



深圳市海王英特龍 生物技術股份有限公司

SHENZHEN NEPTUNUS INTERLONG
BIO-TECHNIQUE COMPANY LIMITED*

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

(於中華人民共和國註冊成立之股份有限公司)

Stock Code 股份代號 : 8329

* For identification purpose only 僅供識別之用



2018 第一季度報告 First Quarterly Report

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Shenzhen Neptunus Interlong Bio-technique Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM 的特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方可作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所的《GEM 證券上市規則》(「GEM 上市規則」)而刊載，旨在提供有關深圳市海王英特龍生物技術股份有限公司(「本公司」)的資料。本公司董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the “Board”) of the Company is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2018 (the “Quarter”), together with the unaudited comparative figures for the corresponding period of 2017.

季度業績 (未經審核)

本公司董事會(「董事會」)欣然呈列本公司及其附屬公司(統稱「本集團」)截至二零一八年三月三十一日止三個月(「本季度」)之未經審核綜合業績連同二零一七年同期之未經審核比較數字。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

簡明綜合損益及其他全面收益表 (未經審核)

For the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月

For the three months ended
31 March
截至三月三十一日止三個月

		Note	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入	3	204,674	159,755
Cost of Sales	銷售成本		(90,408)	(81,944)
Gross profit	毛利		114,266	77,811
Other revenue	其他收入	3	1,864	745
Other net income	其他收入淨額	3	2,223	284
Selling and distribution expenses	銷售及分銷開支		(78,001)	(41,642)
Administrative expenses	行政開支		(13,672)	(12,784)
Other operating expenses	其他經營開支		(7,727)	(5,759)
Profit from operations	經營溢利		18,953	18,655

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

簡明綜合損益及其他全面收益表(未經審核)

For the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月

			For the three months ended 31 March 截至三月三十一日止三個月	
			2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Note 附註		
Finance costs	財務成本	4	(379)	(737)
Profit before taxation	除稅前溢利	4	18,574	17,918
Income tax expense	所得稅開支	5	(3,952)	(3,703)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		14,622	14,215
Profit and total comprehensive income for the period attributable to:	以下各項應佔期內溢利及全面收益總額：			
Owners of the Company	本公司擁有人		12,727	11,951
Non-controlling interests	非控股權益		1,895	2,264
Earnings per share for profit attributable to the owners of the Company during the period	期內本公司擁有人應佔溢利的每股盈利			
Basic and diluted	基本及攤薄	7	RMB0.76 cents 人民幣0.76分	RMB0.71 cents 人民幣0.71分

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月

		Attributable to owners of the Company							
		本公司擁有人應佔							
		Share capital	Share premium	Capital reserve	Statutory reserve fund	Retained earnings	Sub-total	Non-controlling interests	Total equity
		股本	股份溢價	資本儲備	法定公積	保留盈利	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017 (Audited)	於二零一七年一月一日(經審核)	167,800	554,844	(188,494)	43,749	21,693	599,592	99,947	699,539
Change in equity for 2017	二零一七年權益變動								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	11,951	11,951	2,264	14,215
At 31 March 2017 (Unaudited)	於二零一七年三月三十一日(未經審核)	167,800	554,844	(188,494)	43,749	33,644	611,543	102,211	713,754
At 1 January 2018 (Audited)	於二零一八年一月一日(經審核)	167,800	554,844	(188,494)	48,619	67,080	649,849	99,919	749,768
Change in equity for 2018	二零一八年權益變動								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	12,727	12,727	1,895	14,622
At 31 March 2018 (Unaudited)	於二零一八年三月三十一日(未經審核)	167,800	554,844	(188,494)	48,619	79,807	662,576	101,814	764,390

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2018

1. CORPORATE INFORMATION

The Company is a joint stock limited company registered in the People's Republic of China (the "PRC"). The registered office of the Company is located at 1st Floor, Block 1, Research Building, Neptunus Technical Center, Langshan 2nd R.N., Nanshan District, Shenzhen, Guangdong Province, the PRC.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the three months ended 31 March 2018 have been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and applicable disclosure requirements of the GEM Listing Rules.

The accounting policies adopted in the preparation of these unaudited condensed consolidated financial statements are consistent with those adopted for the preparation of annual financial statements for the year ended 31 December 2017 except for changes in accounting policies, if required, in adopting new or revised HKFRSs and interpretations that are first effective for accounting periods beginning on or after 1 January 2018. These unaudited condensed consolidated financial statements do not include all the information and disclosures required for annual financial statements, and should be read in conjunction with the Group's financial statements for the year ended 31 December 2017.

The HKICPA has issued a number of new and revised HKFRSs and Interpretations that are first effective or available for early adoption for the current accounting period of the Company. There have been no significant changes to the accounting policy applied in these financial statements for the periods as a result of the developments.

未經審核簡明綜合財務報表附註

截至二零一八年三月三十一日止三個月

1. 公司資料

本公司為一家在中華人民共和國(「中國」)註冊的股份有限公司。本公司註冊辦事處位於中國廣東省深圳市南山區郎山二路北海王技術中心科研大樓1棟1樓。

2. 編製基準及會計政策

截至二零一八年三月三十一日止三個月之未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒布之香港財務報告準則(「香港財務報告準則」)及GEM上市規則之適用披露條文而編製。

於編製本未經審核簡明綜合財務報表時所採納之會計政策，與編製截至二零一七年十二月三十一日止年度之年度財務報表所採用者一致，惟因採納於二零一八年一月一日或之後的會計期間首次生效的全新或經修訂的香港財務報告準則及詮釋而需要作出的會計政策變動除外。本未經審核簡明綜合財務報表並無載納年度財務報表要求之所有數據及披露事項，並須與截至二零一七年十二月三十一日止年度之本集團財務報表一併閱讀。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則及詮釋，並已首次生效或可供本公司於本會計期間提早採用。此項進展對於各期間財務報表所應用之會計政策並無產生重大變動。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

This condensed consolidated financial information for the 3 months ended 31 March 2018 comprise the Company and its subsidiaries. The measurement basis used in the preparation of these financial statements is the historical cost basis. These financial statements are presented in Renminbi (“RMB”), and it is also the functional currency of the Company. All amounts are rounded to the nearest thousand except where otherwise indicated.

