



# 深圳市海王英特龍 生物技術股份有限公司

SHENZHEN NEPTUNUS INTERLONG  
BIO-TECHNIQUE COMPANY LIMITED\*

(a joint stock limited company incorporated  
in the People's Republic of China)

(於中華人民共和國註冊成立之股份有限公司)

Stock Code 股份代號 : 8329

\* For identification purpose only 僅供識別之用



## 2019 第三季度報告 Third Quarterly Report

## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Shenzhen Neptunus Interlong Bio-technique Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司 (「聯交所」) GEM 的特色

**GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應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。**

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

## 季度業績 (未經審核)

本公司董事會(「董事會」)欣然呈列本公司及其附屬公司(統稱「本集團」)截至二零一九年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二零一八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 2019

截至二零一九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	
			2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue</b>	收入	4	<b>288,177</b>	219,744	<b>763,892</b>	625,361
Cost of sales	銷售成本		<b>(110,843)</b>	(83,691)	<b>(296,031)</b>	(260,188)
<b>Gross profit</b>	毛利		<b>177,334</b>	136,053	<b>467,861</b>	365,173
Other revenue	其他收入	4	<b>2,658</b>	3,321	<b>6,943</b>	9,429
Other net income	其他收入淨額	4	<b>673</b>	30	<b>2,507</b>	3,324
Selling and distribution expenses	銷售及分銷開支		<b>(129,011)</b>	(94,049)	<b>(347,353)</b>	(266,993)
Administrative expenses	行政開支		<b>(15,018)</b>	(14,812)	<b>(44,922)</b>	(39,257)
Other operating expenses	其他經營開支		<b>(10,592)</b>	(10,956)	<b>(30,829)</b>	(29,117)
<b>Profit from operations</b>	經營溢利		<b>26,044</b>	19,587	<b>54,207</b>	42,559
Finance costs	財務成本	5	<b>(385)</b>	(648)	<b>(1,041)</b>	(1,308)

## 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 2019

截至二零一九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		
		2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	
	Note 附註					
Profit before taxation	除稅前溢利	5	25,659	18,939	53,166	41,251
Income tax expenses	所得稅開支	6	(6,526)	(4,879)	(12,653)	(9,479)
<b>Profit and total comprehensive income for the period</b>	<b>期內溢利及全面收益總額</b>		<b>19,133</b>	<b>14,060</b>	<b>40,513</b>	<b>31,772</b>
<b>Profit and total comprehensive income for the period attributable to:</b>	<b>以下各項應佔期內溢利及全面收益總額：</b>					
Owners of the Company	本公司擁有人		17,674	12,970	36,226	28,111
Non-controlling interests	非控股權益		1,459	1,090	4,287	3,661
			<b>19,133</b>	<b>14,060</b>	<b>40,513</b>	<b>31,772</b>
<b>Earnings per share for profit attributable to the owners of the Company during the period</b>	<b>期內本公司擁有人應佔溢利之每股盈利</b>					
Basic and diluted	基本及攤薄	8	<b>RMB1.05 cents</b> 人民幣1.05分	RMB0.77 cents 人民幣0.77分	<b>RMB2.16 cents</b> 人民幣2.16分	RMB1.68 cents 人民幣1.68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 2019

截至二零一九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		Total
		Share Capital	Share Premium	Capital Reserve	Statutory Reserve Fund	Retained Earnings	Sub-total	Interests	Total
		股本	股份溢價	資本儲備	法定公積金	保留盈利	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018 (Audited)	於二零一八年一月一日(經審核)	167,800	554,844	(188,494)	48,619	67,080	649,849	99,919	749,768
<b>Change in equity for 2018</b>	<b>二零一八年權益變動</b>								
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	28,111	28,111	3,661	31,772
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(2,000)	(2,000)
<b>At 30 September 2018 (Unaudited)</b>	<b>於二零一八年九月三十日(未經審核)</b>	<b>167,800</b>	<b>554,844</b>	<b>(188,494)</b>	<b>48,619</b>	<b>95,191</b>	<b>677,960</b>	<b>101,580</b>	<b>779,540</b>
As at 1 January 2019 (Audited)	於二零一九年一月一日(經審核)	<b>167,800</b>	<b>554,844</b>	<b>(188,494)</b>	<b>48,423</b>	<b>115,365</b>	<b>697,938</b>	<b>100,894</b>	<b>798,832</b>
Adjustment from the adoption of HKFRS 16 (Note 3 (a))	採納香港財務報告準則第16號之調整(附註3(a))	-	-	-	-	(524)	(524)	-	(524)
Adjustment balance at 1 January 2019	於二零一九年一月一日之經調整餘額	<b>167,800</b>	<b>554,844</b>	<b>(188,494)</b>	<b>48,423</b>	<b>114,841</b>	<b>697,414</b>	<b>100,894</b>	<b>798,308</b>
<b>Change in equity for 2019</b>	<b>二零一九年權益變動</b>								
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	36,226	36,226	4,287	40,513
Dividend paid from subsidiary to non-controlling interests	附屬公司支付予非控股權益股息	-	-	-	-	-	-	(1,800)	(1,800)
<b>At 30 September 2019 (Unaudited)</b>	<b>於二零一九年九月三十日(未經審核)</b>	<b>167,800</b>	<b>554,844</b>	<b>(188,494)</b>	<b>48,423</b>	<b>151,067</b>	<b>773,640</b>	<b>103,381</b>	<b>837,021</b>

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2019

### 1. CORPORATE INFORMATION

The Company is a joint stock limited company registered in the People's Republic of China (the "PRC"). The registered office of the Company is located at Suite 2103, 21st Floor, Neptunus Yinhe Technology Mansion, 1 Keji Middle 3rd Road, Yuehai Sub-district, Nanshan District, Shenzhen, Guangdong Province, the PRC.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the nine months ended 30 September 2019 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 2018, except for the adoption of new or amended HKFRSs and the impacts on the unaudited condensed consolidated financial statements of the Reporting Period are disclosed in note 3. 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 2018.

## 未經審核簡明綜合財務報表附註

截至二零一九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

截至二零一九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。

除採納新訂或經修訂香港財務報告準則外，報告期間之未經審核簡明綜合財務報表已按照與截至二零一八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。採納新訂或經修訂香港財務報告準則對報告期間之未經審核簡明綜合財務報表之影響披露於附註3。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，並須與截至二零一八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 2019 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 AND CHANGES IN ACCOUNTING POLICIES

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

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group. Among these, HKFRS 16 “Leases” (“HKFRS 16”) is relevant to the Group’s financial statements.

