Jiangbo Pharmaceuticals, Inc.
Form 10-Q/A
May 27, 2011

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

Amendment No. 1
FORM 10-Q/A

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: March 31, 2011

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

For the transition period from ________________ to ______________

Commission file number: 001-34763

JIANGBO PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Florida	65-1130026
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

25 Haihe Road, Laiyang Economic Development, Laiyang City, Yantai, Shandong Province,
People's Republic of China 265200
(Address of principal executive offices) (Zip Code)

(0086) 535-7282997
(Registrant's telephone number, including area code)

____

(Former name, former address and former fiscal year, if changed since last report)

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 x No o

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 o No o

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.

Large accelerated filer o Accelerated filer o Non-accelerated filer o (Do not check if smaller reporting company)
Smaller reporting company x

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The total number of shares outstanding at May 20, 2011 was 13,692,179.

Explanatory Note:

This Quarterly Report on Form 10-Q/A is being filed as Amendment No. 1 (the "Amendment") to our Quarterly Report on Form 10-Q for the period ended March 31, 2011, which was originally filed with the Securities Exchange Commission on May 23, 2011 (the "Original Filing"). This Amendment is being filed to include an additional footnote under Note 19 - Commitments and Contingencies that had been requested by our auditors prior to the Original Filing but had not been included in the Original Filing. In addition, new officer certifications are filed as exhibits to this Amendment.

INDEX

	Page
PART I - FINANCIAL INFORMATION	
Item 1. Financial Statements	3
Consolidated Balance Sheets as of March 31, 2011 (Unaudited) and June 30, 2010	3
Consolidated Statements of Income and Other Comprehensive Income for the three months and nine months ended March 31, 2011 and 2010 (Unaudited)	4
Consolidated Statements of Shareholders' Equity for the nine months ended March 31, 2011 (Unaudited) and the year ended June 30, 2010	5
Consolidated Statements of Cash Flows for the nine months ended March 31, 2011 and 2010 (Unaudited)	6
Notes to Consolidated Financial Statements (Unaudited)	7
PART II - OTHER INFORMATION	
Item 6. Exhibits	30

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

JIANGBO PHARMACEUTICALS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	March 31, 2011 (Unaudited)	June 30, 2010
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$146,886,471	$108,616,735
Restricted cash	10,383,600	11,135,880
Investments	46,094	168,858
Accounts receivable, net of allowance for doubtful accounts of $737,268 and $1,343,421as of March 31, 2011 and June 30, 2010, respectively	20,759,766	33,195,201
Inventories	2,896,877	2,200,614
Other receivables	64,387	13,241
Other receivable - related parties	251,955	324,060
Advances to suppliers	209,841	260,688
Financing costs	46,541	435,634
Total current assets	181,545,532	156,350,911
PLANT AND EQUIPMENT, NET	13,469,481	13,284,312
OTHER ASSETS:		
Long term prepayments	30,470	110,725
Intangible assets, net	31,597,140	32,594,326
Total other assets	31,627,610	32,705,051
Total assets	$226,642,623	$202,340,274
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$4,302,424	$4,113,219
Short term bank loans	-	2,209,500
Notes payable	10,383,600	11,135,880
Other payables	658,454	677,464
Other payables - related parties	526,540	255,595
Accrued liabilities	2,128,719	8,110,399
Taxes payable	2,863,943	6,259,271
Refundable security deposits due to distributors	3,970,200	3,829,800
Liabilities assumed from reorganization	307,142	524,614
Derivative liabilities	1,218,616	18,497,227
Convertible debt, net of discount $1,833,267 and $13,669,752 as of March 31, 2011and June 30, 2010, respectively	15,546,733	12,210,248
Total current liabilities	41,906,371	67,823,217
Total liabilities	41,906,371	67,823,217

COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Convertible preferred stock Series A ($0.001 par value; 20,000,000 shares authorized, 0 shares issued and outstanding as of March 31, 2011 and June 30, 2010)	-	-
Common stock ($0.001 par value, 22,500,000 shares authorized, 13,692,179 and 11,701,802 shares issued and outstanding as of March 31, 2011 and June 30, 2010, respectively)	13,692	11,702
Additional paid-in capital	47,706,099	30,846,915
Capital contribution receivable	(11,000)	(11,000)
Retained earnings	119,559,930	92,797,859
Statutory reserves	3,253,878	3,253,878
Accumulated other comprehensive income	14,213,653	7,617,703
Total shareholders' equity	184,736,252	134,517,057
Total liabilities and shareholders' equity	$226,642,623	$202,340,274

The accompaning notes are an integral part of these consolidateed financial statements.

JIANGBO PHARMACEUTICALS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME
(UNAUDITED)

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2011	2010	2011	2010
CONTINUIG OPERATIONS:				
REVENUES	$18,109,343	$25,571,389	$69,199,820	$68,135,385
COST OF SALES	6,070,653	6,974,455	20,331,519	17,901,903
GROSS PROFIT	12,038,690	18,596,934	48,868,301	50,233,482
RESEARCH AND DEVELOPMENT EXPENSE	233,145	1,093,440	1,426,425	3,299,400
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	5,845,257	3,799,136	13,949,528	13,400,155
INCOME FROM OPERATIONS	5,960,288	13,704,358	33,492,348	33,533,927
OTHER INCOME(EXPENSE):				
Change in fair value of derivative liabilities	2,754,749	11,624,079	15,078,239	13,490,071
Other income - related parties	83,672	80,652	247,748	241,956
Non-operating income(expense), net	338,540	(5,790)	392,443	(220,061)
Interest expense, net	(2,539,807)	(6,643,163)	(13,649,378)	(15,562,981)
Total other income (expense), net	637,154	5,055,778	2,069,052	(2,051,015)
INCOME FROM CONTINUING OPERATIONS BEFORE PROVISION FOR INCOME TAXES	6,597,442	18,760,136	35,561,400	31,482,912
PROVISION FOR INCOME TAXES	1,539,695	3,539,870	8,799,329	8,618,061
INCOME FROM CONTINUING OPERATIONS	5,057,747	15,220,266	26,762,071	22,864,851
DISCONTINUED OPERATIONS:				
Loss from discontinued operations-net	-	36,000	-	200,769
NET INCOME	5,057,747	15,184,266	26,762,071	22,664,082
COMPREHENSIVE INCOME				
Net income	5,057,747	15,184,266	26,762,071	22,664,082
Unrealized gainon available-for-sale securities	-	32,164	-	88,535
Foreign currency translation adjustment	1,177,397	509	6,595,950	197,393
COMPREHENSIVE INCOME	$6,235,144	$15,216,939	$33,358,021	$22,950,010
BASIC WEIGHTED AVERAGE NUMBER OF SHARES	13,486,711	11,419,991	12,818,593	10,965,346

BASIC EARNINGS PER SHARE	$0.38	$1.33	$2.09	$2.07
DILUTED WEIGHTED AVERAGE NUMBER OF SHARES	15,659,211	15,235,811	15,192,372	15,234,156
DILUTED EARNINGS PER SHARE	$0.22	$0.02	$1.76	$0.57

The accompaning notes are an integral part of these consolidateed financial statements.

JIANGBO PHARMACEUTICALS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock Par Vaule $0.001		Additional	Capital	Retained Earnings		Accumulated other	
	Number of shares	Common stock	Paid-in capital	contribution receivable	Statutory reserves	Unrestricted earnings	comprehensive income	Totals
BALANCE, June 30, 2009	10,435,099	$10,435	$48,397,794	$(11,000)	$3,253,878	$67,888,667	$6,523,602	$126,063,376
Cumulative effect of reclassification of warrants			(34,971,570)			(4,941,163)		(39,912,733)
BALANCE, July 1, 2009 as adjusted	10,435,099	10,435	13,426,224	(11,000)	3,253,878	62,947,504	6,523,602	86,150,643
Common stock issued for payment for other payable-related party @ $8.75 per share	2,286	2	19,998					20,000
Common stock issued for payment for service @ $8.75 per share	1,143	1	9,999					10,000
Common stock issued for services @ $9.91 per share	1,009	1	9,999					10,000
Common stock issued for interest payment @ $8.00 per share	84,015	85	990,968					991,053
Conversion of convertible debt to stock @ $8.00 per share	951,250	951	7,609,049					7,610,000
Reclassification from warrant liabilites to APIC due to			6,287,408					6,287,408

conversion of convertible debt								
Stock based compensation			135,104					135,104
Net income						22,664,082		22,664,082
Change in fair value on restricted marketable equity securities							88,535	88,535
Foreign currency translation gain							197,393	197,393
BALANCE, March 31, 2010 (Unaudited)	11,474,802	$11,475	$28,488,749	$(11,000)	$3,253,878	$85,611,586	$6,809,530	$124,164,218
Common stock issued for services @ $9.00 per share	17,350	17	156,133					156,150
Common stock issued for bonuses @ $8.50 per share	25,000	25	212,475					212,500
Common stock issued for bonuses @ $9.00 per share	15,900	16	143,084					143,100
Conversion of convertible debt to stock @ $8.00 per share	168,750	169	1,349,831					1,350,000
Reclassification of derivative liabilities to APIC due to conversion of convertible debt			496,643					496,643
Net income						7,186,273		7,186,273
Change in fair value on restricted marketable equity securities							77,843	77,843
Foreign currency translation gain							730,330	730,330

BALANCE, June 30, 2010	11,701,802	$11,702	$30,846,915	$(11,000)	$3,253,878	$92,797,859	$7,617,703	$134,517,057
Common stock issued for services @ $7.49 per share	1,450	1	10,859					10,860
Common stock issued for services @ $8.4 per share	6,500	6	54,593					54,599
Common stock issued for settlement @ $6.71 per share	22,500	23	150,953					150,976
Common stock issued for services @ $5.72 per share	7,950	8	45,466					45,474
Common stock issued for services @ $4.38 per share	3,200	3	14,013					14,016
Conversion of convertible debt to stock @ $8.0 per share	1,062,500	1,063	8,498,937					8,500,000
Common stock issued for convertible debentures interest and penalty settlement @ 6.64 per share	886,277	886	5,883,993					5,884,879
Reclassification of derivative liabilities to APIC due to conversion of convertible debt			2,200,370					2,200,370
Stock based compensation								-
Net income						26,762,071		26,762,071
Foreign currency translation gain							6,595,950	6,595,950
BALANCE, March 31, 2011 (Unaudited)	13,692,179	$13,692	$47,706,099	$(11,000)	$3,253,878	$119,559,930	$14,213,653	$184,736,252

