



普施基因生物科技有限公司<sup>\*</sup>  
PLASMAGENE BIOSCIENCES LIMITED

<sup>\*</sup> 僅供識別  
For identification purpose only

ANNUAL REPORT 2005 年報

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at <http://www.hkgem.com> in order to obtain up-to-date information on GEM-listed issuers.

*The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “Directors”) of Plasmagene Biosciences Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板乃為帶有高投資風險的公司提供一個上市的市場。尤其在創業板上市的公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

創業板發佈資料的主要方法為在聯交所為創業板而設的互聯網網頁刊登。上市公司一般毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資的人士應注意彼等能閱覽創業板網頁 <http://www.hkgem.com>，以便取得創業板上市發行人的最新資料。

聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）的規定而提供有關普施基因生物科技有限公司（「本公司」）的資料。本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及確信：(1)本報告所載的資料在各重大方面均屬真確及完整，且無誤導成份；(2)本報告並無遺漏任何事項，致使本報告任何內容有所誤導；及(3)本報告表達的所有意見已經審慎周詳考慮並按公平合理的基準及假設而作出。

## CONTENTS 目錄

Corporate Information 公司資料 .....	2
Notice of Annual General Meeting 股東週年大會通告 .....	4
Chairman's Statement 主席報告 .....	11
Management Discussion and Analysis 管理層討論及分析 .....	13
Business Objectives and Actual Business Progress Comparison 業務目標與實際業務進展的比較 .....	20
Board of Directors and Senior Management 董事會及高級管理層 .....	30
Report of the Directors 董事會報告 .....	34
Auditors' Report 核數師報告 .....	48
Consolidated Income Statement 綜合收益表 .....	50
Consolidated Balance Sheet 綜合資產負債表 .....	51
Balance Sheet 資產負債表 .....	52
Consolidated Statement of Changes in Equity 綜合權益變動報表 .....	53
Consolidated Cash Flow Statement 綜合現金流量表 .....	54
Notes to the Financial Statements 財務報表附註 .....	56
Financial Summary 財務概要 .....	96

# CORPORATE INFORMATION 公司資料

## EXECUTIVE DIRECTORS

Dr. Yeung Wah Hin, Alex  
Mr. Cheng Yan Tak, Angus Ronald  
Mr. Cho Kam Luk  
Mrs. Yeung Tsui Mai Ling, Margaret

## NON-EXECUTIVE DIRECTOR

Mr. Lau Kam Shan

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ngan Man Wong, Matthew  
Dr. Loh Kai Tsu, Kevin  
Mr. Chan Siu Wing, Raymond  
Mr. Chan Po Kwong

## REGISTERED OFFICE

Ugland House, PO Box 309GT  
South Church Street, Grand Cayman  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5/F, Club Lusitano  
16 Ice House Street, Central  
Hong Kong

## COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Ms. Leung Kwan Yu CPA, FCCA

## AUTHORISED REPRESENTATIVES

Dr. Yeung Wah Hin, Alex  
Ms. Leung Kwan Yu

## COMPLIANCE OFFICER

Mr. Cheng Yan Tak, Angus Ronald

## AUDIT COMMITTEE MEMBERS

Dr. Ngan Man Wong, Matthew  
(Chairman of Audit Committee)  
Dr. Loh Kai Tsu, Kevin  
Mr. Chan Siu Wing, Raymond  
Mr. Chan Po Kwong

## SPONSOR

First Shanghai Capital Limited

## AUDITORS

RSM Nelson Wheeler  
Certified Public Accountants

## 執行董事

楊華顯醫生  
鄭恩德先生  
曹金陸先生  
楊徐美玲女士

## 非執行董事

劉金山先生

## 獨立非執行董事

顏文煌醫生  
陸凱祖醫生  
陳兆榮先生  
陳寶光先生

## 註冊辦事處

Ugland House, PO Box 309GT  
South Church Street, Grand Cayman  
Cayman Islands

## 香港主要營業地點

香港中環  
雪廠街16號  
西洋會所大廈5樓

## 公司秘書及合資格會計師

梁郡如女士 CPA, FCCA

## 授權代表

楊華顯醫生  
梁郡如女士

## 監察主任

鄭恩德先生

## 審核委員會成員

顏文煌醫生  
(審核委員會主席)  
陸凱祖醫生  
陳兆榮先生  
陳寶光先生

## 保薦人

第一上海融資有限公司

## 核數師

羅申美會計師行  
執業會計師

# CORPORATE INFORMATION 公司資料

**PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation Limited  
Dah Sing Bank Limited

**主要往來銀行**

香港上海滙豐銀行有限公司  
大新銀行

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

M&C Corporate Services Limited  
Ugland House, PO Box 309GT  
South Church Street, Grand Cayman  
Cayman Islands

**主要股份過戶登記處**

M&C Corporate Services Limited  
Ugland House, PO Box 309GT  
South Church Street, Grand Cayman  
Cayman Islands

**BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG**

Computershare Hong Kong Investor Services Limited  
1712-1716, 17th Floor,  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

**股份過戶登記處香港分處**

香港中央證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
17樓1712-1716室

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "AGM") of Plasmagene Biosciences Limited (the "Company") will be held at 5/F, Club Lusitano, 16 Ice House Street, Central, Hong Kong on Monday, 24 October 2005 at 9:00 a.m. to transact the following ordinary businesses:

1. to receive, consider and, if thought fit, approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and the auditors for the year ended 30 June 2005;
2. to re-elect the retiring Directors, namely, Mr. Cho Kam Luk and Mr. Chan Po Kwong, and to authorise the board of Directors (the "Board") to fix their remuneration;
3. to re-appoint the auditors, RSM Nelson Wheeler, and authorise the Board to fix their remuneration;
4. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company, including without limitation upon the exercise of any options which have been/ may be granted pursuant to an agreement entered into by the Company with The Chinese University of Hong Kong (the "Chinese University") on 8 August 2002 relating to the grant of a right of first refusal to the Company by the Chinese University in respect of certain technology and inventions, as amended and supplemented by agreements dated 31 October 2003 and 16 April 2004 (the "Right of First Refusal Agreement"), and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

**茲通告** 普施基因生物科技有限公司 (「本公司」) 謹訂於2005年10月24日 (星期一) 上午九時正假座香港中環雪廠街十六號西洋會所大廈五樓舉行股東週年大會 (「股東週年大會」)，以處理下列一般事項：

1. 省覽、考慮並酌情批准截至2005年6月30日止年度本公司及其附屬公司的經審核綜合財務報表及本公司董事 (「董事」) 報告與核數師報告；
2. 重選退任董事分別為曹金陸先生及陳寶光先生，並授權本公司董事會 (「董事會」) 釐訂彼等的酬金；
3. 重新委聘核數師羅申美會計師行，並授權董事會釐訂其酬金；
4. 作為特別事項，考慮並酌情通過 (不論是否有修改) 下列決議案為普通決議案：

**「動議：**

- (a) 在本決議案第(c)段的規限下，並根據聯交所創業板證券上市規則 (「創業板上市規則」) 的規定，一般及無條件批准董事於有關期間 (定義見下文) 內行使本公司一切權力，以配發、發行及處理本公司股本中的未發行股份，包括但不限於在根據本公司與香港中文大學 (「中文大學」) 於2002年8月8日就中文大學授予本公司有關若干技術及發明的優先購買權而訂立的協議 (經日期為2003年10月31日及2004年4月16日的協議修訂及補充) (「優先購買權協議」) 而已授出/可能授出的任何購股權獲行使時，並作出或授予可能需要行使該等權力的售股建議、協議及購股權；

