



# 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

# 2022 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.**

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this report.*

*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 2022 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period of 2021.

## 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 2022

截至二零二二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」)截至二零二二年三月三十一日止三個月(「報告期間」)之未經審核綜合業績連同二零二一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	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
	Note 附註		
Revenue	收入	3	215,698
Cost of Sales	銷售成本		(118,155)
Gross profit	毛利		97,543
Other revenue	其他收入	3	2,256
Other net income	其他收入淨額	3	758
Selling and distribution expenses	銷售及分銷開支		(53,440)
Administrative expenses	行政開支		(22,364)
Other operating expenses	其他經營開支		(8,261)
Profit from operations	經營溢利		16,492

## 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 2022

截至二零二二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	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
		附註		
Finance costs	財務成本	4	(1,650)	(11)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	4	<b>14,842</b>	22,312
Income tax expense	所得稅開支	5	(3,334)	(4,239)
<b>Profit and total comprehensive income for the period</b>	<b>期內溢利及全面收益總額</b>		<b>11,508</b>	18,073
<b>Profit and total comprehensive income for the period attributable to:</b>	<b>以下各項應佔期內溢利及全面收益總額：</b>			
Owners of the Company	本公司擁有人		10,541	15,648
Non-controlling interests	非控股權益		967	2,425
<b>Earnings per share for profit attributable to the owners of the Company during the period</b>	<b>期內本公司擁有人應佔溢利的每股盈利</b>			
Basic and diluted	基本及攤薄	7	RMB0.63 cents 人民幣0.63分	RMB0.93 cents 人民幣0.93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 2022

截至二零二二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- controlling interests 非控股權益	Total equity 總權益
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Statutory reserve fund 法定公積 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元		
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
<b>Change in equity for 2021</b>	<b>二零二一年權益變動</b>								
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
<b>At 31 March 2021 (Unaudited)</b>	<b>於二零二一年三月三十一日 (未經審核)</b>	167,800	554,844	(188,494)	48,936	226,300	809,386	104,359	913,745
At 1 January 2022 (Audited)	於二零二二年一月一日 (經審核)	167,800	554,844	(188,494)	49,611	245,935	829,696	114,704	944,400
<b>Change in equity for 2022</b>	<b>二零二二年權益變動</b>								
Profit and other comprehensive income for the period	期內溢利及其他全面收益	-	-	-	-	10,541	10,541	967	11,508
<b>At 31 March 2022 (Unaudited)</b>	<b>於二零二二年三月三十一日 (未經審核)</b>	167,800	554,844	(188,494)	49,611	256,476	840,237	115,671	955,908



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 March 2022

### 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 2022 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 2021 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 2022. 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 2021.

This unaudited condensed consolidated financial information for the 3 months ended 31 March 2022 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

截至二零二二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

截至二零二二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，與編製截至二零二一年十二月三十一日止年度之年度財務報表所採用者一致，惟因採納於二零二二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，並須與截至二零二一年十二月三十一日止年度之本集團財務報表一併閱讀。

截至二零二二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。

報告期間財務資料的簡明綜合財務報表未經審核。

### 3. REVENUE AND OTHER REVENUE

Revenue arises mainly from manufacturing and selling of medicines and healthcare products.

### 3. 收入及其他收入

收入主要來自生產及銷售藥品及保健品。

		For the three months ended 31 March 截至三月三十一日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>		
Manufacturing and selling of medicines	生產和銷售藥品	150,703	121,789
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	64,995	97,500
		<b>215,698</b>	<b>219,289</b>



### 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	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收入</b>		
Interest income from bank deposits	銀行存款利息收入	1,403	1,553
Interest income from principal protected deposits	保本型存款利息收入	–	1,004
Government subsidies	政府補貼		
– released from deferred revenue	– 轉撥自遞延收益	100	150
– directly recognised in profit or loss	– 直接計入損益	646	836
Others	其他	107	7
Gain on physical counting	盤盈利得	–	293
		<b>2,256</b>	<b>3,843</b>
<b>Other net income</b>	<b>其他收入淨額</b>		
Reversal of write down of inventories	存貨撇減撥回	58	307
Reversal of impairment loss	減值虧損撥回	700	380
		<b>758</b>	<b>687</b>



#### 4. PROFIT BEFORE TAXATION

Profit before taxation is arrived after deducting the following:

