：

directly attributable to such an asset. The cost of self-built investment property shall consist of necessary expenditures incurred before bringing such an asset to the expected conditions for use. The cost of investment property obtained in other method shall be recognized according to appropriate accounting standards.

—Method for subsequent measurement: The subsequent measurement shall be conducted through the cost pattern. The investment property shall be depreciated or amortized according to the method same as that of fixed assets and intangible assets.

—If the recoverable amount of closing investment property measured through the cost pattern is lower than the book value due to continuous drop of market price and other reason, the provision for impairment shall be withdrawn at the difference where the actual value of the asset is lower than the book value.

—If the investment property in the reporting period is a rented commercial building, it shall be measured through the cost pattern. The depreciation of investment property shall be calculated by straight average method, and depreciated according to the service life of the property and at 5% of the expected net salvage.

#### Method of Calculation of Fixed Assets

—Standard of fixed assets: Fixed assets refer to the intangible assets held for commodity production, rendering labor services, lease or operation and management and with the service life exceeding one year.

—Fixed assets are classified into buildings and auxiliary facilities, machinery equipment, transportation equipment, office and electronic equipment.

—Pricing of fixed assets: Except that those fixed assets conforming to the management policies of fixed assets shall be priced at the re-evaluated value, others shall be priced at actual costs.

—Depreciation method of fixed assets:

——The depreciation of fixed assets shall be calculated at the original value, expected service life and estimated surplus value of such fixed assets by straight-line method.

——When the fixed assets with provision for impairment withdrawn are depreciated, the depreciation rate and depreciation amount shall be re-calculated and determined according to the net amount after provision for impairment on such fixed assets and the remaining service life.

——The depreciation life, estimated residual value and annual depreciation rate of fixed assets in all types of the Company are as follows:

| 资产类别                                             | 折旧年限                     | 净残值率               | 年折旧率                     |
|--------------------------------------------------|--------------------------|--------------------|--------------------------|
| Type of Assets                                   | Depreciation Life (Year) | Net Residual Value | Annual Depreciation Rate |
| 房屋建筑物及配套设施<br>Buildings and auxiliary facilities | 5-45 年<br>5-45 Years     | 5%                 | 2.11%-19%                |
| 机器设备<br>Machinery Equipment                      | 5-10 年<br>5-10 Years     | 5%-10%             | 9%-19%                   |
| 办公及电子设备<br>Office and Electronic Equipment       | 3-5 年<br>3-5 Years       | 5%                 | 19%-31.67%               |

|                          |     |    |     |
|--------------------------|-----|----|-----|
| 运输设备                     | 5 年 | 5% | 19% |
| Transportation Equipment | 5 年 |    |     |

#### — 固定资产减值准备的计提

公司于资产负债表日对固定资产逐项进行检查，如果由于市价持续下跌，或技术陈旧、损坏、长期闲置等原因导致其可回收金额低于账面价值的，则按照其差额计提固定资产减值准备，固定资产减值损失一经确认，在以后会计期间不再转回。可收回金额根据资产的公允价值减去处置费用后的净额与资产预计未来现金流量的现值两者之间较高者确定。资产未来现金流量的现值则按照资产在持续使用过程中和最终处置时所产生的预计未来现金流量，选择恰当的折现率对其进行折现后的金额加以确定。

### 在建工程核算方法

#### — 在建工程的类别

公司在建工程包括建筑工程、安装工程、技术改造和大修理工等。

#### — 在建工程的计量

在建工程以实际成本计价，按照实际发生的支出确定其工程成本，工程达到预定可使用状态前因进行试运转发生的净支出计入工程成本。工程达到预定可使用状态前所取得的试运转过程中形成的、能够对外销售的产品，其发生的成本计入在建工程成本，销售或结转为产成品时，按实际销售收入或者预计售价冲减在建工程成本。在建工程发生的借款费用，符合借款费用资本化条件的，在所购建的固定资产达到预定可使用状态前，计入在建工程成本。

#### — 在建工程结转为固定资产的时点

在建工程按各项工程所发生的实际支出核算，在达到预定可使用状态时转作固定资产。所建造的固定资产已达到预定可使用状态，但尚未办理竣工决算手续的，自达到预定可使用状态之日起，根据工程预算、造价或者工程实际成本等，按估计的价值转入固定资产，并计提固定资产的折旧，待办理了竣工决算手续后再对原估计值进行调整。购建或者生产符合资本化条件的资产而借入的专门借款或占用了一般借款发生的借款利息以及专门借款发生的辅助费用，在所购建或者生产的符合资本化条件的资产达到预定可使用或者可销售状态之前根据其发生额予以资本化。

#### — Provision for impairment on fixed assets

The Company shall check fixed assets item by item on the balance sheet date. If the recoverable amount of a fixed asset is lower than its book value due to continuous drop of market value or technological obsolescence, damage, long-term idleness and other reason, the provision for impairment on such a fixed asset shall be withdrawn at their difference. The impairment loss of fixed assets shall not be reverted in the subsequent accounting period once it is recognized. The recoverable amount shall be determined at the net amount of the fair value of the assets after deducting the disposal expenses or the current value of expected future cash flow of such assets, whichever is higher. The current value of future cash flow of assets shall be determined according to the amount after the expected future cash flow from continuous use and final disposal of such assets is discounted as per an appropriate discount rate.

### Accounting Method of Construction in Process

#### — Categories of construction in process

The projects under construction of the Company cover architectural engineering, installation engineering, technical renovation engineering and overhaul engineering, etc.

#### — Measurement of construction in process

The construction in process shall be priced at its actual cost. Its engineering cost shall be determined at the actual expenditures. The net expenditures incurred for trial operation before the project is brought to the expected conditions for use shall be recorded into the engineering cost. For products obtained before the project is brought to the expected conditions for use and formed in the process of trial operation, and able to be sold externally, the costs incurred shall be included into the cost of construction in process. When it is sold or converted into a finished product, the cost of construction in process shall be written down with the actual sale revenue or expected selling price. If the borrowing costs incurred to the construction in process are eligible for capitalization, before the fixed asset acquired and constructed is brought to the expected conditions for use, such borrowing costs shall be included in the cost of construction in process.

#### — Time for converting construction in process into a fixed asset

The construction in process shall be accounted at the actual expenditures incurred in all items of engineering, and shall be converted into a fixed asset when it meets the expected conditions for use. If the fixed asset constructed has met the expected conditions for use, but the formalities for completion settlement have not been completed, from the date of meeting the expected conditions for use, it shall be converted into a fixed asset at the estimated value according to the engineering budget, construction cost or actual cost of the engineering, etc., and shall be depreciated. And after the formalities for completion settlement are completed, the original estimated value shall be adjusted. The special borrowings borrowed for the acquisition and construction or production of an asset

#### 一 在建工程减值准备的确认标准、计提方法

期末对在建工程逐项进行检查，如果有证据表明，在建工程已经发生了减值，则计提减值准备。在建工程减值损失一经确认，在以后会计期间不再转回。

#### 借款费用核算方法

购建或者生产符合资本化条件的资产而借入的专门借款或占用了一般借款发生的借款利息以及专门借款发生的辅助费用，在所购建或者生产的符合资本化条件的资产达到预定可使用或者可销售状态之前，根据其资本化率计算的发生额予以资本化。除此以外的其它借款费用在发生时计入当期损益。符合资本化条件的资产，是指需要经过相当长时间的购建或者生产活动才能达到预定可使用或者可销售状态的固定资产、投资性房地产和存货等资产。同时满足下列条件时，借款费用开始资本化：（1）资产支出已经发生，资产支出包括为购建或者生产符合资本化条件的资产而以支付现金、转移非现金资产或者承担带息债务形式发生的支出；（2）借款费用已经发生；（3）为使资产达到预定可使用或者可销售状态所必要的购建或者生产活动已经开始。

为购建或者生产符合资本化条件的资产而借入专门借款的，以专门借款当期实际发生的利息费用，减去将尚未动用的借款资金存入银行取得的利息收入或进行暂时性投资取得的投资收益后的金额确定为应予以资本化的费用。

为购建或者生产符合资本化条件的资产而占用了一般借款的，公司根据累计资产支出超过专门借款部分的资产支出加权平均数乘以所占用一般借款的资本化率，计算确定一般借款应予资本化的利息金额。资本化率根据一般借款加权平均利率计算确定。

符合资本化条件的资产在购建或者生产过程中发生非正常中断、且中断时间连续超过 3 个月的，暂停借款费用的资本化。在中断期间发生的借款费用确认为费用，计入当期损益，直至资产的购建或者生产活动重新开始。如果中断

eligible for capitalization or the interests on the occupation of general borrowings and auxiliary expenses incurred to the special borrowings shall be capitalized at the amount incurred before the acquired and constructed or produced asset eligible for capitalization meets the expected conditions for use or sale.

— Recognition criteria and withdrawing method of provision for impairment on construction in process

The construction in process shall be checked item by item at the end of the period. If there is evidence showing the impairment on the construction in process, the provision for impairment shall be withdrawn. The impairment loss on the construction in process shall not be reverted in the subsequent accounting period once it is recognized.

#### Calculation Method of Borrowing Costs

The special borrowings borrowed for the acquisition and construction or production of an asset eligible for capitalization or the interests on the occupation of general borrowings and auxiliary expenses incurred to the special borrowings shall be capitalized at the amount incurred calculated at its capitalization rate before the acquired and constructed or produced asset eligible for capitalization meets the expected conditions for use or sale. Other borrowing costs except for this shall be recorded into current profit or loss when incurred. The term "assets eligible for capitalization" shall refer to the fixed assets, investment properties, inventories and other assets, of which the acquisition and construction or production may take quite a long time to get ready for its intended use or for sale. When the following conditions are met simultaneously, the borrowing costs shall begin to be capitalized: (1) The asset expenses have occurred. Asset expenses cover the cash paid and the expenditures incurred in the form of transfer of non-cash assets or assuming interest-bearing debts for the acquisition and construction or production of assets eligible for capitalization; (2) The borrowing costs have occurred; (3) the acquisition and construction or production activity necessary for bringing the asset to the expected conditions for use or sale has begun.

For the special borrowings borrowed for the acquisition and construction or production of the asset eligible for capitalization, the amount with the interest expenses actually incurred in the current period of the special borrowings deducting the interest income from depositing the borrowings that have not been used yet into the bank or the income from temporary investment shall be recognized as capitalized expenses.

For the general borrowings occupied for the acquisition and construction or production of the asset eligible for capitalization, the Company shall calculate and recognize the interest of general borrowings, which shall be capitalized, by multiplying the weighted average of the asset expenditure that the accumulated asset expenditure exceeds the special borrowings by the capitalization rate of the general borrowings occupied. The capitalization rate shall be calculated and determined in light of the weighted average interest rate of the general borrowing.

If the asset eligible for capitalization is interrupted abnormally for consecutively over 3 months in the course of acquisition and construction or production, the capitalization of borrowing costs shall be suspended. The borrowing costs incurred during the interruption shall be



是所购建或者生产的符合资本化条件的资产达到预定可使用或者可销售状态必要的程序，借款费用继续资本化。

购建或者生产符合资本化条件的资产达到预定可使用或者可销售状态时，停止借款费用资本化。

### 职工薪酬

#### —职工薪酬的范围

职工薪酬，是指公司为获得职工提供的服务或解除劳动关系而给予的各种形式的报酬或补偿。职工薪酬包括短期薪酬、离职后福利、辞退福利和其他长期职工福利。企业提供给职工配偶、子女、受赡养人、已故员工遗属及其他受益人等的福利，也属于职工薪酬。

本公司在职工提供相关服务的会计期间，将实际发生的职工工资、奖金、津贴和补贴，职工福利费，医疗保险费、工伤保险费和生育保险费等社会保险费，住房公积金，工会经费和职工教育经费等确认为负债，并计入当期损益或相关资产成本。如果该负债预期在职工提供相关服务的年度报告期结束后十二个月内不能完全支付，且财务影响重大的，则该负债将以折现后的金额计量。

#### —离职后福利

离职后福利，是指为获得职工提供的服务而在职工退休或与企业解除劳动关系后，提供的各种形式的报酬和福利，短期薪酬和辞退福利除外。本公司将离职后福利计划分类为设定提存计划和设定受益计划。（一）设定提存计划：公司向独立的基金缴存固定费用后，公司不再承担进一步支付义务的离职后福利计划。包含基本养老保险、失业保险等，在职工为其提供服务的会计期间，将根据设定提存计划计算的应缴存金额确认为负债，并计入当期损益或相关资产成本。（二）设定受益计划：除设定提存计划以外的离职后福利计划。

—辞退福利，是指公司在职工劳动合同到期之前解除与职工的劳动关系，或者为鼓励职工自愿接受裁减而给予职工的补偿。公司向职工提供辞退福利的，在下列两者孰早日确认辞退福利产生的职工薪酬负债，并计入当期损益：（一）企业不能单方面撤回因解除劳动关系计划或裁减建议所提

recognized as expenses and recorded into current profit or loss, until the acquisition and construction or production activity of the asset is resumed. If such an interruption is a procedure necessary for bringing the acquired and constructed or produced asset eligible for capitalization to the expected conditions for use or sale, the borrowing costs shall be capitalized continuously. When the acquired and constructed or produced asset eligible for capitalization meets the expected conditions for use or sale, the capitalization of borrowing costs shall be stopped.

### Employee Compensation

#### —Scope of employee compensation

The term “employee compensation” refers to all types of remuneration or compensation that the Company pays for the services rendered by the employee or cancellation of labor relations. The employee compensation includes the short-term employee compensation, post-employment benefit, dismissal welfare and other long-term employee benefits. The benefits that the enterprise provides for employee’s spouse, children, dependent, family dependents of the deceased and other beneficiaries, etc. shall also belong to employee compensation.

During the accounting period when the employee renders relevant services, the Company shall recognize the actual employee salaries, bonuses, allowances and subsidies, employee benefits, medical insurance premium, work-related injury insurance premium, birth insurance premium and other social insurance premium, housing accumulation funds, labor-union expenditure and personnel education fund, etc. into liabilities, and record them into current profits and losses or relevant asset costs. If such liabilities are expected to be unable to be fully paid within 12 months after the end of annual reporting period when the employee renders relevant services, and the financial influence is significant, such liabilities shall be measured at the discounted amount.

#### —Post-employment benefit

Post-employment benefit refers to all types of remuneration and benefits provided after the employee retires or cancels the labor relation with the enterprise for obtaining the services rendered by the employee, except for short-term compensation and dismissal welfare. The Company classifies the post-employment benefit plans into defined contribution plans and defined benefit plans. (I) Defined contribution plan refers to the post-employment benefit plan where the Company will no longer undertake further payment obligation after depositing fixed expenses to an independent funds, including basic endowment insurance and unemployment insurance, etc. During the accounting period when the employee renders services for the Company, the amount payable calculated according to the defined contribution plan shall be recognized as liabilities and recorded into current profits and losses or related asset costs. (II) Defined benefit plans refer to the post-employment benefit plans except for defined contribution plans.

—Dismissal welfare refers to the compensation that the Company pays to the employee for canceling the labor relation with the employee before the labor contract expires or encouraging the employee to voluntarily accept cutdown. If the Company provides dismissal welfare for the employee, the employment compensation incurred

供的辞退福利时。(二)企业确认与涉及支付辞退福利的重组相关的成本或费用时。

实行职工内部退休计划的,在正式退休日之前的经济补偿,属于辞退福利,自职工停止提供服务日至正常退休日期间,拟支付的内退职工工资和缴纳的社会保险费等一次性记入当期损益。正式退休日后的经济补偿(如正常养老退休金),按照离职后福利处理。

### 无形资产核算方法

#### —无形资产的确定标准和分类

无形资产是指公司拥有或者控制的没有实物形态的可辨认非货币性资产,包括土地使用权、非专利技术及软件等。

#### —无形资产计价:

——外购无形资产的成本,按使该项资产达到预定用途所发生的实际支出计价。

——内部研究开发项目开发阶段的支出,能够符合资本化条件的,确认为无形资产成本。

——投资者投入的无形资产,按照投资合同或协议约定的价值作为成本,但合同或协议约定价值不公允的除外。

——接受债务人以非现金资产抵偿债务方式取得的无形资产,或以应收债权换入无形资产的,按换入无形资产的公允价值入账。

——非货币性交易投入的无形资产,以该项无形资产的公允价值和应支付的相关税费作为入账成本。

——接受捐赠的无形资产,捐赠方提供了有关凭据的,按凭据上标明的金额加上应支付的相关税费计价;捐赠方没有提供有关凭据的,如果同类或类似无形资产存在活跃市场的,按同类或类似无形资产的市场价格估计的金额,加上应支付的相关税费,作为实际成本;如果同类或类似无形资产不存在活跃市场的,按接受捐赠的无形资产的预计未来现金流量现值,作为实际成本;自行开发并按法律程序申请取得的无形资产,按依法取得时发生的注册费,聘请律师费等费用,作为实际成本。

from the dismissal welfare shall be recognized as liabilities and recorded into current profits and losses on the earlier date of the following: (I) when the enterprise cannot unilaterally withdraw the dismissal welfare provided for the cancellation of labor relation or cutdown suggestion; (II) when the enterprise recognizes the costs or expenses related to the restructuring involving the payment of dismissal welfare.

If the early retirement is implemented, the economic compensation before the date of formal retirement belongs to the dismissal welfare. From the date when the employee stops rendering services to the date of formal retirement, the wages to be paid to the employee who retires in advance and the social insurance premium paid shall be recorded into the current profits and losses in one time. The economic compensation after formal retirement (e.g. normal pension) shall be treated as post-employment benefit.

### Method of Calculation of Intangible Assets

#### —Recognition criteria and classification of intangible assets

Intangible assets refer to the identifiable non-monetary assets owned or controlled by the Company without physical substance, including land use right, non-patented technologies and software, etc.

#### —Pricing of intangible assets:

——The cost of an outsourced intangible asset shall be priced at the actual expenditures incurred for bringing such an asset to the expected conditions for use.

——If the expenditures of the internal research and development project in the development stage are eligible for capitalization, they shall be recognized as costs of intangible assets.

——For the intangible assets invested by investors, the value specified in the investment contract or agreement shall be deemed as cost, except that the value specified in the contract or agreement is unfair.

——The intangible assets obtained by accepting the debtor to pay off the debt with non-cash assets, or the intangible assets exchanged with creditor's right receivable, shall be recorded at the fair value of the exchanged intangible assets.

——For the intangible assets invested with non-monetary transaction, the fair value and relevant taxes payable of such intangible assets shall be deemed as bookkeeping costs.

——For the intangible asset donated, if the donor provides relevant voucher, it shall be priced at the amount stated on the vouchers plus relevant taxes payable; if the donor does not provide relevant voucher, when such or similar intangible assets have an active market, the amount estimated according to the market price of such or similar intangible assets plus relevant taxes payable shall be recognized as actual cost; when such or similar intangible assets do not have any active market, the current value of the expected future cash flow of the intangible asset donated shall be recognized as actual cost. For the self-developed intangible assets obtained through application according to the legal procedures, the registration charges, attorney fee and other expenses incurred upon acquisition according to the law shall be

—无形资产摊销：使用寿命有限的无形资产，在估计该使用寿命的年限内按直线法摊销；无法预见无形资产为公司带来未来经济利益的期限的，视为使用寿命不确定的无形资产，使用寿命不确定的无形资产不进行摊销。

recognized as actual cost.

—Amortization of intangible assets: An intangible asset with limited service life shall be amortized by straight-line method within the estimated service life. If the period when an intangible asset brings future economic benefits for the Company is unforeseen, such an intangible asset shall be deemed as intangible asset with uncertain service life. The intangible assets with uncertain service life shall not be amortized.

| 类别<br>Category                    | 使用寿命<br>Service Life                                                                                                     |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 土地使用权<br>Land use right           | 产权证规定的使用期限<br>Service life provided in the ownership certificate                                                         |
| 保健食品批文<br>Approval of health food | 批准证书规定的有效期<br>Period of validity specified in the approval                                                               |
| 专利技术<br>Patent rights             | 专利证书规定的有效期<br>Period of validity specified in the patent certificate                                                     |
| 非专利技术<br>Non-patent Rights        | 合同约定的使用期限<br>Service life agreed in the contract                                                                         |
| 商标<br>Trademark                   | 商标注册证规定的有效期限<br>Period of validity specified in the trademark registration certificate                                   |
| 实用新型<br>Utility Model             | 专利证书规定的有效期<br>Period of validity specified in the patent certificate                                                     |
| 软件项目<br>Software project          | 合同约定的使用期限或预计可带来未来经济利益的期限<br>Service life agreed in the contract or the period expected to bring future economic benefits |

—无形资产减值准备的确认标准、计提方法

公司年末检查各项无形资产预计给企业带来未来经济利益的能力，对预计可收回金额低于其账面价值的，按单项预计可收回金额与账面价值差额计提减值准备。无形资产减值损失一经确认，在以后会计期间不得转回。

—Recognition criteria and withdrawing method of provision for impairment on intangible assets

The Company shall check the ability of each intangible asset expected to bring future economic benefits for the enterprise. If the expected recoverable amount is lower than its book value, the provision for impairment shall be withdrawn at the difference between the single expected recoverable amount and the book value. The impairment loss of intangible assets shall not be reverted in the subsequent accounting period once it is recognized.

### 开发支出核算方法

—内部研究开发项目研究阶段和开发阶段的划分政策：

——研究阶段，是指为获取新的技术和知识等进行的有计划的调查；开发阶段是指在进行商业性生产或使用前，将研究成果或其他知识应用于某项计划或设计，以生产出新的或具有实质性改进的材料、装置、产品等。

### Accounting Method of Development Expenditures

—Policy for dividing research stage and development stage of internal research and development project:

——Research stage refers to the planned investigation conducted for obtaining new technologies and knowledge. Development stage refers to applying the research result or other knowledge in some plan or design before commercial production or use, so as to product new or substantially improved material, device or product, etc.

根据上述政策，公司新产品的研发以进入产品配方、工艺流程的设计作为开发阶段的开始，前期为研究阶段；对新原料、新技术的研发，以拟应用于具体产品生产的原料制剂方法（如原料提取、原料配比协同效应等）及工艺技术的设计和标准化制订作为开发阶段的开始，前期为研究阶段。

——内部研究开发项目研究阶段的支出，于发生时计入当期损益，开发阶段的支出，能够符合资本化条件的，确认为开发支出。

——公司内部研究开发项目开发阶段的支出满足资本化的条件：

——从技术上来讲，完成该无形资产以使其能够使用或出售具有可行性。

——具有完成该无形资产并使用或出售的意图。

——无形资产产生未来经济利益的方式，包括能够证明运用该无形资产生产的产品存在市场或无形资产自身存在市场；无形资产将在内部使用时，证明其有用性。

——有足够的技术、财务资源和其他资源支持，以完成该无形资产的开发，并有能力使用或出售该无形资产。

——归属于该无形资产开发阶段的支出能够可靠计量。

根据上述条件，对于新产品项目，公司将为申请保健食品批文而发生的检验费和注册费予以资本化；对于合作开发新原料、新技术项目，公司以新项目成功申请专利技术的可能性较大且已支付相关费用作为资本化条件。

### 长期待摊费用核算方法

长期待摊费用按照实际发生额入账，采用直线法在受益期或规定的摊销年限内摊销。

长期待摊的费用项目不能使以后会计期间受益的，将尚未摊销的该项目的摊余价值全部转入当期损益。

### 预计负债核算方法

公司发生与或有事项相关的义务并同时符合以下条件时，在资产负债表中确认为预计负债：

According to the aforesaid policy, for the research and development of a new product, the development stage begins from the design of product formula and process flow. The early stage is research stage. For the research and development of new raw material and new technology, the development stage begins from the design of raw material preparation method (such as raw material extraction and raw material ratio synergistic effect, etc.) and process technology to be applied in the production of specific products and the standardized production, and the early stage is research stage.

——The expenditures of the internal research and development project in the research stage shall be recorded into current profits and losses when they are incurred; while if the development stage expenditures eligible for capitalization shall be recognized as development expenditures.

——The expenditures of the internal research and development project in the development stage meet the conditions for capitalization:

——In terms of the technology, it is feasible to complete such an intangible asset, so as to make it available for use or sale.

——There is an intent of completing such an intangible asset for use and sale.

——The way that the intangible asset generates future economic interests, including being able to prove that the product produced with such an intangible asset has a market or such an intangible asset has its own market. When the intangible asset is used internally, prove its usefulness.

——There is sufficient technical, financial and other resources to support the completion of the development of such an intangible asset, and there is the capability to use or sell such an intangible asset.

——The expenditures attributable to the development stage of such an intangible asset can be reliably measured.

According to the above-mentioned conditions, for a new product, the Company will capitalize the inspection fee and registration fee incurred in the application for approval on health product. For new raw material and new technology developed with cooperation, the Company will regard great possibility in successful application of patented technology for new project and that relevant expenses have been paid as conditions for capitalization.

### Accounting Method of Long-term Unamortized Expenses

The long-term unamortized expenses shall be recorded at the actual amount and amortized by the straight-line method within the period of benefit or the amortization period specified.

If the long-term unamortized expenses cannot make benefits for subsequent accounting periods, the amortized value of such an item that has not been amortized shall be all transferred into the current profit or loss.

### Accounting Method of Estimated Liabilities

When the Company has an obligation related to contingencies and simultaneously conforms to the following conditions, such an obligation shall be recognized as estimated liabilities in the balance sheet:



—该义务是公司承担的现时义务；

—该义务的履行很可能导致经济利益流出企业；

—该义务的金额能够可靠地计量。

在资产负债表日，考虑与或有事项有关的风险、不确定性和货币时间价值等因素，按照履行相关现时义务所需支出的最佳估计数对预计负债进行计量。

如果清偿预计负债所需支出全部或部分预期由第三方补偿的，补偿金额在基本确定能够收到时，作为资产单独确认，且确认的补偿金额不超过预计负债的账面价值。

### 股份支付

—股份支付的种类：

——权益结算的股份支付：

——对于换取职工服务的股份支付，公司应当以股份支付所授予的权益工具的公允价值计量。公司应在等待期内的每个资产负债表日，以对可行权权益工具数量的最佳估计为基础，按照权益工具在授予日的公允价值，将当期取得的服务计入相关资产成本或当期费用，同时计入资本公积中的其他资本公积。

对于授予后立即可行权的换取职工提供服务的权益结算的股份支付(例如授予限制性股票的股份支付)，应在授予日按照权益工具的公允价值，将取得的服务计入相关资产成本或当期费用，同时计入资本公积中的股本溢价。

——对于换取其他方服务的股份支付，公司应当以股份支付所换取的服务的公允价值计量。公司应当按照其他方服务在取得日的公允价值，将取得的服务计入相关资产成本或费用；

如果其他方服务的公允价值不能可靠计量，但权益工具的公允价值能够可靠计量，公司应当按照权益工具在服务取得日的公允价值，将取得的服务计入相关资产成本或费用。

——现金结算的股份支付：

——公司应当在等待期内的每个资产负债表日，以对可行权情况的最佳估计为基础，按照公司承担负债的公允价值，将当期取得的服务计入相关资产成本或当期费用，同时计入负债，并在结算前的每个资产负债表日和结算日对负债的公允价值重新计量，将其变动计入损益。

—Such an obligation is the current obligation undertaken by the Company;

—The fulfillment of such an obligation is likely to make economic interests outflow from the enterprise.

—The amount of such an obligation can be reliably measured.

On the balance sheet date, the estimated liabilities shall be initially measured in accordance with the best estimate of the necessary expenses for the performance of the current obligation. To determine the best estimate, the Company shall take into full consideration the risks, uncertainty, time value of money, and other factors pertinent to the contingencies.

When all or some of the expenses necessary for the liquidation of estimated liabilities is expected to be compensated by a third party, the compensation shall be separately recognized as an asset only when it is virtually certain that the reimbursement will be obtained. The amount recognized for the reimbursement shall not exceed the book value of the estimated liabilities.

### Share-based Payment

—Types of share-based payment:

——Equity-settled share-based payment:

——The share-based payment in return for employee services shall be measured at the fair value of the equity instruments granted with the share-based payment. On each balance sheet date during the waiting period, the Company shall recognize the services obtained in the current period into related asset costs or current expenses at the fair value of the equity instruments on the grant date on the basis of the optimal estimates of the number of vested equity instruments, and meanwhile, record them into other capital reserves.

For the equity-settled share-based payment in return for employee services, which is vested immediately after granted (e.g. Share-based payment granted with restricted stock), the services obtained shall be recognized into related asset costs or current expenses at the fair value of the equity instruments on the grant date, and recorded in the capital stock premium in the capital reserves.

——The share-based payment in return for services of other parties shall be measured at the fair value of services exchanged with the share-based payment. The Company shall recognize the services obtained into related asset costs or expenses at the fair value of services of other parties on the acquisition date.

If the fair value of the services of other parties cannot be reliably measured, but that of equity instruments can be reliably measured, the Company shall recognize the services obtained into related asset costs or expenses at the fair value of equity instruments on the acquisition date.

——Cash-settled share-based payment:

——On each balance sheet date within the waiting period, the Company shall recognize the services obtained in the current period into related asset cost or current expenses and record them into liabilities at the fair value of the liabilities assumed by the Company on the basis of the optimal estimates of vesting conditions, and re-measure the fair value of the liabilities and record its variation into profit or loss on each balance sheet before

对于授予后立即可行权的现金结算的股份支付(例如授予虚拟股票或业绩股票的股份支付),公司应当在授予日按照公司承担负债的公允价值计入相关资产成本或费用,同时计入负债,并在结算前的每个资产负债表日和结算日对负债的公允价值重新计量,将其变动计入损益。

—权益工具公允价值的确定方法:

对于授予的期权等权益工具存在活跃市场的,按照活跃市场中的报价确定其公允价值。对于授予的期权等权益工具不存在活跃市场的,采用期权定价模型等确定其公允价值,选用的期权定价模型至少应当考虑以下因素:

- 期权的行权价格;
- 授权日的价格;
- 期权的有效期;
- 股价波动率;
- 无风险收益率;
- 分期行权的股份支付;

—确认可行权权益工具最佳估计的依据:等待期内每个资产负债表日,公司根据最新取得的可行权职工人数变动等后续信息做出最佳估计,修正预计可行权的权益工具数量。在可行权日,最终预计可行权权益工具的数量应当与实际可行权数量一致。根据权益工具的公允价值和预计可行权的权益工具数量,计算截至当期累计应确认的成本费用金额,再减去前期累计已确认金额,作为当期应确认的成本费用金额。

—企业集团内涉及不同企业的股份支付交易的处理方法:

——结算企业以其本身权益工具结算的,应当将该股份支付交易作为权益结算的股份支付处理;除此之外,应当作为现金结算的股份支付处理。

结算企业是接受服务企业的投资者的,应当按照授予日权益工具的公允价值或应承担负债的公允价值确认为对接受服务企业的长期股权投资,同时确认资本公积(其他资本公积)或负债。

——接受服务企业没有结算义务或授予本企业职工的是其自身权益工具的,应当将该股份支付交易作为权益结算的股份支付处理;

the settlement and on the settlement date.

For the cash-settled share-based payment which is vested immediately after granted (e.g. Share-based payment granted with phantom stock or performance stock), the Company shall recognize it as related asset cost or expenses and record it into liabilities at the fair value of the liabilities assumed by the Company on the grant date, and re-measure the fair value of the liabilities and record its variation into profit or loss on each balance sheet before the settlement and on the settlement date.

—Determination method of fair value of equity instrument:

The fair value of the equity instrument such as option granted in the active market of the Company shall be determined at the quoted price in the active market. If there is no active market for the option granted and other equity instruments, its fair value shall be determined at the option pricing model. At least the following factors shall be taken into account in the selection of the option pricing model:

- Exercise price of the option;
- Price on the grant date;
- Term of validity of option;
- Stock price volatility;
- Risk-free return rate;
- Exercise share-based payment by installments;

—On each balance sheet date within the waiting period, the Company shall make the optimal estimate according to the latest changes in the number of vesting staff and subsequent information, and correct the number of estimated vesting equity instruments. On vesting date, final number of estimated vesting equity instrument shall be identical to actual vesting number. The amount of accumulated costs that shall be recognized as of the current period shall be calculated as per the fair value of the equity instruments and the number of estimated vesting equity instrument, and the amount of which after deducting the accumulated amount that has been recognized in previous periods shall be deemed as the costs that shall be recognized in the current period.