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company, shall not exceed the aggregate of:
- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),
- and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (b) 本決議案第(a)段的批准將授權董事於有關期間內作出或授出可能需要於有關期間結束後行使該等權力的售股建議、協議及購股權；
- (c) 董事依據本決議案第(a)段的批准而配發或同意有條件或無條件配發(不論是否根據購股權或其他方式配發者)、發行或處理的股本總面值，不得超過以下兩項的總和，惟(i)供股(定義見下文)；或(ii)行使本公司購股權計劃下的任何購股權；或(iii)根據不時有效的本公司組織章程細則，施行以股代息或類似安排而需配發及發行股份以代替全部或部份股息；或(iv)行使本公司發出的任何認股權證或可換股票據的條款賦予的權利而須予發行的任何股份或附帶權利可認購本公司股份或轉換為本公司股份的任何證券則不受此限制；
- (aa) 本決議案獲通過當日本公司已發行股本總面值的20%；及
- (bb) (倘董事獲本公司股東以獨立的普通決議案授權)於本決議案通過後本公司購回的任何股本面值(最多相等於本決議案通過當日本公司已發行股本總面值的10%)，
- 而根據本決議案(a)段授出的授權亦受此限制；及

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

- (d) for the purposes of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company or any other applicable laws of the Cayman Islands to be held; and
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to eligible holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

- (d) 就本決議案而言，「有關期間」乃指本決議案通過當日起至下列最早日期止的期間：
- (i) 本公司下屆股東週年大會結束時；
  - (ii) 本公司的組織章程大綱及細則及或開曼群島的任何其他適用法例規定本公司須舉行下屆股東週年大會的期限屆滿時；及
  - (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案授予董事的授權當日。

「供股」指在董事指定的期間內，向於某一指定記錄日期載列於股東名冊內的本公司合資格股份持有人按彼等當時的持股比例建議發售本公司股份，或建議發售或發行認股權證、購股權或其他附有認購股份權利的證券（惟董事有權就零碎股權，或法例下的任何限制或責任，或適用於本公司的任何司法權區的法律限制或責任，或任何認可監管機構或適用於本公司的任何證券交易所的規定，作出彼等認為必需或權宜的安排，取消若干股東在此方面的權利或作出其他安排。）



# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

5. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on the GEM or any other stock exchange outside Hong Kong on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the GEM Listing Rules, the Articles of Association of the Company and all other applicable laws in this regards, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association of the Company or any other applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. 作為特別事項，考慮並酌情通過（不論是否有修改）下列決議案為普通決議案：

**「動議：**

- (a) 在本決議案第(b)段的規限下，一般及無條件批准董事根據香港證券及期貨事務監察委員會（「證監會」）、創業板上市規則、本公司組織章程細則及有關此方面的所有適用法例，於有關期間（定義見下文）內行使本公司一切權力，於創業板或本公司證券可能上市並獲證監會及聯交所就此而言認可的任何其他香港以外的證券交易所購回其股份；
- (b) 本公司根據本決議案第(a)段授予的批准而可於有關期間（定義見下文）內購回的本公司股份總面值，不得超過本公司於本決議案獲通過當日的已發行股本總面值的10%，而根據本決議案第(a)段授出的授權亦受此限制；及
- (c) 就本決議案而言，「有關期間」乃指本決議案通過當日起至下列最早日期止的期間：
- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司的組織章程大綱及細則或開曼群島的任何其他適用法例規定本公司須舉行下屆股東週年大會的期限屆滿時；及
- (iii) 本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案授予董事的授權當日。」

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

6. to consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

As at the date of this notice, the executive Directors are Dr. Yeung Wah Hin, Alex, Mr. Cheng Yan Tak, Angus Ronald, Mr. Cho Kam Luk and Mrs. Yeung Tsui Mai Ling, Margaret; the non-executive Director is Mr. Lau Kam Shan; and the independent non-executive Directors are Dr. Ngan Man Wong, Matthew, Dr. Loh Kai Tsu, Kevin, Mr. Chan Siu Wing, Raymond and Mr. Chan Po Kwong.

By order of the Board  
**Plasmagene Biosciences Limited**  
**Dr. Yeung Wah Hin, Alex**  
*Chairman*

Hong Kong, 29 September 2005

*Registered Office:*  
 Uglan House  
 PO Box 309GT  
 South Church Street  
 Grand Cayman  
 Cayman Islands

*Principal Place of Business in  
 Hong Kong:*  
 5/F., Club Lusitano  
 16 Ice House Street  
 Central  
 Hong Kong

6. 作為特別事項，考慮並酌情通過(不論是否有修改)下列決議案為普通決議案：

**「動議：**

待本大會通告所載的第4及第5項決議案獲正式通過後，擴大根據上文所載第4項決議案授予董事行使本公司權力以配發、發行及處理未發行股份的無條件一般授權，方式為加入相等於本公司根據上文所載第5項決議案授予的授權購回的本公司股本總面值的數額，惟有關數額不得超過本公司於本決議案獲通過當日的已發行股本總面值的10%。」

於本通告刊發日期，執行董事為楊華顯醫生、鄭恩德先生、曹金陸先生及楊徐美玲女士；非執行董事為劉金山先生；獨立非執行董事為顏文煌醫生、陸凱祖醫生、陳兆榮先生及陳寶光先生。

承董事會命  
**普施基因生物科技有限公司**  
 主席  
**楊華顯醫生**

香港，2005年9月29日

*註冊辦事處：*  
 Uglan House  
 PO Box 309GT  
 South Church Street  
 Grand Cayman  
 Cayman Islands

*香港主要營業地點：*  
 香港中環  
 雪廠街16號  
 西洋會所大廈5樓

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

## Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the AGM will be enclosed with the 2005 Annual Report. Such form of proxy is also published on the GEM website at [www.hkgem.com](http://www.hkgem.com). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he/she so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

## 附註：

1. 凡有權出席由以上通告召開的股東週年大會並於會上投票的股東均有權委任一名或多名代表代其出席及(根據本公司的組織章程細則的規定)代其投票。受委代表無須為本公司股東，惟必須親身出席股東週年大會以代表股東。倘委派超過一名受委代表，有關委任文件必須註明各受委代表所代表的股份數目及類別。
2. 股東週年大會適用的代表委任表格將隨附於2005年年報內。該代表委任表格亦登載於創業板網頁 [www.hkgem.com](http://www.hkgem.com)。代表委任表格必須按其所列印的指示填妥及簽署，連同經簽署的授權書及經簽署證明的其他授權文件(如有)或經公證人簽署證明的授權書或授權文件副本，須於股東週年大會或其任何續會指定舉行時間四十八小時前送交本公司的股份過戶登記處香港分處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心46樓，方為有效。填妥並交回代表委任表格後，股東仍可親身出席股東週年大會或其任何續會，並於會上投票。
3. 如為股份的聯名持有人，則任何一位該等聯名持有人(不論為親身或委派代表)均可就有關股份於股東週年大會上投票，猶如彼乃唯一有權投票的股份持有人，倘超過一位該等聯名持有人(不論為親身或委派代表)出席股東週年大會，則該等出席的人士中，只有在本公司股東名冊排名首位的聯名持有人方有權投票。

# NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

4. In relation to the proposed resolution no. 2 above,
- (i) in accordance with Article 95, Mr. Chan Po Kwong who was appointed as independent non-executive Director by the Board on 1 December 2004, shall retire from office at the AGM. Mr. Chan Po Kwong, being eligible, offers himself for re-election as independent non-executive Director at the AGM; and
- (ii) in accordance with Article 122, Mr. Cho Kam Luk and Dr. Loh Kai Tsu, Kevin will retire from their offices by rotation at the AGM. Mr. Cho Kam Luk, an executive Director, being eligible, offers himself for re-election as executive Director at the AGM. Dr. Loh Kai Tsu, Kevin, an independent non-executive Director will not offer himself for re-election at the AGM.

