

Interim Report 中期 2017 報告



天大藥業有限公司

TIANDA PHARMACEUTICALS LIMITED

股份代號 Stock Code: 00455 (於開曼群島註冊成立之公司)
(Incorporated in the Cayman Islands with limited liability)

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Fang Wen Quan (*Chairman and Managing Director*)
Mr. Lui Man Sang

Non-Executive Directors

Mr. Shen Bo
Mr. Feng Quanming
Mr. Shi Shaobin

Independent Non-Executive Directors

Mr. Lam Yat Fai
Mr. Chiu Sung Hong
Mr. Chiu Fan Wa

AUDITOR

Ernst & Young
Certified Public Accountants
22nd Floor, CITIC Tower
No.1 Tim Mei Avenue
Central, Hong Kong

HONG KONG LEGAL ADVISERS

Woo, Kwan, Lee & Lo
25th Floor, Jardine House
1 Connaught Place, Central
Hong Kong

COMPANY SECRETARY

Mr. Lo Tai On

AUDIT COMMITTEE

Mr. Lam Yat Fai (*Chairman*)
Mr. Chiu Sung Hong
Mr. Chiu Fan Wa
Mr. Shen Bo

REMUNERATION COMMITTEE

Mr. Chiu Sung Hong (*Chairman*)
Mr. Fang Wen Quan
Mr. Lam Yat Fai
Mr. Chiu Fan Wa

NOMINATION COMMITTEE

Mr. Fang Wen Quan (*Chairman*)
Mr. Lam Yat Fai
Mr. Chiu Sung Hong

RISK MANAGEMENT COMMITTEE

Mr. Chiu Sung Hong (*Chairman*)
Mr. Fang Wen Quan
Mr. Lam Yat Fai

PRINCIPAL BANKERS

Bank of Communications
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 2405-2410, 24th Floor
CITIC Tower
No. 1 Tim Mei Avenue
Central
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited

STOCK CODE

00455

CORPORATE WEBSITE

www.tiandapharma.com

HIGHLIGHTS

Revenue was approximately HK\$126,500,000 (Last Corresponding Period: approximately HK\$93,900,000), representing an increase of 34.8%.

Gross profit margin was at 68.3% (Last Corresponding Period: 60.5%), representing an improvement of 7.8 percentage points.

Profit for the period and profit attributable to owners of the parent amounted to HK\$9,800,000 and HK\$2,600,000 respectively.

The Group's financial position remained strong with bank balances and cash of approximately HK\$430,900,000 (31 March 2017: HK\$399,300,000).

The board of directors (the Board) of Tianda Pharmaceuticals Limited (the Company) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the Group or Tianda Pharmaceuticals) for the six months ended 30 September 2017, together with comparative figures for the six months ended 30 September 2016 (the Last Corresponding Period). The results have been reviewed by the Company's audit committee.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

During the six months ended 30 September 2017 (the First Half of the Year/Reporting Period), the Group recorded a consolidated revenue of approximately HK\$126,500,000 from its core business, representing an increase of 34.8% as compared with approximately HK\$93,900,000 for the six months ended 30 September 2016 (the Last Corresponding Period). Gross profit increased by 52.3% from approximately HK\$56,700,000 to approximately HK\$86,400,000. Gross profit margin also increased by 7.8 percentage points from 60.5% for the Last Corresponding Period to 68.3% for the First Half of the Year.

During the Reporting Period, the Group improved its sales performance by vigorously developing the third terminal sales channel to increase its customer base. Sales revenue of Tianda Pharmaceuticals (Zhuhai) Ltd. (Tianda Pharmaceuticals (Zhuhai)), a wholly-owned subsidiary of the Company, increased by approximately 15.1% from approximately HK\$57,800,000 for the Last Corresponding Period to approximately HK\$66,500,000, with the sales volume and sales revenue of its main product "Tuoen" (Ibuprofen suspension and drops) up by 17.1% and 35.6%, respectively.

Yunnan Meng Sheng Pharmaceutical Co., Ltd. (Meng Sheng Pharmaceutical) adjusted its operating model during the Reporting Period in response to the market changes brought by the State's implementation of the Two-Invoice System for drug sales. As a result, both selling price of products and operating costs increased accordingly, leading to an increase in sales revenue of approximately 68.7% from approximately HK\$35,100,000 for the Last Corresponding Period to approximately HK\$59,200,000. Sales volume of its flagship product, Cerebroprotein Hydrolysate Injection, increased by nearly 13.0% in the First Half of the Year as compared to the Last Corresponding Period. In addition, "Qi-Shangzhen oral solution", a healthcare product using notoginseng stalks (sanqi, a local medicine in Yunnan) as base ingredient, also delivered good performance during the Reporting Period, both sales revenue and sales volume of which for the First Half of the Year had already exceeded the total of last financial year.

Distribution and selling expenses increased from approximately HK\$25,800,000 for the Last Corresponding Period to approximately HK\$49,700,000 in the Reporting Period. As explained above, Meng Sheng Pharmaceutical recorded an agency fee of approximately HK\$15,700,000 during the Reporting Period due to its change in operating model in response to the State's implementation of the Two-Invoice System. The substantial increase in distribution and selling expenses was mainly due to sales team building and extensive market expansion. Administrative expenses increased by approximately 6.5% from approximately HK\$24,400,000 for the Last Corresponding Period to approximately HK\$26,000,000 in the Reporting Period.

During the Reporting Period, the Group recorded other income and other net gains of approximately HK\$2,400,000, as compared to approximately HK\$14,200,000 for the Last Corresponding Period. The Group recorded one-off fair value gain on investment of approximately HK\$6,200,000 when the Group derecognised the ASLAN Preference Shares in the Last Corresponding Period, but no such gain was recorded during the Reporting Period. The ordinary shares of ASLAN held by the Group commenced trading on Taiwan's OTC market in June 2017. Based on the closing price on 30 September 2017, the market value of the ordinary shares of ASLAN held by the Group was approximately HK\$10,000,000 more than their carrying amount as at 31 March 2017. Such increase in fair value was reflected in the net assets value, but will not be stated in the profit for the period in accordance with relevant accounting standards.

MANAGEMENT DISCUSSION AND ANALYSIS

As Hong Kong dollar depreciated against Renminbi (RMB) by nearly 3% during the First Half of the Year, the Group recorded a net exchange loss, after netting-off gain on foreign currency forward contracts, of approximately HK\$2,700,000, as compared to net exchange gain of approximately HK\$3,300,000 for the Last Corresponding Period. The assets managed and owned by the Group are mainly located within the PRC and settled in RMB. However, as the Group is headquartered and listed in Hong Kong, it held a portion of deposit balances denominated in Hong Kong dollar and international currencies, therefore the Group is subject to the effect of changes in foreign exchange rates between international currencies and RMB. Given that the net exchange loss is stated in the non-cash loss account, it will not have significant effect on the Group's financial cash flows.

Based on the foregoing, as a result of the changes in the non-operation factors including fair value gain on investment and exchange loss, profit for the period during the First Half of the Year was approximately HK\$9,800,000, representing a decrease of approximately 41.0% as compared to approximately HK\$16,700,000 for the Last Corresponding Period. Excluding the non-operation factors such as the one-off gain on investment and exchange differences, the adjusted profit for the period would be approximately HK\$12,600,000, up by 73.9% from approximately HK\$7,200,000 for the Last Corresponding Period. Profit attributable to shareholders for the First Half of the Year amounted to approximately HK\$2,600,000, representing basic earnings per share of HK0.12 cent.

The Group maintained a sound financial position. As at 30 September 2017, the Group's bank deposits, bank balances and cash amounted to approximately HK\$430,900,000, up by approximately HK\$31,600,000 as compared with the balance as at 31 March 2017.

BUSINESS REVIEW

Under the national policy of vigorously promoting Traditional Chinese Medicine (TCM) development, Tianda Pharmaceuticals has taken the opportunity to build its presence in TCM industry while further enhancing the performance of its existing businesses. TCM Business Strategic Development Plan has been authored, covering nine components in three major aspects, namely "Chinese Medical, Chinese Medicines and TCM Intelligence" (中醫、中藥、中醫藥智能科技).

- From sales channel of hospitals, the Group increased the sales of "Cerebroprotein hydrolysate injection III", a bid-winning product, and continued to step up its promotions in India and other overseas markets. During the new round of bidding, majority of the pediatric drugs were listed on the direct online sourcing and pricing network, therefore the Group resumed their sales from those non bid-winning provinces.
- As for OTC markets, the Group continued to implement the controlled sales strategy, and strengthen the pharmacy chain and the third terminal sales network. Sales through the OTC channel was not materially affected by policy factor and maintained steady growth. With its sales network covering 30 provinces and municipalities nationwide, the performance hit another record high.