These condensed consolidated financial statements of quarterly financial information are unaudited.

3. REVENUE AND OTHER REVENUE

Revenue represents the invoiced value of goods sold and services provided (net of value-added tax and after allowances for returns and trade discounts). An analysis of revenue and other revenue is as follows:

Revenue	收入
Manufacturing and selling of medicines	生產和銷售藥品
Sales and distribution of medicines and healthcare products*	銷售及分銷藥品及保健品*

* For the three months ended 31 March 2018, the revenue from sales and distribution of medicines and healthcare products included the revenue from sales management services of pharmaceutical products of approximately RMB10,687,000 (for the three months ended 31 March 2017: Nil).

2. 編製基準及會計政策(續)

截至二零一八年三月三十一日止三個月之未經審核簡明綜合財務資料包括本公司及其附屬公司。編製本財務報表時所使用的量度基準為歷史成本基準。本財務報表乃以人民幣(「人民幣」)呈列，而人民幣亦為本公司的功能貨幣。除另有指明外，所有金額均以四捨五入方式約整至最接近的千位數。

本季度財務資料的簡明綜合財務報表未經審核。

3. 收入及其他收入

收入指已售貨品及提供服務的發票金額(扣除增值稅及退貨和貿易折扣撥備)。收入及其他收入分析如下：

For the three months ended 31 March

截至三月三十一日止三個月

2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
110,732	109,017
93,942	50,738
204,674	159,755

* 截至二零一八年三月三十一日止三個月，銷售及分銷藥品及保健品收入包含了藥品銷售管理服務收入約人民幣10,687,000元(截至二零一七年三月三十一日止三個月：無)。

3. REVENUE AND OTHER REVENUE (CONTINUED)

3. 收入及其他收入(續)

		For the three months ended	
		31 March	
		截至三月三十一日止三個月	
		2018	2017
		二零一八年	二零一七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Other revenue	其他收入		
Interest income from bank deposits	銀行存款利息收入	791	576
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	–	12
Government subsidies	政府補貼		
– released from deferred revenue	– 轉撥自遞延收益	968	100
– directly recognised in profit or loss	– 直接計入損益	17	46
Others	其他	88	11
		1,864	745
Other net income	其他收入淨額		
Reversal of write down of inventories	存貨撇減撥回	2,208	–
Reversal overprovision of retirement benefit	退休福利超額撥備撥回	–	270
Net foreign exchange gains	匯兌收益淨額	–	14
Others	其他	15	–
		2,223	284

4. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

4. 除稅前溢利

本集團之除稅前溢利經扣除以下各項：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
(a) Finance costs	(a) 財務成本		
Interest on bank loans	銀行貸款利息	379	737
Total interest expense on financial liabilities not at fair value through profit or loss	並非透過損益按公平值列賬 金融負債的利息開支總額	379	737
(b) Staff costs (including directors' emoluments)	(b) 職工成本(包括董事酬金)		
Salaries, wages and other benefits	薪金、工資及其他福利	16,351	14,558
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	3,689	4,018
		20,040	18,576

4. PROFIT BEFORE TAXATION (CONTINUED)

4. 除稅前溢利(續)

		For the three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
(c) Other items	(c) 其他項目		
Amortisation	攤銷		
– prepaid lease payments	– 預付租賃款項		
– charged to unaudited condensed consolidated statement of profit or loss and other comprehensive income	– 計入未經審核簡明綜合損益及其他全面收益表	393	393
– capitalised in construction-in-progress	– 於在建工程中資本化	–	195
		393	588
– intangible assets*	– 無形資產*	953	1,028
Depreciation	折舊	3,151	3,526
Cost of inventories	存貨成本	81,030	81,346
Research & development costs*	研究與開發成本*	5,008	3,958
Operating lease charges:	經營租賃開支：		
– minimum lease payment	– 最低租賃付款	2,572	1,724
Write down of inventories*	撇減存貨*	1,759	773
Auditor's remuneration	核數師酬金		
– non-audit services	– 非審計服務	4	77

* These amounts are included in "Other operating expenses" presented on the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

* 此等數額已計入未經審核簡明綜合損益及其他全面收益表之「其他經營開支」內。

5. INCOME TAX

Income tax in the unaudited condensed consolidated statement of profit or loss and other comprehensive income represents:

5. 所得稅

未經審核簡明綜合損益及其他全面收益表內的所得稅指：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax	即期稅項		
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」) 撥備	4,013	3,810
Deferred tax	遞延稅項		
Reversal of temporary differences	暫時性差額的撥回	(61)	(107)
		3,952	3,703

Hong Kong profits tax has not been provided for as the Group had no income assessable to Hong Kong profits tax during the Quarter (for the three months ended 31 March 2017: Nil).

As at 31 March 2018 and 2017, two subsidiaries of the Group established in the PRC are qualified as high technology enterprises. In accordance with the applicable Enterprise Income Tax Law of the PRC, these subsidiaries are subject to the PRC EIT at a preferential rate of 15%.

The Company and other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the three months ended 31 March 2018 and 2017.

由於本集團於本季度並無在香港產生任何應課稅溢利，故並無計提香港利得稅撥備（截至二零一七年三月三十一日止三個月：無）。

於二零一八年及二零一七年三月三十一日，本集團有兩間於中國成立的附屬公司合資格為高新技術企業。根據適用的中國企業所得稅法，該等附屬公司須按15%優惠稅率繳納中國企業所得稅。

截至二零一八年及二零一七年三月三十一日止三個月，本公司及其他中國附屬公司則按25%的稅率繳納中國企業所得稅。

6. DIVIDENDS

The Board does not recommend the payment of any dividend for the Quarter (2017: Nil).

7. EARNINGS PER SHARE

Basic earnings per share

During the Quarter, the calculation of basic earnings per share was based on the unaudited profit attributable to owners of the Company of approximately RMB12,727,000 (for the three months ended 31 March 2017: approximately RMB11,951,000) and the weighted average number of 1,678,000,000 ordinary shares in issue for the Quarter (for the three months ended 31 March 2017: the weighted average number of 1,678,000,000 ordinary shares in issue).

