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重要内容提示：
1.董事会、监事会及董事、监事、高级管理人员保证年度报告的真实、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。

证券代码:000952 证券简称:广济药业 公告编号:2024-067

湖北广济药业股份有限公司

2024 第三季度报告

本报告期归属于上市公司股东的净利润较上年同期下降13.61%。
归属于上市公司股东的扣除非经常性损益的净利润较上年同期下降14.42%。

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公司于2024年10月22日召开了第十一届董事会第一次独立董事专门会议。会议出席独立董事3位，实际出席独立董事3位。本次会议以3票同意、0票反对、0票弃权的表决结果审议通过了《关于公开挂牌转让湖北广济医药科技股份有限公司90%股权的议案》。发表意见如下：

本次股权转让，公司聘请了具有从事证券、期货相关业务资格的会计师事务所和资产评估公司对医药科技公司进行了审计和评估，公司将以评估报告备案结果作为挂牌价格确认依据在上海联合产权交易所公开挂牌转让所持有的医药科技公司90%股权。通过公开挂牌确定最终成交价格及受让方，不存在损害公司和公司股东利益的情形。同意将此议案提交公司第十一届董事会第二次会议审议。

八、风险提示
本次股权转让以公开挂牌的方式进行，受让方、最终成交价格、时间尚未确定，交易尚存在不确定性。公司将根据事项的进展情况按相关规定及时履行信息披露义务，敬请广大投资者注意投资风险。

九、备查文件
1、第十一届董事会第二次会议决议；
2、第十一届监事会第二次会议决议；
3、第十一届董事会第一次独立董事专门会议决议；
4、上市公司交易情况概述表。

特此公告。
湖北广济药业股份有限公司董事会
2024年10月29日

证券代码:000952 证券简称:广济药业 公告编号:2024-069

湖北广济药业股份有限公司关于2024年前三季度计提资产减值准备的公告

本公司及董事会全体成员保证信息披露内容的真实、准确和完整，没有虚假记载、误导性陈述或重大遗漏。
一、计提资产减值准备情况概述
根据《企业会计准则》《深圳证券交易所上市公司自律监管指引第1号——主板上市公司规范运作》等相关规定的要求，基于谨慎性原则，公司对合并报表范围内截至2024年9月30日的各类资产进行了减值测试，对存在减值迹象的资产计提了减值准备。

2024年前三季度，公司计提的各项资产减值准备金额合计为1,437.17万元，明细如下表：
注：2024年前三季度公司应收账款计提信用减值准备667.58万元，同时因收到应收账款转回信用减值准备641.6万元；2024年前三季度公司其他应收款计提信用减值准备120.19万元，同时因收到其他应收款转回信用减值准备86.37万元；2024年前三季度公司存货计提存货跌价准备1,097.82万元，同时因存货销货转回存货跌价准备621.45万元。上表中列示的应收账款、其他应收款和存货计提资产减值准备金额为其净额。

二、公司本次计提资产减值准备主要项目说明及计提依据
（一）信用减值损失计提情况说明
公司依据信用风险特征将应收账款及应收票据划分为若干组合，参考历史信用损失经验，结合当前状况以及对未来经济状况的预测，编制应收账款账龄与整个存续期预期信用损失率对照表，计算预期信用损失。公司依据款项性质将其应收账款划分为若干组合，在组合基础上计算预期信用损失。

（二）存货计提减值及转销情况说明
公司严格按照《企业会计准则》的要求在资产负债表日，存货采用成本与可变现净值孰低计量，按照成本高于可变现净值的差额计提存货跌价准备。直接用于出售的存货，在正常生产经营过程中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；需要经过加工的存货，在正常生产经营过程中以该存货的产成品的估计售价减去完工时预计将要发生的成本、估计的销售费用和相关税费后的金额确定其可变现净值；资产负债表日，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，分别确定其可变现净值，并与其对应的成本进行比较，分别确定存货跌价准备的计提或转回的金额。

2024年前三季度公司计提存货跌价准备1,097.82万元，转回存货跌价准备621.45万元。
三、本次计提资产减值准备合理性的说明
根据《企业会计准则》《深圳证券交易所上市公司自律监管指引第1号——主板上市公司规范运作》等相关规定的要求，公司基于谨慎性原则，对合并报表范围内的资产进行了分析，计提减值准备后，能更加公允地反映公司截至2024年9月30日的财务状况、资产价值和2024年前三季度的经营成果，使公司的会计信息更加真实可靠，更具合理性。

四、2024年前三季度计提减值准备对公司财务状况的影响
公司2024年前三季度计提各项减值准备1,437.17万元，将减少公司2024年前三季度归属于母公司所有者的净利润1,283.44万元，并相应减少公司2024年前三季度归属于母公司所有者权益1,283.44万元。
公司2024年前三季度计提减值准备事项，真实反映公司财务状况，符合《企业会计准则》及公司会计政策的相关规定，符合公司的实际情况，不存在损害公司和股东利益的行为。

五、审计委员会说明
审计委员会认为：公司本次计提资产减值准备符合《企业会计准则》和公司相关会计政策的有关规定。公司基于谨慎性原则及资产的实际状况计提资产减值准备，依据充分合理。本次计提资产减值准备后，财务报告能够更加真实、准确、公允地反映公司的财务状况、资产价值及经营成果，使公司的会计信息更具合理性。
特此公告。

