

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **March 31, 2017**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-34711**

**CHINA JO-JO DRUGSTORES, INC.**

(Exact name of issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**98-0557852**

(I.R.S. Employer Identification Number)

**1st Floor, Yuzheng Plaza, No. 76,  
Yuhuangshan Road Hangzhou, Zhejiang Province  
People's Republic of China**

(Address of principal executive offices)

**310002**

(Zip Code)

Registrant's telephone number, including area code **+86 (571) 88077078**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

**Common stock, \$0.001 par value**

Name of each exchange on which registered

**NASDAQ Capital Market**

Securities registered pursuant to section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of September 30, 2016, the aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$20.6 million, based on a closing price of \$1.78 per share of common stock as reported on the NASDAQ Stock Market on such date.

As of June 21, 2017, the registrant had 25,214,678 shares of common stock outstanding.

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### **Forward Looking Statements**

This report contains forward-looking statements. All forward-looking statements are inherently uncertain as they are based on current expectations and assumptions concerning future events or future performance of the registrant. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. Forward-looking statements usually contain the words "estimate," "anticipate," "believe," "expect," or similar expressions, and are subject to numerous known and unknown risks and uncertainties. In evaluating such statements, prospective investors should carefully review various risks and uncertainties identified in this report, including the matters set forth under the captions "Risk Factors" and in the registrant's other SEC filings. These risks and uncertainties could cause the registrant's actual results to differ materially from those indicated in the forward-looking statements. The registrant undertakes no obligation to update or publicly announce revisions to any forward-looking statements to reflect future events or developments.

Although forward-looking statements in this report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties, and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the heading "*Risks Relating to Our Business*" below, as well as those discussed elsewhere in this report. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. We file reports with the Securities and Exchange Commission (the "SEC"). You can read and copy any materials we file with the SEC at the SEC's Public Reference Room located at 100 F. Street, NE, Washington, D.C. 20549, on official business days during the hours of 10 a.m. to 3 p.m. You can obtain additional information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including the registrant.

*We undertake no obligation to revise or update any forward-looking statements in order to reflect any event or circumstance that may arise after the date of this report. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this report, which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.*

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## PART I

### ITEM 1. BUSINESS.

#### Overview

We are a retailer and distributor of pharmaceutical and other healthcare products typically found in a retail pharmacy in the People's Republic of China ("PRC" or "China"). Prior to acquiring Zhejiang Jiuxin Medicine Co., Ltd. ("Jiuxin Medicine") in August 2011 (see *Our Corporate History and Structure - HJ Group* below), we were primarily a retail pharmacy operator. We currently have sixty-seven (67) store locations under the store brand "Jiuzhou Grand Pharmacy" in Hangzhou city and its adjacent town Lin'an.

We currently operate in four business segments in China: (1) retail drugstores, (2) online pharmacy, (3) wholesale business selling products similar to those we carry in our pharmacies, and (4) farming and selling herbs used for traditional Chinese medicine ("TCM").

Our stores provide customers with a wide variety of pharmaceutical products, including prescription and over-the-counter ("OTC") drugs, nutritional supplements, TCM, personal and family care products, and medical devices, as well as convenience products, including consumable, seasonal, and promotional items. Additionally, we have licensed doctors of both western medicine and TCM on site for consultation, examination and treatment of common ailments at scheduled hours. Three (3) stores have adjacent medical clinics offering urgent cares (to provide treatment for minor ailments such as sprains, minor lacerations, and dizziness that can be treated on an outpatient basis), TCM (including acupuncture, therapeutic massage, and cupping) and minor outpatient surgical treatments (such as suturing). Our stores vary in size, but presently average approximately 200 square meters. We attempt to tailor each store's product offerings, physician access, and operating hours to suit the community where the store is located.

We operate our pharmacies (including the medical clinics) through the following companies in China that we control through contractual arrangements:

- Hangzhou Jiuzhou Grand Pharmacy Chain Co., Ltd. ("Jiuzhou Pharmacy"), which we control contractually, operates our "Jiuzhou Grand Pharmacy" stores;
- Hangzhou Jiuzhou Clinic of Integrated Traditional and Western Medicine (General Partnership) ("Jiuzhou Clinic"), which we control contractually, operates one (1) of our two (2) medical clinics; and
- Hangzhou Jiuzhou Medical & Public Health Service Co., Ltd. ("Jiuzhou Service"), which we control contractually, operates our other medical clinics.

We also retail OTC drugs and nutritional supplements through a website ([www.dada360.com](http://www.dada360.com)) that we operate through Zhejiang Shouantang Pharmaceutical Technology Co., Ltd. ("Shouantang Technology"), a wholly-owned subsidiary, and its subsidiary, Zhejiang Quannuo Internet Technology Co. Ltd. ("Quannuo Technology") before November 2015. In November 2015, Quannuo Technology was sold and as a result, the online pharmacy operation function was transferred to Jiuzhou Pharmacy. For the fiscal year ended March 31, 2017, retail revenue, including pharmacies, medical clinics accounted for approximately 63.5% of our total revenue, while online pharmacy revenue accounted for 18.9% of our total revenue.

Since August 2011, we have operated a wholesale business through Zhejiang Jiuxin Medicine Co., Ltd. ("Jiuxin Medicine"), distributing third-part pharmaceutical products (similar to those carried by our pharmacies) primarily to trading companies throughout China. Jiuxin Medicine is wholly owned by Jiuzhou Pharmacy. For the fiscal year March 31, 2017, wholesale revenue accounted for approximately 17.6% of our total revenue.

We also have an herb farming business cultivating and wholesaling herbs used for TCM. This business is conducted through Hangzhou Qianhong Agriculture Development Co., Ltd. ("Qianhong Agriculture"), a wholly-owned subsidiary. During the fiscal year ended March 31, 2017, we generated no revenue from our herb farming business.

Throughout this report, we will sometimes refer to Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service, as well as the subsidiaries of Jiuzhou Pharmacy, collectively as "HJ Group."

#### Our Corporate History and Structure

We were incorporated in Nevada on December 19, 2006, under the name "Kerrisdale Mining Corporation," with a principal business objective to acquire and develop mineral properties. Although we had acquired certain mining claims, we were not operational.

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On July 14, 2008, we amended our Articles of Incorporation to change our authorized capital stock from 75,000,000 shares of common stock, par value \$0.001 per share, to 500,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share. The preferred stock is “blank check,” and our Board of Directors has the right to set its designations, preferences, limitations, privileges, qualifications dividend, conversion, voting, and other special or relative rights.

On September 17, 2009, we acquired control of Renovation Investment (Hong Kong) Co., Ltd., a limited liability company incorporated in Hong Kong on September 2, 2008 (“Renovation”), pursuant to a share exchange agreement.

On September 24, 2009, we amended our Articles of Incorporation to change our name from “Kerrisdale Mining Corporation” to “China Jo-Jo Drugstores, Inc.”

On April 9, 2010, we implemented a 1-for-2 reverse stock split of our issued and outstanding shares of common stock and a proportional reduction of our authorized shares of common stock, by filing a Certificate of Change pursuant to Nevada Revised Statutes 78.209 with the Nevada Secretary of State on April 6, 2010. All share information in this report takes into account this reverse stock split.

On April 28, 2010, we completed a registered public offering of 3,500,000 shares of our common stock at a price of \$5.00 per share, resulting in gross proceeds to us, prior to deducting underwriting discounts, commissions and offering expenses, of approximately \$17,500,000.

On July 24, 2015, we closed a registered direct offering of 1.2 million shares of common stock at \$2.50 per share with gross proceeds of approximately \$3 million from its effective shelf registration statement on Form S-3.

On January 23, 2017, we completed a private offering of 4,840,000 shares of the common stock at a price of \$2.20 per share with gross proceeds of approximately \$10,648,000.

### ***Renovation***

Renovation was formed by the owners of HJ Group as a special purpose vehicle to raise capital overseas, in accordance with requirements of China’s State Administration of Foreign Exchange (“SAFE”). SAFE issued the *Notice on Relevant Issues Concerning Foreign Exchange Administration for Financing and Round-Trip Investment Undertaken by Domestic Residents Through Overseas Special-Purpose Vehicle* (“Circular No. 75”) on October 21, 2005. To further clarify the implementation of Circular 75, on May 31, 2007, SAFE issued a supplementary official notice known as *Hui ZhongFa [2007] No. 106* (“Circular 106”). Circular 75 and Circular 106 require the owners of any Chinese company to obtain SAFE’s approval before establishing an offshore holding company structure for foreign financing as well as subsequent acquisition matters in China. Accordingly, the owners of HJ Group submitted their applications to SAFE on July 25, 2008. On August 16, 2008, SAFE approved the applications, permitting these Chinese nationals to establish Renovation as an offshore, special purpose vehicle which was permitted to have foreign ownership and participate in foreign capital raising activities. After SAFE’s approval the owners of HJ Group became holders of one hundred percent (100%) of Renovation’s issued and outstanding capital stock on September 2, 2008. See “*Relevant PRC Regulations - SAFE Registration*” below.

### ***Jiuxin Management***

Zhejiang Jiuxin Investment Management Co., Ltd. (“Jiuxin Management”) was organized in the PRC on October 14, 2008. Since all of its issued and outstanding capital stock is held by Renovation, a Hong Kong company, Jiuxin Management is deemed a “wholly foreign owned enterprise” (“WFOE”) under applicable PRC laws.

### ***Jiutong Medical***

Hangzhou Jiutong Medical Technology Co., Ltd. (“Jiutong Medical”) was organized in the PRC on December 20, 2011. Like Jiuxin Management, Jiutong Medical is also deemed a WFOE because it is wholly owned by Renovation. In November 2013, Jiutong Medical acquired the right to use of a piece of land, on which we plan to establish a herb processing plant in the future. As of March 31, 2017, we have not started constructing the plant.

### ***Shouantang Technology***

Shouantang Technology was organized in the PRC on July 16, 2010. Like Jiuxin Management and Jiutong Medical, it is also deemed a WFOE because it is wholly owned by Renovation.

In November 2010, Shouantang Technology acquired one hundred percent (100%) of Quannuo Technology and its wholly-owned subsidiary, Hangzhou Quannuo Grand Pharmacy Co., Ltd. (“Hangzhou Quannuo”), pursuant to an equity ownership transfer agreement. Quannuo Technology was organized in the PRC on July 7, 2009, and Hangzhou Quannuo was established on July 8, 2010. Hangzhou Quannuo currently has no operations and has terminated its SAIC license in April 2015.

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In November 2015, we sold all of the equity interests of Quannou Technology to six individuals for approximately \$17,121 (RMB107,074). Quannou Technology used to perform technical supports to our online pharmacy and incurred accumulated loss over the last five years. After the sale, its technical support function has been transferred back to Jiuzhou Pharmacy, which hosts our online pharmacy.

### ***Qianhong Agriculture***

Qianhong Agriculture was organized in the PRC on August 10, 2010 and is now carrying out our herb farming business. As of March 31, 2017, we have not harvested or sold any herbs.

### ***Sanhao Pharmacy***

On October 9, 2014, the Company, through Jiuzhou Pharmacy, acquired Sanhao Grand Pharmacy Chain Co., Ltd. (“Sanhao Pharmacy”), a local drugstore chain located in Hangzhou, for \$1.56 million (RMB9.6 million). In January 2015, eight stores of Sanhao Pharmacy with the qualification of Social Health Insurance (“SHI”) have been relocated to major resident areas with significant store improvements. The eight stores are now operating under the brand name “Jiuzhou Pharmacy”. Two stores without SHI license have been closed as of March 31, 2015. The remaining one store without SHI license was closed in August 2015. In October 2015, Sanhao Pharmacy was completely dissolved.

### ***Shouantang Bio***

On October 11, 2014, the Company, through Jiuzhou Pharmacy, formed Shouantang Bio-technology Co., Ltd. (“Shouantang Bio”) by contributing \$0.16 million (RMB1 million) as its register capital. Shouantang Bio is formed to sell nutritional supplements under its own brand name, Shouantang.

### ***Jiuyi Technology***

On September 10, 2015, Renovation set up a new entity named Hangzhou JiuYi Medical Technology Co. Ltd. (“Jiuyi Technology”) with a registered capital of \$5 million, to provide additional technical support such as webpage development to our online pharmacy business. Jiuyi Technology is located in Hangzhou, China.

### ***Lin'an Jiuzhou***

On March 31, 2017, the Company, through Jiuxin Management, formed Lin'an Jiuzhou Grand Pharmacy Co. Ltd. (“Lin'an Jiuzhou”) with a registered capital of \$725,570 (RMB 5 million), to expand our retail pharmacies in Lin'an City.

### ***HJ Group***

Jiuzhou Pharmacy is a PRC limited liability company established on September 9, 2003 by the Key Personnel: Mr. Lei Liu (55%), Mr. Chong'an Jin (23%) and Ms. Li Qi (22%). Hangzhou Kuaileren Grand Pharmacy Co., Ltd. (“Kuaileren”), originally a subsidiary of Jiuzhou Pharmacy, was dissolved on April 9, 2011. Prior to its dissolution, Kuaileren operated a “Kuaileren Grand Pharmacy” store, which is now a “Jiuzhou Grand Pharmacy” store. On July 2014, Mr. Chong'an Jin transferred all of his equity interests he held in Jiuzhou Pharmacy to Mr. Lei Liu and Ms. Li Qi. As a result, now Mr. Lei Liu has held 61% and Ms. Li Qi has held 39% equity interests of Jiuzhou Pharmacy.

Jiuzhou Pharmacy currently has one subsidiary, Jiuxin Medicine, which was organized in the PRC on December 31, 2003. In April 2011, Jiuzhou Pharmacy entered into an equity ownership transfer agreement with the owners of Jiuxin Medicine, and its business license was transferred to Jiuzhou Pharmacy, although no consideration was paid. On August 25, 2011, the acquisition of Jiuxin Medicine was completed for \$4.7 million (RMB 30 million.)

Jiuzhou Clinic is a PRC general partnership established on October 10, 2003 by the Key Personnel: Mr. Liu (39%), Mr. Jin (31%) and Ms. Qi (30%). Jiuzhou Clinic is a medical practice currently operating adjacent to the “Jiuzhou Grand Pharmacy” store in Daguan, providing primary, urgent, minor surgical and traditional medical care services. Additionally, Jiuzhou Clinic’s physicians consult with and examine patients at other “Jiuzhou Grand Pharmacy” stores.

Jiuzhou Service is a PRC limited liability company established on November 2, 2005 by the Key Personnel: Mr. Liu (39%), Mr. Jin (31%) and Ms. Qi (30%). Jiuzhou Service is licensed as a healthcare management company and currently manages the medical clinic operating adjacent to the “Jiuzhou Grand Pharmacy” store in Wenhua, providing services similar to those at the Daguan clinic. Shouantang Health is a subsidiary of Jiuzhou Service that was established in December 2013 and was closed in April 2015.

We control HJ Group through contractual arrangements. See “*Contractual Arrangements with HJ Group and the Key Personnel*” below.

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### ***Contractual Arrangements with HJ Group and the Key Personnel***

Our relationships with HJ Group and the Key Personnel are governed by a series of contractual arrangements that they have entered into with Jiuxi Management.

PRC regulations on foreign investment currently permit foreign companies to establish or invest in WFOEs or joint ventures that engage in wholesale or retail sales of pharmaceuticals in China. For retail sales, however, these regulations restrict the number and size of pharmacies that a foreign investor may own. If a chain operates more than thirty (30) stores and sells branded pharmaceutical products from different suppliers, a foreign investor may own only up to forty nine percent (49%) of such chain. The contractual arrangements with Jiuzhou Pharmacy enable us to bypass such restrictions, since neither we nor our subsidiaries own equity interests in Jiuzhou Pharmacy, while at the same time we retain control of its drugstore chain by virtue of the contractual arrangements.

Similarly, PRC regulations place certain restrictions on foreign ownership of medical practice. Foreign investors can only acquire ownership interest through a Sino-foreign joint venture and not through a WFOE. Since we do not have actual equity interests in Jiuzhou Clinic or Jiuzhou Service, and instead control these entities through contractual arrangements, such regulations do not apply to us or our structure.

Under PRC laws, Jiuxin Management, Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic are each independent business entities not exposed or subject to the liabilities incurred by any of the other three (3) entities. The contractual arrangements constitute valid and binding obligations of the parties to such agreements. Each of the contractual arrangements, and the rights and obligations of the parties thereto, are enforceable and valid in accordance with the laws of the PRC. These contractual arrangements, as amended and in effect, include the following:

**Consulting Services Agreement.** Pursuant to certain exclusive consulting services agreements (the "Consulting Services Agreement"), Jiuxi Management has the exclusive right to provide Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic with general business operation services, including advice and strategic planning, as well as consulting services related to their current and future operations (the "Services"). Additionally, Jiuxin Management owns the intellectual property rights developed or discovered through research and development, in the course of providing the Services, or derived from the provision of the Services. Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic must each pay a quarterly consulting services fee in RMB to Jiuxin Management that equal to its profits for such quarter. This agreement is in effect until and unless terminated by written notice of a party to the agreement in the event that: (a) a party becomes bankrupt, insolvent, is the subject of proceedings or arrangements for liquidation or dissolution, ceases to carry on business, or becomes unable to pay its debts as they become due; (b) Jiuxin Management terminates its operations; or (c) circumstances arise which would materially and adversely affect the performance or the objectives of the agreement. Jiuxin Management may also terminate the agreement with any of Jiuzhou Pharmacy, Jiuzhou Service or Jiuzhou Clinic if one of them breaches the terms of the agreement, or without cause.

**Operating Agreement.** Pursuant to the operating agreement, Jiuxin Management agrees to guarantee the contractual performance by Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic of their agreements with any third party. In return, the Key Personnel must appoint designees of Jiuxi Management to the boards of directors and senior management of Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic. In addition, each of Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic agrees to pledge its accounts receivable and all of its assets to Jiuxin Management. Moreover, without the prior consent of Jiuxin Management, Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic cannot engage in any transactions that could materially affect the respective assets, liabilities, rights or operations, including, without limitation, incurrence or assumption of any indebtedness, sale or purchase of any assets or rights, incurrence of any encumbrance on any of their assets or intellectual property rights in favor of a third party, or transfer of any agreements relating to their business operations to any third party. They must also abide by corporate policies set by Jiuxin Management with respect to their daily operations, financial management and employment issues. The term of this agreement is from August 1, 2009 until the maximum period of time permitted by law. Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic cannot terminate this agreement.

**Equity Pledge Agreement.** Pursuant to certain equity pledge agreements (the "Equity Pledge Agreement"), the Key Personnel have pledged all of their equity interests in Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic to Jiuxin Management in order to guarantee these companies' performance of their respective obligations under the Consulting Services Agreement. If these companies or the Key Personnel breach their respective contractual obligations, Jiuxin Management, as pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. The Key Personnel have also agreed that upon occurrence of any event of default, Jiuxin Management shall be granted an exclusive, irrevocable power of attorney to take actions in the place and stead of the Key Personnel to carry out the security provisions of this agreement, and to take any action and execute any instrument that Jiuxin Management may deem necessary or advisable to accomplish the purposes of this agreement. The Key Personnel agree not to dispose of the pledged equity interests or take any actions that would prejudice Jiuxin Management's interests. This agreement will expire two (2) years after the obligations of Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic under the Consulting Services Agreement have been fulfilled.

**Option Agreement.** Pursuant to the option agreement, the Key Personnel irrevocably grant Jiuxin Management or its designee an exclusive option to purchase, to the extent permitted under PRC law, all or part of their equity interests in Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic for the cost of the initial contributions to the registered capital or the minimum amount of consideration permitted by applicable PRC law. Jiuxin Management or its designee has sole discretion to decide when to exercise the option, whether in part or in full. The term of this agreement is from August 1, 2009 until the maximum period of time permitted by law.

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Proxy Agreement. Pursuant to the proxy agreement, the Key Personnel irrevocably grant a designee of Jiuxin Management the right to exercise the voting and other ownership rights of the Key Personnel in Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic, including the rights to (i) attend any meeting of the Key Personnel (or participate by written consent in lieu of such meeting) in accordance with applicable laws and each company's incorporating documents, (ii) sell or transfer all or any of the equity interests of the Key Personnel in these companies, and (iii) appoint and vote for the companies' directors. The proxy agreement may be terminated by mutual consent of the parties or upon thirty (30) days' written notice from Jiuxin Management.

Other than as pursuant to the foregoing contractual arrangements, Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic cannot transfer any funds generated from their respective operations. The contractual arrangements were originally entered into on August 1, 2009, and amended on October 27, 2009.

### **Our Current Corporate Structure**

The following diagram illustrates our current corporate structure as of March 31, 2017:

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The table below summarizes the status of the registered capital of our PRC subsidiaries and controlled companies as of the date of this report:

Entity Name	Entity Type	Registered Capital	Registered Capital Paid	Due Date for Unpaid Registered Capital
Jiutong Medical	Subsidiary	USD 2,600,000	USD 2,600,000	N/A
Jiuzhou Clinic	VIE	N/A	N/A	N/A
Jiuzhou Pharmacy	VIE	USD 733,500	USD 733,500	N/A
Jiuzhou Service	VIE	USD 73,350	USD 73,350	N/A
Jiuxin Management	Subsidiary	USD 14,500,000	USD 14,500,000	N/A
Jiuxin Medicine	VIE	USD 1,564,000	USD 1,564,000	N/A
Qianhong Agriculture	Subsidiary	USD 1,497,000	USD 1,497,000	N/A
Shouantang Technology	Subsidiary	USD 11,000,000	USD 11,000,000	N/A
Shouantang Bio	Subsidiary	USD 162,900	USD 162,900	N/A
Jiuyi Technology	Subsidiary	USD 5,000,000	USD 2,500,000	September 25, 2026
Lin'an Jiuzhou	Subsidiary	USD 725,570	USD 72,557	March 31, 2027
Kahamadi Bio	Associate	USD 1,451,140	USD 46,152	May 1, 2036

## Our Business

### Pharmacies

We currently have sixty-seven (67) pharmacies throughout Hangzhou, the provincial capital of Zhejiang and neighborhood cities. Pharmacy sales accounted for approximately 77.1% of our retail revenue, and 63.6% of our total revenue, for the fiscal year ended March 31, 2017. We offer primarily third-party products at our pharmacies, including:

- Approximately 1,300 prescription drugs (258 of which require a physician's prescription and the rest requires customer personal information registration only), sales of which accounted for approximately 33.0% of our retail revenue for the fiscal year ended March 31, 2017;
- Approximately 1,450 OTC drugs, sales of which accounted for approximately 43.2% of our retail revenue for the fiscal year ended March 31, 2017;
- Approximately 410 nutritional supplements, including a variety of healthcare supplements, vitamin, mineral and dietary products, sales of which accounted for approximately 8.1% of our retail revenue for the fiscal year ended March 31, 2017;
- TCM, including drinkable herbal remedies and pre-packaged herbal mixtures for making soup, sales of which accounted for approximately 8.0% of our retail revenue for the fiscal year ended March 31, 2017;
- Sundry products (i.e., personal care products such as skin care, hair care and beauty products, convenience products such as soft drinks, packaged snacks, and other consumable, cleaning agents, stationeries, and seasonal and promotional items tailored to local consumer demand for convenience and quality), sales of which accounted for approximately 1.7% of our retail revenue for the fiscal year ended March 31, 2017; and
- Medical devices (i.e., family planning and birth control products, early pregnancy test products, portable electronic diagnostic apparatus, rehabilitation equipment, and surgical tools such as hemostats, needle forceps and surgical scissors), sales of which accounted for approximately 6.0% of our retail revenue for the fiscal year ended March 31, 2017.

We favor retail locations in well-established residential communities with relatively concentrated consumer purchasing power, and evaluate potential store sites to assess consumer traffic, visibility and convenience. Depending on its size, each drugstore has between two (2) to eight (8) pharmacists on staff, all of whom are properly licensed. We accept prescriptions only from licensed health care providers, and verify the validity, accuracy, and completeness of all prescriptions. We also ask all prescription customers to disclose their drug allergies, current medical conditions, and current medications. Each pharmacy also maintains a TCM counter staffed by licensed herbalists.

After opening, a location without SHI coverage may take up to one year to achieve our projected revenue goals for that particular location. Various factors influence individual store revenue including, but not limited to: location, nearby competition, local population demographics, square footage, and government insurance coverage.

All of our sixty-seven (67) drugstores are located in Hangzhou city and its adjacent town Lin'an.

To enhance customer experience, we have licensed physicians available at several of "Jiuzhou Grand Pharmacy" locations for consultation, examination and treatment of common ailments at scheduled hours. In addition, our Daguan, Wenhua and Xiasha stores have adjoining medical clinics that provide urgent care (such as sprains, minor lacerations, and dizziness), TCM treatments (including acupuncture, therapeutic massage, moxibustion, and cupping), and minor outpatient surgical treatments (such as suturing).

To ensure quality and personal attention for patients, we employ only licensed doctors and certified nurses and technicians, and patient treatments at our three (3) clinics follow nationally established clinical practice guidelines from China's Ministry of Health. We currently have fifty-seven (57) physicians and eleven (11) clinic staff. In-store consultations and examinations by our physicians are provided free-of-charge to ensure that customers are being prescribed and taking the appropriate medicines for their ailments, and to afford customers convenience.

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We view our medical services as more consumer-driven than other health care specialties, because consumers requiring the types of medical services that we provide often seek treatment on their own accord. We have developed our medical services to respond to the public need for convenient access to medical consultations and/or care and the significant savings that we can provide as compared to a more traditional medical setting such as a hospital. Many of our patients often need immediate access to medical services, do not have a regular physician, or may lack suitable alternatives. Patient flow is derived from the physical presence of our drugstores, not from pre-existing doctor-patient relationships or referrals from other healthcare providers.

We generate limited revenue directly from our clinics. However, our clinic brings in the patients flow into our stores, where they make medicine purchase.

### ***Online Sales***

Since May 2010, we have been retailing OTC drugs and nutritional supplements on the Internet at [www.dada360.com](http://www.dada360.com). Before November 2015, our subsidiary Quannuo Technology operated and maintained the website pursuant to the Internet Pharmaceutical Transaction Service Qualification Certificate issued by the State Food and Drug Administration (the “SFDA”) of Zhejiang Province, which allows us to engage in online retail pharmaceutical sale throughout China. As we sold all our equity interests in Quannuo Technology in November 2015, we have transferred our online pharmacy operation function to Jizhou Pharmacy. We have established payment methods with banks and online intermediaries such as Alipay, and are cooperating with business-to-consumer online vendors such as Taobao. By using Taobao’s platform, we can be exposed to a wider range of customers.

Online sales accounted for approximately 22.9% of our retail revenue, and 18.9% of our total revenue, for the fiscal year ended March 31, 2017.

### ***Wholesale***

Since acquiring Jiuxin Medicine in August 2011, we have been distributing similar third-party products offered at our pharmacies primarily to drug distributors throughout China, including:

- Approximately 1,065 prescription drugs, the sales of which accounted for approximately 55.6% of our wholesale revenue for the fiscal year ended March 31, 2017;
- Approximately 1,284 OTC drugs, the sales of which accounted for approximately 42.5% of our wholesale revenue for the fiscal year ended March 31, 2017;
- Approximately 208 nutritional supplements, the sales of which accounted for approximately 0.4% of our wholesale revenue for the fiscal year ended March 31, 2017;
- TCM products, the sales of which accounted for approximately 1.5% of our wholesale revenue for the fiscal year ended March 31, 2017;
- Sundry products, the sales of which accounted for approximately 0.0% of our wholesale revenue for the fiscal year ended March 31, 2017; and
- Medical devices, the sales of which accounted for approximately 0.0% of our wholesale revenue for the fiscal year ended March 31, 2017.

Our initial wholesale strategy was to scale the size of Jiuxin Medicine’s business as quickly as possible through very competitive prices so that we could qualify to sell directly to hospital-affiliated pharmacies, which we estimate to represent over eighty percent (80%) sales of the pharmacies in China. However, that strategy has largely proven unprofitable, so we refocused our strategy on profitability starting in the third quarter of fiscal 2014. As local hospitals had stronger ties with their existing suppliers, during the year ended March 31, 2017, we had not been able to make significant progress. Wholesale revenue accounted for approximately 17.6% of our total revenue for the fiscal year ended March 31, 2017.

### ***Herb Farming***

From 2010 to the third quarter of fiscal 2013, we had been cultivating and harvested ten (10) types of herbs, such as fructusrubi (used in TCM to promote blood circulation), white atractylodes rhizome (used in TCM to treat physical and mental fatigue), atractylodesmacrocephala (used in TCM to control sweating), ginkgo seeds (used in TCM to treat asthma), and maidenhair trees used for TCM on approximately forty eight (48) acres of leased land in Lin’ai approximately thirty (30) miles from Hangzhou.

We planted ginkgo and maidenhair trees during the year ended March 31, 2013. A ginkgo tree may have a growth period of up to twenty years before it is mature enough to harvest. Usually, the longer it grows, the more valuable it becomes. We plan to continue cultivating the trees in order to maximize their market value in the future. During the year ended March 31, 2017, we have cultivated white tea among the ginkgo trees. We anticipate that we will continue growing trees and cultivating other herbs in the future.

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Actual planting, cultivating and harvesting are done by local farmers organized and managed by the local village government. The farmers are compensated for their labor on an hourly basis. We also employed agricultural specialists under Qianhong Agriculture to monitor the farming activities. Harvested herbs are generally sold to a local vendor.

Herb farming revenue accounted for no revenue for the fiscal year ended March 31, 2017.

## **Our Customers**

### ***Retail Customers***

For the fiscal year ended March 31, 2017, our pharmacies collectively served an average of approximately 12,500 customers per day. We periodically conduct qualitative customer surveys to help us build a stronger understanding of our market position and our customers' purchasing habits.

Pharmacy customers pay by cash, debit or credit card, mobile devices or medical insurance cards under Hangzhou and Zhejiang's medical insurance programs. During the fiscal year ended March 31, 2016, approximately 30.6% of our pharmacy revenue came from cash sales, 47.4% from Hangzhou's medical insurance cards (where most of our pharmacies are located), and 22.0% from debit and credit cards, Zhejiang's medical insurance cards and other charge cards.

We maintain strict cash control procedures at our pharmacies. Our integrated information management system records the details of each sale, which we control from our headquarters. Depending on each location's sales activities, cash may be deposited daily or several times per week in designated bank accounts.

For sales made to eligible participants in the national medical insurance program, we generally obtain payments from the relevant government social security bureaus on a monthly basis. See "*Relevant PRC Regulations - Reimbursement under the National Medical Insurance Program*." According to relevant regulations, a drugstore must operate for at least one (1) year before it can apply to be licensed to accept Hangzhou's medical insurance cards. As of the date of this report, fifty-six (56) of our sixty-seven (67) "Jiuzhou Grand Pharmacy" stores are licensed to accept medical insurance cards while four (4) will apply for approval in the near future. Those of our stores that accept medical insurance cards are designated as such by clear signage on their storefront windows.

### ***Online Sales Customers***

Our online customers mainly consist of consumers below thirty five (35) years old. While our website is accessible throughout China, approximately forty-five percent (45%) of our online sales during the fiscal year ended March 31, 2017, were from Zhejiang and neighboring Jiangsu and Shanghai.

### ***Wholesale Customers***

Our wholesale customers are primarily third-party trading companies that purchase from us to resell to pharmacies throughout China. We also supply some hospitals and pharmacies, although they collectively make up less than 10.0% of our wholesale customers currently. HuaDong Pharmaceutical Co., Ltd accounted for approximately 17.2% of our wholesale revenue, and 3.0% of our total revenue, for the fiscal year ended March 31, 2017. This customer is neither related to nor affiliated with us.

### ***Herb Farming Customers***

Our farming customers primarily include local herb vendors. For the fiscal year ended March, 31, 2017, we have not harvested or sold any herbs.

## **Marketing and Promotion**

Our marketing and promotion efforts are focused on our retail segment, particularly our pharmacies, and our strategy is to build brand recognition, increase customer flow, build strong customer loyalty, maximize repetitive customer visits, and develop incremental revenue opportunities.

Our marketing department designs chain-wide marketing efforts while each store designs local promotions based on local demographics and market conditions. We also launch single store promotional campaigns and community activities in connection with the opening of new stores. Our store managers and staff are also encouraged to propose their own advertising and promotional plans, including holiday promotions, posters and billboards. In addition, we offer special discounts and gift promotions for selected merchandise periodically in conjunction with our suppliers' marketing programs. We also provide ancillary services such as providing free blood pressure readings in our stores.

Many of our promotional programs are designed to encourage manufacturers to invest resources to market their brands within our stores. We charge manufacturers promotional fees in exchange for the right to promote and display their products in our stores during promotional periods. We also allow manufacturers and distributors to station salespeople in our stores to promote their products, for which we receive a fee. Since manufacturers provide purchasing incentives and information to help customers to make informed purchase decisions, we believe that manufacturer-led promotions improve our customers' shopping experience. We work to maintain strong inventory positions for merchandise featured in our promotions, as we believe this increases the effectiveness of our spending on promotional activities.

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We run advertisements periodically in selected newspapers to promote our brands and the products carried in our stores. Under our agreements with certain newspapers, we run one-page weekly or monthly advertisements, and the newspapers publish healthcare-related feature articles relating to our advertised products on or around the dates of our advertisements. We also promote our brands and products using billboards and radio and television commercials. Depending on our agreement with a particular manufacturer, advertising expenses are borne either by us, the manufacturer of the products being advertised, or are shared as a joint expense. Our advertisements are designed to promote our brands, our corporate image and the prices of products available for sale in our stores.

As part of our marketing campaign, we offer rewards cards to customers, which provide certain exclusive discounts. After a customer signs up for the rewards card, we communicate via the customer's preferred method: e-mail, traditional mail or text messages. For the fiscal year ended March 31, 2017, approximately 75.6% of our customers used their rewards card to make purchases. We intend to further extend this program to enhance the customer experience and for customer retention.

