



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 第三季度報告
Third 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。有意投資的人士應了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之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。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告的資料乃遵照聯交所的《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。本公司的董事(「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 condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the nine months ended 30 September 2018 (the “Reporting Period”), 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」)截至二零一八年九月三十日止九個月(「報告期間」)之未經審核簡明綜合財務報表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 and nine months ended 30 September 2018

截至二零一八年九月三十日止三個月及九個月

		Note 附註	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			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	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	4	219,744	205,877	625,361	553,663
Cost of sales	銷售成本		(83,691)	(100,040)	(260,188)	(274,550)
Gross profit	毛利		136,053	105,837	365,173	279,113
Other revenue	其他收入	4	3,321	2,262	9,429	6,234
Other net income	其他收入淨額	4	30	291	3,324	1,173
Selling and distribution expenses	銷售及分銷開支		(94,049)	(67,341)	(266,993)	(174,360)
Administrative expenses	行政開支		(14,812)	(13,321)	(39,257)	(36,742)
Other operating expenses	其他經營開支		(10,956)	(9,539)	(29,117)	(21,875)
Profit from operations	經營溢利		19,587	18,189	42,559	53,543
Finance costs	財務成本	5	(648)	(1,111)	(1,308)	(2,785)

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

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For the three months and nine months ended 30 September 2018

截至二零一八年九月三十日止三個月及九個月

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月		
		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	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				
Profit before taxation	除稅前溢利	5	18,939	17,078	41,251	50,758
Income tax expense	所得稅開支	6	(4,879)	(3,509)	(9,479)	(10,167)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		14,060	13,569	31,772	40,591
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		12,970	12,563	28,111	35,036
Non-controlling interests	非控股權益		1,090	1,006	3,661	5,555
			14,060	13,569	31,772	40,591
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之每股盈利					
Basic and diluted	基本及攤薄	8	RMB0.77 cents 人民幣0.77分	RMB0.75 cents 人民幣0.75分	RMB1.68 cents 人民幣1.68分	RMB2.09 cents 人民幣2.09分

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the nine months ended 30 September 2018

截至二零一八年九月三十日止九個月

		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
		股本	股份溢價	資本儲備	法定公積金	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 total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	35,036	35,036	5,555	40,591
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(5,200)	(5,200)
At 30 September 2017 (Unaudited)	於二零一七年九月三十日 (未經審核)	167,800	554,844	(188,494)	43,749	56,729	634,628	100,302	734,930
As 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 total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	28,111	28,111	3,661	31,772
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(2,000)	(2,000)
At 30 September 2018 (Unaudited)	於二零一八年九月三十日 (未經審核)	167,800	554,844	(188,494)	48,619	95,191	677,960	101,580	779,540

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 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 Suite 2103, 21st Floor, Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2018 have been prepared in accordance with the applicable disclosure provision of the GEM Listing Rules on the Stock Exchange, including compliance with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The preparation of the unaudited condensed consolidated financial statements in conformity with HKAS 34 requires the management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The unaudited condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the annual consolidated financial statements for the year ended 31 December 2017, except for the adoption of the new Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("HKFRSs"). The unaudited condensed consolidated financial statements do not include all the information and disclosures required for annual consolidated financial statements, and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2017.

未經審核簡明綜合財務報表附註

截至二零一八年九月三十日止九個月

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粵海街道科技中三路1號海王銀河科技大廈21樓2103室。

2. 編製基準及會計政策

截至二零一八年九月三十日止九個月之未經審核簡明綜合財務報表已根據聯交所GEM上市規則之適用披露條文編製，包括遵守香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」。

編製符合香港會計準則第34號之未經審核簡明綜合財務報表要求管理層作出影響政策應用及按本年截至公告日期為止資產及負債、收入及開支申報數額之判斷、估計及假設。實際結果可能與該等估計有所不同。

除採納新香港財務報告準則及香港會計準則(「香港財務報告準則」)外，未經審核簡明綜合財務報表已按照與截至二零一七年十二月三十一日止年度之年度綜合財務報表所採納之相同會計政策編製。未經審核簡明綜合財務報表並無載列年度綜合財務報表要求之所有資料及披露事項，並須與截至二零一七年十二月三十一日止年度之本集團年度綜合財務報表一併閱讀。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

This unaudited condensed consolidated financial statements for the period ended 30 September 2018 comprises the Company and its subsidiaries.

The measurement basis used in the preparation of these unaudited condensed consolidated financial statements is the historical cost basis. These unaudited condensed consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company and all amounts are rounded to the nearest thousand except where otherwise indicated.

The condensed consolidated financial statements are unaudited.