MANAGEMENT DISCUSSION AND ANALYSIS

- The newly-established healthcare product business unit has made an initial success with its key product “Qi-Shangzhen oral solution”. “Qi-Shangzhen oral solution” has been well received by consumers since its debut, and is expected to become one of the significant growth drivers for the Group in 2018. As for “Herb Valley” Super Manuka Honey series, the Group implemented both online and offline strategies for brand promotion and launched joint promotional campaigns with large-scaled institutions to enhance product awareness. Through increased sales and enriched product portfolio, consumers’ understanding of its products was further improved.
- Great efforts were put in research and development of TCM products. (1) The redevelopment for ZhiKang Granules was rolled out and checkpoints were achieved. The Group has also commenced the plan for the redevelopment of YI AN Decoction, an exclusive Chinese medicine-based detoxification agent; (2) The research of dried tangerine has been conducted, a Chinese herb in Canton regions for the “dried tangerine plus” products development such as beverage, candy and lozenges; (3) The research and development were carried for moxa stick series, soup packages, medicinal liquors, TCM tapes and herbal tea products as well as TCM decoction pieces, formula granules and formulae, so as to address the products for TDMall, an innovative TCM medical chain center to be set up; and (4) In addition to the “Qi-Shangzhen oral solution”, the Group further developed the functional food series made from stem, leaf and flower of notoginseng. Registration of substitutional tea and flavoured tea using stem, leaf and flower of notoginseng has been approved. As well, close attention was paid to the process of approval application for the healthcare products such as Yunnan notoginseng, dendrobium nobile and gastrodia elata, with a view to capitalising on any potential opportunities in the coming future.
- Tianda Pharmaceuticals (Zhuhai) was presented the 2015-2016 Guangdong Province Enterprise of Observing Contract and Valuing Credit (廣東省守合同重信用企業) together with the State High-Tech Enterprise Award (國家高新技術企業認定) and the 18th Patent Award by State Intellectual Property Office of the PRC (國家知識產權局組織評審第18屆中國專利獎項). The project of the R&D and production base of Tianda Pharmaceuticals (Zhuhai) experienced steady progress and construction will be commenced accordingly. Whereas, Meng Sheng was granted the 2016 Kunming Enterprise of Observing Contract and Valuing Credit (昆明市守合同重信用企業) and subsidy for substantial expansion achievement in 2016.
- On 12 June 2017, the Group entered into an agreement to acquire Zhuhai Renhong Medicine Co., Ltd. (珠海仁宏醫藥有限公司), the principal business is sales and wholesale of Chinese Herbal Medicines, TCM decoction pieces and Chinese medicines. The acquisition was highly in line with the strategy of the Group to develop TCM businesses. The business nature and qualifications of this company create great synergies with the Group. The Group anticipates that the transfer of equity interest will be completed in the second half of the year, and Renhong’s sales contribution will be reflected in the financial statements respectively.
- Selected products of the Company have been incorporated into the sales and operation system of Shanghai Sine Tianyi Pharmaceutical Co., Ltd. (上海信誼天一藥業有限公司) and Shanghai Hua Grand Pharmacy (上海華氏大藥房), creating a win-win situation between the Group and Shanghai Pharma. The Group will continue to explore and identify any potential investment opportunities in medicines, medical devices and medical services in Europe, United States and Asia Pacific region as well as the TCM projects in China.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK

Tianda Pharmaceuticals has commenced its investment and development of TCM business and will tap into medical service sector when opportunity arises, which marks the evolution of the Company from a pharmaceutical manufacturer of generic drugs to an integrated medic-pharmaceuticals enterprise. The Group has established in Macao Tianda Chinese Medicine Limited as its TCM business headquarter, and TDMall (Group) Limited as its innovative Chinese medical chain centre, and will then set up Tianda Chinese Medicine Institute Limited in Macao committed to the research of Chinese medicine. The Group is also in the process of converting and renaming Zhuhai Renhong Medicine Co., Ltd. into Tianda Chinese Medicine (China) Limited. In addition, both Tianda Pharmaceuticals (Zhuhai) Ltd. and Yunnan Meng Sheng Pharmaceutical Ltd. have incorporated the TCM research and development together with manufacturing capacities. With its efforts in the past year, the Group has completed its business layout for the integrated chain of TCM. Going forward, the Group and “Tianda People” are accountable for promoting the TCM culture and create a “TCM Kingdom” serving the Healthy China initiatives and contributing to the health of mankind.

By order of the Board
Tianda Pharmaceuticals Limited

Fang Wen Quan
Chairman

Hong Kong, 22 November 2017

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2017, the interests of the Directors, chief executive of the Company and their associates in the shares and underlying shares of the Company and its associated corporation as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the SFO), were as follows:

Shares of the Company

Name of Director	Capacity	Number of shares held	%
Mr. Fang Wen Quan	Held by controlled corporation	1,194,971,370 (Note)	55.56

Note: All the above shares are beneficially owned by Tianda Group Limited (Tianda Group). Mr. Fang Wen Quan has 100% equity interests in Tianda Group and, accordingly, is deemed to have a corporate interest in the above shares owned by Tianda Group and all the interests stated above represent long positions.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2017, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO recorded that the following shareholders had notified the Company of the relevant interests in 5% or more of the issued share capital of the Company:

Name of shareholder	Capacity	Number of shares held	%
Tianda Group	Beneficial owner	1,194,971,370 (Note 1)	55.56
Mr. Fang Wen Quan	Held by controlled corporation	1,194,971,370 (Note 1)	55.56
SIIC Medical Science and Technology (Group) Limited (SMST)	Beneficial owner	280,517,724 (Note 2)	13.04
Shanghai Pharmaceuticals Holding Co., Ltd. (SPHL)	Held by controlled corporation	280,517,724 (Note 2)	13.04
Shanghai Industrial Investment (Holdings) Co., Ltd. (SIIC)	Held by controlled corporation	280,517,724 (Note 2)	13.04
Hongta Tobacco (Group) Limited (Hongta)	Beneficial owner	207,616,264	9.65

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

Notes:

- (1) These 1,194,971,370 shares are beneficially owned by Tianda Group. Mr. Fang Wen Quan has 100% equity interests in Tianda Group and, accordingly, is deemed to have an interest in the said 1,194,971,370 shares owned by Tianda Group.
- (2) These 280,517,724 shares are beneficially owned by SMST. SMST is beneficially owned as to 100% by SPHL and SIIC is the controlling shareholder of SPHL. Accordingly, SIIC and SPHL are deemed to be interested in the said 280,517,724 shares owned by SMST.

All the interests stated above represent long positions. As at 30 September 2017, no short position was recorded in the register kept by the Company under section 336 of the SFO.

Save as disclosed above, the Company has not been notified of any other interest representing 5% or more in the Company's issued share capital as at 30 September 2017.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 September 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

SHARE OPTION SCHEME

No share option has been granted since the adoption of a share option scheme of the Company at the extraordinary general meeting of the Company held on 13 July 2010.

INTERIM DIVIDEND

The Directors of the Company resolved not to declare an interim dividend for the six months ended 30 September 2017 (2016: nil).

LIQUIDITY AND FINANCIAL RESOURCES

The Group's liquidity continued to stay in a healthy position. As at 30 September 2017, the Group had cash and bank balances of approximately HK\$430,900,000 (31 March 2017: HK\$399,300,000), of which approximately 20.8% and 78.8% were denominated in Hong Kong dollar and RMB respectively with the remaining in Australian dollar, Euro and United States dollar. The Group has no external borrowings during the period under review. With this strong financial position, the Group has sufficient financial resources to meet its obligations and daily operational needs.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

EXCHANGE RATE EXPOSURE

The Group's assets, liabilities and transactions are substantially denominated in Hong Kong dollar, RMB, United States dollar and Australian dollar.

The Group has sales and investments in foreign operations which use currencies other than its functional currency RMB. As such, the Group has some exposures to foreign currency risks. The management from time to time determines suitable measures, such as entering into forward currency contracts, to lessen exposure to exchange rate fluctuations in material transactions denominated in currencies other than RMB. The Group did not enter into any forward currency contracts to hedge its foreign currency risks as at 30 September 2017.

CHARGES ON ASSETS

As at 30 September 2017 and 31 March 2017, the Company had pledged certain bank deposits in favour of a bank to secure bank facilities granted to the Company. The bank facilities were undrawn during the six months ended 30 September 2017 and the year ended 31 March 2017.

EMPLOYMENT AND REMUNERATION POLICY

As at 30 September 2017, the Group employed approximately 422 employees in Hong Kong, the PRC and Australia. The Group remunerates its employees based on market terms, the qualifications and experience of the employees concerned.

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code (the CG Code) as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the Listing Rules) during the six months ended 30 September 2017 except as mentioned below.

Mr. Fang Wen Quan is the Chairman of the Board and the Managing Director of the Company. Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer of an issuer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. Having considered the current business operation and the size of the Group, the Board of Directors is of the view that Mr. Fang Wen Quan acting as both the Chairman of the Board and as the Managing Director of the Company is acceptable and in the best interest of the Group. The Board will review this situation periodically.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the Model Code) as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. Having made specific enquiry of all the Directors, they all confirmed that they had complied with the Model Code throughout the six months ended 30 September 2017.

DISCLOSURE OF INTERESTS AND OTHER INFORMATION

AUDIT COMMITTEE

The audit committee of the Company comprises three independent non-executive Directors and a non-executive Director. The audit committee has reviewed, together with the management of the Company and the Company's independent auditor, the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including review of the unaudited interim results of the Company for the six months ended 30 September 2017.