Our clinic staff also regularly offers free seminars and outreach programs covering various health issues that are topical to the communities where our stores are located. Such events are designed not only to raise public health awareness, but to reach potential customers for our drugstores.

To promote our online business, we are cooperating with Taobao, the largest online vendor in China, to help raise awareness among potential customers. Taobao lists our products on their platform, which then directs consumers back to our website to make their purchases.

### **Logistics**

We use Jiuxin Medicine's resources to support our logistics needs in Hangzhou. Such resources include its 12,000 square meters facility located approximately seven (7) miles from our headquarters, which serves as our central distribution center. Jiuxin Medicine's staff and vehicles make regular deliveries to our pharmacies and wholesale customers.

We employ third-party logistics companies for deliveries to our pharmacies and wholesale customers outside Hangzhou. We believe that reliable logistics providers are readily available and can be replaced without any material interruptions to our business.

### **Suppliers**

We currently source retail products from approximately 350 suppliers, including trading companies and direct manufacturers. We source wholesale products from approximately 150 suppliers, including many of those that provide our retail products. For the fiscal year ended March 31, 2017, two (2) suppliers, HuaDong Pharmaceutical Co., Ltd. and Zhejiang Yingte Pharmaceutical Co. Ltd. accounted for more than twenty-nine percent (29.3%) and thirteen percent (13.1%) of our total purchases and total purchase deposits. The suppliers are neither related to nor affiliated with us.

We believe that competitive sources are readily available for substantially all of the products we require for our retail and wholesale businesses. As such, we believe that we can change suppliers without any material interruption to our business. To date, we have not experienced any significant difficulty in sourcing our requirements.

### **Quality Control**

We place strong emphasis on quality control, which starts with procurement. In addition to their market acceptance and costs, we select products based on Good Manufacturing Practice and Good Supply Practice ("GSP") compliance status of their suppliers. We also assess product quality based on the facilities and capabilities of its manufacturer, including technology, packaging and logistics. We conduct random quality inspections of each batch of products we procure, and replace any supplier who fails to pass such inspections.

We also enforce strict quality control measures at our distribution center. All products are screened upon their arrival, and those with evidence of defects or damages are immediately rejected. Products that pass the screening process are recorded and stored strictly according to each manufacturer's temperature and other requirements. Products (for both our pharmacies and wholesale customers) are verified against the appropriate delivery orders prior to leaving the facility. We use vehicles with cold-temperature storage to make deliveries as necessary.

All of our pharmacy employees participate in a mandatory thirty six (36) hour training program regarding quality control annually, and we regularly dispatch quality inspectors to our stores to monitor the service quality of our staff.

### **Competition**

The drugstore industry in China is intensely competitive, rapidly evolving and highly fragmented. We compete on the basis of store location, merchandise selection, prices and brand recognition. Many of our competitors include large, national drugstore chains that may have more financial resources, stronger brand strength, and management expertise than us, including China Nepstar Chain Drugstore Ltd., LBX Pharmacy, and TianTianHao Gran Pharmacy. Other competitors include local and independent drugstores and government-operated pharmacies, as well as discount stores, convenience stores, and supermarkets with respect to sundry and other non-medicinal products that we carry.

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The wholesale pharmaceutical distribution industry in China is likewise competitive and highly fragmented. We compete with regional distributors, such as Zhengchen Pharmaceutical Co., Ltd. and Hangzhou Xiaoran Pharmaceutical Co., Ltd., as well as national operators such as Fengwoda Pharmaceutical Co. Ltd. and Jiuzhoutong Pharmaceutical Co., Ltd. These competitors have substantially greater logistics capacities and more financial resources, as well as more industry-relevant experience, than us.

The online pharmacy is an emerging business in China. We are competing with other online vendors that may be supported by major drugstore chains or initiated by smaller local drugstore chains. In order to compete effectively, we are cooperating with Taobao, the largest online vendor in China. We also put in significant efforts selecting products we believe are most suitable for online sales, such as those we have the exclusive right to sell. We have spent considerable efforts identifying popular products that can drive sales, while maintaining our attention on cost. In fiscal 2017, we have kept working with large insurance companies in China such as the People's Insurance Company (Group) of China Limited, who sells online products to their customers that have purchased health insurance from them. Commercial health insurance has expanded quickly in recent years in China, especially after the government started to control its Social Health Insurance ("SHI") budget. We expect the close cooperation with commercial insurance companies and active strategy on e-commerce platforms will drive up our online sales.

China's herb market is highly specialized. We have not incurred any herb sales in fiscal 2017.

### **Intellectual Property**

We currently have the following trademarks registered with the Trademark Office of the SAIC:

- "JiuzhouTongxin" is a Classes 5 and 35 trademark (for pharmaceuticals and advertisement) issued on February 14, 2011 and March 7, 2013 respectively, registered under Jiuzhou Pharmacy, which we plan to use to brand certain products that we may sell in our stores;
- "Jiuzhou" is a Classes 5, 35 and 44 trademark (for medical services) issued in April and May 2012, registered under Jiuzhou Pharmacy, which we plan to use to brand our medical services;
- "Shouantang" a Classes 5, 10, 30, 35 and 44 trademark (for pharmaceuticals, construction, food, advertisement and medical services) issued on October 2011, and a Classes 3, 42, 6, 19, 20, 24, 31, 26, 32 and 29 (for oil, diary and etc.) trademark issued in August and October 2015, registered under Jiuzhou Pharmacy, which we are using to brand certain products that we sell in our stores; and
- "Jinyuliangyan" is a Class 29 trademark (for food and oil) issued in June 2011, registered under Jiuzhou Pharmacy, which we are using to brand certain products that we sell in our stores; and
- "Jiuying" is a Classes 5, 35 and 44 trademark (for healthcare and nutritional supplement) issued in December 2012 and February 2013, registered under Jiuzhou Service, which we are using to brand our service and products that we sell in our clinics;

We own and operate the following websites: [www.dada360.com](http://www.dada360.com) (for online sales), [www.jiuzhou-drugstore.com](http://www.jiuzhou-drugstore.com) (our corporate website used in China), and [www.chinajojodrugstores.com](http://www.chinajojodrugstores.com) (our English-language corporate website). We also own two (2) inactive domain names. We do not own any patents, nor do we have any pending patent applications, and we are not a beneficiary of any licenses, franchises, concessions or royalty agreements.

All of our employees are required to enter into written employment agreements with us, pursuant to which they are subject to confidentiality obligations.

### **Employees**

As of March 31, 2017, we had 893 employees combined in our retail and wholesale operations, including 846 full-time and 47 part-time employees. The number of employees for each area of operations, and such employees as a percentage of our total workforce, are as follows:

	<b>As of March 31, 2017</b>	
	<b>Employees</b>	<b>Percentage</b>
Non-pharmacist store staff	169	18.9%
Pharmacists	327	36.6%
Management - non-pharmacists	81	9.1%
Physicians	55	6.2%
Non-physician clinic staff	27	3%
Wholesale - non-warehouse	37	4.1%
Wholesale - warehouse	51	5.7%
Online pharmacy - technicians	92	10.3%
Online pharmacy - non-technicians	7	0.8%
<b>Total</b>	<b>893</b>	<b>100.00%</b>

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We place strong emphasis on the quality of our employees at all levels, including in-store pharmacists and store staff who interact with our customers directly. We provide extensive training for newly recruited employees in the first three (3) months of their employment. The training is designed to encompass a number of areas, such as knowledge about our products and how best to interact with our customers. In addition, we regularly carry out training programs on medicinal information, nutritional information, and selling skills for our store staff and in-store pharmacists. We believe these programs have played an important role in strengthening the capabilities of our employees.

Various drug manufacturers also pay us to have their representatives in our drugstores, and accordingly, we train them in our store policies and procedures.

### **Relevant PRC Regulations**

#### ***SAFE Registration***

In October 2005, SAFE issued Circular 75. Circular 75 regulates foreign exchange matters in relation to the use of a special purpose vehicle by PRC residents to seek offshore equity financing and conduct “round trip investment” in China. The Key Personnel, who are PRC residents, are in compliance with Circular 75 and its implementing circulars.

#### ***Dividend Distribution***

Under current applicable laws and regulations, each of our consolidated PRC entities, including WFOEs and domestic companies, may pay dividends only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, each of our consolidated PRC entities is required to set aside at least ten percent (10%) of its after-tax profit based on PRC accounting standards each year to its statutory surplus reserve fund until the accumulative amount of such reserve reaches fifty percent (50%) of its registered capital. These reserves are not distributable as cash dividends. As of March 31, 2017, the accumulated balance of our statutory reserve funds reserves amounted to \$1.31 million, and the accumulated loss of our consolidated PRC entities amounted to \$3.11 million.

#### ***Taxation***

The current PRC Enterprise Income Tax Law (the “EIT Law”), and the implementation regulations for the EIT Law issued by China’s State Council became effective as of January 1, 2008. Under the EIT Law, enterprises are classified as either resident or non-resident enterprises. An enterprise established outside of China with its “de facto management bodies” located within China is considered a “resident enterprise,” meaning that it can be treated in a manner similar to a Chinese enterprise for enterprise income tax purposes. The implementing rules of the EIT Law defines a “de facto management body” as a managing body that in practice exercises “substantial and overall management and control over the production and operations, personnel, accounting, and properties” of the enterprise; however, it remains unclear whether the PRC tax authorities would deem our managing body as being located within China. Due to the relatively short history of the EIT Law and lack of applicable legal precedents, the PRC tax authorities determine the PRC tax resident treatment of entities organized under the laws of foreign jurisdictions on a case-by-case basis.

If the PRC tax authorities determine that we are a resident enterprise for PRC enterprise income tax purposes, a number of PRC tax consequences could follow. Firstly, we may be subject to enterprise income tax at a rate of twenty five percent (25%) on our respective worldwide taxable income, as well as PRC enterprise income tax reporting obligations. Secondly, although the EIT Law provides that “dividends, bonuses and other equity investment proceeds between qualified resident enterprises” is exempted income, and the implementing rules of the EIT Law refer to “dividends, bonuses and other equity investment proceeds between qualified resident enterprises” as the investment proceeds obtained by a resident enterprise from its direct investment in another resident enterprise, it is still unclear whether the dividends we receive from Jiuxin Management would be classified as “dividends between qualified resident enterprises” and therefore qualify for tax exemption.

If we are treated as a non-resident enterprise under the EIT Law, then any dividends that we may receive from Jiuxin Management (assuming such dividends were considered sourced within the PRC) (i) may be subject to a five percent (5%) PRC withholding tax, provided that we own more than twenty five percent (25%) of the registered capital of Jiuxin Management incessantly within twelve (12) months immediately prior to obtaining such dividends from Jiuxin Management, and if the *Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income* (the “Arrangement”) is applicable, or (ii) if the Arrangement does not apply (i.e. the PRC tax authorities may deem us to be a conduit not entitled to treaty benefits), may be subject to a ten percent (10%) PRC withholding tax. Similarly, if we are treated as a non-resident enterprise, and Renovation is treated as a resident enterprise, then any dividends that we receive from Renovation (assuming such dividends were considered sourced within the PRC) may be subject to a ten percent (10%) PRC withholding tax. Any such taxes on dividends could materially reduce the amount of dividends, if any, that we could pay to our shareholders.

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Finally, the new “resident enterprise” classification could result in a situation in which a ten percent (10%) PRC tax is imposed on dividends we pay to our investors that are non-resident enterprises so long as such non-resident enterprise investors do not have an establishment or place of business in China or, despite the existence of such establishment or place of business in China, the relevant income is not effectively connected with such establishment or place of business in China, to the extent that such dividends have their sources within the PRC. Similarly, any gain realized on the transfer of our shares by such investors is also subject to a ten percent (10%) PRC income tax if such gain is regarded as income derived from sources within China. In such event, we may be required to withhold a ten percent (10%) PRC tax on any dividends paid to our investors that are non-resident enterprises. Our investors that are non-resident enterprises also may be responsible for paying PRC tax at a rate of ten percent (10%) on any gain realized from the sale or transfer of our common shares in certain circumstances. We would not, however, have an obligation to withhold PRC tax with respect to such gain.

Moreover, the State Administration of Taxation issued the *Notice on Strengthening the Administration of Enterprise Income Tax on Share Transfer Income of Non-Resident Enterprises* No. 698 (“Circular 698”) on December 10, 2009, which reinforces taxation on transfer of non-listed shares by non-resident enterprises through overseas holding vehicles. Circular 698 applies retroactively and was deemed to be effective as of January 2008. Pursuant to Circular 698, where (i) a foreign investor who indirectly holds equity interest in a PRC resident enterprise through an offshore holding company indirectly transfers equity interests in a PRC resident enterprise by selling the shares of the offshore holding company, and (ii) the offshore holding company is located in a jurisdiction where the effective tax rate is lower than twelve and a half percent (12.5%) or where the offshore income of its residents is not taxable, the foreign investor is required to provide the tax authority in charge of that PRC resident enterprise with certain relevant information within thirty (30) days of the transfer. The tax authorities in charge will evaluate the offshore transaction for tax purposes. In the event that the tax authorities determine that such transfer is abusing forms of business organization and there is no reasonable commercial purpose other than avoidance of PRC enterprise income tax, the tax authorities will have the power to conduct a substance-over-form re-assessment of the nature of the equity transfer. A reasonable commercial purpose may be established when the overall offshore structure is set up to comply with the requirements of supervising authorities of international capital markets. If the State Administration of Taxation’s challenge of a transfer is successful, they will deny the existence of the offshore holding company that is used for tax planning purposes. Since Circular 698 has a brief history, there is uncertainty as to its application.

### **General PRC Government Approval**

As a wholesale distributor and retailer of pharmaceutical products, we are subject to regulation and oversight by different levels of the food and drug administration in China, in particular, the SFDA. The *Drug Administration Law of the PRC*, as amended, provides the basic legal framework for the administration of the production and sale of pharmaceutical products in China and governs the manufacturing, distributing, packaging, pricing, and advertising of pharmaceutical products in China. The corresponding implementation regulations set out detailed rules with respect to the administration of pharmaceuticals in China. We are also subject to other PRC laws and regulations that are applicable to business operators, retailers, and foreign-invested companies.

### **Distribution of Pharmaceutical Products**

A distributor of pharmaceutical products must obtain a distribution permit from the relevant provincial or designated municipal- or county-level SFDA. The grant of such permit is subject to an inspection of the distributor’s facilities, warehouses, hygienic environment, quality control systems, personnel, and equipment. The distribution permit is valid for five (5) years, and the holder must apply for renewal of the permit within six (6) months prior to its expiration. In addition, a pharmaceutical product distributor needs to obtain a business license from the relevant administration for industry and commerce prior to commencing its business. All of our consolidated entities that engage in the retail pharmaceutical business have obtained necessary pharmaceutical distribution permits, and we do not expect to face any difficulties in renewing these permits and/or certifications.

In addition, under the *Supervision and Administration Rules on Pharmaceutical Product Distribution*, promulgated by the SFDA on January 31 2007, and effective May 1, 2007, a pharmaceutical product distributor is responsible for its procurement and sales activities and is liable for the actions of its employees or agents in connection with their conduct of distribution on behalf of the distributor. A retail distributor of pharmaceutical products is not allowed to sell prescription pharmaceutical products or Tier A OTC pharmaceutical products listed in the national or provincial medical insurance catalogs without the presence of a certified in-store pharmacist. See “*Reimbursement under the National Medical Insurance Program*.”

### **Restrictions on Foreign Ownership of Wholesale or Retail Pharmaceutical Business in China**

PRC regulations on foreign investment currently permit foreign companies to establish or invest in WFOEs or joint ventures that engage in wholesale or retail sales of pharmaceuticals in China. For retail sales, these regulations restrict the number and size of pharmacies that a foreign investor may establish. If a foreign investor owns more than thirty (30) stores that sell a variety of branded pharmaceutical products sourced from different suppliers, the foreign investor’s ownership interests in the stores are limited to forty nine percent (49%).

In lieu of equity ownership, our WFOE, Jiuxin Management, has entered into contractual arrangements with Jiuzhou Pharmacy and the Key Personnel.

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### **Good Supply Practice Standards**

GSP standards regulate wholesale and retail pharmaceutical product distributors to ensure the quality of distribution of pharmaceutical products in China. All wholesale and retail pharmaceutical product distributors are required to apply for GSP certification within thirty (30) days after obtaining the drug distribution permit. The current applicable GSP standards require pharmaceutical product distributors to implement strict controls on the distribution of medicine products, including standards regarding staff qualifications, distribution premises, warehouses, inspection equipment and facilities, management, and quality control. Specifically, the warehouse must be able to store the pharmaceutical products at various required temperatures and humidity, and handle transport, warehouse entries, delivery, and billing by computerized logistics management systems. The GSP certificate is usually valid for five (5) years. Currently, Jiuzhou Pharmacy, and Jiuxin Medicine are all GSP certified.

### **Prescription Administration**

Under the *Rules on Administration of Prescriptions* promulgated by the SFDA, effective May 1, 2007, doctors are required to include the chemical ingredients of the medicine they prescribe in their prescription and are not allowed to include brand names in their prescription. This regulation is designed to provide consumers with choices among different pharmaceutical products that contain the same chemical ingredients.

### **Advertisement of Pharmaceutical Products**

Under the *Advertising Law of PRC*, the contents of an advertisement must be true, lawful, without falsehood, and must neither deceive nor mislead consumers. Accordingly, advertisement must be examined by the competent authority prior to its publication or broadcast through any form of media. In addition, advertisement of pharmaceutical products may only be based on a drug's approved indication of use statement, and may not contain any assurance of a product's efficiency, treatment efficiency, curative rate, or any other information prohibited by law. Advertisement for certain drugs should include an admonishment to seek a doctor's advice before purchasing and application. Advertising is prohibited for certain drugs such as anesthetics and psychotropic drugs.

To further prevent misleading advertising of pharmaceutical products, the SAIC and the SFDA jointly promulgated the *Standards for Examination and Publication of Advertisements of Pharmaceutical Products and Measures for Examination of Advertisement of Pharmaceutical Products* in March 2007. Under these regulations, an approval must be obtained from the provincial level of food and drug administration before a pharmaceutical product may be advertised. In addition, once approved, an advertisement's content may not be altered without further approval. Such approval, once obtained, is valid for one (1) year.

### **Product Liability and Consumers Protection**

Product liability claims may arise if the products sold have any harmful effect on the consumers. The injured party may make a claim for damages or compensation. The *General Principles of the Civil Law of the PRC*, which became effective in January 1987, state that manufacturers and sellers of defective products causing property damage or injury shall incur civil liabilities for such damage or injuries.

The *Product Quality Law of the PRC* was enacted in 1993 and amended in 2000 to strengthen the quality control of products and protect consumers' rights and interests. Under this law, manufacturers and distributors who produce or sell defective products may be subject to confiscation of earnings from such sales, revocation of business licenses, imposition of fines, and, in severe circumstances, may be subject to criminal liability.

The *Administrative Measures for Drug Recalls* was issued by the SFDA in December 2007, and covers two (2) types of drug recalls, namely voluntary recalls and compulsory recalls. Under such regulation, wholesalers are obliged to assist drug manufacturers with any drug recall. In addition, a wholesaler must immediately cease to sell any drug that the wholesaler learns has any safety issues, and must immediately notify the manufacturer or its supplier as well as report the matter to the SFDA.

The *Law of the PRC on the Protection of the Rights and Interests of Consumers* was promulgated on October 31, 1993 and became effective on January 1, 1994 to protect consumers' rights when they purchase or use goods or services. All business operators must comply with this law when they manufacture or sell goods and/or provide services to customers. In extreme situations, pharmaceutical product manufacturers and distributors may be subject to criminal liability if their goods or services lead to the death or injuries of customers or other third parties.

The *Tort Law of the PRC* was promulgated on December 26, 2009 and came into force on July 1, 2010. The Tort Law provides that manufacturers and distributors who produce or sell defective products shall be responsible for the damage caused by the defective products.

### **Reimbursement under the National Medical Insurance Program**

Eligible participants in the national medical insurance program, mainly consisting of urban residents, are entitled to purchase medicine when presenting their medical insurance cards in an authorized pharmacy, provided that the medicine they purchase has been included in the national or provincial medical insurance catalogs. Depending on relevant local regulations, authorized pharmacies can either (i) sell medicine on credit and obtain reimbursement from relevant government social security bureaus on a monthly basis, or (ii) receive payments from the participants at the time of their purchases, and the participants in turn obtain reimbursement from relevant government social security bureaus.

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Medicine included in the national and provincial medical insurance catalogs is divided into two (2) tiers. Purchases of Tier A pharmaceutical products are generally fully reimbursable, except that certain Tier A pharmaceutical products are only reimbursable to the extent the medicine are used specifically for the stated purposes in the medical insurance catalogs. Purchasers of Tier B pharmaceutical products, which are generally more expensive than those in Tier A, are required to make a certain percentage of co-payments, with the remaining amount being reimbursable. The percentage of reimbursement for Tier B OTC products varies in different regions in the PRC. Factors that affect the inclusion of medicine in the medical insurance catalogs include whether the medicine is consumed in large volumes and commonly prescribed for clinical use in China and whether it is considered to be important in meeting the basic healthcare needs of the general public.

China's Ministry of Labor and Social Security, together with other government authorities, has the power to determine every two (2) years which medicine are included in the national medical insurance catalog, under which of the two (2) tiers the included medicine falls, and whether an included medicine should be removed from the catalog.

### ***Sales of Nutritional Supplements and other Food Products***

A distributor of nutritional supplements and other food products must obtain a food circulation permit from its local Administration of Industry and Commerce. The grant of such permit is subject to an inspection of the distributor's facilities, warehouses, hygienic environment, quality control systems, personnel, and equipment. The food circulation permit is valid for three (3) years, and the holder must apply for renewal of the certificate within thirty (30) days prior to its expiration. Currently, Jiuxin Medicine, Jiuzhou Pharmacy, and our drugstores all hold a valid Food Circulation Permit, except for our Lin'an store and Ren'airu store, which do not sell food products and therefore does not require to hold such a permit. We are in the process of renewing the permits for two (2) stores that have expired in April 2016, and believe that there is no difficulty in renewing such permits.

### ***Medical Practice***

Healthcare providers in China are required to comply with many laws and regulations at the national and local government levels. The laws and regulations applicable to our medical practice include the following:

- We must register with and maintain an operating license from the local public health authority for each clinic that we operate, each of which is subject to annual review by the public health authority;
- The *Licensed Physician Act* requires that we only hire PRC licensed physicians;
- All waste material from our clinics must be properly collected, sterilized, deposited, transported and disposed of, and we are required to keep records of the origin, type and amount of all waste materials that we generate for at least three (3) years;
- We must have at least three (3) physicians, five (5) nurses and one (1) technician on staff at each clinic; and
- We must establish and follow protocols to prevent medical malpractice, which require us to: (i) insure that patients are adequately informed before they consent to medical operations or procedures; (ii) maintain complete medical records which are available for review by the patient, physicians and the courts; (iii) voluntarily report any event of malpractice to a local government agency; and (iv) support and justify the medical services we provide in any administrative investigation or litigation. If we fail to comply with applicable laws and regulations, we could suffer penalties, including the loss of our license to operate.

### ***Interim Regulations on Administration of Sino-Foreign Joint Venture and Cooperative Medical Institutions***

As per China's commitments to the World Trade Organization, "Foreign service suppliers are permitted to establish joint venture hospitals or clinics with local Chinese partners with quantitative limitations in line with China's needs. Foreign majority ownership is permitted." In accordance with the *Interim Regulations on Administration of Sino-Foreign Joint Venture and Cooperative Medical Institutions* issued jointly by the Ministry of Health ("MOH" and the Ministry of Commerce ("MOFCOM") in 2000, the Chinese party of Sino-foreign joint ventures and cooperative medical institutions shall hold no less than thirty percent (30%) of shares and legal rights or interest, which also mean foreign investors are allowed to hold a maximum stake of seventy percent (70%). Such regulations also specify that the establishment of Sino-foreign joint venture and cooperative medical institutions should be approved respectively by MOH and MOFCOM. In other words, foreigners are allowed to run hospitals or clinics in the form of equity or co-operative joint ventures with an equal interest of up to seventy percent (70%) with duration for co-operation of up to twenty (20) years.

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### **Internet Pharmaceutical Sales**

China's central government regulates Internet access, the distribution of online information and the conduct of online commerce through strict business licensing requirements and other government regulations. Companies which sell pharmaceutical products to consumers through the Internet are required to obtain: (1) a drug distribution permit; (2) an Internet pharmaceutical information provider qualification certificate, renewable every five (5) years; (3) an Internet pharmaceutical transaction service qualification certificate, renewable every five (5) years; (4) a value-added telecommunication operation permit; and (5) registration with the Administration of Information Industry. Internet pharmacies are not allowed to distribute prescription drugs. The websites that sell pharmaceutical products must ensure transaction security and enable the consumers to consult with licensed pharmacists. Also, an Internet-based business in China is required to obtain and maintain certain assets relevant to its business, such as delivery and storage facilities. Jiuzhou Pharmacy obtained all above-mentioned certificates and registrations and launched [www.dada360.com](http://www.dada360.com) in May 2010 and renewed the certificates in 2015. Quannuo Technology has been operating the website and providing software and technical supports since November 2010. Since December 2015, such online pharmacy operation function has been transferred to Jiuzhou Pharmacy after the sale of Quannuo Technology in November 2015. During the year ended March 31, 2017, the Company also sold pharmaceutical and other products via certain third-party platforms such as Tmall and JD.com.

### **TCM Manufacturing**

The SFDA has adopted a non-mandatory licensing process for TCM manufacturers according to Good Agricultural Practice ("GAP") for Chinese Crude Drugs. Manufacturers who meet the government-set requirements will be granted a GAP certificate. Since we do not process the herbs that we harvest and the GAP certification is not mandatory, we have not applied for such certification, and currently have no plan of doing so.

### **Environmental Matters**

Our drugstore and wholesale operations do not involve any activities subject to specific PRC environmental regulations. Our medical clinics are in compliance with applicable regulations regarding the administration of medical wastes, including collections, temperate storage, and packaging and labeling of medical wastes. Pursuant to such regulations, we contract with DadiWeikang Medical Wastes Disposal Center to dispose of all medical wastes generated by our clinics.

### **Principal Executive Office**

Our principal executive office is located at 1st Floor, Yuzheng Plaza, No. 76, Yuhuangshan Road, Hangzhou, Zhejiang Province, China. Our main telephone number is +86-571-8807-7078, and fax number is +86-571-8807-7108.

### **ITEM 1A. RISK FACTORS.**

*You should carefully consider the risks described below together with all of the other information included in this report before making an investment decision with regard to our securities. The statements contained in or incorporated into this report that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.*

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### **Risks Relating to Our Business in General**

#### ***Future acquisitions are expected to be a part of our growth strategy, and could expose us to significant business risks.***

We have grown our business, in part, through acquisitions of stores over the years. One of our strategies going forward is to continue this growth through acquisitions of more drugstores. However, we cannot provide assurance that we will be able to identify and secure suitable acquisition opportunities. Our ability to consummate and integrate effectively any future acquisitions on terms that are favorable to us may be limited by the number of attractive acquisition targets, internal demands on our resources and, to the extent necessary, our ability to obtain any necessary financing for larger acquisitions on terms that are satisfactory to us. Moreover, if an acquisition target is identified, the third parties with whom we seek to cooperate may not select us as a potential partner or we may not be able to enter into arrangements on commercially reasonable terms. The negotiation and completion of potential acquisitions, whether or not ultimately consummated, could also require significant diversion of management's time and resources and may potentially disrupt our existing business. Furthermore, we cannot provide any assurances that the expected synergies from future acquisitions will actually materialize. In addition, future acquisitions could result in the incurrence of additional indebtedness, costs, and contingent liabilities, causing us to significantly increase our interest expense, leverage and debt service requirements if we incur additional debt to pay for an acquisition or investment, issue common stock that would dilute our current shareholders' percentage ownership, or incur write-offs and restructuring and other related expenses. Future acquisitions may also expose us to potential risks, including risks associated with:

- the integration of new operations, services and personnel;
- unforeseen or hidden liabilities;
- the diversion of financial or other resources from our existing businesses;
- difficulties in entering markets or lines of business in which we have no or limited direct prior experience;
- our inability to generate sufficient revenue to recover costs and expenses of the acquisitions; and
- potential loss of, or harm to, relationships with employees or customers.

Any of the above could significantly disrupt our ability to manage our business and materially and adversely affect our business, financial condition and results of operations.

#### ***We face significant competition, and if we do not compete successfully against existing and new competitors, our revenue and profitability could be materially and adversely affected.***

Both the drugstore, online pharmacy and wholesale pharmaceutical distribution industries in China are highly competitive, and we expect competition to intensify in the future. Our primary drugstore competitors include other drugstore chains and independent drugstores. Increasingly, we also face competition from discount stores, convenience stores and supermarkets as we expand our offering of non-drug convenience products and services. We compete for customers and revenue primarily on the basis of store location, merchandise selection, price, services offered, and our brand name. Our online pharmacy competitors include other online pharmaceutical vendors. As more large traditional drugstore chain companies entered into the online sales, we face competition ranging from prices to service. Our primary wholesale competitors include regional and national players. In addition, we may be subject to additional competition from new entrants to both industries in China. We could also face increased competition from foreign companies if the Chinese government removes the restrictions on the entry of foreign companies into these industries.

Some of our larger competitors may enjoy competitive advantages, such as:

- greater financial and other resources;
- larger variety of products;
- more extensive and advanced supply chain management systems;
- greater pricing flexibility;
- larger economies of scale and purchasing power;
- more extensive advertising and marketing efforts;
- greater knowledge of local market conditions;
- stronger brand recognition; and
- larger sales and distribution networks.

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As a result, we may be unable to offer products similar to, or more desirable than, those offered by our competitors, market our products as effectively as our competitors, or otherwise respond successfully to competitive pressures. As competition increases in the markets in which we operate, a significant increase in general pricing pressures could occur, which could require us to reevaluate our pricing structures to remain competitive. Our competitors may be able to offer larger discounts on competing products, and we may not be able to profitably match those discounts. Furthermore, our competitors may offer products that are more attractive to our customers or that render our products uncompetitive. In addition, the timing of the introduction of competing products into the market could affect the market acceptance and market share of our products. Our failure to compete successfully could materially and adversely affect our business, financial condition, results of operation, and prospects.

### ***Changes in economic conditions and consumer confidence in China may influence the drugstore industry, consumer preferences and spending patterns.***

Our business and revenue growth primarily depend on the size of the pharmaceutical market in China. As a result, our revenue and profitability may be negatively affected by changes in national, regional or local economic conditions and consumer confidence in China. In particular, as we focus on our expansion of pharmacies in metropolitan markets, where living standards and consumer purchasing power are relatively high, we are especially susceptible to changes in economic conditions, consumer confidence and customer preferences of the urban Chinese population. External factors beyond our control that affect consumer confidence include unemployment rates, levels of personal disposable income, national, regional or local economic conditions, and acts of war or terrorism. Changes in economic conditions and consumer confidence could adversely affect consumer preferences, purchasing power and spending patterns. A decrease in overall consumer spending as a result of changes in economic conditions could adversely affect our front-end and pharmacy sales and negatively impact our profitability. In addition, acts of war or terrorism may cause damage to our facilities, disrupt the supply of the products and services we offer in our stores, or adversely impact consumer demand. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

### ***We may not be able to timely identify or otherwise effectively respond to changing customer preferences, and we may fail to optimize our product offering and inventory position.***

The pharmaceutical industry in China is rapidly evolving and is subject to rapidly changing customer preferences that are difficult to predict. Our success depends on our ability to anticipate and identify customer preferences, and adapt our product selection to meet these preferences. In particular, we must optimize our product selection and inventory positions based on sales trends. We cannot provide assurance that our product selection, especially our selection of nutritional supplements and food products, will accurately reflect customer preferences at any given time. If we fail to accurately anticipate either the market for our products or customers' purchasing habits or fail to respond to customers' changing preferences promptly and effectively, we may not be able to adapt our product selection to customer preferences or make appropriate adjustments to our inventory positions, which could significantly reduce our revenue and have a material adverse effect on our business, financial condition and results of operations.

### ***Our success depends on our ability to establish effective advertising, marketing and promotional programs.***

Our success depends on our ability to establish effective advertising, marketing and promotional programs, including pricing strategies implemented in response to competitive pressures and/or to drive demand for our products. Our advertisements are designed to promote our brand, our corporate image and the prices of products available for sale in our stores. Our pricing strategies and value propositions must be appropriate for our target customers. If we are not able to maintain and increase the awareness of our pharmacy's brand and the products and services we provide, we may not be able to attract and retain customers and our reputation may also suffer. We expect to incur substantial expenses in our marketing and promotional efforts to both attract and retain customers. However, our marketing and promotional activities may be less successful than we anticipate, and may not be effective at building our brand awareness and customer base. In addition, the government may impose restrictions on how marketing and promotional activities can be conducted. We cannot provide assurance that our current and proposed budget for marketing activities will be adequate to support our future growth. Failure to successfully execute our advertising, marketing and promotional programs may result in material decreases in our revenue and profitability.

### ***Our ability to grow our business may be constrained by our inability to find suitable new store locations at acceptable prices or by the expiration of our current leases.***

Our ability to grow our business may be constrained if suitable new store locations cannot be identified with lease terms or purchase prices that are acceptable to us. We compete with other retailers and businesses for suitable locations for our stores. Local land use and other regulations applicable to the types of stores we desire to construct may impact our ability to find suitable locations and influence the cost of constructing our stores. The expiration of leases at existing store locations may adversely affect us if the renewal terms of those leases are unacceptable to us and we are forced to close or relocate stores. Furthermore, changing local demographics at existing store locations could materially and adversely affect revenue and profitability levels at those stores, and overall our business, financial condition, results of operation, and prospects.