Diluted earnings per share

Diluted earnings per share for the three months ended 31 March 2018 and 2017 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

6. 股息

董事會並不建議就本季度派付任何股息(二零一七年:無)。

7. 每股盈利

每股基本盈利

於本季度,每股基本盈利乃根據未經審核本公司擁有人應佔溢利約人民幣12,727,000元(截至二零一七年三月三十一日止三個月:約人民幣11,951,000元)以及本季度已發行普通股加權平均數1,678,000,000股(截至二零一七年三月三十一日止三個月:已發行普通股加權平均數1,678,000,000股)計算。

每股攤薄盈利

由於截至二零一八年及二零一七年三月三十一日止三個月內並無具潛在攤薄影響的已發行普通股,因此該等期間的每股攤薄盈利與每股基本盈利相等。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the Quarter, the Group was principally engaged in the research and development, manufacturing and selling of medicines, and the purchase and sales of medicines and healthcare food products in the PRC. The medicines being sold by the Group mainly cover four therapeutic areas which are oncology, cardiovascular system, respiratory system and digestive system.

Research and Development, Manufacturing and Selling of Medicines

Currently, the Group manufactures its own medicines through the production base (“Fuzhou Production Base”) located in Jin’an District, Fuzhou, Fujian Province, the PRC, including herbal medicine, generic drugs, transfusion, anti-tumor drugs and other drugs. The Fuzhou Production Base is the only narcotic production base in Fujian Province designated by the State and also the only medicine production base for army reserves in Fujian Province for the General Logistics Department of the Chinese People’s Liberation Army.

Currently, the Group’s research and development work is mainly carried out by way of independent research and development and cooperation with external research and development institutions to meet the internal development demands of the Group. Two pharmaceutical manufacturing subsidiaries of the Group are high-tech enterprises. They currently possess various new drugs and exclusive products with self-owned intellectual property rights, including Tegafur, Gimeracil and Oteracil Potassium Tablets (the “TGOP Tablets” 替吉奧片, a new drug for anti-gastric cancer), Xiaozheng Yigan Tablets (消症益肝片, an anti-liver-cancer drug), Proteoglycan Tablets (多糖蛋白片, for enhancing immune system), Biyuan Capsules (鼻淵膠囊, an anti-rhinitis medicine), Amaranth Berberine Capsules (莧菜黃連素膠囊, a drug for acute diarrhea) and HTK Myocardial Protection Cardioplegic Solution (HTK心肌保護停跳液, a Class III medical device).

管理層討論及分析

業務回顧

本集團於本季度主要在中國從事藥品的研發、生產及銷售，以及藥品及保健食品的購銷。本集團銷售的藥品主要涵蓋腫瘤、心血管系統、呼吸系統及消化系統四大治療領域。

藥品研發、生產及銷售

目前，本集團的自有藥品通過位於中國福建省福州市晉安區的生產基地（「福州生產基地」）進行生產，包括中藥、普藥、輸液、抗腫瘤藥物及各種其他藥物。福州生產基地，是國家在福建省唯一指定的麻醉品生產基地，也是國家及中國人民解放軍總後勤部在福建省唯一的戰備藥品儲備生產基地。

目前，本集團研發工作主要通過自主研發和與外部研發機構合作的方式服務本集團的內部發展需求。本集團旗下現有兩家製藥附屬公司為高新技術企業。他們目前擁有多個新藥和自主知識產權獨家產品，如抗胃癌新藥替吉奧片（「替吉奧片」）、抗肝癌藥消症益肝片、提高免疫力的多糖蛋白片、抗鼻炎用藥鼻淵膠囊、急性腹瀉用藥莧菜黃連素膠囊以及HTK心肌保護停跳液（國家三類醫療器械產品）等。

Under the national policy in relation to quality consistency evaluation for generic drugs promulgated in 2016, appropriate types of medicines were proactively selected by a pharmaceutical manufacturing subsidiary of the Group and the first batch of medicines was selected to proceed with the quality consistency evaluation for generic drugs in 2016, and the relevant work is under orderly progress.

During the Quarter, the manufacturing and selling of medicines business remained stable overall, but its operating pressure continued to mount. Under the impact of national policies, hospitals further restricted the use of antibiotics, gradually eliminated outpatient transfusion resulting in the decline in demand for some large-capacity injections. Meanwhile, Fujian Province has not yet launched its new tender policy. As a result, the total sales of the large-capacity injection series products during the Quarter declined compared to the corresponding period of last year. The sales of TGOP Tablets were good in year 2017 and the Quarter. However, as the supply of Tegafur, one of the active ingredients of TGOP Tablets, is tight across China in 2018, manufacturers of TGOP products (including capsules and tablets) in China are affected to various extents. The production of TGOP Tablets by relevant pharmaceutical manufacturing subsidiary of the Group is also affected. In addition, to ensure and improve product quality, the Group intends to increase the input in product quality assurance system and quality consistency evaluation for generic drugs, which will leads to the increase in relevant costs and expenses. Benefited from the State's support for the development of herbal medicine industry, as well as the increasing demand for herbal medicine products, herbal medicine products continued to record good sales.

根據國家於二零一六年出台的有關仿製藥一致性評價的政策，本集團旗下相關製藥附屬公司已積極篩選品種，並於二零一六年度啟動了首批篩選品種的仿製藥一致性評價，目前相關工作正在有序推進過程中。

於本季度，本集團藥品生產及銷售業務總體規模雖保持平穩，但經營壓力持續上升。由於受國家政策的影響，醫院進一步加強抗生素用藥限制，並逐步取消門診輸液等，醫院對大容量注射劑部分產品需求下降；同時福建省新的招標政策尚未出台，本季度大容量注射劑系列產品總體銷售較去年同期有所下滑。替吉奧片二零一七年度及本季度銷售良好，但由於替吉奧片其中一種原料藥—替加氟，二零一八年在全國範圍內供應短缺，國內替吉奧產品（包括膠囊劑和片劑）的生產廠家均受到了不同程度的影響，本集團相關製藥附屬公司替吉奧片的生產亦受到一定影響。此外，為確保和提升產品質量，本集團擬加大對藥品生產質量保障體系和仿製藥一致性評價的投入，將會導致相關成本費用增加。而受益於國家對中醫藥產業發展的支持，以及國人對中藥產品需求的提升，中藥產品持續保持良好的銷售情況。

Purchase and Sales of Medicines and Healthcare Food Products

Currently, the main products distributed by the Group are medicines and healthcare food products, including the well-known product series of the Neptunus Ginkgo Leaves Tablets (海王銀杏葉片) and Neptunus Jinzun (海王金樽). In 2017, Neptunus® Yinkeluo® Ginkgo Leaves Tablets was listed in the Rui Sub-List of China Pharmaceutical Brand List (中國製藥•品牌榜銳榜) sponsored by Menet (previously known as China Pharmaceutical Economic Information Network).