公司資料

董事會

執行董事

方文權先生(董事長及董事總經理)
呂文生先生

非執行董事

沈波先生
馮全明先生
施少斌先生

獨立非執行董事

林日輝先生
趙崇康先生
趙帆華先生

核數師

安永會計師事務所
執業會計師
香港
中環
添美道1號
中信大廈22樓

香港法律顧問

胡關李羅律師行
香港
中環康樂廣場1號
怡和大廈25樓

公司秘書

羅泰安先生

審核委員會

林日輝先生(主席)
趙崇康先生
趙帆華先生
沈波先生

薪酬委員會

趙崇康先生(主席)
方文權先生
林日輝先生
趙帆華先生

提名委員會

方文權先生(主席)
林日輝先生
趙崇康先生

風險管理委員會

趙崇康先生(主席)
方文權先生
林日輝先生

主要往來銀行

交通銀行
香港上海滙豐銀行有限公司

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

總辦事處及主要營業地點

香港
中環
添美道1號
中信大廈
24樓2405-2410室

香港股份過戶及轉讓登記處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

上市地點

香港聯合交易所有限公司

股份代號

00455

公司網站

www.tiandapharma.com

摘要

收入約為126,500,000港元(去年同期：約93,900,000港元)，增長34.8%。

毛利率為68.3%(去年同期：60.5%)，改善7.8個百分點。

本期間溢利及母公司股東應佔溢利分別為9,800,000港元及2,600,000港元。

本集團之財務狀況維持穩健，銀行結餘及現金約為430,900,000港元(2017年3月31日：399,300,000港元)。

天大藥業有限公司(本公司)董事會(董事會)欣然宣佈本公司及其附屬公司(本集團或天大藥業)截至2017年9月30日止六個月的未經審核綜合業績連同截至2016年9月30日止六個月(去年同期)的比較數字。該等業績已由本公司審核委員會審閱。

管理層討論與分析

財務回顧

於截至2017年9月30日止六個月(上半年度/本報告期),本集團錄得綜合主營業務收入約港幣126,500,000元,較截至2016年9月30日止六個月(去年同期)約港幣93,900,000元,增加34.8%。而毛利由約港幣56,700,000元,增加至約港幣86,400,000元,增幅達52.3%。而毛利率亦上升7.8百分點,由去年同期60.5%上升至上半年度的68.3%。

於本報告期內,本集團大力開發第三終端,增加第三終端的客戶覆蓋,使銷售表現得以提升,當中本公司全資附屬公司天大藥業(珠海)有限公司(天大藥業(珠海))銷售收入由去年同期約港幣57,800,000元增加約15.1%至約港幣66,500,000元。當中主要產品“托恩”(布洛芬混懸液及滴劑)銷量及銷售收入分別上升17.1%及35.6%。

雲南盟生藥業有限公司(盟生藥業)方面,於本報告期內,國家對藥品銷售逐漸推行兩票制政策,為應對市場變化,盟生藥業調整經營模式,產品銷售價格及運營成本相應增加,令銷售收入由去年同期約港幣35,100,000元增加約68.7%至約港幣59,200,000元。其旗艦產品注射用腦蛋白水解物的上半年度銷量較去年同期增加近13.0%。而以雲南道地藥材三七莖為主原料的保健產品“七上珍口服液”於本報告期亦有良好表現,上半年度的銷售收入及銷量已超過去年全年的水平。

分銷及銷售支出由去年同期約港幣25,800,000元增加至本報告期約港幣49,700,000元。誠如上文所解釋,盟生藥業順應國家兩票制所帶來的經營模式改變,而於本報告期內錄得代理商費用約港幣15,700,000元。而構建銷售團隊、加大拓展市場力度等都是令分銷及銷售支出大幅上升原因。行政支出方面,由去年同期約港幣24,400,000元增加約6.5%至本報告期約港幣26,000,000元。

於本報告期,本集團錄得其它收入及其它淨收益合共約港幣2,400,000元,去年同期則錄得約港幣14,200,000元。去年同期本集團終止確認亞獅康優先股時錄得一次性投資公允價值收益約港幣6,200,000元,而本報告期末未有錄得此等收益。本集團持有的亞獅康普通股已於2017年6月在台灣上櫃交易,按2017年9月30日收市價計算,本集團持有的亞獅康股份市值較2017年3月31日的帳面價上升約港幣10,000,000元,惟根據會計準則,公允價值上升不會入帳於本期間溢利內,但已於資產淨值上反映。

管理層討論與分析

而港幣兌人民幣於上半年度貶值接近3%的原因，令本集團於扣除外匯投資掛鈎收益後，錄得淨匯兌虧損約港幣2,700,000元，相比去年同期則錄得淨匯兌收益約港幣3,300,000元。本集團經營及旗下資產主要位於中國國內並以人民幣結算，但由於香港為本集團總部及上市所在地，故此持有一定比例的港幣及國際貨幣存款結餘，仍然面對國際貨幣與人民幣匯率變動的影響。但由於淨匯兌虧損乃非現金虧損賬目，故不會對本集團的財務現金流量產生重大的影響。

綜上，由於投資公允價值收益及匯兌虧損等非經營因素變動，上半年度本期間溢利為約港幣9,800,000元，較去年同期約港幣16,700,000元下跌約41.0%；若剔除一次性投資收益及匯兌差異等非經營因素，本期間經調整溢利為約港幣12,600,000元，較去年同期約港幣7,200,000元上升73.9%。上半年度股東應佔溢利約港幣2,600,000元，即每股基本盈利0.12港仙。

本集團財務狀況維持穩健，於2017年9月30日，本集團持有銀行存款、銀行結餘及現金約港幣430,900,000元，與2017年3月31日結餘比較，銀行存款、銀行結餘及現金增加約港幣31,600,000元。

業務回顧

國家大力鼓勵發展中醫藥事業，天大藥業把握先機，在進一步做好現有業務的同時，順勢謀劃進軍中醫藥產業，並從“中醫、中藥、中醫藥智能科技”三大方面、九個領域，制定中醫藥發展戰略規劃，穩步付諸實施。

- 在醫院銷售渠道，增加中標產品注射用腦蛋白水解物Ⅲ的銷量，同時繼續加強該產品在印度等國外市場的推廣力度；兒科系列產品在各省新一輪招標中，多被納入掛網議價採購，原先未中標的省份可藉此重新恢復醫院銷售。
- 在OTC市場，堅持控銷策略，繼續健全連鎖藥房及第三終端銷售網絡；OTC渠道銷售受政策因素影響相對小，銷量保持穩定增長，銷售網絡遍佈全國30個省、市，業績再創新高。

管理層討論與分析

- 新設立的健康產品部以七上珍口服液為龍頭，初步打開健康產品市場銷售局面。七上珍口服液上市以來，消費者接受度很高，將成為2018年集團銷售增長的亮點。“和谷”麥盧卡蜂蜜系列產品，繼續堅持線上線下同時並舉的品牌推廣策略，與大型機構合辦促銷活動，不斷提高產品知名度，擴大銷量，充實品種，讓消費者加深對產品認識。
- 大力進行中醫藥產品研發。一)中藥脂康顆粒二次開發已展開並有小成果，中藥戒毒藥益安回生口服液二次開發已在計劃之中；二)立項對廣東道地藥材廣陳皮進行系統研究，開發“陳皮+”系列產品，如固體飲料、壓片糖、潤喉糖等；三)研製艾條、湯包、藥酒、膏貼、保健茶等系列產品，探討研發中藥飲片、配方顆粒和方劑產品，以滿足“天大館”-即將投資開設的新型連鎖中醫館的產品需求；四)在七上珍口服液的基礎上，進一步開發三七莖葉花系列功能食品，其中，三七莖葉花代用茶和調味茶兩款新產品，註冊已獲核准；同時密切關注雲南三七、石斛、天麻等保健品批文，把握合作機會。
- 天大藥業(珠海)獲2015-2016年度“廣東省守合同重信用企業”榮譽稱號，並獲國家高新技術企業認定及國家知識產權局組織評審第18屆中國專利獎項；天大藥業(珠海)研發及製藥基地建設穩健推進，爭取儘快開始土建。盟生藥業獲2016年度“昆明市守合同重信用企業”榮譽稱號，並獲雲南省2016年擴產促銷補助資金。
- 2017年6月12日，本集團訂立收購珠海仁宏醫藥有限公司協議，仁宏業務主要包括銷售批發中藥材、中藥飲片及中成藥產品。此項收購與集團發展中醫藥產業策略高度契合。仁宏的業務性質和經營資質與本集團業務具有相當高的協同效應，預計在下半年度，將會完成股權轉讓工作而仁宏的銷售貢獻將反映於下半年度財務報表中。
- 天大藥業部分產品已納入上海醫藥集團下屬的上海信誼天一藥業有限公司、上海華氏大藥房等營銷體系，天大和上藥雙方正在形成合作互利的共贏局面。本集團繼續努力洽尋在歐美及亞太地區的醫藥、醫療器械和醫療服務，以及在內地的中醫藥項目的投資機會。

管理層討論與分析

展望

天大藥業開啟投資發展中醫藥產業，並將擇機進入醫療服務領域，這標誌着公司正在從一家以仿製藥為主的製藥企業發展成為一家綜合性醫藥企業。本集團已經在澳門先後成立了中醫藥產業總部-天大中醫藥有限公司、新型連鎖中醫館-天大館(集團)有限公司，還將在澳門成立致力中醫藥研究的天大中醫藥研究院有限公司，並正在把珠海仁宏醫藥有限公司改組更名為、以經營中藥材業務為主的的天大中醫藥(中國)有限公司，而天大藥業(珠海)有限公司、雲南盟生藥業有限公司也已增加了中醫藥研發和生產功能。經過一年多努力，本集團發展中醫藥全產業鏈布局已基本就緒。腳踏實地，遠眺前景，“天大人”以弘揚中醫藥文化為己任，攜手打造服務於健康中國、促進人類健康的“中醫藥王國”！

