



**WANJIA GROUP**



萬嘉集團

**Wanjia Group Holdings Limited**

萬嘉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 401



**INTERIM REPORT**  
**2015/2016**

## HIGHLIGHTS

- The Group has recorded a total turnover of approximately HK\$667.202 million for the six months ended 30 September 2015 as compared to a total turnover of approximately HK\$841.754 million recorded in the corresponding period during the six months ended 30 September 2014, representing a decrease of approximately 20.73%.
- Loss attributable to owners of the Company was approximately HK\$4.954 million for the six months ended 30 September 2015 (2014: approximately HK\$778.184 million).
- The Group had total cash and cash equivalents of approximately HK\$96.131 million as at 30 September 2015 (31 March 2015: approximately HK\$43.029 million).
- The basic and diluted loss per share was approximately HK0.76 cents (2014: Basic and diluted loss per share of approximately HK120 cents).
- The directors do not recommend the payment of an interim dividend (2014: Nil).

## INTERIM RESULTS

The board of directors (the “**Board**”) of Wanjia Group Holdings Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the three months and six months ended 30 September 2015, together with the unaudited comparative figures for the corresponding periods in 2014 as follows:

### Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the three months and six months ended 30 September 2015

	Notes	Three months ended 30 September		Six months ended 30 September	
		2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
<b>Turnover</b>	3 & 4	<b>355,035</b>	443,208	<b>667,202</b>	841,754
Cost of sales		<u>(320,215)</u>	<u>(401,654)</u>	<u>(594,906)</u>	<u>(760,641)</u>
<b>Gross profit</b>		<b>34,820</b>	41,554	<b>72,296</b>	81,113
Other revenue and income		<b>2,099</b>	323	<b>2,910</b>	6,275
Selling and distribution expenses		<b>(22,783)</b>	(24,053)	<b>(47,118)</b>	(43,977)
Administrative expenses		<b>(8,795)</b>	(16,950)	<b>(22,094)</b>	(26,664)
Impairment loss on goodwill		<b>-</b>	-	<b>-</b>	(785,483)
<b>Profit/(loss) from operations</b>	5	<b>5,341</b>	874	<b>5,994</b>	(768,736)
Finance costs	6	<b>(4,432)</b>	(2,153)	<b>(7,572)</b>	(4,027)
<b>Profit/(loss) before taxation</b>		<b>909</b>	(1,279)	<b>(1,578)</b>	(772,763)
Taxation	7	<b>(629)</b>	(2,218)	<b>(1,318)</b>	(5,641)
<b>Profit/(loss) for the period</b>		<b>280</b>	(3,497)	<b>(2,896)</b>	(778,404)
<b>Other comprehensive income/(loss) for the period, net of tax</b>					
Items that may be reclassified subsequently to profit or loss					
Exchange differences arising on translating foreign operations		<b>(15,963)</b>	518	<b>(16,501)</b>	327
<b>Total comprehensive loss for the period</b>		<b>(15,683)</b>	(2,979)	<b>(19,397)</b>	(778,077)

	Notes	Three months ended 30 September		Six months ended 30 September	
		2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
<b>Loss for the period attributable to:</b>					
Owners of the Company		(1,283)	(3,264)	(4,954)	(778,184)
Non-controlling interests		1,563	(233)	2,058	(220)
		<u>280</u>	<u>(3,497)</u>	<u>(2,896)</u>	<u>(778,404)</u>
<b>Total comprehensive loss for the period attributable to:</b>					
Owners of the Company		(15,311)	(2,775)	(19,313)	(777,887)
Non-controlling interests		(372)	(204)	(84)	(190)
		<u>(15,683)</u>	<u>(2,979)</u>	<u>(19,397)</u>	<u>(778,077)</u>
<b>Dividends</b>	16	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
<b>Loss per share attributable to owners of the Company</b>					
– Basic and diluted (HK cents per share)	8	<u>(0.19)</u>	<u>(0.50)</u>	<u>(0.76)</u>	<u>(120)</u>

## Unaudited Condensed Consolidated Statement of Financial Position

At 30 September 2015

		30 September 2015 HK\$'000 (Unaudited)	31 March 2015 HK\$'000 (Audited)
	Notes		
<b>Non-current assets</b>			
Property, plant and equipment		27,900	22,522
Prepaid lease payments		4,064	4,342
Investment properties		7,782	8,093
Goodwill	9	2,141	2,213
		<u>41,887</u>	<u>37,170</u>
<b>Current assets</b>			
Inventories		123,846	124,849
Trade and other receivables and deposits	10	456,907	428,686
Amounts due from fellow subsidiaries	13	8,290	8,621
Amount due from the immediate holding company	13	–	15
Pledged bank deposits	11	3,725	12,970
Cash and cash equivalents		96,131	43,029
		<u>688,899</u>	<u>618,170</u>
<b>Total assets</b>		<u><u>730,786</u></u>	<u><u>655,340</u></u>
<b>Capital and reserves</b>			
Share capital	15	6,484	6,484
Reserves		255,968	267,297
<b>Equity attributable to owners of the Company</b>		<u>262,452</u>	273,781
<b>Non-controlling interests</b>		<u>27,687</u>	9,263
<b>Total equity</b>		<u><u>290,139</u></u>	<u>283,044</u>

