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China Botanic Pharmaceutical  
Form 10-Q  
September 14, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 31, 2011

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission File Number: 001-34808

CHINA BOTANIC PHARMACEUTICAL INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

88-1273503  
(I.R.S. Employer  
Identification No.)

No. 218, Taiping  
Taiping District, Harbin, Heilongjiang Province, P.R. China 100016  
(Address of principal executive offices)

86-451-5762-03787  
(Registrant's Telephone Number, Including Area Code)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of August 23, 2011, there were 37,239,536 shares of the registrant's \$0.001 par value common stock issued and outstanding.

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In this Quarterly Report on Form 10-Q, references to “dollars” and “\$” are to United States dollars and, unless the context otherwise requires, references to “we,” “us” and “our” refer to China Botanic Pharmaceutical Inc. and its consolidated subsidiaries.

This Quarterly Report contains certain forward-looking statements. When used in this Quarterly Report, statements which are not historical in nature, including the words “anticipate,” “estimate,” “should,” “expect,” “believe,” “intend,” “may,” “project,” “plan” or “continue,” and similar expressions are intended to identify forward-looking statements. They also include statements containing anticipated business developments, a projection of revenues, earnings or losses, capital expenditures, dividends, capital structure or other financial terms.

The forward-looking statements in this Quarterly Report are based upon management’s beliefs, assumptions and expectations of our future operations and economic performance, taking into account the information currently available to them. These statements are not statements of historical fact. Forward-looking statements involve risks and uncertainties, some of which are not currently known to us that may cause our actual results, performance or financial condition to be materially different from the expectations of future results, performance or financial condition we express or imply in any forward-looking statements. These forward-looking statements are based on our current plans and expectations and are subject to a number of uncertainties and risks that could significantly affect current plans and expectations and our future financial condition and results.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this filing might not occur. We qualify any and all of our forward-looking statements entirely by these cautionary factors. As a consequence, current plans, anticipated actions and future financial conditions and results may differ from those expressed in any forward-looking statements made by or on our behalf. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented herein.

## PART I

## Item 1. Financial Statements.

CHINA BOTANIC PHARMACEUTICAL INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

|  | Note  | July 31, 2011<br>(Unaudited) | October 31,<br>2010<br>(Audited) |
|--|-------|------------------------------|----------------------------------|
| <b>ASSETS</b>  |       |                              |                                  |
| Current assets:  |       |                              |                                  |
| Cash and cash equivalents  |       | \$38,321,244                 | \$27,826,142                     |
| Trade receivables, net   | 5     | 13,529,292                   | 19,814,438                       |
| Due from related parties   | 11    | 129,880                      | 28,877                           |
| Inventory, net   | 7     | 6,633,294                    | 2,645,616                        |
| Other receivables, net   | 6     | 325,880                      | 200,994                          |
| Total current assets   |       | \$58,939,590                 | \$50,516,067                     |
| Property and equipment, net  | 8     | 1,860,724                    | 2,069,460                        |
| Intangible Assets  | 9     | 17,197,871                   | 1,953,617                        |
| Construction in progress   | 10    | 1,920,087                    |                                  |
| Deposits for properties  | 11,12 | 26,491,447                   | 18,605,935                       |
| Deferred tax assets  | 13    | 138,003                      |                                  |
| Total assets   |       | \$106,547,722                | \$73,145,079                     |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |       |                              |                                  |
| Liabilities  |       |                              |                                  |
| Accounts payable   | 16    | 7,956,716                    | 333,555                          |
| Tax payable  |       | 3,038,802                    | 1,064,066                        |
| Accrued employee benefits  | 17    | 2,105,148                    | 1,645,192                        |
| Warrant Liabilities  | 18    | 36,973                       | 342,770                          |
| Total liabilities  |       | \$13,137,639                 | \$3,385,583                      |
| Shareholders' equity   |       |                              |                                  |
| Preferred stock (no par value, 1,000,000 shares authorized; none issued and outstanding as of July 31, 2011 and October 31, 2010, respectively)            | 19    |                              |                                  |
| Common stock (\$0.001 par value, 100,000,000 shares, authorized; 37,239,536 issued and outstanding as of July 31, 2011 and October 31, 2010, respectively) | 19    | 37,240                       | 37,240                           |
| Additional paid-in capital   |       | 7,724,967                    | 7,627,987                        |
| Common stock warrants  | 20    | 496,732                      | 496,732                          |
| Reserves   | 21    | 3,372,697                    | 3,372,697                        |
| Accumulated other comprehensive income   |       | 7,773,204                    | 4,768,793                        |
| Retained earnings  |       | 74,005,243                   | 53,456,047                       |
| Total shareholders' equity   |       | 93,410,083                   | 69,759,496                       |
| Total liabilities and shareholders' equity   |       | \$106,547,722                | \$73,145,079                     |

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

CHINA BOTANIC PHARMACEUTICAL INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

|   | Note | For the three months<br>ended July 31, |                     | For the nine months<br>ended July 31, |                     |
|---|------|--|---------------------|---------------------------------------|---------------------|
|   |      | 2011<br>(Unaudited)                    | 2010<br>(Unaudited) | 2011<br>(Unaudited)                   | 2010<br>(Unaudited) |
| Sales, net                                  |      | \$ 12,376,352                          | \$ 9,263,892        | \$ 53,875,101                         | \$ 38,489,012       |
| Cost of goods sold                          |      | 4,908,939                              | 4,620,568           | 21,450,356                            | 18,151,062          |
| Gross profit                                |      | 7,467,413                              | 4,643,324           | 32,424,745                            | 20,337,950          |
| Operating and administrative expenses:      |      |  |                     |                                       |                     |
| Sales and distribution                      |      | 1,559,863                              | 1,284,990           | 4,430,053                             | 3,689,290           |
| General and administrative                  |      | 1,233,288                              | 395,131             | 2,744,932                             | 2,208,965           |
| Research and development                    |      | 1,686,677                              | 1,528,933           | 2,585,863                             | 2,251,854           |
| Total operating expenses                    |      | 4,479,828                              | 3,209,054           | 9,760,848                             | 8,150,109           |
| Income from operations                      |      | 2,987,585                              | 1,434,270           | 22,663,897                            | 12,187,841          |
| Other income:                               |      |  |                     |                                       |                     |
| Interest income                             |      | 34,144                                 | 22,039              | 81,286                                | 49,206              |
| Income before income tax expenses           |      | 3,021,729                              | 1,456,309           | 22,745,183                            | 12,237,047          |
| Income tax expenses                         | 14   | 501,884                                |                     | 2,195,987                             |                     |
| Net income                                  |      | \$ 2,519,845                           | \$ 1,456,309        | \$ 20,549,196                         | \$ 12,237,047       |
| Other comprehensive income:                 |      |  |                     |                                       |                     |
| Cumulative currency translation adjustments |      | 828,537                                | 461,820             | 3,004,411                             | 301,931             |
| Total comprehensive income                  |      | \$ 3,348,382                           | \$ 1,918,129        | \$ 23,553,607                         | \$ 12,538,978       |
| Earnings per common stock- Basic            | 15   | \$ 0.07                                | \$ 0.04             | \$ 0.55                               | \$ 0.33             |
| Earnings per common stock - Diluted         |      | \$ 0.07                                | \$ 0.04             | \$ 0.54                               | \$ 0.32             |
| Weighted average common stock outstanding   |      |  |                     |                                       |                     |
| Basic                                       | 15   | 37,239,536                             | 37,239,536          | 37,239,536                            | 37,239,536          |
| Diluted                                     |      | 37,473,911                             | 37,901,089          | 37,749,587                            | 37,793,370          |

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

CHINA BOTANIC PHARMACEUTICAL INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | For the nine months ended July 31, |               |
|---|------------------------------------|---------------|
|   | 2011                               | 2010          |
|   | US\$                               | US\$          |
|   | (Unaudited)                        | (Unaudited)   |
| <b>Cash flows from operating activities:</b>                        |                                    |               |
| Net income  | \$ 20,549,196                      | \$ 12,237,047 |
| <b>Adjustments to reconcile net income to operating activities:</b> |                                    |               |
| Depreciation  | 286,379                            | 261,572       |
| Amortization  | 368,782                            |               |
| Warrants issued for service   | (305,797 )                         | 342,770       |
| Share Compensation  | 96,981                             | 42,759        |
| Noncash rental expenses   | 572,065                            |               |
| Deferred tax assets   | (135,409 )                         |               |
| <b>Changes in assets and liabilities:</b>                           |                                    |               |
| Decrease in trade receivables                                       | 6,891,867                          | 12,385,586    |
| (Increase)Decrease in due from related parties                      | (98,049 )                          | 130,199       |
| (Increase) in inventory, net  | (3,815,951 )                       | (549,333 )    |
| (Increase) in prepayments   |                                    | (1,425,913 )  |
| (Decrease) in other receivables, net                                | (115,187 )                         |               |
| (Decrease) in accounts payable                                      | (159,845 )                         | (112,336 )    |
| Increase(Decrease) in tax payable                                   | 1,898,697                          | (715,360 )    |
| Increase in accrued employee benefits                               | 391,128                            | 285,739       |
| Net cash provided by operating activities                           | 26,424,857                         | 22,882,730    |
| <b>Cash flows from investing activities:</b>                        |                                    |               |
| Deposits for land use right and properties                          | (15,255,064 )                      | (2,558,870 )  |
| Increase in construction in progress                                | (1,884,000 )                       |               |
| Purchase of property and equipment                                  | (5,862 )                           |               |
| Net cash used in investing activities                               | (17,144,926 )                      | (2,558,870 )  |
| <b>Cash flows from financing activities:</b>                        |                                    |               |
| Net cash provided by financing activities                           |                                    |               |
| Effect of exchange rate changes on cash                             | 1,215,171                          | 314,106       |
| Net increase (decrease) in cash and cash equivalents                | 10,495,102                         | 20,637,966    |
| Cash and cash equivalents, beginning of year                        | 27,826,142                         | 8,111,514     |
| Cash and cash equivalents, end of year                              | \$ 38,321,244                      | \$ 28,749,480 |
| <b>Supplemental disclosure of cash flow information:</b>            |                                    |               |
| Cash paid during the year for income taxes                          |                                    |               |
| Interest paid during the year                                       |                                    |               |

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





CHINA BOTANIC PHARMACEUTICAL INC.  
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
July 31, 2011 and 2010

1. ORGANIZATION AND NATURE OF OPERATION

The accompanying unaudited condensed consolidated financial statements include the financial statements of China Botanic Pharmaceutical Inc. (“CBP”) and its subsidiaries. CBP and its subsidiaries are collectively referred to as the “Company.”

CBP was incorporated in the State of Nevada on August 18, 1988, originally under the corporate name of Solutions, Incorporated. It was inactive until August 16, 1996, when it changed its corporate name to Suarro Communications, Inc, and engaged in the business of providing internet based business services. This line of business was discontinued in 2006, and CBP became a non-operating public company. CBP underwent a number of corporate name changes as follows:

|               |                                   |
|---------------|-----------------------------------|
| June 1997     | ComTech Consolidation Group, Inc  |
| February 1999 | E-Net Corporation                 |
| May 1999      | E-Net Financial Corporation       |
| January 2000  | E-Net.Com Corporation             |
| February 2000 | E-Net Financial.Com Corporation   |
| January 2002  | Anza Capital, Inc (“Anza”)        |
| June 2006     | Renhuang Pharmaceuticals, Inc.    |
| October 2010  | China Botanic Pharmaceutical Inc. |

Effective August 28, 2006, CBP completed the acquisition of 100% ownership of Harbin Renhuang Pharmaceutical Company Limited, a company incorporated in the British Virgin Islands. As a result, Harbin Renhuang Pharmaceutical Company Limited became a wholly owned subsidiary of CBP

Harbin Renhuang Pharmaceutical Company Limited owns 100% of the registered capital of Harbin Renhuang Pharmaceutical Co. Ltd (“CBP China”).

The core activities of subsidiaries included in the condensed consolidated financial statements are as follow:

- Harbin Renhuang Pharmaceutical Company Limited – Investment holding.
- CBP China – Development, manufacturing and distribution of pharmaceutical products.

CBP China’s principal country of operations is the People’s Republic of China (the “PRC”) and maintains their accounting records in Renminbi (“RMB”). Substantially all of the Company’s assets and operations are located in the PRC.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of presentation of financial statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by Generally Accepted Accounting Principles for completing financial statements and related notes. The accompanying unaudited condensed consolidated financial statements and related notes should be read in conjunction with the audited consolidated financial statements

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of the Company and notes thereto for the year ended October 31, 2010 which are included in the Company's Form 10-K/A for the year ended October 31, 2010, filed with the Securities and Exchange Commission ("SEC") on March 10, 2011.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (which include only normal recurring adjustments) necessary to present fairly the condensed consolidated balance sheets of China Botanic Pharmaceutical Inc. and its subsidiaries as of July 31, 2011, and the results of their operations for the three and nine months ended July 31, 2011 and 2010, and cash flows for the nine months ended July 31, 2011 and 2010. The results of operations for the three and nine months ended July 31, 2011 are not necessarily indicative of the results to be expected for the entire year.

In June 2009, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standard (“SFAS”) No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162. This statement modifies the Generally Accepted Accounting Principles (“GAAP”) hierarchy by establishing only two levels of GAAP, authoritative and nonauthoritative accounting literature. Effective July 2009, the FASB Accounting Standards Codification (“ASC”), also known collectively as the “Codification,” is considered the single source of authoritative U.S. accounting and reporting standards, except for additional authoritative rules and interpretive releases issued by the SEC. Nonauthoritative guidance and literature would include, among other things, FASB Concepts Statements, American Institute of Certified Public Accountants Issue Papers and Technical Practice Aids and accounting textbooks. The Codification was developed to organize GAAP pronouncements by topic so that users can more easily access authoritative accounting guidance. It is organized by topic, subtopic, section, and paragraph, each of which is identified by a numerical designation. This statement applies beginning in third quarter 2009. All accounting references have been updated, and therefore SFAS references have been replaced with ASC references.

