

RESOLUTIONS PASSED AT THE 11TH BOARD MEETING FOR FY2021

The board of directors (the “Board”) and every individual director of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited (the “Company”, and together with its subsidiaries, the “Group”) hereby confirm that they will individually and collectively accept full responsibility for the accuracy of the information given in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated in this announcement are fair and accurate in all material respects as at the date of this announcement, and that there are no material facts the omission of which would make any statement in this announcement misleading.

The Company had on 7 December 2021 issued a notice of board meeting to its directors in respect of the 11th board meeting for the financial year ending 31 December 2021 (“FY2021”), and the said board meeting was duly convened by means of live meeting and telephone conference on 17 December 2021. The said meeting was convened in compliance with the applicable Companies Law, Securities Law and the Articles of Association of the Company, and the following resolutions were discussed and passed by the 9 directors out of the full board of 9 directors:

1. That, the proposed contents of the “Asset Restructuring Plan on Pharmaceutical Circulation Business of Tianjin Zhong Xin Pharmaceutical Group Corporation Limited” (天津中新药业集团股份有限公司药品流通业务资产重组方案) (the “**Restructuring Plan**”) be approved. Please refer to **Appendix 1** for further details on the Restructuring Plan.

The Company is proposing to transfer its 17 branch offices and 4 subsidiaries (including 4 retail pharmacies which are the branch offices of the 4 Subsidiaries) in its existing pharmaceutical circulation business segment (the “**Transferred Assets**”) to its newly incorporated wholly-owned subsidiary, Tianjin Zhongxin Medicine Co., Ltd. (天津中新医药有限公司) (“**TJZX Medicine**”) and new branch offices to be established under TJZX Medicine so as to form a pharmaceutical commercial enterprise which integrates channel distribution, sales and retail (the “**Proposed Asset Restructuring**”).

The Proposed Asset Restructuring, being an internal asset transfer between the Company and its subsidiary, would not affect the overall assets of the Company, and is not subject to the requirement of an audit or valuation. The Proposed Asset Restructuring does not constitute a related party transaction under the laws of the People's Republic of China, nor does it constitute a major asset restructuring as prescribed in the *Administrative Measures on Major Asset Restructuring of Listed Companies* (《上市公司重大资产重组管理办法》).

2. That, the proposed capital increase of RMB 485 million in TJZX Medicine by the Company by way of contributing net assets, as part of the Restructuring Plan, be approved.

Pursuant to the Restructuring Plan, on the date on which the Transferred Assets is delivered or transferred to TJZX Medicine (the “**Completion Date**”), the registered capital of TJZX Medicine will be increased in the amount of RMB 485 million (amounting to approximately 8.35% of the Company's latest audited net asset value) by the Company by way of capital contribution of the net assets, and the Company will apply to the competent company registration authority for an increase in the registered capital of TJZX Medicine from RMB 5 million to RMB 490 million.

3. That, the proposed transfer of the Transferred Assets from the Company to TJZX Medicine be approved.

Pursuant to the Restructuring Plan, the Company proposes to transfer its existing pharmaceutical circulation business and the related assets and liabilities to TJZX Medicine at book value with 30 June 2021 as the benchmark date. The Transferred Assets shall be transferred or delivered to TJZX Medicine by way of capital contribution of net assets, sale of inventories and accounts receivable and/or transfer of long-term equity investments for nil consideration, on the Completion Date.

The Company does not expect the Proposed Asset Restructuring to have any material financial impact on the consolidated net tangible assets per share and consolidated earnings per share of the Company and the Group for the current financial year ending 31 December 2021.

None of the directors or controlling shareholders of the Company and/or their respective associates has any interest, direct or indirect, in the Proposed Asset Restructuring, save for their respective shareholdings (if any) in the Company.

By order of the Board

Jiao Yan
Secretary to the Board of Directors
17 December 2021

APPENDIX 1

ASSET RESTRUCTURING PLAN ON PHARMACEUTICAL CIRCULATION BUSINESS (THE “RESTRUCTURING PLAN”)

天津中新药业集团股份有限公司
Tianjin Zhong Xin Pharmaceutical Group
Corporation Limited

药品流通业务资产重组方案
Asset Restructuring Plan on Pharmaceutical Circulation
Business

二〇二一年十二月
December 2021

目 录

Contents

释义	A-3
DEFINITIONS	
一、绪言	A-6
INTRODUCTION	
二、资产重组各方	A-6
PARTIES TO THE PROPOSED ASSET RESTRUCTURING	
三、资产重组标的	A-9
THE SUBJECT OF THE PROPOSED ASSET RESTRUCTURING	
四、资产重组概述	A-17
OVERVIEW OF THE PROPOSED ASSET RESTRUCTURING	
五、其他相关安排	A-18
OTHER RELATED ARRANGEMENTS	
六、资产重组对公司的影响	A-26
IMPACT OF THE PROPOSED ASSET RESTRUCTURING ON THE COMPANY	

释义
DEFINITIONS

公司、中新药业、划出方 “Company”, “Zhong Xin Pharmaceutical” or “Transferor”	指	天津中新药业集团股份有限公司 means Tianjin Zhong Xin Pharmaceutical Group Corporation Limited
医药公司 “Medicine Co.”	指	天津中新药业集团股份有限公司医药公司 means Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Medicine Co.
中新医药、划入方 “TJZX Medicine” or “Transferee”	指	天津中新医药有限公司 means Tianjin Zhongxin Medicine Co., Ltd.
17 家分公司 “17 Branch Offices”	指	<p>天津中新药业集团股份有限公司医药公司、天津中新药业集团股份有限公司国内销售中心、天津中新药业集团股份有限公司和平分公司、天津中新药业集团股份有限公司南开分公司、天津中新药业集团股份有限公司红桥分公司、天津中新药业集团股份有限公司河西分公司、天津中新药业集团股份有限公司河东分公司、天津中新药业集团股份有限公司河北分公司、天津中新药业集团股份有限公司新新化工医药分公司、天津中新药业集团股份有限公司滨海新区分公司、天津中新药业集团股份有限公司开发区分公司、天津中新药业集团股份有限公司塘沽一分公司、天津中新药业集团股份有限公司塘沽四分公司、天津中新药业集团股份有限公司汉沽分公司、天津中新药业集团股份有限公司牌坊街药店、天津中新药业集团股份有限公司永仁堂药店、天津中新药业集团股份有限公司振华药店</p> <p>means the following existing 17 branch offices of the Company:</p> <ol style="list-style-type: none"> (1) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Medicine Co.; (2) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Domestic Sales Center; (3) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Heping Branch; (4) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Nankai Branch; (5) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hongqiao Branch;

		<p>(6) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hexi Branch;</p> <p>(7) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hedong Branch;</p> <p>(8) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hebei Branch;</p> <p>(9) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Xinxin Chemical Medicine Branch;</p> <p>(10) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Binhai New District Branch;</p> <p>(11) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Development Zone Branch;</p> <p>(12) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Tanggu No.1 Branch;</p> <p>(13) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Tanggu No. 4 Branch;</p> <p>(14) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hangu Branch;</p> <p>(15) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Paifang Street Pharmacy;</p> <p>(16) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Yong Ren Tang Pharmacy; and</p> <p>(17) Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Zhenhua Pharmacy</p>
<p>4 家子公司</p> <p>“4 Subsidiaries”</p>	指	<p>天津中新药业集团环渤海药业有限公司、天津中新药业滨海有限公司 (包括天津中新药业滨海有限公司大港药店、天津中新药业滨海有限公司世纪新大药房)、天津中新药业集团旭志医药科技有限公司 (包括天津中新药业集团达仁堂中惠大药房有限公司、天津中新药业集团达仁堂中兴大药房有限公司)、天津中新药业集团国卫医药有限公司</p> <p>means the following existing 4 subsidiaries of the Company:</p>