During the Quarter, the purchase and sales of medicines and healthcare food products business continued to grow. Among which, the sales volume through large and medium-sized chain drugstores continued to grow due to reasons such as the increase in demands in domestic pharmaceutical retail market and healthcare food products market, the increase in the number of products and categories distributed by the Group, adoption of a flexible and diversified sales policy, in-depth optimization of the sales force etc. Due to the implementation of “two invoice system” (兩票制) and “one invoice system” (一票制) in the PRC, the marketing model of drugs that were sold to terminal medical institutions through professional sales promotion companies is still subject to adjustment. The overall sales revenue of the purchase and sales of medicines and healthcare food products business continued to maintain positive growth.

In order to reduce the intermediate links in pharmaceutical circulation, the PRC government has actively implemented “two invoice system” (兩票制) throughout the country and implemented “one invoice system” (一票制) in some provinces. Due to the impact of such policies, certain pharmaceutical products which were originally distributed through the Group are now needed to be directly supplied to hospitals or terminal distributors by the pharmaceutical manufacturing enterprises. To adapt to the new policy environment, the Group has proactively adjusted its business model, and has started to provide sales management services of pharmaceutical products to relevant pharmaceutical manufacturing enterprises based on the existing purchase and sales business model and the needs of end customers and manufacturing enterprises. So far, the business is being carried out progressively.

藥品及保健食品購銷

目前，本集團主要代理產品為藥品及保健食品，其中包括著名的海王銀杏葉片系列產品和海王金樽系列產品。海王®銀可絡®銀杏葉片在二零一七年度入選了由米內網(原名中國醫藥經濟信息網)主辦的「中國製藥•品牌榜銳榜」。

於本季度，藥品及保健食品購銷業務繼續保持增長。其中：通過大中小型連鎖藥店銷售的藥品及保健食品，因國內藥品零售市場及保健品市場的需求上升、本集團代理分銷產品數量和類別的增加、採取靈活多樣銷售政策、深入優化銷售隊伍等原因，銷售收入持續上升；通過專業銷售推廣公司銷售至終端醫療機構的藥品，因受國內「兩票制」和「一票制」實施的影響，尚處於營銷模式的調整期。總體而言，藥品及保健食品購銷業務的銷售收入繼續保持良好的增長趨勢。

為降低藥品流通的中間環節，中國政府在全國範圍內積極推行「兩票制」並在部分省份實施「一票制」。受到該等政策的影響，原透過本集團分銷的部分藥品，現需由藥品生產企業直接向醫院或終端分銷商供貨。為適應新政策環境，本集團積極調整業務模式，在原有購銷業務模式的基礎上，根據終端客戶和生產企業的需求，開始向相關藥品生產企業提供藥品銷售管理服務。目前，該業務正在逐步開展。

FINANCIAL REVIEW

The Group's revenue for the Quarter was approximately RMB204,674,000, representing an increase of approximately 28.12% from approximately RMB159,755,000 for the corresponding period of last year. For the revenue, approximately RMB110,732,000 which amounted to approximately 54.1% of the revenue was derived from the manufacturing and selling of medicines segment, while approximately RMB93,942,000 which amounted to approximately 45.9% of the revenue was derived from the sales and distribution of medicines and healthcare products segment. During the Quarter, the revenue from the manufacturing and selling of medicines segment slightly increased by approximately 1.57% as compared with the corresponding period of last year, while the revenue of the sales and distribution of medicines and healthcare products segment increased by approximately 85.15% as compared with the corresponding period of last year. Thereby the total revenue of the Group had an overall increase. The Group's revenue derived from sales management services of pharmaceutical products in the Quarter was approximately RMB10,687,000, which amounted to approximately 11.38% of the revenue of the sales and distribution of medicines and healthcare products segment.

During the Quarter, the Group's gross profit margin was approximately 56%, representing an increase of approximately 7 percentage points from approximately 49% for the corresponding period of last year. The increase of gross profit margin was mainly attributable to the fact that (i) the successive implementation of the "two invoice system" (兩票制) across the country resulted in the increase in sales expenses borne by the manufacturing and selling of medicines segment, which led to the increase of prices for certain products. And with the overall promotion and implementation of the "two invoice system" (兩票制), relevant influence will gradually grow and reflect; and (ii) due to the increase in market prices of certain products, the manufacturing and selling of medicines segment increased the prices of these products accordingly.

財務回顧

本集團於本季度之收入約為人民幣204,674,000元，較去年同期約人民幣159,755,000元上升約28.12%。於收入中，約人民幣110,732,000元來自於生產和銷售藥品分部，佔收入約54.1%；約人民幣93,942,000元來自於銷售及分銷藥品及保健品分部，佔收入約45.9%。於本季度生產和銷售藥品分部的收入較去年同期略有輕微上升約1.57%，而銷售及分銷藥品及保健品分部的收入較去年同期上升約85.15%，因此本集團整體收入有所上升。於本季度，本集團藥品銷售管理服務業務收入總額約人民幣10,687,000元，約佔銷售及分銷藥品及保健品分部收入的11.38%。

本集團於本季度之毛利率約為56%，較去年同期約49%上升約7個百分點。毛利率的上升主要是因為(i)全國「兩票制」陸續實施，本集團生產和銷售藥品分部承擔的銷售費用相應增加，因而導致部分產品售價增加。隨著「兩票制」的全面推廣和實施，有關影響逐漸增強和體現；及(ii)因部分產品市場價格上升，生產和銷售藥品分部相應提升了部分產品的售價。

During the Quarter, the Group's gross profit was approximately RMB114,266,000, representing an increase of approximately 46.85% from approximately RMB77,811,000 for the corresponding period of last year. The increase of gross profit was mainly attributable to the increase in the Group's total revenue and gross profit margin.