The Company operates in one operating segment in accordance with accounting guidance FASB ASC Topic 280, “Segment Reporting.” Our CEO has been identified as the chief operating decision maker as defined by FASB ASC Topic 280.

b. Principles of consolidation

The condensed consolidated financial statements include the financial statements of CBP and its subsidiaries. All inter-company transactions and balances have been eliminated in consolidation.

Effective beginning third quarter 2009, the FASB ASC Topic 810, “Consolidation Topic,” revised the accounting treatment for noncontrolling minority interests of partially-owned subsidiaries. Noncontrolling minority interests represent the portion of earnings that are not within the parent company’s control. These amounts are now required to be reported as equity instead of as a liability on the balance sheet. In addition this statement requires net income from noncontrolling minority interest to be shown separately on the consolidated statements of operations and comprehensive income. As the Company has no noncontrolling interest at July 31, 2011, this change did not have an impact on the Company’s condensed consolidated financial statements.

c. Use of estimates

The preparation of these condensed consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affected the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of net sales and expenses during the reported periods.

Significant estimates and assumptions by management include, among others, uncollectible accounts receivable, slow moving, obsolete and/or damaged inventory, useful lives of property and equipment, reserve for employee benefit obligations, stock warrant valuation, and other uncertainties. Actual results may differ from these estimates. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions.

d. Foreign currency translation

The Company’s principal country of operations is the PRC. The financial position and results of operations of the subsidiaries are determined using the local currency (“Renminbi” or “RMB”) as the functional currency.

Translation of amounts from RMB into US dollars for reporting purposes is performed by translating the results of operations denominated in foreign currency at the weighted average rate of exchange during the reporting period. Assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the market rate of exchange ruling at that date. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution. All translation adjustments resulting from the translation of the financial statements into the reporting currency (US dollars) are reported as a component of accumulated other comprehensive income in shareholders' equity.

As of July 31, 2011 and October 31, 2010, the exchange rate was RMB 6.43 and RMB 6.67, respectively. Translation adjustments totaled \$828,537 and \$461,820 for the three months ended July 31, 2011 and 2010, respectively, and \$3,004,411 and \$301,931 for the nine months ended July 31, 2011 and 2010, respectively.

e. Cash and cash equivalents

Cash and cash equivalents represent cash on hand and demand deposits placed with banks or other financial institutions, which have maturities less than three months when purchased. There were no restrictions to cash at July 31, 2011 and October 31, 2010. Substantially all of the Company's cash is held in bank accounts in the PRC and is not protected by the Federal Deposit Insurance Corporation ("FDIC") insurance or any other similar insurance. Given the current economic environment and risks in the banking industry, there is a risk that deposits may not be readily available.

f. Trade receivables, net

Trade receivables are recorded at the invoiced amount and do not bear interest. Trade receivable payment terms vary and amounts due from customers are stated in the condensed consolidated financial statements net of an allowance for doubtful accounts and sales rebates. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its trade receivables. Trade receivables outstanding longer than the payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time the trade receivable is past due, the Company's previous loss history, the counter party's current ability to pay its obligation to the Company, and the condition of the general economy and the industry as a whole. The Company writes off receivables when they are deemed uncollectible, and payments subsequently received on such trade receivables are credited to the allowance for doubtful accounts. There were no write offs for the three and nine months ended July 31, 2011 and 2010. The Company does not have any off-balance sheet credit exposure related to its customers.

g. Inventory, net

Inventory consists of raw materials, work-in-progress and finished goods and is valued at the lower of cost or market value. The value of inventory is determined using the weighted average cost method and includes any related production overhead costs incurred in bringing the inventory to their present location and condition. Overhead costs included in finished goods include, direct labor cost and other costs directly applicable to the manufacturing process. The Company estimates an inventory allowance for excessive, slow moving and obsolete inventories as well as inventory whose carrying value is in excess of net realizable value. Inventory amounts are reported net of such allowances. There were no inventory write offs for the three and nine months ended July 31, 2011 and 2010.

h. Property and equipment, net

Property and equipment are recorded at cost. Expenditures for major additions and improvements are capitalized and minor replacements, maintenance, and repairs are charged to expense as incurred. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period.

Depreciation is provided over the estimated useful lives of the related assets using the straight-line method. The estimated useful lives for significant property and equipment categories are as follows:

|                                  |            |
|----------------------------------|------------|
| Machinery and equipment          | 10 years   |
| Office equipment and furnishings | 5-10 years |
| Motor vehicles                   | 5-10 years |

i. Intangible assets, net

Intangible assets consist of purchased patents and land utilizing right. Intangible assets are carried at cost less accumulated amortization and any impairment. Intangible assets with a finite useful life are amortized using the straight-line method over valid periods varied from 10 to 30 years, which is the estimated economic life of the intangible assets.

j. Accounting for the impairment of long-lived assets

The Company's long-lived assets and other assets (consisting of property and equipment) are reviewed for impairment in accordance with the guidance of the FASB ASC Topic 360, "Property, Plant, and Equipment," FASB ASC Topic 360, "Intangibles - Goodwill and Others," and FASB ASC Topic 205 "Presentation of Financial Statements." The Company tests for impairment losses on long-lived assets used in operations whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability of an asset to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair value. Impairment evaluations involve management's estimates on asset useful lives and future cash flows. Actual useful lives and cash flows could be different from those estimated by management which could have a material effect on our reporting results and financial positions. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. Through the three and nine months ended July 31, 2011 and 2010, the Company had not experienced impairment losses on its long-lived assets. However, there can be no assurances that demand for the Company's products or services will continue, which could result in an impairment of long-lived assets in the future.

k. Fair value of financial instruments

The Company applies the provisions of accounting guidance, FASB ASC Topic 825 that requires all entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value, and defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. As of July 31, 2011 and October 31, 2010 the carrying value of cash and cash equivalents, trade receivables, other receivables, accounts payable, approximated their fair value. All financial instruments are recorded at fair value evaluated based on Black-Scholes option model.

l. Fair value measurements

Effective April 1, 2009, the FASB ASC Topic 825, "Financial Instruments," requires disclosures about fair value of financial instruments in quarterly reports as well as in annual reports.

The FASB ASC Topic 820, "Fair Value Measurements and Disclosures," clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements.

Various inputs are considered when determining the fair value of the Company's financial instruments. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. These inputs are summarized in the three broad levels listed below.

- Level 1 – observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.).
- Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of financial instruments).



The Company's adoption of FASB ASC Topic 825 did not have a material impact on the Company's condensed consolidated financial statements.

The carrying value of financial assets and liabilities recorded at fair value is measured on a recurring or nonrecurring basis. Financial assets and liabilities measured on a non-recurring basis are those that are adjusted to fair value when a significant event occurs. The Company had no financial assets or liabilities carried and measured on a nonrecurring basis during the reporting periods. Financial assets and liabilities measured on a recurring basis are those that are adjusted to fair value each time a financial statement is prepared.

The availability of inputs observable in the market varies from instrument to instrument and depends on a variety of factors including the type of instrument, whether the instrument is actively traded, and other characteristics particular to the transaction. For many financial instruments, pricing inputs are readily observable in the market, the valuation methodology used is widely accepted by market participants, and the valuation does not require significant management discretion. For other financial instruments, pricing inputs are less observable in the market and may require management judgment.

m. Revenue recognition

Revenue is recognized in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition," which states that revenue should be recognized when the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) the service has been rendered; (3) the selling price is fixed or determinable; and (4) collection of the resulting receivable is reasonably assured.

Interest income is recognized when earned, taking into account the average principal amounts outstanding and the interest rates applicable.

As of July 31, 2011, the Company has no sales or contracts that included multiple deliverables that would fall under the scope of FASB ASC Topic 605, "Multiple Deliverable Revenue Arrangements – A Consensus of the FASB Emerging Issues Task Force."

The Company provided annual sales rebates to its distributors based upon sales volumes. Sales rebates are recorded as a current liability at the time of the sale based upon the Company's estimates of whether each customer would be entitled to rebates for the period. At quarter end, the accrued rebate amount is adjusted to the actual amount earned and reclassified to trade receivables in accordance with legal right of offset. Sales rebates were deducted from sales in the accompanying consolidated statements of operations and comprehensive income.

As of July 31, 2011 and October 31, 2010, the Company has accrued \$ 933,708 and \$2,141,055, respectively, for sales rebates, which offset the balance of account receivables. For the three months ended July 31, 2011 and 2010, the Company has deducted sales rebates in the amount of \$790,792 and \$1,018,359, respectively, from sales. For the nine months ended July 31, 2011 and 2010, the company has deducted sales rebates in the amount of \$4,995,396 and \$4,923,196, respectively, from sales. Sales rebates are calculated based on terms specified in contracts with individual distributors.

n. Sales returns and allowances

The Company does not allow return of products except for products that were damaged during shipment. The total amount of returned product is less than 0.05% of total sales. The cost of damaged products is netted against sales and cost of goods sold, respectively.

o. Cost of goods sold

Cost of goods sold primarily consists of direct and indirect manufacturing costs, including production overhead costs, shipping and handling costs for the products sold.

p. Sales and marketing

Sales and marketing costs consist primarily of advertising and market promotion expenses, and other overhead expenses incurred by the Company's sales and marketing personnel. Advertising expenses are expensed as incurred and amounted to \$1,504,412 and \$1,232,000 during the three months ended July 31, 2011 and 2010, respectively, and \$4,256,163 and \$3,558,109 during the nine months ended July 31, 2011 and 2010, respectively.

q. Research and development

Research and development ("R&D") consists primarily of cost of materials and overhead expenses by research and development staff. Research and development costs are expensed as incurred. Research and development expenses

amounted to \$1,686,677 and \$1,528,933 during the three months ended July 31, 2011 and 2010 respectively, and \$2,585,863 and \$2,251,854 during the nine months ended July 31, 2011 and 2010, respectively.

r. Employee benefit costs

According to the PRC regulations on pension, a company contributes to a defined contribution retirement plan organized by municipal government in the province in which the CBP China was registered and all qualified employees are eligible to participate in the plan. Contributions to the plan are calculated at 20% of the employees' salaries above a fixed threshold amount, employees contribute 4% and the CBP China contributes the balance of 16%.

s. Share-based compensation

For purposes of determining the variables used in the calculation of stock compensation expense under the provisions of FASB ASC Topic 505, "Equity" and FASB ASC Topic 718, "Compensation — Stock Compensation," we perform an analysis of current market data and historical Company data to calculate an estimate of implied volatility, the expected term of the option and the expected forfeiture rate. With the exception of the expected forfeiture rate, which is not an input, we use these estimates as variables in the Black-Scholes option pricing model. Depending upon the number of stock options granted, any fluctuations in these calculations could have a material effect on the results presented in our condensed consolidated statement of operations and other comprehensive income. In addition, any differences between estimated forfeitures and actual forfeitures could also have a material impact on our financial statements.

t. Taxation

Taxation on profits earned in the PRC has been calculated on the estimated assessable profits for the three months and nine months at the rates of taxation prevailing in the PRC in which the Company operates after taking into effect the benefits from any special tax credits or "tax holidays" allowed in the country of operations.

The Company accounts for income tax under the provisions of FASB ASC Topic 740, "Income Taxes," which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of the events that have been included in the financial statements or tax returns. Deferred income taxes are recognized for all significant temporary differences between tax and financial statements bases of assets and liabilities. Valuation allowances are established against net deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

The Company does not accrue United States income tax on unremitted earnings from foreign operations, as it is the Company's intention to invest these earnings in the foreign operations indefinitely.

Generally, years beginning after fiscal 2006, the Company is open to examination by PRC taxing authorities. In the United States, we are open to examination from 2006 onward.

Enterprise income tax

On March 16, 2007, the PRC National People's Congress passed the PRC Enterprise Income Tax Law ("New EIT Law") which became effective on January 1, 2008. Pursuant to the New EIT Law, a unified enterprise income tax rate of 25 percent and unified tax deduction standards will be applied consistently to both domestic-invested enterprises and foreign-invested enterprises. However, the New EIT Law repealed most of the existing preferential tax rates and tax holidays. A five-year transition period is allowed for enterprises that obtained preferential tax treatment under the prior tax regime. Under the prior tax regime, foreign-invested enterprises were generally subject to a 30 percent federal tax rate plus a 3 percent local tax rate for a total tax rate of 33 percent.

Before 2011, CBP China secured preferential tax treatment in the jurisdiction where it conducts its manufacturing activity, where it was granted tax holiday of 25% from the local government, for being a new and high-technology enterprise. Start from January 1, 2011, CBP China was granted 10% of tax exemption for the qualification of high/new technology enterprise and pays only 15% enterprise income tax.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the three and nine months in which those temporary differences are expected to be

recovered or settled. The effect of deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. The components of the deferred tax assets and liabilities are individually classified as current and noncurrent based on their characteristics. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

A provision has not been made at July 31, 2011 for U.S. or additional foreign withholding taxes on approximately \$74,005,243 of undistributed earnings of foreign subsidiaries because it is the present intention of management to reinvest the undistributed earnings indefinitely in foreign operations. Generally, such earnings become subject to U.S. tax upon the remittance of dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred tax liability on such undistributed earnings.

The Company recognizes that virtually all tax positions in the PRC are not free of some degree of uncertainty due to tax law and policy changes by the government in the PRC. However, the Company cannot reasonably quantify political risk factors and thus must depend on guidance issued by current PRC officials.

The Company believes that there are no tax positions for which it is reasonably possible, based on current Chinese tax law and policy, that the unrecognized tax benefits will significantly increase or decrease over the next 12 months producing, individually or in the aggregate, a material effect on the Company's results of operations, financial condition or cash flows.

