



東北虎藥業股份有限公司 NORTHEAST TIGER PHARMACEUTICAL CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8197)

2016 First Quarterly Results Announcement For the period ended 31 March, 2016

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This announcement, for which the directors (the “Directors”) of Northeast Tiger Pharmaceutical Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this announcement misleading.

HIGHLIGHTS (Unaudited)

- Turnover of the Company for the three months ended 31 March, 2016 was approximately RMB0 (2015: RMB0).
- Total comprehensive loss attributable to shareholders of the Company (“Shareholders”) for the three months ended 31 March, 2016 was approximately RMB943,000,000 (2015 total comprehensive loss: RMB1,267,000).
- Loss per share (“Shares”) of the Company for the three months ended 31 March, 2016 was approximately RMB0.10 cents.
- The Directors do not recommend the payment of any dividend for the three months ended 31 March, 2016.

RESULTS (UNAUDITED)

The board of Directors (“Board”) hereby announces the unaudited results of the Company for the three months ended 31 March, 2016, together with the comparative figures for the corresponding periods of the previous financial year, as follows:

	Notes	Three months ended 31 March,	
		2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Turnover	b	-	-
Cost of sales		-	63
Gross profit		-	63
Other revenue	c	500	515
Distribution and selling expenses		-	-
General, administrative and other operating expenses		(1,437)	(1,529)
Operating profit/(Loss)	d	(937)	(951)
Finance costs		(6)	(316)
Profit/(Loss) before taxation		(943)	(1,267)
Taxation	e	-	-
Profit/(Loss) after taxation		(943)	(1,267)
Other comprehensive income		-	-
Total comprehensive income/(Loss) attributable to shareholders		(943)	(1,267)

Dividends		N/A	N/A
		RMB	RMB
Earnings/(Loss) per Share-basic	f	(0.10) cents	(0.20) cents

Notes:

a. Accounting policy and basis of presentation

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention and certain fixed assets are stated at fair value.

In the current period, the Company adopted a number of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA. The Directors considered the adoption of these SSAPs had no material effect on the results of the current or prior accounting period. Accordingly, no prior period adjustment has been required.

The principal accounting policies used in the preparation of the unaudited financial statement of the Company for the three months ended 31 March, 2016 are consistent with those used in the audited accounts issued for the year ended 31 December, 2015.

b. Turnover

Sales of goods are recognised when the significant risks and rewards of ownership of goods have been transferred to the buyer.

c. Other revenue

	Three months ended 31 March,	
	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Government subsidies	-	-
Bad debts recovered	-	-
Rental income	500	500
	500	500

Subsidy income is recognized upon granting of subsidy by the relevant authorities.

d. Operating profit/(loss)

Operating profit/(loss) is stated after charging the following items:

Three months ended 31 March

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
-Interest expenses	6	316
-Depreciation of Fixed Assets	423	399
-Amortization of Intangible Assets	-	-
- Amortisation of long-term prepaid rentals	-	-
-Amortization of Land Use Right	61	61

e. Taxation

The Company was established in the Jilin High-Technology Development Zone, the PRC. It is subject to enterprise income tax ("EIT") at a rate of 25%.

The Company provides for taxation on the basis of its income for financial reporting purpose, adjusted for income and expense items which are not assessable or deductible for income tax purpose. No provision for EIT has been made as the Company has no estimated assessable profits after setting off against the unrelieved tax losses brought forward from previous year (2015: Nil).

During the period under review, the Company did not have any significant un-provided deferred tax liabilities.

f. Earnings/(Loss) per Share

The calculation of basic earnings per Share for a relevant period is based on unaudited total comprehensive income/(Loss) attributable to shareholders for the period, divided by the respective weighted average number of ordinary shares in issue during the period. The weighted average number of ordinary shares in issue for the three months ended 31 March, 2016 is 746,654,240 (2015: 746,654,240).

No diluted earnings per share were presented as there were no dilutive potential ordinary shares in existence during the relevant periods.