		<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
	Notes		
<b>Current liabilities</b>			
Trade and other payables	12	<b>264,225</b>	242,117
Amount due to the ultimate holding company	14	<b>214</b>	4,515
Bank borrowings		<b>96,421</b>	121,454
Tax payables		<b>3,858</b>	4,210
		<u><b>364,718</b></u>	<u>372,296</u>
<b>Non-current liabilities</b>			
Convertible notes		<u><b>75,929</b></u>	–
Total liabilities		<u><b>440,647</b></u>	<u>372,296</u>
Total equity and liabilities		<u><b>730,786</b></u>	<u>655,340</u>
<b>Net current assets</b>			
		<u><b>324,181</b></u>	<u>245,874</u>
<b>Total assets less current liabilities</b>		<u><b>366,068</b></u>	<u>283,044</u>

## Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2015

	Attributable to owners of the Company							Sub-total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000 (Note (a))	Share premium HK\$'000 (Note (b))	Other reserve HK\$'000 (Note (c))	Contribution reserve HK\$'000 (Note (d))	Translation reserve HK\$'000	Statutory reserve HK\$'000	(Accumulated losses)/ retained earnings HK\$'000			
At 1 April 2014 (audited)	6,484	(7,653)	(6,483)	866,811	15,938	29,128	141,082	1,045,307	416	1,045,723
Loss for the period	-	-	-	-	-	-	(778,184)	(778,184)	(220)	(778,404)
Other comprehensive income for the period	-	-	-	-	297	-	-	297	30	327
Total comprehensive income/(loss) for the period	-	-	-	-	297	-	(778,184)	(777,887)	(190)	(778,077)
Increase in non-controlling interests resulting from acquisition of subsidiaries	-	-	-	-	-	-	-	-	9,944	9,944
At 30 September 2014 (unaudited)	6,484	(7,653)	(6,483)	866,811	16,235	29,128	(637,102)	267,420	10,170	277,590

	Attributable to owners of the Company							Sub-total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Contribution reserve HK\$'000	Translation reserve HK\$'000	Statutory reserve HK\$'000	(Accumulated losses)/ retained earnings HK\$'000			
At 1 April 2015 (audited)	6,484	(7,653)	(6,483)	866,811	17,361	31,189	- (633,928)	273,781	9,263	283,044
Loss for the period	-	-	-	-	-	-	- (4,954)	(4,954)	2,058	(2,896)
Other comprehensive loss for the period	-	-	-	-	(14,359)	-	-	(14,359)	(2,142)	(16,501)
Total comprehensive loss for the period	-	-	-	-	(14,359)	-	- (4,954)	(19,313)	(84)	(19,397)
Capital contributed by non- controlling interests (Note 1)	-	-	(1,882)	-	-	-	-	(1,882)	18,508	16,626
Equity component of convertible notes (Note 2)	-	-	-	-	-	-	9,866	9,866	-	9,866
At 30 September 2015 (unaudited)	6,484	(7,653)	(8,365)	866,811	3,002	31,189	9,866 (638,882)	262,452	27,687	290,139

### Notes:

- On 12 May 2015, one of the indirect-wholly owned subsidiaries (“**Subsidiary**”) has entered into a joint venture agreement (“**Agreement**”) with an independent third party. The Agreement constituted a deemed disposal of Wanjia’s interest in that subsidiary, as a result, other reserve was arisen.
- On 1 June 2015, the company has issued convertible notes amounting to HK\$84,292,000.

## Unaudited Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2015

	Six months ended	
	30 September	
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash generated/(used) from operating activities	(17,720)	45,920
Net cash used in investing activities	(3,503)	(9,160)
Net cash generated/(used) in financing activities	64,808	(18,559)
Net increase in cash and cash equivalents	43,585	18,201
Cash and cash equivalents at 1 April	43,029	43,638
Effect of foreign currency exchange rate changes	9,517	200
Cash and cash equivalents at 30 September	96,131	62,039



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

*For the six months ended 30 September 2015*

### 1 Corporate information

The Company was incorporated as an exempted Company with limited liabilities in the Cayman Islands on 9 July 2012. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business of the Company is located at Room 1902, 19th Floor, No. 101, Kings' Road, Hong Kong.

The principal activity of the Company is investment holding. The Group is principally engaged in pharmaceutical wholesale and distribution and pharmaceutical retail chain business in the People's Republic of China ("PRC").

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 11 October 2013. The Company's immediate holding company is Greatly Wealth Global Group Limited ("Greatly Wealth"), a company incorporated in British Virgin Islands ("BVI"). Greatly Wealth is a directly wholly-owned subsidiary of Hua Xia Healthcare Holdings Limited ("Hua Xia"), a company incorporated in the Cayman Islands on 28 May 2001 as an exempted company with limited liability, shares of which are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange and it is the ultimate holding company of the Company.

For the purpose of applying the listing of the shares of the Company on the Stock Exchange (the "Listing"), the Group underwent the Reorganisation, details of which are explained under the paragraphs headed "Reorganisation" in the section headed "History, development and reorganisation" in the Listing Document.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company, and the functional currency of most of its subsidiaries is Renminbi ("RMB"). The directors of the Company considered that it is more appropriate to present the condensed consolidated financial statements in HK\$ as the shares of the Company are listed on the Main Board of the Stock Exchange. The unaudited condensed consolidated financial statements are presented in thousands of units of HK\$ (HK\$'000), unless otherwise stated.

