



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



2019 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。

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 2019 (the “Quarter”), together with the unaudited comparative figures for the corresponding period of 2018.

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 2019

截至二零一九年三月三十一日止三個月

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」)截至二零一九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二零一八年同期之未經審核比較數字。

For the three months ended
31 March

截至三月三十一日止三個月

			2019 二零一九年 (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
		Note 附註		
Revenue	收入	4	216,883	204,674
Cost of Sales	銷售成本		(91,229)	(90,408)
Gross profit	毛利		125,654	114,266
Other revenue	其他收入	4	2,897	1,864
Other net income	其他收入淨額	4	1,628	2,223
Selling and distribution expenses	銷售及分銷開支		(88,959)	(78,001)
Administrative expenses	行政開支		(14,416)	(13,672)
Other operating expenses	其他經營開支		(9,191)	(7,727)
Profit from operations	經營溢利		17,613	18,953

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 2019

截至二零一九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	
		2019 二零一九年 (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
	Note 附註		
Finance costs	5	(269)	(379)
Profit before taxation	5	17,344	18,574
Income tax expense	6	(4,027)	(3,952)
Profit and total comprehensive income for the period		13,317	14,622
Profit and total comprehensive income for the period attributable to:			
Owners of the Company		12,122	12,727
Non-controlling interests		1,195	1,895
Earnings per share for profit attributable to the owners of the Company during the period			
Basic and diluted	8	RMB0.72 cents 人民幣0.72分	RMB0.76 cents 人民幣0.76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 2019

截至二零一九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					Non-		Total
		Share capital	Share premium	Capital reserve	Statutory reserve fund	Retained earnings	Sub-total	controlling interests	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 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
At 1 January 2019 (Audited)	於二零一九年一月一日(經審核)	167,800	554,844	(188,494)	48,423	115,365	697,938	100,894	798,832
Impact on initial application of HKFRS 16	首次應用香港財務報告準則第16號之影響	-	-	-	-	(524)	(524)	-	(524)
Restated balance as at 1 January 2019	於二零一九年一月一日之經重列結餘	167,800	554,844	(188,494)	48,423	114,841	697,414	100,894	798,308
Change in equity for 2019	二零一九年權益變動								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	12,122	12,122	1,195	13,317
At 31 March 2019 (Unaudited)	於二零一九年三月三十一日(未經審核)	167,800	554,844	(188,494)	48,423	126,963	709,536	102,089	811,625

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2019

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 three months ended 31 March 2019 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 2018 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 2019. The adoption of new or amended HKFRSs and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 3. 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 2018.

未經審核簡明綜合財務報表附註

截至二零一九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

截至二零一九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，與編製截至二零一八年十二月三十一日止年度之年度財務報表所採用者一致，惟因採納於二零一九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。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表的影響(如有)於附註3披露。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，並須與截至二零一八年十二月三十一日止年度之本集團財務報表一併閱讀。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

This condensed consolidated financial information for the 3 months ended 31 March 2019 comprise the Company and its subsidiaries. The measurement basis used in the preparation of these financial statements is on a 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. ADOPTION OF NEW AND AMENDED HKFRSs AND CHANGES IN ACCOUNTING POLICIES

New and amended HKFRSs adopted as at 1 January 2019

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 2019.

Other than as noted below, the adoption of other 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 16 “Leases”

HKFRS 16 “Leases” replaced HKAS 17 and three related interpretations.

HKFRS 16 primarily affects the Group’s as a lessee of leases of office premises. The application of the new accounting model leads to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the consolidated statement of profit or loss and other comprehensive income over the period of the lease.

2. 編製基準及會計政策(續)

截至二零一九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. 採納新訂及經修訂香港財務報告準則及會計政策變動

於二零一九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二零一九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，其他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16號「租賃」

香港財務報告準則第16號「租賃」取代香港會計準則第17號及三項相關詮釋。

香港財務報告準則第16號將主要影響本集團作為辦公室租賃承租人的會計處理。新會計模式的應用導致資產和負債的增加，並影響租賃期間綜合損益及其他全面收益表中確認費用的時間。

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

New and amended HKFRSs adopted as at 1 January 2019 (continued)

HKFRS 16 “Leases” (continued)

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. As allowed by HKFRS 16, the Group uses the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group therefore applies the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group elects the practical expedient in order not to apply the new accounting model to short-term leases and leases of low-value assets.