During the Quarter, the Group's selling and distribution expenses were approximately RMB78,001,000, representing an increase of approximately 87.31% from approximately RMB41,642,000 for the corresponding period of last year. The increase in selling and distribution expenses was mainly due to the fact that (i) as the sales scale of the sales and distribution of medicines and healthcare products segment increased, its sales expenses increased accordingly; (ii) the successive implementation of the "two invoice system" (兩票制) across the country resulted in a significant increase in sales expenses as compared with the corresponding period of last year.

During the Quarter, the Group's administrative expenses were approximately RMB13,672,000, representing an increase of approximately 6.95% from approximately RMB12,784,000 for the corresponding period of last year. The increase in administrative expenses was mainly due to the increase in labour costs of the Group.

During the Quarter, the Group's other operating expenses amounted to approximately RMB7,727,000, representing an increase of approximately 34.17% from approximately RMB5,759,000 for the corresponding period of last year. The increase in other operating expenses was mainly due to (i) increase in research and development costs; and (ii) increase in inventory written down.

本集團於本季度之毛利約為人民幣114,266,000元，較去年同期約人民幣77,811,000元上升約46.85%。毛利的上升主要是因為本集團整體收入及毛利率均有所上升。

本集團於本季度之銷售及分銷開支約為人民幣78,001,000元，較去年同期約人民幣41,642,000元增加約87.31%。銷售及分銷開支有所增加主要由於(i)銷售及分銷藥品及保健品分部的銷售規模增長，故銷售費用相應增加；及(ii)全國「兩票制」的陸續實施，造成銷售費用較去年同期有大幅增加。

本集團於本季度之行政開支約為人民幣13,672,000元，較去年同期約人民幣12,784,000元上升約6.95%。行政開支上升主要由於本集團人工成本有所上升。

本集團於本季度之其他經營開支約為人民幣7,727,000元，較去年同期約人民幣5,759,000元上升約34.17%。其他經營開支上升的主要原因：(i)研發支出增加；及(ii)存貨撇減增加。

During the Quarter, the Group's finance costs amounted to approximately RMB379,000, representing a decrease of approximately 48.58% from approximately RMB737,000 for the corresponding period of last year. During the Quarter, the average principal amount of bank loans of the Group decreased as compared with the corresponding period of last year, and finance costs decreased accordingly.

During the Quarter, the Group's profit after tax was approximately RMB14,622,000, representing an increase of approximately 2.86% from approximately RMB14,215,000 for the corresponding period of last year. Profit attributable to the owners of the Company was approximately RMB12,727,000, representing an increase of approximately 6.49% from approximately RMB11,951,000 for the corresponding period of last year.

LIQUIDITY AND FINANCIAL RESOURCES

The Group usually finances its operating and investing activities with its internal financial resources and bank loans. The Group's transactions are mainly denominated in Renminbi and the Group reviews its demand for working capital and financing on a regular basis.

Banking facilities

As at 31 March 2018, the Group's total banking facility amounted to RMB100,000,000, which is secured by pledge of buildings and prepaid lease payments of a subsidiary. As at 31 March 2018, the total banking facility was utilized to the extent of RMB30,000,000, and thus the short-term bank borrowings of RMB30,000,000 was outstanding.

本集團於本季度之財務成本約為人民幣379,000元，較去年同期約人民幣737,000元下降約48.58%。本集團於本季度平均銀行貸款本金較去年同期有所下降，因此財務成本有所下降。

本季度，本集團除稅後溢利約為人民幣14,622,000元，較去年同期約人民幣14,215,000元上升約2.86%。本公司擁有人應佔溢利約為人民幣12,727,000元，較去年同期約人民幣11,951,000元上升約6.49%。

流動資金及財務資源

本集團一般以內部財務資源及銀行借貸作為其經營及投資活動之資金。本集團之買賣交易主要以人民幣列值，並定期檢討對流動資金及融資的需要。

銀行融資

於二零一八年三月三十一日，本集團之銀行融資總額度為人民幣100,000,000元，由一家附屬公司的房屋及預付租賃款項作抵押。於二零一八年三月三十一日，該銀行融資總額度已動用人民幣30,000,000元，因此有短期銀行借款人民幣30,000,000元尚未歸還。

Shareholder's entrusted loan

The Company obtained a shareholder's entrusted loan of RMB9,000,000 from Shenzhen Neptunus Bio-engineering Co., Ltd. ("Neptunus Bio-engineering") through an entrusted arrangement with a bank. Neptunus Bio-engineering had undertaken to the Company that it would not demand repayment of the above-mentioned shareholder's entrusted loan unless and until: (1) the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or its business objectives as set out in the prospectus published by the Company on 29 August 2005 (the "Prospectus"); (2) each of the independent non-executive Directors was of the opinion that the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or the implementation of its business objectives as set out in the Prospectus, and the Company would make an announcement in respect of the decision of the independent non-executive Directors made under (2); and (3) the Company had a positive cash flow and had retained profits in the relevant financial year.

CONTINGENT LIABILITY

As at 31 March 2018, the Group had no significant contingent liabilities.