		<p>(1) Zhong Xin Bohai Rim Pharmaceutical Co., Ltd.;</p> <p>(2) Bin Hai Zhong Xin Pharmaceutical Co., Ltd. (including its respective branch offices or subsidiaries, being (i) Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Dagang Pharmacy and (ii) Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Shi Ji Xin Pharmacy);</p> <p>(3) Tianjin Zhong Xin Pharmaceutical Group Xuzhi Medical Science and Technology Co., Ltd. (including its respective branch offices or subsidiaries, being (i) Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Hui Pharmacy Co., Ltd.; and (ii) Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Xing Pharmacy Co., Ltd.); and</p> <p>(4) Tianjin Zhong Xin Pharmaceutical Group Guowei Medical Co., Ltd.</p>
交割日 “Completion Date”	指	资产重组标的交付或过户至划入方的完成日 means the date on which the assets to be transferred under the Restructuring Plan are delivered or transferred to the Transferee
市监局 “TAMR”	指	天津市场监督管理局 means Tianjin Administration for Market Regulation
药监局 “TMPA”	指	天津药品监督管理局 means Tianjin Medical Products Administration
《公司章程》 “Articles of Association”	指	《天津中新药业集团股份有限公司章程》 means the articles of association of the Company
《重组办法》 “Restructuring Administrative Measures”	指	《上市公司重大资产重组管理办法》 means the Administrative Measures on Major Asset Restructuring of Listed Companies
元 “RMB” or “Yuan”	指	人民币元 means Renminbi

一、 绪言

INTRODUCTION

中新药业医药公司成立于 2000 年 10 月，在原中新药业商业批发系统基础上整合组建而成，2019 年合并销售收入 36 亿元，在中国医药商业协会公布的“2019 年中国药品流通行业批发百强企业名单”中，主营业务收入位列全国第 32 名。长期以来，医药公司作为中新药业的分支机构运营，为使中新药业各运营版块资产、经营数据更加清晰、准确，业务条线更加完整，适应中新药业未来整体战略发展，中新药业拟对医药公司实施公司制改组，将医药公司打造为医药商业专业子公司，实现中新药业医药商业板块与工业板块的彼此独立运营：

Medicine Co. was established in October 2000 and was formed by integrating the former commercial wholesale system of the Company. In 2019, the consolidated sales revenue of Medicine Co. was RMB 3,600 million, and in the "2019 List of the Top 100 Wholesale Enterprises in China's Pharmaceutical Circulation Industry" released by the China Association of Pharmaceutical Commerce, Medicine Co. ranked 32nd nationwide in terms of its main business revenue. Medicine Co. has all along been operating as a branch office of the Company. To make the assets and operating data of each operational segment of the Company clearer and more accurate, the business lines more complete, and adapt to the future overall strategic development of the Company, the Company proposes to reorganize Medicine Co. and operate Medicine Co. as a specialized pharmaceutical circulation business subsidiary of the Company to enable the independent operation of the pharmaceutical circulation business segment and the industrial segment of the Company.

本次拟将医药公司由中新药业分支机构改组为全资子公司，即医药商业板块 17 家分公司、4 家子公司(含 4 家零售药店)整体划入改组后的中新医药，形成集渠道分销、纯销、零售为一体的医药商业企业。

It is proposed to restructure Medicine Co. from a branch office of the Company to an indirect wholly-owned subsidiary of the Company. Pursuant to the restructuring, the 17 Branch Offices and 4 Subsidiaries (including the 4 retail pharmacies which are the branch offices of the 4 Subsidiaries) in the pharmaceutical circulation business segment of the Company (the **"Transferred Assets"**) will be transferred to TJZX Medicine post-restructuring so as to form a pharmaceutical commercial enterprise integrating channel distribution, sales and retail (the **"Proposed Asset Restructuring"**).

二、 资产重组各方

PARTIES TO THE PROPOSED ASSET RESTRUCTURING

(一) 划出方基本情况

Information on the Transferor

公司名称	:	天津中新药业集团股份有限公司
Name of company	:	Tianjin Zhong Xin Pharmaceutical Group Corporation Limited
企业类型	:	股份有限公司(上市)
Type of company	:	Joint stock company (listed)
住 所	:	天津市南开区白堤路 17 号
Domicile	:	17 Baidi Road, Nankai District, Tianjin

注册资本	:	77364.3076万元
Registered capital		RMB 773,643,076
成立时间	:	1981年12月29日
Date of incorporation		29 December 1981
营业期限	:	1981年12月29日至2050年01月01日
Business term		From 29 December 1981 to 1 January 2050
经营范围	:	中药材、中成药、中药饮片、西药制剂、化学药品原药制造 (3810)、化学药品制剂、新草药、医疗器械、营养保健品、化学试剂加工、制造、批发、零售 (依法须经批准的项目, 经相关部门批准后方可开展经营活动)。
Business scope		The business scope of the Transferor (i.e., the Company) includes, amongst others, manufacturing of traditional Chinese medicinal materials, Chinese patent medicines, traditional Chinese medicine decoction pieces, western medicine preparations and chemical raw materials (3810); processing, manufacturing, wholesale and retail of chemical medicine preparations, new herbal medicines, medical devices, nutritional and healthcare products and chemical reagents (for items subject to approval pursuant to applicable laws, the business activities shall be carried out only after obtaining approval from the relevant authorities)

(二) 划入方基本情况
Information on the Transferee

公司名称	:	天津中新医药有限公司
Name of company		Tianjin Zhongxin Medicine Co., Ltd.
企业类型	:	有限责任公司 (法人独资)
Type of company		Limited liability company (sole proprietorship of a legal person)
住 所	:	天津市北辰区天津北辰经济技术开发区医药医疗器械工业园腾达道5号
Domicile		No. 5, Tengda Road, Pharmaceutical and Medical Device Industrial Park, Beichen Economic-Technological Development Area, Beichen District, Tianjin
注册资本	:	500万元
Registered capital		RMB 5 million
成立时间	:	2021年8月24日
Date of incorporation		24 August 2021

营业期限 Business term	: 长期 From 24 August 2021 with no fixed end period
经营范围 Business scope	<p>: 许可项目：药品批发；第三类医疗器械经营；道路货物运输 (不含危险货物)；食品销售；消毒器械销售。(依法须经批准的项目，经相关部门批准后方可开展经营活动，具体经营项目以相关部门批准文件或许可证件为准) 一般项目：保健食品 (预包装) 销售；总质量4.5吨及以下普通货运车辆道路货物运输 (除网络货运和危险货物)；第二类医疗器械销售；第一类医疗器械销售；个人卫生用品销售；化妆品批发；日用百货销售；体育用品及器材批发；家用电器销售；日用杂品销售；广告制作；广告设计、代理；信息咨询服务 (不含许可类信息咨询服务)；普通货物仓储服务 (不含危险化学品等需许可审批的项目)；非居住房地产租赁；住房租赁；消毒剂销售 (不含危险化学品)；化工产品销售 (不含许可类化工产品)；卫生用品和一次性使用医疗用品销售。(除依法须经批准的项目外，凭营业执照依法自主开展经营活动)</p> <p>Licenced items: wholesale of pharmaceuticals; operation of Class III medical devices; road cargo transportation (excluding hazardous goods); sale of food; sale of disinfection equipment (for items subject to approval pursuant to applicable laws, the business activities shall be carried out only after obtaining approval from the relevant authorities, and the specific business activities shall be based on the approval documents or permits issued by the relevant authorities);</p> <p>General items: sale of (pre-packaged) healthcare food; road cargo transportation by general freight vehicles with gross weight of 4.5 tons or less (excluding network freight and dangerous goods); sale of Class II medical devices; sale of Class I medical devices; sale of personal hygiene products; wholesale of cosmetics; sale of daily necessities; wholesale of sports goods and equipment; sale of household appliances; sale of daily groceries; advertisements production; advertisements design and agency; information consulting services (excluding information consulting services subject to licencing requirement); general cargo warehousing services (excluding hazardous chemicals and other items subject to licencing approval); leasing of non-residential real estate; house leasing; sale of disinfectants (excluding hazardous chemicals); sale of chemical products (excluding chemical products subject to licensing requirement); sale of sanitary products and disposable medical products. (Except for items subject to approval in accordance with applicable</p>

laws, business activities shall be conducted based on its business licence in accordance with applicable laws)

(三) 划出方与划入方的关系

Relationship between the Transferor and the Transferee

中新医药 (划入方) 是公司 (划出方) 的全资子公司, 公司直接持有中新医药 100% 的股权。

TJZX Medicine (i.e., the Transferee) is a wholly-owned subsidiary of the Company (i.e., the Transferor), and the Company directly holds 100% equity interest in TJZX Medicine.

