



**United Gene High-Tech Group Limited**

**聯合基因科技集團有限公司**

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

*(於開曼群島註冊成立之有限公司)*

Stock Code: 399 股份代號: 399



2012/13  
Interim Report  
中期報告

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Lee Nga Yan

Guo Yi

#### Non-executive Directors

Jiang Nian (*Chairman*)

Xiao Yan

Wu Yanmin

#### Independent non-executive Directors

Chen Weijun

Zhang Zhihong

Wang Rongliang

#### Audit Committee

Chen Weijun (*Chairman*)

Zhang Zhihong

Wang Rongliang

#### Remuneration Committee

Zhang Zhihong (*Chairman*)

Jiang Nian

Wang Rongliang

#### Nomination Committee

Zhang Zhihong (*Chairman*)

Jiang Nian

Wang Rongliang

#### HONORARY CHAIRMAN

Mao Yumin

#### COMPANY SECRETARY

Lai Sai Wo, Ricky

#### LEGAL ADVISERS

PHILLIPS Solicitors

3506, Tower 1, Lippo Centre

89 Queensway, Central

Hong Kong

#### 董事會

##### 執行董事

李雅欣

郭懿

##### 非執行董事

蔣年(*主席*)

肖焱

鄒燕敏

##### 獨立非執行董事

陳偉君

張志鴻

王榮樑

##### 審核委員會

陳偉君(*主席*)

張志鴻

王榮樑

##### 薪酬委員會

張志鴻(*主席*)

蔣年

王榮樑

##### 提名委員會

張志鴻(*主席*)

蔣年

王榮樑

##### 名譽主席

毛裕民

##### 公司秘書

賴世和

##### 法律顧問

PHILLIPS律師事務所

香港中環

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力寶中心第一期3506

# Corporate Information

## 公司資料

### REGISTERED OFFICE

Clarendon House,  
2 Church Street,  
Hamilton HM 11, Bermuda

### 註冊辦事處

Clarendon House,  
2 Church Street,  
Hamilton HM 11, Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms No. 1405-1406, Harbour Centre  
No. 25 Harbour Road  
Wanchai, Hong Kong

### 香港主要營業地點

香港  
灣仔  
港灣道25號  
海港中心1405-1406室

### PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Codan Services Limited  
Clarendon House,  
2 Church Street  
Hamilton HM 11, Bermuda

### 股份登記總處及過戶代理處

Codan Services Limited  
Clarendon House,  
2 Church Street  
Hamilton HM 11, Bermuda

### BRANCH SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG

Tricor Tengis Limited  
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28 Queen's Road East  
Wanchai, Hong Kong

### 香港股份登記分處及過戶代理處

卓佳登捷時有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓

### AUDITORS

Deloitte Touche Tohmatsu  
35th Floor, One Pacific Palace  
88 Queensway  
Hong Kong

### 核數師

德勤•關黃陳方會計師事務所  
香港  
金鐘道88號  
太古廣場一座35樓

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking  
Corporation Limited

### 主要往來銀行

香港上海滙豐銀行有限公司

### STOCK CODE

399

### 股份代號

399

### COMPANY WEBSITE

[www.unitedgenegroup.com](http://www.unitedgenegroup.com)  
[www.irasia.com/listco/hk/unitedgene](http://www.irasia.com/listco/hk/unitedgene)

### 公司網站

[www.unitedgenegroup.com](http://www.unitedgenegroup.com)  
[www.irasia.com/listco/hk/unitedgene](http://www.irasia.com/listco/hk/unitedgene)

# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of United Gene High-Tech Group Limited (the "Company"), I hereby present to all shareholders (the "Shareholders") the unaudited consolidated financial results of the Company and its subsidiaries (the "Group") for the six months ended 31 December 2012 (the "Interim Period").

For the Interim Period, the Group recorded a revenue of approximately HK\$1.5 million, which is a substantial decrease of approximately 93.80% from approximately HK\$24.2 million for the six months ended 31 December 2011 (the "Previous Corresponding Period"). The significant decrease in revenue was mainly due to (i) the substantial decrease in revenue for the distribution of gene testing services from the transitional period brought by the new sales and marketing strategy (ii) the drop in revenue for the distribution of bio-industrial products due to the global economic downturn and keen competition; and (iii) the slower-than-expected rate of market expansion due to the additional time required to obtain medical licenses in September 2012 for the health care management business.

For the Interim Period, loss attributable to the owners of the Company was approximately HK\$24.9 million, compared to the said loss of approximately HK\$17.9 million in the Previous Corresponding Period. This was mainly due to the substantial decrease in revenue of the Group.

各位股東：

本人謹代表聯合基因科技集團有限公司(「本公司」)之董事(「董事」)會(「董事會」)提呈予所有股東(「股東」)有關本公司及其附屬公司(「本集團」)截至二零一二年十二月三十一日止六個月(「本中期期間」)之未經審核綜合財務業績。

本集團於本中期期間之營業額約為1,500,000港元，較截至二零一一年十二月三十一日止六個月(「去年同期」)(約24,200,000港元)顯著減少約93.80%。營業額顯著減少，主要由於(i)本集團為分銷基因測試服務推出全新銷售及營銷策略，導致過渡期內的營業額急跌；(ii)由於環球經濟衰退及競爭激烈導致分銷生物產業產品業務之營業額下降；及(iii)由於需要花費更多時間，方可於二零一二年九月取得醫療執照，以致保健管理業務市場的開拓進度較預期緩慢。

於本中期期間，本公司擁有人應佔虧損約為24,900,000港元，比較去年同期該虧損約17,900,000港元。此乃主要由於本集團營業額大幅下跌。

# Chairman's Statement

## 主席報告

### OUTLOOK

With respect to the distribution of gene testing services, it is expected that the awareness and recognition of the Company will be raised after obtaining a national medical license. Through the sales in professional channels, we are confident that the sales of gene testing products will gradually improve after the trough in the previous year.

In respect of the distribution of bio-industrial products, the litigation in relation to an appeal by a constructor is pending final verdict which will be reached in 2013. The Group endeavours to resolve the litigation with a view to commence production as soon as practicable.

In respect of the provision of health care management services, the Health Care Centre has successfully obtained a medical license in September 2012, enabling it to expand and strengthen its marketing and promotional channels. The revenue of the Health Care Centre is expected to gradually stabilize and improve. 龍冠門診部 (unofficial English translation being Longguan outpatient department), also commenced full operations in early 2013. The sales volume is expected to reach a considerable level in the year 2013.

Looking ahead, the Group still expects to face a challenging business environment in the coming year. However, the Group will continue to focus on implementing measures to improve business, promote more sales, and work towards cutting costs.

### 展望

分銷基因測試服務方面，經取得國內醫療牌照後，管理層預計本公司的名氣與知名度將得以提升。透過專業渠道之銷售，本集團深信基因檢測產品之銷售將可走出去年的低谷，穩步上揚。

分銷生物產業產品方面，本集團與建築商之間的訴訟，正等待將於二零一三年達成的最終裁決。本集團現正致力解決訴訟，務求盡快投入生產。

提供保健管理服務方面，健康中心於二零一二年九月成功獲發醫療執照，有助擴大及強化營銷宣傳渠道。預料健康中心之營業額將可逐步回穩及增長。龍冠門診部亦已於二零一三年初全面投入運作。預計二零一三年的銷售量將會相當可觀。

展望未來，本集團預期來年的經營環境依然是挑戰重重。然而，本集團將繼續致力推行增進業務措施，爭取更多銷售額及致力削減成本。

# Chairman's Statement

## 主席報告

In addition, the Group will continue to explore potential investment opportunities in order to enhance the return to the Shareholders.

### APPRECIATION

Lastly, on behalf of all Board members, I would like to take this opportunity to express my gratitude to the Shareholders and the business partners of the Group for their continuous support and trust during the past period, and my most sincere appreciation to the Directors for their wise decisions and support, the management and staff at all levels for their dedication, hard work and contribution.

**Jiang Nian**

*Chairman*

Hong Kong, 8 February 2013

此外，本集團將會繼續物色有潛力之投資機會，以增加股東回報。

### 致謝

最後，本人謹藉此機會代表全體董事會成員對股東及本集團的業務夥伴在過去期間的一直支持及信任表達謝意，以及本人對董事之英明決策及支持，管理層與各級員工專心致志、勤勉工作及貢獻，致以最真誠的謝意。

**蔣年**

*主席*

香港，二零一三年二月八日

# Management Discussion and Analysis

## 管理層討論及分析

### GROUP RESULTS

Revenue of the Group for the Interim Period amounted to approximately HK\$1.5 million, representing approximately 93.80% decrease from the Previous Corresponding Period (approximately HK\$24.2 million). Loss attributable to the owners of the Company for the Interim Period was approximately HK\$24.9 million, compared to the said loss of approximately HK\$17.9 million in the Previous Corresponding Period.

### BUSINESS REVIEW

#### Distribution of gene testing services

Since 13 December 2010, the Group has obtained the permanent exclusive distribution rights for gene testing services in the regions of the PRC, Hong Kong and Macau, the permanent non-exclusive distribution rights for gene testing services in other regions as well as the right of use of certain logos on gene testing services distributed by the Group. The Group has enjoyed a higher profit margin since then for the distribution of gene testing services.

On 3 May 2011, in view of the significant decrease in revenue generated by the distributors under the franchise agreements, and in order to manage the distribution channels more effectively and to achieve a higher profit margin through lower expenses, the Group entered into the termination agreements with relevant distributors to terminate the said franchise agreements with effect from the same date.

### 集團業績

本集團於本中中期期間之營業額約為1,500,000港元，較去年同期約24,200,000港元顯著減少約93.80%。本公司擁有人應佔本中中期期間虧損約為24,900,000港元，比較去年同期該虧損約17,900,000港元。

### 業務回顧

#### 分銷基因測試服務

從二零一零年十二月十三日起，本集團擁有在中國、香港及澳門地區永久獨家分銷基因測試服務之權利、在其他地區之永久非獨家分銷權、及就本集團分銷基因測試服務使用若干標誌之使用權。自始本集團從分銷基因測試服務中享有更高利潤率。

鑑於根據加盟協議之分銷商產生之營業額顯著下降，並為更有效地管理分銷渠道及通過較低開支以實現更高的利潤率，於二零一一年五月三日，本集團與相關分銷商訂立終止協議，終止上述加盟協議，自同日起開始生效。



# Management Discussion and Analysis

## 管理層討論及分析

The Group adjusted its operating strategy and increased its marketing channels at the beginning of 2012 through dedicating its sales efforts on professional channels, mainly hospitals and health centres. This led to a significant decrease in the sales of the corresponding market division in the general public segment, particularly in the latter half of 2012.

