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上海復星醫藥(集團)股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

()

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13.09(2)

13.10B

(C . 571

2014

C A

B.

B

B

Chairman

28 2014

As at the date of this announcement, the executive directors of the Company are Mr. Chen Qiyu and Mr. Yao Fang; the non-executive directors of the Company are Mr. Guo Guangchang, Mr. Wang Qunbin, Mr. Wang Pinliang, Ms. Kang Lan and Mr. John Changzheng Ma; and the independent non-executive directors of the Company are Mr. Han Jiong, Dr. Zhang Weijiong, Mr. Li Man-kiu Adrian David and Mr. Cao Huimin.

* for identification purposes only

1.1T f C

f f f

1.2 A D C B

1.3 C A D f (A ff C)

1.4T

2.1

: C : B

| | | | (%) |
|---------------|-------------------|-------------------|-------|
| | 33,238,438,720.78 | 29,475,190,861.78 | 12.77 |
| () | 16,776,036,218.20 | 15,332,184,483.03 | 9.42 |
| | | | |
| | 843,637,595.71 | 467,404,025.74 | 80.49 |
| | | | |
| | 8,661,444,631.29 | 7,070,780,938.31 | 22.50 |
| (1) | 1,574,583,864.38 | 950,584,632.64 | 65.64 |
| | 1,050,763,440.19 | 770,933,187.12 | 36.30 |
| (%) (2) | 9.43 | 6.94 | 2.49 |
| B (B/) (2) | 0.69 | 0.42 | 64.29 |
| D (B/) (2) | 0.69 | 0.42 | 64.29 |

Note 1: 2014 年 12 月 31 日 止 的 年 度 末 的 数 据 来 自 公 司 2014 年 年 度 报 告 中 的 附 录 二 第 二 十 一 条 第 一 款 第 一 项 的 说 明 。

| | | | C : B |
|--|------------------|------------------|--------|
| | () | () | (%) |
| | 1,551,015,043.85 | 1,389,079,631.65 | 11.66 |
| | 1,050,763,440.19 | 770,933,187.12 | 36.30 |
| | 500,251,603.66 | 618,146,444.53 | -19.07 |

Note 2: D

| | 01 | | |
|------------------|-------------|---|-------------|
| T () C .. | 920,641,314 | B | 920,641,314 |
| CC T (Note) | 402,556,100 | | 402,556,100 |
| 104 | 35,389,831 | B | 35,389,831 |
| 001 C .. — — 018 | 19,661,022 | B | 19,661,022 |
| 118 | 16,370,437 | B | 16,370,437 |
| C C B — A | 15,000,000 | B | 15,000,000 |
| T | 12,000,000 | B | 12,000,000 |
| C C B — | 8,972,515 | B | 8,972,515 |
| () C .. | 8,638,672 | B | 8,638,672 |
| C C B — A | 8,306,151 | B | 8,306,151 |
| | | | |
| | | | |

Note: CC T, C C

3.2 A

√ A □ A

1. 6 A 2012, 2012 C
 C
 f B2 T C
 f B2 31 f 2012 T C
 2012 2014, f C 2014 (“C
 B1
 365 f C B100 5.15% T
 C

2. 18 A 2014, (“ ”) C (“C ”) C 30%
 (“C ”) C B
 C () T C
 C (“ ”),
 A
 \$24.00 f \$223.62 3,157,163
 A 18 A 2014 (T), T
 C f C 30% f C T
 2013 A f C 30 2014 T (T
 (T), C 29 2014

3.3 f f C 5%

□ A √ A

3.4 f f f f f f

□ A √ A

3.5 ff f f f

2014, 39 — A

B. 40 — A

. 41 — B

. 30 — B

. 9 — B, A

. 33 — C, A

. 2 — f, A

. 37 — B, A

— B f B. T

. 37 — B

— B) ff f 1 ff 2014.T 23.f

A B. f B. 37 —

2014.T A f 2014, A

39 — A, A, A

A f B. 40 —

B f A, A f B. 30 —

. 9 — . 33 — C

2013. f 2014,

A B. 41 — B

A f B. 2 — f

, A B_f B. 37 —

A B. — B

B^f 1 f 2014, f
A A f B 2 —
2014, f f
B1,206,443,978.57 f T f
f B991,621,088.37 f
B^f 1 2014, f f
f f f f
A A f B
2 — 2014,
C (f) f () f
f f f f
f f f f
f f f f
f f ff f