The Group elects to use the modified retrospective approach for the adoption of HKFRS 16 on 1 January 2019 and recognises the cumulative effect of initial application as an adjustment to the opening balance of equity as at 1 January 2019. In addition, the Group elects the practical expedient in order not to apply the new accounting model to short-term leases and leases of low-value assets, not conduct comprehensive review on existing leases, and apply HKFRS 16 only to new contracts. The Group uses the practical expedient to account for leases for which the lease term ends, within 12 months from the date of initial application as short-term leases.

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)

於二零一九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16號「租賃」(續)

香港財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。如香港財務報告準則第16號所允許，本集團運用實際權宜手段豁免現有安排所屬的過往評估並訂定租賃。本集團會因而將香港財務報告準則第16號中的新租賃定義，僅用於在首次應用日期或之後訂立的合約。此外，本集團選取實際權宜手段，以免將新會計模式用於短期租賃及低價值資產租賃。

本集團於二零一九年一月一日採納的香港財務報告準則第16號選用經修訂追溯法，並會於二零一九年一月一日將首次應用的累計影響確認為年初權益結餘調整。此外，本集團選取實際權宜手段，以免將新會計模式用於短期租賃及低價值資產租賃，且不會對現有租賃進行全面審查及僅將香港財務報告準則第16號應用於新合約。此外，本集團選取實際權益手段就租期於首次應用起與十二個月到期的租賃列賬為短期租賃。

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

New and amended HKFRSs adopted as at 1 January 2019
(continued)

HKFRS 16 "Leases" (continued)

In summary, the following reclassification was made to the amounts recognised in the consolidated statement of financial position at the date of initial application (1 January 2019):

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)

於二零一九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16號「租賃」(續)

總括而言，於首次應用日期(二零一九年一月一日)對於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 2018 under HKAS 17 根據香港會計 準則第17號 於二零一八年 十二月三十一日 之賬面值 RMB'000 人民幣千元	Reclassification 重新分類 RMB'000 人民幣千元	Carrying amount on 1 January 2019 under HKFRS 16 根據香港財務 報告準則第16號 於二零一九年 一月一日之 賬面值 RMB'000 人民幣千元
Current assets	流動資產			
Right-of-use assets	使用權資產	—	4,950	4,950
Current liabilities	流動負債			
Lease liabilities	租賃負債	—	5,474	5,474

4. REVENUE AND OTHER REVENUE

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

4. 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	
		2019 二零一九年 (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
Revenue	收入		
Manufacturing and selling of medicines	生產和銷售藥品	104,883	110,732
Sales and distribution of medicines and healthcare products*	銷售及分銷藥品及保健品*	112,000	93,942
Research & development services income	研究和開發服務收入	-	-
		216,883	204,674

* For the three months ended 31 March 2019, the revenue from sales and distribution of medicines and healthcare products included the revenue from sales management services of pharmaceutical products of approximately RMB1,500,000 (for the three months ended 31 March 2018: approximately RMB10,687,000).

* 截至二零一九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1,500,000元（截至二零一八年三月三十一日止三個月：約人民幣10,687,000元）。

4. REVENUE AND OTHER REVENUE (CONTINUED)

4. 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	
		2019 二零一九年 (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
Other revenue	其他收入		
Interest income from bank deposits	銀行存款利息收入	1,887	791
Interest income from principal protected deposits	保本型存款利息收入	12	–
Government subsidies	政府補貼		
– released from deferred revenue	– 轉撥自遞延收益	100	968
– directly recognised in profit or loss	– 直接計入損益	–	17
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	898	–
Others	其他	–	88
		2,897	1,864
Other net income	其他收入淨額		
Reversal of write down of inventories	存貨撇減撥回	1,628	2,208
Others	其他	–	15
		1,628	2,223

5. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

5. 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	
		2019 二零一九年 (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
(a) Finance costs	(a) 財務成本		
Interest on bank loans	銀行貸款利息	211	379
Interest on lease liabilities	租賃負債利息	58	-
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	269	379
(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	19,679	16,351
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	4,491	3,689
		24,170	20,040