2. 編製基準及會計政策(續)

截至二零一八年九月三十日止期間的未經審核簡明綜合財務報表包括本公司及其附屬公司。

編製未經審核簡明綜合財務報表時所使用的計量基準為歷史成本基準。未經審核簡明綜合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。

本簡明綜合財務報表未經審核。

3. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES

New and amended HKFRSs adopted as at 1 January 2018

In the current period, the Group has applied the new and amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's condensed consolidated financial statements for the annual period beginning on 1 January 2018.

Other than as noted below, the adoption of the new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

HKFRS 15 "Revenue from Contracts with Customers"

HKFRS 15 and the related clarification to HKFRS 15 (hereinafter referred to as "HKFRS 15") presents new requirements for the recognition of revenue, replacing HKAS 18 "Revenue", HKAS 11 "Construction Contracts", and several revenue-related Interpretations. HKFRS 15 establishes a single comprehensive model that applies to contracts with customers and two approaches to recognising revenue; at a point in time or overtime. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised.

3. 採納新訂及經修訂香港財務報告準則及會計政策變動

於二零一八年一月一日採納之新訂及經修訂香港財務報告準則

於本期間，本集團已應用由香港會計師公會頒佈，與本集團的營運有關及適用於本集團於二零一八年一月一日開始之年度期間的簡明綜合財務報表之新訂及經修訂香港財務報告準則。

除下文所述外，採納新訂及經修訂香港財務報告準則對本期間及過往期間之業績及財務狀況的編製及呈列方法並無重大影響。

香港財務報告準則第15號「來自客戶合約收益」

香港財務報告準則第15號及香港財務報告準則第15號之相關澄清（以下簡稱「香港財務報告準則第15號」）呈列確認收入的新規定，取代香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及若干收入相關詮釋。香港財務報告準則第15號設立適用於客戶合約之單一全面模式及確認收入之兩種方法：於一個時間點或於一段時間內。該模式之特點為以合約為基礎，對交易進行五項分析，以釐定是否確認收入、確認收入之金額及確認收入之時間。

3. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

New and amended HKFRSs adopted as at 1 January 2018 (Continued)

HKFRS 15 “Revenue from Contracts with Customers” (Continued)

HKFRS 15 has been applied retrospectively without restatement, with the cumulative effect of initial application recognised as an adjustment to the opening balance of retained earnings at 1 January 2018. In accordance with the transition guidance, HKFRS 15 has only been applied to contracts that are incomplete as at 1 January 2018.

In summary, the following reclassification was made to the amounts recognised in the condensed consolidated statement of financial position at the date of initial application (1 January 2018):

3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

於二零一八年一月一日採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「來自客戶合約收益」(續)

香港財務報告準則第15號經已追溯應用，惟並無予以重列，其首次應用產生之累計影響確認為對保留盈餘於二零一八年一月一日之期初結餘作出之調整。根據過渡指引，香港財務報告準則第15號僅應用於二零一八年一月一日尚未完成之合約。

總括而言，於初步應用日期(二零一八年一月一日)對於簡明綜合財務狀況表確認之款項作出下列重新分類：

		Carrying amount on 31 December 2017 under HKAS 18	Reclassification	Carrying amount on 1 January 2018 under HKFRS 15
		根據香港會計準則 第18號於二零一七年 十二月三十一日之賬面值 RMB'000 人民幣千元	重新分類 RMB'000 人民幣千元	根據香港財務 報告準則第15號 於二零一八年 一月一日之賬面值 RMB'000 人民幣千元
Current liabilities	流動負債			
Trade and other payables	應付賬款和其他應付款項	176,949	(10,085)	166,864
Contract liabilities	合約負債	-	10,085	10,085
		<u> </u>	<u> </u>	<u> </u>

3. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

*New and amended HKFRSs adopted as at 1 January 2018
(Continued)*

HKFRS 15 “Revenue from Contracts with Customers” (Continued)

The contract liabilities primarily relate to the receipt in advance of sales of goods, and treated as receipt in advance, for which revenue is recognised when the goods are delivered and the customer has accepted the goods. The full amount of RMB10,085,000 recognised in contract liabilities at the beginning of the period has been recognised as revenue for the nine months ended 30 September 2018.

The adoption of HKFRS 15 has no material impact on the Group’s condensed consolidated statement of profit or loss and other comprehensive income and the condensed consolidated statement of cash flows.

HKFRS 9 “Financial instruments”

HKFRS 9 replaces HKAS 39 “Financial Instruments: Recognition and Measurement”. It makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an “expected credit loss” model for the impairment of financial assets.