2014

f
f

:

: C : B

| | 0 | | | 0 | | |
|---|------------------|-------------------|------------------|------------------|-------------------|------------------|
| | | | | | | |
| | 1,431,475,082.58 | 31,425,094.04 | 1,462,900,176.62 | 1,383,399,844.53 | -584,659,998.68 | 798,739,845.85 |
| | 302,125,147.84 | 7,856,273.51 | 309,981,421.35 | 313,206,671.22 | -146,164,999.67 | 167,041,671.55 |
| | 1,551,015,043.85 | 23,568,820.53 | 1,574,583,864.38 | 1,389,079,631.65 | -438,494,999.01 | 950,584,632.64 |
| | 1,050,763,440.19 | — | 1,050,763,440.19 | 770,933,187.12 | — | 770,933,187.12 |
| | 500,251,603.66 | 23,568,820.53 | 523,820,424.19 | 618,146,444.53 | -438,494,999.01 | 179,651,445.52 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| C | 4,319,603,703.62 | 2,943,813,173.78 | 7,263,416,877.40 | 4,501,744,912.27 | 2,967,381,994.31 | 7,469,126,906.58 |
| | 8,663,707,568.04 | -2,943,813,173.78 | 5,719,894,394.26 | 7,112,692,524.18 | -2,967,381,994.31 | 4,145,310,529.87 |

3.5.1

(1)

: C : B

| | % | 0 | 0 | | |
|----------------------|---------|---|-----------------|----------------|-------|
| | | | (+/-) | (+/-) | (+/-) |
| | 7.97% | - | -261,229,093.17 | 261,229,093.17 | - |
| (深圳市豪同投資發展有限公司) | 18.00% | - | -148,990,000.00 | 148,990,000.00 | - |
| B | 19.971% | - | -138,750,292.58 | 138,750,292.58 | - |
| C (青島亨達股份有限公司) | 15.00% | - | -118,530,000.00 | 118,530,000.00 | - |
| A () C (海南亞洲製藥有限公司) | 10.19% | - | -113,850,000.00 | 113,850,000.00 | - |
| | | - | -210,271,702.62 | 210,271,702.62 | - |
| T | | - | -991,621,088.37 | 991,621,088.37 | - |

| | 持有比例 | 表决权比例 | 2014年12月31日 | | |
|---------------|---------|-------|-------------------|------------------|--------|
| | | | 账面余额 | 公允价值 | 公允价值变动 |
| | 7.97% | - | -261,229,093.17 | 261,229,093.17 | - |
| 黄海製藥有限責任公司 | 5.00% | - | -201,180,000.00 | 201,180,000.00 | - |
| 深圳市豪同投資發展有限公司 | 18.00% | - | -148,990,000.00 | 148,990,000.00 | - |
| B | 19.971% | - | -138,750,292.58 | 138,750,292.58 | - |
| 青島亨達股份有限公司 | 15.00% | - | -118,530,000.00 | 118,530,000.00 | - |
| 海南亞洲製藥有限公司 | 10.19% | - | -113,850,000.00 | 113,850,000.00 | - |
| | | - | -223,914,592.82 | 223,914,592.82 | - |
| T | | - | -1,206,443,978.57 | 1,206,443,978.57 | - |

(1)