Particulars relating to the proposed Directors who are subject to re-election are set in the Appendix II of the circular titled "Letter from the Chairman" which was despatched together with the 2005 Annual Report.

5. In relation to the proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The Directors have no immediate plans to issue new shares other than the shares which may fall to be issued under the share option scheme of the Company, or the Right of First Refusal Agreement, or any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of whole or part of a dividend which may be approved by the shareholders of the Company.
6. In relation to the proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in a separate document to be despatched to the shareholders of the Company with the 2005 Annual Report.

4. 就上文提呈第2項決議案而言，

- (i) 根據細則第95條，於2004年12月1日獲董事會委任為獨立非執行董事的陳寶光先生，將於股東週年大會上退任。陳寶光先生符合資格且願意於股東週年大會上膺選連任獨立非執行董事；及
- (ii) 根據細則第122條，曹金陸先生與陸凱祖醫生將於股東週年大會上輪值退任。執行董事曹金陸先生符合資格且願意於股東週年大會上膺選連任執行董事。獨立非執行董事陸凱祖醫生將不會於股東週年大會上膺選連任。

有關建議重選董事之詳情，載於隨2005年年報一併寄發之通函附錄二之「主席函件」內。

5. 就上文第4項及第6項提呈決議案而言，本公司正根據創業板上市規則向本公司股東尋求批准，藉以授予授權董事配發及發行股份的一般授權。董事現無計劃即時發行任何本公司新股份，惟根據本公司購股權計劃、或優先購買權協議、或本公司股東可能批准提供股份配發及發行以代替全部或部份股息的任何以股代息計劃或類似安排而將予發行的股份除外。
6. 就上文第5項提呈決議案而言，董事謹此聲明彼等僅在彼等認為符合本公司股東利益的情況下始會行使該決議案賦予的權力以購回股份。載有創業板上市規則規定的所需資料，以便股東於投票表決時可對提呈決議案作出知情決定的說明函件載於本公司另行刊發的文件，該文件將連同截至2005年的年報一併寄發予本公司股東。

# CHAIRMAN'S STATEMENT 主席報告

On behalf of the board (the "Board") of directors (the "Directors") of Plasmagene Biosciences Limited (the "Company"), I am pleased to present to our shareholders the annual report of the Company and its subsidiaries (the "Group") for the year ended 30 June 2005.

## BUSINESS REVIEW

This past year had been a mixed year for the Group. There had been disappointment in the development of business around the foetal maternal diagnostic markers, but the Group had achieved solid success in the broadening of diagnostic platform with new molecular tests and solidifying the pace towards the Food and Drug Administration (the "FDA") of the United States and the State of Food and Drug Administration (the "SFDA") of the People's Republic of China (the "PRC") registration of the Group's prime product, *EBgene*, for nasopharyngeal cancer.

The community research programme (jointly conducted with Spring Biotech Limited, an indirectly wholly owned subsidiary of Town Health International Holdings Company Limited ("Town Health")) consisted of seminars and the offering of the Group's cancer tests to the public free of charge expired on 30 June 2004. It was continued for a limited scale in July 2004 and, as a result, revenue of the Group decreased during the year ended 30 June 2005.

In addition to the Group's testing services in nasopharyngeal cancer and Epstein-Barr virus ("EB virus") associated cancers, namely *EBgene*, *EBeasy* and *EBcombo* (collectively "EB tests"), the Group launched its new hepatitis B DNA test, namely *HBeasy*, in May 2005 and started earning revenue at a steady pace.

On 1 June 2005, an exclusive distribution right agreement to private physicians and medical clinics in Hong Kong and Macau for a new cardiac monitoring diagnostic test was signed between the Group and a diagnostic pharmaceutical company. This new cardiac monitoring test can detect arterial inflammation leading to common heart diseases at an early stage. Since heart disease is the leading cause of death in the elderly, this may represent a good opportunity for the Group to offer cardiac as well as cancer diagnostic tests to those individuals seeking complete body check up to the two most common catastrophic illnesses.

In the latter part of June 2005, the Group completed the initial evaluation of an easy urine test for the human papilloma virus ("HPV"), or the virus causing cervical cancer in women.

本人謹代表普施基因生物科技有限公司(「本公司」)之董事(「董事」)會(「董事會」)，向本公司股東提呈本公司及其附屬公司(「本集團」)截至2005年6月30日止年度的年報。

## 業務回顧

對本集團而言，過去一年實為複雜多變的一年。即使在懷孕期人胎診斷指標的業務發展未如理想，然而，本集團在利用分子測試拓展診斷平台方面取得豐碩成果，同時為本集團的主要產品一診斷鼻咽癌的*EB*準向美國食品藥物管理局(「食品藥物管理局」)及中國(「中國」)國家食品及藥品監督管理局(「國家食品及藥品監督管理局」)提交申請之進展穩定。

社區研究計劃(與Spring Biotech Limited(康健國際控股有限公司(「康健」)的間接全資附屬公司)攜手進行)包括講座及向公眾人士免費提供本集團癌症測試，已於2004年6月30日結束。是項計劃於2004年7月繼續以有限度規模進行，因而使本集團於2005年6月30日止年度內的收入減少。

本集團除了提供與鼻咽癌及愛潑斯坦一巴爾病毒(「EB病毒」)有關的癌症測試服務，分別為*EB*準、*EB*易及普施組合(統稱為「EB測試」)，本集團於2005年5月推出其新的乙型肝炎脫氧核糖核酸測試，名為*HBeasy*，並已開始取得穩定的收入。

於2005年6月1日，本集團與一家診斷製藥公司簽訂一份獨家分銷權協議，向香港及澳門的私家醫生及醫療中心提供一項新的心臟監測診斷測試。此項心臟監測診斷測試可在早期偵測導致常見心臟病的動脈發炎情況。由於心臟病為老年人致命的主要疾病，故此是項測試為本集團提供良好機會，藉以為該等希望進行全面身體檢查的個別人士，提供心臟及癌症診斷測試服務，以檢查兩項常見的嚴重疾病。

於2005年6月後期，本集團為人類乳頭狀病毒(「HPV」)或導致女性患子宮頸癌的病毒，完成了簡易尿液測試的初步評估。

# CHAIRMAN'S STATEMENT 主席報告

Due to limited interests at this moment in other parts of the world, the Group has focused its business in Hong Kong, the PRC, Japan and Australia. Further details will be discussed under the paragraph headed "Business development" in the section headed "Management discussion and analysis" of this annual report.

## FUTURE PLANS AND PROSPECTS

The Group will, besides the stated business pursuit set forth in the prospectus of the Company dated 8 June 2004, extend and expand its services on the diagnosis of cancer and other serious illnesses, such as heart disease as mentioned in the recent signing agreement with a diagnostic pharmaceutical company, using the Group's existing and developing state of the art technologies in combination with other high technology equipment that may found to be complementary or act as solutions to these diseases. In the near future, the Group may seek to open such a high end specialty diagnostic center, catering for insurance companies, local physicians as well as independent individuals coming from Mainland China. Such a practical strategy to recruit new and successful business has long been related to our business plans in the past, but now the Group is one step closer to this reality.

## APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation to all our shareholders, customers, investors, business partners and staff for their continued support. We shall continue to explore on ways to improve on the business results in the year ahead.