Except for HKFRS 16, none of the developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in this unaudited condensed consolidated financial statements of the Reporting Period. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 2. 編製基準及會計政策(續)

截至二零一九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及會計政策變動

### (a) 於二零一九年一月一日採納之新訂及經修訂香港財務報告準則

香港會計師公會已頒佈多項於本集團當前會計期間首次生效之新訂香港財務報告準則及香港財務報告準則之修訂本。其中，香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)與本集團財務報表有關。

除香港財務報告準則第16號外，該等發展對當前或過往期間本集團於本報告期間之未經審核簡明綜合財務報表中的業績及財務狀況編製或呈列方式並無重大影響。本集團並無應用於當前會計期間尚未生效的任何新訂準則或詮釋。

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

#### (a) New and amended HKFRSs adopted as at 1 January 2019 (Continued)

##### HKFRS 16 “Leases”

HKFRS 16 replaces HKAS 17 ‘Leases’ along with three interpretations (HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease”, HK(SIC) Int-15 “Operating Leases-Incentives” and HK(SIC) Int-27 “Evaluating the Substance of Transactions Involving the Legal Form of a Lease”). HKFRS 16 has been applied using the modified retrospective approach, with the cumulative effect of adopting HKFRS 16 being recognised in equity as an adjustment to the opening balance of retained earnings for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from HKAS 17 and HK(IFRIC)-Int 4 and has not applied HKFRS 16 to arrangements that were previously not identified as lease under HKAS 17 and HK(IFRIC)-Int 4. The Group has already recognised the prepaid lease payments for leasehold land where the Group is a lessee. The application of HKFRS 16 does not have an impact on these assets except for the whole balance is now presented as “Prepaid lease payments” under non-current assets.

The Group has elected not to include in initial direct costs when measuring the right-of-use asset for operating leases in existence at the date of initial application of HKFRS 16, being 1 January 2019. At this date, the Group has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of HKFRS 16.

### 3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

#### (a) 於二零一九年一月一日採納之新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」以及三項詮釋(香港(國際財務報告詮釋委員會)一詮釋第4號「釐定安排是否包含租賃」、香港(常設詮釋委員會)詮釋第15號「經營租賃—獎勵」及香港(常設詮釋委員會)詮釋第27號「評估涉及租賃法律形式交易的實質」)。香港財務報告準則第16號一直應用經修訂追溯法,採納香港財務報告準則第16號的累計影響則於權益內確認,作為當前期間保留盈利的期初結餘調整。過往期間並未經重列。

於初始應用日期已訂立的合約而言,本集團已選擇應用香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號的租賃定義及並未應用香港財務報告準則第16號有關於先前並未根據香港會計準則第17號及香港(國際財務報告詮釋委員會)一詮釋第4號確認為租賃的安排。本集團已就租賃土地(本集團作為承租人)確定預付租賃款項。應用香港財務報告準則第16號對該等資產並無影響,惟現於非流動資產下呈列為「預付租賃款項」的全部餘額除外。

本集團已選擇於初始應用香港財務報告準則第16號當日(即二零一九年一月一日)計量現有經營租賃的使用權資產時,不計入初始直接成本。於該日,本集團亦已選擇按相等於在過渡日期存在的任何應計租賃款項的金額計量使用權資產。

作為於初始應用日期對使用權資產進行減值審查的替代,本集團依賴其對租賃是否於緊接初始應用香港財務報告準則第16號當日為虧損的過往評估。



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

#### (a) New and amended HKFRSs adopted as at 1 January 2019 (Continued)

##### HKFRS 16 “Leases” (Continued)

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expenses on a straight-line basis over the remaining lease term.

On transition to HKFRS 16, the weighted average incremental borrowing rate applied to lease liabilities recognised under HKFRS 16 was 4.35%.

The Group has benefited from the use of hindsight for determining lease term when considering options to extend and terminate leases.

The following is a reconciliation of total operating lease commitments at 31 December 2018 to the lease liabilities recognised at 1 January 2019:

		RMB'000 人民幣千元
Total operating lease commitments disclosed at 31 December 2018	於二零一八年十二月三十一日披露的 總經營租賃承擔	6,434
Less: PRC Value-Added Tax	減：中國增值稅	(298)
Recognition exemptions:	確認豁免：	
– Leases with remaining lease term of less than 12 months	– 餘下租期少於12個月的租賃	(192)
Operating leases liabilities before discounting	於貼現前的經營租賃負債	5,944
Discounting using incremental borrowing rate as at 1 January 2019	於二零一九年一月一日採用增量 借貸率貼現	(470)
Total lease liabilities recognised under HKFRS 16 at 1 January 2019	於二零一九年一月一日根據香港財務 報告準則第16號確認的總租賃負債	5,474
Classified as:	分類為：	
– Current lease liabilities	– 流動租賃負債	1,447
– Non-current lease liabilities	– 非流動租賃負債	4,027
		5,474

### 3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

#### (a) 於二零一九年一月一日採納之新訂及經修訂香港財務報告準則(續)

##### 香港財務報告準則第16號「租賃」(續)

於過渡時，就先前入賬為經營租賃及餘下租期少於12個月的租賃以及就租賃低價值資產而言，本集團已應用選擇性豁免不確認使用權資產，但按直線法於餘下租期內將租賃開支入賬。

於過渡至香港財務報告準則第16號時，根據香港財務報告準則第16號確認的租賃負債應用的加權平均增量借貸率為4.35%。

於考慮選擇延展及終止租賃時，本集團受益於對釐定租期使用事後說明。

以下為於二零一八年十二月三十一日的總經營租賃承擔與於二零一九年一月一日確認的租賃負債對賬：

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

**(a) New and amended HKFRSs adopted as at 1 January 2019 (Continued)**

**HKFRS 16 “Leases” (Continued)**

The following table summarises the impact of transition to HKFRS 16 on the Group’s consolidated statement of financial position at 1 January 2019:

		RMB’000 人民幣千元
Increase in right-of-use assets	使用權資產增加	4,950
Increase in lease liabilities	租賃負債增加	5,474
Decrease in retained profits	保留溢利減少	(524)

**3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)**

**(a) 於二零一九年一月一日採納之新訂及經修訂香港財務報告準則(續)**

**香港財務報告準則第 16 號「租賃」(續)**

下表概述於二零一九年一月一日本集團綜合財務狀況表過渡至香港財務報告準則第 16 號之影響：

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

#### (b) Issued but not yet effective HKFRSs

The Group has not applied any new and amended HKFRSs that have been published by the HKICPA but are not yet effective for the current accounting period. The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial application.

The details of the possible impacts on the Group brought by the issued but not yet effective HKFRSs should be read in conjunction with the condensed consolidated interim financial statements of the Group for the six months ended 30 June 2019.

#### (c) Significant accounting policies

The unaudited condensed consolidated financial statements of the Reporting Period has been prepared in accordance with the accounting policies adopted in the Group's most recent annual financial statements for the year ended 31 December 2018, except for the effects of applying HKFRS 16.