## 2. Basis of preparation and principal accounting policies

The unaudited condensed consolidated financial statements for the six months ended 30 September 2015 (“**Interim Financial Statements**”) have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which is a collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (the “**Interpretations**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure requirements of the Listing Rules of the Stock Exchange (the “**Listing Rules**”). The unaudited Interim Financial Statements have been prepared under the historical cost convention except for certain financial assets and investment properties that are measured at fair value. Historical cost is generally based on the fair value of the consideration of given in exchange of assets.

The accounting policies adopted in preparing the Interim Financial Statements are consistent with those used in the preparation of the annual financial statements for the year ended 31 March 2015 (the “**2014/15 Financial Statements**”), except for the new and revised standards, amendments and interpretations of HKFRSs (“**new and revised HKFRSs**”) issued by HKICPA which have become effective in this period as detailed in notes to the 2014/2015 Financial Statements. The directors of the Company believe that the application of these new and revised HKFRSs has no material impact on the amounts reported and disclosures set out in these unaudited Interim Financial Statements.

## 3. Turnover

The principal activities of the Group are pharmaceutical wholesale and distribution business and pharmaceutical retail chain business in the PRC. The Group’s turnover represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

#### 4. Segment information

Information reported internally to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on types of goods delivered. The Group organised into two operating divisions: (a) pharmaceutical wholesale and distribution business and (b) pharmaceutical retail chain business in the PRC. These divisions are the basis on which the Group reports its segment information.

##### Segment revenue and results

	Three months ended 30 September		Six months ended 30 September	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
<b>Turnover</b>				
– Pharmaceutical wholesale and distribution business	295,532	399,202	542,754	738,307
– Pharmaceutical retail chain business	59,503	44,006	124,448	103,447
	<b>355,035</b>	<b>443,208</b>	<b>667,202</b>	<b>841,754</b>
<b>Results</b>				
– Pharmaceutical wholesale and distribution business	6,559	4,845	10,949	(768,101)
– Pharmaceutical retail chain business	260	(2,119)	(335)	2,114
Unallocated corporate expenses	(1,478)	(1,852)	(4,620)	(2,749)
Profit/(loss) from operations	5,341	874	5,994	(768,736)
Finance costs	(4,432)	(2,153)	(7,572)	(4,027)
Profit/(loss) before taxation	909	(1,279)	(1,578)	(772,763)
Taxation	(629)	(2,218)	(1,318)	(5,641)
Profit/(loss) for the period	<b>280</b>	<b>(3,497)</b>	<b>(2,896)</b>	<b>(778,404)</b>

##### Note:

Inter-segment sales under pharmaceutical wholesales and distribution business for three months ended 30 September 2015 amounted to approximately HK\$13.030 million (2014: approximately HK\$18.751 million) and for six months ended 30 September 2015 approximately HK\$36.361 million (2014: approximately HK\$29.244 million). Inter-segment sales are charged at arm's length and fully eliminated under consolidation.

*Segment assets and liabilities*

	Pharmaceutical wholesale and distribution business HK\$'000	Pharmaceutical retail chain business HK\$'000	Consolidated HK\$'000
<i>As at 30 September 2015 (unaudited)</i>			
<b>Assets</b>			
Segment assets	527,110	166,333	693,443
Unallocated corporate assets			<u>37,343</u>
Consolidated total assets			<u><u>730,786</u></u>
<b>Liabilities</b>			
Segment liabilities	304,706	56,691	361,397
Unallocated corporate liabilities			<u>79,250</u>
Consolidated total liabilities			<u><u>440,647</u></u>
<i>As at 31 March 2015 (audited)</i>			
<b>Assets</b>			
Segment assets	502,453	140,347	642,800
Unallocated corporate assets			<u>12,540</u>
Consolidated total assets			<u><u>655,340</u></u>
<b>Liabilities</b>			
Segment liabilities	313,177	53,321	366,498
Unallocated corporate liabilities			<u>5,798</u>
Consolidated total liabilities			<u><u>372,296</u></u>

## 5. Profit/(loss) from operations

	Three months ended		Six months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Profit/(loss) from operations has been arrived at after charging:				
Depreciation of property, plant and equipment	942	753	1,942	1,397
Operating lease rentals in respect of land and building	6,900	6,088	14,478	12,066
Amortisation of prepaid lease payments	45	45	91	94
Cost of inventories sold	320,215	401,654	594,906	760,641
Staff costs (including directors' remuneration)	17,062	17,107	35,084	34,281

## 6. Finance costs

	Three months ended		Six months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interest expenses on bank borrowings wholly repayable within five years	4,432	2,153	7,572	4,027

## 7. Taxation

No provision for Hong Kong Profits Tax has been made in the Interim Financial Statements as the Group had no assessable profits derived from Hong Kong's operations during the period (2014: Nil).

Corporate income tax of approximately 25% has been provided for the profit generated from the pharmaceutical wholesale and distribution and pharmaceutical retail chain businesses in the PRC (2014: approximately 25%).