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***We have significant cash deposits with our suppliers and landlords in order to obtain and maintain our inventory and maintain and establish store locations, which we may not be able to recover in the event of bankruptcy by our suppliers or landlords or other events beyond our control.***

Our ability to obtain products and maintain inventory at, and to maintain and establish leases for, our pharmacies, is dependent upon our ability to post and maintain significant cash deposits with our suppliers and landlords. Many vendors in China are unwilling to extend credit terms and instead require cash deposits, and landlords may require twelve (12) months or longer of cash deposit as security. At March 31, 2017, we had approximately \$7.0 million in deposits with suppliers and approximately \$2.3 million in deposits with landlords for our pharmacies. If we are unable or unwilling to establish such advances and deposits, our ability to generate sales and expand our business could be adversely affected. In general, we expect the amounts required for advances and deposits to increase as we undertake our expansion plans, complete store openings and expand our business through acquisitions or otherwise. We do not generally receive interest on the deposits made to suppliers or landlords, and such deposits are subject to loss as a result of the creditworthiness or bankruptcy of the party who holds our funds, as well as the risk from any illegal acts associated with the third party, such as conversion, fraud, theft or dishonesty. If these circumstances were to arise, we could find it difficult or impossible, due to the unpredictability of legal proceedings in China, to recover all or a portion of the amount on deposit with our vendors or landlords.

***If we are unable to optimize management of our procurement and distribution activities, we may be unable to meet customer demand while increasing the burden on managing our supply chain.***

Since May 2011, we have been using Jiuxin Medicine's facility as our distribution center for both our retail and wholesale businesses. Our ability to meet customer demand may be significantly limited if we do not successfully and efficiently conduct our distribution activities, or if Jiuxin Medicine's facility is destroyed or shut down for any reason, including as the result of a natural disaster. Any disruption in the operation of our distribution could result in higher costs or longer lead times associated with distributing our products. Since it is difficult to predict accurate sales volume in our industry, we may be unable to optimize our distribution activities, which may result in excess or insufficient inventory, warehousing, fulfillment or distribution capacity. Furthermore, failure to effectively control product damage during the distribution process could decrease our operating margins and reduce our profitability.

All product procurement is handled through our corporate headquarters. Such centralization is intended to reduce cost of goods sold as a result of volume purchase benefits. However, we may be less successful than anticipated in achieving these volume purchase benefits. In addition, such centralization is expected to increase the complexity of tracking inventory and could place additional burdens on the management of our supply chain. If we cannot successfully reduce our costs through centralizing procurement, our profitability and prospects could be materially and adversely affected.

***Failure to maintain optimal inventory levels could increase our inventory holding costs or cause us to lose sales, either of which could have a material adverse effect on our business, financial condition and results of operations.***

We need to maintain sufficient inventory levels to operate both of our retail and wholesale businesses successfully as well as meet customer expectations. However, we must also guard against the risk of accumulating excess inventory. We are exposed to inventory risks as a result of rapid changes in product life cycles, changing consumer preferences, uncertainty of the success of product launches, seasonality, and manufacturer backorders and other vendor-related problems. We cannot provide assurance that we can accurately predict these trends and events and avoid over-stocking or under-stocking products. In addition, demand for products could change significantly between the time product inventory is ordered and the time it is available for sale.

When we begin selling a new product, it is particularly difficult to forecast product demand accurately. The purchase of certain types of inventory may require significant lead-time. As we carry a broad selection of products and maintain significant inventory levels for a substantial portion of our merchandise, we may be unable to sell such inventory in sufficient quantities or during the relevant selling seasons. Carrying excess inventory could increase our inventory holding costs, and failure to have inventory in stock when a customer orders or purchases it could cause us to lose that order or that customer, either of which could have a material adverse effect on our business, financial condition and results of operations.

***We rely on computer software and hardware systems in managing our operations, the capacity of which may restrict our growth and the failure of which could adversely affect our business, financial condition and results of operations.***

We are dependent upon our integrated information management system to monitor daily operations of our retail and wholesale businesses, and to maintain accurate and up-to-date operating and financial data for the compilation of management information. In addition, we rely on our computer hardware and network for the storage, delivery and transmission of the data of our retail and wholesale systems. If the capacity of our computer software and hardware systems fails to meet the increasing needs of our expanding operations, our ability to grow may be constrained. Furthermore, any system failure which causes interruptions to the input, retrieval and transmission of data or increase in the service time could disrupt our normal operations. Although we believe that our computer software and hardware systems are current and that our disaster recovery plan is adequate in handling their failure, we cannot provide assurance that we can effectively carry out this disaster recovery plan and that we will be able to restore our operation within a sufficiently short time frame to avoid our business being disrupted. Furthermore, our systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, vandalism, natural disasters, catastrophic events and human error, and our disaster recovery planning cannot account for all eventualities. If any of our computer software and/or hardware systems are damaged, fail to function properly or otherwise become unavailable, we may incur substantial costs to repair or replace them, and may experience loss or corruption of critical data and interruptions or delays in our ability to perform critical functions. Due to the limited coverage of all business interruption insurance offered in China, we do not have any business interruption insurance and, as a result, any business disruption or natural disaster could severely disrupt our business and operations and, in turn, significantly decrease our revenue and profitability.

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***We depend substantially on the continuing efforts of the Key Personnel, and our business and prospects may be severely disrupted if we lose their services.***

Our future success is dependent on the continued services of the Key Personnel but we do not maintain key-man insurance. If we lose the services of any one of the Key Personnel, we may not be able to locate suitable or qualified replacements, which could severely disrupt our business and prospects. Each of the Key Personnel has entered into a confidentiality and non-competition agreement with us. However, if any disputes arise between us and the Key Personnel, we cannot provide assurance, in light of uncertainties associated with the PRC legal system, that any of these agreements could be enforced in China, the jurisdiction in which the Key Personnel reside and hold some of their assets. See "Risks Related to Doing Business in China - You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China based on United States or other foreign laws against us or our management."

***We depend on the continued service of, and on the ability to attract, motivate and retain a sufficient number of qualified and skilled personnel for our business.***

The implementation of our business strategy and our future success also depend in large part on our continued ability to attract and retain highly qualified and skilled personnel. We cannot provide assurance that we will be able to attract, hire and retain sufficient numbers of skilled personnel necessary to continue to develop and grow our business. We face competition for personnel from both retail and wholesale pharmaceutical distribution operators. This competition could require us to offer higher compensation and other benefits in order to attract and retain qualified individuals, which could materially and adversely affect our financial condition and results of operations. On the other hand, we may be unable to attract or retain the personnel required to achieve our business objectives, and that failure could severely disrupt our business and prospects. The process of hiring suitably qualified personnel is often lengthy. If our recruitment and retention efforts are unsuccessful in the future, it may be more difficult for us to execute our business strategy.

***Our retail and wholesale operations require a number of permits and licenses in order to carry on their business.***

We are required to obtain certain permits and licenses from various PRC governmental authorities, including a Drug Distribution Permit and a GS certification. We are also required to obtain food hygiene certificates for the distribution of nutritional supplements and food products. We cannot provide any assurance that we can maintain all required licenses, permits and certifications to carry on our business at all times, and from time to time we may have not been in the past, or may not be in the future, in compliance with all such required licenses, permits and certifications. Moreover, these licenses, permits and certifications are subject to periodic renewal and/or reassessment by the relevant PRC governmental authorities and the standards of such renewal or reassessment may change from time to time. We intend to apply for renewal of these licenses, permits and certifications when required by applicable laws and regulations. Any failure by us to obtain and maintain all licenses, permits and certifications necessary to carry on our business at any time could have a material adverse effect on our business, financial condition and results of operations. In addition, any inability to renew any of these licenses, permits and certifications could severely disrupt our business, and prevent us from continuing to carry on our business. Any changes in the standards used by governmental authorities in considering whether to renew or reassess our business licenses, permits and certifications, as well as any enactment of new regulations that may restrict the conduct of our business, may also decrease our revenue and/or increase our costs, materially reducing our profitability and prospects. Furthermore, if the interpretation or implementation of existing laws and regulations changes or if new regulations come into effect requiring us to obtain any additional licenses, permits or certifications that were previously not required to operate our existing businesses, we cannot provide assurance that we can successfully obtain such licenses, permits or certifications.

***We may need additional capital, and the sale of equity securities could result in dilution to our stockholders, while debts may require us to make covenants restricting how we operate.***

We believe that the aggregate amount of our current cash, anticipated cash flow from operations, available borrowings under our existing bank facilities, and personal loans from our principal shareholders should be sufficient to meet our anticipated cash needs for the near future. We may, however, require additional cash resources due to changed business conditions or other future developments. If our resources are insufficient to satisfy our cash requirements, we may seek to sell additional equity or debt securities or obtain credit facilities. The sale of additional equity securities could result in a dilution to our stockholders. We cannot guarantee that we will be able to obtain any additional financing on terms that are acceptable to us, or at all. Even if we are able to obtain any requisite financing, the incurrence of additional indebtedness would result in increased debt service obligations, and could result in further operating and financing covenants that would restrict our freedom to operate our business, such as conditions that:

- limit our ability to pay dividends or require us to seek consent for the payment of dividends;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a portion of our cash flow from operations to payments on our debt, thereby reducing the availability of our cash flow to fund capital expenditures, working capital and other general corporate purposes; and
- limit our flexibility in planning for, or reacting to, changes in our business and our industry.

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### **Risks Relating to Our Pharmacy Operations**

***Our brand names, trade secrets and other intellectual property are valuable assets. If we are unable to protect them from infringement, our business and prospects may be harmed.***

We consider our pharmacy brand names to be valuable assets. We may be unable to prevent third parties from using such brand names without authorization, which may adversely affect our business and reputation, including the perceived quality and reliability of our products and services. We have five (5) registered trademarks. We also own three (3) domain names that we actively use in our business.

We rely on trade secrets to protect our know-how and other proprietary information, including pricing, purchasing, promotional strategies, customer lists and/or suppliers lists. As a result, as a condition of employment, our employees are required to sign employment agreements that contain confidentiality provisions. However, trade secrets are difficult to protect. While we believe we use reasonable efforts to protect our trade secrets, our employees, consultants, contractors or advisors may unintentionally or willfully disclose our information to competitors. In addition, confidentiality agreements executed by the foregoing persons may not be enforceable or provide meaningful protection for our trade secrets or other proprietary information in the event of unauthorized use or disclosure.

If we were to enforce a claim that a third party had illegally obtained and was using our trade secrets, such efforts could be expensive and time-consuming, and the outcome unpredictable. In addition, if our competitors independently develop information that is equivalent to our trade secrets or other proprietary information, we have little recourse to enforce our rights, and our business and prospects could be harmed.

Litigation may be necessary in the future to enforce our intellectual property rights or to determine the validity and scope of the intellectual property rights of others. However, since the validity, enforceability and scope of protection of intellectual property rights in the PRC are uncertain and still evolving, we may not be successful in prosecuting these cases. In addition, any litigation or proceeding or other efforts to protect our intellectual property rights could result in substantial costs and diversion of our resources, and could seriously harm our business and operating results. Furthermore, the degree of future protection of our proprietary rights is uncertain and may not adequately protect our rights or permit us to gain or keep our competitive advantage. If we are unable to protect our trade names, trade secrets and other property information from infringement, our business, financial condition and results of operations may be materially and adversely affected.

***We may be exposed to intellectual property infringement and other claims by third parties which, if successful, could disrupt our business and have a material adverse effect on our financial condition and results of operations.***

Our success depends, in large part, on our ability to use our proprietary information and know-how without infringing third party intellectual property rights. As litigation becomes more common in China, we face a higher risk of being the subject of claims for intellectual property infringement, invalidity or indemnification relating to other parties' proprietary rights. Our current or potential competitors, many of whom have substantial resources, may have or may obtain intellectual property protection that will prevent, limit or interfere with our ability to conduct our business in China. Moreover, the defense of intellectual property suits, including trademark infringement suits and related legal and administrative proceedings, can be both costly and time consuming and may significantly divert the efforts and resources of our management personnel. Furthermore, an adverse determination in any such litigation or proceeding to which we may become a party could cause us to:

- pay damage awards;
- seek licenses from third parties;
- pay ongoing royalties;
- redesign our product offerings; or
- be restricted by injunctions,

Each of which could effectively prevent us from pursuing some or all of our business and result in our customers or potential customers deferring or limiting their purchase from our stores, which could have a material adverse effect on our financial condition and results of operations.

***The continued penetration of counterfeit products into the pharmaceutical market in China may damage our reputation and have a material adverse effect on our business, financial condition, results of operations and prospects.***

There has been continued penetration of counterfeit products into the pharmaceutical market in China. Counterfeit products are generally sold at lower prices than their authentic counterparts due to their low production costs, and in some cases are very similar in appearance to their authentic counterparts. Counterfeit pharmaceuticals may or may not have the same chemical content as their authentic counterparts, and are typically manufactured without proper licenses or approvals as well as fraudulently mislabeled with respect to their content and/or manufacturer. Although China's central government has been increasingly active in combating counterfeit pharmaceutical and other products, China does not yet have effective regulation control or an enforcement system against counterfeit pharmaceutical products. Although we have implemented a series of quality control procedures in our procurement process, we cannot provide assurance that we may not be inadvertently selling counterfeit pharmaceutical products. Any unintentional sale of counterfeit products may subject us to negative publicity, fines and/or other administrative penalties, or may even result in litigation against us. Moreover, the increased distribution of counterfeit products and other products in recent years may reinforce the negative image of drug distributors among consumers in China. The continued proliferation of counterfeit products in China could have a material adverse effect on our business financial condition, and results of operation.

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*As a distributor of pharmaceutical and other healthcare products, we are exposed to inherent risks relating to product liability and personal injury claims.*

Distributors of pharmaceutical and other healthcare products are exposed to risks inherent in the packaging and distribution of such products. Such risks include unintentional distribution of counterfeit, mislabeled or contaminated drugs, and, with respect to our pharmacies, improper filling of prescriptions, labeling of prescriptions and adequacy of warnings. Errors in the packaging or dispensing of pharmaceuticals could lead to serious injury or death. Furthermore, the applicable PRC laws, rules and regulations require our in-store pharmacists to offer counseling to our customers, without additional charge, about medication, dosage, delivery systems, common side effects, and other information the in-store pharmacists deem significant. Our in-store pharmacists sometimes also have a duty to warn customers regarding any potential negative effects of a prescription drug if the warning could reduce or negate these effects, and we may be liable for claims arising from any advice given by our in-store pharmacists. Product liability or personal injury claims may be asserted against us with respect to any of the products or pharmaceuticals we sell or services we provide, and we may be required to pay for substantial monetary damages for any successful product liability or personal injury claim against us. We may, however, in product liability claims, have the right under applicable PRC laws, rules and regulations to recover from the relevant manufacturer any compensation we paid to our customers in connection with such claim. Even if we successfully defend ourselves against this type of claim, we could be required to spend significant management, financial and other resources in the process, which could disrupt our business. Our reputation and our brand names may also suffer as a result of any product liability or personal injury claims against us. Like many other similar companies in China, we do not carry product liability insurance. A product recall or damage to our reputation in the event of a product liability or personal injury claim or judgment against us could have a material adverse effect on our business, financial condition and results of operations.

*We may be subject to fines and penalties if we fail to comply with the applicable PRC laws and regulations governing sales of medicines under China's National Medical Insurance Program.*

Eligible participants in China's national medical insurance program, mainly consisting of urban residents in China, are entitled to buy medicines using their medical insurance cards from an authorized pharmacy, provided that the medicines they purchase have been included in the national or provincial medical insurance catalogs. The pharmacy, in turn, obtains reimbursement from the relevant government social security bureaus. Moreover, the applicable PRC laws, rules and regulations prohibit pharmacies from selling goods other than pre-approved medicines when purchases are made with medical insurance cards. We have established procedures to prohibit our drugstores from selling unauthorized goods to customers who make purchases with medical insurance cards. However, we cannot provide assurance that those procedures will be strictly followed by all of our employees in all of our stores.

### **Risks Relating to Our Medical Services**

*If we do not attract and retain qualified physicians and other medical personnel, our ability to provide medical services would be adversely affected.*

The success of our medical services will, in part, be dependent upon the number and quality of doctors, nurses and other medical support personnel that we employ and our ability to maintain good relations with them. Our medical staff may terminate their employment with us at any time. If we are unable to successfully maintain good relationships with them, our ability to provide medical services may be adversely affected.

*The provision of medical services is heavily regulated in the PRC and failure to comply with those regulations could result in penalties, loss of licensure, additional compliance costs or other adverse consequences.*

Healthcare providers in China, as in most other populous countries, are required to comply with many laws and regulations at the national and local government levels. These laws and regulations relate to: licensing; the conduct of operations; the ownership of facilities; the addition of facilities and services; advertising; confidentiality, maintenance and security issues associated with medical records; billing for services; and prices for services. If we fail to comply with applicable laws and regulations, we could suffer penalties, including the loss of our licenses to operate. In addition, further healthcare legislative reform is likely, and could materially adversely affect our business and results of operations in the event that we do not comply or if the cost of compliance is expensive. The above list of certain regulated areas is not exhaustive, and it is not possible to anticipate the exact nature of future healthcare legislative reform in China. Depending on the priorities determined by the Chinese Ministry of Health, the political climate at any given time, the continued development of the Chinese healthcare system and many other factors, future legislative reforms may be highly diverse, including stringent infection control policies, improved rural healthcare facilities, increased regulation of the distribution of pharmaceuticals, and numerous other policy matters. Consequently, the implications of these future reforms could result in penalties, loss of licensure, additional compliance costs or other adverse consequences we cannot foresee at the present time.

*As a provider of medical services, we are exposed to inherent risks relating to malpractice claims.*

As a provider of medical services, any misdiagnosis or improper treatment may result in negative publicity regarding us or our services, which would harm our reputation. If we are found liable for malpractice, we could be required to pay substantial monetary damages. Furthermore, even if we successfully defend ourselves against a malpractice claim, we could be required to spend significant management, financial and other resources in the process, which could disrupt our business, and our reputation and brand name may also suffer. Since malpractice claims are not common in China, we do not carry malpractice insurance. As a result, any imposition of malpractice liability could materially harm our business, financial condition and results of operations.

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### ***We face competition that could adversely affect our results of operations.***

Our clinics compete with a large number and variety of healthcare facilities in their respective markets. There are numerous government-run and private hospitals and clinics available to the general populace. There can be no assurance that these or other clinics, hospitals or other facilities will not commence or expand such operations, which would increase their competitive position. Furthermore, there can be no assurance that a healthcare organization that having greater resources in the provision or management of healthcare services will not decide to engage in operations similar to those being conducted by us in Hangzhou.

### **Risks Related to Our Herb Farming**

#### ***Our herb farming business is subject to the volatility of prices for raw TCM herbs.***

We currently planted gingko trees in our leased farm land. However, in the future, we may continue to cultivate and sell certain herbs in bulk to a third-party vendor, based on local market prices primarily determined by TCM manufacturers and trading companies. Such market prices have increased significantly in recent years in response to changes in the supply of and demand for raw herbs, market uncertainty and a variety of additional factors that are beyond our control, including inflation, changes in weather, disease outbreaks, domestic government regulation, market speculation and overall economic conditions. There can be no assurance that market prices, which historically have fluctuated widely, will continue to increase or remain stable, and any future declines in prices may negatively impact the viability of our herb farming business.

#### ***Unforeseen and severe weather can reduce cultivation activities and lead to a decrease in anticipated harvest.***

Seasonal climate change and weather variations such as levels of rainfall and temperature may, among other things, affect the quality, overall supply and availability of raw herbs. Sustained adverse weather conditions in Zhejiang Province in general and in Lin'an in particular where our herbs are planted such as rain, extreme cold or snow, could disrupt or curtail cultivation activities. This in turn could reduce our anticipated harvest yields, delay the timing of our anticipated harvest and distribution, and negatively affect the quality of our harvest. In addition, natural disasters such as fires, earthquakes, snowstorms, floods or droughts, or natural conditions such as crop disease, pests or soil erosion, may also negatively impact our cultivation and harvest.

In addition, the actual climatic conditions of Zhejiang Province and of Lin'an in particular may not conform to historical patterns and may be affected by variations in weather patterns, including any potential impact of climate change. The effects of climate change may produce more unpredictable weather events that may adversely affect our ability to cultivate and harvest successfully.

The occurrence of any of these may materially harm our herb farming business.

#### ***We have limited control over the availability and the quality of the local farmers with whom we cooperate because we do not employ them directly.***

We rely on local farmers to farm and harvest our herbs, but do not employ them directly. Instead, they are recruited and employed by the local villagers' committees with whom we negotiate. We have limited control over the availability and the quality of this labor force. A shortage of suitable laborers may adversely affect our harvest yields.

### **Risks Related to Our Online Sales**

#### ***We rely on computer software and hardware systems in managing our online sales, the capacity of which may restrict our growth and the failure of which could adversely affect our business, financial condition and results of operations.***

We are dependent upon our electronic commerce system to carry out our online sales. Any system failure which causes interruptions to the input, retrieval and transmission of data, or increases in service time could disrupt our normal operations. Although we believe we have a disaster recovery plan that can handle the failure of our computer software and hardware systems, we cannot provide assurance that we can effectively carry out this disaster recovery plan and that we will be able to restore our operation within a sufficiently short time frame to avoid disruption to our business. Any failure in our computer software and/or hardware systems could have a material adverse effect on our business, financial condition and results of operations. In addition, if the capacity of our computer software and hardware systems fails to meet the increasing needs of our operations, our ability to grow may be constrained.

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*Our online business decreased significantly in the fiscal year ended December 31, 2016 and we cannot assure our efforts for alternative vendors will result in the increase in revenues from online pharmacy in the coming years.*

Our online pharmacy sales decreased by approximately \$11,060,985, or 41.8% for the year ended March 31, 2017, as compared to the year ended March 31, 2016. The decrease was primarily caused by the decline in business referred from Yikatong, the popular pharmacy and health insurance benefit card. The sales on our own official website for the year ended March 31, 2017 decreased by \$8.1 million or 81.4% as compared to the year ended March 31, 2016. Yikatong is run by a Pharmacy Benefit Management (“PBM”) provider in China. In fiscal 2016, we created a strategic alliance with the PBM provider. However, in order to maximize its profit, the PBM provider chose to create its own online pharmacy to sell products referred from Yikatong and actively directed Yikatong customers to purchase products on its online pharmacy. As a result, the sales on our own official website declined dramatically. We have been actively working with a similar vendor, who may refer to us a big customer pool in the near future we cannot assure you whether this will be successful and whether our own website sales will continue to grow in the future.

*If our online business fails to obtain and maintain the requisite assets, licenses, qualified personnel and approvals required under the complex regulatory environment for Internet-based businesses in China, the business prospects for such business may be materially and adversely affected.*

Internet-based businesses in China are highly regulated by China’s central government, and numerous regulatory authorities are empowered to issue and implement regulations governing various aspects of these businesses. Our online business is operated by our PRC subsidiary, Jiuzhou Pharmacy, which is required to obtain and maintain certain assets relevant to its business, such as computers and other electrical equipment, as well as applicable licenses or approvals from different regulatory authorities. These assets and licenses are essential to the operation of an e-commerce business and are generally subject to annual review by the relevant governmental authorities. Furthermore, we may be required to obtain additional licenses. If we fail to obtain or maintain any of the required assets, licenses or approvals, our Internet business may be deemed illegal and it may be subject to various penalties, such as confiscation of illegal income, fines, and/or the discontinuation or restriction of its operations. Any such disruption may materially and adversely affect the prospects of our online business.

### **Risks Related to Our Corporate Structure**

*Chinese regulations limit foreign ownership of any pharmacy operator with thirty (30) or more stores, and limit foreign ownership of medical clinics to Sino-foreign joint venture. The entities that operate our pharmacies and clinics are controlled by us through contractual arrangements. The validity of such contractual arrangements is uncertain. If the Chinese government determines that these contractual arrangements do not comply with applicable regulations, we could be subject to severe penalties and our business could be adversely affected. In addition, changes in the relevant Chinese laws and regulations may materially and adversely affect our business.*

Current PRC regulations limit foreign ownership of a pharmacy operator to forty nine percent (49%) if such operator owns interests in thirty (30) or more drugstores in China that sell a variety of branded pharmaceutical products sourced from different suppliers. Since we do not own any equity interests in Jiuzhou Pharmacy (or its subsidiary Jiuxin Medicine), but control them through contractual arrangements, we do not believe that the regulations limiting foreign ownership apply to us even if Jiuzhou Pharmacy or Jiuxin Medicine expands beyond thirty (30) stores. In fact, Jiuzhou Pharmacy has expanded to sixty-seven (67) stores as of March 31, 2017.

Similarly, PRC regulations restrict foreign ownership of medical practice in China to Sino-foreign joint ventures. Since we do not have any actual equity interest in Jiuzhou Clinic or Jiuzhou Service, but control these entities through contractual arrangements, we do not believe that such PRC regulations are applicable to us or our structure.

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There are, however, uncertainties regarding the interpretation and application of PRC laws, rules and regulations, including but not limited to the laws and regulations governing the validity and enforcement of our contractual arrangements. Although the structures for operating our business in China (including our corporate structure and contractual arrangements with Jiuzhou Pharmacy, Jiuzhou Clinic, Jiuzhou Service and the Key Personnel) comply with all applicable PRC laws, rules and regulations, and do not violate, breach, contravene or otherwise conflict with any applicable PRC laws, rules or regulations, we cannot provide assurance that a regulatory authority will not determine that our corporate structure and contractual arrangements violate PRC laws, rules or regulations. If any such authority determines that our contractual arrangements are in violation of applicable PRC laws, rules or regulations, our contractual arrangements may become invalid or unenforceable, and we may not be able to consolidate the operations of HJ Group with our results of operations. In addition, new PRC laws, rules and regulations may be introduced from time to time to impose additional requirements that may be applicable to our contractual arrangements. For example, pursuant to the PRC Property Rights Law that became effective on October 1, 2007 (the "Property Law"), the pledge of an equity interests of a PRC private entity shall become effective once it is duly registered with the local branches of the SAIC. Following the promulgation of the Property Law, the SAIC further issued the *Administrative Measures for Registrations of Share Pledge* on September 1, 2008, which provided detailed procedural guidance for the local SAIC offices to handle the registrations of share pledge. The Equity Pledge Agreement that forms a part of the contractual arrangements creates a legally binding obligation on the parties upon the execution date; however, the pledge established under such agreement does not become effective until due registration with the local SAIC office. On May 18, 2010, registration of the pledged equity interests in Jiuzhou Pharmacy was completed.

The Chinese government has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses, and requiring actions necessary for compliance. In particular, licenses and permits issued or granted to us by the relevant governmental bodies may be revoked at a later time by higher regulatory bodies. We cannot predict the effect of the interpretation of existing or new Chinese laws or regulations on our businesses. We cannot provide assurance that our current ownership and operating structure will not be found in violation of any current or future Chinese laws or regulations. As a result, we may be subject to sanctions, including fines, and could be required to restructure our operations or cease the provision of certain services. Any of these or similar actions could significantly disrupt our business operations or restrict us from conducting a substantial portion of our business operations, which could materially and adversely affect our business, financial condition and results of operations.

If we are determined to be in violation of any existing or future PRC laws, rules or regulations, or fail to obtain or maintain any of the required governmental permits or approvals, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations, including:

- revoking the business and operating licenses of the HJ Group entities;
- discontinuing or restricting the operations of the HJ Group entities;
- imposing conditions or requirements with which we or the HJ Group entities may not be able to comply;
- requiring us or the HJ Group entities to restructure the relevant ownership structure or operations; and/or
- imposing fines.

The imposition of any of these penalties would severely disrupt our ability to conduct business and have a material adverse effect on our financial condition, results of operations and prospects.

### ***We may be adversely affected by complexity, uncertainties and changes in Chinese regulation of drugstores and the practice of medicine.***

The Chinese government regulates drugstores and the practice of medicine, including foreign ownership and requirements for licenses and permits. These laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainty. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be a violation of applicable laws and regulations.

The interpretation and application of existing Chinese laws, regulations and policies and possible new laws, regulations or policies have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, pharmaceutical businesses in China, including our business. We currently only have contractual control over the HJ Group entities, and do not own them due to the restrictions on foreign ownership of such companies. However, changes to laws in the PRC may force us to restructure our ownership structure or our operations, which would severely disrupt our ability to conduct business and have a material adverse effect on our financial condition, results of operations and prospects.

Uncertainties relating to the regulation of drugstores and medical practice in China also extend to evolving licensing practices, which means that permits, licenses or operations at our company may be subject to challenge. This may disrupt our business or subject us to sanctions, requirements to increase capital, or other conditions or enforcement. In turn, this could compromise enforceability of related contractual arrangements, or have other harmful effects on us.

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***Our contractual arrangements with HJ Group and the Key Personnel may not be as effective in providing control over these entities as direct ownership.***

We have no equity ownership interest in HJ Group, and rely on contractual arrangements to control and operate the HJ Group companies and their businesses. These contractual arrangements may not be as effective in providing control over these companies as direct ownership. For example, any one of them could fail to take actions required for our business despite its contractual obligation to do so. Under such circumstances, we may have to rely on legal remedies under Chinese law, which may not be effective in providing us any relief. In addition, we cannot provide assurance that the Key Personnel will act in our best interests.

***Since we rely on contractual arrangements to control HJ Group and for substantially all of our revenue, the termination of such agreements will severely and detrimentally affect our continuing business viability under our current corporate structure.***

Since we do not own equity interests of HJ Group, the termination of our contractual arrangements with them would sever our ability to continue receiving payments from them under our current holding company structure. We cannot provide assurance that there will not be any event or reason that may cause the contractual arrangements to terminate. In the event that the contractual arrangements terminate, we will lose our control over them and their business operations and, as a result, over our primary sources of revenue. This may have a severe and detrimental effect on our continuing business viability under our current corporate structure, which in turn may affect the value of your investment. Should this occur, we may seek to acquire control of HJ Group through other means, although we cannot guarantee that we will do so, nor can we guarantee that we will be successful if we do.

***We rely principally on dividends paid by our consolidated operating entities to fund any cash and financing requirements we may have, and any limitation on the ability of our consolidated PRC entities to pay dividends to us could have a material adverse effect on our ability to conduct our business.***

We are a holding company and rely principally on dividends paid by our consolidated PRC operating entities for cash requirements, including the funds required to service any debt we may incur, which are passed on to us through Jiuxin Management. If any of the consolidated operating entities incurs debt in its own name in the future, the instruments governing the debt may restrict dividends or other distributions on our equity interest to us. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements in a manner that would materially and adversely affect our ability to pay dividends and other distributions on our equity interest.

Furthermore, applicable PRC laws, rules and regulations permit payment of dividends by our consolidated PRC entities only out of their retained earnings, if any, determined in accordance with PRC accounting standards. Under PRC laws, rules and regulations, our consolidated PRC entities are required to set aside at least ten percent (10%) of their after-tax profit each year, based on PRC accounting standards, to their statutory surplus reserve fund until the accumulative amount of such reserves reaches fifty percent (50%) of their respective registered capital. As a result, our consolidated PRC entities are restricted in their ability to transfer a portion of their net income to us whether in the form of dividends, loans or advances. As of March 31, 2017, our restricted reserves totaled \$1,372,879 (RMB 9,460,695). Our restricted reserves are not distributable as cash dividends. Any limitation on the ability of our consolidated operating entities to pay dividends to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our businesses, pay dividends, or otherwise fund and conduct our business.

***Certain management members of HJ Group have potential conflicts of interest with us, which may adversely affect our business and your ability for recourse.***

Mr. Lei Liu, our Chief Executive Officer and Chairman of our Board of Directors, is also the executive director of Jiuzhou Pharmacy, a general partner of Jiuzhou Clinic, and the supervising director of Jiuzhou Service. In addition, Mr. Liu has also personally lent us money to help facilitate our payment of expenses in the U.S., as well as to purchase a land use right. Ms. Li Qi, our Corporate Secretary and a member of our Board of Directors, is the general manager of each of Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service, and a general partner of Jiuzhou Clinic. Conflicts of interests between the respective duties to our company and HJ Group may arise. As our directors and executive officers, they have a duty of loyalty and care to us under U.S. and Hong Kong law when there are any potential conflicts of interests between our company and HJ Group. We cannot provide assurance, however, that when any conflicts of interest arise, both of them will act completely in our interests or that conflicts of interests will be resolved in our favor. For example, they may determine that it is in HJ Group's interests to sever the contractual arrangements with Jiuxin Management, irrespective of the effect such action may have on us. In addition, either one of them could violate his or her legal duties by diverting business opportunities from us to others, thereby affecting the amount of payment that HJ Group is obligated to remit to us under the Consulting Services Agreement.

In the event that you believe that your rights have been infringed under securities laws or otherwise as a result of any one of the circumstances described above, it may be difficult or impossible for you to bring an action against HJ Group, or our officers or directors who are members of the management, all of whom reside within China. Even if you are successful in bringing an action, the laws of China may render you unable to enforce a judgment against the assets of HJ Group and its management, all of which are located in China.

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### **Risks Related to Doing Business in China**

***We rely on contractual arrangements with our VIE for our operations, which may not be as effective in providing control over these entities as direct ownership.***

Our operations and financial results are dependent on our VIEs, Jiuzhou Pharmacy (including its subsidiaries and controlled entities), Jiuzhou Clinic and Jiuzhou Service, in which we have no equity ownership interest and must rely on contractual arrangements to control and operate the businesses of our VIEs. These contractual arrangements are not as effective in providing control over the VIEs as direct ownership. For example, the VIEs may be unwilling or unable to perform its contractual obligations under our commercial agreements. Consequently, we would not be able to conduct our operations in the manner currently planned. In addition, the VIEs may seek to renew its agreements on terms that are disadvantageous to us. Although we have entered into a series of agreements that provide us with substantial ability to control the VIEs, we may not succeed in enforcing our rights under them insofar as our contractual rights and legal remedies under PRC law are inadequate. In addition, if we are unable to renew these agreements on favorable terms when these agreements expire or enter into similar agreements with other parties, our business may not be able to operate or expand, and our operating expenses may significantly increase.