—Treatment method of a transaction with share-based payment involving different enterprises in the enterprise group:

——If the settlement enterprise settles with its own equity instrument, such a transaction with share-based payment shall be treated as equity-settled share-based payment. Apart from it, it shall be treated as cash-settled share-based payment.

If the settlement enterprise is an investor investing in an service-acceptance enterprise, it shall be recognized as long-term equity investment in the service-acceptance enterprise at the fair value of the equity instrument and the fair value of the liabilities that shall be undertaken on the grant date, and be recognized as capital reserves (other capital reserves) or liabilities.

——If the service-acceptance enterprise has no obligation in settlement or those granted to its employees are its equity instruments, such a transaction with share-based

接受服务企业负有结算义务且授予本企业职工的是企业集团内其他企业权益工具的，应当将该股份支付交易作为现金结算的股份支付处理。

### 收入确认方法

—销售商品收入：

——销售商品收入确认原则：

当下列条件同时满足时，确认商品销售收入：

——公司已将商品所有权上的主要风险和报酬转移给购货方；

——公司既没有保留通常与所有权相联系的继续管理权，也没有对已售出的商品实施控制；

——与交易相关的经济利益能够流入公司；

——相关的收入和成本能够可靠地计量。

——公司不同模式下销售商品收入的确认方法：

——公司对部分区域经销商、部分直供终端商的销售采用买断模式，以货物到达指定地点并经客户确认验收的时间作为风险和报酬的转移时点确认销售收入；

——买断模式外的其他区域经销商、直供终端商采用委托代销模式，公司以收到委托代销结算清单的时间作为风险报酬的转移时点确认销售收入；

——直营店的零售业务以商品交付客户，系统显示商品转出并收到销售流水单、现金缴款单和刷卡纪录清单的时间作为风险报酬的转移时点确认销售收入。

—提供劳务收入的确认方法：

在提供劳务交易的结果能够可靠估计的情况下，公司于资产负债表日按完工百分比法确认相关的劳务收入。如提供劳务交易的结果不能够可靠估计且已经发生的劳务成本预计能够得到补偿的，按已经发生的劳务成本金额确认收入，并按相同金额结转成本；发生的劳务成本预计不能够全部得到补偿的，按能够得到补偿的劳务成本金额确认收入，并按已经发生的劳务成本作为当期费用；发生的劳务成本预计全部不能够得到补偿，应按已经发生的劳务成本作为当期费用，不确认收入。

payment shall be treated as equity-settled share-based payment.

If the service-acceptance enterprise has an obligation in settlement and those granted to its employees are the equity instruments of other enterprises in the enterprise group, such a transaction with share-based payment shall be treated as cash-settled share-based payment.

### Recognition Method of Revenue

—Revenues from selling goods:

——Principle of recognition of revenues from selling goods:

When the following conditions are satisfied simultaneously, the revenues from selling goods shall be recognized:

——The Company has transferred main risks and rewards on the ownership of the goods to the purchaser;

——The Company retains neither continuous management right that usually keeps relation with the ownership nor effective control over the sold goods;

——The trade related economic interests can flow into the Company;

——Relevant revenues and costs can be reliably measured.

——Recognition method of revenues from selling goods under different modes:

——The Company adopts the mode of buyout for the sales to the dealers in some areas and some final customers with direct supply, and recognizes the sales revenue with the time when the goods are delivered to the designated place and confirmed acceptance by customers as the time point of transfer of risks and rewards.

——The mode of entrusted sales is adopted for the dealers in other areas and final customers with direct supply except for buyout mode. The Company recognizes the sales revenue with the time when the list of settlement on entrusted sales is received as the time point of transfer of risks and rewards.

——For the retails in the direct-sale stores delivering goods to the customers, the sales revenue shall be recognized with the time when the system shows the transfer-out of goods and the sales list, cash payment receipt and card payment records are received as the time point of transfer of risks and rewards.

—Recognition method of revenues from rendering labor services:

Under the circumstance that the result of the transaction of rendering labor services can be reliably estimated, the Company shall recognize relevant service revenues by the percentage-of-completion method on the balance sheet date. If the result of the transaction of rendering labor services cannot be reliably estimated and it is expected that the service costs that have already occurred can be compensated, the revenue shall be recognized at the service costs that have already occurred, and carried over at the same amount. If it is expected that the service costs that have already occurred cannot be fully compensated, the revenue shall be recognized at the amount of service costs that can be compensated, and the service costs that have already occurred shall be deemed as current expenses. If it is expected that all the service costs that

—提供他人使用公司资产取得收入的确认方法。

当下列条件同时满足时予以确认：

——与交易相关的经济利益能够流入公司；

——收入的金额能够可靠地计量。

根据以上原则，公司按照与联营店和加盟店签订的有关合同约定的收费时间和计算方法确认品牌使用及管理费收入。

### 政府补助核算方法

政府补助是指公司从政府无偿取得货币性资产和非货币性资产，不包括政府作为所有者投入的资本。政府补助分为与资产相关的政府补助和与收益相关的政府补助。政府补助在能够满足政府补助所附的条件，且能够收到时确认。

政府补助为货币性资产的，按照收到或应收的金额计量。政府补助为非货币性资产的，按照公允价值计量；公允价值不能够可靠取得的，按照名义金额计量。按照名义金额计量的政府补助，直接计入当期损益。

与资产相关的政府补助，确认为递延收益，并在相关资产的使用寿命内平均分配计入当期损益。与收益相关的政府补助，用于补偿以后期间的相关费用和损失的，确认为递延收益，并在确认相关费用的期间计入当期损益；用于补偿已经发生的相关费用和损失的，直接计入当期损益。

已确认的政府补助需要返还时，存在相关递延收益余额的，冲减相关递延收益账面余额，超出部分计入当期损益；不存在相关递延收益的，直接计入当期损益。

### 所得税的会计处理方法

—所得税的会计处理方法

所得税的会计处理采用资产负债表债务法核算。资产负债表日，公司按照可抵扣暂时性差异与适用所得税税率计算的结果，确认递延所得税资产及相应的递延所得税收益；按照应纳税暂时性差异与适用所得税税率计算的结果，确认递延所得税负债及相应的递延所得税费用。

have already occurred cannot be compensated, the service costs that have already occurred shall be deemed as current expenses, and the revenue shall not be recognized.

—Recognition method of revenue from providing the Company's assets to others for use.

It shall be recognized when the following conditions are satisfied simultaneously:

——The trade related economic interests can flow into the Company;

——The amount of revenues can be reliably measured.

According to the above-mentioned principle, the Company shall recognize the revenues from brand use and management fee according to the chargeable time and calculation method as specified in relevant contracts signed by and between the Company and the associated stores and franchised outlets.

### Accounting Method of Government Subsidies

Government subsidies refer to the monetary assets and non-monetary assets that the Company obtains from the government without pay, excluding the capital invested by the government as an owner. The government subsidies are divided into government subsidies related to assets and government subsidies related to incomes. The government subsidies shall be recognized when they can meet the conditions attached to the government subsidies and can be received.

If the governmental subsidy is monetary asset, it shall be measured as per the amounts that are collected or shall be collected. If the governmental subsidy is non-monetary asset, it shall be measured at the fair value; if the fair value cannot be obtained, then it shall be measured at nominal amount. But the governmental subsidies measured at the nominal amount shall be included into the current profits and losses.

The government grants related to assets shall be recognized as the deferred income, equally distributed within the useful lives of the relevant assets, and included in the current profits and losses. Those grants used for compensating the related future expenditures or losses of the Company shall be recognized as the deferred income and shall be included in the current profits and losses during the period when the relevant expenditures are recognized; or those grants used for compensating the related expenditures or losses incurred to the Company shall be directly included in the current profits and losses.

When the recognized government subsidy needs to be returned, if there remains related balance of deferred income, offset book balance related to the deferred income and the exceeding part will be included into current profits and losses; if there is no related deferred income, it will be directly included into current profits and losses.

### Accounting Method of Income Tax

—Accounting method of income tax

The income tax shall be accounted by the balance sheet liability approach. On the balance sheet date, the Company shall recognize the deferred income tax assets and corresponding deferred income tax returns as per the calculation result of the deductible temporary difference and the appropriate income tax rate, and recognize the deferred income tax liabilities and corresponding deferred



#### —递延所得税资产的确认

确认由可抵扣暂时性差异产生的递延所得税资产时，应当以未来很可能取得用来抵扣可抵扣暂时性差异的应纳税所得额为限，但是，同时具有下列特征的交易中因资产或负债的初始确认所产生的递延所得税资产不予确认：

——该项交易不是企业合并；

——交易发生时既不影响会计利润也不影响应纳税所得额（或可抵扣亏损）。

#### —递延所得税负债的确认

除下列交易中产生的递延所得税负债以外，公司确认所有应纳税暂时性差异产生的递延所得税负债：

——商誉的初始确认。

——同时具有下列特征的交易中产生的资产或负债的初始确认：

——— 该项交易不是企业合并；

——— 交易发生时既不影响会计利润也不影响应纳税所得额（或可抵扣亏损）

—公司对与子公司、联营企业及合营企业投资相关的应纳税暂时性差异，应当确认相应的递延所得税负债。但是，同时满足下列条件的除外：

——投资企业能够控制暂时性差异转回的时间；

——该暂时性差异在可预见的未来很可能不会转回。

### 其他综合收益

其他综合收益，是指企业根据其他会计准则规定未在当期损益中确认的各项利得和损失。分为下列两类列报：

—以后会计期间不能重分类进损益的其他综合收益项目，主要包括重新计量设定收益计划净负债或净资产导致的变动、按照权益法核算的在被投资单位以后会计期间不能重分类进损益的其他综合收益中所享有的份额等。

—以后会计期间在满足规定条件时将重分类进损益的其他综合收益项目，主要包括按照权益法核算的在被投资单位以后会计期间在满足规定条件时将重分类进损益的其他综合收益中所享有的份额、可供出售金融资产公允价值变动形成的利得或损失、持有至到期投资重分类为可供出售金融

income tax expenses as per the calculation result of the taxable temporary difference and the appropriate income tax rate.

#### —Recognition of deferred income tax assets

When the deferred income tax assets generated from the deductible temporary difference are recognized, it shall be subject to the taxable income that is likely to obtain in future to deduct the deductible temporary difference. However, the deferred income tax assets generated from the transaction which simultaneously have following characteristics due to the initial recognition of assets or liabilities shall not be recognized:

——Such a transaction is not a business merger;

——At the time of transaction, the accounting profits will not be affected, nor will the taxable amount (or the deductible loss) be affected.

#### —Recognition of deferred income tax liabilities

Except for the deferred income tax liabilities incurred in the following transactions, the Company shall recognize the deferred income tax liabilities incurred from all taxable temporary differences:

——Initial recognition of goodwill.

——Initial recognition of assets or liabilities incurred in the transaction which simultaneously has following characteristics:

——— Such a transaction is not a business merger;

———At the time of transaction, the accounting profits will not be affected, nor will the taxable amount (or the deductible loss) be affected.

—The Company shall recognize the taxable temporary differences related to the investments of subsidiaries, affiliated enterprises and joint ventures as corresponding deferred income tax liabilities, except for those simultaneously meeting the following conditions:

——The investing enterprise can control the time of the reverse of temporary differences.

——The temporary differences are unlikely to be reversed in the excepted future.

### Other Comprehensive Incomes

Other comprehensive incomes refer to the gains and losses that the enterprise does not recognize in the current profits or losses according to the provisions of other accounting standards. Other comprehensive incomes are classified into the following categories for presentation:

— Other comprehensive incomes that cannot be re-classified into profits and losses in subsequent accounting periods, which mainly include the variation caused by re-measurement of net liabilities or assets of the defined benefit plans, and the shares calculated by the equity approach and enjoyed in other comprehensive incomes that cannot be re-classified into profits and losses in the subsequent accounting periods of the invested entities, etc.

— Other comprehensive incomes that will be re-classified into profits and losses after meeting the specified conditions in subsequent accounting periods, which mainly include the shares calculated by the equity approach and enjoyed in other comprehensive incomes

资产形成的利得或损失、现金流量套期工具产生的利得或损失中属于有效套期的部分、外币财务报表折算差额等。

that will be re-classified into profits and losses after meeting the specified conditions in subsequent accounting periods, gains or losses on the variation of fair value of available-for-sale financial assets, gains or losses from re-classifying the held-to-maturity investments into available-for-sale financial assets, the part of gains or losses from cash flow hedging instruments attributable to effective hedging, and translation differences of foreign currency financial statements, etc.

#### 持有待售及终止经营

同时满足下列条件的非流动资产或公司某一组成部分划分为持有待售：(一) 该组成部分必须在其当前状况下仅根据出售此类组成部分的惯常条款即可立即出售；(二) 公司已经就处置该非流动资产或该组成部分作出决议；(三) 公司已经与受让方签订了不可撤销的转让协议；(四) 该项转让将在一年内完成。符合持有待售条件的非流动资产(不包括金融资产及递延所得税资产)，以账面价值与公允价值减去处置费用孰低的金额列示为划分为持有待售的资产。公允价值减去处置费用低于原账面价值的金额，确认为资产减值损失。终止经营为已被处置或被划归为持有待售的、于经营上和编制财务报表时能够在本公司内单独区分的组成部分。

#### Available for Sale Assets and Discontinued Operation

The non-current assets or some part of the Company that simultaneously meet the following conditions are classified as available for sale assets: (I) Such a part must be able to be sold immediately in current state only according to the usual terms on selling such a part; (II) the Company has made a resolution on the disposal of such non-current assets or such a part; (III) The Company has signed an irrevocable transfer agreement with the transferee; (IV) Such a transfer shall be completed within one year. The non-current assets eligible for available for sale assets (excluding financial assets and deferred income tax assets) shall be classified into available for sale assets with the listed amount of the book value or the amount of fair value deducting the disposal expenses (whichever is lower). The amount that the fair value deducting the disposal expenses is lower than the original book value shall be recognized as the asset impairment loss. Discontinued operation refers to the part that has been disposed or classified into available for sale assets, and that can be distinguished separately in the Company when in operation and preparation of financial statements.

#### 会计政策、会计估计变更

##### —会计政策变更

本报告期内公司无会计政策变更事项。

##### —会计估计变更

本报告期内公司无会计估计变更事项。

#### Changes in Accounting Policies and Accounting Estimates

##### —Changes in accounting policies

The Company had no change in accounting policies during this reporting period.

##### —Changes in accounting estimates

The Company had no change in accounting estimates during this reporting period.

## 六、主要税项

## VI. Main Taxes

| 税种<br>Type of Tax             | 计税基数<br>Tax Base         | 税率<br>Tax Rate                     |
|-------------------------------|--------------------------|------------------------------------|
| 企业所得税<br>Corporate income tax | 应纳税所得额<br>Taxable Income | 15%、16.50%、25%<br>15%, 16.50%, 25% |
| 增值税：<br>Value-added tax:      |                          |                                    |
| —销项税：                         | 销售收入、品牌使用及管理费收入          | 3%、6%、17%                          |

| 税种<br>Type of Tax         | 计税基数<br>Tax Base                                   | 税率<br>Tax Rate |
|---------------------------|----------------------------------------------------|----------------|
| —Output VAT:              | Sales revenue, brand use and management fee income | 3%, 6%, 17%    |
| —进项税:                     | 进货成本、运费等                                           | 6%-17%         |
| —Input VAT:               | Purchasing cost and freight, etc.                  | 6%-17%         |
| 城建税:                      | 应缴流转税额                                             | 7%             |
| Urban construction tax:   | Circulation tax payable                            | 7%             |
| 教育费附加:                    | 应缴流转税额                                             | 3%             |
| Educational surtax:       | Circulation tax payable                            | 3%             |
| 地方教育附加                    | 应缴流转税额                                             | 2%             |
| Local Education Surcharge | Circulation tax payable                            | 2%             |

—2015 年公司申请高新技术企业复审，目前已过公示期尚未取得高新技术企业证书，按 15%税率预提企业所得税。

—根据《关于广东横琴新区福建平潭综合试验区深圳前海深港现代服务业合作区企业所得税优惠政策及优惠目录的通知》（财税【2014】26 号），汤臣倍健药业有限公司于 2015 年 3 月 11 日在广东省珠海市横琴新区国家税务局进行所得税税收优惠事项备案，优惠所得税税率为 15%，优惠期为 2015 年。

—公司之全资子公司广州奈梵斯健康产品有限公司、广州市佰健生物工程有限公司和控股子公司广东佰嘉药业有限公司、广东佰悦网络科技有限公司 2015 年度企业所得税税率为 25%。

—公司之全资子公司香港佰瑞有限公司按香港相关法律规定缴纳利得税，报告期内利得税税率均为 16.50%。

—公司之全资子公司广州市佰健生物工程有限公司品牌使用及管理费收入按 6%计缴增值税，下属各直营店被认定为小规模纳税人，按 3%计缴增值税。

—The Company applied for hi-tech enterprise review in 2015 and has not obtained the hi-tech enterprise certificate although the period of publicity has passed, and the corporate income tax shall be withheld at 15% of tax rate.

— According to the *Notice on Corporate Income Tax Preferential Policies and Preferential Directory in Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen, Fujian Pingtan Comprehensive Pilot Zone in Hengqin New District, Guangdong* (Cai Shui [2014] No.26), BY-HEALTH Pharmaceutical Co.,Ltd. filed the registration of preferential items of corporate income tax in Zhuhai Hengqing Office, SAT of Guangdong Province on March 11, 2015. The preferential income tax rate was 15%, and the preferential period was the year of 2015.

—The corporate income tax rate of Guangzhou Fence Health Products Co., Ltd. and Guangzhou BY-HEALTH Bioengineering Co., Ltd., wholly-owned subsidiaries of the Company, and Guangdong Baijia Pharmaceutical Co., Ltd. and Guangdong Baiyue Network Technology Co., Ltd., controlling subsidiaries of the Company, in 2015 was 25%.

—HongKong By Ray Company Limited, a wholly-owned subsidiary of the Company, paid profit tax according to relevant laws and regulations in Hong Kong. The profit tax rate in the reporting period was 16.5%.

—The brand use and management fee income of Guangzhou BY-HEALTH Bioengineering Co., Ltd., a wholly-owned subsidiary of the Company, were collected with 6% of value-added taxes, and its subordinated direct-sale stores were defined as small-scale taxpayers to pay value-added tax according to 3% of the tax rate.

**七、合并财务报表重要项目注释**
**VII. Notes to Important Items in Consolidated Financial Statements**
**1、货币资金**
**1. Monetary Funds**

| 项目<br>Item                                                | 2015.12.31              | 2014.12.31              |
|-----------------------------------------------------------|-------------------------|-------------------------|
| 库存现金<br>Cash on hand                                      | 2,362.91                | 115,046.63              |
| 银行存款<br>Deposit in Bank                                   | 1,439,561,965.54        | 1,536,927,815.45        |
| 其他货币资金<br>Other monetary funds                            | 4,074,001.86            | -----                   |
| 合计<br>Total                                               | <u>1,443,638,330.31</u> | <u>1,537,042,862.08</u> |
| 其中：存放在境外的款项总额<br>Wherein: total amount deposited overseas | <u>8,828,209.92</u>     | <u>21,126,683.60</u>    |

—报告期内各期末受限的货币资金明细如下：

—The details of closing restricted monetary funds during the reporting period are as follows:

| 项目<br>Item    | 2015.12.31          | 2014.12.31 |
|---------------|---------------------|------------|
| 保证金<br>Margin | <u>2,280,000.00</u> | == -       |

其他货币资金系工程施工履约保证金和支付宝余额。

Other monetary funds are Project construction performance bond and balance in AliPay.

—截至 2015 年 12 月 31 日，货币资金中不存在因抵押、质押或冻结等对使用有限制的款项。

—As of December 31, 2015, there is no monetary fund with limitation on use, such as mortgage, pledge or freezing, etc.

**2、应收票据**
**2. Notes Receivable**

| 项目<br>Items                    | 2015.12.31           | 2014.12.31           |
|--------------------------------|----------------------|----------------------|
| 银行承兑汇票<br>Bank Acceptance Bill | <u>14,912,502.52</u> | <u>21,522,639.12</u> |

—应收票据 2015 年 12 月 31 日余额比 2014 年 12 月 31 日余

—The balance of notes receivable on December 31, 2015 was RMB6, 610,136.60 less than that on December 31,



额减少 6,610,136.60 元，幅度为 30.71%，主要系客户使用票据结算减少所致。

—截至 2015 年 12 月 31 日，公司已背书或贴现但尚未到期的应收票据金额列示如下：

2014, dropping by 30.71%, which was mainly due to the reduction in use of notes for settlement.

—As of December 31, 2015, the amount of notes receivable that had been endorsed or discounted by the Company but had not been due yet was presented as follows:

| 项目                   | 期末终止确认金额                    | 期末未终止确认金额                      |
|----------------------|-----------------------------|--------------------------------|
| Item                 | Closing Derecognized Amount | Closing Un-derecognized Amount |
| 银行承兑汇票               | 6,467,477.63                | -                              |
| Bank Acceptance Bill |                             |                                |

—截至 2015 年 12 月 31 日，公司不存在已质押的应收票据，也不存在因出票人未履约而将其转应收账款的票据。

—截至 2015 年 12 月 31 日，应收票据中不存在应收持公司 5%（含 5%）以上表决权股份的股东或其他关联方的票据。

—As of December 31, 2015, the Company had neither pledged notes receivable nor the note transferred as accounts receivable due to non-performance of the issuer,

—As of December 31, 2015, there was no note receivable of the shareholders holding more than 5% (including 5%) of voting shares or other related parties in the notes receivable.

### 3、应收账款

### 3. Receivables

| 类别<br>Category                                                                                                            | 2015.12.31<br>2015.12.31 |                             |                                 |                             |                    | 2014.12.31<br>2014.12.31 |                             |                                 |                             |                    |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------|---------------------------------|-----------------------------|--------------------|--------------------------|-----------------------------|---------------------------------|-----------------------------|--------------------|
|                                                                                                                           | 账面余额<br>Book Balance     |                             | 坏账准备<br>Provision for Bad Debts |                             | 账面价值<br>Book Value | 账面余额<br>Book Balance     |                             | 坏账准备<br>Provision for Bad Debts |                             | 账面价值<br>Book Value |
|                                                                                                                           | 金额<br>Amount             | 比例<br>(%)<br>Proportion (%) | 金额<br>Amount                    | 比例<br>(%)<br>Proportion (%) |                    | 金额<br>Amount             | 比例<br>(%)<br>Proportion (%) | 金额<br>Amount                    | 比例<br>(%)<br>Proportion (%) |                    |
| 单项金额重大并单项计提坏账准备的<br>应收账款<br>Receivables which single amount is<br>significant with single bad debt<br>provision           | -                        | -                           | -                               | -                           | -                  | -                        | -                           | -                               | -                           | -                  |
| 按组合计提坏账准备的应收账款<br>Receivables which bad debts are<br>provided by combination                                              | 54,613,186.39            | 99.99                       | 2,781,536.17                    | 5.09                        | 51,831,650.22      | 45,788,972.09            | 100.00                      | 2,319,356.46                    | 5.07                        | 43,469,615.63      |
| 其中：账龄组合<br>Including: Combination by Aging                                                                                | 54,613,186.39            | 99.99                       | 2,781,536.17                    | 5.09                        | 51,831,650.22      | 45,788,972.09            | 100.00                      | 2,319,356.46                    | 5.07                        | 43,469,615.63      |
| 合并范围内关联方组合<br>Combination of related parties within the<br>scope of combination                                           | -                        | -                           | -                               | -                           | -                  | -                        | -                           | -                               | -                           | -                  |
| 单项金额虽不重大但单项计提坏账准<br>备的应收账款<br>Receivables which single amount is not<br>significant but with single bad debt<br>provision | 5,680.86                 | 0.01                        | 5,680.86                        | 100.00                      | -----              | -----                    | -----                       | -----                           | -----                       | -----              |
| 合计<br>Total                                                                                                               | 54,618,867.25            | 100.00                      | 2,787,217.03                    | 5.10                        | 51,831,650.22      | 45,788,972.09            | 100.00                      | 2,319,356.46                    | 5.07                        | 43,469,615.63      |

—组合中，按账龄分析法计提坏账准备的应收账款：

—In the combination, receivables with provision for bad debts withdrawn by the aging analysis approach were as follows:



| 账龄<br>Aging              | 2015.12.31    |                         |                             | 2014.12.31    |                         |                             |
|--------------------------|---------------|-------------------------|-----------------------------|---------------|-------------------------|-----------------------------|
|                          | 2015.12.31    |                         |                             | 2014.12.31    |                         |                             |
|                          | 账面余额          | 坏账准备                    | 计提比例                        | 账面余额          | 坏账准备                    | 计提比例                        |
|                          | Book Balance  | Provision for Bad Debts | Proportion of Provision (%) | Book Balance  | Provision for Bad Debts | Proportion of Provision (%) |
| 1 年以内<br>Within One Year | 53,650,227.76 | 2,682,511.39            | 5.00%                       | 45,297,342.99 | 2,264,867.16            | 5.00%                       |
| 1-2 年<br>1-2 Years       | 950,506.03    | 95,050.60               | 10.00%                      | 464,997.10    | 46,499.70               | 10.00%                      |
| 2-3 年<br>2-3 Years       | 11,260.60     | 3,378.18                | 30.00%                      | 26,632.00     | 7,989.60                | 30.00%                      |
| 3-4 年<br>3-4 Years       | 1,192.00      | 596.00                  | 50.00%                      | .....         | .....                   | .....                       |
| 合计<br>Total              | 54,613,186.39 | 2,781,536.17            | 5.09%                       | 45,788,972.09 | 2,319,356.46            | 5.07%                       |

—应收账款坏账准备的计提标准详见附注三。

—本期计提、收回或转回的坏账准备情况：本期计提坏账准备金额 1,233,154.30 元。

—期末单项金额虽不重大但单独进行减值测试的应收账款坏账准备计提：

—The criteria for withdrawing provision for bad debts from receivables are shown in Note III.

—Bad debt provision withdrawn, recovered or reversed in the current period: The bad debt provision withdrawn in the current period is RMB1, 233,154.30.

—Bad debt provision of receivables which closing single amount is not significant but which are tested on impairment separately:

| 应收账款内容                     | 账面余额         | 坏账金额                | 计提比例                        | 理由                                                           |
|----------------------------|--------------|---------------------|-----------------------------|--------------------------------------------------------------|
| Contents of Receivables    | Book Balance | Amount of Bad Debts | Proportion of Provision (%) | Reason                                                       |
| 零星客户<br>Sporadic customers | 5,680.86     | 5,680.86            | 100.00%                     | 无法收回，全额计提<br>Unable to be recovered, withdraw in full amount |
| 合计<br>Total                | 5,680.86     | 5,680.86            | --                          | --                                                           |



—本报告期因为无法收回实际核销的应收账款金额为 765,293.73 元，均非关联交易产生。

—The amount of receivables unable to be recovered for actual verification in this reporting period is RMB765, 293.73, which were incurred in non-affiliated transactions.

—截至 2015 年 12 月 31 日，应收账款前五名情况：

—As of December 31, 2015, the information of the top five receivables was as follows:

| 序号<br>S.N.  | 与本公司的关系<br>Relationship with the Company | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例%<br>Proportion % | 坏账准备<br>Provision for Bad Debts |
|-------------|------------------------------------------|--------------------------|--------------------------|---------------------|---------------------------------|
| 1           | 非关联方<br>Non-Related Party                | 16,738,924.57            | 1 年以内<br>Within one year | 30.65               | 836,946.23                      |
| 2           | 非关联方<br>Non-Related Party                | 6,797,265.00             | 1 年以内<br>Within one year | 12.44               | 339,863.25                      |
| 3           | 非关联方<br>Non-Related Party                | 1,995,368.51             | 1 年以内<br>Within one year | 3.65                | 99,768.43                       |
| 4           | 非关联方<br>Non-Related Party                | 1,588,313.14             | 1 年以内<br>Within one year | 2.91                | 79,415.66                       |
| 5           | 非关联方<br>Non-Related Party                | <del>1,317,993.80</del>  | 1 年以内<br>Within one year | <del>2.41</del>     | <del>65,899.69</del>            |
| 合计<br>Total |                                          | <u>28,437,865.02</u>     |                          | <u>52.06</u>        | <u>1,421,893.26</u>             |

—截至 2015 年 12 月 31 日，应收账款中不存在应收持公司 5%（含 5%）以上表决权股份的股东或其他关联方的款项。

—As of December 31, 2015, there was no account of the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in the accounts receivable.

#### 4、预付款项

#### 4. Advance Payments



| 账龄<br>Aging              | <u>2015.12.31</u><br><u>2015.12.31</u> |                     | <u>2014.12.31</u><br><u>2014.12.31</u> |                     |
|--------------------------|----------------------------------------|---------------------|----------------------------------------|---------------------|
|                          | <u>金额</u>                              | <u>比例%</u>          | <u>金额</u>                              | <u>比例%</u>          |
|                          | <u>Amount</u>                          | <u>Proportion %</u> | <u>Amount</u>                          | <u>Proportion %</u> |
| 1 年以内<br>Within One Year | 32,571,583.32                          | 98.10               | 37,190,915.01                          | 98.79               |
| 1-2 年<br>1-2 Years       | 308,658.24                             | 0.93                | 131,014.43                             | 0.35                |
| 2-3 年<br>2-3 Years       | 511.00                                 | 0.00                | 323,397.34                             | 0.86                |
| 3-4 年<br>3-4 Years       | 323,397.34                             | 0.97                | -----                                  | -----               |
| 合计<br>Total              | <u>33,204,149.90</u>                   | <u>100.00</u>       | <u>37,645,326.78</u>                   | <u>100.00</u>       |

—截至 2015 年 12 月 31 日，预付款项前五名情况：

—As of December 31, 2015, the information of the top five advance payments was as follows:

| 序号<br>S.N. | 与本公司关系<br>Relationship with the Company | <u>2015.12.31</u><br><u>2015.12.31</u> | 账龄<br>Aging              | <u>比例%</u><br><u>Proportion %</u> | 款项性质<br>Nature of Amount     |
|------------|-----------------------------------------|----------------------------------------|--------------------------|-----------------------------------|------------------------------|
| 1          | 非关联方<br>Non-Related Party               | 12,352,882.47                          | 1 年以内<br>Within one year | 37.20                             | 材料款<br>Payment for materials |
| 2          | 非关联方<br>Non-Related Party               | 6,179,378.54                           | 1 年以内<br>Within one year | 18.61                             | 广告费<br>Advertising Expenses  |
| 3          | 非关联方                                    | 4,800,000.01                           | 1 年以内                    | 14.46                             | 形象使用费                        |



| 序号<br>S.N.  | 与本公司关系<br>Relationship with the Company | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例 %<br>Proportion % | 款项性质<br>Nature of Amount         |
|-------------|-----------------------------------------|--------------------------|--------------------------|----------------------|----------------------------------|
|             | Non-Related Party                       |                          | Within one year          |                      | Image fee                        |
| 4           | 非关联方<br>Non-Related Party               | 2,563,918.89             | 1 年以内<br>Within one year | 7.72                 | 材料款<br>Payment for materials     |
| 5           | 非关联方<br>Non-Related Party               | 940,477.74               | 1 年以内<br>Within one year | 2.83                 | 住宿费<br>Accommodation expenses... |
| 合计<br>Total |                                         | 26,836,657.65            |                          | 80.82                |                                  |

—截至 2015 年 12 月 31 日，预付款项中不存在预付持公司 5%（含 5%）以上表决权股份的股东或其他关联方的款项。

—As of December 31, 2015, there was no advance payment to the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in the advance payments.

## 5、应收利息

## 5. Interests Receivable

| 账龄<br>Aging                                | 2015.12.31<br>2015.12.31 | 比例 %<br>Proportion % | 2014.12.31<br>2014.12.31 | 比例 %<br>Proportion % |
|--------------------------------------------|--------------------------|----------------------|--------------------------|----------------------|
|                                            | 金额<br>Amount             |                      | 金额<br>Amount             |                      |
| 定期存款利息<br>Interests for Fixed Term Deposit | 28,819,887.18            | 93.71                | 28,902,830.28            | 100.00               |
| 理财产品利息<br>Interests for financial products | 1,932,831.05             | 6.29                 | -----                    | -----                |
| 合计<br>Total                                | 30,752,718.23            | 100                  | 28,902,830.28            | 100.00               |

—截至 2015 年 12 月 31 日，应收利息中不存在逾期未收回的利息。

—As of December 31, 2015, there was no interest overdue but not recovered in the interests receivable.