MOVEMENT IN RESERVES

The movements of reserves are as follows:

	Capital Reserve					Total reserves RMB'000
	Share premium	Others	Properties revaluation reserve	Statutory revenue reserve	(Accumulated losses)/Retained earnings	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
As at 1 January 2015	19,027	11,326	-	9,685	(44,388)	(4,350)
Total comprehensive income/(Loss) for the period	-	-	-	-	(943)	(943)
As at 31 March 2015	19,027	11,326	-	9,685	(45,331)	(5,293)
As at 1 January 2016	19,027	11,326	3,744	9,685	(37,287)	6,495
Total comprehensive income/(Loss) for the period	-	-	-	-	(943)	(943)
As at 31 March 2016	19,027	11,326	3,744	9,685	(38,230)	5,552

DIVIDENDS

The Board does not recommend the payment of any interim dividend for the three months ended 31 March, 2016 (2015: nil).

BUSINESS REVIEW AND PROSPECTS

Business review

During the year of 2015, the global economy was relatively unstable, overcapacity and other negative impact brought about by the economic stimulation policies have also emerged. Under the influence of the international economy and the PRC Government's macro-regulation, the economic growth in the PRC experienced a slowdown and the PRC's GDP growth was 6.9%, being the lowest level within 16 years. Changes in the external economic environment have led to increasing competition in the pharmaceutical industry, the slowdown in growth in 2014 continued in the Chinese pharmaceutical industry. On one hand, some provincial level biddings increased the pressure for reduction in price. On the other hand, the costs of raw materials, packaging materials and labor remained high. Pharmaceutical enterprises encountered tough challenges.

Up to now, the Group has been engaged in breeding, processing and sales of underground ginseng and related traditional Chinese medicine herbs. During the period under review, mandatory unconditional cash offer was made by Beijing Baoying Chuangfu Investment Management Center (Limited Partnership)* for all the issued shares of the company, as stated in the circular for mandatory unconditional cash offer, the Offeror will conduct a detailed review of the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group with the aim of growing and expanding its business and strengthening its financial position. Subject to the results of the review, the Offeror may explore other business opportunities for the Company and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company.

On 27 September 2010, Xinxing Co (a wholly-owned subsidiary of the Company) entered into the Agreement (as amended by a supplemental agreement dated 24 February 2011) with Fu Man Shan Zhen, pursuant to which Fu Man Shan Zhen has agreed to transfer to Xinxing Co the Forest Concession Right of the Forest Land at the consideration of approximately RMB173,530,000 for a term of approximately 70 years until 31 December 2080. Pursuant to the Agreement, the first instalment of RMB100,000,000 shall

be paid by Xinxing Co to the Fu Man Shan Zhen by way of cash on or before 31 December 2010; the remaining RMB73,530,000 shall be paid in 10 equal instalments in cash in the coming ten years before 31 December each year, commencing from 2011. The Acquisition was approved in an extraordinary general meeting of the Company on 6 October 2011, and was subsequently completed.

As disclosed in the latest annual report of the Company, the acquisition of the Forest Concession Right of the Forest Land by the Group can be used to develop three major industries on the Forest Land, namely:- (A) breeding of traditional Chinese medicine herbs, (B) tourism industry, (C) timber logging. The timber logging business has not been carried out by the Group and the Company has focused on breeding and processing of traditional Chinese medicine, especially breeding and processing of underground ginseng. In order to extend the business to the timber logging, the logging permits are required. It has recently been discovered that the relevant logging permits could not be obtained. The relevant government authorities did not indicate the relevant logging permits could be obtained in the foreseeable future and no reason has been provided so far.

The key factor for the Group to pursue the Acquisition at that time was for the development of business of breeding of Chinese medicine herbs and the Group had no intention to expand to the business of the timber logging at that time. In this connection, the Group was not concerned whether the logging permits has been obtained at the time of Acquisition and the valuation conducted at the time of Acquisition did not take into account any valuation on logging permits or any possible economic return to be derived from timber logging on the Forest Land.