For the Interim Period, the revenue from the distribution of gene testing services decreased from approximately HK\$22.7 million in the Previous Corresponding Period to approximately HK\$0.07 million. This was mainly due to the transitional period brought by the new sales and marketing strategy and the detrimental impact on revenue from the continuing economic downturn. The substantial decrease in revenue led to the segment loss after tax for the distribution of gene testing services amounting to approximately HK\$6.9 million in the Interim Period compared with the segment profit after tax for the distribution of gene testing services amounting to approximately HK\$7.3 million in the Previous Corresponding Period.

### Distribution of bio-industrial products

The Group has obtained the exclusive distribution rights for the distribution of bone chips and bone fat in the PRC for a period of 5 years from 1 January 2010, which would be automatically renewed for another ten years subject to no objection raised by either party on or before 31 December 2014.

本集團於二零一二年初改變經營策略及增加其營銷渠道，即為針對專業渠道（主要是醫院及保健院等）銷售。此轉型導致相關大眾分層銷售出現顯著下降，特別是在二零一二年的下半年度。

於本中期期間，來自分銷基因測試服務之營業額從去年財政年度約22,700,000港元下跌至約為70,000港元，主要源自新銷售及營銷策略產生之過渡期及持續經濟放緩對營業額的不利影響。本中期期間，收入大幅減少，導致分銷基因測試服務錄得稅後分部虧損，金額約為6,900,000港元，相比去年同期分銷基因測試服務則錄得稅後分部溢利約7,300,000港元。

### 分銷生物產業產品業務

本集團已擁有自二零一零年一月一日起為期五年在中國分銷骨粒及骨油之獨家分銷權利，並可在任何一方於二零一四年十二月三十一日或之前無異議之情況下自動續期十年。

# Management Discussion and Analysis

## 管理層討論及分析

During the Interim Period, revenue for the distribution of bio-industrial products decreased significantly from approximately HK\$0.4 million in the Previous Corresponding Period to nil revenue. The segment loss after tax for the distribution of bio-industrial products for the Interim Period was approximately HK\$1.7 million while the segment loss after tax for the distribution of bio-industrial products for the Previous Corresponding Period was approximately HK\$17.9 million, which included the impairment losses of intangible assets of HK\$16.6 million. This was mainly due to the global economic downturn and keen competition in the industry. The delayed production schedules due to the plants being unlawfully occupied by the constructor has impacted the business development. Due to the unsatisfactory business performance and in view of the business and economic uncertainties, the Board held a conservative view regarding the future performance of this business.

### Provision of health care management services

The Group's health care management centre, the "United Gene (Shanghai) Health Care Centre" (the "Health Care Centre") which commenced business in September 2011, serves as a high-end health care management and service centre with genome technology as its competitive edge. The operation of the Health Care Centre adopts the "4P medical services model" which refers to the predictive, preventive, personalised and participatory medical services model. The Group also extended its services to set up an individualized comprehensive and lifelong health service model. The Group researches, develops and provides further health care

於本中期期間，分銷生物產業產品之營業額從去年同期約400,000港元大幅下跌至營業額為零。分銷生物產業產品之中期稅後分部虧損為1,700,000港元，而去年同期分銷生物產業產品之同期的稅後分部虧損約為17,900,000港元，當中包括無形資產減值虧損為16,600,000港元。營業額下跌主要源自環球經濟衰退及行業競爭加劇。生產計劃推遲乃由於建築方非法佔領廠房，並已影響業務發展。由於有關業務表現並不理想，以及有見商業及經濟的不明朗因素，董事會對於此業務的未來表現持保守看法。

### 提供健康管理服務

本集團之健康管理中心（「聯合基因（上海）健康中心」）於二零一一年九月經已開業，並成為一家以基因組技術為競爭優勢之高端健康管理及服務中心。聯合基因（上海）健康中心之經營採納「4P醫療服務模式」，意指預測性(Predictive)、預防性(Preventive)、個人化(Personalised)及參與性(Participatory)醫療服務模式。本集團並拓展其服務以設立一套個

# Management Discussion and Analysis

## 管理層討論及分析

management services, such as (i) provision of health care management services, including meridian conditioning, acupuncture, cupping and Chinese medicine treatment consultancy; (ii) provision of exercise physiology treatment consultancy; (iii) provision of physiotherapy and oxygen therapy treatment consultancy; (iv) provision of psychology treatment consultancy; (v) testing of nutrition and metabolism and provision of treatment consultancy; (vi) provision of diet treatment; and (vii) testing for gene mutation. Also, the Health Care Centre has cooperated with a number of hospitals in Shanghai in respect of health care management services.

For the Interim Period, revenue for the provision of health care management services was approximately HK\$1.5 million compared to the revenue of approximately HK\$1.1 million in the Previous Corresponding Period. Due to additional time required to obtain medical licenses in September 2012 and persistent weak consumer sentiment, the segment loss for the provision of health care management services for the Interim Period was approximately HK\$16.5 million (2011: approximately HK\$11.1 million).

### PROSPECTS

#### Distribution of gene testing services

In view of market changes and to accommodate long-term development plans, the Group increased its sales channels and adjusted its operating strategy at the beginning of 2012 by gradually shifting its focus on sales effort from the general public to the professional channels, mainly hospitals and health centres. The adjustment in business strategy was mainly due to (1) public consumers having insufficient understanding towards the actual purpose of gene testing,

人化之全面、終身之健康服務模式。本集團研發和提供進一步的健康管理服務，包括(i)衛生部門提供健康管理服務，如經絡調理、針灸、拔罐，及中藥治療顧問諮詢服務；(ii)提供運動生理學治療顧問諮詢服務；(iii)提供理療和氧療法治療顧問諮詢服務；(iv)提供心理治療顧問諮詢服務；(v)測試營養和代謝水平及提供治療諮詢；(vi)提供飲食治療；及(vii)基因突變檢測。並且，聯合基因(上海)健康中心為若干健康管理服務已與上海多間醫院合作。

於本中中期間內，提供健康管理服務之營業額約為1,500,000港元，去年同期之營業額約為1,100,000港元。由於二零一二年九月的醫療執照需要額外時間申請以及消費市場氣氛淡薄，本中中期間之提供健康管理服務分部錄得約16,500,000港元的虧損(二零一一年：約11,100,000港元)。

### 前景

#### 分銷基因測試服務

根據市場的變化及為配合本集團長久發展規劃，本集團於二零一二年初增加銷售渠道及調整經營策略，從以前針對大眾銷售逐步調整轉為針對專業渠道(主要是醫院及保健院等)銷售。作出經營策略調整主要原因有：一、由於大眾客戶對基因檢測的實際

# Management Discussion and Analysis

## 管理層討論及分析

which led to the slowdown in the sales of the corresponding market division, and (2) the accommodation of state policies and strategic development of the Group as a whole. After thorough market research, analysis of national policies as well as of the market, the management of the Group expects that the Ministry of Health of the PRC will gradually be more open to gene testing projects in hospitals, and has therefore adjusted its operation strategy. Since 2012, departments including the National Development and Reform Commission and the Ministry of Health have listed gene testing in the catalogue of charged hospital examination items. The Group has also adjusted its operation strategy by shifting its focus of sales efforts from the general public to the professional channels, mainly hospitals and health centres; and sold more diversified and targeted gene testing products, such as gene testing products regarding medication guides, gene testing aided diagnosis and screening products for hereditary diseases, in order to strengthen its sales in professional channels.

The Group has obtained a national medical license at the end of 2012 with relevant qualifications for providing medical check-up and the management expects that this will raise the company's awareness and recognition. Moreover, the Group has conducted an in-group personnel restructure and has recruited new members who have many years of relevant sales experience and good connections with mainland medical institutions to join our senior management. Currently, the sales operation of our gene testing service is still undergoing adjustment. The management of the Group believes that the sales in professional channels are

意義認知不足，以致這部份的市場分層銷售逐漸放緩。二. 為配合國家政策及集團整體戰略發展。本集團的管理層經過深入的市場調查和國家政策分析及市場分析後，預期中國衛生部將對醫院逐步放開基因檢測項目，故對經營策略作出調整。國家發改委、衛生部等部門於二零一二年開始將基因檢測列入醫院檢查收費目錄。本集團亦同時調整經營策略，由針對大眾銷售轉為針對專業渠道(主要是醫院及保健院等)銷售，同時銷售的基因檢測產品亦趨向多樣化及具針對性，例如用藥指導方面的基因檢測產品、輔助診斷基因檢測、遺傳性疾病篩查產品等，以加強專業渠道之銷售。

本集團於二零一二年底已取得國內醫療牌照，具備提供醫療體檢之相關專業資格，管理層預計此能提升公司認受性與知名度。另外，集團內部亦作出人事重組，已聘請有多年相關銷售經驗及與內地醫療機構有良好網絡之高級管理層。現時集團基因檢測銷售業務仍在調整過程，本集團管理層相信在專業渠道之銷售具有穩定及持續增長之特點，而於此等

# Management Discussion and Analysis

## 管理層討論及分析

characterized as stable and sustainable, and that both the necessity and professional credibility of the gene testing products sold in these channels will increase significantly. The management of the Group is confident that the sales of gene testing products could survive the trough in the previous year and will show gradual improvement soon after.

### Distribution of bio-industrial products

In December 2010, CNL (Pinghu) Biotech Co. Ltd. (“CNL (Pinghu)”) commenced the construction of a production plant, a research and development workshop and an office in Pinghu, the PRC. It developed hydrolyzed gelatin under a team of experts including Mr. A. H. Grobden, who is from the Netherlands, an expertise in hydrolyzed gelatin and bone fat refining technology.

CNL (Pinghu) is in the process of a litigation concerning an appeal lodged by a constructor and it is expected that a final verdict will be reached in 2013. As its plants are unlawfully occupied by the constructor, the production and launching schedules of products are delayed. The Group is currently endeavours to resolve the litigation and the above problems via legal means, with a view to commence production as soon as possible. In the long run, the Group will continue to explore other opportunities for further growth in the bio-industrial products business through strategic cooperation with the world’s leading biotechnology enterprises, whether in the aspects of business, product or technology. The Group will also strive to build a sound product portfolio which offers high profitability potential.

渠道銷售之基因檢測產品之必要性、專業可信度均能顯著增強。本集團管理層有信心基因檢測產品之銷售能走過去年低谷稍後再逐步上升。

### 分銷生物產業產品

於二零一零年十二月，中荷(平湖)生物技術有限公司(「中荷(平湖)」)已開始在中國平湖建設生產廠房、研發實驗室及辦公室，由專家組包括A. H. Grobden先生(一名來自荷蘭之水降膠原蛋白及骨油精煉技術專家)帶領，發展水降膠原蛋白。

由於中荷(平湖)現仍正應付建築方的官司上訴，預期二零一三年內將有最終裁決。由於廠房給建築方非法佔領，產品投入生產及推出市場之計劃須推遲。本集團現時正致力循法律途徑解決訴訟及上述問題，務求盡快投入生產。長遠而言，無論在其業務、產品或技術方面，本集團將通過與世界領先的生物技術企業之戰略合作機會，繼續於生物產業產品業務探索進一步之發展，並致力建立一個具有高盈利潛力的完善產品組合。

# Management Discussion and Analysis

## 管理層討論及分析

### Provision of health care management services

After the Group established the Health Care Centre, the Group has strengthened the marketing and promotional plans for the membership services and benefits of the Health Care Centre.