三、资产重组标的

THE SUBJECT OF THE PROPOSED ASSET RESTRUCTURING

(一) 拟划转资产、债务报表情况

Information on the assets and liabilities to be transferred

以 2021 年 6 月 30 日 (未经审计) 的财务数据为模拟数据测算, 本次划转资产合计 1,935,216,294.31 元、负债合计 617,761,145.80 元, 净资产合计 1,317,455,148.51 元。

Based on the unaudited financial statements of the Company for the first half ended 30 June 2021, the total assets, total liabilities and total net assets to be transferred as at 30 June 2021 are RMB 1,935,216,294.31, RMB 617,761,145.80 and RMB 1,317,455,148.51, respectively.

资产 Assets	拟划转金额 Amounts to be transferred	负债 Liabilities	拟划转金额 Amounts to be transferred
货币资金 Cash and cash equivalents	20,599,686.50	应付账款 Accounts payables	533,524,548.76
应收账款 Accounts receivables	1,300,822,456.38	合同负债 Contract liabilities	16,909,097.75
预付款项 Advance payments	55,852,812.51	应付职工薪酬 Employee benefits payables	26,692,336.57
其他应收款 Other receivables	9,218,573.54	应交税费 Taxes payables	-22,061,830.88
存货 Inventories	471,984,119.23	其他应付款 Other payables	51,710,593.62
长期股权投资 Long-term equity investments	30,059,833.44	专项应付款 Other payables – non current	4,786,400.00
固定资产 Fixed assets	34,656,195.44	递延收益 Deferred income	6,199,999.98
在建工程	3,947,313.00		

Construction in progress			
无形资产 Intangible assets	6,233,979.43		
长期待摊费用 Long-term prepaid expenses	1,841,324.84		
合计 Total	1,935,216,294.31	合计 Total	617,761,145.80
净资产 Net assets		1,317,455,148.51	

(二) 资产划转涉及的子公司

Subsidiaries involved in the Proposed Asset Restructuring

资产划转涉及中新药业 4 家子公司 (含 4 家零售药店, 即天津中新药业滨海有限公司大港药店、天津中新药业滨海有限公司世纪新大药房、天津中新药业集团达仁堂中惠大药房有限公司、天津中新药业集团达仁堂中兴大药房有限公司)。具体如下:

The Proposed Asset Restructuring involves the 4 Subsidiaries of the Company (including 4 retail pharmacies which are the branch offices of the 4 Subsidiaries, namely, (i) Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Dagang Pharmacy, (ii) Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Shi Ji Xin Pharmacy, (iii) Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Hui Pharmacy Co., Ltd. and (iv) Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Xing Pharmacy Co., Ltd.). Details of the 4 Subsidiaries are as follows:

1、天津中新药业集团环渤海药业有限公司

Zhong Xin Bohai Rim Pharmaceutical Co., Ltd. (“**Bohai Rim Co.**”)

企业类型 Type of company	:	有限责任公司 (法人独资) Limited liability company (sole proprietorship of a legal person)
住 所 Domicile	:	天津市滨海新区海滨街道津岐公路与创业路交口往西南500米处 (海滨人民医院东院区制剂楼二楼) 500 meters southwest of the intersection of Jinqi Road and Chuangye Road, Haibin Street, Binhai New District, Tianjin (2 nd floor, Preparation Building, East Hospital District, Haibin People's Hospital)
注册资本 Registered capital	:	500万元 RMB 5 million
营业期限 Business term	:	2002年9月17日至长期 From 17 September 2002 with no fixed end period
经营范围 Business scope	:	中成药、化学药制剂、抗生素、生化药品、生物制

品、诊断药品；蛋白同化制剂、肽类激素；Ⅲ类：注射穿刺器械；医用高分子材料及制品；医用卫生材料及敷料；医用X射线设备；医用超声仪器及有关设备；手术室、急救室、诊疗室设备及器具、医用电子仪器设备；病房护理设备及器具、病床；Ⅱ类：普通诊察仪器；物理治疗及康复仪器、器械；中医器械、临床检验分析仪器；体外诊断试剂 (按药品管理的除外)；医用制气设备；消毒灭菌设备及器具；医用化验和基础设备器具；口腔科设备、器具及材料；光谱辐射治疗仪器；电动多功能病床、电动防褥疮床垫批发；保健食品零售；生活及环境卫生用消毒用品、健身器材、日用百货、日用杂品、蜂产品、仪器仪表、眼镜、化妆品、橡胶制品、家用电器、劳保用品零售兼批发；医疗设备技术服务及技术咨询。

Chinese patent medicines, chemical medicine preparations, antibiotics, biochemical drugs, biological products, diagnostic drugs; protein assimilation preparation, peptide hormone; Category III: injection puncture devices; medical polymer materials and products; medical sanitary materials and dressings; medical X-ray equipment; medical ultrasound equipment and related equipment; operating room, emergency room, diagnosis and treatment room equipment and appliances, medical electronic equipment; ward nursing equipment and appliances, hospital beds; Category II: general diagnostic equipment; physical therapy and rehabilitation equipment and devices; Chinese medicine equipment, clinical laboratory analysis equipment; in vitro diagnostic reagents (excluding those administered under pharmaceuticals); medical gas production equipment; disinfection and sterilization equipment and appliances; medical laboratory and basic equipment and appliances; dental equipment, appliances and materials; spectral radiation therapy equipment; wholesale of electric multifunctional hospital beds and electric anti-decubitus mattresses; retail of healthcare food; retail and wholesale of disinfection products for daily life and environmental sanitation, fitness equipment, daily necessities, daily sundries, bee products, instruments and apparatus, glasses, cosmetics, rubber products, household appliances and labour insurance supplies; medical equipment technical

services and technical consultation

出资人及出资比例	:	中新药业出资500万元，占比100%
Capital contributor and percentage of capital contributions	:	The Company has contributed RMB 5 million, representing 100% of the registered capital

2、天津中新药业滨海有限公司

Bin Hai Zhong Xin Pharmaceutical Co., Ltd.

企业类型	:	有限责任公司
Type of company	:	Limited liability company
住 所	:	天津市滨海新区大港世纪大道122号
Domicile	:	No. 122, Dagang Century Avenue, Binhai New District, Tianjin
注册资本	:	1959万元
Registered capital	:	RMB 19.59 million
营业期限	:	2002年3月13日至2022年3月13日
Business term	:	From 13 March 2002 to 13 March 2022
经营范围	:	药品及医疗器械批发；食品销售；日用百货、服装、鞋帽、五金交电、体育用品及器材、化妆品、仪器仪表、家用电器、消毒用品批发兼零售；自有房屋租赁；普通货运。
Business scope	:	Wholesale of pharmaceuticals and medical devices; food sales; wholesale and retail of daily necessities, clothing, shoes and hats, hardware and electrical appliances, sports goods and equipment, cosmetics, instruments and apparatus, household appliances and disinfection supplies; self-owned house leasing; general freight
出资人及出资比例	:	中新药业出资 1050 万元，占比 53.6%
Capital contributor and percentage of capital contributions	:	The Company has contributed RMB 10.5 million, representing 53.6% of the registered capital
分支机构或子公司	:	(1) 天津中新药业滨海有限公司大港药店；
Branch offices or subsidiaries	:	Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Dagang Pharmacy;
	:	(2) 天津中新药业滨海有限公司世纪新大药房
	:	Bin Hai Zhong Xin Pharmaceutical Co., Ltd., Shi Ji Xin Pharmacy

3、天津中新药业集团旭志医药科技有限公司

Tianjin Zhong Xin Pharmaceutical Group Xuzhi Medical Science and Technology Co., Ltd.