When adopting HKFRS 9, the Group has applied transitional relief and opted not to restate prior periods. Differences arising from the adoption of HKFRS 9 in relation to classification, measurement, and impairment are recognised in retained earnings.

3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

於二零一八年一月一日採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號「來自客戶合約收益」(續)

合約負債主要與銷售貨物預收款項有關，被視為預收款項，收入於貨物交付且客戶接受貨物時確認。於期初確認於合約負債之總額人民幣10,085,000元已於截至二零一八年九月三十日止九個月確認為收入。

採納香港財務報告準則第15號並無對本集團之簡明綜合損益及其他全面收益表以及簡明綜合現金流量表產生重大影響。

香港財務報告準則第9號「金融工具」

香港財務報告準則第9號將完全取代香港會計準則第39號「金融工具：分類及計量」。新準則引入金融資產分類及計量指引之主要變動及金融資產之「預期信貸虧損」減值模式。

採納香港財務報告準則第9號時，本集團已採用過渡性條文不對過往期間予以重列。採納香港財務報告準則第9號在確認、計量及減值方面產生之差異於保留盈利內確認。

3. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

*New and amended HKFRSs adopted as at 1 January 2018
(Continued)*

HKFRS 9 “Financial instruments” (Continued)

The adoption of HKFRS 9 has impacted the following areas:

- for trade receivables and amount due from related parties (trade nature), the Group applies a simplified model of recognising lifetime expected credit losses as these items do not have a significant financing component.
- for other receivables and amount due from related parties (non-trade nature), the Group recognising lifetime expected credit losses as these items do not have a significant financing component.

The adoption of HKFRS 9 do not have significant impact to the Group’s condensed consolidated financial statements.

The details of new significant accounting policies and the nature and effect of the changes to previous accounting policies should be read in conjunction with the financial statements of the Group for the six months ended 30 June 2018.

3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

於二零一八年一月一日採納之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號「金融工具」(續)

採納香港財務報告準則第9號對下列方面具有影響：

- 就應收賬款及應收關連方款項(貿易性質)而言，本集團採用簡化模式確認終身預期信貸虧損，因為該等項目並無重大融資成分。
- 就其他應收款項及應收關連方款項(非貿易性質)而言，本集團確認終身預期信貸虧損，由於此等項目並無重大融資部分。

採納香港財務報告準則第9號對本集團之簡明綜合財務報表並無重大影響。

有關新訂重大會計政策以及過往會計政策變動之性質及影響的詳情須與截至二零一八年六月三十日止六個月之本集團財務報表一併閱讀。

4. REVENUE AND OTHER REVENUE

The Group's revenue represents the net invoiced value of the goods sold net of value-added tax ("VAT") after allowances for returns and trade discounts, net invoiced value of research & development services provided net of VAT. An analysis of revenue and other revenue is as follows:

4. 收入及其他收入

本集團收入指已售貨品的發票淨值(扣除增值稅(「增值稅」)及退貨和貿易折扣撥備)、提供研究與開發服務的發票淨值(扣除增值稅)。收入及其他收入分析如下：

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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				
Manufacturing and selling of medicines	生產及銷售藥品	113,416	111,194	326,419	318,534
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	106,328	94,683	298,942	235,129
Research & development ("R&D") services income	研發服務收入	—	—	—	—
		219,744	205,877	625,361	553,663

For the nine-month period ended 30 September 2018, the revenue from sales and distribution of medicines and healthcare products included the revenue from pharmaceutical sales management services of approximately RMB14,336,000 (nine-month period ended 30 September 2017: approximately RMB3,665,000).

截至二零一八年九月三十日止九個月期間，銷售及分銷藥品和保健品收入包含了藥品銷售管理服務收入約人民幣14,336,000元(截至二零一七年九月三十日止九個月期間：約人民幣3,665,000元)。

4. REVENUE AND OTHER REVENUE (CONTINUED)

4. 收入及其他收入(續)

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
Other revenue	其他收入				
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	30	–	42
Interest income from bank deposits	銀行存款利息收入	328	2,029	2,600	3,724
Interest income from principal protected deposits	保本型存款利息收入	738	–	1,511	–
Government subsidy income – released from deferred revenue	政府補貼 – 轉撥自遞延收益	100	100	1,168	301
– directly recognized in profit or loss	– 直接計入損益	102	69	119	349
Change in fair value of financial assets through profit or loss	計入損益之金融資產 公平值變動	418	–	2,258	–
Other	其他	1,635	34	1,773	1,818
		3,321	2,262	9,429	6,234
Other net income	其他收入淨額				
Reversal of impairment loss on trade receivables	應收賬款減值虧損撥回	–	21	–	125
Reversal of impairment loss on other receivables	其他應收款項減值虧損撥回	–	–	108	98
Reversal of write down of inventories	撇減存貨撥回	–	–	2,428	63
Reversal overprovision of retirement benefit	退休福利超額撥備撥回	–	270	–	810
Net foreign exchange gains	匯兌收益淨額	3	–	81	77
Others	其他	27	–	707	–
		30	291	3,324	1,173

