CHINA PHARMA HOLDINGS, INC.
Form 10-Q/A
December 28, 2015

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

FORM 10-Q/A
(Amendment No. 1)

(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, 2015

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 001-34471

CHINA PHARMA HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Nevada	73-1564807
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

Second Floor, No. 17, Jinpan Road
Haikou, Hainan Province, China 570216
(Address of principal executive offices) (Zip Code)

+86- 898-6681-1730 (China)
(Issuer's telephone number, including area code)

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

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

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o (Do not check if a 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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 43,579,557 shares of Common Stock, $.001 par value, were outstanding as of May 5, 2015.

EXPLANATORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-Q (the "Amended 10-Q") of China Pharma Holdings, Inc. (the "Company") amends the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2015, filed with the Securities and Exchange Commission (the "SEC") on May 11, 2015 (the "Original 10-Q"). The Amended 10-Q is being filed to amend the Original 10-Q as follows:

1. The Company had not properly evaluated whether collectability of revenue was reasonably assured for sales to customers with significantly aged receivable balances and, therefore, whether the revenue had been appropriately recognized. As a result of the process review of revenue recognition, the Company determined that collectability of revenue was not reasonably assured for certain sales transactions and consequently it deferred revenue on these transactions. Additionally, the Company previously had not properly evaluated the reasonableness of the allowance for doubtful accounts. As a result of the process review of calculating the allowance for doubtful accounts, the Company has changed its estimate of allowance for doubtful accounts. Consequently, the Balance Sheet as of March 31, 2015 and the Statement of Operations and Comprehensive Loss, Statement of Cash Flows and Statement of Stockholders Equity for the three months ended March 31, 2015 have been restated.

2. To amend the reportable figures affected by the restatements discussed above and add the words "as restated", as applicable, to column headings of certain financial tables contained in Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

3. To amend and restate, in its entirety, Item 4. "Controls and Procedures," due to the errors in accounting that led to the restatement, the management concluded that the Company's disclosure controls and procedures were not effective at March 31, 2015.

Except as set forth above, the Amended 10-Q is identical to the Original 10-Q. The Amended 10-Q does not reflect events occurring after the filing of the Original 10-Q and no attempt has been made in the Amended 10-Q to modify or update other disclosures as presented in the Original 10-Q. Accordingly, this Amended 10-Q should be read in conjunction with the Company's filings with the SEC subsequent to the filing of the Original 10-Q. Additionally, the Company has attached to the Amended 10-Q updated certifications executed as of the date of the Amended 10-Q by the Company's Chief Executive Officer and interim Chief Financial Officer as required by Sections 302 and 906 of the Sarbanes Oxley Act of 2002. These updated certifications are attached as Exhibits 31.1, 31.2 and 32.1 to the Amended 10-Q.

CHINA PHARMA HOLDINGS, INC. AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

The accompanying unaudited condensed consolidated balance sheets, statements of operations and comprehensive income, and statements of cash flows and the related notes thereto, have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the disclosures required by U.S. GAAP for complete financial statements. The financial statements reflect all adjustments, consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair presentation for the interim periods.

The accompanying financial statements should be read in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K/A for the year ended December 31, 2014.

The results of operations for the three-month period ended March 31, 2015 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

CHINA PHARMA HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2015 As restated (Note 1)	December 31, 2014
ASSETS		
Current Assets:		
Cash and cash equivalents	$5,268,856	$5,295,790
Banker's acceptances	120,766	458,233
Trade accounts receivable, less allowance for doubtful accounts of $47,767,489 and $44,357,451, respectively	11,677,829	13,853,744
Other receivables, less allowance for doubtful accounts of $67,988 and $60,325, respectively	250,248	272,199
Advances to suppliers	8,082,226	7,889,009
Inventory, less allowance for obsolescence of $7,169,389 and $6,934,044, respectively	15,348,939	15,321,856
Prepaid expenses	231,637	404,370
Total Current Assets	40,980,501	43,495,201
Advances for purchases of intangible assets	42,594,188	42,390,186
Property and equipment, net of accumulated depreciation of $7,530,897 and $6,640,718, respectively	33,234,025	33,881,878
Intangible assets, net of accumulated amortization of $4,299,549 and $4,186,273, respectively	1,226,411	1,317,221
TOTAL ASSETS	$118,035,125	$121,084,486
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Trade accounts payable	$3,232,670	$2,550,816
Accrued expenses	260,796	269,870
Other payables	1,425,437	1,401,470
Advances from customers	1,844,518	2,078,866
Other payables - related parties	1,354,567	1,354,567
Current portion of construction loan facility	1,636,902	1,629,062
Short-term notes payable	4,910,707	4,887,187
Total Current Liabilities	14,665,597	14,171,838
Non-current Liabilities:		
Construction loan facility	11,458,317	11,403,438
Deferred revenue	3,179,390	3,164,163
Long-term deferred tax liability	273,291	252,707
Total Liabilities	29,576,595	28,992,146
Stockholders' Equity:		
Preferred stock, $0.001 par value; 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, $0.001 par value; 95,000,000 shares authorized;		

43,579,557 shares and 43,579,557 shares outstanding, respectively	43,580	43,580
Additional paid-in capital	23,590,204	23,590,204
Retained earnings	44,628,941	48,698,231
Accumulated other comprehensive income	20,195,805	19,760,325
Total Stockholders' Equity	88,458,530	92,092,340
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$118,035,125	$121,084,486

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

CHINA PHARMA HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended March 31,	
	2015	2014
	As restated (Note 1)	
Revenue	$5,694,930	$7,105,515
Cost of revenue	4,434,706	4,445,129
Inventory obsolescence	201,097	-
Gross profit	1,059,127	2,660,386
Operating expenses:		
Selling expenses	988,953	820,405
General and administrative expenses	472,429	423,927
Research and development expenses	160,828	444,407
Bad debt expense	3,200,003	3,308,129
Total operating expenses	4,822,213	4,996,868
Loss from operations	(3,763,086)	(2,336,482)
Other income (expense):		
Interest income	26,855	21,783
Interest expense	(313,775)	(56,447)
Net other expense	(286,920)	(34,664)
Loss before income taxes	(4,050,006)	(2,371,146)
Income tax expense	(19,284)	(19,347)
Net loss	(4,069,290)	(2,390,493)
Other comprehensive income - foreign currency translation adjustment	435,480	(1,114,984)
Comprehensive loss	$(3,633,810)	$(3,505,477)
Loss per share:		
Basic	$(0.09)	$(0.05)
Diluted	$(0.09)	$(0.05)

