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上海復星醫藥（集團）股份有限公司

**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***

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

(Stock Code: 02196)

### 2015 THIRD QUARTERLY REPORT

13.09(2) 13.10B  
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2015  
L \* (“Company”,  
C A  
B  
E

B  
**Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\***  
**Chen Qiyu**  
*Chairman*

29 2015

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 Dr. Zhang Weijiong, Mr. Cao Huimin, Mr. Jiang Xian and Dr. Wong Tin Yau Kelvin.

\* for identification purposes only

1. IMPORTANT NOTICE

1.1 [REDACTED] (“Board”) [REDACTED] (“Supervisory Committee”) [REDACTED] C [REDACTED]

1.2 A [REDACTED] C [REDACTED] B [REDACTED] G [REDACTED]

1.3 C [REDACTED] C [REDACTED] G [REDACTED] C [REDACTED] F [REDACTED] J [REDACTED] D [REDACTED] A [REDACTED] D [REDACTED] (A [REDACTED]) [REDACTED]

1.4 [REDACTED] G [REDACTED]



E

C : MB

Items	Amounts during the Reporting Period (Jul - Sep 2015)	Amounts from the beginning of the year to the end of the Reporting Period (Jan - Sep 2014)	Description
	97,665,175.84	191,310,773.56	M
G ( )	7,521,005.13	20,952,587.13	
G ( )			
	90,352,768.11	617,479,614.88	M G
N	-710,975.01	-4,388,950.98	
	98,487.91	-16,101,512.09	
E	-48,001,772.19	-202,411,118.11	
I ( )	14,245,629.96	-24,635,526.51	
	161,170,319.75	582,205,867.88	

						73,142
The shareholding status of the Top 10 shareholders						
Name of shareholders (full name)	Shareholding at the end of the period	Percentage (%)	Number of restricted shares held	Shares pledged or locked up		Capacity
				Status	Number	
HANGHAI FORTUNE HIGH TECHNOLOGY (GROUP) COMPANY LIMITED (“Future Group”)	920,641,314	39.83	0	None	0	Director
HKCC NOMINEE LIMITED (No. 1)	402,619,300	17.42	0	None	0	None
CHINA ECONOMIC FINANCE COMPANY LIMITED	69,112,399	2.99	0	None	0	None
NATIONAL SOCIAL ECONOMIC FOUNDATION 104 FOLIO	37,199,998	1.61	0	None	0	None
HONG KONG ECONOMIC CLEARING COMPANY LIMITED (No. 2)	33,556,005	1.45	0	None	0	None
CENTRAL HUMAN RESOURCE MANAGEMENT LTD.	24,067,700	1.04	0	None	0	None
MINH A LIFE INSURANCE CO., LTD. — DIRECTOR — GENERAL DIRECTOR — 018L — FH001 HANGHAI*	22,652,864	0.98	0	None	0	None
ING CAPITAL (BEIJING) CO., LTD. — ING CAPITAL GROUP HOLDINGS NO. 1*	17,695,247	0.77	0	None	0	None
FORTUNE GROUP ELECTED 1*	16,764,537	0.73	0	None	0	None
ING AN COMPANY LTD — ELITE HUMAN RESOURCE MANAGEMENT — ING CAPITAL	16,567,783	0.72	0	None	0	None

**The shareholding status of the Top 10 unrestricted shareholders**

Name of the shareholders	Number of unrestricted tradable shares held	Type and number of shares	
		Type	Number
EVERGREEN	920,641,314	MB	920,641,314
HK CC NOMINEE LIMITED (Note 1)	402,619,300		402,619,300
CHINA ECONOMIC FINANCE CORPORATION LIMITED	69,112,399	MB	69,112,399
NATIONAL SOCIAL ECONOMIC FUND 104 FUND*	37,199,998	MB	37,199,998
HONG KONG ECONOMIC CLEARING COMPANY LIMITED (Note 2)	33,556,005	MB	33,556,005
CENTRAL HONGKONG ENTERPRISES LIMITED	24,067,700	MB	24,067,700
MINHAI LIFE INSURANCE COMPANY, LIMITED — DIRECTOR — GONGDI DIRECTOR — 018L — FH001 HANGHAI*	22,652,864	MB	22,652,864
ING CAPITAL (BEIJING) COMPANY, LIMITED — ING CAPITAL GROUP HONGKONG LIMITED*	17,695,247	MB	17,695,247
FIDELITY INVESTMENT ELECTED 1*	16,764,537	MB	16,764,537
ING AN COMPANY, LIMITED — ELI ELEMENT — ING CAPITAL	16,567,783	MB	16,567,783
DIRECTOR		ING CAPITAL (BEIJING) COMPANY, LIMITED — ING CAPITAL GROUP HONGKONG LIMITED*, FIDELITY INVESTMENT ELECTED 1* — ING AN COMPANY, LIMITED — ELI ELEMENT — ING CAPITAL — ING CAPITAL (BEIJING) COMPANY, LIMITED	
DIRECTOR			

Note 1: HK CC NOMINEE LIMITED, a wholly-owned subsidiary of the Company, is a nominee shareholder of the Company.