The details of new significant accounting policies and the nature and effect of the changes to previous accounting policies should be read in conjunction with the condensed consolidated interim financial statements of the Group for the six months ended 30 June 2019.

### 3. 採納新訂及經修訂香港財務報告準則及會計政策變動(續)

#### (b) 已發行但尚未生效的香港財務報告準則

本集團並無採用香港會計師公會已頒佈但於本會計期間尚未生效之新訂及經修訂香港財務報告準則。本集團正在評估該等修訂、新準則及詮釋於初步應用期間的預期影響。

有關已發行但尚未生效的香港財務報告準則可能對本集團產生的影響的詳情須與截至二零一九年六月三十日止六個月之本集團簡明綜合中期財務報表一併閱讀。

#### (c) 重大會計政策

報告期間之未經審核簡明綜合財務報表乃根據編製本集團截至二零一八年十二月三十一日止年度的最近期年度財務報表所採納之會計政策而編製，惟採納香港財務報告準則第16號產生之影響則作別論。

有關新訂重大會計政策以及過往會計政策變動之性質及影響的詳情須與截至二零一九年六月三十日止六個月之本集團簡明綜合中期財務報表一併閱讀。

#### 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物及保健品。

		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	
		2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>				
Manufacturing and selling of medicines	生產及銷售藥品	<b>134,639</b>	113,416	<b>376,894</b>	326,419
Sales and distribution of medicines and healthcare products	銷售及分銷藥品及保健品	<b>153,538</b>	106,328	<b>386,998</b>	298,942
		<b>288,177</b>	219,744	<b>763,892</b>	625,361

For the nine-month period ended 30 September 2019, the revenue from sales and distribution of medicines and healthcare products included the revenue from pharmaceutical sales management services of approximately RMB4,318,000 (nine-month period ended 30 September 2018: approximately RMB14,336,000).

截至二零一九年九月三十日止九個月期間，銷售及分銷藥品和保健品收入包含了藥品銷售管理服務收入約人民幣4,318,000元(截至二零一八年九月三十日止九個月期間：約人民幣14,336,000元)。

#### 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	
		2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收入</b>				
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 收益	8	–	8	–
Interest income from bank deposits	銀行存款利息收入	1,252	328	4,105	2,600
Interest income from principal protected deposits	保本型存款利息收入	826	738	1,334	1,511
Government subsidy income – released from deferred revenue	政府補貼 – 轉撥自遞延收益	101	100	300	1,168
– directly recognized in profit or loss	– 直接計入損益	56	102	199	119
Change in fair value of financial assets through profit or loss	計入損益之金融資產 公平值變動	413	418	992	2,258
Other	其他	2	1,635	5	1,773
		<b>2,658</b>	<b>3,321</b>	<b>6,943</b>	<b>9,429</b>
<b>Other net income</b>	<b>其他收入淨額</b>				
Reversal of impairment loss on trade receivables	應收賬款減值虧損撥回	–	–	–	–
Reversal of impairment loss on other receivables	其他應收款項減值虧損 撥回	–	–	–	108
Reversal of write down of inventories	撇減存貨撥回	673	–	2,449	2,428
Net foreign exchange gains	匯兌收益淨額	–	3	58	81
Others	其他	–	27	–	707
		<b>673</b>	<b>30</b>	<b>2,507</b>	<b>3,324</b>

## 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	
		2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>(a) Finance costs</b>	<b>(a) 財務成本</b>				
Interest on bank loans and other borrowings	銀行貸款利息 及其他借款	335	648	878	1,308
Financial cost on lease liabilities	租賃負債的財務成本	50	—	163	—
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	385	648	1,041	1,308
<b>(b) Staff costs (including directors' emoluments)</b>	<b>(b) 員工成本(包括董事 酬金)</b>				
Salaries, wages and other benefits	薪金、工資及 其他福利	22,111	17,230	63,103	48,299
Contributions to defined contribution retirement plans	定額供款退休計劃 的供款	3,955	3,612	12,168	10,463
		26,066	20,842	75,271	58,762

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	
	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>(c) Other Item</b>				
Amortisation				
– Prepaid lease payments				
– charged to unaudited condensed consolidated statement of profit or loss and other comprehensive income	393	393	1,178	1,178
– Intangible assets (Note)	993	963	2,981	2,939
Depreciation				
– property, plant and equipment	3,531	3,287	10,955	9,991
– right-of-use assets	382	–	1,143	–
Cost of inventories	105,045	83,363	287,177	255,594
Research & development costs (Note)	6,402	6,324	21,888	18,690
Short-term lease expenses: minimum lease payment	347	1,322	1,333	4,184
Impairment on				
– trade receivables (Note)	(14)	–	529	301
– other receivables (Note)	–	–	2	3
Loss on disposal of property, plant and equipment (Note)	226	322	294	329
Write down of inventory (Note)	2,113	390	4,255	3,824
Auditor's remuneration	8	–	8	–
Auditor's non-audit services remuneration	262	153	540	291

## 5. PROFIT BEFORE TAXATION (CONTINUED)

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

## 6. INCOME TAX

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

## 5. 除稅前溢利(續)

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. 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	
		2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 二零一九年 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 二零一八年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Current tax</b>	<b>即期稅項</b>				
Provision for PRC Enterprise Income Tax ("EIT")	中國企業所得稅撥備 (「企業所得稅」)	6,667	4,926	12,837	9,674
<b>Deferred tax</b>	<b>遞延稅項</b>				
Origination and reversal of temporary differences	暫時性差額的衍生及撥回	(141)	(47)	(184)	(195)
		<b>6,526</b>	<b>4,879</b>	<b>12,653</b>	<b>9,479</b>

Hong Kong Profits Tax has not been provided for as the Group had no assessable profit to Hong Kong Profits Tax during the Reporting Period (nine-month period ended 30 September 2018: 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(截至二零一八年九月三十日止九個月期間：無)。



## 6. INCOME TAX (CONTINUED)

Two subsidiaries of the Group established in the PRC were recognised as high-tech enterprises in Fujian Province. 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 the other PRC subsidiaries are subject to the PRC EIT at a rate of 25% for the Reporting Period (nine-month period ended 30 September 2018: 25%).

## 7. DIVIDENDS

The Board does not propose the payment of any dividend for the Reporting Period (2018: Nil).

## 8. EARNINGS PER SHARE

### *Basic earnings per share*

For the three-month and nine-month periods ended 30 September 2019, the calculation of basic earnings per share was based on the profit attributable to owners of the Company of approximately RMB17,674,000 and RMB36,226,000 respectively (three-month and nine-month periods ended 30 September 2018: profit of approximately RMB12,970,000 and RMB28,111,000 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 2019 (2018: 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 2019 and 2018 equals to basic earnings per share because there were no potential dilutive ordinary shares outstanding during these periods.

