

# 信息披露 Disclosure

证券代码:000028、200028 证券简称:国药一致·一致B 公告编号:2017-31

## 国药集团一致药业股份有限公司 与国药控股股份有限公司下属公司开展房屋、设备 租赁业务暨关联交易的补充公告

本公司及董事会全体成员保证信息披露的内容真实、准确、完整,没有虚假记载、误导性陈述或重大遗漏。

国药集团一致药业股份有限公司(以下简称“公司”或“国药一致”)于2017年4月19日在巨潮资讯网(www.cninfo.com.cn)及公司指定信息披露媒体披露了《关于2017年度日常关联交易预计的公告》(公告编号:2017-20号),现对公司与国药控股股份有限公司下属公司开展房屋、设备租赁业务暨关联交易进行了补充,补充后的公告全文披露如下:

重要提示:  
1.公司将与国药控股股份有限公司下属公司签订房屋、设备租赁业务合同;  
2.国药控股股份有限公司为本公司控股股东,与其下属公司开展房屋、设备租赁业务构成关联交易。

一、本次交易概述  
国药一致主营医药零售和医药分销业务,为保障日常运营,公司将向国药控股股份有限公司下属公司租赁有关房屋、设备,主要用于零售药房物业以及开展物流仓储运输业务,有关支出不超过1.2亿元。

公司于2017年4月17日召开第七届董事会第二十二次会议,会议以3票赞成、0票反对、0票弃权审议通过《关于与国药控股股份有限公司下属公司开展房屋、设备租赁业务的关联交易事项》,李智明、刘勇、姜修昌、林兆雄回避了上述议案的表决,独立董事对上述事项予以了事前认可,并在认真审核后发表了独立意见。此项交易无须提交公司股东大会。

本次关联交易不构成《上市公司重大资产重组管理办法》规定的重大资产重组。

二、主要关联方基本情况  
(1)国药控股股份有限公司  
住所:上海市黄浦区福州路221号4楼  
法定代表人:李智明  
注册资本:2,767,050,508万人民币  
企业类型:股份有限公司

经营范围:实业投资控股,医药企业受托管理及资产重组,中成药、中药饮片、化学药制剂、化学原料药、抗生素、生化药品、生物制品、麻醉药品、精神药品、医疗用毒性药品(与经营范围相适应)、药品类体外诊断试剂、疫苗、蛋白同化制剂、肽类激素批发,Ⅲ类:注射穿刺器械、医用卫生材料及敷料、医用高分子材料及制品、二类:医用X射线附属设备及部件;食品销售管理(非实物方式),国内贸易(除专项许可),物流配送及相关的咨询服务,化妆品、文体用品的销售及商务信息咨询服务,经营各类商品和技术的进出口(另附进出口商品目录),但国家限定公司经营或禁止进出口的商品及技术除外。【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】

关联关系:国药控股股份有限公司是本公司控股股东,上述情形符合《深圳证券交易所股票上市规则》第10.1.3条规定的关联关系。

财务状况:2016年经审计的资产总额15,771,159万元,净资产4,453,244万元,2016年营业收入25,838,769万元,净利润689,160万元。

(2)国药集团医药物流有限公司  
住所:上海市静安区康宁路1089号1幢701,801室  
法定代表人:李光雷  
注册资本:3,000万人民币  
企业类型:有限责任公司

经营范围:普通货运,货物专用运输(冷藏保鲜),货运代理,仓储,交通运输咨询,商品展览展示,装卸搬运,物业管理,停车场,供应链管理,机械、机电、软件科技专业领域内的技术开发、技术咨询、技术转让,技术服务,建设工程造价咨询,自有设备租赁(不得从事金融租赁)。【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】

关联关系:国药控股股份有限公司是其控股股东,上述情形符合《深圳证券交易所股票上市规则》第10.1.3条规定的关联关系。

财务状况:2016年经审计的资产总额939,965,946.28元,净资产324,737,956.86元,2016年营业收入384,338,183.76元,净利润3,642,661.23元。