## 8. Loss per share

The calculation of basic loss per share for the three months ended 30 September 2015 and six months ended 30 September 2015 was based on the loss attributable to owners of the Company of approximately HK\$1.283 million (three months ended 30 September 2014: approximately HK\$3.264 million for the basic earnings per share) and approximately HK\$4.954 million (six months ended 30 September 2014: approximately HK\$778.184 million for the basic loss per share) respectively and on the weighted average number of ordinary shares of 648,405,300 shares (2014: 648,405,300 shares).

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in existence during the three months and six months ended 30 September 2015 and 2014.

## 9. Goodwill

	<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
Balance b/f	2,213	785,521
Additions for the period/year	–	1,852
Exchange realignment	(72)	9
	<b>2,141</b>	787,382
Impairment	–	(785,169)
Balance c/f	<b>2,141</b>	2,213

**10. Trade and other receivables and deposits**

	<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
Trade receivables, net	<b>311,005</b>	282,077
Bill receivables	<b>669</b>	6,229
Prepayments and deposits paid	<b>92,690</b>	121,230
Prepaid lease payments	<b>181</b>	188
Other receivables	<b>53,348</b>	19,988
	<b>457,893</b>	429,712
<i>Less: Impairment loss recognised in respect of other receivables</i>	<b>(986)</b>	(1,026)
	<b>456,907</b>	428,686

Payment terms with customers from the pharmaceutical wholesale and distribution business and pharmaceutical retail chain business are mainly on credit. Invoices are normally payable from 30 to 90 days of issuance. The following is an aged analysis of trade receivables based on invoice date at the end of the reporting period:

	<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
0 to 90 days	<b>206,674</b>	213,845
91 to 180 days	<b>60,596</b>	50,607
181 to 365 days	<b>30,730</b>	17,593
Over 365 days	<b>17,995</b>	5,222
	<b>315,995</b>	287,267
<i>Less: Impairment loss recognised in respect of trade receivables</i>	<b>(4,990)</b>	(5,190)
	<b>311,005</b>	282,077

**11. Pledged bank deposits**

As at 30 September 2015, the Group had pledged bank deposits of approximately HK\$3.725 million to secure banking facilities granted to the Group (31 March 2015: approximately HK\$12.970 million).

**12. Trade and other payables**

	<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
Trade payables	194,191	168,680
Bill payables	19,232	18,697
Receipt in advance	16,370	17,321
Accruals and other payables	34,432	37,419
	<u>264,225</u>	<u>242,117</u>

Bill payables were secured by certain pledged bank deposits.

The credit period on purchases of certain goods is ranged from 30 to 90 days. The following is an aged analysis of trade payables based on invoice date at the end of the reporting period:

	<b>30 September 2015 HK\$'000 (Unaudited)</b>	31 March 2015 HK\$'000 (Audited)
0 to 90 days	127,877	115,166
91 to 180 days	35,528	21,154
181 to 365 days	15,993	12,250
Over 365 days	14,793	20,110
	<u>194,191</u>	<u>168,680</u>

**13. Amounts due from fellow subsidiaries/immediate holding company**

Amounts due from fellow subsidiaries/immediate holding company are unsecured, interest free and recoverable on demand.

**14. Amounts due to the ultimate holding company/fellow subsidiaries**

Amounts due to the ultimate holding company/fellow subsidiaries are unsecured, interest free and repayable on demand.



## 15. Share capital

	Number of shares	Nominal value of ordinary shares HK\$'000
<i>Authorised:</i>		
Ordinary shares of HK\$0.01 each at 31 March 2015 and 30 September 2015	2,000,000,000	20,000
<i>Issued and fully paid:</i>		
Ordinary shares of HK\$0.01 each at 31 March 2015 and 30 September 2015	648,405,300	6,484

## 16. Dividends

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2015 (2014: Nil).

## 17. Related party transactions

During the reporting period, other than those transactions and balances detailed elsewhere in the Interim Financial Statements, the Group had the following significant transactions with related parties which, in the opinion of the directors, were carried out on normal commercial terms and in the ordinary course of the Group's business:

### a) *Key management personnel*

Remuneration for key personnel management, including amount paid to the Company's directors and other members of key management during the period were as follows:

	Six months ended 30 September	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Salaries, allowances and benefits in kind	304	390
Provident fund contributions	3	13
Total compensation paid to key management personnel	307	403

**b) Transaction**

During the reporting period, the Group had the following transactions with related parties:

Name of related parties	Nature of transactions	Six months ended	
		30 September	
		2015	2014
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Fellow subsidiaries	Sales		
– Edward Hospital Company Limited		–	1,262
– Jiaxing City Shuguang Western and Chinese Composite Hospital Company Limited		–	53
Ultimate holding company			
– Hua Xia	Administrative service fee paid	–	–
– Hua Xia	Rental expenses paid	–	–
– Hua Xia	License fee paid	<u>249</u>	<u>206</u>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

For the six months ended 30 September 2015 (the “**period under review**”), the Group recorded a turnover on business operations of approximately HK\$667.202 million (2014: approximately HK\$841.754 million), representing a decrease of approximately 20.73% as compared to the same period last year. The decrease in turnover was mainly attributable to decrease in revenue generated from the pharmaceutical wholesales segment as a result of the promulgation and implementation of new Good Supply Practice (“**New GSP**”) in Fujian, the People’s Republic of China in April 2014 which imposes stringent regulations on pharmaceutical distributor operation. Under the New GSP, with effect from the year 2016, only selected pharmaceutical distributors are allowed to distribute medicine to the public hospitals and public healthcare institutions. At the beginning of the promulgation of the proposed tightening policy in April 2014, the effect of the New GSP on the medicine distribution industry as well as the effect on the business of Wanjia is uncertain in both short and long term. However, in view of the New GSP, our existing distributor customers have become very prudent in placing the purchase order to our Group and the repayment period for them increase. The sale to our distributor customer have been decreased by approximately 26.49% during the period under review.

