



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



Third Quarterly Report

2022 第三季度報告

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。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方可作出投資決定。

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

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

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

QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the nine months ended 30 September 2022 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period of 2021.

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」)截至二零二二年九月三十日止九個月(「報告期間」)之未經審核簡明綜合財務報表連同二零二一年同期之未經審核比較數字。

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

簡明綜合損益及其他全面收益表(未經審核)

For the three months and nine months ended 30 September 2022

截至二零二二年九月三十日止三個月及九個月

		Note 附註	For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			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	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
Revenue	收入	4	250,530	205,582	689,399	596,776
Cost of sales	銷售成本		(133,828)	(115,521)	(384,839)	(321,412)
Gross profit	毛利		116,702	90,061	304,560	275,364
Other revenue	其他收入	4	6,502	9,469	17,145	21,490
Other net income	其他收入淨額	4	190	(312)	680	2,006
Selling and distribution expenses	銷售及分銷開支		(66,142)	(58,961)	(174,350)	(180,138)
Administrative expenses	行政開支		(22,760)	(21,484)	(64,360)	(55,949)
Other operating expenses	其他經營開支		(11,026)	(8,909)	(31,766)	(26,139)
Profit from operations	經營溢利		23,466	9,864	51,909	36,634
Finance costs	財務成本	5	(1,412)	(1,455)	(4,574)	(2,193)

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

簡明綜合損益及其他全面收益表(未經審核)(續)

For the three months and nine months ended 30 September 2022

截至二零二二年九月三十日止三個月及九個月

			For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
			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	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				
Profit before taxation	除稅前溢利	5	22,054	8,409	47,335	34,441
Income tax expenses	所得稅開支	6	(5,680)	(4,433)	(13,126)	(7,780)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		16,374	3,976	34,209	26,661
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		15,542	5,560	35,886	25,207
Non-controlling interests	非控股權益		832	(1,584)	(1,677)	1,454
			16,374	3,976	34,209	26,661
Earnings per share for profit attributable to the owners of the Company during the period	期內本公司擁有人應佔溢利之每股盈利					
Basic and diluted	基本及攤薄	8	RMB0.93 cents 人民幣0.93分	RMB0.33 cents 人民幣0.33分	RMB2.14 cents 人民幣2.14分	RMB1.50 cents 人民幣1.50分

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表(未經審核)

For the nine months ended 30 September 2022
截至二零二二年九月三十日止九個月

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling Interests	
		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 法定公積金 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	Non-controlling Interests 非控股權益 RMB'000 人民幣千元	Total 總權益 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
Change in equity for 2021	二零二一年權益變動								
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	25,207	25,207	1,454	26,661
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(1,620)	(1,620)
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	-	-	-	(13,126)	(13,126)
Injection of registered capital of a subsidiary	增資一間附屬公司	-	-	-	-	-	-	35,280	35,280
Release of statutory reserve fund due to deregistration of a subsidiary	註銷一間附屬公司而解除法定公積金	-	-	-	(250)	250	-	-	-
At 30 September 2021 (Unaudited)	於二零二一年九月三十日(未經審核)	167,800	554,844	(188,494)	48,686	236,109	818,945	123,922	942,867
As 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
Change in equity for 2022	二零二二年權益變動								
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	35,886	35,886	(1,677)	34,209
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(2,927)	(2,927)
Release of statutory reserve fund due to deregistration of a subsidiary	註銷一間附屬公司而解除法定公積金	-	-	-	(250)	250	-	-	-
At 30 September 2022 (Unaudited)	於二零二二年九月三十日(未經審核)	167,800	554,844	(188,494)	49,361	282,071	865,582	110,100	975,682

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 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 nine months ended 30 September 2022 have been prepared in accordance with the applicable disclosure provision of the GEM Listing Rules on the Stock Exchange, including compliance with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

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

The unaudited condensed consolidated financial statements of the Reporting Period have been prepared in accordance with the same accounting policies adopted in the annual consolidated financial statements for the year ended 31 December 2021. The unaudited condensed consolidated financial statements of the Reporting Period do not include all the information and disclosures required for annual consolidated financial statements, and should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2021.