## 6、其他应收款

## 6. Other Receivables

| 类别<br>Category                                                                                                       | 2015.12.31   |                |                         |                |                    | 2014.12.31    |                |                         |                |                    |
|----------------------------------------------------------------------------------------------------------------------|--------------|----------------|-------------------------|----------------|--------------------|---------------|----------------|-------------------------|----------------|--------------------|
|                                                                                                                      | 账面余额         |                | 坏账准备                    |                | 账面价值<br>Book Value | 账面余额          |                | 坏账准备                    |                | 账面价值<br>Book Value |
|                                                                                                                      | Book Balance |                | Provision for Bad Debts |                |                    | Book Balance  |                | Provision for Bad Debts |                |                    |
|                                                                                                                      | 金额           | 比例(%)          | 金额                      | 比例(%)          |                    | 金额            | 比例(%)          | 金额                      | 比例(%)          |                    |
|                                                                                                                      | Amount       | Proportion (%) | Amount                  | Proportion (%) |                    | Amount        | Proportion (%) | Amount                  | Proportion (%) |                    |
| 单项金额重大并单项计提坏账准备的其他应收款<br>Other receivables which single amount is significant with single bad debt provision         | -            | -              | -                       | -              | -                  | -             | -              | -                       | -              | -                  |
| 按组合计提坏账准备的其他应收款<br>Other receivables which bad debts are provided by combination                                     | 9,193,317.07 | 100.00         | 1,160,486.65            | 12.62          | 8,032,830.42       | 11,055,159.53 | 100.00         | 1,766,129.18            | 15.98          | 9,289,030.35       |
| 其中：账龄组合<br>Including: Combination by Aging                                                                           | 9,193,317.07 | 100.00         | 1,160,486.65            | 12.62          | 8,032,830.42       | 11,055,159.53 | 100.00         | 1,766,129.18            | 15.98          | 9,289,030.35       |
| 合并范围内关联方组合<br>Combination of related parties within the scope of combination                                         | -            | -              | -                       | -              | -                  | -             | -              | -                       | -              | -                  |
| 单项金额虽不重大但单项计提坏账准备的其他应收款<br>Other receivables which single amount is insignificant but with single bad debt provision | -            | -              | -                       | -              | -                  | -             | -              | -                       | -              | -                  |
| 合计<br>Total                                                                                                          | 9,193,317.07 | 100.00         | 1,160,486.65            | 12.62          | 8,032,830.42       | 11,055,159.53 | 100.00         | 1,766,129.18            | 15.98          | 9,289,030.35       |



—组合中，按账龄分析法计提坏账准备的其他应收款：

—In the combination, other receivables with provision for bad debts withdrawn by the aging analysis approach were as follows:

| 账龄<br>Aging                | 2015.12.31           |                                 |                                     | 2014.12.31           |                                 |                                     |
|----------------------------|----------------------|---------------------------------|-------------------------------------|----------------------|---------------------------------|-------------------------------------|
|                            | 2015.12.31           |                                 |                                     | 2014.12.31           |                                 |                                     |
|                            | 账面余额<br>Book Balance | 坏账准备<br>Provision for Bad Debts | 计提比例<br>Proportion of Provision (%) | 账面余额<br>Book Balance | 坏账准备<br>Provision for Bad Debts | 计提比例<br>Proportion of Provision (%) |
| 1 年以内<br>Within One Year   | 7,309,217.88         | 365,460.90                      | 5.00%                               | 6,386,884.87         | 319,344.24                      | 5.00%                               |
| 1-2 年<br>1-2 Years         | 422,982.24           | 42,298.23                       | 10.00%                              | 1,776,957.56         | 177,695.75                      | 10.00%                              |
| 2-3 年<br>2-3 Years         | 283,152.73           | 84,945.82                       | 30.00%                              | 1,836,638.45         | 550,991.54                      | 30.00%                              |
| 3-4 年<br>3-4 Years         | 936,254.00           | 468,127.00                      | 50.00%                              | 438,977.59           | 219,488.80                      | 50.00%                              |
| 4-5 年<br>4-5 Years         | 210,277.60           | 168,222.08                      | 80.00%                              | 585,461.06           | 468,368.85                      | 80.00%                              |
| 5 年以上<br>More than 5 years | 31,432.62            | 31,432.62                       | 100.00%                             | 30,240.00            | 30,240.00                       | 100.00%                             |
| 合计<br>Total                | 9,193,317.07         | 1,160,486.65                    | 12.62%                              | 11,055,159.53        | 1,766,129.18                    | 15.98%                              |

—其他应收款坏账准备的计提标准详见附注三。

—The criteria for withdrawing provision for bad debts from other receivables are shown in Note III.

—本期计提、收回或转回的坏账准备情况：本期计提坏账准备金额 975,876.63 元。

—Bad debt provision withdrawn, recovered or reversed in the current period: The bad debt provision withdrawn in the current period is RMB975, 876.63.

—本报告期因为无法收回实际核销的其他应收款金额为 1,581,519.16 元，均非关联交易产生。

—The amount of other receivables unable to be recovered for actual verification in this reporting period is RMB1, 581,519.16, which were incurred in non-affiliated transactions.

—截至 2015 年 12 月 31 日，其他应收款按款项性质分类列示如下：

—As of December 31, 2015, other receivables were classified and presented as following according to the nature of amount:

| 款项性质 | 2015.12.31 | 2014.12.31 |
|------|------------|------------|
|------|------------|------------|



| <u>Nature of Amount</u>       |                     |                      |
|-------------------------------|---------------------|----------------------|
| 保证金及押金<br>Margin and deposit  | 5,885,799.99        | 6,686,266.48         |
| 员工备用金<br>Employee Imprest     | 2,321,630.70        | 2,820,388.60         |
| 往来款<br>Current Account        | 540,543.02          | 988,733.12           |
| 代扣代缴款项<br>Withholding payment | 343,546.35          | 434,162.94           |
| 其他<br>Others                  | 101,797.01          | 125,608.39           |
| 合计<br>Total                   | <u>9,193,317.07</u> | <u>11,055,159.53</u> |

—截至 2015 年 12 月 31 日，其他应收款前五名情况：

—As of December 31, 2015, the information of the top five other receivables were as follows:

| <u>名称</u>                                                                            | <u>性质</u>                    | <u>2015.12.31</u> | <u>账龄</u>                | <u>比例%</u>          | <u>坏账准备</u>                    |
|--------------------------------------------------------------------------------------|------------------------------|-------------------|--------------------------|---------------------|--------------------------------|
| <u>Name</u>                                                                          | <u>Nature</u>                | <u>2015.12.31</u> | <u>Aging</u>             | <u>Proportion %</u> | <u>Provision for Bad Debts</u> |
| 上海新网迈广告传媒有限公司<br>Shanghai NIM Digital Co, Ltd.                                       | 押金<br>Deposit                | 600,000.00        | 1 年以内<br>Within one year | 6.53                | 30,000.00                      |
| 上海顺为广告传播有限公司<br>Shanghai Digital-S Advertising Communication Co., Ltd.               | 保证金<br>Margin                | 600,000.00        | 1 年以内<br>Within one year | 6.53                | 30,000.00                      |
| 广州市新御房地产开发有限公司广州第一分公司<br>Xinyu Real Estate Development Company Guangzhou No.1 Branch | 保证金及押金<br>Margin and deposit | 522,360.00        | 1 年以内<br>Within one year | 5.68                | 26,118.00                      |
| 珠海市金湾区总工会<br>Jinwan Federation of Trade Unions of Zhuhai                             | 保证金及押金<br>Margin and deposit | 500,000.00        | 3-4 年<br>3-4 Years       | 5.44                | 250,000.00                     |



| 名称<br>Name                                                       | 性质<br>Nature                 | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例%<br>Proportion % | 坏账准备<br>Provision for Bad Debts |
|------------------------------------------------------------------|------------------------------|--------------------------|--------------------------|---------------------|---------------------------------|
| 重庆京东海嘉电子商务有限公司<br>Chongqing Jingdong Haijia E-commerce Co., Ltd. | 保证金及押金<br>Margin and deposit | 300,000.00               | 1 年以内<br>Within one year | 3.26                | 15,000.00                       |
| 合计<br>Total                                                      |                              | 2,522,360.00             |                          | 27.44               | 351,118.00                      |

—截至 2015 年 12 月 31 日，其他应收款中不存在应收持公司 5%（含 5%）以上表决权股份的股东或其他关联方的款项。

—As of December 31, 2015, there was no account receivable from the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in other receivables.

## 7、存货

## 7. Inventory

| 项目<br>Item                                                                 | 2015.12.31<br>2015.12.31 |                        |                | 2014.12.31<br>2014.12.31 |                        |                |
|----------------------------------------------------------------------------|--------------------------|------------------------|----------------|--------------------------|------------------------|----------------|
|                                                                            | 账面余额                     | 跌价准备                   | 账面价值           | 账面余额                     | 跌价准备                   | 账面价值           |
|                                                                            | Book Balance             | Falling Price Reserves | Book Value     | Book Balance             | Falling Price Reserves | Book Value     |
| 产成品<br>Finished Products                                                   | 201,811,706.26           | 2,209,177.69           | 199,602,528.57 | 142,555,286.77           | 17,789,675.15          | 124,765,611.62 |
| 原材料<br>First-in first-out method is adopted for claiming and releasing the | 85,829,425.76            | -                      | 85,829,425.76  | 71,228,382.38            | -                      | 71,228,382.38  |
| 半成品<br>Semi-finished Products                                              | 8,342,967.79             | -                      | 8,342,967.79   | 18,962,754.30            | -                      | 18,962,754.30  |
| 包装材料<br>Packing material                                                   | 7,933,220.10             | -                      | 7,933,220.10   | 5,890,555.42             | 146,954.45             | 5,743,600.97   |
| 委托代销产品<br>Products entrusted for                                           | 3,396,335.40             | -                      | 3,396,335.40   | 5,754,259.55             | 63,472.40              | 5,690,787.15   |





| 项目<br>Item                     | <u>2015.12.31</u><br><u>2015.12.31</u> |                        |                       | <u>2014.12.31</u><br><u>2014.12.31</u> |                        |                       |
|--------------------------------|----------------------------------------|------------------------|-----------------------|----------------------------------------|------------------------|-----------------------|
|                                | 账面余额                                   | 跌价准备                   | 账面价值                  | 账面余额                                   | 跌价准备                   | 账面价值                  |
|                                | Book Balance                           | Falling Price Reserves | Book Value            | Book Balance                           | Falling Price Reserves | Book Value            |
| sale                           |                                        |                        |                       |                                        |                        |                       |
| 低值易耗品<br>Low Value Consumables | 4,233,387.59                           | -----                  | 4,233,387.59          | 2,917,278.01                           | 14,122.14              | 2,903,155.87          |
| 合计<br>Total                    | <u>311,547,042.90</u>                  | <u>2,209,177.69</u>    | <u>309,337,865.21</u> | <u>247,308,516.43</u>                  | <u>18,014,224.14</u>   | <u>229,294,292.29</u> |

—存货跌价准备明细如下:

—The details of inventory falling price reserves were as follows:

| 项目<br>Item                            | <u>2014.12.31</u><br><u>2014.12.31</u> | 本期增加<br>Increase in the Current Period | 本期减少<br>Decrease in the Current Period |                      | <u>2015.12.31</u><br><u>2015.12.31</u> |
|---------------------------------------|----------------------------------------|----------------------------------------|----------------------------------------|----------------------|----------------------------------------|
|                                       |                                        |                                        | 转回<br>Reverse                          | 转销<br>Resale         |                                        |
|                                       |                                        |                                        |                                        |                      |                                        |
| 产成品<br>Finished Products              | 17,789,675.15                          | 2,212,346.50                           | -                                      | 17,792,843.96        | 2,209,177.69                           |
| 包装材料<br>Packing material              | 146,954.45                             | -                                      | -                                      | 146,954.45           | -                                      |
| 委托代销产品<br>Products entrusted for sale | 63,472.40                              | -                                      | -                                      | 63,472.40            | -                                      |
| 低值易耗品<br>Low Value Consumables        | 14,122.14                              | -----                                  | -----                                  | 14,122.14            | -----                                  |
| 合计<br>Total                           | <u>18,014,224.14</u>                   | <u>2,212,346.50</u>                    | <u>---</u>                             | <u>18,017,392.95</u> | <u>2,209,177.69</u>                    |

——公司于报告期末对存货进行减值测试,根据成本与可变现净值孰低原则,按照成本高于可变现净值的金额计提了存货跌价准备。

——The Company had an impairment test on the inventory at the end of the reporting period. According to the principle of the lower of the cost and the net realizable value, the inventory falling price reserves were withdrawn at the amount of cost higher than the net realizable

——公司期末对已销售的库存商品及已领用原材料所对应的跌价准备进行了转销。

## 8、其他流动资产

| 项目<br>Item                            | 2015.12.31       | 2014.12.31   |
|---------------------------------------|------------------|--------------|
| 待抵扣进项税额<br>Input Tax to be Deducted   | 1,897,844.07     | 5,051,768.39 |
| 多缴纳所得税<br>Income Tax Paid Excessively | 11,499,167.27    | -            |
| 理财产品<br>Financing Products            | 1,230,000,000.00 | -            |
| 合计<br>Total                           | 1,243,397,011.34 | 5,051,768.39 |

其他流动资产 2015 年 12 月 31 日余额比 2014 年 12 月 31 日余额增加 1,238,345,242.95 元,幅度为 24,513.10%, 主要系理财产品增加及多缴纳所得税所致。

## 9、可供出售金融资产

—可供出售金融资产情况

value.

——The Company had written off the falling price reserves corresponding to the sold goods in stock and requisitioned raw materials at the end of the reporting period.

## 8. Other Current Assets

The balance of other current assets on December 31, 2015 was RMB1, 238,345,242.95 more than that on December 31, 2014, which was increased by 24,513.10% and mainly due to the increase in financial products and income tax paid excessively.

## 9. Available-for-sale Financial Assets

— Available-for-sale financial assets

| 项目<br>Item                                          | 2015.12.31<br>2015.12.31 |                          |                | 2014.12.31<br>2014.12.31 |                          |               |
|-----------------------------------------------------|--------------------------|--------------------------|----------------|--------------------------|--------------------------|---------------|
|                                                     | 账面余额                     | 减值准备                     | 账面价值           | 账面余额                     | 减值准备                     | 账面价值          |
|                                                     | Book Balance             | Provision for Impairment | Book Value     | Book Balance             | Provision for Impairment | Book Value    |
| 可供出售债务工具<br>Debt Instruments Available-for-Sale     | -                        | -                        | -              | -                        | -                        | -             |
| 可供出售权益工具:<br>Available-for-sale equity instruments: | 371,816,616.00           | -                        | 371,816,616.00 | 20,880,616.00            | -                        | 20,880,616.00 |



|                                               |                       |       |                       |                      |       |                      |
|-----------------------------------------------|-----------------------|-------|-----------------------|----------------------|-------|----------------------|
| 其中：按成本计量<br>Including: those measured at cost | 371,816,616.00        | -     | 371,816,616.00        | 20,880,616.00        | -     | 20,880,616.00        |
| 其他<br>Others                                  | 191,390,998.81        | ----- | 191,390,998.81        | -----                | ----- | -----                |
| 合计<br>Total                                   | <u>563,207,614.81</u> | ====  | <u>563,207,614.81</u> | <u>20,880,616.00</u> | ====  | <u>20,880,616.00</u> |

—期末按成本计量的可供出售金融资产

—Closing available-for-sale financial assets measured at cost

| 被投资单位<br>Invested Equity                                                                                              | 账面余额<br>Book Balance |                   |                | 减值准备<br>Provision for Impairment |                   |            | 在被投资单位<br>持股比例<br>Shareholding<br>Ratio in<br>Invested<br>Entities | 现金红利<br>Cash<br>Dividend |
|-----------------------------------------------------------------------------------------------------------------------|----------------------|-------------------|----------------|----------------------------------|-------------------|------------|--------------------------------------------------------------------|--------------------------|
|                                                                                                                       | 2014.12.31           | 增减变动              | 2015.12.31     | 2014.12.31                       | 增减变动              | 2015.12.31 |                                                                    |                          |
|                                                                                                                       | 2014.12.31           | Increase/Decrease | 2015.12.31     | 12/31/2014                       | Increase/Decrease | 2015.12.31 |                                                                    |                          |
| 深圳市鹏鼎创盈金融信息服务股份有限公司<br>Shenzhen Pengding Chuangying Financial Information Service Co., Ltd.                           | 20,000,000.00        | -                 | 20,000,000.00  | -                                | -                 | -          | 3.7895%                                                            | -                        |
| 安徽携泰健康产业股份有限公司<br>Anhui Xietai Health industry Co.,Ltd.                                                               | 880,616.00           | -                 | 880,616.00     | -                                | -                 | -          | 4.98%                                                              | 747,000.00               |
| 广州广发信德一期健康产业投资企业（有限合伙）<br>Guangzhou Guagnfa Xinde Phase I Health Industry Investment Enterprise (Limited Partnership) | -                    | 60,000,000.00     | 60,000,000.00  | -                                | -                 | -          | 19.87%                                                             | -                        |
| 深圳市有棵树科技股份有限公司<br>Shenzhen Youkeshu Science & Technology Co., Ltd.                                                    | -                    | 160,000,000.00    | 160,000,000.00 | -                                | -                 | -          | 10.00%                                                             | -                        |
| 北京极简时代软件科技有限公司<br>Beijing Jeejen Times Software Technology Co., Ltd.                                                  | -                    | 40,000,000.00     | 40,000,000.00  | -                                | -                 | -          | 10.00%                                                             | -                        |
| 珠海市蓝海之略医疗股份有限公司<br>Zhuhai Blue Ocean Strategy Medical Co., Ltd.                                                       | -                    | 26,000,000.00     | 26,000,000.00  | -                                | -                 | -          | 2.00%                                                              | -                        |

| 被投资单位<br>Invested Equity | 账面余额<br>Book Balance |                   |                | 减值准备<br>Provision for Impairment |                   |            | 在被投资单位<br>持股比例                                   | 现金红利             |
|--------------------------|----------------------|-------------------|----------------|----------------------------------|-------------------|------------|--------------------------------------------------|------------------|
|                          | 2014.12.31           | 增减变动              | 2015.12.31     | 2014.12.31                       | 增减变动              | 2015.12.31 | Shareholding<br>Ratio in<br>Invested<br>Entities | Cash<br>Dividend |
|                          | 2014.12.31           | Increase/Decrease | 2015.12.31     | 12/31/2014                       | Increase/Decrease | 2015.12.31 |                                                  |                  |
| KangSeed Technology Ltd  | -----                | 64,936,000.00     | 64,936,000.00  | -----                            | -----             | -----      | 4.52%                                            | -----            |
| 合计<br>Total              | 20,880,616.00        | 350,936,000.00    | 371,816,616.00 | ==                               | ==                | ==         | --                                               | 747,000.00       |

—其他是期限在 1 年以上的理财产品。

—截至 2015 年 12 月 31 日，公司未发现需计提减值准备的情况。

#### 10、长期股权投资

—Others were financial products with the term of validity over 1 year.

—As of December 31, 2015, the Company had not found any situation with the provision for impairment to be withdrawn.

#### 10. Long-term Equity Investment

| 被投资单位<br>Invested Equity                                                       | <u>2014.12.31</u><br><u>2014.12.31</u> | 本期增减变动<br>Increases and Decreases of the Current Period |                       |                                                                         |                                                    |                                |                                                            |                                            |        | <u>2015.12.31</u><br><u>2015.12.31</u> | 减值准备期末<br>余额<br>Closing<br>balance of<br>impairment<br>reserves |
|--------------------------------------------------------------------------------|----------------------------------------|---------------------------------------------------------|-----------------------|-------------------------------------------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------------------------------|--------------------------------------------|--------|----------------------------------------|-----------------------------------------------------------------|
|                                                                                |                                        | 追加投资                                                    | 减少投资                  | 权益法下确认的投<br>资损益                                                         | 其他综合收益调<br>整                                       | 其他权益<br>变动                     | 宣告发放现金<br>股利或利润                                            | 计提减值准<br>备                                 | 其他     |                                        |                                                                 |
|                                                                                |                                        | Additional<br>Investment                                | Reduced<br>Investment | Investment Profits<br>and Losses<br>Recognized under<br>Equity Approach | Adjustment to<br>Other<br>Comprehensive<br>Incomes | Variation in Other<br>Equities | Declared<br>distribution of<br>cash dividends<br>or profit | Provision of<br>reserves for<br>impairment | Others |                                        |                                                                 |
| 联营企业情况<br>Information of affiliated enterprises                                |                                        |                                                         |                       |                                                                         |                                                    |                                |                                                            |                                            |        |                                        |                                                                 |
| 深圳市倍泰健康测<br>量分析技术有限公司<br>Shenzhen Beitai<br>Health Measurement<br>and Analysis | 20,000,000.00                          | 80,000,000.00                                           | -                     | 5,863,877.52                                                            | -                                                  | -                              | -                                                          | -                                          | -      | 105,863,877.52                         | -                                                               |

|                                                                 |               |                |       |               |       |       |       |       |       |                |       |
|-----------------------------------------------------------------|---------------|----------------|-------|---------------|-------|-------|-------|-------|-------|----------------|-------|
| Technology Co. Ltd.                                             |               |                |       |               |       |       |       |       |       |                |       |
| 北京桃谷科技有限公司<br>Beijing Taogu Science & Technology Co., Ltd.      | -             | 15,000,000.00  | -     | -2,389,939.70 | -     | -     | -     | -     | -     | 12,610,060.30  | -     |
| 上海凡迪生物科技有限公司<br>Shanghai Find Bio-Tech Co., Ltd.                | -             | 87,600,000.00  | -     | -590,885.21   | -     | -     | -     | -     | -     | 87,009,114.79  | -     |
| 上海臻鼎电脑科技有限公司<br>Shanghai Zhending Computer Technology Co., Ltd. | -----         | 24,000,000.00  | ----- | -1,014,748.11 | ----- | ----- | ----- | ----- | ----- | 22,985,251.89  | ----- |
| 合计<br>Total                                                     | 20,000,000.00 | 206,600,000.00 | ---   | 1,868,304.50  | ---   | ---   | ---   | ---   | ---   | 228,468,304.50 | ---   |

### 11、投资性房地产

—采用成本计量模式的投资性房地产

### 11. Investment Properties

—Investment properties with cost measurement model

| 项目<br>Item                                    | 房屋、建筑物<br>Housing, Buildings | 土地使用权<br>Land Use Right | 合计<br>Total   |
|-----------------------------------------------|------------------------------|-------------------------|---------------|
| 一、账面原值<br>I. Original Book Value              |                              |                         |               |
| 1.2014.12.31                                  | 8,506,338.25                 | -                       | 8,506,338.25  |
| 2.本期增加金额<br>2. Increase in the Current Period | 70,956,329.82                | -                       | 70,956,329.82 |
| (1) 外购                                        | -                            | -                       | -             |



| 项目<br>Item                                                   | 房屋、建筑物<br>Housing, Buildings | 土地使用权<br>Land Use Right | 合计<br>Total   |
|--------------------------------------------------------------|------------------------------|-------------------------|---------------|
| (1) Out-sourcing                                             |                              |                         |               |
| (2) 固定资产转入<br>(2) Transfer-in of fixed assets                | 70,956,329.82                | -                       | 70,956,329.82 |
| 3.本期减少金额<br>3. Decrease in the Current Period                | -                            | -                       | -             |
| (1) 处置<br>(1) Disposal                                       | -                            | -                       | -             |
| (2) 其他转出<br>(2) Other transfer-outs                          | -                            | -                       | -             |
| 4.2015.12.31                                                 | 79,462,668.07                | -                       | 79,462,668.07 |
| 二、累计折旧和累计摊销<br>II. Accumulated Depreciation and Amortization |                              |                         |               |
| 1.2014.12.31                                                 | 565,073.59                   | -                       | 565,073.59    |
| 2.本期增加金额<br>2. Increase in the Current Period                | 4,114,710.80                 | -                       | 4,114,710.80  |
| (1) 计提或摊销<br>(1) Provision or amortization                   | 1,149,292.82                 | -                       | 1,149,292.82  |
| (2) 累计折旧转入<br>(2) Accumulated depreciation transfer-in       | 2,965,417.98                 | -                       | 2,965,417.98  |
| 3.本期减少金额<br>3. Decrease in the Current Period                | -                            | -                       | -             |



| 项目<br>Item                                     | 房屋、建筑物<br>Housing, Buildings | 土地使用权<br>Land Use Right | 合计<br>Total  |
|------------------------------------------------|------------------------------|-------------------------|--------------|
| (1) 处置<br>(1) Disposal                         | -                            | -                       | -            |
| (2) 其他转出<br>(2) Other transfer-outs            | -                            | -                       | -            |
| 4.2015.12.31                                   | 4,679,784.39                 | -                       | 4,679,784.39 |
| 三、减值准备<br>III. Provision for Impairment        |                              |                         |              |
| 1.2014.12.31                                   | -                            | -                       | -            |
| 2. 本期增加金额<br>2. Increase in the Current Period | -                            | -                       | -            |
| (1) 计提<br>(1) Provision                        | -                            | -                       | -            |
| 3、本期减少金额<br>3. Decrease in the Current Period  | -                            | -                       | -            |
| (1) 处置<br>(1) Disposal                         | -                            | -                       | -            |
| (2) 其他转出<br>(2) Other transfer-outs            | -                            | -                       | -            |
| 4.2015.12.31                                   | -                            | -                       | -            |
| 四、账面价值<br>IV. Book Value                       |                              |                         |              |





| 项目<br>Item | 房屋、建筑物<br>Housing, Buildings | 土地使用权<br>Land Use Right | 合计<br>Total   |
|------------|------------------------------|-------------------------|---------------|
| 2015.12.31 | 74,782,883.68                | -                       | 74,782,883.68 |
| 2014.12.31 |                              |                         |               |

—未办妥产权证书的投资性房地产情况：

—Investment properties with ownership certificates not handled completely:

| 项目<br>Item                                                                                         | 账面价值<br>Book Value | 未办妥产权证书的原因<br>(2)Reason about why certificate of property has not been yet completed |
|----------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|
| 开福万达广场 C 区 1 号写字楼 103 号房<br>Room 103, #1 Office Building, Wanda Plaza C Area, Kaifu District       | 7,444,305.06       | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 开福区芙蓉中路一段 416 号泊富商业广场 1035<br>1035, Pomp Plaza, No.416, Furongzhong Road Section I, Kaifu District | 5,091,784.97       | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 开福区芙蓉中路一段 416 号泊富商业广场 1036<br>1036, Pomp Plaza, No.416, Furongzhong Road Section I, Kaifu District | 4,960,315.78       | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 成都浣花香商铺<br>Huanhuaxiang Shops in Chengdu                                                           | 4,871,032.09       | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 昆明万达广场<br>Kunming Wanda Plaza                                                                      | 8,385,708.80       | 相关部门审核中<br>Being examined and approved by relevant authority                         |

## 12、固定资产及累计折旧

## 12. Fixed Assets and Accumulated Depreciation

| 项目 | 房屋建筑物及配套设施 | 机器设备 | 办公及电子设备 | 运输设备 | 合计 |
|----|------------|------|---------|------|----|
|----|------------|------|---------|------|----|



| Item                                              | Buildings and Auxiliary Facilities | Machinery Equipment | Office and Electronic Equipment | Transportation Equipment | Total          |
|---------------------------------------------------|------------------------------------|---------------------|---------------------------------|--------------------------|----------------|
| 一、账面原值：<br>I. Original Book Value:                |                                    |                     |                                 |                          |                |
| 2014.12.31                                        | 329,526,613.26                     | 132,031,204.97      | 47,028,286.45                   | 19,529,145.49            | 528,115,250.17 |
| 本期增加额<br>Increase in the Current Period           | 103,069,443.70                     | 49,768,389.88       | 30,877,064.91                   | 1,393,672.65             | 185,108,571.14 |
| 其中：购置<br>Including: Purchase                      | 8,385,708.80                       | 9,466,294.00        | 29,259,214.38                   | 1,393,672.65             | 48,504,889.83  |
| 在建工程转入<br>Transfer from Constructions in Progress | 94,683,734.90                      | 40,302,095.88       | 1,617,850.53                    | -                        | 136,603,681.31 |
| 本期减少额<br>Decrease in the Current Period           | 71,122,329.82                      | 532,657.23          | 3,631,437.30                    | 4,552.86                 | 75,290,977.21  |
| 其中：处置或报废<br>Including: Disposal or Scrap          | 166,000.00                         | 532,657.23          | 3,631,437.30                    | 4,552.86                 | 4,334,647.39   |
| 转投资性房地产<br>Transfer to Investment Properties      | 70,956,329.82                      | -                   | -                               | -                        | 70,956,329.82  |
| 2015.12.31                                        | 361,473,727.14                     | 181,266,937.62      | 74,273,914.06                   | 20,918,265.28            | 637,932,844.10 |
| 二、累计折旧<br>II. Accumulated Depreciation            |                                    |                     |                                 |                          |                |
| 2014.12.31                                        | 33,576,116.46                      | 29,581,522.24       | 24,411,528.10                   | 11,552,170.56            | 99,121,337.36  |
| 本期增加额                                             | 14,479,922.47                      | 16,142,164.29       | 14,795,129.71                   | 2,896,608.55             | 48,313,825.02  |



| 项目<br>Item                                   | 房屋建筑物及配套设施<br>Buildings and Auxiliary Facilities | 机器设备<br>Machinery Equipment | 办公及电子设备<br>Office and Electronic Equipment | 运输设备<br>Transportation Equipment | 合计<br>Total    |
|----------------------------------------------|--------------------------------------------------|-----------------------------|--------------------------------------------|----------------------------------|----------------|
| Increase in the Current Period               |                                                  |                             |                                            |                                  |                |
| 其中：计提<br>Including: Provision                | 14,479,922.47                                    | 16,142,164.29               | 14,795,129.71                              | 2,896,608.55                     | 48,313,825.02  |
| 本期减少额<br>Decrease in the Current Period      | 3,017,986.57                                     | 232,660.51                  | 3,126,756.11                               | 3,044.93                         | 6,380,448.12   |
| 其中：处置或报废<br>Including: Disposal or Scrap     | 52,568.59                                        | 232,660.51                  | 3,126,756.11                               | 3,044.93                         | 3,415,030.14   |
| 转投资性房地产<br>Transfer to Investment Properties | 2,965,417.98                                     | -                           | -                                          | -                                | 2,965,417.98   |
| 2015.12.31                                   | 45,038,052.36                                    | 45,491,026.02               | 36,079,901.70                              | 14,445,734.18                    | 141,054,714.26 |
| 三、减值准备<br>III. Provision for Impairment      |                                                  |                             |                                            |                                  |                |
| 2014.12.31                                   | -                                                | 245,596.27                  | -                                          | -                                | 245,596.27     |
| 本期增加额<br>Increase in the Current Period      | -                                                | -                           | -                                          | -                                | -              |
| 其中：计提<br>Including: Provision                | -                                                | -                           | -                                          | -                                | -              |
| 本期减少额<br>Decrease in the Current Period      | -                                                | 132,040.02                  | -                                          | -                                | 132,040.02     |

| 项目<br>Item                               | 房屋建筑物及配套设施<br>Buildings and Auxiliary Facilities | 机器设备<br>Machinery Equipment | 办公及电子设备<br>Office and Electronic Equipment | 运输设备<br>Transportation Equipment | 合计<br>Total           |
|------------------------------------------|--------------------------------------------------|-----------------------------|--------------------------------------------|----------------------------------|-----------------------|
| 其中：处置或报废<br>Including: Disposal or Scrap | -                                                | 132,040.02                  | -                                          | -                                | 132,040.02            |
| 2015.12.31                               | =                                                | <u>113,556.25</u>           | =                                          | =                                | <u>113,556.25</u>     |
| 四、账面价值<br>IV. Book Value                 |                                                  |                             |                                            |                                  |                       |
| 2015.12.31                               | <u>316,435,674.78</u>                            | <u>135,662,355.35</u>       | <u>38,194,012.36</u>                       | <u>6,472,531.10</u>              | <u>496,764,573.59</u> |
| 2014.12.31                               | <u>295,950,496.80</u>                            | <u>102,204,086.46</u>       | <u>22,616,758.35</u>                       | <u>7,976,974.93</u>              | <u>428,748,316.54</u> |