In January 2015, China's Ministry of Commerce unveiled a draft legislation that could change how the government is regulating corporate structures especially for VIEs controlled by foreign investments. Instead of looking at "ownership", the draft law focused on the entities or individuals hold control of a VIE. If a VIE is deemed to be controlled by foreign investors, it may be barred from operating in restricted sectors or the prohibited sectors listed on "negative list", where only companies controlled by Chinese nationals could operate, even if structured as VIEs. As of the report date, no formal legislation has been implemented.

In the event that the draft law is implemented in any form, and that the Company's business was characterized as one of the "restricted" or "prohibited" sectors, the VIEs the Company currently maintains contractual arrangements with may be barred from operation which will materially adversely affect our business.

***Changes in the policies of the PRC government could have a significant impact upon the business we may be able to conduct in the PRC and the profitability of such business.***

Policies of the PRC government can have significant effects on economic conditions in China. Our interests may be adversely affected by changes in policies by the PRC government, including:

- changes in laws, regulations or their interpretation;
- confiscatory taxation;
- restrictions on currency conversion, imports or sources of supplies and export tariff; and
- expropriation or nationalization of private enterprises.

Although the PRC government has been pursuing economic reform policies for more than two (2) decades, we cannot assure you that the government will continue to pursue such policies or that such policies may not be significantly altered, especially in the event of a change in leadership, social or political disruption, or other circumstances affecting the PRC's political, economic and social life.

***Uncertainties with respect to the Chinese legal system could adversely affect us.***

We conduct our business through our subsidiaries and controlled companies in the PRC. Our operations in China are governed by Chinese laws and regulations. We are generally subject to laws and regulations applicable to foreign investments in China and, in particular, laws applicable to WFOE. The Chinese legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value.

Since 1979, Chinese legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China. However, China has not developed a fully integrated legal system and recently enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. In particular, because these laws and regulations are relatively new, and because of the limited volume of published decisions and their nonbinding nature, the interpretation and enforcement of these laws and regulations involve uncertainties. In addition, the Chinese legal system is based in part on government policies and internal rules (some of which are not published on a timely basis or at all) that may have a retroactive effect. As a result, we may not be aware of our violation of these policies and rules until some time after the violation. In addition, any litigation in China may be protracted and result in substantial costs and diversion of our resources and our management's attention.

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***You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in China against us or our management based on United States or other foreign laws.***

We are a holding company and conduct our business through our subsidiaries and controlled companies in the PRC. In addition, all of our operating assets are located in, and all of our other senior executive officers reside within, China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon those of our senior executive officers and directors that do not reside in the United States, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Moreover, our Chinese counsel has advised us that China does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts. As a result our public shareholders may face substantially more difficulty in protecting their interests through actions against our management or directors than would shareholders of a corporation with assets and management located in the United States.

***We may need to obtain additional governmental approvals to open new drugstores. Our inability to obtain such approvals will have a material adverse effect on our business and growth.***

According to the *Measures on the Administration of Foreign Investment in the Commercial Sector* (the “Measures”) promulgated by China’s Ministry of Commerce (the “MOC”), which became effective on June 1, 2004, a company that is directly owned by a foreign invested enterprise needs to obtain relevant governmental approvals before it opens new retail stores. However, there are no specific laws, rules or regulations with respect to whether such approvals are necessary for a company that is contractually controlled by a foreign invested enterprise. In addition, the Measures state that the MOC will promulgate a detailed implementation regulation to govern foreign invested enterprises engaging in drug sale. However, such implementation regulation has not yet been promulgated. Therefore, we cannot provide assurance that the MOC will not require such approvals to be obtained, or as to when any regulation or such requirements may be implemented. If additional governmental approval is deemed to be necessary and we are unable to obtain such approvals on a timely basis or at all, our business, financial condition, results of operations and prospects, as well as the trading price of our common stock, will be materially and adversely affected.

***The advent of recent healthcare reform directives from China’s central government may increase both competition and our cost of doing business.***

Under the auspices of the Healthy China 2020 program (the “Program”), published by China’s National Development and Reform Commission in October 2008, the central government has set in motion a series of policies in fairly rapid successions aimed to improve China’s healthcare system. Such policies include (1) discouraging hospitals from both prescribing and dispensing medication, (2) the unveiling in April 2009 of formal healthcare reform guidelines aimed at improving the availability of and subsidies for “essential” drugs, and (3) the announcement in August 2009 of China’s National Essential Drugs List (“NEDL”), initially listing approximately three hundred (300) medicines to be sold at government-controlled prices. While an underlying goal of these policies is to make drugs more accessible to China’s poorer population, these policies also serve to create opportunities that in turn will intensify business competition in the Chinese retail drugstore industry, as well as competition for skilled labor and retail spaces. Additionally, we expect the NEDL to result in a rise in the number of government-subsidized community healthcare service centers, which in turn may erode the convenience and price advantage that our drugstores traditionally enjoy against hospitals.

***The PRC’s labor law restricts our ability to reduce our workforce in the PRC in the event of an economic downturn and may increase our production costs.***

In June 2007, the National People’s Congress of the PRC enacted new labor law legislation called the Labor Contract Law, which became effective on January 1, 2008 (the “LC Law”). The LC Law formalized workers’ rights concerning overtime hours, pensions, layoffs, employment contracts and the role of trade unions. Considered one of the strictest labor laws in the world, among other things, the LC Law provides for specific standards and procedures for the termination of an employment contract and places the burden of proof on the employer. In addition, the law requires the payment of a statutory severance pay upon the termination of an employment contract in most cases, including the case of the expiration of a fixed-term employment contract. Further, the LC Law requires an employer to conclude an “employment contract without a fixed-term” with any employee who either has worked for the same employer for ten (10) consecutive years or more or has had two (2) consecutive fixed-term contracts with the same employer. An “employment contract without a fixed term” can no longer be terminated on the ground of the expiration of the contract, although it can still be terminated pursuant to the standards and procedures set forth under the new law. Because of the lack of implementing rules for the LC Law and the precedents for the enforcement of such a law, the standards and procedures set forth under the LC Law in relation to the termination of an employment contract have raised concerns among foreign investment enterprises in the PRC that such “employment contract without a fixed term” might in fact become a “lifetime, permanent employment contract.” Finally, under the LC Law, downsizing of either more than twenty (20) people or more than ten percent (10%) of the workforce may occur only under specified circumstances, such as a restructuring undertaken pursuant to the PRC’s Enterprise Bankruptcy Law, or where a company suffers serious difficulties in production and/or business operations, or where there has been a material change in the objective economic circumstances relied upon by the parties at the time of the conclusion of the employment contract, thereby making the performance of such employment contract impossible. To date, there has been very little guidance and precedents as to how such specified circumstances for downsizing will be interpreted and enforced by the relevant PRC authorities. All of our employees working for us exclusively within the PRC are covered by the LC Law and thus, our ability to adjust the size of our operations when necessary in periods of recession or less severe economic downturns may be curtailed. Accordingly, if we face future periods of decline in business activity generally or adverse economic periods specific to our business, the LC Law can be expected to exacerbate the adverse effect of the economic environment on our results of operations and financial condition.

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*We cannot be certain that the Chinese regulatory authorities will not impose more stringent restrictions on the convertibility of the Renminbi, especially with respect to foreign exchange transactions.*

Fluctuation in the value of the Renminbi may have a material and adverse effect on your investment. The change in value of the Renminbi against the U.S. dollar is affected by, among other things, changes in PRC's political and economic conditions. We receive substantially all of our revenues in RMB. Under our current structure, our income is primarily derived from payments from the three (3) HJ Group companies. Shortages in the availability of foreign currency may restrict the ability of our subsidiaries and our PRC affiliated entities to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. Under existing Chinese foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in foreign currencies without prior approval from SAFE by complying with certain procedural requirements. However, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses, such as the repayment of bank loans denominated in foreign currencies. The Chinese government may also, at its discretion, restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our stockholders.

From 1995 until July 2005, the People's Bank of China intervened in the foreign exchange market to maintain an exchange rate of approximately Renminbi 8.3 per U.S. dollar. On July 21, 2005, the PRC government changed this policy and began allowing modest appreciation of the Renminbi versus the U.S. dollar. Under the new policy, the Renminbi was permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. This change in policy caused the Renminbi to appreciate approximately 21.5% against the U.S. dollar over the following three years. As a consequence, the Renminbi has fluctuated sharply since July 2008 against other freely traded currencies, in tandem with the U.S. dollar. It is difficult to predict how long the current situation may last and when and how it may change again. There remains significant international pressure on the PRC government to adopt a substantial liberalization of its currency policy, which could result in a further and more significant appreciation in the value of the Renminbi against the U.S. dollar. Significant revaluation of the Renminbi may have a material and adverse effect on your investment. For example, to the extent that we need to convert U.S. dollars we receive from securities offering into Renminbi for our operations, appreciation of the Renminbi against the U.S. dollar would have an adverse effect on the Renminbi amount we would receive from the conversion. Conversely, if we decide to convert our Renminbi into U.S. dollars for the purpose of making payments for dividends on our common stock or for other business purposes, appreciation of the U.S. dollar against the Renminbi would have a negative effect on the U.S. dollar amount available to us. In August 2015, the PRC Government devalued its currency by approximately 3%, represented the largest yuan depreciation for 20 years. Concerns remain that China's slowing economy, and in particular its exports, will need a stimulus that can only come from further cuts in the exchange rate.

In addition, appreciation or depreciation in the value of the Renminbi relative to the U.S. dollar would affect our financial results reported in U.S. dollars without giving effect to any underlying change in our business or results of operations. The income statements of our operations are translated into U.S. dollars at the average exchange rates in each applicable period. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currencies denominated transactions results in reduced revenue, operating expenses and net income for our international operations. Similarly, to the extent the U.S. dollar weakens against foreign currencies, the translation of these foreign currency denominated transactions results in increased revenue, operating expenses and net income for our international operations. We are also exposed to foreign exchange rate fluctuations as we convert the financial statements of our foreign subsidiaries into U.S. dollars in consolidation. If there is a change in foreign currency exchange rates, the conversion of the foreign subsidiaries' financial statements into U.S. dollars will lead to a translation gain or loss, which is recorded as a component of other comprehensive income. Very limited hedging transactions are available in China to reduce our exposure to exchange rate fluctuations. To date, we have not entered into any hedging transactions. While we may enter into hedging transactions in the future, the availability and effectiveness of these transactions may be limited, and we may not be able to successfully hedge our exposure at all.

### ***Fluctuation in the value of RMB may have a material adverse effect on your investment.***

The value of RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in political and economic conditions. Our revenues, costs, and financial assets are mostly denominated in RMB, while our reporting currency is the U.S. dollar. Accordingly this may result in gains or losses from currency translation on our financial statements. We rely entirely on fees paid to us by our affiliated entities in China. Therefore, any significant fluctuation in the value of RMB may materially and adversely affect our cash flows, revenues, earnings, financial position, and the value of, and any dividends payable on, our stock in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would, to the extent that we need to convert U.S. dollars into RMB for such purposes, make any new RMB denominated investments or expenditures more costly to us. An appreciation of RMB against the U.S. dollar would result in foreign currency translation gains for financial reporting purposes when we translate our RMB denominated financial assets into U.S. dollars, as the U.S. dollar is our reporting currency.

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### ***Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service are subject to restrictions on making payments to us.***

We rely substantially on our contractual arrangements with Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service for our revenue. The Chinese government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of China. We may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. Furthermore, if these companies incur debt on their own in the future, the instruments governing the debt may restrict their ability to make payments. If we are unable to receive all of the revenues from our operations through these contractual arrangements, we may be unable to pay dividends on our common shares.

### ***Dividends we receive from our subsidiaries located in the PRC may be subject to PRC withholding tax.***

The EIT Law provides that a maximum income tax rate of twenty percent (20%) is applicable to dividends payable to non-PRC investors that are “non-resident enterprises,” to the extent such dividends are derived from sources within the PRC. However, the State Council has reduced such rate to ten percent (10%) through the implementation regulations. We are a Nevada holding company and substantially all of our income is derived from our subsidiaries and controlled companies located in the PRC. Therefore, dividends paid to us from China may be subject to the ten percent (10%) income tax if we are considered a “non-resident enterprise” under the EIT Law. If we are required under the EIT Law and its implementation regulations to pay income tax for any dividends we receive from our PRC subsidiaries, it may have a material and adverse effect on our net income and materially reduce the amount of dividends, if any, we may pay to our shareholders.

### ***We face risks related to health epidemics and other outbreaks.***

Our business could be adversely affected by the effects of an epidemic outbreak. Any prolonged recurrence of any adverse public health developments in China may have a material adverse effect on our business operations. For instance, health or other government regulations adopted in response may require temporary closure of our stores or offices. Such closures would severely disrupt our business operations and adversely affect our results of operations. We have not adopted any written preventive measures or contingency plans to combat any future epidemic outbreak.

### ***Failure to comply with the U.S. Foreign Corrupt Practices Act could subject us to penalties and other adverse consequences.***

We are required to comply with the United States Foreign Corrupt Practices Act, which generally prohibits United States companies from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. Foreign companies, including some that may compete with us, are not subject to these prohibitions, and therefore may have a competitive advantage over us. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices may occur in the PRC. If our competitors engage in these practices, they may receive preferential treatment in the PRC, giving them an advantage in securing business, which would put us at a disadvantage. We cannot provide assurance that our employees or other agents will not engage in such conduct for which we might be held responsible. If our employees or other agents are found to have engaged in such practices, we could suffer severe penalties and other consequences that may have a material adverse effect on our business, financial condition and results of operations.

### ***If relations between the United States and China worsen, investors may be unwilling to hold or buy our stock and our stock price may decrease.***

At various times during recent years, the United States and China have had significant disagreements over political and economic issues. Controversies may arise in the future between these two countries. Any political or trade controversies between the United States and China, whether or not directly related to our business, could reduce the price of our common stock.

### ***Our auditor, like other independent registered public accounting firms operating in China, is not permitted to be subject to inspection by Public Company Accounting Oversight Board, and consequently investors may be deprived of the benefits of such inspection.***

Our auditor, the independent registered public accounting firm that issued the audit reports included elsewhere in this annual report, as an auditor of companies that are traded publicly in the United States and a firm registered with the Public Company Accounting Oversight Board (United States), or PCAOB, is required by the laws of the United States to undergo regular inspections by the PCAOB to assess its compliance with the laws of the United States and applicable professional standards. Our auditor is located in China and the PCAOB is currently unable to conduct inspections on auditors in China without the approval of the PRC authorities. Therefore, our auditor, like other independent registered public accounting firms operating in China, is currently not inspected by the PCAOB.

In May 2013, the PCAOB announced that it has entered into a Memorandum of Understanding (“MOU”) on Enforcement Cooperation with the China Securities Regulatory Commission (the “CSRC”) and the Ministry of Finance (the “MOF”). The MOU establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations in both countries’ respective jurisdictions. More specifically, it provides a mechanism for the parties to request and receive from each other assistance in obtaining documents and information in furtherance of their investigative duties. In addition to developing enforcement MOU, the PCAOB has been engaged in continuing discussions with the CSRC and MOF to permit joint inspections in China of audit firms that are registered with the PCAOB and audit Chinese companies that trade on U.S. exchanges.

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Inspections of other firms that the PCAOB has conducted outside of China have identified deficiencies in those firms' audit procedures and quality control procedures, and such deficiencies may be addressed as part of the inspection process to improve future audit quality. The inability of the PCAOB to conduct inspections of independent registered public accounting firms operating in China makes it more difficult to evaluate the effectiveness of our auditor's audit procedures or quality control procedures, and to the extent that such inspections might have facilitated improvements in our auditor's audit procedures and quality control procedures, investors may be deprived of such benefits.

### ***The slowing economic growth in China may assert a negative impact on our operation and financial results.***

According to several articles published by the Wall Street Journal, CNN, and BBC News in January 2016, after experiencing rapid growth for more than a decade, China's economy has been hit by shrinking foreign and domestic demand, weak investment, factory overcapacity and oversupply in the property market, and has experienced a painful slowdown in the last two years. In 2015, China's economy grew by 6.9%, compared with 7.3% a year earlier, marking its slowest growth in a quarter of a century. As the government tried to shift the growth engine away from manufacturing and debt-fueled investment toward the services sector and consumer spending, the outlook of the Chinese economy is uncertain.

In the next two to three years, China's growth performance could deteriorate because of the overhang of its real estate bubble, massive manufacturing overcapacity, and the lack of new growth engines. The International Monetary Fund expected China's economy to grow by 6.5% in 2017. If China's economy is further slowing down, it may negatively affect our business operation and financial results.

### **Risks Related to an Investment in Our Securities**

#### ***To date, we have not paid any cash dividends and no cash dividends will be paid in the foreseeable future.***

We do not anticipate paying cash dividends on our common stock in the foreseeable future and we may not have sufficient funds legally available to pay dividends. Even if the funds are legally available for distribution, we may nevertheless decide not to pay any dividends. We intend to retain all earnings for our operations.

#### ***NASDAQ may delist our common stock from trading on the NASDAQ Capital Market for failing to maintain a minimum bid price of \$1.00, which could limit investors' ability to effect transactions in our common stock and subject us to additional trading restrictions.***

On May 9, 2013, we received a letter from The NASDAQ Stock Market LLC ("NASDAQ"), notifying us of our failure to maintain a minimum closing bid price of \$1.00 over the then preceding thirty (30) consecutive trading days for its common stock, as required by NASDAQ Listing Rule 5550(a)(2) (the "Bid Price Rule"). The letter stated that the company had until November 5, 2013, to demonstrate compliance by maintaining a minimum closing bid price of at least \$1.00 for a minimum of ten (10) consecutive trading days. In the meantime, we were included in a list of non-compliant companies posted on NASDAQ's website commencing on May 16, 2013.

On November 6, 2013, NASDAQ granted us an additional 180-day period, or until May 5, 2014, to remain listed on the NASDAQ Capital Market in order to regain compliance with the Bid Price Rule. Under NASDAQ Listing Rules, we were granted this extension because we met the continued listing requirement for market value of publicly held shares and all other applicable NASDAQ listing requirements, except the bid price requirement.

On January 16, 2014, we received a letter from NASDAQ notifying us that we had regained compliance with the Bid Price Rule, as the closing bid price of our common stock had been at or above \$1.00 per share for at least 10 consecutive trading days. However, we cannot provide assurance that we will remain compliant with the Bid Price Rule in the future. If NASDAQ delists our common stock from trading on its exchange, we could face significant material adverse consequences including:

- a limited availability of market quotations for our common stock;
- a limited amount of news and analyst coverage for our company; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

#### ***Although publicly traded, the trading market in our common stock may be substantially less liquid than the average stock quoted on the NASDAQ Capital Market, and such low trading volume may adversely affect the price of our common stock.***

Although our common stock has been listed on the NASDAQ Capital Market since April 22, 2010, the historical trading volume of our common stock has generally been low. Limited trading volume will subject our shares of common stock to greater price volatility and may make it difficult for you to sell your shares of common stock at a price that is attractive to you.

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### ***The market price for our stock may be volatile, and such volatility may subject us to securities litigation.***

The market price for our stock may be volatile and, when compared to seasoned issuers, subject to wide fluctuations in response to various factors, many of which are beyond our control, including the following:

- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- conditions in the retail pharmacy markets;
- changes in the economic performance or market valuations of other retail pharmacy operators;
- announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures or capital commitments;
- addition or departure of key personnel;
- fluctuations of exchange rates between RMB and the U.S. dollar;
- intellectual property litigation; and
- general economic or political conditions in China.

As an illustration of such volatility, the closing price of our common stock during the fifty two (52) weeks preceding the date of this report ranged from a low of \$1.56 to a high of \$2.13. In addition, the securities market has from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our stock.

In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may, in the future, be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

### ***Techniques employed by manipulative short sellers in Chinese small-cap stocks may drive down the market price of our common stock.***

Short selling is the practice of selling securities that the seller does not own but rather has borrowed from a third party with the intention of buying identical securities back at a later date to return to the lender. The short seller hopes to profit from the difference in the sale price of the borrowed securities and the purchase price of the replacement shares. As it is therefore in the short seller's best interests for the price of the stock to decline, there have been incidents of short sellers publishing, or arranging to publish negative opinions in order to create negative market momentum. While traditionally these disclosed shorts have been limited in their ability to access mainstream business media or to otherwise create negative market rumors, the rise of the Internet and technological advancements regarding document creation, videotaping and publication by weblog ("blogging") have allowed many disclosed shorts to publicly attack a company's credibility, strategy and veracity by means of so-called research reports that mimic the type of investment analysis performed by large Wall Street firms and independent research analysts. These short attacks have, in the past, resulted in the selling of shares in the market, on occasion on a large scale and broad base. Issuers with business operations based in the PRC, that have limited trading volumes and that are susceptible to higher volatility levels than U.S. domestic large-cap stocks can be particularly vulnerable to such short attacks.

These short seller publications are not regulated by any governmental, self-regulatory organization or other official authority in the U.S., are not subject to the certification requirements imposed by the SEC in Regulation Analyst Certification and, accordingly, the opinions they express may be based on distortion of the actual facts or, in some cases, fabrication of the facts. In light of the limited risks involved in publishing such information, and the enormous profit that can be made from running just one successful short attack, unless the short sellers become subject to significant penalties, it is more likely than not that disclosed shorts will continue to issue such reports.

While we intend to strongly defend our public filings against any such short seller attacks, oftentimes we are constrained, either by principles of freedom of speech, applicable state law (often called Anti-SLAPP statutes), or issues of commercial confidentiality, in the manner in which we can proceed against the relevant short seller. You should be aware that in light of the relative freedom to operate that such persons enjoy – oftentimes blogging from outside the U.S. with little or no assets or identity requirements – should we be targeted for such an attack and the rumors not dismissed by market participants, our stock will likely suffer from a temporary, or possibly long term, decline in market price.

### ***Our officers and directors own a substantial portion of our outstanding common stock, which will enable them to influence many significant corporate actions and in certain circumstances may prevent a change in control that would otherwise be beneficial to our shareholders.***

As of June 28, 2017, our directors and executive officers collectively controlled approximately 8,788,482 or 34.9% of our outstanding shares of stock entitled to vote on all corporate actions. These stockholders, acting together, could have a substantial impact on matters requiring the vote of the shareholders, including the election of our directors and most of our corporate actions. This control could delay, defer or prevent others from initiating a potential merger, takeover or other change in our control, even if these actions would benefit us and our shareholders. This control could adversely affect the voting and other rights of our other shareholders and could depress the market price of our common stock.

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*The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights for our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.*

Our bylaws contain specific provisions that eliminate the liability of our directors for monetary damages to our company and shareholders, and we are prepared to give such indemnification to our directors and officers to the extent provided by Nevada law. We may also have contractual indemnification obligations under our employment agreements with our officers. The foregoing indemnification obligations could result in our company incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and any costs resulting therefrom may also discourage our company from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors and officers even though such actions, if successful, might otherwise benefit our company and shareholders.

*Legislative actions, potential new accounting pronouncements and higher insurance costs may impact our future financial position and results of operations.*

Over the last decade or so, there have been many regulatory changes, including the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. There may potentially be new accounting pronouncements or regulatory rulings or changes that will have an impact on our future financial position and results of operations. In addition, insurers are likely to increase premiums as a result of high claims rates over the past several years, which we expect will increase our premiums for insurance policies. These and other potential changes could materially increase the expenses we report under generally accepted accounting principles, and adversely affect our operating results.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.***

We are subject to reporting obligations under U.S. securities laws. The SEC, as required by Section 404 of the Sarbanes-Oxley Act, as amended, adopted rules requiring every public company to include a management report on such company’s internal controls over financial reporting in its annual report, which contains management’s assessment of the effectiveness of our internal controls over financial reporting. We reported certain material weaknesses involving control activities, specifically internal control weaknesses relating to finance personnel, in light of the continuing lack of sufficient experience by our accounting staff in U.S. GAAP-based reporting and SEC rules and regulations. Such material weaknesses were noted for the past five (5) fiscal years, based on factors including: (i) the number of adjustments proposed by our independent auditors during our quarterly review and annual audit processes; (ii) the significance of the audit adjustments and their impact on the overall financial statements; (iii) how appropriately we complied with U.S. GAAP on transactions and (iv) how accurately we prepared supporting information to provide to our independent auditors on a quarterly and annual basis. As such, we did not maintain effective controls and did not implement adequate and proper supervisory review to ensure that significant internal control deficiencies could be detected and/or prevented.

Although we believe that we have made significant efforts to address the foregoing weaknesses, we believe that our efforts to date have not yet been sufficient to fully remediate such weaknesses. We will continue our efforts during the current fiscal year, although there can be no assurance that compliance will be achieved in this time frame.

Our reporting obligations as a public company will place a significant strain on our management, operational and financial resources and systems for the foreseeable future. Effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent fraud. As a result, our failure to achieve and maintain effective internal controls over financial reporting could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business and negatively impact the trading price of our common stock. Furthermore, we anticipate that we will incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

### **ITEM 1B. UNRESOLVED STAFF COMMENTS.**

Not applicable.

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### **ITEM 2. PROPERTIES**

We are headquartered in Hangzhou, China. We do not own any property; however, our current leased properties are as follows:

<b>Description</b>	<b>Location</b>	<b>Size (square meters)</b>	<b>Lease expiration date</b>
Principal executive office	1st Floor, Yuzheng Plaza, No. 76, Yuhuangshan Road, Hangzhou, Zhejiang Province, China	1,370	December 31, 2017
Distribution center	2-4th Floors, Building 3, No. 10, Kanghui Road, Gongshu District, Hangzhou, Zhejiang Province, China	12,300	January 31, 2021
Pharmacies (1)	Various locations in Hangzhou, Zhejiang Province, China	Range from 79 to 1,713	June 2015 to March 2027
Farmland for herb cultivation (2)	Qianhong Township, Hangzhou, Zhejiang Province, China	196,677	February 1, 2040
Land (2)	Qianhong Township, Hangzhou, Zhejiang Province, China	18,616	February 1, 2040

(1) As of the date of this report, we have operating leases in connection with our 67 pharmacies. See Note 10, "Long Term Deposits," and Note 22, "Commitments and Contingencies" to the Financial Statements. The leases do not contain any materially escalating lease payments or contingent rental payment terms. We must negotiate with the landlords for an extension of the current leases or enter into new leases upon their termination, upon which our landlords may request a rent increase. Under applicable PRC law, we have priority over other potential lessees with respect to the leased store space on the same terms. We also do not expect any significant difficulties in renewing, where desired, the existing leases upon their expiration. Our community stores are normally relatively small in size and the facilities inside the store are easily movable. As a result, we do not expect our drugstore operations to be materially and adversely affected by any failure to renew current leases or enter into new leases.

(2) We lease the land from The People's Government of Qianhong Village under a 30-year lease entered in February 2010. The rent for the land was prepaid in full in May 2010. See Note 11, "Other Noncurrent Assets," and Note 12, "Intangible Assets," to the Financial Statements.

### **ITEM 3. LEGAL PROCEEDINGS.**

We know of no material, existing or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder holding more than five percent of our common stock, is an adverse party or has a material interest adverse to our company.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II****ITEM 5. MARKETFOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Market Information**

Our common stock trades on the NASDAQ Capital Market under the symbol “CJJD”. The following table sets forth the high and low sales prices for our common stock for each fiscal quarter during the last two (2) fiscal years. This information is based on reports from Yahoo Finance.

	<b>Low</b>	<b>High</b>
<b>Fiscal Year 2017</b>		
Quarter ended March 31, 2017	\$ 1.71	\$ 2.01
Quarter ended December 31, 2016	\$ 1.56	\$ 1.85
Quarter ended September 30, 2016	\$ 1.76	\$ 2.13
Quarter ended June 30, 2016	\$ 1.57	\$ 1.90
<b>Fiscal Year 2016</b>		
Quarter ended March 31, 2016	\$ 1.43	\$ 1.99
Quarter ended December 31, 2015	\$ 1.71	\$ 2.47
Quarter ended September 30, 2015	\$ 1.63	\$ 3.41
Quarter ended June 30, 2015	\$ 2.69	\$ 4.68

Based on the records of our transfer agent, we had 25,214,678 shares of common stock issued and outstanding as of June 21, 2017.

**Holders**

Based on the records of our transfer agent, there were stockholders of record of our common stock as of June 21, 2017 (not including beneficial owners who hold shares at broker/dealers in “street name”).

**Transfer Agent**

Our transfer agent is American Stock Transfer & Trust Company, LLC, whose address is 6201, 15th Avenue, Brooklyn, New York 11219, and whose telephone number is (718) 921-8206.

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### **Dividends**

While there are no restrictions that limit our ability to pay dividends, we have not paid, and do not currently intend to pay cash dividends on our common stock in the foreseeable future. Our policy is to retain all earnings, if any, to provide funds for the operation and expansion of our business. The declaration of dividends, if any, will be subject to the discretion of our Board of Directors, who may consider such factors as our results of operations, financial condition, capital needs and acquisition strategy, among others, in making its determination.

### **Securities Authorized for Issuance under Equity Compensation Plans**

Please see the discussion in Item 12 titled “Equity Compensation Plan Information” below.

### **Recent Sales of Unregistered Securities**

On January 23, 2017, we issued 4,840,000 shares of Common Stock to an institutional investor for a total proceeds of \$10,680,000. The shares are restrictive with a standard legend under the Securities Act of 1933, as amended (the “Securities Act”). No other sales of unregistered securities were made in fiscal 2017.

### **ITEM 6. SELECTED FINANCIAL DATA.**

Not applicable.

### **ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

*The following discussion and analysis of our results of operations and financial condition for the fiscal years ended March 31, 2017 and 2016 should be read in conjunction with our financial statements and the notes to those financial statements that are included elsewhere in this report. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under the “Risk Factors,” “Cautionary Notice Regarding Forward-Looking Statements” and “Description of Business” sections and elsewhere in this report. We use words such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could,” “predict” and similar expressions to identify forward-looking statements. Although we believe the expectations expressed in these forward-looking statements are based on reasonable assumptions within the bound of our knowledge of our business, our actual results could differ materially from those discussed in these statements. Factors that could contribute to such differences include, but are not limited to, those discussed in the “Risk Factors” section of this report. We undertake no obligation to update publicly any forward-looking statements for any reason even if new information becomes available or other events occur in the future other than in compliance with the SEC rules and regulations.*

*Our financial statements are prepared in U.S. Dollars and in accordance with accounting principles generally accepted in the United States. See “Exchange Rates” at the end of this section for information concerning the exchange rates at which Renminbi (“RMB”) were translated into U.S. Dollars (“USD” or “\$”) at various pertinent dates and for pertinent periods.*

### **Overview**

We currently operate in four business segments in China: (1) retail drugstores, (2) online pharmacy, (3) wholesale of products similar to those that we carry in our pharmacies, and (4) farming and selling herbs used for traditional Chinese medicine (“TCM”).

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Our drugstores offer customers a wide variety of pharmaceutical products, including prescription and over-the-counter (“OTC”) drugs, nutritional supplements, TCM, personal and family care products, medical devices, and convenience products, including consumable, seasonal, and promotional items. Additionally, we have licensed doctors of both western medicine and TCM on site for consultation, examination and treatment of common ailments a scheduled hours. As of March 31, 2017, we had 67 pharmacies in Hangzhou city and its adjacent town Lin'an under the store brand of “Jiuzhou Grand Pharmacy.” During the year ended March 31, 2017, we had opened thirteen new pharmacies while closing three stores due to termination of their lease contracts.

Since May 2010, we have also been selling certain OTC drugs, medical devices, nutritional supplements and other sundry products online. Our online pharmacy sells through several third-party platforms such as Alibaba’s Tmall, JD.com and Amazon.com, and the Company’s own platform all over China. In fiscal year 2017, in order to keep top rankings in certain third-party platforms such as Tmall, we have spent reasonable resources on marketing our products through these third-party platforms. Our sales through our own platform are primarily generated by customers who use their private commercial medical insurances package.

We operate a wholesale business through Jiuxin Medicine distributing third-party pharmaceutical products (similar to those carried by our pharmacies) primarily to trading companies throughout China. We also farm certain herbs used in TCM but have not incurred sales in the year ended March 31, 2017.

### **Critical Accounting Policies and Estimates**

In preparing our audited consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, we are required to make judgments, estimates and assumptions that affect: (i) the reported amounts of our assets and liabilities; (ii) the disclosure of our contingent assets and liabilities at the end of each reporting period; and (iii) the reported amounts of revenue and expenses during each reporting period. We continually evaluate these estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and reasonable assumptions, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ materially from those estimates.

We believe that any reasonable deviation from those judgments and estimates would not have a material impact on our financial condition or results of operations. To the extent that the estimates used differ from actual results, however, adjustments to the statement of operations and corresponding balance sheet accounts would be necessary. These adjustments would be made in future financial statements.

When reading our financial statements, you should consider: (i) our critical accounting policies; (ii) the judgment and other uncertainties affecting the application of such policies; and (iii) the sensitivity of reported results to changes in conditions and assumptions. The critical accounting policies and related judgments and estimates used to prepare our financial statements are identified in Note 2 to our audited consolidated financial statements accompanying in this report.