Gross profit margin of the Group was approximately 10.83% for the six months ended 30 September 2015, compared to the gross profit margin of approximately 9.64% in the corresponding period in year 2014, representing slightly increase of approximately 1.19%.

The Group has recorded a profit from operations for the six months ended 30 September 2015 of approximately HK\$5.994 million as compared to the loss from operations of approximately HK\$768.736 million recorded in the corresponding period in year 2014. Included in the loss from operation for the last corresponding period was an impairment loss on goodwill of approximately HK\$785.483 million.

Selling and distribution expenses for the period under review amounted to approximately HK\$47.118 million (2014: approximately HK\$43.977 million), increasing by approximately 7.14% as compared to the same period last year. More selling and distribution expenses incurred mainly attributable to the increase in both salaries and rental expense arising from the increase in both the number of sales and marketing personnel employed by the Group and the number of retail pharmacies during the six months ended 30 September 2015 compared to the corresponding period in year 2014.

Administrative expenses for the period under review amounted to approximately HK\$22.094 million (2014: approximately HK\$26.664 million), decreased about 17.14%.

In August 2014, Fujian Food and Drug Administration (福建省食品藥品監督管理局) announced the 10 companies which are permitted to conduct the business in the distribution to public hospitals and public healthcare institutions after 2016, in which the operating subsidiary of the Company, namely 福建省福州市惠好藥業有限公司 (Fujian Province Fuzhou City Huihao Pharmaceutical Co. Ltd<sup>#</sup>) is on the list. Notwithstanding this recognition as a qualified participant in the distribution industry is encouraging, the effect of the implementation of the New GSP and any future policy development on the hospital distribution business of the Group remains uncertain. Having taken into account the financial performance as of June 2014, the Board reviewed again the potential effects of the New GSP on the distribution business in late July 2014 and prudently lowered the forecasted performance in sales to distributor customers, therefore, it triggers impairment loss on the goodwill. The carrying amount of goodwill was tested for impairment as at 30 June 2014. The impairment test compared the discounted cash flow of the cash-generating units (CGUs) to the carrying amounts of the CGUs. The recoverable amounts of the CGUs were significantly less than the carrying value of goodwill and the impairment loss on the goodwill of approximately HK\$785.483 million was recorded in 2014. As a result, the Group reported a loss attributable to owners of the Company of approximately HK\$778.184 million for the six months ended 30 September 2014.

## **Business Review and Outlook**

### *Pharmaceutical wholesale and distribution*

The Group has a large and broad customer base through our distribution network in Fujian Province in the PRC. The Group distributes pharmaceutical products to our customers located principally in the Fujian Province and also sells pharmaceutical products in neighboring provinces such as Guangdong, Hunan, Hubei, Jiangxi, Anhui and Zhejiang. Our customers can be categorized into three types namely hospitals and healthcare institutions, distributor customers and end customers such as companies operating pharmaceutical retail chain stores, independent pharmacies, and outpatient departments of community hospitals, healthcare service stations and clinics. The turnover generated from the pharmaceutical wholesale and distribution business for the six months ended 30 September 2015 was approximately HK\$542.754 million (2014: approximately HK\$738.307 million), decreasing by approximately 26.49% as compared to the same period last year. The decrease was mainly attributable to the reduction in sales to distributor customers due to the stringent regulations after the promulgation and implementation of the New GSP.

### *Pharmaceutical retail chain*

The Group operates pharmaceutical retail business through Fujian Huihao Sihai Pharmaceutical Chain Company Limited<sup>#</sup> (福建惠好四海醫藥連鎖有限責任公司) which was accounted for as one of our subsidiaries. The Group offers a wide variety of products in our retail pharmacies including prescription medicines, over-the-counter medicines, healthcare food products, traditional Chinese medicines, medical supplies and medical devices. The Group seeks to introduce new products and services to meet changing customer preferences and to differentiate the Group from our competitors. The turnover generated from pharmaceutical retail chain business for the six months ended 30 September 2015 amounted to approximately HK\$124.448 million (2014: approximately HK\$103.447 million), representing an increase of approximately 20.30% compared to the same period last year.

As at 30 September 2015, we directly operated 121 retail pharmacies in six prefectural – level districts of the Fujian Province in the PRC under the brand name “Huihao Sihai”.

<sup>#</sup> *English translations of official Chinese names are for identification purpose only*

## Future Prospects

The management of the Group has realised that the New GSP is a challenge as well as a potential opportunities for the Group to continue to address the needs of the market and the public through refined services and quality products.