承董事會命
天大藥業有限公司

董事長
方文權

香港，2017年11月22日

權益披露及其它資料

董事於股份及相關股份之權益

於2017年9月30日，根據本公司按照證券及期貨條例(香港法例第571章)第352條所存置的登記冊之記錄，本公司的董事、最高行政人員及彼等之聯繫人於本公司及其相聯法團之股份及相關股份中擁有之權益如下：

本公司股份

董事姓名	身份	所持股份數目	百分比
方文權先生	受控法團持有	1,194,971,370 (附註)	55.56

附註：上述所有股份由天大集團有限公司(天大集團)實益擁有。方文權先生擁有天大集團全部股權，因此被視為於天大集團所擁有之上述股份中擁有法團權益，而上述所有權益皆為好倉。

主要股東於股份及相關股份之權益

於2017年9月30日，根據本公司按照證券及期貨條例第336條所存置的主要股東登記冊之記錄，下列股東已知會本公司其持有本公司5%或以上已發行股本之相關權益：

股東名稱	身份	所持股份數目	百分比
天大集團	實益擁有人	1,194,971,370 (附註1)	55.56
方文權先生	受控法團持有	1,194,971,370 (附註1)	55.56
上海實業醫藥科技(集團)有限公司(上實醫藥)	實益擁有人	280,517,724 (附註2)	13.04
上海醫藥集團股份有限公司(上海醫藥)	受控法團持有	280,517,724 (附註2)	13.04
上海實業(集團)有限公司(上實集團)	受控法團持有	280,517,724 (附註2)	13.04
紅塔煙草(集團)有限責任公司(紅塔)	實益擁有人	207,616,264	9.65

權益披露及其它資料

附註：

- (1) 該等1,194,971,370股股份由天大集團實益擁有。方文權先生擁有天大集團全部股權，因此被視為於天大集團上述所擁有之1,194,971,370股股份中擁有權益。
- (2) 該等280,517,724股股份由上實醫藥實益擁有。上海醫藥實益擁有上實醫藥全部權益，而上實集團為上海醫藥的控股股東。因此，上實集團及上海醫藥被視為於上實醫藥所擁有上述之280,517,724股股份中擁有權益。

上述全部權益皆為好倉。於2017年9月30日，本公司根據證券及期貨條例第336條存置之登記冊中並無任何淡倉記錄。

除上文所披露者外，本公司並無獲任何人士知會於2017年9月30日持有5%或以上之本公司已發行股本之權益。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於截至2017年9月30日止六個月內概無購買、出售或贖回本公司任何上市證券。

購股權計劃

自2010年7月13日舉行之本公司股東特別大會上採納本公司購股權計劃以來，並無授出任何購股權。

中期股息

本公司董事議決不宣派截至2017年9月30日止六個月之中期股息(2016年：無)。

流動資金及財務資源

本集團之流動資金狀況維持穩健。於2017年9月30日，本集團有現金及銀行結餘約430,900,000港元(2017年3月31日：399,300,000港元)，其中約20.8%及78.8%分別以港元及人民幣計值，餘額則以澳元、歐元及美元計值。於回顧期間，本集團概無外部借貸。憑藉強勁的財務狀況，本集團具備充足財務資源以應付其責任及日常營運需要。

權益披露及其它資料

匯率風險

本集團之資產、負債及交易大部份以港元、人民幣、美元及澳元計值。

本集團設有海外銷售及投資業務，乃以其功能貨幣人民幣以外之貨幣計算。因此，本集團面對若干外匯風險。管理層不時釐定適當措施，例如訂立外幣遠期合約，以減低以人民幣以外貨幣計值之重大交易所面臨匯率波動風險。於2017年9月30日，本集團概無訂有任何外幣遠期合約以對沖其外幣風險。

資產抵押

於2017年9月30日及2017年3月31日，本公司已向一間銀行質押若干銀行存款，作為本公司所獲授銀行融資之抵押。有關銀行融資於截至2017年9月30日止六個月及截至2017年3月31日止年度內尚未提取。

僱員及薪酬政策

於2017年9月30日，本集團於香港、中國及澳大利亞聘有約422名僱員。本集團根據市場條款以及有關僱員之資歷及經驗向僱員釐定薪酬。

企業管治

截至2017年9月30日止六個月，本公司已遵守在香港聯合交易所有限公司證券上市規則(上市規則)附錄十四所載企業管治守則之守則條文(企業管治守則)，惟下文所述之情況除外。

方文權先生為本公司之董事長兼董事總經理。根據企業管治守則條文第A2.1條，發行人董事長及行政總裁之職務應分開及不應由同一人士擔任，並應以書面明確界定董事長與行政總裁各自之職責。經考慮本集團目前業務運作及規模，董事會認為方文權先生同時出任本公司之董事長及董事總經理乃可予接受，並符合本集團之最佳利益。董事會將定期檢討有關情況。

遵守董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(標準守則)，作為董事進行證券交易的操守準則。經向全體董事作出具體查詢後，彼等均確認於截至2017年9月30日止六個月內均一直遵守標準守則。

權益披露及其它資料

審核委員會

本公司審核委員會由三名獨立非執行董事及一名非執行董事組成。審核委員會已與本公司管理層及本公司獨立核數師審閱本集團採納的會計原則及慣例，並討論有關內部監控及財務申報事宜，包括審閱本公司截至2017年9月30日止六個月的未經審核中期業績。

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

中期財務資料審閱報告

TO THE BOARD OF DIRECTORS OF TIANDA
PHARMACEUTICALS LIMITED
(Incorporated in the Cayman Islands with limited liability)

致天大藥業有限公司董事會
(於開曼群島註冊成立之有限公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 24 to 52, which comprises the condensed consolidated statement of financial position of Tianda Pharmaceuticals Limited (the Company) and its subsidiaries as at 30 September 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six-month period then ended, and explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" (HKAS 34) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

吾等已審閱列載於第24頁至52頁之中期財務資料，當中包括天大藥業有限公司(貴公司)及其附屬公司於2017年9月30日之簡明綜合財務狀況表以及截至該日止六個月期間之相關簡明綜合損益及其它全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及附註解釋。香港聯合交易所有限公司主板證券上市規則規定，就中期財務資料編製之報告必須符合以上規則之有關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(香港會計準則第34號)。貴公司董事須負責根據香港會計準則第34號編製及列報本中期財務資料。吾等之責任是根據吾等之審閱對本中期財務資料作出結論，並按照吾等雙方所協議之應聘條款，僅向閣下全體報告。除此以外，吾等之報告不可用作其它用途。吾等概不就本報告之內容，對任何其它人士負責或承擔任何責任。

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務資料審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體獨立核數師對中期財務資料的審閱」進行審閱。審閱中期財務資料包括主要向負責財務會計事務的人員作出查詢，並實行分析和其它審閱程序。由於審閱範圍遠較按照香港審計準則進行審核的範圍為小，故不能保證吾等會注意到在審核中可能會被發現的所有重大事項。因此，吾等不會發表審核意見。

結論

根據吾等的審閱工作，吾等並無注意到任何事宜令吾等相信中期財務資料在所有重大方面未有按照香港會計準則第34號編製。

Ernst & Young
Certified Public Accountants

Hong Kong
22 November 2017

安永會計師事務所
執業會計師

香港
2017年11月22日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其它全面收益表

For the six months ended 30 September 2017 截至2017年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收入	4	126,498,062
Cost of sales	銷售成本		(40,081,738)
Gross profit	毛利		86,416,324
Other income, gains and losses	其它收入、收益及虧損	4	2,423,673
Selling and distribution expenses	銷售及分銷支出		(49,668,128)
Administrative expenses	行政支出		(26,017,247)
Profit before tax	除稅前溢利	5	13,154,622
Income tax expense	所得稅支出	6	(3,311,617)
Profit for the period	本期間溢利		9,843,005
OTHER COMPREHENSIVE INCOME	其它全面收益		
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>	<i>於往後期間將重新分類為損益之其它全面收益：</i>		
Changes in fair value on available-for-sale investment	可供出售投資公允價值變動		9,982,800
Exchange differences on translation of foreign operations	換算海外業務所產生之匯兌差額		397,295
			10,380,095
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>	<i>於往後期間將不會重新分類為損益之其它全面收益：</i>		
Exchange differences on translation of the Company	換算本公司之匯兌差額		22,542,767
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	本期間其它全面收益 (除稅後)		(23,003,849)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	本期間全面收益總額		42,765,867

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其它全面收益表

For the six months ended 30 September 2017 截至2017年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
		Notes 附註	
Profit attributable to:	應佔溢利：		
Owners of the parent	母公司股東	2,636,232	11,525,520
Non-controlling interests	非控股權益	7,206,773	5,167,845
		9,843,005	16,693,365
Total comprehensive income attributable to:	應佔全面收益總值：		
Owners of the parent	母公司股東	34,308,193	(10,529,565)
Non-controlling interests	非控股權益	8,457,674	4,219,081
		42,765,867	(6,310,484)
		HK cent 港仙	HK cent 港仙
EARNINGS PER SHARE	母公司普通權益		
ATTRIBUTABLE TO ORDINARY	持有人應佔每股		
EQUITY HOLDERS OF THE	盈利		
PARENT			
Basic and diluted earnings per share	每股基本及攤薄盈利	7	0.12
			0.54