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

JIANGBO PHARMACEUTICALS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended March 31,	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$26,762,071	$22,664,082
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	628,964	615,565
Amortization of intangible assets	2,155,483	1,194,331
Amortization of debt issuance costs	389,093	670,984
Amortization of debt discount	11,836,485	11,409,936
Loss from discontinued operations-net	-	200,769
Gain from issuance of shares in lieu of cash interest payment	(396,152)	318,936
Interest expense payment of shares in lieu of cash	-	4,457
Bad debt (recovery) expense	(644,458)	446,257
Realized loss on sale of marketable securities	3,241	406,346
Unrealized (gain) loss on investments	68,210	(270,339)
Change in fair value of derivative liabilities	(14,961,390)	(13,490,071)
Stock-based compensation	124,951	155,104
Gain on legal settlement settled on shares	(91,495)	-
Changes in operating assets and liabilities		
Accounts receivable	14,068,839	(8,813,521)
Inventories	(605,309)	(86,604)
Other receivables	(25,267)	154,654
Other receivables- related parties	82,583	(241,956)
Advances to suppliers	58,967	(273,373)
Long term prepayments	82,906	-
Accounts payable	43,147	(3,926,015)
Customer deposit	-	(1,026,480)
Other payables	125,055	725,041
Other payables - related parties	265,247	712,114
Accrued liabilities	(185,326	3,338,191
Liabilities assumed from reorganization	(217,472)	(95,384)
Taxes payable	(3,564,035)	(6,308,625)
Net cash provided by operating activities	36,004,338	8,484,399
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of marketable securities	51,313	531,750
Purchase of equipment and building improvements	(114,454)	(76,977)
Purchase of land use right	-	(16,975,633)
Net cash used in investing activities	(63,141)	(16,520,860)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Change in restricted cash	1,141,140	(4,186,572)
Payments for bank loans	(2,252,250)	(2,199,600)
Proceeds from bank loans	-	2,199,600

Proceeds from notes payable	17,781,889	19,173,180
Principal payments on notes payable	(18,923,029)	(14,986,608)
Net cash used in financing activities	(2,252,250)	-
EFFECTS OF FOREIGN CURRENCY EXCHANGE RATE FLUCTUATION ON CASH AND CASH EQUIVALENTS	4,580,789	134,826
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	38,269,736	(7,901,635)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	108,616,735	104,366,117
CASH AND CASH EQUIVALENTS, END OF PERIOD	$146,886,471	$96,464,482
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	$61,176	$393,111
Cash paid for income taxes	$11,808,802	$2,631,495
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued for stock based compensation	$-	$20,000
Common stock issued to offset related party payable	$-	$20,000
Common stock issued for interest payment	$6,281,031	$673,929
Common stock issued for convertible notes conversion	$8,500,000	$7,610,000
Common stock issued for legal settlement	$150,975	$-
Derivative liability reclassified to equity upon conversion	$2,200,370	$6,287,408
Transfer of investments to settle liabilities assumed from reorganization	$-	1,133,807

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

JIANGBO PHARMACEUTICALS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Organization and business

Jiangbo Pharmaceuticals, Inc. (the “Company” or “Jiangbo”) was originally incorporated in the state of Florida on August 15, 2001, under the name Genesis Technology Group, Inc.

Pursuant to a Certificate of Amendment to the Amended and Restated Articles of Incorporation filed with the state of Florida which took effect as of April 16, 2009, the Company's name was changed from "Genesis Pharmaceuticals Enterprises, Inc." to "Jiangbo Pharmaceuticals, Inc." (the "Corporate Name Change"). The Corporate Name Change was approved and authorized by the Board of Directors of the Company as well as the holders of a majority of the outstanding shares of the Company’s voting stock by written consent. As a result of the Corporate Name Change, the stock symbol changed to "JGBO" with the opening of trading on May 12, 2009.

Our primary operations consist of the business and operations of our direct and indirect subsidiaries, which produce and sell western pharmaceutical products and traditional Chinese pharmaceutical products in China and focuses on developing innovative medicines to address various medical needs for patients worldwide. Details of the Company’s subsidiaries as of March 31, 2011 are as follows:

Consolidated entity name:	Percentage of ownership
Karmoya International Ltd.	100%
Union Well International Limited	100%
Genesis Jiangbo (Laiyang) Biotech Technology Co., Ltd. (“GJBT”)	100%
Laiyang Jiangbo Pharmaceuticals Co., Ltd. (“Laiyang Jiangbo”)	100% (Contractual subsidiary)

Our relationships with Laiyang Jiangbo and its shareholders are governed by a series of contractual arrangements primarily between two entities associated with our wholly owned subsidiary Karmoya: (1) GJBT, Karmoya’s wholly foreign owned enterprise in PRC, and (2) Laiyang Jiangbo, Karmoya’s operating company in PRC. Under PRC laws, each of GJBT and Laiyang Jiangbo is an independent legal person and neither of them is exposed to liabilities incurred by the other party. The contractual arrangements constitute valid and binding obligations of the parties of such agreements. Each of the contractual arrangements, as amended and restated, and the rights and obligations of the parties thereto are enforceable and valid in accordance with the laws of the PRC. Other than pursuant to the contractual arrangements described below, Laiyang Jiangbo does not transfer any other funds generated from its operations to any other member of the LJ Group. The beneficial controlling stockholders of Jiangboown all the outstanding shares of Laiyang Jiangbo. In addition, Karmoya International Ltd is the indirect parent of GJBT and controls this entity through its ownership of Union Well International Limited.

On September 21, 2007, the Company entered into the following contractual arrangements with Laiyang Jiangbo:

Consulting Services Agreement: Pursuant to the exclusive consulting services agreement between GJBT and Laiyang Jiangbo, GJBT has the exclusive right to provide to Laiyang Jiangbo general consulting services related to pharmaceutical business operations, as well as consulting services related to human resources and technological research and development of pharmaceutical products and health supplements (the “Services”). Under this agreement, GJBT owns the intellectual property rights developed or discovered through research and development while providing the Services for Laiyang Jiangbo. Laiyang Jiangbo pays a quarterly consulting service fee in Chinese Renminbi (“RMB”) to GJBT that is equal to all of Laiyang Jiangbo's revenue for such quarter.

Operating Agreement: Pursuant to the operating agreement among GJBT, Laiyang Jiangbo and the shareholders of Laiyang Jiangbo who collectively hold 100% of the outstanding shares of Laiyang Jiangbo (collectively, the " Laiyang Shareholders "), GJBT provides guidance and instructions on Laiyang Jiangbo's daily operations, financial management and employment issues. The Laiyang Shareholders must appoint the candidates recommended by GJBT as members of Laiyang Jiangbo's board of directors. GJBT has the right to appoint senior executives of Laiyang Jiangbo. In addition, GJBT agrees to guarantee Laiyang Jiangbo's performance under any agreements or arrangements relating to Laiyang Jiangbo's business arrangements with any third party. Laiyang Jiangbo, in return, agreed to pledge its accounts receivable and all of its assets to GJBT. Moreover, Laiyang Jiangbo agrees that without the prior consent of GJBT, Laiyang Jiangbo will not engage in any transactions that could materially affect the assets, liabilities, rights or operations of Laiyang Jiangbo, including, but not limited to, incurrence or assumption of any indebtedness, sale or purchase of any assets or rights, incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party, or transfer of any agreements relating to its business operation to any third party. The term of this agreement is ten (10) years from September 21, 2007, unless early termination occurs in accordance with the provisions of the agreement and may be extended only upon GJBT's written confirmation prior to the expiration of the this agreement, with the extended term to be mutually agreed upon by the parties.

Equity Pledge Agreement: Pursuant to the equity pledge agreement among GJBT, Laiyang Jiangbo and the Laiyang Shareholders, the Laiyang Shareholders pledged all of their equity interests in Laiyang Jiangbo to GJBT to guarantee Laiyang Jiangbo's performance of its obligations under the consulting services agreement. If either Laiyang Jiangbo or any of the Laiyang Shareholders breaches its respective contractual obligations, GJBT, as pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. The Laiyang Shareholders also granted GJBT an exclusive, irrevocable power of attorney to take actions in the place and stead of the Laiyang Shareholders to carry out the security provisions of the equity pledge agreement and take any action and execute any instrument that GJBT may deem necessary or advisable to accomplish the purposes of the equity pledge agreement. The Laiyang Shareholders agreed, among other things, not to dispose of the pledged equity interests or take any actions that would prejudice GJBT's interest. The equity pledge agreement will expire two (2) years after Laiyang Jiangbo obligations under the exclusive consulting services agreement have been fulfilled.

Option Agreement: Pursuant to the option agreement among GJBT, Laiyang Jiangbo and the Laiyang Shareholders, the Laiyang Shareholders irrevocably granted GJBT or its designated person an exclusive option to purchase, to the extent permitted under PRC law, all or part of the equity interests in Laiyang Jiangbo for the cost of the initial contributions to the registered capital or the minimum amount of consideration permitted by applicable PRC law. GJBT or its designated person has sole discretion to decide when to exercise the option, whether in part or in full. The term of this agreement is ten (10) years from September 21, 2007, unless early termination occurs in accordance with the provisions of the agreement and may be extended only upon GJBT's written confirmation prior to the expiration of the this agreement, with the extended term to be mutually agreed upon by the parties.

Proxy Agreement: Pursuant to the proxy agreement among GJBT and the Laiyang Shareholders, the Laiyang Shareholders agreed to irrevocably grant and entrust all the rights to exercise their voting power to the person(s) appointed by GJBT. GJBT may from time to time establish and amend rules to govern how GJBT shall exercise the powers granted to it by the Laiyang Shareholders, and GJBT shall take action only in accordance with such rules. The Laiyang Shareholders shall not transfer their equity interests in Laiyang Jiangbo to any individual or company (other than GJBT or the individuals or entities designated by GJBT). The Laiyang Shareholders acknowledged that they will continue to perform this agreement even if one or more than one of them no longer hold the equity interests of Laiyang Jiangbo. This agreement may not be terminated without the unanimous consent of all of the parties, except that GJBT may terminate this agreement by giving thirty (30) days prior written notice to the Laiyang Shareholders.

Because the above arrangement, which assigned all of Laiyang Jiangbo's equity owners' rights and obligations to GJBT resulting in the equity owners lacking the ability to make decisions that have a significant effect on Laiyang Jiangbo's operations and GJBT's ability to extract the profits from the operation of Laiyang Jiangbo, and assume the Laiyang Jiangbo's residual benefits. Because the GJBT and its indirect parent are the sole interest holders of Laiyang Jiangbo, the Company consolidates Laiyang Jiangbo from its inception consistent with the provisions of FASB Accounting Standards Codification ("ASC") 810-10.

Note 2 - Summary of significant accounting policies

Basis of presentation

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for interim financial information and pursuant to the requirements for reporting on Form 10-Q. Certain information and footnote disclosures, which are normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations, although the Company believe that the disclosures made are adequate to provide for fair presentation. In the opinion of management, the accompanying consolidated interim financial statement include all adjustments (which include normal recurring adjustments)

necessary to present a fair statement of the Company's consolidated financial position as of March 31, 2011, its consolidated results of operations for the three and nine-month periods ended March 31, 2011 and 2010 and its cash flows and equity statements for the nine month periods ended March 31, 2011 and 2010, as applicable, have been made. The interim results of operations are not necessarily indicative of the operating results for the full fiscal year or any future periods.

The interim financial information should be read in conjunction with the Financial Statements and the notes thereto, included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2010, previously filed with the SEC on September 28, 2010.

Principles of consolidation

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Foreign currency translation

The reporting currency of the Company is the U.S. dollar. The functional currency of the Company is the local currency, the Chinese Renminbi ("RMB"). In accordance with the FASB's accounting standard governing foreign currency translation, results of operations and cash flows are translated at average exchange rates during the period, assets and liabilities are translated at the unified exchange rates as quoted at the end of the period, and equity is translated at historical exchange rates. As a result, amounts related to assets and liabilities reported on the consolidated statements of cash flows will not necessarily agree with changes in the corresponding balances on the consolidated balance sheets. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency are included in the results of operations as incurred.