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

CHINA PHARMA HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31,	
	2015 As restated (Note 1)	2014
Cash Flows from Operating Activities:		
Net loss	$ (4,069,290)	$(2,390,493)
Depreciation and amortization	951,212	298,955
Bad debt expense	3,200,003	3,308,129
Inventory obsolencence reserve	201,097	
Deferred income taxes	19,284	19,347
Changes in assets and liabilities:		
Trade accounts and other receivables	(1,408,092)	(1,502,564)
Advances to suppliers	(154,575)	(29,253)
Inventory	396,521	482,976
Trade accounts payable	917,765	2,504,292
Accrued taxes payable	18,019	321,134
Other payables and accrued expenses	(4,813)	(24,759)
Advances from customers	(243,289)	(66,326)
Prepaid expenses	173,919	(430,479)
Net Cash Provided by Operating Activities	(2,239)	2,490,959
Cash Flows from Investing Activities:		
Purchases of property and equipment and	-	-
construction in process	(47,106)	(3,753,668)
Net Cash Used in Investing Activities	(47,106)	(3,753,668)
Cash Flows from Financing Activity:		
Proceeds from construction term loan	-	607,733
Net Cash Provided by Financing Activity	-	607,733
Effect of Exchange Rate Changes on Cash	22,411	(46,204)
Net (Decrease) Increase in Cash and Cash Equivalents	(26,934)	(701,180)
Cash and Cash Equivalents at Beginning of Period	5,295,790	5,993,139
Cash and Cash Equivalents at End of Period	$ 5,268,856	$5,291,959
Supplemental Cash Flow Information:		
Cash paid for interest	$ 310,390	$276,215
Cash paid for income taxes	-	-
Supplemental Noncash Investing and Financing Activities:		
Accounts payable for purchases of property and equipment	$ -	$1,382
Accounts receivable collected with banker's acceptances	464,075	644,740
Inventory purchased with banker's acceptances	551,167	915,495

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

CHINA PHARMA HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – RESTATEMENT

Restatement of March 31, 2015 Consolidated Financial Statements – The Company had not properly evaluated whether collectability of revenue was reasonably assured for sales to customers with significantly aged receivable balances and, therefore, whether the revenue had been appropriately recognized. As a result of the process review of revenue recognition, the Company determined that collectability of revenue was not reasonably assured for certain sales transactions and consequently it deferred revenue on these transactions.

Additionally, the Company previously had not properly evaluated the reasonableness of the allowance for doubtful accounts. As a result of the process review of estimating the allowance for doubtful accounts, the Company has changed its estimate of allowance for doubtful accounts.

As a result of revisions to the Company's reporting processes related to the above referenced items, the Company has adjusted its consolidated financial statements as of March 31, 2015 and for the three months then ended. The adjustments were as follows:

Balance Sheet Amounts	As Previously Reported	Restatement	As restated
March 31, 2015			
Accounts receivable, net of allowance	$18,806,377	$(7,128,548)	$11,677,829
Total current assets	48,109,049	(7,128,548)	40,980,501
Total assets	125,163,673	(7,128,548)	118,035,125
Deferred revenue	-	3,179,390	3,179,390
Total liabilities	26,397,205	(3,179,390)	29,576,595
Retained earnings	54,874,958	10,246,017	44,628,941
Accumulated other comprehensive income - foreign currency translation adjustment	20,257,726	61,921	20,195,805
Total stockholders' equity	98,766,468	10,307,938	88,458,530
Total liabilities and stockholders' equity	$125,163,673	$7,128,548	$118,035,125

Statement of Operations and Comprehensive Income Amounts	As Previously Reported	Restatement	As restated
For the three months ended March 31, 2015			
Bad debt expense	7,104,656	(3,904,653)	3,200,003
Total operating expenses	8,726,866	(3,904,653)	4,822,213
Loss from operations	(7,667,739)	3,904,653	(3,763,086)
Loss before income taxes	(7,954,659)	3,904,653	(4,050,006)
Net loss	(7,973,943)	3,904,653	(4,069,290)
Other comprehensive income - foreign currency translation adjustment	486,566	(51,086)	435,480
Basic and diluted loss per share	$(0.18)	0.09	$(0.09)

Statement of Cash Flows Amounts	As Previously Reported	Restatement	As restated

For the three months ended March 31, 2015			
Net loss	$(7,973,943)	3,904,653	$(4,069,290)
Bad debt expense	7,104,656	(3,904,653)	3,200,003

NOTE 2 - BASIS OF PRESENTATION

Organization and Nature of Operations – China Pharma Holdings, Inc., a Nevada corporation, owns 100% of Onny Investment Limited ("Onny"), a British Virgin Islands corporation, which owns 100% of Hainan Helpson Medical & Biotechnology Co., Ltd ("Helpson"), a company organized under the laws of the People's Republic of China (the "PRC"). China Pharma Holdings, Inc. and its subsidiaries are referred to herein as the "Company".

On December 31, 2012, China Pharma Holdings, Inc consummated a reincorporation merger for the purpose of changing its state of incorporation from Delaware to Nevada pursuant to the terms and conditions of an Agreement and Plan of Merger dated December 27, 2012. The reincorporation merger was approved by stockholders holding the majority of the Company's outstanding shares of common stock on December 21, 2012.

The Foreign Investment Industrial Catalogue (the "Catalogue") jointly issued by China's Ministry of Commerce and the National Development and Reform Commission (the latest version is the 2015 version, effective April 10, 2015) classified various industries/businesses into three different categories: (i) encouraged for foreign investment; (ii) restricted to foreign investment; and (iii) prohibited from foreign investment. For any industry/business not covered by any of these three categories, they will be deemed industries/businesses permitted for foreign investment. A typical foreign investment ownership restriction in the pharmaceutical industry is that a foreign investment enterprise (the "FIE") shall not have the whole or majority of its equity interests owned by a foreign owner if the FIE establishes more than 30 branch stores and distributes a variety of brands in those franchise stores, which is not the case for the Company's business.

Helpson manufactures and markets generic and branded pharmaceutical products as well as biochemical products primarily to hospitals and private retailers located throughout the PRC. The Company believes Helpson's business is not subject to any ownership restrictions prescribed under the Catalogue. Onny acquired 100% of the ownership in Helpson on May 25, 2005 by entering into an Equity Transfer Agreement with Helpson's three former shareholders. The transaction was approved by the Commercial Bureau of Hainan Province on June 12, 2005 and Helpson received the Certificate of Approval for Establishing of Enterprises with Foreign Investment in the PRC on the same day and its business license evidencing its WFOE (Wholly Foreign Owned Enterprise) status on June 21, 2005.