—未办妥产权证书的固定资产情况

—Fixed assets with ownership certificates not handled completely

| 项目<br>Item                                             | 账面价值<br>Book Value | 未办妥产权证书的原因<br>(2)Reason about why certificate of property has not been yet completed |
|--------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|
| 北京办事处房产<br>Properties of Beijing Office                | 19,393,995.19      | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 沈阳办事处房产<br>Properties of Shenyang Office               | 3,358,938.50       | 相关部门审核中<br>Being examined and approved by relevant authority                         |
| 立体成品库<br>Three-dimensional Finished products Warehouse | 44,591,529.51      | 相关部门审核中<br>Being examined and approved by relevant authority                         |

### 13、在建工程

—在建工程情况

### 13. Construction in Process

—Construction in Process

| 项目<br>Item                                                               | <u>2015.12.31</u>    |                                     |                    | <u>2014.12.31</u>    |                                     |                    |
|--------------------------------------------------------------------------|----------------------|-------------------------------------|--------------------|----------------------|-------------------------------------|--------------------|
|                                                                          | <u>2015.12.31</u>    |                                     |                    | <u>2014.12.31</u>    |                                     |                    |
|                                                                          | 账面余额<br>Book Balance | 减值准备<br>Provision for<br>Impairment | 账面价值<br>Book Value | 账面余额<br>Book Balance | 减值准备<br>Provision for<br>Impairment | 账面价值<br>Book Value |
| 4#厂房项目<br>4# Plant Project                                               | 103,315,482.21       | -                                   | 103,315,482.21     | 40,278,884.18        | -                                   | 40,278,884.18      |
| 待安装设备<br>Equipment to be Installed                                       | 14,441,976.77        | -                                   | 14,441,976.77      | 19,445,819.85        | -                                   | 19,445,819.85      |
| 软胶囊三号车间<br>No.3 Workshop of Soft Capsules                                | -                    | -                                   | -                  | 11,151,097.90        | -                                   | 11,151,097.90      |
| 模具项目<br>Mold Project                                                     | 9,134,976.79         | -                                   | 9,134,976.79       | 8,800,000.00         | -                                   | 8,800,000.00       |
| 机修房工程<br>Machine Room Engineering                                        | 1,929,175.00         | -                                   | 1,929,175.00       | -                    | -                                   | -                  |
| 信息系统技术改造项目<br>Information System Technological<br>Transformation Project | 4,146,678.84         | -                                   | 4,146,678.84       | 5,426,640.69         | -                                   | 5,426,640.69       |
| 直营店项目<br>Direct-sale Store Project                                       | 36,866,508.40        | -                                   | 36,866,508.40      | 64,132,706.40        | -                                   | 64,132,706.40      |
| 空调水蓄冷项目<br>Air Conditioning Water Cooling<br>Project                     | 3,635,000.00         | -                                   | 3,635,000.00       | -                    | -                                   | -                  |
| 佰健大楼工程<br>BY-HEALTH Building Engineering                                 | 24,489,224.91        | -                                   | 24,489,224.91      |                      |                                     |                    |
| 其他工程<br>Other Engineering                                                | 2,150,297.30         | -----                               | 2,150,297.30       | 1,331,038.52         | -----                               | 1,331,038.52       |

| 项目<br>Item | 2015.12.31     |                          |                | 2014.12.31     |                          |                |
|------------|----------------|--------------------------|----------------|----------------|--------------------------|----------------|
|            | 2015.12.31     |                          |                | 2014.12.31     |                          |                |
|            | 账面余额           | 减值准备                     | 账面价值           | 账面余额           | 减值准备                     | 账面价值           |
|            | Book Balance   | Provision for Impairment | Book Value     | Book Balance   | Provision for Impairment | Book Value     |
| 合计         | 200,109,320.22 | -                        | 200,109,320.22 | 150,566,187.54 | -                        | 150,566,187.54 |
| Total      |                |                          |                |                |                          |                |

—在建工程变动情况

—Changes in construction in process

| 项目名称<br>Items                                                                       | 预算数<br>Budget Amount | 期初数<br>Opening Amount | 本期增加<br>Increase in the Current Period | 转入固定资产<br>Transferred-in Fixed Assets | 其他减少<br>Other Decrease | 工程投入占预算比例<br>Proportion of Project Investment to Budget | 工程进度<br>Project Progress | 利息资本化累计金额<br>Accumulated Amount of Capitalization of Interests | 其中：本期利息资本化金额<br>Including: Amount of capitalization of interests at the current year | 本期利息资本化率(%)<br>Interest Capitalization Rate in the Current Period (%) | 资金来源<br>Sources of Funds          | 期末数<br>Closing Amount |
|-------------------------------------------------------------------------------------|----------------------|-----------------------|----------------------------------------|---------------------------------------|------------------------|---------------------------------------------------------|--------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------|-----------------------|
| 直营店项目<br>Direct-sale Store Project                                                  | 64,132,706.40        | 64,132,706.40         | 102,788.09                             | 26,430,986.09                         | 938,000.00             | 100.16%                                                 | 98.70%                   | -                                                              | -                                                                                    | -                                                                     | 募集资金<br>Raised                    | 36,866,508.40         |
| 4# 厂房项目<br>4# Plant Project                                                         | 206,614,100.00       | 40,278,884.18         | 125,991,927.80                         | 62,955,329.77                         | -                      | 80.47%                                                  | 80.47%                   | -                                                              | -                                                                                    | -                                                                     | 募集资金<br>Raised                    | 103,315,482.21        |
| 信息系统技术改造项目—软件<br>Information System Technological Transformation Project --Software | 30,157,243.37        | 5,426,640.69          | 8,973,446.49                           | -                                     | 10,253,408.34          | 47.75%                                                  | 47.75%                   | -                                                              | -                                                                                    | -                                                                     | 自筹、募集资金<br>Self-funded and raised | 4,146,678.84          |

| 项目名称                                                                                    | 预算数              | 期初数               | 本期增加                              | 转入固定资产                         | 其他减少              | 工程投入<br>占预算比<br>例                                   | 工程进<br>度            | 利息资本化<br>累计金额                                              | 其中：本期利<br>息资本化金<br>额                                                                | 本期利息资本<br>化率(%)                                                    | 资金来源                                     | 期末数               |
|-----------------------------------------------------------------------------------------|------------------|-------------------|-----------------------------------|--------------------------------|-------------------|-----------------------------------------------------|---------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------|-------------------|
| Items                                                                                   | Budget<br>Amount | Opening<br>Amount | Increase in the<br>Current Period | Transferred-in<br>Fixed Assets | Other<br>Decrease | Proportion<br>of Project<br>Investment<br>to Budget | Project<br>Progress | Accumulated<br>Amount of<br>Capitalization<br>of Interests | Including:<br>Amount of<br>capitalization<br>of interests at<br>the current<br>year | Interest<br>Capitalization<br>Rate in the<br>Current Period<br>(%) | Sources of<br>Funds                      | Closing<br>Amount |
| 待安装设备<br>Equipment to<br>be Installed                                                   | 43,853,140.02    | 19,445,819.85     | 23,594,158.61                     | 28,598,001.69                  | -                 | 98.15%                                              | 98.15%              | -                                                          | -                                                                                   | -                                                                  | 自筹、募集<br>资金<br>Self-funded<br>and raised | 14,441,976.77     |
| 软胶囊三号车<br>间<br>No.3<br>Workshop of<br>Soft Capsules                                     | 16,955,213.67    | 11,151,097.9      | 6,938,944.27                      | 18,090,042.17                  | -                 | 106.69%                                             | 100.00%             | -                                                          | -                                                                                   | -                                                                  | 募集资金<br>Raised                           | -                 |
| 模具项目<br>Mold Project                                                                    | 9,134,976.79     | 8,800,000.00      | 334,976.79                        | -                              | -                 | 100.00%                                             | -                   | -                                                          | -                                                                                   | -                                                                  | 自筹<br>Self-funded                        | 9,134,976.79      |
| 其他工程<br>Other<br>Engineering                                                            | 5,143,756.10     | 1,331,038.52      | 3,447,811.87                      | -                              | 2,628,553.09      | 92.91%                                              | 92.91%              | -                                                          | -                                                                                   | -                                                                  | 自筹、募集<br>资金<br>Self-funded<br>and raised | 2,150,297.30      |
| 固体一车间净<br>化工程改造<br>Solid<br>Workshop I<br>Purification<br>Engineering<br>Reconstruction | 529,321.59       | -                 | 529,321.59                        | 529,321.59                     | -                 | 100.00%                                             | 100.00%             | -                                                          | -                                                                                   | -                                                                  | 自筹<br>Self-funded                        | -                 |
| 佰健大楼工程<br>BY-HEALTH<br>Building<br>Engineering                                          | 73,538,980.00    | -                 | 24,489,224.91                     | -                              | -                 | 33.30%                                              | 33.30%              | -                                                          | -                                                                                   | -                                                                  | 募集资金<br>Raised                           | 24,489,224.91     |



| 项目名称                                              | 预算数           | 期初数            | 本期增加                           | 转入固定资产                      | 其他减少           | 工程投入占预算比例                                  | 工程进度             | 利息资本化累计金额                                         | 其中：本期利息资本化金额                                                         | 本期利息资本化率(%)                                            | 资金来源             | 期末数            |
|---------------------------------------------------|---------------|----------------|--------------------------------|-----------------------------|----------------|--------------------------------------------|------------------|---------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------|------------------|----------------|
| Items                                             | Budget Amount | Opening Amount | Increase in the Current Period | Transferred-in Fixed Assets | Other Decrease | Proportion of Project Investment to Budget | Project Progress | Accumulated Amount of Capitalization of Interests | Including: Amount of capitalization of interests at the current year | Interest Capitalization Rate in the Current Period (%) | Sources of Funds | Closing Amount |
| 机修房工程<br>Machine Room Engineering                 | 2,450,000.00  | -              | 1,929,175.00                   | -                           | -              | 78.74%                                     | 78.74%           | -                                                 | -                                                                    | -                                                      | 募集资金<br>Raised   | 1,929,175.00   |
| 空调水蓄冷项目<br>Air Conditioning Water Cooling Project | 8,150,000.00  | -----          | 3,635,000.00                   | -----                       | -----          | 44.60%                                     | 44.60%           | -----                                             | -----                                                                | -----                                                  | 募集资金<br>Raised   | 3,635,000.00   |
| 合计<br>Total                                       |               | 150,566,187.54 | 199,966,775.42                 | 136,603,681.31              | 13,819,961.43  | --                                         | --               | ---                                               | ---                                                                  | ---                                                    | --               | 200,109,320.22 |

—其他减少主要是转入无形资产和长期待摊费用，直营店减少 938,000.00 元是开发商延期交房支付的违约金。

—公司于期末对各项在建工程进行检查，未发现存在因长期停建而需计提减值准备的情形，故未计提在建工程减值准备。

#### 14、无形资产

—Other decreases were mainly the transfer-in of intangible assets and long-term unamortized expenses. The decrease in direct-sale stores as RMB938, 000.00 was the liquidated damages paid by the developer for delay in delivery of property.

—The Company checked each item of construction in process at the end of the reporting period but did not find any circumstance to be impaired due to construction suspension for a long time. Therefore, the provision for impairment on construction in process was not withdrawn.

#### 14. Intangible Assets

| 项目   | 土地使用权          | 非专利技术             | 专利技术          | 软件系统            | 商标        | 实用新型          | 合计    |
|------|----------------|-------------------|---------------|-----------------|-----------|---------------|-------|
| Item | Land Use Right | Non-patent Rights | Patent rights | Software System | Trademark | Utility Model | Total |



| 项目                                                | 土地使用权          | 非专利技术             | 专利技术          | 软件系统            | 商标           | 实用新型          | 合计             |
|---------------------------------------------------|----------------|-------------------|---------------|-----------------|--------------|---------------|----------------|
| Item                                              | Land Use Right | Non-patent Rights | Patent rights | Software System | Trademark    | Utility Model | Total          |
| 一、账面原值<br>I. Original Book Value                  |                |                   |               |                 |              |               |                |
| 1.2014.12.31                                      | 63,806,477.28  | 10,473,790.63     | 337,161.00    | 18,772,352.69   | 948,426.00   | 40,000.00     | 94,378,207.60  |
| 2.本期增加金额<br>2. Increase in the Current Period     | 54,000,000.00  | 1,006,856.93      | 2,135,922.00  | 14,290,693.41   | 145,631.07   | -             | 71,579,103.41  |
| (1) 购置<br>(1) Purchase                            | 54,000,000.00  | -                 | 2,135,922.00  | 14,290,693.41   | 145,631.07   | -             | 70,572,246.48  |
| (2) 内部研发<br>(2) Internal research and development | -              | 1,006,856.93      | -             | -               | -            | -             | 1,006,856.93   |
| 3.本期减少金额<br>3. Decrease in the Current Period     | -              | -                 | -             | -               | -            | -             | -              |
| (1) 处置<br>(1) Disposal                            | -              | -                 | -             | -               | -            | -             | -              |
| 4.2015.12.31                                      | 117,806,477.28 | 11,480,647.56     | 2,473,083.00  | 33,063,046.10   | 1,094,057.07 | 40,000.00     | 165,957,311.01 |
| 二、累计摊销<br>II. Accumulated Amortization            |                |                   |               |                 |              |               |                |
| 1.2014.12.31                                      | 2,438,042.11   | 3,723,147.49      | 159,000.47    | 6,413,973.55    | 396,362.56   | 13,000.00     | 13,143,526.18  |
| 2.本期增加金额<br>2. Increase in the Current Period     | 1,983,219.12   | 1,899,377.59      | 154,897.44    | 6,388,011.54    | 132,922.20   | 4,000.00      | 10,562,427.89  |



| 项目                                            | 土地使用权          | 非专利技术             | 专利技术          | 软件系统            | 商标         | 实用新型          | 合计            |
|-----------------------------------------------|----------------|-------------------|---------------|-----------------|------------|---------------|---------------|
| Item                                          | Land Use Right | Non-patent Rights | Patent rights | Software System | Trademark  | Utility Model | Total         |
| (1) 计提<br>(1) Provision                       | 1,983,219.12   | 1,899,377.59      | 154,897.44    | 6,388,011.54    | 132,922.20 | 4,000.00      | 10,562,427.89 |
| 3.本期减少金额<br>3. Decrease in the Current Period | -              | -                 | -             | -               | -          | -             | -             |
| (1) 处置<br>(1) Disposal                        | -              | -                 | -             | -               | -          | -             | -             |
| 4.2015.12.31                                  | 4,421,261.23   | 5,622,525.08      | 313,897.91    | 12,801,985.09   | 529,284.76 | 17,000.00     | 23,705,954.07 |
| 三、减值准备<br>3. Decrease in the Current Period   | -              | -                 | -             | -               | -          | -             | -             |
| 1.2014.12.31                                  | -              | -                 | -             | -               | -          | -             | -             |
| 2.本期增加金额<br>2. Increase in the Current Period | -              | -                 | -             | -               | -          | -             | -             |
| (1) 计提<br>(1) Provision                       | -              | -                 | -             | -               | -          | -             | -             |
| 3.本期减少金额<br>3. Decrease in the Current Period | -              | -                 | -             | -               | -          | -             | -             |
| (1) 处置<br>(1) Disposal                        | -              | -                 | -             | -               | -          | -             | -             |
| 4.2015.12.31                                  | -              | -                 | -             | -               | -          | -             | -             |

| 项目                       | 土地使用权          | 非专利技术             | 专利技术          | 软件系统            | 商标         | 实用新型          | 合计             |
|--------------------------|----------------|-------------------|---------------|-----------------|------------|---------------|----------------|
| Item                     | Land Use Right | Non-patent Rights | Patent rights | Software System | Trademark  | Utility Model | Total          |
| 四、账面价值<br>IV. Book Value |                |                   |               |                 |            |               |                |
| 2015.12.31               | 113,385,216.05 | 5,858,122.48      | 2,159,185.09  | 20,261,061.01   | 564,772.31 | 23,000.00     | 142,251,356.94 |
| 2014.12.31               | 61,368,435.17  | 6,750,643.14      | 178,160.53    | 12,358,379.14   | 552,063.44 | 27,000.00     | 81,234,681.42  |

一截至 2015 年 12 月 31 日，通过公司内部研发形成的无形资产占无形资产余额的比例为 4.12%。

一未办妥产权证书的无形资产情况

— As of December 31, 2015, the proportion of intangible assets formed in the internal research and development of the Company in the balance of intangible assets was 4.12%.

— Intangible assets with ownership certificates not handled completely.

| 项目                                                                                              | 账面价值          | 未办妥产权证书的原因                                                             |
|-------------------------------------------------------------------------------------------------|---------------|------------------------------------------------------------------------|
| Item                                                                                            | Book Value    | (2)Reason about why certificate of property has not been yet completed |
| 横琴新区地块（珠横国土储 2014-26 号）<br>Land Parcel in Hengqin New District (Zhu Heng Guo Tu Chu No.2014-26) | 53,325,000.00 | 相关部门审核中<br>Being examined and approved by relevant authority           |

一公司于期末对各项无形资产进行检查，未发现因现有无形资产超出法定使用期限和在报告期内市价持续下跌而需计提减值准备的情形，故不计提无形资产减值准备。

— The Company checked each item of intangible assets at the end of reporting period and did not find any circumstance to be impaired since the existing intangible assets exceed the statutory service life and the market price drops continuously in the reporting period. Therefore, the provision for impairment on intangible assets was not withdrawn.

## 15、开发支出

## 15. Development Expenditures

| 项目   | 2014.12.31 | 本期增加                    | 本期减少                           | 2015.12.31 |
|------|------------|-------------------------|--------------------------------|------------|
| Item | 2014.12.31 | Increase in the Current | Decrease in the Current Period | 2015.12.31 |

|                                                           |                      | <u>Period</u>        | <u>计入当年损益</u><br><u>Included in Current Profit</u><br><u>or Loss</u> | <u>确认为无形资产</u><br><u>Recognized as intangible</u><br><u>assets</u> |                      |
|-----------------------------------------------------------|----------------------|----------------------|----------------------------------------------------------------------|--------------------------------------------------------------------|----------------------|
| 膳食补充剂相关的研发项目<br>R&D Project Related to Dietary Supplement | -                    | 54,878,673.14        | 54,878,673.14                                                        | -                                                                  | -                    |
| 拟申请的非专利技术<br>Non-patented Technology to be Applied        | 22,859,180.13        | 9,199,155.70         | 1,513,997.60                                                         | 1,006,856.93                                                       | 29,537,481.30        |
| 合计<br>Total                                               | <u>22,859,180.13</u> | <u>64,077,828.84</u> | <u>56,392,670.74</u>                                                 | <u>1,006,856.93</u>                                                | <u>29,537,481.30</u> |

#### 16、长期待摊费用

#### 16. Long-term Unamortized Expenses

| <u>项目</u><br><u>Item</u>                              | <u>2014.12.31</u><br><u>12/31/2014</u> | <u>本期增加</u><br><u>Increase in the Current</u><br><u>Period</u> | <u>本期摊销</u><br><u>Amortization in the Current</u><br><u>Period</u> | <u>其他减少额</u><br><u>Other Decrease</u> | <u>2015.12.31</u><br><u>2015.12.31</u> |
|-------------------------------------------------------|----------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------|----------------------------------------|
| 生产基地装修费<br>Production Base Decoration Expenses        | 642,116.76                             | 744,748.37                                                     | 397,270.97                                                         | -                                     | 989,594.16                             |
| 专卖店装修费<br>Franchised Store Decoration Expenses        | 665,408.49                             | 2,103,324.14                                                   | 1,959,743.42                                                       | -                                     | 808,989.21                             |
| 购车补助<br>Car-buying subsidies                          | 1,887,442.45                           | 1,291,612.71                                                   | 709,646.55                                                         | 42,872.48                             | 2,426,536.13                           |
| 箱变工程<br>Box Transformer Substation Engineering        | 184,083.29                             | -                                                              | 47,000.04                                                          | -                                     | 137,083.25                             |
| 宿舍装修费<br>Dormitory Decoration Expenses                | 29,849.83                              | -                                                              | 29,849.83                                                          | -                                     | -                                      |
| 厂区绿化工程<br>Greening in the Plant                       | 172,500.05                             | -                                                              | 45,999.96                                                          | -                                     | 126,500.09                             |
| 网络监控防盗工程<br>Network Monitoring Anti-theft Engineering | 10,016.78                              | -                                                              | 4,999.96                                                           | -                                     | 5,016.82                               |



| 项目<br>Item                                                                            | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the Current<br>Period | 本期摊销<br>Amortization in the Current<br>Period | 其他减少额<br>Other Decrease | 2015.12.31<br>2015.12.31 |
|---------------------------------------------------------------------------------------|--------------------------|-------------------------------------------|-----------------------------------------------|-------------------------|--------------------------|
| 品牌推广费<br>Brand Promotion Expenses                                                     | 32,842,083.80            | -                                         | 10,290,369.97                                 | -                       | 22,551,713.83            |
| 体验中心装修费<br>Experience Center Renovation Costs                                         | 420,503.96               | 43,255.00                                 | 170,784.81                                    | -                       | 292,974.15               |
| 围墙工程<br>Fence Engineering                                                             | -                        | 823,607.00                                | 164,993.63                                    | -                       | 658,613.37               |
| 实验室空调通风改善工程<br>Laboratory Air Conditioning and<br>Ventilation Improvement Engineering | .....                    | 158,976.00                                | 31,795.20                                     | .....                   | 127,180.80               |
| 合计<br>Total                                                                           | 36,854,005.41            | 5,165,523.22                              | 13,852,454.34                                 | 42,872.48               | 28,124,201.81            |

17、递延所得税资产和递延所得税负债

— 未经抵销的递延所得税资产：

17. Deferred Income Tax Assets and Deferred Income Tax Liabilities

— Deferred income tax assets not offset

| 项 目<br>Items                                                                                              | 2015.12.31<br>12/31/2015                    |                                       | 2014.12.31<br>12/31/2014                    |                                       |
|-----------------------------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------|---------------------------------------------|---------------------------------------|
|                                                                                                           | 可抵扣暂时性差异<br>Deductible Temporary Difference | 递延所得税资产<br>Deferred Income Tax Assets | 可抵扣暂时性差异<br>Deductible Temporary Difference | 递延所得税资产<br>Deferred Income Tax Assets |
| 减值准备<br>Provision for Impairment                                                                          | 4,586,618.87                                | 725,936.40                            | 1,918,747.90                                | 287,812.18                            |
| 固定资产账面折旧与<br>计税折旧差异<br>Difference between<br>Book Depreciation and<br>Tax Depreciation of<br>Fixed Assets | 4,848,133.16                                | 727,219.98                            | 4,911,191.07                                | 736,678.66                            |
| 未支付的负债<br>Unpaid Liabilities                                                                              | 142,740.00                                  | 21,411.00                             | -----                                       | -----                                 |
| 合计<br>Total                                                                                               | 9,577,492.03                                | 1,474,567.38                          | 6,829,938.97                                | 1,024,490.84                          |

— 未经抵销的递延所得税负债：

— Deferred income tax liabilities not offset:

| 项 目<br>Items                                                                                      | 2015.12.31<br>12/31/2015                  |                                            | 2014.12.31<br>12/31/2014                  |                                            |
|---------------------------------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------|-------------------------------------------|--------------------------------------------|
|                                                                                                   | 应纳税暂时性差异<br>Taxable temporary differences | 递延所得税负债<br>Deferred Income Tax Liabilities | 应纳税暂时性差异<br>Taxable temporary differences | 递延所得税负债<br>Deferred Income Tax Liabilities |
| 应计利息收入<br>Accrued Interest Income                                                                 | 30,380,780.63                             | 4,557,117.10                               | 28,318,109.98                             | 4,247,716.50                               |
| 固定资产加速折旧<br>Accelerated Depreciation of Fixed Assets                                              | 3,820,718.13                              | 573,107.72                                 | 4,697,187.73                              | 704,578.16                                 |
| 土地账面摊销额与计<br>税摊销的差异<br>Difference between<br>Book Amortization and<br>Tax Amortization of<br>Land | 7,123,370.16                              | 1,068,505.53                               | 7,311,506.44                              | 1,096,725.96                               |
| 合计<br>Total                                                                                       | 41,324,868.92                             | 6,198,730.35                               | 40,326,804.15                             | 6,049,020.62                               |

— 未确认的递延所得税资产明细：

— Details of unrecognized deferred income tax assets:

| 项 目<br>Item | 2015.12.31<br>12/31/2015 | 2014.12.31<br>12/31/2014 |
|-------------|--------------------------|--------------------------|
|-------------|--------------------------|--------------------------|



|                                             |                |               |
|---------------------------------------------|----------------|---------------|
| 可抵扣暂时性差异<br>Deductible Temporary Difference | 1,570,262.50   | 26,458,769.71 |
| 可抵扣亏损<br>Deductible Losses                  | 106,257,477.85 | 44,239,919.72 |
| 合计<br>Total                                 | 107,827,740.35 | 70,698,689.43 |

— 未确认递延所得税资产的可抵扣亏损将于以下年度到期 — Deductible losses of unrecognized deferred income tax assets to be due in the following years

|                      |                          |                          |
|----------------------|--------------------------|--------------------------|
| 年份<br>Year           | 2015.12.31<br>2015.12.31 | 2014.12.31<br>12/31/2014 |
| 2017 年<br>2017 Years | -                        | 2,110,689.74             |
| 2018 年<br>2018 Years | 266,874.29               | 12,237,375.91            |
| 2019 年<br>2019 Years | 12,107,726.74            | 29,891,854.07            |
| 2020 年<br>2020 Years | 93,882,876.82            | -----                    |
| 合计<br>Total          | 106,257,477.85           | 44,239,919.72            |

**18、其他非流动资产**
**18. Other Non-current Assets**

|                                                 |                          |                          |
|-------------------------------------------------|--------------------------|--------------------------|
| 项目<br>Item                                      | 2015.12.31<br>12/31/2015 | 2014.12.31<br>12/31/2014 |
|                                                 | 金额                       | 金额                       |
| 长期资产预付款<br>Advance Payments of Long-term Assets | 5,582,322.34             | 18,847,258.50            |

其他非流动资产 2015 年 12 月 31 日余额比 2014 年 12 月 31 日减少 13,264,936.16 元，幅度为 70.38%，主要系预付长期资产款项减少所致。

The balance of other non-current assets on December 31, 2015 was RMB13, 264,936.16 less than that on December 31, 2014, which was decreased by 70.38% and was mainly due to the decrease in the advance payments of long-term assets.

**19、应付账款**
**19. Accounts Payable**

|    |            |            |
|----|------------|------------|
| 项目 | 2015.12.31 | 2014.12.31 |
|----|------------|------------|

| Item     | 12/31/2015           | 12/31/2014           |
|----------|----------------------|----------------------|
| 应付账款     | <u>78,667,797.16</u> | <u>67,027,566.90</u> |
| Payables |                      |                      |

—截至 2015 年 12 月 31 日，应付账款中不存在应付持公司 5%（含 5%）以上表决权股份的股东或其他关联方款项。

—As of December 31, 2015, there was no account payable to the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in accounts payable.

—截至 2015 年 12 月 31 日，不存在账龄超过 1 年的大额应付账款。

—As of December 31, 2015, there was no large amount of account payable with aging over 1 year.

## 20、预收款项

## 20. Accounts Collected in Advance

| 项目                            | 2015.12.31           | 2014.12.31           |
|-------------------------------|----------------------|----------------------|
| Item                          | 12/31/2015           | 12/31/2014           |
| 预收款项                          | <u>48,309,253.40</u> | <u>57,736,228.96</u> |
| Accounts Collected in Advance |                      |                      |

—截至 2015 年 12 月 31 日，不存在账龄超过 1 年的大额预收款项。

—As of December 31, 2015, there was no large amount of account collected in advance with aging over 1 year.

—截至 2015 年 12 月 31 日，预收款项中不存在预收持公司 5%（含 5%）以上表决权股份的股东或其他关联方款项。

—As of December 31, 2015, there was no account collected in advance from the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in accounts collected in advance.

## 21、应付职工薪酬

## 21. Employee Compensation Payables

—应付职工薪酬明细如下：

—The details of employee compensation payable were as follows:

| 项目                               | 2014.12.31           | 本期增加                           | 本期支付                          | 2015.12.31           |
|----------------------------------|----------------------|--------------------------------|-------------------------------|----------------------|
| Item                             | 12/31/2014           | Increase in the Current Period | Payment in the Current Period | 2015.12.31           |
| 短期职工薪酬                           | 36,466,071.43        | 361,129,990.96                 | 321,244,705.47                | 76,351,356.92        |
| Short-term Employee Compensation |                      |                                |                               |                      |
| 离职后福利                            | -                    | 17,552,238.53                  | 17,552,238.53                 | -                    |
| Post-employment benefit          |                      |                                |                               |                      |
| 辞退福利                             | -                    | 6,017,594.44                   | 5,925,594.44                  | 92,000.00            |
| Dismission welfare               |                      |                                |                               |                      |
| 其他长期职工福利                         | -----                | -----                          | -----                         | -----                |
| Other Long-term Employee Benefit |                      |                                |                               |                      |
| 合计                               | <u>36,466,071.43</u> | <u>384,699,823.93</u>          | <u>344,722,538.44</u>         | <u>76,443,356.92</u> |
| Total                            |                      |                                |                               |                      |

—短期职工薪酬明细如下：

—The details of short-term employee compensation were as follows:

| 项目<br>Item                                                             | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current Period | 本期支付<br>Payment in the<br>Current Period | 2015.12.31<br>2015.12.31 |
|------------------------------------------------------------------------|--------------------------|-------------------------------------------|------------------------------------------|--------------------------|
| 工资、奖金、津贴和补贴<br>Wage, Bonus, Allowance and Subsidy                      | 36,077,450.61            | 326,041,752.57                            | 286,098,084.46                           | 76,021,118.72            |
| 职工福利费<br>Employee welfare                                              | 326,696.60               | 15,731,071.29                             | 15,730,233.69                            | 327,534.20               |
| 社会保险费<br>Social insurance expenses                                     | -                        | 9,400,462.77                              | 9,400,462.77                             | -                        |
| 其中：1、医疗保险费<br>Including: 1. Medical Insurance Premiums                 | -                        | 8,180,131.28                              | 8,180,131.28                             | -                        |
| 2、工伤保险费<br>2. Industrial Injury Insurance Premiums                     | -                        | 646,427.35                                | 646,427.35                               | -                        |
| 3、生育保险费<br>3. Birth Insurance Premiums                                 | -                        | 573,904.14                                | 573,904.14                               | -                        |
| 住房公积金<br>10. Housing Funds                                             | -                        | 8,763,010.51                              | 8,760,306.51                             | 2,704.00                 |
| 工会经费和职工教育经费<br>Labor Union Expenditure and Employee Education Expenses | 61,924.22                | 1,193,693.82                              | 1,255,618.04                             | -                        |
| 其他短期薪酬<br>Other Short-term Compensation                                | -----                    | -----                                     | -----                                    | -----                    |
| 合计<br>Total                                                            | <u>36,466,071.43</u>     | <u>361,129,990.96</u>                     | <u>321,244,705.47</u>                    | <u>76,351,356.92</u>     |

—离职后福利明细如下：

—The details of post-employment benefits were as follows:

| 项目<br>Item                          | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current Period | 本期支付<br>Payment in the<br>Current Period | 2015.12.31<br>2015.12.31 |
|-------------------------------------|--------------------------|-------------------------------------------|------------------------------------------|--------------------------|
| 设定提存计划<br>Defined Contribution Plan | -                        | 17,552,238.53                             | 17,552,238.53                            | -                        |

| 项目                   | 2014.12.31 | 本期增加                           | 本期支付                          | 2015.12.31 |
|----------------------|------------|--------------------------------|-------------------------------|------------|
| Item                 | 12/31/2014 | Increase in the Current Period | Payment in the Current Period | 2015.12.31 |
| 设定受益计划               | -----      | -----                          | -----                         | -----      |
| Defined Benefit Plan |            |                                |                               |            |
| 合计                   | == -       | <u>17,552,238.53</u>           | <u>17,552,238.53</u>          | == -       |
| Total                |            |                                |                               |            |

其中：设定提存计划项目明细如下：

Wherein, the details of defined contribution plan were as follows:

| 项目                                    | 2014.12.31 | 本期增加                           | 本期支付                          | 2015.12.31 |
|---------------------------------------|------------|--------------------------------|-------------------------------|------------|
| Item                                  | 12/31/2014 | Increase in the Current Period | Payment in the Current Period | 2015.12.31 |
| 一、基本养老保险费                             | -          | 16,385,305.31                  | 16,385,305.31                 | -          |
| I. Basic endowment insurance premiums |            |                                |                               |            |
| 二、失业保险费                               | -----      | <u>1,166,933.22</u>            | <u>1,166,933.22</u>           | -----      |
| II. Unemployment insurance expense    |            |                                |                               |            |
| 合计                                    | == -       | <u>17,552,238.53</u>           | <u>17,552,238.53</u>          | == -       |
| Total                                 |            |                                |                               |            |

—应付职工薪酬 2015 年 12 月 31 日余额比 2014 年 12 月 31 日余额增加 39,977,285.49 元，幅度为 109.63%，主要系公司销售规模增长产能扩张以及增加新品牌导致人员增加和工资增长，同时公司工薪结构发生变化，年底奖金计提比例增加导致应付职工薪酬增长。

—The balance of employee compensation payable on December 31, 2015 was RMB39, 977,285.49 more than that on December 31, 2014, which was increased by 109.63% and mainly because of increase in employees and salaries due to the growth of the sales scale, production capacity expansion and increase of new brands of the Company. Meanwhile, the Company's salary structure had changed and the ratio of year-end bonus provision was increased, resulting in the growth of the employee compensation payable.

