



深圳市海王英特龍 生物技術股份有限公司

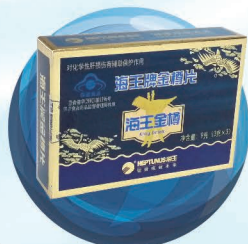
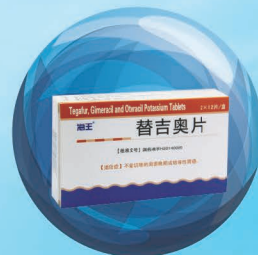
SHENZHEN NEPTUNUS INTERLONG
BIO-TECHNIQUE COMPANY LIMITED*

(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



First Quarterly Report

2021 第一季度報告



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 2021 (the “Quarter”), together with the unaudited comparative figures for the corresponding period of 2020.

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 2021

截至二零二一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」)截至二零二一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二零二零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		
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元	
	Note 附註			
Revenue	收入	3	219,289	194,847
Cost of Sales	銷售成本		(101,142)	(102,993)
Gross profit	毛利		118,147	91,854
Other revenue	其他收入	3	3,843	1,852
Other net income	其他收入淨額	3	687	416
Selling and distribution expenses	銷售及分銷開支		(77,118)	(57,604)
Administrative expenses	行政開支		(17,175)	(15,652)
Other operating expenses	其他經營開支		(6,061)	(7,742)
Profit from operations	經營溢利		22,323	13,124

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 2021

截至二零二一年三月三十一日止三個月

For the three months ended

31 March

截至三月三十一日止三個月

		Note	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
		附註		
Finance costs	財務成本	4	(11)	(242)
Profit before taxation	除稅前溢利	4	22,312	12,882
Income tax expense	所得稅開支	5	(4,239)	(3,105)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		18,073	9,777
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		15,648	9,318
Non-controlling interests	非控股權益		2,425	459
Earnings per share for profit attributable to the owners of the Company during the period	期內本公司擁有人應佔溢利的每股盈利			
Basic and diluted	基本及攤薄	7	RMB0.93 cents 人民幣0.93分	RMB0.56 cents 人民幣0.56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 2021

截至二零二一年三月三十一日止三個月

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Statutory reserve fund 法定公積	Retained earnings 保留盈利	Sub-total 小計	Non-controlling interests 非控股權益	Total equity 總權益
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2020 (Audited)	於二零二零年一月一日 (經審核)	167,800	554,844	(188,494)	48,465	174,531	757,146	102,784	859,930
Change in equity for 2020	二零二零年權益變動								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	9,318	9,318	459	9,777
At 31 March 2020 (Unaudited)	於二零二零年三月三十一日 (未經審核)	167,800	554,844	(188,494)	48,465	183,849	766,464	103,243	869,707
At 1 January 2021 (Audited)	於二零二一年一月一日 (經審核)	167,800	554,844	(188,494)	48,936	210,652	793,738	101,934	895,672
Change in equity for 2021	二零二一年權益變動								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	15,648	15,648	2,425	18,073
At 31 March 2021 (Unaudited)	於二零二一年三月三十一日 (未經審核)	167,800	554,844	(188,494)	48,936	226,300	809,386	104,359	913,745

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2021

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 2021 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 2020 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 2021. 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 2020.

This unaudited condensed consolidated financial information for the 3 months ended 31 March 2021 comprise the Company and its subsidiaries. The measurement basis used in the preparation of these financial statements is on a historical cost basis except for principal protected deposits which is stated at fair values. 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.