湖北广济药业股份有限公司董事会
2024年10月29日

证券代码:000952 证券简称:广济药业 公告编号:2024-065

湖北广济药业股份有限公司第十一届董事会第二次会议决议公告

本公司及董事会全体成员保证信息披露内容的真实、准确、完整，没有虚假记载、误导性陈述或重大遗漏。
一、董事会会议召开情况
1.会议通知的时间和方式：会议通知于2024年10月18日以专人送达、书面传真和电子邮件形式发出；
2.会议的时间和方式：2024年10月29日上午10点在湖北广济药业股份有限公司（以下简称“公司”）武汉市大冶产业园行政楼二楼会议室以现场结合通讯的方式召开；
3.本次会议应到董事9人，实际董事9人，独立董事9人，龚建先生、郭智先生、方智先生为现场表决，胡立刚先生、刘波先生、石守东先生、郭皓先生、洪蓁女士、梅建先生为通讯表决；
4.本次会议由董事长胡立刚先生主持，全体监事、高级管理人员列席本次会议；
5.本次会议召开的符合《中华人民共和国公司法》和《公司章程》的有关规定，会议决议合法、有效。

二、董事会会议决议情况
（一）审议通过《2024年第三季度报告》
董事会审议通过了《2024年第三季度报告》，董事会认为：2024年第三季度报告真实反映了公司2024年前三季度的财务状况和经营成果，不存在虚假记载、误导性陈述或重大遗漏。
表决结果：9票同意，0票反对，0票弃权获得通过。
本次会议已经公司第十一届董事会审计委员会审议通过，同意将该议案提交本次董事会审议。具体内容详见公司同日在指定媒体上披露的《2024年第三季度报告》（公告编号：2024-067）。

（二）审议通过《关于公开挂牌转让湖北广济医药科技股份有限公司90%股权的议案》
同意公司将所持医药科技公司90%股权转让给武汉同泰启新企业管理咨询有限公司（以下简称“受让方”），公开挂牌转让价格为4,788.56万元。最终交易价格和交易对方将根据公开挂牌交易结果确定。
董事会授权公司经营层全权办理本次股权转让相关事宜（包括但不限于办理公开挂牌程序、确定挂牌价格、签署相关协议、办理股权过户手续等），该授权自董事会审议通过之日起至相关股权转让事项办理完毕之日止。

表决结果：9票同意，0票反对，0票弃权获得通过。
本次会议已经公司独立董事专门会议审议通过。
具体内容详见公司同日在指定媒体上披露的《关于公开挂牌转让湖北广济医药科技股份有限公司90%股权的公告》（公告编号：2024-068）。

三、备查文件
经与会董事签字并加盖董事会印章的第十一届董事会第二次会议决议。
特此公告。
湖北广济药业股份有限公司董事会
2024年10月29日

证券代码:000952 证券简称:广济药业 公告编号:2024-066

湖北广济药业股份有限公司第十一届监事会第二次会议决议公告

本公司及监事会全体成员保证信息披露内容的真实、准确、完整，没有虚假记载、误导性陈述或重大遗漏。
一、监事会会议召开情况
1.会议通知的时间和方式：会议通知于2024年10月18日以专人送达、书面传真和电子邮件形式发出；
2.会议的时间和方式：2024年10月29日上午11点在湖北广济药业股份有限公司（以下简称“公司”）武汉市大冶产业园行政楼二楼会议室以现场结合通讯的方式召开；
3.本次会议应到监事3人，实际监事3人，张莎莎女士为现场表决，尹婷女士、向传女士为通讯表决；
4.本次会议由监事会主席尹婷女士主持；
5.本次会议召开的符合《中华人民共和国公司法》和《公司章程》的有关规定，会议决议合法、有效。

二、监事会会议决议情况
（一）审议通过《2024年第三季度报告》
经审核，监事会认为：公司《2024年第三季度报告》的编制和审议符合法律法规和中国证券监督管理委员会和深圳证券交易所的规定，报告内容真实、准确、完整地反映了公司的实际情况，不存在任何虚假记载、误导性陈述或重大遗漏。
表决结果：3票同意，0票反对，0票弃权获得通过。
具体内容详见公司同日在指定媒体上披露的《2024年第三季度报告》（公告编号：2024-067）。

（二）审议通过《关于公开挂牌转让湖北广济医药科技股份有限公司90%股权的议案》
同意公司将所持医药科技公司90%股权转让给武汉同泰启新企业管理咨询有限公司（以下简称“受让方”），公开挂牌转让价格为4,788.56万元。最终交易价格和交易对方将根据公开挂牌交易结果确定。
监事会授权公司经营层全权办理本次股权转让相关事宜（包括但不限于办理公开挂牌程序、确定挂牌价格、签署相关协议、办理股权过户手续等），该授权自监事会审议通过之日起至相关股权转让事项办理完毕之日止。

表决结果：3票同意，0票反对，0票弃权获得通过。
本次会议已经公司监事会主席尹婷女士主持。
具体内容详见公司同日在指定媒体上披露的《关于公开挂牌转让湖北广济医药科技股份有限公司90%股权的公告》（公告编号：2024-068）。

三、备查文件
经与会监事签字并加盖监事会印章的第十一届监事会第二次会议决议。
特此公告。
湖北广济药业股份有限公司
监事会
2024年10月29日

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