企业类型 Type of company	: 有限责任公司 Limited liability company
住 所 Domicile	: 天津市东丽区万新街成林道与天山路交口 (原万新减速机厂院内办公楼二层201-211室) At the intersection of Chenglin Road and Tianshan Road, Wanxin Street, Dongli District, Tianjin (Rooms 201-211 on the 2 nd floor of the office building in the previous Wanxin Speed Reducer Factory)
注册资本 Registered capital	: 1100万元 RMB 11 million
营业期限 Business term	: 2011年7月18日至2041年7月17日 From 18 July 2011 to 17 July 2041
经营范围 Business scope	: 一般项目：技术服务、技术开发、技术咨询、技术交流、技术转让、技术推广；仪器仪表销售；化工产品销售 (不含许可类化工产品)；玻璃仪器销售；日用百货销售；化妆品批发；第二类医疗器械销售；第一类医疗器械销售；消毒剂销售 (不含危险化学品)。(除依法须经批准的项目外，凭营业执照依法自主开展经营活动)。许可项目：货物进出口；技术进出口；药品批发；食品经营；保健食品销售；道路货物运输 (不含危险货物)；第三类医疗器械经营。 General items: technology services, technology development, technology consultation, technology exchanges, technology transfer, technology promotion; sales of instruments and meters; sales of chemical products (excluding licenced chemical products); sales of glass equipment; sales of daily necessities; wholesale of cosmetics; sales of Class II medical devices; sales of Class I medical devices; sales of disinfectants (excluding hazardous chemicals). (Except for items subject to approval in accordance with applicable laws, business activities shall be conducted based on its business licence in accordance with applicable laws). Licenced items: import and export of goods; technology import and export; wholesale of pharmaceuticals; food business; sales of healthcare

food; road cargo transportation (excluding dangerous goods); operation of Class III medical devices

- 出资人及出资比例 : 中新药业出资561万元, 占比51%
Capital contributor and percentage of capital contributions The Company has contributed RMB 5.61 million, representing 51% of the registered capital
- 分支机构或子公司 : (1) 天津中新药业集团达仁堂中惠大药房有限公司;
Branch offices or subsidiaries Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Hui Pharmacy Co., Ltd.;
- (2) 天津中新药业集团达仁堂中兴大药房有限公司
Tianjin Zhong Xin Pharmaceutical Group Darentang Zhong Xing Pharmacy Co., Ltd.

4、天津中新药业集团国卫医药有限公司

Tianjin Zhong Xin Pharmaceutical Group Guowei Medical Co., Ltd.

- 企业类型 : 有限责任公司
Type of company Limited liability company
- 住 所 : 天津市武清开发区兴旺路 12 号
Domicile No. 12, Xingwang Road, Wuqing Development Zone, Tianjin
- 注册资本 : 1720万元
Registered capital RMB 17.2 million
- 营业期限 : 1993年3月15日至长期
Business term From 15 March 1993 with no fixed end period
- 经营范围 : 药品、医疗器械、食品 (具体项目以《食品经营许可证》为准) 销售, 道路普通货物运输, 卫生消毒用品、化妆品、驱蚊剂批发兼零售。
Business scope Sales of pharmaceuticals, medical devices, food (specific items shall be subject to the "Food Business Licence"), road general cargo transportation, wholesale and retail of sanitary and disinfection products, cosmetics, and mosquito repellents
- 出资人及出资比例 : 中新药业出资877.2万元, 占比51%
Capital contributor and percentage of The Company has contributed RMB 8.772 million, representing 51% of the registered capital

capital contributions

(三) 资产划转涉及的分支机构

Branch offices involved in the Proposed Asset Restructuring

资产划转涉及中新药业 17 家分公司。具体如下：

The Proposed Asset Restructuring involves the 17 Branch Offices of the Company, and the details of the 17 Branch Offices are as follows:

	分支机构 Name	住所 Domicile	主要经营范围 Principal business scope
1	天津中新药业集团股份有限公司医药公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Medicine Co.	天津市北辰区青光镇腾达道 5 号 No. 5 Tengda Road, Qingguang Town, Beichen District, Tianjin	药品批发、医疗器械批发等 Wholesale of pharmaceuticals and medical devices, etc.
2	天津中新药业集团股份有限公司国内销售中心 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Domestic Sales Center	天津市南开区白堤路 8 号 (科技园) No. 8 Baidi Road, Nankai District, Tianjin (Science and Technology Park)	药品批发、医疗器械批发等 Wholesale of pharmaceuticals and medical devices, etc.
3	天津中新药业集团股份有限公司和平分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Heping Branch	和平区升安大街 10 号一层、12 号一层 1 st Floor, No. 10, 1 st Floor, No. 12, Sheng'an Street, Heping District	药品批发、医疗器械批发等 Wholesale of pharmaceuticals and medical devices, etc.
4	天津中新药业集团股份有限公司南开分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Nankai Branch	南开区红旗路保山道淦江路 1 号 No. 1 Ganjiang Road, Baoshan Road, Hongqi Road, Nankai District	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
5	天津中新药业集团股份有限公司红桥分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hongqiao Branch	天津市红桥区大胡同 20 号 No. 20, Da Hutong, Hongqiao District, Tianjin	药品批发；保健食品销售；医疗器械经营等 Wholesale of pharmaceuticals, sales of healthcare food and operation of medical device, etc.
6	天津中新药业集团股份有限公司河西分公司	河西区陵水道 9 号 No. 9, Lingshui Road, Hexi District	药品批发；医疗器械经营等

	Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hexi Branch		Wholesale of pharmaceuticals and operation of medical device, etc.
7	天津中新药业集团股份有限公司河东分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hedong Branch	河东区春华街华昌大街南复兴庄西街 1 号 (华馨公寓旁) No. 1, Fuxingzhuang West Street, South Huachang Street, Chunhua Street, Hedong District (next to Huaxin Apartment)	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
8	天津中新药业集团股份有限公司河北分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hebei Branch	天津市河北区古北道 10 号 No. 10 Gubei Road, Hebei District, Tianjin	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
9	天津中新药业集团股份有限公司新新化工医药分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Xinxin Chemical Medicine Branch	河东区唐口新村劳动道 6 段 11 号楼 Block 11, Section 6, Labour Road, Tangkou New Village, Hedong District	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
10	天津中新药业集团股份有限公司滨海新区分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Binhai New District Branch	天津市滨海新区塘沽宏达园 12 号 No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
11	天津中新药业集团股份有限公司开发区分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Development Zone Branch	天津市滨海新区宏达园 12 号 No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and operation of medical device, etc.
12	天津中新药业集团股份有限公司塘沽一分公司 Tianjin Zhong Xin Pharmaceutical Group	天津市滨海新区塘沽宏达园 12 号	药品批发；医疗器械经营等 Wholesale of pharmaceuticals and