It is a challenge as well as a potential opportunities for the group because the promulgation and implementation of the new Good Supply Practice in Fujian, the PRC in 2014 imposes stringent regulations on pharmaceutical distributor operation which caused decrease in pharmaceutical wholesales business of the group on the ground that majority of the existing distributor customers of the group who are not qualified enterprises under the new Good Supply Practice were walked out from the sector. Also, due to the constraint of the existing direct sale distribution facilities of the group, it is unable to cater for all the market shares on distribution sale business which are covered by those existing distributor customers. Nevertheless, it granted a potential opportunities to the group because in August 2014, Fujian Food and Drug Administration<sup>#</sup> (福建省食品藥品監督管理局) announced that 10 companies which are permitted to conduct the business in the distribution to public hospitals and public healthcare institutions after 2016, in which the operating subsidiary of the Company, namely Fujian Province Funzhou City Huihao Pharmaceutical Co. Limited<sup>#</sup> (福建省福州市惠好藥業有限公司) is on the list.

The pharmaceutical market consolidation has continued at national and local level providing opportunities for companies with large scale operations like the Group. At the same time, competition among the industry is keen. Our group would actively look for further development opportunities made available by the continued healthcare reform arisen from the New GSP. We will also continue further strengthen our drug delivery to hospitals and wholesales segments business and expansion of retails pharmacies in the year 2015/16.

## Interim Dividend

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2015 (2014: Nil).

<sup>#</sup> *English translations of official Chinese names are for identification purpose only*

## Liquidity and Financial Resources

The Group had total cash and cash equivalents of approximately HK\$96.131 million as at 30 September 2015 (31 March 2015: approximately HK\$43.029 million).

The Group recorded total current assets of approximately HK\$688.899 million as at 30 September 2015 (31 March 2015: approximately HK\$618.170 million) and total current liabilities of approximately HK\$364.718 million as at 30 September 2015 (31 March 2015: approximately HK\$372.296 million). The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was approximately 1.88 as at 30 September 2015 (31 March 2015: approximately 1.66).

As at 30 September 2015, the total amount of bank loans was approximately HK\$96.421 million (31 March 2015: approximately HK\$121.454 million) which were secured by corporate guarantee by intra-group company, carries variable interest rates at 6.90% to 7.758% (31 March 2015: 7.28% to 9.00%).

Gearing ratio (borrowings net of cash and cash equivalent, over equity attributable to owners of the Company) as at 30 September 2015 was approximately 29.04% (31 March 2015: approximately 28.65%).

## Contingent Liabilities

As at 30 September 2015, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the directors of the Company (the “**Directors**”) to be pending or threatened against any member of the Group (31 March 2015: Nil).

## Financing and Treasury Policies

The Group continues to adopt prudent financing and treasury policies. All the Group’s financing and treasury activities are centrally managed and controlled. Implementation of the Group’s related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk.

## Foreign Exchange Risk

Almost all transactions of the Group are denominated in Renminbi and Hong Kong dollars and most of the bank deposits are being kept in Renminbi and Hong Kong dollars to minimise exposure to foreign exchange risk. As the fiscal policy of the Central Government of the PRC in relation to Renminbi is stable throughout the period, the Directors believe that the potential foreign exchange exposure to the Group is limited. Therefore, the Group had not implemented any formal hedging or other alternative policies to deal with such exposure during the six months ended 30 September 2015.

## Material Acquisitions and Disposals

On 12 May 2015, Hui Hao (HK) Group Limited (“Hui Hao (HK)”), a wholly-owned subsidiary of the Company, Fujian Province Fuzhou City Huihao Pharmaceutical Co. Ltd.\* (福建省福州市惠好藥業有限公司) (“Fuzhou Huihao”), a wholly owned subsidiary of Hui Hao (HK) and Fuzhou Ren An Medical Technology Limited\* (福州仁安醫藥科技有限公司) (“Ren An”) entered into the Joint Venture Agreement, pursuant to which Ren An agreed to make a capital contribution of approximately RMB26 million to the registered capital and the capital reserve of Fuzhou Huihao. As a result, the equity interest of Hui Hao (HK) in Fuzhou Huihao was diluted from 100% to 75% and Fuzhou Huihao held as to 75% by Hui Hao (HK) and as to 25% by Ren An. Other than this, for the six months ended 30 September 2015, the Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures.

## Charges on the Group’s Assets

As at 30 September 2015, the Group’s bank deposits of approximately HK\$3.725 million (31 March 2015: approximately HK\$12.970 million) was pledged as collateral to secure general banking facilities granted to the Group.



## Share Capital

On 14 May 2015, The Company entered into the Placing Agreement with the Placing Agent pursuant to which The Company has conditionally agreed to place, through the Placing Agent, on a best efforts basis, the Convertible Notes (“CNs”) with principal amounts aggregating up to HK\$84,292,000 to the Placees at the initial Conversion Price of HK\$0.65 per Conversion Share which entitled the CNs holders to convert 129,680,000 Shares of the Company if the CNs are fully converted. The placement of the CNs was completed on 1 June 2015. Up to the date of this report, there was no CNs holders who converted the CNs into the Company’s Shares.

## Capital Commitments

As at 30 September 2015, the Group had no material capital commitment.