The Company has acquired and continues to acquire well-accepted medical formulas to add to its diverse portfolio of Western and Chinese medicines.

Consolidation and Basis of Presentation – The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and are expressed in United States dollars. The accompanying consolidated financial statements include the accounts and operations of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Helpson's functional currency is the Chinese Renminbi. Helpson's revenue and expenses are translated into United States dollars at the average exchange rate for the period. Assets and liabilities are translated at the exchange rate as of the end of the reporting period. Gains or losses from translating Helpson's financial statements are included in accumulated other comprehensive income, which is a component of stockholders' equity. Gains and losses arising from transactions denominated in a currency other than the functional currency of the entity that is a party to the transaction are included in the results of operations.

Condensed Financial Statements – The accompanying unaudited condensed consolidated financial statements were prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "Commission"). Certain information and note disclosures normally included in financial statements prepared in

accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Management of the Company (“Management”) believes the following disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 filed with the Commission on March 30, 2015.

These unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) that, in the opinion of Management, are necessary to present fairly the consolidated financial position and results of operations of the Company for the periods presented. Operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

Accounting Estimates - The preparation of financial statements in conformity with U.S. GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Basic and Diluted Loss per Common Share - Basic loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share is calculated to give effect to any potentially issuable dilutive common shares. There were no potentially dilutive common shares outstanding for all periods presented.

The following table is a presentation of the numerators and denominators used in the calculation of basic and diluted (loss) earnings per share:

	For the Three Months Ended March 31,	
	2015	2014
	(As restated)	
Net loss	$(4,069,290)	$(2,390,493)
Basic weighted-average common shares outstanding	43,579,557	43,579,557
Effect of dilutive securities:		
Warrants	-	-
Options	-	-
Diluted weighted-average common shares outstanding	43,579,557	43,579,557
Basic loss per share	$(0.09)	$(0.05)
Diluted loss per share	$(0.09)	$(0.05)

NOTE 3 – INVENTORY

Inventory consisted of the following:

	March 31, 2015	December 31, 2014
Raw materials	$ 18,779,245	$ 18,819,570
Work in process	-	-
Finished goods	3,739,083	3,436,330
	22,518,328	22,255,900
Obsolescence reserve	(7,169,389)	(6,934,044)
Total Inventory	$ 15,348,939	$ 15,321,856

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	March 31, 2015	December 31, 2014
Permit of land use	$ 461,063	$ 458,853
Building	11,333,987	11,279,704
Plant, machinery and equipment	28,541,198	28,358,694
Motor vehicle	151,702	150,976
Office equipment	271,096	268,521
Construction in progress	5,876	5,848
Total	40,764,922	40,522,596
Less: accumulated depreciation	(7,530,897)	(6,640,718)
Property and Equipment, net	$ 33,234,025	$ 33,881,878

A reconciliation of total interest cost incurred to interest expense as recognized in the consolidated statement of operations is as follows:

	For the Three Months Ended March 31,	
	2015	2014
Total interest cost incurred	$ 313,775	$ 276,215
Interest cost capitalized	-	219,768
Interest expense	$ 313,775	$ 56,447

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Asset	Life - years
Permit of land use	40 - 70
Building	20 - 49
Plant, machinery and equipment	10
Motor vehicle	5 - 10
Office equipment	3-5

For the three months ended March 31, 2015 and 2014, depreciation expense was $854,485 and $201,909, respectively.

NOTE 5 - INTANGIBLE ASSETS

Intangible assets represent the cost of medical formulas approved for production by the China Food and Drug Administration (“CFDA”) in China. During the three months ended March 31, 2015, the Company did not obtain CFDA production approval for any medical formula and therefore there were no costs reclassified from advances to medical formulas.

Approved medical formulas are amortized from the date CFDA approval is obtained over their individually identifiable estimated useful life, which ranges from ten to thirteen years. It is at least reasonably possible that a change in the estimated useful lives of the medical formulas could occur in the near term due to changes in the demand for the drugs and medicines produced from these medical formulas. For the three months ended March 31, 2015 and 2014, amortization expense relating to intangible assets was $96,726 and $97,046, respectively. Medical formulas typically do not have a residual value at the end of their amortization period.

The Company evaluates each approved medical formula for impairment at the date of CFDA approval, when indications of impairment are present and at the date of each financial statement. The Company’s evaluation is based on an estimated undiscounted net cash flow model, considering currently available market data for the related drug and the Company’s estimated market share. If the carrying value of the medical formula exceeds the estimated future net cash flows, an impairment loss is recognized for the excess of the carrying value over the discounted estimated future net cash flows. As a result of the evaluation, the Company has determined that each medical formula continues to provide benefits to the Company and no impairment was recognized during the three months ended March 31, 2015 or 2014.

As of March 31, 2015 and December 31, 2014, intangible assets consisted solely of CFDA approved medical formulas as follows:

	March 31, 2015	December 31, 2014
Gross carrying amount	$ 5,525,960	$ 5,499,494
Accumulated amortization	(4,299,549)	(4,182,273)
Net carrying amount	$ 1,226,411	$ 1,317,221

NOTE 6 – ADVANCES FOR PURCHASES OF INTANGIBLE ASSETS

In order to expand the number of medicines the Company manufactured and marketed, the Company has entered into contracts with independent laboratories for the purchase of medical formulas. Although CFDA approval had not been obtained for certain medical formulas as of the dates of the respective contracts, the objective of the contracts is for the Company to purchase CFDA-approved medical formulas once the CFDA approval process is completed. Some of the medical formulas currently under the CFDA's review also come with patents. As of March 31, 2015, the Company had received the title to two unexpired patents that relate to medical formulas currently in the CFDA approval process.

Prior to entering into contracts with the Company, laboratories typically are required to complete all research and development to determine the content of the medical formula and the method to produce the generic medicine. The application for CFDA's production approval must be made by the production facility that will produce the related product. As a result, a contract typically provides that once the Company buys the medical formula from the laboratory, the laboratory is required to assist the Company in applying for and obtaining the production approval from the CFDA.