#### 4. 除稅前溢利

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	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 財務成本</b>		
Interest on bank loans	銀行貸款利息	1,637	—
Interest on lease liabilities	租賃負債利息	13	11
		<b>1,650</b>	<b>11</b>
<b>(b) Staff costs (including directors' emoluments)</b>	<b>(b) 職工成本(包括董事酬金)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	31,858	22,203
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	5,543	4,029
		<b>37,401</b>	<b>26,232</b>



#### 4. PROFIT BEFORE TAXATION (CONTINUED)

#### 4. 除税前溢利(續)

		For the three months ended 31 March 截至三月三十一日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>(c) Other items</b>	<b>(c) 其他項目</b>		
Depreciation of right-of-use assets	使用權資產折舊	1,272	582
Amortisation of intangible assets*	無形資產攤銷*	1,187	985
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,764	4,113
Impairment of :	減值：		
– trade receivables*	– 應收賬款*	47	150
Write down of inventories*	撇減存貨*	28	894
Loss on disposal of property, plant and equipment*	出售物業、廠房及設備的虧損*	2	(14)
Auditor's non-audit services remuneration	核數師非審計酬金	140	83
Lease charges :	租賃支出：		
– Short term leases	– 短期租賃	2,088	1,643
Cost of inventories	存貨成本	115,376	99,132
Research and development cost*	研發費用*	6,897	5,320
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:

		For the three months ended 31 March 截至三月三十一日止三個月	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」) 撥備	3,219	4,334
<b>Deferred tax</b>	<b>遞延稅項</b>		
Reversal of temporary differences	暫時性差額的撥回	(114)	(95)
		<b>3,105</b>	<b>4,239</b>

Hong Kong profits tax has not been provided for as the Group had no assessable profit to Hong Kong Profits Tax during the Reporting Period (for the three months ended 31 March 2021: Nil).

For the three months ended 31 March 2022, 3 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% (For the three months ended 31 March 2021: 2 subsidiaries).

The Company and other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the three months ended 31 March 2022 and 2021.

## 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	
		2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元	2021 二零二一年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>		
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」) 撥備	3,219	4,334
<b>Deferred tax</b>	<b>遞延稅項</b>		
Reversal of temporary differences	暫時性差額的撥回	(114)	(95)
		<b>3,105</b>	<b>4,239</b>

由於本集團於報告期間並無須繳納香港利得稅的應課稅溢利，故並無計提香港利得稅撥備(截至二零二一年三月三十一日止三個月：無)。

截至二零二二年三月三十一日止三個月，本集團有三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(截至二零二一年三月三十一日止三個月：兩間附屬公司)。

截至二零二二年及二零二一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 Reporting Period (2021: Nil).

## 7. EARNINGS PER SHARE

### Basic earnings per share

During the Reporting Period, the calculation of basic earnings per share was based on the unaudited profit attributable to owners of the Company of approximately RMB10,541,000 (for the three months ended 31 March 2021: approximately RMB15,648,000) and the weighted average number of 1,678,000,000 ordinary shares in issue for the Reporting Period (for the three months ended 31 March 2021: 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 2022 and 2021 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

## 6. 股息

董事會並不建議就報告期間派付任何股息(二零二一年：無)。

## 7. 每股盈利

### 每股基本盈利

於報告期間，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10,541,000元(截至二零二一年三月三十一日止三個月：約人民幣15,648,000元)以及報告期間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

由於截至二零二二年及二零二一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 Reporting Period, the Group was principally engaged in the research and development, manufacturing and selling of medicines and medical devices, and the purchase and sales of medicines and healthcare food products in the PRC. The medicines being sold by the Group cover several therapeutic areas which mainly are oncology, cardiovascular system, respiratory system, digestive system and mental disorders.