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2017 於2017年9月30日

			30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	141,816,654	139,284,183
Prepaid land lease payments	預付土地租賃款項	10	108,430,835	107,201,666
Goodwill	商譽	11	101,678,074	98,714,465
Other intangible assets	其它無形資產	12	36,607,294	41,035,718
Deposit for acquisition of property, plant and equipment	收購物業、廠房及設備 之按金		194,967	189,497
Available-for-sale investment	可供出售投資		46,215,012	36,232,212
Total non-current assets	非流動資產總值		434,942,836	422,657,741
CURRENT ASSETS	流動資產			
Inventories	存貨		34,428,648	35,431,963
Trade and bills receivables	應收賬款及應收票據	13	43,077,259	38,749,127
Prepayments, deposits and other receivables	預付款項、按金及其它 應收款	14	7,003,253	4,339,655
Prepaid land lease payments	預付土地租賃款項	10	3,729,771	3,625,143
Cash and cash equivalents	現金及現金等值項目		430,936,601	399,316,081
Total current assets	流動資產總值		519,175,532	481,461,969
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	15	15,788,847	11,262,460
Other payables and accruals	其它應付款及應計費用	16	59,976,974	43,543,706
Due to a related company	應付一間關連公司款項	19	595,063	1,058,410
Dividend payable	應付股息		1,777,765	–
Tax payable	應付稅項		6,022,342	8,107,925
Total current liabilities	流動負債總額		84,160,991	63,972,501
NET CURRENT ASSETS	流動資產淨值		435,014,541	417,489,468
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		869,957,377	840,147,209

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2017 於2017年9月30日

		Notes 附註	30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
NON-CURRENT LIABILITIES	非流動負債			
Deferred income	遞延收入		714,487	751,522
Deferred tax liabilities	遞延稅項負債		25,771,937	26,431,976
Total non-current liabilities	非流動負債總額		26,486,424	27,183,498
Net assets	資產淨值		843,470,953	812,963,711
EQUITY	權益			
Equity attributable to owners of the parent	母公司股東應佔權益			
Share capital	股本	17	215,063,588	215,063,588
Reserves	儲備		585,308,162	563,258,594
			800,371,750	778,322,182
Non-controlling interests	非控股權益		43,099,203	34,641,529
Total equity	權益總額		843,470,953	812,963,711

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2017 截至2017年9月30日止六個月

		Attributable to owners of the parent 母公司擁有人應佔											
		Share capital	Share premium	Capital redemption reserve	Capital contribution reserve	Special reserve	Statutory reserve	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	資本贖回儲備	資本供款儲備	特別儲備	法定儲備	可供出售投資重估儲備	匯兌波動儲備	保留溢利	總計	非控股權益	總權益
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 April 2016	於2016年4月1日	215,063,588	355,865,241	8,000	8,959,307	3,460,016	30,076,167	-	(11,466,139)	211,782,105	813,748,285	32,985,468	846,733,753
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	11,525,520	11,525,520	5,167,845	16,693,365
Other comprehensive income for the period:	本期間其它全面收益：												
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	(22,055,085)	-	(22,055,085)	(948,764)	(23,003,849)
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	-	(22,055,085)	11,525,520	(10,529,565)	4,219,081	(6,310,464)
Utilisation of reserve	動用儲備	-	-	-	-	-	(49,932)	-	-	49,932	-	-	-
Final 31 March 2016 dividend	2016年3月31日之末期股息	-	-	-	-	-	-	-	-	(5,806,717)	(5,806,717)	-	(5,806,717)
At 30 September 2016 (Unaudited)	於2016年9月30日 (未經審核)	215,063,588	355,865,241	8,000	8,959,307	3,460,016	30,026,235	-	(33,521,224)	217,550,840	797,412,003	37,204,549	834,616,552
At 1 April 2017	於2017年4月1日	215,063,588	355,865,241	8,000	8,959,307	3,460,016	30,221,039	-	(53,527,790)	218,272,781	778,322,182	34,641,529	812,963,711
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	2,636,232	2,636,232	7,206,773	9,843,005
Other comprehensive income for the period:	本期間其它全面收益：												
Changes in fair value on available-for-sale investment	可供出售投資公允價值變動	-	-	-	-	-	-	9,982,800	-	-	9,982,800	-	9,982,800
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	21,688,161	-	21,688,161	1,250,901	22,940,062
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	9,982,800	21,688,161	2,636,232	34,308,193	8,457,674	42,765,067
Utilisation of reserve	動用儲備	-	-	-	-	-	(21,765)	-	-	21,765	-	-	-
Final 31 March 2017 dividend	2017年3月31日之末期股息	-	-	-	-	-	-	-	-	(12,258,625)	(12,258,625)	-	(12,258,625)
At 30 September 2017 (Unaudited)	於2017年9月30日 (未經審核)	215,063,588	355,865,241	8,000	8,959,307	3,460,016	30,199,274	9,982,800	(31,838,628)	208,672,153	800,371,750	43,099,203	843,470,953

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2017 截至2017年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Net cash flows from operating activities	經營活動所得現金流量淨額	28,200,437	6,214,594
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(3,865,337)	(1,199,745)
Proceeds from disposal of derivative financial instruments	出售衍生金融工具所得款項	747,736,317	785,841,149
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	26,025	424
Purchases of derivative financial instruments	購買衍生金融工具	(742,278,502)	(783,935,700)
Interest received	已收利息	3,732,893	2,642,162
Net cash flows from investing activities	投資活動所得現金流量淨額	5,351,396	3,348,290
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Dividends paid	已付股息	(10,480,860)	(7,194,309)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(10,480,860)	(7,194,309)
NET INCREASE IN CASH AND EQUIVALENTS	現金及現金等值項目	23,070,973	2,368,575
Cash and cash equivalents at beginning of period	於期初之現金及現金等值項目	399,316,081	394,301,141
Effect of foreign exchange rate changes, net	外匯匯率變動之影響淨額	8,549,547	(10,795,925)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金等值項目	430,936,601	385,873,791

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of the Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Hong Kong Accounting Standard (HKAS) 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the HKICPA).

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2017.

2. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 March 2017, except for the adoption of the following revised Hong Kong Financial Reporting Standards (HKFRSs) issued by the HKICPA for the first time for the current period's condensed consolidated financial statements:

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
Amendments to HKFRS 12	<i>Disclosure of Interests in Other Entities included in Annual Improvements 2014-2016 Cycle</i>

The adoption of these revised HKFRSs has had no significant financial effect on these condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in these condensed consolidated financial statements.

1. 編製基準

簡明綜合財務報表乃根據香港聯合交易所有限公司主板證券上市規則之適用披露規定及香港會計師公會(香港會計師公會)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。

簡明綜合財務報表並未包含年度財務報表所需之所有資料及披露，應與本集團截至2017年3月31日止年度之綜合財務報表一併閱覽。

2. 主要會計政策變動

除於本期間之簡明綜合財務報表首次採納以下由香港會計師公會頒佈的經修訂香港財務報告準則外，編製簡明綜合財務報表所採納之會計政策與編製本集團截至2017年3月31日止年度之綜合財務報表所遵循者一致。

香港會計準則第7號修訂本	主動披露
香港會計準則第12號修訂本	就未變現虧損確認遞延稅項資產
香港財務報告準則第12號修訂本	於其它實體權益的披露 載入2014年至2016年週期之年度改進

採納該等經修訂香港財務報告準則對該等簡明綜合財務報表並無重大財務影響，於該等簡明綜合財務報表採用之會計政策亦無重大變動。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

3. OPERATING SEGMENT INFORMATION

Information reported to the managing director of the Company, being the chief operating decision maker (CODM), for the purposes of resources allocation and assessment of segment performance focuses on the types of goods delivered. Other than the revenue analysis as set out below, no operating results and other discrete financial information relating to major products is prepared regularly for internal reporting to the CODM for resources allocation and performance assessment. The CODM reviews the financial performance of pharmaceutical and biotechnology business as a whole for allocating resources and assessing performance. In addition, the CODM monitors the Group's assets and liabilities as a whole, accordingly, no segment assets and liabilities are presented.

3. 經營分部資料

本公司為分配資源及評估分部表現而向本公司董事總經理(即主要營運決策者)呈報之資料集中說明已交付之貨物類別。除以下所載之收入分析外,概無常規編製與主要產品相關的經營業績及其它分立財務資料以就資源分配及表現評估向主要營運決策者進行內部呈報。主要營運決策者整體審閱醫藥生物業務的財務表現,以分配資源及評估表現。此外,主要營運決策者監察本集團的整體資產及負債,因此並無呈列分部資產及負債。

For the six months ended 30 September 2017

截至2017年9月30日止六個月

		Pharmaceutical and biotechnology business 醫藥生物業務 HK\$ 港元 (Unaudited) (未經審核)	Unallocated 未分配 HK\$ 港元 (Unaudited) (未經審核)	Total 總計 HK\$ 港元 (Unaudited) (未經審核)
Segment revenue:	分部收入:			
Sales to external customers	向外部客戶銷售	126,498,062	-	126,498,062
Revenue	收入	126,498,062	-	126,498,062
Segment results	分部業績	22,059,981	(8,905,359)	13,154,622
Profit before tax	除稅前溢利			13,154,622

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

For the six months ended 30 September 2016

截至2016年9月30日止六個月

		Pharmaceutical and biotechnology business 醫藥生物業務	Unallocated 未分配	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Segment revenue:	分部收入：			
Sales to external customers	向外部客戶銷售	93,853,493	–	93,853,493
Revenue	收入	93,853,493	–	93,853,493
Segment results	分部業績	23,530,003	(2,814,504)	20,715,499
Profit before tax	除稅前溢利			20,715,499

The segment results of pharmaceutical and biotechnology business for the six months ended 30 September 2016 disclosed in prior interim report was HK\$13,348,441. The difference comprises tax expense of HK\$4,022,134 and fair value gain on derecognition of investments in redeemable convertible preference shares of HK\$6,159,428 recognised for the period ended 30 September 2016.