A typical CFDA approval process for the production of a generic medical product involves a number of steps that generally require three to five years to complete. If the medical formula is purchased at the point when the generic medical product receives the CFDA's approval for a clinical study, which is very typical for the Company, the clinical study that follows will usually take from one and a half to three years to complete. After completing the clinical study, the results are submitted to the CFDA and a production approval application is filed with the CFDA. In most cases, it will take between eight to eighteen months to prepare and submit the application and finally obtain the CFDA production approval. Upon approving the generic medical product, the CFDA issues a production certificate and the Company can commence the production and sales of the generic medical product. As a result of this process, CFDA approval is expected to be received in approximately two to five years from the date the Company signs the medical formula contracts.

Under the terms of the contracts, the laboratories are required to assist the Company in obtaining production approval for the medical formulas from the CFDA. Management monitors the status of each medical formula on a regular basis in order to assess whether the laboratories are performing adequately under the contracts. If a medical product is not approved by the CFDA, as evidenced by their issuance of a denial letter, or if the laboratory breaches the contract, the laboratory is required under the contract to provide a refund to the Company of the full amount of the payments made to the laboratory for that formula, or the Company can require the application of those payments to another medical formula with the same laboratory. As a result of the refund right, the Company is ultimately purchasing an approved medical product. Accordingly, payments made prior to the issuance of production approval by the CFDA are recorded as advances for purchases of intangible assets.

To date, no formula has failed to receive CFDA production approval nor has the Company been informed or become aware of any formula that may fail to receive such approval. However, there is no assurance that the medical products will receive production approval and if the Company does not receive such approval, it will enforce its contractual rights to receive the refund from the laboratory or have the payments applied to another medical formula with the same laboratory.

As of March 31, 2015, the Company was obliged to pay laboratories and others approximately $5.19 million upon completion of various phases of contracts to provide CFDA production approval of medical formulas.

NOTE 7 – RELATED PARTY TRANSACTIONS

Total advances owing to a board member were $1,354,567 as of March 31, 2015 and December 31, 2014, respectively, and are recorded as "Other payables – related parties" on the accompanying condensed consolidated balance sheets. The advances bear interest at a rate of 1.0% per year and is payable on December 31, 2015. Total interest expense of $3,386 and $3,386 was recognized for the three months ended March 31, 2015 and 2014, respectively.

NOTE 8 – NOTES PAYABLE

In November 2014, the Company entered into a line of credit with a bank in the amount of RMB 30,000,000. The amounts advanced under the line of credit are due November 24, 2015. Advances on the line of credit are collateralized by certain land use rights, buildings and accounts receivable and bear interest at an annual rate of 6.16% (based upon 110% of the PRC government's current short term rate of 5.6%). In addition, the Company's Chief Executive Officer and Chair of the Board of Directors personally guaranteed the line of credit.

The outstanding balance due under the revolving line of credit as set forth above was RMB 30,000,000 as of March 31, 2015 and December 31, 2014 ($4,910,707 as of March 31, 2015 and $4,887,187 as of December 31, 2014). The Company has no additional amounts available to it under this line of credit. This amount has been classified as "Short-term notes payable" in the accompanying condensed consolidated balance sheets as of March 31, 2015 and

December 31, 2014.

NOTE 9 – CONSTRUCTION LOAN FACILITY

The Company obtained a construction loan facility in the amount of RMB 80,000,000 (approximately $13.0 million as of March 31, 2015) on June 21, 2013. The loan facility is for an eight-year term, which commenced on the initial draw-down date of July 11, 2013, and is from the same bank that currently provides the line of credit as discussed in Note 7. The proceeds of the loan were used for and are collateralized by the construction of the Company's new production facility and the included production line equipment and machinery. The loan currently bears interest at 7.205% based upon 110% of the PRC government's eight-year term rate effective on the actual draw-down date, and is subjected to annual adjustments based on 110% of the floating rate for the same type of loan on the anniversary from the draw-down date and its subsequent anniversary dates. The loan requires interest only payments for the first two years. Beginning July 11, 2015, the balance of the principal will be due in annual installments over six years through July 11, 2020. As of March 31, 2015, the Company had no additional amounts available to it under this facility.

Principal payments required for the next five years as of March 31, 2015 are as follows:

Year	Amount
2015	1,636,902
2016	1,636,902
2017	2,455,353
2018	2,455,353
2019	2,455,353
Thereafter	2,455,353
	$ 13,095,219

Fair Value of Notes Payable and Construction Loan Facility – Based on the borrowing rates currently available to the Company for bank loans with similar terms and maturities, the carrying amounts of notes payable and the construction loan facility outstanding as of March 31, 2015 and December 31, 2014 approximated their fair value because of either the immediate or short-term maturity of these financial instruments or because the underlying instruments bear interest rates that approximated current market rates.

NOTE 10 - INCOME TAXES

Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax laws or rates are recognized in operations in the period that includes the enactment date.

Undistributed earnings of Helpson, the Company's foreign subsidiary, since its acquisition, amounted to approximately $50.9 million as of March 31, 2015. Those earnings, as well as the investment in Helpson of approximately $23.3 million, are considered to be indefinitely reinvested and, accordingly, no U.S. federal or state income taxes have been provided thereon. Upon distribution of those earnings in the form of dividends or otherwise, the Company would be subject to U.S. federal and state income taxes (net of an adjustment for foreign tax credits) and withholding taxes payable to the PRC. Determination of the amount of unrecognized deferred U.S. income tax liability is not practicable because of the complexities associated with its hypothetical calculation; however, unrecognized foreign tax credits may be available to reduce a portion of the U.S. tax liability.

Under current tax law in the PRC, the Company is and will be subject to the following enterprise income tax rates:

Year	Enterprise Income Tax Rate
2014	15%
2015	15%
2016	15%
2017	25%
Thereafter	25%

The provision for income taxes consisted of the following:

	Three months ended March 31,	
	2015	2014
Current	$ -	$ -
Deferred	(19,284)	(19,347)
Total income tax (benefit) expense	$ (19,284)	$ (19,347)

The Company has net operating loss carry forwards for PRC tax purposes of approximately $11.9 million as of March 31, 2015, of which approximately $6.9 million, $4.4 million and $0.9 million is available to offset future taxable income through 2018, 2019 and 2020, respectively.