#### Research and Development, Manufacturing and Selling of Medicines and Medical Devices

The Group has two pharmaceutical production bases, which are respectively located in Jin'an District, Fuzhou, Fujian Province, the PRC ("Fuzhou Production Base") and Miyun Economic Development Zone, Beijing City, the PRC ("Beijing Production Base"). The Fuzhou Production Base possesses nearly 500 Guo Yao Zhun Zi approval documents for Chinese medicines (including more than a dozen of dosage forms such as tablets, capsules, granules, oral solutions and tinctures) and chemical medicines (which include various dosage forms namely tablets, capsules, granules, small volume injections and large volume injections), of which, approximately 170 varieties have been included into the "Catalogue of Drugs for Basic National Medical Insurance" (國家基本醫療保險藥品目錄). In addition, the Fuzhou Production Base is the only narcotic production base in Fujian Province designated by the State. The Beijing Production Base mainly produces chemical medicines (tablets, hard capsules and powders) and holds approximately 140 Guo Yao Zhun Zi approval documents, of which approximately 90 products are included in the "Catalogue of Drugs for Basic National Medical Insurance" (國家基本醫療保險藥品目錄) and approximately 60 products are included into the "National Essential Drug List" (國家基本藥品目錄).

## 管理層討論及分析

### 業務回顧

本集團於報告期間主要在中國從事藥品的研發、生產及銷售，以及藥品及保健食品的購銷。本集團銷售的藥品主要涵蓋腫瘤、心血管系統、呼吸系統、消化系統、精神障礙等多個治療領域。

#### 藥品及醫療器械研發、生產及銷售

本集團擁有兩個藥品生產基地，分別位於中國福建省福州市晉安區（「福州生產基地」）及中國北京市密雲經濟開發區（「北京生產基地」）。福州生產基地擁有中成藥（含片劑、膠囊劑、顆粒劑、口服液、酏劑等十幾個劑型）和化藥（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個國藥准字批准文號，其中約有170個品規入選了國家基本醫療保險藥品目錄。同時，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。北京生產基地主要生產化藥（含片劑、硬膠囊劑、散劑），持有約140個國藥准字批准文號，其中約有90個品規入選了國家基本醫療保險藥品目錄，約有60個品規入選了國家基本藥品目錄。



## BUSINESS REVIEW (Continued)

### Research and Development, Manufacturing and Selling of Medicines and Medical Devices (Continued)

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 Company are recognized as high-tech enterprises in Fujian Province and another pharmaceutical manufacturing subsidiary of the Company is recognized as national high-tech enterprise and all of which are entitled to enjoy preferential corporate income tax treatment for high-tech enterprises. The said three 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 (莧菜黃連素膠囊, a drug for acute diarrhea), Disodium Glycyrrhizinate (甘草酸二鈉, a drug for anti-inflammatory and liver protection), Spironolactone Tablets (螺內酯片, a drug for auxiliary diuresis), Ligustrazine Phosphate Tablets (磷酸川芎嗪片, a drug for ischemic cerebrovascular disease), 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).

## 業務回顧(續)

### 藥品及醫療器械研發、生產及銷售(續)

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。本公司旗下現有兩家製藥附屬公司為福建省高新技術企業，另有一家本公司的製藥附屬公司為國家高新技術企業，均可享受高新技術企業所得稅優惠政策。上述三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、急性腹瀉用藥莧菜黃連素膠囊、抗炎保肝用藥甘草酸二鈉、輔助性利尿藥螺內酯片、缺血性腦血管疾病用藥磷酸川芎嗪片、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。



## BUSINESS REVIEW (Continued)

### Research and Development, Manufacturing and Selling of Medicines and Medical Devices (Continued)

Owing to more stringent national regulations and product inspection in the market, the monopoly of active ingredients became more severe with prices of Chinese medicinal materials rising noticeably with high volatility, leading to an increase in manufacturing costs. Combined with the fact that certain raw and auxiliary materials were not available for procurement, relevant products were not sufficiently manufactured to meet demand and this led to increased operational stress experienced by the two pharmaceutical subsidiaries of the Group in Fuzhou. To ensure the results were on track and targets can be reached, such pharmaceutical subsidiaries actively reinforced their management by developing direct cooperation with active ingredient manufacturers, striving to source monopolized raw materials through the Group's own resources and others to meet manufacturing needs, properly planning manufacturing activities according to the Company's catalog of key products to fully utilized its capacity in meeting market demand, making timely adjustment to maintain buffer inventory according to market changes to minimize losses and accelerating product sales efforts such as developing the Group's health segment and manufacturer-vendor collaboration. During the Reporting Period, the promotion of key products by these pharmaceutical subsidiaries has been effective, resulting in higher sales of high-margin products and higher income from assignment of product franchise. Therefore, continuous business growth has been reported and significant increase in key operating revenue has been seen.

