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## **CHINA PIONEER PHARMA HOLDINGS LIMITED**

**中国先锋医药控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01345)**

### **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2014**

#### **INTERIM RESULTS**

The board (the “**Board**”) of directors (the “**Directors**”) of China Pioneer Pharma Holdings Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2014 together with comparative figures for the corresponding period in 2013, as follows:

#### **FINANCIAL HIGHLIGHTS**

- Revenue of the Group increased by 34.0% to RMB738.8 million in the six months ended 30 June 2014 from RMB551.3 million in the six months ended 30 June 2013.
- Net profit of the Group increased by 22.5% to RMB136.0 million in the six months ended 30 June 2014 from RMB111.1 million in the six months ended 30 June 2013. Excluding the effect of taxes returned in the form of government grants, net profit of the Group increased by 79.1% to RMB136.0 million in the six months ended 30 June 2014 from RMB 76.0 million in the six months ended 30 June 2013.
- Basic earnings per share was RMB0.10 in the six months ended 30 June 2014.
- An interim dividend of RMB8.5 cents per share (equivalent to HK\$10.7 cents per share) was declared by the Board.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the six months ended 30 June 2014*

		<b>For the six months ended 30 June</b>	
	<i>Notes</i>	<b>2014</b>	2013
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>(Unaudited)</b>	<b>(Audited)</b>
Revenue	3	738,787	551,330
Cost of sales		<u>(497,532)</u>	<u>(388,097)</u>
Gross profit		241,255	163,233
Other income	4	21,382	42,536
Other gains and losses	5	(4,330)	(7,091)
Distribution and selling expenses		(65,742)	(47,740)
Listing expenses		–	(7,440)
Administrative expenses		(21,408)	(13,596)
Finance costs		(7,230)	(3,820)
Share of loss of an associate		<u>(5,837)</u>	<u>(1,160)</u>
Profit before taxation	6	158,090	124,922
Income tax expense	7	<u>(22,060)</u>	<u>(13,842)</u>
Profit for the period		136,030	111,080
Other comprehensive income (expense):			
Items that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of foreign operations		1,125	274
– Fair value (loss) gain on other investments and trust investments		<u>(19,921)</u>	<u>3,122</u>
Other comprehensive (expense) income for the period		<u>(18,796)</u>	<u>3,396</u>
Total comprehensive income for the period		<u>117,234</u>	<u>114,476</u>
Profit (loss) for the period attributable to:			
Owners of the Company		136,656	112,499
Non-controlling interests		<u>(626)</u>	<u>(1,419)</u>
		<u>136,030</u>	<u>111,080</u>
Total comprehensive income (expense) attributable to:			
Owners of the Company		117,860	115,895
Non-controlling interests		<u>(626)</u>	<u>(1,419)</u>
		<u>117,234</u>	<u>114,476</u>
		<b>RMB yuan</b>	<b>RMB yuan</b>
Earnings per share			
Basic and diluted	9	<u>0.10</u>	<u>0.11</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2014

		As at <b>30 June 2014</b>	As at 31 December 2013
	<i>Notes</i>	<b>RMB'000</b> <b>(Unaudited)</b>	<b>RMB'000</b> <b>(Audited)</b>
<b>Non-current Assets</b>			
Property, plant and equipment		50,777	17,219
Prepaid lease payments		2,297	2,323
Intangible assets		14,852	15,221
Interest in associates	11	31,301	23,593
Other investments		36,981	53,359
Trust investments		75,000	–
Finance lease receivables		75,161	41,025
Deferred tax assets		2,988	2,142
Loan to an associate		13,237	–
Trade receivables	10	2,334	–
		<b>304,928</b>	154,882
<b>Current Assets</b>			
Inventories		424,528	419,844
Finance lease receivables		11,680	4,733
Trade and other receivables	10	467,521	331,028
Amount due from an related party		245	–
Tax recoverable		–	192
Prepaid lease payments		52	52
Structured note		–	19,829
Pledged bank deposits		436,468	304,282
Certificate of deposit		–	60,000
Bank balances and cash		421,637	702,073
		<b>1,762,131</b>	1,842,033

		<b>As at 30 June 2014 RMB'000 (Unaudited)</b>	As at 31 December 2013 RMB'000 (Audited)
<b>Current Liabilities</b>			
Trade and other payables	12	417,954	360,742
Amounts due to related parties		25	10,603
Tax liabilities		8,474	424
Bank borrowings	13	446,386	429,545
Provision		4,715	4,222
		<u>877,554</u>	<u>805,536</u>
<b>Net Current Assets</b>		<u>884,577</u>	<u>1,036,497</u>
<b>Total Assets less Current Liabilities</b>		<u>1,189,505</u>	<u>1,191,379</u>
<b>Capital and Reserves</b>			
Share capital		82,096	82,096
Reserves		1,050,892	1,075,532
		<u>1,132,988</u>	<u>1,157,628</u>
Equity attributable to owners of the Company		1,132,988	1,157,628
Non-controlling interests		(969)	(343)
		<u>1,132,019</u>	<u>1,157,285</u>
<b>Non-current liability</b>			
Deferred tax liability		6,000	7,500
Amounts due to related parties		470	460
Long-term payables		51,016	26,134
		<u>1,189,505</u>	<u>1,191,379</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 June 2014*

### 1. BASIS OF PREPARATION

The principal activities of the Group are the import and distribution of pharmaceutical products and medical devices.

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 (IAS 34) *Interim Financial Reporting* issued by the International Accounting Standards Board (“IASB”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is incorporated as an exempted company with limited liability in the Cayman Islands on 5 February 2013. The shares of the Company were listed on the Main Board of the Stock Exchange on 5 November 2013.

Details of the group reorganisation completed in June 2013 are set out in the Company’s consolidated financial statements for the year ended 31 December 2013.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2014 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2013.

#### **Application of a new Interpretation and amendments to IFRS**

In the current interim period, the Group has applied, for the first time, the following new Interpretation and amendments to International Financial Reporting Standards (“IFRS”) issued by the IASB that are relevant for the preparation of the Group’s condensed consolidated financial statements:

- Amendments to IFRS 10, IFRS 12 and IAS 27 *Investment Entities*;
- Amendments to IAS 32 *Offsetting Financial Assets and Financial Liabilities*;
- Amendments to IAS 36 *Recoverable Amount Disclosure for Non-Financial Assets*;
- Amendments to IAS 39 *Novation of Derivatives and Continuation of Hedge Accounting*; and
- IFRIC – Int 21 *Levies*.