未經審核簡明綜合財務報表附註

截至二零二二年九月三十日止九個月

1. 公司資料

本公司為一家在中華人民共和國(「中國」)註冊的股份有限公司。本公司註冊辦事處位於中國廣東省深圳市南山區粵海街道科技中三路1號海王銀河科技大廈21樓2103室。

2. 編製基準及會計政策

截至二零二二年九月三十日止九個月之未經審核簡明綜合財務報表已根據聯交所GEM上市規則之適用披露條文編製，包括遵守香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」。

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

報告期間之未經審核簡明綜合財務報表已按照與截至二零二一年十二月三十一日止年度之年度綜合財務報表所採納之相同會計政策編製。報告期間之未經審核簡明綜合財務報表並無載列年度綜合財務報表要求之所有資料及披露事項，並須與截至二零二一年十二月三十一日止年度之本集團年度綜合財務報表一併閱讀。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

This unaudited condensed consolidated financial statements for the period ended 30 September 2022 comprises the Company and its subsidiaries.

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

The condensed consolidated financial statements are unaudited.

3. ADOPTION OF NEW AND AMENDED HKFRSs

(a) Adoption of new and amended HKFRSs effective on 1 January 2022

During the Reporting Period, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2022:

Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract

The adoption of the amended HKFRSs had no impact on how the results and material financial position for the current and prior periods have been prepared and presented.

2. 編製基準及會計政策(續)

截至二零二二年九月三十日止期間的未經審核簡明綜合財務報表包括本公司及其附屬公司。

編製未經審核簡明綜合財務報表時所使用的計量基準為歷史成本基準。未經審核簡明綜合財務報表乃以人民幣(「人民幣」)呈列，而人民幣亦為本公司的功能貨幣，除另有指明外，所有金額均以四捨五入方式約整至最接近的千位數。

本簡明綜合財務報表未經審核。

3. 採納新訂及經修訂香港財務報告準則

(a) 採納於二零二二年一月一日生效之新訂及經修訂香港財務報告準則

於報告期間，本集團已首次採用下列由香港會計師公會頒佈與本集團營運有關且於本集團於二零二二年一月一日開始之年度期間之綜合財務報表生效之經修訂香港財務報告準則：

香港財務報告準則(修訂本)	香港財務報告準則二零一八年至二零二零年之年度改進
香港財務報告準則第3號(修訂本)	對框架概念的提述
香港會計準則第16號(修訂本)	物業、廠房及設備－擬定用途前之所得款項
香港財務報告準則第16號(修訂本)	於二零二一年六月三十日之後的新冠病毒疫情相關租金寬減
香港會計準則第37號(修訂本)	虧損性合約－履行合約的成本

採納經修訂香港財務報告準則對已編製及呈報的本期間及過往期間的業績及財務狀況並無重大影響。

3. ADOPTION OF NEW AND AMENDED HKFRSs (CONTINUED)

(b) Issued but not yet effective HKFRSs

At the date of authorisation of the Group's condensed consolidated interim financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
HKFRS 17	Insurance Contracts and related amendments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective date not yet determined

The directors are currently assessing the possible impact of these new and amended HKFRSs on the Group's results and financial position in the first year of application. The directors consider that these amendments are unlikely to have a material impact on the Group's consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已發行但尚未生效的香港財務報告準則

在批准本集團之簡明綜合中期財務報表當日，若干新訂及經修訂香港財務報告準則已頒佈但仍未生效，本集團並無提早採納該等準則。

香港會計準則第1號 (修訂本)	分類負債為流動或非流動及香港詮釋第5號之相關修訂(二零二零年) ¹
香港財務報告準則第17號	保險合約及相關修訂 ¹
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者及其聯營公司或合資企業間出售或注入資產 ²
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露 ¹
香港會計準則第8號(修訂本)	會計估計的定義 ¹
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關的遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始的年度期間生效