	Corporation Limited, Tanggu No.1 Branch	No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin	operation of medical device, etc.
13	天津中新药业集团股份 有限公司塘沽四分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Tanggu No. 4 Branch	天津大港油田新兴北道 与希望路交口向东 300 米 300 meters east of the intersection of Xinxing North Road and Xiwang Road, Tianjin Dagang Youtian	药品批发；医疗器械经 营等 Wholesale of pharmaceuticals and operation of medical device, etc.
14	天津中新药业集团股份 有限公司汉沽分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hangu Branch	天津市滨海新区汉沽牌 坊西街 14 号 No. 14, Hangu Paifang West Street, Binhai New District, Tianjin	药品批发；保健食品销 售；医疗器械经营等 Wholesale of pharmaceuticals, sales of healthcare food and operation of medical device, etc.
15	天津中新药业集团股份 有限公司牌坊街药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Paifang Street Pharmacy	天津市滨海新区寨上街 牌坊西街 Paifang West Street, Zhaishang Street, Binhai New District, Tianjin	中成药、中药饮片；抗 生素；生化药品等 Chinese patent medicines, traditional Chinese medicine decoction pieces, antibiotics and biochemical drugs, etc.
16	天津中新药业集团股份 有限公司永仁堂药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Yong Ren Tang Pharmacy	天津市滨海新区寨上街 和谐大街 Hexie Street, Zhaishang Street, Binhai New District, Tianjin	中成药；中药饮片；抗 生素；生化药品等 Chinese patent medicines, traditional Chinese medicine decoction pieces, antibiotics and biochemical drugs, etc.
17	天津中新药业集团股份 有限公司振华药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Zhenhua Pharmacy	天津市滨海新区汉沽河 西二经路五方块 Wufangkuai, Hangu Hexi Er'Jing Road, Binhai New District, Tianjin	中成药；中药饮片；化 学药品制剂等 Chinese patent medicines, traditional Chinese medicine decoction pieces and chemical medicine preparations, etc.

四、 资产重组概述

OVERVIEW OF THE PROPOSED ASSET RESTRUCTURING

公司拟以 2021 年 6 月 30 日为基准日，按账面值将公司现有药品流通业务及相关的资产、债务划

入中新医药，划出资产按照业务转移完成之交割日采取出资、出售、无偿划转的方式划转。以 2021 年 6 月 30 日 (未经审计) 的财务数据为模拟数据测算，本次划转资产合计 1,935,216,294.31 元、负债合计 617,761,145.80 元，净资产合计 1,317,455,148.51 元。其中，490,000,000.00 元净资产以出资方式划转，471,984,119.23 元存货、325,411,195.84 元应收账款以出售方式划转，长期股权投资 30,059,833.44 元以无偿划转方式划转。

The Company proposes to transfer its existing pharmaceutical circulation business and the related assets and liabilities (i.e., the Transferred Assets) to TJZX Medicine at book value with 30 June 2021 as the benchmark date (the “**Benchmark Date**”), and the Transferred Assets shall be transferred or delivered by way of capital contribution of net assets, sale of inventories and accounts receivable, and transfer of long-term equity investments for nil consideration (the “**Gratuitous Transfer**”), on the Completion Date. Based on the unaudited financial statements of the Company for the first half ended 30 June 2021, the total assets, total liabilities and total net assets to be transferred as at 30 June 2021 are RMB 1,935,216,294.31, RMB 617,761,145.80 and RMB 1,317,455,148.51, respectively. The total net assets of RMB 1,317,455,148.51 to be transferred comprises net assets of RMB 490,000,000.00 that will be transferred by way of capital contribution, the inventories of RMB 471,984,119.23 and accounts receivable of RMB 325,411,195.84 that will be transferred by way of sale, and the long-term equity investment of RMB 30,059,833.44 that will be transferred for nil consideration (i.e., the Gratuitous Transfer).

本次资产划转基准日至实际交割日期间发生的资产变动将根据实际情况授权公司管理层进行据实调整并实施划转，最终划转的资产金额及明细项目以划转实施结果为准。

The management of the Company shall be authorized to make adjustments based on the actual circumstances where there is any change in the Transferred Assets from the Benchmark Date to the Completion Date, and the Proposed Asset Restructuring shall be implemented based on the adjusted basis. The final amount and detailed items of the Transferred Assets shall be subject to the actual results of the implementation of the Proposed Asset Restructuring.

本次资产划转属于公司内部资产划转事项，不影响公司整体资产，无须进行审计、评估。本次资产划转不构成关联交易，也不构成《重组办法》规定的重大资产重组。根据《公司章程》等相关规定，本次事项在董事会审批权限范围内，经公司董事会审议通过后，无需提交公司股东大会审议。

The Proposed Asset Restructuring, being an internal asset transfer between the Company and its subsidiary, would not affect the overall assets of the Company, and is not subject to the requirement of an audit or valuation. The Proposed Asset Restructuring does not constitute a related party transaction under the laws of the People's Republic of China (the “**PRC**”), nor does it constitute a major asset restructuring as prescribed in the Restructuring Administrative Measures. In accordance with relevant provisions including the Articles of Association of the Company, the Proposed Asset Restructuring shall be approved by the board of directors (the “**Board**”) of the Company. Upon consideration and approval by the Board, there is no requirement to submit the Proposed Asset Restructuring to the general meeting of the Company for consideration and approval.

五、 其他相关安排

OTHER RELATED ARRANGEMENTS

(一) 批准和授权

Approval and authorization

根据《公司章程》等相关规定，由公司董事会审议通过《关于向新设全资子公司划转资

产的议案》(议案名称以实际提交为准,下同)、《关于向新设全资子公司增资的议案》、《关于为新设全资子公司融资提供担保的议案》并完成公告。

In accordance with relevant requirements, including the requirements under the Articles of Association of the Company, the relevant proposals in relation to the Proposed Asset Restructuring including the proposed transfer of the Transferred Assets from the Company to the newly incorporated wholly-owned subsidiary of the Company (i.e., TJZX Medicine) and new branch offices to be established under TJZX Medicine (as part of the Restructuring Plan), the proposed capital increase in the said newly incorporated wholly-owned subsidiary of the Company (i.e., TJZX Medicine) by the Company (as part of the Restructuring Plan) and the proposed provision of guarantee by the Company for the financing of the said newly incorporated wholly-owned subsidiary of the Company (i.e., TJZX Medicine) (the “**Proposed Provision of Guarantee**”) shall be considered and approved by the Board, and the Company shall make announcement(s) on the forgoing accordingly.

其中《关于为新设全资子公司融资提供担保的议案》,如果涉及单笔担保额超过最近一期经审计净资产 10%,或者担保对象资产负债率超过 70%,根据公司章程相关规定,应提交股东大会审议。

In relation to the Proposed Provision of Guarantee, in the event of a single guarantee where the guaranteed amount exceeds 10% of the latest audited net assets of the Company, or a guarantee provided to a party whose asset-liability ratio is higher than 70%, such guarantee shall be submitted to a general meeting of the Company for consideration and approval, in accordance with the Articles of Association of the Company.

(二) 公司注销、设立、变更登记

Registrations in relation to deregistration, establishment and changes

为完成本次划转,拟办理相关工商登记手续:

For the purposes of completing the Proposed Asset Restructuring, the relevant industrial and commercial registrations in relation to the following matters will be carried out:

- (1) 公司向中新医药增资 48500 万元;
Capital increase of RMB 485 million in TJZX Medicine by the Company;
- (2) 环渤海药业有限公司等 4 家子公司股权过户至中新医药;
Transfer of equity interests in the 4 Subsidiaries (including Bohai Rim Co.) to TJZX Medicine by the Company;
- (3) 中新医药新设 17 家分支机构;
Establishment of the 17 new branch offices of TJZX Medicine;
- (4) 中新医药及 17 家分支机构取得药品经营许可后,中新药业原 17 家分公司、环渤海药业有限公司的业务尽快完成切换,其他划转资产划入;
Upon TJZX Medicine and its 17 new branch offices obtaining the Pharmaceutical Operation Licences, the businesses of the 17 Branch Offices of the Company and Bohai Rim Co. shall be transferred to TJZX Medicine and its 17 new branch offices as soon as possible, and other remaining assets shall be transferred pursuant to the Proposed Asset Restructuring;

(5) 中新药业原 17 家分公司、环渤海药业有限公司注销。
Deregistration of the 17 Branch Offices of the Company and of Bohai Rim Co..