5. PROFIT BEFORE TAXATION

Profit before taxation is arrived after charging:

5. 除稅前溢利

除稅前溢利乃經扣除以下各項：

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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	648	1,111	1,308	2,785
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	648	1,111	1,308	2,785
(b) Staff costs (including directors' emoluments)	(b) 員工成本(包括董事酬金)				
Salaries, wages and other benefits	薪金、工資及其他福利	17,230	14,915	48,299	43,980
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	3,612	3,317	10,463	10,437
		20,842	18,232	58,762	54,417

5. PROFIT BEFORE TAXATION (CONTINUED)

5. 除稅前溢利(續)

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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 Item	(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	1,178	1,178
– capitalised in construction-in-progress	– 於在建工程內資本化	–	195	–	585
		393	588	1,178	1,763
– Intangible assets (Note 1)	– 無形資產(附註1)	963	1,029	2,939	3,104
Depreciation	折舊	3,287	3,479	9,991	10,365
Cost of inventories	存貨成本	83,363	98,509	255,594	267,156
Research & development costs (Note 1)	研究與開發成本(附註1)	6,324	4,205	18,690	12,854
Operating lease charges: minimum lease payment	經營租賃開支：最低租金	1,322	1,517	4,184	4,380
Impairment on	減值				
– trade receivables (Note 1)	– 應收賬款(附註1)	–	–	301	204
– other receivables (Note 1)	– 其他應收款項(附註1)	–	–	3	8
Loss on disposal of property, plant and equipment (Note 1)	出售物業、廠房及設備虧損(附註1)	322	3	329	3
Write down of inventory (Notes 1)	撇減存貨(附註1)	390	4,305	3,824	5,470
Auditor's remuneration – non-audit services	核數師酬金 – 非審計服務	153	293	291	425

5. PROFIT BEFORE TAXATION (CONTINUED)

Notes:

- (1) These amounts have been included in "Other operating expenses" in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

6. INCOME TAX

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

5. 除稅前溢利(續)

附註：

- (1) 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」項內。

6. 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 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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	中國企業所得稅撥備	4,926	4,772	9,674	11,912
Over provision in previous years	過往年度超額撥備	-	(1,066)	-	(1,066)
Deferred tax	遞延稅項				
Reversal of temporary differences	暫時性差額的撥回	(47)	(197)	(195)	(679)
		4,879	3,509	9,479	10,167

Hong Kong Profits Tax has not been provided for as the Group had no assessable profit to Hong Kong Profits Tax during the Reporting Period (nine-month period ended 30 September 2017: Nil).

由於本集團於報告期間並無須繳納香港利得稅的應課稅溢利，故並無計提香港利得稅撥備（截至二零一七年九月三十日止九個月期間：無）。

6. INCOME TAX (CONTINUED)

Two subsidiaries of the Group established in the PRC were recognised by the Fujian Province Bureau of Science and Technology as high technology enterprise. In accordance with the applicable enterprise income tax ("EIT") of the PRC, these subsidiaries are subject to the PRC EIT at a preferential rate of 15%.

The Company and the other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the Reporting Period (nine-month period ended 30 September 2017: 25%).

7. DIVIDENDS

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

8. EARNINGS PER SHARE

Basic earnings per share

For the three-month and nine-month periods ended 30 September 2018, the calculation of basic earnings per share was based on the profit attributable to owners of the Company of approximately RMB12,970,000 and RMB28,111,000 respectively (three-month and nine-month periods ended 30 September 2017: profit of approximately RMB12,563,000 and RMB35,036,000 respectively) and the weighted average number of 1,678,000,000 ordinary shares in issue for the three-month and nine-month periods ended 30 September 2018 (2017: 1,678,000,000 ordinary shares).

Diluted earnings per share

Diluted earnings per share for the three-month and nine-month periods ended 30 September 2018 and 2017 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

8. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation.