² 尚待釐定生效日期

目前董事正在評估該等新訂及經修訂香港財務報告準則於首年應用中可能對本集團業績及財務狀況帶來的影響。董事認為該等修訂不太可能對本集團之綜合財務報表產生重大的影響。

4. REVENUE AND OTHER REVENUE

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

4. 收入及其他收入

收入來自生產及銷售藥品以及銷售及分銷藥品及保健品。

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
Revenue	收入				
Manufacturing and selling of medicines	生產及銷售藥品	174,975	130,547	485,157	364,313
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	75,555	75,035	204,242	232,463
		250,530	205,582	689,399	596,776

4. REVENUE AND OTHER REVENUE (CONTINUED)

4. 收入及其他收入(續)

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
Other revenue	其他收入				
Interest income from bank deposits	銀行存款利息收入	1,209	3,322	4,162	5,852
Interest income from principal protected deposits	保本型存款利息收入	–	(1,673)	–	730
Agency fee income	代理費收入	2,826	4,717	7,547	9,434
Government subsidy income	政府補貼				
– released from deferred revenue	– 轉撥自遞延收益	100	101	300	350
– directly recognized in profit or loss	– 直接計入損益	2,263	3,040	4,558	4,547
Other	其他	104	(38)	578	577
		6,502	9,469	17,145	21,490
Other net income	其他收入淨額				
Reversal of impairment loss on trade and other receivables	應收賬款及其他應收款減值 虧損撥回	187	(389)	608	390
Reversal of write down of inventories	撇減存貨撥回	–	77	–	307
Reversal of provision for estimated loss from legal proceedings	法律訴訟後估計虧損沖回	–	–	–	1,282
Net foreign exchange gains	匯兌收益淨額	3	–	23	27
Others	其他	–	–	49	–
		190	(312)	680	2,006

5. PROFIT BEFORE TAXATION

Profit before taxation is arrived after deducting the following:

5. 除稅前溢利

除稅前溢利乃經扣除以下各項：

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
(a) Finance costs	(a) 財務成本				
Interest on bank loans and other borrowings	銀行貸款利息及其他借款	1,403	1,448	4,541	2,160
Financial cost on lease liabilities	租賃負債的財務成本	9	7	33	33
Total interest expense on financial liabilities not at fair value through profit or loss	並非透過損益按公平值列賬金融負債的利息開支總額	1,412	1,455	4,574	2,193
(b) Staff costs (including directors' emoluments)	(b) 員工成本(包括董事酬金)				
Salaries, wages and other benefits	薪金、工資及其他福利	31,469	22,185	93,537	72,880
Contributions to defined contribution retirement plans	定額供款退休計劃的供款	4,243	3,755	15,061	12,137
		35,712	25,940	108,598	85,017

5. PROFIT BEFORE TAXATION (CONTINUED)

5. 除稅前溢利(續)

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
(c) Other Item	(c) 其他項目				
Depreciation of right-of-use assets	使用權資產折舊	271	1,003	3,711	2,604
Amortisation of intangible assets (Note)	無形資產攤銷 (附註)	1,187	2,140	3,560	4,888
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,731	6,928	15,202	17,060
Cost of inventories	存貨成本	131,463	110,033	362,408	297,389
Research & development costs (Note)	研發費用(附註)	7,831	6,699	21,320	18,101
Short-term lease expenses: minimum lease payment	短期租賃開支： 最低租賃付款	860	(671)	3,791	1,952
Impairment on	減值				
– trade receivables (Note)	– 應收賬款(附註)	250	(273)	1,254	194
– other receivables (Note)	– 其他應收款項(附註)	(126)	(1,045)	–	15
Loss on disposal of property, plant and equipment (Note)	處置物業、廠房及設備 虧損(附註)	20	537	287	538
Write down of inventory (Note)	撇減存貨(附註)	32	14	2,079	1,185
Auditor's non-audit services remuneration	核數師非審計酬金	14	117	531	306