**Dr. Yeung Wah Hin, Alex**

*Chairman*

Hong Kong, 22 September 2005

由於在現階段世界各地對各項測試的興趣不大，故本集團已集中其業務於香港、中國、日本及澳洲方面。有關之進一步詳情於本年報「管理層討論及分析」一節的「業務發展」一段中詳述。

## 未來計劃及展望

除了按照於2004年6月8日刊發之招股章程所載的業務目標外，本集團將會利用其現有及研發中的嶄新技術，再配合其他合適的高科技設備或可用作補充或解答疾病的方法，擴充與發展對癌症及如心臟病等其他嚴重疾病的診斷服務（誠如上文所述最近與一家診斷製藥公司訂立協議）。於未來，本集團將可能設立一家高質素的專科診斷中心，專為保險公司、本地私家醫生與來自中國的個別獨立人士服務。物色全新及成功業務的務實策略，一直以來均符合本集團舊有業務計劃，而本集團現正為實現此計劃向前邁步。

## 鳴謝

本人謹藉此機會代表董事會向本集團全體股東、顧客、投資者、業務夥伴與員工致以萬分謝意，感謝彼等長期的支持。吾等將繼續在往後年度尋求改善營運業績的方法。

主席

**楊華顯醫生**

香港，2005年9月22日

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## RESULTS AND DIVIDEND

For the year ended 30 June 2005, the Group recorded a turnover of approximately HK\$1,133,000 (2004: approximately HK\$1,742,000) and a net loss attributable to shareholders of approximately HK\$5,591,000 (2004: approximately HK\$4,234,000). The basic loss per share was approximately 1.62 HK cents (2004: approximately 1.76 HK cents).

The Board does not recommend the payment of a final dividend for the year ended 30 June 2005 in order to retain sufficient cash resources to finance the continuing development of the Group's business.

## FINANCIAL REVIEW

Turnover of the Group are mainly derived from the cancer diagnostic testing services of *EBgene*, *EBeasy* and *EBcombo*. The Group's new test *HBeasy* which was launched to the market in May 2005 started earning revenue.

The Group recorded a turnover of approximately HK\$1,133,000 for the year ended 30 June 2005, representing a decrease of approximately 34.9% as compared to approximately HK\$1,742,000 for the year ended 30 June 2004. This is mainly due to the expiry of the community research programme jointly conducted with Spring Biotech Limited, an indirectly wholly owned subsidiary of Town Health International Holdings Company Limited (collectively the "Town Health Group") on 30 June 2004. Such programme was continued in a limited scale with Town Health Group during early of July 2004.

The Group's sales less cost of sales represented approximately 8% of turnover for the year ended 30 June 2005 which was significantly dropped when compared with that of year ended 30 June 2004, which was approximately 28% of turnover. This is mainly due to the drop in revenue and increase in direct salaries after the Company's listing on GEM.

Net loss of the Group amounted to approximately HK\$5,591,000 for the year ended 30 June 2005, representing an increase of approximately 32% as compared to that of approximately HK\$4,234,000 for the year ended 30 June 2004. The increase in net loss is mainly due to (i) write off of intangible assets amounted to approximately HK\$419,000 relating to termination of four licence agreements on 28 January 2005 as discussed under the paragraph headed "Business development" in this section; (ii) increase in direct salaries and marketing staff salaries after the Company's listing on GEM; (iii) increase in compliance costs including listing fee, retained sponsor fee, branch share registrar fee and printing costs of financial reports and announcements; (iv) increase in costs for overseas launch of testing services and products; and (v) increase in research and product registration expenses.

## 業績及股息

截至2005年6月30日止年度，本集團的營業額約為1,133,000港元（2004年：約1,742,000港元），股東應佔虧損淨額則約為5,591,000港元（2004年：約4,234,000港元）。每股基本虧損約為1.62港仙（2004年：約1.76港仙）。

董事會建議不派發截至2005年6月30日止年度的末期股息，以便保留充裕的現金資源以撥付本集團業務的持續發展所需。

## 財務回顧

本集團的營業額主要來自*EB準*、*EB易*及*普施*組合的癌症診斷測試服務。本集團於2005年5月推出市場的新測試*HBeasy*已開始賺取收益。

本集團截至2005年6月30日止年度的營業額約為1,133,000港元，較截至2004年6月30日止年度約1,742,000港元減少約34.9%。營業額減少，主要是由於與康健國際控股有限公司的間接全資附屬公司Spring Biotech Limited（統稱「康健集團」）攜手進行的社區研究計劃已於2004年6月30日結束。本集團與康健集團在2004年7月初以有限度規模繼續進行該計劃。

本集團的銷售額在扣除銷售成本後佔截至2005年6月30日止年度的營業額約8%，較截至2004年6月30日止年度的營業額約28%大幅減少，這主要是由於在本公司於創業板上市後，收入減少而直接薪酬增加所致。

本集團截至2005年6月30日止年度的虧損淨額約為5,591,000港元，而截至2004年6月30日止年度的虧損淨額則約為4,234,000港元，增幅約為32%。虧損淨額增加主要是由於：(i)無形資產撇賬約419,000港元（此乃有關於2005年1月28日終止4項特許權協議（於本節「業務發展」一段詳述））；(ii)直接薪酬及市場推廣員工的薪酬在本公司於創業板上市後增加；(iii)法規成本（包括上市費用、持續保薦人費用、股份過戶登記分處費用，以及財務報告及公佈的印刷費用）增加；(iv)於海外推出測試服務及產品的費用增加；及(v)研究及產品註冊申請開支增加所致。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## BUSINESS DEVELOPMENT

There was a drop in turnover of the Group for the year ended 30 June 2005 as compared with that for the year ended 30 June 2004. The major reasons were (i) reduction in the revenue from community research programme and (ii) poor sales and marketing results of the foetal maternal research and other diseases' testing services or kits to various territories like Hong Kong, Japan and Australia.

In view of either poor sales result after extensive marketing effort or no foreseeable commercial product for the technologies relating to (i) stroke prognosis test, (ii) pleural effusion classification tests, (iii) methods for evaluating a disease condition by nucleic acid detection and fractionation and (iv) non-invasive pre-natal monitoring by a single male sex marker, the Group had terminated these four licence agreements with the licensor in January 2005 in order to cut down on the possible legal, research and development and marketing expenses.

In February 2005, the Group entered into an agreement with the licensor that the worldwide exclusiveness for the technologies titled "Detection of cells or DNA of different origins within the body" and "Circulating mRNA as diagnostic markers for pregnancy-related disorders" would now be restricted to Japan, Australia, the PRC and Hong Kong. These four territories are the geographic target market of the Group disclosed in the prospectus of the Company dated 8 June 2004. In exchange, the licensor assigned to the Group totaling five patent applications in the PRC, Japan and Hong Kong relating to the technology namely, "Circulating Epstein-Barr virus DNA in the serum of patients with gastric carcinoma", "Circulating Epstein-Barr virus DNA in the serum or plasma of patients for the prediction and detection of Epstein-Barr virus associated cancers apart from head, neck and lymphoid malignancies" and "Combination of circulating Epstein-Barr virus (EBV) DNA in the serum or plasma of patients and a method to assess EBV subtypes for the prediction and detection of Epstein-Barr virus associated cancers".