The application of the new interpretation and amendments to IFRSs in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

### 3. SEGMENT INFORMATION

Revenue represents revenue arising from sales of pharmaceutical products and medical devices in the PRC and South East Asia. An analysis of the Group's revenue is as follows:

	For the six months ended	
	30 June	
	2014	2013
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Audited)
Sales of pharmaceutical products	629,827	514,079
Sales of medical devices	108,960	37,251
	<u>738,787</u>	<u>551,330</u>

The Group's chief operating decision maker is Mr. Li Xinzhou, the chief executive officer, who reviews the gross profit of major type of products sold for the purposes of resource allocation and assessment of segment performance. Segment profit represents the gross profit earned by each segment.

Specifically, the Group's reportable and operating segments under IFRS 8 are as follows:

- (a) Ophthalmic pharmaceutical products – the Group's ophthalmic pharmaceutical products are sold via the provision of channel management services and/or co-promotion services (“**Products sold via the provision of co-promotion and channel management services**”); and
- (b) All of the Group's pharmaceutical products and medical devices except for ophthalmic pharmaceutical products are sold via the provision of comprehensive marketing, promotion and channel management services (“**Products sold via the provision of comprehensive marketing, promotion and channel management services**”)

No analysis of the Group's assets and liabilities by operating segments is disclosed as it is not regularly provided to the chief operating decision maker for review.

## Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segment.

For the six months ended 30 June 2014 (Unaudited)

	Products sold via the provision of comprehensive marketing, promotion and channel management services <i>RMB'000</i>	Products sold via the provision of co-promotion and channel management services <i>RMB'000</i>	Consolidated <i>RMB'000</i>
<b>Segment revenue</b>	<b>340,959</b>	<b>397,828</b>	<b>738,787</b>
Cost of sales	<u>(156,602)</u>	<u>(340,930)</u>	<u>(497,532)</u>
Gross profit & segment result	<u>184,357</u>	<u>56,898</u>	<u>241,255</u>
Other income			21,382
Other gains and losses			(4,330)
Distribution and selling expenses			(65,742)
Administration expenses			(21,408)
Finance costs			(7,230)
Share of loss of an associate			<u>(5,837)</u>
<b>Profit before taxation</b>			<b><u>158,090</u></b>

For the six months ended 30 June 2013 (Audited)

	Products sold via the provision of comprehensive marketing, promotion and channel management services <i>RMB'000</i>	Products sold via the provision of co-promotion and channel management services <i>RMB'000</i>	Consolidated <i>RMB'000</i>
<b>Segment revenue</b>	<b>200,257</b>	<b>351,073</b>	<b>551,330</b>
Cost of sales	<u>(93,883)</u>	<u>(294,214)</u>	<u>(388,097)</u>
<b>Gross profit &amp; segment result</b>	<u>106,374</u>	<u>56,859</u>	<u>163,233</u>
Other income			42,536
Other gains and losses			(7,091)
Distribution and selling expenses			(47,740)
Listing expense			(7,440)
Administration expenses			(13,596)
Finance costs			(3,820)
Share of loss of an associate			<u>(1,160)</u>
<b>Profit before taxation</b>			<b><u>124,922</u></b>

#### 4. OTHER INCOME

	For the six months ended 30 June	
	2014 RMB'000 (Unaudited)	2013 RMB'000 (Audited)
Government grants ( <i>Note</i> )	–	35,112
Interest on bank deposits	15,672	6,772
Interest income on finance leases	2,143	–
Interest income on loan to associate	630	–
Rental income	–	410
Service income	1,616	–
Others	1,321	242
	<u>21,382</u>	<u>42,536</u>

*Note:* It represented cash received from unconditional grants by the local government to encourage the business operations in the PRC. Government grants are recognised in profit or loss when received.

#### 5. OTHER GAINS AND LOSSES

	For the six months ended 30 June	
	2014 RMB'000 (Unaudited)	2013 RMB'000 (Audited)
Net foreign exchange (losses) gains	(3,483)	682
Reversal of impairment loss previously recognised on trade and other receivables	5	133
Impairment loss on trade and other receivables	(1,023)	(260)
Loss on fair value change of convertible debt instrument held by the Group	–	(1,668)
Loss on fair value change of derivative financial instruments	–	(5,978)
Gain on fair value change of structured note	171	–
	<u>(4,330)</u>	<u>(7,091)</u>



## 6. PROFIT BEFORE TAXATION

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
	<b>RMB'000</b>	RMB'000
	<b>(Unaudited)</b>	(Audited)
Profit before tax has been arrived at after charging (crediting):		
Directors' remuneration	1,719	252
Other staff's retirement benefits scheme contributions	3,984	3,419
Other staff costs	18,715	13,082
	<u>24,418</u>	<u>16,753</u>
Total staff costs		
Auditors' remuneration	787	550
Allowance for (reversal of) inventories, net	(796)	(417)
Release of prepaid lease payments	26	26
Depreciation for property, plant and equipment	1,404	1,066
Depreciation for investment properties	–	224
Amortisation of intangible assets (included in administrative expenses)	279	233
Cost of inventories recognised as an expense	497,532	388,097
Minimum lease payment under operating lease in respect of premises	606	28
Rental income	–	(410)
	<u>–</u>	<u>–</u>

## 7. INCOME TAX EXPENSE

	<b>For the six months ended 30 June</b>	
	<b>2014</b>	2013
	<b>RMB'000</b>	RMB'000
	<b>(Unaudited)</b>	(Audited)
Current tax		
PRC Enterprise Income Tax	24,179	12,662
Under (Over) provision in prior period		
PRC Enterprise Income Tax	227	433
Deferred tax		
Current period	(2,346)	747
	<u>22,060</u>	<u>13,842</u>

## 8. DIVIDENDS

During six months ended 30 June 2013, no dividend was paid or declared by group entities to external parties other than the distribution made by Pioneer Pharma Shareholding Co., Ltd. (“**Pioneer Pharma**”) of a total of RMB163,000,000 prior to completion of the group reorganisation.

During the current interim period, a final dividend of HK\$13.5 cents per share in respect of the year ended 31 December 2013 was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the interim period amounted to RMB142,500,000.