In assessing the realizability of deferred tax assets, Management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is

dependent upon the generation of future taxable income during the periods in which those differences become deductible or tax loss carry forwards are utilized. Management considers projected future taxable income and tax planning strategies in making this assessment. Based upon an assessment of the level of historical taxable income and projections for future taxable income over the periods on which the deferred tax assets are deductible or can be utilized, Management believes it is not likely the Company will realize all of the benefits of the deferred tax assets as of March 31, 2015 and December 31, 2014. Therefore, the Company has provided for a valuation allowance against its deferred tax assets of $10,450,754 and $10,968,262 as of March 31, 2015 and December 31, 2014, respectively.

The Company also incurred various other taxes, comprised primarily of business taxes, value-added taxes, urban construction taxes, education surcharges and others. Any unpaid amounts are reflected on the balance sheets as accrued taxes payable.

NOTE 11 – FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. To measure fair value, a hierarchy has been established which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities;
Level 2 – Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data;
Level 3 – Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The Company uses fair value to measure the value of the banker's acceptance notes it holds. The banker's acceptance notes are recorded at cost which approximates fair value. The Company held the following assets recorded at fair value as of March 31, 2015 and December 31, 2014:

		Fair Value Measurements at Reporting Date Using		
Description	March 31, 2015	Level 1	Level 2	Level 3
Banker's acceptance notes	$ 120,766	$ -	$ 120,766	$ -
Total	$ 120,766	$ -	$ 120,766	$ -

		Fair Value Measurements at Reporting Date Using		
Description	December 31, 2014	Level 1	Level 2	Level 3
Banker's acceptance notes	$ 458,233	$ -	$ 458,233	$ -
Total	$ 458,233	$ -	$ 458,233	$ -

NOTE 12 - STOCKHOLDERS' EQUITY

Preferred and Common Stock – The total number of authorized shares is 95,000,000 shares of common stock and 5,000,000 shares of preferred stock. The preferred stock may be issued in series with such designations, preferences, stated values, rights, qualifications or limitations as determined solely by the Company's Board of Directors.

Stock and Stock Options – On November 12, 2010, the Company's Board of Directors adopted, and on December 22, 2010, its stockholders approved the Company's 2010 Incentive Plan (the "Plan"), which gave the Company the ability to grant stock options, restricted stock, stock appreciation rights and performance units to its employees, directors and consultants, or those who will become employees, directors and consultants of the Company and/or its subsidiaries. The Plan currently allows for equity awards of up to 4,000,000 shares of common stock. Through March 31, 2015, there were no options to purchase common stock and 175,000 shares of restricted stock granted and outstanding under the Plan.

There were no securities issued under the Plan during the three months ended March 31, 2015 and March 31, 2014. As of March 31, 2015 there was no unrecognized compensation expense related to securities granted under the Plan.

NOTE 13 – CONTINGENCIES

Economic environment - Substantially all of the Company's operations are conducted in the PRC, and therefore the Company is subject to special considerations and significant risks not typically associated with companies operating in the United States of America. These risks include, among others, the political, economic and legal environments and fluctuations in the foreign currency exchange rate. The Company's results from operations may be adversely affected by changes in the political and social conditions in the PRC, and 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 other things. The unfavorable changes in global macroeconomic factors may also adversely affect the Company’s operations.

In addition, all of the Company's revenue is denominated in the PRC's currency of Renminbi (RMB), which must be converted into other currencies before remittance out of the PRC. Both the conversion of RMB into foreign currencies and the remittance of foreign currencies abroad require approval of the PRC government.

NOTE 14 – CONCENTRATIONS

As of March 31, 2015, one customer accounted for 17.3% of accounts receivable. As of December 31, 2014, one customer accounted for 17.7% of accounts receivable.

For the three months ended March 31, 2015 and 2014, one customer accounted for 19.7% and 16.6% of sales, respectively.

For the three months ended March 31, 2015 and 2014, purchases from one supplier accounted for 29.5% and 37.5% of raw material purchases, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The statements contained in this report with respect to our financial condition, results of operations and business that are not historical facts are forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology, such as "anticipate", "believe", "expect", "plan", "intend", "seek", "estimate", "project", "could", "may" or the negative thereof or other variations thereon, or by discussions of strategy that involve risks and uncertainties. Management wishes to caution the readers of the forward-looking statements that any such statements that are contained in this report reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors, including, but not limited to, economic, competitive, regulatory, technological, key employees, and general business factors affecting our operations, markets, growth, services, products, licenses and other factors, some of which are described in this report and some of which are discussed in our other periodic filings with the Securities and Exchange Commission. These forward-looking statements are only estimates or predictions. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of risks facing our company, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events.

These risk factors should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. All written and oral forward looking statements made in connection with this report that are attributable to our company or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given these uncertainties, we caution investors not to unduly rely on our forward-looking statements. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as required by applicable law or regulation.

Business Overview & Recent Developments

The China Food and Drug Administration ("CFDA") promulgated Good Manufacturing Practices for Pharmaceutical Products (2010 revised version) (the "New GMP Standards") on February 12, 2011, which became effective on March 1, 2011. The New GMP Standards outline the basic principles and standards for the manufacturing of pharmaceutical products and the management of quality controls in the manufacturing process in the PRC. Pursuant to those mandatory requirements, the upgrading of our two sterilization production lines were required to be completed by the end of 2013; and the upgrading of our oral solution production lines were required to be completed by the end of 2015. In November 2014 we received new GMP certificates for the four new injectable production lines in our new factory and initiated production on those lines. In January 2015 we also received new GMP certificates for the tablet and capsule production lines in our old factories. We plan to upgrade the dry powder injectable production line, granule production line and cephalosporin production line in our old factories by the end of 2015.

The products in our pipeline have experienced delays. The CFDA has enhanced its approval criteria and processes, resulting in additional supplemental materials and trials, higher cost, and longer approval time for certain applications across all the pharmaceutical products including all of our product types. We commenced leading formulation screening, new technology exploration, technical criteria improvement activities in 2013. We expect this new model will improve our developments and expand our exploration channels for the pipeline products.

The status of our pipeline products remains the same as we reported in our Annual Report on Form 10-K/A for the year ended December 31, 2014.

Market Trends

It is noteworthy that in 2014 there were certain state policy changes, such as the intention to release the control over drug prices, the restriction release on Internet drug sales, and the promotion on market-oriented reform of health care, which invigorated the traditional Chinese medicine industry. The logic behind these policies was to allow the market to play a decisive role in the allocation of resources, so as to improve operational efficiency and solve the problem of the inaccessibility of medicine and medical care which was experienced by a lot of people. The development of the pharmaceutical industry seems to fit the characteristics of the new normal Chinese economy: growth enters into the shift period, from high-speed growth to the medium-speed growth and the development of the industry relies on reformation, restructuring and innovation.