股東委託借款

本公司透過與銀行訂立委託安排自深圳市海王生物工程股份有限公司(「海王生物」)取得股東委託借款人民幣9,000,000元。海王生物已向本公司承諾其將不會要求本公司償還上述股東委託借款，除非及直至：(1)償還該股東委託借款將不會對本公司之業務及／或本公司於二零零五年八月二十九日刊發之招股章程(「招股章程」)所載本公司之業務目標構成不利影響；(2)各獨立非執行董事認為償還該股東委託借款將不會對本公司之業務及／或實行招股章程所載本公司之業務目標構成不利影響，以及本公司將就獨立非執行董事根據(2)所作決定作出公告；及(3)本公司於有關財政年度錄得正數現金流量及保留盈利。

或然負債

於二零一八年三月三十一日，本集團並無任何重大或然負債。

INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE LISTED SECURITIES

As far as the Directors and supervisors of the Company are aware, as at 31 March 2018, the interests and short positions of the Directors, supervisors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be and were recorded in the register to be kept by the Company, or were required, pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange were as follows:

Long positions in the shares of the Company:

Director	Capacity	Type of interests	Number of domestic shares held 持有 內資股 股份數目	Approximate percentage of all the domestic shares 佔所有 內資股的 概約百分比	Approximate percentage of the Company's issued share capital 佔本公司 已發行股本的 概約百分比
董事	身份	權益種類			
Mr. Song Ting Jiu (Note 1) 宋廷久先生 (附註1)	Beneficial owner 實益擁有人	Personal 個人	1,521,500	0.12%	0.09%

Note:

1 Non-executive Director of the Company

董事、監事及最高行政人員於上市證券中的權益及淡倉

就本公司董事及監事所知，於二零一八年三月三十一日，本公司董事、監事及最高行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第十五部)之股份、相關股份及債權證中擁有須根據證券及期貨條例第十五部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文被當作或視為彼等擁有之權益或淡倉)；或須根據證券及期貨條例第352條須由本公司存備之登記冊將記錄及已記錄之權益或淡倉；或根據GEM上市規則第5.46條至5.67條之規定而須知會本公司及聯交所之權益及淡倉如下：

於本公司股份之好倉：

Director	Capacity	Type of interests	Number of domestic shares held 持有 內資股 股份數目	Approximate percentage of all the domestic shares 佔所有 內資股的 概約百分比	Approximate percentage of the Company's issued share capital 佔本公司 已發行股本的 概約百分比
董事	身份	權益種類			
Mr. Song Ting Jiu (Note 1) 宋廷久先生 (附註1)	Beneficial owner 實益擁有人	Personal 個人	1,521,500	0.12%	0.09%

附註：

1 為本公司的非執行董事

INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE LISTED SECURITIES (Continued)

Long positions in shares of associated corporations of the Company:

董事、監事及最高行政人員於上市證券中的權益及淡倉(續)

於本公司相聯法團股份之好倉：

Director/Chief Executive	Capacity	Type of Interests	Name of associated corporation	Number of shares held in associated corporation	Approximate percentage of the associated corporation's issued share capital
董事／最高行政人員	身份	權益種類	相聯法團名稱	持有相聯法團之股份數目	佔相聯法團之已發行股本概約百分比
Mr. Zhang Feng (Note (a)) 張鋒先生 (附註(a))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	1,331,093	0.05%
Mr. Liu Zhan Jun (Note (b)) 劉占軍先生 (附註(b))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	8,883,793	0.34%
Ms. Yu Lin (Note (c)) 于琳女士 (附註(c))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	2,144,660	0.08%
Mr. Song Ting Jiu (Note (d)) 宋廷久先生 (附註(d))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	1,516,200	0.06%
Mr. Zhao Wen Liang (Note (e)) 趙文梁先生 (附註(e))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	700,000	0.03%
Ms. Mu Ling Xia (Note (f)) 慕凌霞女士 (附註(f))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	656,000	0.02%

INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE LISTED SECURITIES (Continued)

Notes:

- (a) Mr. Zhang Feng, chairman of the Board of the Company and deputy chairman of the board of directors of Neptunus Bio-engineering, was beneficially interested in approximately 0.05% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Shenzhen Neptunus Oriental Investment Company Limited ("Neptunus Oriental").
- (b) Mr. Liu Zhan Jun, non-executive Director of the Company and director and president of Neptunus Bio-engineering, was beneficially interested in approximately 0.34% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (c) Ms. Yu Lin, non-executive Director of the Company, was beneficially interested in approximately 0.08% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (d) Mr. Song Ting Jiu, non-executive Director of the Company, was beneficially interested in approximately 0.06% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (e) Mr. Zhao Wen Liang, non-executive Director of the Company, was beneficially interested in approximately 0.03% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (f) Ms. Mu Ling Xia, vice general manager of the Company, was beneficially interested in approximately 0.02% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.

董事、監事及最高行政人員於上市證券中的權益及淡倉(續)

附註：

- (a) 本公司董事會主席及海王生物董事局副主席張鋒先生實益擁有本公司控股股東海王生物全部已發行股本約0.05%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經深圳海王東方投資有限公司(「海王東方」)間接持有。
- (b) 本公司非執行董事及海王生物董事兼總裁劉占軍先生實益擁有本公司控股股東海王生物全部已發行股本約0.34%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (c) 本公司非執行董事于琳女士實益擁有本公司控股股東海王生物全部已發行股本約0.08%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (d) 本公司非執行董事宋廷久先生實益擁有本公司控股股東海王生物全部已發行股本約0.06%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (e) 本公司非執行董事趙文梁先生實益擁有本公司控股股東海王生物全部已發行股本約0.03%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (f) 本公司副總經理慕凌霞女士實益擁有本公司控股股東海王生物全部已發行股本約0.02%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。

INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE LISTED SECURITIES (Continued)

Save as disclosed above, as at 31 March 2018, none of the Directors, supervisors or chief executives of the Company nor their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of SFO, or were required, pursuant to section 352 of the SFO, to be and were recorded in the register to be kept by the Company, or were required, pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME, CONVERTIBLE SECURITIES AND WARRANTS

Up to 31 March 2018, the Company and its subsidiaries have not adopted any share option scheme and have not granted any option, convertible securities, warrants or other similar rights.