5. PROFIT BEFORE TAXATION (CONTINUED)

5. 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	
		2019	2018
		二零一九年	二零一八年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(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
– intangible assets*	– 無形資產*	993	953
Depreciation	折舊		
– property, plant and equipment	– 物業、廠房及設備	3,633	3,151
– right-of-use assets	– 使用權資產	381	–
Cost of inventories	存貨成本	89,076	81,030
Research & development costs*	研究與開發成本*	6,437	5,008
Short-term lease expenses:	短期租賃開支：		
– minimum lease payment	– 最低租賃付款	1,136	2,572
Write down of inventories*	撇減存貨*	1,689	1,759
Auditor's remuneration	核數師酬金		
– non-audit services	– 非審計服務	30	4

* These amounts are included in "Other operating expenses" presented in 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。

6. INCOME TAX

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

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 31 March	
		截至三月三十一日止三個月	
		2019	2018
		二零一九年	二零一八年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
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	4,100	4,013
Deferred tax	遞延稅項		
Reversal of temporary differences	暫時性差額的撥回	(73)	(61)
		4,027	3,952

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 2018: Nil).

As at 31 March 2019 and 2018, 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 2019 and 2018.

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(截至二零一八年三月三十一日止三個月：無)。

於二零一九年及二零一八年三月三十一日，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。

截至二零一九年及二零一八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。

7. DIVIDENDS

The Board does not recommend the payment of any dividend for the Quarter (2018: Nil).

8. 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 RMB12,122,000 (for the three months ended 31 March 2018: approximately RMB12,727,000) and the weighted average number of 1,678,000,000 ordinary shares in issue for the Quarter (for the three months ended 31 March 2018: 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 2019 and 2018 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

7. 股息

董事會並不建議就本季度派付任何股息(二零一八年：無)。

8. 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12,122,000元(截至二零一八年三月三十一日止三個月：約人民幣12,727,000元)以及本季度已發行普通股加權平均數1,678,000,000股(截至二零一八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

由於截至二零一九年及二零一八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 its 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 dosage forms such as tablets, capsules, granules, oral solutions and tinctures) and chemical medicines (which includes various dosage forms, namely tablets, capsules, granules, small volume injections, large volume injections of glass bottle, plastic bottle and soft bag), with nearly 500 approval documents being registered. 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 conducting independent research and development and cooperation with external research and development institutions. Two pharmaceutical manufacturing subsidiaries of the Group are recognized as high-tech enterprises in Fujian Province and entitled to enjoy preferential corporate income tax treatment for high-tech enterprises. The said subsidiaries 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).

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個劑型）近500個批准文號。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福建省高新技術企業，可享受高新技術企業所得稅優惠政策。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。

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. Currently, one of the selected medicine, Sodium Bicarbonate Tablets, has already passed the consistency of quality and efficacy evaluation. For details, please refer to the announcement of the Company dated 9 April 2019. The relevant work of quality consistency evaluation for other selected medicines is under orderly progress.

The supply of Tegafur, one of the active ingredients of the Group's new anti-cancer drug TGOP Tablets, has been tight across the PRC since the year 2018. Manufacturers of TGOP products (including capsules and tablets) in the PRC were affected to various extents. The production of TGOP Tablets by the relevant pharmaceutical manufacturing subsidiary of the Group was also affected. Currently, though the Group has found source of Tegafur supply, there are uncertainties about the reporting and approval procedures and the continuous supply of Tegafur. The Group will proactively push forward the work and try to mitigate the impact on the production and sales of TGOP Tablets caused by insufficient Tegafur supply as soon as possible.

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臺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。目前已有一個品種，即碳酸氫鈉片，已成功通過一致性評價，詳情請參閱本公司日期為二零一九年四月九日之公告。其他品種的一致性評價相關工作正在有序推進中。

本集團抗癌新藥替吉奧片其中一種原料藥替加氟自二零一八年起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。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。目前本集團雖已找到替加氟原料供應來源，但有關報批手續及原料的持續供應仍存在不確定性，本集團將積極推進相關之工作，爭取盡快緩解因原料供應不足對替吉奧片生產和銷售帶來的影響。

BUSINESS REVIEW (Continued)

Research and development, manufacturing and selling of medicines (CONTINUED)

Under the impact of national policies, hospitals have restricted the use of antibiotics and 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 last year and the Quarter. 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 and the increasing expenses for drug re-registration and quality consistency evaluation. The Group will proactively keep up with the 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 endeavor to strike a balance between the short-term results and the long-term development of relevant pharmaceutical manufacturing subsidiaries.