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### Results of Operations

#### *Comparison of years ended March 31, 2017 and 2016*

The following table summarizes our results of operations for the years ended March 31, 2017 and 2016:

	Years ended December 31,			
	2017		2016	
	Amount	Percentage of total revenue	Amount	Percentage of total revenue
Revenue	\$ 81,499,045	100.0%	\$ 89,065,580	100.0%
Gross profit	\$ 16,626,918	20.4%	\$ 17,511,582	19.7%
Selling expenses	\$ 12,923,192	15.9%	\$ 12,360,872	13.9%
General and administrative expenses	\$ 7,684,862	9.1%	\$ 5,175,476	0.6%
Loss from operations	\$ (3,981,136)	(4.9)%	\$ (24,766)	(0.0)%
Interest income	\$ 379,790	0.5%	\$ 299,511	0.3%
Interest expenses	\$ (1,349)	0.0%	\$ (155,578)	(0.2)%
Other income, net	\$ 19,888	0.0%	\$ (43,535)	(0.0)%
Impairment of long-lived assets	\$ (2,117,042)	(2.6)%	\$ -	-%
Change in fair value of derivative liability	\$ 140,032	0.2%	\$ 612,198	(0.7)%
Income tax expense	\$ 84,387	(0.1)%	\$ 96,741	0.1%
Net income(loss)	\$ (5,644,204)	(6.9)%	\$ 447,156	(0.5)%

#### **Revenue**

Primarily due to the decline in our online pharmacy business, revenue decreased by \$7,566,535 or 8.5% for the year ended March 31, 2017, as compared to the year ended March 31, 2016, partially offset by the increase in our retail drugstore and wholesale business. The following table breaks down the revenue for our four business segments for the year ended March 31, 2017 and 2016:

#### **Revenue by Segment**

The following table breaks down the revenue for our four business segments for the year ended March 31, 2017 and 2016:

	For the year ended March 31,					
	2017		2016		Variance by amount	% of change
	Amount	% of total revenue	Amount	% of total revenue		
Revenue from retail drugstores	\$ 51,788,386	63.5%	\$ 51,205,644	57.5%	\$ 582,742	1.1%
Revenue from online sales	15,388,996	18.9%	26,449,981	29.7%	(11,060,985)	(41.8)%
Revenue from wholesale business	14,321,663	17.6%	11,409,955	12.8%	2,911,708	25.5%
Revenue from farming business	-	-%	-	-%	-	-%
Total revenue	\$ 81,499,045	100.0%	\$ 89,065,580	100.0%	\$ (7,566,535)	(8.5)%

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Retail drugstores sales, which accounted for approximately 63.5% of total revenue for the year ended March 31, 2017, increased by \$582,742, or 1.1% compared to the year ended March 31, 2016, to \$51,788,386. Same-store sales decreased by approximately \$2,648,725, or 5.5%, while new stores contributed approximately \$2,200,622 in revenue in the year ended March 31, 2017. Excluding the RMB depreciation effect, the same store sales increased by approximately 0.6% period over period. In the year ended March 31, 2017, we closed three stores due to termination of lease contracts. The three stores contributed a total revenue of \$1,152,555 in the year ended March 31, 2017 as compared to a total revenue of \$2,536,483 in the year ended March 31, 2016, a decrease of \$1,383,928. Although we closed the three stores, we have moved their business licenses such as National Basic Social Health Insurance (SHI) Qualification to three of our new stores. On the other hand, the G20 summit held in Hangzhou in September 2016 impeded our sales in the first two quarters of fiscal 2017, as the local government has significantly tightened its security requirements and prevented people from entering Hangzhou City before and during the G20 summit for several months. In order to catch up with the sales plan in 2016, after the G20 summit, we have made a series of marketing activities to promote sales. For instance, close to the Chinese Spring Festival, people tend to purchase more nutritional supplements such as ginseng, bird's-nest and collagen. We have negotiated with major manufacturers and vendors of nutritional supplements in advance and ordered a large quantity at favorable prices. As a result, we are able to implement various marketing campaigns to promote sales. Additionally, since the beginning of 2016, we have expended considerable efforts in establishing and improving our chronic disease management program, which has gradually attracted quite a few loyal customers who continuously refill their prescriptions and purchase supplemental products at our stores. Furthermore, starting from fiscal 2018, we have accelerated our new stores expansion, which is expected to generate more retail drugstore revenue. Our store count increased to 67 as of March 31, 2017, compared to 58 stores as of March 31, 2016.

Our online pharmacy sales decreased by approximately \$11,060,985, or 41.8% for the year ended March 31, 2017, as compared to the year ended March 31, 2016. The decrease was primarily caused by the decline in business referred from Yikatong and decline in our sales via various e-commerce platforms, as further explained below, during this year. We carry our business either through certain e-commerce platforms such as Tmall and JD.com or via our own official online pharmacy website. Such arrangements with third-party platforms have exposed our online presence to a wider consumer base. In order to increase the popularity of our products, we have made considerable efforts to identify popular products that can drive sales, while keeping close watch on cost. However, due to the China Food and Drug Administration ("CFDA") suspension of OTC drug sales on e-commerce platforms such as Alibaba in the second quarter, our sales via these e-commerce platforms have been curtailed. As a result, our sales via these e-commerce platforms decreased by 18.1% period over period. To minimize the effect of OTC drug sales suspension, we are using these platforms as a showcase for our OTC products. Customer interested in listed OTC products can place order requests on these platforms which will forward these requests to us. We will process these orders and the customers can pay us upon delivery. We are also adding more non-medical health products such as nutritional supplements into our sales menu to counteract the decline in sales of OTC drugs. Due to the decline in business referred to us from "Yikatong", the popular pharmacy and health insurance benefit card, the sales on our own official website for the year ended March 31, 2017 decreased by \$8.1 million or 81.4% as compared to the year ended March 31, 2016. Yikatong is run by a Pharmacy Benefit Management ("PBM") provider in China. In fiscal 2016, we created a strategic alliance with the PBM provider. However, in order to maximize its profit, the PBM provider chose to create its own online pharmacy to sell products referred from Yikatong. In order to grow its own online pharmacy, the PBM provider actively directed Yikatong customers to purchase products on its online pharmacy. As a result, the sales on our own official website declined dramatically. In order to offset the negative effect, we had been actively working with a similar vendor, who may refer to us a big customer pool in the near future. If we are able to retain the new vendor, our own website sales will continue to grow in the future.

Wholesale revenue increased by \$2,911,708 or 25.5%, primarily as a result of our ability to resell certain products, which our retail stores made large order on, to other vendors. As our retail drugstores achieved large quantity sales of certain brand name merchandises, we were able to bargain lower purchase prices than the market level on these merchandises. As a result, certain vendors who were unable to obtain a better price than ours, will turn to us for these merchandises, leading the wholesale volume to grow. However, hospitals still act as a major source of drug retailers in China. Local hospitals usually have stronger ties with their existing suppliers and we have not been able to make significant progress in becoming a major supplier to local hospitals. Until we can establish a new customer base and secure a status to serve as provincial or national exclusive sale agent for certain popular drugs, we do not expect our wholesale business to increase significantly in the immediate future.

In the year ended March 31, 2017 and 2016, we have not harvested and generated revenue from our farming business. We planted ginkgo and maidenhair trees during the year ended March 31, 2013. A ginkgo tree may have a growth period of up to twenty years before it is mature enough for harvest. Usually, the longer it grows the more valuable it becomes. We plan to continue cultivating the trees in order to maximize their market value in the future. During the year ended March 31, 2017, we had cultivated white tea among the ginkgo trees. We anticipate that we will continue to grow ginkgo trees and start cultivating other herbs in the future.

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### **Gross Profit**

Gross profit decreased by \$884,664 or 5.1% period over period primarily as a result of a decrease in gross profit provided by online sale, which decreased significantly in the year ended March 31, 2017. At the same time, gross margin increased from 19.7% to 20.4% due to higher retail and wholesale profit margins. The average gross margins for each of our four business segments are as follows:

	Year ended March 31,	
	2017	2016
Average gross margin for retail drugstores	26.5%	25.1%
Average gross margin for online sales	10.1%	15.4%
Average gross margin for wholesale business	9.6%	4.9%
Average gross margin for farming business	N/A	N/A

Retail gross margin increased primarily because of more vendor rebates attributable to our focused marketing efforts in promoting brand-name products with large pharmaceutical suppliers, continuous efforts to renegotiate prices with our suppliers periodically, and selection of certain higher profit margin products. Instead of labeling our own products, we focused on promoting brand name products. We believe selling brand name products will increase our store popularity and customer loyalty. For instance, we negotiated with the largest brand name provider of colla coril asini, which we have been actively marketing starting in the third quarter of fiscal 2017, and have obtained a large vendor rebate from this vendor. Additionally, we have been searching for ways to improve our profit margin. From time to time, we compared existing products among our suppliers to negotiate lower cost.

Gross margin of online pharmacy sales decreased primarily because of the decline in our sales via our own official website, as well as due to our promotion of certain products sold at low profit margin. We conduct our business either through certain e-commerce platforms such as Tmall and JD.com or via our own official online pharmacy website, www.dada360.com. The sales on our own official website usually have higher profit margins because customers referred by Yikatong and commercial insurance companies are premium customers who can afford premium products with higher profit margins. As described in the above, Yikatong has continuously cut its customer referrals to our online pharmacy. In addition, to promote sales via third-party platforms, we also organized several market campaigns focusing on competitive pricings. As a result, our overall online sales profit margin declined in the year ended March 31, 2017.

Wholesale gross margin varies period by period primarily as a result of different products we carried and sold to certain pharmaceutical vendors. Although we tried marketing our products to major local hospitals and other pharmacies, we had not been able to make significant progress. Until we are able to obtain status as provincial or national exclusive sale agent for certain popular drugs or have sales access to large local hospitals, we may have to keep low profit margins in order to drive sales on our wholesale business.

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### **Selling and Marketing Expenses**

Sales and marketing expenses increased by \$562,320 or 4.5% period over period, primarily due to reclassification of certain staff salary to selling and marketing expense in our wholesale business. As certain wholesale staff providing general customer cares and warehouses supports are more related to our sales, we reclassified these expense to sales and marketing expense to better reflect their nature. Primarily due to the decrease in overall sales, such expenses as a percentage of our revenue, increased to 15.9%, from 13.9% for the same period a year ago. Except for online business, which declined significantly, we expect other sections' future sales and marketing expenses to not deviate significantly from the current level.

### **General and Administrative Expenses**

General and administrative expenses increased by \$2,509,386 or 48.5% period over period. Such expenses as a percentage of revenue increased to 9.4% from 5.8% for the same period a year ago. The decrease in absolute dollars reflects accounts receivable allowance reversal of \$683,739 and additional advances to vendors allowance of \$1,396,713 in the year ended March 31, 2017, as compared to a total of accounts receivables and advances to suppliers allowance reversal of \$1,891,546 in the year ended March 31, 2016. The net effect is approximately \$2,604,520 decrease in general and administrative expense. Certain advance accounts with suppliers became aged and we made additional reserve on these accounts. Excluding such an effect, general and administrative expenses slightly decreased by \$95,134.

### **Loss from Operations**

As a result of the above, we had loss from operations of \$3,981,136, as compared to loss from operations of \$24,766 a year ago. Our operating margin for the year ended March 31, 2017 and 2016 was (4.9)% and (0.0)%, respectively.

### **Impairment of Long-lived Assets**

We recorded an impairment of long-lived assets of \$2,117,042 for the year ended March 31, 2017. Such impairment was made after we estimated that the implied fair value of long-lived assets was lower than the carrying value. Accordingly, we impaired prepayment of lease use right in the amount of \$1,217,081, impaired land and road improvement in the amount of \$106,257, and impaired farmland assets in the amount of \$743,261 in the year ended March 31, 2017.

### **Income Taxes**

Our income tax expense decreased by \$12,354 period over period due to decrease in overall profit.

### **Net (Loss) Income**

As a result of the foregoing, net loss is \$5,644,204 in the year ended March 31, 2017 as compared to a net income of \$447,156 in the year ended March 31, 2016.

### **Accounts receivable**

Accounts receivable, which are unsecured, are stated at the amount we expect to collect. We continuously monitor collections and payments from our customers (our distributors) and maintain a provision for estimated credit losses. To prepare for potential loss in such accounts, we made corresponding reserves.

Our accounts receivable aging was as follows for the periods described below:

From date of invoice to customer	Retail drugstores	Online Pharmacy	Drug wholesale	Herb farming	Total amount
1- 3 months	\$ 6,242,363	\$ 540,595	\$ 906,571	\$ -	\$ 7,689,529
4- 6 months	76,866	223,268	471,793	-	771,927
7- 12 months	1,966	29,378	280,991	-	312,335
Over one year	37,634	19,033	1,145,482	1,161	1,203,310
Allowance for doubtful accounts	(39,942)	(83,868)	(1,290,534)	(1,161)	(1,415,505)
Total accounts receivable	<u>\$ 6,318,887</u>	<u>\$ 728,406</u>	<u>\$ 1,514,303</u>	<u>\$ -</u>	<u>\$ 8,561,596</u>

Accounts receivable from our retail business mainly consist of reimbursements from government health insurance bureaus and commercial health insurance programs. In the year ended March 31, 2017, we wrote off an approximately \$195,911 collectible from provincial and Hangzhou City government insurance, as such amount has been determined by the health insurance bureaus to be unqualified for reimbursement.

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Accounts receivable from our online pharmacy business mainly consist of collectibles from third-party platforms such as Tmall and JD.com where we sell products. Usually the third-party platforms will collect from customers ordering on their platforms and then reimburse us in times ranging from several days to a month after orders are placed.

Accounts receivable from our drug wholesale business and herb farming business consist of receivables from our customers such as pharmaceutical distributors. Our drug wholesale business transitioned away from focusing on sales volume beginning in the second half of fiscal 2013, and it tightened its customer credit policy and strengthened monitoring of uncollected receivables. Furthermore, the new management team expended significant efforts in clearing outstanding balances with certain customers and suppliers. In the year ended March 31, 2017, we were able to continually collect certain aged accounts. As a result, we reversed approximately \$683,739 in allowance.

Subsequent to March 31, 2017 and through May 31, 2017, we collected approximately \$2.6 million in receivables relating to our drugstore business approximately \$1.4 million in receivables relating to our online pharmacy business, approximately \$0.2 million relating to our wholesale business, and \$0 relating to our herb farming business.

### Advances to suppliers

Advances to suppliers are mainly prepayments to secure certain products or services at favorable pricing. The aging of our advances to suppliers is as follows for the periods described below:

From date of cash prepayment to suppliers	Retail drugstores	Online Pharmacy	Drug wholesale	Herb farming	Total amount
1- 3 months	\$ 335,906	\$ -	\$ 3,526,844	\$ -	\$ 3,862,750
4- 6 months	117,423	-	792,247	-	909,670
7- 12 months	23,358	-	1,364,122	-	1,387,480
Over one year	165,060	-	681,436	-	846,496
Allowance for doubtful accounts	(200,289)	-	(1,301,966)	-	(1,502,255)
Total advances to suppliers	<u>\$ 441,458</u>	<u>\$ -</u>	<u>\$ 5,062,683</u>	<u>\$ -</u>	<u>\$ 5,504,141</u>

Since the acquisition of Jiuxin Medicine, we have gradually transferred almost all logistics services of our retail drugstores to Jiuxin Medicine. Jiuzhou Pharmacy only makes purchase on certain non-medical products such as sundry. As a result, our retail chain had little advances to suppliers as of March 31, 2017.

Advances to suppliers for our drug wholesale business consist of prepayments to our vendors such as pharmaceutical manufacturers and other distributors. We typically receive products from vendors within three to nine months after making prepayments. We continuously monitor delivery from and payments to our vendors while maintaining a provision for estimated credit losses based upon historical experience and any specific supplier issues such as discontinuing of inventory supply that have been identified. If we are having difficulty receiving products from a vendor, we take the following steps: cease purchasing products from the vendor, ask for return of our prepayment promptly, and if necessary, take legal actions. If all of these steps are unsuccessful, management then determines whether or not the prepayments should be reserved or written off. To facilitate its initial expansion, Jiuxin Medicine made significant prepayments to certain vendors. Lack of timely supplier account reconciliation caused by several sales staff rotations delayed the monitoring of such accounts. To accommodate potential loss in advances to suppliers, we made reserve for amounts considered to be uncollectible. To control credit risk, we have tightened our customer credit policy and strengthened monitoring of uncollected receivables.

### Liquidity and Capital Resources

Our cash flows for the periods indicated are as follows:

	For the year ended March 31,	
	2017	2016
Net cash provided by/used in operating activities	\$ 1,559,502	\$ 2,585,705
Net cash provided by/used in investing activities	\$ (46,546)	\$ 429,808
Net cash provided by/used in financing activities	\$ 10,644,839	\$ (401,892)

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For the year ended March 31, 2017, cash provided by operating activities amounted to \$1,559,502, as compared to \$2,585,705 a year ago. The change is primarily attributable to a decrease in cash provided by accounts receivable of \$1,150,063, a decrease in cash provided by change of advances to suppliers of \$4,349,479 offset by an increase of \$2,263,302 in bad debt direct write-off and provision, an increase in cash provided by accounts payable of \$2,340,439, and an increase in cash provided by the change of other payables and accrued liabilities of \$1,848,968.

For the year ended March 31, 2017, net cash used in investing activities amounted to \$(46,546), as compared to \$429,808 provided by investing activities a year ago. The change is attributable to the disposal of financial assets available for sale and increase in cash used in purchase of equipment and addition of leasehold improvement in the year ended March 31, 2017.

For the year ended March 31, 2017, net cash provided by financing activities amounted to \$10,644,839, as compared to \$(401,892) net cash used in financing activities a year ago. The financing proceeds were from the private placement described below.

As of March 31, 2017, we had cash of approximately \$18,364,424. Our total current assets as of March 31, 2017, were \$55,960,458 and total current liabilities were \$40,012,424, which resulted in a working capital of \$ 15,948,034.

On January 23, 2017, we completed a private placement with a single healthcare-focused institutional investor for the purchase of an aggregate of 4,840,000 of our common stock at a price of \$2.20 per share and gross proceeds of approximately \$10,648,000. As of March 31, 2017, we had approximately \$5.20 million in our credit line available for further borrowing. We believe that the foregoing sources will collectively provide sufficient liquidity for us to meet our liquidity and capital obligations for the next twelve months. However, if we are to acquire additional businesses or further expand our operations, we may need additional capital.

### **Contractual Obligations and Off-Balance Sheet Arrangements**

#### *Contractual Obligations*

The following table summarizes our contractual obligations:

Contractual obligations	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-Term Debt Obligations	\$ -	-	-	-	-
Capital Lease Obligations	-	-	-	-	-
Operating Lease Obligations	11,405,437	3,223,252	5,091,372	2,036,732	1,054,081
Purchase Obligations	-	-	-	-	-
Other Long-Term Liabilities Reflected on the Registrant's Balance Sheet under GAAP*	496,217	-	-	496,217	-
<b>Total</b>	<b>\$ 11,901,654</b>	<b>3,223,252</b>	<b>5,091,372</b>	<b>2,532,949</b>	<b>1,054,081</b>

\* It refers to warrants to purchase shares of common stock issued to an institutional investor and a placement agent (See Note 17).

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### *Off-balance Sheet Arrangements*

We do not have any outstanding financial guarantees or commitments to guarantee the payment obligations of any third parties. We have not entered into any derivative contracts that are indexed to our shares and classified as stockholder's equity or that are not reflected in our consolidated financial statements. Furthermore, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

### **Exchange Rates**

Our subsidiaries and affiliated companies in the PRC maintain their books and records in RMB, the lawful currency of the PRC. In general, for consolidation purposes, we translate their assets and liabilities into USD using the applicable exchange rates prevailing at the balance sheet date, and the statement of income is translated at average exchange rates during the reporting period. Adjustments resulting from the translation of their financial statements are recorded as accumulated other comprehensive income.

The exchange rates used to translate amounts in RMB into USD for the purposes of preparing the audited consolidated financial statements as otherwise disclosed in this report were as follows:

	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Balance sheet items, except for the registered and paid-up capital, as of end of period/year	USD1: RMB 0.1451	USD1: RMB 0.1551
Amounts included in the statement of Operations and statement of cash flows for the period/ year ended	USD1: RMB 0.1487	USD1: RMB 0.1582

### **Inflation**

We believe that inflation has not had a material effect on our operations to date.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not applicable.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The Report of the Independent Registered Public Accounting Firm, and our Financial Statements and accompanying Notes to the Financial Statements that are filed as part of the Report, are listed under "Item 15. Exhibits and Financial Statement Schedules" and are set forth beginning on page F-1 immediately following the signature pages to this report.

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### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES.**

#### ***Disclosure Controls and Procedures***

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of March 31, 2017, the end of the fiscal year covered by this report, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of our disclosure controls and procedures.

Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2017, our disclosure controls and procedures were ineffective. Such conclusion is due to the presence of material weaknesses in internal control over financial reporting as described below. Management anticipates that our disclosure controls and procedures will remain ineffective until such material weaknesses are remediated.

#### ***Management’s Report on Internal Control over Financial Reporting***

We assessed the effectiveness of the Company’s internal control over financial reporting as of March 31, 2017. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO) in the Internal Control-Integrative Framework. We are responsible for establishing and maintaining adequate internal control over financial reporting. Based on our evaluation, management concluded that our internal control over financial reporting was ineffective as of March 31, 2017 due to the following material weaknesses:

**Accounting and Finance Personnel Weaknesses** - As noted in Item 9A of our annual reports on Form 10-K for the preceding fiscal years management concluded that in light of the inexperience of our accounting staff with respect to the requirements of U.S. GAAP-based reporting and SEC rule and regulations, we did not maintain effective controls and did not implement adequate and proper supervisory review to ensure that significant internal control deficiencies can be detected or prevented.

Management’s assessment of the control deficiency over accounting and finance personnel as of March 31, 2017 considered the same factors, including:

- the number of adjustments proposed by our independent auditors during our quarterly review and annual audit processes;
- the significance of the audit adjustments’ impact on the overall financial statements;
- how adequately we complied with U.S. GAAP on transactions; and
- how accurately we prepared supporting information to provide to our independent auditors on a quarterly and annual basis.

Based on the above factors, management concluded that the control deficiency over accounting and finance personnel continues to be material weaknesses as of March 31, 2017, as our accounting staff continues to lack sufficient U.S. GAAP experience and requires further substantial training.

In addition, we have hired additional accounting staff to help us prepare supporting accounting documentation and information. We have also retained a financial advisor who monitors our corporate performance and provides financial advice to us. During the fiscal year ended March 31, 2017, we continued to hire outside financial consultant to monitor the accounting reporting. Although we believe that we have made significant progress, our efforts to date have not yet been sufficient to fully remediate such weaknesses. As such, we will continue our efforts during the fiscal year ending March 31, 2018, although there can be no assurance that compliance will be achieved in this time frame.

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### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rule 13a-15 or Rule 15d-15 that occurred during the fourth quarter ended March 31, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ***Limitations on Controls***

Management does not expect that our disclosure controls and procedures or internal control over financial reporting will prevent or detect all errors and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

### **ITEM 9B. OTHER INFORMATION.**

None.

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### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The following table identifies our current executive officers and directors as of the date of this report, their respective offices and positions, and their respective dates of election or appointment:

Name	Age(1)	Position	Date of Appointment
Lei Liu	52	Chief Executive Officer and Chairman of the Board of Directors	September 17, 2009
Ming Zhao	41	Chief Financial Officer	August 1, 2011
Li Qi	44	Secretary and Director	October 23, 2009
Caroline Wang (2) (3) (4)	30	Director	March 29, 2017
Taihong Guo (2) (3) (4)	66	Director	January 1, 2013
Genghua Gu (2) (3) (4)	66	Director	March 28, 2014

(1) As of the date of this report.  
(2) Member of the Audit Committee.  
(3) Member of the Compensation Committee.  
(4) Member of the Nominating Committee.

#### **Biographical Information of Our Current Directors and Executive Officers**

**Lei Liu** has served as our Chief Executive Officer and Chairman of our Board of Directors since September 17, 2009. Mr. Liu is one of the three founders of Hangzhou Jiuzhou Grand Pharmacy Chain Co., Ltd. (“Jiuzhou Pharmacy”), Hangzhou Jiuzhou Clinic of Integrated Traditional and Western Medicine (General Partnership) (“Jiuzhou Clinic”) and Hangzhou Jiuzhou Service & Public Health Service Co., Ltd. (“Jiuzhou Service”) (Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service, as well as the subsidiaries of Jiuzhou Pharmacy, collectively as “HJ Group”), and has been the executive director of Jiuzhou Pharmacy since September 2003 and the supervising director of Jiuzhou Service since November 2005. From December 1997 to August 2003, Mr. Liu worked in Tai He Drugstore as a general manager. From September 1992 to November 1997, Mr. Liu was an administration official of Hangzhou Medical Junic College, his alma mater, where he was also a researcher and an anatomy instructor from September 1983 to July 1992. Mr. Liu has been a licensed researcher in the PRC since September 1988. As the founder and CEO responsible for our vision and direction, Mr. Liu is invaluable to us and our Board of Directors.

**Ming Zhao** has served as our Chief Financial Officer since August 2011. From September 2010 to July 2011, Mr. Zhao was a senior manager at CFO Oncall, Inc., a financial consulting firm providing CFO services to U.S.-listed, China-based publicly traded companies. From December 2006 through August 2010, Mr. Zhao was a senior auditor at Sherb & Co., LLP. From January through June 2003, Mr. Zhao worked as a financial analyst at Microsoft Corporation. Mr. Zhao is a licensed certified public accountant. He graduated with a bachelor’s degree in accounting from Central University of Finance and Economics in Beijing in July 1999, and obtained a master’s degree in professional accounting from the University of Washington in December 2002.

**Li Qi** is one of the three founders of HJ Group. Ms. Qi has served as our secretary since October 23, 2009, and is currently the general manager of both Jiuzhou Pharmacy and Jiuzhou Service. From January 2000 to June 2003, Ms. Qi worked in Zhejiang Yikang Drugstore as a general manager. From October 1991 to January 2000, Ms. Qi worked in the Branch Hospital of Hangzhou No. 1 People’s Hospital as a nurse. Ms. Qi is a licensed TCM pharmacist in the PRC and is a 1991 graduate of Hangzhou Nurse School. As the founder and secretary overseeing our day-to-day corporate operations, Ms. Qi is highly qualified to serve on our Board of Directors.

**Caroline Wang** has been a member of our Board since March 29, 2017. Ms. Wang has been a project manager with JC Group, a comprehensive industrial financial group which serves the “city management”, performing internal audit and projects management for a variety of financial products since October 2015. Prior to that, Ms. Wang served as a CFO assistant of Kandi Technologies Group, Inc. (NASDAQ:KNDI), a company engaged in the research, development, manufacturing, and sales of vehicle products. She was mainly responsible for consolidation of financial reports and internal control audit. From 2012 to 2015, Ms. Wang was an audit department assistant manager with KPMG Huazhen LLP Hangzhou Branch, conducting financial report audit and internal control audit for listing companies, also providing audit service to pre-IPO companies. None of these companies is related to or affiliated with the registrant. Ms. Wang holds a master’s degree in public administration from London School of Economics and Political Science, and a bachelor’s degree in finance from Beijing Language and Culture University. The Board has determined that Ms. Wang has the qualification to serve as a member of the Board given her extensive financial, accounting and auditing experience, as well as her English and Chinese bilingual capabilities to facilitate the Board’s supervision of the management.

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**Taihong Guo** has been the President of the Zhejiang Province Pharmaceutical Industry Association, which has over 300 local pharmaceutical enterprises as members, since December 2012, and serves as a bridge between its members and the Zhejiang Food and Drug Administration (“FDA”). He was previously the Chief of the Hangzhou FDA from January 2003 to September 2009, and an Inspector from September 2009 to June 2012. From February 2010 to January 2012, he also chaired the Board of Supervisors at three private companies in Hangzhou: Hangzhou Industrial Assets Management Co., Ltd., state-owned asset management company, Hangzhou Qingchunbao Group Co., Ltd., a leading supplier of traditional Chinese medicine and nutritional supplements throughout China, and Hangzhou Information Technology Co., Ltd., a state-owned asset management company focusing on technology companies. None of these companies is related to or affiliated with the registrant. Mr. Guo holds a bachelor degree in automotive designs from Jiangsu University (formerly Zhengjiang Nongji Institute), an associate degree in law from the Open University of China, Zhejiang Campus, and a bachelor degree in business management from the Central Party School. The Board has determined that Mr. Guo should serve as a director given his experience and working knowledge of the Hangzhou FDA, as well as his considerable contacts within the pharmaceutical industry in Hangzhou.

**Genghua Gu** is a retired physician, professor and published scientific researcher in the field of stomatology. From 2003 to 2013, Dr. Gu was a member of the Standing Committee of Zhejiang Province Political Consultative Conference. From 2000 to 2009, Dr. Gu was the Vice President of the Women’s Hospital of Zhejiang University’s School of Medicine (the “School of Medicine”), where, in addition to being a chief physician, professor and researcher, he was also in charge of logistics and financial control as part of the hospital’s management. From 1998 to 2000, Dr. Gu was the Vice President of the Second Affiliate Hospital of the School of Medicine (the “Affiliate Hospital”), where, in addition to his medical, teaching and research duties, he was also in charge of the hospital’s logistics. From 1995 to 1998, Dr. Gu served as the Deputy Magistrate with the Shuichang County Government in Zhejiang Province, in charge of the county’s culture, education and hygiene programs. From 1988 to 1995, Dr. Gu was the Head of the Medical Department at the Affiliate Hospital and was involved in planning and management of the medical department. Dr. Gu served as an oral surgeon from 1977 to 1988 at the Affiliate Hospital. Dr. Gu graduated from Shanghai Jiaotong University’s School of Medicine, Department of Stomatology in 1977. The Board has determined that Dr. Gu should serve as a director given his extensive medical and scientific research experience, as well as his government and hospital management and logistics experience.

### **Family Relationships**

There are no family relationships between or among any of the current directors, executive officers or persons nominated or charged to become directors or executive officers. There are no family relationships among our officers and directors and those of our subsidiaries and affiliated companies.

### **Involve ment in Certain Legal Proceedings**

To our knowledge, our directors and executive officers were not involved in any legal proceedings as described in Item 401(f) of Regulation S-K in the past ten (10) years.

### **Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than ten percent (10%) of a registered class of our equity securities (“Reporting Persons”), to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. The Reporting Persons are also required by SEC rules to furnish us with copies of Section 16(a) forms they file. Based upon a review of the filings made on their behalf during the fiscal year ended March 31, 2017, as well as an examination of the SEC’s EDGAR system Form 3, 4, and 5 filings (including amendments to such forms) on our records, we believe that, for the fiscal year ended March 31, 2017, our directors, executive officers and holders of ten percent (10%) or more of our common stock complied with Section 16(a) filing requirements applicable to them.

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### **The Board of Directors and Committees**

We seek directors with established strong professional reputations and experience in areas relevant to the strategy and operation of our businesses. We also seek directors who possess the qualities of integrity and candor, who have strong analytical skills, and who are willing to engage with the management and each other in a constructive and collaborative fashion. We also seek directors who have the ability and commitment to devote significant time and energy to service on the board and its committees. We believe that all of our directors meet the foregoing qualifications.

Based on the information submitted by Ms. Caroline Wang, Mr. Taihong Guo, and Dr. Genghua Gu, our Board of Directors has determined that each of them is independent under Rule 5605(a)(2) of The NASDAQ Listing Rules.

Our Board of Directors has three (3) committees. During the fiscal year ended March 31, 2017, our Board of Directors and its committees held the following number of meetings and took the following number of actions by unanimous written consent:

	Meetings	Unanimous written consents
Board of Directors	1	4
Audit Committee	1	1
Compensation Committee	1	3
Nominating Committee	1	1

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### Audit Committee

Our Audit Committee operates under a written charter, a copy of which is available on our website at <http://www.chinajojodrugstores.com> under the tabs “Investor”–“Corporate Governance”–“Documents”, and is composed of our three (3) independent directors. Our Board of Directors has determined based on information furnished by Ms. Caroline Wang and other available information, that she meets the requirements of an “audit committee financial expert” as that term is defined in the rules promulgated under the Securities Act and the Exchange Act, and has accordingly designated her as such. Our Board of Directors has also appointed her chairperson of the committee.

The responsibilities of our Audit Committee include:

- meeting with our management periodically to consider the adequacy of our internal control over financial reporting and the objectivity of our financial reporting;
- appointing the independent registered public accounting firm, determining the compensation of the independent registered public accounting firm, and pre-approving the engagement of the independent registered public accounting firm for audit and non-audit services;
- overseeing the independent registered public accounting firm, including reviewing its independence and quality control procedures, as well as the experience and qualifications of the audit personnel that are providing audit services to us;
- meeting with the independent registered public accounting firm and reviewing the scope and significant findings of the audits performed by them, and meeting with management and internal financial personnel regarding these matters; and
- reviewing our financing plans, the adequacy and sufficiency of our financial and accounting controls, practices and procedures, the activities and recommendations of the auditors and our reporting policies and practices, and reporting recommendations to our full Board of Directors for approval.

### Compensation Committee

Our Compensation Committee operates under a written charter, a copy of which is available on our website at <http://www.chinajojodrugstores.com> under the tabs “Investor”–“Corporate Governance”–“Documents”, and is made up of our three (3) independent directors. Taihong Guo is chairperson of the committee. Our Compensation Committee oversees and, as appropriate, makes recommendations to the Board of Directors regarding the annual salaries and other compensation of our executive officers and our employees, and other employee policies; it also provides assistance and recommendations with respect to our compensation policies and practices.

### Nominating Committee

Our Nominating Committee operates under a written charter, a copy of which is available on our website at <http://www.chinajojodrugstores.com> under the tabs “Investor”–“Corporate Governance”–“Documents”, and is made up of our three (3) independent directors. Genghua Gu is chairperson of the committee. Our Nominating Committee assists in the selection of director nominees, approves director nominations to be presented for stockholder approval at our annual general meeting, fills any vacancies on our Board of Directors, considers any nominations of director candidates validly made by stockholders, and reviews and considers developments in corporate governance practices.