The Company has already paid a sum of approximately RMB102,300,000 out of the total consideration of RMB173,530,000 pursuant to the Agreement, of which RMB2,300,000 has been returned by Fu Man Shan Zhen to Xinxing Co in December 2013. As a result of the said subsequent development, Fu Man Shan Zhen and Xinxing Co entered into the Settlement Agreement on 14 March 2014 whereby the parties thereto agreed and confirmed that:- (i) the Forest Concession Right (subject to the Breeding Rights) shall be returned to Fu Man Shan Zhen; and (ii) Xinxing Co shall no longer be liable to settle the unpaid portion of the consideration pursuant to the Agreement. According to the Settlement Agreement, for a sum of approximately RMB102,300,000 paid by Xinxing Co: - (a) RMB10,000,000 be paid by Fu Man Shan Zhen in cash within 15 days after the signing of the Settlement Agreement and (b) remaining sum of RMB90,000,000 be paid by 18 equal installments in cash in the coming 18 years before 31 December each year, commencing from 2014. In order to secure the repayment of the Amount owed by Fu Man Shan Zhen, Fu Man Shan Zhen also agreed that Xinxing Co shall continue to have the Breeding Rights until full payment, in addition to the right to further claim against Fu Man Shan Zhen for its default in repaying any part of the Amount owed, if any. For the avoidance of doubt, Fu Man Shan Zhen and Xinxing Co agreed that the ownership of any biological assets in the Forest Land shall belong to Xinxing Co. In the event of early repayment of the Amount owed by Fu Man Shan Zhen with prior consent of Xinxing Co, the Settlement Agreement will be terminated. The Breeding Rights shall lapse upon termination of the Settlement Agreement. The ownership of the biological assets on the Forest Land (if not harvested beforehand) will belong to Fu Man Shan Zhen instead after the termination. However, Xinxing Co has the right to harvest all biological assets on the Forest Land prior to the time of lapse of Breeding Rights. Further, Xinxing Co has the priority to continue to use the Forest Land on same rate as those offered by other parties, should it wish to continue to use the Forest Land. The Settlement Agreement was approved on 29 May 2014 by Shareholders of the Company at a general meeting in accordance with the GEM Listing Rules.

Breeding and processing of Traditional Chinese Medicine

Chinese medicine herbs including underground ginseng (林下參), asarum (細辛), acanthopanax (刺五加), fritillaria ussuriensis maxim (平貝母), fragrant solomonseal rhizome (玉竹), and forest frog (林蛙)

can be planted or bred on the Forest Land taking into account the weather and soil conditions of the Forest Land. Wild schisandra chinensis (野生五味子) can also be artificially cultivated and managed on the Forest Land.

(i) Underground Ginseng (林下參)

Ginseng is regarded as “King of Herbs” (百草之王) and is a precious Chinese medicine herbs. There are more than 4,000 years of history of using ginseng. Underground ginseng refers to a method where seeding of ginseng seeds is through manual methods on the mountainous area. Ginseng seeds are grown for 10 to 20 years or above without any human interruption. Underground ginseng can also be called transplanted ginseng. The nutrition effect of underground ginseng can be as good as wild ginseng. In the PRC, breeding of underground ginseng was developed in 1990. At first, transplantation of family ginseng (家參) was developed. In view of the increasing demand for ginseng, seeding of ginseng seeds through manual methods and allow ginseng to grow naturally became the trend. In 2004, PRC Government announced 14 cities or counties in Changbai Mountain areas as place of origin of ginseng and “Changbai Mountain Ginseng” became place of origin for protected products nationally. To better control the quality of “Changbai Mountain Ginseng”, 《關於 振興人參產業的意見》(Opinion Regarding Reinforcing Ginseng Industry) was introduced in 2012. In the above opinion, the brand “Changbai Mountain Ginseng” has to be reinforced in full gear and through various policies, industry production chain will be reinforced. As such, GAP underground ginseng will be further developed in the near future.

(ii) Asarum (細辛)

Asarum belongs to Aristolochiaceae (馬兜鈴科) and asarum, the perennial herb for medicinal plant which is suitable for undergrowth. Wild species are the *A. Heterotropoides* Fr (遼細辛) which spreads over the Northeast part of the PRC and *A. sieboldi* Miq (華細辛) spreads over the Shanxi Province of the PRC. Normally, the quality of *A. Heterotropoides* Fr is better than *A. sieboldi* Miq, therefore, the breeding is mainly on *A. Heterotropoides* Fr. Asarum is not only for the domestic demand, but there is also a great demand of asarum from other countries and asarum has been a quick selling product in the traditional Chinese medicine herbs market. Upon conducting a site visit of the Forest Land, the Forest Land suitable for undergrowth of asarum is up to 400 hectares (the available area is 160 hectares), with the production cycle of 4 years. At present, the price of dry asarum product is approximately RMB26-40 per kg. The artificial breeding production can be harvested in 3-4 years, and this kind of breeding can produce fresh asarum of approximately 2.5kg per square meter on the Forest Land.