#### Value added tax

The Provisional Regulations of The People's Republic of China Concerning Value Added Tax promulgated by the State Council came into effect on January 1, 1994. Under these regulations and the Implementing Rules of the Provisional Regulations of the PRC Concerning Value Added Tax, value added tax is imposed on goods sold in or imported into the PRC and on processing, repair and replacement services provided within the PRC.

Value added tax payable in The People's Republic of China is charged on an aggregated basis at a rate of 13% or 17% (depending on the type of goods involved) on the full price collected for the goods sold or, in the case of taxable services provided, at a rate of 17% on the charges for the taxable services provided, but excluding, in respect of both goods and services, any amount paid in respect of value added tax included in the price or charges, and less any deductible value added tax already paid by the taxpayer on purchases of goods and services in the same financial year.

#### u. Comprehensive Income

Total comprehensive income is defined as all changes in shareholders' equity during a period, other than those resulting from investments by and distributions to shareholders (i.e., issuance of equity securities and dividends). Generally, for the Company, total comprehensive income equals net income plus or minus adjustments for currency translation. Total comprehensive income represents the activity for a period net of related tax and was \$3,348,382 and \$1,918,129 for the three months ended July 31, 2011 and 2010, respectively, and \$23,553,607 and \$12,538,978, for the nine months ended July 31, 2011 and 2010, respectively.

While total comprehensive income is the activity in a period and is largely driven by net earnings in that period, accumulated other comprehensive income or loss ("AOCI") represents the cumulative balance of other comprehensive income as of the balance sheet date. For the Company, AOCI is primarily the cumulative balance related to the currency adjustments and increased overall equity by \$3,004,411 and \$301,931 as of July 31, 2011 and 2010, respectively.

#### v. Earnings per share

Basic net earnings per common stock are computed by dividing net earnings applicable to common shareholders by the weighted-average number of common stock outstanding during the period. Diluted net earnings per common stock is determined using the weighted-average number of common stock outstanding during the period, adjusted for the dilutive effect of common stock equivalents, using the treasury stock method, consisting of shares that might be issued upon exercise of common stock warrants. In periods where losses are reported, the weighted-average number of common stock outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive.

Basic earnings per share are based on the weighted-average number of shares of common stock outstanding. Earnings per share, assuming dilution, is based on the weighted-average number of shares of common stock outstanding adjusted for the effects of common stock that may be issued as a result of the following types of potentially dilutive

instruments:

- warrants,
- employee stock options, and,
- other equity awards, which include long-term incentive awards.

The FASB ASC Topic 260, “Earnings per Share,” requires the Company to include additional shares in the computation of earnings per share, assuming dilution. The additional shares included in diluted earnings per share represent the number of shares that would be issued if all of the Company’s outstanding dilutive instruments were converted into common stock.

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Diluted earnings per share are based on the assumption that all dilutive options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options are assumed to be exercised at the time of issuance, and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

w. Warrants

The Company evaluates its warrants on an ongoing basis considering the accounting guidance of FASB ASC Topic 825, which establishes standards for issuers of financial instruments with characteristics of both liabilities and equity related to the classification and measurement of those instruments. The warrants are evaluated considering the accounting guidance of FASB ASC Topic 815, which establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities.

In accordance with accounting guidance FASB ASC Topic 825, the Company accounts for financial instruments as a liability if it embodies an obligation to repurchase the issuer's equity shares, or is indexed to such an obligation, and that requires or may require the issuer to settle the obligation by transferring assets. Freestanding financial instruments are financial instruments that are entered into separately and apart from any of the entity's other financial instruments or equity transactions, or that is entered into in conjunction with some other transaction and is legally detachable and separately exercisable. The liability recorded is fair market value per Black-Scholes option model.

On May 15, 2009, we have issued warrants to purchase 1,071,428 shares of common stock to certain investors, associated with an offering of our common stock. The warrants were recognized at fair value and were recorded as equity.

On March 25, 2010, we issued 160,000 warrants to a certain investor relation service provider. The warrants were recognized at fair value and were recorded as liability.

### 3. ACCOUNTING PRONOUNCEMENTS

In October 2009, the FASB issued an Accounting Standard Update ("ASU") No. 2009-13, which addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services separately rather than as a combined unit and modifies the manner in which the transaction consideration is allocated across the separately identified deliverables. The ASU significantly expands the disclosure requirements for multiple-deliverable revenue arrangements. The ASU will be effective for the first annual reporting period beginning on or after June 15, 2010, and may be applied retrospectively for all periods presented or prospectively to arrangements entered into or materially modified after the adoption date. Early adoption is permitted, provided that the guidance is retroactively applied to the beginning of the year of adoption. The adoption of ASU No. 2009-13 did not have any effect on its financial statements upon its required adoption on January 1, 2011.

In January 2010, the FASB issued guidance to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. The guidance requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The guidance became effective for the Company with the reporting period beginning January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which will become effective for the Company with the reporting period beginning July 1, 2011. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on the Company's financial statements.



In February 2010, the FASB issued ASU No. 2010-9, which amends the Subsequent Events Topic of the Accounting Standards Codification to eliminate the requirement for public companies to disclose the date through which subsequent events have been evaluated. The Company will continue to evaluate subsequent events through the date of the issuance of the financial statements; however, consistent with the guidance, this date will no longer be disclosed. ASU 2010-09 does not have any impact on the Company's results of operations, financial condition or liquidity.

In April 2010, the FASB issued ASU No. 2010-13—Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades as codified in ASC 718—Compensation—Stock Compensation (“ASC 718”). This update addresses the classification of a share-based payment award with an exercise price denominated in the currency of a market in which the underlying equity security trades. ASC 718 is amended to clarify that a share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity’s equity securities trades shall not be considered to contain a market, performance, or service condition. Therefore, such an award is not to be classified as a liability if it otherwise qualifies as equity classification. This ASU is effective for fiscal years beginning on or after December 15, 2010. The adoption of this update did not have any impact on the Company’s Financial Statements.

In April 2011, the FASB issued ASU No. 2011-02, to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The Company intends to adopt the methodologies prescribed by this ASU by the date required, and is continuing to evaluate the impact of adoption of this ASU.

In April 2011, the FASB issued ASU No. 2011-03 to remove from the assessment of effective control the criterion relating to the transferor’s ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. The amendments in this ASU also eliminate the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

In May 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of ASC 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05. Under the amendments in this ASU, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. Due to the recent nature of this pronouncement, the Company is evaluating when it will adopt of ASU 2011-05, but it will adopt the ASU retrospectively by the due date.

#### 4. CONCENTRATIONS OF BUSINESS AND CREDIT RISK

The Company conducts all of its primary trade in the PRC. There can be no assurance that the Company will be able to successfully conduct its trade, and failure to do so would have a material adverse effect on the Company's financial position, results of operations and cash flows. Also, the success of the Company's operations is subject to numerous contingencies, some of which are beyond management's control. These contingencies include general economic conditions, price of raw material, competition, governmental and political conditions, and changes in regulations. Because the Company is dependent on foreign trade in the PRC, the Company is subject to various additional political, economic and other uncertainties. Among other risks, the Company's operations will be subject to risk of restrictions on transfer of funds, domestic and international customs, changing taxation policies, foreign exchange restrictions, and political and governmental regulations.

##### (1) Cash and cash equivalents

The Company maintains certain bank accounts in the PRC which are not protected by FDIC insurance or other insurance. Cash balance held in PRC bank accounts to \$ 38,321,244 and \$27,826,142, as of July 31, 2011 and October 31, 2010, respectively. No cash balances were restricted as at July 31, 2011 and October 31, 2010.

As of July 31, 2011 and October 31, 2010, substantially all of the Company's cash and cash equivalents were held by major financial institutions located in the PRC which management believes are of high credit quality.

##### (2) Sales and trade receivables

The Company provides credits to its clients in the normal course of business and all clients are located in the PRC. The Company performs ongoing credit evaluations of its clients and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific clients, historical trends, and other information. There was no client accounted for over 10% of sales revenue during the three months ended July 31, 2011 and there was one client accounted for 10% of total sales revenue during the nine months ended July 31, 2011. The Company's products are sold throughout the PRC. For three months ended July 31, 2011 and 2010, Botanical anti-depression and nerve-regulation products accounted for 70% and 64%, respectively, of total sales. For nine months ended July 31, 2011 and 2010, botanical anti-depression and nerve-regulation products accounted for 68% and 65%, respectively, of total sales.

## (3) Foreign currency

The Company operates in the PRC, which may give rise to significant foreign currency risks from fluctuations and the degree of volatility of foreign exchange rates between U.S. dollars and the Chinese currency RMB.

## (4) Dividends

Payments of dividends may be subject to some restrictions due to the fact that the operating activities are conducted in a subsidiary residing in the PRC.

## (5) Price control

The retail prices of certain pharmaceuticals sold in the PRC, primarily those included in the national and provincial Medical Insurance Catalogs are subject to price controls in the form of fixed prices or price ceilings. As such, the retail prices for certain of the Company's pharmaceutical products can be adjusted downward or upward from time to time. Price controls did not have a material impact on the Company's operation during the three and nine months ended July 31, 2011 and 2010.

## (6) Cost of goods sold

Cost of goods sold is subject to price fluctuations due to various factors beyond the Company's control, including, among other pertinent factors, inflation and changes in governmental regulations and programs. The Company expects cost of goods sold will continue to fluctuate and be affected by inflation in the future. The Company's raw materials are purchased from various independent suppliers, and do not rely on any one supplier.

## 5. TRADE RECEIVABLES, NET

The trade receivables amount included in the consolidated balance sheets as at July 31, 2011 and October 31, 2010 were as follows:

|                                       | 2011<br>US\$ | 2010<br>US\$ |
|---------------------------------------|--------------|--------------|
| Trade receivables                     | 14,933,029   | 22,408,628   |
| Less: Sales rebates                   | (933,708 )   | (2,141,055 ) |
| Less: Allowance for doubtful accounts | (470,029 )   | (453,135 )   |
| Trade receivables, net                | 13,529,292   | 19,814,438   |

## 6. OTHER RECEIVABLES, NET

The other receivables amount included in the condensed consolidated balance sheets as at July 31, 2011 and October 31, 2010 were as follows:

|                                       | 2011<br>US\$ | 2010<br>US\$ |
|---------------------------------------|--------------|--------------|
| Other receivables                     | 707,797      | 569,184      |
| Less: Allowance for doubtful accounts | (381,917 )   | (368,190 )   |
| Other receivables, net                | 325,880      | 200,994      |

## 7. INVENTORY, NET

The inventory amounts included in the condensed consolidated balance sheets for as at July 31, 2011 and October 31, 2010 comprised of:

|                          | 2011<br>US\$ | 2010<br>US\$ |
|--------------------------|--------------|--------------|
| Raw materials            | 3,779,437    | 1,951,185    |
| Work-in-progress         | 1,310,985    | 52,411       |
| Finished goods           | 1,610,946    | 707,648      |
| Less: Inventory reserves | (68,074 )    | (65,628 )    |
| Inventory, net           | 6,633,294    | 2,645,616    |

## 8. PROPERTY AND EQUIPMENT, NET

Property and equipment and related accumulated depreciation as of July 31, 2011 and October 31, 2010 were as follows:

|                                  | 2011<br>US\$ | 2010<br>US\$ |
|----------------------------------|--------------|--------------|
| Machinery and equipment          | 3,677,690    | 3,545,146    |
| Office equipment and furnishings | 65,769       | 58,006       |
| Motor vehicles                   | 56,260       | 54,237       |
|                                  | 3,799,719    | 3,657,389    |
| Less: Accumulated depreciation   | (1,938,995 ) | (1,587,929 ) |
| Net book value                   | 1,860,724    | 2,069,460    |

Depreciation expense for the three months ended July 31, 2011 and 2010 were \$97,648 and \$80,496, respectively, of which \$92,283 and \$76,622 were included as a component of cost of goods sold in the respective periods. Depreciation expense for the nine months ended July 31, 2011 and 2010 was \$286,379 and \$261,572, respectively, of which \$273,480 and \$249,996 were included as a component of cost of goods sold in the respective periods. No assets were pledged for borrowings as at July 31, 2011 and October 31, 2010.

## 9. INTANGIBLE ASSETS, NET

Intangible assets and related accumulated amortization as of July 31, 2011 and October 31, 2010 were as follows:

|                                      | 2011<br>US \$ | 2010<br>US \$ |
|--------------------------------------|---------------|---------------|
| Using right of undergrowth resources | 15,547,264    |               |
| Product patents                      | 2,487,562     | 2,398,153     |
| Less : Accumulated amortization      | (836,955 )    | (444,536 )    |
| Intangible assets, net               | 17,197,871    | 1,953,617     |

On January 11, 2011, the company through its wholly own subsidiary, CBP China, entered into an Exclusive Agreement of Utilizing Undergrowth Resources (the "Agreement") with Yichun Red Star Forestry Bureau of Heilongjiang Province (the "Forestry Bureau") for 30 years exclusive utilizing right of approximately 6,667 hectares of undergrowth resources, which is rich of wild Siberian Ginseng plant and also includes an approximately 67 hectares

of Siberian Ginseng GAP cultivation base. Pursuant to the Agreement, a payment of \$7,773,632 was made to Forestry Bureau in January, 2011 and with a final payment of \$7,773,632 due in 12 months for a total consideration of \$15,547,264. The exclusive utilizing right was effected and started from February 1, 2011 through January 31, 2042 for total of 30 years of utilizing and cultivation right.