## 6. 所得稅(續)

本集團兩間於中國成立的附屬公司為福建省高新技術企業。根據適用的中國企業所得稅法，該等附屬公司須按15%的優惠稅率繳納中國企業所得稅。

於報告期間，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(截至二零一八年九月三十日止九個月期間：25%)。

## 7. 股息

董事會並不建議就報告期間派付任何股息(二零一八年：無)。

## 8. 每股盈利

### *每股基本盈利*

截至二零一九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17,674,000元及約人民幣36,226,000元(截至二零一八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12,970,000元及約人民幣28,111,000元)以及截至二零一九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(二零一八年：1,678,000,000股普通股)計算。

### *每股攤薄盈利*

由於截至二零一九年及二零一八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 the purchase and sales of medicines and healthcare food products in the PRC. The medicines being sold by the Group mainly cover four therapeutic areas which are oncology, cardiovascular system, respiratory system and digestive system.

#### Research and development, manufacturing and selling of medicines

Currently, the Group manufactures its own medicines through its production base ("Fuzhou Production Base") located in Jin'an District, Fuzhou, Fujian Province, the PRC, including Chinese medicines (which includes more than a dozen of dosage forms such as tablets, capsules, granules, oral solutions and tinctures) and chemical medicines (which includes various dosage forms namely tablets, capsules, granules, small volume injections, large volume injections of glass bottle, plastic bottle and soft bag), with nearly 500 approval documents being registered. The Fuzhou Production Base is the only narcotic production base in Fujian Province designated by the State and also the only medicine production base for army reserves in Fujian Province for the General Logistics Department of the Chinese People's Liberation Army.

Currently, the Group's research and development work mainly fulfills the internal development demands of the Group through conducting independent research and development and cooperation with external research and development institutions. Two pharmaceutical manufacturing subsidiaries of the Group are recognized as high-tech enterprises in Fujian Province and entitled to enjoy preferential corporate income tax treatment for high-tech enterprises. The said subsidiaries currently possess various new drugs and exclusive products with self-owned intellectual property rights, including Tegafur, Gimeracil and Oteracil Potassium Tablets (the "TGOP Tablets" or 替吉奧片, a new drug for anti-gastric cancer), Xiaozheng Yigan Tablets (消症益肝片, an anti-liver-cancer drug), Proteoglycan Tablets (多糖蛋白片, for enhancing the immune system), Biyuan Capsules (鼻淵膠囊, an anti-rhinitis medicine), Amaranth Berberine Capsules (莧菜黃連素膠囊, a drug for acute diarrhea), Perfilled 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). During the Reporting Period, Perfilled Catheter Flusher (預充式導管沖洗器), which was co-developed by a relevant subsidiary of the Group and an independent third party, acquired the registration certificate, completed the manufacturing registration procedure and obtained approval for production in mainland China. Currently the market demand for the product is high and its prospect is relatively optimistic.

## 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，呼吸系統及消化系統四大治療領域。

#### 藥品研發、生產及銷售

目前，本集團的自有藥品通過位於中國福建省福州市晉安區的生產基地（「福州生產基地」）進行生產，包括中成藥（含片劑、膠囊劑、顆粒劑、口服液、酏劑等十幾個劑型）、化藥（含片劑、膠囊劑、顆粒劑、小容量注射劑、大容量注射劑玻璃瓶、塑瓶及軟袋等多個劑型）近500個批准文號。福州生產基地，是國家在福建省唯一指定的麻醉品生產基地，也是國家及中國人民解放軍總後勤部在福建省唯一的戰備藥品儲備生產基地。

目前，本集團研發工作主要通過自主研發和與外部研發機構合作的方式服務本集團的內部發展需求。本集團旗下現有兩家製藥附屬公司為福建省高新技術企業，可享受高新技術企業所得稅優惠政策。他們目前擁有多個新藥和自主知識產權獨家產品，如抗胃癌新藥替吉奧片（「替吉奧片」）、抗肝癌藥消症益肝片、提高免疫力的多糖蛋白片、抗鼻炎用藥鼻淵膠囊、急性腹瀉用藥莧菜黃連素膠囊、預充式導管沖洗器（國家三類醫療器械產品）以及HTK心肌保護停跳液（國家三類醫療器械產品）等。於報告期間，本集團相關附屬公司與獨立第三方廠商合作開發之醫療器械產品一預充式導管沖洗器取得了中國大陸醫療器械註冊證，並完成了醫療器械生產產品登記，獲准生產。目前該產品市場需求較高，前景相對樂觀。

## BUSINESS REVIEW (Continued)

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

Under the national policy in relation to quality consistency evaluation for generic drugs promulgated in 2016, appropriate types of medicines were proactively selected by a pharmaceutical manufacturing subsidiary of the Group and the first batch of selected medicines were selected to undergo the quality consistency evaluation for generic drugs in 2016. Currently, one of the selected medicine, Sodium Bicarbonate Tablets, has already passed the consistency evaluation. For details, please refer to the announcement of the Company dated 9 April 2019. The relevant work of quality consistency evaluation for other selected medicines is under orderly progress.

The supply of Tegafur, one of the active ingredients of the Group's new anti-cancer drug TGOP Tablets, has been tight across the PRC since the year 2018. Manufacturers of TGOP products (including capsules and tablets) in the PRC have been affected to various extents. During the Reporting Period, the Group already found source of Tegafur supply and the impact on the production and sales of TGOP Tablets caused by insufficient Tegafur supply has been mitigated.

Under the impact of national policies, there is further pressure on the operation of pharmaceutical manufacturing enterprises. Meanwhile, the profit margin of the sales and manufacturing business of the Group has further decreased due to decrease in the selling price of the drugs, increase in the price of active ingredients, higher quality requirement for drugs, increased investment in the pharmaceutical enterprise drug quality assurance system and the increasing expenses for drug re-registration and quality consistency evaluation. During the Reporting Period, the Group proactively responded to the national pharmaceutical policies and policies in key areas such as Fujian Province, adopted flexible and diversified marketing strategies based on the ever changing market situation and thus increased the sales revenue of the manufacturing and selling of medicines business of the Group.