B 1 2014, A

B. 2 — A

3.5.2

(2)

| | 單位名稱 | 2014年12月31日 | | 2013年12月31日 | |
|-----------|----------|------------------|-------------------|------------------|-------------------|
| | | 金額 | 金額 | 金額 | 金額 |
| 產業投資有限公司 | C, (國藥) | 2,461,001,341.56 | -2,461,001,341.56 | 2,907,223,542.90 | -2,907,223,542.90 |
| 森製藥股份有限公司 | C, (湖南漢) | 61,883,293.51 | -61,883,293.51 | 60,158,451.41 | -60,158,451.41 |
| | | 2,522,884,635.07 | -2,522,884,635.07 | 2,967,381,994.31 | -2,967,381,994.31 |

| | 單位名稱 | 2014年12月31日 | | 2013年12月31日 | |
|-----------|----------|------------------|-------------------|------------------|-------------------|
| | | 金額 | 金額 | 金額 | 金額 |
| 產業投資有限公司 | C, (國藥) | 2,907,223,542.90 | -2,907,223,542.90 | 2,907,223,542.90 | -2,907,223,542.90 |
| 森製藥股份有限公司 | C, (湖南漢) | 60,158,451.41 | -60,158,451.41 | 36,589,630.88 | -36,589,630.88 |
| | | 2,967,381,994.31 | -2,967,381,994.31 | 2,943,813,173.78 | -2,943,813,173.78 |

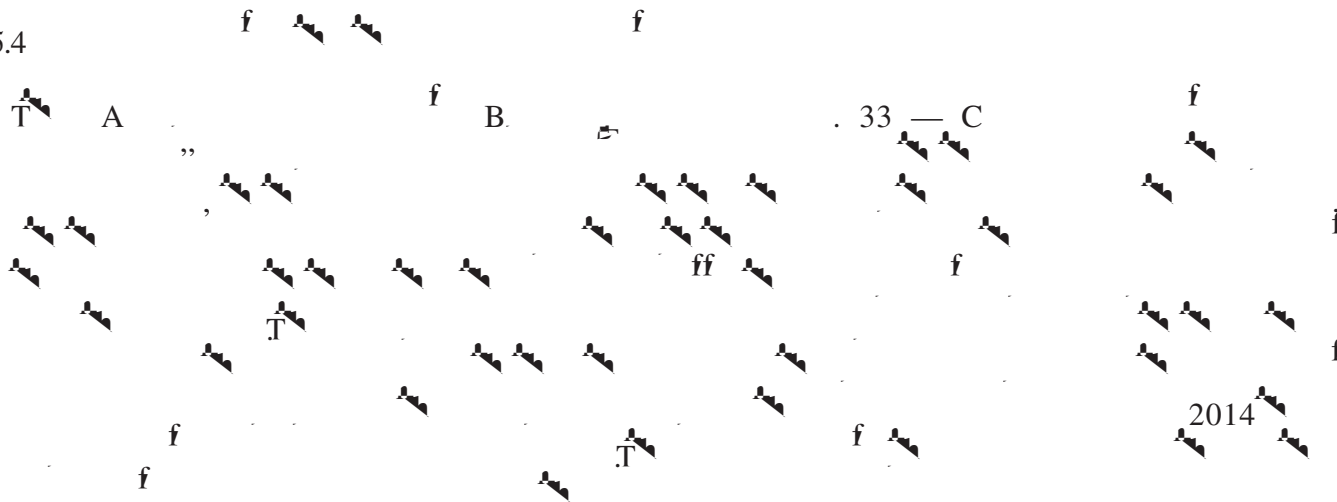
(2)

B 1 2014, ... A A B ... 2014, ... () ...) ...) ...