## 10. CONSTRUCTION IN PROGRESS

Construction in progress as of July 31, 2011 and October 31, 2010 were as follows:

|   | 2011<br>US\$     | 2010<br>US\$ |
|---|------------------|--------------|
| Ah City Industrial Park phase Two Project | 1,920,087        |              |
| <b>Total Construction In Progress</b>     | <b>1,920,087</b> |              |

Plant and production lines currently under development at the Ah City Phase Two are accounted for as construction-in-progress. Construction-in-progress is recorded at historical cost, including development expenditures, professional fees and the interest expenses capitalized during the course of construction for the purpose of financing the project. Upon readiness for use of the project, the cost of construction-in-progress is transferred to property and equipment, at which time depreciation will commence. The Company had no capitalized interest and to date has funded this construction through operations without the use of outside debt financing. As of July 31, 2011, the Company has incurred a total of \$1,920,087 of construction-in-progress. The Ah City Phase Two is expected to be completed in the end of 2012 and these amounts will be reclassified to fixed assets when it is ready to use.

## 11. RELATED PARTY TRANSACTIONS

Due from related parties included in the condensed consolidated balance sheets as at July 31, 2011 and October 31, 2010 comprised of:

|                                  | 2011<br>US\$      | 2010<br>US\$      |
|----------------------------------|-------------------|-------------------|
| <b>Due from related parties:</b> |                   |                   |
| Advances (1)                     | 129,880           | 28,877            |
| Deposits (2)                     | 22,316,195        | 18,605,935        |
| <b>Total</b>                     | <b>22,446,075</b> | <b>18,634,812</b> |

## (1) Advances

Mr. Li Shaoming, our chairman, chief executive officer and president, is also chairman and a 50% shareholder of Harbin Renhuang Pharmaceutical Stock Co. Ltd ("Stock Co").

As of July 31, 2011 and October 31, 2010, the Company has an amount due from Mr. Li Shaoming of \$129,880 and \$28,877 respectively, which is advanced for travelling and business expenses related with CBP China.

## (2) Deposits

On October 12, 2009, we entered into a purchase agreement with Stock Co. to acquire the land use right, property and plant located at our Ah City Natural and Biopharmaceutical plant for a total consideration of \$24,875,622. Pursuant to the purchase agreement, a payment of \$15,547,264 was made to Stock Co. in October 2009 and a payment of \$7,773,632 was made to Stock Co. in January 2011, with a final payment of \$1,554,726 due by December 31, 2011, at which time title for the assets will be transferred. Accordingly the transaction is considered incomplete as of July 31, 2011.

## (3) Rental Expenses

The Company leases property and plant from Stock Co. Rental expenses related to this lease, incurred and expensed to condensed consolidated statements of operations and comprehensive income during the three and nine months ended July 31, 2011 amounted to \$193,036 and \$572,065, respectively, which were noncash rental expenses and recognized to account for the rental exemption pursuant to the Purchase, and the deposits for the property were reduced accordingly.



## 12. DEPOSIT

On April 10, 2010, the Company through its wholly own subsidiary, CBP China, entered into a Purchase Agreement with Hongxiangmingyuan of Heilongjiang Yongtai Company, to acquire two office floors for a total consideration of \$5,964,646. Pursuant to the Purchase Agreement, a payment of \$4,175,252 was made in April 2010 and recorded as deposits on the condensed consolidated balance sheet. Pursuant to the Purchase Agreement, final payment of \$1,789,394 is due by December 20, 2012, at which time title for the assets will be transferred. Accordingly the transaction is considered incomplete as of July 31, 2011.

## 13. DEFERRED TAX ASSETS

Deferred tax assets as of July 31, 2011 was as follows:

|   |                         |                    |                        |
|---|-------------------------|--------------------|------------------------|
| Allowance<br>for<br>doubtful<br>and<br>Inventory<br>provision | Temporary<br>Difference | Income<br>Tax Rate | Deferred<br>Tax Assets |
| 920,020   | 920,020                 | 0.15               | 138,003                |

## 14. INCOME TAX EXPENSES

The Company adopted FIN No. 48 on January 1, 2007. There were no unrecognized tax benefits as of the date of adoption and there is no unrecognized tax benefits included in the balance sheet at July 31, 2011, that would, if recognized, affect the effective tax rate.

The following table reconciles the U.S. statutory rates to the Company's effective tax rate for the three and nine months ended July 31, 2011 and 2010:

|                              | Three months ended<br>July 31, |          | Nine months ended<br>July 31, |          |
|------------------------------|--------------------------------|----------|-------------------------------|----------|
|                              | 2011                           | 2010     | 2011                          | 2010     |
| US statutory rates           | 34.00                          | % 34.00  | % 34.00                       | % 34.00  |
| Foreign tax rate difference  | (9.0                           | )% (9.0  | )% (9.0                       | )% (9.0  |
| Income tax holiday           | (10.0                          | )% (25.0 | )% (10.0                      | )% (25.0 |
| Tax per financial statements | 15.00                          | % 0.00   | % 15.00                       | % 0.00   |

Taxation on profits earned in the PRC has been calculated on the estimated assessable profits for the three and nine months at the rates of taxation prevailing in the PRC in which the Company operates after taking into effect the benefits from any special tax credits or "tax holidays" allowed in the country of operations. If the Company did not have any tax exemption, the effects of the tax per share were as follows:

|             | Three months ended<br>July 31, |              | Nine months ended<br>July 31, |                |
|-------------|--------------------------------|--------------|-------------------------------|----------------|
|             | 2011                           | 2010         | 2011                          | 2010           |
| Tax savings | US\$ 303,004                   | US\$ 364,077 | US\$ 2,102,619                | US\$ 3,059,262 |

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Benefit per share:

|         |      |      |      |      |
|---------|------|------|------|------|
| Basic   | 0.01 | 0.01 | 0.06 | 0.08 |
| Diluted | 0.01 | 0.01 | 0.06 | 0.08 |

Had the tax exemption not been in place for the three and nine months ended July 31, 2011 and 2010, the Company estimates the following pro forma financial statement impact:

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|                                | Three months ended |            | Nine months ended |              |
|--------------------------------|--------------------|------------|-------------------|--------------|
|                                | July 31,           |            | July 31,          |              |
|                                | 2011               | 2010       | 2011              | 2010         |
|                                | US\$               | US\$       | US\$              | US\$         |
| Net income as reported         | 2,519,845          | 1,456,309  | 20,549,196        | 12,237,047   |
| Less Tax savings               | (303,004 )         | (364,077 ) | (2,102,619 )      | (3,059,262 ) |
| Proforma Net income            | 2,216,841          | 1,092,232  | 18,446,577        | 9,177,785    |
| Proforma Net income per share: |                    |            |                   |              |
| Basic                          | 0.06               | 0.03       | 0.50              | 0.25         |
| Diluted                        | 0.06               | 0.03       | 0.49              | 0.24         |

### 15. EARNINGS PER SHARE

When calculating diluted earnings per share for common stock equivalents, the Earnings per Share Topic, ASC 260, requires the Company to include the potential shares that would be outstanding if all outstanding stock options or warrants were exercised. This is offset by shares the Company could repurchase using the proceeds from these hypothetical exercises to obtain the common stock equivalent.

The following reconciles the components of the EPS computation:

|   | Income<br>(Numerator)<br>US\$ | Shares<br>(Denominator) | Per Share<br>Amount<br>US\$ |
|---|-------------------------------|-------------------------|-----------------------------|
| For the three months ended July 31, 2011:           |                               |                         |                             |
| Net income  | 2,519,845                     |                         |                             |
| Basic EPS income available to common shareholders   | 2,519,845                     | 37,239,536              | 0.07                        |
| Effect of dilutive securities:                      |                               |                         |                             |
| Share options                                       |                               |                         |                             |
| Warrants  |                               | 234,375                 |                             |
| Diluted EPS income available to common shareholders | 2,519,845                     | 37,473,911              | 0.07                        |
| For the three months ended July 31, 2010:           |                               |                         |                             |
| Net income  | 1,456,309                     |                         |                             |
| Basic EPS income available to common shareholders   | 1,456,309                     | 37,239,536              | 0.04                        |
| Effect of dilutive securities:                      |                               |                         |                             |
| Share options                                       |                               |                         |                             |
| Warrants  |                               | 26,392                  |                             |
| Diluted EPS income available to common shareholders | 1,456,309                     | 37,901,089              | 0.04                        |

For the three months ended July 31, 2011, 270,000 share options and 160,000 warrants were excluded from the calculation of diluted earnings per share because the exercise price exceeded the average price of the Company's common stock. For the three months ended July 31, 2010, 70,000 share options were excluded from the calculation of diluted earnings per share because the exercise price exceeded the average price of the Company's common stock.

|   | Income<br>(Numerator)<br>US\$ | Shares<br>(Denominator) | Per Share<br>Amount<br>US\$ |
|---|-------------------------------|-------------------------|-----------------------------|
| For the Nine months ended July 31, 2011:            |                               |                         |                             |
| Net income  | 20,549,196                    |                         |                             |
| Basic EPS income available to common shareholders   | 20,549,196                    | 37,239,536              | 0.55                        |
| Effect of dilutive securities:                      |                               |                         |                             |
| Share options                                       |                               |                         |                             |
| Warrants  |                               | 510,051                 |                             |
| Diluted EPS income available to common shareholders | 20,549,196                    | 37,749,587              | 0.54                        |
| For the Nine months ended July 31, 2010:            |                               |                         |                             |
| Net income  | 12,237,047                    |                         |                             |
| Basic EPS income available to common shareholders   | 12,237,047                    | 37,239,536              | 0.33                        |
| Effect of dilutive securities:                      |                               |                         |                             |
| Share options                                       |                               |                         |                             |
| Warrants  | -                             | 532,418                 |                             |
| Diluted EPS income available to common shareholders | 12,237,047                    | 37,793,370              | 0.32                        |

For the nine months ended July 31, 2011, 270,000 share options and 160,000 warrants were excluded from the calculation of diluted earnings per share because the exercise price exceeded the average price of the Company's common stock. For the nine months ended July 31, 2010, 70,000 share options and 160,000 warrants were excluded from the calculation of diluted earnings per share because the exercise price exceeded the average price of the Company's common stock.

#### 16. ACCOUNTS PAYABLE

We had accounts payable of \$7,956,716 and \$333,555 as of July 31, 2011 and October 31, 2010, respectively.

On January 11, 2011, the company through its wholly own subsidiary, CBP China, entered into an Exclusive Agreement of Utilizing Undergrowth Resources (the "Agreement") with Yichun Red Star Forestry Bureau of Heilongjiang Province (the "Forestry Bureau") for 30 years exclusive utilizing right of approximately 6,667 hectares of undergrowth resources, which is rich of wild Siberian Ginseng plant and also includes an approximately 67 hectares of Siberian Ginseng GAP cultivation base. Pursuant to the Agreement, a payment of \$7,773,632 was made to Forestry Bureau in January, 2011 and with a final payment of \$7,773,632 due in 12 months for a total consideration of \$15,547,264. The exclusive utilizing right was effected and started from February 1, 2011 through January 31, 2042 for total of 30 years of utilizing and cultivation right.

#### 17. EMPLOYEE BENEFITS

The full-time employees of the Company's subsidiary that is incorporated in the PRC are entitled to staff welfare benefits, including medical care, welfare subsidies, unemployment insurance and pension benefits. The PRC companies are required to accrue for these benefits based on certain percentages of the employees' salaries in accordance with the relevant regulations, and to make contributions to the state-sponsored pension and medical plans out of the amounts accrued for medical and pension benefits. The total amounts expensed to the condensed consolidated statements of operations and comprehensive income for such employee benefits amounted to approximately \$99,183 and \$84,783 for the three months ended July 31, 2011 and 2010, respectively, and \$357,569

and \$289,118 for the nine months ended July 31, 2011 and 2010.

18. ASSETS AND LIABILITIES MEASURED AT FAIR VALUE

On March 25, 2010, the Company issued warrants (the “Warrants”) of 160,000 common shares to an investor relation service provider that have an exercise price of \$2.00 per share and a contractual life of 3 years. The terms of the Warrant agreement include the following factors that in accordance with FASB ASC Topic 815, requires that the Warrants be classified at their fair value to liabilities each reporting period.

- The holder of the Warrants (the “Holder”) is entitled to the benefits of Rule 144 promulgated under the Securities Act of 1933, as amended and any other rule or regulation of the SEC that may at any time permit the Holder to sell securities of the Company to the public without registration. Non compliance with such rules and regulations could result in the Company having to settle the Warrant obligation in cash.
- The exercise price and number of shares issuable upon exercise of the Warrants (the “Warrant Shares”) are subject to adjustment for standard dilutive events, including the issuance of common stock, or securities convertible into or exercisable for shares of common stock, that will adversely affect the Holder’s rights under the Warrants. There were no dilutive events for the three and nine months ended July 31, 2011, which would have resulted in an adjustment to the exercise price or number of Warrant Shares.

On July 31, 2011, the fair value of the Company’s warrants liability was \$36,973. The Company used the Black-Scholes valuation model to estimate the fair value of the Warrants. The valuation was based on the assumptions noted in the following table.

|                         |       |       |
|-------------------------|-------|-------|
| Expected volatility     | 77.54 | %     |
| Expected dividends      |       |       |
| Expected term(in years) | 1.65  | years |
| Risk-free rate          | 0.55  | %     |

On July 31, 2011, the Company had no assets measured at fair value and the following liabilities measured at fair value:

|                    | Fair value measurement   |   |  |
|--------------------|--|---|--|
|                    | Quoted prices<br>in active<br>markets of<br>identical<br>assets<br>(Level 1)<br>US\$ | Significant<br>other<br>observable<br>inputs<br>(Level 2)<br>US\$ | Significant<br>unobservable<br>inputs<br>(Level 3)<br>US\$ |
| Warrants liability |  | 36,973  |  |

19. PREFERRED STOCK, COMMON STOCK AND EQUITY TRANSACTIONS

(1) Preferred Stock

The Company’s articles of incorporation provide that our board of directors will be authorized to issue from time to time, without further stockholder approval, up to 1,000,000 additional shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each series, including the dividend rights, dividend rates, conversion rights, voting rights, rights of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and the number of

shares constituting any series or designations of any series. Such shares of preferred stock could have preferences over our common stock with respect to dividends and liquidation rights. As at July 31, 2011 and October 31, 2010, there is no preferred stock outstanding.