(iii) *Acanthopanax senticosus* (刺五加)

Acanthopanax senticosus is acanthopanax and deciduous shrub with perennial rootstock. It is mainly distributed in three provinces of Northeast part of the PRC (Heilongjiang, Jilin and Liaoning), also in Hebei Province and Shanxi Province. Cortex of *Acanthopanax Senticosus* (cortex acanthopanax) is a common valuable Chinese material for producing Chinese medicine. *Acanthopanax Senticosus* is suitable to be planted in a sparse forestland and the harvesting cycle is normally about 4-6 years. Before the freeze-up starting from late October each year, 133 acanthopanax senticosuses per mu can be planted in the Forest Land and can be harvested once every 5 years. According to on-site investigation of the Forest Land, approximately 350 hectares (the available area is 140 hectares) is suitable for breeding of acanthopanax senticosus. The production value of acanthopanax senticosus is approximately RMB1,064 per mu.

(iv) *Fritillaria Ussuriensis Maxim* (平貝母)

Fritillaria Ussuriensis Maxim is a perennial plant of liliaceae and its subterranean stem can be for medicinal use. *Fritillaria Ussuriensis Maxim* has 60 days of growth period, can be interplanted or planted in forest land. Artificially cultivated *Fritillaria Ussuriensis Maxim* can be harvested once in two years. It is estimated that planted use level is 0.35-0.75kg/m², with the output of unit area of 1-2.5kg/m². According to on-site investigation of the Forest Land, approximately 100 hectares is suitable for planting *Fritillaria Ussuriensis Maxim* and it is estimated that the production cycle is about 2 years. It is estimated that approximately RMB7,000 production value can be generated on each mu of the Forest Land.

(v) Fragrant Solomonseal Rhizome (玉竹)

Fragrant Solomonseal Rhizome is a perennial plant of liliaceae and its subterranean stem

can be for medical use. It is suitable to survive in a cool, damp, shade environment and is wild in darkness place in valley, river, underwood, brushwood and by a mountain road side. It is suitable to grow in subacid yellow sand soil and can be planted in uncultivated or idle hillside. Fragrant Solomonseal Rhizome can be harvested after 2- 3 years' planting. According to onsite investigation of the Forest Land, there is an area of 100 hectares suitable for planting fragrant solomonseal rhizome in the Forest Land and the production cycle is approximately 3 years. The current market price of fragrant Solomonseal Rhizome is approximately RMB24.30 per kg.

(vi) Management and Conservation of Wild *Schisandra Chinensis* (野生五味子)

Schizandra (北五味子) is a common valuable Chinese medicinal material. *Schisandra chinensis* is nourishing and is the first choice for producing health care products and drugs that are beneficial to brain, can soothe the nerves and regulate the nervous system. *Schizandra* can also serve as a processing raw material for fruit wines and fruit drinks. *Schizandra* is a multi-functional, multi -use wild pant with high development and utilization value, a broad application prospect and beneficial in resource conservation. According to on-site investigation, 125 tones (50 kg per hectare) of fresh fruit of *schizandra* can be produced annually, meaning 25 tones of dry *schizandra* can be produced. The current market price of dry *Schizandra* is approximately RMB40-50 per kg. Planting (cultivating) the materials in the Forest Land can enhance taste of product, prolong or shorten harvest time. according to market quotations because of less manpower and material resources, avoid market risk and effectively use forest lands while protecting species resources.

(vii) Forest frog' s oviduct (林蛙油) of Changbai Mountain

“the Chinese Pharmacology” records: forest frog' s oviduct is “can Run lung, promotes saliva or body fluids, the intensifier and nutritious high quality goods for the feeble human body” . The forest frog for producing forest frog' s oviduct (林蛙油) mainly produces in our country Northeast's Changbai Mountain area, is the Northeast area unique frog Variety. The current market price of forest frog's oviduct is approximately RMB5,200 per kg.