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

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

6. INCOME TAX

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

6. 所得稅

未經審核簡明綜合損益及其他全面收益表內的所得稅指：

		For the three months ended 30 September 截至九月三十日止三個月		For the nine months ended 30 September 截至九月三十日止九個月	
		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	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
Current tax	即期稅項				
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅撥備 (「企業所得稅」)	6,887	4,563	13,740	8,028
Deferred tax	遞延稅項				
Origination and reversal of temporary differences	暫時性差額的衍生及撥回	(1,207)	(130)	(614)	(248)
		5,680	4,433	13,126	7,780

Hong Kong Profits Tax has not been provided for as the Group had no assessable profit to Hong Kong Profits Tax during the Reporting Period (nine-month period ended 30 September 2021: Nil).

由於本集團於報告期間並無須繳納香港利得稅的應課稅溢利，故並無計提香港利得稅撥備(截至二零二一年九月三十日止九個月期間：無)。

6. INCOME TAX (CONTINUED)

As at 30 September 2022, 3 subsidiaries (30 September 2021: 3 subsidiaries) of the Group established in the PRC are qualified as "High and New Technology Enterprise", respectively. In accordance with the applicable Enterprise Income Tax Law of the PRC, these subsidiaries are subject to the PRC EIT at a preferential rate of 15%.

The Company and other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the Reporting Period (30 September 2021: 25%).

7. DIVIDENDS

The Board does not propose the payment of any dividend for the Reporting Period (2021: Nil).

8. EARNINGS PER SHARE

Basic earnings per share

For the three-month and nine-month periods ended 30 September 2022, the calculation of basic earnings per share was based on the profit attributable to owners of the Company of approximately RMB15,542,000 and RMB35,886,000 respectively (three-month and nine-month periods ended 30 September 2021: profit of approximately RMB5,560,000 and RMB25,207,000 respectively) and the weighted average number of 1,678,000,000 ordinary shares in issue for the three-month and nine-month periods ended 30 September 2022 (2021: 1,678,000,000 ordinary shares).

Diluted earnings per share

Diluted earnings per share for the three-month and nine-month periods ended 30 September 2022 and 2021 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

6. 所得稅(續)

於二零二二年九月三十日，三間附屬公司（二零二一年九月三十日：三間附屬公司）於中國成立的本集團附屬公司合資格成為「高新技術企業」。根據適用中國企業所得稅法，該等附屬公司須按15%的優惠稅率繳納中國企業所得稅。

報告期間，本公司及其他中國附屬公司須按25%的中國企業所得稅稅率納稅（二零二一年九月三十日：25%）。

7. 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）。

8. 每股盈利

每股基本盈利

截至二零二二年九月三十日止三個月及九個月期間，每股基本盈利乃分別根據本公司擁有人應佔溢利約人民幣15,542,000元及約人民幣35,886,000元（截至二零二一年九月三十日止三個月及九個月期間：分別約為溢利人民幣5,560,000元及約人民幣25,207,000元）以及截至二零二二年九月三十日止三個月及九個月期間已發行普通股加權平均數1,678,000,000股（二零二一年：1,678,000,000股普通股）計算。