## (2) Common Stock and Equity Transactions

On May 15, 2009, the Company issued an aggregate of 2,142,856 shares of the Company's common stock and 1,071,428 warrants with an exercise price of \$0.875 per share to Allied Merit International Investments, Inc. and Griffin Ventures Ltd. Total consideration of the issuance was \$ 1,500,000.

The fair value of the warrants is estimated on the date of grant using the Black-Scholes option valuation model to be \$496,732. The valuation was based on the assumptions noted in the following table.

|                          |         |   |
|--------------------------|---------|---|
| Expected volatility      | 175.80  | % |
| Expected dividends       |         |   |
| Expected term (in years) | 3 years |   |
| Risk-free rate           | 1.38    | % |

The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the warrants at the time of grant. The dividend yield on our common stock is assumed to be zero since we do not pay dividends and have no current plans to pay them in the future. The market price volatility of our common stock was based on historical volatility since May 15, 2008. Our methodology is consistent with prior period volatility assumptions. The expected life of the warrants is based upon our anticipated expectations of exercise behavior since no options have been exercised in the past to provide relevant historical data.

## 20. OPTION PLAN AND WARRANTS

Share-based compensation amounted to \$36,182 and \$11,882, respectively, in the three months ended July 31, 2011 and 2010, and \$96,981 and \$25,815 in the nine months ended July 31, 2011 and 2010.

## (1) 2003 Omnibus Plan

On February 28, 2003, our board of directors approved the Renhuang Pharmaceuticals, Inc. 2003 Omnibus Securities Plan (the "2003 Plan"), which was approved by our shareholders on April 11, 2003. The 2003 Plan offers selected employees, directors and consultants an opportunity to acquire our common stock, and serves to encourage such persons to remain employed by us and to attract new employees. The 2003 Plan allows for the award of stock and options, up to 25,000 (after giving effect to the 1-for-30 reverse stock split in 2006) shares of our common stock. On May 1, of each year, the number of shares in the 2003 Securities Plan is automatically adjusted to an amount equal to ten percent of our outstanding stock on July 31, of the immediately preceding year. As of July 31, 2011, the number of shares of common stock outstanding was 37,239,536 making 3,723,954 shares of common stock subject to the 2003 Plan.

a) On April 13, 2010, an option to purchase 70,000 shares was granted under the 2003 Plan to an independent director that vests on a quarterly basis beginning three months from the date of grant, conditioned upon continued service on such quarterly dates, and has a contractual life of 3 years. The fair value of the option award is estimated on the date of grant using the Black-Scholes option valuation model to be \$171,397, of which \$14,283 and \$42,849 were recorded as compensation expenses for the three and nine months ended July 31, 2011 and \$14,283 and 16,944 were recorded for the three and nine months ended July 31, 2010. The valuation was based on the assumptions noted in the following table.

|                          |         |   |
|--------------------------|---------|---|
| Expected volatility      | 227.9   | % |
| Expected dividends       |         |   |
| Expected term (in years) | 3 years |   |
| Risk-free rate           | 1.65    | % |

The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The dividend yield on our common stock is assumed to be zero since we do not pay dividends and have



no current plans to pay them in the future. The market price volatility of our common stock was based on historical volatility since April 13, 2009. Our methodology is consistent with prior period volatility assumptions. The expected life of the options is based upon our anticipated expectations of exercise behavior since no options have been exercised in the past to provide relevant historical data.

b) On December 14, 2010, we appointed Mr. Weiqiu Dong as our chief financial officer. Base on the employment agreement, Mr. Dong will receive an annual base salary of approximately \$88,134. In accordance with the appointment, Mr. Dong received, on December 14, 2010, an option to purchase 200,000 shares of the Company's common stock under the 2003 Omnibus Plan. The option vests 60,000 shares on the first anniversary of the date of grant and 70,000 shares on each of the second and third anniversaries of the date of grant. The Option is conditioned upon continued employment on such date, and has a contractual life of 3 years.

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The fair value of the option award is estimated on the date of grant using the Black-Scholes option valuation model to be \$259,251, of which \$19,001 and \$49,398 were recorded as compensation expenses for the three and nine months ended July 31, 2011 and \$0 was recorded for the three and nine months ended July 31, 2010. The valuation was based on the assumptions noted in the following table.

|                          |         |   |
|--------------------------|---------|---|
| Expected volatility      | 96.46   | % |
| Expected dividends       |         |   |
| Expected term (in years) | 3 years |   |
| Risk-free rate           | 1.06    | % |

The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The dividend yield on our common stock is assumed to be zero since we do not pay dividends and have no current plans to pay them in the future. The market price volatility of our common stock was based on historical volatility since December 13, 2009. Our methodology is consistent with prior period volatility assumptions. The expected life of the options is based upon our anticipated expectations of exercise behavior since no options have been exercised in the past to provide relevant historical data.

The fair value of the option granted will be expensed according to following schedule:

| Year       | Expensed  |
|------------|-----------|
| 2011       | 68,400    |
| 2012       | 89,205    |
| 2013       | 90,708    |
| 2014       | 10,938    |
| Thereafter |           |
| Total      | \$259,251 |

(2) 2007 Non-Qualified Company Stock Grant and Option Plan

On March 19, 2007, our board of directors approved the 2007 Non-Qualified Company Stock Grant and Option Plan (the "2007 Plan"). The 2007 Plan is intended to serve as an incentive to and to encourage stock ownership by our directors, officers, and employees, and certain persons rendering service to us, so that such persons may acquire or increase their proprietary interest in our success, and to encourage them to remain in our service. Under the 2007 Plan, up to 200,000 shares of our common stock may be subject to options.

On January 13, 2010, an option to purchase 50,000 shares was granted under the 2007 Plan to an employee that vests on the 12-month anniversary of the date of grant, conditioned upon continued employment on such date, and has a contractual life of 3 years. The fair value of the option award is estimated on the date of grant using the Black-Scholes option valuation model to be \$47,527. The valuation was based on the assumptions noted in the following table. The options were forfeited at departure of the employee on August 6, 2010.

|                          |         |   |
|--------------------------|---------|---|
| Expected volatility      | 236.50  | % |
| Expected dividends       |         |   |
| Expected term (in years) | 3 years |   |
| Risk-free rate           | 1.50    | % |

The risk-free interest rate is based on the U.S. Treasury yield curve in effect for the expected term of the option at the time of grant. The dividend yield on our common stock is assumed to be zero since we do not pay dividends and have no current plans to pay them in the future. The market price volatility of our common stock was based on historical volatility since January 13, 2009. Our methodology is consistent with prior period volatility assumptions. The

expected life of the options is based upon our anticipated expectations of exercise behavior since no options have been exercised in the past to provide relevant historical data.

A summary of option activity under the Company's option plan as of July 31, 2011 and movement during the nine months then ended are as follow:

|  | Options | Weighted average exercise price<br>US\$ | Aggregate intrinsic value<br>US\$ | Weighted average remaining contractual term |
|--|---------|---|-----------------------------------|---|
| Outstanding at November 1, 2010              | 70,000  | 2.57                                    | 166,832                           | 1.70  |
| Granted                                      | 200,000 | 2.15                                    | 259,251                           | 2.37  |
| Exercised                                    |         |   |                                   |   |
| Forfeited or expired                         |         |   |                                   |   |
| Outstanding at July 31, 2011                 | 270,000 | 2.26                                    | 426,083                           | 2.20  |
| Vested and expected to vest at July 31, 2011 | 29,165  | 2.57                                    | 71,411                            |   |
| Exercisable at July 31, 2011                 | 29,165  | 2.57                                    | 71,411                            |   |

A summary of the status of the Company's non-vested options as of July 31, 2011 and movements during the nine months then ended are as follow:

|                                | Options | Weighted average granted date fair value<br>US\$ |
|--------------------------------|---------|--|
| Non-vested at November 1, 2010 | 58,334  | 2.57   |
| Granted Since November 1, 2010 | 200,000 | 2.15   |
| Vested Since November 1, 2010  | 17,499  | 2.57   |
| Forfeited or expired           |         |  |
| Non-vested at July 31, 2011    | 240,835 | 2.22   |

As of July 31, 2011, there was \$333,836 of unrecognized compensation cost related to non-vested share-based compensation granted under the Company's option plan. The cost is expected to be recognized over a period of 2.20 years.

### (3) Warrants

As of July 31, 2011, the Company has 1,231,428 warrants outstanding at an average exercise price of \$1.03 per warrant for one share each of the Company's common stock. The warrants expire in 2012 and 2013.

|  | Warrants  | Average exercise Price<br>US\$ |
|--|-----------|--------------------------------|
| Outstanding warrants at November 1, 2010 | 1,231,428 | 1.03                           |
| Warrants granted                         |           |                                |
| Exercised                                |           |                                |
| Expired/cancelled                        |           |                                |
| Outstanding warrants at July 31, 2011    | 1,231,428 | 1.03                           |

Information regarding the warrants outstanding at July 31, 2011 is summarized as below:

| Exercise Prices<br>US\$ | Warrants Outstanding | Weighted Average Remaining<br>Contractual Life (years) | Weighted Average Exercise<br>Price<br>US\$ |
|-------------------------|----------------------|--|--|
| 0.88                    | 1,071,428            | 0.79   | 0.88                                       |
| 2.00                    | 160,000              | 1.65   | 2.00                                       |
|                         | 1,231,428            | 0.90   | 1.03                                       |

## 21. STATUORY RESERVES

### (1) Statutory reserves

Pursuant to the relevant laws and regulations of the PRC, the Company is required to annually transfer 10% of its after tax profit as reported on the consolidated financial statements prepared under the accounting principles of the PRC to a statutory surplus reserve fund until the balance reaches 50% of the registered share capital. This reserve can be used to make up any losses incurred or to increase share capital. Except for reducing losses incurred, any other application may not result in this reserve balance falling below 25% of the registered capital.

### (2) Public welfare funds

Prior to January 1, 2007, the Company was required each year to transfer 5% of its after tax profit as reported on consolidated financial statements prepared under the accounting principles of the PRC to the public welfare funds. This reserve was restricted to capital expenditure for employees' collective welfare facilities that are owned by the Company. The public welfare funds are not available for distribution to the stockholders (except in liquidation). Once capital expenditures for staff welfare facilities have been made, an equivalent amount must be transferred from the public welfare funds to the discretionary common reserve funds. Due to a change in PRC law, appropriation of profit to the public welfare funds is no longer required.

The reserve funds as of July 31, 2011 and October 31, 2010 were comprised of the following:

|                           | 2011<br>US\$ | 2010<br>US\$ |
|---------------------------|--------------|--------------|
| Statutory surplus reserve | 3,090,320    | 3,090,320    |
| Public welfare fund       | 282,377      | 282,377      |
| Total                     | 3,372,697    | 3,372,697    |

## 22. COMMITMENTS AND CONTINGENCIES

The Company has various purchase commitments for materials, supplies and services incident to the ordinary conduct of business, generally for quantities required for the Company's business and at prevailing market prices. No material annual loss is expected from these commitments and there are no minimum purchase commitments.

The Company and its subsidiaries are self-insured, and they do not carry any property insurance, general liability insurance, or any other insurance that covers the risks of their business operations. As a result any material loss or damage to its properties or other assets, or personal injuries arising from its business operations would have a material adverse effect on the Company's financial condition and operations.

The Company is not involved in any legal matters arising in the normal course of business. While incapable of estimation, in the opinion of the management, the individual regulatory and legal matters in which it might involve in the future are not expected to have a material adverse effect on the Company's financial position, results of operations, or cash flows.

## Capital commitments

On October 12, 2009, we entered into a purchase agreement with Stock Co. to acquire the land use right, property and plant located at our Ah City Natural and Biopharmaceutical plant for a total consideration of \$24,875,622. Pursuant to the purchase agreement, a payment of \$15,547,264 was made to Stock Co. in October 2009 and a payment of \$7,773,632 was made to Stock Co. in January 2011, with a final payment of \$1,554,726 due by December 31, 2011, at which time title for the assets will be transferred. According to the agreement, we were exempted from lease payments for the underlying assets starting from May 1, 2010.

On April 10, 2010, CBP China entered into a Purchase Agreement with Hongxiangmingyuan of Heilongjiang Yongtai Company, to acquire two office floors for a total consideration of \$5,964,646. Pursuant to the Purchase Agreement, a payment of \$4,175,252 was made in April 2010 and recorded as deposits on the condensed consolidated balance sheet. Pursuant to the Purchase Agreement, final payment of \$1,789,394 is due by December 20, 2012, at which time title for the assets will be transferred. Accordingly the transaction is considered incomplete as at July 31, 2011.

On January 11, 2011, CBP China entered into an Exclusive Agreement of Utilizing Undergrowth Resources (the "Agreement") with Yichun Red Star Forestry Bureau of Heilongjiang Province (the "Forestry Bureau") for 30 years exclusive utilizing right of approximately 6,667 hectares of undergrowth resources, which is rich in wild Siberian Ginseng plant and also includes approximately 67 hectares of Siberian Ginseng GAP cultivation base in Heilongjiang Province. Pursuant to the Agreement, a payment of \$7,773,632 was made to Forestry Bureau in January, 2011 and with a final payment of \$7,773,632 due in 12 months from the date of Agreement approved by local government authorities for a total consideration of \$15,547,264. Siberian Ginseng is a plant with medically-established anti-depressant and mood regulation qualities and is also an active ingredient in our market-leading line of all-natural anti-depressant medications. We will be responsible for continued maintenance and protection of wild resources to make this area a professional Siberian Ginseng base.