DIRECTORS' AND SUPERVISORS' SHARE OPTIONS, WARRANTS OR CONVERTIBLE BONDS

At any time during the Quarter, none of the Directors or supervisors of the Company or their respective spouse or minor children were granted any share options, warrants or convertible bonds of the Company, its subsidiaries or associated corporation.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as the Directors and supervisors of the Company are aware, as at 31 March 2018, the interests and/or short positions held by shareholders (not being a Director, a supervisor or a chief executive of the Company) in shares or underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or had otherwise notified to the Company were as follows:

董事、監事及最高行政人員於上市證券中的權益及淡倉(續)

除上文披露者外，於二零一八年三月三十一日，本公司董事、監事或最高行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第十五部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第十五部知會本公司及聯交所之權益及淡倉；或須根據證券及期貨條例第352條須由本公司存備之登記冊將記錄及已記錄之權益或淡倉；或根據GEM上市規則第5.46條至5.67條之規定而須知會本公司及聯交所之權益及淡倉。

購股權計劃、可轉換證券及認股權證

截至二零一八年三月三十一日，本公司及其附屬公司未曾採納任何購股權計劃，亦無授出任何購股權、可轉換證券、認股權證或其他類似權利。

董事及監事的股份期權、認購權證或可換股債券

於本季度內任何時間，本公司任何董事或監事或彼等各自的配偶或未成年子女概無獲授任何本公司，其附屬公司或相聯法團的購股權、認股權證或可換股債券。

主要股東於股份及相關股份的權益

據本公司董事及監事所知，於二零一八年三月三十一日，股東(並非本公司董事、監事或最高行政人員)根據證券及期貨條例第336條須由本公司備存之登記冊所記錄的本公司股份或相關股份或以其它方式知會本公司之任何權益及/或淡倉如下：

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Long positions in the shares of the Company:

主要股東於股份及相關股份的權益
(續)

於本公司股份之好倉：

Name of Substantial Shareholder	Capacity	Number of domestic shares held	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
主要股東名稱	身份	持有內資股股份數目	佔所有內資股的概約百分比	佔本公司已發行股本的概約百分比
Neptunus Bio-engineering (Note (a)) 海王生物(附註(a))	Beneficial owner 實益擁有人	1,181,000,000	94.33%	70.38%
	Interest in controlled corporation 受控制法團權益	52,464,500	4.19%	3.13%
Shenzhen Neptunus Group Company Limited ("Neptunus Group") (Note (b)) 深圳海王集團股份有限公司 (「海王集團」)(附註(b))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%
Shenzhen Neptunus Holding Group Company Limited ("Neptunus Holding") (Previously known as "Shenzhen Yinhetong Investment Company Limited") (Note (c)) 深圳海王控股集團有限公司(「海王控股」) (前稱「深圳市銀河通投資有限公司」) (附註(c))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%
Mr. Zhang Si Min (Note (d)) 張思民先生(附註(d))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%
Ms. Wang Jin Song (Note (e)) 王勁松女士(附註(e))	Interest of spouse 配偶權益	1,233,464,500	98.52%	73.51%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

- (a) Neptunus Bio-engineering was deemed to be interested in the 52,464,500 domestic shares of the Company held by Neptunus Oriental as the entire issued share capital of Neptunus Oriental was beneficially owned by Neptunus Bio-engineering. Neptunus Bio-engineering was also directly interested in 1,181,000,000 domestic shares of the Company. Therefore, Neptunus Bio-engineering was directly and indirectly interested in 1,233,464,500 domestic shares of the Company.
- (b) Neptunus Group was deemed to be interested in the 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Neptunus Group was beneficially interested in approximately 45.96% of the entire issued share capital of Neptunus Bio-engineering.
- (c) Neptunus Holding was deemed to be interested in 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Neptunus Holding was beneficially interested in approximately 59.68% of the entire issued share capital of Neptunus Group, which in turn was beneficially interested in approximately 45.96% of the entire issued share capital of Neptunus Bio-engineering.
- (d) Mr. Zhang Si Min ("Mr. Zhang") was deemed to be interested in 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Mr. Zhang was beneficially interested in 70% of the entire issued share capital of Neptunus Holding and the entire issued share capital of Shenzhen Haihe Investment and Development Company Limited ("Haihe"), which in turn was beneficially interested in approximately 59.68% and 20% of the entire issued share capital of Neptunus Group respectively. Neptunus Group was beneficially interested in approximately 45.96% of the entire issued share capital of Neptunus Bio-engineering.
- (e) Ms. Wang Jin Song ("Ms. Wang") was deemed to be interested in 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Ms. Wang is the spouse of Mr. Zhang and was taken to be beneficially interested in any shares held by Mr. Zhang.

主要股東於股份及相關股份的權益 (續)

附註：

- (a) 由於海王生物實益擁有海王東方全部已發行股本100%的權益，而海王東方擁有本公司52,464,500股內資股份的權益，因此海王生物被視為擁有由海王東方持有的本公司52,464,500股內資股份的權益。同時海王生物直接持有本公司1,181,000,000股內資股份的權益，因此海王生物被視為直接及間接擁有本公司1,233,464,500股內資股份的權益。
- (b) 由於海王集團實益擁有海王生物全部已發行股本約45.96%的權益，因此海王集團被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (c) 由於海王控股實益擁有海王集團全部已發行股本約59.68%的權益，而海王集團實益擁有海王生物全部已發行股本約45.96%的權益，因此海王控股被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (d) 由於張思民先生(「張先生」)實益擁有海王控股全部已發行股本70%的權益及深圳市海合投資發展有限公司(「海合」)全部已發行股本100%的權益，而海王控股及海合分別實益擁有海王集團全部已發行股本約59.68%和20%的權益，而海王集團實益擁有海王生物全部已發行股本約45.96%的權益，因此張先生被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (e) 由於王勁松女士(「王女士」)為張先生之配偶，所以被視為於由張先生所持有之任何股份中實益擁有權益，因此王女士被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, the Directors and supervisors of the Company are not aware of any other persons (except the Directors, supervisors or chief executives of the Company) who held any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO as at 31 March 2018.

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

The Company and its subsidiaries did not purchase, redeem or sell any of the Company's listed securities during the Quarter. The Company and its subsidiaries also did not redeem, purchase or cancel any of their redeemable securities.