截至2016年9月30日止六個月的中期報告中所披露的醫藥生物業務分部業績為13,348,441港元。當中差異包括稅務支出4,022,134港元及於截至2016年9月30日止期間確認終止確認可贖回可換股優先股投資之公允價值收益6,159,428港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

4. REVENUE, OTHER INCOME, GAINS AND LOSSES

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue, other income, gains and losses is as follows:

4. 收入、其它收入、收益及虧損

收入指經扣除退貨備抵及貿易折扣後，來自所售貨品之發票淨值。

有關收入、其它收入、收益及虧損之分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Revenue	收入		
Sales of pharmaceutical, biotechnology and healthcare products	銷售醫藥、生物科技及保健產品	126,498,062	93,853,493
		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Other income	其它收入		
Bank interest income	銀行利息收入	3,732,893	2,642,162
Government subsidies	政府資助	57,637	58,796
Others	其它	1,367,964	2,026,879
		5,158,494	4,727,837
Gains and losses	收益及虧損		
Fair value gain on derivative financial instruments, net	衍生金融工具之公允價值收益淨額	5,457,815	1,905,449
Fair value gain on derecognition of investments in redeemable convertible preference shares	終止確認可贖回可換股優先股投資之公允價值收益	-	6,159,428
Foreign exchange (loss)/gain, net	外匯(虧損)/收益淨額	(8,172,571)	1,405,964
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備項目之淨虧損	(20,065)	(29,245)
		2,423,673	14,169,433

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

5. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/
(crediting):

5. 除稅前溢利

本集團除稅前溢利已扣除/
(計入):

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	40,081,738	37,118,857
Depreciation	折舊	5,219,811	4,588,198
Amortisation of land lease payments	土地租賃款項攤銷	1,830,331	1,867,136
Amortisation of other intangible assets	其它無形資產攤銷	5,506,121	5,609,752
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及 設備項目之淨虧損	20,065	29,245
Fair value gain on derivative financial instruments, net	衍生金融工具之公允 價值收益淨額	(5,457,815)	(1,905,449)
Fair value gain on derecognition of investments in redeemable convertible preference shares	終止確認可贖回可換 股優先股投資之公 允價值收益	-	(6,159,428)
Bank interest income	銀行利息收入	(3,732,893)	(2,642,162)
Foreign exchange differences, net	外幣匯兌差異淨額	8,172,571	(1,405,964)

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6. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (six months ended 30 September 2016: Nil). Tax on profits assessable in the Mainland China has been calculated at the applicable Mainland China corporate income tax (CIT) rate of 25% (six months ended 30 September 2016: 25%), except Yunnan Meng Sheng Pharmaceutical Co., Ltd. (Yunnan Meng Sheng) and Tianda Pharmaceuticals (Zhuhai) Ltd. (Tianda Zhuhai), subsidiaries of the Group. Yunnan Meng Sheng is established in the Kunming economic development zone. Pursuant to the relevant laws and regulations in the PRC, Yunnan Meng Sheng is engaged in Western China Development and was entitled to a preferential tax rate of 15% during the period (six months ended 30 September 2016: 15%). Tianda Zhuhai is qualified as advanced technology enterprises and has obtained approvals from the relevant tax authorities for the applicable tax rate reduced to 15% for a period of 3 years up to December 2018. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

6. 所得稅

由於本集團在期內並無在香港產生任何應課稅溢利，故並無作出香港利得稅撥備(截至2016年9月30日止六個月：無)。除本集團附屬公司雲南盟生藥業有限公司(雲南盟生)及天大藥業(珠海)有限公司(天大珠海)外，於中國內地就應課稅溢利徵收之稅項，乃按照適用中國內地企業所得稅(企業所得稅)稅率25%(截至2016年9月30日止六個月：25%)計算。雲南盟生於昆明經濟開發區成立。根據中國相關之法律及法規，雲南盟生參與中國西部開發，故於本期間享有優惠稅率15%(截至2016年9月30日止六個月：15%)。天大珠海符合高新科技企業資格，獲得相關稅務機關批准將適用稅率下調至15%，為期三年，直至2018年12月為止。其它地區的應課稅溢利之稅項已按本集團經營所在司法權區之當前稅率計算。

Six months ended 30 September 截至9月30日止六個月

		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Current – China	即期 – 中國		
Charge for the period	本期間支出	4,674,926	5,091,059
Deferred	遞延	(1,363,309)	(1,068,925)
Total tax charge for the period	本期間稅項支出總額	3,311,617	4,022,134

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7. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Basic earnings per share is calculated by dividing the profit attributable to the ordinary equity holders of the parent by the weighted average number of shares in issue, during the six months ended 30 September 2017 and 2016.

7. 母公司普通權益持有人應佔每股盈利

截至2017年及2016年9月30日止六個月，每股基本盈利按母公司普通權益持有人應佔溢利除以已發行股份加權平均數計算。

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Profit attributable to ordinary equity holders of the parent for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之母公司普通權益持有人應佔溢利	2,636,232	11,525,520
Weighted average number of ordinary shares in issue during the period used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利所用之期內已發行普通股加權平均數	2,150,635,884	2,150,635,884

8. DIVIDENDS

The directors of the Company resolved not to declare any interim dividend for the period (six months ended 30 September 2016: nil).

During the six months ended 30 September 2017, a final dividend of HK0.57 cents per share, amounting to HK\$12,258,625 in aggregate, for the year ended 31 March 2017 was paid/payable to the shareholders of the Company.

During the six months ended 30 September 2016, a final dividend of HK0.27 cents per share, amounting to HK\$5,806,717 in aggregate, for the year ended 31 March 2016 was paid/payable to the shareholders of the Company.

8. 股息

本公司董事議決不就本期間宣派任何中期股息(截至2016年9月30日止六個月：無)。

截至2017年9月30日止六個月，已付／應付本公司股東截至2017年3月31日止年度每股0.57港仙之末期股息，總額為12,258,625港元。

截至2016年9月30日止六個月，已付／應付本公司股東截至2016年3月31日止年度每股0.27港仙之末期股息，總額為5,806,717港元。

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9. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired items of property, plant and equipment of HK\$3,865,337 (six months ended 30 September 2016: HK\$1,354,709). In addition, the Group disposed of certain items of property, plant and equipment with an aggregate carrying amount of HK\$46,090 (six months ended 30 September 2016: HK\$29,669) for cash proceeds of HK\$26,025 (six months ended 30 September 2016: HK\$424), resulting in a loss on disposal of HK\$20,065 (six months ended 30 September 2016: HK\$29,245).

10. PREPAID LAND LEASE PAYMENTS

9. 物業、廠房及設備

期內，本集團購入3,865,337港元(截至2016年9月30日止六個月：1,354,709港元)之物業、廠房及設備項目。此外，本集團出售賬面總值為46,090港元(截至2016年9月30日止六個月：29,669港元)之若干物業、廠房及設備項目，所得現金為26,025港元(截至2016年9月30日止六個月：424港元)，因而產生出售虧損20,065港元(截至2016年9月30日止六個月：29,245港元)。

10. 預付土地租賃款項

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Carrying amount at 1 April 2017/2016	於2017年/2016年 4月1日之賬面值	110,826,809	121,218,606
Amortised during the period/year	期/年內攤銷	(1,830,331)	(3,661,929)
Exchange realignment	匯兌調整	3,164,128	(6,729,868)
		112,160,606	110,826,809
Current portion	即期部份	(3,729,771)	(3,625,143)
Non-current portion	非即期部份	108,430,835	107,201,666

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

11. GOODWILL

11. 商譽

HK\$
港元

31 March 2017 (Audited)	2017年3月31日 (經審核)	
At 1 April 2016	於2016年4月1日	
Cost	成本值	106,926,467
Accumulated impairment	累計減值	-
Net carrying amount	賬面淨值	106,926,467
Cost at 1 April 2016, net of accumulated impairment	於2016年4月1日之成本值， 扣除累計減值	106,926,467
Impairment during the year	年內減值	(2,141,711)
Exchange realignment	匯兌調整	(6,070,291)
At 31 March 2017	於2017年3月31日	98,714,465
At 31 March 2017	於2017年3月31日	
Cost	成本值	100,856,176
Accumulated impairment	累計減值	(2,141,711)
Net carrying amount	賬面淨值	98,714,465
30 September 2017 (Unaudited)	2017年9月30日 (未經審核)	
At 31 March 2017 and 1 April 2017	於2017年3月31日及 2017年4月1日	
Cost	成本值	100,856,176
Accumulated impairment	累計減值	(2,141,711)
Net carrying amount	賬面淨值	98,714,465
Cost at 1 April 2017, net of accumulated impairment	於2017年4月1日之成本值， 扣除累計減值	98,714,465
Exchange realignment	匯兌調整	2,963,609
At 30 September 2017	於2017年9月30日	101,678,074
At 30 September 2017	於2017年9月30日	
Cost	成本值	103,819,785
Accumulated impairment	累計減值	(2,141,711)
Net carrying amount	賬面淨值	101,678,074

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簡明綜合財務報表附註

For the six months ended 30 September 2017 截至2017年9月30日止六個月

11. GOODWILL (continued)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Pharmaceutical products cash-generating unit for Yunnan Meng Sheng
- Pharmaceutical products cash-generating unit for Tianda Zhuhai
- Healthcare products cash-generating unit for Tianda Pharmaceuticals (Australia) Pty Ltd (Tianda Australia)

Pharmaceutical products cash-generating unit for Yunnan Meng Sheng

The recoverable amount of the pharmaceutical products cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 12.66% (31 March 2017: 12.66%). The growth rate used to extrapolate the cash flows of the pharmaceutical products unit beyond the five-year period is 3% (31 March 2017: 3%).