每股攤薄盈利

由於截至二零二二年及二零二一年九月三十日止三個月及九個月期間內並無具潛在攤薄影響的已發行普通股，因此該等期間的每股攤薄盈利與每股基本盈利相等。

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 367 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, 206 varieties 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 127 varieties are included in the "National Essential Drug List" (國家基本藥品目錄). 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 137 Guo Yao Zhun Zi approval documents, of which 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 60 products are included in 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）共367個國藥准字批准文號，其中有206個品規入選了國家基本醫療保險藥品目錄，有127個品規入選了國家基本藥品目錄。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137個國藥准字批准文號，其中有90個品規入選了國家基本醫療保險藥品目錄，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. Three pharmaceutical manufacturing subsidiaries of the Company are recognized as national high-tech enterprises, all of which are entitled to enjoy preferential corporate income tax treatment for high-tech enterprises. The aforesaid three subsidiaries are continuing to invest in the quality consistency evaluation for generic drugs and the research and development of new drugs. They possess 22 patents for invention in total. For the quality consistency evaluation for generic drugs, 4 products of the Group have passed the evaluation, which are Sodium Bicarbonate Tablets, Norfloxacin Capsules, Metformin Hydrochloride Tablets and Propranolol Hydrochloride Tablets. And the evaluation of other products are under orderly progress, among which the evaluation of the Vitamin B6 Tablets has been completed and is pending approval. For the research and development of new drugs, the evaluation of Doxofylline Injection (多索茶碱注射液), a contract manufacturing medicine of a pharmaceutical subsidiary of the Company, has been approved and relevant procedures are completed, and Concentrated Sodium Potassium Magnesium Calcium Injection (鈉鉀鎂鈣注射用濃溶液) has passed evaluation and is pending approval. The Group also 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滿足本集團的內部發展需求。本公司旗下現有三家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。上述三家附屬公司就仿製藥一致性評價及新藥研發持續投入，共擁有22項發明專利。一致性評價方面，本集團共有4個品種已通過一致性評價，包括碳酸氫鈉片、諾氟沙星膠囊、鹽酸二甲雙胍片及鹽酸普萘洛爾片。另有數個品種的一致性評價工作正在有序推進中，其中維生素B6片已完成評審正在等待審批。新藥研發方面，本公司製藥附屬公司受託生產的多索茶碱注射液已獲得批件並完成相關手續的辦理，鈉鉀鎂鈣注射用濃溶液已完成評審正在等待審批。本集團還擁有多項自主知識產權獨家產品，如抗胃癌藥替吉奧片、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 stable and healthy development of the business, such pharmaceutical subsidiaries made a series of adjustments in terms of products, pricing, distribution channels and marketing strategies in accordance with the State's new reform policies on medical system, such as expanding the sales channels, increasing the coverage of hospital continuously, diversifying marketing patterns, 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, sorting out the price system of the products, properly planning of manufacturing activities according to the Company's catalog of key products to fully utilize its capacity in meeting market demand and making timely adjustment to maintain buffer inventory according to market changes to minimize losses. During the Reporting Period, the business of such pharmaceutical subsidiaries maintained growth and sales increased significantly.

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 team, increased the coverage of distributors network, 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。為保證業務穩健發展，該等製藥附屬公司結合國家新醫改政策，從產品、定價、分銷渠道和促銷策略等方面進行了一系列調整，在拓展銷售渠道、不斷擴大對醫院終端的覆蓋的同時，努力豐富營銷模式，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，同時梳理產品價格體系，並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。於報告期間，該等製藥附屬公司業務持續增長，產品銷量顯著增加。

於報告期間，北京海王中新藥業股份有限公司(「海王中新」)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，以促進海王中新平穩、高質量發展，力求盡快扭虧為盈。

BUSINESS REVIEW (CONTINUED)

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 and marketing companies and to the end users through large and medium-sized chain pharmacies.

During the Reporting Period, affected by the COVID-19 outbreak in various 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 decline in revenue. Therefore, the revenue of this segment declined 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 loyalty, 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

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。

於報告期間，受各地疫情影響，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明顯下跌。

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 RMB689,399,000, representing an increase of approximately 15.52% from approximately RMB596,776,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB485,157,000, which amounted to approximately 70.37% of the Group's total revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB204,242,000, which amounted to approximately 29.63% 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 33.17% 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 12.14%. Therefore, there was an overall increase in the total revenue of the Group.

During the Reporting Period, the Group's gross profit margin was approximately 44%, representing a decrease of approximately 2 percentage points from approximately 46% for the corresponding period of last year. The decrease in gross profit margin was mainly because the gross profit margin of the subsidiary acquired in June 2021 Neptunus Zhongxin is still 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 RMB304,560,000, representing an increase of approximately 10.60% from approximately RMB275,364,000 for the corresponding period of last year. The increase in gross profit was mainly due to the reason that the gross profit margin of the Group decreased, but the overall revenue increased significantly, so the gross profit increased.