Marketing efforts have been made for the research test kits for foetal maternal diseases since end of June 2004. However, the Group has not made any sales of these research test kits up to date even though there were some encouraging but preliminary discussions with manufacturers. The use of the Group's foetal RNA test kits in the form of beta HCG to test for Down's syndrome has not shown any statistical significance as yet in the most recent clinical update. The older but traditional standard non-invasive method can achieve a near perfect, 98%, sensitivity for the detection of Down's

## 業務發展

截至2005年6月30日止年度本集團的營業額較截至2004年6月30日止年度的營業額減少，主要原因為(i)源自社區研究計劃的收入減少及(ii)懷孕期人胎研究及其他疾病測試服務或套裝在香港、日本及澳洲等多個地區的銷售及市場推廣成績並不理想。

鑑於在進行廣泛市場推廣工作後銷售成績不理想，而在可見將來並不會出現與下列項目之技術有關的商品：(i)中風預後測試、(ii)肺積水分類測試、(iii)以核酸偵測及化學分離法評估病況的方法，及(iv)以單一男性指標作為非創傷性先天性監測，故本集團已於2005年1月與特許權擁有人終止此4項特許權協議，藉以減少可能出現的法律費用、研發與市場推廣開支。

於2005年2月，本集團與特許權擁有人訂立一項協議，而名為「體內不同來源的細胞或基因測試」及「浮游 mRNA 作為與懷孕相關的疾病診斷指標」技術的全球特許權，現時只限於日本、澳洲、中國及香港。該4個地區乃本集團之地區目標市場（見本公司於2004年6月8日刊發之招股章程所披露）。作為交換條件，該特許權擁有人向本集團授讓合共5項在中國、日本及香港的專利申請，有關之技術分別名為「胃癌病人血清中的愛潑斯坦－巴爾病毒基因」、「以病人血清或血漿中的浮游愛潑斯坦巴爾病毒基因作為預測及偵察除頭、頸及淋巴腫瘤以外與愛潑斯坦－巴爾病毒相關癌症」及「綜合病人血清或血漿中之循環性愛潑斯坦－巴爾病毒 (EBV) 基因及評估 EBV 副種類以預測及查探與愛潑斯坦－巴爾病毒相關癌症之方法」。

自2004年6月底開始，本集團已開始為懷孕期人胎疾病研究測試套裝進行市場推廣工作。即使本集團與製造商的初步磋商取得令人滿意的進展，然而，迄今尚未銷售任何研究套裝。於近期進行的相關臨床測試中，本集團的人胎脫氧核糖核酸測試套裝以  $\beta$  HCG 來診斷唐氏綜合症方面，並未顯示有任何統計方面的重要性。由於一種舊式但更傳統的標準非創傷性方法，對偵測唐氏綜合症的感敏度接近完備（或達98%），故此舊式測



# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

syndrome. This dampened completely the demand for any new kits in the research stage. The Group will continue to try to seek further research into other methodologies or other business opportunities in the foetal maternal field using the same basic scientific platform.

Despite the setbacks in the foetal maternal field, the registration of test kit of *EBgene* in the FDA is under way and in good process. The Group has submitted preliminary clinical study results to FDA. Further data may be required to complete the FDA application. *EBgene* has fulfilled its International Organisation for Standardisation ("ISO 13485:2003") compliance according to an external auditor and will start its application for the SFDA after the FDA application is obtained.

Diagnostic screening plans have been established in January 2005 for both normal individuals and/or cancer patients in Hong Kong. These plans are offered with co-marketing efforts with other well-known diagnostic and life sciences companies. Currently, there are over 400 enrolled members, and the numbers are increasing every month through these joint marketing efforts.

A new hepatitis B DNA test, *HBeasy*, suitable for the monitoring of patients at high risk for cirrhosis and liver cancer was developed and launched.

## PRODUCT LAUNCH

The Group launched its hepatitis B DNA test, namely *HBeasy*, in May 2005 and started earning revenue at a steady pace.

## RESEARCH AND DEVELOPMENT

The Group continued its research and development in the general cancer test which aims to detect cancer through the analysis of the presence of certain proteins, DNA and RNA in blood plasma or serum which is linked to cancerous diseases. This is intended to be used as a general screening test for cancers. The Group is negotiating with an insurance company or diagnostic companies to launch this test as part of a regular body check, and is expected to announce such new business initiative some time in the near future.

The Group is working with a major biotechnology company to co-develop a hepatitis B virus ("HBV") test which to monitor HBV

試方法完全影響了市場對尚處於研究階段的任何新套裝的需求。本集團將會繼續在懷孕期人胎領域中，利用相同基本科學平台尋求其他方法作進一步研究或物色其他業務發展機會。

即使在懷孕期人胎領域方面出現阻滯，但本集團已向食品藥物管理局提交*EB*準測試套裝的註冊申請進展理想。本集團已向食品藥物管理局提交初步臨床研究結果，而現時可能需要提交更多有關數據以完成向食品藥物管理局的註冊申請。根據一獨立管理認證公司表示，*EB*準已符合國際標準化組織（「ISO 13485: 2003」）的規定，並將會在取得食品藥物管理局的註冊申請後，開始向國家食品及藥品監督管理局申請註冊。

本集團於2005年1月開始在香港為一般人士及／或癌症病人設立診斷普查計劃，這些診斷計劃是本集團與其他知名的診斷及生命科技公司攜手進行市場推廣。目前已有逾400名登記會員，經過共同的市場推廣活動，會員數目每月均有所增加。

本集團已研發及推出一種新乙型肝炎脫氧核糖核酸測試 *HBeasy*，可供觀察較易患肝硬化及肝癌的病人。

## 產品推出

本集團於2005年5月推出其乙型肝炎脫氧核糖核酸測試，名為*HBeasy*，並已開始取得穩定的收入。

## 研究及發展

本集團繼續進行一般癌症測試的研發工作，藉以透過在與癌症疾病有關連的血漿或血清中，分析所出現的若干蛋白質、脫氧核糖核酸及核糖核酸以偵測癌症。是項測試擬用作癌症的一般普查測試。本集團現正與保險公司或診斷公司磋商，藉以推出是項測試作為定期身體檢查的一部份，並預計可於不久的將來宣佈有關的新業務計劃。

本集團現正與一家大型的生物科技公司合作，共同研發乙型肝炎病毒（「乙型肝炎病毒」）測

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

viral loading in hepatitis B carriers. The test aims to early detection of liver cancer and to replace the existing available test at a cheaper price.

HPV test for cervical cancer is a urine test that can be used as a supplement to pelvic examination. A community test was done in April 2005 and about 50 participants were involved in the trial test. It is likely the urine HPV test will be developed and incorporated into the general body check program.

The Group has also started laboratory as well as preliminary clinical research into the use of other new markers for general cancer screening such as leptin, osteopontin, prolactin, insulin like growth factors, pepsinogen I and gastrin 17.

### SALES AND MARKETING

As explained in the paragraph headed "Business development" in this section, sales and marketing efforts have been made to stroke prognosis test, pleural effusion classification tests and foetal maternal tests. However, no sales are recorded.

The Group will continue its sales and marketing on its existing and newly established diagnostic tests through public seminars and co-operations with other diagnostic and biotechnology companies.

### FUTURE PLANS AND PROSPECTS

The Group will continue to explore the potential market in its services on the diagnosis of cancer and other serious illness, such as heart diseases using the Group's existing and developing technologies with other advance equipment. In the near future the Group may seek to open such a high end specialty diagnostic center, catering for insurance companies, local physicians as well as independent individuals coming from Mainland China.

The Group will also continue the completion of registration of its primary product, *EBgene* for the monitoring of nasopharyngeal carcinoma, with the FDA and subsequently with the SFDA. As preliminary marketing shows that most laboratories and physicians are only convinced to use the product after the product has been registered with the FDA and SFDA, marketing and sales of the product will be delayed for the time being until such a registration is completed.