—截至 2015 年 12 月 31 日的应付职工薪酬余额预计于 2016 年支付，没有属于拖欠性质的款项。

—The balance of employee compensation payable as of December 31, 2015 is expected to be paid in 2016. There was no arrearage.

## 22、应交税费

## 22. Taxes Payable

| 项 目                   | 2015.12.31    | 2014.12.31    |
|-----------------------|---------------|---------------|
| Items                 | 12/31/2015    | 12/31/2014    |
| 企业所得税                 | 20,811,833.68 | 25,041,692.63 |
| Corporate Income Tax  |               |               |
| 增值税                   | 8,832,648.69  | 1,609,686.99  |
| Value-added Tax       |               |               |
| 个人所得税                 | 1,641,672.56  | 1,169,858.27  |
| Individual Income Tax |               |               |
| 城建税                   | 611,837.07    | 117,401.71    |

| 项 目                      | 2015.12.31    | 2014.12.31    |
|--------------------------|---------------|---------------|
| Items                    | 12/31/2015    | 12/31/2014    |
| Urban Construction Tax   |               |               |
| 教育费附加                    | 437,026.49    | 83,855.88     |
| Educational Surcharges   |               |               |
| 营业税                      | -             | -             |
| Business Tax             |               |               |
| 印花税                      | 1,837,565.68  | 882,643.92    |
| Stamp Duty               |               |               |
| 防洪费                      | 106,833.50    | 61,933.37     |
| Flood Prevention Charges |               |               |
| 房产税                      | 1,577,038.74  | 18,993.17     |
| Housing Property Tax     |               |               |
| 合计                       | 35,856,456.41 | 28,986,065.94 |
| Total                    |               |               |

本报告期各项税金执行的税率详见附注四。

The tax rates adopted for the taxes in this reporting period are shown in Note IV.

### 23、其他应付款

### 23. Other Payables

| 项目                                 | 2015.12.31    | 2014.12.31    |
|------------------------------------|---------------|---------------|
| Item                               | 12/31/2015    | 12/31/2014    |
| 服务类应付款                             | 24,572,423.16 | 18,309,647.51 |
| Service Payables                   |               |               |
| 设备、工程类应付款                          | 38,521,265.78 | 12,139,515.31 |
| Equipment and Engineering Payables |               |               |
| 广告类应付款                             | 21,468,740.52 | 15,762,565.69 |
| Advertising Payables               |               |               |
| 押金及保证金                             | 5,559,722.42  | 2,997,721.53  |
| Deposit and Margin                 |               |               |
| 其他                                 | 5,394,009.23  | 3,929,962.16  |
| Others                             |               |               |
| 合计                                 | 95,516,161.11 | 53,139,412.20 |
| Total                              |               |               |

—其他应付款 2015 年 12 月 31 日余额比 2014 年 12 月 31 日余额增加 42,376,748.91 元，增加幅度为 79.75%，主要系应付的工程设备款、广告款和其他服务商款项增加所致。

—The balance of other payables on December 31, 2015 was RMB42, 376,748.91 more than that on December 31, 2014, which was increased by 79.75% and mainly due to the increase in the engineering and equipment payables, advertising payables and other payables to service providers.

—截至 2015 年 12 月 31 日，账龄超过 1 年以上的大额应付款共计 3,716,100.00 元，主要是设备工程款尚未结算所致。

—As of December 31, 2015, the payables in large amount with aging over 1 year were total RMB3, 716,100.00, which were mainly payments for equipment and

—截至 2015 年 12 月 31 日，其他应付款中不存在应付持公司 5%（含 5%）以上表决权股份的股东或其他关联方款项。

engineering unsettled.

—As of December 31, 2015, there was no account payable to the shareholders holding more than 5% (including 5%) of voting shares of the Company or other related parties in other payables.

## 24、预计负债

## 24. Estimated Liabilities

| 项目<br>Item                 | 2015.12.31<br>12/31/2015 | 2014.12.31<br>12/31/2014 |
|----------------------------|--------------------------|--------------------------|
| 未决诉讼<br>Pending litigation | 142,740.00               | -                        |

## 25、递延收益

## 25. Deferred Income

| 项目<br>Item                 | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current<br>Period | 本期减少<br>Decrease in the<br>Current Period | 2015.12.31<br>2015.12.31 | 形成原因<br>Reason of Forming |
|----------------------------|--------------------------|----------------------------------------------|-------------------------------------------|--------------------------|---------------------------|
| 递延收益<br>Deferred<br>Income | 4,074,000.10             | 7,888,200.00                                 | 1,545,635.00                              | 10,416,565.10            | 政府拨入                      |

—递延收益明细列示如下：

—The details of deferred income were presented as follows:

| 项目<br>Item                                                                                                                                                                                                                                | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current Period | 本期计入营业<br>外收入<br>Included in<br>Non-operating<br>Income in the<br>Current Period | 其他减少<br>Other<br>Decrease | 2015.12.31<br>2015.12.31 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------|----------------------------------------------------------------------------------|---------------------------|--------------------------|
| 与资产相关的政府补助：<br>Government subsidies related to assets                                                                                                                                                                                     |                          |                                           |                                                                                  |                           |                          |
| 2012 年珠海市战略性新兴产业专项资金重大项目<br>Major projects in special funds for strategic emerging industry in Zhuhai City in 2012                                                                                                                        | 1,500,000.00             | -                                         | 200,000.00                                                                       | -                         | 1,300,000.00             |
| 2012 年省产业结构调整专项资金-固体制剂车间扩建与信息化技术改造项目-粤财工 2012.110<br>Special funds for provincial industry structure adjustment in 2012 -- solid preparation plant expansion and information technological transformation project --Yue Cai Gong 2012.110 | 758,333.39               | -                                         | 100,000.00                                                                       | -                         | 658,333.39               |
| 2012 年省科技计划配套专项资金<br>Special funds for provincial technology plan in 2012                                                                                                                                                                 | 164,999.97               | -                                         | 10,000.00                                                                        |                           | 154,999.97               |
| 企业科技特派员工作站项目经费<br>Expenses for the project of enterprise scientific special commissioner work station                                                                                                                                     | 200,666.74               | -                                         | 38,000.00                                                                        |                           | 162,666.74               |
| 广陈皮提取物抗氧化复合胶囊的研制及产                                                                                                                                                                                                                        | 150,000.00               | -                                         | -                                                                                |                           | 150,000.00               |

|                                                                                                                             |              |              |              |            |               |
|-----------------------------------------------------------------------------------------------------------------------------|--------------|--------------|--------------|------------|---------------|
| 业化<br>R&D and industrialization of tangerine peel<br>extract antioxidant compound capsule in<br>Guangzhou                   |              |              |              |            |               |
| 2014 年珠海市战略性新兴产业专项资金重<br>大项目计划<br>Major projects in special funds for strategic<br>emerging industry in Zhuhai City in 2014 | -            | 2,000,000.00 | -            | -          | 2,000,000.00  |
| 2015 年省级信息产业发展专项资金<br>Special funds for provincial-level<br>information industry development in 2015                        | -            | 3,000,000.00 | -            | -          | 3,000,000.00  |
| 2013 年省院全国战略合作专项资金<br>Special funds for national strategic<br>cooperation in provincial institutions in 2013                | -            | 1,000,000.00 | -            | 400,000.00 | 600,000.00    |
| 2015 年省级企业转型升级专项资金<br>Special funds for provincial-level enterprise<br>transformation and upgrading in 2015                 | -            | 100,000.00   | -            | -          | 100,000.00    |
| 与收益相关的政府补助：<br>Government subsidies related to incomes                                                                      |              |              |              |            | -             |
| 2013 年省级企业技术中心专项资金<br>Special funds for provincial-level enterprise<br>technical centers in 2013                            | 1,000,000.00 | -            | -            | -          | 1,000,000.00  |
| 2013 年省中小企业发展专项资金<br>Special funds for provincial middle and<br>small-sized enterprises development in 2013                 | 300,000.00   | -            | 103,333.32   | -          | 196,666.68    |
| 汤臣倍健战略性新兴产业项目扶持资金<br>Supporting funds for strategic emerging<br>industry projects of BY-HEALTH                              | .....-       | 1,788,200.00 | 694,301.68   | .....-     | 1,093,898.32  |
| 合计<br>Total                                                                                                                 | 4,074,000.10 | 7,888,200.00 | 1,145,635.00 | 400,000.00 | 10,416,565.10 |

其他减少系将收到的战略合作专项资金转至合作单位。

Other decreases were due to the transfer of special funds for strategic cooperation received to cooperative units.

## 26、股本

## 26. Share Capital

| 股权性质<br>Nature of Equity                                   | 2014.12.31<br>2014.12.31 | 本次变动增减（+、-）<br>Increase or Decrease in this Change（+，-） |                         |                                                   |               |                | 2015.12.31<br>2015.12.31 |
|------------------------------------------------------------|--------------------------|---------------------------------------------------------|-------------------------|---------------------------------------------------|---------------|----------------|--------------------------|
|                                                            |                          | 发行新股<br>New Issue of<br>Shares                          | 送股<br>Stock<br>Dividend | 公积金转股<br>Share Transfer with<br>Accumulation Fund | 其他<br>Others  | 小计<br>Subtotal |                          |
| 一、未上市流通股份<br>I. Unlisted Circulating Shares                | -                        | -                                                       | -                       | -                                                 | -             | -              | -                        |
| 1、发起人股份<br>1. Founders' shares                             | -                        | -                                                       | -                       | -                                                 | -             | -              | -                        |
| 2、募集法人股份<br>2. Shares of raised legal person               | -                        | -                                                       | -                       | -                                                 | -             | -              | -                        |
| 3、内部职工股<br>3. Internal employees' shares                   | -                        | -                                                       | -                       | -                                                 | -             | -              | -                        |
| 二、已上市流通股份<br>II. Listed Circulating Shares                 | 658,010,940.00           | 70,000,000.00                                           | -                       | -                                                 | -             | 70,000,000.00  | 728,010,940.00           |
| 1、有限售条件股份<br>1. Shares with limited conditions for sale    | 329,111,423.00           | 70,000,000.00                                           | -                       | -                                                 | -8,533,023.00 | 61,466,977.00  | 390,578,400.00           |
| 境内自然人持有股份<br>Shares held by domestic natural person        | 329,111,423.00           | -                                                       | -                       | -                                                 | -8,533,023.00 | -8,533,023.00  | 320,578,400.00           |
| 境内法人持有股份<br>Shares held by domestic legal person           | -                        | 70,000,000.00                                           | -                       | -                                                 | -             | 70,000,000.00  | 70,000,000.00            |
| 2、无限售条件股份<br>2. Shares without limited conditions for sale | 328,899,517.00           | -                                                       | -                       | -                                                 | 8,533,023.00  | 8,533,023.00   | 337,432,540.00           |
| 人民币普通股<br>RMB ordinary shares                              | 328,899,517.00           | -                                                       | -                       | -                                                 | 8,533,023.00  | 8,533,023.00   | 337,432,540.00           |
| 三、股份总数<br>III. Total Number of Shares                      | 658,010,940.00           | 70,000,000.00                                           | -                       | -                                                 | -             | 70,000,000.00  | 728,010,940.00           |





—根据公司 2014 年第一次临时股东大会决议，经中国证券监督管理委员会“证监许可[2014]1426 号文”核准，贵公司向特定对象非公开发行不超过 7000 万股新股，截至 2015 年 2 月 12 日止，公司完成股票发行工作，共计发行 7000 万股新股，业经广东正中珠江会计师事务所（特殊普通合伙）审验并出具“广会验字[2015]G14000160153 号”验资报告验证，变更后的注册资本为人民币 728,010,940.00 元。

—According to the resolution of the first extraordinary general meeting of the Company in 2014, and upon the approval of “CSRC [2014]1No.426 Document” of China Securities Regulatory Commission, your Company made a non-public offering of not more than 70,000,000 shares to specified objects. As of February 12, 2015, the Company had completed the issuance of stock and totally issued 70,000,000 new shares. GP Certified Public Accountants (Special General Partnership) had verified it and issue “Guang Kuai Yan Zi [2015] No.G14000160153” capital verification report. The registered capital after change was RMB728, 010,940.00.

## 27、资本公积

## 27. Capital Reserves

| 项目<br>Item                       | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current Period | 本期减少<br>Decrease in the<br>Current Period | 2015.12.31<br>2015.12.31 |
|----------------------------------|--------------------------|-------------------------------------------|-------------------------------------------|--------------------------|
| 股本溢价<br>Capital Stock<br>Premium | 863,205,978.66           | 1,776,105,905.28                          | -                                         | 2,639,311,883.94         |
| 其他资本公积<br>Other capital reserves | 10,489,547.77            | -----                                     | 10,489,547.77                             | -----                    |
| 合计<br>Total                      | 873,695,526.43           | 1,776,105,905.28                          | 10,489,547.77                             | 2,639,311,883.94         |

—根据公司 2014 年第一次临时股东大会决议，经中国证券监督管理委员会“证监许可[2014]1426 号文”核准，贵公司向特定对象非公开发行不超过 7000 万股新股，截至 2015 年 2 月 12 日止，公司完成股票发行工作，以每股人民币 26.65 元的价格向特定对象非公开发行 7000 万股 A 股共筹得人民币 1,865,500,000.00 元，扣除承销费、保荐费及其他发行费用 35,378,060.97 元后，净筹得人民币 1,830,121,939.03 元，其中人民币 70,000,000.00 元为股本，人民币 1,760,121,939.03 元为资本公积。业经广东正中珠江会计师事务所（特殊普通合伙）审验并出具“广会验字[2015]G14000160153 号”验资报告验证。

—2015 年 3 月 27 日，根据公司第三届董事会第七次会议通过《关于转让全资子公司部分股权暨关联交易的议案》，公司将全资子公司广东佰悦网络科技有限公司 30% 的股权转予广州有加投资合伙企业(有限合伙)，股权转让价格高于少数股东应享有的净资产差额 154,020.14 元记入资本公积。

—2015 年 3 月 27 日，根据公司第三届董事会第七次会议通过《关于全资子公司增资扩股的议案》，由广州奇正投资合伙企业（有限合伙）出资 16,983,000.00 元认缴广东佰嘉药业有限公司新增注册资本 3,330,000.00 元，持有广东佰嘉 25% 股权，认缴出资高于少数股东应享有的净资产差额 15,829,946.11 元记入资本公积。

—根据公司第二届董事会第十五次会议通过的《关于公司股票期权激励计划所涉股票期权首次授予相关事项的议案》，公司授予部分员工股票期权，由于第三个行权期未达到行权条件，将股份支付确认的费用 10,489,547.77 元予以冲回。

—According to the resolution of the first extraordinary general meeting of the Company in 2014, and upon the approval of “CSRC [2014]1No.426 Document” of China Securities Regulatory Commission, your Company made a non-public offering of not more than 70,000,000 shares of A-share to specified objects. As of February 12, 2015, the Company had completed the issuance of stock and totally issued 70,000,000 new shares with the price of RMB26.65 per share, and totally RMB1, 865,500,000.00 was raised. After deducting RMB35,378,060.97 of the underwriting fee, sponsor fee and other issuance expenses, the net amount raised was RMB1,830,121,939.03, including RMB70,000,000.00 of the capital stock and RMB1,760,121,939.03 of the capital reserves. GP Certified Public Accountants (Special General Partnership) had verified it and issue “Guang Kuai Yan Zi [2015] No.G14000160153” capital verification report.

—On March 27, 2015, according to the Proposal on Transfer of Some Equity of Wholly-owned Subsidiaries and Associated Transactions approved in the 7<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors, the Company transferred 30% of the equity of the wholly-owned subsidiary Guangdong Baiyue Network Technology Co., Ltd. to Guangzhou Youjia Investment Partnership (Limited Partnership), and recorded RMB154,020.14 of the difference where the equity transfer price was higher than the net assets that minority shareholders shall enjoy into capital reserves.

—On March 27, 2015, according to the Proposal on Increase in Capital and Shares of Wholly-owned Subsidiaries approved in the 7<sup>th</sup> meeting of the 3<sup>rd</sup> Session of the Board of Directors, Guangzhou Qizheng Investment Partnership (Limited Partnership) contributed RMB16, 983,000.00 to subscribe RMB3, 330,000.00 of the newly added registered capital of Guangdong Baijia Pharmaceutical Co., Ltd., thereby holding 25% of the equity of Guangdong Baijia. RMB15, 829,946.11 of the difference where the subscribed contribution was higher than the net assets that the minority shareholders shall enjoy was recorded into capital reserves.

—According to the Proposal on Matters Related to Initial Award of Stock Option Involved in the Stock Option Incentive Plan of the Company approved in the 15<sup>th</sup> meeting of the Second Session of the Board of

Directors, the Company granted stock options to some employees. Since the vesting conditions were not met in the third exercise period, RMB10, 489,547.77 of the expenses recognized as share-based payment were released.

**28、其他综合收益**
**28. Other Comprehensive Incomes**

| 项目<br>Item                                                                                                                           | 2014.12.31<br>12/31/2014 | 本期发生金额<br>Amount Incurred in the Current Period                           |                                                                                                                                                  |                          |                                                 |                                                          | 2015.12.31<br>2015.12.31 |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------------|----------------------------------------------------------|--------------------------|
|                                                                                                                                      |                          | 本期所得税<br>前发生额                                                             | 减：前期计入<br>其他综合收益<br>当期转入损益                                                                                                                       | 减：所得<br>税费用              | 税后归属于<br>母公司                                    | 税后归属于<br>少数股东                                            |                          |
|                                                                                                                                      |                          | Amount<br>Incurred<br>before<br>Income Tax<br>in the<br>Current<br>Period | Less: Net<br>amount that is<br>included into<br>other<br>comprehensive<br>income and<br>transferred<br>into the<br>current profits<br>and losses | Less:<br>Income<br>Taxes | Attributed to<br>Parent<br>Company<br>after Tax | Attributable<br>to Minority<br>Shareholders<br>after Tax |                          |
| 一、以后不能重<br>分类进损益的<br>其他综合收益<br>I. Other<br>Comprehensive<br>Incomes that<br>Cannot be<br>Re-classified<br>into Profits and<br>Losses | -                        | -                                                                         | -                                                                                                                                                | -                        | -                                               | -                                                        | -                        |
| 二、以后将重分<br>类进损益的其<br>他综合收益<br>II. Other<br>Comprehensive<br>Incomes that will<br>be Re-classified<br>into Profits and<br>Losses      | -287,571.55              | 7,212,316.29                                                              | -                                                                                                                                                | -                        | 7,212,316.29                                    | -                                                        | 6,924,744.74             |
| 外币财务报表<br>折算差额<br>Converted<br>Difference in<br>Foreign<br>Currency<br>Statements                                                    | -287,571.55              | 5,821,317.48                                                              | -                                                                                                                                                | -                        | 5,821,317.48                                    | -                                                        | 5,533,745.93             |
| 可供出售金融<br>资产公允价值<br>变动<br>Variation in the<br>fair value of<br>available-for-sale<br>financial assets                                | -                        | 1,390,998.81                                                              | -                                                                                                                                                | -                        | 1,390,998.81                                    | -                                                        | 1,390,998.81             |
| 其他综合收益<br>合计<br>Total of Other                                                                                                       | <u>-287,571.55</u>       | <u>7,212,316.29</u>                                                       | <u>-</u>                                                                                                                                         | <u>-</u>                 | <u>7,212,316.29</u>                             | <u>-</u>                                                 | <u>6,924,744.74</u>      |

| 项目<br>Item               | 2014.12.31<br>12/31/2014 | 本期发生金额<br>Amount Incurred in the Current Period                           |                                                                                                                                                  |                          |                                                 |                                                          | 2015.12.31<br>2015.12.31 |
|--------------------------|--------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------------|----------------------------------------------------------|--------------------------|
|                          |                          | 本期所得税<br>前发生额                                                             | 减：前期计入<br>其他综合收益<br>当期转入损益                                                                                                                       | 减：所得<br>税费用              | 税后归属于<br>母公司                                    | 税后归属于<br>少数股东                                            |                          |
|                          |                          | Amount<br>Incurred<br>before<br>Income Tax<br>in the<br>Current<br>Period | Less: Net<br>amount that is<br>included into<br>other<br>comprehensive<br>income and<br>transferred<br>into the<br>current profits<br>and losses | Less:<br>Income<br>Taxes | Attributed to<br>Parent<br>Company<br>after Tax | Attributable<br>to Minority<br>Shareholders<br>after Tax |                          |
| Comprehensive<br>Incomes |                          |                                                                           |                                                                                                                                                  |                          |                                                 |                                                          |                          |

**29、盈余公积**
**29. Surplus Reserves**

| 项目<br>Item                                  | 2014.12.31<br>12/31/2014 | 本期增加<br>Increase in the<br>Current Period | 本期减少<br>Decrease in the<br>Current Period | 2015.12.31<br>2015.12.31 |
|---------------------------------------------|--------------------------|-------------------------------------------|-------------------------------------------|--------------------------|
| 法定盈余公积<br>Statutory Surplus<br>Reserves     | 161,287,675.86           | 55,106,775.34                             | -                                         | 216,394,451.20           |
| 任意盈余公积<br>Discretionary Surplus<br>Reserves | -----                    | -----                                     | -----                                     | -----                    |
| 合计<br>Total                                 | <u>161,287,675.86</u>    | <u>55,106,775.34</u>                      | =                                         | <u>216,394,451.20</u>    |

盈余公积增加系公司按 2015 年度母公司实现净利润的 10% 计提法定盈余公积金。

The surplus reserves were increased since the Company withdrew statutory surplus reserves at 10% of the net profits realized by the parent company in 2015.

**30、未分配利润**
**30. Undistributed Profits**

—未分配利润增减变动情况如下：

—The increase or decrease in undistributed profits was as follows:

| 项目<br>Item                                                                                                  | 2015 年度<br>Year of 2015 | 提取或分配比例<br>Withdrawing or Distribution<br>Proportion |
|-------------------------------------------------------------------------------------------------------------|-------------------------|------------------------------------------------------|
| 上期期末未分配利润<br>Closing undistributed profits in previous period                                               | 754,989,429.07          |                                                      |
| 加：会计政策变更<br>Plus: Changes in Accounting Policies                                                            | -                       |                                                      |
| 本期期初未分配利润<br>Opening undistributed profits in current period                                                | 754,989,429.07          |                                                      |
| 加：本期归属于母公司所有者的净利润<br>Plus: Net profits attributable to the owner of parent<br>company in the current period | 635,496,096.73          |                                                      |

| 项目<br>Item                                                   | 2015 年度<br>Year of 2015 | 提取或分配比例<br>Withdrawing or Distribution Proportion                  |
|--------------------------------------------------------------|-------------------------|--------------------------------------------------------------------|
| 减：提取法定盈余公积<br>Less: Provision for statutory surplus reserves | 55,106,775.34           | 母公司实现净利润的 10%<br>10% of net profits realized by the parent company |
| 应付普通股股利<br>Common Stock Dividends Payable                    | 364,005,470.00          |                                                                    |
| 转增股本的普通股股利<br>Common stock dividend turning to capital stock | .....-                  |                                                                    |
| 期末未分配利润<br>Closing Retained Earnings                         | <u>971,373,280.46</u>   |                                                                    |

—2015 年 4 月，根据公司 2014 年股东大会的决议，以最新股本 728,010,940 股为基数，向全体股东每 10 股派发现金红利 5.00 元（含税），合计派发现金股利 364,005,470.00 元，剩余未分配利润结转以后年度分配。

—In April, 2015, according to the resolution of the general meeting of shareholders in 2014, the Company distributed RMB5.00 (including tax) per 10 shares of cash dividend to all shareholders based on 728,010,940 shares of the latest equity. Totally RMB364, 005,470.00 of cash dividends were distributed. And the remaining undistributed profits were carried over to be distributed in subsequent years.

### 31、少数股东权益

### 31. Minority Equity

| 子公司名称<br>Name of Subsidiary                                   | 2015.12.31<br>2015.12.31 | 2014.12.31<br>12/31/2014 |
|---------------------------------------------------------------|--------------------------|--------------------------|
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co., Ltd.       | -5,693,616.16            | -                        |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | -2,463,059.91            | .....-                   |
| 合计<br>Total                                                   | <u>-8,156,676.07</u>     | <u>-</u>                 |

### 32、营业收入及营业成本

### 32. Operating Incomes and Operating Costs

| 项目<br>Item               | 2015 年度<br>Year of 2015 |                       | 2014 年度<br>Year of 2014 |                       |
|--------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
|                          | 收入<br>Incomes           | 成本<br>Costs           | 收入<br>Incomes           | 成本<br>Costs           |
| 主营业务<br>Main Business    | 2,251,441,458.61        | 748,862,875.31        | 1,700,552,333.38        | 570,982,715.30        |
| 其他业务<br>Other Businesses | 14,601,555.09           | 15,347,960.95         | 4,428,203.51            | 9,026,074.06          |
| 合计<br>Total              | <u>2,266,043,013.70</u> | <u>764,210,836.26</u> | <u>1,704,980,536.89</u> | <u>580,008,789.36</u> |

33、营业税金及附加

33. Business Tax and Surcharges

| 项目<br>Item                                        | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|---------------------------------------------------|-------------------------|-------------------------|
| 营业税<br>Business Tax                               | 170,405.04              | -                       |
| 城市维护建设税<br>Urban Maintenance and Construction Tax | 16,017,500.15           | 12,823,861.03           |
| 教育费附加<br>Educational Surcharges                   | 11,441,066.97           | 9,159,900.78            |
| 合计<br>Total                                       | 27,628,972.16           | 21,983,761.81           |

34、销售费用

34. Selling Expenses

| 项目<br>Item                                    | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|-----------------------------------------------|-------------------------|-------------------------|
| 工资福利费<br>Salary and Welfare                   | 188,514,175.07          | 110,103,014.14          |
| 行政办公费<br>Administrative Expenses              | 3,368,123.10            | 3,821,507.32            |
| 折旧摊销<br>Depreciation and Amortization         | 13,903,916.47           | 6,468,238.54            |
| 市场推广费<br>Marketing Fees                       | 28,246,257.25           | 16,558,502.74           |
| 租赁和物管费<br>Rental and Property Management Fee  | 7,665,525.80            | 15,090,288.63           |
| 差旅费<br>Traveling Expenses                     | 24,866,968.43           | 14,857,384.67           |
| 会议费<br>Conference Expenses                    | 4,960,053.70            | 3,214,447.72            |
| 招待费<br>Entertainment Expenses                 | 3,476,449.71            | 2,889,661.12            |
| 终端及经销商费用<br>Terminal and Distributor Expenses | 82,371,303.67           | 49,855,147.99           |
| 广告费<br>Advertising Expenses                   | 225,328,687.94          | 148,512,869.85          |
| 物流费用<br>Logistics Expenses                    | 34,511,038.69           | 22,611,799.37           |

| 项目<br>Item                               | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------|-------------------------|-------------------------|
| 修理维护费<br>Repair and Maintenance Expenses | 912,515.17              | 2,746,219.93            |
| 其他费用<br>Other Expenses                   | 483,797.36              | 312,078.74              |
| 合计<br>Total                              | 618,608,812.36          | 397,041,160.76          |

销售费用 2015 年度比 2014 年度增长 221,567,651.60 元，幅度为 55.80%，主要系广告费用投入增加及由于销售规模扩大导致工资、物流费用、终端及经销商费用等增加所致。

The selling expenses in 2015 were RMB221, 567,651.60 more than that in 2014, which were increased by 55.80% and mainly because of the increase in input in advertising expenses and increases in salaries, logistics expenses, terminal and distributor expenses, etc. due to the expansion of the sale scale.