说明 1：环渤海药业有限公司完成上述第 (2) 项操作，成为中新医药子公司，具备条件后，办理上述第 (5) 项注销手续。先转股是为完成资产划转，后注销是为由子公司转为分公司，减少 1 个药品经营许可 (法人)，使得重组后药品经营许可 (法人) 数量不增加，以满足药监局要求。

Note 1: Following the completion of the transfer of equity interests in the 4 Subsidiaries (including Bohai Rim Co.) to TJZX Medicine by the Company as set out in item (2) above, Bohai Rim Co. will become a subsidiary of TJZX Medicine. Subject to relevant conditions being met, Bohai Rim Co. shall undergo the deregistration procedure as set out in item (5) above. The reason for completing the transfer of equity interests in the 4 Subsidiaries (including Bohai Rim Co.) before the deregistration and conversion of Bohai Rim Co. from a subsidiary to a branch office of TJZX Medicine is to reduce the number of Pharmaceutical Operation Licences (legal person) required to be held by one licence. Accordingly, the number of Pharmaceutical Operation Licences (legal person) required to be held will not increase after the Proposed Asset Restructuring, and the requirements of the Tianjin Medical Products Administration (i.e., TMPA) will be satisfied.

说明 2：经向天津市市监局沟通，本次重组涉及分公司的隶属关系变更，不适用国家工商行政管理总局《关于做好公司合并分立登记支持企业兼并重组的意见》(工商企字〔2011〕226 号)，不能直接办理工商登记的变更手续。

Note 2: Upon consultation with the Tianjin Administration for Market Regulation (i.e., TAMR), it is clarified that as the Proposed Asset Restructuring involves changes in the affiliation of the branch offices, the *Opinions on Handling Registrations in relation to Company Mergers or Divisions to Support Corporate Merger and Restructuring* (Gong Shang Qi Zi [2011] No. 226) issued by the National General Administration for Industry and Commerce of the PRC does not apply to the Proposed Asset Restructuring and it is not possible to directly go through the procedures for the change of industrial and commercial registration.

附录：拟注销的中新药业原 17 家分公司、环渤海药业有限公司与新设机构 (中新医药及其新设 17 家分支机构) 对照表

Set out below is a comparison table which sets out the 17 Branch Offices of the Company and Bohai Rim Co. to be deregistered and the entities incorporated/established or to be incorporated/established (i.e., TJZX Medicine and its 17 new branch offices) pursuant to the Proposed Asset Restructuring.

	注销分公司/子公司 Branch offices / subsidiaries to be deregistered	新设法人/分公司 (拟用名) Subsidiaries / branch offices incorporated or to be incorporated (proposed names)	住所 Domicile
1	天津中新药业集团股份 有限公司医药公司 Tianjin Zhong Xin Pharmaceutical Group	天津中新医药有限公司 Tianjin Zhongxin Medicine Co., Ltd.	天津市北辰区青光镇腾 达道 5 号

	Corporation Limited, Medicine Co.		No. 5 Tengda Road, Qingguang Town, Beichen District, Tianjin
2	天津中新药业集团股份 有限公司国内销售中心 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Domestic Sales Center	天津中新医药有限公司 国内销售中心分公司 Tianjin Zhongxin Medicine Co., Ltd., Domestic Sales Center Branch	天津市南开区白堤路 8 号 (科技园) No. 8 Baidi Road, Nankai District, Tianjin (Science and Technology Park)
3	天津中新药业集团股份 有限公司和平分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Heping Branch	天津中新医药有限公司 和平分公司 Tianjin Zhongxin Medicine Co., Ltd., Heping Branch	和平区升安大街 10 号一 层、12 号一层 1 st Floor, No. 10, 1 st Floor, No. 12, Sheng'an Street, Heping District
4	天津中新药业集团股份 有限公司南开分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Nankai Branch	天津中新医药有限公司 南开分公司 Tianjin Zhongxin Medicine Co., Ltd., Nankai Branch	南开区红旗路保山道淦 江路 1 号 No. 1 Ganjiang Road, Baoshan Road, Hongqi Road, Nankai District
5	天津中新药业集团股份 有限公司红桥分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hongqiao Branch	天津中新医药有限公司 红桥分公司 Tianjin Zhongxin Medicine Co., Ltd., Hongqiao Branch	天津市红桥区大胡同 20 号 No. 20, Da Hutong, Hongqiao District, Tianjin
6	天津中新药业集团股份 有限公司河西分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hexi Branch	天津中新医药有限公司 河西分公司 Tianjin Zhongxin Medicine Co., Ltd., Hexi Branch	河西区陵水道 9 号 No. 9, Lingshui Road, Hexi District
7	天津中新药业集团股份 有限公司河东分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hedong Branch	天津中新医药有限公司 河东分公司 Tianjin Zhongxin Medicine Co., Ltd., Hedong Branch	河东区春华街华昌大街 南复兴庄西街 1 号 (华馨 公寓旁) No. 1, Fuxingzhuang West Street, South Huachang Street, Chunhua Street, Hedong District (next to Huaxin Apartment)
8	天津中新药业集团股份 有限公司河北分公司 Tianjin Zhong Xin Pharmaceutical Group	天津中新医药有限公司 河北分公司 Tianjin Zhongxin Medicine Co., Ltd.,	天津市河北区古北道 10 号 No. 10 Gubei Road, Hebei District, Tianjin

	Corporation Limited, Hebei Branch	Hebei Branch	
9	天津中新药业集团股份 有限公司新新化工医药 分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Xinxin Chemical Medicine Branch	天津中新医药有限公司 新新化工医药分公司 Tianjin Zhongxin Medicine Co., Ltd., Xinxin Chemical Medicine Branch	河东区唐口新村劳动道 6 段 11 号楼 Block 11, Section 6, Labour Road, Tangkou New Village, Hedong District
10	天津中新药业集团股份 有限公司滨海新区分公 司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Binhai New District Branch	天津中新医药有限公司 滨海新区分公司 Tianjin Zhongxin Medicine Co., Ltd., Binhai New District Branch	天津市滨海新区塘沽宏 达园 12 号 No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin
11	天津中新药业集团股份 有限公司开发区分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Development Zone Branch	天津中新医药有限公司 开发区分公司 Tianjin Zhongxin Medicine Co., Ltd., Development Zone Branch	天津市滨海新区宏达园 12 号 No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin
12	天津中新药业集团股份 有限公司塘沽一分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Tanggu No.1 Branch	天津中新医药有限公司 塘沽一分公司 Tianjin Zhongxin Medicine Co., Ltd., Tanggu No.1 Branch	天津市滨海新区塘沽宏 达园 12 号 No. 12, Tanggu Hongda Yuan, Binhai New District, Tianjin
13	天津中新药业集团股份 有限公司塘沽四分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Tanggu No. 4 Branch	天津中新医药有限公司 塘沽四分公司 Tianjin Zhongxin Medicine Co., Ltd., Tanggu No. 4 Branch	天津大港油田新兴北道 与希望路交口向东 300 米 300 meters east of the intersection of Xinxing North Road and Xiwang Road, Tianjin Dagang Youtian
14	天津中新药业集团股份 有限公司汉沽分公司 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Hangu Branch	天津中新医药有限公司 汉沽分公司 Tianjin Zhongxin Medicine Co., Ltd., Hangu Branch	天津市滨海新区汉沽牌 坊西街 14 号 No. 14, Hangu Paifang West Street, Binhai New District, Tianjin