Subsequent to the end of the current interim period, the directors of the Company have determined that an interim dividend of HK\$10.7 cents per share will be paid to the owners of the Company whose names appear in the Register of Members on Friday, 12 September 2014.

## 9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	For the six months ended 30 June	
	2014 RMB'000 (Unaudited)	2013 RMB'000 (Audited)
<b>Earnings</b>		
Earnings for the purposes of calculating basic earnings per share	<u>136,656</u>	<u>112,499</u>
<b>Numbers of shares</b>		
Number of ordinary shares (2013: weighted average number of ordinary shares) for the purpose of calculating basic earnings per share	<u>1,333,334,000</u>	<u>983,377,843</u>

For the six months ended 30 June 2013, the weighted average number of ordinary shares for the purpose of calculating basic earnings per share for the six months ended 30 June 2013 has been taken into account the bonus shares issued to the shareholders and the capitalisation issue as described more fully in Appendix IV to the Company’s listing prospectus dated 24 October 2013.

## 10. TRADE AND OTHER RECEIVABLES

	As at <b>30 June 2014</b> <i>RMB'000</i> (Unaudited)	As at 31 December 2013 <i>RMB'000</i> (Audited)
<b>THE GROUP</b>		
Trade receivables	361,067	215,136
Less: Allowance for doubtful debts	(1,460)	(462)
	<u>359,607</u>	<u>214,674</u>
Bill receivables	60,125	97,241
	<u>419,732</u>	311,915
Other receivables, prepayments and deposits	12,625	4,417
Less: Allowance for doubtful debts	(27)	(7)
	<u>432,330</u>	316,325
Interest receivables	14,326	5,834
Advances to staff	12,776	191
Advance payment to suppliers	3,954	4,336
Other tax recoverable	6,469	4,342
	<u>469,855</u>	<u>331,028</u>
Classified as:		
– Non Current		
Trade receivables	2,334	–
	<u>2,334</u>	<u>–</u>
– Current		
Trade receivables	357,273	214,674
Bill receivables	60,125	97,241
Other receivables, prepayments and deposits	50,123	19,113
	<u>467,521</u>	<u>331,028</u>
	<u>469,855</u>	<u>331,028</u>

In relation to the sales of pharmaceutical products, the Group allows a credit period from 30 to 180 days to its trade customers.

For sales of medical devices, except for sales of medical devices under finance lease pursuant to which the legal ownership is transferred upon full payment of the contract sum in finance lease receivable, the remaining sales of medical devices involved immediate transfer of legal ownership with contract sums to be settled by instalments over a general period of 12 months to 36 months as stated in contracts are included in trade receivables.

The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on invoice date at the period ended date, which approximated the respective revenue recognition dates:

	As at <b>30 June</b> <b>2014</b> <i>RMB'000</i> (Unaudited)	As at 31 December 2013 <i>RMB'000</i> (Audited)
<b>THE GROUP</b>		
0 to 60 days	<b>280,060</b>	169,897
61 days to 180 days	<b>59,914</b>	36,234
181 days to 1 year	<b>19,422</b>	8,055
1 year to 2 years	<b>211</b>	488
	<b>359,607</b>	214,674

The aged analysis of bills receivable presented based on the issue date at respective reporting dates:

	As at <b>30 June</b> <b>2014</b> <i>RMB'000</i> (Unaudited)	As at 31 December 2013 <i>RMB'000</i> (Audited)
<b>THE GROUP</b>		
0 to 60 days	<b>16,778</b>	60,570
61 days to 180 days	<b>28,148</b>	31,410
181 days to 1 year	<b>14,163</b>	3,671
1 year to 2 years	<b>1,036</b>	1,590
	<b>60,125</b>	97,241

## 11. INTEREST IN ASSOCIATES

- (I) On 20 February 2014, Shanghai Pioneer Ruici Medical Facilities Company Limited injected RMB175,000, which represent 35.0% of the entire registered capital, in a newly established company, YingSheng 3D Medical Imaging Centre (“**YingSheng**”). YingSheng is planned to be engaged in stomatological computed tomography business in the PRC.
- (II) On 16 May 2014, Pioneer Pharma (Singapore) Pte. Ltd. (“**Pioneer Singapore**”), one of the subsidiaries of the Company, entered into a share purchase agreement with Pioneer Pharma pursuant to which Pioneer Singapore will acquire 2,095,841 shares, representing approximately 24.0% of the entire issued share capital of Covex S.A. (“**Covex**”) for a total consideration of EUR1,450,000, equivalent to RMB12,172,000. The acquisition was completed on 18 June 2014.

Covex is primarily engaged in manufacturing of pharmaceutical products in Spain.

At the end of the reporting period, the net fair value of the identifiable assets, liabilities and contingent liabilities and resulting goodwill of an associate were recognized provisionally at the date of acquisition is pending the completion of the appraisal, which is expected to be completed during the year ending 31 December 2014.

## 12. TRADE AND OTHER PAYABLES

	As at <b>30 June</b> <b>2014</b> <i>RMB'000</i> (Unaudited)	As at 31 December 2013 <i>RMB'000</i> (Audited)
<b>THE GROUP</b>		
Trade payables	359,425	318,618
Payroll and welfare payables	4,230	3,138
Advance from customers	2,163	1,261
Other tax payables	9,295	6,857
Marketing service fee payables	13,941	11,167
Interest payables	2,664	2,110
Deposits received from distributor	20,812	10,540
Accrued IPO charges	–	2,760
Other payables and accrued charges	56,440	30,425
	<u>468,970</u>	<u>386,876</u>
Less: Amounts due after one year shown under long-term liabilities ( <i>Note</i> )	<u>(51,016)</u>	<u>(26,134)</u>
	<u><b>417,954</b></u>	<u><b>360,742</b></u>

*Note:* The amount represents the accounts for the cost of medical devices which are sold under contracts and is not payable within one year.

The Group typically receives credit periods on its purchases of goods from 30 days to 180 days.

The following is an aged analysis of trade payables presented based on the delivery date at the end of the reporting dates:

	As at <b>30 June</b> <b>2014</b> <i>RMB'000</i> (Unaudited)	As at 31 December 2013 <i>RMB'000</i> (Audited)
<b>THE GROUP</b>		
0 to 90 days	297,977	302,201
91 to 180 days	61,261	16,417
181 to 365 days	187	–
	<u>359,425</u>	<u>318,618</u>

### 13. BANK BORROWINGS

During the period, the Group obtained various new bank loans to finance its business operation of approximately RMB304,957,000 (31 December 2013: RMB498,466,000). The amounts are secured and due within one year.