During the Reporting Period, Beijing Neptunus Zhongxin Pharmaceutical Co., Ltd.\* (北京海王中新藥業股份有限公司, "Neptunus Zhongxin"), facing the increasing regulatory pressure and competition pressure in the pharmaceutical industry, closely followed the changes in the industry regulations and the market, implemented diversified marketing strategies, expanded the marketing personnel, increased the coverage of distributors, and further strengthened the regulatory compliance of business operation in order to facilitate the stable and high quality development of Neptunus Zhongxin and to reach breakeven as soon as possible.

## 業務回顧(續)

### 藥品及醫療器械研發、生產及銷售(續)

由於國家法規監管和產品市場抽檢力度不斷加大，原料藥壟斷日趨嚴重，中藥材價格上漲明顯、波動大，產品成本提高，且部分原輔料無法採購，相關產品不能按需生產，本集團位於福州的兩家製藥附屬公司經營壓力增大。為保證業績目標穩步達成，該等製藥附屬公司積極強化管理，開闢與原料藥生產企業直接合作模式，利用集團內部等多方資源，努力做好被壟斷原料的採購工作滿足生產需要，同時根據公司重點品種目錄，合理規劃生產安排，充分利用產能，保證市場需求，並根據市場變化及時調整緩衝庫存，減少損失，全力推進集團健康產業、工商聯動等產品銷售事宜。於報告期間，該等製藥附屬公司重點產品推廣收效良好，高毛利產品銷量增加，因此業務持續增長，主營業務收入較去年同期明顯增加。

於報告期間，北京海王中新藥業股份有限公司面對醫藥行業日趨加大的監管壓力和市場競爭壓力，緊跟行業政策和市場變化，實行多元化營銷，擴充營銷團隊，增加經銷商覆蓋範圍，並進一步推進合規經營，以促進公司平穩、高質量發展，力求盡快扭虧為盈。

## BUSINESS REVIEW (Continued)

### Research and Development, Manufacturing and Selling of Medicines and Medical Devices (Continued)

The Group received a notice of response to action issued by the People's Superior Court of Beijing\* (北京市高級人民法院) last year for a dispute with a customer of Neptunus Fuyao for a claim of RMB153,270,800 and the related litigation costs arising from the dispute. During the Reporting Period, Neptunus Fuyao reached a settlement with the customer and the customer withdrew the lawsuit. The related cost incurred for the dispute was approximately RMB840,000. Details of which are disclosed in the Company's announcements dated 8 December 2021 and 17 March 2022.

### Purchase and Sales of Medicines and Healthcare Food Products

Currently, the main products distributed and sold by the Group are medicines and healthcare food products manufactured by itself and the group headed by its parent company, 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.

## 業務回顧(續)

### 藥品及醫療器械研發、生產及銷售(續)

本集團於去年收到北京市高級人民法院發出的應訴案件通知書，內容為與海王福藥的一名客戶就人民幣153,270,800元的索賠以及因該糾紛產生的相關訴訟費用進行的爭議。於報告期間，海王福藥與該客戶達成和解，該客戶撤回訴訟。該糾紛發生的相關費用約為人民幣840,000元。詳情載於本公司日期為二零二一年十二月八日及二零二二年三月十七日的公告。

### 藥品及保健食品購銷

目前，本集團主要代理和銷售本集團及母公司集團自產的藥品及保健食品，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。

## BUSINESS REVIEW (Continued)

### Purchase and Sales of Medicines and Healthcare Food Products (Continued)

During the Reporting Period, affected by the regional COVID-19 outbreak in Shenzhen, Jilin Province and other regions, the delivery of goods of the Group's purchase and sales segment of medicines and healthcare food products suffered from suspension and delay for a relatively long period of time and sales were affected. In addition, in line with development in trends of pharmaceutical industry, the Group's purchase and sales segment of medicines and healthcare food products reduced the distribution of several prescription products during the first half of last year, which caused a significant decline in revenue. Therefore, the revenue of this segment declined significantly during the Reporting Period as compared with the corresponding period of last year.