## 業務回顧 (續)

### 藥品研發、生產及銷售 (續)

根據國家於二零一六年出臺的有關仿製藥一致性評價的政策，本集團旗下相關製藥附屬公司已積極篩選品種，並於二零一六年度啟動了首批篩選品種的仿製藥一致性評價。目前已有一個品種，即碳酸氫鈉片，成功通過一致性評價。詳情請參閱本公司日期為二零一九年四月九日之公告。其他品種的一致性評價相關工作正在有序推進中。

本集團抗癌新藥替吉奧片其中一種原料藥替加氟自二零一八年起在全國範圍內供應緊缺，國內替吉奧產品(包括膠囊劑和片劑)的生產廠家均受到了不同程度的影響。於報告期間，本集團已找到替加氟原料供應的來源，緩解了因替加氟原料供應不足對替吉奧片生產和銷售帶來的影響。

受國家政策影響，製藥企業經營壓力進一步加大。同時，因藥品降價、原料藥漲價，藥品品質要求提高，藥企品質保障體系投入加大，藥品再註冊和一致性評價開支持續增加等原因，本集團藥品生產及銷售業務利潤空間進一步減小。於報告期間，本集團積極響應國家和福建省等重點區域醫藥政策，根據不斷變化的市場形勢，實施了靈活多樣的營銷策略，使得本集團藥品生產及銷售業務的銷售收入有所回升。

## BUSINESS REVIEW (Continued)

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

The production lines for 15 dosage forms of a Chinese medicine manufacturing subsidiary of the Company acquired the Pharmaceutical GMP Certificate upon recertification inspection and having complied with the requirements of Chinese Good Manufacturing Practices for Pharmaceutical Products (《藥品生產質量管理規範》) after the previous certificate had expired. For details, please refer to the announcement of the Company dated 23 January 2019. In addition, 6 production lines of another medicine manufacturing subsidiary of the Company also acquired the Pharmaceutical GMP Certificates upon inspection and having complied with the requirements of Chinese Good Manufacturing Practices for Pharmaceutical Products (《藥品生產質量管理規範》). Among the 6 production lines, 5 production lines are existing production lines which the Group has obtained recertification before expiration of the previous certificates, and 1 production line was newly-built, passing the Pharmaceutical GMP Certification for the first time. For details, please refer to the announcement of the Company dated 4 November 2019.

During the Reporting Period, two second-tier subsidiaries of the Group, which are located in Lianjiang County, Fuzhou, Fujian Province, started the cancellation of registration, for they had no practical business operation since the resumption of the relevant lands by government in 2017.

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

Currently, the main products distributed by the Group are medicines and healthcare food products, which include the well-known product series of the Neptunus Ginkgo Leaves Tablets (海王銀杏葉片) and Neptunus Jinzun (海王金樽). In 2017, Neptunus Yinkeluo Ginkgo Leaves Tablets was listed in the Rui Sub-List of China Pharmaceutical Brand List (中國製藥·品牌榜銳榜) sponsored by Menet (previously known as China Pharmaceutical Economic Information Network).

## 業務回顧 (續)

### 藥品研發、生產及銷售 (續)

本公司一家中藥製藥附屬公司15個劑型的生產線之藥品GMP證書有效期屆滿後，經再認證審查符合《藥品生產質量管理規範》要求，已獲得新藥品GMP證書。詳情請參閱本公司日期為二零一九年一月二十三日之公告。此外，本公司另一家製藥附屬企業的6條生產線經審查符合《藥品生產質量管理規範》要求，並獲得藥品GMP證書。其中：5條生產線為原有GMP證書有效期屆滿前的再認證，1條生產線為新建生產線，首次通過藥品GMP認證。詳情請參閱本公司日期為二零一九年十一月四日之公告。

於報告期間，本集團位於福建省福州市連江縣的兩家二級附屬公司因二零一七年相關土地被政府收儲後並無實質性經營業務，已啟動公司註銷手續。

### 藥品及保健食品購銷

目前，本集團主要代理產品為藥品及保健食品，其中包括著名的海王銀杏葉片系列產品和海王金樽系列產品。海王®銀可絡®銀杏葉片在二零一七年度入選了由米內網(原名中國醫藥經濟資訊網)主辦的「中國製藥·品牌榜銳榜」。

## BUSINESS REVIEW (Continued)

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

During the Reporting Period, the purchase and sales of medicines and healthcare food products business continued to grow. Among which, the sales volume through large-sized and medium-sized chain drugstores continued to grow due to reasons such as the increase in demand in domestic pharmaceutical retail and healthcare food products market, the increase in the number of products and categories distributed by the Group, the adoption of a flexible and diversified sales policy, and an in-depth optimization of the sales force etc. Following the extensive promotion and in-depth implementation of "two invoice system" (兩票制) and "one invoice system" (一票制) in the PRC, the business of selling drugs to ultimate medical institutions through professional sales promotion companies has passed its adjustment and transformation period and it is gradually recovering and taking on an increasing momentum.

In order to reduce the layers of intermediary within the distribution of pharmaceutical products, the PRC government has actively implemented "two invoice system" (兩票制) throughout the country and "one invoice system" (一票制) in certain provinces. Due to the impact of such policies, certain pharmaceutical products which were originally distributed through the Group are now required, in some provinces, to be directly supplied to hospitals or ultimate distributors by the pharmaceutical manufacturing enterprises. To adapt to the new policy environment, the Group has transformed relevant business into a pharmaceutical product sales management service business based on the existing purchase and sales business model and the needs of end-use consumers and manufacturing enterprises.

To ensure the normal operation of business, a subsidiary of the Company, which mainly engages in the purchase and sales of medicines and healthcare food products business, carried out the re-certification work in advance before its Pharmaceutical GSP Certificate expired. Upon inspection and having complied with the requirements of Chinese Good Supply Practices for Pharmaceutical Products (《藥品經營質量管理規範》), the subsidiary obtained a new Pharmaceutical GSP Certificate during the Reporting Period. For details, please refer to the announcement of the Company dated 7 August 2019.

To fulfill the business demand, a subsidiary of the Company, which mainly engages in the purchase and sales of medicines and healthcare food products business, set up two small-sized subsidiaries respectively in Xianning, Hubei Province and Jilin, Jilin Province during the Reporting Period and shortly after the Reporting Period.

## 業務回顧(續)

### 藥品及保健食品購銷(續)

於報告期間，藥品及保健食品購銷業務繼續保持增長。其中：通過大中型連鎖藥店銷售的藥品及保健食品，因國內藥品零售市場及保健品市場的需求上升、本集團代理分銷產品數量和類別的增加、採取靈活多樣的銷售政策深入優化銷售隊伍等原因，銷售收入持續上升；通過專業銷售推廣公司銷售至終端醫療機構的藥品，隨著「兩票制」和「一票制」在中國大陸的全面推廣和深入實施，相關業務已渡過調整和轉型期，逐漸恢復，並呈現增長趨勢。

為降低藥品流通的中間環節，中國政府在全國範圍內積極推行「兩票制」並在部分省份實施「一票制」。受到該等政策的影響，原透過本集團分銷的部分藥品，在少數省份現需由藥品生產企業直接向醫院或終端分銷商供貨。為適應新的政策環境，本集團已在原有購銷業務模式的基礎上根據終端客戶和生產企業的需求將部分相關業務轉型為藥品銷售管理服務業務。