主要股東於股份及相關股份的權益 (續)

除上文所披露者外，於二零一八年三月三十一日，本公司董事或監事概不知悉有任何其他人士（本公司董事、監事或最高行政人員除外）於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條須由本公司備存之登記冊所記錄之權益及淡倉。

購買、出售或贖回或本公司之上市證券

於本季度，本公司及其附屬公司並無購買、贖回或出售本公司任何上市證券。本公司及其附屬公司並無贖回、購回或註銷其可贖回證券。

COMPETING INTERESTS

On 21 August 2005, Neptunus Bio-engineering, the controlling shareholder of the Company, entered into an agreement with the Company containing undertakings relating to non-competition and preferential rights of investments (the “Non-Competition Undertakings”), pursuant to which Neptunus Bio-engineering had undertaken to the Company and its associates that, inter alia, as long as the securities of the Company are listed on GEM (previously known as Growth Enterprise Market):

1. it will not, and will procure its associates not to, whether within or outside the PRC, directly or indirectly (other than those indirectly held as a result of the equity interest in any listed company or its subsidiaries), participate in or operate any business in whatever form, or produce any products, (the usage of which is the same as or similar to that of the products of the Company) which may constitute direct or indirect competition to the business operated by the Company from time to time; and
2. it will not, and will procure its associates not to hold any interest, whether within or outside the PRC, in any company or organization (directly or indirectly, other than indirectly held as a result of its equity interest in any listed company or its subsidiaries) when the business of such company or entity will (or may) compete directly or indirectly with the business of the Company.

Pursuant to the Non-Competition Undertakings, at a time when the Non-Competition Undertakings are subsisting, whenever Neptunus Bio-engineering or any its associates enter into any negotiations, within or outside the PRC, in relation to any new investment projects which may compete with the existing and future business of the Company, the Company shall have a preferential rights of investments in such new investment projects.

Neptunus Bio-engineering has confirmed with the Company that it has complied with the Non-Competition Undertakings during the Quarter.

競爭權益

本公司控股股東海王生物與本公司於二零零五年八月二十一日簽訂包括有關不競爭承諾及優先投資權(「不競爭承諾」)的協議。據此，海王生物向本公司及其聯繫人承諾，(其中包括)只要本公司的證券仍於GEM(前稱創業板)上市：

1. 其將不會，並將促使其聯繫人不會以任何形式直接或間接在中國境內或境外參與或經營與本公司不時經營的業務構成直接或間接競爭的任何業務或生產任何用途與本公司產品相同或類似的產品(惟因持有任何上市公司或其附屬公司之股權而只間接持有之業務則除外)；及
2. 其將不會，並將會促使其聯繫人不會在中國境內或境外(直接或間接)參股任何業務將(或有可能)與本公司業務產生直接或間接競爭的該等公司或機構，惟因持有任何上市公司或其附屬公司股權而間接持有之業務則除外。

根據不競爭承諾，於不競爭承諾的有效期內，如海王生物或其聯繫人在中國境內或境外，就可能與本公司現有及將來業務構成競爭的任何新投資項目進行磋商，本公司將獲得優先投資該等新投資項目的權利。

海王生物已向本公司確認其於本季度已遵守不競爭承諾。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Quarter, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the “required standard of dealings” as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors confirmed that they have not conducted any transaction in respect of the Company’s securities during the Quarter. The Company is not aware of any violation by the Directors on the “required standard of dealings” and the Company’s code of conduct regarding securities transactions by the Directors.

AUDIT COMMITTEE

The Company established an Audit Committee (the “Audit Committee”) on 21 August 2005. The primary duties of the Audit Committee are to review the Company’s annual report and financial statements, half-yearly reports and quarterly reports, and to provide suggestions and opinions thereon to the Board. In addition, the Audit Committee members will also meet with the management to review the accounting principles and practices adopted by the Company and to discuss matters relating to the auditing, internal control system and financial reporting process of the Company. The Audit Committee comprises one non-executive Director of the Company, namely Ms. Yu Lin and two independent non-executive Directors, namely Mr. Yick Wing Fat, Simon and Mr. Poon Ka Yeung. Mr. Yick Wing Fat, Simon is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited consolidated results of the Group for the Quarter.

董事進行證券交易之操守守則

於本季度內，本公司採納一套條款不低於GEM上市規則第5.48至5.67條所載的「交易必守標準」的董事進行證券交易的操守守則。經向全體董事作出具體查詢後，全體董事確認，彼等於本季度內，並無進行任何有關本公司證券的交易，而就本公司知悉，亦無任何董事違反「交易必守標準」及本公司訂定的董事進行證券交易之守則的規定。

審核委員會

本公司已於二零零五年八月二十一日成立審核委員會（「審核委員會」）。審核委員會之主要職責包括審核本公司的年報及財務報表、半年度報告及季度報告，以及就此向董事會提供意見及建議。此外，審核委員會成員與管理層一起檢討本公司所採納的會計準則及常規，商討核數、內部監控制度和財務申報程序事宜。審核委員會包括一位本公司之非執行董事于琳女士及兩位獨立非執行董事易永發先生及潘嘉陽先生。易永發先生為審核委員會主席。

審核委員會已經審閱本集團於本季度之未經審核綜合業績。

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

As the Directors are aware, during the Quarter, the Company has complied with the requirements under the “Corporate Governance Code and Corporate Governance Report” set out in Appendix 15 of the GEM Listing Rules. The Board will continue to enhance the standard of corporate governance of the Company to ensure that the Company will operate its business in an honourable and responsible manner.

On behalf of the Board

Shenzhen Neptunus Interlong Bio-technique Company Limited*

Zhang Feng

Chairman

Shenzhen, the PRC, 14 May 2018

As at the date of this report, the executive Directors are Mr. Zhang Feng and Mr. Xu Yan He; the non-executive Directors are Mr. Liu Zhan Jun, Ms. Yu Lin, Mr. Song Ting Jiu and Mr. Zhao Wen Liang; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Zhang Jian Zhou.

* *For identification purpose only*

遵守企業管治守則

據董事所知，本公司於本季度一直遵守GEM上市規則附錄十五《企業管治守則》及《企業管治報告》所載的規定。董事會將繼續提升本公司的企業管治標準，確保本公司以誠實負責的態度經營業務。

代表董事會

深圳市海王英特龍生物技術股份有限公司

張鋒

主席

中國深圳市，二零一八年五月十四日

於本報告刊發日期，執行董事為張鋒先生及徐燕和先生，非執行董事為劉占軍先生、于琳女士、宋廷久先生及趙文梁先生，獨立非執行董事為易永發先生、潘嘉陽先生及章劍舟先生。

* *僅供識別*



NEPTUNUS

海王