At the end of the reporting period, borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

	<b>As at 30 June 2014 RMB'000 (Unaudited)</b>	<b>As at 31 December 2013 RMB'000 (Audited)</b>
<b>Pledge of assets</b>		
Bills receivables	–	1,655
Pledged bank deposits	<u>436,468</u>	<u>304,282</u>
	<u><b>436,468</b></u>	<u><b>305,937</b></u>

As 30 June 2014, the effective interest rates on the Group's fixed-rate borrowings are ranging from 1.20% to 5.60% (2013: 1.00% to 7.28%).

## MANAGEMENT DISCUSSION AND ANALYSIS

### OPERATION REVIEW

For the six months ended 30 June 2014 (the “**Reporting Period**”), the Group maintained market competitiveness and recorded strong results. For the Reporting Period, the Group’s revenue increased by 34.0% to RMB738.8 million from RMB551.3 million for the six months ended 30 June 2013, and the Group’s net profit increased by 22.5% to RMB136.0 million from RMB111.1 million for the six months ended 30 June 2013. Excluding the effect of taxes returned in the form of government grants, net profit of the Group increased by 79.1% to RMB136.0 million in the six months ended 30 June 2014 from RMB 76.0 million in the six months ended 30 June 2013.

For the Reporting Period, the Group continued to enhance its comprehensive marketing, promotion and channel management services to small- and medium-sized overseas pharmaceutical product and medical device suppliers. The Group also increased its promotion efforts for its products and continued to improve and refine each product’s marketing strategy. Moreover, the Group expanded its promotion network and increased its promotion efforts in hospitals and pharmacies in order to further drive its product sales growth. For the Reporting Period, revenue generated from products sold via the provision of comprehensive marketing, promotion and channel management services increased by 70.3% compared to the same period last year to RMB341.0 million, representing 46.2% of the Group’s revenue for the Reporting Period. Gross profit increased by 73.3% compared to the same period last year to RMB184.4 million, representing 76.4% of the Group’s gross profit for the Reporting Period.

For the Reporting Period, the Group continued to strengthen its relationship with Alcon, the world’s largest eye care products company, via the provision of co-promotion and channel management services. The Group provides channel management services for all of Alcon’s 21 products sold in China and provides co-promotion services for eight of these products. For the Reporting Period, revenue generated from products sold via the provision of co-promotion and channel management services increased by 13.3% compared to the same period last year to RMB397.8 million, representing 53.8% of the Group’s revenue for the Reporting Period. Gross profit increased by 0.1% compared to the same period last year to RMB56.9 million, representing 23.6% of the Group’s gross profit for the Reporting Period.

#### **1 Product Development**

The Group’s current product portfolio includes a number of products manufactured by small- and medium-sized overseas suppliers. These products address unmet medical needs or have superior clinical profiles, improved quality or formulations, or relatively limited competition in the Chinese market. As of 30 June 2014, the Group had a product portfolio of pharmaceutical products (substantially all of which were prescription products), covering ophthalmology, pain management, cardiovascular, respiratory, gastroenterology, immunology and other therapeutic areas, and medical devices covering four medical specialties, including ophthalmology and odontology.

## 1.1 Products Sold via the Provision of Comprehensive Marketing, Promotion and Channel Management Services:

Category	For the six months ended 30 June			
	2014 RMB'000	Percentage of the Group's total Revenue (%)	2013 RMB'000	Percentage of the Group's total Revenue (%)
Pharmaceutical Products	<b>231,999</b>	<b>31.4</b>	163,006	29.6
Medical Devices	<b>108,960</b>	<b>14.8</b>	37,251	6.8

For the Reporting Period, revenue generated from pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services increased by 42.3% compared to the same period last year to RMB232.0 million, representing 31.4% of the Group's revenue for the Reporting Period. Gross profit increased by 44.6% compared to the same period last year to RMB144.4 million, representing 59.9% of the Group's gross profit for the Reporting Period.

The growth of revenue generated from pharmaceutical products sold via the provision of comprehensive marketing, promotion and channel management services achieved satisfactory result. Sales of the Group's more mature products, such as Fluxum, Polimod, Macmiror Complex and Macmiror, maintained steady growth in the market, and sales contribution of products that have been marketed and sold for a relatively shorter period, such as Neoton, Vinpocetine API, and Easyhaler series products, was also impressive.

Specifically, the Group strengthened the market position of Fluxum and continued to develop new markets for Fluxum through increased marketing conferences and medical detailing. The Group also increased academic promotion efforts for Fluxum to smaller Class II hospitals in second and third tier cities in order to strengthen Fluxum's brand recognition. For the Reporting Period, the Group's sales of Fluxum was RMB62.7 million, representing a 71.3% increase compared to the same period last year, and contributing 8.5% of the Group's revenue. During the Reporting Period, the Group entered into an addendum agreement with Alfa Wassermann of Italy to extend the expiry date of the Group's marketing, promotion and sales right of Fluxum in China to 31 December 2018.

Polimod is a synthetic oral immune stimulant produced by Polichem of Switzerland. It works by stimulating and regulating cell-mediated immune response, and is applied to patients with immune dysfunction, such as respiratory tract infections, otolaryngology infections, urinary tract infections and gynaecological infections. In 2011, the Group was authorised to market and sell Polimod in eight provinces, municipalities and autonomous regions in China. Macmiror Complex is also produced by Polichem of Switzerland with a fixed combination of nifuratel and nystatin vaginal suppositories with intense and efficacious trichomonacidal,



antibacterial and mycostatic action. Macmiror is nifuratel in oral form produced by Polichem of Switzerland. Nifuratel, the active ingredient of Macmiror, is a chemotherapeutic agent (furanederivative) with strong trichomonocidal activity and has a broad spectrum of antibacterial action for treatment. For the Reporting Period, the Group's sales of Polimod, Macmiror Complex and Macmiror was RMB51.1 million, representing a 32.2% increase compared to the same period last year, and contributing 6.9% of the Group's revenue.