未經審核簡明綜合財務報表附註

截至二零二一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

截至二零二一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，與編製截至二零二零年十二月三十一日止年度之年度財務報表所採用者一致，惟因採納於二零二一年一月一日或之後的會計期間首次生效的全新或經修訂的香港財務報告準則及詮釋而需要作出的會計政策變動除外。本未經審核簡明綜合財務報表並無載納年度財務報表要求之所有數據及披露事項，並須與截至二零二零年十二月三十一日止年度之本集團財務報表一併閱讀。

截至二零二一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，惟保本型存款按公平值列賬除外。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. 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:

3. 收入及其他收入

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

		For the three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (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	121,789	86,765
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	97,500	108,082
		219,289	194,847

3. REVENUE AND OTHER REVENUE (CONTINUED)

3. 收入及其他收入(續)

		For the three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (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	1,553	612
Interest income from principal protected deposits	保本型存款利息收入	1,004	111
Government subsidies	政府補貼		
– released from deferred revenue	– 轉撥自遞延收益	150	100
– directly recognised in profit or loss	– 直接計入損益	836	10
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	–	955
Others	其他	7	64
Gain on physical counting	盤盈利得	293	–
		3,843	1,852
Other net income	其他收入淨額		
Reversal of write down of inventories	存貨撇減撥回	307	416
Reversal of impairment loss	減值虧損撥回	380	–
		687	416

4. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

4. 除稅前溢利

本集團之除稅前溢利經扣除以下各項：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (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	–	200
Interest on lease liabilities	租賃負債利息	11	42
		11	242
(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	22,203	21,494
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	4,029	2,700
		26,232	24,194

4. PROFIT BEFORE TAXATION (CONTINUED)

4. 除稅前溢利(續)

		For the three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
(c) Other items	(c) 其他項目		
Depreciation of right-of-use assets	使用權資產折舊	582	774
Amortisation of intangible assets*	無形資產攤銷*	985	1,026
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,113	4,044
Impairment of :	減值：		
– trade receivables*	– 應收賬款*	150	8
– other receivables*	– 其他應收款項*	–	23
Write down of inventories*	撇減存貨*	894	624
Loss on disposal of property, plant and equipment*	出售物業、廠房及設備的虧損*	(14)	78
Auditor's non-audit services remuneration	核數師非審計酬金	83	32
Lease charges :	租賃支出：		
– Short term leases	– 短期租賃	1,643	1,393
Cost of inventories	存貨成本	99,132	100,917
Research and development cost*	研發費用*	5,320	5,510
Reversal of provision for estimated loss from legal proceedings*	法律訴訟後計虧損沖回*	(1,282)	–

* 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。

5. INCOME TAX

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

5. 所得稅

未經審核簡明綜合損益及其他全面收益表內的所得稅指：

		For the three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元	2020 二零二零年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax	即期稅項		
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」) 撥備	4,334	3,298
Deferred tax	遞延稅項		
Reversal of temporary differences	暫時性差額的撥回	(95)	(193)
		4,239	3,105

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 2020: Nil).

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(截至二零二零年三月三十一日止三個月：無)。

As at 31 March 2021 and 2020, 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%.

於二零二一年及二零二零年三月三十一日，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。

The Company and other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the three months ended 31 March 2021 and 2020.

截至二零二一年及二零二零年三月三十一日止三個月，本公司及其他中國附屬公司則按25%的稅率繳納中國企業所得稅。

6. DIVIDENDS

The Board does not recommend the payment of any dividend for the Quarter (2020: Nil).

7. EARNINGS PER SHARE

Basic earnings per share

During the Quarter, the calculation of basic earnings per share was based on the unaudited profit attributable to owners of the Company of approximately RMB15,648,000 (for the three months ended 31 March 2020: approximately RMB9,318,000) and the weighted average number of 1,678,000,000 ordinary shares in issue for the Quarter (for the three months ended 31 March 2020: 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 2021 and 2020 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

6. 股息

董事會並不建議就本季度派付任何股息 (二零二零年：無)。

7. 每股盈利

每股基本盈利

於本季度，每股基本盈利乃根據未經審核本公司擁有人應佔溢利約人民幣15,648,000元 (截至二零二零年三月三十一日止三個月：約人民幣9,318,000元) 以及本季度已發行普通股加權平均數1,678,000,000股 (截至二零二零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

由於截至二零二一年及二零二零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), with nearly 500 approval documents being registered and approximately 170 varieties being included into the “Catalogue of Drugs for Basic National Medical Insurance” (國家基本醫療保險藥品目錄). The Fuzhou Production Base is the only narcotic production base in Fujian Province designated by the State.