6. 所得稅(續)

兩間於中國成立的本集團附屬公司獲福建省科學技術局確認成為高新技術企業。根據適用的中國企業所得稅(「企業所得稅」)，該等附屬公司須按15%的優惠稅率繳納中國企業所得稅。

於報告期間，本公司及其他中國附屬公司須按25%的中國企業所得稅稅率納稅(截至二零一七年九月三十日止九個月期間：25%)。

7. 股息

董事會並不建議就報告期間派付任何股息(二零一七年：無)。

8. 每股盈利

每股基本盈利

截至二零一八年九月三十日止三個月及九個月期間，每股基本盈利乃分別根據本公司擁有人應佔溢利約人民幣12,970,000元及約人民幣28,111,000元(截至二零一七年九月三十日止三個月及九個月期間：分別約為溢利人民幣12,563,000元及約人民幣35,036,000元)以及截至二零一八年九月三十日止三個月及九個月已發行普通股加權平均數1,678,000,000股(二零一七年：1,678,000,000股普通股)計算。

每股攤薄盈利

由於截至二零一八年及二零一七年九月三十日止三個月及九個月期間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。

9. 比較數據

若干比較數據已作重新分類以與當前期內之呈報一致。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the Reporting Period, 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 Chinese medicines (which includes more than a dozen of formulations such as tablets, capsules, granules, oral solutions and tinctures) and chemical medicines (which includes various formulations such as tablets, capsules, granules, small volume injections, large volume injections of glass bottle, plastic bottle and soft bag), with nearly 500 registration approval documents for 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 mainly fulfills the internal development demands of the Group through independent research and development and cooperation with external research and development institutions. Two pharmaceutical manufacturing subsidiaries of the Group are regarded as 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” or 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 the 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). During the Reporting Period, the application of a relevant subsidiary of the Group for two invention patents was accepted. In addition, the relevant subsidiary received a notice in relation to the granting of a R&D special award fund for the 2017 Fujian Province Leading Enterprises in Science and Technology (Min Cai Jiao Zhi [2018] No. 32) issued by the Fujian Provincial Science and Technology Department, the Fujian Finance Department, the Fujian Bureau of the State Administration of Taxation and the Fujian Local Taxation Bureau, according to which the relevant subsidiary will be granted a R&D special award fund of RMB402,000.

管理層討論及分析

業務回顧

本集團於報告期間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，包括中成藥（含片劑、膠囊劑、顆粒劑、口服液、酏劑等十幾個劑型）、化藥（含片劑、膠囊劑、顆粒劑、小容量注射劑、大容量注射劑玻璃瓶、塑瓶軟袋等多種劑型）近500個藥品注冊批准文號。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。於報告期間，本集團相關附屬公司有兩項發明專利申請獲得受理，並收到福建省科學技術廳、福建省財政廳、福建省國家稅務局以及福建省地方稅務局關於下達2017年度科技小巨人領軍企業研發費用相關專項獎勵資金的通知（閩財教指[2018]32號），獲悉將會獲得約人民幣40.2萬元的獎勵專項資金。

BUSINESS REVIEW (continued)

Research and Development, Manufacturing and Selling of Medicines (continued)

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 selected medicines were selected to undergo the quality consistency evaluation for generic drugs in 2016, and the relevant work is under orderly progress.

The sales of the Group's new anti-cancer drug TGOP Tablets were good in 2017 and in the first quarter of 2018. 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. During the Reporting Period, the production of TGOP Tablets by the relevant pharmaceutical manufacturing subsidiary of the Group was also affected. Currently, the Group has found a new source of Tegafur supply. The new supply of Tegafur will be delivered in November and put into production upon reporting and approved as required.

Under the impact of national policies, hospitals has restricted the use of antibiotics and has gradually eliminated outpatient transfusion. In addition, there are more intensified drug tender competition and stricter inspections of drug production and quality. As a result, there is further pressure on the operation of pharmaceutical manufacturing enterprises. Meanwhile, as the results of tendering process in certain regions were unsatisfactory in 2017, and relevant pharmaceutical manufacturing subsidiary of the Group proactively implemented the "Limiting production to guarantee quality" measure, product sales of the sales and manufacturing business of the Group decreased during the Reporting Period. In addition, the profit margin of the sales and manufacturing business of the Group has further decreased due to decrease in the selling price of the drugs, increase in the price of active ingredients, higher quality requirement for drugs, increased investment in the pharmaceutical enterprise drug quality assurance system, the increasing expenses for drug re-registration and quality consistency evaluation. In the second half of 2018, the Group will proactively keep up with national pharmaceutical policies and policies in key areas such as Fujian Province, and make proper arrangements for the next round of bidding and actively expand the product sales network, in order to restrict and reverse the decrease in sales volume and endeavour to strike a balance between the short-term results and the long-term development of relevant pharmaceutical manufacturing subsidiaries.