Currently, the health insurance fund spending accounts for more than 30% of total health expenditure, which is one of the main forces driving the development of the pharmaceutical industry in recent years. However, faced with huge health care expenses, the health insurance fund shortfall problem needs to be addressed urgently. Medicare cost control has been the focus of the market. From the current situation, it will become a trend. The National Development and Reform Commission issued "Promote Drug Price Reform Program (Draft)" on November 25, 2014, which intends to control medical costs through Medicare spending and bidding, form drug prices by market competition, and abolish the maximum retail price restriction of drugs from January 1, 2015. Some analysts believe that, when this reform program is implemented, the weight of Medicare rights will be enhanced and the bargaining power of medical institutions and other relevant parties will also be improved. Consequently, our whole industry will face even more severe price pressure.

China's pharmaceutical industrial output growth continued to slow down from the second half of 2013. In addition, the industry growth in 2014 experienced significant decline compared to the previous years due to certain medicare cost controls, and the upgrading requirements under the New GMP Standards. The Company believes that this trend will continue. Southern Medicine Economic Institute promulgated by CFDA predicts by 2015 China's pharmaceutical industry output growth of 15%, sales growth of 13%, and profit growth of 11%. Concerning the terminal market, China's pharmaceutical terminal market is expected to reach RMB 1.2457 trillion in 2014, up 13.4%; 2015 pharmaceutical terminal market will reach RMB 1.407 trillion, an increase of 12.9%.

Results of Operations for the Three Months Ended March 31, 2015

China provides a unique opportunity to its pharmaceutical industry; however, real challenges remain: from compulsory GMP upgrading requirements and rising pricing pressure to extended regulatory review time for new medical production applications. Each of these challenges impacted our performance negatively in this period, causing us to experience a significant decrease in our financial results due to lower sales, increased costs related to new product development and continued challenges with the collection of accounts receivable prior to mandatory price reductions imposed by the healthcare reform in China.

Our net loss for the three months ended March 31, 2015 was $4.1 million, compared to net loss of $2.4 million for the three months ended March 31, 2014. Net loss for the three months ended March 31, 2015 was mainly due to a decrease in revenue, and a comparable increase in cost of revenue.

Revenue

Revenue decreased by 20% to $5.7 million for the three months ended March 31, 2015, as compared to $7.1 million for the three months ended March 31, 2014.

Set forth below are our revenues by product category in millions USD for the three months ended March 31, 2015 and 2014:

Product Category	Three Months Ended March 31		Net Change	% Change
	2015	2014		
Anti-Viro/ Infection & Respiratory	$4.1	$5.0	($0.9)	-19%
CNS Cerebral & Cardio Vascular	$0.7	$0.9	($0.2)	-22%
Digestive Diseases	$0.1	$0.3	($0.2)	-52%
Other	$0.8	$0.9	($0.1)	-11%

The most significant revenue decrease in terms of dollar amount was in our "Anti-Viro/ Infection & Respiratory" product category, which generated $4.1 million in sales revenue in the first quarter of 2015 as compared to $5.0 million in the same period of 2014, a decrease of $0.9 million. The decrease in this category for the three months ended March 31, 2015 was primarily due to the decrease in Cefaclor sales, which were affected primarily by market demand volatility.

"CNS Cerebral & Cardio Vascular" category decreased by $0.2 million to $0.7 million in the first quarter of 2015 as compared to $0.9 million in the same period of 2014. The decrease was mainly a result of market share loss caused by the production suspension of injectable product lines in 2014.

Sales of the "Digestive Diseases" category decreased by $0.2 million to $0.1 million in the first quarter of 2015 as compared to $0.3 million in the same period of 2014. The decrease was mainly a result of market share loss caused by the production suspension of injectable product lines in 2014.

Our "Other" category generated $0.8 million of sales in the first quarter of 2015 as compared to $0.9 million in the same period of 2014, a decrease of $0.1 million.

In the three months ended March 31, 2015, revenue breakdown by product category showed minor changes. Sales of the "Anti-Viro / Infection & Respiratory" products category represented 71% of total sales in the three months ended March 31, 2015 as compared to 70% in the same period last year. The "CNS, Cerebral & Cardio Vascular" category represented 12% of total revenue in the three months ended March 31, 2015 as compared to 13% in the same period last year. The "Digestive Diseases" category represented 3% of total revenue in three months ended March 31, 2015 as compared to 4% in the same period last year. The "Other" category represented 14% and 13% of revenues in three months ended March 31, 2015 and 2014, respectively.

Cost of Revenue

For the three months ended March 31, 2015, our cost of revenue was $4.4 million, or 78% of total revenue, while it remained flat in terms of dollar amount as compared to $4.4 million in the same period last year, or 63% of total revenue, in the first quarter of 2014.

The increase in cost of revenue as a percentage of revenues was mainly due to the outsourced production costs for certain products incurred during 2014 when our injectable product lines were suspended. These outsourced finished goods were sold during the three months ended March 31, 2015. There were no outsourced production costs for the three months ended March 31, 2014. In addition, we believe our new production lines have not yet reached their optimal efficiency resulting in higher costs for the three months ended March 31, 2015.

Inventory Obsolescence

There was $0.2 million inventory obsolescence recorded for the three months ended March 31, 2015, and no inventory obsolescence for the three months ended March 31, 2014. We started recording inventory obsolescence allowance on a quarterly basis from this period as we believe it may result in material modification in our financial statements; while previously, we tested and recorded inventory obsolescence allowance on an annual basis.

Gross Profit and Gross Margin

Gross profit for the three months ended March 31, 2015 was $1.1 million, a decrease of $1.6 million, from gross profit of $2.7 million in the same period of 2014. Our gross profit margin in the first quarter of 2015 was 19% as compared to 37% in the same period of 2014. The decrease in gross profit margin was mainly due to the outsourced production costs for certain products incurred during 2014 when our injectable product lines were suspended and inventory obsolescence expense incurred in the three months ended March 31, 2015.

Selling Expenses

Our selling expenses for the three months ended March 31, 2015 were $1.0 million, which represented an increase of $0.2 million to $0.8 million in the same period last year. Selling expenses accounted for 17% of the total revenue in the first quarter 2015 compared to 12% in the same period in 2014. The increase in selling expense was mainly due to a $0.2 million expense related to a sales service agreement entered in July 2014, as well as increased travel expenses incurred by sales personnel in the current period. There was no comparable sales service agreement expense for the three months ended March 31, 2014.