Asset and liability accounts at March 31, 2011, were translated at 6.57 RMB to $1.00 as compared to 6.81 RMB to $1.00 at June 30, 2010. The average translation rates applied to statements of income for the nine months ended March 31, 2011 and 2010 were 6.68 RMB and 6.84 RMB to $1.00, respectively.

Reclassifications

Certain reclassifications, having no effect on net loss, have been made to the previously issued consolidated financial statements to conform to the current period's presentation and were not material.

Use of estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The significant estimates made in the preparation of the Company's consolidated financial statements relate to the assessment of the carrying values of accounts receivable and related allowance for doubtful accounts, allowance for obsolete inventory, sales returns, accrual for estimated advertising costs, fair value of warrants and beneficial conversion features related to the convertible notes, fair value of derivative liability and fair value of options granted to employees. Actual results could be materially different from these estimates upon which the carrying values were based.

Revenue recognition

Product sales are generally recognized when title to the product has transferred to customers in accordance with the terms of the sale. In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured.

The Company is generally not contractually obligated to accept returns. However, on a case by case negotiated basis, the Company permits customers to return their products. Management has evaluated the Company's customers' historical return experiences and determined the returns and related costs have been minimal. Therefore, no allowance for estimated returns is necessary.

Financial instruments

The accounting standard governing financial instruments adopted on July 1, 2008, defines financial instruments and requires fair value disclosures about those instruments. It defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosures requirements for fair value

measures. Investments, receivables, payables, short term loans and convertible debt all qualify as financial instruments. Management concluded the receivables, payables and short term loans approximate their fair values because of the short period of time between the origination of such instruments and their expected realization and, if applicable, their stated rates of interest are equivalent to rates currently available.

The three levels of valuation hierarchy are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company analyzes all financial instruments with features of both liabilities and equity under the FASB's accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Depending on the instrument and the terms of the transaction, the fair value of notes payable and derivative liabilities were modeled using a series of techniques, including closed-form analytic formula, such as the Black-Scholes option-pricing model.

Effective July 1, 2009, as a new accounting standard took effect, the Company's two convertible notes with principal amounts totaling $34,840,000 and 2,275,000 warrants previously treated as equity pursuant to the derivative treatment exemption are no longer afforded equity treatment because the strike price of the warrants is denominated in US dollar, a currency other than the Company's functional currency, the Chinese Renminbi. As a result, those financial instruments are not considered indexed to the Company's own stock, and as such, all future changes in the fair value of these convertible notes and warrants will be recognized currently in earnings until such time as the convertible notes and warrants are converted, exercised or expired.

As such, effective July 1, 2009, the Company reclassified the fair value of the conversion features on the convertible notes and warrants from equity to liability, as if these conversion features on the convertible notes and warrants were treated as a derivative liability since their initial issuance dates. Therefore, on July 1, 2009, the Company reclassified approximately $35 million from additional paid-in capital and approximately $4.9 million from beginning retained earnings to warrant liabilities, as a cumulative effect adjustment, to recognize the fair value of the conversion features on the convertible notes and warrants.

For the three and nine months ended March 31, 2011, $0 and $8.5 million convertible notes were converted, respectively. As of March 31, 2011, the Company has $17,380,000 convertible notes and 1,875,000 warrants outstanding. The fair value of the conversion features on the convertible notes was approximately $4,000 and the fair value of the warrants was approximately $1,200,000. The Company recognized approximately $2.7 million and $15.1 million gain from the change in fair value of the conversion features on the convertible notes and warrants for the three and nine months ended March 31, 2010.

These common stock purchase warrants do not trade in an active securities market, and as such, the Company estimates the fair value of the conversion features on the convertible notes and warrants using the Black-Scholes option-pricing model using the following assumptions:

	March 31, 2011				July 1, 2010			
	Annual dividend yield	Expected term (years)	Risk-free interest rate	Expected volatility	Annual dividend yield	Expected term (years)	Risk-free interest rate	Expected volatility
Conversion feature on the $5 million convertible notes	-	-	0.07%	57.00%	-	0.35	0.22%	57.00%
Conversion feature on the $30 million convertible notes	-	0.17	0.19%	57.00%	-	0.92	0.32%	57.00%
1,875,000 warrants issued in May 2008	-	2.17	0.61%	65.00%	-	2.92	1.00%	85.00%

Expected volatility is based primarily on historical volatility. Historical volatility was computed using weekly pricing observations for recent periods that correspond to the term of the warrants. The Company's management believes this method produces an estimate that is representative of the expectations of future volatility over the expected term of these warrants. The Company has no reason to believe future volatility over the expected remaining life of these warrants will likely differ materially from historical volatility. The expected life is based on the remaining term of the warrants. The risk-free interest rate is based on U.S. Treasury securities according to the remaining term of the financial instruments.

The following table sets forth by level within the fair value hierarchy the financial assets and liabilities that were accounted for at fair value on a recurring basis.

	Carrying Value at March 31, 2011	Fair Value Measurements at March 31, 2011, Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Investments	$ 46,094	$ 46,094	$ -	$ -
Conversion feature on the $3.5M Convertible Debt (November 2007)	-	-	-	-
Conversion feature on the $13.9M Convertible Debt (May 2008)	4,218	-	-	4,218
1,875,000 warrants issued in May 2008	1,214,398	-	-	1,214,398
Total	$ 1,264,710	$ 46,094	$ -	$ 1,218,616

10

Level 3 Valuation Reconciliations:

	March 31, 2011 (Unaudited)	June 30, 2010
Beginning Balance	$ 18,497,227	$ 39,912,733
Reclassification to APIC due to conversion of notes	(2,200,370)	(6,784,051)
Chang in fair value	(15,078,241)	(14,631,455)
Ending Balance	$ 1,218,616	$ 18,497,227

The Company did not identify any other non-recurring assets and liabilities that are required to be presented on the consolidated balance sheets at fair value in accordance with the relevant accounting standards.

An accounting standard became effective for the Company on July 1, 2008 which provided the Company with the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis with the difference between the carrying value before election of the fair value option and the fair value recorded upon election as an adjustment to beginning retained earnings. The Company chose not to elect the fair value option.

Stock-based compensation

The Company records stock-based compensation expense pursuant to the governing accounting standard which requires companies to measure compensation cost for stock-based employee compensation plans at fair value at the grant date and recognize the expense over the employee's requisite service period. The Company estimates the fair value of the awards using the Black-Scholes option pricing model. Under this accounting standard, the Company’s expected volatility assumption is based on the historical volatility of Company’s stock or the expected volatility of similar entities. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Stock-based compensation expense is recognized based on awards expected to vest, and there were no estimated forfeitures as the Company has a short history of issuing options.

The Company uses the Black-Scholes option-pricing model which was developed for use in estimating the fair value of options. Option-pricing models require the input of highly complex and subjective variables including the expected life of options granted and the Company’s expected stock price volatility over a period equal to or greater than the expected life of the options. Because changes in the subjective assumptions can materially affect the estimated value of the Company’s employee stock options, it is management’s opinion that the Black-Scholes option-pricing model may not provide an accurate measure of the fair value of the Company’s employee stock options. Although the fair value of employee stock options is determined in accordance with the accounting standards using an option-pricing model, that value may not be indicative of the fair value observed in a willing buyer/willing seller market transaction.

Comprehensive income

FASB’s accounting standard regarding comprehensive income establishes standards for reporting and display of comprehensive income and its components in financial statements. It requires that all items that are required to be recognized under accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The accompanying consolidated financial statements include the provisions of this accounting standard.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and demand deposits in accounts maintained with state-owned banks within the People's Republic of China ("PRC.") The Company considers all highly liquid instruments with original maturities of three months or less, and money market accounts to be cash and cash equivalents.

Restricted cash

Restricted cash represents amounts set aside by the Company in accordance with the Company's debt agreements with certain financial institutions. These cash amounts are designated for the purpose of paying down the principal amounts owed to the financial institutions, and these amounts are held at the same financial institutions with which the Company has debt agreements. Due to the short-term nature of the Company's debt obligations to these banks, the corresponding restricted cash balances have been classified as current in the consolidated balance sheets.

Investments

Investments are comprised of marketable equity securities of publicly traded companies and are stated at fair value based on the quoted prices of these securities. These investments are classified as trading securities based on the Company's intent to sell them in the near term. Restricted investments are marketable equity securities of publicly traded companies that were acquired through the reverse merger and contained certain SEC Rule 144 restrictions on the securities. Restricted investments are carried at fair value based on the trade price of these securities. These securities were classified as available-for-sale and reflected as restricted and noncurrent. As of March 31, 2011, restrictions on restricted investments were fully lifted as the Company met the holding period requirement and the Company has reclassified those investments as investments trading securities.

The following is a summary of the components of the gain/loss on investments and restricted investments for the three and nine months ended March 31, 2011 and 2010:

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2011	2010	2011	2010
Realized (gain) loss on trading securities	$ 6,085	$ (205)	$ 3,241	$ 406,346
Unrealized (gain) loss on trading securities	49,264	(4,592)	68,210	(270,339)
Unrealized gain on restricted investments – available-for-sale securities	-	(32,164)	-	(88,535)

All unrealized gains and losses related to available-for-sale securities have been properly reflected as a component of accumulated other comprehensive income.

Accounts receivable

During the normal course of business, the Company extends credit to its customers without requiring collateral or other security interests. Management reviews its accounts receivable at each reporting period to provide for an allowance against accounts receivable for an amount that could become uncollectible. This review process may involve the identification of payment problems with specific customers. The Company estimates this allowance based on the aging of the accounts receivable, historical collection experience, and other relevant factors, such as changes in the economy and the imposition of regulatory requirements that can have an impact on the industry. These factors continuously change, and can have an impact on collections and the Company's estimation process. These impacts may be material.

Certain accounts receivable amounts are charged off against allowances after unsuccessful collection efforts. Subsequent cash recoveries are recognized as income in the period when they occur.

Inventories

Inventories, consisting of raw materials, work-in-process, packing materials and finished goods related to the Company's products, are stated at the lower of cost or market utilizing the weighted average method. The Company reviews its inventory periodically for possible obsolete goods or to determine if any reserves are necessary. As of March 31, 2011 and June 30, 2010, the Company determined that no reserves were necessary.

Advance to suppliers

Advances to suppliers represent partial payments or deposits for future inventory purchases. These advances to suppliers are non-interest bearing and unsecured.

Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation. Additions and improvements to plant and equipment accounts are recorded at cost. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in the results of operations in the period of disposition. Maintenance, repairs, and minor renewals are charged directly to expense as incurred. Major additions and betterments to plant and equipment accounts are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of the assets are as follows:

	Useful Life
Building and building improvements	5 – 40 Years
Manufacturing equipment	5 – 20 Years
Office equipment and furniture	5 – 10 Years
Vehicles	5 Years

Intangible assets

All land in the PRC is owned by the PRC government and cannot be sold to any individual or company. The Company has recorded the amounts paid to the PRC government to acquire long-term interests to utilize land underlying the Company's facilities as land use rights. This type of arrangement is common for the use of land in the PRC. The land use rights are amortized on the straight-line method over the terms of the land use rights of 50 years.