## Employee Information

As at 30 September 2015, the Group had 1,124 (31 March 2015: 1,046) full time employees. During the six months ended 30 September 2015, the staff costs, including Directors’ remuneration, totalled approximately HK\$35.084 million (six months ended 30 September 2014: approximately HK\$34.281 million). Share options and bonuses are also available to the Group’s employees at the discretion of the Board and depending upon the financial performance of the Group.

## Significant Events after the Reporting Period

There was no significant event took place subsequent to the end of the reporting period.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

### Disclosure of Interests

*(a) Directors' interest and short position in the securities of the Company and its associated corporations*

As at 30 September 2015, the interests and short positions of the directors and chief executive of the Company in the shares of the Company (“Shares”), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in the Appendix 10 to the Rules Governing the Listing Rules, were as follows:

*(i) Director's interests in shares of the Company.*

Name of director	Nature of interest	Number of shares	Position	Approximate percentage of the total issued shares
Md. Yung Ka Lai	Corporate interest	47,009,375	Long	7.25%

*(ii) Interest in issued share capital of the Company's associated corporation*

Name of director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Position	Approximate percentage of shareholding in the associated corporation's issued share capital
Mr. Chen Jinshan	Hua Xia (Note 1)	Beneficial interest	5,414,000 (Note 2)	Long	0.32%
Ms. Shum Ngai Pan	Hua Xia (Note 1)	Beneficial interest	6,450,000 (Note 3)	Long	0.38%

Note 1: represented 1,004,000 shares in issued share capital of the Company's associated corporation and 4,410,000 share options of the Company's associated corporation.

Note 2: represented 2,400,000 shares in the issued share capital of the Company's associated corporation and 4,050,000 share option of the Company's associated corporation.

*(b) Substantial shareholders' interest and short positions in shares and underlying shares*

As at 30 September 2015, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest in shares, underlying shares and debentures of the company and its associated corporations" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO:

*(i) Long position in shares of the Company*

<b>Name of shareholder</b>	<b>Capacity</b>	<b>Position</b>	<b>Number of shares</b>	<b>Approximate percentage of the total issued shares</b>
Hua Xia (Note 1)	Interested in controlled corporation	Long	411,917,648	63.53%
Greatly Wealth (Note 1)	Beneficial owner	Long	411,917,648	63.53%
Power King (Note 2)	Beneficial owner	Long	47,009,375	7.25%
Md. Yung Ka Lai (Note 2)	Interested in controlled corporation	Long	47,009,375	7.25%
Mr. Lo Kai Bong (Note 3)	Interested in controlled corporation	Long	90,000,000 (Note 5)	13.88%
Better Linkage Limited (Note 3)	Interested in controlled corporation	Long	90,000,000 (Note 5)	13.88%
Ever Smart Capital Limited (Note 3)	Beneficial owner	Long	90,000,000 (Note 5)	13.88%
Mr. Choi Chiu Fai, Stanley (Note 4)	Interested in controlled corporation	Long	122,000,000	18.82%
Ms. Cheung Fung Kuen, Maggie (Note 4)	Interested in controlled corporation	Long	122,000,000	18.82%
Grand Rich Limited (Note 4)	Interested in controlled corporation	Long	122,000,000	18.82%
Head & Shoulders Credit Limited (Note 4)	Beneficial owner	Long	122,000,000	18.82%

## Notes:

1. Greatly Wealth Global Group Limited (“**Greatly Wealth**”) is a company incorporated in the BVI with limited liability which is wholly and beneficially owned by Hua Xia Healthcare Holdings Limited (“**Hua Xia**”). By virtue of the SFO, Hua Xia is deemed to be interested in the entire 411,917,648 shares held by the Greatly Wealth.
2. Power King Investment Development Limited (“**Power King**”) is a company incorporated in the BVI with limited liabilities which is wholly and beneficially owned by Md. Yung Ka Lai.
3. Ever Smart Capital Limited (“**Ever Smart**”) is a company incorporated in the BVI with limited liabilities which is wholly and beneficially owned by Better Linkage Limited (“**Better Linkage**”), a company incorporated in the BVI with limited liability and is wholly and beneficially owned by Mr. Lo Kai Bong (“**Mr. Lo**”). By virtue of the SFO, both Better Linkage and Mr. Lo are deemed to be interested in the entire 90,000,000 shares held by Ever Smart.
4. Head & Shoulders Credit Limited (“**Head & Shoulders**”) is a company incorporated in the BVI with limited liabilities which is wholly and beneficially owned by Grand Rich Limited (“**Grand**”), a company incorporated in the BVI with limited liability and is wholly and beneficially owned by Mr. Choi Chiu Fai, Stanley (“**Mr. Choi**”) and Ms. Cheung Fung Kuen, Maggie (“**Ms. Cheung**”). By virtue of the SFO, both Grand, Mr. Choi and Ms. Cheung are deemed to be interested in the entire 122,000,000 shares held by Head & Shoulders.
5. On 1 June 2015, convertible notes amounting to HK\$58,500,000 were issued to Ever Smart, entitling the holder of the convertible notes to convert 90,000,000 Shares of the Company.