All production lines for 15 dosage forms of a subsidiary of the Company acquired the Pharmaceutical GMP Certificate during the Quarter upon inspection and having compiled with the requirements of Chinese Good Manufacturing Practices for Pharmaceutical Products (《藥品生產質量管理規範》) after the previous certificate expired. For details, please refer to the announcement of the Company dated 23 January 2019.

業務回顧 (續)

藥品研發、生產及銷售 (續)

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上一年度及本季度出現產品銷量下降。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。本集團將積極把握國家和福建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。

本公司一家製藥附屬公司15個劑型的全部生產線之藥品GMP證書有效期屆滿後，經審查全部符合《藥品生產質量管理規範》要求，並已於本季度獲得新藥品GMP證書。詳情請參閱本公司日期為二零一九年一月二十三日之公告。

BUSINESS REVIEW (Continued)

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).

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 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 it is gradually recovering and taking on an increasing momentum.

In order to reduce the layers of intermediary within the distribution of pharmaceutical products, 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 transformed relevant business into a pharmaceutical product sales management service business based on the existing purchase and sales business model and the needs of end-use consumers and manufacturing enterprises.

業務回顧(續)

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，並呈現增長趨勢。

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，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，將相關業務轉型為藥品銷售管理服務業務。

FINANCIAL REVIEW

The Group's revenue for the Quarter was approximately RMB216,883,000, representing an increase of approximately 5.97% from approximately RMB204,674,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB104,883,000, which amounted to approximately 48.36% of the Group's total revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB112,000,000, which amounted to approximately 51.64% of the Group's total revenue, was derived from the sales and distribution of medicines and healthcare products segment. During the Quarter, the Group's revenue from the manufacturing and selling of medicines segment decreased by approximately 5.28% 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 19.22%. Thereby the total revenue of the Group resulted in an overall increase. A portion of the Group's revenue under the sales and distribution of medicines and healthcare products derived from sales management services of pharmaceutical products in the Quarter was approximately RMB1,500,000, which amounted to approximately 1.34% 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 58%, representing an increase of approximately 2 percentage points from approximately 56% for the corresponding period of last year. The increase of gross profit margin was mainly attributable to that the manufacturing and selling of medicines segment raised the prices of certain products as the market prices of such products increased.

The Group's gross profit during the Quarter was approximately RMB125,654,000, representing an increase of approximately 9.97% from approximately RMB114,266,000 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

本集團於本季度之收入約為人民幣216,883,000元，較去年同期約人民幣204,674,000元上升約5.97%。於收入中，約人民幣104,883,000元來自於生產和銷售藥品分部，佔收入約48.36%；約人民幣112,000,000元來自於銷售及分銷藥品及保健品分部，佔收入約51.64%。於本季度，生產銷售藥品分部的收入較去年同期下降約5.28%，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19.22%，因此本集團整體收入有所上升。本季度本集團藥品銷售管理服務業務收入總額約為人民幣1,500,000元，約佔銷售及分銷藥品及保健品分部收入的1.34%。

本集團於本季度之毛利率約為58%，較去年同期約56%上升約2個百分點。毛利率的上升主要是因為部分產品市場價格上升，銷售及分銷藥品及保健品分部相應提升了部分產品的售價。

本集團於本季度之毛利約為人民幣125,654,000元，較去年同期約人民幣114,266,000元上升約9.97%。毛利的上升主要是因為本集團整體收入及毛利率較去年同期均有所上升。

FINANCIAL REVIEW (Continued)

During the Quarter, the Group's selling and distribution expenses were approximately RMB88,959,000, representing an increase of approximately 14.05% from approximately RMB78,001,000 for the corresponding period of last year. The increase in selling and distribution expenses was mainly due to the increase in the sales scale of the sales and distribution of medicines and healthcare products segment, which in turn resulted in corresponding increase in sales expenses.