As the first professional comprehensive health care management services provider which focuses on gene testing in the PRC, the health care management services provided by the Health Care Centre satisfied the current supply gap in high-end and personalised health care management services in the PRC. The professional medical team and outpatient department under the Health Care Centre are committed to providing high-end, quality and customized services such as physical examination services, professional gene testing analysis, recuperation with Chinese medicine and guidance in sports rehabilitation. As at September 2012, the Health Care Centre has successfully obtained a medical license, enabling it to expand and strengthen its marketing and promotion channels. It is expected that the revenue of the Health Care Centre will gradually stabilize and improve.

### 提供健康管理服務

本集團成立健康中心後，本集團已加強了對於健康中心之會員服務及會員福利之銷售及推廣計劃。

作為中國第一家以基因檢測為主導提供全面健康管理服務之專業機構，健康中心提供之健康管理服務填補了現時中國國內對高端及個人化之健康管理服務供應之缺口。健康中心擁有專業之醫療團隊及門診部，致力提供高端，優質及個性化之體檢服務、基因檢測專業分析、中醫調理及運動康復指導等。於二零一二年九月，健康中心已成功獲發醫療執照，健康中心之市場推廣渠道能加以擴大及強化，預期健康中心之營業額將有持續及平穩增長。

# Management Discussion and Analysis

## 管理層討論及分析

The management of the Health Care Centre has been actively developing cooperation channels in various aspects while the 龍冠門診部 (unofficial English translation being Longguan outpatient department) established by a non-wholly owned subsidiary of the Group, is ready to commence full operations in early 2013 and is expected to commence operations officially in the upcoming Chinese New Year. The Health Care Centre and its outpatient department are situated in a favorable geographical location which is expected to solve the problem of insufficient medical resources faced by the surrounding area after they have commenced operations. It is expected that sales volume will also reach a considerable level for the whole of 2013.

Meanwhile, key replenishment has been made by the management in terms of human resources, in particular for the major positions of sales and market management, and the operational system of the Company has been adjusted simultaneously to improve operating efficiency, capability of execution and scale of operation.

On top of developing the aforementioned businesses, the Group will continue to proactively explore attractive investments in the PRC and globally with the aim of (i) developing the businesses of the Group and other new businesses, and (ii) generating positive cash flow and earnings for the Group in the long-term. In the meantime, the Group may, if necessary, conduct various fund-raising activities to strengthen the capital base of the Company.

健康中心管理層正積極開拓多方面的合作渠道；另外，集團非全資附屬公司建立的龍冠門診部在二零一三年初已全部具備對外運營能力，預計在二零一三年春節後可以對外正式運營。健康中心及其門診部所處之地理位置有其獨特優勢，預計其對外運營後可以解決鄰近地區醫療資源不足問題，預計二零一三年全年也將達到理想的銷售規模。

同時，管理層於人力資源方面，特別是在銷售管理、市場管理等重要崗位做了重要補充，並同時對公司營運系統作出調整，以提升經營效率、提高執行力及擴大規模。

除了發展上述業務外，本集團將繼續在中國以至於全球各地積極物色具吸引力的投資，藉以(i)發展本集團業務及其他新業務，及(ii)長期性為本集團賺取正面的現金流及盈利。同時，本集團可能於需要時進行多種資金籌集活動以加強本公司之資金基礎。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Capital structure, Liquidity, Financial resources

##### Capital structure

#### 財務回顧

#### 資本架構、流動資金、財 務資源

##### 資本架構

	31 December 十二月三十一日 2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 六月三十日 2012 二零一二年 HK\$'000 千港元 (Audited) (經審核)
Authorised: 法定：		
50,000,000,000 ordinary shares of HK\$0.01 each 50,000,000,000股每股面值0.01港元之普通股	500,000	500,000
Issued and fully paid: 已發行及已繳足：		
15,813,860,480 ordinary shares of HK\$0.01 each (As at 30 June 2012:12,164,508,062 ordinary shares of HK\$0.01 each) 15,813,860,480股每股面值0.01港元之 普通股 (於二零一二年六月三十日：12,164,508,062 股每股面值0.01港元之普通股)	158,139	121,645



# Management Discussion and Analysis

## 管理層討論及分析

The following is a summary of the movements in the issued share capital: 已發行股本之變動概述如下：

	Number of shares issued 已發行 股份數目	Share capital 股本 HK\$'000 千港元
As at 30 June 2012 於二零一二年六月三十日	12,164,508,062	121,645
Shares issued pursuant to rights issue 根據供股發行之股份	3,649,352,418	36,494
<b>As at 31 December 2012 於二零一二年十二月三十一日</b>	<b>15,813,860,480</b>	<b>158,139</b>

### *Shares issued pursuant to rights issue*

On 20 June 2012 and 25 June 2012, the Company entered into the irrevocable undertaking and underwriting agreement respectively with Best Champion Holdings Limited, the controlling shareholder of the Company, and Grand Investment (Securities) Limited, with the latter acting as underwriter, to fully underwrite the rights shares issued to the shareholders of the Company on the basis of three rights shares for every ten existing shares in issue, which would result in the issue of 3,649,352,418 new ordinary shares of HK\$0.01 each on 8 August 2012, at the subscription price of HK\$0.022 per rights share. Net funds of approximately HK\$76.78 million was raised upon completion of the rights issue after deducting the total rights issue expenses of approximately HK\$3.51 million.

### *根據供股發行之股份*

於二零一二年六月二十日及二零一二年六月二十五日，本公司分別與本公司控股股東凱佳控股有限公司及大唐投資(證券)有限公司(後者為包銷商)訂立不可撤銷承諾及包銷協議，以悉數包銷按每十股已發行現有股份獲發三股供股股份之基準向本公司股東派發之供股股份。本公司因此於二零一二年八月八日發行3,649,352,418股每股面值0.01港元之新普通股，認購價為每股供股股份0.022港元。於供股完成後，所籌集資金淨額約為76,780,000港元(扣除供股開支合共約3,510,000港元)。

# Management Discussion and Analysis

## 管理層討論及分析

### *Liquidity and financial resources*

As at 31 December 2012, the Group had bank and cash balances of approximately HK\$231.8 million (30 June 2012: approximately HK\$169.8 million).

As at 31 December 2012, the total borrowings of the Group were approximately HK\$14.2 million (30 June 2012: approximately HK\$11.0 million) which consisted of a short term loan from an independent third party amounting to approximately HK\$4.9 million (30 June 2012: approximately HK\$4.9 million) and loans from a non-controlling shareholder of a subsidiary of the Group, Longmark (Shanghai) HealthCare Limited, amounting to approximately HK\$9.3 million (30 June 2012: approximately HK\$6.1 million).

The ratio of current assets to current liabilities of the Group was 13.17 as at 31 December 2012 compared to 15.74 as at 30 June 2012. The Group's gearing ratio as at 31 December 2012 was 0.09 (30 June 2012: 0.07) which is calculated based on the Group's total liabilities of approximately HK\$37.2 million (30 June 2012: approximately HK\$25.4 million) and the Group's total assets of approximately HK\$419.8 million (30 June 2012: approximately HK\$356.0 million).

During the Interim Period, the Group invested in financial assets with an aim to increase and balance returns on surplus cash, namely time deposits at banks and listed bonds which can be readily converted into liquid funding at any time on the securities market. The Group places importance on the security, short-term commitment and availability of the surplus cash and cash equivalents.

### *流動資金及財務資源*

於二零一二年十二月三十一日，本集團之銀行及現金結餘為約231,800,000港元(二零一二年六月三十日：約169,800,000港元)。

於二零一二年十二月三十一日，本集團之總借貸約為14,200,000港元(二零一二年六月三十日：約11,000,000港元)，包括來自一名獨立第三方之短期貸款約4,900,000港元(二零一二年六月三十日：約4,900,000港元)以及來自本集團之附屬公司龍脈(上海)健康管理服務有限公司一名非控股股東之貸款約9,300,000港元(二零一二年六月三十日：約6,100,000港元)。

本集團於二零一二年十二月三十一日之流動資產對流動負債之比率為13.17，而於二零一二年六月三十日則為15.74。本集團於二零一二年十二月三十一日之資本負債比率為0.09(二零一二年六月三十日：0.07)，而該項比率乃根據本集團之負債總額約37,200,000港元(二零一二年六月三十日：約25,400,000港元)及本集團之資產總額約419,800,000港元(二零一二年六月三十日：約356,000,000港元)計算。

在本中期間內，本集團投資於金融資產，旨在增加和平衡盈餘現金的回報。此金融資產即是包括銀行定期存款，和能在任何時間於證券市場隨時轉換為流動性資金之上市債券。本集團重視盈餘現金及現金等價物之安全、短期承諾和可用性。

# Management Discussion and Analysis

## 管理層討論及分析

### Significant investments, acquisition and disposals

The Group had no other significant investments, nor had it made any material acquisition or disposal on the Group's companies or associated companies during the Interim Period.

### Charges on the Group's assets

As at 31 December 2012, the Group and the Company did not have any charges on their assets (30 June 2012: Nil).

### Contingent liabilities

The Directors were not aware of any significant contingent liabilities of the Group and the Company as at 31 December 2012 (30 June 2012: Nil).

### Litigation

Litigation of the Group and the Company as at 31 December 2012 are set out in note 17 to the unaudited condensed consolidated financial statements.

### Commitments

Commitments of the Group and the Company as at 31 December 2012 are set out in note 15 to the unaudited condensed consolidated financial statements.

### Foreign exchange exposure

The monetary assets and liabilities and businesses of the Group are mainly carried out and conducted in Hong Kong Dollars, Renminbi and United States Dollars. The Group maintains a prudent strategy in its foreign exchange risk management, with the foreign exchange risks being minimised through balancing the foreign currency monetary

### 重大投資、收購及出售

於本中期期間，本集團並無重大投資、作出任何重大收購或變賣本集團公司或關連公司之行為。

### 本集團資產抵押

於二零一二年十二月三十一日，本集團及本公司並無任何資產抵押(二零一二年六月三十日：無)。

### 或然負債

董事並不知悉本集團及本公司於二零一二年十二月三十一日有任何重大或然負債(二零一二年六月三十日：無)。

### 訴訟

本集團及本公司於二零一二年六月三十日之訴訟載於未經審核簡明綜合財務報表附註17。

### 承擔

本集團及本公司於二零一一年十二月三十一日之承擔載於未經審核簡明綜合財務報表附註15。

### 外匯風險

本集團之貨幣資產及負債以及業務主要以港元、人民幣及美元進行。本集團對其外匯風險管理維持審慎策略，並透過對衝貨幣資產與貨幣負債以及外幣收益與外

# Management Discussion and Analysis

## 管理層討論及分析

assets against foreign currency monetary liabilities, and foreign currency revenue against foreign currency expenditure. The Group did not use any financial instrument to hedge against foreign currency risk. The Group will monitor its foreign currency exposure closely and consider hedging foreign currency exposure should the need arises.