試，以監察乙型肝炎帶菌者存有乙型肝炎病毒的情況。此測試旨在以一個較便宜的價格及早偵測肝癌，以取代現有可供使用的測試方法。

為子宮頸癌進行的HPV測試是一種尿液測試，亦為補充盆骨檢查的一種方法。於2005年4月進行社區測試，約有50人參加首次測試。本集團將可能會研發尿液HPV測試，並將之加入一般身體檢查計劃內。

本集團已開始利用為進行一般癌症普查的其他新指標(例如瘦體素，造骨蛋白，催乳激素，類胰島素生長因子，胃蛋白酶原I及胃激素17)，展開化學試驗及初步臨床研究。

### 銷售及市場推廣

誠如本節「業務發展」一段所述，本集團已為中風預後測試、肺積水分類測試及懷孕期人胎測試進行銷售及市場推廣工作，然而，尚未錄得銷售。

本集團會繼續透過公開講座，並與其他診斷及生物科技公司攜手合作，為其現有及新近組成的診斷測試進行市場推廣工作。

### 未來計劃及展望

本集團亦將會繼續為其診斷服務—利用本集團現有及其他先進設備研發的技術診斷癌症及心臟病等其他嚴重疾病，開拓具發展潛力的市場。於未來，本集團將可能設立一家高質素的專科診斷中心，專為保險公司、本地私家醫生與來自中國的個別獨立人士服務。

本集團亦將繼續為其主要產品—用作監測鼻咽癌的EB準，完成向食品藥物管理局提交的註冊申請，並於其後向國家食品及藥品監督管理局提交註冊申請。由於初步的市場推廣工作顯示，大部份化驗所與醫生只會於藥品取得食品藥物管理局與國家食品及藥品監督管理局之註冊申請後，方會使用有關藥品，故此藥品的銷售及市場推廣工作暫時將會延遲，直至有關註冊申請完成為止。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2005, the Group held cash and bank balances of approximately HK\$24,863,000 (2004: approximately HK\$39,093,000). In July 2004, the Group had invested in five-year treasury notes of the United States with interest rate of 4% per annum with market value as at 30 June 2005 amounted to approximately HK\$7,731,000. Net current assets amounted to approximately HK\$32,883,000 (2004: approximately HK\$38,632,000). Current ratio (defined as total current assets divided by total current liabilities) was approximately 61.2 times (2004: approximately 32.5 times).

The Group had no bank borrowing as at 30 June 2005 (2004: Nil).

## CAPITAL STRUCTURE

The shares of the Company were listed on GEM on 18 June 2004 (the "Listing Date"). There has been no change in the capital structure of the Company since the Company's Listing Date. Up to the year ended 30 June 2005, the Group's net assets were financed by share capital, reserves and convertible notes (fully converted into share capital of the Company since 18 June 2005). Total equity attributable to shareholders as at 30 June 2005 was approximately HK\$36,993,000 (2004: approximately HK\$28,697,000).

Most of the trading transactions, assets and liabilities of the Group were denominated in Hong Kong dollars and United States dollars. As at 30 June 2005, the Group had no significant exposure to foreign exchange and interest rate risks.

## SIGNIFICANT INVESTMENT

In July 2004, surplus cash of approximately HK\$7,846,000 was invested in five-year treasury notes of the United States with interest rate of 4% per annum. The market value as at 30 June 2005 was approximately HK\$7,731,000. An unrealised holding loss amounting to approximately HK\$115,000 has been charged to the consolidated income statement for the year ended 30 June 2005. This was compensated by the relevant interest income of approximately HK\$320,000.

## SEGMENT INFORMATION

The Group principally engaged in two business segments, one is the provision of diagnostic testing services and the other is research and development.

Currently, the Group conducts its business in Hong Kong only.

## 流動資金及財政資源

於2005年6月30日，本集團的現金及銀行結餘約為24,863,000港元（2004年：約39,093,000港元）。於2004年7月，本集團投資於美國五年期國庫票據，年息率為4厘，而於2005年6月30日的市值約為7,731,000港元。流動資產淨值約為32,883,000港元（2004年：約38,632,000港元）。流動比率（界定為總流動資產除以總流動負債）約為61.2倍（2004年：約32.5倍）。

於2005年6月30日，本集團並無銀行借款（2004年：無）。

## 資本結構

本公司股份於2004年6月18日（「上市日期」）在創業板上市。本公司的資本結構自本公司上市之日期起並無變動。截至2005年6月30日止年度，本集團的資產淨值乃以股本、儲備及可換股票據（自2005年6月18日已悉數轉換為本公司股本）支付。於2005年6月30日，股東應佔股本總額約為36,993,000港元（2004年：約28,697,000港元）。

本集團的大部份買賣交易、資產與負債均以港元及美元計值。於2005年6月30日，本集團並無重大外匯及利率風險。

## 重大投資

於2004年7月，現金盈餘約7,846,000港元已投資於美國五年期國庫票據，年息率為4厘。於2005年6月30日，市值約為7,731,000港元。所持有的未變現虧損約115,000港元已計入截至2005年6月30日止年度的綜合收益表內，而此款項乃以相關的利息收入約320,000港元所抵償。

## 分部資料

本集團主要從事兩個業務分部，分別為提供診斷測試服務及研究與開發。

目前，本集團僅在香港經營其業務。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## EMPLOYEE INFORMATION

A breakdown of the number of staff of the Group by responsibilities as at 30 June 2005 and 2004 is set out below:

		2005 2005年	2004 2004年
Management	管理層	2	2
Sales and marketing	銷售及市場推廣	3	3
Research and development (including implementation of laboratory for the provision of the Group's testing services)	研究與開發 (包括為提供 本集團的測試 服務而進行 化驗)	3	3
Administration and finance	行政及財務	3	4
		<b>11</b>	<b>12</b>

All the employees are stationed in Hong Kong.

The Group remunerates its employees based on industry's practices and individual's performance and experience. On top of regular remuneration, share options may be granted to eligible staff under the share option scheme adopted by the Company on 20 April 2004 by reference to the Group's performance as well as individual's performance.

The Group maintains good relationship with its staff and there has not been any labour disputes since incorporation. In addition to their basic salaries, employees also enjoy mandatory provident fund and other fringe benefits.

The total staff costs, including Directors' emoluments, amounted to approximately HK\$2,983,000 for the year ended 30 June 2005 (2004: approximately HK\$2,040,000).

## CONTINGENT LIABILITIES

As at 30 June 2005, the Group had no significant contingent liabilities.

## 僱員資料

於2005年及2004年6月30日，以職務劃分的本集團員工數目如下：

所有僱員均長駐香港。

本集團僱員的薪酬乃根據行業慣例及僱員表現與經驗而釐定。除固定薪酬外，本公司已於2004年4月20日採納購股權計劃，據此按照本集團的表現及僱員表現向合資格員工授予購股權。

本集團向來與員工保持良好關係，且自註冊成立日起並無發生任何勞資糾紛。除基本薪金外，僱員亦享有強制性公積金及其他福利。

截至2005年6月30日止年度的總員工成本(包括董事酬金)約為2,983,000港元(2004年：約2,040,000港元)。

## 或然負債

於2005年6月30日，本集團並無重大或然負債。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## USE OF PROCEEDS FROM THE COMPANY'S INITIAL PUBLIC OFFERING

The proceeds from the Company's issue of new shares from its listing on GEM was HK\$32 million. The listing expenses were increased from HK\$8 million as stated in the prospectus of the Company dated on 8 June 2004 to approximately HK\$9.6 million. The net proceeds from the listing is approximately HK\$22.4 million. It was mainly due to increase in professional fees and printing costs. The use of net proceeds for the period from 3 June 2004 (being the latest practicable date prior to the printing of the prospectus of the Company) to 30 June 2005 are as follows:

## 本公司首次公開發售股份的所得款項用途

本公司於聯交所創業板上市時發行新股份所得的款項為32,000,000港元。上市開支由本公司於2004年6月8日發出的招股章程所載的8,000,000港元，增加至約9,600,000港元。上市所得之款項淨額約22,400,000港元。上市開支增加主要由於專業人士費用及印刷成本增加所致。由2004年6月3日（即本公司招股章程付印前的最後可行日期起至2005年6月30日止期間，所得款項已撥作以下用途：

			Planned 擬定 HK\$ 港元	Actual (Approximately) 實際 (約數) HK\$ 港元
Patent expenditures	專利開支	a	1,910,000	699,000
Product marketing	產品推廣	b	3,240,000	605,000
Compliance requirements	監察規定	c	900,000	137,000
Research and development (including salaries and material costs)	研究與開發 (包括薪金及 物料成本)	b	1,290,000	465,000
			7,340,000	1,906,000

### Notes:

- Decrease in patent expenditures was mainly due to (i) termination of four licence agreements in January 2005 and (ii) the territories of two worldwide exclusive licence agreements have been restricted to Japan, Australia, the PRC and Hong Kong only in February 2005. These significantly reduce the legal costs that would be incurred during pursuance of worldwide patent applications.
- Similar to patent expenses, decrease in product marketing and research and development expenses was mainly due to termination of four licence agreements in January 2005. The planned budget will be used in other commercially viable testing services/products.
- Registrations of the Group's *EBgene* in the FDA and the SFDA are under way. Included in the compliance expenses, there are deposits of approximately HK\$78,000 paid to a consultant for *EBgene*'s ISO 13485:2003 certification application. Currently, the Group focused on the registration of *EBgene* first in the United States and the PRC so that planned budget for Japan and Australia will be delayed.

### 附註：

- 專利開支減少主要是由於(i) 2005年1月終止4項特許權協議及(ii)自2005年2月起2項全球獨家特許權協議的地域，已只限於日本、澳洲、中國及香港。此舉大幅減少在尋求全球的專利申請時所產生的法律費用。
- 與專利開支的情況相若，市場推廣及研究與開發開支減少主要是由於在2005年1月終止4項特許權協議，擬定的預算金額將應用於可作更多商業用途的測試服務／產品方面。
- 本集團的*EB*準正向食品藥物管理局及國家食品及藥品監督管理局申請註冊。就*EB*準申請ISO 13485:2003認證而向一顧問支付按金約78,000港元已計入法規費用內。目前，本集團首先專注於為*EB*準向美國及中國申請註冊，故此將延遲為日本及澳洲擬定預算金額。

# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

The following is a comparison of actual business progress to the business objectives as set out in the prospectus of the Company dated 8 June 2004 (the "Prospectus").

### Business objectives up to 30 June 2005 as set out in the Prospectus:

招股章程所載直至2005年6月30日的業務目標：

#### Strategic development

##### 策略發展

Seeking opportunities from SARS test  
從非典型肺炎測試尋求商機

Planning of worldwide campaign of test for Down's syndrome

計劃在全球展開唐氏綜合症測試的宣傳活動

Seeking opportunities to acquire third party diagnostic technologies to complement the Group's research capabilities

為配合本集團的研究能力，尋求商機藉以向第三方購買診斷技術

下表為實際業務進展與本公司日期為2004年6月8日的招股章程（「招股章程」）所載的目標的比較。

### Actual business progress up to 30 June 2005:

直至2005年6月30日的實際業務進展：

Due to non-recurrence of SARS in Hong Kong and very limited scale of SARS cases in the PRC, the Group did not launch its SARS test

由於非典型肺炎並無在香港重現，而在中國亦僅出現零星的非典型肺炎個案，故本集團並無推出非典型肺炎測試

As explained under the paragraph headed "Business development" in the section headed "Management discussion and analysis", the Group will seek to find newer methodology of research in this test starting from the second quarter of 2005, while continue to see whether the older licences can still be refined enough to yield a perfect test

誠如「管理層討論及分析」一節「業務發展」一段所述，本集團將於2005年第二季開始尋求此測試的更新研究方法，而現正研究舊有的特許權能否再作改良以達致更理想的測試效果。

The process is ongoing, with no definite target is found up to now

正持續進行，惟迄今並未鎖定確實目標

# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

Forming strategic alliances with biotechnology companies to carry out research into new testing methodologies for detection of critical illnesses. Companies in Hong Kong and the PRC will be the primary target for such an alliance because exchange of information and technologies would be easier

與生物科技公司組成策略聯盟，就偵測嚴重疾病的新測試方法展開研究。香港及中國兩地的公司將為組成聯盟的主要目標公司，是由於此舉有助兩地公司在交換資料及技術時更為方便

Leasing laboratory facilities in Australia and Japan for offering the Group's testing services. Technicians at these laboratories will collect and deliver blood samples to the Group's laboratory in Hong Kong for further handling. Testing results will subsequently be delivered to the overseas customers

於澳洲及日本租賃化驗所設施，以提供本集團的測試服務。此等化驗所的技術人員會收集血液樣本，並傳送至香港的化驗所作進一步處理。測試結果將於其後傳送給海外顧客

### Research and product development

#### 研究及產品開發

##### *EB*combo test

##### 普施組合測試

- To continue the field testing and community research  
繼續實地測試及社區研究

##### Test for liver cancer

##### 肝癌測試

- To complete the field testing and community research  
完成實地測試及社區研究

On 1 June 2005, the signing of an agreement with a diagnostic pharmaceutical company for an alliance in the diagnosis of cancer and heart disease in Hong Kong and Macau

於2005年6月1日，與一間診斷製藥公司簽訂協議，就於香港及澳門診斷癌症及心臟病組成聯盟

Preliminary marketing efforts show that it is impractical to lease laboratory facilities until we have the FDA registration

初步的市場推廣工作顯示，在本集團取得食品藥物管理局的申請註冊前，租賃化驗所設施為並不可行

Field testing has been completed and evaluation of this test is being done at this moment

已完成實地測試，而現時正就是項測試進行評估

Field test and community research in the initial stage was near completion. Due to practical difficulties of the test, this test is now replaced by the HBV DNA test, *HBeasy*, that has already been launched

初步的實地測試及社區研究已接近完成。由於在進行測試方面出現實際困難，故是項測試現已由剛推出的HBV DNA測試*HBeasy*所取代

## BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

### 業務目標與實際業務進展的比較

#### Test for prostate cancer

##### 前列腺癌測試

- To complete the laboratory and clinical testing  
完成化學及臨床試驗

Laboratory testing shows it is difficult and expensive to carry out the methylation specific polymerase chain reaction ("PCR") test, which takes over 1 day to complete. This test now is being replaced by simpler tests under research such as prolactin and insulin like growth factors

化學試驗顯示，甲基化特異性聚合酶鏈式反應測試較難進行，而且成本高昂，測試需時1日以上。此測試現正由較為簡單，並在正進行研究的多個測試所取代，例如催乳激素及類胰島素生長因子

- To start the field testing and community research  
開始實地測試及社區研究

The new tests are now under laboratory and clinical research

新測試方法現正進行化學試驗及臨床研究

#### EBonco test

##### EBonco測試

- To complete the laboratory and clinical testing  
完成化學及臨床試驗

The test has completed the laboratory part of the research

有關測試已完成研究的化學試驗部份

- To complete the field testing and community research  
完成實地測試及社區研究

Field testing will be under way in the first half of 2006

將於2006年上半年進行實地測試

#### Screening test for cancer

##### 癌症普查測試

- To complete the laboratory and clinical testing  
完成化學及臨床試驗

Laboratory and clinical test is still in progress and we have added new panels as mentioned in the paragraph headed "Research and development" in the section headed "Management discussion and analysis"