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、大容量注射劑等多個劑型）近500個批准文號，且約有170個品規入選了國家基本醫療保險藥品目錄。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。

BUSINESS REVIEW (Continued)

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

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 two 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 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 (萹菜黃連素膠囊, a drug for acute diarrhea), Pre-filled Catheter Flusher (預充式導管沖洗器, a Class III medical device) and HTK Myocardial Protection Cardioplegic Solution (HTK心肌保護停跳液, a Class III medical device).

Under the policy in relation to quality consistency evaluation for generic drugs promulgated, 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, two of the selected medicine, Sodium Bicarbonate Tablets and Norfloxacin Capsules has already passed the consistency of quality and efficacy evaluation. For details, please refer to the announcements of the Company dated 9 April 2019 and 11 January 2021. The relevant work of quality consistency evaluation for other selected medicines is under orderly progress.

業務回顧(續)

藥品研發、生產及銷售(續)

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。上述兩家附屬公司目前擁有多個新藥和自主知識產權獨家產品，如抗胃癌藥替吉奧片（「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、急性腹瀉用藥萹菜黃連素膠囊、預充式導管沖洗器（國家第三類醫療器械產品）以及HTK心肌保護停跳液（國家第三類醫療器械產品）等。

根據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。目前已有兩個品種，即碳酸氫鈉片和諾氟沙星膠囊，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及二零二一年一月十一日之公告。其他品種的一致性評價相關工作正在有序推進中。

BUSINESS REVIEW (Continued)

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

Affected by the national policies and the fluctuation of the market, the prices of the pharmaceutical products are decreasing, the prices of the active ingredients are increasing, the regulation and inspection of the drug production and quality has become more stringent and the competition of bidding for drugs has intensified, which are imposing continuous pressure on the relevant pharmaceutical manufacturing subsidiaries of the Company. Meanwhile, the centralized procurement of drugs organized by the State has entered the stage of regular operation and the landscape of the medical industry is changing at an accelerating pace. To mitigate the above adverse impact, the Group will continue to pay close attention to the trend of the policies and the market, actively leverage on the opportunities brought by the changing industry, increase investment in the research and development and the product quality assurance system and expand the existing sales networks, so as to ensure the sustainable and healthy development of the Group's pharmaceutical manufacturing and sales business.

業務回顧(續)

藥品研發、生產及銷售(續)

受國家政策及市場波動影響，藥品降價、原料藥漲價、藥品生產及質量檢查趨嚴、藥品投標競爭加劇，本公司相關製藥附屬公司經營壓力持續加大。同時，國家組織藥品集中採購已進入常態化運行階段，醫藥格局正在加快變化。為消除上述不利影響，本集團將繼續密切關注國家政策及市場動向，積極把握行業變化帶來的機遇，加大研發及質量體系的投入，並拓展現有的銷售網絡，確保本集團藥品生產及銷售業務的穩健發展。

BUSINESS REVIEW (Continued)

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

In year 2020, an 80%-owned subsidiary of the Company (the "Subsidiary"), was served with a writ of summons ((2020) Hu 0120 Min Chu 1752 Hao ((2020)滬0120民初1752號), the "Writ") issued by the People's Court of Fengxian District, Shanghai (上海市奉賢區人民法院), PRC. The plaintiff in the Writ made a claim against the Subsidiary in respect of the "Tegafur Exclusive Agency Agreement" (替加氟獨家代理協議) (the "Agreement"). In response, the Subsidiary filed a counterclaim and the People's Court of Fengxian District, Shanghai (上海市奉賢區人民法院), the PRC issued a civil judgement ((2020) Hu 0120 Min Chu 1752 Hao) ((2020)滬0120民初1752號), (the "Judgement") in relation to the legal proceedings. The Subsidiary lodged an appeal within the appeal period specified in the Judgment and received a civil mediation order ((2020) Hu 01 Min Zhong 12849 Hao ((2020)滬01民終12849號), the "Civil Mediation Order") issued by the Shanghai No.1 Intermediate People's Court, (上海市第一中級人民法院) of the PRC in relation to the legal proceedings, pursuant to which the plaintiff (the defendant of the counterclaim case and the appellee) has the right to confiscate the security deposit (保證金) of RMB3,000,000 paid by the Subsidiary under the terms of the Agreement, and the Subsidiary shall pay RMB3,250,000 (after deducting relevant amounts) to the plaintiff (the defendant of the counterclaim case and the appellee) within the prescribed time limit as stated in the Civil Mediation Order. The Subsidiary has agreed to comply with the Civil Mediation Order. It is expected that execution of the Civil Mediation Order will not affect the business and normal operations of the Group. For details, please refer to the announcements of the Company dated 17 March 2020, 8 September 2020 and 7 April 2021.