Note 2: HONG KONG ECONOMIC CLEARING COMPANY LIMITED, a wholly-owned subsidiary of the Company, is a nominee shareholder of the Company.

2.3 The shareholding status of the Top 10 shareholders of the Company is as follows:

N

### 3. SIGNIFICANT EVENTS

3.1

Balance Sheet				
Items	Closing balance as at the end of the period	Opening balance as at the beginning of the year	Ratio of change	Reasons
●	485,549,599.95	198,755,576.52	144.29%	M
A		990,340,787.62	-100.00%	(N)
●	3,494,730.03	11,246,964.92	-68.93%	M
A	3,529,897,004.62	2,499,156,438.67	41.24%	M
D	167,214,321.23	89,379,481.02	87.08%	M & D
	4,508,065,870.77	2,841,223,392.47	58.67%	M
	474,418,367.92	342,926,461.15	38.34%	M
D	14,831,357.70	1,279,819.25	1,058.86%	M
L		589,118,424.34	-100.00%	(N)
N	2,822,255,623.13	1,109,525,523.85	154.37%	M
●	63,116,411.43	1,070,561,681.96	-94.10%	M
L	1,618,247,844.35	771,191,646.56	109.84%	M
B	1,894,480,886.28	3,085,482,735.30	-38.60%	M

Income Statement				
Items	Current amount	Amount of the last period	Ratio of change	Reasons
	Jan - Sep 2015	Jan - Sep 2014		
R	339,686,256.62	251,024,209.33	35.32%	M
A	33,340,027.70	11,784,007.60	182.93%	M
G	3,506,487.53	-9,516,778.44	136.85%	M
N	63,499,502.52	38,512,060.43	64.88%	M
N	10,862,409.73	15,531,263.99	-30.06%	M
●	-279,141,519.38	146,057,212.28	-291.12%	M

Statement of Cash Flow				
Items	Current amount	Amount of the last period	Ratio of change	Reasons
	Jan - Sep 2015	Jan - Sep 2014		
N	1,161,951,526.99	843,637,595.71	37.73%	M
N	764,402,303.12	1,793,987,740.16	-57.39%	M

Note: I 2014, C ● 31 D, 2014, C  
 F C L \* (上海星藥業有限公司) (H G D F M C L \* (國藥控  
 股國大 美藥業(上海)有限公司)), F M C L \* (上海  
 美益星大藥房連鎖有限公司) (H G D F M C L \* (國藥控股國大 美大藥房上海連鎖有限公司)) B G  
 E M G C L \* (北京金象大藥房醫藥連鎖有限責任公司)  
 “A ” “ ”



3.2 A

(1) 2015年12月20日，根據《上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議》，公司擬向特定對象發行總額為2,719,000股人民幣普通股，每股面值1.00元，發行價格為10.82元/股。該次發行經2015年12月27日召開的第三次臨時股東大會審議通過，並經中國證券監督管理委員會核准。2016年4月4日，該次發行獲得中國證券登記結算有限公司出具的《證券登記證》(證登字[2016]第215號)。該次發行對象為上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議中列明的特定對象。該次發行對象名單如下：

2015年12月25日，根據《上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議》，公司擬向特定對象發行總額為2,704,000股人民幣普通股，每股面值1.00元，發行價格為10.82元/股。該次發行經2015年12月27日召開的第三次臨時股東大會審議通過，並經中國證券監督管理委員會核准。2016年4月4日，該次發行獲得中國證券登記結算有限公司出具的《證券登記證》(證登字[2016]第215號)。該次發行對象為上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議中列明的特定對象。該次發行對象名單如下：

(2) 2013年12月3日，根據《上海星醫藥(集團)股份有限公司2013年第四次臨時股東大會決議》，公司擬向特定對象發行總額為2,704,000股人民幣普通股，每股面值1.00元，發行價格為10.82元/股。該次發行經2013年12月3日召開的第四次臨時股東大會審議通過，並經中國證券監督管理委員會核准。2014年12月10日，該次發行獲得中國證券登記結算有限公司出具的《證券登記證》(證登字[2014]第65號)。該次發行對象為上海星醫藥(集團)股份有限公司2013年第四次臨時股東大會決議中列明的特定對象。該次發行對象名單如下：