15	天津中新药业集团环渤海药业有限公司 Zhong Xin Bohai Rim Pharmaceutical Co., Ltd.	天津中新医药有限公司 环渤海药业分公司 Tianjin Zhongxin Medicine Co., Ltd., Bohai Rim Pharmaceutical Branch	天津市滨海新区海滨街道津岐公路与创业路交叉口往西南 500 米处 (海滨人民医院东院区制剂楼二楼) 500 meters southwest of the intersection of Jinqi Road and Chuangye Road, Haibin Street, Binhai New District, Tianjin (2nd floor, Preparation Building, East Hospital District, Haibin People's Hospital)
16	天津中新药业集团股份有限公司牌坊街药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Paifang Street Pharmacy	天津中新医药有限公司牌坊街药店 Tianjin Zhongxin Medicine Co., Ltd., Paifang Street Pharmacy	天津市滨海新区寨上街牌坊西街 Paifang West Street, Zhaishang Street, Binhai New District, Tianjin
17	天津中新药业集团股份有限公司永仁堂药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Yong Ren Tang Pharmacy	天津中新医药有限公司永仁堂药店 Tianjin Zhongxin Medicine Co., Ltd., Yong Ren Tang Pharmacy	天津市滨海新区寨上街和谐大街 Hexie Street, Zhaishang Street, Binhai New District, Tianjin
18	天津中新药业集团股份有限公司振华药店 Tianjin Zhong Xin Pharmaceutical Group Corporation Limited, Zhenhua Pharmacy	天津中新医药有限公司振华药店 Tianjin Zhongxin Medicine Co., Ltd., Zhenhua Pharmacy	天津市滨海新区汉沽河西二经路五方块 Wufangkuai, Hangu Hexi Er'Jing Road, Binhai New District, Tianjin

(三) 药品经营许可

Pharmaceutical Operation Licence

中新医药 17 分支机构设立后, 向天津市药监局申请核发中新医药及其 17 家分支机构《药品经营许可证》, 原 17 家分支机构及环渤海药业有限公司的《药品经营许可证》完成变更注销手续。

Upon the 17 new branch offices of TJZX Medicine being set up, TJZX Medicine will apply to the TMPA for the issuance of the Pharmaceutical Operation Licences to TJZX Medicine and each of its 17 branch offices. The Pharmaceutical Operation Licences held by each of the 17 Branch Offices of the Company and Bohai Rim Co. shall be cancelled.

为确保《药品经营许可证》顺利换发，公司拟与天津市药监局做重组方案的预沟通，确保重组前后相关机构的经营地址、仓储、质量管理机构及人员等经营条件不发生实质变化。

To ensure the successful issuance of the Pharmaceutical Operation Licences, the Company intends to pre-consult with the TMPA on the Restructuring Plan, and will ensure that there will be no material changes in the operation conditions of the relevant entities before and after the Proposed Asset Restructuring, including the business address, warehousing, quality management organization and personnel.

(四) 购买存货、应收账款的资金安排

Funding arrangements for purchase of inventories and accounts receivable

按照资产重组方案，中新医药按照截至交割日的账面净值向中新药业购买 471,984,119.23 元存货、325,411,195.84 元应收账款 (以 2021 年 6 月 30 日未经审计的财务数据为模拟数据测算)，资金来源为自有资金和银行贷款。银行贷款部分，拟由中新药业提供担保，如果涉及单笔担保额超过最近一期经审计净资产 10%，或者担保对象资产负债率超过 70%，根据公司章程相关规定，应提交股东大会审议。

Pursuant to the Restructuring Plan, TJZX Medicine shall purchase the inventories of RMB 471,984,119.23 and accounts receivable of RMB 325,411,195.84 at the net book value as at the Completion Date (calculated based on the unaudited financial statements of the Company for the first half ended 30 June 2021), which will be funded by TJZX Medicine by both internal sources of funds and external bank loans. In relation to the bank loans, the Company proposes to provide a guarantee to the banks for TJZX Medicine, and in the event of a single guarantee where the guaranteed amount exceeds 10% of the latest audited net assets of the Company, or a guarantee provided to a party whose asset-liability ratio is higher than 70%, such guarantee shall be submitted to a general meeting of the Company for consideration and approval, in accordance with the Articles of Association of the Company.

(五) 债务转移及业务协议主体变更安排

Arrangements for transfer of debts and change of parties to the business agreement(s)

拟划转资产所涉及的债务、对外担保 (如有) 由中新医药承接，债务转移、对外担保变更需取得第三方的同意，划转双方共同与债权人、担保权人协商，取得债权人、担保权人关于相关债务转移的同意函。如出现不同意转移或需要公司代偿的情况，由划转双方另行协商解决。

The debts and external guarantees (if any) associated with the Transferred Assets shall be taken over by TJZX Medicine. In relation to the transfer of debts and/or changes to the external guarantee(s) which are subject to the consent of any third parties, the Transferor (i.e., the Company) and the Transferee (i.e., TJZX Medicine) shall work together to negotiate with the creditor(s) and/or the guaranteed person(s) and obtain the consent of such creditor(s) and/or guaranteed person(s) on the transfer of relevant debts and/or changes to the external guarantee(s). In the event that the consent of the creditor(s) and/or the guaranteed person(s) cannot be obtained or the creditor(s) and/or the guaranteed person(s) require the debts to be repaid by the Company, it shall be settled through negotiation between the Transferor (i.e., the Company) and the Transferee (i.e., TJZX Medicine).

对于公司已签订的与划转标的相关的合同、承诺等，将办理主体变更手续，在取得协议

相对方同意的前提下，相关合同的权利义务、承诺义务等将随划转标的概括转移至中新医药。专属于公司或按规定不得转移的协议、承诺不在转移的范围之列，仍由公司继续履行。

With respect to the contracts and/or undertakings entered into by the Company in relation to the Transferred Assets, the Company will proceed with the novation, and subject to the consent of the other party to such contracts and/or undertakings, the rights and obligations under such contracts and/or undertakings will be transferred to, and/or taken over by, TJZX Medicine together with the Transferred Assets. The contracts and undertakings which are exclusive to the Company or which cannot be transferred in accordance with the provisions thereof shall not be included in the scope of transfer under the Proposed Asset Restructuring and shall continue to be performed by the Company.

(六) 员工安置

Arrangements for employees

按照“人随业务资产走”的原则，本次划转涉及的相关员工的劳动和社保关系将由中新医药 (含分支机构) 承接，员工工龄连续计算。公司和中新医药 (含分支机构) 将按照国家有关法律法规的规定，在履行必要的程序后，为相关员工办理相关的转移手续。

In accordance with the principle that "employees shall be transferred along with any transfer of business assets", the labour and social insurance relationships of the employees involved in the Proposed Asset Restructuring will be taken over by TJZX Medicine (including its branch offices), and the length of service of such affected employees will be calculated on a continuous basis. The Company and TJZX Medicine (including its branch offices) shall handle the relevant transfer procedures for the affected employees after completing necessary procedures in accordance with relevant laws and regulations of the PRC.

(七) 商标等无形资产的授权使用

Authorized use of intangible assets including trademarks

基于本次划转的目的，为整合公司的内部资源、提高管理效率，公司拟授权中新医药使用 部分商标等无形资产。无形资产授权使用的其他事项将由公司与中新医药另行签订《无形资产授权使用协议》予以明确。

For the purposes of the Proposed Asset Restructuring, in order to better utilize the internal resources of the Company and improve management efficiency, the Company proposes to grant TJZX Medicine a right to use some of the Company's intangible assets, including trademarks. The matters in relation to the authorized use of such intangible assets shall be provided in a Licence Agreement for Use of Intangible Assets to be separately entered into between the Company and TJZX Medicine.

(八) 税务处理

Tax treatment

1. 净资产出资，不涉及土地及房屋权属转移、应税货物转让、转增注册资本，不缴纳土地增值税、增值税、契税、印花税。

As the capital contribution in the form of net assets under the Proposed Restructuring Plan does not involve the transfer of ownership of land and properties, transfer of taxable goods or capitalization of capital reserves, no land appreciation tax, value-added tax, deed tax or stamp duty shall be paid.