Patents and licenses include purchased technological know-how, secret formulas, manufacturing processes, technical and procedural manuals, and the certificate of drugs production, and is amortized using the straight-line method over the expected useful economic life of 5 years, which reflects the period over which those formulas, manufacturing processes, technical and procedural manuals are kept secret to the Company as agreed between the Company and the selling parties.

The estimated useful lives of intangible assets are as follows:

	Useful Life
Land use rights	50 Years
Patents	5 Years
Licenses	5 Years
Customer list and customer relationships	3 Years
Trade secrets - formulas and know how technology	5 Years

Impairment of long-lived assets

Long-lived assets of the Company are reviewed if circumstances dictate, to determine whether their carrying values have become impaired. The Company considers assets to be impaired if the carrying values exceed the future projected cash flows from related operations. The Company also re-evaluates the periods of depreciation to determine whether subsequent events and circumstances warrant revised estimates of useful lives. As of March 31, 2011, the Company expects these assets to be fully recoverable.

Beneficial conversion feature of convertible notes

In accordance with accounting standards governing the beneficial conversion feature of convertible notes, the Company has determined that the convertible notes contained a beneficial conversion feature because on November 6, 2007, the effective conversion price of the $5,000,000 convertible note was $5.81 when the market value per share was $16.00, and on May 30, 2008, the effective conversion price of the $30,000,000 convertible note was $5.10 when the market value per share was $12.00. Total value of beneficial conversion feature of $2,904,092 for the November 6, 2007 convertible note and $19,111,323 for the May 30, 2008 convertible note was discounted from the carrying value of the convertible notes. The beneficial conversation feature is amortized using the effective interest method over the terms of the notes. As of March 31, 2011 and June 30, 2010, total of $1,167,871 and $8,637,647, respectively, remained unamortized for the beneficial conversion feature.

Income taxes

The Company accounts for income taxes in accordance with the FASB's accounting standard for income taxes. This standard requires a company to use the asset and liability method of accounting for income taxes, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Deferred income taxes are recognized for the tax consequences of temporary differences by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying

amounts and the tax bases of existing assets and liabilities. Under this accounting standard, the effect on deferred income taxes of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if it is more likely than not that some portion, or all of, a deferred tax asset will not be realized. As of March 31, 2011 and June 30, 2010, the Company did not have any net deferred tax assets or liabilities.

The FASB's accounting standards clarify the accounting and disclosure for uncertain tax positions and prescribe a recognition threshold and measurement attribute for recognition and measurement of a tax position taken or expected to be taken in a tax return. The accounting standards also provide guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Under this accounting standard, evaluation of a tax position is a two-step process. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination, including the resolution of any related appeals or litigation based on the technical merits of that position. The second step is to measure a tax position that meets the more-likely-than-not threshold to determine the amount of benefit to be recognized in the financial statements. A tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not criteria should be de-recognized in the first subsequent financial reporting period in which the threshold is no longer met. Penalties or interest incurred relating to underpayment of income taxes are classified as income tax expense in the period incurred. No significant penalties or interest relating to income taxes have been incurred during the nine months ended March 31, 2011 and 2010.

The Company's operations are subject to income and transaction taxes in the United States and in the PRC jurisdictions. Significant estimates and judgments are required in determining the Company's worldwide provision for income taxes. Some of these estimates are based on interpretations of existing tax laws or regulations, and as a result the ultimate amount of tax liability may be uncertain. However, the Company does not anticipate any events that would lead to changes to these uncertainties.

Value added tax

The Company is subject to value added tax ("VAT") for manufacturing products and business tax for services provided. The applicable VAT rate is 17% for products sold in the PRC. The amount of VAT liability is determined by applying the applicable tax rate to the invoiced amount of goods sold (output VAT) less VAT paid on purchases made with the relevant supporting invoices (input VAT). Under the commercial practice of the PRC, the Company pays VAT based on tax invoices issued. The tax invoices may be issued subsequent to the date on which revenue is recognized, and there may be a considerable delay between the date on which the revenue is recognized and the date on which the tax invoice is issued. In the event that the PRC tax authorities dispute the date on which revenue is recognized for tax purposes, the PRC tax office has the right to assess a penalty, which can range from zero to five times the amount of the taxes which are determined to be late or deficient, and will be charged to operations in the period if and when a determination is made by the taxing authorities that a penalty is due.

VAT on sales and VAT on purchases amounted to approximately $3,099,000 and $836,000 for the three months ended March 31, 2011, respectively, and approximately $4,347,000 and $924,000 for the three months ended March 31, 2010, respectively. VAT on sales and VAT on purchases amounted to approximately $11,764,000 and $3,089,000, respectively, for the nine months ended March 31, 2011, respectively, and approximately $11,583,000 and $2,662,000, respectively, for the nine months ended March 31, 2010, respectively. Sales and purchases are recorded net of VAT collected and paid as the Company acts as an agent for the government. VAT taxes are not impacted by the income tax holiday.

Shipping and handling

Shipping and handling costs related to costs of goods sold are included in selling, general and administrative expenses. Shipping and handling costs amounted to approximately $113,000 and $146,000, respectively, for the three months ended March 31, 2011 and 2010, respectively. Shipping and handling costs amounted to approximately $397,000 and $411,000 for the nine months ended March 31, 2011 and 2010, respectively.

Advertising

Expenses incurred in the advertising of the Company and the Company's products are charged to operations. Advertising expenses amounted to approximately $15,000 and $1,077,000 for the three months ended March 31, 2011 and 2010, respectively. Advertising expenses amounted to approximately $2,172,000 and $4,346,000 for the nine months ended March 31, 2011 and 2010, respectively.

Research and development

Research and development costs are expensed as incurred. These costs primarily consist of cost of materials used and salaries paid for the development of the Company's products, and fees paid to third parties to assist in such efforts.

Recent accounting pronouncements

In the third quarter of 2011, The Financial Accounting Standards Board ("FASB") has issued ASU No. 2011-01 through ASU 2011-3, which is not expected to have a material impact on the consolidated financial statements upon adoption.

Note 3 - Earnings per share

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

The following is a reconciliation of the basic and diluted earnings per share computations for the three months ended March 31, 2011 and 2010:

Basic earnings per share

	For the Three Months Ended March 31,	
	2011	2010
Net income for basic and diluted earnings per share	$5,057,747	$15,184,266
Weighted average shares used in basic computation	13,486,711	11,419,991
Earnings per share – Basic	$0.38	$1.33

Diluted earnings per share

	For the Three Months Ended March 31,	
	2011	2010
Net income for basic earnings per share	$5,057,747	$15,184,266
Add: interest expense	338,520	2,753,645
Add: financing cost amortization	37,696	198,230
Add: note discount amortization	2,339,710	3,862,102
Subtract: unamortized financing cost at beginning of the period	(116,353)	(763,915)
Subtract: unamortized debt discount at beginning of the period	(4,172,977)	(20,945,255)
Net income for diluted earnings per share	$3,484,343	$289,073
Weighted average shares used in basic computation	13,486,711	11,419,991
Diluted effect of stock options and warrants	-	391,931
Diluted effect of convertible note	2,172,500	3,423,889
Weighted average shares used in diluted computation	15,659,211	15,235,811
Earnings per share – Diluted	$0.22	$0.02

The following is a reconciliation of the basic and diluted earnings per share computations for the nine months ended March 31, 2011 and 2010:

Basic earnings per share

	For the Nine Months Ended March 31,	
	2011	2010
Net income for basic earnings per share	$26,762,071	$22,664,082
Weighted average shares used in basic computation	12,818,593	10,965,346
Earnings per share – Basic	$2.09	$2.07

Diluted earnings per share

	For the Nine Months Ended March 31,	
	2011	2010
Net income for basic earnings per share	$ 26,762,071	$ 22,664,082
Add: interest expense	1,900,456	3,744,360
Add: financing cost amortization	356,976	670,985
Add: note discount amortization	11,836,485	11,409,937
Subtract: unamortized financing cost at beginning of the period	(435,634)	(1,236,669)
Subtract: unamortized debt discount at beginning of the period	(13,669,752)	(28,493,090)
Net income for diluted earnings per share	$ 26,750,602	$ 8,759,605
Weighted average shares used in basic computation	12,818,593	10,965,346
Diluted effect of stock options and warrants	6,480	383,837
Diluted effect of convertible note	2,367,299	3,884,974
Weighted average shares used in diluted computation	15,192,372	15,234,157
Earnings per share – Diluted	$ 1.76	$ 0.57

For the three and nine months ended March 31, 2011, 7,500 vested stock options with an average exercise price of $17.93 were not included and 1,882,500 warrants with an average exercise price of $10.00 in the diluted earnings per share calculation because of the anti-dilutive effect. For the three and nine months ended March 31, 2010, 7,500 vested stock options with an average exercise price of $17.93 were not included in the diluted earnings per share calculation because of the anti-dilutive effect.

Note 4 – Accounts receivable, net

Accounts receivable consist of the followings:

	March 31, 2011 (Unaudited)	June 30, 2010
Accounts receivable	21,497,034	34,538,622
Less: accumulated depreciation	(737,268)	(1,343,421)
Total	$ 20,759,766	$ 33,195,201

The activities in the allowance for doubtful accounts are as follows for the periods ended March 31, 2011 and June 30, 2010:

	March 31, 2011 (Unaudited)	June 30, 2010
Beginning allowance for doubtful accounts	$ 1,343,421	$ 694,370
Bad debt additions	-	642,499
Reduction of allowance	(644,457)	-
Foreign currency translation adjustments	38,304	6,552
Ending allowance for doubtful accounts	$ 737,268	$ 1,343,421

Note 5 - Inventories

Inventories consisted of the following:

	March 31, 2010 (Unaudited)	June 30, 2010
Raw materials	$ 996,141	$ 924,996
Work-in-process	185,596	140,328
Packing materials	343,639	224,295
Finished goods	1,371,501	910,995
Total	$ 2,896,877	$ 2,200,614

Note 6 - Plant and equipment, net

Plant and equipment consisted of the following:

	March 31, 2011 (Unaudited)	June 30, 2010
Buildings and building improvements	$ 13,577,707	$ 12,891,331
Manufacturing equipment	2,998,644	2,783,090
Office equipment and furniture	197,926	222,172
Vehicles	497,962	479,999
Total	17,272,239	16,376,592
Less: accumulated depreciation	(3,802,758)	(3,092,280)
Total	$ 13,469,481	$ 13,284,312

For the three months ended March 31, 2011 and 2010, depreciation expense amounted to approximately $212,000 and $225,000, respectively. For the nine months ended March 31, 2011 and 2010, depreciation expense amounted to approximately $629,000 and $616,000, respectively.

Note 7 - Intangible assets, net

Intangible assets consisted of the following:

	March 31, 2010 (Unaudited)	June 30, 2010
Land use rights	$29,399,040	$28,359,388
Patents	5,161,219	4,964,010
Customer lists and customer relationships	1,171,131	1,129,716
Trade secrets, formulas and manufacturing process know-how	1,068,900	1,031,100
Licenses	24,356	23,494
Total	36,824,646	35,507,708
Less: accumulated amortization	(5,227,506)	(2,913,382)
Total	$31,597,140	$32,594,326

Amortization expense for the three months ended March 31, 2011 and 2010 amounted to approximately $1,386,000, and $391,000, respectively. Amortization expense for the nine months ended March 31, 2011 and 2010 amounted to approximately $2,155,000 and $1,194,000, respectively.