Xinxing Co belong to Antao Country which is located in the southwestern part of 延邊朝鮮自治區 (Yanbian Chaosian Autonomous Prefecture*), Jilin Province, the PRC. Antao County has an area of 7,438

km2. Yanbian Prefecture and Antao County are mainly mountainous areas located in Jilin Province, the PRC. To strive for developing local economy, the local governments of these two areas always encourage all kinds of enterprises to develop forest land resources. At present, the planting of organic food and organic Chinese medicine herbs and forest activities have become the hotspots of local economic growth in Yanbian Prefecture and Antao County. After many years of efforts in attracting outside capital investment, the local government of these two areas have gathered experiences in developing mountainous areas and forest land with private enterprises.

Jilin Province is geographically located in the middle latitude area of Northern continent. Its eastern part is near to Yellow Sea (黃海) and Japan Sea (日本海) and is relatively humid. Its western part is far away from the sea and is nearly to Mongolia Highland (蒙古高原) and is relatively dry. As a result of its unique geographical location, the four seasons in Jilin Province is particularly distinctive. The average yearly temperature in Jilin Province is 2-6 degree celsius. Sun light over a year is in average about 2,200-3,000 hours, yearly rainfall is about 400-900 mm. As the eastern part of Jilin Province is near to the sea, there are approximately 130 non-frozen days annually and approximately 150 non-frozen days annually in the western part of Jilin Province.

According to the Research on Local Chinese Medicines Herbs (道地藥材的成因研究) and Research on Relationship between Local Chinese Medicines Herbs and Environment (道地藥材與環境相關性研究), normally the breeding of Chinese medicine herbs is affected by factors like sunlight, temperature and rainfall. The traditional Chinese herbs materials including underground ginseng, Asarum (細辛), Acanthopanax senticosus (刺五加), Fritillaria Ussuriensis Maxim (平貝母), Fragrant Solomonseal Rhizome (玉竹), Wild Schisandra Chinensis (野生五味子) etc. bred on the Forest Land is recognized as local Chinese medicine herbs suitable for breeding in Jilin Province by the State and the weather condition is suitable for breeding of underground ginseng.

For the period ended 31 March 2016, turnover amounted to approximately RMB0 (2015: RMB0), due to that the Group's intention to harvest Ginseng and Herbs as and when it finds it is the appropriate harvest time for a better market value which could in turn maximise the return to the Group as well as the forest land was covered by snow and unable to gather the Underground Ginseng. Total comprehensive loss attributable to Shareholders amounted to approximately RMB943,000 (2015: total comprehensive loss: RMB1,267,000).

Prospects

The outlook for the PRC economy will remain uncertain in 2016. It is estimated that the economic growth will slow down further. Meanwhile, the PRC pharmaceutical industry is expected to face many uncertainties as well. While the reforms relating to medical system and healthcare institutions have been deepened, more policies are expected to be announced in 2016. However, in long-term, China's pharmaceutical market will still be the most potential market around the world with a growing momentum in general. Particularly, following the industry restructuring upon the completion of medical reform and the implementation of the New GMP, domestic medical system will keep optimizing; and with the increasing purchasing power of China's consumers, China's pharmaceutical market demand will be greater and greater. All these factors will create scope for the growth of the pharmaceutical industry. Therefore, there will be both opportunities and challenges within the industry.

The Group has been engaged in breeding, processing and sales of underground ginseng and related traditional Chinese medicine herbs, the performance has fallen short of expectation and has not been able to bring about material breakthrough to the Group's business development. Incomes and profits from

business have been declining precipitously due to such unfavourable factors as rises in raw material prices and energy costs and decrease in market demand. For maximization of all shareholders' interest, we are planning to shift the business direction and keeps looking for opportunity to increase its profitability and diversify its business and seek for strategic cooperation.