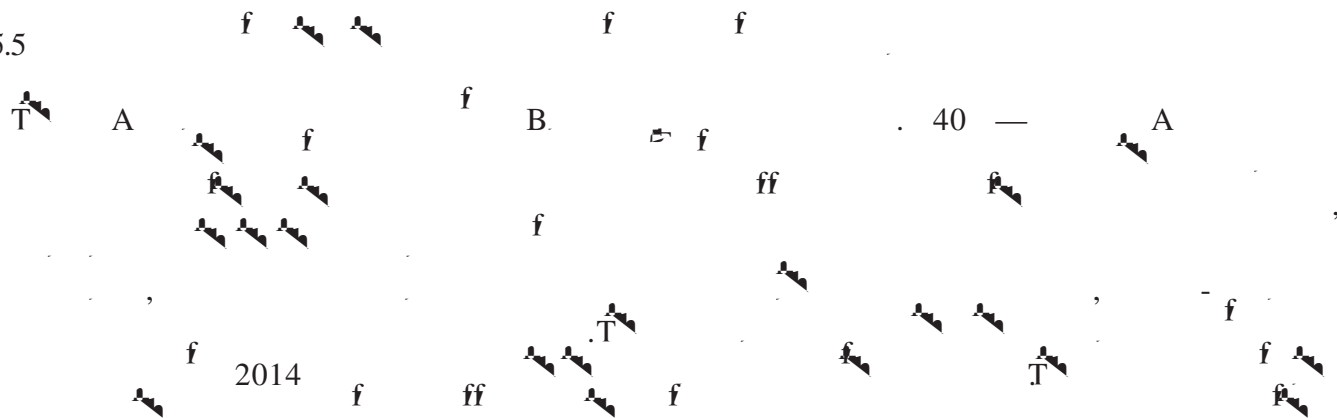
3.5.3



3.5.4



3.5.5



3.5.6

1.

f f f
 f f
 T A f B. f 30 — f
 f “ f C f ”
 f “
 f ” “ f
 f T
 f 2014 f f f f f
 f f 2014 B. 30 — f
 A B.

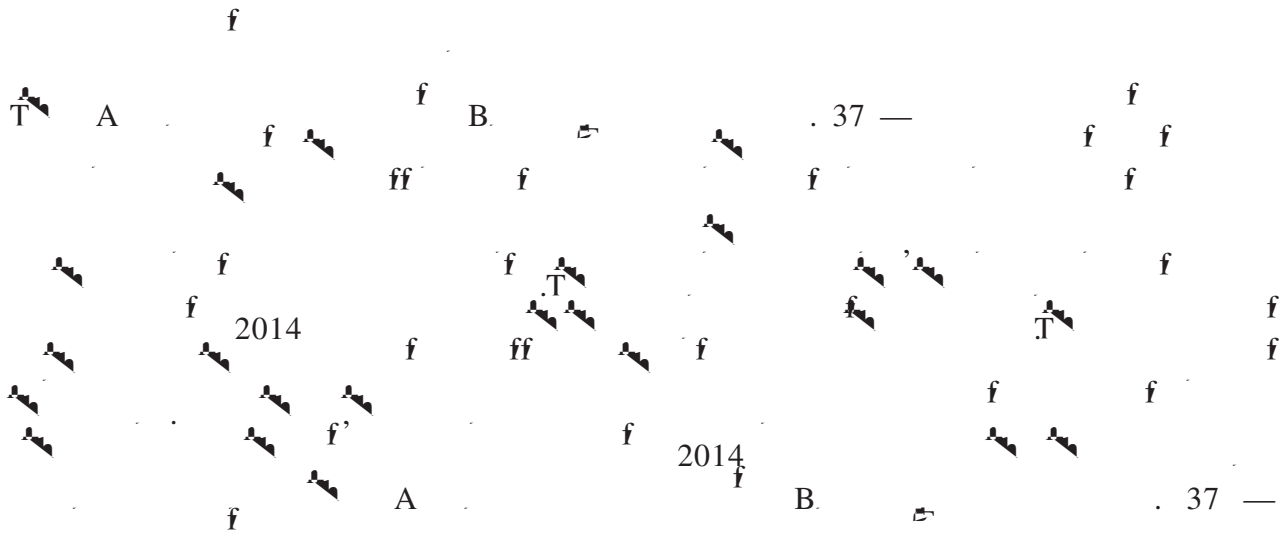
2.

T A f B. f 39 — f f
 f f f f f
 f T A f B. -B
 f “f ” f
 A B. 39 — f 2014 f ff
 f f T f
 f f f

3.

T A f B. 41 — D f
 f f f f f f f
 f f f f f f
 f f f f f f f
 f T f f f f f
 f 2014 f f A
 B. 41 — D

4.