業務回顧(續)

藥品研發、生產及銷售(續)

於二零二零年，本公司一間擁有80%權益的附屬公司(「該附屬公司」)接獲了中國上海市奉賢區人民法院發出的傳訊令狀((2020)滬0120民初1752號)(「該令狀」)。該令狀之原告就《替加氟獨家代理協議》(「該協議」)向該附屬公司作出申索。對此，該附屬公司提起反訴，並接獲了中國上海市奉賢區人民法院就該法律訴訟作出的民事判決((2020)滬0120民初1752號)(「該判決」)。該附屬公司於該判決訂明的上訴期內提出上訴，並接獲了中國上海市第一中級人民法院就該法律訴訟作出的民事調解書((2020)滬01民終12849號)(「該民事調解書」)，據此，原告(反訴被告及被上訴人)有權沒收該附屬公司於該協議項下支付之保證金人民幣3,000,000元，且該附屬公司應於該民事調解書訂明的時限內向原告(反訴被告及被上訴人)償付人民幣3,250,000元(於抵扣相關款項後)。該附屬公司已同意履行該民事調解書。履行該民事調解書將不會影響本集團之業務及正常營運。詳情請參閱本公司日期為二零二零年三月十七日、二零二零年九月八日及二零二一年四月七日之公告。

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). Such products are mainly distributed to the end medical institutions through professional sales promotion companies and to the end users through large and medium-sized chain pharmacies.

To adapt to the new policy environment, the purchase and sales segment of medicines and healthcare food products segment of the Group transferred part of such business to the Company to coordinate the sales network and customer resources of the Group to better develop such business. During the Quarter, the purchase and sales of medicines and healthcare food products segment of the Group reduced the distribution of several prescription products, and therefore, the revenue of this segment declined.

Event after the Quarter

On 22 April 2021, a wholly-owned subsidiary of the Company and the sellers entered into an equity transfer agreement in respect of the acquisition of 51% equity interest in Beijing Zhongxin Pharmaceutical Co., Ltd. (北京中新藥業股份有限公司, the "Target Company"), pursuant to which the wholly-owned subsidiary of the Company conditionally agreed to acquire and the sellers conditionally agreed to dispose of 51% equity interest in the Target Company at the consideration of RMB76,500,000. Upon completion of the acquisition, the Target Company will become a non-wholly owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the financial statements of the Group. Meanwhile, the Board views that by acquiring the Target Company, the Group will be able to strengthen, expand and diversify its business in developing and manufacturing medicines in the PRC. For details, please refer to the announcement of the Company dated 22 April 2021 and 30 April 2021.

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。代理產品主要通過專業銷售推廣公司分銷至終端醫療機構以及通過大中型連鎖藥店銷售給終端客戶。

本集團藥品及保健食品購銷分部為適應新政策環境，將部分業務交由本公司直接接管，以統籌和協調本集團的銷售網絡和客戶資源，更好地發展該業務。於本季度，本集團藥品及保健食品購銷分部減少了部分處方產品之代理，因此，該分部之收入有所下降。