In order to stabilize its business, the Group's purchase and sales segment of medicines and healthcare food products will continue to proactively adopt a diversified development strategy, increase efforts in regional market development, keep up with market trends, launch a series of promotional activities, conferences, team training, introduce Neptunus Zhongxin's products and market demand products, expand its product lines, increase customer stickiness, initiate large-scale training and gradually develop other distribution models to attain higher performance.

## 業務回顧(續)

### 藥品及保健食品購銷(續)

於報告期間，受深圳、吉林等局部地區疫情影響，本集團藥品及保健食品購銷分部在該等地區的收貨及發貨存在較長時間的暫停和延遲，銷售受到影響。此外，根據醫藥行業發展形勢，本集團藥品及保健食品購銷分部於去年上半年減少了部分處方產品之代理，導致收入大幅下降。因此，該分部於報告期間之收入較去年同期有較大跌幅。

為穩定業務，本集團藥品及保健食品購銷分部將繼續積極採取多元化發展戰略、加大區域市場開發力度、緊跟市場熱點，開展一系列促銷活動、啟動會、團隊融訓、引進海王中新產品及市場需求產品，不斷拓寬產品線，增加客戶合作忠誠度，啟動大型融訓活動及同時逐步拓展其他代理銷售模式，致力於不斷提升該分部的業績。



## FINANCIAL REVIEW

The Group's revenue for the Reporting Period was approximately RMB215,698,000, representing a decrease of approximately 1.64% from approximately RMB219,289,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB150,703,000, which amounted to approximately 69.87% of the Group's total revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB64,995,000, which amounted to approximately 30.13% of the Group's total revenue, was derived from the sales and distribution of medicines and healthcare products segment. During the Reporting Period, the Group's revenue from the manufacturing and selling of medicines segment increased by approximately 23.74% 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 33.34%. Therefore, there was an overall decrease in the total revenue of the Group.

During the Reporting Period, the Group's gross profit margin was approximately 45%, representing a decrease of approximately 9 percentage points from approximately 54% for the corresponding period of last year. The decrease in gross profit margin was mainly because the gross profit margin of the subsidiary Neptunus Zhongxin acquired in June 2021 was low and the Group reduced several agent products which gross profit margin were high.

The Group's gross profit during the Reporting Period was approximately RMB97,543,000, representing a decrease of approximately 17.44% from approximately RMB118,147,000 for the corresponding period of last year. The decrease in gross profit was mainly because the overall revenue and the gross profit margin of the Group decreased.

During the Reporting Period, the Group's selling and distribution expenses were approximately RMB53,440,000, representing a decrease of approximately 30.70% from approximately RMB77,118,000 for the corresponding period of last year. The decrease in selling and distribution expenses was mainly due to the decrease of revenue and the adjustment of the structure and varieties sold as agent.

## 財務回顧

本集團於報告期間之收入約為人民幣215,698,000元，較去年同期約人民幣219,289,000元下降約1.64%。於本集團收入中，約人民幣150,703,000元來自於生產和銷售藥品分部，佔本集團總收入約69.87%；約人民幣64,995,000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30.13%。於報告期間，本集團生產和銷售藥品分部的收入較去年同期上升約23.74%；銷售及分銷藥品及保健品分部的收入較去年同期下降約33.34%。因此本集團整體收入有所下降。

本集團於報告期間之毛利率約為45%，較去年同期約54%下降約9個百分點。毛利率較去年下降主要是因為二零二一年六月收購海王中新當前毛利率較低及減少代理高毛利率品種等因素。

本集團於報告期間之毛利約為人民幣97,543,000元，較去年同期約人民幣118,147,000元下降約17.44%。毛利的下降主要是因為本集團整體收入有所下降，且毛利率也有所下降。

本集團於報告期間之銷售及分銷開支約為人民幣53,440,000元，較去年同期約人民幣77,118,000元下降約30.70%。銷售及分銷開支下降主要由於隨收入的減少，銷售及分銷開支相應減少且代理產品的類型結構調整。

## FINANCIAL REVIEW (Continued)

The Group's administrative expenses for the Reporting Period were approximately RMB22,364,000, representing an increase of approximately 30.21% from approximately RMB17,175,000 for the corresponding period of last year. The increase in administrative expenses was mainly due to the increase in labor costs and the acquisition of Neptunus Zhongxin in June 2021.