The following table summarizes the amortization expense for the next five years and thereafter:

Twelve month periods ending March 31,	
2012	$ 2,032,165
2013	1,727,592
2014	1,557,841
2015	597,613
2016 and thereafter	25,681,929
Total	$ 31,597,140

Note 8 - Debt

Short term bank loan

Short term bank loan represents an amount due to a bank that is due within one year. This loan can be renewed with the bank upon maturity. The Company's short term bank loan consisted of the following:

	March 31, 2011 (Unaudited)	June 30, 2010
Loan from Communication Bank; due December 2010; interest rate of 6.37% per annum; monthly interest payment; guaranteed by related party, Jiangbo Chinese-Western Pharmacy.	$ -	$ 2,209,500
Total	$ -	$ 2,209,500

17

Interest expense related to the short term bank loan amounted to approximately $0 and $37,000 for three months ended March 31, 2011 and 2010, respectively. Interest expense related to the short term bank loan amounted to approximately $61,000 and $73,000 for the nine months ended March 31, 2011 and 2010, respectively.

Notes Payable

Notes payable represents amounts due to a bank which are collateralized and typically renewed. All notes payable are secured by the Company's restricted cash. The Company's notes payables consist of the following:

	March 31, 2011 (Unaudited)	June 30, 2010
Commercial Bank, various amounts, non-interest bearing, due from April 2011 to July 2011; collateralized by 100% of restricted cash deposited	$10,383,600	$11,135,880
Total	$10,383,600	$11,135,880

Note 9 - Related party transactions

Other receivables - related parties

The Company leases two of its buildings to Jiangbo Chinese-Western Pharmacy, a company owned by the Company's Chairman of the Board and other majority shareholders. For the three months ended March 31, 2011 and 2010, the Company recorded other income of approximately $84,000 and $81,000 from leasing the two buildings to this related party. For the nine months ended March 31, 2011 and 2010, the Company recorded other income of approximately $248,000 and $242,000 from leasing the two buildings to this related party. As of March 31, 2011 and June 30, 2010, amount due from this related party was approximately $252,000 and $324,000, respectively.

Other payables - related parties

Other payables-related parties primarily consist of accrued salary payable to the Company's officers and directors, and advances from the Company's Chairman of the Board. These advances are short-term in nature and bear no interest. The amounts are expected to be repaid in the form of cash.

Other payables - related parties consisted of the following:

	March 31, 2011 (Unaudited)	June 30, 2010
Payable to Wubo Cao, Chairman of the Board	$ 204,732	$ 154,866
Payable to Shandong Hilead Biotechnology Co., Ltd., majority owned by Wubo Cao, Chairman of the Board and former Chief Executive Officer (1)	-	48,609
Payable to Michael Marks, Director	27,500	-
Payable to Haibo Xu, Former Chief Operating Officer and Director	-	33,688
Payable to Elsa Sung, Former Chief Financial Officer	11,308	5,932

Payable to Jian Ge, Director		112,500		-
Payable to Huang Lei, Director		112,500		-
Payable to Xiaowei Feng, Director		22,500		-
Payable to John Wang, Director		35,500		12,500
Total other payable - related parties	$	526,540	$	255,595

(1) The Company leases two warehouses from Shandong Hilead Biotechnology Co., Ltd., a company majority owned by the Company's Chairman and former Chief Executive Officer. The rent expense related to this lease for the periods ended at March 31, 2011 and 2010 were immaterial.

On December 23, 2010, the Company advanced approximately $104,000 to Jiangbo Chinese-Western Pharmacy, an entity that is 90% owned by Wubo Cao, the Company's Chairman, on an unsecured and interest free basis. The amount was fully repaid by Jiangbo Chinese-Western Pharmacy on December 30, 2010.

Note 10 – Concentration of Business

a. Concentration of Credit risk

Assets that the Company potentially subject to significant concentration of credit risks primarily consist of cash and cash equivalents and accounts receivable. The Company maintains cash deposits in financial institutions that exceed the amounts insured by the U.S. government. Balances at financial institutions or state-owned banks within the PRC are not covered by insurance. Non-performance by these institutions could expose the Company to losses for amounts in excess of insured balances. As of March 31, 2011 and June 30, 2010, the Company's bank balances, including restricted cash balances, exceeded government-insured limits by approximately $157,201,000 and $119,675,000, respectively. To date, the Company has not experienced any losses in such accounts.

Accounts receivable are typically unsecured and the risk with respect to accounts receivable is mitigated by credit evaluations. The Company monitors customers with outstanding balances.

b. Concentration of major customers, suppliers, and products

For the three months ended March 31, 2011 and 2010, sales from four products accounted for 96.8% and 99.8%, respectively, of the Company's total sales. For the nine months ended March 31, 2011 and 2010, the four products accounted for 97.8% and 99.4%, respectively, of the Company's total sales.

For the three months ended March 31, 2011 and 2010, three customers accounted for approximately 39.1% and 28.0%, respectively, of the Company's total revenue. For the nine months ended March 31, 2011 and 2010, the three customers accounted for approximately 35.0% and 25.8%, respectively, of the Company's total revenue. The three customers represented 37.7% and 28.7% of the Company's total accounts receivable as of March 31, 2011 and June 30, 2010, respectively.

For the three months ended March 31, 2011 and 2010, top three suppliers accounted for approximately 66.4% and 65.7%, respectively, of the Company's purchases. For the nine months ended March 31, 2011 and 2010, top three suppliers accounted for approximately 65.1% and 61.7%, respectively, of the Company's purchases. Top three suppliers represented 59.8% and 61.5% of the Company's total accounts payable as of March 31, 2011 and June 30, 2010, respectively.

Note 11 - Taxes payable

The Company is subject to the United States federal income tax at a tax rate of 34%. No provision for U.S. income taxes has been made as the Company had no U.S. taxable income during the nine months ended March 31, 2011 and 2010.

The Company's wholly owned subsidiaries Karmoya International Ltd. ("Karmoya") and Union Well International Ltd. ("Union Well") were incorporated in the British Virgin Island ("BVI") and the Cayman Islands, respectively. Under the current laws of the BVI and Cayman Islands, the two entities are not subject to income taxes.

On March 16, 2007, the National People's Congress of China passed the new Enterprise Income Tax Law ("EIT Law"), and on November 28, 2007, the State Council of China passed the Implementing Rules for the EIT Law ("Implementing Rules") which became effective on January 1, 2008. The EIT Law and Implementing Rules impose a unified EIT rate of 25.0% on all domestic-invested enterprises and FIEs, unless they qualify under certain limited exceptions. Therefore, nearly all FIEs are subject to the new tax rate alongside other domestic businesses rather than benefiting from the EIT Law and its associated preferential tax treatments, beginning January 1, 2008.

In addition to the changes to the current tax structure, under the EIT Law, an enterprise established outside of China with "de facto management bodies" within China is considered a resident enterprise and will normally be subject to an EIT of 25.0% on its global income. The Implementing Rules define the term "de facto management bodies" as "an establishment that exercises, in substance, overall management and control over the production, business, personnel, accounting, etc., of a Chinese enterprise." If the PRC tax authorities subsequently determine that the Company should be classified as a resident enterprise, then the organization's global income will be subject to PRC income tax of 25.0%. Laiyang Jiangbo and GJBT were subject to 25% income tax rate since January 1, 2008.

The table below summarizes the differences between the U.S. statutory federal rate and the Company's effective tax rate for the three months ended March 31, 2011 and 2010:

	For the Three Months Ended	
	2011 (Unaudited)	2010 (Unaudited)
U.S. Statutory rates	34.0%	34.0%
Foreign income not recognized in the U.S	(34.0)%	(34.0)%
China income taxes	25.0%	25.0%
Other items (a)	(1.7)%	(6.1)%
Total provision for income taxes	23.3%	18.9%

(a) The (1.7)% and (6.1)% represent the expenses incurred by the Company that are not deductible for PRC income tax purpose, and the gain on change in fair value of derivative liabilities and interest expense in relation to the convertible notes which were not subject to the income tax or bring tax benefits for the three months ended March 31, 2011 and 2010, respectively.

The table below summarizes the differences between the U.S. statutory federal rate and the Company's effective tax rate for the nine months ended March 31, 2011and 2010:

	For the Nine Months Ended	
	2011 (Unaudited)	2010 (Unaudited)
U.S. Statutory rates	34.0%	34.0%
Foreign income not recognized in the U.S	(34.0)%	(34.0)%
China income taxes	25.0%	25.0%
Other items(a)	(0.3)%	2.5%
Total provision for income taxes	24.7%	27.5%

(a) The (0.3)% and 2.5% represent the expenses incurred by the Company that are not deductible for PRC income tax purpose , for the nine months ended March 31, 2011 and 2010 respectively.

Taxes payable

The following table reflects taxes payable as of:

	March 31, 2011 (Unaudited)	June 30, 2010
Value added taxes	$ 665,256	$ 1,372,353
Income taxes	1,809,885	4,698,174
Other taxes	388,802	188,744
Total	$ 2,863,943	$ 6,259,271

Jiangbo incurred net operating losses of approximately $1,651,000 for income tax purposes for nine months ended March 31, 2011. The estimated net operating loss carryforwards for US income taxes amounted to approximately $6,535,000 which may be available to reduce future years' taxable income. These carryforwards will expire, if not utilized, from 2027 through 2030. Management believes that the realization of the benefits from these losses appears uncertain due to the Company's limited operating history and continuing losses for US income tax purposes. Accordingly, the Company has provided a 100% valuation allowance on the deferred tax asset benefit to reduce the asset to zero. The net change in the valuation allowance for the nine months ended March 31, 2011 was approximately $561,000 and the accumulated valuation allowance as of March 31, 2011 amounted to approximately $2,222,000. Management reviews this valuation allowance periodically and makes adjustments as necessary.

The Company has cumulative undistributed earnings of foreign subsidiaries of approximately $141,828,000 as of March 31, 2011, and is included in consolidated retained earnings and will continue to be indefinitely reinvested in international operations. Accordingly, no provision has been made for U.S. deferred taxes related to future repatriation of these earnings, nor is it practicable to estimate the amount of income taxes that would have to be provided if the Company concluded that such earnings will be remitted in the future.

Note 12 - Convertible Debt

November 2007 Convertible Debentures

On November 7, 2007, the Company entered into a Securities Purchase Agreement (the “November 2007 Purchase Agreement”) with Pope Investments, LLC (“Pope”) (the “November 2007 Investor”). Pursuant to the November 2007 Purchase Agreement, the Company issued and sold to the November 2007 Investor, $5,000,000 principal amount of 6% convertible subordinated debentures due November 30, 2010 (the “November 2007 Debenture”) and a three-year warrant to purchase 250,000 shares of the Company’s common stock, par value $0.001 per share, exercisable at $12.80 per share, subject to adjustments as provided therein. The November 2007 Debenture bears interest at the rate of 6% per annum and the initial conversion price of the debentures is $10 per share. In connection with the offering, the Company placed in escrow 500,000 shares of its common stock. As of March 31, 2011, the 500,000 shares are still in escrow. In connection with the May 2008 financing, the November 2007 Debenture conversion price was subsequently adjusted to $8 per share (Post 40-to-1 reverse split).