The Group has also steadily progressed the development of its other products with vast market potential. For the Reporting Period, the Group's sales of Neoton was RMB8.6 million, representing a 12.1% increase compared to the same period last year. Neoton is creatine phosphate sodium for injection produced by Alfa Wassermann of Italy. It is primarily used for ischemic heart diseases and cardiomyopathy resulting from various causes. In 2013, creatine phosphate was the seventh best-selling chemical drug and the second best-selling cardiovascular drug measured by sales to hospitals in China, according to the Southern Medicine Economic Research Institute and MENET. With the expansion of the scope of marketing, promotion and sales rights the Group has obtained and the development of unpenetrated markets, coupled with increased prescription of the product by doctors at hospitals, the Group believes revenue contribution from sales of Neoton will increase rapidly in the second half of 2014.

For the Reporting Period, the Group's sales of Vinpocetine API was RMB39.7 million, representing a 179.8% increase compared to the same period last year, and contributing 5.4% of the Group's revenue. Vinpocetine API, manufactured by Covex of Spain, is the key ingredient of Vinpocetine. Vinpocetine is a cerebral vasodilator that can improve blood supply to the brain, inhibit platelet aggregation, reduce blood viscosity, enhance the deformability of red blood cells, improve blood fluidity and microcirculation, which in turn increases the absorption of glucose by nerve cells and oxygen flow to the brain, and enhance brain metabolism. In addition to preventing and treating cerebral insufficiency and its adverse consequences, Vinpocetine can also be used to improve the mental activities of a healthy person.

During the Reporting Period, the Group acquired a 24.0% equity interest in Covex, and sent a resident professional team to Covex, which has been involved in Covex's daily operations and reporting regularly to the Group since then. As a result, the Group has more influence over Covex's management and the ability to secure the exclusive right granted by Covex to market, promote and sell Vinpocetine API in China.

For the Reporting Period, the Group's sales of Easyhaler series products was RMB8.7 million, representing a 1,415.2% increase compared to the same period last year. The Easyhaler series products include Budesonide Easyhaler and Salbutamol Easyhaler, both of which are inhalation drugs used for the treatment of lung diseases manufactured by Orion Corporation of Finland. Budesonide Easyhaler is intended for patients with persistent asthma who need glucocorticosteroid

treatment, while Salbutamol Easyhaler is used to alleviate bronchospasm caused by bronchial asthma or chronic obstructive pulmonary disease, or COPD. During the Reporting Period, the Group continued to enhance its promotion efforts for Easyhaler series products at hospitals. By organising and participating in various national and international academic promotion conferences, the Group strengthened Easyhaler's brand recognition. With the possible acceleration of provincial bidding process, the Group believes that sales of Easyhaler series products will maintain rapid growth.

Reorganisation and adjustment of certain regional promotion and sales networks for Difene took place during the first half of 2014, which adversely affected the product's sales for the Reporting Period. However, they laid a foundation for the Group to promote Difene using a more comprehensive sales network platform. After years of market positioning, brand building and expansion of marketing network, Difene has established a strong reputation and brand recognition in China. The excellent efficacy and safety of Difene are increasingly recognised and, as a result, Difene has been increasingly recommended by doctors to patients. With the completion of the reorganisation and adjustment of regional promotion and sales networks, the Group considers the impact to be temporary.

In 2012, the Group started providing comprehensive marketing, promotion and channel management services dedicated to imported medical devices in China. In 2013, the Group was able to intensify and streamline its marketing efforts for these products and revenue generated from the sales of medical devices increased significantly. During the Reporting Period, the Group also made significant progress in the sale of medical devices by leveraging on the strong momentum from 2013 and benefiting from its well-established sales and marketing network, flexible sales models and favourable macroeconomic factors. For the Reporting Period, revenue generated from medical devices sold via the provision of comprehensive marketing, promotion and channel management services increased by 192.5% compared to the same period last year to RMB109.0million, representing 14.8% of the Group's revenue. Gross profit increased by 516.4% compared to the same period last year to RMB39.9 million, representing 16.5% of the Group's gross profit.

During the Reporting Period, the Group continued to increase marketing and promotion efforts for WaveLight Eagle laser surgical series. WaveLight Eagle laser surgical series includes WaveLight Eagle FS200 series and WaveLight Eagle EX500. It is a laser surgical series produced by Alcon of the United States for the treatment of ametropia of eyes. WaveLight Eagle FS200 series is featured with high surgical accuracy, low complications and high corneal flap production speed, while WaveLight Eagle EX500 series provides higher cutting speed, more accurate treatment results and various individualised treatment means through advanced excimer laser technology.

The Group adopted a multi-strategy sales model for WaveLight Eagle laser surgical series for different regions, resulting in strong growth in sales of this product for the Reporting Period. In general, the Group's sales model for ophthalmological medical devices includes four categories: 1) direct selling; 2) consumable purchase co-operation arrangements; 3) revenue sharing co-operation arrangements; and 4) profit sharing co-operation arrangements. Under 1) direct selling, by entering into sales agreement with a client, the Group sells the equipment to the client directly. Under 2) consumable purchase co-operation arrangements, by entering into a co-operation agreement with a client, the Group does not transfer the ownership of the equipment to the client. In return, the client shall purchase consumables of the device from the Group for an amount not lower than the minimum annual purchase amount of consumables pursuant to the agreement. Upon expiry of the agreement term, the ownership of the device will be transferred to the client without additional charges. Under 3) revenue sharing co-operation arrangements, by entering into a co-operation agreement with a client, the Group does not transfer the ownership of the equipment to the client. In return, the client is required to pay the Group a certain proportion of the revenue generated from the use of the equipment, subject to a minimum amount pursuant to the agreement. Upon expiry of the co-operation term, the ownership of the device will be transferred to the client without additional charges. Under 4) profit sharing co-operation arrangements, by entering into a co-operation agreement with a client, a project group using the medical device will be established. Within the agreed term, the monthly profit generated from the project, which shall be surgery income net of project expenses such as salary of the project group members, travel expenses, facility maintenance fees, consumable purchase costs and daily expenses, will be shared by the Group and the client on a pro-rata basis. Upon expiry of the co-operation term, the ownership of the device will be transferred to the client without additional charges.

For the Reporting Period, the Group established business co-operation with seven hospitals in China by entering into sales or co-operation agreements. For the Reporting period, sales of WaveLight Eagle laser surgical series was RMB59.0 million, representing a 348.9% increase compared to the same period last year, and contributing 8.0% of the Group's revenue for the six months ended 30 June 2014.