Pharmaceutical products cash-generating unit for Tianda Zhuhai

The recoverable amount of the pharmaceutical products cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a ten-year period approved by senior management. The discount rate applied to the cash flow projections is 13.66% (31 March 2017: 13.66%). The growth rate used to extrapolate the cash flows of the pharmaceutical products unit beyond the ten-year period is 3% (31 March 2017: 3%).

11. 商譽(續)

商譽減值測試

透過業務合併收購之商譽乃分配至下列現金產生單位作減值測試：

- 雲南盟生之醫藥產品現金產生單位
- 天大珠海之醫藥產品現金產生單位
- 天大藥業(澳大利亞)有限公司(天大藥業(澳大利亞))之保健產品現金產生單位

雲南盟生之醫藥產品現金產生單位

醫藥產品現金產生單位可收回金額已根據使用經高級管理層所批准涵蓋五年期之財務預算為依據之現金流量預測之使用價值計算而釐定。現金流量預測採用之折現率為12.66% (2017年3月31日：12.66%)。推算五年期間後之醫藥產品現金流量採用之增長率為3% (2017年3月31日：3%)。

天大珠海之醫藥產品現金產生單位

醫藥產品現金產生單位可收回金額已根據使用經高級管理層所批准涵蓋十年期之財務預算為依據之現金流量預測之使用價值計算而釐定。現金流量預測採用之折現率為13.66% (2017年3月31日：13.66%)。推算十年期間後之醫藥產品現金流量採用之增長率為3% (2017年3月31日：3%)。

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11. GOODWILL (continued)

Impairment testing of goodwill (continued)

Healthcare products cash-generating unit for Tianda Australia

Goodwill amounting HK\$2,141,711 arisen from the acquisition of Tianda Australia has been fully impaired as at 30 September 2017 and 31 March 2017.

The carrying amount of goodwill allocated to each of the cash-generating units is as follow:

		Yunnan Meng Sheng	Tianda Australia 天大藥業 (澳大利亞)	Tianda Zhuhai 天大珠海	Total
		雲南盟生	(澳大利亞)	天大珠海	總計
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Carrying amount of goodwill as at 30 September 2017 (Unaudited)	於2017年9月30日之商譽賬面值 (未經審核)	6,238,802	-	95,439,272	101,678,074
Carrying amount of goodwill as at 31 March 2017 (Audited)	於2017年3月31日之商譽賬面值 (經審核)	6,063,789	-	92,650,676	98,714,465

11. 商譽(續)

商譽減值測試(續)

天大藥業(澳大利亞)之保健產品現金產生單位

收購天大藥業(澳大利亞)產生之商譽2,141,711港元已於2017年9月30日及2017年3月31日全數減值。

分配至各個現金產生單位之商譽賬面值如下：

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12. OTHER INTANGIBLE ASSETS

12. 其它無形資產

		Trademark	Licences and permits	Total
		商標 HK\$ 港元	執照及 許可證 HK\$ 港元	總計 HK\$ 港元
31 March 2017 (Audited)	2017年3月31日 (經審核)			
At 1 April 2016:	於2016年4月1日：			
Cost	成本值	5,553,746	94,799,230	100,352,976
Accumulated amortisation	累計攤銷	–	(41,216,347)	(41,216,347)
Net carrying amount	賬面淨值	5,553,746	53,582,883	59,136,629
Cost at 1 April 2016, net of accumulated amortisation	於2016年4月1日之 成本值，扣除 累計攤銷	5,553,746	53,582,883	59,136,629
Amortisation provided for the year	本年度攤銷撥備	–	(11,007,221)	(11,007,221)
Impairment during the year	本年度減值	(4,255,947)	–	(4,255,947)
Exchange realignment	匯兌調整	461	(2,838,204)	(2,837,743)
At 31 March 2017	於2017年3月31日	1,298,260	39,737,458	41,035,718
At 31 March 2017:	於2017年3月31日：			
Cost	成本值	5,554,207	89,651,943	95,206,150
Accumulated amortisation and impairment	累計攤銷及 減值	(4,255,947)	(49,914,485)	(54,170,432)
Net carrying amount	賬面淨值	1,298,260	39,737,458	41,035,718

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12. OTHER INTANGIBLE ASSETS (continued)

12. 其它無形資產(續)

		Trademark	Licences and permits	Total
		商標	執照及 許可證	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
30 September 2017 (Unaudited)	2017年9月30日 (未經審核)			
At 1 April 2017:	於2017年4月1日：			
Cost	成本值	5,554,207	89,651,943	95,206,150
Accumulated amortisation and impairment	累計攤銷及 減值	(4,255,947)	(49,914,485)	(54,170,432)
Net carrying amount	賬面淨值	1,298,260	39,737,458	41,035,718
Cost at 1 April 2017, net of accumulated amortisation and impairment	於2017年4月1日之 成本值，扣除 累計攤銷及減值	1,298,260	39,737,458	41,035,718
Amortisation provided for the period	本期間攤銷撥備	–	(5,506,121)	(5,506,121)
Exchange realignment	匯兌調整	40,081	1,037,616	1,077,697
At 30 September 2017	於2017年9月30日	1,338,341	35,268,953	36,607,294
At 30 September 2017:	於2017年9月30日：			
Cost	成本值	5,725,687	92,215,366	97,941,053
Accumulated amortisation and impairment	累計攤銷及 減值	(4,387,346)	(56,946,413)	(61,333,759)
Net carrying amount	賬面淨值	1,338,341	35,268,953	36,607,294

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13. TRADE AND BILLS RECEIVABLES

An aged analysis of the trade and bills receivables as at the end of each reporting period, based on the invoice date and net of provision, is as follows:

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Trade and bills receivables:	應收賬款及應收票據：		
Within 1 month	1個月內	29,092,503	21,670,665
1 to 2 months	1至2個月	2,575,815	4,869,827
2 to 3 months	2至3個月	4,759,873	3,105,424
Over 3 months	3個月以上	6,649,068	9,103,211
		43,077,259	38,749,127

The Group's trading terms with its customers are mainly on credit. The credit periods are ranging from 60 to 180 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

13. 應收賬款及應收票據

根據發票日期及扣除撥備後，於各報告期末之應收賬款及應收票據賬齡分析如下：

本集團與客戶之貿易方式以記賬為主。信貸期通常為60至180天不等。本集團對未償還應收款項維持嚴格監控，並設有信貸監控部門將信貸風險減至最低。高級管理層定期審閱逾期結欠。應收賬款為不計息。

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14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 14. 預付款項、按金及其它應收款

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Prepayments	預付款項	3,427,457	2,099,106
Deposits and other receivables	按金及其它應收款	3,575,796	2,240,549
		7,003,253	4,339,655

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產概無已逾期或已減值。計入上述結欠之金融資產與近期並無拖欠記錄之應收款有關。

15. TRADE PAYABLES

The following is an analysis of trade payables by age, presented based on the invoice date:

15. 應付賬款

根據發票日期呈列之應付賬款賬齡分析如下：

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Trade payables:	應付賬款：		
Within 1 month	1個月內	15,101,836	4,896,619
1 to 2 months	1至2個月	157,409	2,296,785
2 to 3 months	2至3個月	50,717	2,464,244
Over 3 months	3個月以上	478,885	1,604,812
		15,788,847	11,262,460

Trade payables are non-interest-bearing and are normally settled with terms of 60 to 90 days.

應付賬款為不計息，一般於60至90天內清償。

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16. OTHER PAYABLES AND ACCRUALS

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Other payables	其它應付款	11,235,776	2,408,813
Accruals	應計費用	40,518,436	30,986,523
Receipts in advance	預收款項	8,222,762	10,148,370
		59,976,974	43,543,706

Other payables are non-interest-bearing and have an average term of three months.

其它應付款為不計息，平均信貸期為三個月。

17. SHARE CAPITAL

		Number of shares 股份數目	Nominal value 面值 HK\$ 港元
Authorised: At 31 March 2017 and 30 September 2017	法定： 於2017年3月31日及 2017年9月30日	4,000,000,000	400,000,000
Issued and fully paid: At 31 March 2017 and 30 September 2017	已發行及繳足： 於2017年3月31日及 2017年9月30日	2,150,635,884	215,063,588

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the current and corresponding periods.