業務回顧 (續)

藥品研發、生產及銷售 (續)

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。

本集團抗癌新藥替吉奧片二零一七年和二零一八年一季度雖銷售良好，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緊缺，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。於報告期間，本集團相關製藥附屬企業替吉奧片的生產和銷售受到一定影響。目前本集團已找到新的替加氟原料供應來源，新的替加氟原料將在十一月份到貨並在按規定報批後投入生產。

受國家政策影響，醫院限制抗生素用藥、逐步取消門診輸液，藥品投招標競爭加劇，藥品生產和質量檢查趨嚴等，製藥企業經營壓力進一步加大。同時，由於二零一七年部分地區中標結果不理想，以及本集團相關製藥附屬企業主動實施了「限產保質」的質量保障措施，本集團藥品生產及銷售業務於報告期間出現產品銷量下降。此外，因藥品降價、原料藥漲價，藥品質量要求提高、藥企質量保障體系投入加大，藥品再註冊和一致性評價開支持續增加等原因，本集團藥品生產及銷售業務利潤空間進一步減小。二零一八年下半年，本集團將積極把握國家和福藥省等重點區域醫藥政策動態，做好下一輪投招標準備工作，積極拓寬產品銷路，爭取抑制和扭轉銷量下降的情況，並尋找相關附屬製藥企業短期效益和長遠發展的平衡點。

BUSINESS REVIEW (continued)

Research and Development, Manufacturing and Selling of Medicines (continued)

The Pharmaceutical GMP Certificate of a production line for large volume injections owned by a relevant pharmaceutical manufacturing subsidiary of the Group was withdrawn in the middle of August 2017. Upon stringent rectification, the relevant subsidiary of the Group has re-applied for the pharmaceutical GMP certification and has re-obtained the Pharmaceutical GMP Certificate during the first half of 2018 upon meeting the pharmaceutical GMP requirements upon site inspection.

During the Reporting Period, a subsidiary of the Group received a Decision of Administrative Penalty from Fuzhou Administration for Market Regulation in August 2018 and was fined for RMB2.828 million. The Group has taken the incident very seriously and urged all subsidiaries to take it as a warning, and to strictly comply with the relevant laws, regulations and procurement procedures in their respective operation to prevent occurrence of similar events.

Purchase and Sales of Medicines and Healthcare Food Products

Currently, the main products distributed by the Group are medicines and healthcare food products, which include 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).

業務回顧 (續)

藥品研發、生產及銷售 (續)

本集團相關附屬企業於二零一七年八月中旬被收回《藥品GMP證書》的一條大容量注射劑生產線，在嚴格整改後已重新申請藥品GMP認證，並已於二零一八年上半年經現場檢查符合藥品GMP要求，重新獲得《藥品GMP證書》。

於報告期間，本集團相關附屬企業於二零一八年八月收到福州市市場監督管理局的《行政處罰決定書》，並被罰沒人民幣282.8萬元。本集團對該次事件高度重視，要求各附屬公司引以為戒，嚴格按照有關規程進行操作，避免此類事件的再次發生。

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」。

BUSINESS REVIEW (continued)

Purchase and Sales of Medicines and Healthcare Food Products (continued)

During the Reporting Period, 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 demand in domestic pharmaceutical retail and healthcare food products market, the increase in the number of products and categories distributed by the Group, the adoption of a flexible and diversified sales policy, and an in-depth optimization of the sales force etc. Following the extensive promotion and in-depth implementation of “two invoice system” (兩票制) and “one invoice system” (一票制) in the PRC, the business of selling drugs to ultimate medical institutions through professional sales promotion companies has passed its adjustment and transformation period and has gradually recovered and stabilised. The overall sales revenue of the purchase and sales of medicines and healthcare food products business recorded a sustained growth.

In order to reduce the layers of intermediary within the pharmaceutical distribution, the PRC government has actively implemented “two invoice system” (兩票制) throughout the country and “one invoice system” (一票制) in certain provinces. Due to the impact of such policies, certain pharmaceutical products which were originally distributed through the Group are now required, in some provinces, to be directly supplied to hospitals or ultimate distributors by the pharmaceutical manufacturing enterprises. To adapt to the new policy environment, the Group has proactively transformed its business model based on the existing purchase and sales business model and the needs of end-use customers and manufacturing enterprises and provided pharmaceutical product sales management service for relevant pharmaceutical manufacturing enterprises.