### **Code of Ethics**

The Company’s Code of Ethics, which applies to all officers, directors and employees, was adopted by the Board on March 15, 2010. The Code of Ethics was filed as Exhibit 14 to the Company’s Current Report on Form 8-K filed with the SEC on March 23, 2010, a copy of which is available on our website at <http://www.chinajojodrugstores.com> under the tabs “Investor”–“Corporate Governance”–“Documents”.

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### **ITEM 11. EXECUTIVE COMPENSATION.**

#### **Summary of Executive Compensation**

The following table sets forth information concerning all cash and non-cash compensation awarded to, earned by or paid to our principal executive officer and principal financial officer during the last two (2) fiscal years. No other executive officer received compensation in excess of \$100,000 during the fiscal year ended March 31, 2017.

**Summary Compensation Table**

Name and Principal Position	Fiscal Year ended March 31,	Salary (\$)	Bonus (\$)	Stock Awards \$(1)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Lei Liu, CEO (2)(3)	2016	43,236	-0-	369,600	-0-	-0-	-0-	-0-	335,103
	2017	41,000	-0-	-0-	-0-	-0-	-0-	-0-	41,000
Ming Zhao, Current CFO (4)	2016	88,000	-0-	17,600	-0-	-0-	-0-	-0-	105,600
	2017	88,000	-0-	-0-	-0-	-0-	-0-	-0-	88,000

(1) Reflects the full fair value of stock issued during the applicable fiscal year for financial statement reporting purposes.  
(2) Salary as reported is based on interbank exchange rate of RMB 6.3224 to \$1.00 on March 31, 2016 and RMB 6.8911 to \$1.00 on March 31, 2017.  
(3) Mr. Liu's compensation under "Stock Awards" for the fiscal year ended March 31, 2016, comes from the restricted stock award granted to him on November 27, 2015 under the China Jo-Jo Drugstores, Inc. 2010 Equity Incentive Plan" (the"Plan"). There is no stock awards in the fiscal year ended March 31, 2017.  
(4) Mr. Zhao's compensation under "Stock Awards" includes restricted shares issued granted to him on November 27, 2015 under the Plan. There is no stock awards in the fiscal year ended March 31, 2017.

#### **Employment Agreements, Termination of Employment and Change-in-Control Arrangements**

Except as described below, we currently have no employment agreements with any of our executive officers, nor any compensatory plans or arrangements resulting from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control.

#### Agreements with Ming Zhao

We entered into an employment agreement with Mr. Zhao dated as of August 1, 2011, under which Mr. Zhao is serving as our Chief Financial Officer for a term of two years commencing August 1, 2011, for annual compensation of \$100,000, payable in monthly installments, as well as a one-time grant of 40,000 shares of our common stock (the "Shares") under our 2010 Equity Incentive Plan. The term of the employment was extended verbally for another two (2) years with an amended annual compensation of \$88,000 starting from October 2012. The term of the employment was extended verbally for another one (1) years automatically (unless providing prior notice otherwise) with an amended annual compensation of \$88,000 starting from October 2015. Mr. Zhao is also entitled to expense reimbursement and to be included as an insured under our directors and officers insurance policy with coverage of \$5,000,000. During his employment, Mr. Zhao is subject to certain restrictive covenants, including (i) prohibition against engaging in any work that competes with us and our business and soliciting our customers, potential customers and employees, and (ii) requirement to maintain our confidential information.

Mr. Zhao's employment agreement terminates upon his death or disability. If Mr. Zhao is unable to perform his duties for 60 days during any 12 month period, we may terminate the employment agreement upon 30-day written notice. We may also terminate the employment agreement for cause, upon notice if at any time Mr. Zhao commits (a) fraudulent, unlawful or grossly negligent conduct in connection with his employment duties; (b) willful misconduct; (c) willful and continued failure to perform his duties; (d) any felony or any crime involving moral turpitude; (e) any violation of any of our material policies; or (f) any material breach of any written agreement with us. Mr. Zhao may terminate his employment agreement immediately upon written notice if we breach our agreement with him.

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### Outstanding Equity Awards at Fiscal Year Ended March 31, 2017

Name	Option Awards					Stock Awards			Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested (\$)
	Number of securities underlying unexercised options exercisable	Equity incentive plan awards: number of securities underlying unexercised options	Equity incentive plan awards: number of securities underlying unexercised unearned options	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested	Market value of shares or units of stock that have not vested (\$)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested	
Lei Liu	-	-	180,000	2.50	Nov.18, 2022-	-	-	-	\$ -
Ming Zhao	-	-	30,000	2.50	Nov.18, 2022-	-	-	-	\$ -
Li Qi	-	-	125,000	2.50	Nov.18, 2022-	-	-	-	\$ -

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	967,000	2.50	4,520,000
Equity compensation plans not approved by security holders	-	-	-
<b>TOTAL</b>	<b>967,000</b>	<b>2.50</b>	<b>4,520,000</b>

### Discussion of Summary Compensation and Grants of Plan-based Awards Tables

A summary of certain material terms of our existing compensation plans and arrangements is set forth below.

On September 21, 2010, our Board of Directors approved a stock incentive plan for officers, directors, employees, and consultants entitled “China Jo Jo Drugstores, Inc. 2010 Equity Incentive Plan” (the “Plan”). The maximum number of shares that may be issued under the Plan is 2,025,000 shares of our common stock. The Plan was approved by our shareholders at our annual meeting held on November 2, 2010. On February 24, 2015, our Board of Directors adopted and approved Amendment No. 1 to the Plan to increase the number of shares of the Company’s common stock available for issuance thereunder from 2,025,000 share limit to 4,325,000 shares. The Amendment No. 1 was approved by the stockholders at the annual shareholders meeting on March 23, 2015. On January 27, 2016, our Board of Directors adopted and approved Amendment No. 2 to the Plan to increase the number of shares of the Company’s common stock available for issuance thereunder from 4,325,000 share limit to 7,175,000 shares. The Amendment No. 2 was approved by the stockholders at the annual shareholders meeting on March 23, 2016. Under the Plan, the Company may issue common stock and/or options to purchase common stock to our officers, directors, employees and consultants. The Plan is administered either by our Board of Directors or a committee that it designates comprising of at least two (2) “non-employee” directors. The board (or the committee, if one is designated) has full and complete authority, in its discretion, but subject to the express provisions of the Plan, to grant awards, to determine the number of awards to be granted and the time or times at which awards shall be granted; to establish the terms and conditions upon which awards may be exercised; to remove or adjust any restrictions and conditions upon awards; to specify, at the time of grant, provisions relating to exercisability of awards and to accelerate or otherwise modify the exercisability of any awards; and to adopt such rules and regulations and to make all other determinations deemed necessary or desirable for the administration of the Plan. As of March 31, 2017, there were 5,411,468 shares of our common stock remaining available for future issuance under the Plan.

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### **Director Compensation**

The following table provides compensation information for our directors during the fiscal year ended March 31, 2017:

**Director Compensation Table**

Name	Fiscal Year ended March 31,	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Lei Liu (2)	2017	41,000	-0-	-0-	-0-	-0-	-0-	41,000
Li Qi (2)	2017	37,200	-281,600-	-0-	-0-	-0-	-0-	319,306
Zhimin Su	2017	13,000	-17,600-	-0-	-0-	-0-	-0-	30,600
Taihong Guo	2017	6,000	-17,600-	-0-	-0-	-0-	-0-	23,600
Genghua Gu	2017	6,000	-17,600-	-0-	-0-	-0-	-0-	23,600

(1) Reflects dollar amount expensed by the Company during the applicable fiscal year for financial statement reporting purposes.

(2) Compensation is reflected in the Summary Compensation Table on page 49 above.

We do not currently have an established policy to provide compensation to members of our Board of Directors for their services in that capacity, although we have entered into certain agreements with some of our directors as described below. We intend to develop such a policy in the near future.

#### Agreement with Zhimin Su

On November 30, 2012, we entered into an agreement with Ms. Su in the form of a director offer letter, pursuant to which we have agreed to compensate her \$13,000 annually for her services, payable in monthly installments on the last day of each month. Additionally, she is entitled to be included as an insured under our directors and officers insurance policy. The agreement has been terminated on March 29, 2017.

#### Agreement with Taihong Guo

On January 1, 2013, we entered into an agreement with Mr. Guo in the form of a director offer letter, pursuant to which we have agreed to compensate him \$6,000 annually for his services, payable in monthly installments on the last day of each month. Additionally, he is entitled to be included as an insured under our directors and officers insurance policy.

#### Agreement with Genghua Gu

On December 9, 2013, we entered into an agreement with Dr. Gu in the form of a director offer letter, pursuant to which we have agreed to compensate him \$6,000 annually for his services, payable in monthly installments on the last day of each month. Additionally, he is entitled to be included as an insured under our directors and officers insurance policy.

#### Agreement with Caroline Wang

As of March 29, 2017, we entered into an agreement with Ms. Wang in the form of a director offer letter pursuant to which we agreed to compensate her \$11,896 (RMB80,000) annually for her services. Additionally, she is entitled to be included as an insured under our directors and officers insurance policy.

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### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

#### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding our common stock beneficially owned on June 21, 2017 or the latest applicable date prior to that date, for (i) each stockholder known to be the beneficial owner of five percent (5%) or more of our outstanding common stock, (ii) each executive officer and director, and (iii) all executive officers and directors as a group. To the best of our knowledge, subject to community and marital property laws, all persons named have sole voting and investment power with respect to such shares, except as otherwise noted.

Common Stock Beneficially Owned		
	Number of Shares beneficially owned (2)	Percentage of class beneficially owned (3)
<b>Executive officers and directors: (1)</b>		
Lei Liu, Chief Executive Officer and Chairman of the Board of Directors (4)	8,150,482	32.3%
Ming Zhao, Chief Financial Officer	169,000	*%
Li Qi, Secretary and Director (4)	6,409,000	25.4%
Caroline Wang (5)	-	*%
Taihong Guo (6)	30,000	*%
Genghua Gu (7)	30,000	*%
All directors and executive officers as a group (6 persons)	8,788,482	34.9%
<b>5% Shareholders: (1)</b>		
1 Globe Capital LLC (8)	1,261,131	5.0%
CareRetail Holdings Limited (9)	4,840,000	19.2%
Super Marvel Limited (4)	6,030,000	23.9%
Chong'an Jin (4)	6,049,000	24.0%

\* Less than 1%.

- (1) Unless otherwise noted, the address for each of the named beneficial owners is: 1st Floor, Yuzheng Plaza, No. 76, Yuhuangshan Road, Hangzhou, Zhejiang Province, China, 310002.
- (2) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding.
- (3) Unless otherwise noted, the number and percentage of outstanding shares of common stock is based upon 25,214,678 shares outstanding as of June 21, 2017.
- (4) The address of Super Marvel Limited ("Super Marvel") is P.O. Box 957, Offshore Incorporations Centre, Road Town, TortolaBritish Virgin Islands. The owners of Super Marvel are Lei Liu (39%), Li Qi (30%) and Chong'an Jin (31%). They are also directors. As such, they are deemed to have or share investment control over Super Marvel's portfolio. According to Rule 13d-5, when two or more persons agree to act together for the purpose of acquiring, holding, voting or disposing of equity securities of an issuer, the group formed thereby shall be deemed to have acquired beneficial ownership, for purposes of sections 13(d) and (g) of the Exchange Act, as of the date of such agreement, of all equity securities of that issuer beneficially owned by any such persons. As a result, 6,030,000 shares of common stock held by Super Marvel reported herein as beneficially owned by each of Mr. Liu, Ms. Qi and Mr. Jin, which they in turn own indirectly through their respective ownership of Super Marvel.
- (5) Ms. Wang's address is: 3601B The Center, Changle Road, Xuhui District, Shanghai, China.
- (6) Mr. Guo's address is: 7th Floor, Qingchunbao Group, No. 555 Xixi Road, Hangzhou, China.
- (7) Dr. Gu's address is: No.1, Xueshi Road, Hangzhou, China.
- (8) Based on Schedule 13G filed with the SEC on February 15, 2017.
- (9) Based on Form 3 filed with the SEC by Hillhouse Capital Management, Ltd. (Hillhouse Capital) on January 30, 2017, Mr. Lei Zhang, may be deemed to have controlling power over Hillhouse Capital, the sole beneficial owner of CareRetail Holdings Limited ("CareRetail"). Mr. Lei Zhang disclaims beneficial ownership of all of the shares held by CareRetail, except to the extent of his pecuniary interest therein.

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### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**

#### **Our Officers and Directors' Relationship with Us, Our Subsidiaries and VIE**

As described in "Business - Our Corporate History and Structure" above, we control HJ Group through contractual arrangements between Jiuxi Management, our wholly-owned subsidiary, and each of Jiuzhou Pharmacy, Jiuzhou Service and Jiuzhou Clinic. HJ Group is owned by Mr. Lei Liu, Mr. Li C and Mr. Chong'an Jin (the "Key Personnel"), two (2) of whom also hold positions as our executive officers and/or directors. Because the Key Personnel als collectively own a substantial amount of our issued and outstanding common stock, we believe that our interests are aligned with those of HJ Group and the Key Personnel. However, see "Risk Factors - Risks Related to Our Corporate Structure- Our contractual arrangements with HJ Group and the Key Personnel may not be as effective in providing control over these entities as direct ownership," and "Management members of HJ Group have potential conflicts of interest with us, which may adversely affect our business and your ability for recourse."

#### **Other Related Party Transactions**

	March 31, 2017	March 31, 2016
Due to cofounders (1):	\$ 576,818	
Due to a director and CEO (2):	927,052	1,622,957
<b>Total</b>	<b>\$ 927,052</b>	<b>\$2,199,775</b>

(1) As of March 31, 2017 and March 31, 2016, amount due to cofounders represents contributions from the Owners to Jiuxin Managementto enable Jiuxin Management to meet its approved PRC registered capital requirements.  
(2) Due to foreign exchange restrictions, the Company's director and CEO, Mr. Lei Liu personally lent U.S. dollars to the Companyto facilitate its payments of expenses in the United States.

On October 11, 2016, the Company issued a total of 949,000 shares of common stock to Lei Liu, at \$1.69 per share, the fair market value, or the closing stock price on Nasdaq on October 11, 2016, to offset the debts in the amount of \$1,603,810 owed to Mr. Liu.

The Company leases from Mr. Lei Liu a retail space. The lease will expire in September 2017. The rent for the year ended March 31, 2017 has no been paid to Mr. Liu as of March 31, 2017.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

Our current principal independent auditor is BDO China Shu Lun Pan Certified Public Accountants LLP ("BDO China") whom we engaged on April 7, 2015. Friedman LLP was our auditor till dismissed on April 7, 2015, The following table shows the fees for audit and other services provided by BDO Chin in relation to our 2017 and 2016 fiscal years:

	For the Fiscal Years ended March 31,	
	2017	2016
Audit Fees (1)	\$ 220,000	\$ 215,000
Audit-Related Fees (2)	-	-
Tax Fees (3)	-	-
All Other Fees (4)	-	-
<b>Total</b>	<b>\$ 220,000</b>	<b>\$ 215,000</b>

(1) Audit Fees: This category includes the audit of our annual financial statements, review of financial statements included in our Quarterly Reports or Form 10-Q, and services that are normally provided by independent auditors in connection with statutory and regulatory filings or the engagement for fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.  
(2) Audit-Related Fees: This category consists of assurance and related services by our independent auditors that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees."  
(3) Tax Fees: This category consists of professional services rendered by our independent auditors for tax compliance and tax advice. The services for the fees disclosed under this category include tax return preparation and technical tax advice.  
(4) All Other Fees: This category consists of fees for other miscellaneous items.

#### **Pre-Approval Policies and Procedures of the Audit Committee**

The Audit Committee approves the engagement of our independent auditors and is also required to pre-approve all audit and non-audit expenses. Prior to engaging its accountants to perform particular services, the Audit Committee obtains an estimate for the service to be performed. All of the services described above were approved by the Audit Committee in accordance with its procedure.

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## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

#### (1) Financial Statements

The following consolidated financial statements for the years ended March 31, 2017 and 2016 are included in Part II, Item 8 of this Report:

<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-1
<a href="#">Consolidated Balance Sheets at March 31, 2017 and 2016</a>	F-2
<a href="#">Consolidated Statements of Operations and Comprehensive Loss for the Years Ended March 31, 2017 and 2016</a>	F-3
<a href="#">Consolidated Statements of Changes in Stockholders' Equity for the Years Ended March 31, 2017 and 2016</a>	F-4
<a href="#">Consolidated Statements of Cash Flows for the Years Ended March 31, 2017 and 2016</a>	F-5
<a href="#">Notes to Consolidated Financial Statements</a>	F-6

#### (2) Financial Statement Schedules

Schedules are omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedule or because the information required is given in the consolidated financial statements or the notes thereto.

#### (3) Exhibits

### EXHIBIT INDEX

Exhibit Number	Description
2	<a href="#">Share Exchange Agreement among Kerrisdale Mining Corporation, certain of its stockholders, Renovation Investment (Hong Kong) Co.Ltd. and its shareholders dated September 17, 2009 (3)</a>
3.1	<a href="#">Articles of Incorporation (1)</a>
3.2	<a href="#">Certificate of Amendment to Articles of Incorporation filed with the Nevada Secretary of State on July 14, 2008 (2)</a>
3.3	<a href="#">Articles of Merger filed with the Nevada Secretary of State on September 22, 2009 (3)</a>
3.4	<a href="#">Bylaws (1)</a>
3.5	<a href="#">Text of Amendments to the Bylaws (2)</a>
3.6	<a href="#">Certificate of Change Pursuant to NRS 78.209 with an effective date of April 9, 2010 (6)</a>
4.1	<a href="#">Specimen of Common Stock Certificate (1)</a>
4.2	<a href="#">2010 Equity Incentive Plan (8)</a>
10.1	<a href="#">Consulting Services Agreement between Zhejiang Jiuxin Investment Management Co., Ltd. ("Jiuxin Management") and Hangzhoujiuzhou Grand Pharmacy Chain Co., Ltd. ("Jiuzhou Pharmacy") dated August 1, 2009 (3)</a>
10.2	<a href="#">Operating Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3)</a>
10.3	<a href="#">Equity Pledge Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3)</a>
10.4	<a href="#">Option Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3)</a>
10.5	<a href="#">Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Pharmacy and its owners dated August 1, 2009 (3)</a>
10.6	<a href="#">Consulting Services Agreement between Jiuxin Management and Hangzhou Jiuzhou Clinic of Integrated Traditional and Western Medicin (General Partnership) ("Jiuzhou Clinic") dated August 1, 2009 (3)</a>
10.7	<a href="#">Operating Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3)</a>
10.8	<a href="#">Equity Pledge Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3)</a>
10.9	<a href="#">Option Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3)</a>
10.10	<a href="#">Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Clinic and its owners dated August 1, 2009 (3)</a>
10.11	<a href="#">Consulting Services Agreement between Jiuxin Management and Hangzhou Jiuzhou Medical &amp; Public Health Service Co., Ltd. ("Jiuzhou Service") dated August 1, 2009 (3)</a>
10.12	<a href="#">Operating Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3)</a>
10.13	<a href="#">Equity Pledge Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3)</a>
10.14	<a href="#">Option Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3)</a>
10.15	<a href="#">Voting Rights Proxy Agreement among Jiuxin Management, Jiuzhou Service and its owners dated August 1, 2009 (3)</a>
10.16	<a href="#">Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)</a>
10.17	<a href="#">Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)</a>
10.18	<a href="#">Amendment to Option Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)</a>
10.19	<a href="#">Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Pharmacy dated October 27, 2009 (4)</a>
10.20	<a href="#">Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)</a>

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10.21	<a href="#">Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)</a>
10.22	<a href="#">Amendment to Option Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)</a>
10.23	<a href="#">Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Clinic dated October 27, 2009 (4)</a>
10.24	<a href="#">Amendment to Consulting Services Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)</a>
10.25	<a href="#">Amendment to Operating Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)</a>
10.26	<a href="#">Amendment to Option Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)</a>
10.27	<a href="#">Amendment to Voting Rights Proxy Agreement between Jiuxin Management and Jiuzhou Service dated October 27, 2009 (4)</a>
10.28	<a href="#">Consulting Services Agreement between Jiuxin Management and Zhejiang Jiuying Grand Pharmacy Co., Ltd. ("Jiuying Pharmacy") dated May 15, 2012 (10)</a>
10.29	<a href="#">Operating Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (10)</a>
10.30	<a href="#">Voting Rights Proxy Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (10)</a>
10.31	<a href="#">Equity Pledge Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (10)</a>
10.32	<a href="#">Option Agreement between Jiuxin Management and Jiuying Pharmacy dated May 15, 2012 (10)</a>
10.33	<a href="#">Director Offer Letter with Caroline Wang dated as of March 29, 2017*</a>
10.34	<a href="#">Director Offer Letter with Taihong Guo dated January 1, 2013 (12)</a>
10.35	<a href="#">Director Offer Letter with Genghua Gu dated December 9, 2013 (13)</a>
10.36	<a href="#">Office Lease dated December 18, 2013 (14)</a>
10.37	<a href="#">Acquisition Agreement between Jiuzhou Pharmacy and Sanhao Pharmacy dated October 9, 2014 (15)</a>
10.38	<a href="#">Form of the Restricted Stock Award Agreement for the Issuance on November 18, 2014 (16)</a>
10.39	<a href="#">Form of the Non-statutory Stock Option Agreement (16)</a>
10.40	<a href="#">Form of Warrant (17)</a>
10.41	<a href="#">Securities Purchase Agreement between the Company and an Investor dated July 19, 2015 (17)</a>
10.42	<a href="#">Engagement Letter between the Company and H.C. Wainwright &amp; Co., LLC dated July 19, 2015 (17)</a>
10.43	<a href="#">Form of the Restricted Stock Award Agreement for the issuance on November 27, 2015 (18)</a>
10.44	<a href="#">Securities Purchase Agreement by and between the Company and CareRetail Holdings Limited dated January 3, 2017 (19)</a>
10.45	<a href="#">Investor Rights Agreement by and among the Company, Jiuzhou Pharmacy, Mr. Lei Liu, Ms. Li Qi and CareRetail Holdings Limited dated January 3, 2017 (19)</a>
10.46	<a href="#">English translation of the Joint Venture Agreement by and between Jiuzhou Pharmacy and CareRetail (HK) dated January 18, 2017 (20)</a>
14.1	<a href="#">Code of Business Conduct and Ethics (5)</a>
21.1	<a href="#">List of Subsidiaries (21)</a>
23.1	<a href="#">Consent of Independent Publicly Registered Accounting Firm, BDO China Shu Lun Pan Certified Public Accountants LLP*</a>
31.1	<a href="#">Section 302 Certification by the Corporation's Chief Executive Officer *</a>
31.2	<a href="#">Section 302 Certification by the Corporation's Chief Financial Officer *</a>
32.1	<a href="#">Section 906 Certification by the Corporation's Chief Executive Officer and Chief Financial Officer *</a>
99.1	<a href="#">Project Agreement between The People's Government of Qianhong Village, Lin'an, Zhejiang Province (the "Qianhong Local Government") and Jiuzhou Pharmacy dated February 27, 2010 (7)</a>
99.2	<a href="#">Security Deposit Agreement between the Qianhong Local Government and Jiuzhou Pharmacy dated February 27, 2010 (7)</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Scheme Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

- (1) Incorporated by reference from the registrant's Registration Statement on Form SB-2 filed on November 28, 2007
- (2) Incorporated by reference from the registrant's Current Report on Form 8-K filed on July 15, 2008
- (3) Incorporated by reference from the registrant's Current Report on Form 8-K filed on September 24, 2009
- (4) Incorporated by reference from the registrant's Current Report on Form 8-K filed on October 30, 2009
- (5) Incorporated by reference from the registrant's Current Report on Form 8-K filed on March 16, 2010
- (6) Incorporated by reference from the registrant's Current Report on Form 8-K filed on April 14, 2010
- (7) Incorporated by reference from the registrant's Annual Report on Form 10-K filed on June 29, 2010
- (8) Incorporated by reference from the registrant's Current Report on Form 8-K filed on November 3, 2010
- (9) Incorporated by reference from the registrant's Quarterly Report on Form 10-Q filed on February 14, 2011
- (10) Incorporated by reference from the registrant's Current Report on Form 8-K filed on May 17, 2012
- (11) Incorporated by reference from the registrant's Current Report on Form 8-K filed on November 30, 2012
- (12) Incorporated by reference from the registrant's Current Report on Form 8-K filed on January 4, 2013
- (13) Incorporated by reference from the registrant's Current Report on Form 8-K filed on December 12, 2013
- (14) Incorporated by reference from the registrant's Current Report on Form 10-K filed on June 27, 2014
- (15) Incorporated by reference from the registrant's Current Report on Form 10-Q filed on November 13, 2014
- (16) Incorporated by reference from the registrant's Current Report on Form 8-K filed on November 24, 2014
- (17) Incorporated by reference from the registrant's Current Report on Form 8-K filed on July 21, 2015
- (18) Incorporated by reference from the registrant's Current Report on Form 8-K filed on December 2, 2015
- (19) Incorporated by reference from the registrant's Current Report on Form 8-K filed on January 4, 2017
- (20) Incorporated by reference from the registrant's Quarterly Report on Form 10-Q filed on February 10, 2017
- (21) Incorporated by reference from Exhibit 21.1 of the registrant's Annual Report on Form 10-K filed on June 28, 2016

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### **SIGNATURES**

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CHINA JO-JO DRUGSTORES, INC.**  
(Registrant)

Date : June 29, 2017

By: /s/ Lei Liu

Lei Liu  
Chief Executive Officer  
(Principal Executive Officer)

Date : June 29, 2017

By: /s/ Ming Zhao

Ming Zhao  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Lei Liu</u> Lei Liu	Chief Executive Officer and Director	June 29, 2017
<u>/s/ Ming Zhao</u> Ming Zhao	Chief Financial Officer	June 29, 2017
<u>/s/ Li Qi</u> Li Qi	Secretary and Director	June 29, 2017
<u>/s/ Caroline Wang</u> Caroline Wang	Director	June 29, 2017
<u>/s/ Taihong Guo</u> Taihong Guo	Director	June 29, 2017
<u>/s/ Genghua Gu</u> Genghua Gu	Director	June 29, 2017

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□ **REPORT OF INDEPENDENT REGISTERED ACCOUNTING FIRM**

Board of Directors

China Jo-Jo Drugstores, Inc.

We have audited the accompanying consolidated balance sheet of China Jo-Jo Drugstores, Inc. as of March 31, 2017 and March 31, 2016 and the related consolidated statements of operations and comprehensive loss, shareholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of China Jo-Jo Drugstores Inc. at 2017 and 2016, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ BDO China Shu Lun Pan Certified Accountants LLP

□  
Shanghai, People's Republic of China

June 29, 2017

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

CHINA JO-JO DRUGSTORES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	March 31, 2017	March 31, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 18,364,424	\$ 6,671,873
Restricted cash	9,431,386	13,747,990
Financial assets available for sale	87,068	465,165
Notes receivable	253,394	15,506
Trade accounts receivable, net of allowance for doubtful accounts of \$1,415,505 and \$2,099,244, as of March 31, 2017 and 2016 respectively	8,561,596	8,054,597
Inventories	9,923,101	10,802,691
Other receivables, net of allowance for doubtful accounts of \$26,854 and \$28,405, as of March 31, 2017 and 2016, respectively	2,269,193	1,376,468
Advances to suppliers, net of allowance for doubtful accounts of \$1,502,255 and \$105,542, as of March 31, 2017 and 2016, respectively	5,504,141	4,230,665
Other current assets	1,566,155	1,518,048
<b>Total current assets</b>	<b>55,960,458</b>	<b>46,883,003</b>
<b>PROPERTY AND EQUIPMENT, net</b>	<b>4,263,157</b>	<b>5,543,076</b>
<b>OTHER ASSETS</b>		
Long-term investment	46,152	108,539
Farmland assets	718,787	1,562,205
Long term deposits	2,294,848	2,452,056
Other noncurrent assets	1,177,005	2,595,129
Intangible assets, net	2,712,611	2,928,779
<b>Total other assets</b>	<b>6,949,403</b>	<b>9,646,708</b>
<b>Total assets</b>	<b>\$ 67,173,018</b>	<b>\$ 62,072,787</b>
<b>LIABILITIES AND STOCK HOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Short-term loan payable	\$ -	\$ 31,011
Accounts payable, trade	19,441,195	16,667,396
Notes payable	12,691,575	17,595,634
Other payables	2,916,283	1,917,821
Other payables - related parties	927,052	2,199,775
Customer deposits	2,675,030	2,610,151
Taxes payable	681,939	483,770
Accrued liabilities	679,350	615,056
<b>Total current liabilities</b>	<b>40,012,424</b>	<b>42,120,614</b>
Purchase option and warrants liability	496,217	636,301
<b>Total liabilities</b>	<b>40,508,641</b>	<b>42,756,915</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Common stock; \$0.001 par value; 250,000,000 shares authorized; 25,214,678 and 17,735,504 shares issued and outstanding as of March 31, 2017 and March 31, 2016	25,215	17,736
Preferred stock; \$0.001 par value; 10,000,000 shares authorized; nil issued and outstanding as of March 31, 2017 and March 31, 2016	-	-
Additional paid-in capital	36,581,248	22,088,267
Statutory reserves	1,309,109	1,309,109
Accumulated deficit	(12,601,257)	(6,957,053)
Accumulated other comprehensive income	1,350,062	2,857,813
<b>Total stockholders' equity</b>	<b>26,664,377</b>	<b>19,315,872</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 67,173,018</b>	<b>\$ 62,072,787</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**CHINA JO-JO DRUGSTORES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

	For the years ended March 31,	
	2017	2016
REVENUES, NET	\$ 81,499,045	\$ 89,065,580
COST OF GOODS SOLD	<u>64,872,127</u>	<u>71,553,998</u>
GROSS PROFIT	<u>16,626,918</u>	<u>17,511,582</u>
SELLING EXPENSES	12,923,192	12,360,872
GENERAL AND ADMINISTRATIVE EXPENSES	<u>7,684,862</u>	<u>5,175,476</u>
TOTAL OPERATING EXPENSES	<u>20,608,054</u>	<u>17,536,348</u>
LOSS FROM OPERATIONS	(3,981,136)	(24,766)
INTEREST INCOME	379,790	299,511
INTEREST EXPENSE	(1,349)	(155,578)
OTHER INCOME (EXPENSE), NET	19,888	(187,468)
IMPAIRMENT OF LONG-LIVED ASSETS	(2,117,042)	-
CHANGE IN FAIR VALUE OF PURCHASE OPTION AND WARRANTS LIABILITY	<u>140,032</u>	<u>612,198</u>
(LOSS) INCOME BEFORE INCOME TAXES	(5,559,817)	543,897
PROVISION FOR INCOME TAXES	<u>84,387</u>	<u>96,741</u>
NET (LOSS) INCOME	(5,644,204)	447,156
OTHER COMPREHENSIVE LOSS		
Foreign currency translation adjustments	<u>(1,507,751)</u>	<u>(1,114,730)</u>
COMPREHENSIVE LOSS	(7,151,955)	(667,574)
WEIGHTED AVERAGE NUMBER OF SHARES:		
Basic	20,396,217	16,096,406
Diluted	<u>20,396,217</u>	<u>16,147,505</u>
(LOSS) EARNINGS PER SHARES:		
Basic	\$ (0.28)	\$ 0.03
Diluted	<u>\$ (0.28)</u>	<u>\$ 0.03</u>

The accompanying notes are an integral part of these consolidated financial statements.

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CHINA JO-JO DRUGSTORES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Common Stock		Paid-in capital	Retained Earnings		Accumulated other comprehensive income/(loss)	Non-controlling interest	Total
	Number of shares	Amount		Statutory reserves	Unrestricted			
BALANCE, March 31, 2015	15,650,504	\$ 15,651	19,301,233	1,309,109	(7,404,210)	3,972,543	39,064	\$ 17,233,390
Stock based compensation	885,000	885	1,021,906	-	-	-	-	1,022,791
Net income	-	-	-	-	447,157	-	-	447,157
Registered direct offering financing	1,200,000	1,200	1,765,128	-	-	-	-	1,766,328
Foreign currency translation loss	-	-	-	-	-	(1,114,730)	(39,064)	(1,153,794)
BALANCE, March 31, 2016.	17,735,504	\$ 17,736	22,088,267	1,309,109	(6,957,053)	2,857,813	-	\$ 19,315,872
Stock based compensation	1,690,174	1,690	2,246,960	-	-	-	-	2,248,650
Net loss	-	-	-	-	(5,644,204)	-	-	(5,644,204)
Private direct offering financing	4,840,000	4,840	10,643,160	-	-	-	-	10,648,000
Issuance of common stocks in exchange of debts	949,000	949	1,602,861	-	-	-	-	1,603,810
Foreign currency translation loss	-	-	-	-	-	(1,507,751)	-	(1,507,751)
BALANCE, March 31, 2017.	25,214,678	\$ 25,215	36,581,248	1,309,109	(12,601,257)	1,350,062	-	\$ 26,664,377

The accompanying notes are an integral part of these consolidated financial statements.