### Number and remuneration of employees

As at 31 December 2012, the Group had 180 (30 June 2012: 218) full-time employees, most of whom were working in the Company's subsidiaries in the PRC. It is the Group's policy that remuneration of the employees including the Directors is in line with the market and commensurate with the responsibilities. Discretionary year-end bonuses are payable to the employees based on individual performance. Other employee benefits include medical insurance, retirement schemes, training programmes and education subsidies.

Total staff costs including the Directors' remuneration for the Interim Period amounted to approximately HK\$9.9 million (2011: approximately HK\$10.1 million inclusive of HK\$1.1 million staff costs capitalised in the research and development costs).

### Segment information

Details of the segment information are set out in note 3 to the unaudited condensed consolidated financial statements.

#### Lee Nga Yan

*Executive Director*

Hong Kong, 8 February 2013

幣開支減低外匯風險。本集團並無使用任何金融工具對沖外幣風險。本集團將密切監察外幣風險，並將於有需要時考慮對沖適當之外幣風險。

### 僱員人數及薪酬

於二零一二年十二月三十一日，本集團有180(二零一二年六月三十日：218)名全職僱員，大部分均任職本公司於中國之附屬公司。本集團之政策乃僱員包括董事之薪酬須與市場一致，並與職責相符。酌情年末花紅乃根據個人表現而向僱員支付。其他僱員福利包括醫療保險、退休計劃、培訓課程及教育資助。

於本中期間之員工總成本(包括董事酬金)約為9,900,000港元(二零一一年：約10,100,000港元，包括約為1,100,000港元員工成本已資本化於研發成本中)。

### 分部資料

分部資料詳情載於未經審核簡明綜合財務報表附註3。

#### 李雅欣

*執行董事*

香港，二零一三年二月八日

# Other Information Provided in Accordance with the Listing Rules

## 根據上市規則披露之其他資料

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted and complied with all the code provisions as set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange (the “Code”) (and the new code provisions since 1 April 2012, when the amendments to the Code became effective) for the Interim Period, except for the deviations discussed below.

#### Code provision A.2.1

The position of chief executive officer remains vacant and the Company is looking for a suitable person to assume this role.

#### Code provision A.4.1

Code provision A.4.1 stipulates that non-executive Directors should be appointed for a specific term and should be subject to re-election.

The Company has deviated from the Code provision A.4.1. The non-executive Directors and independent non-executive Directors were not appointed for a specific term but are subject to retirement by rotation and re-election at least once every three years in accordance with the provision of the Company’s articles of association. As such, the Company considers that sufficient measures have been taken to serve the purpose of this Code provision.

The Directors believe that, despite the absence of a specified term of non-executive Directors, the Directors are committed to representing the long-term interests of the Company and its shareholders as a whole.

### 遵守企業管治常規

於本中期間內，本公司已採納及遵守聯交所證券上市規則(「上市規則」)附錄十四所載之一切守則條文(「守則」)(及由二零一二年四月一日守則修訂生效起遵守新守則條文)，惟下文所述之偏離情況除外。

#### 守則條文第A.2.1條

行政總裁之職位仍空置，本公司正物色合適人選擔任此職位。

#### 守則條文第A.4.1條

守則條文第A.4.1條規定，非執行董事之委任應有特定任期，並須接受重選。

本公司已偏離守則條文第A.4.1條。非執行董事及獨立非執行董事之委任並無特定任期，惟須根據本公司組織章程細則之條文，至少每三年輪值告退一次並膺選連任。因此，本公司認為已採取足夠措施以符合是項守則條文目的。

董事相信，儘管非執行董事之服務並無一個指定任期，董事承諾致力代表本公司及其股東之整體長遠利益。

# Other Information Provided in Accordance with the Listing Rules

## 根據上市規則披露之其他資料

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors' securities transactions. All Directors have confirmed that they have fully complied with the Model Code throughout the Interim Period. No incident of non-compliance was noted by the Company in the Interim Period.

### AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") is composed of three independent non-executive Directors. It reviews with the management the accounting policies and practices adopted by the Group and discusses the auditing, internal control and financial reporting matters. The Group's interim results for the Interim Period have been reviewed by the Audit Committee. In addition, the Group's external auditors have reviewed the unaudited condensed consolidated financial statements in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

### DIRECTORS' INTERESTS IN SHARES

As at 31 December 2012, the Directors, chief executive of the Company or their associates having interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the

### 董事進行之證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。全體董事已確認，彼等於整個本中期期間已完全遵守標準守則。於本中期期間，本公司沒有注意到有任何不遵守此守則。

### 審核委員會

本公司審核委員會(「審核委員會」)由三名獨立非執行董事組成。審核委員會與管理層審閱本集團採納之會計準則及慣例，並討論審計、內部監控及財務報告事宜。審核委員會已審閱本集團於本中期期間之中期業績。此外，本集團之外聘核數師已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體之獨立核數師執行中期財務資料審閱」審閱未經審核簡明綜合財務報表。

### 董事於股份之權益

於二零一二年十二月三十一日，董事或本公司主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之任何股份、相關股份或債

## Other Information Provided in Accordance with the Listing Rules

### 根據上市規則披露之其他資料

Securities and Futures Ordinance (“SFO”), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

券中，擁有須根據證券及期貨條例第352條載入本公司存置之登記冊，或根據標準守則知會本公司及聯交所之任何權益或淡倉如下：

#### Long positions in the issued share capital of the Company

於本公司已發行股本之好倉

Name of Director	Capacity	Number of shares/ underlying shares held	Percentage of the issued share capital of the Company
董事名稱	身份	持有之股份／ 相關股份數目	佔本公司已發行股本百分比
Ms. Wu Yanmin 鄒燕敏女士	Beneficial owner 實益擁有人	351,000	0.0022%
Ms. Xiao Yan 肖焱女士	Beneficial owner 實益擁有人	1,872,000	0.012%

Save as disclosed above, as at 31 December 2012, none of the Directors, chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於二零一二年十二月三十一日，概無董事或本公司主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中，擁有須根據證券及期貨條例第352條載入本公司存置之登記冊，或根據標準守則知會本公司及聯交所之任何權益或淡倉。

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

During the Interim Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

#### 購買、出售或贖回本公司之上市證券

於本中期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## Other Information Provided in Accordance with the Listing Rules

### 根據上市規則披露之其他資料

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, the register of interests and short positions in the shares and underlying shares of the Company kept under Section 336 of the SFO showed that, the following entities had an interest or deemed interest of 5% or more in the issued share capital of the Company:

#### Long positions in the issued share capital of the Company

#### 主要股東及其他人士於股 份及相關股份之權益及淡 倉

於二零一二年十二月三十一日，根據證券及期貨條例第336條存置之本公司股份及相關股份之權益及淡倉登記冊所載，下列實體於本公司已發行股本中擁有或被視為擁有5%或以上權益：

#### 於本公司已發行股本之 好倉

Name of Shareholder 股東姓名／名稱	Capacity 身份	Number of Shares/ underlying Shares held 持有之股份/ 相關股份數目	Approximate percentage of the issued share capital of the Company 約佔本公司已發行 股本百分比
Dr. Mao Yumin 毛裕民博士	Interest of a controlled corporation 受法團控制之權益	6,060,027,000	38.32%
United Gene Holdings Limited 聯合基因控股有限公司	Beneficial owner 實益擁有人	1,010,000,000	6.39%
	Interest of a controlled corporation 受法團控制之權益	5,050,027,000	31.93%
Dr. Xie Yi 謝毅博士	Interest of a controlled corporation 受法團控制之權益	5,050,027,000	31.93%
Ease Gold Investment Limited	Interest of a controlled corporation 受法團控制之權益	5,050,027,000	31.93%
Best Champion Holdings Limited 凱佳控股有限公司	Beneficial owner 實益擁有人	1,233,000,000	7.80%
	Interest of a controlled corporation 受法團控制之權益	3,817,027,000	24.14%
China United Gene Investment Holdings Limited	Beneficial owner 實益擁有人	3,817,027,000	24.14%

Save as disclosed above, the Directors were not aware of any other relevant interests or short positions of 5% or more in the issued share capital of the Company as at 31 December 2012.

除上文披露者外，於二零一二年十二月三十一日，董事並不知悉任何佔本公司已發行股本中5%或以上之任何其他相關權益或淡倉。



## Other Information Provided in Accordance with the Listing Rules

### 根據上市規則披露之其他資料

#### SHARE OPTION SCHEME

On 6 November 2009 (the “Adoption Date”), the Company adopted a share option scheme (the “Share Option Scheme”) which, unless otherwise cancelled or amended, will remain in force for 10 years from the Adoption Date. After the refreshment of the Share Option Scheme on 3 November 2010, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme may not, in aggregate, exceed 1,216,450,806, being 10% of the Shares in issue of the Company as at 3 November 2010. The offer of a grant may be accepted upon payment of a nominal consideration of HK\$1 per acceptance.

The exercise price of the share options granted under the Share Option Scheme is determined by the Board, but shall not be less than the highest of (i) the nominal value of the Shares, (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of grant, or (iii) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of the grant.

As at 31 December 2012, the Company had not granted any options to eligible persons of the Share Option Scheme and there were no outstanding share options under the Share Option Scheme.