(3)国药集团新疆新特药业有限公司  
住所:新疆乌鲁木齐高新区(新市区)西彩路689号  
法定代表人:刁燕  
注册资本:1,000万人民币  
企业类型:有限责任公司

经营范围:批发:中药材、中药饮片、中成药、化学原料药及其制剂、抗生素原料药及其制剂、生化药品、生物制品、麻醉药品、第一类精神药品、第二类精神药品、医疗用毒性药品、兽药类、疫苗、蛋白同化制剂、肽类激素、药品类体外诊断试剂(药品经营);保健食品;销售:三类:6822-3医用光学仪器、仪器及内窥镜设备;6823-2医用超声仪器及有关设备;6824-1医用激光仪器设备及器具;6825-3.4医用高频手术设备;6826-3物理治疗及康复设备;6830-2.3、4.5.6.7.8.9.10.11.12.13.14.15.16.17.18.19.20.21.22.23.24.25.26.27.28.29.30.31.32.33.34.35.36.37.38.39.40.41.42.43.44.45.46.47.48.49.50.51.52.53.54.55.56.57.58.59.60.61.62.63.64.65.66.67.68.69.70.71.72.73.74.75.76.77.78.79.80.81.82.83.84.85.86.87.88.89.90.91.92.93.94.95.96.97.98.99.100.101.102.103.104.105.106.107.108.109.110.111.112.113.114.115.116.117.118.119.120.121.122.123.124.125.126.127.128.129.130.131.132.133.134.135.136.137.138.139.140.141.142.143.144.145.146.147.148.149.150.151.152.153.154.155.156.157.158.159.160.161.162.163.164.165.166.167.168.169.170.171.172.173.174.175.176.177.178.179.180.181.182.183.184.185.186.187.188.189.190.191.192.193.194.195.196.197.198.199.200.201.202.203.204.205.206.207.208.209.210.211.212.213.214.215.216.217.218.219.220.221.222.223.224.225.226.227.228.229.230.231.232.233.234.235.236.237.238.239.240.241.242.243.244.245.246.247.248.249.250.251.252.253.254.255.256.257.258.259.260.261.262.263.264.265.266.267.268.269.270.271.272.273.274.275.276.277.278.279.280.281.282.283.284.285.286.287.288.289.290.291.292.293.294.295.296.297.298.299.300.301.302.303.304.305.306.307.308.309.310.311.312.313.314.315.316.317.318.319.320.321.322.323.324.325.326.327.328.329.330.331.332.333.334.335.336.337.338.339.340.341.342.343.344.345.346.347.348.349.350.351.352.353.354.355.356.357.358.359.360.361.362.363.364.365.366.367.368.369.370.371.372.373.374.375.376.377.378.379.380.381.382.383.384.385.386.387.388.389.390.391.392.393.394.395.396.397.398.399.400.401.402.403.404.405.406.407.408.409.410.411.412.413.414.415.416.417.418.419.420.421.422.423.424.425.426.427.428.429.430.431.432.433.434.435.436.437.438.439.440.441.442.443.444.445.446.447.448.449.450.451.452.453.454.455.456.457.458.459.460.461.462.463.464.465.466.467.468.469.470.471.472.473.474.475.476.477.478.479.480.481.482.483.484.485.486.487.488.489.490.491.492.493.494.495.496.497.498.499.500.501.502.503.504.505.506.507.508.509.510.511.512.513.514.515.516.517.518.519.520.521.522.523.524.525.526.527.528.529.530.531.532.533.534.535.536.537.538.539.540.541.542.543.544.545.546.547.548.549.550.551.552.553.554.555.556.557.558.559.560.561.562.563.564.565.566.567.568.569.570.571.572.573.574.575.576.577.578.579.580.581.582.583.584.585.586.587.588.589.590.591.592.593.594.595.596.597.598.599.600.601.602.603.604.605.606.607.608.609.610.611.612.613.614.615.616.617.618.619.620.621.622.623.624.625.626.627.628.629.630.631.632.633.634.635.636.637.638.639.640.641.642.643.644.645.646.647.648.649.650.651.652.653.654.655.656.657.658.659.660.661.662.663.664.665.666.667.668.669.670.671.672.673.674.675.676.677.678.679.680.681.682.683.684.685