### 35、管理费用

### 35. Management Fee

| 项目<br>Item                                 | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|--------------------------------------------|-------------------------|-------------------------|
| 工资福利费<br>Salary and Welfare                | 60,197,252.30           | 44,566,535.16           |
| 股权激励<br>Stock Option incentive             | -10,489,547.77          | 4,707,905.37            |
| 行政办公费<br>Administrative Expenses           | 14,321,496.76           | 11,453,576.50           |
| 差旅费<br>Traveling Expenses                  | 3,132,646.38            | 4,086,550.04            |
| 会议费<br>Conference Expenses                 | 1,212,578.49            | 1,682,808.10            |
| 业务招待费<br>Entertainment Expenses            | 3,329,188.70            | 2,691,721.82            |
| 人事管理费<br>Personnel Management Expenses     | 4,881,071.91            | 5,940,394.07            |
| 商标专利费<br>Trademark Royalty                 | 1,986,682.74            | 1,731,725.85            |
| 董事会费<br>Expenses of the Board of Directors | 288,600.00              | 234,450.00              |

| 项目<br>Item                               | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------|-------------------------|-------------------------|
| 中介机构费<br>Expenses of Intermediary Organs | 9,653,897.78            | 12,084,809.38           |
| 税费<br>Taxes                              | 7,370,601.89            | 4,166,120.64            |
| 低值易耗品<br>Low Value Consumables           | 243,058.48              | 328,387.62              |
| 赠品<br>Gifts                              | 430,786.21              | 409,032.39              |
| 折旧摊销<br>Depreciation and Amortization    | 9,101,042.89            | 10,755,520.11           |
| 检验费<br>Inspection Fee                    | 67,030.00               | 62,523.89               |
| 研发费用<br>R & D Expenses                   | 86,035,540.05           | 52,797,678.29           |
| 存货损失<br>Inventory Losses                 | 20,348,233.90           | 17,860,765.69           |
| 其他<br>Others                             | 1,282,758.84            | 1,165,509.34            |
| 合计<br>Total                              | <u>213,392,919.55</u>   | <u>176,726,014.26</u>   |

**36、财务费用**
**36. Financial Expenses**

| 项目<br>Item                         | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------|-------------------------|-------------------------|
| 利息支出<br>Interest Expenses          | -                       | -                       |
| 减：利息收入<br>Less: Interest Incomes   | 52,475,339.46           | 44,467,619.56           |
| 手续费支出<br>Procedure Fees            | 287,591.26              | 385,284.81              |
| 汇兑损益<br>Profit or Loss on Exchange | 938,992.61              | 215,266.00              |
| 合计                                 | <u>-51,248,755.59</u>   | <u>-43,867,068.75</u>   |





| 项目<br>Item | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------|-------------------------|-------------------------|
| Total      |                         |                         |

### 37、资产减值损失

### 37. Assets Impairment Loss

| 项目<br>Item                                                 | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------------------------|-------------------------|-------------------------|
| 应收账款坏账准备<br>Provision for Bad Debts of Accounts Receivable | 1,233,154.30            | 224,724.36              |
| 其他应收款坏账准备<br>Provision for Bad Debts of Other Receivables  | 975,876.63              | 398,415.21              |
| 存货跌价准备<br>Inventory Falling Price Reserves                 | 2,212,346.50            | 18,357,746.51           |
| 合计<br>Total                                                | <u>4,421,377.43</u>     | <u>18,980,886.08</u>    |

### 38、投资收益

### 38. Investment Incomes

| 项目<br>Item                                                                        | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|-----------------------------------------------------------------------------------|-------------------------|-------------------------|
| 成本法核算的长期股权投资收益<br>Long-Term Equity Investment Incomes Calculated at Cost Method   | 747,000.00              | -                       |
| 权益法核算的长期股权投资收益<br>Long-Term Equity Investment Incomes Calculated at Equity Method | 1,868,304.50            | -                       |
| 理财产品投资收益<br>Incomes from Investment in Financial Products                         | 29,189,518.64           | -                       |
| 合计<br>Total                                                                       | <u>31,804,823.14</u>    | <u>-</u>                |

### 39、营业外收入

### 39. Non-operating Incomes

| 项目<br>Item | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 | 计入当期非经常性损益的金额<br>Amount Included in the Current Non-recurring Profit and Loss |
|------------|-------------------------|-------------------------|-------------------------------------------------------------------------------|
| 政府补助       | 29,486,041.82           | 38,384,964.64           | 29,486,041.82                                                                 |

| 项目                                         | 2015 年度       | 2014 年度       | 计入当期非经常性损益的金额                                                |
|--------------------------------------------|---------------|---------------|--------------------------------------------------------------|
| Item                                       | Year of 2015  | Year of 2014  | Amount Included in the Current Non-recurring Profit and Loss |
| Government Subsidies                       |               |               |                                                              |
| 违约金收入                                      | 275,158.51    | 2,510,596.96  | 275,158.51                                                   |
| Liquidated Damages Income                  |               |               |                                                              |
| 赔偿收入                                       | 743,761.25    | 165,429.57    | 743,761.25                                                   |
| Compensation Income                        |               |               |                                                              |
| 处置非流动资产收益                                  | 202.21        | 15,526.88     | 202.21                                                       |
| Income from Disposal of Non-current Assets |               |               |                                                              |
| 其他                                         | 868,271.82    | 755,255.61    | 868,271.82                                                   |
| Others                                     |               |               |                                                              |
| 合计                                         | 31,373,435.61 | 41,831,773.66 | 31,373,435.61                                                |
| Total                                      |               |               |                                                              |

一 报告期内确认收益的政府补助种类及金额如下：

— The types and amount of government subsidies recognized as incomes in the reporting period were as follows:

| 政府补助种类                                                                                                                           | 2015 年度       | 2014 年度       |
|----------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| Types of Government Subsidies                                                                                                    | Year of 2015  | Year of 2014  |
| 与收益相关：                                                                                                                           |               |               |
| Related to Incomes:                                                                                                              |               |               |
| 技术改造、产业升级及增资扩产科研扶持资金                                                                                                             | 17,334,564.74 | 27,576,484.62 |
| Supporting funds for technological transformation, industry upgrading and scientific research with increase in capital and share |               |               |
| 扩产及技改扶持基金                                                                                                                        | 5,920,000.00  | 7,750,000.00  |
| Supporting funds for production expansion and technological transformation                                                       |               |               |
| 技术改造及技术创新资金                                                                                                                      | 420,000.00    | 760,000.00    |
| Funds for technological transformation and technological innovation                                                              |               |               |
| 企业发展奖励金                                                                                                                          | -             | 550,000.00    |
| Enterprise development bonus                                                                                                     |               |               |
| 企业扶持基金                                                                                                                           | 694,301.68    | 317,000.00    |
| Enterprise support funds                                                                                                         |               |               |
| 小微企业税收补助                                                                                                                         | -             | 213,958.50    |
| Small and micro enterprise tax subsidies                                                                                         |               |               |
| 广货网上行活动企业奖励                                                                                                                      | -             | 200,000.00    |
| Bonus for active enterprises on <a href="http://www.ghwsx.gov.cn">www.ghwsx.gov.cn</a>                                           |               |               |
| 珠海市鼓励企业转型升级扩大生产奖励                                                                                                                | -             | 120,000.00    |

| 政府补助种类<br>Types of Government Subsidies                                                            | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|----------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Bonus for encouraging enterprise transformation, upgrading and production expansion in Zhuhai City |                         |                         |
| 工作先进企业奖励<br>Advanced enterprise awards                                                             | -                       | 80,000.00               |
| 技术标准战略资金<br>Technical standard strategic funds                                                     | -                       | 53,000.00               |
| 专利申请资助资金<br>Assisting funds for patent application                                                 | 72,000.00               | 16,000.00               |
| 商标注册资助金<br>Assisting funds for trademark registration                                              | -                       | 1,855.04                |
| 计生工作先进单位奖<br>Awards for units advanced in family planning work                                     | -                       | 1,000.00                |
| 研究开发补助资金<br>Subsidies for research and development                                                 | 3,097,800.00            | -                       |
| 扶持中小企业发展资金<br>Funds for supporting the development of middle- and small-sized enterprises          | 303,333.32              | -                       |
| 税收奖励<br>Taxation incentive                                                                         | 156,042.08              | -                       |
| 上市奖励<br>Award for public offering                                                                  | 800,000.00              | -                       |
| 科技创新奖励<br>Science and technology innovation award                                                  | 150,000.00              | -                       |
| 节水奖励<br>Water-saving award                                                                         | 10,000.00               | -                       |
| 珠海市优秀民营企业表彰奖励经费<br>Funds for awarding outstanding private enterprises in Zhuhai City               | 180,000.00              | -                       |
| 与资产相关:<br>Related to assets                                                                        |                         |                         |
| 新兴产业专项补助资金<br>Special subsidies for emerging industry                                              | 200,000.00              | 164,999.96              |
| 技术改造项目补助<br>Subsidies for technological transformation project                                     | 100,000.00              | 100,000.00              |
| 企业科技特派员工作站                                                                                         | 48,000.00               | 80,666.52               |

| 政府补助种类<br>Types of Government Subsidies                                                | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|----------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Enterprise scientific special commissioner work station                                |                         |                         |
| 中小企业发展专项基金<br>Special funds for the development of middle- and small-sized enterprises | -                       | 300,000.00              |
| 产业技术研发资金<br>Funds for industry technological research and development                  | -                       | 100,000.00              |
| 合计<br>Total                                                                            | 29,486,041.82           | 38,384,964.64           |

#### 40、营业外支出

#### 40. Non-operating Expenditures

| 项目<br>Item                                                 | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 | 计入当期非经常性损益的金额<br>Amount Included in the Current Non-recurring Profit and Loss |
|------------------------------------------------------------|-------------------------|-------------------------|-------------------------------------------------------------------------------|
| 捐赠支出<br>Donation Outlay                                    | 11,087,000.00           | 1,835,293.75            | 11,087,000.00                                                                 |
| 处理非流动资产净损失<br>Net losses on disposal of non-current assets | 535,551.53              | 965,512.95              | 535,551.53                                                                    |
| 预计负债<br>Estimated Liabilities                              | 142,879.50              | -                       | 142,879.50                                                                    |
| 其他<br>Others                                               | 482,818.23              | 900,935.90              | 482,818.23                                                                    |
| 合计<br>Total                                                | 12,248,249.26           | 3,701,742.60            | 12,248,249.26                                                                 |

#### 41、所得税费用

#### 41. Income Taxes

| 项目<br>Item                                                                             | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|----------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 按税法及相关规定计算的当期所得税<br>Income taxes calculated as per the tax law and relevant provisions | 119,918,840.92          | 85,900,718.22           |
| 递延所得税调整<br>Adjustment of deferred income tax liabilities                               | -300,366.81             | 3,741,339.27            |
| 合计<br>Total                                                                            | 119,618,474.11          | 89,642,057.49           |

一 会计利润与所得税费用调整过程

— Process of adjustment of accounting profits and income tax expenses

|    |       |
|----|-------|
| 项目 | 本期发生额 |
|----|-------|

| Item                                                                                                                                                                | Amount Incurred in the Current Period |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 利润总额<br>Total profits                                                                                                                                               | 739,958,861.02                        |
| 按法定/适用税率计算的所得税费用<br>Income Tax Expenses Calculated at Statutory/Appropriate Tax Rate                                                                                | 110,993,829.15                        |
| 子公司适用不同税率的影响<br>Influence from Application of Different Tax Rate to Subsidiaries                                                                                    | -3,552,249.86                         |
| 调整以前期间所得税的影响<br>Influence from Adjustment of Income Tax in the Previous Period                                                                                      | 45,759.93                             |
| 股权激励的影响<br>Influence from Stock Option Incentive                                                                                                                    | -1,395,411.33                         |
| 非应税收入的影响<br>Influence from Non-taxable Income                                                                                                                       | -392,295.68                           |
| 不可抵扣的成本、费用和损失的影响<br>Influence from Costs, Expenses and Losses that cannot be Deducted                                                                               | 1,050,089.77                          |
| 加计扣除<br>Plus the Deduction                                                                                                                                          | -3,275,016.80                         |
| 使用前期未确认递延所得税资产的可抵扣亏损的影响<br>Influence from Using the Deductible Losses of Unrecognized Deferred Income Tax Assets                                                    | -6,098,960.20                         |
| 本期未确认递延所得税资产的可抵扣暂时性差异或可抵扣亏损的影响<br>Influence from Deductible Temporary Difference or Deductible Losses of Unrecognized Deferred Income Tax Assets                    | 22,849,595.72                         |
| 前期坏账准备未确认递延所得税资产本期确认的影响<br>Influence from Recognition in the Current Period of Deferred Income Tax Assets Unrecognized in the Previous Period of Bad Debt Provision | -606,866.59                           |
| 所得税费用<br>Income Taxes                                                                                                                                               | <u>119,618,474.11</u>                 |

**42、基本每股收益和稀释每股收益的计算过程**
**42. Calculation of Basic EPS and Diluted EPS**

| 项目<br>Item                                                                                           | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 基本每股收益和稀释每股收益计算<br>Calculation of Basic EPS and Diluted EPS                                          |                         |                         |
| (一) 分子:<br>(I) Numerator:                                                                            |                         |                         |
| 税后净利润<br>Net Profits after Tax                                                                       | 620,340,386.91          | 502,594,966.94          |
| 调整: 扣减归属少数股东损益<br>Adjustment: Deducting the profits and losses attributable to minority shareholders | -15,155,709.82          | -                       |

| 项目<br>Item                                                                                                                                | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 基本每股收益计算中归属于母公司普通股股东的损益<br>Profits and losses attributable to common stockholders of the parent company in the calculation of basic EPS   | 635,496,096.73          | 502,594,966.94          |
| 调整：与稀释性潜在普通股股相关的股利和利息<br>Adjustment: Dividend and interest related to dilutive potential common shares                                    | -                       | -                       |
| 因稀释性潜在普通股转换引起的收益或费用上的变化<br>Changes in earnings or expenses arising from conversion of dilutive potential common shares                    | -                       | -                       |
| 稀释每股收益核算中归属于母公司普通股股东的损益<br>Profits and losses attributable to common stockholders of the parent company in the calculation of diluted EPS | 635,496,096.73          | 502,594,966.94          |
| (二) 分母：<br>(II) Denominator                                                                                                               |                         |                         |
| 基本每股收益核算中当期外发普通股的加权平均数<br>Weighted average of outgoing common stock in the current period in the calculation of basic EPS                 | 716,344,273.33          | 656,931,225.00          |
| 加：所有稀释性潜在普通股转换成普通股时的加权平均数<br>Plus: Weighted average of all dilutive potential common shares converted into common stocks                  | -                       | 804,048.38              |
| 稀释每股收益核算中当期外发普通股加权平均数<br>Weighted average of outgoing common stock in the current period in the calculation of diluted EPS                | 716,344,273.33          | 657,735,273.38          |
| (三) 每股收益<br>(III) Earnings Per Share (EPS)                                                                                                |                         |                         |
| 基本每股收益：<br>Basic EPS:                                                                                                                     |                         |                         |
| 归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company                                                          | 0.89                    | 0.77                    |
| 扣除非经常性损益后归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company after deducting non-recurring profit and loss   | 0.85                    | 0.72                    |
| 稀释每股收益：<br>Diluted EPS:                                                                                                                   |                         |                         |
| 归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company                                                          | 0.89                    | 0.76                    |
| 扣除非经常性损益后归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company after deducting non-recurring profit and loss   | 0.85                    | 0.72                    |

#### 43、收到的其他与经营活动有关的现金

#### 43. Other Cashes Received and Related to Operating Activities

| 项目<br>Item                                     | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------------|-------------------------|-------------------------|
| 银行存款利息收入<br>Income from Bank Deposit Interests | 52,558,282.56           | 32,206,558.46           |

| 项目<br>Item                                                  | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|-------------------------------------------------------------|-------------------------|-------------------------|
| 收取客户保证金和押金<br>Customer's Margin and Deposit Received        | 800,466.49              | 960,000.01              |
| 收到政府补助、奖励等<br>Government Subsidies and Bonus, etc. Received | 36,228,606.82           | 37,639,298.16           |
| 收回银行保证金<br>Bank Deposit Recovered                           | -                       | 25,000,000.00           |
| 赔偿及其他收入<br>Compensation and Other Revenues                  | 1,018,919.76            | 2,510,596.96            |
| 往来款<br>Current Account                                      | 1,946,444.32            |                         |
| 其他<br>Others                                                | 835,026.50              | 479,271.03              |
| 合计<br>Total                                                 | <u>93,387,746.45</u>    | <u>98,795,724.62</u>    |

**44、支付的其他与经营活动有关的现金**

**44. Other Cashes Paid and Related to Operating Activities**

| 项目<br>Item                              | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|-----------------------------------------|-------------------------|-------------------------|
| 付现的期间费用<br>Cash Payment Period Expenses | 451,154,475.27          | 293,255,781.31          |
| 捐赠支出等<br>Donation Outlay and Others     | 11,087,000.00           | 1,835,293.75            |
| 银行保证金<br>Bank Deposit                   | 2,280,000.00            | -                       |
| 支付赔偿款<br>Compensation Paid              | -                       | 607,865.00              |
| 往来款<br>Current Account                  | -                       | 988,733.12              |
| 其他<br>Others                            | 880,778.49              | 1,105,573.05            |
| 合计<br>Total                             | <u>465,402,253.76</u>   | <u>297,793,246.23</u>   |

**45、收回投资所收到的现金**

**45. Cash Received from Investment Recovery**

| 项目<br>Item                                     | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------------|-------------------------|-------------------------|
| 理财产品到期收回<br>Recovery of Financial Products Due | 890,000,000.00          | -----                   |
| 合计                                             | <u>890,000,000.00</u>   | ==                      |



| 项目<br>Item | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------|-------------------------|-------------------------|
| Total      |                         |                         |

**46、投资支付的现金**

**46. Cash Paid for Investment**

| 项目<br>Item                                                                                                                                           | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 支付深圳市倍泰健康测量分析技术有限公司的投资款<br>Investment Funds Paid to Shenzhen Beita Health Measurement and Analysis Technology Co. Ltd.                               | 80,000,000.00           | 20,000,000.00           |
| 支付深圳市鹏鼎创盈金融信息服务股份有限公司的投资款<br>Investment Funds Paid to Shenzhen Pengding Chuangying Financial Information Service Co., Ltd.                           | -                       | 20,000,000.00           |
| 支付广州广发信德一期健康产业投资企业（有限合伙）的投资款<br>Investment Funds Paid to Guangzhou Guangfa Xinde Phase I Health Industry Investment Enterprise (Limited Partnership) | 60,000,000.00           | -                       |
| 支付深圳市有棵树科技股份有限公司的投资款<br>Investment Funds Paid to Shenzhen Shenzhen Youkeshu Science & Technology Co., Ltd.                                           | 160,000,000.00          | -                       |
| 支付北京极简时代软件科技有限公司的投资款<br>Investment Funds Paid to Beijing Jeejen Times Software Technology Co., Ltd.                                                  | 40,000,000.00           | -                       |
| 支付珠海市蓝海之略医疗股份有限公司的投资款<br>Investment Funds Paid to Zhuhai Blue Ocean Strategy Medical Co., Ltd.                                                       | 26,000,000.00           | -                       |
| 支付 KangSeed Technology Ltd 的投资款<br>Investment Funds Paid to KangSeed Technology Ltd.                                                                 | 64,936,000.00           | -                       |
| 支付北京桃谷科技有限公司的投资款<br>Investment Funds Paid to Beijing Taogu Science & Technology Co., Ltd.                                                            | 15,000,000.00           | -                       |
| 支付上海凡迪生物科技有限公司的投资款<br>Investment Funds Paid to Shanghai Find Bio-Tech Co., Ltd.                                                                      | 87,600,000.00           | -                       |
| 支付上海臻鼎电脑科技有限公司的投资款<br>Investment Funds Paid to Shanghai Zhending Computer Technology Co., Ltd.                                                       | 24,000,000.00           | -                       |
| 购买理财产品支出<br>Expenditure for purchase of financial products                                                                                           | 2,310,000,000.00        | -----                   |
| 合计<br>Total                                                                                                                                          | <u>2,867,536,000.00</u> | <u>40,000,000.00</u>    |



**47、现金流量表补充资料**

## 一 现金流量表补充资料

**47. Supplementary Materials of Cash Flow Statement**

## 一 Supplementary Materials of Cash Flow Statement

| 项目<br><u>Item</u>                                                                                                               | 2015 年度<br><u>Year of 2015</u> | 2014 年度<br><u>Year of 2014</u> |
|---------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| 1.将净利润调节为经营活动的现金流量:<br>1. Cash flow of adjusting net profits as operating activities:                                           |                                |                                |
| 净利润<br>Net profits                                                                                                              | 620,340,386.91                 | 502,594,966.94                 |
| 加: 计提的资产减值准备<br>Plus: Impairment Provision of Assets Drawn                                                                      | 4,421,377.43                   | 18,980,886.08                  |
| 固定资产折旧、油气资产折耗、生产性生物资产折旧<br>Fixed assets depreciation, oil-and-gas asset depreciation, productive biological assets depreciation | 49,463,117.84                  | 37,430,264.83                  |
| 无形资产摊销<br>Amortization of Intangible Assets                                                                                     | 10,562,427.89                  | 6,125,596.96                   |
| 长期待摊费用的摊销<br>Amortization of long-term unamortized expenses                                                                     | 13,852,454.34                  | 6,577,440.25                   |
| 处置固定资产、无形资产和其他长期资产的损失 (减收益)<br>Loss from Disposal of Fixed Assets, Intangible Assets and Other Long-term Assets (Less: Profit)  | 535,349.32                     | 949,986.07                     |
| 固定资产报废损失<br>Loss on Retirement of Fixed Assets                                                                                  | -                              | -                              |
| 公允价值变动损失<br>Loss from change of Fair Value                                                                                      | -                              | -                              |
| 财务费用<br>Financial expenses                                                                                                      | -                              | -                              |
| 投资损失 (减收益)<br>Investment losses ("- for income)                                                                                 | -31,804,823.14                 | -                              |
| 递延所得税资产减少 (减增加)<br>Decrease in deferred income tax assets ("- for increase)                                                     | -450,076.54                    | -46,353.89                     |
| 递延所得税负债增加 (减减少)<br>Increase in deferred income tax liabilities ("- for decrease)                                                | 149,709.73                     | 3,787,693.16                   |

| 项目<br>Item                                                                                               | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|----------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 存货的减少（减增加）<br>Decrease in inventories (“-” for increase)                                                 | -64,238,526.47          | -13,969,796.43          |
| 经营性应收项目的减少（减增加）<br>Decrease in operating receivable item (“-” for increase)                              | -23,788,969.45          | -46,675,185.43          |
| 经营性应付项目的增加（减减少）<br>Increase in operating payable item (“-” for decrease)                                 | 69,868,917.33           | 16,274,867.83           |
| 其他<br>Others                                                                                             | -14,018,288.00          | 28,609,905.37           |
| 经营活动产生的现金流量净额<br>Net amount of cash flow from operating activities                                       | 634,893,057.19          | 560,640,271.74          |
| 2. 不涉及现金收支的投资和筹资活动：<br>2. Investment and financing activities not involving cash deposit and withdrawal: |                         |                         |
| 债务转为资本<br>Conversion of debt into capital                                                                | -                       | -                       |
| 一年内到期的可转换公司债券<br>Convertible corporate bonds matured within a year                                       | -                       | -                       |
| 融资租入固定资产<br>Fixed assets under financing lease                                                           | -                       | -                       |
| 3. 现金及现金等价物净增加情况：<br>3. Net increase in cash and cash equivalents:                                       |                         |                         |
| 现金及现金等价物的期末余额<br>Closing balance of cash and cash equivalents                                            | 1,441,358,330.31        | 1,537,042,862.08        |
| 减：现金及现金等价物的期初余额<br>Less: Opening balance of cash and cash equivalents                                    | 1,537,042,862.08        | 1,505,180,958.54        |
| 现金及现金等价物净增加额<br>Net Increase in Cash and Cash Equivalents                                                | -95,684,531.77          | 31,861,903.54           |

一 现金和现金等价物的构成

— Composition of cash and cash equivalents



| 项目<br>Item                                                                                                                                | 2015.12.31<br>12/31/2015 | 2014.12.31<br>12/31/2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 一、现金<br>I. Cash                                                                                                                           | 1,441,358,330.31         | 1,537,042,862.08         |
| 其中：库存现金<br>Including: Cash on hand                                                                                                        | 2,362.91                 | 115,046.63               |
| 可随时用于支付的银行存款<br>Deposit in bank available for payment at any time                                                                         | 1,439,561,965.54         | 1,536,927,815.45         |
| 可随时用于支付的其他货币资金<br>Other monetary funds available for payment at any time                                                                  | 1,794,001.86             | -                        |
| 可用于支付的存放中央银行款项<br>Amount due from central bank available for payment                                                                      | -                        | -                        |
| 存放同业款项<br>Amount due from other banks                                                                                                     | -                        | -                        |
| 拆放同业款项<br>Amount for inter-bank lending                                                                                                   | -                        | -                        |
| 二、现金等价物<br>II. Cash Equivalents                                                                                                           | -                        | -                        |
| 其中：三个月内到期的债券投资<br>Including: Bond investment due within three months                                                                      | -                        | -                        |
| 三、期末现金及现金等价物余额<br>III. Closing balance of Cash and Cash Equivalent                                                                        | 1,441,358,330.31         | 1,537,042,862.08         |
| 其中：母公司或集团内子公司使用受限制的现金和现金等价物<br>Including: Cash and cash equivalents that parent company or subsidiaries of the Company are limited to use | -                        | -                        |

**48、所有权或使用权受到限制的资产**

**48. Assets with Restricted Ownership or Right of Use**

| 项目<br>Item               | 期末账面价值<br>Closing Book Value | 受限原因<br>Reasons of Limitations                     |
|--------------------------|------------------------------|----------------------------------------------------|
| 货币资金<br>Monetary Capital | 2,280,000.00                 | 工程施工履约保证金<br>Project construction performance bond |
| 合计<br>Total              | 2,280,000.00                 |                                                    |

**49、外币货币性项目**

**49. Foreign Currency Monetary Item**

—外币货币性项目

—Foreign Currency Monetary Item

| 项目<br>Item | 2015.12.31<br>2015.12.31 |                             |            |
|------------|--------------------------|-----------------------------|------------|
|            | 原币<br>Original Currency  | 折算汇率<br>Rate of Translation | 人民币<br>RMB |

| 项目<br>Item               | 2015.12.31<br>2015.12.31 |        |              |
|--------------------------|--------------------------|--------|--------------|
| 货币资金<br>Monetary Capital |                          |        |              |
| 其中：美元<br>Including: USD  | 1,168,680.67             | 6.4936 | 7,588,944.80 |
| 港币<br>HKD                | 112,266.29               | 0.8378 | 94,042.59    |

—公司 2014 年投资 990 万美元在香港设立全资子公司香港佰瑞有限公司，2015 年增资 990 万美元（实际出资 1,790 万美元），主要从事公司品牌的营销推广，记账本位币为美元。

—The Company invested USD9, 900,000 in HongKong By Ray Company Limited, a wholly-owned subsidiary incorporated in Hong Kong, in 2014, and increased USD9, 900,000 of the capital (the actual contribution was USD17, 900,000) in 2015. Such a subsidiary is mainly engaged in marketing and promotion of the brands of the Company. The bookkeeping currency was USD.

## 八、合并范围的变更

## VIII. Change of Scope of Combination

—报告期内合并范围的变化

Change of Combination Scope

——报告期新纳入合并范围的公司

——Companies newly included in the scope of combination in the reporting period

| 子公司名称<br>Name of Subsidiary                                   | 子公司类型<br>Type of Subsidiary | 注册地<br>Registration Place | 注册资本<br>Registered Capital | 持股比例<br>Shareholding Ratio | 表决权比例<br>Ratio of Enjoying Right to Vote | 期末实际出资额<br>Closing Actual Contribution |
|---------------------------------------------------------------|-----------------------------|---------------------------|----------------------------|----------------------------|------------------------------------------|----------------------------------------|
| 广东佰悦网络科技有限公司<br>Shanghai Mochui Network Technology Co., Ltd., | 控股子公司<br>Holding subsidiary | 广州<br>Guangzhou           | 20,000,000.00              | 70%                        | 70%                                      | 14,000,000.00                          |

注 1：2015 年 2 月，公司投资人民币 2,000.00 万元在广州成立全资子公司广东佰悦网络科技有限公司，2015 年 3 月，公司将其 30% 的股权转让予广州有加投资合伙企业(有限合伙)。

Note 1: In February, 2015, the Company invested RMB20, 000,000 to set up a wholly-owned subsidiary Guangdong Baiyue Network Technology Co., Ltd. in Guangzhou. And in March, 2015, the Company transferred 30% of its equity to Guangzhou Youjia Investment Partnership (Limited Partnership).

## 九、在其他主体中的权益

## IX. Equity in Other Subjects

### 在子公司中的权益

### Equity in Subsidiaries

—企业集团的构成

—Composition of enterprise group

——子公司信息见附注一中的“合并财务报表范围”。

——The information of subsidiaries is shown in “Scope of Consolidated Financial Statement” in Note I.

—重要的非全资子公司

—Important non-wholly-owned subsidiaries

| 子公司名称 | 少数股东持股比例 | 本期归属于少数股东的损益 | 本期向少数股东宣告分派的股利 | 期末少数股东权益余额 |
|-------|----------|--------------|----------------|------------|
|-------|----------|--------------|----------------|------------|

| Name of Subsidiary                                     | Minority Shareholders' Shareholding Ratio | Equity Attributable to Minority Shareholders in the Current Period | Dividends Declared to be Distributed to Minority Shareholders in the Current Period | Closing Amount of Minority Equity |
|--------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------|
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co.,Ltd. | 25.00%                                    | -6,846,670.04                                                      | -                                                                                   | -5,693,616.16                     |

——重要非全资子公司的主要财务信息

——Main financial information of important non-wholly-owned subsidiaries

单位：万元

Unit: RMB ten thousand

| 子公司名称<br>Name of Subsidiary                            | 期末余额<br>Closing Balance |                             |                      |                             |                                  |                           |
|--------------------------------------------------------|-------------------------|-----------------------------|----------------------|-----------------------------|----------------------------------|---------------------------|
|                                                        | 流动资产<br>Current Assets  | 非流动资产<br>Non-current assets | 资产合计<br>Total Assets | 流动负债<br>Current liabilities | 非流动负债<br>Non-current liabilities | 负债合计<br>Total Liabilities |
|                                                        |                         |                             |                      |                             |                                  |                           |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co.,Ltd. | 13,446.61               | 1,717.78                    | 15,164.39            | 9,259.79                    | 8,182.04                         | 17,441.83                 |
| 子公司名称<br>Name of Subsidiary                            | 期初余额<br>Opening Balance |                             |                      |                             |                                  |                           |
|                                                        | 流动资产<br>Current Assets  | 非流动资产<br>Non-current assets | 资产合计<br>Total Assets | 流动负债<br>Current liabilities | 非流动负债<br>Non-current liabilities | 负债合计<br>Total Liabilities |
|                                                        |                         |                             |                      |                             |                                  |                           |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co.,Ltd. | 1,891.21                | 1,089.08                    | 2,980.29             | 2,773.69                    | -                                | 2,773.69                  |

单位：万元

Unit: RMB ten thousand

| 子公司名称<br>Name of Subsidiary                             | 本期发生额<br>Amount Incurred in the Current Period |                   |                                       |                                                 | 上期发生额<br>Amount Incurred in the Previous Period |                   |                                       |                                                 |
|---------------------------------------------------------|------------------------------------------------|-------------------|---------------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------|---------------------------------------|-------------------------------------------------|
|                                                         | 营业收入<br>Operating Revenue                      | 净利润<br>Net Profit | 综合收益总额<br>Total Comprehensive Incomes | 经营活动现金流量<br>Cash Flow from Operating Activities | 营业收入<br>Operating Revenue                       | 净利润<br>Net Profit | 综合收益总额<br>Total Comprehensive Incomes | 经营活动现金流量<br>Cash Flow from Operating Activities |
|                                                         |                                                |                   |                                       |                                                 |                                                 |                   |                                       |                                                 |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co., Ltd. | 23,019.06                                      | -4,147.12         | -4,147.12                             | 610.07                                          | 7,725.11                                        | 121.25            | 121.25                                | 1,140.81                                        |

**在子公司的所有者权益份额发生变化且仍控制子公司的交易**

在子公司所有者权益份额发生变化的情况说明：

2015 年 3 月，公司全资子公司广东佰嘉药业有限公司进行增资扩股，由广州奇正投资合伙企业（有限合伙）认缴新增的出资，广东佰嘉药业有限公司注册资本由 1,000.00 万元增至 1,333.00 万元，公司持股由 100% 降至 75%，2015 年 7 月完成工商变更。

**在合营企业或联营企业中的权益**

—合营企业或联营企业

**Transaction where the share of owner's equity of subsidiaries changes and still controls over subsidiaries**

Statement on changes in the share of owner's equity of subsidiaries:

In March, 2015, Guangdong Baijia Pharmaceutical Co., Ltd., a wholly-owned subsidiary, increased in capital and share. With the contribution subscribed by Guangzhou Qizheng Investment Partnership (Limited Partnership), the registered capital of Guangdong Baijia Pharmaceutical Co., Ltd. was increased from RMB10,000,000 to RMB13,330,000, and the shareholding ratio of the Company was decreased from 100% to 75%, and the industrial and commercial registration of changes was completed in July, 2015.