The Company evaluated the FASB’s accounting standard regarding convertible debentures and concluded that the convertible debenture has a beneficial conversion feature. The Company estimated the intrinsic value of the beneficial conversion feature of the November 2007 Debenture at $2,904,093. The fair value of the warrants was estimated at $2,095,907. The two amounts are recorded in full value of the bond as debt discount and amortized using the effective interest method over the three-year term of the debentures.

The fair value of the warrants granted with this private placement was computed using the Black-Scholes option-pricing model. Variables used in the option-pricing model include (1) risk-free interest rate at the date of grant (4.5%), (2) expected warrant life of 3 years, (3) expected volatility of 197%, and (4) zero expected dividends. The total estimated fair value of the warrants granted and beneficial conversion feature of the November 2007 Debenture should not exceed the $5,000,000 November 2007 Debenture, and the calculated warrant value was used to determine the allocation between the fair value of the beneficial conversion feature of the November 2007 Debenture and the fair value of the warrants.

In connection with the private placement, the Company paid the placement agents a fee of $250,000 and incurred other expenses of $104,408, which were capitalized as deferred debt issuance costs and are being amortized to interest expense over the life of the debentures. For the three months ended March 31, 2011 and 2010, amortization of debt issuance costs related to the November 2007 Purchase Agreement was $0 and $24,876, respectively. For the nine months ended March 31, 2011 and 2010, amortization of debt issuance costs related to the November 2007 Purchase Agreement was $32,117 and $102,951, respectively. The amortization of debt issuance costs has been included in interest expense. The remaining balance of unamortized debt issuance costs of the November 2007 Purchase Agreement at March 31, 2011 and June 30, 2010 was $0 and $32,118, respectively. The amortization of debt discounts was $0 and $436,202, respectively, for the three months ended March 31, 2011 and 2010. The amortization of debt discounts was $1,255,430 and $1,830,624, respectively, for the nine months ended March 31, 2011 and 2010, respectively. The amortization of debt discount has been included in interest expense on the accompanying consolidated statements of income. The balance of the debt discount was $0 and $1,255,430 at March 31, 2011 and June 30, 2010, respectively.

The November 2007 Debenture bears interest at the rate of 6% per annum, payable in semi-annual installments on May 31 and November 30 of each year, with the first interest payment due on May 31, 2008. The initial conversion price (“November 2007 Conversion Price”) of the November 2007 Debentures was $10 per share. If the Company issues common stock at a price that is less than the effective November 2007 Conversion Price, or common stock equivalents with an exercise or conversion price less than the then effective November 2007 Conversion Price, the November 2007 Conversion Price of the November 2007 Debenture and the exercise price of the warrants will be reduced to such price. The November 2007 Debenture may not be prepaid without the prior written consent of the Holder, as defined. In connection with the Offering, the Company placed in escrow 500,000 shares of common stock issued by the Company in the name of the escrow agent. In the event the Company’s consolidated Net Income Per Share (as defined in the November 2007 Purchase Agreement), for the year ended June 30, 2008, was less than $1.52, the escrow agent was required to deliver the 500,000 shares to the November 2007 Investor. The Company concluded that its fiscal 2008 Net Income Per Share met the required amount and no shares were delivered to the November 2007 Investor. As of March 31, 2011, the 500,000 shares were still in escrow. The original due date for the November 2007 Debenture was November 30, 2010. The Company was unable to repay the November 2007 on that date due to its inability to transfer sufficient cash out of the PRC. On January 19, 2011, the Company and Pope reached a settlement agreement; Pope agreed to extend the maturity date of November 2007 Debenture remaining outstanding balance of $3.5 million to February 28, 2011. The Company was unable to make the principal payment due to its continued inability to transfer sufficient cash out of the PRCand became delinquent on the November 2007 Debentures on February 28, 2011. As of March 31, 2011 and the date of this report, no formal event of default notice has been presented by the Holder of the November 2007 Debentures and the Company is currently in discussion with the holder to resolve the delinquent situation.

The financing was completed through a private placement to accredited investors and is exempt from registration pursuant to Section 492 of the Securities Act of 1933, as amended ("Securities Act").

During the three and nine months ended March 31, 2011, the Company issued 0 and 1,062,500 shares of its common stock upon conversion of 0 and $500,000 November 2007 Notes, respectively. As of March 31, 2011, a total of $1,500,000 November 2007 Debentures has been converted into shares of common stock of the Company.

May 2008 Convertible Debentures

On May 30, 2008, the Company entered into a Securities Purchase Agreement (the "May 2008 Securities Purchase Agreement") with certain investors (the "May 2008 Investors"), pursuant to which, on May 30, 2008, the Company sold to the May 2008 Investors 6% convertible debentures (the "May 2008 Notes") and warrants to purchase 1,875,000 shares of the Company's common stock ("May 2008 Warrants"), for an aggregate amount of $30,000,000 (the "May 2008 Purchase Price"), in transactions exempt from registration under the Securities Act (the "May 2008 Financing"). Pursuant to the terms of the May 2008 Securities Purchase Agreement, the Company will use the net proceeds from the financing for working capital purposes. In addition, pursuant to the terms of the May 2008 Securities Purchase Agreement, the Company was required, among other things, to increase the number of its authorized shares of common stock to 22,500,000 by August 31, 2008, and is prohibited from issuing any "Future Priced Securities" as such term is described by NASD IM-4350-1 for one year following the closing of the May 2008 Financing. The Company satisfied the increase in the number of its authorized shares of common stock in August 2008 (post 40-to-1 reverse split).

The May 2008 Notes are due May 30, 2011, and are convertible into shares of the Company's common stock at a conversion price equal to $8 per share, subject to adjustments pursuant to customary anti-dilution provisions and automatic downward adjustments in the event of certain sales or issuances by the Company of common stock at a price per share less than $8. Interest on the outstanding principal balance of the May 2008 Notes is payable at a rate of 6% per annum, in semi-annual installments payable on November 30 and May 30 of each year, with the first interest payment due on November 30, 2008. At any time after the issuance of the May 2008 Note, any May 2008 Investor may convert its May 2008 Notes, in whole or in part, into shares of the Company's common stock, provided that such May 2008 Investor shall not affect any conversion if immediately after such conversion, such May 2008 Investor and its affiliates would, in the aggregate, beneficially own more than 9.99% of the Company's outstanding common stock. The May 2008 Notes are convertible at the option of the Company if the following four conditions are met: (i) effectiveness of a registration statement with respect to the shares of the Company's common stock underlying the May 2008 Notes and the Warrants; (ii) the Volume Weighted Average Price ("VWAP" of the common stock has been equal to or greater than 250% of the conversion price, as adjusted, for 20 consecutive trading days on its principal trading market; (iii) the average dollar trading volume of the common stock exceeds $500,000 on its principal trading market for the same 20 days; and (iv) the Company achieves 2008 Guaranteed EBT (as hereinafter defined) and 2009 Guaranteed EBT (as hereinafter defined). A holder of the May 2008 Notes may require the Company to redeem all or a portion of such May 2008 Notes for cash at a redemption price as set forth in the May 2008 Notes, in the event of a change in control of the Company, an event of default or if any governmental agency in the PRC challenges or takes action that would adversely affect the transactions contemplated by the Securities Purchase Agreement. The May 2008 Warrants are exercisable for a five-year period, beginning on May 30, 2008, at an initial exercise price of $10 per share.

The Company estimated the intrinsic value of the beneficial conversion feature of the May 2008 Note at $19,111,323. The fair value of the warrants was estimated at $10,888,677. The two amounts are recorded together as debt discount and amortized using the effective interest method over the three-year term of the debentures.

The fair value of the warrants granted with this private placement was computed using the Black-Scholes option-pricing model. Variables used in the option-pricing model include (1) risk-free interest rate at the date of grant (4.2%), (2) expected warrant life of 5 years, (3) expected volatility of 95%, and (4) zero expected dividends. The total estimated fair value of the warrants granted and beneficial conversion feature of the May 2008 Notes should not exceed the $30,000,000 debenture, and the calculated warrant value was used to determine the allocation between the fair value of the beneficial conversion feature of the May 2008 debenture and the fair value of the warrants.

In connection with the private placement, the Company paid the placement agents a fee of $1,500,000 and incurred other expenses of $186,500, which were capitalized as deferred debt issuance costs and are being amortized to interest expense over the life of the notes. During the three months ended March 31, 2011 and 2010, amortization of debt issuance costs related to the May 2008 Purchase Agreement was $69,813 and $173,355, respectively. During the nine months ended March 31, 2011 and 2010, amortization of debt issuance costs related to the May 2008 Purchase Agreement was $356,976 and $568,033, respectively. The remaining balance of unamortized debt issuance costs of the May 2008 Purchase Agreement at March 31, 2011 and June 30, 2010 was $46,540 and $403,516, respectively. The amortization of debt discounts was $2,339,710 and $3,425,900 for the three months ended March 31, 2011 and 2010, and was $10,581,055 and $9,579,312 for the nine months ended March 31, 2011 and 2010 respectively, which has been included in interest expense on the accompanying consolidated statements of income. The balance of the unamortized debt discount was $1,833,267 and $12,414,322 at March 31, 2010 and June 30, 2010, respectively.

In connection with the May 2008 Financing, the Company entered into a holdback escrow agreement (the "Holdback Escrow Agreement") dated May 30, 2008, with the May 2008 Investors and Loeb & Loeb LLP, as Escrow Agent, pursuant to which $4,000,000 of the May 2008 Purchase Price was deposited into an escrow account with the Escrow Agent at the closing of the Financing. Pursuant to the terms of the Holdback Escrow Agreement, (i) $2,000,000 of the escrowed funds will be released to the Company upon the Company's satisfaction no later than 120 days following the closing of the Financing of an obligation that the board of directors be comprised of at least five members (at least two of whom are to be fluent English speakers who possess necessary experience to serve as a director of a public company), a majority of whom will be independent directors acceptable to Pope and (ii) $2,000,000 of the escrowed funds will be released to the Company upon the Company's satisfaction no later than six months following the closing of the Financing of an obligation to hire a qualified full-time chief financial officer (as defined in the May 2008 Securities Purchase Agreement). In the event that either or both of these obligations are not so satisfied, the applicable portion of the escrowed funds will be released pro rata to the Investors. The Company has satisfied both requirements and the holdback money was released to the Company in July 2008.

In connection with the May 2008 Financing, Mr. Cao, the Company's Chairman of the Board, placed 3,750,000 shares of common stock of the Company owned by him into an escrow account pursuant to a make good escrow agreement dated May 30, 2008 (the "Make Good Escrow Agreement"). In the event that either (i) the Company's adjusted 2008 earnings before taxes is less than $26,700,000 ("2008 Guaranteed EBT") or (ii) the Company's 2008 adjusted fully diluted earnings before taxes per share is less than $1.60 ("2008 Guaranteed Diluted EBT"), 1,500,000 of such shares (the "2008 Make Good Shares") are to be released pro rata to the May 2008 Investors. In the event that either (i) the Company's adjusted 2009 earnings before taxes is less than $38,400,000 ("2009 Guaranteed EBT") or (ii) the Company's adjusted fully diluted earnings before taxes per share is less than $2.32 (or $2.24 if the 500,000 shares of common stock held in escrow in connection with the November 2007 private placement have been released from escrow) ("2009 Guaranteed Diluted EBT"), 2,250,000 of such shares (the "2009 Make Good Shares") are to be released pro rata to the May 2008 Investors. Should the Company successfully satisfy these respective financial milestones, the 2008 Make Good Shares and 2009 Make Good Shares will be returned to Mr. Cao. In addition, Mr. Cao is required to deliver shares of common stock owned by him to the Investors on a pro rata basis equal to the number of shares (the "Settlement Shares") required to satisfy all costs and expenses associated with the settlement of all legal and other matters pertaining to the Company prior to or in connection with the completion of the Company's October 2007 share exchange in accordance with formulas set forth in the May 2008 Securities Purchase Agreement (post 40-to-1 reverse split). The Company has concluded that both thresholds for the years ended June 30, 2009 and June 30, 2008 have been met. Neither the 2008 Make Good Shares nor the 2009 Make Good Shares had been returned to Mr. Cao as of March 31, 2011 and as of the date of this filing.