本季度後事項

於二零二一年四月二十二日，本公司一家全資附屬公司與賣方就收購北京中新藥業股份有限公司(「目標公司」)51%股權事宜訂立了股權轉讓協議，據此，本公司的全資附屬公司有條件同意收購及賣方有條件同意出售目標公司51%股權，代價為人民幣76,500,000元。於收購事項完成後，目標公司將成為本公司的非全資附屬公司，目標公司的財務業績將併入本集團的財務報表內。同時，董事會認為，透過收購目標公司，本集團將可加強、擴展及多元化發展其於中國研發和製造藥品的業務。詳情請參閱本公司日期為二零二一年四月二十二日及二零二一年四月三十日之公告。

FINANCIAL REVIEW

The Group's revenue for the Quarter was approximately RMB219,289,000, representing an increase of approximately 12.54% from approximately RMB194,847,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB121,789,000, which amounted to approximately 55.54% of the Group's total revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB97,500,000, which amounted to approximately 44.46% 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 increased by approximately 40.37% as compared with the corresponding period of last year, while the revenue of the sales and distribution of medicines and healthcare products segment decreased by approximately 9.79%. Thereby the total revenue of the Group resulted in an overall increase.

During the Quarter, the Group's gross profit margin was approximately 54%, representing an increase of approximately 7 percentage points from approximately 47% for the corresponding period of last year. The increase of gross profit margin was mainly attributable to the sales of the varieties with high gross profit increased as compared with the corresponding period of last year.

The Group's gross profit during the Quarter was approximately RMB118,147,000, representing an increase of approximately 28.62% from approximately RMB91,854,000 for the corresponding period of last year. The increase in gross profit was mainly because the overall revenue and the gross profit margin of the Group increased.

During the Quarter, the Group's selling and distribution expenses were approximately RMB77,118,000, representing an increase of approximately 33.88% from approximately RMB57,604,000 for the corresponding period of last year. The increase in selling and distribution expenses was mainly due to the increase in the revenue.

財務回顧

本集團於本季度之收入約為人民幣219,289,000元，較去年同期約人民幣194,847,000元上升約12.54%。於本集團收入中，約人民幣121,789,000元來自於生產和銷售藥品分部，佔本集團總收入約55.54%；約人民幣97,500,000元來自於銷售及分銷藥品及保健品分部，佔本集團總收入約44.46%。於本季度，本集團生產和銷售藥品分部的收入較去年同期上升約40.37%；銷售及分銷藥品及保健品分部的收入較去年同期下降約9.79%。因此本集團整體收入有所上升。

本集團於本季度之毛利率約為54%，較去年同期約47%上升約7個百分點。毛利率較去年上升主要是因為本季度高毛利品種銷量較去年同期有所增加。

本集團於本季度之毛利約為人民幣118,147,000元，較去年同期約人民幣91,854,000元上升約28.62%。毛利的上升主要是因為本集團整體收入及毛利率均有所上升。

本集團於本季度之銷售及分銷開支約為人民幣77,118,000元，較去年同期約人民幣57,604,000元上升約33.88%。銷售及分銷開支增加主要是隨著收入的增加，銷售及分銷開支呈同向增加。

FINANCIAL REVIEW (Continued)

The Group's administrative expenses for the Quarter were approximately RMB17,175,000, representing an increase of approximately 9.73% from approximately RMB15,652,000 for the corresponding period of last year. The increase in administrative expenses was mainly due to the increase in the costs such as staff costs, consulting fees and appraisal fees as compared with the corresponding period of last year.

During the Quarter, the Group's other operating expenses amounted to approximately RMB6,061,000, representing a decrease of approximately 21.71% from approximately RMB7,742,000 for the corresponding period of last year. The decrease in other operating expenses was mainly because the provisions for estimated loss of approximately RMB1,281,000 from the legal proceedings in 2020 was reversed.

During the Quarter, the Group's finance costs amounted to approximately RMB11,000, representing a decrease of approximately 95.45% from approximately RMB242,000 for the corresponding period of last year. The decrease in finance costs was mainly because the Group had no borrowings during the Quarter and the finance costs decreased accordingly.