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### CHINA JO-JO DRUGSTORES, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended March 31,	
	2017	2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ (5,644,204)	\$ 447,156
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt direct write-off and provision	679,271	(1,584,031)
Depreciation and amortization	1,316,747	1,456,029
Impairment of prepayment of lease use right	1,246,788	-
Farmland assets impairment	761,403	
Impairment of land and road improvement	108,851	
Stock based compensation	2,248,650	1,022,791
Change in fair value of purchase option derivative liability	(140,084)	(612,198)
Change in operating assets:		
Accounts receivable, trade	(717,386)	432,677
Notes receivable	(244,713)	118,687
Inventories and biological assets	191,564	(762,212)
Other receivables	(773,359)	(67,778)
Advances to suppliers	(3,020,156)	1,329,323
Other current assets	(148,983)	581,847
Other noncurrent assets	35,509	-
Change in operating liabilities:		
Accounts payable, trade	3,936,178	1,595,739
Other payables and accrued liabilities	1,250,755	(598,213)
Customer deposits	237,891	(976,138)
Taxes payable	234,780	202,026
Net cash provided by operating activities	<u>1,559,502</u>	<u>2,585,705</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Disposal of financial assets available for sale	445,968	790,845
Purchase of financial assets available for sale	(89,194)	-
Acquisition of equipment	(140,209)	(192,937)
Termination of a joint venture	104,059	-
Investment in a joint venture	(96,180)	(110,718)
Additions to leasehold improvements	(270,990)	(57,382)
Net cash provided by (used in) investing activities	<u>(46,546)</u>	<u>429,808</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from short-term bank loan	-	23,258
Repayment of short-term bank loan	(29,731)	(23,258)
Change in restricted cash	3,519,030	(5,319,861)
Proceeds from notes payable	24,577,096	21,657,140
Repayment of notes payable	(28,445,215)	(18,956,792)
Changes in other payables-related parties	375,659	(481,879)
Proceeds from sale of stock and warrants	10,648,000	2,699,500
Net cash provided by (used in) financing activities	<u>10,644,839</u>	<u>(401,892)</u>
<b>EFFECT OF EXCHANGE RATE ON CASH</b>	<u>(465,244)</u>	<u>34,671</u>
<b>INCREASE IN CASH</b>	<u>11,692,551</u>	<u>2,648,292</u>
<b>CASH, beginning of year</b>	<u>6,671,873</u>	<u>4,023,581</u>
<b>CASH, end of year</b>	<u>\$ 18,364,424</u>	<u>\$ 6,671,873</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash paid for interest	\$ 1,349	\$ 155,578
Cash paid for income taxes	\$ 57,247	\$ 78,550
Issuance of common stocks in exchange of debts	\$ 1,603,810	\$ -
Non-cash financing activities:		
Issuance of stock purchase options to an investment bank		147,728

The accompanying notes are an integral part of these consolidated financial statements.



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### **Note 1 – DESCRIPTION OF BUSINESS AND ORGANIZATION**

China Jo-Jo Drugstores, Inc. (“Jo-Jo Drugstores” or the “Company”), was incorporated in Nevada on December 19, 2006, originally under the name “Kerrisdale Mining Corporation”. On September 24, 2009, the Company changed its name to “China Jo-Jo Drugstores, Inc.” in connection with a share exchange transaction as described below.

On September 17, 2009, the Company completed a share exchange transaction with Renovation Investment (Hong Kong) Co., Ltd. (“Renovation”), whereof 7,900,000 shares of common stock were issued to the stockholders of Renovation in exchange for 100% of the capital stock of Renovation. The completion of the share exchange transaction resulted in a change of control. The share exchange transaction was accounted for as a reverse acquisition and recapitalization and, as a result, the consolidated financial statements of the Company (the legal acquirer) are, in substance, those of Renovation (the accounting acquirer), with the assets and liabilities, and revenues and expenses, of the Company being included effective from the date of the share exchange transaction. Renovation has no substantive operations of its own except for its holdings of Zhejiang Jiuxin Investment Management Co., Ltd. (“Jiuxin Management”), Zhejiang Shouantang Medical Technology Co., Ltd. (“Shouantang Technology”) and Hangzhou Jiutong Medical Technology Co., Ltd (“Jiutong Medical”), Hangzhou Jiuyi Medical Technology Co. Ltd. (“Jiuyi Technology”), its wholly-owned subsidiaries.

The Company is an online and offline retailer and wholesale distributor of pharmaceutical and other healthcare products in the People’s Republic of China (“China” or the “PRC”). The Company’s offline retail business is comprised primarily of pharmacies, which are operated by Hangzhou Jiuzhou Grand Pharmacy Chain Co., Ltd. (“Jiuzhou Pharmacy”), a company that the Company controls through contractual arrangements.

The Company’s offline retail business also includes three medical clinics through Hangzhou Jiuzhou Clinic of Integrated Traditional and Western Medicine (“Jiuzhou Clinic”) and Hangzhou Jiuzhou Medical and Public Health Service Co., Ltd. (“Jiuzhou Service”), both of which are also controlled by the Company through contractual arrangements. On December 18, 2013, Jiuzhou Service established, and held 51% of, Hangzhou Shouantang Health Management Co., Ltd. (“Shouantang Health”), a PRC company licensed to sell health care products. Shouantang Health was closed in April 2015. In May 2016, Hangzhou Shouantang Bio-technology Co., Ltd. (“Shouantang Bio”) set up and held 49% of Hangzhou Kahamadi Bio-technology Co., Ltd. (“Kahamadi Bio”), a joint venture specialized in brand name development for nutritional supplements.

The Company currently conducts its online retail pharmacy business through Jiuzhou Pharmacy, which holds the Company’s online pharmacy license. Prior to November 2015, the Company primarily conducted its online retail pharmacy business through Zhejiang Quannuo Internet Technology Co., Ltd. .In May 2011, the Company established Zhejiang Jianshun Network Technology Co. Ltd, a joint venture with Shanghai Jianbao Technology Co., Ltd. (“Jianshun Network”), in order to develop its online pharmaceutical sales from large commercial medical insurance companies. On September 10, 2015, Renovation set up a new entity Jiuyi Technology to provide additional technical support such as webpage development to our online pharmacy business. In November 2015, the Company sold all of the equity interests of Quannuo Technology to six individuals for approximately \$17,121 (RMB 107,074). After the sale, its technical support function has been transferred back to Jiuzhou Pharmacy, which hosts our online pharmacy.

The Company’s wholesale business is primarily conducted through Zhejiang Jiuxin Medicine Co., Ltd. (“Jiuxin Medicine”), which is licensed to distribute prescription and non-prescription pharmaceutical products throughout China. Jiuzhou Pharmacy acquired Jiuxin Medicine on August 25, 2011.

The Company’s herb farming business is conducted by Hangzhou Qianhong Agriculture Development Co., Ltd. (“Qianhong Agriculture”), a wholly-owned subsidiary of Jiuxin Management, which operates a cultivation project of herbal plants used for traditional Chinese medicine (“TCM”).

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The accompanying consolidated financial statements reflect the activities of the Company and each of the following entities:

Entity Name	Background	Ownership
Renovation	<ul style="list-style-type: none"> <li>• Incorporated in Hong Kong SAR on September 2, 2008</li> </ul>	100%
Jiuxin Management	<ul style="list-style-type: none"> <li>• Established in the PRC on October 14, 2008</li> <li>• Deemed a wholly foreign owned enterprise (“WFOE”) under PRC law</li> <li>• Registered capital of \$14.5 million fully paid</li> </ul>	100%
Shouantang Technology	<ul style="list-style-type: none"> <li>• Established in the PRC on July 16, 2010 by Renovation with registered capital of \$20 million</li> <li>• Registered capital requirement reduced by the SAIC to \$11 million in July 2012 and is fully paid</li> <li>• Deemed a WFOE under PRC law</li> <li>• Invests and finances the working capital of Quannuo Technology</li> </ul>	100%
Qianhong Agriculture	<ul style="list-style-type: none"> <li>• Established in the PRC on August 10, 2010 by Jiuxin Management</li> <li>• Registered capital of RMB 10 million fully paid</li> <li>• Carries out herb farming business</li> </ul>	100%
Jiuzhou Pharmacy (1)	<ul style="list-style-type: none"> <li>• Established in the PRC on September 9, 2003</li> <li>• Registered capital of RMB 5 million fully paid</li> <li>• Operates the “Jiuzhou Grand Pharmacy” stores in Hangzhou</li> </ul>	VIE by contractual arrangements (2)
Jiuzhou Clinic (1)	<ul style="list-style-type: none"> <li>• Established in the PRC as a general partnership on October 10, 2003</li> <li>• Operates a medical clinic adjacent to one of Jiuzhou Pharmacy’s stores</li> </ul>	VIE by contractual arrangements (2)
Jiuzhou Service (1)	<ul style="list-style-type: none"> <li>• Established in the PRC on November 2, 2005</li> <li>• Registered capital of RMB 500,000 fully paid</li> <li>• Operates a medical clinic adjacent to one of Jiuzhou Pharmacy’s stores</li> </ul>	VIE by contractual arrangements (2)
Jiuxin Medicine	<ul style="list-style-type: none"> <li>• Established in PRC on December 31, 2003</li> <li>• Acquired by Jiuzhou Pharmacy in August 2011</li> <li>• Registered capital of RMB 10 million fully paid</li> <li>• Carries out pharmaceutical distribution services</li> </ul>	VIE by contractual arrangements as a wholly-owned subsidiary of Jiuzhou Pharmacy (2)
Jiutong Medical	<ul style="list-style-type: none"> <li>• Established in the PRC on December 20, 2011 by Renovation</li> <li>• Registered capital of \$2.6 million fully paid</li> <li>• Currently has no operation</li> </ul>	100%

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Entity Name	Background	Ownership
Shouantang Bio	<ul style="list-style-type: none"> <li>Established in the PRC in October, 2014 by Shouantang Technology</li> <li>100% held by Shouantang Technology</li> <li>Registered capital of RMB 1,000,000 fully paid</li> <li>Sells nutritional supplements under its own brand name</li> </ul>	100%
Jiuyi Technology	<ul style="list-style-type: none"> <li>Established in the PRC on September 10, 2015</li> <li>100% held by Renovation</li> <li>Technical support to online pharmacy</li> </ul>	100%
Kahamadi Bio	<ul style="list-style-type: none"> <li>Established in the PRC in May 2016</li> <li>49% held by Shouantang Bio</li> <li>Registered capital of RMB 10 million</li> <li>Develop brand name for nutritional supplements</li> </ul>	49%
Lin'An Jiuzhou	<ul style="list-style-type: none"> <li>Established in the PRC in March 31, 2017</li> <li>100% held by Jiuxin Management</li> <li>Registered capital of RMB 5 million</li> <li>Explore retail pharmacy market in Lin'An City</li> </ul>	100%

(1) Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service had been under the common control of Mr. Lei Liu, Mr. Chong'an Jin and Ms. Li Qi, the three shareholders of Renovation (the "Owners") since their respective establishment dates, pursuant to agreements among the Owners to vote their interests in concert as memorialized in a voting rights agreement. Based on such voting agreement, the Company has determined that common control exists among these three companies. The Owners have operated these three companies in conjunction with one another since each company's respective establishment date. Jiuxin Medicine is also deemed under the common control of the Owners as a subsidiary of Jiuzhou Pharmacy.

(2) To comply with certain foreign ownership restrictions of pharmacy and medical clinic operators, Jiuxin Management entered into a series of contractual arrangements with Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service on August 1, 2009. These contractual arrangements are comprised of five agreements: a consulting services agreement, operating agreement, equity pledge agreement, voting rights agreement and option agreement. Because such agreements obligate Jiuxin Management to absorb all of the risks of loss from the activities of Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service, and enable the Company (through Jiuxin Management) to receive all of their expected residual returns, the Company accounts for each of the three companies (as well as subsidiaries of Jiuzhou Pharmacy) as a variable interest entity ("VIE") under the accounting standards of the Financial Accounting Standards Board ("FASB"). Accordingly, the financial statements of Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service, as well as the subsidiary under the control of Jiuzhou Pharmacy, Jiuxin Medicine and Shouantang Bio are consolidated into the financial statements of the Company.

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### **Note 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### Basis of presentation and consolidation

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The consolidated financial statements include the financial statements of the Company, its wholly-owned subsidiaries and VIEs. All significant inter-company transactions and balances between the Company, its subsidiaries and VIEs are eliminated upon consolidation.

#### Consolidation of variable interest entities

In accordance with accounting standards regarding consolidation of variable interest entities, VIEs are generally entities that lack sufficient equity to finance their activities without additional financial support from other parties or whose equity holders lack adequate decision making ability. All VIEs with which the Company is involved must be evaluated to determine the primary beneficiary of the risks and rewards of the VIE. The primary beneficiary is required to consolidate the VIE for financial reporting purposes.

The Company has concluded, based on the contractual arrangements, that Jiuzhou Pharmacy (including its subsidiaries and controlled entities), Jiuzhou Clinic and Jiuzhou Service are each a VIE and that the Company’s wholly-owned subsidiary, Jiuxin Management, absorbs a majority of the risk of loss from the activities of these companies, thereby enabling the Company, through Jiuxin Management, to receive a majority of their respective expected residual returns.

Additionally, as Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service are under common control, the consolidated financial statements have been prepared as if the transactions had occurred retroactively as to the beginning of the reporting period of these consolidated financial statements.

Control and common control are defined under the accounting standards as “an individual, enterprise, or immediate family members who hold more than 50 percent of the voting ownership interest of each entity.” Because the Owners collectively own 100% of Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service and have agreed to vote their interests in concert since the establishment of each of these three companies as memorialized in the voting rights agreement, the Company believes that the Owners collectively have control and common control of the three companies. Accordingly, the Company believes that Jiuzhou Pharmacy, Jiuzhou Clinic and Jiuzhou Service were constructively held under common control by Jiuxin Management as of the time the Contractual Agreements were entered into, establishing Jiuxin Management as their primary beneficiary. Jiuxin Management, in turn, is owned by Renovation, which is owned by the Company.

#### Risks and Uncertainties

The operations of the Company are located in the PRC. Accordingly, the Company’s business, financial condition, and results of operations may be influenced by political, economic, and legal environments in the PRC, as well as by the general state of the PRC economy. The Company’s operations in the PRC are subject to special considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic and legal environment and foreign currency exchange. The Company’s results may be adversely affected by changes in the political, regulatory and social conditions in the PRC. Although the Company has not experienced losses from these situations and believes that it is in compliance with existing laws and regulations including its organization and structure disclosed in Note 1, this may not be indicative of future results.

The Company has significant cash deposits with suppliers in order to obtain and maintain inventory. The Company’s ability to obtain products and maintain inventory at existing and new locations is dependent upon its ability to post and maintain significant cash deposits with its suppliers. In the PRC, many vendors are unwilling to extend credit terms for product sales that require cash deposits to be made. The Company does not generally receive interest on any of its supplier deposits, and such deposits are subject to loss as a result of the creditworthiness or bankruptcy of the party who holds such funds, as well as the risk from illegal acts such as conversion, fraud, theft or dishonesty associated with the third party. If these circumstances were to arise, the Company would find it difficult or impossible, due to the unpredictability of legal proceedings in China, to recover all or a portion of the amount on deposit with its suppliers.

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Members of the current management team own controlling interests in the Company and are also the Owners of the VIEs in the PRC. The Company on controls the VIEs through contractual arrangements which obligate it to absorb the risk of loss and to receive the residual expected returns. As such, the controlling shareholders of the Company and the VIEs could cancel these agreements or permit them to expire at the end of the agreement terms, as a result of which the Company would not retain control of the VIEs.

### Use of estimates

The preparation of unaudited condensed consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The significant estimates made in the preparation of the accompanying unaudited condensed consolidated financial statements relate to the assessment of the carrying values of accounts receivable, advances to suppliers and related allowance for doubtful accounts, useful lives of property and equipment, inventory reserve and fair value of its purchase option derivative liability. Because of the use of estimates inherent in the financial reporting process, actual results could materially differ from those estimates.

### Fair value measurements

The Company has adopted FASB ASC Topic 820, "Fair Value Measurement and Disclosure," which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. It does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. It establishes a three-level valuation hierarchy of valuation techniques based on observable and unobservable inputs, which may be used to measure fair value and include the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Classification within the hierarchy is determined based on the lowest level of input that is significant to the fair value measurement.

The Company's financial assets and liabilities, which include financial instruments as defined by FASB ASC 820, include cash and cash equivalents, accounts receivable, accounts payable, long-term debt and derivatives. The carrying amounts of cash and cash equivalents, financial assets available for sales, accounts receivable, notes receivables, and accounts payable are a reasonable approximation of fair value due to the short maturities of these instruments (Level 1). The carrying amount of notes payable approximates fair value based on borrowing rates of similar bank loan currently available to the Company (Level 2) (See Note 13). The carrying amount of the Company's derivative instruments is recorded at fair value and is determined based on observable inputs that are corroborated by market data (Level 2). The carrying amount of the Financial assets available for sale is recorded at fair value and is determined based on unobservable inputs (Level 3). As of March 31 2017, the fair values of our derivative instruments that were carried at fair value (See Note 17).

	Active Market for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Carrying Value
Cash and cash equivalents	18,364,424	-	-	18,364,424
Financial assets available for sale	-	-	87,068	87,068
Notes payable	-	12,691,575	-	12,691,575
Warrants liability	-	496,217	-	496,217
<b>Total</b>	<b>18,364,424</b>	<b>13,187,792</b>	<b>87,068</b>	<b>31,639,284</b>

### Revenue recognition

Revenue from sales of prescription medicine at drugstores is recognized when the prescription is filled and the customer picks up and pays for the prescription.

Revenue from sales of other merchandise at drugstores is recognized at the point of sale, which is when a customer pays for and receives the merchandise. Usually the majority of our merchandise, such as prescription and OTC drugs, are not allowed to be returned after the customers leave the counter. Returns of other products, such as sundry products, are minimal. Sales of drugs reimbursed by the local government medical insurance agency and receivables from the agency are recognized when a customer pays for the drugs at a store. Based on historical experience, a reserve for potential loss from denial of reimbursement on certain unqualified drugs is made to the receivables from the government agency.

Revenue from medical services is recognized after the service has been rendered to a customer.

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Revenue from online pharmacy sales is recognized when merchandise is shipped to customers. While most deliveries take one day, certain deliveries may take longer depending on a customer's location. Any loss caused in a shipment will be reimbursed by the Company's courier company. Our sales policy allows for the return of certain merchandises without reason within seven days after customer's receipt of the applicable merchandise. A proper sales reserve is made to account for the potential loss from returns from customers. Historically, sales returns seven days after merchandise receipts have been minimal.

Revenue from sales of merchandise to non-retail customers is recognized when the following conditions are met: (1) persuasive evidence of an arrangement exists (sales agreements and customer purchase orders are used to determine the existence of an arrangement); (2) delivery of goods has occurred and risks and benefits of ownership have been transferred, which is when the goods are received by the customer at its designated location in accordance with the sales terms; (3) the sales price is fixed or determinable; and (4) collectability is probable. Historically, sales returns have been minimal.

The Company's revenue is net of value added tax ("VAT") collected on behalf of PRC tax authorities in respect to the sales of merchandise. VAT collected from customers, net of VAT paid for purchases, is recorded as a liability in the accompanying consolidated balance sheets until it is paid to the relevant PRC tax authorities.

### Restricted cash

The Company's restricted cash consists of cash and long-term deposits in a bank as security for its notes payable. The Company has notes payable outstanding with the bank and is required to keep certain amounts on deposit that are subject to withdrawal restrictions. The notes payable are generally short term in nature due to their short maturity period of six to nine months; thus, restricted cash is classified as a current asset.

### Accounts receivable

Accounts receivable represents the following: (1) amounts due from banks relating to retail sales that are paid or settled by the customers' debit or credit cards, (2) amounts due from government social security bureaus and commercial health insurance programs relating to retail sales of drugs, prescription medicine, and medical services that are paid or settled by the customers' medical insurance cards, (3) amounts due from non-bank third party payment instruments such as Alipay and certain e-commerce platforms and (4) amounts due from non-retail customers for sales of merchandise.

Accounts receivable are recorded at net realizable value consisting of the carrying amount less an allowance for uncollectible accounts, as necessary. In the Company's retail business, accounts receivable mainly consist of reimbursements due from the government insurance bureaus and commercial health insurance programs and are usually collected within two or three months. The Company directly writes off delinquent account balances, which it determines to be uncollectible after confirming with the appropriate bureau or program each month. Additionally, the Company also makes estimated reserves on related outstanding accounts receivable based on historical trends.

In the Company's online pharmacy business, accounts receivable primarily consist of amounts due from non-bank third party payment instruments such as Alipay and certain e-commerce platforms. To purchase pharmaceutical products from an e-commerce platforms such as Tmall, customers are required to submit payment to certain non-bank third party payment instruments, such as Alipay, which, in turn, reimburse the Company within seven days to a month. Except for customer returns of sold products, the receivables from these payment instruments are rarely uncollectible.

In its wholesale business, the Company uses the aging method to estimate the allowance for anticipated uncollectible receivable balances. Under the aging method, bad debt percentages are determined by management, based on historical experience and the current economic climate, are applied to customers' balances categorized by the number of months the underlying invoices have remained outstanding. At each reporting period, the allowance balance is adjusted to reflect the amount computed as a result of the aging method. When facts subsequently become available to indicate that the allowance provided requires an adjustment, a corresponding adjustment is made to the allowance account as a change in estimate.

### Advances to suppliers

Advances to suppliers consist of prepayments to our vendors, such as pharmaceutical manufacturers and other distributors. Since the acquisition of Jiuxin Medicine, we have transferred almost all logistics services of our retail drugstores to Jiuxin Medicine. Jiuzhou Pharmacy only directly purchases certain non medical products, such as certain nutritional supplements. As a result, almost all advances to suppliers are made by Jiuxin Medicine.

Advances to suppliers for our drug wholesale business consist of prepayments to our vendors, such as pharmaceutical manufacturers and other distributors. We typically receive products from vendors within three to nine months after making prepayments. We continuously monitor delivery from, and payments to, our vendors while maintaining a provision for estimated credit losses based upon historical experience and any specific supplier issues, such as discontinuing of inventory supply, that have been identified. If we have difficulty receiving products from a vendor, we take the following steps: cease purchasing products from such vendor, ask for return of our prepayment promptly, and if necessary, take legal action. If all of these steps are unsuccessful, management then determines whether the prepayments should be reserved or written off.

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### Inventories

Inventories are stated at the lower of cost or market value. Cost is determined using the first in first out (FIFO) method. Market value is the lower of replacement cost or net realizable value. The Company carries out physical inventory counts on a monthly basis at each store and warehouse location. Herbs that the Company farms are recorded at their cost, which includes direct costs such as seed selection, fertilizer, labor costs that are spent in growing herbs on the leased farmland, and indirect costs such as amortization of farmland development cost. All costs are accumulated until the time of harvest and then allocated to harvested herbs costs when the herbs are sold. The Company periodically reviews its inventory and records write-downs to inventories for shrinkage losses and damaged merchandise that are identified. The Company provides a reserve for estimated inventory obsolescence or excess quantities or hand equal to the difference, if any, between the cost of the inventory and its estimated realizable value.

### Farmland assets

Herbs that the Company farms are recorded at their cost, which includes direct costs such as seed selection, fertilizer, and labor costs that are spent in growing herbs on the leased farmland, and indirect costs such as amortization of farmland development costs. Since April 2014, amortization of farmland development costs has been expensed instead of allocated into inventory due to unpredictable future market value of planted gingko trees.

All related costs described in the above are accumulated until the time of harvest and then allocated to harvested herbs when they are sold.

### Property and equipment

Property and equipment are stated at cost, net of accumulated depreciation or amortization. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets, taking into consideration the assets' estimated residual value. Leasehold improvements are amortized over the shorter of lease term or remaining lease period of the underlying assets. Following are the estimated useful lives of the Company's property and equipment:

	Estimated Useful Life
Leasehold improvements	3-10 years
Motor vehicles	3-5 years
Office equipment & furniture	3-5 years
Buildings	35 years

Maintenance, repairs and minor renewals are charged to expenses as incurred. Major additions and betterment to property and equipment are capitalized.

### Intangible assets

Intangible assets are acquired individually or as part of a group of assets, and are initially recorded at their fair value. The cost of a group of assets acquired in a transaction is allocated to the individual assets based on their relative fair values.

The estimated useful lives of the Company's intangible assets are as follows:

	Estimated Useful Life
Land use rights	50 years
Software	3 years

The Company evaluates intangible assets for impairment whenever events or changes in circumstances indicate that the assets might be impaired.

### Impairment of long lived assets

The Company evaluates long lived tangible and intangible assets for impairment, whenever events or changes in circumstances indicate that the carrying value may not be recoverable from its estimated future cash flows. Recoverability is measured by comparing the assets' net book value to the related projected undiscounted cash flows from these assets, considering a number of factors including past operating results, budgets, economic projections, market trends and product development cycles. If the net book value of the asset exceeds the related undiscounted cash flows, the asset is considered impaired, and a second test is performed to measure the amount of impairment loss. There were \$794,874 farmland assets and \$1,203,676 prepayment of lease use rights, impaired as of March 31, 2017 (See Notes 9 and 11).

### Notes payable

During the normal course of business, the Company regularly issues bank acceptance bills as a payment method to settle outstanding accounts payables with various material suppliers. The Company records such bank acceptance bills as notes payable. Such notes payable are generally short term in nature due to their short maturity period of six to nine months.

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### Income taxes

The Company follows FASB ASC Topic 740, “Income Taxes,” which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates, applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

The Company has adopted FASB ASC Topic 740-10-25, which provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. The Company must recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained or examined by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company performed a self-assessment and the Company’s liability for income taxes includes liability for unrecognized tax benefits, interest and penalties which relate to tax years still subject to review by taxing authorities. Audit periods remain open for review until the statute of limitations has passed, which in the PRC is usually 5 years. The completion of review or the expiration of the statute of limitations for a given audit period could result in an adjustment to the Company’s liability for income taxes. Any such adjustment could be material to the Company’s results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period. As of March 31, 2017 and March 31, 2016, the management of the Company considered that the Company had no additional liabilities for uncertain tax positions affecting its consolidated financial position and results of operations or cash flows, and will continue to evaluate for any uncertain position in the future. There are no estimated interest costs and penalties provided in the Company’s consolidated financial statements for the years ended March 31, 2017 and 2016, respectively. The Company’s tax positions related to open tax years are subject to examination by the relevant tax authorities, the most significant of which is the China Tax Authority.

### Value added tax

Sales revenue represents the invoiced value of goods, net of VAT. All of the Company’s products are sold in the PRC and are subject to a VAT on the gross sales price. The VAT rates range up to 17%, depending on the type of products sold. The VAT may be offset by VAT paid by the Company on raw materials and other materials included in the cost of producing or acquiring its finished products. The Company recorded a VAT payable net of payments in the accompanying financial statements.

The accounting standards clarify the accounting and disclosure requirements for uncertain tax positions and prescribe a recognition threshold and measurement attribute for recognition and measurement of a tax position taken or expected to be taken in a tax return. The accounting standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. No significant penalties, uncertain tax provisions or interest relating to income taxes were incurred during the periods ended December 31, 2017 and 2016.

### Stock based compensation

The Company follows the provisions of FASB ASC 718, “Compensation — Stock Compensation,” which establishes accounting standards for non-employee and employee stock-based awards. Under the provisions of FASB ASC 718, the fair value of stock issued is used to measure the fair value of service received as the Company believes such approach is a more reliable method of measuring the fair value of the services. For non-employee stock-based awards, fair value is measured based on the value of the Company’s common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty’s performance is complete. The fair value of the equity instrument is calculated and then recognized as compensation expense over the requisite performance period. For employee stock-based awards, share-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense with graded vesting on a straight-line basis over the requisite service period for the entire award.

### Advertising and promotion costs

Advertising and promotion costs are expensed as incurred and amounted to \$456,904 and \$445,000 for the years ended March 31, 2017 and 2016, respectively. Such costs consist primarily of print and promotional materials such as flyers to local communities.

### Operating leases

The Company leases premises for retail drugstores, offices and wholesale warehouse under non-cancellable operating leases. Operating lease payments are expensed over the term of lease. A majority of the Company’s retail drugstore leases have a 3 to 10 year term with a renewal option upon the expiration of the lease; the wholesale warehouse lease has a 10-year term with a renewal option upon the expiration of the lease. The Company has historically been able to renew a majority of its drugstores leases. Under the terms of the lease agreements, the Company has no legal or contractual asset retirement obligations at the end of the lease. In addition, land leased from the government is amortized on a straight-line basis over a 30-year term.

### Foreign currency translation

The Company uses the United States dollar (“U.S. dollars” or “USD”) for financial reporting purposes. The Company’s subsidiaries and VIEs maintain their books and records in their functional currency the Renminbi (“RMB”), the currency of the PRC.

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In general, for consolidation purposes, the Company translates the assets and liabilities of its subsidiaries and VIEs into U.S. dollars using the applicable exchange rates prevailing at the balance sheet date, and the statements of income and cash flows are translated at average exchange rates during the reporting period. As a result, amounts related to assets and liabilities reported on the statement of cash flows will not necessarily agree with changes in the corresponding balances on the balance sheet. Equity accounts are translated at historical rates. Adjustments resulting from the translation of the financial statements of the subsidiaries and VIEs are recorded as accumulated other comprehensive income.

The balance sheet amounts, with the exception of equity, at March 31, 2017 and 2016 were translated at 1 RMB to 0.1451 USD and at 1 RMB to 0.1551 USD, respectively. The average translation rates applied to income and cash flow statement amounts for years ended March 31, 2017 and 2016 were at 1 RMB to 0.1487 USD and at 1 RMB to 0.1582 USD, respectively.

### Concentrations and credit risk

Certain financial instruments, which subject the Company to concentration of credit risk, consist of cash and restricted cash. The Company has cash balances at financial institutions located in Hong Kong and PRC. Balances at financial institutions in Hong Kong may, from time to time, exceed Hong Kong Deposit Protection Board's insured limits. Since March 31, 2015, balances at financial institutions and state-owned banks within the PRC are covered by insurance up to RMB 500,000 (USD 77,550) per bank. As of March 31, 2017 and March 31, 2016, the Company had deposits totaling \$27,357,785 and \$19,956,275 that were covered by such limited insurance, respectively. Any balance over RMB 500,000 (USD 71,550) per bank in PRC will not be covered. To date, the Company has not experienced any losses in such accounts.

For the fiscal year ended March 31, 2017, two vendors collectively accounted for 42.4% of the Company's total purchases and one supplier accounted for more than 10% of total advances to suppliers. For the fiscal year ended March 31, 2016, two vendors accounted for 25% of the Company's total purchases and another vendor accounted for more than 10% of total advances to suppliers.

For the fiscal year ended March 31, 2017, no customer accounted for more than 10% of the Company's total sales or more than 10% of total accounts receivable. For the fiscal year ended March 31, 2016, no customer accounted for more than 10% of the Company's total sales and more than 10% of total accounts receivable.

### Recent Accounting Pronouncements

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments" ("ASU 2016-15"), which addresses the following eight specific cash flow issues: debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (including bank-owned life insurance policies; distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of the adoption of this ASU on its consolidated financial statements.

In October 2016, the FASB has issued ASU No. 2016-16 "Topic 740, Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory". The amendments in this update do not include new disclosure requirements; however, existing disclosure requirements might be applicable when accounting for the current and deferred income taxes for an intra-entity transfer of an asset other than inventory. The amendments in this update align the recognition of income tax consequences for intra-entity transfers of assets other than inventory with International Financial Reporting Standards (IFRS). Specifically, IAS 12, Income Taxes, requires recognition of current and deferred income taxes resulting from an intra-entity transfer of any asset (including inventory) when the transfer occurs. For public business entities, the amendments in this update are effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. For all other entities, the amendments are effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual periods beginning after December 15, 2019. The Company is currently evaluating the impact of this ASU on its consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230): Restricted Cash" ("ASU 2016-18"), which requires that statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this ASU do not provide a definition of restricted cash or restricted cash equivalents. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of the adoption of this ASU on its consolidated financial statements.

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, in an effort to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments of this ASU are effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact of this ASU on its consolidated financial statements.

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In January 2017, the FASB issued ASU No. 2017-04, “Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment” (“ASU 2017-04”), which removes Step 2 from the goodwill impairment test. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit’s carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. Public business entity that is a U.S. Securities and Exchange Commission filer should adopt the amendments in this ASU for its annual or any interim goodwill impairment test in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of the adoption of this ASU on its consolidated financial statements.

### Revenue Recognition

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606),” replacing most existing revenue recognition guidance under GAAP and eliminating industry specific guidance. The core principle of the new guidance is that an entity should recognize revenue for the transfer of goods and services equal to an amount it expects to be entitled to receive for those goods and services.

In August 2015, the FASB issued ASU 2015-14, “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date,” deferring the effective date by one year.

In March 2016, the FASB issued ASU 2016-08, “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Gross versus Net),” clarifying the principal versus agent guidance in the new revenue recognition standard, by revising the indicators to focus on evidence that the company is a principal.

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In April 2016, the FASB issued ASU 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing” reducing the complexity when applying the guidance for identifying performance obligations and clarifying how to determine whether revenue related to a performance obligation for an intellectual property license is recognized over time or at a point in time.

In May 2016, the FASB issued ASU 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients,” clarifying certain core recognition principles including collectability, sales tax presentation, noncash consideration, contract modifications and completed contracts at transition.

These ASUs are effective for the Company beginning in the first quarter of the fiscal year of 2019, allow for early adoption in the first quarter of 2017 and may be applied using either a full retrospective approach or a modified retrospective approach. The Company is currently evaluating the method of adoption and the impact these ASUs will have on its consolidated financial statements.

### **NOTE 3 – FINANCIAL ASSETS AVAILABLE FOR SALE**

As of March 31, 2017 and March 31, 2016, financial assets available for sale amounted to \$87,068 (RMB 600,000) and \$465,165 (RMB 3,000,000) respectively. In the year ended March 31, 2017, the Company invested as a limited partner (LP) in a private equity fund, which is intended to invest in retail pharmaceutical business. The company has signed an investment agreement with the private equity fund and agreed to invest a total of \$290,228 (RMB 2,000,000).

### **NOTE 4 – TRADE ACCOUNTS RECEIVABLE**

Trade accounts receivable consisted of the following:

	March 31, 2017	March 31, 2016
Accounts receivable	\$ 9,977,101	\$ 10,153,840
Less: allowance for doubtful accounts	(1,415,505)	(2,099,243)
Trade accounts receivable, net	<u><u>\$ 8,561,596</u></u>	<u><u>\$ 8,054,597</u></u>

For the years ended March 31, 2017 and 2016, \$195,911 and \$166,102 in accounts receivable were directly written off, respectively. As of March 31, 2017 and 2016, no trade accounts receivables were pledged as collateral for borrowings from financial institutions.