Apart from the aforesaid, at no time during the Interim Period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors and substantial Shareholders or any of their associates to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### 購股權計劃

於二零零九年十一月六日(「採納日期」)，本公司已採納購股權計劃(「購股權計劃」)，除非以其他方式註銷或修訂，將於採納日期起購股權計劃將會維持十年有效。於二零一零年十一月三日購股權計劃更新後，因行使根據購股權計劃將予授出之所有購股權而可予發行之最高股份數目合共不得超過1,216,450,806股，即是於二零一零年十一月三日之本公司已發行股份之10%。每次接納授出須支付1港元之名義代價。

根據購股權計劃授出購股權之行使價由董事會釐定，惟不得低於以下最高者：(i)股份之面值；(ii)股份於緊接授出日期前五個交易日在聯交所每日報價表之平均收市價；或(iii)股份於授出日期在聯交所每日報價表之收市價。

於二零一二年十二月三十一日，本公司並沒有授出任何購股權予購股權計劃之合資格人士，亦無按購股權計劃授出而仍然尚未行使之購股權。

除上述者外，於本中期間內任何時間，本公司或其任何附屬公司並無訂立任何安排，使董事及主要股東或彼等之聯繫人士可透過收購本公司或任何其他法人團體之股份或債券而獲得利益。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表之審閱報告

### TO THE BOARD OF DIRECTORS OF UNITED GENE HIGH-TECH GROUP LIMITED

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

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of United Gene High-Tech Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 28 to 60, which comprise the condensed consolidated statement of financial position as of 31 December 2012 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-months period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 致聯合基因科技集團有限 公司董事會

*(於開曼群島註冊成立之有限公司)*

### 引言

本行已審閱載列於第28至第60頁之中期財務資料。此中期財務資料包括聯合基因科技集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)於二零一一年十二月三十一日之簡明綜合財務狀況表;截至該日止六個月期間之相關簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表;以及其他附註解釋。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製之報告,必須符合以上規則之有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」。董事須負責根據香港會計準則第34號編製及列報之本中期財務資料。本行之責任是根據本行對本中期財務資料之審閱作出結論,並按照與吾等協定之委聘條款向整體公司報告,除此之外本報告別無其他目的。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表之審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

### 審閱範圍

本行已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體之獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務之人員作出查詢，及應用分析性和其他審閱程序。審閱之範圍遠較根據香港審計準則進行審核之範圍為小，故不能令本行保證本行將知悉在審核中可能被發現之所有重大事項。因此，本行不會發表審核意見。

### 結論

按照本行之審閱，本行並無發現任何事項，令本行相信中期財務資料在各重大方面未有根據香港會計準則第34號編製。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表之審閱報告

### OTHER MATTER

The consolidated financial statements of the Company for the year ended 30 June 2012 were audited by another auditor who expressed an unmodified opinion on those statements on 28 September 2012. The comparative condensed consolidated financial statements for the six-month period ended 31 December 2011 were reviewed by that auditor who expressed an unmodified review conclusion on those statements on 29 February 2012.

### Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

8 February 2013

### 其他事項

本公司截至二零一二年六月三十日止年度之綜合財務報表已經由另一名核數師審閱，該名核數師於二零一二年九月二十八日就該等報表發表未經修訂意見。截至二零一一年十二月三十一日止六個月之比較簡明綜合財務報表已由核數師審閱，該名核數師於二零一二年二月二十九日就該等報表發表未經修訂意見審閱結論。

### 德勤•關黃陳方會計師行

執業會計師

香港

二零一三年二月八日

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Notes 附註	Six months ended 31 December	
		截至十二月三十一日止六個月 2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2011 二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue 營業額	3	<b>1,530</b>	24,179
Cost of sales 銷售成本		<b>(1,074)</b>	(7,167)
Gross profit 毛利		<b>456</b>	17,012
Other income, gains and losses 其他收入、收益及虧損	4	<b>3,748</b>	4,067
Impairment loss on an intangible asset 無形資產之減值虧損	6	-	(16,636)
Impairment loss on goodwill 商譽之減值虧損	6	-	(1,954)
Selling expenses 銷售開支		<b>(524)</b>	(1,715)
Administrative expenses 行政開支		<b>(30,291)</b>	(25,600)
Other expenses 其他開支		<b>(920)</b>	-
Finance costs 財務費用		<b>(429)</b>	-
Loss before tax 稅前虧損		<b>(27,960)</b>	(24,826)
Income tax credit 所得稅抵免	5	<b>30</b>	2,144
Loss for the period 期內虧損	6	<b>(27,930)</b>	(22,682)

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Six months ended	
	31 December	
	截至十二月三十一日止六個月	2011
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
Notes	<b>(Unaudited)</b>	(Unaudited)
附註	<b>(未經審核)</b>	(未經審核)
Other comprehensive income (expense)		
其他全面收益／(開支)		
Items that may be subsequently reclassified to profit or loss:		
其後可能重新分類至損益的項目：		
Fair value changes of available-for-sale financial assets	2,187	(2,361)
可供出售金融資產之公平值變動		
Reclassification adjustments for the cumulated loss upon disposal of available-for-sale financial assets	208	67
出售可供出售金融資產後對累計虧損作出之重新分類		
	<b>2,395</b>	(2,294)
Item that will not be reclassified to profit or loss		
將不會重新分類至損益的項目：		
Exchange differences on translation	239	2,245
換算之匯兌差額		
<b>Other comprehensive income (expense) for the period</b>	<b>2,634</b>	(49)
<b>期內其他全面收益／(開支)</b>		
Total comprehensive expense for the period	<b>(25,296)</b>	(22,731)
期內全面開支總額		

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Notes 附註	Six months ended 31 December	
		截至十二月三十一日止六個月 2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to:			
期內虧損歸屬：			
Owners of the Company		<b>(24,931)</b>	(17,899)
本公司擁有人			
Non-controlling interests		<b>(2,999)</b>	(4,783)
非控股權益			
		<b>(27,930)</b>	(22,682)
Total comprehensive expense for the period attributable to:			
期內全面開支總額歸屬：			
Owners of the Company		<b>(22,344)</b>	(18,354)
本公司擁有人			
Non-controlling interests		<b>(2,952)</b>	(4,377)
非控股權益			
		<b>(25,296)</b>	(22,731)
			(restated) (經重列)
Loss per share	8		
每股虧損			
Basic		<b>HK(3.28) cents</b>	HK(2.76) cents
基本(每股港仙)			

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 31 DECEMBER 2012

於二零一二年十二月三十一日

		At 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註		
<b>Non-current assets</b>			
<b>非流動資產</b>			
Property, plant and equipment	9	<b>58,317</b>	52,540
物業、廠房及設備			
Intangible assets		<b>7,426</b>	8,091
無形資產			
Deposits paid for acquisition of property, plant and equipment		<b>968</b>	9,248
收購物業、廠房及設備之已付按金			
		<b>66,711</b>	69,879
<b>Current assets</b>			
<b>流動資產</b>			
Inventories		<b>474</b>	155
存貨			
Prepayments, deposits and other receivables		<b>20,090</b>	17,440
預付款項、按金及其他應收款項			
Trade receivables	10	<b>40</b>	20
貿易應收賬款			
Available-for-sale financial assets		<b>100,500</b>	98,467
可供出售金融資產			
Restricted bank balances	17(ii)	<b>223</b>	222
有限制銀行結餘			
Bank and cash balances		<b>231,757</b>	169,815
銀行及現金結餘			
		<b>353,084</b>	286,119



# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 31 DECEMBER 2012

於二零一二年十二月三十一日

		At 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註		
<b>Current liabilities</b>			
<b>流動負債</b>			
Trade payables	11	543	499
貿易應付賬款			
Accruals and other payables		16,397	12,772
應計費用及其他應付款項			
Amount due to a shareholder	12	4,933	-
應付一名股東款項			
Other borrowing due within one year		4,933	4,907
於一年內到期的其他借貸			
		<b>26,806</b>	18,178
<b>Net current assets</b>			
<b>流動資產淨額</b>			
		<b>326,278</b>	267,941
<b>Total assets less current liabilities</b>			
<b>總資產減流動負債</b>			
		<b>392,989</b>	337,820
<b>Non-current liabilities</b>			
<b>非流動負債</b>			
Deferred tax liabilities		1,096	1,120
遞延稅項負債			
Loans from a non-controlling shareholder of a subsidiary	13	9,250	6,133
來自附屬公司一名非控股股東的貸款			
		<b>10,346</b>	7,253
<b>Net assets</b>			
<b>資產淨額</b>			
		<b>382,643</b>	330,567

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 31 DECEMBER 2012

於二零一二年十二月三十一日

		At 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Capital and reserves			
資本及儲備			
Share capital	14	<b>158,139</b>	121,645
股本			
Reserves		<b>216,137</b>	197,603
儲備			
Equity attributable to owners of the Company		<b>374,276</b>	319,248
本公司擁有人應佔權益			
Non-controlling interests		<b>8,367</b>	11,319
非控股權益			
<b>TOTAL EQUITY</b>		<b>382,643</b>	330,567
權益總額			

The condensed consolidated financial statements on pages 28 to 60 were approved and authorised for issue by the Board of Directors on 8 February 2013 and are signed on its behalf by:

載於第28頁至第60頁之綜合財務報表已由董事會於二零一三年二月八日批准及授權刊發，並由以下董事代表簽署：

**Lee Nga Yan**

李雅欣  
Director  
董事

**Jiang Nian**

蔣年  
Director  
董事

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Attributable to owners of the Company 歸屬本公司擁有人									
	Share capital	Share premium	Investment revaluation reserve	Property revaluation reserve	Statutory reserve	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total
	股本	溢價賬	重估儲備	物業重估儲備	法定儲備	外幣兌換儲備	累計虧損	總計	非控股權益	權益總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2011 (audited) 於二零一一年七月一日 (經審核)	121,645	726,123	508	-	1,319	1,835	(414,906)	436,524	17,313	453,837
Loss for the period 收購一間附屬公司	-	-	-	-	-	-	(17,899)	(17,899)	(4,783)	(22,682)
Other comprehensive (expense) income for the period 非控股權益之 額外股本注資	-	-	(2,294)	-	-	1,839	-	(455)	406	(49)
Total comprehensive (expense) income for the period 期內全面收益總額	-	-	(2,294)	-	-	1,839	(17,899)	(18,354)	(4,377)	(22,731)
At 31 December 2011 (unaudited) 於二零一一年十二月三十一日 (未經審核)	121,645	726,123	(1,786)	-	1,319	3,674	(432,805)	418,170	12,936	431,106

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Attributable to owners of the Company 歸屬本公司擁有人									
	Share capital	Share premium	Investment revaluation reserve	Property revaluation reserve	Statutory reserve	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total
	股本	溢價賬	重估儲備	物業重估儲備	法定儲備	外幣兌換儲備	累計虧損	總計	非控股權益	權益總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2012 (audited) 於二零一二年七月一日(經審核)	121,645	726,123	624	1,395	1,319	3,323	(535,181)	319,248	11,319	330,567
Loss for the period 期內虧損	-	-	-	-	-	-	(24,931)	(24,931)	(2,999)	(27,930)
Other comprehensive income for the period 期內全面收益總額	-	-	2,395	-	-	192	-	2,587	47	2,634
Total comprehensive income (expense) for the period 期內全面收益(開支)總額	-	-	2,395	-	-	192	(24,931)	(22,344)	(2,952)	(25,296)
Issue of rights shares (Note 14) 發行供股(附註14)	36,494	43,792	-	-	-	-	-	80,286	-	80,286
Transaction costs attributable to issuance of rights shares 發行供股之交易費用	-	(2,914)	-	-	-	-	-	(2,914)	-	(2,914)
	36,494	40,878	-	-	-	-	-	77,372	-	77,372
At 31 December 2012 (unaudited) 於二零一二年十二月三十一日 (未經審核)	158,139	767,001	3,019	1,395	1,319	3,515	(560,112)	374,276	8,367	382,643

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截至二零一二年十二月三十一日止六個月

	Six months ended 31 December	
	截至十二月三十一日止六個月	
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	<b>(26,032)</b>	9,355
經營活動產生之現金淨額		
NET CASH FROM (USED IN) INVESTING ACTIVITIES	<b>1,707</b>	(45,344)
投資活動所用之現金淨額		
FINANCING ACTIVITIES		
融資活動		
Proceeds from issue of rights shares	<b>80,286</b>	–
發行供股產生之現金淨額		
Other financing cash flows	<b>5,136</b>	–
其他融資現金流量		
NET CASH FROM FINANCING ACTIVITIES	<b>85,422</b>	–
融資活動之現金淨額		
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	<b>61,097</b>	(35,989)
現金及現金等價物的淨增加(減少)		
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	<b>169,815</b>	222,267
期初現金及現金等價物		
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	<b>845</b>	1,162
外幣匯率變動影響		
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, represented by bank balances and cash	<b>231,757</b>	187,440
期末現金及現金等價物		

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 1. BASIS OF PREPARATION

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

### 2. PRINCIPAL ACCOUNTING POLICIES

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

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 31 December 2012 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 30 June 2012.