During the Reporting Period, except for WaveLight Eagle laser surgical series products, sales of the Group's medical devices covering other medical specialties including odontology, anesthesiology and the newly launched intraocular lens (IOL) was RMB49.9 million, representing 6.8% of the Group's revenue for the six months ended 30 June 2014.

## 1.2 Products Sold via the Provision of Co-Promotion and Channel Management Services:

Category	For the six months ended 30 June			
	2014 RMB'000	Percentage of the Group's total Revenue (%)	2013 RMB'000	Percentage of the Group's total Revenue (%)
Alcon series ophthalmic pharmaceutical products	397,828	53.8	351,073	63.7

The Group is the sole provider of channel management services for all of Alcon's ophthalmic pharmaceutical products in China, and Alcon is the world's largest eye care products company. For the Reporting Period, the Group's revenue from the sale of Alcon series ophthalmic pharmaceutical products was RMB397.8 million, representing a 13.3% increase compared to the same period last year, and contributing 53.8% of the Group's revenue.

For the Reporting Period, the Group expanded the scope of services it provided to Alcon to include co-promotion service for an added eighth product. The Group's revenue generated from the provision of co-promotion services for the eight products of Alcon represented 65.2% of the Group's total revenue generated from provision of co-promotion and channel management services for Alcon products.

## 1.3 Product Pipeline

The Group actively seeks prospective product candidates for marketing, promotion and sale from overseas pharmaceutical and medical device companies. The Group's product pipeline would sustain the Group's growth in the long term. When selecting prospective product candidates, the Group considers factors such as clinical features, competitive environment, registration and regulatory regime and reputation of suppliers. The Group has secured the marketing, promotion and sales rights for 14 additional prescription pharmaceutical products and over 20 additional medical devices, and is currently in the process of registering these products or preparing the registration application for these products with the China Food and Drug Administration (the "CFDA") for their import and sale in China. The Group expects to leverage on its current sales network, key opinion leaders and marketing channels to launch these pipeline products promptly after their approvals.

NeutroPhase is a skin and wound cleanser produced by NovaBay Pharmaceuticals, Inc. ("NovaBay") of the United States, consisting of 0.01% pure hypochlorous acid in physiological saline solution. It is intended to be used to moisturise absorbable surgical dressing, wash and clean small wounds, minor burns as well as acute and chronic skin lesions, such as diabetic foot ulcers and post-operative wounds. NeutroPhase applied for registration to the CFDA and received positive feedback after submitting relevant supplemental information required by the CFDA. The Group expects to launch this product in China in the second half of 2014.

During the Reporting Period, the Group entered into an exclusive distribution agreement with Life Spine, Inc. (“**Life Spine**”), an innovative U.S. medical device company which designs, develops, manufactures and markets products for the surgical treatment of spinal disorders. The Group will distribute a series of products developed by Life Spine, on an exclusive basis, in China following product registration. The fast growing orthopaedic implant market in China creates a large potential for the development of both Life Spine and the Group.

## **2 Marketing Network Development**

In addition to the expansion of product portfolio, the Group’s development strategy focuses on continuously expanding the Group’s marketing network. The Group’s marketing and promotion model comprises of its in-house marketing team and a team of third-party promotion partners. To maintain the efficiency and stability of marketing network, the Group has established sales and product manager teams to manage and support third-party promotion partners.

The Group’s marketing and promotional activities are carried out by its in-house team and third-party promotion partners. The in-house team is primarily responsible for formulating the marketing and promotion strategies, conducting selected marketing programmes, and appointing, training and supervising the third-party promotion partners, who are responsible for most of the day-to-day marketing and promotional activities for the Group’s products. This model allows the Group to extend geographic coverage, maintain operational flexibility and reduce fixed and overall marketing and promotion costs.

For the Reporting Period, the Group recruited additional staff to its in-house marketing team. As of 30 June 2014, the Group had over 240 in-house marketing and promotion employees and over 1,000 third-party promotion partners. Leveraging on its existing marketing team, the Group expects to deepen the penetration of hospitals in its existing network and further expand into additional new hospitals, including lower tier hospitals and smaller medical institutions. As of 30 June 2014, the Group sold products through its nationwide marketing, promotion and channel management services networks to over 26,000 hospitals and other medical institutions and over 95,000 pharmacies across 31 provinces, municipalities and autonomous regions in China.

During the Reporting Period, the Group continued to focus on expanding its network of key opinion leaders in key therapeutic areas. Key opinion leaders’ views on products help lend credibility to marketing and promotion efforts of the Group. Meanwhile, the Group has also been focusing on increasing academic promotion activities. The Group successfully organised various national and provincial medical or pharmaceutical conferences, symposiums and product seminars. These activities were aimed at raising awareness and strengthening recognition of the Group’s products.

### **3 Future and Outlook**

Going forward, the Group will continue to strengthen its position as a leading marketing, promotion and channel management service provider for imported pharmaceutical products and medical devices in China. The Group will also pursue a sustainable growth plan by focusing on two core development strategies, namely the further development and optimisation of its product portfolio, and the expansion and improvement of its sales and marketing network.

The Group will adhere to a strategic product selection strategy to proactively identify products with high growth potential. Meanwhile, the Group will further explore opportunities to establish collaborative relationships with appropriate suppliers through strategic investments so as to competitively position itself when securing or renewing marketing and promotion rights for pharmaceutical products and medical devices.

The Group intends to expand its marketing, promotion and channel management service network by penetrating into additional hospitals, local community health centres and pharmacies, and cross-selling products to additional departments within the hospitals and health centres. The Group also plans to continue to expand its marketing, promotion and channel management service network by adding promotion partners and distributors in areas where the Group has limited or no presence.

The Group will continue to monitor its in-house team and third-party promotion partners, tailor its marketing plans to target hospitals and target markets, and fine tune the division of coverage among its in-house team and promotion partners, in order to maximise market penetration and enhance the effectiveness of the Group's marketing and promotional activities. The Group will also continue to enhance the management and training of its in-house team and third-party promotion partners, and increase its promotional efforts by organising more academic promotion events related to the Group's products to ensure that accurate and updated product information is delivered to physicians.