2015年10月10日，根據《上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議》，公司擬向特定對象發行總額為2,704,000股人民幣普通股，每股面值1.00元，發行價格為10.82元/股。該次發行經2015年10月10日召開的第二次臨時股東大會審議通過，並經中國證券監督管理委員會核准。2016年4月4日，該次發行獲得中國證券登記結算有限公司出具的《證券登記證》(證登字[2016]第215號)。該次發行對象為上海星醫藥(集團)股份有限公司2015年第二次臨時股東大會決議中列明的特定對象。該次發行對象名單如下：

(3) ● 16 A 2015, 46  
 B ( )  
 C 2015 ( )  
 C 246,808,510 A MB23.50  
 G L I C L \* (中國人壽保險股份有限公司),  
 G M L A M C, L \* (招商財富資產管理有限公司),  
 A M C, L \* (泰康資產管理有限責任公司), G F  
 M C, L \* (中信建投基金管理有限公司), G A M  
 C L \* (匯添富基金管理股份有限公司), A  
 F C, L \* (安徽省鐵路建設投資基金有限公司), B I D I I  
 M C, L \* (北京中融鼎新投資管理有限公司) E I D I G C,  
 L \* (億利資源控股有限公司) C A

G MB5,799,999,985  
 A MB3,600,000,000

2014  
 C 21 A 2015,  
 MB23.22  
 249,784,664 A

● 16 ● 2015, 56  
 B ( )  
 C 2015 ( )  
 A C  
 A C  
 A  
 A  
 211,024,978  
 MB4,899,999,989.16.

(4) ● 27 A 2015, 55  
 B ( )  
 C MB5  
 7 C

Background	Type	Covenants	Undertakings	Validity period	Whether duration specified	Whether timely and strictly performed
A	N	E, G	F, G, G, E, G, C	E, C, E		
H	N	G, G, L, F, E, H, H, I, E, G	M, C, L, G, E, H, K, C, (Note 1)	E, C, E, H, K, (Note 2), C		

Note 1: A (622, L, H, K);

Note 2: A, G, L, E, H, K, L, D, N-C, 13, 2012.

3.4

上海 Fosun Pharmaceutical (Group) Co., Ltd. 2015 年 12 月 29 日

Shanghai Fosun Pharmaceutical (Group) Co., Ltd.\*

日期: 2015 年 12 月 29 日  
: Chen Qiyu

## 4. APPENDICES

### 4.1 Financial statements

#### Consolidated balance sheet

30 September 2015

: Shanghai Fosun Pharmaceutical (Group) Co., Ltd.

Items	Closing balance as at the end of the Period	Opening balance as at the beginning of the Year
<b>Current Assets:</b>		
C	3,516,813,404.78	3,695,698,185.82
L		
E	38,724,495.54	33,770,584.14
B	408,527,911.80	472,523,132.71
	1,789,464,377.02	1,504,149,790.72
	136,605,468.61	137,690,114.05
I	677,257.70	1,023,889.42
D	16,983,973.47	14,264,402.96
	485,549,599.95	198,755,576.52
I	1,627,321,198.79	1,604,562,390.25
A		990,340,787.62
N		
	3,494,730.03	11,246,964.92
	8,024,162,417.69	8,664,025,819.13
<b>Non-current assets:</b>		
A	3,529,897,004.62	2,499,156,438.67
H		
L		
L	13,489,435,775.47	11,905,750,117.54
I		
F	4,720,292,409.25	4,623,958,317.63
C	964,172,888.14	1,051,988,109.53
	3,233,982.94	5,450,698.63
D		
I	2,857,317,020.41	2,822,483,093.20
D	167,214,321.23	89,379,481.02
G	3,292,538,591.11	3,255,041,739.55
L	11,804,369.09	13,583,440.85
D	92,366,614.48	101,221,671.79
	262,125,551.28	304,238,328.42
	29,390,398,528.02	26,672,251,436.83
	37,414,560,945.71	35,336,277,255.96