The Group's administrative expenses for the Quarter were approximately RMB14,416,000, representing an increase of approximately 5.44% from approximately RMB13,672,000 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 RMB9,191,000, representing an increase of approximately 18.95% from approximately RMB7,727,000 for the corresponding period of last year. The increase in other operating expenses was mainly due to the increase in research and development costs as compared with the corresponding period of last year.

The Group's finance costs for the Quarter amounted to approximately RMB269,000, representing a decrease of approximately 29.02% from approximately RMB379,000 for the corresponding period of last year. The decrease in finance costs was mainly due to that the average principal amount of bank loans of the Group during the Quarter decreased as compared with the corresponding period of last year, and finance costs decreased accordingly.

Due to the above reasons, the Group's profit after tax decreased from approximately RMB14,622,000 of the corresponding period of last year to approximately RMB13,317,000 of the Quarter, representing a decrease of approximately 8.92%. Profit attributable to the owners of the Company decreased from approximately RMB12,727,000 of the corresponding period of last year, to approximately RMB12,122,000 of the Quarter, representing a decrease of approximately 4.75%.

財務回顧(續)

本集團於本季度之銷售及分銷開支約為人民幣88,959,000元，較去年同期約人民幣78,001,000元增加約14.05%。銷售及分銷開支增加主要由於銷售及分銷藥品及保健品分部的銷售規模增長，故銷售費用有相應增加。

本集團於本季度之行政開支約為人民幣14,416,000元，較去年同期約人民幣13,672,000元增加約5.44%。行政開支增加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9,191,000元，較去年同期約人民幣7,727,000元上升約18.95%。其他經營開支上升主要是由於研發支出較去年同期有所上升。

本集團於本季度之財務成本約為人民幣269,000元，較去年同期約人民幣379,000元下降約29.02%。財務成本的下降主要由於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。

由於上述原因，本集團稅後溢利由去年同期約人民幣14,622,000元，下降至本季度約人民幣13,317,000元，下降約8.92%；本公司擁有人應佔溢利由去年同期約人民幣12,727,000元，下降至本季度約為人民幣12,122,000元，下降約4.75%。

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 2019, 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 2019, the total banking facility was utilized to the extent of RMB30,000,000, and thus a short-term bank borrowings of RMB30,000,000 was outstanding.

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 2019, 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

於二零一九年三月三十一日，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。於二零一九年三月三十一日，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。

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

於二零一九年三月三十一日，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 2019, 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	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
董事	身份	權益種類	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
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，於二零一九年三月三十一日，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	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
董事	身份	權益種類	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
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/Supervisor/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／監事／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	11,498,793	0.42%
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	1,100,000	0.04%
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	766,200	0.03%
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	350,000	0.01%
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	306,000	0.01%
Ms. Cao Yang (Note (g)) 曹陽女士 (附註(f))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	200,000	0.01%

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 0.42% 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 0.04% 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 0.03% 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.
- (e) Mr. Zhao Wen Liang, non-executive Director of the Company, was beneficially interested in approximately 0.01% 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0.42%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0.04%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0.03%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。
- (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0.01%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)

Notes: (Continued)

- (f) Ms. Mu Ling Xia, vice general manager of the Company, was beneficially interested in approximately 0.01% 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.
- (g) Ms. Cao Yang, employee representative supervisor and senior human resources manager of the integrated management department of the Company, was beneficially interested in approximately 0.01% 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 capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.

Save as disclosed above, as at 31 March 2019, 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.

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：(續)

- (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0.01%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。
- (g) 本公司職工代表監事、綜合管理部人力資源高級經理曹陽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0.01%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。

除上文披露者外，於二零一九年三月三十一日，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。

SHARE OPTION SCHEME, CONVERTIBLE SECURITIES AND WARRANTS

Up to 31 March 2019, 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 2019, 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:

購股權計劃、可轉換證券及認股權證

截至二零一九年三月三十一日，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，於二零一九年三月三十一日，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他方式知會本公司之任何權益及／或淡倉如下：

Long positions in the shares of the Company:

於本公司股份之好倉：

Name of Substantial Shareholder	Capacity	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
主要股東名稱	身份			
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%

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 44.03% 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 44.03% 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 44.03% of the entire issued share capital of Neptunus Bio-engineering.

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44.03%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44.03%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44.03%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。

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 2019.

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，於二零一九年三月三十一日，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, 9 May 2019

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，二零一九年五月九日

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