### **Note 5 – OTHER CURRENT ASSETS**

Other current assets consisted of the following:

	March 31, 2017	March 31, 2016
Prepaid rental expenses <sup>(1)</sup>	\$ 1,171,472	\$ 1,052,196
Prepaid and other current assets	394,683	465,852
Total	<u><u>\$ 1,566,155</u></u>	<u><u>\$ 1,518,048</u></u>

(1) Represents store and office rental expenses that were usually prepaid and amortized over the prepayment period.

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### Note 6 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	March 31, 2017	March 31, 2016
Building	\$ 1,555,923	\$ 1,662,510
Leasehold improvements	11,783,611	12,308,190
Farmland development cost	1,735,475	1,854,364
Office equipment and furniture	5,339,005	5,560,171
Motor vehicles	585,769	624,235
Total	20,999,783	22,009,470
Less: Accumulated depreciation	(14,489,479)	(14,138,992)
Impairment*	(2,247,147)	(2,327,402)
Property and equipment, net	\$ 4,263,157	\$ 5,543,076

\* The variance of impairment from March 31, 2017 to March 31, 2016 is solely caused by exchange rate variance.

Total depreciation expense for property and equipment was \$1,287,657 and \$1,402,211 for the years ended March 31, 2017 and 2016, respectively. For the year ended March 31, 2017, \$106,257 of land and road improvement in Qianhong Agriculture were impaired due to the estimated fair value being lower than the carrying value.

### Note 7 – ADVANCES TO SUPPLIERS

Advances to suppliers consist of deposits, with or advances to, outside vendors for future inventory purchases. Most of the Company's suppliers require a certain amount of money to be deposited with them as a guarantee that the Company will receive its purchase on a timely basis. This amount is refundable and bears no interest. As of March 31, 2017 and March 31, 2016, advance to suppliers consist of the following:

	March 31, 2017	March 31, 2016
Advance to suppliers	\$ 7,006,396*	\$ 4,336,207
Less: allowance for doubtful accounts	(1,502,255)**	(105,542)
Advance to suppliers, net	\$ 5,504,141	\$ 4,230,665

\* In order to collect a larger rebate for certain merchandise, such as colla coril asini (donkey-hide gelatin), from certain suppliers, the Company made a significant cash advance to such suppliers.

\*\* As cash advances increased, additional reserves were placed on certain increased advances in preparation for such advances' potential uncollectability. As a result, more allowances were reserved.

For the years ended March 31, 2017 and 2016, none of the advances to suppliers were written off against previous allowances for doubtful accounts, respectively.

### Note 8 – INVENTORY

Inventory consisted of finished goods, valued at \$9,923,101 and \$10,802,691 as of March 31, 2017 and March 31, 2016, respectively. The Company constantly monitors its potential obsolete products and is allowed to return products close to their expiration date to its suppliers. Any loss on damaged items is immaterial and will be recognized immediately. As a result, no reserves were made for inventory as of March 31, 2017 and March 31, 2016.

### Note 9 – FARMLAND ASSETS

Farmland assets consist of ginkgo trees planted in 2012 and expected to be harvested and sold in several years. As of March 31, 2017 and March 31, 2016 farmland assets are valued as follows:

	March 31, 2017	March 31, 2016
Farmland assets	\$ 2,195,787	\$ 2,346,209
Less: Impairment*	(1,477,000)	(784,004)
Farmland assets, net	\$ 718,787	\$ 1,562,205

\* As of March 31, 2017, the book value of the Ginkgo trees planted in Qianhong Agriculture's farmland, including their cultivation cost and land lease amortization expense, is approximately \$2,195,787. Based on an independent appraisal report, the value of the Ginkgo trees is approximately \$718,787. As a result, the Company recorded an agricultural inventory impairment of \$1,477,000.

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### **Note 10 – LONG TERM DEPOSITS, LANDLORDS**

As of March 31, 2017 and March 31, 2016, long term deposits amounted to \$2,294,848 and \$2,452,056, respectively. Long term deposits are money deposited with, or advanced to, landlords for the purpose of securing retail store leases that the Company does not anticipate applying or being returned within the next twelve months. Most of the Company's landlords require a minimum payment of nine months' rent, paid upfront, plus additional deposits.

### **Note 11 – OTHER NONCURRENT ASSETS**

Other noncurrent assets consisted of prepayment for lease of forest land use rights, which were \$1,177,005 and \$2,595,129 as of March 31, 2017 and March 31, 2016, respectively.

The prepayment for lease of forest land use rights is a payment made to a local government in connection with entering into a operating land lease agreement. The land is currently used to cultivate Ginkgo trees. This prepayment also includes a deposit of \$1,015,798, which has been included as prepayment for the forest land use rights, as the forest rights certificate from the local village extends the life of the lease to January 31, 2060. Based on an independent appraisal report, the fair value of the lease prepayment was lower than carrying cost. As a result, the Company recorded an impairment of \$1,217,081 on the lease prepayment in the year ended March 31, 2017.

The amortization of the prepayment for the lease of land use right was approximately \$35,509 and \$65,317 for the years ended March 31, 2017 and 2016, respectively.

The Company's amortizations of the prepayment for lease of land use right for the next five years and thereafter are as follows:

Years ending March 31,	Amount
2018	\$ 27,932
2019	27,932
2020	27,932
2021	27,932
2022	27,932
Thereafter	1,028,253

### **Note 12 – INTANGIBLE ASSETS**

Net intangible assets consisted of the following at:

	March 31, 2017	March 31, 2016
License <sup>(1)</sup>	\$ 1,394,546	\$ 1,482,492
Land use rights <sup>(2)</sup>	1,415,086	1,512,027
<b>Total intangible assets</b>	<b>2,809,632</b>	<b>2,994,519</b>
Less: accumulated amortization	(97,021)	(65,740)
<b>Intangible assets, net</b>	<b>\$ 2,712,611</b>	<b>\$ 2,928,779</b>

Amortization expense of intangibles amounted to \$29,089 and \$30,342 for the years ended March 31, 2017 and 2016, respectively.

(1) This represents the fair value of the licenses of insurance applicable drugstores acquired from Sanhao Pharmacy. The licenses allow patients to pay by using insurance cards at stores. The stores are reimbursed from the Human Resource and Social Security Department of Hangzhou City.

(2) In July 2013, the Company purchased the land use rights of a plot of farmland in Lin'an, Hangzhou, intended for the establishment of an herb processing plant in the future. However, as our farming business in Lin'an has not grown, the Company does not expect completion of the plant in near future.

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### **Note 13 – NOTES PAYABLE**

The Company has credit facilities with Hangzhou United Bank (“HUB”), Bank of Hangzhou (“BOH”), Industrial and Commercial Bank of China (“ICBC”) and Zhejiang Tailong Commercial Bank (“ZTCB”) that provided working capital in the form of the following bank acceptance notes at March 31, 2017 and March 31, 2016:

Beneficiary	Endorser	Origination date	Maturity date	March 31, 2017	March 31, 2016
Jiuzhou Pharmacy(1)	HUB	04/22/15	04/21/16	-	1,550,550
Jiuzhou Pharmacy(1)	HUB	04/29/15	04/28/16	-	3,333,683
Jiuzhou Pharmacy(1)	HUB	10/09/15	04/09/16	-	1,708,706
Jiuzhou Pharmacy(1)	HUB	11/02/15	05/02/16	-	2,553,756
Jiuzhou Pharmacy(2)	BOH	11/27/15	05/27/16	-	1,592,415
Jiuzhou Pharmacy(1)	HUB	12/28/15	06/28/16	-	2,741,372
Jiuzhou Pharmacy(2)	HUB	12/29/15	06/29/16	-	58,913
Jiuzhou Pharmacy(3)	ICBC	02/03/16	08/03/16	-	1,307,114
Jiuzhou Pharmacy(1)	HUB	03/07/16	09/07/16	-	2,749,125
Jiuzhou Pharmacy(1)	HUB	10/09/16	04/09/17	1,755,879	-
Jiuzhou Pharmacy(1)	HUB	10/09/16	04/09/17	341,676	-
Jiuzhou Pharmacy(1)	HUB	11/08/16	05/08/17	1,637,419	-
Jiuzhou Pharmacy(1)	HUB	11/11/16	05/11/17	314,897	-
Jiuzhou Pharmacy(1)	HUB	12/05/16	06/05/17	1,508,042	-
Jiuzhou Pharmacy(1)	HUB	12/29/16	06/29/17	1,205,419	-
Jiuzhou Pharmacy(1)	HUB	12/29/16	06/29/17	1,030,309	-
Jiuzhou Pharmacy(1)	ZTCB	12/27/16	06/27/17	580,456	-
Jiuzhou Pharmacy(1)	HUB	02/06/17	08/06/17	2,253,804	-
Jiuzhou Pharmacy(1)	HUB	03/07/17	09/07/17	117,542	-
Jiuzhou Pharmacy(1)	HUB	03/07/17	09/07/17	267,651	-
Jiuzhou Pharmacy(1)	HUB	03/07/17	09/07/17	1,678,481	-
<b>Total</b>				<b>\$ 12,691,575</b>	<b>\$ 17,595,634</b>

- (1) As of March 31, 2016, the Company had \$14,696,105 (RMB 94,779,950) of notes payable from HUB. The Company is required to hold restricted cash in the amount of \$11,278,693 (RMB 72,739,950) with HUB as collateral against these bank notes. As of March 31, 2017, the Company had \$12,111,119 (RMB 81,459,343.5) of notes payable from HUB. The Company is required to hold restricted cash in the amount of \$1,328,098 (RMB 9,152,104.2) with HUB as collateral against these bank notes. Additionally, a total of \$7,687,073 three-year deposit (RMB 56,972,647.3) was deposited into HUB as a collateral for current and future notes payable from HUB.
- (2) As of March 31, 2016, the Company had \$1,592,415 (RMB 10,270,000) of notes payable from BOH. The land use right of the farmland in Lin'a Hangzhou is pledged as collateral for these bank acceptance notes (see Note 12). The Company is required to hold restricted cash in the amount of \$480,671 (RMB 3,100,000) with BOH as collateral against these bank notes. As of March 31, 2017, the Company had no notes payable from BOH.
- (3) As of March 31, 2016, the Company had \$1,307,114 (RMB 8,430,000) of notes payable from ICBC, with restricted cash in the amount of \$928,05 (RMB 5,985,300) held at the bank. As of March 31, 2017, the Company had no notes payable from ICBC.
- (4) As of March 31, 2017, the Company had \$580,456 (RMB 4,000,000) of notes payable from ZTCB, with restricted cash in the amount of \$290,22 (RMB 2,000,000) held at the bank.

As of March 31, 2017, the Company had a credit line of approximately \$15.55 million in the aggregate from HUB, BOH, ICBC and ZTCB. By putting up restricted cash of \$1.62 million deposited in the banks, the total credit line was \$17.17 million. As of March 31, 2017, the Company had approximately \$12.69 million of bank notes payable and approximately \$5.20 million bank credit line was still available for further borrowing. The bank notes are secured by buildings owned by the Company’s major shareholders and by a shop of Jiuzhou Pharmacy, and are guaranteed by Jiuxin Medical.

### **Note 14 – TAXES**

#### Income tax

For the years ended March 31, 2017 and 2016, the income tax provisions were as follow:

	For the year ended March 31,	
	2017	2016
Income tax	\$ 84,387	\$ 96,741

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The Company is subject to income taxes on an entity basis on income arising in or derived from the tax jurisdiction in which each entity is domiciled.

Entity	Income Tax Jurisdiction
Jo-Jo Drugstores	United States
Renovation	Hong Kong, PRC
All other entities	Mainland, PRC

The following table reconciles the U.S. statutory tax rates with the Company's effective tax rate for the years ended March 31, 2017 and 2016:

	For the year Ended March 31,	
	2017	2016
U.S. Statutory rates	34.0%	34.0%
Foreign income not recognized in the U.S.	(34.0)	(34.0)
China income taxes	25.0	25.0
Change in valuation allowance (1)	(25.0)	(25.0)
Non-deductible expenses-permanent difference (2)	(1.5)	61.6
Effective tax rate	(1.5)%	61.6%

(1) Represents a non-taxable expense reversal due to overall decrease in allowance for accounts receivable and advances to suppliers.

(2) The (1.5)% and 61.6% rate adjustments for the years ended March 31, 2017 and 2016 represent expenses that primarily include stock option expenses and legal, accounting and other expenses incurred by the Company that are not deductible for PRC income tax.

Jo-Jo Drugstores is incorporated in the U.S. and incurred a net operating loss for income tax purposes for the years ended March 31, 2017 and 2016. As of March 31, 2017, the estimated net operating loss carry forwards for U.S. income tax purposes amounted to \$1,503,000, which may be available to reduce future years' taxable income. These carry forwards will expire if not utilized by 2032. Management believes that the realization of the benefits arising from this loss appears to be uncertain due to the Company's limited operating history and continuing losses for U.S. income tax purposes. Accordingly, the Company has provided a 100% valuation allowance at December 31, 2015. There was no net change in the valuation allowance for the year ended March 31, 2017 and 2016. Management reviews this valuation allowance periodically and makes adjustments as necessary.

Taxes payable at March 31, 2017 and March 31, 2016 consisted of the following:

	March 31, 2017	March 31, 2016
VAT	\$ 615,067	\$ 422,804
Income tax	19,416	7,454
Others	47,456	50,086
Total taxes payable	\$ 681,939	\$ 483,770

The Company has adopted FASB ASC Topic 740-10-05, "Income Taxes." To date, the adoption of this interpretation has not impacted the Company's financial position, results of operations, or cash flows. The Company performed a self-assessment and the Company's liability for income taxes includes liability for unrecognized tax benefits, interest and penalties which relate to tax years still subject to review by taxing authorities. Audit periods remain open for review until the statute of limitations has passed, which in the PRC is usually 5 years. The completion of review or the expiration of the statute of limitations for a given audit period could result in an adjustment to the Company's liability for income taxes. Any such adjustment could be material to the Company's results of operations for any given quarterly or annual period based, in part, upon the results of operations for the given period. As of March 31, 2017 and March 31, 2016, management considered that the Company had no uncertain tax positions affecting its consolidated financial position and results of operations or cash flows, and will continue to evaluate for any uncertain position in future. There are no estimated interest costs and penalties provided in the Company's consolidated financial statements for the years ended March 31, 2017 and 2016, respectively. The Company's tax positions related to open tax years are subject to examination by the relevant tax authorities, the most significant of which is the China Tax Authority.

### Note 15 – POSTRETIREMENT BENEFITS

Regulations in the PRC require the Company to contribute to a defined contribution retirement plan for all permanent employees. The contribution for each employee is based on a percentage of the employee's current compensation as required by the local government. The Company contributed \$967,176 and \$982,083 in employment benefits and pension for the years ended March 31, 2017 and 2016, respectively.

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### **Note 16 – RELATED PARTY TRANSACTIONS AND ARRANGEMENTS**

Amounts payable to related parties are summarized as follows:

	March 31, 2017	March 31, 2016
Due to cofounders <sup>(1)</sup> :	\$ -	\$ 576,818
Due to a director and CEO <sup>(2)</sup> :	927,052	1,622,957
<b>Total</b>	<b>\$ 927,052</b>	<b>\$ 2,199,775</b>

(1) As of March 31, 2016, amount due to cofounders represents contributions from the Owners to Jiuxin Management to enable Jiuxin Management to meet its approved PRC registered capital requirements.

(2) Due to foreign exchange restrictions, the Company's director and CEO, Mr. Lei Liu personally lent U.S. dollars to the Company to facilitate its payments of expenses in the United States.

On October 11, 2016, the Company issued a total of 949,000 shares of common stock to Lei Liu, at \$1.69 per share, the fair market value, or the closing stock price on Nasdaq on October 11, 2016, to offset the debts in the amount of \$1,603,810 owed to Mr. Liu.

As of March 31, 2017 and March 31, 2016, notes payable totaling \$3,974,193 and \$5,302,881 were secured by the personal properties of certain of the Company's shareholders, respectively.

The Company leases from Mr. Lei Liu a retail space; the lease expires in September 2017. Rent expenses totaled \$17,839 and \$56,941 for the twelve month ended December 31, 2017 and 2016, respectively. The amounts owed under the lease for the twelve months ended December 31, 2017 and 2016 were not paid to Mr. Liu as of March 31, 2017.

### **Note 17 – WARRANTS**

On September 26, 2013, as annual compensation for its financial advisory service, the Company issued a warrant to a financial consulting firm to purchase up to 150,000 shares of common stock at \$1.20 per share. The warrant was exercisable from September 26, 2013 to September 25, 2016. On September 21, 2016 the warrants were exercised at the stock price of \$1.84 in a cashless manner. As a result, 52,174 shares were issued for the full exercise of the warrant.

On September 26, 2013, the issuance date of the warrant, the Company classified the fair value of the warrant as a liability of \$33,606. The Company recognized a loss of \$76,633 and a gain of \$225,330 from the change in fair value of the warrant liability for the years ended March 31, 2017 and 2016, respectively. As a result, the warrant liability is carried on the consolidated balance sheets at the fair value of \$0 and \$89,997 as of March 31, 2017 and March 31, 2016, respectively.

In connection with the registered direct offering closed on July 19, 2015, the Company issued to an investor a warrant to purchase up to 600,000 shares of common stock at an exercise price of \$3.10 per share. The warrant became exercisable on January 19, 2016 and will expire on January 18, 2021. In connection with the offering, the Company also issued a warrant to its placement agent of this offering, pursuant to which the agent may purchase up to 6% of the aggregate number of shares of common stock sold in the offering, i.e. 72,000 shares. Such warrant has the same terms as the warrant issued to investor in the offering.

The fair value of the warrants issued to purchase 672,000 shares as described above was estimated by using the binomial pricing model with the following assumptions:

	Common Stock Warrants March 31, 2017 <sup>(1)</sup>	Common Stock Warrants March 31, 2016
Stock price	\$ 1.80	\$ 1.60
Exercise price	\$ 3.10	\$ 3.10
Annual dividend yield	0%	0%
Expected term (years)	3.80	4.80
Risk-free interest rate	0.87%	1.21%
Expected volatility	90.73%	102.16%

(1) As of March 31, 2017, the warrants had not been exercised.

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Upon evaluation, the warrants meet the definition of a derivative under FASB ASC 815, as the Company cannot avoid a net cash settlement under certain circumstances. Accordingly, the fair value of the warrants was classified as a liability of \$546,304 as of March 31, 2016. For the year ended March 31, 2017, the Company recognized a gain of \$50,087 for the investor warrant and placement agent warrant, from the change in fair value of the warrant liability. As a result, the warrant liability is carried on the consolidated balance sheets at the fair value of \$496,217 for the investor warrant and placement agent warrant, collectively, as of March 31, 2017.

### **Note 18 – STOCKHOLDER'S EQUITY**

#### Common stock

On January 23, 2017, the Company closed a private offering with one institutional investor (the “Investor”) pursuant to which the Company sold to the Investor and the Investor purchased from the Company, an aggregate of 4,840,000 shares of the common stock, par value \$0.001 per share, of the Company, at a purchase price of \$2.20 per share, for aggregate gross proceeds to the Company of \$10,648,000 (the “Private Placement”).

#### Stock-based compensation

The Company accounts for share-based payment awards granted to employees and directors by recording compensation expense based on estimated fair values. The Company estimates the fair value of share-based payment awards on the date of grant. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company's consolidated statements of operations. Share-based awards are attributed to expenses using the straight-line method over the vesting period. The Company determines the value of each option award that contains a market condition using a Monte Carlo Simulation valuation model, while all other option awards are valued using the Black-Scholes valuation model as permitted under FASB ASC 718 “Compensation - Stock Compensation.” The assumptions used in calculating the fair value of share-based payment awards represent the Company's best estimates. The Company's estimates of the fair values of stock options granted and the resulting amounts of share-based compensation recognized may be impacted by certain variables including stock price volatility, employee stock option exercise behaviors, additional stock option modifications, estimates of forfeitures, and the related income tax impact.

On November 25, 2015, the Company agreed to grant a total of 150,000 shares of restricted common stock to a financial consulting firm for its financial advisory services. The term of the service agreement was one year. The trading value of the Company's common stock on November 25, 2015 was \$1.77. For the years ended March 31, 2017 and 2016, \$173,848 and \$91,652 were recorded as consulting expenses, respectively.

On November 27, 2015, the Company granted a total of 735,000 shares of restricted common stock to its directors, officers and certain employees under the Company's 2010 Equity Incentive Plan, as amended (the “Plan”). The stock awards vest in one year from the date of the grant. The trading value of the Company's common stock on November 27, 2015 was \$1.76. For the years ended March 31, 2017 and 2016, \$839,954 and \$453,646 were recorded as service compensation expenses, respectively.

On June 7, 2016, the Company granted a total of 8,000 shares of restricted common stock to Taylor Raffery, an investor relation firm, for its marketing services. The trading value of the Company's common stock in June 2016 was \$1.60. Taylor Raffery's service ended in June 2016. As a result, for the year ended March 31, 2017, \$12,800 was recorded as a consulting expense.

On June 3, 2016, the Company granted a total of 1,630,000 shares of restricted common stock to its key employees in its retail drugstores and online pharmacy under the Company's 2010 Equity Incentive Plan, as amended. The stock awards vest in three years from the date of the grant. The trading value of the Company's common stock on June 3, 2016 was \$1.62. For the year ended March 31, 2017, \$725,864 was recorded as a service compensation expense respectively.

#### Stock option

On November 18, 2014, the Company granted a total of 967,000 shares of stock options under the Plan to a group of a total of 46 grantees including directors, officers and employees. The exercise price of the stock option is \$2.50. The option vests on November 18, 2017, provided that the grantees are still employed by the Company on such a date. The options will be exercisable for five years from the vesting date, or November 18, 2017 until November 17, 2022. For the years ended December 31, 2017 and 2016, \$496,133 and \$496,133 was recorded as compensation expenses. As of December 31, 2016, there was approximately \$0.31 million of total unrecognized compensation costs related to stock option compensation arrangements granted which is expected to be recognized over the remaining weighted-average period of 0.63 years.

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### Statutory reserves

Statutory reserves represent restricted retained earnings. Based on their legal formation, the Company is required to set aside 10% of its net income as reported in their statutory accounts on an annual basis to the Statutory Surplus Reserve Fund (the “Reserve Fund”). Once the total amount set aside in the Reserve Fund reaches 50% of the entity’s registered capital, further appropriations become discretionary. The Reserve Fund can be used to increase the entity’s registered capital upon approval by relevant government authorities or eliminate its future losses under PRC GAAP upon a resolution by its board of directors. The Reserve Fund is not distributable to shareholders, as cash dividends or otherwise, except in the event of liquidation.

Appropriations to the Reserve Fund are accounted for as a transfer from unrestricted earnings to statutory reserves. During the years ended March 31, 2017 and 2016, the Company did not make appropriations to statutory reserves.

There are no legal requirements in the PRC to fund the Reserve Fund by transfer of cash to any restricted accounts, and the Company does not do so.

### **Note 19 – INCOME PER SHARE**

The Company reports earnings per share in accordance with the provisions of the FASB’s related accounting standard. This standard requires presentation of basic and diluted earnings per share in conjunction with the disclosure of the methodology used in computing such earnings per share. Basic earnings per share excludes dilution, but includes vested restricted stocks and is computed by dividing income available to common stockholders by the weighted average common shares outstanding during the period. Diluted earnings per share takes into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock.

The following is a reconciliation of the basic and diluted earnings per share computation:

	The year ended March 31,	
	2017	2016
Net income attributable to controlling interest	\$ (5,644,204)	\$ 447,156
Weighted average shares used in basic computation	20,396,217	16,776,529
Diluted effect of stock options and warrants	-	55,759
Weighted average shares used in diluted computation	20,396,217	16,832,288
Income per share – Basic:		
Net income before noncontrolling interest	\$ (0.28)	\$ 0.03
Add: Net loss attributable to noncontrolling interest	\$ -	\$ -
Net income attributable to controlling interest	\$ (0.28)	\$ 0.03
Loss per share – Diluted:		
Net income before noncontrolling interest	\$ (0.28)	\$ 0.03
Add: Net income attributable to noncontrolling interest	\$ -	\$ -
Net income attributable to controlling interest	\$ (0.28)	\$ 0.03

For the year ended March 31, 2017, 967,000 shares underlying employee stock options and 600,000 shares underlying outstanding purchase options to an investor, and 72,000 shares underlying outstanding purchase option to an investment placement agent were excluded from the calculation of diluted loss per share as the options were anti-dilutive.

### **Note 20 – SEGMENTS**

The Company operates within four main reportable segments: retail drugstores, online pharmacy, drug wholesale and herb farming. The retail drugstores segment sells prescription and over-the-counter (“OTC”) medicines, TCM, dietary supplements, medical devices, and sundry items to retail customers. The online pharmacy sells OTC drugs, dietary supplements, medical devices and sundry items to customers through several third-party platforms such as Alibaba’s Tmall, JD.com and Amazon.com, and the Company’s own platform all over China. The drug wholesale segment includes supplying the Company’s own retail drugstores with prescription and OTC medicines, TCM, dietary supplement, medical devices and sundry items (which sales have been eliminated in intercompany transactions), and also selling them to other drug vendors and hospitals. The Company’s herb farming segment cultivates selected herbs for sales to other drug vendors. The Company is also involved in online sales and clinic services that do not meet the quantitative thresholds for reportable segments and are included in the retail drugstores segment. The segments’ accounting policies are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on profit or loss from operations before interest and income taxes not including nonrecurring gains and losses.

The Company’s reportable business segments are strategic business units that offer different products and services. Each segment is managed separately because they require different operations and markets to distinct classes of customers.

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The following table presents summarized information by segment of the continuing operations for the year ended March 31, 2017:

	Retail drugstores	Online Pharmacy	Drug wholesale	Herb farming	Total
Revenue	\$ 51,788,386	\$ 15,388,996	\$ 14,321,663	\$ -	\$ 81,499,045
Cost of goods	38,087,769	13,834,980	12,949,378	-	64,872,127
Gross profit	\$ 13,700,617	\$ 1,554,016	\$ 1,372,285	\$ -	\$ 16,626,918
Selling expenses	9,944,418	1,229,015	1,627,916	121,843	12,923,192
General and administrative expenses	6,478,583	56,877	1,124,711)	24,691	7,684,862*
(Loss) income from operations	\$ (2,722,384)	\$ 268,124	\$ (1,380,342)	\$ (146,534)	\$ (3,981,136)
Depreciation and amortization	\$ 697,503	\$ -	\$ 497,401)	\$ 121,843	\$ 1,316,747
Total capital expenditures	\$ 107,798	\$ -	\$ 6,181	\$ -	\$ 113,979

\* includes the accounts receivable allowance reversal of \$ 683,739 and additional advance to suppliers allowance of \$1,396,713.

The following table presents summarized information by segment of the continuing operations for the year ended March 31, 2016:

	Retail drugstores	Online Pharmacy	Drug wholesale	Herb farming	Total
Revenue	\$ 51,205,644	\$ 26,449,981	\$ 11,409,955	\$ -	\$ 89,065,580
Cost of goods	38,332,672	23,369,027	10,852,299	-	71,553,998
Gross profit	\$ 12,872,972	\$ 4,080,954	\$ 557,656	\$ -	\$ 17,511,582
Selling expenses	10,867,748	1,075,060	418,064	-	12,360,872
General and administrative expenses	4,777,889	666,314	312,188	(580,915)	5,175,476*
(Loss) income from operations	\$ (2,772,665)	\$ 2,339,580	\$ (172,596)	\$ 580,915	\$ (24,766)
Depreciation and amortization	\$ 57,162	\$ -	\$ 521,014	\$ 235,497	\$ 813,673
Total capital expenditures	\$ 259,407	\$ (174,466)	\$ (8,930)	\$ -	\$ 76,011

\* includes the accounts receivable and advance to suppliers allowance reversal of \$1,891,546

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The Company does not have long-lived assets located outside the PRC. In accordance with the enterprise-wide disclosure requirements of FASB's accounting standard, the Company's net revenue from external customers through its retail drugstores by main product category for the years ended March 31, 2017 and 2016 were as follows:

	For the year ended March 31,	
	2017	2016
Prescription drugs	\$ 17,104,240	\$ 18,075,692
OTC drugs	22,392,071	21,541,603
Nutritional supplements	4,197,001	4,482,630
TCM	4,140,217	4,430,975
Sundry products	876,184	1,072,172
Medical devices	3,078,673	1,602,572
<b>Total</b>	<b>\$ 51,788,386</b>	<b>\$ 51,205,644</b>

The Company's net revenue from external customers through online pharmacy by main product category is as follows:

	For the year ended March 31,	
	2017	2016
Prescription drugs	\$ 5,292,056	\$ 7,351,947
OTC drugs	2,287,756	2,230,737
Nutritional supplements	1,122	
TCM	1,957,391	8,656,466
Sundry products	5,850,671	8,210,832
<b>Total</b>	<b>\$ 15,388,996</b>	<b>\$ 26,449,981</b>

The Company's net revenue from external customers through wholesale by main product category is as follows:

	For the years ended March 31,	
	2017	2016
Prescription drugs	\$ 7,967,911	\$ 7,332,257
OTC drugs	6,086,768	3,758,094
Nutritional supplements	57,086	139,184
TCM	208,984	
Sundry products	914	121,703
Medical devices	\$ 14,321,663	\$ 11,409,955
<b>Total</b>		

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### **Note 21 – COMMITMENTS AND CONTINGENCIES**

#### Operating lease commitments

The Company recognizes lease expenses on a straight line basis over the term of its leases in accordance with the relevant accounting standards. The Company has entered into various tenancy agreements for its store premises and for the land leased from a local government to farm herbs.

The Company's commitments for minimum rental payments under its leases for the next five years and thereafter are as follows:

Periods ending March 31,	Retail drugstores	Online pharmacy	Drug wholesale	Herb farming	Total Amount
2018	\$ 3,113,544	\$ 36,569	\$ 73,139	\$ -	\$ 3,223,252
2019	2,799,725	36,569	73,139	-	2,909,433
2020	2,072,231	36,569	73,139	-	2,181,939
2021	1,249,230	30,474	60,949	-	1,340,653
2022	696,079			-	696,079
Thereafter	1,054,081	-	-	-	1,054,081

Total rent expenses amounted to \$3,030,696 and \$4,131,995 for the years ended March 31, 2017 and 2016, respectively.

### **Note 22 – SUBSEQUENT EVENTS**

Based on a joint venture agreement (the “JV”) with CareRetail (HK) Holdings Limited (“CareRetail HK”) entered on January 18, 2017, Jiuzhou Pharmacy v set up a JV with CareRetail HK. The JV is intended to be used as an investment vehicle in acquiring or cooperating with other pharmaceutical chain in China. As certain important terms such as the amount of capital needs further arrangements, as of the date herein, the JV has not been set up.

## CHINA JO-JO DRUGSTORES, INC.

March 29, 2017

Via Email

Dear Ms. Wang:

This letter shall confirm our discussions pursuant to which you have indicated your willingness to serve as a member of each of the Board of Director, the Audit Committee, the Compensation Committee, and the Nominating Committee of China Jo-Jo Drugstores, Inc., a Nevada corporation (the "Company" effective the date herein on the terms set forth below until the next annual shareholders meeting, your earlier resignation or the removal pursuant to the Company's by-laws.

Our company compensates our non-employee directors for all services they perform as a director of our company, including attendance at Board of Directors meetings and service as members of committees of the Board of Directors to which they are appointed. You will receive an annual compensation of US\$11,896 (RMB80,000).

You would also be reimbursed for all of your out-of-pocket expenses in traveling to and attending meetings of the Board of Directors and committees on which you would serve.

We will have the D&O insurance coverage for you. In addition, we will indemnify you to the fullest extent permitted by Nevada law as provided and according to our Articles of Incorporation.

You may indicate your agreement with these terms by signing and dating this letter agreement and returning it to the undersigned. By signing this letter agreement, you reconfirm to the company that you have no contractual commitments or other legal obligations that would prohibit you from performing your duties for the Company.

Very truly yours,

China Jo-Jo Drugstores, Inc.

By: /s/ Lei Liu  
Name: Lei Liu  
Title: Chief Executive Officer

I have read and accept and agree to the above terms:

/s/ Caroline Wang

Signature of Caroline Wang

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No.333-198001) and Form S-8s (No. 333-208212 and No. 333-171849) of China Jo-Jo Drugstores, Inc. and its subsidiaries of our reports dated June 29, 2017, relating to the consolidated financial statements, which appears in this Annual Report on Form 10-K for the fiscal year ended March 31, 2017 filed with the Securities and Exchange Commission.

□

BDO CHINA SHU LUN PAN Certified Public Accountants LLP

June 29, 2017

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Lei Liu, certify that:

- (1) I have reviewed this annual report on Form 10-K of China Jo-Jo Drugstores, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2017

/s/ Lei Liu  
 \_\_\_\_\_  
 Lei Liu  
 Chief Executive Officer  
 (Principal Executive Officer)

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ming Zhao, certify that:

- (1) I have reviewed this annual report on Form 10-K of China Jo-Jo Drugstores, Inc.;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- (5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 29, 2017

/s/ Ming Zhao  
 Ming Zhao  
 Chief Financial Officer  
 (Principal Financial and Accounting Officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of China Jo-Jo Drugstores, Inc. (the "Company") on Form 10-K for the year ending March 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Each of the undersigned hereby certifies, in his capacity of an officer of the Company, as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company at the dates and for the periods indicated.

/s/ Lei Liu

Lei Liu  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Ming Zhao

Ming Zhao  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

June 29, 2017

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. Section 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.