### 1. 編制基準

簡明綜合財務報表乃按香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」編製。

### 2. 主要會計政策

簡明綜合財務報表乃根據過往成本編撰，惟若干按重估金額或公平值計量（如適用）之物業及財務工具除外。

除下文所述者外，截至二零一二年十二月三十一日止六個月的簡明綜合財務資料所採用的會計政策及計算方法與截至二零一二年六月三十日止年度之本集團年度財務報表所採用者一致。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA:

- amendments to HKFRS 7 “Financial instruments: Disclosures – Transfers of financial assets”;
- amendments to HKAS 1 “Presentation of items of other comprehensive income”; and
- amendments to HKAS 12 “Deferred tax: Recovery of underlying assets”.

The amendments to HKAS 1 introduce new terminology for statement of comprehensive income and income statement. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements.

### 2. 主要會計政策(續)

於本中期期間，本集團首次應用由香港會計師公會頒佈下列經修訂之香港財務報告準則(「香港財務報告準則」)：

- 香港財務報告準則第7號「財務工具：披露－轉讓財務資產」(修訂本)；
- 香港會計準則第1號「呈列其他全面收入項目」(修訂本)；及
- 香港會計準則第12號「遞延稅項：收回相關資產」。

香港會計準則第1號(修訂本)引入全面收益表及收益表之新術語。根據香港會計準則第1號(修訂本)，全面收益表乃更名為損益及其他全面收益表，而收益表則更名為損益表。香港會計準則第1號(修訂本)保留以單一或兩個獨立但連續報表呈列損益及其他全面收益之選擇。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

However, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

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

### 2. 主要會計政策(續)

然而，香港會計準則第1號(修訂本)要求於其他全面收益部分作出附加披露以使其他全面收益項目歸類成兩個類別：(a)其後不會重新分類至損益之項目；及(b)當符合特定條件時，其後可能會重新分類至損益之項目。其他全面收益項目之稅項須根據相同基礎分配—該等修訂本並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇。修訂本已就此應用，據此其他全面收益項目之呈列項目將予修訂以反映變動。除上述呈列方式之變動外，應用香港會計準則第1號(修訂本)不會對損益、其他全面收益及全面收益總額造成任何影響。

於本中期期間應用上述香港財務申報準則(修訂本)對於該等簡明綜合財務報表呈報之金額及／或該等簡明綜合財務報表載列之披露資料並無造成重大影響。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 3. REVENUE AND SEGMENT INFORMATION

The Group has three reportable and operating segments as follows:

- (a) distribution of gene testing services
- (b) distribution of bio-industrial products
- (c) provision of health care management services

The Group's reportable and operating segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

### 3. 收益及分部資料

本集團有以下三個呈報及經營分部：

- (a) 分銷基因測試服務
- (b) 分銷生物產業產品
- (c) 提供健康管理服務

本集團的呈報分部是提供不同產品及服務的策略性業務單位。該等分部受個別管理，因各業務所需的技術及市場策略不同。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012  
截止二零一二年十二月三十一日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued)

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

### 3. 收益及分部資料(續)

下表為按呈報根據經營部分類之本集團收益及業績分析：

Distribution of gene testing services 分銷基因測試服務		Distribution of bio-industrial products 分銷生物產業產品		Provision of health care management services 提供健康管理服務		Total 總計	
2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年	2012 二零一二年	2011 二零一一年
HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Six months ended 31 December</b> 截至十二月三十一日止六個月							
Revenue from external customers 來自外來客戶之收入							
73	22,692	-	377	1,457	1,110	1,530	24,179
<b>Segment (loss) profit after tax</b> 除稅後分部(虧損)溢利							
(6,850)	7,330	(1,712)	(17,898)	(16,461)	(11,089)	(25,023)	(21,657)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 3. REVENUE AND SEGMENT INFORMATION (Continued)

### 3. 收益及分部資料(續)

	Six months ended	
	31 December	
	截至十二月三十一日止六個月	2011
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Reconciliation of reportable segment loss after tax: 稅後可呈報分部虧損對賬：		
Total segment loss after tax 稅後分部虧損總額	<b>(25,023)</b>	(21,657)
Corporate and other expenses 企業及其他開支	<b>(5,683)</b>	(4,127)
Loss on sales of available-for-sale financial assets 可供出售金融資產虧損	<b>(208)</b>	(67)
Unallocated interest income 未分類利息收入	<b>2,984</b>	3,169
Consolidated loss after tax 稅後綜合虧損	<b>(27,930)</b>	(22,682)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 4. OTHER INCOME, GAINS AND LOSSES

### 4. 其他收入、收益及虧損

	Six months ended 31 December	
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
Interest income	762	1,217
利息收入		
Interest income on available-for-sale financial assets	2,230	1,984
可供出售金融資產之利息收入		
Loss on sale of available-for-sale financial assets	(208)	(67)
可供出售金融資產之虧損		
Grant from the government of People's Republic of China (the "PRC") for carrying out gene testing business	948	911
中華人民共和國(「中國」)政府對進行基因測試業務提供之補助		
Sundry income	16	22
雜項收入		
	<b>3,748</b>	<b>4,067</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 5. INCOME TAX CREDIT

### 5. 所得稅抵免

	<b>Six months ended</b>	
	<b>31 December</b>	
	截至十二月三十一日止六個月	
	<b>2012</b>	2011
	二零一二年	二零一一年
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>(Unaudited)</b>	(Unaudited)
	(未經審核)	(未經審核)
<hr/>		
Current tax:		
即期稅項：		
Hong Kong	-	(111)
香港		
PRC Enterprise Income tax	-	(88)
中國營所稅		
Deferred tax:		
遞延稅項：		
Current period	<b>30</b>	2,343
本期		
	<hr/>	<hr/>
	<b>30</b>	2,144
	<hr/>	<hr/>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 6. LOSS FOR THE PERIOD

The Group's loss for the period has been arrived at after charging the following items:

### 6. 期內虧損

本集團之期內虧損乃扣除下列各項後達致：

	<b>Six months ended</b>	
	<b>31 December</b>	
	截至十二月三十一日止六個月	2011
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>(未經審核)</b>	<b>(未經審核)</b>
Amortisation of intangible assets 無形資產攤銷	<b>650</b>	990
Depreciation of property, plant and equipment 物業、廠房及設備折舊	<b>5,023</b>	1,997
Loss on disposals of property, plant and equipment 出售物業、廠房及設備之虧損	–	1,542
Impairment loss on an intangible asset (Note) 無形資產之減值虧損(附註)	–	16,636
Impairment loss on goodwill (Note) 商譽之減值虧損(附註)	–	1,954
Directors' emoluments 董事酬金	<b>410</b>	550
Operating lease charges of land and buildings 土地及樓宇之經營租賃支出	<b>6,947</b>	5,615
Cost of inventories recognised as an expense 確認為開支之存貨成本	–	1,712
Staff costs including directors' emoluments 包括董事酬金在內之員工成本	<b>9,858</b>	8,983

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

截止二零一二年十二月三十一日止六個月

### 6. LOSS FOR THE PERIOD

(Continued)

Note: During the period ended 31 December 2011, impairment losses of HK\$16,636,000 and HK\$1,954,000 were recognised for the intangible asset and goodwill in relation to the distribution of bio-industrial products segment. The recoverable amount of the intangible asset and goodwill had been determined based on value in use calculation.

### 7. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors have determined that no dividend will be paid in respect of the interim period (2011: nil).

### 8. LOSS PER SHARE

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

### 6. 期內虧損(續)

附註：於截至二零一一年十二月三十一日止期間，已就分部之分銷生物產業產品之無形資產及商譽分別確認減值虧損16,636,000港元及1,954,000港元。無形資產及商譽之收入回金額已根據使用價值計算釐定。

### 7. 股息

於本中期期間概無支付、宣派或建議任何股息。董事已決定，概不會就本中期期間支付任何股息(二零一一年：無)

### 8. 每股虧損

本公司擁有人應佔每股基本虧損按以下數據計算：

Six months ended	
31 December	
截至十二月三十一日止六個月	
2012	2011
二零一二年	二零一一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

#### Loss

#### 虧損

Loss for the period attributable to the owners of the Company for the purpose of basic loss per share

24,931

17,899

就計算每股基本虧損之本公司擁有人應佔期內虧損

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截止二零一二年十二月三十一日止六個月

### 8. LOSS PER SHARE (Continued)

### 8. 每股虧損(續)

Six months ended 31 December	
截至十二月三十一日止六個月 2012	2011
二零一二年	二零一一年
Number of shares 股份數目	Number of shares (Restated) (經重列)

#### Number of shares

##### 股份數目

Weighted average number of  
ordinary shares for the purpose of  
basic loss per share

**759,696,691**    648,109,036

就計算每股基本虧損之加權平均普通股數

The weighted average number of ordinary shares adopted in the calculation of the basic loss per share for each of the six-month periods ended 31 December 2012 and 2011 have been adjusted for the effect of bonus element in connection with the rights issues during the period ended 31 December 2012 and the impact of share consolidation completed subsequent to 31 December 2012 as disclosed in note 18.

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during both periods.

計算截至二零一一年及二零一二年十二月三十一日止六個月各期間之每股基本虧損採用之加權平均普通股數，已就截至二零一二年十二月三十一日止期間進行供股之紅利成份之影響，以及二零一二年十二月三十一日後完成之股份合併(於附註18披露)之影響，作出調整。

由於本公司於兩個期間內概無任何具攤薄潛力之普通股，故並無呈列每股攤薄虧損。



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### 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group acquired HK\$10,623,000 (2011: HK\$27,116,000) property, plant and equipment, of which, HK\$10,496,000 (2011: HK\$19,596,000) and HK\$127,000 (2011: HK\$5,173,000) were incurred for the provision of health care management services and for the production plant of bio-industrial products business respectively.

In the opinion of the directors of the Company, the aggregate carrying amount of the Group's leasehold land and buildings as at the end of the current interim period that is carried at revalued amounts does not differ significantly from their estimated fair value. Consequently, no revaluation surplus or deficit has been recognised in the current interim period.