In January, 2011, CBP China started its Ah City Phase Two Project for Siberian Ginseng products development and industrialization and entered into a Construction and Engineering Design Contract (the "Contract") with Heilongjiang Medical Architecture Design Institute (the "Institute") for architectural design. A few payments have been made to Institute and relevant local government departments for design and start up fees and recorded \$1,920,087 as deposit for Ah City Phase Two Project. The estimated total investment for Ah City Phase Two is \$18,656,716 with approximately 60% will be paid in 2011 and rest paid in 2012. The project is predicted to finish in 2012.

As of July 31, 2011, the Company had capital commitments on purchasing Ah City Natural and Pharmaceutical Plant, office floors, undergrowth resources utilizing right and Ah City Phase Two Project from four parties with the total amounts of approximately \$27,854,381. The amounts are expected to be paid in the following years:

| Year         | Payment for properties |
|--------------|------------------------|
| 2011         | \$ 9,273,943           |
| 2012         | 18,580,438             |
| 2013         |                        |
| 2014         |                        |
| 2015         |                        |
| Thereafter   |                        |
| <b>Total</b> | <b>\$ 27,854,381</b>   |

23.

## SUBSEQUENT EVENT

Management has evaluated subsequent events through the date these financial statements were issued and has concluded no events need to be reported during this period.



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report. In addition to historical financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report. See also Risk Factors contained in our Form 10-K for the year ended October 31, 2010.

### Overview

We are a high-tech enterprise engaged in the development, manufacturing, and distribution of botanical products, bio-pharmaceutical products, and traditional Chinese medicines, or TCM, in the People's Republic of China. We have three GMP certified production facilities - Ah City natural and biopharmaceutical plant, Dongfanghong pharmaceutical plant and Qingyang natural extraction plant -capable of producing 18 dosage forms and over 200 different products. Our products include but are not limited to (i) botanical anti-depression and nerve-regulation products, (ii) biopharmaceutical products, and (iii) botanical antibiotic and traditional over-the-counter ("OTC") Chinese medicines. Botanical anti-depression and nerve-regulation products account for approximately 70% of our revenues and we intend to strengthen our developments in this area. We have entered into sales agency agreements with sales agents in 19 provinces and four municipalities, through which our products are sold to over 3,000 distributors and over 70 sales centers across 24 provinces in China.

### Recent Developments

**1Ah City Phase Two Project.** We have finished the architectural design of Ah City Phase Two Project and are in the process of obtaining approval from relevant government authorities. We expect to finish all the procedures by September, 2011 and will start the construction once received approval documents. As of July 31, 2011, we have incurred a total of \$1,901,250 of construction-in-progress. The Ah City Phase Two Project is expected to be completed in end of 2012.

**1Renewable Fuel – Straw pellet.** On April 21, 2011, Company issued a press release to announce that it will switch to a renewable fuel—straw pellet in October 2011. Straw pellets are a by-product of natural plants, such as corn and sorghum. The energy contained in the original raw material is highly concentrated, making straw pellets a clean fuel with very good energy qualities including calorific content with minimal amounts of ash. In comparison to coal, straw pellets are a lower cost and cleaner source of fuel. Moreover, straw pellets are carbon-neutral, since the fuel is made of plant which is part of the natural carbon cycle. The price of straw pellet is 15%-20% lower than coal and about 10%-15% than common fuel. Given that fuel costs account for approximately 10% of our total cost of goods, we expect the switch to bio-fuel will result in additional cost efficiency and improved profitability while supporting a healthy ecosystem.

**1Patent for "Extraction of effective ingredients of Siberian Ginseng and its preparation and application".** In June of 2011, the company was granted a patent by State Intellectual Property Office of PRC. The extraction method has helped the company successfully segregate effective ingredients from Siberian Ginseng, which include three main active elements, including, Syringin, Total Glucosides and Total Flavonoids. In particular, Syringin has significant effect in the treatment of depression and nerve regulation. This patent will be a catalyst to drive the development of the Company's innovative Acanthopanax series, such as Lyophilized Syringin Powder and Total Glucosides Total Flavonoids Soft Capsule. The patent covers a wide variety of possible Siberian Ginseng extraction methods and applications, creating a high barrier to entry for competitors seeking to develop similar Siberian Ginseng products.

The patent will also provide market exclusivity for a period of 20 years.

For research and development activities, we will continue focusing on cultivation techniques of Siberian Ginseng to strengthen our future raw material supply. We also have the following four main projects under research.

1 Siberian Ginseng (Acanthopanax) Total Glucosides Total Flavonoids Soft Capsule. We are in the process of developing Siberian Ginseng (Acanthopanax) Total Glucosides Total Flavonoids Soft Capsule for the treatment of senile dementia. Initial pharmacology and toxicology tests show the product to have few side effects, and is safe and reliable, and suitable for long-term use. Ongoing pharmaceutical research and evaluating quality standards and stability will last about half year. We will compile the clinical documents and apply for the clinic approval after the stage is finished. We expect to receive new drug certificate and production approval by the end of 2013 and start selling in 2014.

1 Total Alkaloids of Sophora Flavescens Development Project. As a new drug against Hepatitis B, total alkaloids of Sophora flavescens can be used to replace - interferon, matrine and oxymatrine injections. At present, the project is in the process of pharmacology and toxicology research and which will be completed by the end of 2012. We expect to receive new drug certificate and production approval by 2015 and start selling in 2015.

1 Schisandra Integrated Development Project. Schisandra is a wild plant with high medical and health values. Modern studies have shown that Schisandra contains lignin, which has strong efficacy in treating insomnia. The company has successfully completed the methodological work for medicinal Schisandra lignin determination and developed a sound Schisandra medicinal quality standard. At present, the project is in the process of pharmacology and toxicology test. We expect to receive new drug certificate and production approval by the end of 2015 and start selling in year 2016.

1 Siberian Ginseng (Acanthopanax) Lyophilized Syringin Powder. We have successfully segregated Syringin from Siberian Ginseng through our proprietary extraction technology. Syringin has significant effect in the treatment of depression and nerve regulation. We have created a sample of Syringin Freeze-dried Acanthopanax Powder. If successful, this achievement will represent a great pioneering work in the field of Chinese medicine, and will enhance our competitive edge in this area. We have finished pharmaceutical research. At present, the project is in the process of pharmacology and toxicology test. We plan to finish the analysis by the end of 2013 and apply for clinical trial from the State Food and Drug Administration of PRC in 2014. The new drug certificate and production approval is expected to be obtained in the end of year 2016 and start selling in 2017.

#### Tax Treatment of Subsidiary

As a recipient of the PRC's State High-Technology Enterprise certificate, CBP China is eligible for a number of national and local government support programs, including preferential tax treatment. In order to receive these benefits CBP China must, on an annual basis, pass a High-Tech Enterprise assessment. CBP China passed this assessment in February 2011 and, as a result, pays a reduced tax burden in the year of 2011. Specifically, CBP China's tax liability is reduced from the statutory enterprise income tax rate of 25% to an enterprise income tax rate of 15%.

#### Critical Accounting Policies

The unaudited consolidated financial statements include the financial statements of the Company and our subsidiaries. All transactions and balances among us and our subsidiaries have been eliminated upon consolidation.

#### Accounting Judgments and Estimates

Certain amounts included in or affecting our unaudited consolidated financial statements and related disclosures must be estimated, requiring us to make certain assumptions with respect to values or conditions that cannot be known with

certainty at the time the financial statements are prepared. These estimates and assumptions affect the amounts we report for assets and liabilities and our disclosure of contingent assets and liabilities at the date of our financial statements. We routinely evaluate these estimates, utilizing historical experience, consulting with experts and other methods we consider reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from our estimates. Any effects on our business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known.

We believe that certain accounting policies are of more significance in our unaudited condensed consolidated financial statement preparation process than others, which policies are discussed below. See also Note 2 to the unaudited condensed consolidated financial statements for a summary of our principal accounting policies.

Estimates of allowances for bad debts – We must periodically review our trade and other receivables to determine if all are collectible or whether an allowance is required for possible uncollectible balances.

Estimate of the useful lives of property and equipment – We must estimate the useful lives and proper salvage values of our property and equipment. We must also review property and equipment for possible impairment.

Estimate of the useful lives of intangible assets – We must estimate the useful lives of our intangible assets. We must also review intangible assets for possible impairment.

Inventory – We must determine whether we have any obsolete or impaired inventory.

Revenue recognition – Revenue from the sale of goods is recognized on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are shipped to customers and the title has passed.

Please refer to the notes to the unaudited condensed consolidated financial statements included elsewhere in this filing for a more complete listing of all of our critical accounting policies.

#### Factors Affecting our Results of Operations

Our operating results are primarily affected by the following factors

- **Pharmaceutical Industry Growth.** We believe the market for pharmaceutical products in China is growing rapidly driven by China's economic growth, increased pharmaceutical expenditure, an aging population, increased lifestyle-related diseases, government support of the pharmaceutical industry, as well as the increased availability of funding for medical insurance in China. In particular, in January 2009, the PRC's State Council passed a far-reaching medical reform plan ("Health Reform") to help provide universal primary medical insurance coverage and increased access to medical facilities to a greater majority of its citizens. Both the central government of China and provincial governments has published Lists of Essential Medicines to regulate the market. We expect these factors to continue to drive industry growth.
- **Pricing of Our Products.** Seven of our products, namely Siberian Ginseng Tablets, Tianma Pills, Compound YangJiao Tablets, Banlangen Granules, Compound Honeysuckle Granules, ShengMai Granules and QingReJieDu Oral Liquid, which collectively accounted for 38% and 39%, respectively, of our total revenues in the three and nine months ended July 31, 2011, are listed on the National or HeiLongjiang Provincial List of Essential Medicines published by the Chinese government, and therefore subject to government pricing limits. We do not believe pricing controls will influence our sales significantly and expect that the health care reform will help increase our sales.
- **Production Capacity.** We believe much of the pharmaceutical market in China is still underserved, particularly with respect to treatment of depression, melancholy and nerve regulation. The demand for our products that treat depression, melancholy and regulate nerves, continuously increased and we were able to increase our production of such products to capture much of this growth. We believe our facilities with the ability to manufacture 18 dosage forms and over 200 products will allow us to capture future market growth and increase our revenue and market share accordingly.

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Perceptions of Product Quality. We believe that rising health concerns in China have contributed to a greater demand for health-care products with perceived health benefits. We believe many consumers in China tend to prefer natural health care products with, we believe, limited side effects. Accordingly, we believe our reputation for quality and leadership position in a number of our products allow our products to command a higher average selling price and generate higher gross margins than our competitors.

- Raw Material Supply and Prices. The per unit costs of producing our products are subject to the supply and price volatility of raw materials, which are affected by various market factors such as market demands, fluctuations in production and competition.

- Expenses Associated with Research and Development. In order to enhance our existing products and develop new products for the market, we have devoted significant resources to R&D.
- Expenses Associated with Sales and Marketing. In order to promote our product brand and gain greater market awareness, we have devoted significant resources to sales and marketing, in particular advertising activities.
- Demand for Our Products. We expect the market demand for our botanic anti-depression and nerve-regulation products will increase along with the growth of the general market for such products.

## Results of Operations

Three Month Period Ended July 31, 2011 Compared to Three Month Period Ended July 31, 2010

The following table sets forth certain information regarding our results of operation.

|  | The Three Months Ended July 31, |       |
|--|---------------------------------|-------|
|  | 2011                            | 2010  |
|  | (\$ in thousands)               |       |
| <b>Statements of Operations Data</b>         |                                 |       |
| Sales, net                                   | 12,376                          | 9,264 |
| Cost of goods sold                           | 4,909                           | 4,621 |
| Gross profit                                 | 7,467                           | 4,643 |
| <b>Operating and administrative expenses</b> |                                 |       |
| Sales and marketing                          | 1,560                           | 1,285 |
| General and administrative                   | 1,233                           | 395   |
| Research and development                     | 1,687                           | 1,529 |
| Other income                                 | 34                              | 22    |
| Income before income tax expenses            | 3,022                           | 1,456 |
| Income tax expenses                          | 502                             |       |
| Net income                                   | 2,520                           | 1,456 |
| <b>Other comprehensive income:</b>           |                                 |       |
| Cumulative currency translation adjustments  | 829                             | 462   |
| Total comprehensive income                   | 3,348                           | 1,918 |

## Comparison of Three Months Ended July 31, 2011 and 2010

### Total Comprehensive Income

Total comprehensive income increased by approximately \$1,430 thousand, or 75%, from approximately \$1,918 thousand for the three months ended July 31, 2010 to approximately \$3,348 thousand for the three months ended July 31, 2011. This increase was primarily attributable to an increase of approximately \$3,112 thousand, or 34%, in sales, and an increase of \$367 thousand, in cumulative currency translation adjustments, offsets in part by an increase of \$288 thousand, or 6% in cost of goods sold, an increase of approximately \$275 thousand, or 21%, in sales and marketing, an increase of approximately \$838 thousand, or 212%, in general and administrative expenses, an increase of approximately \$158 thousand, or 10% in research and development expenses, and an increase of approximately \$502 thousand in income tax expenses. Our gross profit margin increased from 50% in the three months ended July 31, 2010 to 60% in the three months ended July 31, 2011.





## Sales

Our sales consist primarily of revenues generated from sales of Botanical anti-depression and nerve-regulation products, Biopharmaceutical products and Botanical antibiotics and traditional OTC Chinese medicines. Net sales increased by approximately \$3,112 thousand, or 34%, from approximately \$9,264 thousand in the three months end July 31, 2010 to approximately \$12,376 thousand in the three months ended July 31, 2011. This increase in net sales was primarily attributable to our products selling price increases, and new products introduced since the fourth quarter of our fiscal year 2010.