**Equity in Joint Ventures or Affiliated Enterprises**

—Joint Ventures or Affiliated Enterprises

| 合营企业或联营企业名称<br>Name of joint venture or associated enterprise                            | 主要经营地<br>Principal Place of Business | 注册地<br>Registration Place | 业务性质<br>Business Nature                                                                                                           | 持股比例(%)<br>To the Company (%) |                | 对合营企业或联营企业投资的会计处理方法<br>Accounting treatment method of joint venture or associated enterprise |
|------------------------------------------------------------------------------------------|--------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------|----------------------------------------------------------------------------------------------|
|                                                                                          |                                      |                           |                                                                                                                                   | 直接<br>Direct                  | 间接<br>Indirect |                                                                                              |
| 深圳市倍泰健康测量分析技术有限公司<br>Shenzhen Beitai Health Measurement and Analysis Technology Co. Ltd. | 深圳<br>Shenzhen                       | 深圳<br>Shenzhen            | 人体健康测量网络化分析产品和智能网络化运动器械产品<br>Human health measurement network analysis products and intelligent network sports equipment products | 25.00                         | -              | 权益法<br>Equity Method                                                                         |
| 北京桃谷科技有限公司<br>Beijing Taogu Science & Technology Co., Ltd.                               | 北京<br>Beijing                        | 北京<br>Beijing             | 移动医疗健康领域<br>Mobile medical health field                                                                                           | 15.00                         | -              | 权益法<br>Equity Method                                                                         |
| 上海凡迪生物科技有限公司<br>Shanghai Find Bio-Tech Co., Ltd.                                         | 上海<br>Shanghai                       | 上海<br>Shanghai            | 临床和健康渠道提供基因检测服务<br>Clinical and health channels, rendering services of genetic tests                                              | 19.04                         | -              | 权益法<br>Equity Method                                                                         |
| 上海臻鼎电脑科技有限公司                                                                             | 上海                                   | 上海                        | 软件开发、技术服务                                                                                                                         | 20.00                         | -              | 权益法                                                                                          |

|                                                 |          |          |                                          |  |  |               |
|-------------------------------------------------|----------|----------|------------------------------------------|--|--|---------------|
| Shanghai Zhending Computer Technology Co., Ltd. | Shanghai | Shanghai | Software development, technical services |  |  | Equity Method |
|-------------------------------------------------|----------|----------|------------------------------------------|--|--|---------------|

—持有 20%以下表决权但具有重大影响，或者持有 20%或以上表决权但不具有重大影响的依据：

——公司持有北京桃谷科技有限公司 15%股权，同时公司实际控制人梁允超控制的企业诚承投资控股有限公司持有北京桃谷科技有限公司 20%股权，故此公司虽然持股未达到 20%，但对北京桃谷科技有限公司有重大影响。

——公司持有上海凡迪生物科技有限公司 19.04%股权，公司在股东会拥有重大事项一票否决权，故此虽然持股未达到 20%，但仍对上海凡迪生物科技有限公司有重大影响。

—不重要的合营企业和联营企业的汇总财务信息

—Basis of holding less than 20% of voting rights but with significant influence, or holding 20% or more of voting rights but without significant influence:

——The Company held 15% of the equity of Beijing Taogu Science & Technology Co., Ltd. Meanwhile, Chengcheng Investment Holdings Co., Ltd., an enterprise controlled by the Company's actual controller Liang Yunchao, held 20% of the equity of Beijing Taogu Science & Technology Co., Ltd. Therefore, although the shareholding ratio of the Company was less than 20%, it had a significant influence on Beijing Taogu Science & Technology Co., Ltd.

——The Company held 19.04% of the equity of Shanghai Find Bio-Tech Co., Ltd.19.04%, enabling the Company to have one-vote veto on major issues. Therefore, although its shareholding ratio was less than 20%, the Company had a significant influence on Shanghai Find Bio-Tech Co., Ltd.

—Summarized financial information of unimportant joint ventures and affiliated enterprises

|                                                                                      | 期末余额/本期发生额<br>Closing Balance /Amount Incurred in the Current Period | 期初余额/上期发生额<br>Opening Balance/Amount Incurred in the Previous Period |
|--------------------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------|
| 联营企业：<br>Affiliated enterprises:                                                     | --                                                                   | --                                                                   |
| 投资账面价值合计<br>Total book value of investment                                           | 226,600,000.00                                                       | 20,000,000.00                                                        |
| 下列各项按持股比例计算的合计数<br>Total of the following items calculated at the shareholding ratio | --                                                                   | --                                                                   |
| --净利润<br>--Net profits                                                               | 1,868,304.50                                                         | -                                                                    |
| --其他综合收益<br>--Other comprehensive incomes                                            | -                                                                    | -                                                                    |
| --综合收益总额<br>--Total comprehensive incomes                                            | 1,868,304.50                                                         | -                                                                    |

## 十、与金融工具相关的风险

本公司的主要金融工具包括货币资金、应收票据、应收账款、其他应收款、其他流动资产、可供出售金融资产、应付账款、其他应付款等，这些金融工具主要与经营及融资相关，各项金融工具的详细情况详见本附注五相关项目，与这些金融工具相关的风险，以及本公司为降低这些风险所采取的风险管

## X. Risks Related to Financial Instruments

The financial instruments of the Company mainly include monetary capital, notes receivable, accounts receivable, other receivables, other current assets, available-for-sale financial assets, accounts payable and other payables, etc. These financial instruments are mainly related to operation



理政策如下所述。

#### —信用风险

信用风险是指金融工具的一方不履行义务，造成另一方发生财务损失的风险。本公司主要面临赊销导致的客户信用风险。为降低信用风险，公司仅与经认可的、信誉良好的客户进行交易，并通过对已有客户信用监控以及通过账龄分析来对应收账款进行持续监控，确保公司不致面临坏账风险，将公司的整体信用风险控制在可控的范围内。

#### —利率风险

利率风险，是指金融工具的公允价值或未来现金流量因市场利率变动而发生波动的风险。本公司面临的利率风险主要来源于银行借款。公司通过建立良好的银企关系，对授信额度、授信品种以及授信期限进行合理的设计，保障银行授信额度充足，满足公司各类融资需求。通过缩短单笔借款的期限，特别约定提前还款条款，合理降低利率波动风险。

#### —外汇风险

外汇风险，是指金融工具的公允价值或未来现金流量因外汇汇率变动而发生波动的风险。本公司尽可能将外币收入与外币支出相匹配以降低外汇风险。报告期内，由于公司与外币相关的收入和支出的信用期短，受到外汇风险的影响不大。

#### —流动性风险

流动风险，是指企业在履行以交付现金或其他金融资产的方式结算的义务时发生资金短缺的风险。本公司的政策是确保拥有充足的现金以偿还到期债务。流动性风险由本公司的财务部门集中控制。财务部门通过监控现金余额、可随时变现的有价证券以及对未来 6 个月现金流量的滚动预测，确保公司在所有合理预测的情况下拥有充足的资金偿还债务。

and financing. The details of each financial instrument are shown in Note V Relevant Items. The risks related to these financial instruments and the risk management policies that the Company adopted to reduce these risks are stated as follows.

#### —Credit risk

Credit risk refers to risk incurred to the other party due to that a party of the financial instrument fails to perform its obligations. The Company mainly faced customer credit risks arising from sales on account. In order to reduce credit risk, the Company only makes transactions with the customers approved with good reputation, and continuously monitors the accounts receivable through existing customer credit monitoring and aging analysis, so as to ensure that the Company will not face the risk of bad debts, but bring the overall credit risk of the Company into a controllable range.

#### —Interest rate risk

Interest rate risk refers to risk that the fair value of the financial instruments or the future cash flow fluctuates due to change in market price. The interest rate risk that the Company faces is mainly from bank loans. The Company establishes good bank-enterprise relations and reasonably designs the credit line, credit varieties and credit period, so as to guarantee sufficient bank line of credit and satisfy with all types of financing demands of the Company. The Company shortens the term of a single loan and specifies the terms and conditions of repayment in advance particularly, thereby reasonably reducing the risk of interest rate fluctuation.

#### —Foreign exchange risk

Foreign exchange risk refers to risk of fluctuation in the fair value of financial instrument or future cash flow due to the changes in foreign exchange rate. The Company makes efforts to match the foreign currency income and foreign currency expenditures, so as to reduce foreign exchange risk. During the reporting period, since the credit period of revenues and expenditures related to foreign currency is short, the influence of foreign exchange risk on the Company is not great.

#### —Liquidity risk

Liquidity risk refers to the risk of shortage in capital when the enterprise fulfills the obligation of cash payment or settlement in other financial assets. The policy of the Company is to ensure to have sufficient cash to pay off the debts due. The liquidity risk is centralizedly controlled by the Financial Department of the Company. The Financial Department monitors the cash balance, negotiable securities realizable at any time and rolling forecast on cash flow in the next 6 months, so as to make sure that the Company has sufficient funds to pay off debts with all reasonable prediction.

## 十一、公允价值的披露

以公允价值计量的资产和负债的期末公允价值

## XI. Disclosure of Fair Value

Closing fair value of assets and liabilities measured at fair value

| 项目 | 期末公允价值 |
|----|--------|
|----|--------|



| Item                                                             | Closing Fair Value                              |                                                  |                                                 |              |
|------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|-------------------------------------------------|--------------|
|                                                                  | 第一层次公允价值计<br>量                                  | 第二层次公允价值计<br>量                                   | 第三层次公允价值计<br>量                                  | 合计           |
|                                                                  | Measurement of fair<br>value at the first level | Measurement of fair<br>value at the second level | Measurement of fair<br>value at the third level | Total        |
| 一、持续的公允价值计<br>量<br>I. Continuous<br>Measurement of Fair<br>Value | --                                              | --                                               | --                                              | --           |
| 可供出售金融资产<br>Financial Assets<br>Available-for-Sale               | 1,390,998.81                                    | -                                                | -                                               | 1,390,998.81 |
| (1) 债务工具投资<br>(1) Investment in debt<br>instrument               | -                                               | -                                                | -                                               | -            |
| (2) 权益工具投资<br>(2) Investment in equity<br>instrument             | -                                               | -                                                | -                                               | -            |
| (3) 其他<br>(3) Others                                             | 1,390,998.81                                    | -                                                | -                                               | 1,390,998.81 |

## 十二、关联方关系及其交易

## XII. Related Party Relationships and their Transactions

### 关联方关系

- 存在控制关系的关联方  
 ——公司的控股股东情况：

### Related Party Relationships

- Related Parties with Control Relationship  
 ——Information of controlling shareholding of the Company:

| 名称            | 与公司关系                                      | 经济性质            | 持股比例               | 表决权比例                           |
|---------------|--------------------------------------------|-----------------|--------------------|---------------------------------|
| Name          | Relation with the Company                  | Economic Nature | Shareholding Ratio | Ratio of Enjoying Right to Vote |
| 梁允超           | 控股股东、实际控制人                                 | 自然人             | 48.81%             | 48.81%                          |
| Liang Yunchao | Controlling shareholder, actual controller | Natural person  |                    |                                 |



——本公司的子公司情况

——Subsidiaries of the Company

| 子公司名称                                        | 子公司类型                     | 企业类型                      | 注册地                                                                                                   | 法人代表                        | 业务性质                                                                           | 注册资本                      | 持股比例                      | 表决权比例                                  |
|----------------------------------------------|---------------------------|---------------------------|-------------------------------------------------------------------------------------------------------|-----------------------------|--------------------------------------------------------------------------------|---------------------------|---------------------------|----------------------------------------|
| <u>Name of Subsidiary</u>                    | <u>Type of Subsidiary</u> | <u>Type of Enterprise</u> | <u>Registration Place</u>                                                                             | <u>Legal Representative</u> | <u>Business Nature</u>                                                         | <u>Registered Capital</u> | <u>Shareholding Ratio</u> | <u>Ratio of Enjoying Right to Vote</u> |
| 广州奈梵斯健康产品有限公司                                | 全资子公司                     | 有限责任                      | 广州市越秀区中山三路较场西路 23 号 B 栋 4007 房                                                                        | 周许挺                         | 膳食补充剂销售                                                                        | RMB1000 万                 | 100%                      | 100%                                   |
| Guangzhou Fence Health Products Co., Ltd.    | Wholly-owned subsidiary   | Limited Liability         | Room 4007, B Building, No.23, Jiaochang West Road, Zhongshansan Road, Yuexiu District, Guangzhou City | Zhou Xuting                 | Sales of dietary supplement                                                    | RMB10,000,000             |                           |                                        |
| 广州市佰健生物工程有限公司                                | 全资子公司                     | 有限责任                      | 广州经济开发区科汇三街 3 号 701 房                                                                                 | 陈宏                          | 膳食补充剂销售                                                                        | RMB19721.91 万             | 100%                      | 100%                                   |
| Guangzhou BY-HEALTH Bioengineering Co., Ltd. | Wholly-owned subsidiary   | Limited Liability         | Room 701, No.3, Kehuisan Street, Guangzhou Economic Development Zone                                  | Chen Hong                   | Sales of dietary supplement                                                    | RMB197,219,100            |                           |                                        |
| 广东佰嘉药业有限公司                                   | 控股子公司                     | 有限责任                      | 珠海市横琴新区横琴镇红旗村宝中路 3 号五楼 5023 室                                                                         | 吴小刚                         | 膳食补充剂销售                                                                        | RMB1333 万                 | 75%                       | 75%                                    |
| Guangdong Baijia Pharmaceutical Co., Ltd.    | Holding subsidiary        | Limited Liability         | Room 5023, 5/F, No.3, Baozhong Road, Hongqi Village, Hengqin Town, Hengqin New District, Zhuhai City  | Wu Xiaogang                 | Sales of dietary supplement                                                    | RMB13,330,000             |                           |                                        |
| 汤臣倍健药业有限公司                                   | 全资子公司                     | 有限责任                      | 珠海市横琴新区宝华路 6 号 105 室-1138                                                                             | 汤晖                          | 膳食补充剂销售                                                                        | RMB10000 万                | 100%                      | 100%                                   |
| BY-HEALTH Pharmaceutical Co., Ltd.           | Wholly-owned subsidiary   | Limited Liability         | Room 105-1138, No.6, Baohua Road, Hengqing New District, Zhuhai City                                  | Tang Hui                    | Sales of dietary supplement                                                    | RMB100,000,000            |                           |                                        |
| 香港佰瑞有限公司                                     | 全资子公司                     | 有限责任                      | 11/FAXACENTRE151GLOUCESTERRDW ANCHAIHONGKONG                                                          | 林志成                         | 保健食品和膳食补充剂的研发、采购、市场推广                                                          | USD1980 万                 | 100%                      | 100%                                   |
| HongKong By Ray Company Limited              | Wholly-owned subsidiary   | Limited Liability         | 11/FAXACENTRE151GLOUCESTERRDW ANCHAIHONGKONG                                                          | Lin Zhicheng                | R&D, purchase, market promotion of health food and sales of dietary supplement | USD19,800,000             |                           |                                        |



|                                                        |                       |                      |                                                              |             |                                |               |     |     |
|--------------------------------------------------------|-----------------------|----------------------|--------------------------------------------------------------|-------------|--------------------------------|---------------|-----|-----|
| 广东佰悦网络科<br>技有限公司                                       | 控股子公司                 | 有限责任                 | 广州市天河区华夏路 28 号 1512 室                                        | 龙翠耘         | 膳食补充剂销售                        | RMB2000 万     | 70% | 70% |
| Guangdong<br>Baiyue Network<br>Technology Co.,<br>Ltd. | Holding<br>subsidiary | Limited<br>Liability | Room 1512, No.28, Huaxia Road, Tianhe<br>District, Guangzhou | Long Cuiyun | Sales of dietary<br>supplement | RMB20,000,000 |     |     |

——其他关联方情况

——Other related parties

|                                                               |                                                                             |
|---------------------------------------------------------------|-----------------------------------------------------------------------------|
| 其他关联方名称                                                       | 其他关联方与本企业关系                                                                 |
| Name of Other Related Parties                                 | Relationship of Other Related Parties with the Company                      |
| 广州有加投资合伙企业(有限合伙)                                              | 公司副总经理龙翠耘控制的企业                                                              |
| Guangzhou Youjia Investment Partnership (Limited Partnership) | Enterprise controlled by Long Cuiyun, Deputy General Manager of the Company |

**关联方交易**

**Transactions with Related Parties**

—租赁房产

—Lease of properties

| 出租方名称                 | 承租方名称                                     | 房产名称                                                               | 租赁期限              | 租赁收益定价依据                           | 2015 年度             | 2014 年度             |
|-----------------------|-------------------------------------------|--------------------------------------------------------------------|-------------------|------------------------------------|---------------------|---------------------|
| <u>Name of Lessor</u> | <u>Name of Lessee</u>                     | <u>Name of Property</u>                                            | <u>Lease Term</u> | <u>Rental Income Pricing Basis</u> | <u>Year of 2015</u> | <u>Year of 2014</u> |
| 梁允超                   | 广州奈梵斯健康产品有限公司                             | 越秀区中山三路较场西路 4007 房                                                 | 2015.1-2015.12    | 基于市场协议价                            | 156,000.00          | 156,000.00          |
| Liang Yunchao         | Guangzhou Fence Health Products Co., Ltd. | Room 4007, Jiaochang West Road, Zhongshansan Road, Yuexiu District | 2015.1-2015.12    | Based on market agreement price    |                     |                     |
| 梁允超                   | 广州奈梵斯健康产品有限公司                             | 越秀区中山三路较场西路 4006 房                                                 | 2015.1-2015.12    | 基于市场协议价                            | 142,332.60          | 142,332.60          |
| Liang Yunchao         | Guangzhou Fence Health Products Co., Ltd. | Room 4006, Jiaochang West Road, Zhongshansan Road, Yuexiu District | 2015.1-2015.12    | Based on market agreement price    |                     |                     |
| 合计                    |                                           |                                                                    |                   |                                    | 298,332.60          | 298,332.60          |
| Total                 |                                           |                                                                    |                   |                                    |                     |                     |



关联方交易的定价方式：执行双方在参考市场价格的情况下确定的协议价。

#### —受让股权

2015 年 3 月，公司将全资子公司广东佰悦网络科技有限公司 30%的股权转授予公司副总经理龙翠耘控制的企业广州有加投资合伙企业(有限合伙)，作价 6,000,000.00 元。

#### —关键管理人员薪酬

| 项目                                                   | 2015 年度      | 2014 年度      |
|------------------------------------------------------|--------------|--------------|
| Item                                                 | Year of 2015 | Year of 2014 |
| 关键管理人员薪酬<br>Remuneration of Key Management Personnel | 8,836,400.00 | 7,230,000.00 |

2015 年度关键管理人员人数合计为 16 人。

### 十三、股份支付

#### —股份支付总体情况

|                                                                                                                                      |                                |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 公司本期授予的各项权益工具总额<br>Total amount of all equity instruments granted by the Company in the Current Period                               | -                              |
| 公司本期行权的各项权益工具总额<br>Total amount of all equity instruments vested by the Company in the Current Period                                | -                              |
| 公司本期失效的各项权益工具总额<br>Total amount of all equity instruments granted by the Company in the Current Period invalid in the Current Period | 280.572 万份<br>2,805,720 shares |

Pricing method of transactions with related parties: The agreement price determined by both parties with reference to market price was adopted.

#### —Assigned Stock Right

In March, 2015, the Company transferred 30% of the equity of Guangdong Baiyue Network Technology Co., Ltd., a wholly-owned subsidiary, to Guangzhou Youjia Investment Partnership (Limited Partnership), an enterprise controlled by Long Cuiyun, Deputy General Manager of the Company, with a price of RMB6, 000,000.00.

#### —Remuneration of Key Management Personnel

There were totally 16 key management personnel in 2015.

### XIII. Share-based Payment

#### —Overall situation of share-based payment

|                                                                                                                                                                            |   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 公司期末发行在外的股份期权行权价格的范围和合同剩余期限<br>Range of exercise price and contractual remaining period of outgoing stock options issued by the Company in the end of the reporting period | - |
| 公司期末其他权益工具行权价格的范围和合同剩余期限<br>Range of exercise price and contractual remaining period of other equity instruments of the Company in the end of the reporting period         | - |

2013 年 3 月 5 日, 根据公司 2013 年第二次临时股东大会审议通过的《股票期权激励计划(草案)》, 公司召开第二届董事会第十五次会议, 审议通过了《关于公司股票期权激励计划所涉股票期权首次授予相关事项的议案》, 同意向 135 名激励对象授予 213 万份股票期权, 股票期权激励计划首次授予股票期权的授权日为 2013 年 3 月 5 日, 行权价格为 60.40 元。股票期权激励计划的股票来源为公司向激励对象定向发行股票, 激励对象可根据本计划规定的条件行使股票认购权, 激励计划的有效期为 4 年, 期权分三次行权, 三次行权比例为 30%、30%、40%。

公司 2013 年 4 月 12 日召开的第二届董事会第十七次会议审议通过了《关于调整公司股票期权激励计划所涉股票期权行权价格和数量的议案》, 经过此次调整, 首次授予的股票期权数量调整为 319.5 万份, 行权价格调整为 39.87 元; 预留期权数调整为 30 万份。由于部分股权激励对象离职或未达标, 激励对象减至 131 人, 首次授予的股票期权有效期总份数减少为 311.7975 万份。

公司 2014 年 4 月 14 日召开的第二届董事会第二十七次会议审议通过了《关于调整公司股票期权激励计划所涉股票期权行权价格和数量的议案》, 经过此次调整, 首次授予的股票期权数量由 311.7975 万份调整为 623.595 万份, 行权价格由 39.87 元调整为 19.44 元; 预留期权数量由 30 万份调整为 60 万份, 行权价格由 70.15 元调整为 34.58 元。

由于公司首次授予股票期权的第一个行权期的行权条件已满足, 经公司第二届董事会第二十七次会议审议通过, 激励对象在第一个行权期可行权数量共计 185.094 万份, 采用自主行权模式。

On March 5, 2013, according to the *Stock Option Incentive Plan (draft)* discussed and approved in the second extraordinary general meeting of shareholders in 2013, the Company convened the 15<sup>th</sup> meeting of the Second Session of the Board of Directors, and discussed and approved the *Proposal on Matters Related to the Initial Award of Stock Option Involved in the Stock Option Incentive Plan of the Company*, and agreed to award 2,130,000 shares of stock options to 135 incentive objects. The date of grant of the initial award of stock option involved in the stock option incentive plan was March 5, 2013, with the exercise price being RMB60.40. The stocks for the stock option incentive plan were from the stocks under specified placement to the incentive objects, who may exercise their right of subscription of stocks according to the conditions provided in the Plan. The term of validity of the incentive plan was 4 years. The options were exercised in three times, with a proportion of 30%, 30% and 40%.

The Company discussed and approved the *Proposal on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan of the Company* in the 17<sup>th</sup> meeting of the Second Session of the Board of Directors held on April 12, 2013. After such an adjustment, the number of stock options granted initially was adjusted as 3,195,000 shares, and the exercise price was adjusted as RMB39.87, so was the number of reserved options adjusted as 300,000 shares. Since some option incentive objects left office or failed to meet the conditions, the number of incentive objects was reduced to 131, and the total number of valid stock options granted initially was reduced to 3,117,975 shares.

The Company discussed and approved the *Proposal on Adjusting the Exercise Price and Quantity of Stock Options Involved in the Stock Option Incentive Plan of the Company* in the 27<sup>th</sup> meeting of the Second Session of the Board of Directors held on April 12, 2013. After such an adjustment, the number of stock options granted initially was adjusted from 3,117,975 shares to 6,235,950 shares, and its exercise price was adjusted as from RMB39.87 to RMB19.44. The number of reserved options was adjusted from 300,000 shares to 600,000 shares, and its exercise price was adjusted from RMB70.15 to RMB34.58.

The vesting conditions of the first vesting period of the stock options initially granted by the Company have been satisfied. After the discussion and approval on the 27<sup>th</sup> meeting of the Second Session of the Board of Directors, the number of vesting options in the first vesting period for incentive objects was totally 1,850,940 shares, which were vested in the mode of independent vesting.



公司 2015 年 2 月 27 日召开的第三届董事会第五次会议审议通过了《关于公司首次股票期权激励计划第二个行权期与预留期权第一个行权期行权条件不达标的议案》，公司对首次授予股票期权第二个行权期的 187.929 万份股票期权与预留股票期权第一个行权期的 30 万份股票期权予以注销。

公司 2016 年 2 月 26 日召开的第三届董事会第十五次会议审议通过了《关于公司首次股票期权激励计划第三个行权期与预留期权第二个行权期行权条件不达标的议案》，公司对首次授予股票期权第三个行权期的 250.572 万份股票期权与预留股票期权第二个行权期的 30 万份股票期权予以注销。

—以权益结算的股份支付情况

The Company discussed and approved the *Proposal on Non-compliance of the Vesting Conditions of the Second Vesting Period of the Initial Stock Option Incentive Plan and the First Vesting Period of Reserved Options of the Company* in the 5<sup>th</sup> meeting of the Third Session of the Board of Directors held on February 27, 2015. The Company cancelled 1,879,290 shares of stock options in the second vesting period of the stock options initially granted and 300,000 shares of stock options in the first vesting period of the reserved stock options.

The Company discussed and approved the *Proposal on Non-compliance of the Vesting Conditions of the Third Vesting Period of the Initial Stock Option Incentive Plan and the Second Vesting Period of Reserved Options of the Company* in the 15<sup>th</sup> meeting of the Third Session of the Board of Directors held on February 26, 2016. The Company cancelled 2,505,720 shares of stock options in the third vesting period of the stock options initially granted and 300,000 shares of stock options in the second vesting period of the reserved stock options.

—Equity-settled share-based payment

|                                                                                                                                 |                                                                                  |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 授予日权益工具公允价值的确定方法<br>Determination method of fair value of equity instruments on grant date                                      | 根据布莱克-斯科尔斯期权定价模型计算<br>Calculated according to Black-Scholes Option Pricing Model |
| 对可行权权益工具数量的最佳估计的确定方法<br>Determination method of optimal estimates of the vesting number of equity instruments                   | -                                                                                |
| 本期估计与上期估计有重大差异的原因<br>Reason for significant differences in the estimates of the current period and those of the previous period | 无<br>N/A                                                                         |
| 资本公积中以权益结算的股份支付的累计金额<br>Accumulated amount of equity-settled share-based payment in the capital reserves                        | 9,424,823.42                                                                     |
| 以权益结算的股份支付确认的费用总额<br>Total expenses recognized at equity-settled share-based payment                                            | 9,424,823.42                                                                     |

## 十四、或有事项

本报告期内，公司不存在需披露的重大或有事项。

## 十五、承诺事项

本报告期内，公司不存在需披露的重大承诺事项。

## 十六、资产负债表日后事项中的非调整事项

根据 2016 年 2 月 26 日召开的公司第三届董事会第十五次会议通过的决议，公司拟以最新总股本 728,010,940.00 股为基数，向全体股东每 10 股派发现金红利 6.00 元（含税），同时以资本公积向全体股东每 10 股转增 10 股，剩余未分配利润结转以后年度分配。

## 十七、其他重要事项

—本报告期内，公司及下属的子公司均从事膳食补充剂业务，不存在多种业务的经营，其经营风险并无显著不同。

—本报告期内，公司不存在需披露的其他重要事项。

## 十八、母公司财务报表重要项目注释

### 1、应收账款

## XIV. Contingencies

The Company had no significant contingency to be disclosed in this reporting period.

## XV. Commitments

The Company had no significant commitment to be disclosed in this reporting period.

## XVI. Non-adjusting Events in the Events after Balance Sheet Date

According to the resolution passed in the 15<sup>th</sup> meeting of the Third Session of the Board of Directors held on February 16, 2016, the Company planned to distribute RMB6.00 (including tax) per 10 shares of cash dividend to all shareholders based on 728,010,940.00 shares of the latest stocks. Meanwhile, the Company planned to increase 10 shares to every 10 shares of stock to all shareholders with capital reserves, and the remaining undistributed profits will be carried over and distributed in the subsequent years.

## XVII. Other Important Events

—During this reporting period, the Company and its subordinate subsidiaries were engaged in the business of dietary supplement, without operation of several types of businesses. There is no significant difference in their operating risks.

—The Company had no other important event to be disclosed in this reporting period.

## XVIII. Notes to Important Items in the Financial Statements of the Parent Company

### 1. Receivables

| 类别<br>Category                                                                                                          | <u>2015.12.31</u><br><u>2015.12.31</u> |                                  |                                |                                            |                                  | <u>2014.12.31</u><br><u>12/31/2014</u> |                                  |                                |                                            |                                  |
|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------|--------------------------------|--------------------------------------------|----------------------------------|----------------------------------------|----------------------------------|--------------------------------|--------------------------------------------|----------------------------------|
|                                                                                                                         | <u>账面余额</u>                            |                                  | <u>坏账准备</u>                    |                                            | <u>账面价值</u><br><u>Book Value</u> | <u>账面余额</u>                            |                                  | <u>坏账准备</u>                    |                                            | <u>账面价值</u><br><u>Book Value</u> |
|                                                                                                                         | <u>Book Balance</u>                    |                                  | <u>Provision for Bad Debts</u> |                                            |                                  | <u>Book Balance</u>                    |                                  | <u>Provision for Bad Debts</u> |                                            |                                  |
|                                                                                                                         | <u>金额</u>                              | <u>比例(%)</u>                     | <u>金额</u>                      | <u>比 例</u><br><u>(%)</u>                   |                                  | <u>金额</u>                              | <u>比例(%)</u>                     | <u>金额</u>                      | <u>比 例</u><br><u>(%)</u>                   |                                  |
|                                                                                                                         | <u>Amount</u>                          | <u>Proporti</u><br><u>on (%)</u> | <u>Amount</u>                  | <u>Propor</u><br><u>tion</u><br><u>(%)</u> |                                  | <u>Amount</u>                          | <u>Proporti</u><br><u>on (%)</u> | <u>Amount</u>                  | <u>Propor</u><br><u>tion</u><br><u>(%)</u> |                                  |
| 单项金额重大并单项计提坏账准备的<br>应收账款<br>Receivables which single amount is<br>significant with single bad debt provision            | -                                      | -                                | -                              | -                                          | -                                | -                                      | -                                | -                              | -                                          | -                                |
| 按组合计提坏账准备的应收账款<br>Receivables which bad debts are<br>provided by combination                                            | 264,856,114.30                         | 100.00                           | 437,932.90                     | 0.17                                       | 264,418,181.40                   | 50,318,159.87                          | 100.00                           | 1,390,770.87                   | 2.76                                       | 48,927,389.00                    |
| 其中：账龄组合<br>Including: Combination by Aging                                                                              | 7,897,628.36                           | 2.98                             | 437,932.90                     | 5.55                                       | 7,459,695.46                     | 27,803,992.90                          | 55.26                            | 1,390,770.87                   | 5.00                                       | 26,413,222.03                    |
| 合并范围内关联方组合<br>Combination of Related Parties in the<br>Scope of Combination                                             | 256,958,485.94                         | 97.02                            | -                              | -                                          | 256,958,485.94                   | 22,514,166.97                          | 44.74                            | -                              | -                                          | 22,514,166.97                    |
| 单项金额虽不重大但单项计提坏账准<br>备的应收账款<br>Receivables which Single Amount is<br>Insignificant but with Single Bad Debt<br>Provision | -----                                  | -----                            | -----                          | -----                                      | -----                            | -----                                  | -----                            | -----                          | -----                                      | -----                            |
| 合计<br>Total                                                                                                             | <u>264,856,114.30</u>                  | <u>100.00</u>                    | <u>437,932.90</u>              | <u>0.17</u>                                | <u>264,418,181.40</u>            | <u>50,318,159.87</u>                   | <u>100.00</u>                    | <u>1,390,770.87</u>            | <u>2.76</u>                                | <u>48,927,389.00</u>             |





—组合中，按账龄分析法计提坏账准备的应收账款：

—In the combination, receivables with provision for bad debts withdrawn by the aging analysis approach were as follows:

| 账龄<br>Aging              | 2015.12.31<br>2015.12.31 |                         |                             | 2014.12.31<br>12/31/2014 |                         |                             |
|--------------------------|--------------------------|-------------------------|-----------------------------|--------------------------|-------------------------|-----------------------------|
|                          | 账面余额                     | 坏账准备                    | 计提比例                        | 账面余额                     | 坏账准备                    | 计提比例                        |
|                          | Book Balance             | Provision for Bad Debts | Proportion of Provision (%) | Book Balance             | Provision for Bad Debts | Proportion of Provision (%) |
| 1 年以内<br>Within One Year | 7,050,970.64             | 352,548.53              | 5.00%                       | 27,797,336.33            | 1,389,866.81            | 5.00%                       |
| 1-2 年<br>1-2 Years       | 844,256.72               | 84,425.67               | 10.00%                      | 5,464.57                 | 546.46                  | 10.00%                      |
| 2-3 年<br>2-3 Years       | 1,209.00                 | 362.70                  | 30.00%                      | 1,192.00                 | 357.60                  | 30.00%                      |
| 3-4 年<br>3-4 Years       | 1,192.00                 | 596.00                  | 50.00%                      | -----                    | -----                   | -----                       |
| 合计<br>Total              | 7,897,628.36             | 437,932.90              | 5.55%                       | 27,803,992.90            | 1,390,770.87            | 5.00%                       |

—应收账款坏账准备的计提标准详见附注三。

—The criteria for withdrawing provision for bad debts from account receivable are shown in Note III.

—本期计提、收回或转回的坏账准备情况：本期转回坏账准备金额 952,835.17 元。

—Bad debt provision withdrawn, recovered or reversed in the current period: The bad debt provision withdrawn in the current period is RMB952, 835.17.

—本报告期实际核销的应收账款为 2.80 元。

—The amount of receivables for actual verification in this reporting period is RMB2.80.