Due to the above reasons, the Group's profit after tax was approximately RMB18,073,000 during the Quarter, representing an increase of approximately 84.85% from approximately RMB9,777,000 of the corresponding period of last year. Profit attributable to the owners of the Company was approximately RMB15,648,000 of the Quarter, representing an increase of approximately 67.93% from approximately RMB9,318,000 of the corresponding period of last year.

財務回顧(續)

本集團於本季度之行政開支約為人民幣17,175,000元，較去年同期約人民幣15,652,000元增加約9.73%。行政開支較去年上升的原因主要是由於員工成本、諮詢費及評估費等較去年同期有所增加。

本集團於本季度之其他經營開支約為人民幣6,061,000元，較去年同期約人民幣7,742,000元下降約21.71%。其他經營開支減少主要是由於原二零二零年度已計提的法律訴訟估計虧損撥備約人民幣1,281,000元已撥回。

本集團於本季度之財務成本約為人民幣11,000元，與去年同期約人民幣242,000元下降約95.45%，財務成本減少主要是由於本集團於本季度無借款，故財務成本相應減少。

由於上述原因，本集團於本季度之稅後溢利約為人民幣18,073,000元，較去年同期約人民幣9,777,000元上升約84.85%；本公司於本季度之擁有人應佔溢利約為人民幣15,648,000元，較去年同期約人民幣9,318,000元上升約67.93%。

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 2021, 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 2021, the Group did not have any bank borrowings.

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.

As the above-mentioned repayment conditions were fully satisfied, after the negotiation between the Company and Neptunus Bio-engineering, the Company has repaid the above-mentioned shareholder's entrusted loan to Neptunus Bio-engineering on 18 February 2021.

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

於二零二一年三月三十一日，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。於二零二一年三月三十一日，本集團無銀行借款。

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。

由於上述償還條件均已達成，經本公司與海王生物協商，本公司已於二零二一年二月十八日向海王生物償還委託借款。

CONTINGENT LIABILITY

As at 31 March 2021, the Group had no significant contingent liabilities.

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 2021, 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:

或然負債

於二零二一年三月三十一日，本集團並無任何重大或然負債。

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，於二零二一年三月三十一日，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：

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

董事、監事及最高行政人員於上市
證券中的權益及淡倉(續)

Long positions in shares of associated corporations of the Company:

於本公司相聯法團股份之好倉：

Director/Supervisor	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	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%
Ms. Yu Lin (Note (b)) 于琳女士(附註(b))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	900,000	0.03%
Mr. Shen Da Kai (Note (c)) 沈大凱先生(附註(c))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	2,000,000	0.07%
Ms. Cao Yang (Note (d)) 曹陽女士(附註(d))	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 and non-independent director of the 8th session of the board of directors and president 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) Ms. Yu Lin, 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.
- (c) Mr. Shen Da Kai, non-executive director of the Company, was beneficially interested in approximately 0.07% 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) Ms. Cao Yang, employee representative supervisor and human resources 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 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第八屆董事局副主席、非獨立董事兼總裁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0.03%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。
- (c) 本公司非執行董事沈大凱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0.07%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) 本公司職工代表監事及人力資源總監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%為直接擁有，3.13%經海王東方間接持有。

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

Save as disclosed above, as at 31 March 2021, none of the Directors, supervisors or chief executives of the Company nor their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of SFO, or were required, pursuant to section 352 of the SFO, to be and were recorded in the register to be kept by the Company, or were required, pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME, CONVERTIBLE SECURITIES AND WARRANTS

Up to 31 March 2021, 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 2021, 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，於二零二一年三月三十一日，本公司董事、監事或最高行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第十五部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第十五部知會本公司及聯交所之權益及淡倉；或須根據證券及期貨條例第352條須由本公司存備之登記冊將記錄及已記錄之權益或淡倉；或根據GEM上市規則第5.46條至5.67條之規定而須知會本公司及聯交所之權益及淡倉。

購股權計劃、可轉換證券及認股權證

截至二零二一年三月三十一日，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，於二零二一年三月三十一日，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：