The security purchase agreement set forth permitted indebtedness which the Company's lease obligations and purchase money indebtedness is limited up to $1,500,000 per year in connection with new acquisition of capital assets and lease obligations. Permitted investment set forth with the security purchase agreement limits capital expenditure of the Company not to exceed $5,000,000 in any rolling 12 months.

Pursuant to a Registration Rights Agreement, the Company agreed to file a registration statement covering the resale of the shares of common stock underlying the May 2008 Notes and Warrants, (ii) the 2008 Make Good Shares, (iii) the 2009 Make Good Shares, and (iv) the Settlement Shares. The Company must file an initial registration statement covering the shares of common stock underlying the Notes and Warrants no later than 45 days from the closing of the Financing and to have such registration statement declared effective no later than 180 days from the closing of the Financing. If the Company does not timely file such registration statement or cause it to be declared effective by the required dates, then the Company will be required to pay liquidated damages to the Investors equal to 1.0% of the aggregate May 2008 Purchase Price paid by such Investors for each month that the Company does not file the registration statement or cause it to be declared effective. Notwithstanding the foregoing, in no event shall liquidated damages exceed 10% of the aggregate amount of the May 2008 Purchase Price. The Company satisfied its obligations

under the Registration Rights Agreement by filing the required registration statement and causing it to be declared effective within the time periods set forth in the Registration Rights Agreement.

During the three and nine months ended March 31, 2011, the Company issued 0 and 1,062,500 shares of its common stock upon conversion of $500,000 and $8,000,000 May 2008 Notes, respectively. As of March 31, 2011, a total of $16,120,000 May 2008 Notes has been converted into common shares.

The above two convertible debenture liabilities are as follows:

	March 31, 2011 (Unaudited)	June 30, 2010
November 2007 convertible debenture note payable	$ 3,500,000	$ 4,000,000
May 2008 convertible debenture note payable	13,880,000	21,880,000
Total convertible debenture note payable	17,380,000	25,880,000
Less: Unamortized discount on November 2007 convertible debenture note payable	-	(1,255,430)
Less: Unamortized discount on May 2008 convertible debenture note payable	(1,833,267)	(12,414,322)
Convertible debentures, net	$ 15,546,733	$ 12,210,248

Interest and Penalties

As a result of the delay in its ability to transfer cash out of the PRC (partially due to the stricter foreign exchange restrictions and regulations imposed in the PRC starting in December 2008), the Company became delinquent on the payment of interest under the November 2007 Debenture and May 2008 Notes in December 2009. In February 2010, the Company, the holder of the November 2007 Debenture and the majority holder of the May 2008 Notes holders entered to a waiver agreement regarding the delinquent interest payment; the waiver agreement required the Company to make the delinquent interest payments by February 25, 2010 and to have its common stock listed on the NASDAQ stock market on or prior to April 15, 2010. The Company was not able to meet the waiver letter requirements and has continued dialogue with the November 2007 Debenture and May 2008 Notes holders. No formal event of default notice was presented by the November 2007 Debenture or the May 2008 Notes holders. On January 19, 2011, the Company and the holder of the November 2007 Debenture and majority holder of the May 2008 Notes (the " Holder") entered into a Letter Agreement (the "Letter Agreement") whereby the Company agreed to issue a total of 886,277 shares of its common stock to the Holder and other holders of the May 2008 Notes by January 20, 2011 for all accrued interest and related interest penalty and the Holder agreed to waive the Event of Default provisions set forth in the November 2007 Debenture and the May 2008 Notes. Of the 886,277 shares issued, 366,048 shares were related to accrued interest and 520,229 shares were related to penalties. The Holder also agreed to extend the due date of the November 2007 Debenture to February 28, 2011. Approximately $6,281,031 of the accrued interest and related interest penalty was settled accordingly.

The Company was unable to make the principal payment and again became delinquent on the November 2007 Debenture on March 1, 2011. As of March 31, 2011 and the date of this report, no formal event of default notice has been presented by the holder of the November 2007 Debenture and the Company is currently in discussion with the holder of the November 2007 Debenture to resolve the delinquent situation.

Accrued interest and related interest penalty as of March 31, 2011 related to the November 2007 Debenture and May 2008 Notes amounted to $291,394.

Note 13 - Shareholders' equity

Common stock

In July 2010, the Company issued 3,250 shares of common stock to a consultant for services. The Company valued these shares at the fair value on the service contract date of $8.40 per share, or $27,300 in total, based on the trading price of common stock. For the nine months ended March 31, 2011, the Company recorded stock-based compensation expense of $27,300 related to this issuance accordingly.

In July 2010, the Company issued 562,500 shares of its common stock in connection with the conversion of $4,500,000 of May 2008 Notes at the conversion price of $8. In connection with the conversion, the Company recorded $2,636,210 in interest expense to fully amortize the unamortized discount and deferred financing costs related to the converted dentures.

In August 2010, the Company issued 125,000 shares of its common stock in connection with the conversion of $1,000,000 of May 2008 Notes at the conversion price of $8. In connection with the conversion, the Company recorded $541,033 in interest expense to fully amortize the unamortized discount and deferred financing costs related to the converted dentures.

In September 2010, the Company issued 250,000 shares of its common stock in connection with the conversion of $2,000,000 of May2008 Notes at the conversion price of $8. In connection with the conversion, the Company

recorded $999,286 in interest expense to fully amortize the unamortized discount and deferred financing costs related to the converted dentures.

In September 2010, the Company issued 1,450 shares of common stock to the Company's Chairman as director fee. The Company valued these shares at the fair market value on the date of grant of $7.49 per share, or $10,860 in total, based on the trading price of common stock. For the nine months ended March 31, 2011, the Company recorded stock based compensation expense of $10,860 related to this issuance accordingly.

In October 2010, the Company issued 62,500 shares of its common stock in connection with the conversion of $500,000 of May 2008 Notes at the conversion price of $8. In connection with the conversion, the Company recorded $226,132 in interest expense to fully amortize the unamortized discount and deferred financing costs related to the converted dentures.

In November 2010, the Company issued 62,500 shares of its common stock in connection with the conversion of $500,000 of November 2007 Debentures at the conversion price of $8. The Company did not recorded interest expense as the debenture discount and deferred financing costs related to the converted dentures have been fully amortized prior to the conversion.

In November 2010, the in connection with the settlement (see Note 19) with China West II, the Company issued 22,500 shares of its common stock and the shares were valued at fair market value on the date of settlement at $6.71 per share or $150,976 in total, based on the trading price of the common stock. For the nine months ended March, 2011, the Company recorded settlement income of approximately $91,000 related to this settlement.

In December 2010, the Company issued a total of 7,950 shares of common stock to four of the Company's director, officers and employees. as director fee. The Company valued these shares at the fair market value on the date of grant of $5.72 per share, or $45,471 in total, based on the trading price of common stock. For the nine months ended March 31, 2011, the Company recorded stock based compensation expense of $45,474 related to this issuance accordingly.

In January 2011, the Company issued 3,250 shares of common stock to a consultant for services. The Company valued these shares at the fair market value on the service contract date of $8.40 per share, or $27,300 in total, based on the trading price of common stock on the contract date. For the nine months ended March 31, 2011, the Company recorded stock-based compensation expense of $27,300 related to this issuance accordingly.

In January 2011, in connection with the settlement (see Note 12) with the November 2007 Debentures and May 2008 Notes holders, the Company issued 886,277 shares of its common stock and the shares were valued at fair market value on the date of settlement at $6.64 per share or $5,884,879 in total, based on the trading price of the common stock. For the nine months ended March, 2011, the Company recorded settlement income of approximately $262,000 related to this settlement.

In March 2011, the Company issued a total of 3,200 shares of common stock to two of the Company's directors and officers as compensations. The Company valued these shares at the fair market value on the date of grant of $4.38 per share, or $14,016 in total, based on the trading price of common stock. For the nine months ended March 31, 2011, the Company recorded stock based compensation expense of $14,016 related to this issuance accordingly.

Registered capital contribution receivable

At inception, Karmoya issued 1,000 shares of common stock to its founder. The shares were valued at par value. On September 20, 2007, the Company issued 9,000 shares of common stock to nine individuals at par value. The balance of $10,000 is shown as capital contribution receivable on the accompanying consolidated financial statements. As part of its agreements with the shareholders, the Company was to receive the $10,000 in October 2007. As of March 31, 2011, the Company has not received the $10,000.

Union Well was established on May 9, 2007, with a registered capital of $1,000. In connection with Karmoya's acquisition of Union Well, the registered capital of $1,000 is reflected as capital contribution receivable on the accompanying consolidated financial statements. The $1,000 was due in October 2007, however, as of March 31, 2011, the Company has not received the $1,000.

Note 14 - Warrants

In connection with the $5,000,000 November 2007 6% Convertible Debenture, the Company issued a three-year warrant to purchase 250,000 shares of common stock, at an exercise price of $12.80 per share. The calculated fair value of the warrants granted with this private placement was computed using the Black-Scholes option-pricing model. Variables used in the option-pricing model include (1) risk-free interest rate at the date of grant (4.5%), (2) expected warrant life of 3 years, (3) expected volatility of 197%, and (4) zero expected dividends. In connection with the May 2008 financing, the exercise price of outstanding warrants issued in November 2007 was reduced to $8 per share and the total number of warrants to purchase common stock was increased to 400,000. The 400,000 warrants were expired in November 2010.

In connection with the $30,000,000 May 2008 6% Convertible Notes, the Company issued a five-year warrant to purchase 1,875,000 shares of common stock, at an exercise price of $10 per share. The calculated fair value of the warrants granted with this private placement was computed using the Black-Scholes option-pricing model. Variables used in the option-pricing model include (1) risk-free interest rate at the date of grant (4.2%), (2) expected warrant life of 5 years, (3) expected volatility of 95%, and (4) zero expected dividends.

On February 15, 2009, the Company granted 40,000 stock warrants to a consultant at an exercise price of $6.00 per share exercisable for a period of three years. The warrants fully vest on July 15, 2009. The fair value of this warrant grant was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions: (1) risk-free interest rate at the date of grant (1.83%), (2) expected warrant life of three years, (3) expected volatility of 106%, and (4) zero expected dividends. In connection with these warrants, the Company recorded stock-based compensation expense of $126,616 for the six months ended December 31, 2009.