財務回顧

本集團於報告期間之收入約為人民幣689,399,000元，較去年同期約人民幣596,776,000元上升約15.52%。於本集團收入中，約人民幣485,157,000元來自於生產和銷售藥品分部，佔本集團總收入約70.37%；約人民幣204,242,000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29.63%。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33.17%；銷售及分銷藥品及保健品分部的收入較去年同期下降約12.14%。因此本集團整體收入有所上升。

本集團於報告期間之毛利率約為44%，較去年同期約46%下降約2個百分點。毛利率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304,560,000元，較去年同期約人民幣275,364,000元上升約10.60%。毛利的上升主要是因為雖然毛利率有所下降，但本集團整體收入有較大幅度上升，因此毛利有所上升。



FINANCIAL REVIEW (CONTINUED)

During the Reporting Period, the Group's selling and distribution expenses were approximately RMB174,350,000, representing a decrease of approximately 3.21% from approximately RMB180,138,000 for the corresponding period of last year. The decrease in selling and distribution expenses was mainly because the structure and varieties of the products sold as agent were adjusted.

The Group's administrative expenses for the Reporting Period were approximately RMB64,360,000, representing an increase of approximately 15.03% from approximately RMB55,949,000 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 RMB31,766,000, representing an increase of approximately 21.53% from approximately RMB26,139,000 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, and the increase in fine for tax overdue and impairment of trade receivables.

During the Reporting Period, the Group's finance costs amounted to approximately RMB4,574,000, representing an increase of approximately 108.57% from approximately RMB2,193,000 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 RMB34,209,000 during the Reporting Period, representing an increase of approximately 28.31% from approximately RMB26,661,000 of the corresponding period of last year. Profit attributable to the owners of the Company was approximately RMB35,886,000 for the Reporting Period, representing an increase of approximately 42.37% from approximately RMB25,207,000 of the corresponding period of last year.

財務回顧(續)

本集團於報告期間之銷售及分銷開支約為人民幣174,350,000元，較去年同期約人民幣180,138,000元下降約3.21%。銷售及分銷開支下降主要由於代理產品的類型結構調整。

本集團於報告期間之行政開支約為人民幣64,360,000元，較去年同期約人民幣55,949,000元上升約15.03%。行政開支上升的原因主要是員工成本有所增加，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31,766,000元，較去年同期約人民幣26,139,000元上升約21.53%。其他經營開支上升主要是由於二零二一年六月收購的海王中新研發支出有所增加，及稅務滯納金、應收賬款減值有所增加。

本集團於報告期間之財務成本約為人民幣4,574,000元，與去年同期約人民幣2,193,000元上升約108.57%，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34,209,000元，較去年同期約人民幣26,661,000元上升約28.31%；本公司於報告期間之擁有人應佔溢利約為人民幣35,886,000元，較去年同期約人民幣25,207,000元上升約42.37%。

LIQUIDITY AND FINANCIAL RESOURCES

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

Banking facilities

As at 30 September 2022, Neptunus Zhongxin has pledged company's buildings and credit guarantee to secure banking facilities of RMB72,000,000, which have been fully utilized.

CONTINGENT LIABILITY

As at 30 September 2022, the Group had no significant contingent liabilities.

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

As far as the Directors and supervisors of the Company are aware, as at 30 September 2022, the interests and short positions of the Directors, supervisors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be and were recorded in the register to be kept by the Company, or were required, pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange were as follows:

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

於二零二二年九月三十日，海王中新以公司房產以及信譽擔保作抵押，取得銀行融資額度人民幣72,000,000元，該銀行融資額度已全部動用。

或然負債

於二零二二年九月三十日，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，於二零二二年九月三十日，本公司董事、監事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV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XV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條須由本公司備存之登記冊將記錄及已記錄之權益及淡倉，或根據GEM上市規則第5.46條至5.67條之規定而須知會本公司及聯交所之權益及淡倉如下：



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

Long positions in shares of associated corporations of the Company:

董事、監事及最高行政人員於上市證券中的權益及淡倉(續)