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

Long positions in the shares of the Company:

主要股東於股份及相關股份的權益 (續)

於本公司股份之好倉：

Name of Substantial Shareholder	Capacity	Number of domestic shares held	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
主要股東名稱	身份	持有內資股股份數目	佔所有內資股的概約百分比	佔本公司已發行股本的概約百分比
Neptunus Bio-engineering (Note (a)) 海王生物(附註(a))	Beneficial owner 實益擁有人	1,181,000,000	94.33%	70.38%
	Interest in controlled corporation 受控制法團權益	52,464,500	4.19%	3.13%
Bank of Changsha Co., Ltd. – Guangzhou Branch (Note (a)) 長沙銀行股份有限公司廣州分行(附註(a))	Person having a security interest in shares 持有股份的保證權益的人	1,181,000,000	94.33%	70.38%
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.

On 25 March 2021, Neptunus Bio-engineering has pledged 1,181,000,000 domestic shares in the Company to Bank of Changsha Co., Ltd – Guangzhou Branch as a security of a loan provided by Bank of Changsha Co., Ltd – Guangzhou Branch. Therefore, Bank of Changsha Co., Ltd. – Guangzhou Branch was deemed to be interested in 1,181,000,000 domestic shares of the Company. The said share pledge does not fall within the scope of Rule 17.19 of the GEM Listing Rules as it is not for the purpose to secure the Company's debt or to secure guarantees or other support of the Company's obligations.

- (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。

於二零二一年三月二十五日，海王生物以1,181,000,000股本公司內資股作為向長沙銀行股份有限公司廣州分行借貸的抵押。因此，長沙銀行股份有限公司廣州分行被視為擁有海王生物持有的本公司1,181,000,000股內資股股份的權益。由於上述股份質押並非用於擔保本公司之債務或擔保本公司之保證或其他支持，因此上述股份質押不屬於GEM上市規則第17.19條之範疇。

- (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 2021.

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.

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，於二零二一年三月三十一日，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。

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

COMPETING INTERESTS (Continued)

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.

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.

競爭權益(續)

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。

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。

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.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The roles of the Chairman and General Manager are separate and should not be performed by the same individual as required under paragraph A.2.1 of Corporate Governance Code. As the leader of the Board, the Chairman is responsible for the approval and supervision of the overall strategies and policies of the Company, approval of annual budgets and business plans, evaluation of the Company’s performance and oversight of the management. Mr. Zhang Feng is the current Chairman of the Board. The General Manager (same role as the chief executive pursuant to the Corporate Governance Code) responsible for the day-to-day operations of the Company.

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。

遵守企業管治守則

根據《企業管治守則》第A2.1條之規定，主席與總經理的角色應有區分，不應由一人同時兼任。作為董事會之領導人，主席負責批准及監管本公司整體策略及政策，批准年度預算及商業計劃，評估本公司之表現，並監督管理層。張鋒先生為現任董事會主席。總經理（與《企業管治守則》行政總裁為同一角色）則負責本公司之日常運營。

Subsequent to the resignation of Mr. Zhou Hang as an executive Director and the General Manager on 8 February 2021, the Company is identifying a suitable candidate to fulfill the vacancy of the General Manager. The articles of the association of the Company has set out the role and powers of the Chairman and General Manager.

Save as disclosed, 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, 12 May 2021

As at the date of this report, the executive Directors are Mr. Zhang Feng and Mr. Huang Jian Bo; the non-executive Directors are Mr. Zhang Yi Fei, Ms. Yu Lin, Mr. Shen Da Kai and Mr. Xu Yan He; 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*

繼周航先生於二零二一年二月八日辭任執行董事兼總經理之後，本公司正在物色合適候選人來填補總經理的空缺。本公司公司章程已列載主席與總經理之角色與職權。

除上文所披露者外，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

主席

張鋒

中國深圳市，二零二一年五月十二日

於本報告刊發日期，執行董事為張鋒先生及黃劍波先生，非執行董事為張翼飛先生、于琳女士、沈大凱先生及徐燕和先生，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