The Company entered into a strategic framework cooperation agreement on 13 April 2016 with Anhui Pharmaceutical (Group) Co., Ltd.* (安徽省醫藥(集團)股份有限公司) (“Anhui Pharmaceutical”) and Zhonghe Beidou Information Technology Co., Ltd.* (中和北斗信息技術股份有限公司) (“Zhonghe Beidou”) (the “Strategic Cooperation Framework Agreement”). Anhui Pharmaceutical is a major commercial enterprise established in December 2002 under the approval of its provincial government. Its predecessor was a pharmaceutical company with 58 years of history. Anhui Pharmaceutical is one of the first GSP certified corporations in the PRC, the vice president unit of Anhui Pharmaceutical Profession Association (安徽省醫藥行業協會), and a provincial pharmaceutical reserve unit of Anhui Province. It possesses self-operated import and export right. Its whollyowned subsidiary, Anhui Green Cross Pharmaceutical Chain Co., Ltd.* (安徽省綠十字醫藥連鎖有限公司) is one of the first GSP certified corporations in Anhui Province, and is one of the pharmaceutical chain retailers in Anhui Province with cross-regional operating licence. Zhonghe Beidou is a hi-tech joint stock enterprise specialising in the application of Beidou Navigation Satellite System (北斗衛星導航系統), and is one of the local agents of Beidou navigation services for civil use approved and authorised by China National Administration of GNSS and Applications (中國衛星導航定位應用管理中心). Zhonghe Beidou has a team of advanced technology talents who are involved in the operation and management, technological development, and promotion and application of Beidou system with the PRC government. It has a cloud platform for the management and services of Beidou satellite for civil use, Beidou navigation positioning software, Beidou precise timing technology and various core technologies of the Beidou application platforms for military and civil use, which allow it to possess certain competitive edges within the industry in terms of providing smart education, smart medical services, wildfire services, safe school bus services, monitoring and control of water and air pollution, and surveillance of pipe networks by using Beidou satellite.

Pursuant to the Strategic Cooperation Framework Agreement, the parties shall jointly establish a project company (the “Project Company”) of “pharmaceutical and Beidou big data, development of health related big data and healthcare management service” in the People’s Republic of China (the “PRC”). The Project Company shall develop its business mainly towards the integration of pharmaceutical technology with big data, development of smart medical services and healthcare management services and the construction of health Beidou big data. With the experience and connections of the Group’s management, we are fully confident of the long-term development of the Group and so our business transformation shall a wise decision.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 March 2016, the Group had total assets of approximately RMB115,847,000 which were financed by current liabilities of approximately RMB 13,110,000, long-term liabilities of approximately RMB 22,520,000 and shareholders’ equity of approximately RMB 80,217,000.

The Group generally services its debts primarily through cash generated from its operations. The financial position of the Group remains healthy. As at 31 March, 2016, the Group had cash and bank balances of approximately RMB 163,000. The substantial shareholders of the Company have expressed their intention to provide all necessary financial support to the Group. Taken into consideration of its current financial resources, the Directors believe that the Group shall have adequate fund for its continual operation and development.

Except for the borrowings disclosed above, as at 31 March 2016, the Group did not have any committed borrowing facilities.

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES, WARRANTS AND SHARE OPTIONS

As at 31 March, 2016, none of the Directors, Supervisors and the chief executive or their respective associates had interests in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO to be entered in the register referred to therein; or (c) pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors and Supervisors to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

So far as was known to any Director or Supervisor, as at 31 March, 2016, the persons or companies (not being a Director or Supervisor of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company were as follow:

- Long positions in Shares

Name	Number of domestic shares held	Approximate percentage Shareholding(%)
Beijing Baoying Chuangfu Investment Management Center (Limited Partnership)(note 1)	398,534,660	53.38%
Guo Feng (note 1)	137,611,830	18.43%

Note 1:

Pursuant to the Letters of Intent entered between Beijing Baoying Chuangfu Investment Management Center (Limited Partnership)("the purchaser") and Guo Feng ("Ms.Guo"), Zhang Yabin ("Mr.Zhang") respectively:

(1) Ms. Guo and the Purchaser have agreed to enter into (i) a share transfer agreement before 31 December 2016 pursuant to which Ms. Guo shall sell, and the Purchaser shall purchase, an aggregate of 137,611,830 Domestic Shares (representing approximately 18.43% of the entire issued share capital of the Company and being the remaining Domestic Shares held by Ms. Guo after the Share Transfer) at the Domestic Share Offer Price for an aggregate

consideration of RMB23,036,220 (equivalent to approximately HK\$27,528,944), and (ii) a Share Pledge Agreement pursuant to which Ms. Guo shall pledge an aggregate of 137,611,830 Domestic Shares (representing approximately 18.43% of the entire issued share capital of the Company) to the Purchaser; and