During the Reporting Period, the Group's other operating expenses amounted to approximately RMB8,261,000, representing an increase of approximately 36.30% from approximately RMB6,061,000 for the corresponding period of last year. The increase in other operating expenses was mainly attributed to the increase in research and development expenses from Neptunus Zhongxin, a subsidiary acquired in June 2021.

During the Reporting Period, the Group's finance costs amounted to approximately RMB1,650,000, representing an increase of approximately 14,900% from approximately RMB11,000 for the corresponding period of last year. The increase in finance costs was mainly due to the increase in interest expenses incurred from the banking loans of Neptunus Zhongxin, a subsidiary acquired in June 2021.

Due to the above reasons, the Group's profit after tax was approximately RMB11,508,000 during the Reporting Period, representing a decrease of approximately 36.32% from approximately RMB18,073,000 of the corresponding period of last year. Profit attributable to the owners of the Company was approximately RMB10,541,000 of the Reporting Period, representing a decrease of approximately 32.64% from approximately RMB15,648,000 of the corresponding period of last year.

## 財務回顧(續)

本集團於報告期間之行政開支約為人民幣22,364,000元，較去年同期約人民幣17,175,000元上升約30.21%。行政開支較去年上升的原因主要是由於員工成本有所增加，及二零二一年六月收購海王中新導致行政開支有所增加。

本集團於報告期間之其他經營開支約為人民幣8,261,000元，較去年同期約人民幣6,061,000元上升約36.30%。其他經營開支上升主要是由於二零二一年六月收購海王中新研發支出有所增加。

本集團於報告期間之財務成本約為人民幣1,650,000元，與去年同期約人民幣11,000元上升約14,900%，財務成本上升主要是由於二零二一年六月收購的海王中新的銀行借款利息支出增加。

由於上述原因，本集團於報告期間之稅後溢利約為人民幣11,508,000元，較去年同期約人民幣18,073,000元下降約36.32%；本公司於報告期間之擁有人應佔溢利約為人民幣10,541,000元，較去年同期約人民幣15,648,000元下降約32.64%。





## 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 working capital and finance requirements on a regular basis.

### Banking facilities

As at 31 March 2022, the Group had short-term bank borrowings of RMB71,000,000.

## CONTINGENT LIABILITY

As at 31 March 2022, 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 2022, 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:

## 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

於二零二二年三月三十一日，本集團之短期銀行借款為人民幣71,000,000元。

## 或然負債

於二零二二年三月三十一日，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，於二零二二年三月三十一日，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 and vice general manager, supervisor and head of human resources of Neptunus Changjian, 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、人力資源總監、海王長健副總經理、監事及人力資源負責人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 2022, 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 2022, 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.

## 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，於二零二二年三月三十一日，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

截至二零二二年三月三十一日，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。



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

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

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as the Directors and supervisors of the Company are aware, as at 31 March 2022, 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:

## 董事及監事的股份期權、認購權證或可換股債券

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

## 主要股東於股份及相關股份的權益

據本公司董事及監事所知，於二零二二年三月三十一日，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：

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	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 44.22% 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 44.22% 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"), and Neptunus Holding and Haihe were in turn 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 44.22% 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44.22%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44.22%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44.22%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 2022.

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

## COMPETING INTERESTS

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

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

## 主要股東於股份及相關股份的權益 (續)

除上文所披露者外，於二零二二年三月三十一日，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

於報告期間，本公司及其附屬公司並無購買、贖回或出售本公司任何上市證券。本公司及其附屬公司亦無贖回、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 Reporting Period.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Reporting Period, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the "required standard of dealings" as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors confirmed that they have not conducted any transaction in respect of the Company's securities during the Reporting Period. 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報告期間已遵守不競爭承諾。

## 董事進行證券交易之操守守則

於報告期間內，本公司採納一套條款不低於GEM上市規則第5.48至5.67條所載的「交易必守標準」的董事進行證券交易的操守守則。經向全體董事作出具體查詢後，全體董事確認，彼等於報告期間內，並無進行任何有關本公司證券的交易。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 Reporting Period.

## 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 C.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報告期間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C.2.1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 Reporting Period, the Company has complied with the requirements under the "Corporate Governance Code" 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, 13 May 2022

*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. Jin Rui; 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，本公司於報告期間一直遵守GEM上市規則附錄十五《企業管治守則》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，二零二二年五月十三日

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、沈大凱先生及金銳先生，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