General and Administrative Expenses

Our general and administrative expenses for the three months ended March 31, 2015 were $0.5 million as compared to $0.4 million in the same period 2014. General and administrative expenses accounted for 8% and 6% of total revenues in the three months ended March 31, 2015 and 2014, respectively.

Research and Development Expense

Our research and development expenses for the three months ended March 31, 2015 and 2014 were $0.2 million and $0.4 million, respectively. The decrease in research and development expense for the three months ended March 31, 2015 was mainly due to the reduction of costs related to the upgrading of new production lines as compared to the three months ended March 31, 2014.

Bad Debt Expense

Our bad debt expense for the three months ended March 31, 2015 were $3.2 million, which represented a decrease of $0.1 million from $3.3 million in the same period of 2014. The decrease in bad debt expenses was mainly due to the revision of the estimate for the allowance for doubtful accounts. We continued the marketing strategy of priority supply to customers with high-quality accounts receivable payment history, which in turn affected our relationship

with customers with poor accounts receivable payment performance, and their payment has been further slowed down. Nevertheless, even if the aging of the accounts receivable remains old, the management endeavors to facilitate and incentivize the repayment from such customers and may consider favored policies for that purpose.

In general, our normal credit or payment terms extended to customers are 90 days. This has not changed in recent years. Due to the peculiarity of the Chinese pharmaceutical market environment, deferred payments to pharmaceutical companies by state-owned hospitals and local medicine distributors are a normal phenomenon. Our customers are primarily pharmaceutical distributors who sell our products to mostly government-backed hospitals. Therefore, the age of our receivables from our customers tends to be long. Despite the increased proportion of our long aging accounts receivable, the Company will continue to make every effort in the goal to recover all outstanding arrears of accounts receivable.

The amount of accounts receivable that were past due (or the amount of accounts receivable that were more than 90 days old) was $18.0 million and $23.6 million as of March 31, 2015 and December 31, 2014, respectively. The following table illustrates our accounts receivable aging distribution in terms of percentage of total accounts receivable as of March 31, 2015 and December 31, 2014.

	March 31, 2015	December 31, 2014
1 - 90 Days	4.3%	5.2%
90 - 180 Days	4.3%	4.5%
180 - 360 Days	7.1%	6.9%
360 - 720 Days	18.3%	29.7%
> 720 Days	66.0%	53.7%
Total	100.0%	100.0%

Our bad debt allowance estimate is currently the sum of 10% of accounts receivable that are less than 365 days old, 70% of accounts receivable that are between 365 days and 720 days old and 100% of accounts receivable that are greater than 720 days old.

We recognize bad debt expense per actual write-offs as well as the changes of allowance for doubtful accounts. To the extent that our current allowance for doubtful accounts is higher than that of the previous period, we recognize a bad debt expense for the difference during the current period, and when the current allowance is lower than that of the previous period, we recognize a bad debt benefit for the difference. The allowance for doubtful accounts was $40.6 million and $44.4 million as of March 31, 2015 and December 31, 2014, respectively. The changes in the allowance for doubtful accounts during the three months ended March 31, 2015 and 2014 were as follows:

	For the Three Months Ended March 31,	
	2015	2014
Balance, Beginning of Period	$ 44,347,451	$ 13,301,622
Bad debt expense	3,200,003	3,308,129
Foreign currency translation adjustment	220,035	-141,299
Balance, End of Period	$ 44,767,489	$ 16,468,452

Loss from Operations

Our operating loss for the three months ended March 31, 2015 was $3.8 million as compared to $2.3 million in the same period of 2014. The increase of the operating loss was the primarily due to the decrease in revenue for the three months ended March 31, 2015.

Income Tax Benefit

For the three months ended March 31, 2015 and 2014, our income tax rate was 15%. Income tax benefit was $0.02 million for the three months ended March 31, 2015, remaining to be the similar comparing to $0.02 million benefit recognized for the three months ended March 31, 2014. The income taxes recognized for the three months ended March 31, 2015 and 2014 were related to changes in deferred tax assets and liabilities. We renewed our "National High-Tech Enterprise" status ("National HT Status") from the PRC government in the third quarter of 2013. With this designation, for the years ending December 31, 2014, 2015 and 2016, we will continue to enjoy a preferential tax rate of 15% which is notably lower than the statutory income tax rate of 25%.

Net Loss

Net loss for three months ended March 31, 2015 was $4.1 million, compared to net loss of $2.4 million in the same period of 2014. The increase of the net loss was primarily due to the decrease in revenue for the three months ended March 31, 2015.

For the three months ended March 31, 2015, loss per basic and diluted common share was $0.09, compared to loss per basic and diluted share of $0.05 for the same period of 2014.

The number of basic and diluted weighted-average outstanding shares used to calculate loss per share was 43,579,557 for the three months ended March 31, 2015 and 2014, respectively.

Liquidity and Capital Resources

Our principal sources of liquidity are cash generated from operations and short-term bank loans. Our cash and cash equivalents was $5.3 million, which represents 4.5% of our total assets as of March 31, 2015, remaining comparable to $5.3 million, which represented 4.4% of our total assets as of December 31, 2014. All of the $5.3 million of cash and cash equivalents as of March 31, 2015 is considered to be reinvested indefinitely in Helpson and is not expected to be available for payment of dividends, for other payments to our parent company or to its shareholders. As of March 31, 2015, we had a principal balance of $4.9 million in short-term bank loans. This loan is due on November 24, 2015. In addition, we entered into an eight-year construction loan facility with a bank on September 21, 2013. The total loan facility amount is RMB 80,000,000 (approximately $13 million), which had been fully utilized through May 7, 2014. The current portion of the construction loan facility is $1.6 million as of March 31, 2015 and is payable on July 11, 2015. Both the short-term bank loan and the construction loan facility are from the same bank. The cash flow generated from operating activities was used to fund the remaining construction of our GMP upgrading project in our new facility.

Based on our current operating plan, management believes that the cash provided by operations will be sufficient to meet our working capital needs, our construction loan repayment and our anticipated capital expenditures, including expenditures for new formula acquisitions and the new GMP upgrading related construction and equipment in our prior facility for the next twelve months. However, if circumstances change and we do not meet our operating plan as expected, we may be required to seek additional capital and/or to reduce certain discretionary spending, which could have a material adverse effect on our ability to achieve our business objectives. Notwithstanding the foregoing, we may seek additional financing as necessary for expansion purposes and when we believe market conditions are most advantageous, which may include debt and/or equity financing. There can be no assurance that any additional financing will be available on acceptable terms, if at all.