.686.687.688.689.690.691.692.693.694.695.696.697.698.699.700.701.702.703.704.705.706.707.708.709.710.711.712.713.714.715.716.717.718.719.720.721.722.723.724.725.726.727.728.729.730.731.732.733.734.735.736.737.738.739.740.741.742.743.744.745.746.747.748.749.750.751.752.753.754.755.756.757.758.759.760.761.762.763.764.765.766.767.768.769.770.771.772.773.774.775.776.777.778.779.780.781.782.783.784.785.786.787.788.789.790.791.792.793.794.795.796.797.798.799.800.801.802.803.804.805.806.807.808.809.810.811.812.813.814.815.816.817.818.819.820.821.822.823.824.825.826.827.828.829.830.831.832.833.834.835.836.837.838.839.840.841.842.843.844.845.846.847.848.849.850.851.852.853.854.855.856.857.858.859.860.861.862.863.864.865.866.867.868.869.870.871.872.873.874.875.876.877.878.879.880.881.882.883.884.885.886.887.888.889.890.891.892.893.894.895.896.897.898.899.900.901.902.903.904.905.906.907.908.909.910.911.912.913.914.915.916.917.918.919.920.921.922.923.924.925.926.927.928.929.930.931.932.933.934.935.936.937.938.939.940.941.942.943.944.945.946.947.948.949.950.951.952.953.954.955.956.957.958.959.960.961.962.963.964.965.966.967.968.969.970.971.972.973.974.975.976.977.978.979.980.981.982.983.984.985.986.987.988.989.990.991.992.993.994.995.996.997.998.999.1000.1001.1002.1003.1004.1005.1006.1007.1008.1009.1010.1011.1012.1013.1014.1015.1016.1017.1018.1019.1020.1021.1022.1023.1024.1025.1026.1027.1028.1029.1030.1031.1032.1033.1034.1035.1036.1037.1038.1039.1040.1041.1042.1043.1044.1045.1046.1047.1048.1049.1050.1051.1052.1053.1054.1055.1056.1057.1058.1059.1060.1061.1062.1063.1064.1065.1066.1067.1068.1069.1070.1071.1072.1073.1074.1075.1076.1077.1078.1079.1080.1081.1082.1083.1084.1085.1086.1087.1088.1089.1090.1091.1092.1093.1094.1095.1096.1097.1098.1099.1100.1101.1102.1103.1104.1105.1106.1107.1108.1109.1110.1111.1112.1113.1114.1115.1116.1117.1118.1119.1120.1121.1122.1123.1124.1125.1126.1127.1128.1129.1130.1131.1132.1133.1134.1135.1136.1137.1138.1139.1140.1141.1142.1143.1144.1145.1146.1147.1148.1149.1150.1151.1152.1153.1154.1155.1156.1157.1158.1159.1160.1161.1162.1163.1164.1165.1166.1167.1168.1169.1170.1171.1172.1173.1174.1175.1176.1177.1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178.2179.2180.2181.2182.2183.2184.2185.2186.2187.2188.2189.2190.2191.2192.2193.2194.2195.2196.2197.2198.2199.2200.2201.2202.2203.2204.2205.2206.2207.2208.2209.2210.2211.2212.2213.2214.2215.2216.2217.2218.2219.2220.2221.2222.2223.2224.2225.2226.2227.2228.2229.2230.2231.2232.2233.2234.2235.2236.2237.2238.2239.2240.2241.2242.2243.2244.2245.2246.2247.2248.2249.2250.2251.2252.2253.2254.2255.2256.2257.2258.2259.2260.2261.2262.2263.2264.2265.2266.2267.2268.2269.2270.2271.2272.2273.2274.2275.2276.2277.2278.2279.2280.2281.2282.2283.2284.2285.2286.2287.2288.2289.2290.2291.2292.2293.2294.2295.2296.2297.2298.2299.2300.2301.2302.2303.2304.2305.2306.2307.2308.2309.2310.2311.2312.2313.2314.2315.2316.2317.2318.2319.2320.2321.2322.2323.2324.2325