業務回顧 (續)

藥品及保健食品購銷 (續)

於報告期間，藥品及保健食品購銷業務繼續保持增長。其中：通過大中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，隨著「兩票制」和「一票制」在中國大陸的全面推廣和深入實施，相關業務已渡過調整和轉型期，逐漸恢復並趨於穩定。總體而言，藥品及保健食品購銷業務的銷售收入持續增長。

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，在少數省份現需由藥品生產企業直接向醫院或終端分銷商供貨。為適應新的政策環境，本集團已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，積極調整業務模式，向相關藥品生產企業提供藥品銷售管理服務。

FINANCIAL REVIEW

The Group's revenue for the Reporting Period was approximately RMB625,361,000, representing an increase of approximately 12.95% from approximately RMB553,663,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB326,419,000, which amounted to approximately 52.20% of the Group's revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB298,942,000, which amounted to approximately 47.80% of the Group's revenue, was derived from the sales and distribution of medicines and healthcare products segment. During the Reporting Period, the Group's revenue from the manufacturing and selling of medicines segment slightly increased by approximately 2.48% 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 27.14% 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 Reporting Period was approximately RMB14,336,000, which amounted to approximately 4.80% of the revenue of the sales and distribution of medicines and healthcare products segment.

During the Reporting Period, the Group's gross profit margin was approximately 58%, representing an increase of approximately 8 percentage from approximately 50% for the corresponding period of last year. The increase of gross profit margin was mainly attributable to the fact that (i) the sales expenses borne by the manufacturing and selling of medicines segment increased with the successive implementation of the "two invoice system"(兩票制) across the country, which led to the increase in prices for certain products and such relevant impact on the sales expenses and increase in prices of certain products has gradually increased and emerged with the overall promotion and implementation of the "two invoice system"(兩票制); and (ii) due to the increase in market prices of certain products, the manufacturing and selling of medicines segment raised the prices of these products accordingly.

The Group's gross profit during the Reporting Period was approximately RMB365,173,000, representing an increase of approximately 30.83% from approximately RMB279,113,000 for the corresponding period of last year. The increase was mainly attributable to the increase in the Group's total revenue and gross profit margin.

財務回顧

本集團於報告期間之收入約為人民幣625,361,000元，較去年同期約人民幣553,663,000元上升約12.95%。於收入中，約人民幣326,419,000元來自於生產及銷售藥品分部，佔收入約52.20%；約人民幣298,942,000元來自於銷售及分銷藥品及保健品分部，佔收入約47.80%。於報告期間生產及銷售藥品分部的收入較去年同期略有輕微上升約2.48%，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27.14%，因此本集團整體收入有所上升。於報告期間，本集團藥品銷售管理服務業務收入總額約人民幣14,336,000元，約佔銷售及分銷藥品及保健品分部收入的4.80%。

本集團於報告期間之毛利率約為58%，較去年同期約50%上升約8個百分點。毛利率的上升主要是因為(i)隨著全國「兩票制」的陸續實施，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。

本集團於報告期間之毛利約為人民幣365,173,000元，較去年同期約人民幣279,113,000元上升約30.83%。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。

FINANCIAL REVIEW (continued)

During the Reporting Period, the Group's selling and distribution expenses were approximately RMB266,993,000, representing an increase of approximately 53.13% from the corresponding period of last year (approximately RMB174,360,000). The increase in selling and distribution expenses was mainly due to (i) increase in the sales scale of sales and distribution of medicines and healthcare products segment resulting in corresponding increase in sales expenses; (ii) the overall promotion and implementation of the "two invoice system"(兩票制) across the country which resulted in a significant increase in the sales expenses as compared with the corresponding period of last year.

The Group's administrative expenses for the Reporting Period were approximately RMB39,257,000, representing an increase of approximately 6.85% from approximately RMB36,742,000 for the corresponding period of last year. The increase in administrative expenses was mainly due to the increase in labour costs and rent expenses of the Group.

During the Reporting Period, the Group's other operating expenses (including research and development costs) amounted to approximately RMB29,117,000, representing an increase of approximately 33.10% from approximately RMB21,875,000 for the corresponding period of last year. The increase in other operating expenses was mainly due to (i) the increase in research and development costs; and (ii) an incidental one-time fine of RMB2,828,000.

The Group's finance costs for the Reporting Period amounted to approximately RMB1,308,000, representing a decrease of approximately 53.02% from the corresponding period of last year (approximately RMB2,785,000). During the Reporting Period, 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 Reporting Period, the Group's profit after tax was approximately RMB31,772,000, representing a decrease of approximately 21.73% from approximately RMB 40,591,000 for the corresponding period of last year. Profit attributable to the owners of the Company was approximately RMB28,111,000, representing a decrease of approximately 19.76% from approximately RMB35,036,000 for the corresponding period of last year.