本公司一家主要藥品及保健食品購銷業務附屬公司，為保障經營業務的正常開展，提前進行了藥品GSP證書有效期屆滿的再認證工作，經審查，符合《藥品經營質量管理規範》要求。於報告期間，該公司已獲得新藥品GSP證書。詳情請參閱本公司日期為二零一九年八月七日之公告。

為滿足業務需要，本公司一家主要藥品及保健食品購銷業務附屬公司於報告期間及報告期後分別在湖北省咸寧市、吉林省吉林市新設兩家小型附屬公司。

## FINANCIAL REVIEW

The Group's revenue during the Reporting Period was approximately RMB763,892,000, representing an increase of approximately 22.15% from approximately RMB625,361,000 for the corresponding period of last year. In relation to the Group's revenue, approximately RMB376,894,000, which amounted to approximately 49.34% of the Group's total revenue, was derived from the manufacturing and selling of medicines segment, while approximately RMB386,998,000, which amounted to approximately 50.66% 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 15.46% as compared with the corresponding period of last year, while the revenue of the sales and distribution of medicines and healthcare products segment increased by approximately 29.46%. Thereby the total revenue of the Group resulted in an overall increase. A portion of the Group's revenue under the sales and distribution of medicines and healthcare products derived from sales management services of pharmaceutical products in the Reporting Period was approximately RMB4,318,000, which amounted to approximately 1.12% of the revenue of the sales and distribution of medicines and healthcare products segment.

During the Reporting Period, the Group's gross profit margin was approximately 61%, representing an increase of approximately 3 percentage points from approximately 58% for the corresponding period of last year. The increase of gross profit margin was mainly attributable to the fact that (1) the Group raised the prices of some products, which are relatively highly competitive; and (2) the sales of the high-margin products increased as compared with that of the corresponding period of last year.

The Group's gross profit during the Reporting Period was approximately RMB467,861,000, representing an increase of approximately 28.12% from approximately RMB365,173,000 for the corresponding period of last year. The increase was mainly attributable to the increase in the Group's total revenue and gross profit margin.

During the Reporting Period, the Group's selling and distribution expenses were approximately RMB347,353,000, representing an increase of approximately 30.10% from approximately RMB266,993,000 for the corresponding period of last year. The increase in selling and distribution expenses was mainly due to the expansion of the sales scale and the adjustment of sales structure of the Group.

## 財務回顧

本集團於報告期間之收入約為人民幣763,892,000元，較去年同期約人民幣625,361,000元上升約22.15%。於收入中，約人民幣376,894,000元來自於生產及銷售藥品分部，佔本集團總收入約49.34%；約人民幣386,998,000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50.66%。於報告期間，生產及銷售藥品分部的收入較去年同期上升約15.46%，而銷售及分銷藥品及保健品分部的收入較去年同期上升約29.46%，因此本集團整體收入有所上升。於報告期間，本集團藥品銷售管理服務業務收入總額約人民幣4,318,000元，約佔銷售及分銷藥品及保健品分部收入的1.12%。

本集團於報告期間之毛利率約為61%，較去年同期約58%上升約3個百分點。毛利率的上升主要是因為(1)部分產品擁有較好的市場競爭力，本集團相應提升了這部分產品的售價；及(2)高毛利產品的銷售量較去年同期有所增加。

本集團於報告期間之毛利約為人民幣467,861,000元，較去年同期約人民幣365,173,000元上升約28.12%。毛利的上升主要是因為本集團整體收入及毛利率較去年同期均有所上升。

本集團於報告期間之銷售及分銷開支約為人民幣347,353,000元，較去年同期約人民幣266,993,000元增加約30.10%。銷售及分銷開支有所增加主要由於銷售規模增長及銷售結構調整，故銷售費用有相應增加。

## FINANCIAL REVIEW (Continued)

The Group's administrative expenses for the Reporting Period were approximately RMB44,922,000, representing an increase of approximately 14.43% from approximately RMB39,257,000 for the corresponding period of last year. The increase was mainly due to the increase in labour costs of the Group.

During the Reporting Period, the Group's other operating expenses (including the research and development costs) amounted to approximately RMB30,829,000, representing an increase of approximately 5.88% from approximately RMB29,117,000 for the corresponding period of last year. The increase was mainly because the research and development costs of the Group increased as compared with the corresponding period of last year.

The Group's finance costs for the Reporting Period amounted to approximately RMB1,041,000, representing a decrease of approximately 20.41% as compared with approximately RMB1,308,000 of the corresponding period of last year. The average bank loan principal of the Group during the Reporting Period decreased as compared with the corresponding period of last year and therefore the finance costs decreased accordingly.

For the reasons above, the Group's profit after tax increased from approximately RMB31,772,000 for the corresponding period of last year to approximately RMB40,513,000 for the Reporting Period, representing an increase of approximately 27.51%. Profit attributable to the owners of the Company increased from approximately RMB28,111,000 for the corresponding period of last year to approximately RMB36,226,000 for the Reporting Period, representing an increase of approximately 28.87%.

## 財務回顧(續)

本集團於報告期間之行政開支約為人民幣44,922,000元，較去年同期約人民幣39,257,000元上升約14.43%。行政開支上升主要由於本集團人工成本等有所上升。

本集團於報告期間之其他經營開支(含研發支出)約為人民幣30,829,000元，較去年同期約人民幣29,117,000元上升約5.88%。其他經營開支上升主要是由於研發支出較去年同期有所上升。

本集團於報告期間之財務成本約為人民幣1,041,000元，較去年同期約人民幣1,308,000元下降約20.41%。本集團於報告期間平均銀行貸款本金較去年同期有所下降，因此財務成本有所下降。

由於上述原因，本集團稅後溢利由去年同期約人民幣31,772,000元，上升至報告期間約人民幣40,513,000元，上升約27.51%；本公司擁有人應佔溢利由去年同期約人民幣28,111,000元，上升至報告期間約人民幣36,226,000元，上升約28.87%。

## 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 2019, the Group's total banking facility amounted to RMB100,000,000, which is secured by pledge of buildings and prepaid lease payments of a subsidiary. As at 30 September 2019, the total banking facility was utilized to the extent of RMB30,000,000, and thus the short-term bank borrowings of RMB30,000,000 was outstanding.

### Shareholder's entrusted loans

The Company obtained a shareholder's entrusted loan of RMB9,000,000 from Shenzhen Neptunus Bio-engineering Co., Ltd. ("Neptunus Bio-engineering") through an entrusted arrangement with a bank. Neptunus Bio-engineering had undertaken to the Company that it would not demand repayment of the above-mentioned shareholder's entrusted loan unless and until: (1) the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or its business objectives as set out in the prospectus published by the Company on 29 August 2005 (the "Prospectus"); (2) each of the independent non-executive Directors was of the opinion that the repayment of such shareholder's entrusted loan would not adversely affect the operations of the Company and/or the implementation of its business objectives as set out in the Prospectus, and the Company would make an announcement in respect of the decision of the independent non-executive Directors made under (2); and (3) the Company had positive cash flow and retained earnings in the relevant financial year.