(2) Mr. Zhang and the Purchaser have agreed to enter into (i) a share transfer agreement before 31 July 2016 pursuant to which Mr. Zhang shall sell, and the Purchaser shall agree to purchase, an aggregate of 1,618,960 Domestic Shares (representing approximately 0.22% of the entire issued share capital of the Company and being all Domestic Shares held by Mr. Zhang) at the Domestic

Share Offer Price for an aggregate consideration of RMB271,014 (equivalent to approximately HK\$323,870), and (ii) a Share Pledge Agreement pursuant to which Mr. Zhang shall pledge an aggregate of 1,618,960 Domestic Shares (representing approximately 0.22% of the entire issued share capital of the Company) to the Purchaser.

The selling price per Domestic Share to be sold under the Letters of Intent was determined between the Purchaser and Ms. Guo and Mr. Zhang, respectively, after arms' length negotiations and was equivalent to the selling price per Domestic Share under the Share Transfer Agreements (being RMB0.1674 per Sale Share). The Letters of Intent are legally-binding on each party under the PRC laws.

Taking into account (i) the 137,611,830 Domestic Shares held by Ms. Guo and the 1,618,960 Domestic Shares held by Mr. Zhang to be transferred to the Purchaser pursuant to the Letters of Intent (representing approximately 18.647% of the entire issued share capital of the Company as at the date of this joint announcement); (ii) the 398,534,660 Domestic Shares beneficially held by the Purchaser upon the Share Transfer Completion (representing approximately 53.376% of the entire issued share capital of the Company as at the date of this joint announcement), the Purchaser shall holding an aggregate of 537,765,450 Domestic Shares (representing approximately 72.02% of the entire issued share capital of the Company).

Save as disclosed above, as at 31 March, 2016, the Directors were not aware of any other person who had an interest or short position in the Shares of the underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

DIRECTORS' AND SUPERVISORS' RIGHT TO ACQUIRE SHARES OR DEBT SECURITIES

As at 31 March, 2016, the Group was not a party to any arrangements to enable the Directors and Supervisors to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Group or any other body corporate, and none of the Directors and Supervisors or their spouses or children under the age of 18 had any right to subscribe the securities of the Group, or had exercised any such right.

COMPETING INTERESTS

None of the Directors and Supervisors, the management shareholders of the Group and their respective associates (as defined in the GEM Listing Rules) has an interest in any business which competes or may compete with the business of the Group.

AUDIT COMMITTEE

Pursuant to Rule 5.28 of the GEM Listing Rules, the Company has set up an audit committee. In compliance with Rule 5.29 of the GEM Listing Rules, the authority and responsibility of the audit committee has been properly written out. The primary duties of the audit committee are to review and supervise the financial reporting and internal control systems of the Company. The audit committee comprises Mr. Lam Kai Yeung, Ms. Niu Shu Min and Mr. Zhao Zhen Xing, all of who are independent non-executive Directors.

The audit committee had conducted a meeting and reviewed the Company's results for the period ended 31 March, 2016 and was of the opinion that the preparation of results complied with applicable accounting standards, the relevant regulatory and legal requirements and that adequate disclosure had been made.

CORPORATE GOVERNANCE CODE

The Directors considered that during the period under review, the Company has complied with the code provisions in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules.

STANDARD OF DEALINGS AND MODEL CODE OF PRACTICE FOR

SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted a model code of practice with standards not lower than those required for securities transactions by directors. The Company has confirmed after making due enquiries with the Directors in accordance with the code of practice, that all the Directors have complied with the standard of dealings and model code of practice in relation to securities transaction by directors.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Since the H shares of the Company commenced trading on GEM on 28 February, 2002, the Company has not purchased, sold or redeemed any of the Company's listed securities.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders for their full support.

By Order of the Board
Wang Shaoyan
Chairman

Beijing, the PRC
13 May, 2016

As at the date of this announcement, the Company's executive directors are Wang Shaoyan, Cui Bingyan and Qin Haibo; the Company's non-executive directors are Guo Aiqun and Cao Yang and the Company's independent non-executive directors are Zhao Zhen Xing, Chen Youfang and Hui Lai Yam.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the day of its posting.