2. 存货及应收账款出售，缴纳印花税，不缴纳增值税。根据国家税务总局《关于纳税人资产重组有关增值税问题的公告》(国税 [2011]13 号)规定，纳税人在资产重组过程中，通过合并、分立、出售、置换等方式，将全部或者部分实物资产以及与其相关联的债权、负债和劳动力一并转让给其他单位和个人，不属于增值税的征税范围，其中涉及的货物转让，不征收增值税。

The sale of inventories and accounts receivable under the Proposed Restructuring Plan shall be subject to stamp duty but not subject to value-added tax. In accordance with the *Announcement on Issues concerning the Value-added Tax in Assets Restructuring of Taxpayers (Guo Shui [2011] No. 13)* issued by the State Taxation Administration of the PRC, where, in the course of asset restructuring, a taxpayer transfers all or part of its physical assets and the related creditor's rights, liabilities and labour force to other entities and/or individuals by way of merger, split-out, sale or replacement, etc., such transfer is not subject to value-added tax, and the goods involved in such transfer shall not be subject to value-added tax.

3. 股权无偿划转，缴纳印花税，不缴纳增值税。根据财政部、国家税务总局《关于促进企业重组有关企业所得税处理问题的通知》(财税[2014]109 号) 第三条规定，无偿划转部分拟选择按以下规定进行特殊性税务处理：(1) 划出方和划入方均不确认所得；(2) 划入方取得被划转资产的计税基础，以被划转资产的原账面净值确定；(3) 划入方取得的被划转资产，应按其原账面净值计算折旧扣除。

The Gratuitous Transfer shall be subject to stamp duty but not subject to value-added tax. In accordance with Article 3 of the *Notice on Issues concerning the Treatment of Enterprise Income Tax in Promotion of Enterprise Restructuring (Cai Shui [2014] No. 109)* issued by the Ministry of Finance and the State Taxation Administration of the PRC, special tax treatment will apply to the Gratuitous Transfer if the following criteria is fulfilled: (1) neither the Transferor (i.e., the Company) nor the Transferee (i.e., TJZX Medicine) will recognize any income; (2) the tax basis of the Transferred Assets acquired by the Transferee (i.e., TJZX Medicine) shall be determined based on the original net book value of the Transferred Assets; and (3) for the Transferred Assets acquired by the Transferee, the depreciation deduction shall be calculated based on the original net book value of the Transferred Assets.

如交易一方在股权或资产划转完成后连续 12 个月内发生生产经营业务、公司性质、资产或股权结构等情况变化，致使股权或资产划转不再符合特殊性税务处理条件的，按照《关于资产(股权)划转企业所得税征管问题的公告》(国家税务总局公告 2015 年第 40 号) 相关规定执行。

If, within 12 consecutive months after the Completion Date, either party to the Gratuitous Transfer undergoes any changes in its business operation, nature of the company, asset or equity structure, etc. and as a result thereof, the Gratuitous Transfer no longer satisfies the criteria for special tax treatment, the relevant provisions of the *Announcement on Issues concerning the Collection and Administration of Enterprise Income Tax on Asset (Equity) Transfer* (Announcement No.40 of 2015 of the State Taxation Administration) shall apply.

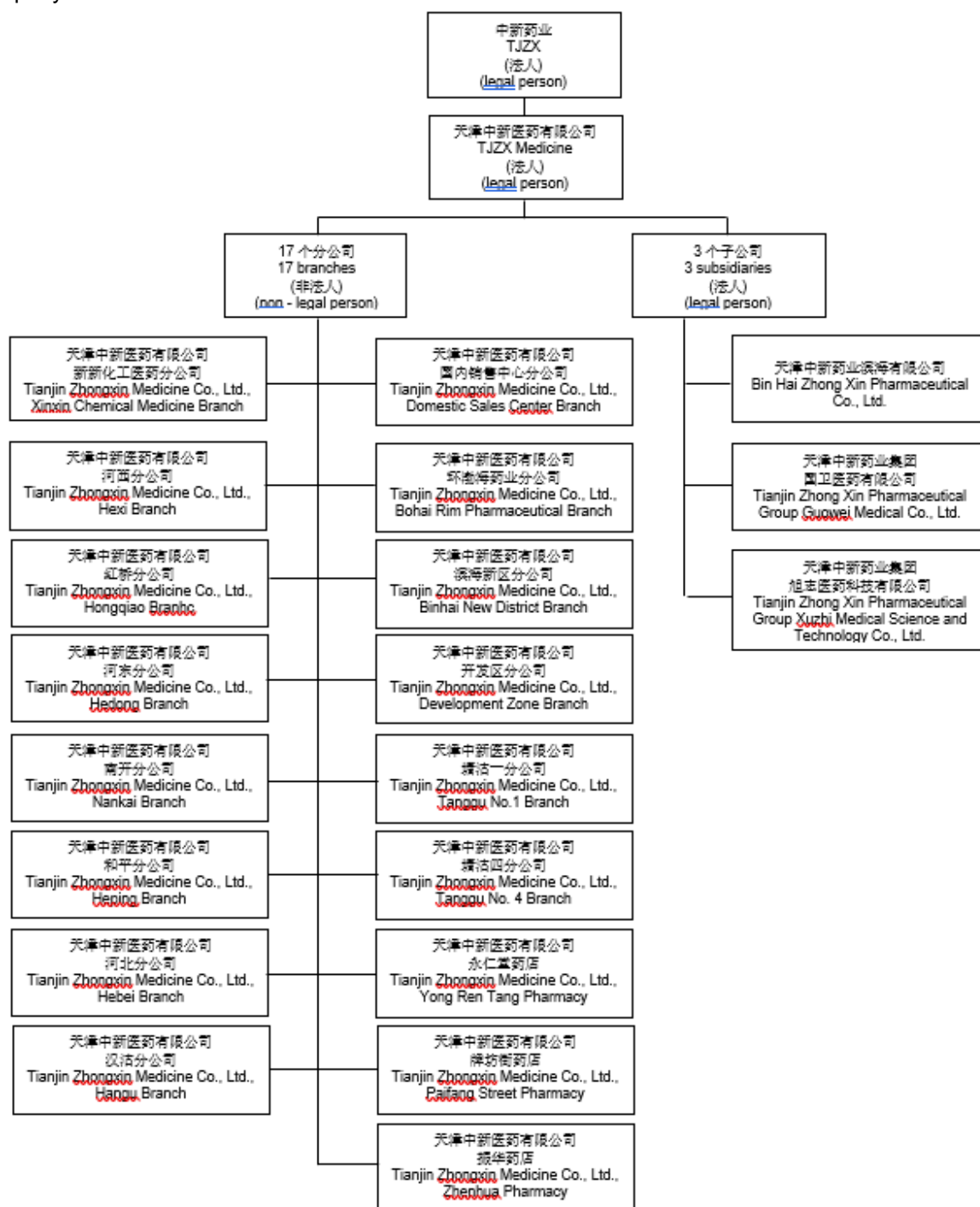
六、资产重组对公司的影响

IMPACT OF THE PROPOSED ASSET RESTRUCTURING ON THE COMPANY

1、本次划转完成后，公司组织架构调整如下图：

Upon the completion of the Proposed Asset Restructuring, the organizational structure of the

Company will be as follows:



2、本次划转后，中新医药打造为医药商业专业子公司，实现中新药业医药商业板块与工业板块的彼此独立运营。

Following the Proposed Asset Restructuring, TJZX Medicine will be operated as a specialized pharmaceutical circulation business subsidiary of the Company to enable the independent operation of the pharmaceutical circulation business segment and the industrial segment of the Company.

3、本次划转不会导致公司合并报表范围变更，不会对公司 (合并) 经营产生重大影响，不会导致公司 (合并) 业务情况、财务状况和经营成果发生重大变化，也不存在损害公司及股东利益的情形。

The Proposed Asset Restructuring will not result in changes in the scope of the Company's consolidated financial statements, and will not have a significant impact on the Group's operations. The Proposed Asset Restructuring will also not cause any major changes in the Group's business situation, financial position and operating results, nor will it be detrimental to the interests of the Company and its shareholders.