3.5.7



28 2014

30 September 2014

C : B T f :

| | | |
|---|-------------------|-------------------|
| | | |
| C | 3,648,549,469.86 | 3,067,413,633.64 |
| | | |
| | 35,140,637.56 | 44,195,883.71 |
| B | 401,946,288.48 | 356,174,511.89 |
| T | 1,594,200,321.82 | 1,293,986,619.98 |
| | 283,453,667.80 | 202,300,884.24 |
| | | |
| | 539,788.34 | 822,388.20 |
| D | 12,687,706.84 | 15,149,056.84 |
| | 301,255,615.46 | 387,987,436.17 |
| | | |
| | 1,767,247,387.65 | 1,614,271,795.30 |
| | | |
| | 2,974,503.76 | 4,242,198.12 |
| T | 8,047,995,387.57 | 6,986,544,408.09 |
| | | |
| A | 2,388,182,505.34 | 2,664,408,852.29 |
| | | |
| | | |
| | 11,313,383,889.81 | 8,940,474,119.19 |
| | | |
| | 3,814,845,860.52 | 3,582,158,990.97 |
| C | 1,545,011,125.70 | 1,321,060,523.61 |
| | 5,853,113.77 | 4,231,968.29 |
| D | | |
| | | |
| | 2,637,903,401.92 | 2,590,492,325.70 |
| D | 74,997,201.63 | 48,950,334.57 |
| | 3,039,539,087.55 | 2,976,039,397.86 |
| | 27,984,014.39 | 30,589,235.50 |
| D | 92,619,324.69 | 88,091,330.24 |
| | 250,123,807.89 | 242,149,375.47 |
| T | 25,190,443,333.21 | 22,488,646,453.69 |
| T | 33,238,438,720.78 | 29,475,190,861.78 |

(Continued)
30 September 2014

| | | |
|---|-------------------|-------------------|
| | | |
| | 2,288,206,111.79 | 1,383,300,726.59 |
| B | | |
| | | |
| | | |
| B | 122,798,217.82 | 145,588,393.35 |
| T | 1,176,237,922.27 | 990,861,493.44 |
| | 270,129,487.34 | 257,722,214.41 |
| | | |
| | 268,603,358.24 | 253,056,428.28 |
| T | 412,747,932.00 | 288,904,858.86 |
| | 162,305,255.65 | 147,655,274.33 |
| | 17,771,267.27 | 6,286,003.99 |
| | 1,565,007,659.98 | 1,712,026,741.35 |
| | | |
| A | | |
| A | | |
| | 94,129,100.00 | 40,909,090.00 |
| | 60,593,840.46 | 51,810,029.11 |
| T | 6,438,530,152.82 | 5,278,121,253.71 |
| | 1,033,911,519.47 | 126,318,141.82 |
| B | 5,081,077,289.14 | 4,073,391,240.49 |
| | 387,553,457.88 | 404,467,334.87 |
| | | |
| A | | |
| | 1,751,055,544.54 | 1,783,519,889.47 |
| | 161,252,621.61 | 144,858,843.98 |
| T | 8,414,850,432.64 | 6,532,555,450.63 |
| T | 14,853,380,585.46 | 11,810,676,704.34 |
| | 2,311,611,364.00 | 2,240,462,364.00 |
| C | 7,263,416,877.40 | 7,469,126,906.58 |
| | | |
| | 1,485,373,176.37 | 1,485,373,176.37 |
| | | |
| | 5,719,894,394.26 | 4,145,310,529.87 |
| | -4,259,593.83 | -8,088,493.79 |
| T | 16,776,036,218.20 | 15,332,184,483.03 |
| | 1,609,021,917.12 | 2,332,329,674.41 |
| T | 18,385,058,135.32 | 17,664,514,157.44 |
| T | 33,238,438,720.78 | 29,475,190,861.78 |

: C C f ff : D f A
D :

30 September 2014

()