A summary of the warrants as of March 31, 2011, and changes during the period are presented below:

	Number of Warrants
Outstanding as of June 30, 2009	2,315,000
Granted	-
Forfeited	-
Exercised	-
Outstanding as of June 30, 2010	2,315,000
Granted	-
Forfeited	400,000
Exercised	-
Outstanding as of March 31, 2011 (unaudited)	1,915,000

The following is a summary of the status of warrants outstanding at March 31, 2011:

Outstanding Warrants			Exercisable Warrants		
Exercise Price	Number	Average Remaining Contractual Life (Years)	Average Exercise Price	Number	Average Remaining Contractual Life (Years)
$ 6.00	40,000	0.88	$ 6.00	40,000	0.88
$ 10.00	1,875,000	2.17	$ 10.00	1,875,000	2.17
Total	1,915,000			1,915,000	

The Company has 1,915,000 warrants outstanding and exercisable at an average exercise price of $9.92 per share as of March31, 2011.

Note 15 - Stock options

On June 10, 2008, 7,500 options were granted and the fair value of these options was estimated on the date of the grant using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	Expected Life	Expected Volatility	Dividend Yield	Risk Free Interest Rate	Grant Date Average Fair Value
Current officer	5 years	95%	0%	2.51%	$ 8.00

As of March 31, 2011, of the 7,500 options held by the Company's executives, directors, and employees were fully vested.

The following is a summary of the option activity:

	Number of Options
Outstanding as of June 30, 2009	140,900
Granted	-
Forfeited	-

Exercised	-
Outstanding as of June 30, 2010	140,900
Granted	-
Forfeited	133,400
Exercised	-
Outstanding as of March 31, 2011 (unaudited)	7,500

Following is a summary of the status of options outstanding at March 31, 2011:

Outstanding Options				Exercisable Options		
Average Exercise Price		Number	Weighted Average Remaining Contractual Life (years)	Average Exercise Price	Number	Weighted Average Remaining Contractual Life (years)
$	12.00	2,000	2.20	$ 12.00	2,000	2.20
$	16.00	1,750	2.20	$ 16.00	1,750	2.20
$	20.00	1,875	2.20	$ 20.00	1,875	2.20
$	24.00	1,875	2.20	$ 24.00	1,875	2.20
	Total	7,500		Total	7,500	

At March 31, 2011 and June 30, 2010, there was no compensation expense recorded related to options granted as related compensation expenses has been fully charged in prior periods.

Note 16 - Employee pension plan

The employee pension in the Company generally includes two parts: the first part to be paid by the Company is 30.6% of $128 for each qualified employee each month. The other part, paid by the employees, is 11% of $128 each month. For the three months ended March 31, 2011 and 2010, the Company made pension contributions in the amount of $28,655 and $28,096, respectively. For the nine months ended March 31, 2011 and 2010, the Company made pension contributions in the amount of $110,655 and $58,368, respectively.

Note 17 - Statutory reserves

The Company is required to make appropriations to reserve funds, comprising the statutory surplus reserve and discretionary surplus reserve, based on after-tax net income determined in accordance with generally accepted accounting principles of the People's Republic of China ("PRC GAAP"). Appropriations to the statutory surplus reserve is required to be at least 10% of the after tax net income determined in accordance with PRC GAAP until the reserve is equal to 50% of the entities' registered capital. Appropriations to the discretionary surplus reserve are made at the discretion of the Board of Directors.

The statutory surplus reserve fund is non-distributable other than during liquidation and can be used to fund previous years' losses, if any, and may be utilized for business expansion or converted into share capital by issuing new shares to existing shareholders in proportion to their shareholding or by increasing the par value of shares currently held by them, provided that the remaining reserve balance after such issue is not less than 25% of the registered capital.

The discretionary surplus fund may be used to acquire fixed assets or to increase the working capital to expend on production and operation of the business. The Company's Board of Directors decided not to make an appropriation to this reserve for 2008.

Pursuant to the Company's articles of incorporation, the Company is required to appropriate 10% of the net profit as statutory surplus reserve up to 50% of the Company’s registered capital. During the year ended June 30, 2008, the Company’s statutory surplus reserve reached 50% of its registered capital.

Note 18 - Accumulated other comprehensive income

The components of accumulated other comprehensive income is as follows:

Balance, June 30, 2009	$	6,523,602
Foreign currency translation gain		927,723
Unrealized gain on marketable securities		166,378
Balance, June 30, 2010	$	7,617,703
Foreign currency translation gain		6,595,950
Balance, March 31, 2011 (unaudited)	$	14,213,653

Note 19 - Commitments and Contingencies

Commitments

R&D Agreement

In September 2007, the Company entered into a three year Cooperative Research and Development Agreement ("CRADA") with a provincial university. Under the CRADA, the university is responsible for designing, researching and developing designated pharmaceutical projects for the Company. Additionally, the university will also provide technical services and trainings to the Company. As part of the CRADA, the Company will pay approximately $3.5 million (RMB 24,000,000) plus out-of-pocket expenses to the university annually and provide internship opportunities for students of the university. The Company will have the primary ownership of the designated research and development project results.

In November 2007, the Company entered into a five year CRADA with a research institute. Under this CRADA, the institute is responsible for designing, researching and developing designated pharmaceutical projects for the Company. Additionally, the university will also provide technical services and trainings to the Company. As part of the CRADA, the Company pays approximately $880,000 (RMB 6,000,000) to the institute annually. The Company will have the primary ownership of the designated research and development project results.

For the three months ended March 31, 2011 and 2010, approximately $233,000 and $1,093,000, respectively was incurred as research and development expense. For the nine months ended March 31, 2011 and 2010, approximately $1,426,000 and $3,299,000, respectively was incurred as research and development expense. As of March 31, 2011, the Company's future estimated payments to the remaining one CRADA amounted to approximately $1.5 million.

Contingencies

a. Delinquent in the Repayment of Principal on November 2007 Debenture

As discussed in Note 12, the Company became delinquent in the payment of principal on its November 2007 Debenture on March 1, 2011. To date, the Company has remained unable to make these payments. The Company is required to repay the then outstanding aggregate principal amount of the November 2007 Debentures, together with all accrued interest and penalties. The Company continues to be engaged in discussions with the sole holder of the November 2007 Debenture with respect to this payment delinquency. To date, the Company has not received a formal acceleration notice under the terms of the November 2007 Debentures, nor have any actions been taken against the Company to secure the obligations.

In the event that the Company is unable to repay the November 2007 Debentures, upon such an acceleration, or in the event that the Company is unable to repay the November 2007 Debentures, when due, it is likely that the sole holder of the November 2007 Debenture will institute legal proceedings against the Company to collect the amounts due under the November 2007 Debentures. The occurrence of any of these events would be materially adverse to the Company's ability to continue its business as it is presently conducted.

b. SEC Investigation

The Company received a letter of informal investigation dated December 22, 2010 from the U.S. Securities and Exchange Commission ("SEC") requesting the Company to provide certain documents. The letter indicated that the Company should not construe the investigation as an indication by the SEC or its staff that any violation of law has occurred or any adverse reflection on any person, entity or security.

In February 2011, the Company, through its Audit Committee, commenced an internal investigation into certain transactions. On March 26, 2011, the staff of the SEC having been informed by the Company of its internal investigation, notified the Company that it had begun a non-public formal investigation and requested certain information and materials relating to certain aspects of the Company's public disclosures and operations. The SEC has advised the Company that its investigation is not intended to suggest that the SEC believes at this time that the Company has done anything wrong and is in fact a fact finding investigation. The Company is committed to cooperating with the SEC Investigation and has responded to the SEC's request for materials and information. In light of the SEC's investigation, the Company, through its Audit Committee, decided that the investigation should be conducted as an independent investigation and that the scope of the independent investigation should cover all issues raised by the SEC Investigation. To that end the Audit Committee retained an international, U.S.-based law firm and an international professional accounting firm to conduct a comprehensive review of the issues raised by the SEC Investigation. The SEC Investigation and the Independent Investigation are still in their early stages, and the Company cannot predict the duration or outcome of the investigations, or the impact, if any, those investigations may have on the Company's financial condition or results of operations.

Operations based in the PRC

The Company's operations are carried out in the PRC. Accordingly, the Company's business, financial condition, and results of operations may be influenced by the political, economic, and legal environments in the PRC, and by the general state of the PRC's economy.

The Company's operations in the PRC are subject to specific considerations and significant risks not typically associated with companies in North America and Western Europe. These include risks associated with, among others, the political, economic, and legal environments, and foreign currency exchange. The Company's results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among others.

Legal proceedings

China West II, LLC and Genesis Technology Group, Inc., n/k/a Jiangbo Pharmaceuticals, Inc. (Arbitration)

In April 2010, China West II, LLC ("CW II") filed a Demand For Arbitration with the American Arbitration Association on the case of CW II and Genesis Technology Group, Inc. n/k/a Jiangbo Pharmaceuticals, Inc. In that matter, CW II seeks repayment and interest on a $142,500 promissory note dated August 3, 2007 made by Genesis Equity Partners II LLC ("GEP"), a subsidiary of the Company prior to the October 2007 reverse merger, and guaranteed by the Company. In November 2010, the Company signed a settlement agreement with CW II. The Company agreed to issue 22,500 shares of its common stock to CW II and CW II agreed to pay the Company $25,000 in cash. The Company and CW II generally and fully released each other from all claims and liabilities. In connection with the settlement, the Company recorded approximately $91,000 settlement gain.

Note 20- Subsequent event

The Company became delinquent in the payment of principal on its November 2007 Debenture on March 1, 2011. To date, the Company has remained unable to make these payments. The Company is required to repay the then outstanding aggregate principal amount of the November 2007 Debentures, together with all accrued interest and penalties. As of March 31, 2011 and the date of this report, no formal event of default notice has been presented by the sole holder of the November 2007 Debentures and the Company is currently in discussions with the sole holder of the November 2007 Debenture to resolve the delinquent situation. However, the sole holder of the November 2007 Debentures may deliver an acceleration notice to the Company at any time. In the event that an acceleration notice is delivered to the Company, a cross-default will occur with respect to our May 2008 Notes and the majority holder of the May 2008 Notes will have the right to deliver an acceleration notice with respect to the May 2008 Notes. In addition, on May 30, 2011, the Company will be required to repay the then outstanding aggregate principal amount of the May 2008 Notes, together with all accrued interest. There can be no assurance that the Company will be able to make the repayments on time. In the event that the Company is unable to repay the May 2008 Notes, when due, the majority holder of the May 2008 Notes may deliver an acceleration notice to the Company with respect to the May 2008 Notes. In the event that an acceleration notice is delivered to the Company, the Company may be forced to seek protection under the United States Bankruptcy Code.

Management has considered all events occurring through the date the financial statements have been issued, and has determined that there are no such events that are material to the financial statement, or all such material events have been fully disclosed.

Item 6. Exhibits

No.	Description
10.1	Employment Contract between Ms. Ziling Sun, the Company and Laiyang Jiangbo Pharmaceuticals, Co., Ltd., dated May 12, 2011 (1).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Interim Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Interim Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference to the Company’s Current Report on Form 8-K filed on May 16, 2011.

SIGNATURES

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

		JIANGBO PHARMACEUTICALS, INC.
Date: May 27, 2011	By:	/s/ Jin Linxian Jin Linxian Chief Executive Officer (Principal Executive Officer)
Date: May 27, 2011	By:	/s/ Ziling Sun Ziling Sun Interim Chief Financial Officer (Principal Accounting and Financial Officer)

EXHIBIT INDEX

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