## **FINANCIAL REVIEW**

### **Revenue**

Revenue increased by 34.0% from RMB551.3 million in the six months ended 30 June 2013 to RMB738.8 million in the Reporting Period. Revenue generated from products sold via the provision of comprehensive marketing, promotion and channel management services increased by 70.3% from RMB200.3 million in the six months ended 30 June 2013 to RMB341.0 million in the Reporting Period, primarily due to (i) increased sales of certain existing key products, including Fluxum, Polimod, Macmiror Complex and Macmiror, as a result of the expansion of coverage of these products through marketing network; (ii) increased sales of products with vast market potential, including Neoton and Easyhaler, as a result of increased promotion efforts; (iii) increased sales of medical devices; and (iv) the overall growth of market demand for the Group's products. Revenue generated from products sold via the provision of co-promotion and channel management services increased by 13.3% from RMB351.1 million in



the six months ended 30 June 2013 to RMB397.8 million in the Reporting Period, primarily due to increased promotion efforts for the eight Alcon products for which the Group provided co-promotion services as well as the increasing market demand for Alcon products.

### **Cost of Sales**

Cost of sales increased by 28.2% from RMB388.1 million in the six months ended 30 June 2013 to RMB497.5 million in the Reporting Period, primarily due to a substantial increase in sales volume. Cost of sales for products sold via the provision of comprehensive marketing, promotion and channel management services increased by 66.8% from RMB93.9 million in the six months ended 30 June 2013 to RMB156.6 million in the Reporting Period. Cost of sales for products sold via the provision of co-promotion and channel management increased by 15.9% from RMB294.2 million in the six months ended 30 June 2013 to RMB340.9 million in the Reporting Period.

### **Gross Profit and Gross Profit Margin**

Gross profit increased by 47.8% from RMB163.2 million in the six months ended 30 June 2013 to RMB241.3 million in the Reporting Period. The Group's average gross profit margin increased from 29.6% in the six months ended 30 June 2013 to 32.7% in the six months ended 30 June 2014, primarily due to higher proportional revenue contribution from products sold via the provision of comprehensive marketing, promotion and channel management service, which generate higher margins. The Group's gross profit margin from products sold via the provision of comprehensive marketing, promotion and channel management services increased from 53.1% in the six months ended 30 June 2013 to 54.1% in the Reporting Period. The Group's gross profit margin from products sold via the provision of co-promotion and channel management services decreased from 16.2% in the six months ended 30 June 2013 to 14.3% in the Reporting Period, primarily due to the lowering of the maximum retail prices of certain pharmaceutical products by the National Development and Reform Commission (the "NDRC") in the first half of 2013, which affected some of Alcon's products. The reduction in the maximum retail prices of certain of the Group's Alcon products affected the full six months for the Reporting Period, while it only partially impacted the six months ended 30 June 2013.

### **Other Income**

Other income decreased by 49.7% from RMB42.5 million in the six months ended 30 June 2013 to RMB21.4 million in the Reporting Period, primarily due to decrease in government grants, which was partially offset by an increase in interest on bank deposits. The government grants amounting to RMB35.1 million in the six months ended 30 June 2013 were additional grants received by the Group's wholly-owned subsidiary Naqu Area Pioneer Pharma Co., Ltd ("Naqu Pioneer") in respect of taxes paid pursuant to local government's policies to encourage local business operations. The Group did not receive similar government grants in the Reporting Period due to the temporary suspension of the refund policies.

## **Distribution and Selling Expenses**

Distribution and selling expenses increased by 37.7% from RMB47.7 million in the six months ended 30 June 2013 to RMB65.7 million in the Reporting Period. Distribution and selling expenses as a percentage of revenue increased from 8.6% in the six months ended 30 June 2013 to 8.9% in the Reporting Period, primarily due to sales expansion and increase in promotion efforts, and salaries and employee benefits for our personnel engaged in sales marketing and distribution activities.

## **Administrative Expenses**

Administrative expenses increased by 57.5% from RMB13.6 million in the six months ended 30 June 2013 to RMB21.4 million in the Reporting Period primarily due to an increase in average salaries and benefits for management and administrative staff consistent with the Group's expanded business activities. Administrative expenses as percentage of revenue increased from 2.5% in the six months ended 30 June 2013 to 2.9% in the Reporting Period.

## **Finance Costs**

Finance costs increased by 89.3% from RMB3.8 million in the six months ended 30 June 2013 to RMB7.2 million in the Reporting Period primarily due to increased average balance of bank borrowings of the Group.

## **Income Tax Expense**

Income tax expense increased by 59.4% from RMB13.8 million in the six months ended 30 June 2013 to RMB22.1 million in the Reporting Period. The Group's effective income tax rate in the six months ended 30 June 2013 and the Reporting Period was 11.1% and 14.0%, respectively. Since the beginning of 2012, the Group has been conducting business primarily through Naqu Pioneer, which was subject to a reduced EIT rate of 9%. The significant increase in income tax expense in the Reporting Period is mainly due to the recognition of RMB6.0 million of PRC withholding tax pursuant to the proposed payment of an interim dividend of RMB114.0 million.

## **Profit for the Reporting Period**

As a result of the above factors, the Group's profit increased by 22.5% from RMB111.1 million for the six months ended 30 June 2013 to RMB136.0 million for the Reporting Period. The Group's net profit margin decreased from 20.1% for the six months ended 30 June 2013 to 18.4% for the Reporting Period.

## **Liquidity and Capital Resources**

The Group has historically met its working capital and other capital requirements principally from net cash flow from operations with bank borrowings as supplement. The Group's cash and cash equivalents decreased from RMB702.1 million as of 31 December 2013 to RMB421.6 million as of 30 June 2014, primarily due to payment of final dividend and relative PRC withholding tax amounting to RMB150.0 million, and repayment of bank borrowings during the Reporting Period.



## **Inventories**

The Group's inventory balance increased by 1.1% from RMB419.8 million as of 31 December 2013 to RMB424.5 million as of 30 June 2014, primarily due to the increase in business volume as a result of which the Group increased its overall inventory levels in order to accommodate the increasing number of hospitals covered by its sales network.

## **Trade and Other Receivables**

The Group's trade and other receivables increased from RMB331.0 million as of 31 December 2013 to RMB469.9 million as of 30 June 2014, primarily due to the substantial growth of sales revenue. At the same time, trade receivables turnover days increased from 48.4 days as of 31 December 2013 to 71.4 days as of 30 June 2014, primarily due to the relatively longer credit periods granted to customers for the purchase of medical devices, sales of which increased in the Reporting Period compared to last year.