財務回顧(續)

本集團於報告期間之銷售及分銷開支約為人民幣266,993,000元，較去年同期(約人民幣174,360,000元)增加約53.13%。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」的全面推廣與實施，造成銷售費用較去年同期有大幅增加。

本集團於報告期間之行政開支約為人民幣39,257,000元，較去年同期約人民幣36,742,000元上升約6.85%。行政開支上升主要由於本集團人工成本及租賃費有所上升。

本集團於報告期間之其他經營開支(含研發支出)約為人民幣29,117,000元，較去年同期約人民幣21,875,000元上升約33.10%。其他經營開支上升主要原因：(i)研發支出增加；及(ii)偶發一次性罰款支出人民幣2,828,000元。

本集團於報告期間之財務成本約為人民幣1,308,000元，較去年同期(約人民幣2,785,000元)下降約53.02%。本集團於報告期間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。

報告期間，本集團除稅後溢利約為人民幣31,772,000元，較去年同期約人民幣40,591,000元下降約21.73%。本公司擁有人應佔溢利約為人民幣28,111,000元，較去年同期約人民幣35,036,000元下降約19.76%。

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 30 September 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 30 September 2018, the total banking facility was utilized to the extent of RMB60,000,000, and thus the short-term bank borrowings of RMB60,000,000 was outstanding.

Shareholder's entrusted loans

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 positive cash flow and retained earnings in the relevant financial year.

CONTINGENT LIABILITY

As at 30 September 2018, the Group had no significant contingent liabilities.

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

於二零一八年九月三十日，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。於二零一八年九月三十日，該銀行融資總額度已動用人民幣60,000,000元，因此有短期銀行借款人民幣60,000,000元尚未歸還。

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取得正數現金流量及保留盈利。

或然負債

於二零一八年九月三十日，本集團並無任何重大或然負債。

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

As far as the Directors and supervisors of the Company are aware, as at 30 September 2018, the interests and short positions of the Directors, supervisors and chief executive 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，於二零一八年九月三十日，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及淡倉，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 EXECUTIVE 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 EXECUTIVE IN THE LISTED SECURITIES (Continued)

Notes:

- (a) Mr. Zhang Feng, chairman of the Board 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 EXECUTIVE IN THE LISTED SECURITIES (Continued)

Save as disclosed above, as at 30 September 2018, none of the Directors, supervisors or chief executive 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 30 September 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 Reporting Period, 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 30 September 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，於二零一八年九月三十日，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或淡倉。

購股權計劃、可轉換證券及認股權證

截至二零一八年九月三十日，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。

董事及監事的購股權、認購權證或可換股債券

於報告期間內任何時間，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，於二零一八年九月三十日，股東(並非本公司董事、監事或最高行政人員)所持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他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
主要股東姓名／名稱	身份	持有內資股股份數目	佔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 executive 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 30 September 2018.

PURCHASE, SALES 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 Reporting Period. The Company and its subsidiaries also did not redeem, purchase or cancel any of their redeemable securities.

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

主要股東於股份及相關股份的權益 (續)

除上文所披露者外，於二零一八年九月三十日，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或淡倉。

購買、出售或贖回本公司之上市證券

於報告期間，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。

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訂立有關不競爭承諾及優先投資權的協議（「不競爭承諾」）。根據該協議，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間接持有之業務則除外）；及

COMPETING INTERESTS (Continued)

- 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 project which may compete with the existing and future business of the Company, the Company shall have a preferential right of investment in such new investment projects.

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

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Reporting Period, 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 Reporting Period and have complied with the required standard of dealings and code of conduct regarding securities transactions by the Directors during the Reporting Period. 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.

競爭權益(續)

- 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)於其業務將(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中擁有任何權益，惟因持有任何上市公司或其附屬公司股權而間接持有者則除外。

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與本公司現有及將來業務構成競爭的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報告期間已遵守不競爭承諾。

董事進行證券交易之操守守則

於報告期間內，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，彼等於報告期間內，並無進行任何有關本公司證券的交易，且彼等於報告期間內已遵守有關證券交易的交易必守標準及操守守則。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操守守則。

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 Reporting Period.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

As the Directors are aware, during the Reporting Period, 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 except Rule E.1.2. Under Rule E.1.2, the chairman of the Board, Mr. Zhang Feng, was unable to attend the annual general meeting of the Company held on 25 June 2018 as he was on business trip for other important business engagement. But Mr. Zhang Feng appointed Mr. Liu Zhan Jun to attend the meeting and take the chair for him.

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, 12 November 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

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，商討審核、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報告期間之未經審核綜合業績。

遵守企業管治守則

據董事所知，除條文E.1.2外，本公司於報告期間一直遵守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。根據條文E.1.2，董事會主席張鋒先生因重要公務出差而無法親自出席於二零一八年六月二十五日舉行的股東週年大會，但張鋒先生委派了劉占軍先生代為出席並主持股東週年大會。

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，二零一八年十一月十二日

於本報告日期，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