C : B T f :

| C | 1,370,322,227.18 | 928,131,985.71 |
|---|-------------------|------------------|
| | | |
| B | | |
| T | | |
| | | |
| | 64,152,914.93 | 26,559,855.50 |
| D | 12,687,706.84 | 16,956,224.96 |
| | 2,078,641,754.87 | 1,874,849,219.04 |
| | 517,939.44 | 517,939.44 |
| | | |
| | 698,000,000.00 | 245,000,000.00 |
| T | 4,224,322,543.26 | 3,092,015,224.65 |
| | | |
| A | 435,945,082.78 | 250,497,792.58 |
| | | |
| | | |
| | 13,265,406,462.70 | 5,130,347,780.08 |
| | | |
| | 21,112,995.92 | 20,165,064.87 |
| C | | |
| | | |
| D | | |
| | | |
| | | |
| | 2,825,153.33 | 3,059,034.52 |
| D | | |
| | | |
| | | |
| | | |
| | 3,624,944,639.39 | 4,062,847,282.90 |
| T | 17,350,234,334.12 | 9,466,916,954.95 |
| | | |

(Continued)
30 September 2014

| | 450,000,000.00 | 360,000,000.00 |
|---|-------------------|-------------------|
| B | | |
| T | | |
| | 70,906,240.75 | 60,829,711.34 |
| T | 21,696,849.47 | 22,229,396.68 |
| | 141,440,958.60 | 144,354,519.49 |
| D | 1,062,450.00 | |
| | 501,554,011.99 | 99,612,423.54 |
| | 40,000,000.00 | 40,000,000.00 |
| | | |
| T | 1,226,660,510.81 | 727,026,051.05 |
| | | |
| | 284,000,000.00 | 125,000,000.00 |
| B | 5,081,077,289.14 | 4,073,391,240.49 |
| | | |
| | | |
| A | | |
| D | 1,010,170,447.97 | |
| | 1,825,000.00 | 2,050,000.00 |
| T | 6,377,072,737.11 | 4,200,441,240.49 |
| T | 7,603,733,247.92 | 4,927,467,291.54 |
| | | |
| | 2,311,611,364.00 | 2,240,462,364.00 |
| C | 8,042,687,160.24 | 3,876,481,297.41 |
| | | |
| | 868,105,135.33 | 456,890,135.33 |
| | | |
| | 2,748,419,969.89 | 1,057,631,091.32 |
| T | 13,970,823,629.46 | 7,631,464,888.06 |
| T | 21,574,556,877.38 | 12,558,932,179.60 |

: C C f ff : D f A
D :



(Continued)

| T | 745,109,456.40 | 485,087,273.74 | 2,103,998,492.33 | 1,349,217,433.21 |
|-------|----------------|----------------|------------------|------------------|
| : | 103,392,523.69 | 64,843,016.85 | 309,981,421.35 | 167,041,671.55 |
| (“_”) | 641,716,932.71 | 420,244,256.89 | 1,794,017,070.98 | 1,182,175,761.66 |
| | 557,028,104.62 | 337,663,263.12 | 1,574,583,864.38 | 950,584,632.64 |
| / | 84,688,828.09 | 82,580,993.77 | 219,433,206.60 | 231,591,129.02 |
| (1) | 0.24 | 0.15 | 0.69 | 0.42 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

| | | | 450,000.00 | |
|-------|----------------|----------------|----------------|----------------|
| B | | | 25,050.00 | |
| A | 45,422,145.86 | 25,499,951.01 | 132,373,353.42 | 82,756,689.01 |
| | 4,521,729.54 | 17,330,429.70 | 213,454.35 | 27,772,618.27 |
| A | | | | |
| (“-”) | | | | |
| (“-”) | 207,344,246.71 | 8,229,013.36 | 777,880,148.45 | 820,929,379.59 |
| | 205,756,805.32 | 6,268,813.36 | 672,369,606.74 | 1,839,063.36 |
| (“-”) | 157,400,371.31 | -34,601,367.35 | 645,718,290.68 | 710,400,072.31 |
| | 139,209.23 | 76,900.00 | 289,209.23 | 236,049.11 |
| | | | 260,000.00 | 2,514,544.42 |
| | | | 64,209.23 | 5,725.77 |
| T | 157,539,580.54 | -34,524,467.35 | 645,747,499.91 | 708,121,577.00 |
| (“-”) | 157,539,580.54 | -34,524,467.35 | 645,747,499.91 | 708,121,577.00 |
| (1) | | | | |
| (2) | | | | |
| | 123,670,800.00 | | 119,691,936.66 | 51,779.40 |
| T | 281,210,380.54 | -34,524,467.35 | 765,439,436.57 | 708,173,356.40 |