## Consolidated balance sheet (Continued)

30 September 2015

Items	Closing balance as at the end of the Period	Opening balance as at the beginning of the Year
<b>Current liabilities:</b>		
	4,508,065,870.77	2,841,223,392.47
B		
D		
L		
F		
B	67,928,606.53	70,987,451.05
	874,465,599.33	833,974,948.21
	226,002,022.22	266,518,255.34
G		
F		
	296,895,628.48	298,472,746.11
	474,418,367.92	342,926,461.15
I	166,803,873.32	177,075,081.31
D	14,831,357.70	1,279,819.25
	1,379,103,280.44	1,935,656,885.83
I		
A		
A		
L		589,118,424.34
N	2,822,255,623.13	1,109,525,523.85
	63,116,411.43	1,070,561,681.96
	10,893,886,641.27	9,537,320,670.87
<b>Non-current liabilities:</b>		
L	1,618,247,844.35	771,191,646.56
B	1,894,480,886.28	3,085,482,735.30
L	890,883,419.71	710,056,624.65
A		
D	178,123,561.73	139,593,190.51
D	1,934,427,964.42	1,929,331,107.42
	73,391,869.13	60,299,392.99
	6,589,555,545.62	6,695,954,697.43
	17,483,442,186.89	16,233,275,368.30
<b>Equity:</b>		
	2,311,380,364.00	2,311,611,364.00
C	6,049,708,237.59	6,123,454,191.14
L		
	838,468,407.81	1,120,365,125.73
	1,662,373,054.64	1,662,373,054.64
G		
	6,700,890,376.05	5,457,045,050.64
F		
	17,562,820,440.09	16,674,848,786.15
N	2,368,298,318.73	2,428,153,101.51
	19,931,118,758.82	19,103,001,887.66
	37,414,560,945.71	35,336,277,255.96

Legal Representative:  
**Chen Qiyu**

Chief Financial Officer:  
**Guan Xiaohui**

Director of the Accounting Department:  
**Yan Jia**



## Balance Sheet of the Parent Company (Continued)

30 September 2015

Items	Closing balance as at the end of the Period	Opening balance as at the beginning of the Year
<b>Current liabilities:</b>		
	1,834,226,000.00	
	78,632,661.11	72,568,579.44
	23,932,653.33	21,842,286.49
	147,159,729.00	160,716,398.26
	1,364,923.50	1,062,450.00
	453,068,674.16	587,606,051.26
	2,641,935,028.99	1,037,216,423.85
		998,894,520.55
	5,180,319,670.09	2,879,906,709.85
<b>Non-current liabilities:</b>		
	186,740,000.00	85,000,000.00
	1,894,480,886.28	3,085,482,735.30
	1,525,000.00	1,750,000.00
	1,209,260,573.79	1,192,857,263.79
	3,292,006,460.07	4,365,089,999.09
	8,472,326,130.16	7,244,996,708.94
<b>Equity:</b>		
	2,311,380,364.00	2,311,611,364.00
	8,227,835,906.44	8,270,816,715.22
	55,747,958.04	224,689,817.57
	949,985,460.52	949,985,460.52
	4,193,926,575.18	2,839,595,396.66
	15,738,876,264.18	14,596,698,753.97
	24,211,202,394.34	21,841,695,462.91

*Legal Representative:*  
**Chen Qiyu**

*Chief Financial Officer:*  
**Guan Xiaohui**

*Director of the Accounting Department:*  
**Yan Jia**





## Consolidated Income Statement (Continued)

January – September 2015

Items	Current Amount (July – September)	Amount of the Last Period (July – September)	Current Amount (January – September)	Amount of the Last Period (January – September)
I. ●	-503,674,636.21	170,383,244.67	-279,141,519.38	146,057,212.28
●	-506,044,279.16	169,738,571.45	-281,896,717.92	147,808,244.36
(i) ●				
1. G				
2. G				
(ii) ●	-506,044,279.16	169,738,571.45	-281,896,717.92	147,808,244.36
1. G	732,427.55	-9,352.18	-195,739,333.69	-5,108,705.95
2. G	-440,970,255.91	171,599,596.74	-16,216,735.14	149,088,050.35
3. G				
4. E				
5. E	-65,806,450.80	-1,851,673.11	-69,940,649.09	3,828,899.96
6. ●				
●	2,369,642.95	644,673.22	2,755,198.54	-1,751,032.08
II. ●	157,117,103.71	812,100,177.38	1,897,755,696.77	1,940,074,283.26
●	81,440,708.74	726,766,676.07	1,609,072,739.39	1,722,392,108.74
●	75,676,394.97	85,333,501.31	288,682,957.38	217,682,174.52
III. E				
(1)	0.25	0.24	0.82	0.69
(2)	0.25	0.24	0.82	0.69

Legal Representative:  
**Chen Qiyu**

Chief Financial Officer:  
**Guan Xiaohui**

Director of the Accounting Department:  
**Yan Jia**



## Consolidated Statement of Cash Flow

January – September 2015

: Shanghai Fosun Pharmaceutical (Group) Co., Ltd.