—应收账款 2015 年 12 月 31 日余额比 2014 年 12 月 31 日增加 214,537,954.43 元，幅度为 426.36%，主要系本期公司将销售业务转移至全资子公司汤臣倍健药业有限公司导致应收子公司货款增加。

—The balance of accounts receivable on December 31 was RMB214, 537,954.43 more than that on December 31, 2014, which was increased by 426.36% and mainly because the Company transferred the sales business to its wholly-owned subsidiary BY-HEALTH Pharmaceutical Co., Ltd. in the current period, resulting in the increase of the payment for goods receivable from the subsidiary.

—截至 2015 年 12 月 31 日，应收账款前五名情况：

—As of December 31, 2015, the information of the top five accounts receivable was as follows:

| 序号   | 与本公司关系                        | 2015.12.31 | 账龄    | 比例%          | 坏账准备                    |
|------|-------------------------------|------------|-------|--------------|-------------------------|
| S.N. | Relationship with the Company | 2015.12.31 | Aging | Proportion % | Provision for Bad Debts |



|             |                                  |                         |                          |                 |                   |
|-------------|----------------------------------|-------------------------|--------------------------|-----------------|-------------------|
| 1           | 全资子公司<br>Wholly-owned subsidiary | 178,602,969.00          | 1 年以内<br>Within one year | 67.43           | -                 |
| 2           | 全资子公司<br>Wholly-owned subsidiary | 63,808,567.23           | 1 年以内<br>Within one year | 24.09           | -                 |
| 3           | 全资子公司<br>Wholly-owned subsidiary | 12,817,604.15           | 1 年以内<br>Within one year | 4.84            | -                 |
| 4           | 非关联方<br>Non-Related Party        | 2,619,287.36            | 1 年以内<br>Within one year | 0.99            | 130,964.37        |
| 5           | 全资子公司<br>Wholly-owned subsidiary | <del>1,729,345.56</del> | 1 年以内<br>Within one year | <del>0.65</del> | -----             |
| 合计<br>Total |                                  | <u>259,577,773.30</u>   |                          | <u>98.01</u>    | <u>130,964.37</u> |

—截至 2015 年 12 月 31 日，应收账款中不存在应收持公司 5%（含 5%）以上表决权股份的股东款项。

—As of December 31, 2015, there was no account receivable from the shareholders holding 5% (including 5%) and more of voting shares of the Company in the accounts receivable.

—截至 2015 年 12 月 31 日，应收账款中应收关联方的款项情况：

—As of December 31, 2015, the accounts receivable from related parties were as follows:

| 单位名称<br>Unit Name                                             | 与本公司关系<br>Relationship with the Company | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例 %<br>Proportion % |
|---------------------------------------------------------------|-----------------------------------------|--------------------------|--------------------------|----------------------|
| 汤臣倍健药业有限公司<br>BY-HEALTH Pharmaceutical Co., Ltd.              | 本公司的子公司<br>Subsidiaries of the Company  | 178,602,969.00           | 1 年以内<br>Within one year | 67.44                |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co., Ltd.       | 本公司的子公司<br>Subsidiaries of the Company  | 63,808,567.23            | 1 年以内<br>Within one year | 24.09                |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 本公司的子公司<br>Subsidiaries of the Company  | 12,817,604.15            | 1 年以内<br>Within one year | 4.84                 |
| 广州奈梵斯健康产品有限公司<br>Guangzhou Fence Health Products Co., Ltd.    | 本公司的子公司<br>Subsidiaries of the Company  | <del>1,729,345.56</del>  | 1 年以内<br>Within one year | <del>0.65</del>      |



|       |  |                       |  |              |
|-------|--|-----------------------|--|--------------|
| 合计    |  | <u>256,958,485.94</u> |  | <u>97.02</u> |
| Total |  |                       |  |              |

## 2、其他应收款

## 2. Other Receivables

| 类别<br>Category                                                                                                       | 2015.12.31<br>2015.12.31 |                |                                 |                |                     | 2014.12.31<br>12/31/2014 |                |                                 |                |                     |
|----------------------------------------------------------------------------------------------------------------------|--------------------------|----------------|---------------------------------|----------------|---------------------|--------------------------|----------------|---------------------------------|----------------|---------------------|
|                                                                                                                      | 账面余额<br>Book Balance     |                | 坏账准备<br>Provision for Bad Debts |                | 账面价值<br>Book Value  | 账面余额<br>Book Balance     |                | 坏账准备<br>Provision for Bad Debts |                | 账面价值<br>Book Value  |
|                                                                                                                      | 金额                       | 比例(%)          | 金额                              | 比例(%)          |                     | 金额                       | 比例(%)          | 金额                              | 比例(%)          |                     |
|                                                                                                                      | Amount                   | Proportion (%) | Amount                          | Proportion (%) |                     | Amount                   | Proportion (%) | Amount                          | Proportion (%) |                     |
| 单项金额重大并单项计提坏账准备的其他应收款<br>Other receivables which single amount is significant with single bad debt provision         | -                        | -              | -                               | -              | -                   | -                        | -              | -                               | -              | -                   |
| 按组合计提坏账准备的其他应收款<br>Other receivables which bad debts are provided by combination                                     | 4,000,370.16             | 100.00         | 418,148.03                      | 10.45          | 3,582,222.13        | 2,514,426.88             | 100.00         | 282,380.75                      | 11.23          | 2,232,046.13        |
| 其中：账龄组合<br>Including: Combination by Aging                                                                           | 2,442,052.79             | 61.05          | 418,148.03                      | 17.12          | 2,023,904.76        | 2,472,234.08             | 98.32          | 282,380.75                      | 11.42          | 2,189,853.33        |
| 合并范围内关联方组合<br>Combination of Related Parties in the Scope of Combination                                             | 1,558,317.37             | 38.95          | -                               | -              | 1,558,317.37        | 42,192.80                | 1.68           | -                               | -              | 42,192.80           |
| 单项金额虽不重大但单项计提坏账准备的其他应收款<br>Other receivables which single amount is insignificant but with single bad debt provision | -                        | -              | -                               | -              | -                   | -                        | -              | -                               | -              | -                   |
| 合计<br>Total                                                                                                          | <u>4,000,370.16</u>      | <u>100.00</u>  | <u>418,148.03</u>               | <u>10.45</u>   | <u>3,582,222.13</u> | <u>2,514,426.88</u>      | <u>100.00</u>  | <u>282,380.75</u>               | <u>11.23</u>   | <u>2,232,046.13</u> |



—组合中，按账龄分析法计提坏账准备的其他应收款：

—In the combination, other receivables with provision for bad debts withdrawn by the aging analysis approach were as follows:

| 账龄<br>Aging                | <u>2015.12.31</u><br><u>2015.12.31</u> |                         |                             | <u>2014.12.31</u><br><u>12/31/2014</u> |                         |                             |
|----------------------------|----------------------------------------|-------------------------|-----------------------------|----------------------------------------|-------------------------|-----------------------------|
|                            | 账面余额                                   | 坏账准备                    | 计提比例                        | 账面余额                                   | 坏账准备                    | 计提比例                        |
|                            | Book Balance                           | Provision for Bad Debts | Proportion of Provision (%) | Book Balance                           | Provision for Bad Debts | Proportion of Provision (%) |
| 1 年以内<br>Within One Year   | 1,512,032.65                           | 75,601.63               | 5.00%                       | 1,620,653.18                           | 81,032.66               | 5.00%                       |
| 1-2 年<br>1-2 Years         | 238,988.24                             | 23,898.83               | 10.00%                      | 305,020.90                             | 30,502.09               | 10.00%                      |
| 2-3 年<br>2-3 Years         | 162,191.90                             | 48,657.57               | 30.00%                      | 531,020.00                             | 159,306.00              | 30.00%                      |
| 3-4 年<br>3-4 Years         | 515,300.00                             | 257,650.00              | 50.00%                      | 8,000.00                               | 4,000.00                | 50.00%                      |
| 4-5 年<br>4-5 Years         | 6,000.00                               | 4,800.00                | 80.00%                      | -                                      | -                       | -                           |
| 5 年以上<br>More than 5 years | <u>7,540.00</u>                        | <u>7,540.00</u>         | <u>100.00%</u>              | <u>7,540.00</u>                        | <u>7,540.00</u>         | <u>100.00%</u>              |
| 合计<br>Total                | <u>2,442,052.79</u>                    | <u>418,148.03</u>       | <u>17.12%</u>               | <u>2,472,234.08</u>                    | <u>282,380.75</u>       | <u>11.42%</u>               |

—其他应收款坏账准备的计提标准详见附注三。

—The criteria for withdrawing provision for bad debts from other receivables are shown in Note III.

—本期计提、收回或转回的坏账准备情况：本期计提坏账准备金额 143,667.28 元。

—Bad debt provision withdrawn, recovered or reversed in the current period: The bad debt provision withdrawn in the current period is RMB143, 667.28.

—本报告期实际核销的应收账款为 7,900.00 元。

—The amount of receivables for actual verification in this reporting period is RMB7, 900.00.

—其他应收款 2015 年 12 月 31 日余额比 2014 年 12 月 31 日余额增加 1,485,943.28 元，增加幅度为 59.10%，主要系子公司往来款金额增加所致。

—The balance of other receivables on December 31 was RMB1, 485,943.28 more than that on December 31, 2014, which was increased by 59.10% and mainly because of the increase in the current amount of subsidiaries.

—截至 2015 年 12 月 31 日，其他应收款按款项性质分类列示如下：

—As of December 31, 2015, other receivables were classified and presented as follows according to the nature of amount:



| 款项性质<br>Nature of Amount                       | 2015.12.31   | 2014.12.31   |
|------------------------------------------------|--------------|--------------|
| 员工备用金<br>Employee Imprest                      | 367,015.01   | 570,239.43   |
| 保证金及押金<br>Margin and deposit                   | 2,053,002.45 | 1,467,831.71 |
| 代扣代缴款项<br>Withholding amount                   | 22,035.33    | 434,162.94   |
| 关联方往来<br>Current amounts among related parties | 1,558,317.37 | 42,192.80    |
| 合计<br>Total                                    | 4,000,370.16 | 2,514,426.88 |

—截至 2015 年 12 月 31 日，其他应收款前五名情况：

—As of December 31, 2015, the information of the top five other receivables were as follows:

| 单位名称<br>Unit Name                                             | 性质<br>Nature                 | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例 %<br>Proportion % | 坏账准备<br>Provision for Bad Debts |
|---------------------------------------------------------------|------------------------------|--------------------------|--------------------------|----------------------|---------------------------------|
| 广州奈梵斯健康产品有限公司<br>Guangzhou Fence Health Products Co., Ltd.    | 往来款<br>Current amount        | 1,006,984.73             | 1 年以内<br>Within one year | 25.17                | -                               |
| 金湾区总工会<br>Jinwan Federation of Trade Unions                   | 保证金及押金<br>Margin and deposit | 500,000.00               | 3-4 年<br>3-4 Years       | 12.50                | 250,000.00                      |
| 汤臣倍健药业有限公司<br>BY-HEALTH Pharmaceutical Co., Ltd.              | 往来款<br>Current amount        | 396,971.30               | 1 年以内<br>Within one year | 9.92                 | -                               |
| 李翱<br>Li Ao                                                   | 备用金<br>Imprest               | 200,000.00               | 1-2 年<br>1-2 Years       | 5.00                 | 20,000.00                       |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 往来款<br>Current amount        | 123,169.34               | 1 年以内<br>Within one year | 3.08                 | .....                           |
| 合计<br>Total                                                   |                              | 2,227,125.37             |                          | 55.67                | 270,000.00                      |



—截至 2015 年 12 月 31 日，其他应收款中不存在应收持公司 5%（含 5%）以上表决权股份的股东的款项。

—As of December 31, 2015, there was no account receivable from the shareholders holding 5% (including 5%) and more of voting shares of the Company in other receivables.

—截至 2015 年 12 月 31 日，其他应收款中应收其他关联方的主要款项情况：

—As of December 31, 2015, other receivable from related parties were as follows:

| 单位名称<br>Unit Name                                             | 与本公司关系<br>Relationship with the Company | 2015.12.31<br>2015.12.31 | 账龄<br>Aging              | 比例 %<br>Proportion % |
|---------------------------------------------------------------|-----------------------------------------|--------------------------|--------------------------|----------------------|
| 汤臣倍健药业有限公司<br>BY-HEALTH Pharmaceutical Co., Ltd.              | 本公司的子公司<br>Subsidiaries of the Company  | 396,971.30               | 1 年以内<br>Within one year | 9.92                 |
| 广州奈梵斯健康产品有限公司<br>Guangzhou Fence Health Products Co., Ltd.    | 本公司的子公司<br>Subsidiaries of the Company  | 1,006,984.73             | 1 年以内<br>Within one year | 25.17                |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | 本公司的子公司<br>Subsidiaries of the Company  | 123,169.34               | 1 年以内<br>Within one year | 3.08                 |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co., Ltd.       | 本公司的子公司<br>Subsidiaries of the Company  | 31,192.00                | 1 年以内<br>Within one year | 0.78                 |
| 合计<br>Total                                                   |                                         | 1,558,317.37             |                          | 38.95                |

### 3、长期股权投资

### 3. Long-term Equity Investment

| 项目<br>Item                                   | 2015.12.31<br>12/31/2015 |                                  |                    | 2014.12.31<br>12/31/2014 |                                  |                    |
|----------------------------------------------|--------------------------|----------------------------------|--------------------|--------------------------|----------------------------------|--------------------|
|                                              | 账面余额<br>Book Balance     | 减值准备<br>Provision for Impairment | 账面价值<br>Book Value | 账面余额<br>Book Balance     | 减值准备<br>Provision for Impairment | 账面价值<br>Book Value |
| 对子公司投资<br>Investment to Subsidiaries         | 440,616,368.56           | -                                | 440,616,368.56     | 379,949,172.92           | -                                | 379,949,172.92     |
| 其他股权投资<br>Other Long-term Equity Investments | 228,468,304.50           | -                                | 228,468,304.50     | 20,000,000.00            | -                                | 20,000,000.00      |
| 合计<br>Total                                  | 669,084,673.06           | -                                | 669,084,673.06     | 399,949,172.92           | -                                | 399,949,172.92     |



—对子公司的投资情况:

—Investment in subsidiaries:

| 被投资单位                                                         | 2014.12.31            | 增减变动                 | 2015.12.31            | 减值准备                | 本期计提减值准备                                                        |
|---------------------------------------------------------------|-----------------------|----------------------|-----------------------|---------------------|-----------------------------------------------------------------|
| Invested Equity                                               | 2014.12.31            | Increase/Decrease    | 2015.12.31            | Impairment Reserves | Amount Withdrawn in the Current Period Provision for Impairment |
| 广州奈梵斯健康产品有限公司<br>Guangzhou Fence Health Products Co., Ltd.    | 11,880,462.04         | -1,261,819.91        | 10,618,642.13         | -                   | -                                                               |
| 广州市佰健生物工程有限公司<br>Guangzhou BY-HEALTH Bioengineering Co., Ltd. | 200,853,991.45        | -641,039.29          | 200,212,952.16        | -                   | -                                                               |
| 广东佰嘉药业有限公司<br>Guangdong Baijia Pharmaceutical Co., Ltd.       | 10,669,469.43         | -352,345.16          | 10,317,124.27         | -                   | -                                                               |
| 汤臣倍健药业有限公司<br>BY-HEALTH Pharmaceutical Co., Ltd.              | 100,000,000.00        | -                    | 100,000,000.00        | -                   | -                                                               |
| 香港佰瑞有限公司<br>HongKong By Ray Company Limited                   | 56,545,250.00         | 48,922,400.00        | 105,467,650.00        | -                   | -                                                               |
| 广东佰悦网络科技有限公司<br>Guangdong Baiyue Network Technology Co., Ltd. | -----                 | 14,000,000.00        | 14,000,000.00         | -----               | ---                                                             |
| 合计<br>Total                                                   | <u>379,949,172.92</u> | <u>60,667,195.64</u> | <u>440,616,368.56</u> | <u>-</u>            | <u>-</u>                                                        |

—长期股权投资本年增加额中：广州奈梵斯健康产品有限公司、广州市佰健生物工程有限公司、广东佰嘉药业有限公司的减少额为公司首期股票期权激励计划第三个行权期与预留期权第二个行权期行权条件不达标，将以前年度计提的股权激励费用予以冲回。

—In the increase of long-term equity investment in this year, since the vesting conditions of the third vesting period of the stock option incentive plan initially granted and the second vesting period of the reserved options were not met, the decreases of Guangzhou Fence Health Products Co., Ltd., Guangzhou BY-HEALTH Bioengineering Co., Ltd. and Guangdong Baijia Pharmaceutical Co., Ltd. were written back with the stock incentives withdrawn in the previous years.

—对合营企业和联营企业的投资情况:

—Investment in joint ventures and affiliated enterprises:

| 被投资单位           | 2014.12.31 | 本期增减变动                                        | 2015.12.31 | 减值准备期末余额 |
|-----------------|------------|-----------------------------------------------|------------|----------|
| Invested Equity | 2014.12.31 | Increases and Decreases of the Current Period | 2015.12.31 |          |



|                                                                                          |                      | 追加投资                  | 减少投资               | 权益法下确认的投资损益                                                    | 其他综合收益调整                                  | 其他权益变动                      | 宣告发放现金股利或利润                                       | 计提减值准备                               | 其他       |                       | Closing balance of impairment reserves |
|------------------------------------------------------------------------------------------|----------------------|-----------------------|--------------------|----------------------------------------------------------------|-------------------------------------------|-----------------------------|---------------------------------------------------|--------------------------------------|----------|-----------------------|----------------------------------------|
|                                                                                          |                      | Additional Investment | Reduced Investment | Investment and Profits Losses Recognized under Equity Approach | Adjustment to Other Comprehensive Incomes | Variation in Other Equities | Declared distribution of cash dividends or profit | Provision of reserves for impairment | Others   |                       |                                        |
| 联营企业情况<br>Affiliated enterprises                                                         |                      |                       |                    |                                                                |                                           |                             |                                                   |                                      |          |                       |                                        |
| 深圳市倍泰健康测量分析技术有限公司<br>Shenzhen Beitai Health Measurement and Analysis Technology Co. Ltd. | 20,000,000.00        | 80,000,000.00         | -                  | 5,863,877.52                                                   | -                                         | -                           | -                                                 | -                                    | -        | 105,863,877.52        | -                                      |
| 北京桃谷科技有限公司<br>Beijing Taogu Science & Technology Co., Ltd.                               | -                    | 15,000,000.00         | -                  | -2,389,939.70                                                  | -                                         | -                           | -                                                 | -                                    | -        | 12,610,060.30         | -                                      |
| 上海凡迪生物科技有限公司<br>Shanghai Find Bio-Tech Co., Ltd.                                         | -                    | 87,600,000.00         | -                  | -590,885.21                                                    | -                                         | -                           | -                                                 | -                                    | -        | 87,009,114.79         | -                                      |
| 上海臻鼎电脑科技有限公司<br>Shanghai Zhending Computer Technology Co., Ltd.                          | -                    | 24,000,000.00         | -                  | -1,014,748.11                                                  | -                                         | -                           | -                                                 | -                                    | -        | 22,985,251.89         | -                                      |
| 合计<br>Total                                                                              | <u>20,000,000.00</u> | <u>206,600,000.00</u> | <u>-</u>           | <u>1,868,304.50</u>                                            | <u>-</u>                                  | <u>-</u>                    | <u>-</u>                                          | <u>-</u>                             | <u>-</u> | <u>228,468,304.50</u> | <u>-</u>                               |

—截至 2015 年 12 月 31 日，公司未发现需计提长期股权投资减值准备的情况。

—As of December 31, 2015, the Company had not found any long-term equity investment to be impaired.





#### 4、营业收入及营业成本

—营业收入、成本分项列示如下：

| 项目<br>Item               | 2015 年度<br>Year of 2015 |                       | 2014 年度<br>Year of 2014 |                       |
|--------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
|                          | 收入<br>Incomes           | 成本<br>Costs           | 收入<br>Incomes           | 成本<br>Costs           |
|                          |                         |                       |                         |                       |
| 主营业务<br>Main Business    | 1,556,270,609.55        | 758,111,005.82        | 1,602,173,868.45        | 572,025,716.74        |
| 其他业务<br>Other Businesses | 14,194,836.78           | 11,936,173.27         | 4,272,776.16            | 9,003,845.89          |
| 合计<br>Total              | <u>1,570,465,446.33</u> | <u>770,047,179.09</u> | <u>1,606,446,644.61</u> | <u>581,029,562.63</u> |

#### 4. Operating Incomes and Operating Costs

—The operating incomes and operating costs were presented item by item as follows:

## 5、投资收益

## 5. Investment Incomes

| 项目<br>Item                                                                            | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|---------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 成本法核算的长期股权投资收益<br>Long-Term Equity Investment Incomes<br>Calculated at Cost Method    | 747,000.00              | -                       |
| 权益法核算的长期股权投资收益<br>Long-Term Equity Investment Incomes<br>Calculated at Equity Method  | 1,868,304.50            | -                       |
| 处置长期股权投资产生的投资收益<br>Investment Incomes from Disposal of Long-term<br>Equity Investment | -                       | -6,489,280.51           |
| 其他<br>Others                                                                          | 22,641,230.97           | -                       |
| 合计<br>Total                                                                           | 25,256,535.47           | -6,489,280.51           |

—2015 年度成本法核算的长期股权投资收益是收到安徽携泰健康产业股份有限公司的股利分红，公司持有其 4.98% 股权。

—The long-term equity investment incomes calculated at cost method in 2015 were the dividends received from Anhui Xietai Health industry Co., Ltd., where the Company held 4.98% of equity.

—其他投资收益是银行理财产品取得的投资收益。

—Other investment incomes were incomes from investment in bank's financial products.

## 十九、补充资料

## XIX. Supplementary Materials

—非经常性损益

—Non-recurring Profits and Losses

根据中国证监会《公开发行证券的公司信息披露解释性公告第 1 号——非经常性损益》，公司非经常性损益明细如下：

According to *Explanatory Statement on the Disclosure of the Information of the Company about Public Offering of Securities No.1 -- Non-recurring Profits and Losses* of China Securities Regulatory Commission, the statement of non-recurring profits and losses of the Company was as follows:

| 项目<br>Item                   | 2015 年度<br>Year of 2015 | 2014 年度<br>Year of 2014 |
|------------------------------|-------------------------|-------------------------|
| 1、非流动资产处置收益，包括已计提资产减值准备的冲销部分 | -535,349.32             | -949,986.07             |

| 项目                                                                                                                                                                                                                                                                         | 2015 年度       | 2014 年度       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| Item                                                                                                                                                                                                                                                                       | Year of 2015  | Year of 2014  |
| 1. Income from disposal of non-current assets, including the write-off part of provision for asset impairment that has already withdrawn                                                                                                                                   |               |               |
| 2、越权审批或无正式批准文件、或偶发性的税收返还、减免                                                                                                                                                                                                                                                | -             | -             |
| 2. Approval beyond the power or no official approval, accidental tax returns, reductions or exemptions                                                                                                                                                                     |               |               |
| 3、计入当期损益的政府补助，但与公司正常经营业务密切相关，符合国家政策规定、按照一定标准定额或定量持续享受的政府补助除外                                                                                                                                                                                                               | 29,486,041.82 | 38,384,964.64 |
| 3. Government subsidies included into current profits and losses, except for those closely related to the normal businesses of the Company, conforming to the regulations of national policies and continuously enjoyed according to a certain standard amount or quantity |               |               |
| 4、计入当期损益的对非金融企业收取的资金占用费                                                                                                                                                                                                                                                    | -             | -             |
| 4. Fund possession costs included into current profits and losses and collected from non-financial enterprises                                                                                                                                                             |               |               |
| 5、公司取得子公司、联营企业及合营企业的投资成本小于取得投资时应享有被投资单位可辨认净资产公允价值产生的收益                                                                                                                                                                                                                     | -             | -             |
| 5. Income obtained when the investment costs for acquisition of subsidiaries, affiliated enterprises and joint ventures are less than the fair value of net identifiable assets of the invested entities that shall be enjoyed upon investment                             |               |               |
| 6、非货币性资产交换损益                                                                                                                                                                                                                                                               | -             | -             |
| 6. Profits and losses from non-monetary asset exchange                                                                                                                                                                                                                     |               |               |
| 7、委托他人投资或管理资产的损益                                                                                                                                                                                                                                                           | -             | -             |
| 7. Profits and losses from entrusted investment or management assets                                                                                                                                                                                                       |               |               |
| 8、因不可抗力因素，如遭受自然灾害而计提的各项资产减值准备                                                                                                                                                                                                                                              | -             | -             |
| 8. Provision for asset impairment due to force majeure, such as suffering from natural disaster                                                                                                                                                                            |               |               |
| 9、债务重组损益                                                                                                                                                                                                                                                                   | -             | -             |
| 9. Profits and losses from debt restructuring                                                                                                                                                                                                                              |               |               |
| 10、企业重组费用，如安置职工的支出、整合费用等                                                                                                                                                                                                                                                   | -             | -             |
| 10. Enterprise restructuring expenses, such as expenditure for allocation of employees and integration expenses, etc.                                                                                                                                                      |               |               |
| 11、交易价格显失公允的交易产生的超过公允价值部分的损益                                                                                                                                                                                                                                               | -             | -             |
| 11. Profits and losses from the part exceeding the fair value of the transaction with unfair transaction price                                                                                                                                                             |               |               |
| 12、同一控制下企业合并产生的子公司期初至合并日的当期净损益                                                                                                                                                                                                                                             | -             | -             |

| 项目                                                                                                                                                                                                                                                                                                                                   | 2015 年度       | 2014 年度      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|--------------|
| Item                                                                                                                                                                                                                                                                                                                                 | Year of 2015  | Year of 2014 |
| 12. Current net profits and losses of subsidiaries in the business merger under common control from the beginning of the period to the date of merger                                                                                                                                                                                |               |              |
| 13、与公司正常经营业务无关的或有事项产生的损益                                                                                                                                                                                                                                                                                                             | -             | -            |
| 13. Profits and losses from contingencies irrelevant to normal operation of the Company                                                                                                                                                                                                                                              |               |              |
| 14、除同公司正常经营业务相关的有效套期保值业务外，持有交易性金融资产、交易性金融负债产生的公允价值变动损益，以及处置交易性金融资产、交易性金融负债和可供出售金融资产取得的投资收益                                                                                                                                                                                                                                           | -             | -            |
| 14. Except for effective hedging related to normal operation of the Company, profits and losses from variation in fair value of trading financial assets and trading financial liabilities, and investment incomes from disposal of trading financial assets, trading financial liabilities and available-for-sale financial assets. |               |              |
| 15、单独进行减值测试的应收款项减值准备转回                                                                                                                                                                                                                                                                                                               | -             | -            |
| 15. Reversion of provision for impairment on accounts receivable which are separately tested on impairment                                                                                                                                                                                                                           |               |              |
| 16、对外委托贷款取得的损益                                                                                                                                                                                                                                                                                                                       | -             | -            |
| 16. Profits and losses from entrusted loans to other parties                                                                                                                                                                                                                                                                         |               |              |
| 17、采用公允价值模式进行后续计量的投资性房地产公允价值变动产生的损益                                                                                                                                                                                                                                                                                                  | -             | -            |
| 17. Profits and losses from variation of fair value of investment properties subsequently measured through the fair value pattern                                                                                                                                                                                                    |               |              |
| 18、根据税收、会计等法律、法规的要求对当期损益进行一次性调整对当期损益的影响                                                                                                                                                                                                                                                                                              | -             | -            |
| 18. Influence of one-off adjustment of current profits and losses on the current profits and losses according to the requirements of taxation, accounting and other laws and regulations                                                                                                                                             |               |              |
| 19、受托经营取得的托管费收入                                                                                                                                                                                                                                                                                                                      | -             | -            |
| 19. Custody fee income from commissioned operation                                                                                                                                                                                                                                                                                   |               |              |
| 20、除上述各项之外的营业外收支净额                                                                                                                                                                                                                                                                                                                   | -9,825,506.15 | 695,052.49   |
| 20. Net amount of non-operating income and expenditures except for the above-mentioned items                                                                                                                                                                                                                                         |               |              |
| 21、其他符合非经常性损益定义的损益项目                                                                                                                                                                                                                                                                                                                 | 12,099,708.90 | -            |
| 21. Other items of profits and losses conforming to the definition of non-recurring profits and losses                                                                                                                                                                                                                               |               |              |



| 项目                                                                                                                     | 2015 年度        | 2014 年度        |
|------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Item                                                                                                                   | Year of 2015   | Year of 2014   |
| 小计                                                                                                                     | 31,224,895.25  | 38,130,031.06  |
| Subtotal                                                                                                               |                |                |
| 减：非经常性损益相应的所得税                                                                                                         | 4,845,670.04   | 5,832,811.20   |
| Less: Corresponding income tax of non-recurring profits and losses                                                     |                |                |
| 减：少数股东损益影响数                                                                                                            | 90,034.29      | -              |
| Less: Amount of influence on profits and losses of minority shareholders                                               |                |                |
| 非经常性损益影响的净利润                                                                                                           | 26,289,190.92  | 32,297,219.86  |
| Net profits of influence on non-recurring profits and losses                                                           |                |                |
| 归属于母公司普通股股东的净利润                                                                                                        | 635,496,096.73 | 502,594,966.94 |
| Net profits attributable to common stockholders of the parent company                                                  |                |                |
| 扣除非经常性损益后的归属于母公司普通股股东净利润                                                                                               | 609,206,905.81 | 470,297,747.08 |
| Net profits attributable to common stockholders of the parent company after deducting non-recurring profits and losses |                |                |

—净资产收益率和每股收益

—Return on equity and earnings per share

——计算结果

——Calculation result

| 报告期利润<br>Profits for the Report Period                                                                                                     | 2015 年度 Year of 2015                         |                                    |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------|-----------------------|
|                                                                                                                                            | 加权平均净资产收益率<br>Weighted Mean Return on Equity | 每股收益<br>Earnings Per Share         |                       |
|                                                                                                                                            |                                              | 基本每股收益<br>Basic Earnings per Share | 稀释每股收益<br>Diluted EPS |
|                                                                                                                                            |                                              |                                    |                       |
| 归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company                                                           | 15.69%                                       | 0.89                               | 0.89                  |
| 扣除非经常性损益后归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company after deducting non-recurring profits and losses | 15.04%                                       | 0.85                               | 0.85                  |



| <u>报告期利润</u><br><u>Profits for the Report Period</u>                                                                                       | <u>2014 年度</u><br><u>Year of 2014</u>                      |                                                  |                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------|-------------------------------------|
|                                                                                                                                            | <u>加权平均净资产收益率</u><br><u>Weighted Mean Return on Equity</u> | <u>每股收益</u><br><u>Earnings Per Share</u>         |                                     |
|                                                                                                                                            |                                                            | <u>基本每股收益</u><br><u>Basic Earnings per Share</u> | <u>稀释每股收益</u><br><u>Diluted EPS</u> |
|                                                                                                                                            |                                                            |                                                  |                                     |
| 归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company                                                           | 22.02%                                                     | 0.77                                             | 0.76                                |
| 扣除非经常性损益后归属于公司普通股股东的净利润<br>Net profits attributable to common stockholders of the Company after deducting non-recurring profits and losses | 20.60%                                                     | 0.72                                             | 0.72                                |

## 第十一节备查文件目录

## Section XI Directory of

## Documents for Reference

一、载有公司法定代表人、主管会计工作负责人、会计机构负责人签名并盖章的会计报表。

I. Accounting statements stated with the signatures and seals of Legal Representative of the Company, person in charge of accounting and person in charge of accounting firm.

二、载有会计师事务所盖章，注册会计师签名并盖章的审计报告原件。

II. Original audit report stated with the seal of the accounting firm, and signature and seal of the certified public accountant.

三、报告期内在中国证监会指定报纸上公开披露过的所有公司文件正本的原稿。

III. Original drafts of all documents of the Company disclosed on the newspaper designated by the China Securities Regulatory Commission in the reporting period.

四、其他相关文件。

IV. Other relevant documents.

以上文件的备置地点：公司董秘办

Place of preparation of the above-mentioned documents: Secretary Office of the Board of Directors of the Company

汤臣倍健股份有限公司

BY-HEALTH CO., LTD

董事长：梁允超

Chairman of the Board of Directors: Liang Yunchao

二〇一六年二月二十七日

February 27, 2016