## **Trade and Other Payables**

The Group's trade and other payables increased from RMB360.7 million as of 31 December 2013 to RMB418.0 million as of 30 June 2014. The Group's trade payables turnover days increased from 116.0 days as of 31 December 2013 to 124.7 days as of 30 June 2014.

## **Bank Borrowings and Gearing Ratio**

The Group had total bank borrowings of RMB446.4 million as of 30 June 2014 as compared to RMB429.5 million as of 31 December 2013. On 30 June 2014, the effective interest rate of the Group's bank borrowings ranged from 1.20% to 5.60%. As of 30 June 2014, bank borrowings of RMB434.1 million were secured by the pledge of the Group's bank deposits. As of 31 December 2013, bank borrowings of RMB333.8 million were secured by the pledge of the Group's bank deposits and bills receivables. The Group's gearing ratio, calculated as bank borrowings divided by total assets, was 21.6% as at 30 June 2014 compared to 21.5% as at 31 December 2013.

## **EMPLOYEE AND REMUNERATION POLICY**

As of 30 June 2014, the Group had a total of 349 employees. For the Reporting Period, staff costs of the Group were RMB24.4 million as compared to RMB16.8 for the same period last year. The Group's employee remuneration policy is determined by taking into account factors such as remuneration in respect of the local market, the overall remuneration standard in the industry, the inflation level, the corporate operating efficiency and the employee's performance. The Group conducts performance appraisals once every year for its employees, the results of which are applied in annual salary review and promotional assessment. The Group's employees are considered for annual bonuses based on certain performance criteria and appraisal results. Social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations. The Group also provides continuous learning and training programs to its employees to enhance their skills and knowledge, so as to maintain their competitiveness and improve customer service. The Group did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or any material labour dispute during the Reporting Period.

## **SIGNIFICANT INVESTMENTS CONDUCTED DURING THE REPORTING PERIOD**

On 16 May 2014, pursuant to the exercise of the call option, Pioneer Singapore, entered into a share purchase agreement with Pioneer Pharma, pursuant to which Pioneer Singapore will acquire, and Pioneer Pharma will sell, 2,095,841 shares of Covex, representing approximately 24.0% of the entire issued share capital of Covex, for a total consideration of EUR1,450,000. The acquisition was completed on 18 June 2014.

## **SUBSEQUENT EVENTS AFTER THE INTERIM PERIOD**

On 1 July 2014, Pioneer Singapore, entered into a share acquisition agreement with Memory Secret S.L. (the “**Seller**”), pursuant to which Pioneer Singapore agrees to acquire, and the Seller agrees to sell, the entire issued share capital of a company incorporated in Spain (the “**Target**”) that holds approximately 44.6% equity interest in Covex for a consideration of EUR2,905,000. Following completion of the share acquisition, Pioneer Singapore will hold, together with the 24.0% interest in Covex that it already holds as of the date of this announcement, an aggregate of approximately 68.6% of the equity interest in Covex.

In addition, on 1 July 2014, Pioneer Singapore entered into a debt acquisition agreement with the creditors of the Target and Covex (the “**Creditors**”), pursuant to which Pioneer Singapore acquired, and the Creditors sold, certain debts with an aggregate face value of EUR17,226,435 owed by the Target and Covex for a consideration of EUR7,124,107.

## **INTERIM DIVIDEND**

The Board has declared an interim dividend of RMB8.5 cents per share (equivalent to HK\$10.7 cents per share) for the six months ended 30 June 2014 payable on or after Tuesday, 23 September 2014 to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on Friday, 12 September 2014.

## **CLOSURE OF THE REGISTER OF MEMBERS**

The register of members of the Company will be closed on Friday, 12 September 2014, in order to determine the entitlement to shareholders to the interim dividend. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 11 September 2014.

## **CORPORATE GOVERNANCE PRACTICE**

During the period from 1 January 2014 to 30 June 2014, the Company has adopted, applied and complied with the Corporate Governance Code (the “**Code**”) as set out in Appendix 14 to the Listing Rules.

Under the code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. Under the current organisational structure of the Company, Mr. Li Xinzhou is the chairman of the Board and chief executive officer of the Company. With extensive experience in the pharmaceutical products and medical devices industry, the Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high caliber individuals. The Board currently comprises two executive Directors, three non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

Under Code Provision A.6.7 of the Code, independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of the shareholders. Due to other engagements, Mr. Lu Yuan, Mr. Wu Mijia, Mr. Zhang Wenbin, Mr. Xu Zhonghai, Mr. Lai Chanshu and Mr. Wong Chi Hung, Stanley were unable to attend the annual general meeting of the Company held on 9 May 2014.

Save as disclosed herein, the Company has complied with the code provisions as set out in the Code for the six months ended 30 June 2014. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the Code.

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

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code contained in the Listing Rules. Specific enquiry has been made to all the Directors and the Directors have confirmed that they had complied with the required standard set out in the Model Code and the code of conduct during the period throughout the six months ended 30 June 2014.

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

For the six month ended 30 June 2014, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## **AUDIT COMMITTEE**

The principal duties of the audit committee of the Company (the "Audit Committee") include the review and supervision of the Group's financial reporting system, the preparation of financial statements and internal control procedures. It also acts as an important link between the Board and the external auditor in matters within the scope of the group audit.

The unaudited interim results for the six months ended 30 June 2014 of the Group have been reviewed by the Audit Committee.

**PUBLICATION OF INTERIM REPORT FOR THE SIX MONTHS ENDED 30 JUNE 2014**

The interim report of the Company for the six months ended 30 June 2014 will be dispatched to shareholders of the Company and available on the websites of the Company (<http://www.pioneer-pharma.com>) and the Stock Exchange (<http://www.hkexnews.hk>) in due course.

By order of the Board  
**China Pioneer Pharma Holdings Limited**  
**Li Xinzhou**  
*Chairman*

Hong Kong, 27 August 2014

*As at the date of this announcement, the Directors are Mr. LI Xinzhou, Mr. ZHU Mengjun as executive Directors, Mr. LU Yuan, Mr. WU Mijia and Mr. ZHANG Wenbin as non-executive Directors and Mr. XU Zhonghai, Mr. LAI Chanshu and Mr. WONG Chi Hung, Stanley as independent non-executive Directors.*