### 10. TRADE RECEIVABLES

The credit terms granted by the Group to its customers generally range from 30 to 180 days.

The following is an analysis of trade receivables by age, presented based on the invoice date.

### 9. 物業、廠房及設備

於本中期期間內，本集團購入為10,623,000港元(二零一一年：為27,116,000港元)之物業、廠房及設備，其主要產生分別為提供健康管理服務業務為10,496,000港元(二零一一年：為19,596,000港元)及用於生物產業產品業務之廠房為127,000港元(二零一一年：為5,173,000港元)。

本公司董事認為，本集團租賃土地及樓宇於本中期期間按重估金額計算的總賬面值與其估計公平值並無重大差異。因此，於本中期期間並無確認重估盈利或虧損。

### 10. 貿易應收賬款

本集團授予客戶之信貸期通常介乎30至180日不等。

貿易應收賬款按發票日期之賬齡分析如下：

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### 10. TRADE RECEIVABLES (Continued)

	At 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
30 days or less 30日或以下	–	20
61 to 180 days 61至180日	40	–
	<b>40</b>	<b>20</b>

### 10. 貿易應收賬款(續)

### 11. TRADE PAYABLES

The following is an analysis of trade payables by age, presented based on the invoice date.

	At 31 December 2012 二零一二年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
30 days or less 30日或以下	195	2
31 to 60 days 31至60日	148	3
61 to 180 days 61至180日	136	212
Over 180 days 超過180日	64	282
	<b>543</b>	<b>499</b>

### 11. 貿易應付賬款

貿易應付賬款按發票日期之賬齡分析如下：

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### 12. AMOUNT DUE TO A SHAREHOLDER

During the current interim period, amount of HK\$4,933,000 (30 June 2012: nil) was advanced to the Group from a shareholder of the Company. The amount is unsecured, non-interest bearing and repayable on demand.

### 13. LOANS FROM A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

During the current interim period, the Group obtained a loan of HK\$3,117,000 (30 June 2012: HK\$6,133,000) from a non-controlling shareholder of a subsidiary. All loans are unsecured, carry interest at fixed rate of 6.65% per annum and repayable from 29 May 2014 onwards by installments.

### 12. 應付一名股東款項

於本中期期間，本公司一名股東的墊款予本集團為4,933,000港元（二零一二年六月三十日：無）。該款項為無抵押、免息及須按要求償還。

### 13. 來自附屬公司一名非控股股東的貸款

於本中期期間，本集團獲得附屬公司一名非控股股東的貸款為3,117,000港元（二零一二年六月三十日：6,133,000港元）。全部貸款為無抵押，利息按固定年利率6.65%計算，並由二零一四年五月二十九日起分期償還。

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### 14. SHARE CAPITAL

### 14. 股本

	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股		
Authorised: 法定：		
As at 1 July 2011, 31 December 2011, 1 July 2012 and 31 December 2012	50,000,000,000	500,000
於二零一一年七月一日、二零一一年十二 月三十一日、二零一二年 七月一日及二零一二年十二月三十一日		
Issued and fully paid: 已發行及已繳足：		
As at 1 July 2011, 31 December 2011 and 1 July 2012	12,164,508,062	121,645
於二零一一年七月一日、二零一一年 十二月三十一日及二零一二年 七月一日		
Issue of rights shares (Note) 發行供股股份(附註)	3,649,352,418	36,494
<b>As at 31 December 2012</b> 於二零一二年十二月三十一日	<b>15,813,860,480</b>	<b>158,139</b>

Note: On 8 August 2012, the Company allotted and issued 3,649,352,418 shares by way of rights issue at a subscription price of HK\$0.022 per rights share on the basis of three rights shares for every ten shares held.

附註：於二零一二年八月八日，本公司以供股方式，按每持有十股可獲發三股供股股份的基準，分配及發行3,649,352,418股股份，認購價為每股供股股份0.022港元。

Details of changes in share capital of the Company subsequent to 31 December 2012 are set out in note 18.

本公司於二零一二年十二月三十一日其後的股本變動詳情載於附註18。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 31 DECEMBER 2012

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### 15. COMMITMENTS

#### (a) Lease commitments

At 31 December 2012, the total future minimum lease payments of the Group under non-cancellable operating leases were payable as follows:

Future aggregate minimum lease payments under operating leases in respect of land and buildings 根據土地及樓宇之經營租約而須支付之未來租金下限總額

- within one year 一年
- in the second to fifth years inclusive 第二至第五年(包括首尾兩年)

	<b>47,655</b>	54,667
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Operating lease payments represent rentals payable by the Group for certain of its offices, health care centre, laboratory and staff quarters. Leases are negotiated for an average term of 6 years and rentals are fixed over the lease terms and do not include contingent rentals.

### 15. 承擔

#### (a) 租約承擔

於二零一二年十二月三十一日，本集團根據不可撤銷經營租約而須支付之未來租金下限總額如下：

At <b>31 December</b> <b>2012</b> 二零一二年 十二月三十一日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	At 30 June 2012 二零一二年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
<b>13,563</b>	14,079
<b>34,092</b>	40,588
<b>47,655</b>	54,667

經營租約付款指本集團就若干辦公室，健康管理中心，實驗室及員工宿舍須支付之租金。所磋商之租約平均年期為六年，租約期內之租金固定不變，及並不包括或然租金。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

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### 15. COMMITMENTS (Continued)

#### (b) Capital commitments

The Group's capital commitments for property, plant and equipment contracted but not provided for amounted to HK\$876,000 at 31 December 2012 (30 June 2012: HK\$5,267,000).

#### (c) Other commitments

The Group had other commitments of HK\$8,280,000 at 31 December 2012 (30 June 2012: HK\$9,200,000) in relation to the obligations and responsibility for the administration cost of the Tan Jia Zhen Life Sciences Prize undertaking by 上海市生物醫藥行業協會 (Shanghai Biopharmaceutical Industry Association) pursuant to the Tan Jia Zhen Life Sciences Prize Sponsorship agreement.

### 15. 承擔(續)

#### (b) 資本承擔

於二零一二年十二月三十一日，本集團就已訂約但並無撥備於物業、廠房及設備之資本承擔為876,000港元(二零一二年六月三十日：為5,267,000港元)。

#### (c) 其他承擔

於二零一二年十二月三十一日，本集團就上海市生物醫藥行業協會的談家楨生命科學獎設獎單位協議之其他承擔為8,280,000港元(二零一二年六月三十日：為9,200,000港元)。

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## 簡明綜合財務報表附註

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### 16. RELATED PARTY TRANSACTIONS

During the period, the Group entered into the following transactions with related parties:

### 16. 關連人士交易

本集團於期內與其關連人士進行之交易如下：

	<b>Six months ended</b>	
	<b>31 December</b>	
	2012	2011
	二零一二年	二零一一年
	HK\$'000	HK\$'000
	千港元	千港元
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>(未經審核)</b>	<b>(未經審核)</b>
Management service income received from a holding company 自一間控股公司收取之管理服務收入	-	22
Payment of gene testing services cost to related parties 支付基因測試服務成本予關連人士	<b>3</b>	2,689
Receipt of gene testing services income from related parties 向關連人士收取基因測試服務收入	<b>20</b>	345
Payment of service fee to a substantial shareholder 支付服務費予主要股東	<b>225</b>	225

The related party/(ies) is/(are) controlled by the Dr. Mao, who is also the substantial shareholder of the Company.

本公司之主要股東毛博士是關連人士之控股股東。

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## 簡明綜合財務報表附註

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### 17. LITIGATION

#### (i) Litigation concerning Longmark (Shanghai) HealthCare Limited (“Longmark (Shanghai)”) in PRC

On 17 April 2012, a writ of summons was issued by 江蘇天騰建設集團有限公司 (Jiangsu Tianteng Construction Group Co., Limited) (“Jiangsu Tianteng”) in the PRC as the plaintiff against Longmark (Shanghai), an indirect non-wholly owned subsidiary of the Company, as the defendant in relation to the disputes arising from the consideration and completion of construction services under the construction agreement entered into between Longmark (Shanghai) and Jiangsu Tianteng dated 23 May 2011.

On 27 May 2012, Longmark (Shanghai) reached an out of court settlement with Jiangsu Tianteng and entered into a trust agreement with Jiangsu Tianteng and a lawyer on the same day (collectively referred to as the “Settlement Agreements”). According to the Settlement Agreements, Longmark (Shanghai) agreed to pay the remaining balance of the construction fee of RMB2,978,000 to the lawyer who act as a trustee for Longmark (Shanghai) and such amounts would be released by installments to Jiangsu Tianteng based on the conditions set out in the Settlement Agreements, and Jiangsu Tianteng agreed to (i) file an application to withdraw the litigation against Longmark (Shanghai) to the Changning District Court of the PRC; and (ii) repair the installed but defective aeration facilities for satisfying relevant fire safety requirements before 25 June 2012. A notice of withdrawal dated 4 June 2012 for the litigation was issued by the Changning District Court of the PRC after the lawyer had paid RMB2,000,000 to Jiangsu Tianteng on behalf of Longmark (Shanghai).

### 17. 訴訟

#### (i) 於中國有關龍脈(上海)之訴訟

於二零一二年四月十七日，江蘇天騰建設集團有限公司(「江蘇天騰」)(作為原告)於中國向本公司之間接非全資附屬公司龍脈(上海)健康管理服務有限公司(「龍脈(上海)」)(作為被告)發出傳票令狀，內容有關由龍脈(上海)與江蘇天騰於二零一一年五月二十三日訂立之建造協議(「龍脈建造協議」)項下之代價及完成建造服務所引起之爭議。

於二零一二年五月二十七日，龍脈(上海)與江蘇天騰達成庭外和解。龍脈(上海)同意按龍脈建造協議之條款向江蘇天騰支付建造費餘款人民幣2,978,000元，而江蘇天騰同意(i)向中國長寧區法院申請撤銷針對龍脈(上海)之訴訟；及(ii)為通過相關防火安全規定而維修已安裝惟有缺陷之通風設施。龍脈(上海)向江蘇天騰支付人民幣2,000,000元後，中國長寧區法院已於二零一二年六月四日發出撤銷訴訟之通知。



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截止二零一二年十二月三十一日止六個月

### 17. LITIGATION (Continued)

#### (i) Litigation concerning Longmark (Shanghai) HealthCare Limited ("Longmark (Shanghai)") in PRC (Continued)

The aeration facilities of Longmark (Shanghai) was unable to satisfy the relevant fire safety requirements before 25 June 2012, which is a condition precedent for settlement of the remaining balance of RMB978,000 in accordance to the Settlement Agreements. Accordingly, Longmark (Shanghai) is under no obligation to pay the remaining balance of RMB978,000 to Jiangsu Tianteng. However, on 23 September 2012, Jiangsu Tianteng filed another claim to demand the settlement for the remaining construction cost of RMB978,000 claiming Longmark (Shanghai) has taken actions to prevent or to hinder the fulfilment of the relevant condition. Pursuant to the judgment of the first sentence dated 24 December 2012, Longmark (Shanghai) is liable to pay RMB978,000 to Jiangsu Tianteng and legal fee of RMB7,000. After consultation with the legal advisor, the directors are of the opinion that (i) the condition precedent set out in the Settlement Agreements was not fulfilled; and (ii) the evidence Jiangsu Tianteng submitted in the first sentence could not prove Longmark (Shanghai) had taken actions to prevent or to hinder the fulfilment of the condition precedent set out in Settlement Agreements. On 8 January 2013, Longmark (Shanghai) filed an application to appeal to the Shanghai No.1 Intermediate People's Court. The case is still under court process and the dispute amount of RMB978,000 (equivalent to HK\$1,196,000) was paid to and was in custody by the lawyer as at 31 December 2012. No provision has been made in the condensed consolidated financial statements since the directors consider the amount involved is immaterial.