## CONTINGENT LIABILITY

As at 30 September 2019, the Group had no significant contingent liabilities.

## 流動資金及財務資源

本集團一般以內部財務資源及銀行借貸作為其經營及投資活動之資金。本集團之買賣交易主要以人民幣列值，並定期檢討對流動資金及融資的需要。

### 銀行融資

於二零一九年九月三十日，本集團之銀行融資總額度為人民幣100,000,000元，由一家附屬公司的房屋及預付租賃款項作抵押。於二零一九年九月三十日，該銀行融資總額度已動用人民幣30,000,000元，因此有短期銀行借款人民幣30,000,000元尚未歸還。

### 股東委託借款

本公司透過與銀行訂立委託安排自深圳市海王生物工程股份有限公司（「海王生物」）取得股東委託借款人民幣9,000,000元。海王生物已向本公司承諾將不會要求本公司償還上述股東委託借款，除非及直至：(1)償還該股東委託借款將不會對本公司之業務及／或本公司於二零零五年八月二十九日刊發之招股章程（「招股章程」）所載本公司之業務目標構成不利影響；(2)各獨立非執行董事認為償還該股東委託借款將不會對本公司之業務及／或實行招股章程所載本公司之業務目標構成不利影響，以及本公司將就獨立非執行董事根據(2)所作決定作出公告；及(3)本公司於有關財政年度取得正數現金流量及保留盈利。

## 或然負債

於二零一九年九月三十日，本集團並無任何重大或然負債。



## 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 2019, 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:

### Long positions in the shares of the Company:

Director	Capacity	Type of interests	Number of domestic shares held	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
董事	身份	權益種類	持有內資股股份數目	佔所有內資股的概約百分比	佔本公司已發行股本的概約百分比
Mr. Song Ting Jiu (Note 1) 宋廷久先生(附註1)	Beneficial owner 實益擁有人	Personal 個人	1,521,500	0.12%	0.09%

Note:

1 Non-executive Director of the Company

## 董事、監事及最高行政人員於上市證券中的權益及淡倉

就本公司董事及監事所知，於二零一九年九月三十日，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：

### 於本公司股份之好倉：

Director	Capacity	Type of interests	Number of domestic shares held	Approximate percentage of all the domestic shares	Approximate percentage of the Company's issued share capital
董事	身份	權益種類	持有內資股股份數目	佔所有內資股的概約百分比	佔本公司已發行股本的概約百分比
Mr. Song Ting Jiu (Note 1) 宋廷久先生(附註1)	Beneficial owner 實益擁有人	Personal 個人	1,521,500	0.12%	0.09%

附註：

1 為本公司的非執行董事

## INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND CHIEF 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/Chief Executive	Capacity	Type of interests	Name of associated corporation	Number of shares held in associated corporation	Approximate percentage of the associated corporation's issued share capital
董事／監事／最高行政人員	身份	權益種類	相聯法團名稱	持有相聯法團之股份數目	佔相聯法團之已發行股本概約百分比
Mr. Zhang Feng (Note (a)) 張鋒先生(附註(a))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	1,331,093	0.05%
Mr. Liu Zhan Jun (Note (b)) 劉占軍先生(附註(b))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	11,498,793	0.42%
Ms. Yu Lin (Note (c)) 于琳女士(附註(c))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	1,100,000	0.04%
Mr. Zhao Wen Liang (Note (d)) 趙文梁先生(附註(d))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	350,000	0.01%
Ms. Mu Ling Xia (Note (e)) 慕凌霞女士(附註(e))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	306,000	0.01%
Ms. Cao Yang (Note (f)) 曹陽女士(附註(f))	Beneficial owner 實益擁有人	Personal 個人	Neptunus Bio-engineering 海王生物	200,000	0.01%

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

Notes:

- (a) Mr. Zhang Feng, chairman of the Board and deputy chairman of the 8th session of the board of directors, and president and non-independent director of Neptunus Bio-engineering, was beneficially interested in approximately 0.05% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Shenzhen Neptunus Oriental Investment Company Limited ("Neptunus Oriental").
- (b) Mr. Liu Zhan Jun, non-executive Director of the Company and deputy chairman and non-independent director of the 8th session of the board of directors of Neptunus Bio-engineering, was beneficially interested in approximately 0.42% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (c) Ms. Yu Lin, non-executive Director of the Company, was beneficially interested in approximately 0.04% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (d) Mr. Zhao Wen Liang, non-executive Director of the Company and non-independent director of the 8th session of the board of directors of Neptunus Bio-engineering, was beneficially interested in approximately 0.01% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (e) Ms. Mu Ling Xia, vice general manager of the Company, was beneficially interested in approximately 0.01% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.
- (f) Ms. Cao Yang, employee representative supervisor and senior human resources manager of the integrated management department of the Company, was beneficially interested in approximately 0.01% of the entire issued share capital of Neptunus Bio-engineering, the Company's controlling shareholder, which in turn held directly and indirectly the beneficial interest in approximately 73.51% of the entire issued share capital of the Company, of which 70.38% was directly held and 3.13% was indirectly held through Neptunus Oriental.

## 董事、監事及最高行政人員於上市證券中的權益及淡倉(續)

附註：

- (a) 本公司董事會主席及海王生物第八屆董事局副主席、總裁兼非獨立董事張鋒先生實益擁有本公司控股股東海王生物全部已發行股本約0.05%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經深圳海王東方投資有限公司（「海王東方」）間接持有。
- (b) 本公司非執行董事及海王生物第八屆董事局副主席兼非獨立董事劉占軍先生實益擁有本公司控股股東海王生物全部已發行股本約0.42%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (c) 本公司非執行董事于琳女士實益擁有本公司控股股東海王生物全部已發行股本約0.04%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (d) 本公司非執行董事及海王生物第八屆董事局非獨立董事趙文梁先生實益擁有本公司控股股東海王生物全部已發行股本約0.01%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (e) 本公司副總經理慕凌霞女士實益擁有本公司控股股東海王生物全部已發行股本約0.01%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。
- (f) 本公司職工代表監事、綜合管理部人力資源高級經理曹陽女士實益擁有本公司控股股東海王生物全部已發行股本約0.01%之權益，而海王生物直接及間接實益擁有本公司全部已發行股本約73.51%之權益，其中70.38%為直接持有，3.13%經海王東方間接持有。

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

Save as disclosed above, as at 30 September 2019, 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 2019, the Company and its subsidiaries have not adopted any share option scheme and have not granted any option, convertible securities, warrants or other similar rights.