(Continued)
January - September 2014

| | () | () |
|---|------------------|-------------------|
| C | 1,445,949,451.00 | 2,088,710.98 |
| | 38,269,850.07 | 2,088,710.98 |
| C | 3,475,109,758.30 | 1,302,361,982.24 |
| C | 1,000,000,000.00 | |
| | 21,733,509.09 | 329,448,475.13 |
| | 5,942,792,718.39 | 1,633,899,168.35 |
| C | 1,623,242,732.68 | 1,221,891,677.53 |
| C | 1,012,768,967.52 | 950,844,046.86 |
| | 133,554,721.22 | 231,783,996.47 |
| | 1,512,793,278.03 | 48,488,630.70 |
| | 4,148,804,978.23 | 2,221,224,355.09 |
| | 1,793,987,740.16 | -587,325,186.74 |
| | 14,780,312.38 | -25,426,268.76 |
| | 880,460,028.28 | -1,902,809,425.34 |
| | 2,416,260,389.25 | 4,171,574,742.12 |
| | 3,296,720,417.53 | 2,268,765,316.78 |

: C C f ff : D f A
D :

January - September 2014

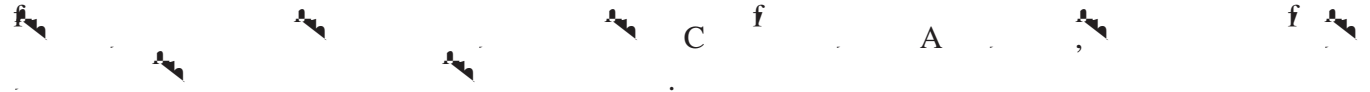
() , .*

C : B T f :

| | () | () |
|---|-------------------|-------------------|
| C | 450,000.00 | |
| | | |
| | 24,262,470.46 | 37,439,681.37 |
| | 24,712,470.46 | 37,439,681.37 |
| C | | |
| C | 55,675,865.31 | 47,805,533.82 |
| T | 38,638,399.47 | 20,609,862.43 |
| | 28,772,270.22 | 31,711,001.63 |
| | 123,086,535.00 | 100,126,397.88 |
| | -98,374,064.54 | -62,686,716.51 |
| | | |
| C | | 39,904,000.00 |
| C | 135,001,207.03 | 794,850,316.23 |
| | | |
| | 150,000.00 | 96,000.00 |
| | 10,351,169.50 | |
| | 408,839,600.00 | 638,137,500.00 |
| | 554,341,976.53 | 1,472,987,816.23 |
| C | 3,334,618.53 | 1,762,713.09 |
| C | 1,780,579,380.37 | 709,566,469.16 |
| | 27,023,100.00 | 459,096,900.00 |
| | 20,000,000.00 | |
| | 1,830,937,098.90 | 1,170,426,082.25 |
| | -1,276,595,122.37 | 302,561,733.98 |
| | | |
| C | 1,407,679,600.93 | |
| C | 850,000,000.00 | 255,115,078.77 |
| C | 1,000,000,000.00 | |
| | 4,754,495,093.76 | 1,904,031,173.98 |
| | 8,012,174,694.69 | 2,159,146,252.75 |
| C | 601,000,000.00 | 790,115,078.77 |
| C | 829,585,897.32 | 674,744,025.09 |
| | 4,365,392,837.67 | 2,109,471,293.35 |
| | 5,795,978,734.99 | 3,574,330,397.21 |
| | 2,216,195,959.70 | -1,415,184,144.46 |
| | 9,803,068.68 | -22,851,531.32 |
| | 851,029,841.47 | -1,198,160,658.31 |
| | 519,292,385.71 | 2,090,971,083.37 |
| | 1,370,322,227.18 | 892,810,425.06 |

C C f ff : D A
D :

4.2 A.



$$\square A \quad \sqrt{\quad} A$$