Operating Activities

Net cash used by operating activities was $2,239 in the three months ended March 31, 2015, compared to net cash generated by operating activities of $2.5 million for the same period in 2014. The change in operating cash flow activities was mainly due to decrease in revenue, and increase in payment to suppliers in the three months ended March 31, 2015 compared to December 31, 2014.

As of March 31, 2015, our accounts receivable was $11.7 million, a decrease of $2.2 million from $13.9 million as of December 31, 2014. Our receivables decreased due to revision of the estimate for the allowance for doubtful accounts as of March 31, 2015 compared to December 31, 2014.

As of March 31, 2015, the total inventory was $15.3 million, remaining comparable to $15.3 million as of December 31, 2014.

Investing Activities

During the three months ended March 31, 2015, net cash used in investing activities was $47,106, compared to $3.8 million for the same period of 2014. The decrease in investment spending in the first quarter in 2015 was mainly due to the decrease in investment in GMP upgrading related construction and equipment.

Financing Activities

There were no financing activities in the three months ended March 31, 2015, and there was $0.6 million cash provided by financing activities in the three months ended March 31, 2014. The financing activities that occurred in 2014 were related to the construction loan facility described under the first paragraph under this section entitled “Liquidity and Capital Resources”.

According to relevant PRC laws, companies registered in the PRC, including our PRC subsidiary, Helpson, are required to allocate at least ten percent (10%) of their after-tax net income, as determined under accounting standards and regulations in the PRC, to statutory surplus reserve accounts until the reserve account balances reach fifty percent (50%) of the companies' registered capital prior to their remittance of funds out of the PRC. Allocations to these reserves and funds can only be used for specific purposes and are not transferrable to the parent company in the form of loans, advances or cash dividends. As of March 31, 2015 and December 31, 2014, the net assets of Helpson were $84,304,000 and $87,832,000, respectively. Due to the restriction on dividend distribution to overseas shareholders, the amount of Helpson's net assets that were designated for general and statutory capital reserves, and thus could not be transferred to our parent company as cash dividends, were $8,182,770 and $8,182,770 (50% of registered capital) on March 31, 2015 and December 31, 2014, respectively. Since the amount that Helpson must set aside for the statutory surplus fund only accounts for 9.7% and 9.3%, respectively, of its total net assets, this reserve does not have a major impact on our liquidity. There were no allocations to the statutory surplus reserve accounts during the three months ended March 31, 2015.

The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of the PRC. Our businesses and assets are primarily denominated in RMB. All foreign exchange transactions take place either through the People's Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People's Bank of China. Approval of foreign currency payments by the People's Bank of China or other regulatory institutions requires submitting a payment application form together with applicable invoices and signed contracts. These currency exchange control procedures imposed by the PRC government authorities may restrict the ability of Helpson, our PRC subsidiary, to transfer its net assets to our parent company through loans, advances or cash dividends.

Off-Balance Sheet Arrangements

As of March 31, 2015, we did not have any off-balance sheet arrangements.

Commitments

As of March 31, 2015 we were obligated to pay laboratories and others approximately $4.6 million over approximately the next four years upon completion of the various phases of contracts to provide CFDA production approval of medical formulas.

Critical Accounting Policies

Management's discussion and analysis of its financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles. Our financial statements reflect the selection and application of accounting policies which require management to make significant estimates and judgments. The discussion of our critical accounting policies contained in Note 2 to our consolidated financial statements, “Basis of Presentation”, is incorporated herein by reference.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and interim Chief Financial Officer, evaluated the effectiveness of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 (the “Exchange Act”) Rules 13a-15(e) or 15d-15(e)) as of the end of the period covered by this quarterly report. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act (a) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms and (b) is accumulated and communicated to management, including our Chief Executive Officer and interim Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives as described above. Based on this evaluation, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 as originally filed with the SEC on May 11, 2015, our management, including our Chief Executive Officer and interim Chief Financial Officer, concluded that, as of March 31, 2015, our disclosure controls and procedures were effective.

However, for the reasons stated in Note 1 to our consolidated financial statements included in this report, we determined that a restatement was required for our financial statements for the three months ended March 31, 2015. As a result of the foregoing, management determined that the material weaknesses existed with respect to (1) evaluation process of whether collectability of revenue was reasonably assured for sales to customers with significantly aged receivable balances and, therefore, whether the revenue had been appropriately recognized; and (2)

management process to develop the estimate of the allowance for doubtful accounts.

As result of the material weaknesses identified above, our Chief Executive Officer and interim Chief Financial Officer have reevaluated our disclosure controls and procedures and, on December 24, 2015, concluded that our disclosure controls and procedures were not effective as of March 31, 2015.

Notwithstanding these material weaknesses, management has concluded that our consolidated financial statements included in this quarterly report are fairly stated in all material respects in accordance with U.S. GAAP for each period presented herein.

Changes in Internal Controls over Financial Reporting

Because we were not aware of the material weaknesses as set forth above during the quarter ended March 31, 2015, there were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our fiscal quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The material weaknesses occurred as a result of lack of accounting financial reporting personnel knowledgeable in U. S. GAAP. As of the date of this report, we are undertaking steps to correct the aforementioned material weakness by obtaining education and training for our personnel regarding the proper accounting under U.S. GAAP and reviewing the processes to correct the identified weaknesses.

PART II OTHER INFORMATION

Item 6. Exhibits

The exhibits required by this item are set forth in the Exhibit Index attached hereto.

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.

CHINA PHARMA HOLDINGS, INC.

Date: December 24, 2015

By: /s/ Zhilin Li
Name: Zhilin Li
Title: President and Chief Executive Officer
(principal executive officer)

Date: December 24, 2015

By: /s/ Zhilin Li
Name: Zhilin Li
Title: Interim Chief Financial Officer
(principal financial officer and principal accounting officer)

EXHIBIT INDEX

No. Description

31.1 – Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 – Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 – Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS – XBRL Instance Document

101.SCH – XBRL Taxonomy Extension Schema Document

101.CAL – XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF – XBRL Taxonomy Extension Definition Linkbase Document

101.LAB – XBRL Taxonomy Extension Label Linkbase Document

101.PRE – XBRL Taxonomy Extension Presentation Linkbase Document