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

At any time during the 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 2019, the interests and/or short positions held by shareholders (not being a Director, a supervisor or a chief executive of the Company) in shares or underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO or had otherwise notified to the Company were as follows:

## 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，於二零一九年九月三十日，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

截至二零一九年九月三十日，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，於二零一九年九月三十日，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 主要股東姓名／名稱	Capacity 身份	Number of domestic shares held 持有內資股股份數目	Approximate percentage of all the domestic shares 佔內資股的概約百分比	Approximate percentage of the Company's issued share capital 佔本公司已發行股本的概約百分比
Neptunus Bio-engineering (Note (a)) 海王生物(附註(a))	Beneficial owner 實益擁有人	1,181,000,000	94.33%	70.38%
	Interest in controlled corporation 受控制法團權益	52,464,500	4.19%	3.13%
Shenzhen Neptunus Group Company Limited ("Neptunus Group") (Note (b)) 深圳海王集團股份有限公司(「海王集團」)(附註(b))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%
Shenzhen Neptunus Holding Group Company Limited ("Neptunus Holding") (Previously known as "Shenzhen Yinhetong Investment Company Limited") (Note (c)) 深圳海王控股集團有限公司(「海王控股」)(前稱「深圳市銀河通投資有限公司」)(附註(c))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%
Mr. Zhang Si Min (Note (d)) 張思民先生(附註(d))	Interest in controlled corporation 受控制法團權益	1,233,464,500	98.52%	73.51%

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

Notes:

- (a) Neptunus Bio-engineering was deemed to be interested in the 52,464,500 domestic shares of the Company held by Neptunus Oriental as the entire issued share capital of Neptunus Oriental was beneficially owned by Neptunus Bio-engineering. Neptunus Bio-engineering was also directly interested in 1,181,000,000 domestic shares of the Company. Therefore, Neptunus Bio-engineering was directly and indirectly interested in 1,233,464,500 domestic shares of the Company.
- (b) Neptunus Group was deemed to be interested in the 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Neptunus Group was beneficially interested in approximately 44.03% of the entire issued share capital of Neptunus Bio-engineering.
- (c) Neptunus Holding was deemed to be interested in 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Neptunus Holding was beneficially interested in approximately 59.68% of the entire issued share capital of Neptunus Group, which in turn was beneficially interested in approximately 44.03% of the entire issued share capital of Neptunus Bio-engineering.
- (d) Mr. Zhang Si Min ("Mr. Zhang") was deemed to be interested in 1,233,464,500 domestic shares of the Company, which relate to the same parcel of shares referred to in note (a) above, held by Neptunus Bio-engineering as Mr. Zhang was beneficially interested in 70% of the entire issued share capital of Neptunus Holding and the entire issued share capital of Shenzhen Haihe Investment and Development Company Limited ("Haihe"), which in turn was beneficially interested in approximately 59.68% and 20% of the entire issued share capital of Neptunus Group respectively. Neptunus Group was beneficially interested in approximately 44.03% of the entire issued share capital of Neptunus Bio-engineering.

## 主要股東於股份及相關股份的權益 (續)

附註：

- (a) 由於海王生物實益擁有海王東方全部已發行股本100%的權益，而海王東方擁有本公司52,464,500股內資股份的權益，因此海王生物被視為擁有由海王東方持有的本公司52,464,500股內資股份的權益。同時海王生物直接持有本公司1,181,000,000股內資股份的權益，因此海王生物被視為直接及間接擁有本公司1,233,464,500股內資股份的權益。
- (b) 由於海王集團實益擁有海王生物全部已發行股本約44.03%的權益，因此海王集團被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (c) 由於海王控股實益擁有海王集團全部已發行股本約59.68%的權益，而海王集團實益擁有海王生物全部已發行股本約44.03%的權益，因此海王控股被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。
- (d) 由於張思民先生(「張先生」)實益擁有海王控股全部已發行股本70%的權益及深圳市海合投資發展有限公司(「海合」)全部已發行股本100%的權益，而海王控股及海合分別實益擁有海王集團全部已發行股本約59.68%和20%的權益，而海王集團實益擁有海王生物全部已發行股本約44.03%的權益，因此張先生被視為擁有由海王生物持有的本公司1,233,464,500股內資股份的權益，與上文附註(a)所述同一筆股份相關。

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

Save as disclosed above, the Directors and supervisors of the Company are not aware of any other persons (except the Directors, supervisors or chief 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 2019.

## 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，於二零一九年九月三十日，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 not conducted any transaction in respect of the Company’s securities during the Reporting Period and have complied with the required standard of dealings and code of conduct regarding securities transactions by the Directors during the Reporting Period. The Company is not aware of any violation by the Directors on the “required standard of dealings” and the Company’s code of conduct regarding securities transactions by the Directors.

## 競爭權益(續)

2. 其將不會，並將會促使其聯繫人不會在中國境內或境外(直接或間接)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，並無進行任何有關本公司證券的交易，且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。就本公司知悉，亦無任何董事違反「交易必守標準」及本公司訂定的董事進行證券交易之操守守則。



## 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 consolidated results of the Group for the Reporting Period.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

As the Directors are aware, during the Reporting Period, the Company has complied with the requirements under the "Corporate Governance Code and Corporate Governance Report" set out in Appendix 15 of the GEM Listing Rules.

The Board will continue to enhance the standard of corporate governance of the Company to ensure that the Company will operate its business in an honourable and responsible manner.

On behalf of the Board

**Shenzhen Neptunus Interlong Bio-technique Company Limited\***

**Zhang Feng**

Chairman

Shenzhen, the PRC, 7 November 2019

*As at the date of this report, the executive Directors are Mr. Zhang Feng and Mr. Xu Yan He; the non-executive Directors are Mr. Liu Zhan Jun, Ms. Yu Lin, Mr. Song Ting Jiu and Mr. Zhao Wen Liang; and the independent non-executive Directors are Mr. Yick Wing Fat, Simon, Mr. Poon Ka Yeung and Mr. Zhang Jian Zhou.*

\* For identification purpose only

## 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綜合業績。

## 遵守企業管治守則

據董事所知，本公司於報告期間一直遵守GEM上市規則附錄十五《企業管治守則》及《企業管治報告》所載的規定。

董事會將繼續提升本公司的企業管治標準，確保本公司以誠實負責的態度經營業務。

代表董事會

深圳市海王英特龍生物技術股份有限公司

張鋒

主席

中國深圳市，二零一九年十一月七日

於本報告日期，執行董事為張鋒先生及徐燕和先生，非執行董事為劉占軍先生、于琳女士、宋廷久先生及趙文梁先生，獨立非執行董事為易永發先生、潘嘉陽先生及章劍舟先生。

\* 僅供識別



NEPTUNUS

海王