本公司或其任何附屬公司於本期間及去年同期概無購買、出售或贖回本公司任何上市證券。

16. 其它應付款及應計費用

17. 股本

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

18. COMMITMENTS

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Contracted but not provided for: Plant and equipment	已訂約但尚未撥備： 廠房及設備	2,565,003	3,916,219

18. 承擔

19. RELATED PARTY TRANSACTIONS

- (a) The Group had the following transactions with related parties during the periods:

			Six months ended 30 September 截至9月30日止六個月	
		Notes 附註	2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Purchases of package and printing materials:	採購包裝及印刷物料：			
Zhuhai S.E.Z. Cheng Cheng Printing Co. Ltd.	珠海經濟特區誠成印務有限公司	(i)	1,368,113	1,679,598
珠海經濟特區誠成印務有限公司 (Cheng Cheng)	(誠成)			
Office rental paid:	已付辦公室租金：			
天大實業(中國)有限公司 (天大實業)	天大實業(中國)有限公司 (天大實業)	(ii)	278,900	284,508

19. 關連人士交易

- (a) 本集團於期內與關連人士進行以下交易：

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

19. RELATED PARTY TRANSACTIONS (continued)

Notes:

- (i) Cheng Cheng is a fellow subsidiary of the Company. The purchases from the fellow subsidiary were made according to the published prices and conditions offered by the fellow subsidiary to its major customers.
- (ii) 天大實業 is a fellow subsidiary of the Company. The office rental paid was made pursuant to the terms in the agreement signed between both parties on 19 June 2017.
- (b) Compensation of key management personnel of the Group:

19. 關連人士交易(續)

附註：

- (i) 誠成為本公司同系附屬公司。向同系附屬公司採購乃按照同系附屬公司向其主要客戶提供之發佈價格及條款而進行。
- (ii) 天大實業為本公司同系附屬公司。已付辦公室租金乃按照雙方於2017年6月19日簽訂之協議所載之條款作出。
- (b) 本集團主要管理人員酬金：

		Six months ended 30 September 截至9月30日止六個月	
		2017 2017年 HK\$ 港元 (Unaudited) (未經審核)	2016 2016年 HK\$ 港元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	2,339,975	2,669,329
Post-employment benefits	退休福利	27,000	27,000
Total compensation paid to key management personnel	已付主要管理人員酬金總額	2,366,975	2,696,329

- (c) Outstanding balances with a related party:

The Group had an outstanding balance due to its fellow subsidiary, Cheng Cheng, of HK\$595,063 (31 March 2017: HK\$1,058,410) as at the end of the reporting period. This balance is unsecured, non-interest-bearing and with credit term within 90 days.

- (c) 未償還一名關連人士之結餘：

於報告期末，本集團應付其同系附屬公司誠成之未償還結餘為595,063港元(2017年3月31日：1,058,410港元)。此結餘為無抵押、不計息及附有90天之信貸期。

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

20. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the reporting periods are as follows:

20. 按類別分類的金融工具

於各報告期末，各類金融工具的賬面值如下：

As at 30 September 2017

於2017年9月30日

Financial assets

金融資產

		Loans and receivables 貸款及 應收款項 HK\$ 港元	Available- for-sale financial assets 可供出售 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Trade and bills receivables	應收賬款及應收 票據	43,077,259	–	43,077,259
Financial assets included in prepayments, deposits and other receivables	計入預付款項、 按金及其它應 收款項的金融 資產	3,575,796	–	3,575,796
Available-for-sale investment	可供出售投資	–	46,215,012	46,215,012
Cash and cash equivalents	現金及現金等值 項目	430,936,601	–	430,936,601
		477,589,656	46,215,012	523,804,668

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20. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

As at 30 September 2017

Financial liabilities

20. 按類別分類的金融工具(續)

於2017年9月30日

金融負債

		Financial liabilities at amortised cost 按攤銷成本計算的金融負債 HK\$ 港元
Trade payables	應付賬款	15,788,847
Financial liabilities included in other payables and accruals	計入其它應付款項及 應計費用的金融負債	45,858,135
Amount due to a related company	應付一間關連公司款項	595,063
Dividend payable	應付股息	1,777,765
		64,019,810

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

20. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

As at 31 March 2017

Financial assets

		Loans and receivables 貸款及 應收款項 HK\$ 港元	Available- for-sale financial assets 可供出售 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Trade and bills receivables	應收賬款及應收 票據	38,749,127	-	38,749,127
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按 金及其它應收款 項的金融資產	2,240,549	-	2,240,549
Available-for-sale investment	可供出售投資	-	36,232,212	36,232,212
Cash and cash equivalents	現金及現金等值 項目	399,316,081	-	399,316,081
		440,305,757	36,232,212	476,537,969

Financial liabilities

			Financial liabilities at amortised cost 按攤銷成本 計算的 金融負債 HK\$ 港元
Trade payables	應付賬款		11,262,460
Financial liabilities included in other payables and accruals	計入其它應付款項及應計 費用的金融負債		31,076,397
Amount due to a related company	應付一間關連公司款項		1,058,410
			43,397,267

20. 按類別分類的金融工具(續)

於2017年3月31日

金融資產

	Loans and receivables 貸款及 應收款項 HK\$ 港元	Available- for-sale financial assets 可供出售 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Trade and bills receivables	38,749,127	-	38,749,127
Financial assets included in prepayments, deposits and other receivables	2,240,549	-	2,240,549
Available-for-sale investment	-	36,232,212	36,232,212
Cash and cash equivalents	399,316,081	-	399,316,081
	440,305,757	36,232,212	476,537,969

金融負債

			Financial liabilities at amortised cost 按攤銷成本 計算的 金融負債 HK\$ 港元
Trade payables	應付賬款		11,262,460
Financial liabilities included in other payables and accruals	計入其它應付款項及應計 費用的金融負債		31,076,397
Amount due to a related company	應付一間關連公司款項		1,058,410
			43,397,267

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For the six months ended 30 September 2017 截至2017年9月30日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of trade and bills receivables, financial assets included in prepayments, deposits and other receivables, cash and cash equivalents, trade payables, financial liabilities included in other payables and accruals, an amount due to a related company and dividend payable approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:

The fair value of the available-for-sale investment is based on quoted market prices.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

		30 September 2017 2017年 9月30日 HK\$ 港元 (Unaudited) (未經審核)	31 March 2017 2017年 3月31日 HK\$ 港元 (Audited) (經審核)
Available-for-sale investment – Fair value measurement using quoted prices in active markets (Level 1)	可供出售投資 – 使用活躍市場報價的 公允價值計量(第1級)	46,215,012	–

21. 金融工具的公允價值及公允價值層級

管理層已評定應收賬款及應收票據、計入預付款項、按金及其它應收款項的金融資產、現金及現金等值項目、應付賬款、計入其它應付款項及應計費用的金融負債、應付一間關連公司款項以及應付股息與彼等的賬面值相若，乃主要由於該等工具於短期內到期。

金融資產及負債的公允價值以有關工具在自願交易方當前交易(強迫或清盤出售除外)中可交易金額入賬。以下方法及假設用於估計彼等的公允價值：

可供出售投資的公允價值乃基於市場報價。

公允價值層級

下表列示本集團金融工具的公允價值計量層級：

按公允價值計量的資產

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21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Assets measured at fair value (continued)

As at 31 March 2017, the available-for-sale investment was measured at cost less impairment, if any, as it did not have a quoted market price in an active market and the range of reasonable fair value estimates was so significant that the directors of the Company were of the opinion that its fair value could not be measured reliably.

The available-for-sale investment commenced publicly trading on the Taipei Exchange since 1 June 2017.

The Group did not have any financial liabilities measured at fair value as at 30 September 2017 and 31 March 2017.

During the six months ended 30 September 2017, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

The directors of the Company considered that the carrying amounts of all financial assets and financial liabilities recorded at amortised cost in the condensed considered financial statements approximate to their corresponding fair values.

22. EVENTS AFTER THE REPORTING PERIOD

On 12 June 2017, the Group entered into an acquisition agreement with independent third parties for the acquisition of 100% equity interests of Zhuhai Renhong Medicine Co., Ltd. (珠海仁宏醫藥有限公司) for a cash consideration of approximately RMB5,141,000 (equivalent to approximately HK\$5,842,000). The acquisition has not been completed as at the date of issuance of this interim financial information.

23. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the board of directors on 22 November 2017.

21. 金融工具的公允價值及公允價值層級 (續)

公允價值層級 (續)

按公允價值計量的資產 (續)

於2017年3月31日，可供出售投資按成本減減值(如有)計量的市場，此乃由於其並無活躍市場報價，且合理公平價值估計範圍過大，以致本公司董事認為其公允價值不能可靠計量。

可供出售投資於2017年6月1日起開始在台北交易所公開買賣。

本集團於2017年9月30日及2017年3月31日並無任何按公允價值計量之金融負債。

於截至2017年9月30日止六個月，就金融資產及金融負債而言，第1級及第2級之間並無公允價值計量之轉撥，亦無轉入或轉出第3級。

本公司董事認為，簡明綜合財務報表中按攤銷成本入賬的所有金融資產及金融負債的賬面值與其相應公允價值相若。

22. 報告期後事項

於2017年6月12日，本集團就收購珠海仁宏醫藥有限公司之100%股本權益與獨立第三方訂立收購協議，現金代價約人民幣5,141,000元(相當於約5,842,000港元)。於本中期財務資料刊發之日，有關收購尚未完成。

23. 批准簡明綜合財務報表

簡明綜合財務報表於2017年11月22日獲董事會批准及授權刊發。

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