The following table sets forth information regarding the total sales of our principal products before sales rebate during the three months ended July 31, 2011 and 2010:

| Product name                              | 2011                   |                    |               | 2010                   |                    |               | 2011 over 2010         |                    |               |
|---|------------------------|--------------------|---------------|------------------------|--------------------|---------------|------------------------|--------------------|---------------|
|   | Quantity<br>(Pack'000) | Amount<br>(\$'000) | % of<br>Sales | Quantity<br>(Pack'000) | Amount<br>(\$'000) | % of<br>Sales | Quantity<br>(Pack'000) | Amount<br>(\$'000) | % of<br>Sales |
| Siberian Ginseng<br>(Acanthopanax) Series | 53                     | 6,478              | 50 %          | 53                     | 4,439              | 44 %          | 0                      | 2,039              | 46 %          |
| Tianma Series                             | 8                      | 952                | 7 %           | 9                      | 763                | 8 %           | -1                     | 189                | 25 %          |
| Compound Yangjiao<br>Tablets              | 11                     | 1,342              | 10 %          | 13                     | 1,352              | 13 %          | -2                     | -10                | -1 %          |
| Shark Vital Capsules                      |                        |                    | 0 %           | 1                      | 235                | 2 %           | -1                     | -235               |               |
| Shengmai Granules                         | 9                      | 423                | 3 %           | 16                     | 677                | 7 %           | -7                     | -254               | -38 %         |
| Banlangen Granules                        | 8                      | 320                | 2 %           | 9                      | 290                | 3 %           | -1                     | 30                 | 10 %          |
| Compound Honeysuckle<br>Granules          | 16                     | 1,112              | 9 %           | 39                     | 2,350              | 23 %          | -23                    | -1,238             | -53 %         |
| QingReJieDu Oral Liquid                   | 6                      | 209                | 2 %           |                        |                    |               | 6                      | 209                |               |
| Compound Schizandra<br>Tablets            | 3                      | 334                | 3 %           |                        |                    |               | 3                      | 334                |               |
| Ginseng and Venison<br>Extract            | 11                     | 1,472              | 11 %          |                        |                    |               | 11                     | 1,472              |               |
| Badger Oil                                | 2                      | 401                | 3 %           |                        |                    |               | 2                      | 401                |               |
| Total                                     | 127                    | 13,043             | 100 %         | 140                    | 10,106             | 100 %         | -13                    | 2,937              | 29 %          |

Since the first quarter of our fiscal year 2011, we have ceased the sale of Shark Vital Capsules. Since the fourth quarter of our fiscal year 2010, we have introduced four new products to the market, namely QingReJieDu Oral Liquid, Compound Schizandra Tablets, Ginseng and Venison Extract, Badger Oil. They have been well accepted in the market and contributed 19% of total sales revenue for the three months ended July 31, 2011.

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For the three months ended July 31, 2011, we also experienced an increase in the average selling price per pack of our products, as demonstrated in the table below:

| Product                                | Average Price Per Pack |      |    | Change |  |
|--|------------------------|------|----|--------|--|
|  | 2011                   | 2010 |    |        |  |
| Siberian Ginseng (Acanthopanax) Series | 122                    | 84   | 45 | %      |  |
| Tianma Series                          | 119                    | 85   | 40 | %      |  |
| Compound Yangjiao Tablets              | 122                    | 104  | 17 | %      |  |
| Shark Vital Capsules                   |                        | 235  |    |        |  |
| Shengmai Granules                      | 47                     | 42   | 12 | %      |  |
| Balangen Granules                      | 40                     | 32   | 25 | %      |  |
| Compound Honeysuckle Granules          | 70                     | 60   | 17 | %      |  |
| QingReJieDu Oral Liquid                | 35                     |      |    |        |  |
| Compound Schizandra Tablets            | 111                    |      |    |        |  |
| Ginseng and Venison Extract            | 134                    |      |    |        |  |
| Badger Oil                             | 201                    |      |    |        |  |

### Cost of Goods Sold

Our costs of goods sold consist primarily of direct and indirect manufacturing costs, including production overhead costs, and shipping and handling costs for the products sold. Costs of goods sold increased approximately \$288 thousand, or 6%, from approximately \$4,621 thousand for the three months ended July 31, 2010 to approximately \$4,909 thousand for the three months ended July 31, 2011. This increase was primarily attributable to the increase of total sales and the cost sold from Siberian Ginseng Series products.

Although we anticipate that the cost of goods will increase due to inflationary price increases, we do not believe that such increases will be material for fiscal year 2011. We anticipate that beyond 2011, our price for raw materials and other production costs will continue to increase due to inflation. If our costs of goods increase, this may have a negative effect on our net income because, due to market conditions and competitive conditions, we may not be able to increase the price for our products in proportion to the increase of our costs of goods sold.

### Operating and Administrative Expenses

Our total operating and administrative expenses increased by approximately \$1,271 thousand, or 40%, from approximately \$3,209 thousand for the three months ended July 31, 2010 to approximately \$4,480 thousand for the three months ended July 31, 2011. This increase was primarily attributable to an increase of approximately \$275 thousand, or 21%, in sales and marketing, an increase of approximately \$838 thousand, or 212% in general and administrative expenses and an increase of approximately \$158 thousand, or 10% in research and development expenses. Increased operating and administrative expenses relate to our efforts to expand our distribution network, market share, and awareness of our premium quality products throughout China.

### Income before income tax expenses

As a result of the foregoing, our income before income tax expenses increased by approximately \$1,566 thousand, or 108%, from approximately \$1,456 thousand for the three months ended July 31, 2010 to approximately \$3,022 thousand for the three months ended July 31, 2011.

### Income Tax Expenses

We are subject to U.S. federal and state income taxes. Our subsidiary registered in the PRC is subject to enterprise income taxes. For the calendar years of 2011 and 2010, CBP China was granted a 10% and 25% tax exemption, respectively and pays enterprise income taxes of 15% and 0%, respectively.

#### Cumulative Currency Translation Adjustments

Our principal country of operations is the PRC and our functional currency is the Renminbi, but our reporting currency is the U.S. dollar. All translation adjustments resulting from the translation of our financial statements into U.S. dollars are reported as cumulative currency translation adjustments. Our cumulative currency translation adjustments increased by approximately \$367 thousand, from approximately \$462 thousand for the three months ended July 31, 2010 to approximately \$829 thousand for the three months ended July 31, 2011.

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Nine Month Period Ended July 31, 2011 Compared to Nine Month Period Ended July 31, 2010

The following table sets forth certain information regarding our results of operation.

|  | The Nine months Ended July 31, |        |
|--|--------------------------------|--------|
|  | 2011                           | 2010   |
|  | (\$ in thousands)              |        |
| <b>Statements of Operations Data</b>         |                                |        |
| Sales, net                                   | 53,875                         | 38,489 |
| Cost of goods sold                           | 21,450                         | 18,151 |
| Gross profit                                 | 32,425                         | 20,338 |
| <b>Operating and administrative expenses</b> |                                |        |
| Sales and marketing                          | 4,430                          | 3,689  |
| General and administrative                   | 2,745                          | 2,209  |
| Research and development                     | 2,586                          | 2,252  |
| Other income                                 | 81                             | 49     |
| Income before income tax expenses            | 22,745                         | 12,237 |
| Income tax expenses                          | 2,196                          |        |
| Net income                                   | 20,549                         | 12,237 |
| <b>Other comprehensive income:</b>           |                                |        |
| Cumulative currency translation adjustments  | 3,004                          | 302    |
| Total comprehensive income                   | 23,553                         | 12,539 |

Comparison of Nine months Ended July 31, 2011 and 2010

**Total Comprehensive Income**

Total comprehensive income increased by approximately \$11,014 thousand, or 88%, from approximately \$12,539 thousand for the nine months ended July 31, 2010 to approximately \$23,553 thousand for the nine months ended July 31, 2011. This increase was primarily attributable to an increase of approximately \$15,386 thousand, or 40%, in sales and an increase of \$2,702 thousand in cumulative currency translation adjustments, offsets in part by an increase of \$3,299 thousand, or 18% in cost of goods sold, an increase of approximately \$741 thousand, or 20%, in sales and marketing, an increase of \$536 thousand, or 24% in general administrative expenses, an increase of approximately \$334 thousand, or 15% in research and development expenses and an increase of approximately \$2,196 thousand in income tax expenses. Our gross profit margin increased from 53% for the nine months ended July 31, 2010 to 60% for the nine months ended July 31, 2011.

**Sales**

Our sales consist primarily of revenues generated from sales of Botanical anti-depression and nerve-regulation products, Biopharmaceutical products and Botanical antibiotics and traditional OTC Chinese medicines. Net sales increased by approximately \$15,386 thousand, or 40%, from approximately \$38,489 thousand for the nine months ended July 31, 2010 to approximately \$53,875 thousand for the nine months ended July 31, 2011. This increase in net sales was primarily attributable to the increase of our product selling price and new products introduced since the fourth quarter of our fiscal year 2010.

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The following table sets forth information regarding the total sales of our principal products before sales rebate during the nine months ended July 31, 2011 and 2010:

| Product name                           | 2011                |                 |              | 2010                |                 |              | 2011 over 2010      |                 |             |
|--|---------------------|-----------------|--------------|---------------------|-----------------|--------------|---------------------|-----------------|-------------|
|  | Quantity (Pack'000) | Amount (\$'000) | % of Sales   | Quantity (Pack'000) | Amount (\$'000) | % of Sales   | Quantity (Pack'000) | Amount (\$'000) | % of Sales  |
| <b>Siberian Ginseng (Acanthopanax)</b> |                     |                 |              |                     |                 |              |                     |                 |             |
| Series                                 | 253                 | 28,197          | 48 %         | 236                 | 19,121          | 44 %         | 17                  | 9,076           | 47 %        |
| Tianma Series                          | 40                  | 4,249           | 7 %          | 46                  | 3,553           | 8 %          | -6                  | 696             | 20 %        |
| <b>Compound Yangjiao</b>               |                     |                 |              |                     |                 |              |                     |                 |             |
| Tablets                                | 54                  | 6,213           | 11 %         | 59                  | 5,528           | 13 %         | -5                  | 685             | 12 %        |
| Shark Vital Capsules                   |                     |                 | 0 %          | 4                   | 1,973           | 5 %          | -4                  | -1,973          |             |
| Shengmai Granules                      | 44                  | 2,055           | 3 %          | 68                  | 2,772           | 6 %          | -24                 | -717            | -26 %       |
| Banlangen Granules                     | 31                  | 1,267           | 2 %          | 45                  | 1,230           | 3 %          | -14                 | 37              | 3 %         |
| <b>Compound Honeysuckle</b>            |                     |                 |              |                     |                 |              |                     |                 |             |
| Granules                               | 98                  | 6,795           | 11 %         | 152                 | 9,028           | 21 %         | -54                 | -2,233          | -25 %       |
| QingReJieDu Oral Liquid                | 30                  | 1,080           | 2 %          |                     |                 | 0 %          | 30                  | 1,080           |             |
| <b>Compound Schizandra</b>             |                     |                 |              |                     |                 |              |                     |                 |             |
| Tablets                                | 11                  | 1,121           | 2 %          |                     |                 | 0 %          | 11                  | 1,121           |             |
| <b>Ginseng and Venison</b>             |                     |                 |              |                     |                 |              |                     |                 |             |
| Extract                                | 52                  | 6,363           | 11 %         |                     |                 | 0 %          | 52                  | 6,363           |             |
| Badger Oil                             | 6                   | 1,531           | 3 %          |                     |                 | 0 %          | 6                   | 1,531           |             |
| <b>Total</b>                           | <b>619</b>          | <b>58,871</b>   | <b>100 %</b> | <b>610</b>          | <b>43,205</b>   | <b>100 %</b> | <b>9</b>            | <b>15,666</b>   | <b>36 %</b> |

Since the first quarter of our fiscal year 2011, we have ceased the sales of Shark Vital Capsules. Since the fourth quarter of fiscal year 2010, we have introduced four new products to the market, namely QingReJieDu Oral Liquid, Compound Schizandra Tablets, Ginseng and Venison Extract, Badger Oil. They have been well accepted in the market and contributed 18% of total sales revenue for the nine months ended July 31, 2011.

For the nine months ended July 31, 2011, we also experienced an increase in the average selling price per pack of our products, as demonstrated in the table below:

| Product                                | Average Price Per Pack |      |        |
|--|------------------------|------|--------|
|  | 2011                   | 2010 | Change |
| Siberian Ginseng (Acanthopanax) Series | 111                    | 81   | 37 %   |
| Tianma Series                          | 106                    | 77   | 38 %   |
| Compound Yangjiao Tablets              | 115                    | 94   | 22 %   |
| Shark Vital Capsules                   |                        | 493  |        |
| Shengmai Granules                      | 47                     | 41   | 15 %   |
| Balangen Granules                      | 41                     | 27   | 52 %   |
| Compound Honeysuckle Granules          | 69                     | 59   | 17 %   |
| QingReJieDu Oral Liquid                | 36                     |      |        |
| Compound Schizandra Tablets            | 102                    |      |        |
| Ginseng and Venison Extract            | 122                    |      |        |
| Badger Oil                             | 255                    |      |        |



### Cost of Goods Sold

Our costs of goods sold consist primarily of direct and indirect manufacturing costs, including production overhead costs, and shipping and handling costs for the products sold. Cost of goods sold increased approximately \$3,299 thousand, or 18%, from approximately \$18,151 thousand for the nine months ended July 31, 2010 to approximately \$21,450 thousand for the nine months ended July 31, 2011. This increase was primarily attributable to increase of sales and the cost of products sold from Siberian Ginseng Series products.

Although we anticipate that the cost of goods will increase due to inflationary price increases, we do not believe that such increases will be material for fiscal year 2011. We anticipate that beyond 2011, our price for raw materials and other production costs will continue to increase due to inflation. If our costs of goods increase, this may have a negative effect on our net income because, due to market conditions and competitive conditions, we may not be able to increase the price for our products in proportion to the increase of our costs of goods sold.