*(ii) Long position in shares of the associated corporation*

Name of associated corporation	Name of registered owner	Capacity	Position	Number of shares in the associated corporation	Approximate percentage of shareholding in the associated corporation's issued share capital
Greatly Wealth	Hua Xia	Beneficial owner	Long	200 shares of US\$1 each	100%

Save as disclosed above, as at 30 September 2015, the directors of the Company were not aware of any other person (other than the directors and chief executive of the Company) who had 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 under Section 336 of the SFO.

## DIRECTORS' RIGHTS TO ACQUIRE SECURITIES

Apart from as disclosed under the heading "Directors' and chief executive's interests in shares, underlying shares and debentures" above, at no time since incorporation of the Company were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

## SHARE OPTION SCHEMES

On 24 September 2013, the Company adopted a share option scheme (the “**Share Option Scheme**”) whereby the Board can grant options for the subscription of our shares to the employees, managerial staff and senior employees and those other persons that the Board considers that they will contribute or have contributed to the Group (the “**Participants**”) as described in the Share Option Scheme in order to serve as compliment and to reciprocate their contribution to the Group. The maximum number of shares that can be issued according to the Share Option Scheme was 64,840,530 shares, which is equivalent to 10% of the issued capital of the Company after completion of the Listing on the Stock Exchange. The number of options that may be granted pursuant to the terms of the Share Option Scheme shall not exceed 10% of the issued shares immediately after the completion of the Listing. Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to a Participant under the options shall not exceed 1% within any 12-month period (other than those granted to the substantial shareholders (as defined in the Listing Rules) of the Company or the independent non-executive Directors or any of their respective associates (as defined in the Listing Rules)), or the total number of shares that may be granted under the options to the substantial shareholders of the Company or the independent non-executive Directors or any of their respective associates shall not exceed 0.1% of the shares in issue of the Company from time to time. There is no minimum period that the options must be held before they become exercisable, and the options granted shall be exercised within the period decided by the Board; however no options shall be exercised 10 years after they have been granted. The exercise price of the option shall be the higher of (a) the closing price of the shares on the daily quotation sheet of the Stock Exchange on the date of grant; (b) the average closing price of the shares on the daily quotation sheet of the Stock Exchange for the five trading days immediately preceding the date of grant; and (c) nominal value of the share. Each grantee shall pay a consideration of HK\$1.00 at the time the option is granted. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

Since the Share Option Scheme was adopted, no options have been granted up to the date of this interim report.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

During the six-month ended 30 September 2015, there was no purchases, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries, since the listing of the shares of the Company on 11 October 2013.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## **COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code. The Company has made specific enquiry with all Directors and all the Directors have confirmed their compliance with the required standards set out in the Model Code throughout the period ended 30 September 2015.

## **CORPORATE GOVERNANCE**

The Company strived to maintain a high standard of corporate governance and complied with the Corporate Governance Code set out in Appendix 14 to the Listing Rules. To the knowledge of the Board, the Company had fully complied with the code provisions in the Corporate Governance Code (the "CG Code") for the six months ended 30 September 2015.



## REMUNERATION COMMITTEE

The Remuneration Committee was established on 24 September 2013 in compliance with written terms of reference in compliance with Rule 3.25 of the Listing Rules. The Remuneration Committee consists of Ms. Shum Ngai Pan, an executive director of the Company and two independent non-executive directors, namely Mr. Wong Hon Kit and Mr. Liu Yongping. Mr. Wong Hon Kit is the chairman of the Remuneration Committee.

The role and function of the Remuneration Committee include, but are not limited to, the determination of the specific remuneration package of all executive directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive directors. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

## NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

The Nomination and Corporate Governance Committee was established on 24 September 2013 in compliance with written terms of reference in compliance with paragraphs A.5.1 and D.3.1 of Appendix 14 to the Listing Rules. The Nomination and Corporate Governance Committee consists of three independent non-executive directors, namely Mr. Liang Yichi, Mr. Wong Hon Kit and Mr. Liu Yongping.

The primary duties of the nomination and corporate governance committee include, but are not limited to: (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes; (ii) identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of, individuals nominated for directorships; (iii) making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman of the Board and the chief executive officer of the Company; and (iv) keeping the effectiveness of the corporate governance and system of internal controls of the Group.

## **AUDIT COMMITTEE**

The Audit Committee was established on 24 September 2013 in compliance with written terms of reference in compliance with Rules 3.21 of the Listing Rules. The Audit Committee consists of three independent non-executive directors, namely Mr. Liang Yichi, Mr. Wong Hon Kit and Mr. Liu Yongping. Mr. Wong Hon Kit is the chairman of the Audit Committee.

The primary duties of the audit committee include, but are not limited to: (i) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard; (ii) monitoring integrity of financial statements of the Company and the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports; (iii) reviewing the Company's financial controls, internal control and risk management systems; and (iv) reporting to the Board on the matters set out in the code provisions as stated in Appendix 14 to the Listing Rules.

The Group's unaudited condensed consolidated results for the six months ended 30 September 2015 were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures were made.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information available to the Company and within the knowledge of the Directors, the Company maintained adequate public float since the listing of the Shares on 11 October 2013.

By order of the Board  
**Wanjia Group Holdings Limited**  
**Chen Jinshan**  
*Executive Director*

Hong Kong, 5 November 2015