### 17. 訴訟(續)

#### (i) 於中國有關龍脈(上海)之訴訟(續)

龍脈(上海)之通風設施於二零一二年六月二十五日前尚未符合相關防火安全規定，因此，根據於二零一二年五月二十七日達成的和解協議，龍脈(上海)毋須向江蘇天騰支付餘款人民幣978,000元。然而，於二零一二年九月二十三日，江蘇天騰就其完成的建築工程的服務費，另行提交索償人民幣978,000元的申索。根據二零一三年十二月二十四日第一次判決，龍脈(上海)須支付人民幣978,000元予江蘇天騰，以及法律費人民幣7,000元。經諮詢法律顧問後，董事認為：(i)江蘇天騰並未達成和解協議之條款；及(ii)江蘇天騰於第一次判決提交的憑證，並無證明龍脈(上海)已採取行動，避免或限制江蘇天騰達成和解協議所載的條款。於二零一三年一月八日，龍脈(上海)向上海市第一中級人民法院提供上訴申請。由於該案件仍在審理中，而爭議款項人民幣978,000元(相當於1,196,000港元)已支付予律師，並由律師保管，故此於二零一二年十二月三十一日，並無作出撥備，因為董事認為涉及的金額微不足道。

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### 17. LITIGATION (Continued)

#### (ii) Litigation concerning 中荷(平湖)生物技術有限公司 (CNL (Pinghu) Biotech Co. Ltd.) (“CNL (Pinghu)”) in the PRC

On 17 April 2012, a writ of summons was issued by 江蘇瑞峰建設集團有限公司 (Jiangsu Ruifeng Construction Group Co., Limited) (“Jiangsu Ruifeng”) in the PRC as the plaintiff against CNL (Pinghu), an indirect non-wholly owned subsidiary of the Company, as the defendant in relation to the disputes arising from the consideration and completion of construction services under the construction contracting services agreement dated 8 October 2010, the construction agreement dated 17 December 2010 and the supplemental agreement dated 8 March 2011 (collectively referred to as the “Construction Agreements”) entered into between CNL (Pinghu) and Jiangsu Ruifeng, to claim the outstanding construction cost of RMB13,150,000, the related interests and litigation costs of the case. In accordance to the Construction Agreements, the total construction costs is RMB16,675,000. Jiangsu Ruifeng had issued invoices amounting to RMB29,126,000 in relation to the construction work they performed. The aggregated invoice amount is substantially different from the contractual amount and CNL (Pinghu) only settled an amount of RMB15,976,000 and recorded as the cost of building as at 31 December 2012. On 24 April 2012, Jiangsu Ruifeng obtained a civil ruling against CNL (Pinghu), pursuant to which a bank deposit of RMB15,000,000 or equivalent amount of assets of CNL (Pinghu) were to be frozen, but the actual amount frozen

### 17. 訴訟(續)

#### (ii) 於中國有關中荷(平湖)之訴訟

於二零一二年四月十七日，江蘇瑞峰建設集團有限公司(「江蘇瑞峰」)(作為原告)於中國向本公司之間接非全資附屬公司中荷(平湖)生物技術有限公司(「中荷(平湖)」)(作為被告)發出傳票令狀，內容有關由中荷(平湖)與江蘇瑞峰於二零一零年十月八日訂立之建造承包服務協議、於二零一零年十二月十七日訂立之建造協議及於二零一一年三月八日訂立之補充協議項下之代價及完成建造服務所引起之爭議，江蘇瑞峰向中荷(平湖)索償人民幣13,150,000元之額外建造款項、利息及案件之訴訟成本。根據建造協議，建造成本為人民幣16,675,000元。江蘇瑞峰就其進行之建造工程發出發票，金額為人民幣29,126,000元。發票總額與合約金額出現重大差異，而中荷(平湖)僅支付人民幣15,976,000元，並於二零一二年十二月三十一日記錄作建築成本。於二零一二年四月二十四日，江蘇瑞峰已取得針對中荷(平湖)之民事裁定，據此，中荷(平湖)之銀行存款人民幣15,000,000元或等同金額之資產將被凍結，惟於二零一二年十二月三十一日，被凍結之實際金額為

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### 17. LITIGATION (Continued)

#### (ii) Litigation concerning 中荷(平湖)生物技術有限公司 (CNL (Pinghu) Biotech Co. Ltd.) ("CNL (Pinghu)") in the PRC (Continued)

was HK\$223,000 as at 31 December 2012 (30 June 2012: HK\$222,000), which is significantly lower than the amount stated in the civil ruling. On 14 January 2013, an independent construction consulting company which was appointed by Pinghu District Court issued a statement certifying the total construction cost incurred would be in a range between RMB15,093,000 (equivalent to HK\$18,614,000) and RMB18,766,000 (equivalent to HK\$23,144,000). In the opinion of legal advisor, the possibility for Pinghu District Court for adopting the construction cost of RMB18,766,000 is higher. As of 31 December 2012, total amount of construction costs paid by the Group so far was RMB15,976,000 (equivalent to HK\$19,703,000). The directors considered that the maximum amount of payable is RMB2,790,000 (equivalent to HK\$3,441,000) and the amount is not material, therefore, no further provision of was made as at 31 December 2012 since the directors consider the amount is immaterial.

### 17. 訴訟(續)

#### (ii) 於中國有關中荷 (平湖)之訴訟(續)

223,000港元(二零一二年六月三十日：為222,000港元)，其大幅低於民事裁定所列之金額。於二零一三年一月十四日，一間獨立建築顧問公司獲平湖區法院委任，發出一份聲明，證明建築成本約為人民幣15,093,000元(相當於18,614,000港元)與人民幣18,766,000元(相當於23,144,000港元)之間。根據法律顧問的意見，平湖區法院採納建築成本人民幣18,766,000元的可能性較高。於二零一二年十二月三十一日，本集團已支付的建築成本為人民幣15,976,000元(相當於19,703,000港元)。董事認為，應支付的款項上限為人民幣2,790,000元(相當於3,441,000港元)，金額並不重大，由於董事認為該金額屬微不足道，因此，於二零一二年十二月三十一日，概無就應付建築成本計提進一步撥備。

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### 17. LITIGATION (Continued)

#### (iii) Litigation concerning 聯合基因(上海)健康管理服務有限公司 (United Gene HealthCare Limited, Shanghai) (“United Gene (Shanghai)”) in the PRC

On 14 December 2012, a writ of summons was issued by 重慶聯合基因技術有限公司 (Chongqing United Gene Technology Co., Limited) (“Chongqing United Gene”) in the PRC as the plaintiff against United Gene (Shanghai), an indirectly wholly-owned subsidiary of the Company, as the defendant, suing United Gene (Shanghai) for its failure to discharge its obligations under the cooperation agreement dated 26 May 2011 (the “Cooperation Agreement”) entered into between an authorised person of Chongqing United Gene and United Gene (Shanghai) and demand for repayment of RMB4,000,000 paid to United Gene (Shanghai), the related interests and litigation costs of the case. The case is still at fact collecting stage and pending further court process and in the opinion of the legal advisor and the directors, it is not possible and practicable to assess the outcome of the case. Accordingly, no provision was made in the condensed consolidated financial statements.

### 17. 訴訟(續)

#### (iii) 於中國有關聯合基因(上海)健康管理服務有限公司(「聯合基因(上海)」)之訴訟

於二零一二年十二月十四日，重慶聯合基因技術有限公司(「重慶基因」)(原告)於中國向本公司間接全資附屬公司聯合基因(上海)(被告)發出傳訊令狀，控告聯合基因(上海)未能履行二零一一年五月二十六日由重慶聯合基因與聯合基因(上海)的授權人士訂立的合作協議下的責任，並要求償還已支付予聯合基因(上海)的人民幣4,000,000元、相關利息及案件之訴訟成本。該案件仍在搜證階段，有待進一步法院聆訊，根據法律顧問及董事的意見，不能具體評估案件的結果。因此，概無於簡明綜合財務報表中計提撥備。

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### 18. EVENTS AFTER THE REPORTING PERIOD

As disclosed in the announcement and the circular dated 13 December 2012 and 24 December 2012 respectively, the Company proposed to carry out a capital reorganisation (the “Capital Reorganisation”) involving (i) every twenty issued shares of par value of HK\$0.01 each be consolidated into one consolidated share of par value of HK\$0.20 each; (ii) the nominal value of each issued consolidated shares be reduced from par value of HK\$0.20 each to par value of HK\$0.01 each by cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each issued consolidated share; (iii) each of the authorised but unissued consolidated shares of HK\$0.20 each shall be subdivided into 20 adjusted shares of par value of HK\$0.01 each. The proposal for the Capital Reorganisation received shareholder’s approval in a special general meeting held on 18 January 2013 and became effective on 19 January 2013.

### 19. COMPARATIVE FINANCIAL INFORMATION

Certain financial information presented in the comparative condensed consolidated statement of financial position as at 30 June 2012 has been reclassified to conform with the current period presentation.

### 18. 報告期間後事項

誠如二零一二年十二月十三日之公告及二零一二年十二月二十四日之通函所披露，本公司建議進行資本重組（「資本重組」）包括(i)每股二十股面值0.01港元的已發行股份重組為一股面值0.20港元的合併股份；(ii)各已發行合併股份的面值由每股面值0.20港元減至每股面值0.01港元，方式為註銷本公司繳足股本中各已發行合併股份面值每股0.19港元；(iii)各已授權但未發行的合併股份，每股面值為0.20港元，須分拆為20股經調整股份，每股面值0.01港元。建議股本重組已獲得股東於二零一三年一月十八日舉行之股東特別大會上之批准，並於二零一三年一月十九日生效。

### 19. 比較財務資料

呈列於二零一二年六月三十日的比較簡明綜合財務狀況表的若干財務資料已被重新分類，以符合本中期的呈列方式。



**United Gene High-Tech Group Limited**  
聯合基因科技集團有限公司