### Operating and Administrative Expenses

Our total operating and administrative expenses increased by approximately \$1,611 thousand, or 20%, from approximately \$8,150 thousand for the nine months ended July 31, 2010 to approximately \$9,761 thousand for the nine months ended July 31, 2011. This increase was primarily attributable to an increase of approximately \$741 thousand, or 20%, in sales and marketing, an increase of approximately \$536 thousand, or 24% in general and administrative expenses and an increase of approximately \$334 thousand, or 15% in research and development expenses. Increased operating and administrative expenses relate to our efforts to strengthen our research capacity, expand our distribution network, market share, and awareness of our premium quality products throughout China.

### Income before Income Tax

As a result of the foregoing, our income before income tax increased by approximately \$10,508 thousand, or 86%, from approximately \$12,237 thousand for the nine months ended July 31, 2010 to approximately \$22,745 thousand for the nine months ended July 31, 2011.

### Income Tax Expenses

We are subject to U.S. federal and state income taxes. Our subsidiary registered in the PRC is subject to enterprise income taxes. For the calendar years of 2011 and 2010, CBP China was granted a 10% and 25% tax exemption, respectively, and pays enterprise income taxes of 15% and 0%, respectively.

### Cumulative Currency Translation Adjustments

Our principal country of operations is the PRC and our functional currency is the Renminbi, but our reporting currency is the U.S. dollar. All translation adjustments resulting from the translation of our financial statements into U.S. dollars are reported as cumulative currency translation adjustments. Our cumulative currency translation adjustments increased by approximately 2,702 thousand, from approximately \$302 thousand for the nine months ended July 31, 2010 to approximately \$3,004 thousand for the nine months ended July 31, 2011.

### Liquidity and Capital Resources

We had retained earnings of approximately \$74,005 thousand and \$53,456 thousand as of July 31, 2011 and October 31, 2010, respectively. As of July 31, 2011, we had cash and cash equivalents of approximately \$38,321 thousand and total current assets of approximately \$58,940 thousand. As of July 31, 2011, we had a working capital surplus of

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approximately \$45,802 thousand. Our summary cash flow information is as follows:

| Net cash provided by<br>(used in) : |            | Nine months ended July 31 |          |
|-------------------------------------|------------|---------------------------|----------|
|                                     |            | 2011                      | 2010     |
|                                     |            | (\$ in thousands)         |          |
| Operating                           | activities | 26,425                    | 22,883   |
| Investing                           | activities | (17,145 )                 | (2,559 ) |

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Based upon our present plan, we believe our cash and accounts receivable are adequate to satisfy our working capital needs and sustain our ongoing capital needs for the next twelve months. However, our ability to maintain sufficient liquidity depends partially on our ability to achieve anticipated levels of revenue, while continuing to control costs. If we did not have sufficient available cash, we would have to seek additional debt or equity financing through other external sources, which may not be available on acceptable terms, or at all. If required, failure to obtain financing arrangements on acceptable terms could have a material adverse effect on our business, results of operations and financial condition.

#### Net Cash Provided by Operating Activities

Net cash provided by operating activities increased approximately \$3,542 thousand, to net cash provided by operating activities of approximately \$26,425 thousand for the nine months ended July 31, 2011 from net cash provided by operating activities of approximately \$22,883 thousand for the nine months ended July 31, 2010. This increase was primarily attributable to an increase in net income of approximately \$8,312 thousand, and a decrease in trade receivables of approximately \$5,494 thousand, as average days sales outstanding fell to 84 days in 2011 from 118 days in 2010, which included a period of sales term incentives. We have tightened our credit terms with our clients to be within 90 days and will continue to increase our collection efforts to reduce our days sales outstanding. This increase in net cash provided by operating activities was also attributable to an increase in inventory level by approximately \$3,267 thousand and increase in tax payable of approximately \$2,614 thousand.

#### Net Cash Used in Investing Activities

Net cash used in investing activities increased approximately \$14,586 thousand, to approximately \$17,145 thousand for the nine months ended July 31, 2011, from approximately \$2,559 thousand for the nine months ended July 31, 2010. This increase was primarily attributable to approximately \$1,920 thousand of payments made to Ah City Phase Two Project construction-in-progress, an approximately \$7,774 thousand in deposit of Exclusive Utilizing Right to Yichun Redstar Forestry Bureau and an approximately \$7,774 thousand in deposit to Ah City Nature and Pharmaceutical Plant.

#### Contractual Obligations

On October 12, 2009, we entered into a purchase agreement with Stock Harbin Renhuang Pharmaceutical Stock Co. Ltd (“Stock Co”) to acquire the land use right, property and plant located at our Ah City Natural and Biopharmaceutical plant for a total consideration of \$24,875,622. Pursuant to the purchase agreement, a payment of \$15,547,264 was made to Stock Co. in October 2009 and a payment of \$ 7,773,632 was made to Stock Co. in January 2011, with a final payment of \$1,554,726 due by December 31, 2011, at which time title for the assets will be transferred. According to the agreement, we were exempted from lease payments for the underlying assets starting from May 1, 2010.

On April 10, 2010, CBP China entered into a Purchase Agreement with Hongxiangmingyuan of Heilongjiang Yongtai Company, to acquire two office floors for a total consideration of \$5,964,646. Pursuant to the Purchase Agreement, a payment of \$4,175,252 was made in April 2010 and recorded as deposits on the condensed consolidated balance sheet. Pursuant to the Purchase Agreement, final payment of \$1,789,394 is due by December 20, 2012, at which time title for the assets will be transferred. Accordingly the transaction is considered incomplete as at July 31, 2011.

On January 11, 2011, CBP China entered into an Exclusive Agreement of Utilizing Undergrowth Resources (the “Agreement”) with Yichun Red Star Forestry Bureau of Heilongjiang Province (the “Forestry Bureau”) for 30 years exclusive utilizing right of approximately 6,667 hectares of undergrowth resources, which is rich in wild Siberian Ginseng plant and also includes approximately 67 hectares of Siberian Ginseng GAP cultivation base in Heilongjiang Province. Pursuant to the Agreement, a payment of \$7,773,632 was made to Forestry Bureau in January, 2011 and

with a final payment of \$7,773,632 due in 12 months from the date of Agreement approved by local government authorities for a total consideration of \$15,547,264. Siberian Ginseng is a plant with medically-established anti-depressant and mood regulation qualities and is also an active ingredient in our market-leading line of all-natural anti-depressant medications. We will be responsible for continued maintenance and protection of wild resources to make this area a professional Siberian Ginseng base.

In January, 2011, CBP China started its Ah City Phase Two Project for Siberian Ginseng products development and industrialization and entered into a Construction and Engineering Design Contract (the "Contract") with Heilongjiang Medical Architecture Design Institute (the "Institute") for architectural design. A few payments have been made to Institute and relevant local government departments for design and start up fees and we recorded \$1,920,087 as deposit for Ah City Phase Two Project. The estimated total investment for Ah City Phase Two is \$18,656,716 with approximately 60% will be paid in 2011 and rest paid in 2012. The project is predicted to finish in 2012.

As of July 31, 2011, the Company has capital commitments for purchase of Ah City Nature and Pharmaceutical Plant, office floors, undergrowth resources, and Ah City Phase Two Project from four parties of approximately \$27,854,381. The amounts to be paid in the future years are as follows:

| Calendar Year | Payment for properties |
|---------------|------------------------|
| 2011          | \$ 9,273,943           |
| 2012          | 18,580,438             |
| 2013          |                        |
| 2014          |                        |
| 2015          |                        |
| Thereafter    |                        |
| Total         | \$ 27,854,381          |

#### Trade Receivables

The net trade receivables decreased approximately \$6,285 thousand from approximately \$19,814 thousand on October 31, 2010 to approximately \$13,529 thousand on July 31, 2011. This decrease was primarily attributable to the result of our stringent sales policy on days sales outstanding.

#### Inventory

Inventory amounts increased approximately \$3,987 thousand from approximately \$2,646 thousand on October 31, 2010 to approximately \$6,633 thousand on July 31, 2011. This increase was primarily attributable to an increase of approximately \$1,828 thousand in raw materials, an increase of \$1,259 thousand in work-in-progress, and an increase of \$903 thousand in finished goods.

#### Off-balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk

Because we are a smaller reporting company, this Item 3 is not applicable.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

As of July 31, 2011, we carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act). On February 3, 2011, we filed a Form 8-K, Item 4.02, Non-Reliance on Previously Issued Financial Statements or A Related Audit Report or Completed Interim Review, in connection with an error in calculating the weighted average common stock outstanding on a diluted basis as of October 31, 2010 which affected the calculation of the diluted earnings per share. Accordingly, based upon that evaluation, the chief executive officer and chief financial officer have concluded that our disclosure controls and procedures were not effective to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the Securities and Exchange Commission's rules and regulations. Based on the situation, we added another person to review and

check our quarterly report before providing to auditor. This is to minimize any errors or omissions related to our report.

## Changes in Internal Controls

As previously disclosed in our Form 10-K for the year ended October 31, 2010, since the third quarter of our 2009 fiscal year, we have begun the implementation of remedial measures including hiring of a new chief financial officer in January 2010 (who resigned on August 3, 2010 for personal reason and was replaced by an interim chief financial officer; and on December 14, 2010, we subsequently hired Mr. Weiqiu Dong as our new chief financial officer), adding additional staff, appointing three independent Directors to our board of directors, engaging consultants to advise management on the preparation of Sarbanes-Oxley Section 404 compliance with internal controls over financial reporting for fiscal year 2010, providing relevant training to our staff, implementing more rigorous policies and procedures relating to period-end financial reporting and other key processes, strengthening key controls such as journal-entry approval, reconciliation procedures and maintaining relevant supporting documentation. We expect to continue to implement additional financial and management controls and procedures going forward. As results of these measures and until we have completed the remediation process, there has been and will be changes and further improvement to our internal controls over financial reporting.

## PART II

### Item 1. Legal Proceedings.

As of September 14, 2011, we are not a party to, or threatened by, any legal proceedings.

### Item 1A. Risk Factors.

Because we are a smaller reporting company, this Item 1A is not applicable.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

### Item 3. Defaults upon Senior Securities.

In the nine-month period ended July 31, 2011, and subsequent period through the date hereof, we did not default upon any senior securities.

### Item 4. [Removed and Reserved].

### Item 5. Other Information.

None.

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Item 6. Exhibits.

Exhibit

| No.     | Description   |
|---------|---|
| 3.1     | Restated Articles of Incorporation (1)  |
| 3.2     | Second Restated Bylaws (1)  |
| 3.3     | Certificate of Amendment to Articles of Incorporation (2)   |
| 3.4     | Certificate of Amendment to Articles of Incorporation reflecting change of name to China Botanic Pharmaceutical Inc. (3)  |
| 10.1    | Renhuang Pharmaceuticals, Inc. 2007 Non-Qualified Company Stock Grant and Option Plan (4)   |
| 10.2    | 2003 Omnibus Securities Plan (5)  |
| 10.3    | Loan Conversion Agreement among the Company, Allied Merit International Inc. and Griffin Ventures Ltd. dated May 15, 2009 (6)                                   |
| 10.4    | Employment Agreements with Weiqiu Dong (3)  |
| 10.5    | English translation of Purchase Agreement for Patents dated September 1, 2009 (7)   |
| 10.6    | English translation of Purchase Agreement for Ah City Natural and Biopharmaceutical Plant dated October 12, 2009 (7)  |
| 10.7    | English translation of Purchase Agreement with Hongxiangmingyuan of Heilongjiang Yongtai Company dated April 10, 2010 (8)                                       |
| 10.8    | Independent Director Agreement with Mr. Xiaoheng (Sean) Shao, dated April 13, 2010 (8)  |
| 10.9    | Independent Director Agreement with Mr. Bingchun Wu, dated April 19, 2010 (8)   |
| 10.10   | Independent Director Agreement with Mr. Changxiong Sun, dated April 19, 2010 (8)  |
| 10.11   | Exclusive Purchase Agreement, with Yichun Red Star Forest Bureau, of Acanthopanax Resources (9)   |
| 21.1    | Subsidiaries of the registrant (2)  |
| 31.1    | Certification of Principal Executive Officer pursuant to Rules 13a-14 and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*      |
| 31.2    | Certification of Principal Financial Officer pursuant to Rules 13a-14 and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*      |
| 32.1    | Certification of Principal Executive and Financial Officers pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 101.INS | XBRL Instance Document (10)   |
| 101.SCH | XBRL Taxonomy Extension Schema (10)   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase (10)   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase (10)  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase (10)   |
| 101.FRE | XBRL Taxonomy Extension Presentation Linkbase (10)  |

\*

Filed herewith.

- (1) Incorporated by reference from Form 8-K filed with the SEC on April 22, 2003.
- (2) Incorporated by reference from Form 10-K filed with the SEC on February 13, 2007.
- (3) Incorporated by reference from Form 10-K filed with the SEC on January 24, 2011.
- (4) Incorporated by reference from Form S-8 filed with the SEC on May 2, 2007.
- (5) Incorporated by reference from Form 8-K filed with the SEC on April 22, 2003.
- (6) Incorporated by reference from Form 10-Q filed with the SEC on September 21, 2009.

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- (7) Incorporated by reference from Form 10-K filed with the SEC on January 29, 2010.
- (8) Incorporated by reference from Form 10-Q filed with the SEC on June 7, 2010.
- (9) Incorporated by reference from Form 8-K filed with the SEC on July 14, 2010.
- (10) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1993, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on our behalf by the undersigned, thereunto duly authorized.

Date: September 14, 2011

CHINA BOTANIC PHARMACEUTICAL INC.

By: /s/ Li Shoming  
Li Shaoming, Chief Executive Officer and President  
(Principal Executive Officer)

Date: September 14 , 2011

By: /s/ Weiqiu Dong  
Weiqiu Dong, Chief Financial Officer  
(Principal Financial Officer)