於本公司相聯法團股份之好倉：

Director/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 佔相聯法團之已發行股本概約百分比
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	
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 EXECUTIVE IN THE LISTED SECURITIES (CONTINUED)

Notes:

- (a) Mr. Zhang Feng, chairman of the Board and deputy chairman and non-independent director of the 9th 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, 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, 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 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) 董事會主席及海王生物第九屆董事局副主席、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) 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) 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%經海王東方間接擁有。

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

Save as disclosed above, as at 30 September 2022, none of the Directors, supervisors or chief executive of the Company nor their respective associates held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Part XV of SFO, or were required, pursuant to section 352 of the SFO to be and were recorded in the register to be kept by the Company, or were required, pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME, CONVERTIBLE SECURITIES AND WARRANTS

Up to 30 September 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.

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

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

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as the Directors and supervisors of the Company are aware, as at 30 September 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、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，於二零二二年九月三十日，本公司董事、監事或最高行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV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XV部知會本公司及聯交所之權益或淡倉，或須根據證券及期貨條例第352條須由本公司備存之登記冊將記錄及已記錄之權益或淡倉，或根據GEM上市規則第5.46條至5.67條之規定而須知會本公司及聯交所之權益或淡倉。

購股權計劃、可轉換證券及認股權證

截至二零二二年九月三十日，本公司及其附屬公司未曾採納任何購股權計劃，亦無授出任何購股權、可轉換證券、認股權證或其他類似權利。

董事及監事的購股權、認購權證或可換股債券

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

主要股東於股份及相關股份的權益

據本公司董事及監事所知，於二零二二年九月三十日，股東(並非本公司董事、監事或最高行政人員)所持根據證券及期貨條例第336條須由本公司備存之登記冊所記錄的本公司股份或相關股份或以其他方式知會本公司之任何權益及／或淡倉如下：

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

Long positions in the shares of the Company:

主要股東於股份及相關股份的權益
(續)

於本公司股份之好倉：

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

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, 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 44.22% 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 executive of the Company) who held any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO as at 30 September 2022.

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

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

COMPETING INTERESTS

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

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

主要股東於股份及相關股份的權益 (續)

除上文所披露者外，於二零二二年九月三十日，本公司董事或監事概不知悉有任何其他人士(本公司董事、監事或最高行政人員除外)於本公司之股份或相關股份中，擁有根據證券及期貨條例第336條須由本公司備存之登記冊所記錄之權益或淡倉。

購買、出售或贖回本公司之上市證券

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

競爭權益

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

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

COMPETING INTERESTS (CONTINUED)

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

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

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Reporting Period, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the “required standard of dealings” as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all the Directors confirmed that they have complied with the required standard of dealings and code of conduct regarding securities transactions during the Reporting Period.

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)於其業務將(或有可能)與本公司業務產生直接或間接競爭的該等公司或機構中擁有任何權益，惟因持有任何上市公司或其附屬公司股權而間接持有者則除外。

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

海王生物已向本公司確認其於報告期間已遵守不競爭承諾。

董事進行證券交易之操守守則

於報告期間，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，彼等於報告期間內已遵守有關證券交易的交易必守標準及操守守則。

AUDIT COMMITTEE

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

The Audit Committee has reviewed the unaudited condensed 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” set out in Appendix 15 of the GEM Listing Rules. 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) is responsible for the day-to-day operations of the Company.

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 association of the Company has set out the role and powers of the Chairman and General Manager.

審核委員會

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

審核委員會已經審閱本集團於報告期間之未經審核簡明綜合業績。

遵守企業管治守則

根據GEM上市規則附錄十五《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，批准年度預算及業務計劃，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。

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。本公司的公司章程已列載主席與總經理之角色與職權。

Save as disclosed, as the Directors are aware, during the Reporting Period, the Company has complied with the requirements under the Corporate Governance Code. 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, 8 November 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

除所披露者外，據董事所知，本公司於報告期間一直遵守《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，二零二二年十一月八日

於本報告日期，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