C L : MB

Items	Current Amount (January – September)	Amount of the Last Period (January – September)
<b>I. Cash flow generated from operating activities:</b>		
C	11,787,872,270.19	10,459,786,860.15
N		
N		
N		
C		
N		
N		
N		
C		
N		
N		
	30,317,198.52	72,648,588.55
	97,662,080.84	94,521,561.68
	11,915,851,549.55	10,626,957,010.38
C	6,127,603,506.07	6,154,725,576.22
N		
N		
C		
C		
C		
C	1,406,092,878.78	1,216,716,910.44
C	1,055,403,620.12	851,073,785.17
	2,164,800,017.59	1,560,803,142.84
	10,753,900,022.56	9,783,319,414.67
N	1,161,951,526.99	843,637,595.71
<b>II. Cash flow generated from investing activities:</b>		
C	856,889,234.08	1,024,268,371.05
C	100,352,896.71	88,024,272.04
N		
	9,861,620.38	90,869,547.68
N	315,852,788.57	48,736,636.59
	107,075,600.48	439,566,546.01
	1,390,032,140.22	1,691,465,373.37
C	738,403,167.55	855,603,820.63
C	2,327,525,471.23	1,732,041,861.35
N		
N	45,071,121.94	628,770,325.12
	182,668,212.99	246,994,986.24
	3,293,667,973.71	3,463,410,993.34
N	-1,903,635,833.49	-1,771,945,619.97

## Consolidated Statement of Cash Flow (Continued)

January – September 2015

Items	Current Amount (January – September)	Amount of the Last Period (January – September)
<b>III. Cash flow generated from financing activities:</b>		
C	87,721,195.00	1,445,949,451.00
I	87,721,195.00	38,269,850.07
C	5,110,056,682.54	3,475,109,758.30
C	398,929,000.00	1,000,000,000.00
●	40,140,014.05	21,733,509.09
	5,636,846,891.59	5,942,792,718.39
C	3,519,139,442.58	1,623,242,732.68
C	1,114,614,719.91	1,012,768,967.52
I	268,686,768.21	133,554,721.22
●	238,690,425.98	1,512,793,278.03
	4,872,444,588.47	4,148,804,978.23
N	764,402,303.12	1,793,987,740.16
<b>IV. Effects of exchange rate fluctuations on cash and cash equivalents</b>	5,949,548.99	14,780,312.38
<b>V. Net increase of cash and cash equivalents</b>	28,667,545.61	88

## Statement of Cash Flow of the Parent Company

January – September 2015

: Shanghai Fosun Pharmaceutical (Group) Co., Ltd.

C L : MB

Items	Current Amount (January – September)	Amount of the Last Period (January – September)
<b>I. Cash flow generated from operating activities:</b>		
C	450,000.00	450,000.00
●	17,027,016.02	24,262,470.46
	17,477,016.02	24,712,470.46
C		
C	76,034,052.14	55,675,865.31
C	34,051,409.56	38,638,399.47
●	46,784,926.39	28,772,270.22
	156,870,388.09	123,086,535.00
N	-139,393,372.07	-98,374,064.54
<b>II. Cash flow generated from investing activities:</b>		
C	246,952,337.32	
C	341,508,734.72	135,001,207.03
N		150,000.00
N		10,351,169.50
●		408,839,600.00
	588,461,072.04	554,341,976.53
C	1,023,410.77	3,334,618.53
C	1,286,782,424.70	1,780,579,380.37
N		27,023,100.00
●		20,000,000.00
	1,287,805,835.47	1,830,937,098.90
N	-699,344,763.43	-1,276,595,122.37
<b>III. Cash flow generated from financing activities:</b>		
C		1,407,679,600.93
C	2,281,014,000.00	850,000,000.00
C	398,929,000.00	1,000,000,000.00
●	4,785,211,767.92	4,754,495,093.76
	7,465,154,767.92	8,012,174,694.69
C	1,345,000,000.00	601,000,000.00
C	880,988,031.73	829,585,897.32
●	4,263,390,819.81	4,365,392,837.67
	6,489,378,851.54	5,795,978,734.99
N	975,775,916.38	2,216,195,959.70
<b>IV. Effects of exchange rate fluctuations on cash and cash equivalents</b>	-4,232,440.84	9,803,068.68
<b>V. Net increase of cash and cash equivalents</b>	132,805,340.04	851,029,841.47
●	506,943,460.86	519,292,385.71
<b>VI. Closing balance of cash and cash equivalents</b>	639,748,800.90	1,370,322,227.18

Legal Representative:

Chen Qiyu

Chief Financial Officer:

Guan Xiaohui

Director of the Accounting Department:

Yan Jia

### 4.2 Audited Report

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