現正進行化學及臨床試驗，誠如「管理層討論及分析」一節「研究及發展」一段所述，本集團已增添新的測試方法

- To continue the field testing and community research  
繼續實地測試及社區研究

The field testing of a panel of general screening tests for cancer has begun, a version of the test in the research format will be available to the public in the second quarter of 2006

已開始多項一般癌症普查測試的實地測試，並可於2006年第二季向公眾提供以研究方式進行的測試方法



# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

### EBsens test

#### EBsens測試

- To complete the laboratory and clinical testing  
完成化學及臨床試驗

Laboratory and clinical testing is near its completion and the test should be available in the first half of 2006

化學及臨床試驗接近完成，可於2006年上半年提供是項測試

### Test for Down's syndrome

#### 唐氏綜合症測試

- To complete the refinement of the test  
完成改善唐氏綜合症測試

As explained under the paragraph headed "Business development" in the section headed "Management discussion and analysis", the Group will seek to find newer methodology of research in this test starting from the second quarter of 2005, while continue to see whether the older licences can still be refined enough to yield a perfect test

誠如「管理層討論及分析」一節「研究及發展」一段所述，將於2005年第二季開始尋求此測試的更新研究方法，而現正研究舊有的特許權能否再作改良以達致更理想的測試效果

### Sales and marketing

#### 銷售及市場推廣

By first establishing and set product standards in its laboratory for the following tests and then market the tests to the appropriate end users, such as doctors in the specialised field, the Group will launch the testing services as follows:-

透過為下列測試而首次在本集團化驗所設立及釐定產品標準，並向合適的最終使用者（例如專科醫生）推銷此等測試，而本集團將推出測試服務，詳情如下：

Launch of SARS test to government agencies in Hong Kong and the PRC if there is a SARS reoccurrence

倘非典型肺炎重現，在香港及中國向政府機構推銷非典型肺炎測試

Due to non-recurrence of SARS in Hong Kong and very limited scale of SARS cases in the PRC, the Group did not launch its SARS test

由於非典型肺炎並無在香港重現，而在中國亦僅出現零星的非典型肺炎個案，故本集團並無推出非典型肺炎測試

## BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

### 業務目標與實際業務進展的比較

#### Launch of *EBgene* test

##### 推出*EB*準測試

- in PRC  
於中國  
Marketing efforts will be delayed until the SFDA registration has been completed  
市場推廣工作將會延遲，直至向國家食品及藥品監督管理局提交的註冊申請完成為止
- in Japan  
於日本  
Marketing efforts will be delayed until the FDA registration has been completed  
市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止
- in Australia  
於澳洲  
Marketing efforts will be delayed until the FDA registration has been completed  
市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止

#### Launch of *EBeasy* test

##### 推出*EBeasy*測試

- in PRC  
於中國  
Marketing efforts will be delayed until the SFDA registration has been completed  
市場推廣工作將會延遲，直至向國家食品及藥品監督管理局提交的註冊申請完成為止
- in Japan  
於日本  
Marketing efforts will be delayed until the FDA registration has been completed  
市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止
- in Australia  
於澳洲  
Marketing efforts will be delayed until the FDA registration has been completed  
市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止

# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

### Launch of *EBcombo* test

推出普施組合測試

- in PRC  
於中國

Marketing efforts will be delayed until the SFDA registration has been completed

市場推廣工作將會延遲，直至向國家食品及藥品監督管理局提交的註冊申請完成為止

- in Japan  
於日本

Marketing efforts will be delayed until the FDA registration has been completed

市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止

- in Australia  
於澳洲

Marketing efforts will be delayed until the FDA registration has been completed

市場推廣工作將會延遲，直至向食品藥物管理局提交的註冊申請完成為止

### Launch of sensitive test for NPC

推出鼻咽癌高感敏度測試

- in Hong Kong  
於香港

Marketing efforts will be delayed until the second half of 2006

市場推廣工作將會延遲，直至2006年下半年

### Launch of liver cancer

推出肝癌測試

- in Hong Kong  
香港

The original liver cancer test done by methylation specific PCR, a difficult and expensive test, will now be replaced by the HBV DNA test, *HBeasy*, for monitoring of hepatitis B patients prone to the development of liver cancer

原先以甲基化特異性聚合酶鏈式反應(為一項較難進行且成本高昂的測試)進行的肝癌測試，現時將會由HBV DNA測試*HBeasy*所取代，藉以為乙型肝炎病人偵測可能引發的肝癌

- in PRC  
於中國

Marketing efforts will be delayed until the SFDA registration has been completed for the *HBeasy*

市場推廣工作將會延遲，直至就*HBeasy*向國家食品及藥品監督管理局提交的註冊申請完成為止

- in Japan  
於日本

Since October/November 2004, marketing efforts have been made in Japan with end users. However, no sales was recorded up to now

自2004年10/11月開始，已於日本向最終使用者進行市場推廣工作。然而，迄今並無錄得銷售

## BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

### 業務目標與實際業務進展的比較

#### Launch of *EBonco* test

##### 推出*EBonco*測試

- in Hong Kong  
於香港

The test will undergo community research in the first half of 2006

於2006年上半年將會為是項測試進行社區研究

- in PRC  
於中國

The launch of *EBonco* will be delayed until we have success in the Hong Kong marker

將會延遲推出*EBonco*，直至香港的指標取得成功

#### Launch of *EBsens* test

##### 推出*EBsens*測試

- in Hong Kong  
於香港

Marketing will begin in the second half of 2006

於2006年下半年將會為是項測試進行市場推廣

- in PRC  
於中國

Marketing efforts will be delayed until the SFDA registration for *EBgene* has been completed to pave the way for this new but similar test

市場推廣工作將會延遲，直至就*EB*準向國家食品及藥品監督管理局提交的註冊申請完成為止，藉以為是項新增但相類似的測試作準備

- in Australia  
於澳洲

Marketing efforts will be delayed until the FDA registration for *EBgene* has been completed to pave the way for this new but similar test

市場推廣工作將會延遲，直至就*EB*準向食品藥物管理局提交的註冊申請完成為止，藉以為是項新增但相類似的測試作準備

- in Japan  
於日本

Marketing efforts will be delayed until the FDA registration for *EBgene* has been completed to pave the way for this new but similar test

市場推廣工作將會延遲，直至就*EB*準向食品藥物管理局提交的註冊申請完成為止，藉以為是項新增但相類似的測試作準備

# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

Launch of test for pleural effusion  
推出肺積水測試

- in Hong Kong  
於香港

During late June 2004 to end of 2004, marketing efforts have been made for these tests in Hong Kong and no sale was made. Licence agreement was terminated in January 2005

於2004年6月底至2004年底，已經為此等測試於香港進行市場推廣工作，惟並未有任何銷售。於2005年1月終止特許權協議。

Launch of test for organ transplant failure, trauma and stroke  
為器官移植失敗、創傷及中風進行測試

- in Hong Kong  
於香港

During late June 2004 to end of 2004, marketing efforts have been made for these tests in Hong Kong and no sale was made. Licence agreement was terminated in January 2005

於2004年6月底至2004年底，已經為此等測試於香港進行市場推廣工作，惟並未有任何銷售。於2005年1月終止特許權協議。

- in Japan  
於日本

During late July 2004 to end of 2004, marketing efforts have been made in Japan with end users and no sale was made. Licence agreement was terminated in January 2005

於2004年7月底至2004年底，已經為此等測試於日本向最終使用者進行市場推廣工作，惟並未有任何銷售。於2005年1月終止特許權協議。

- in Australia and to appoint hospitals and laboratories as sub-licensees  
於澳洲，委聘醫院與化驗所為轉授許可持有人

During late July 2004 to end of 2004, marketing efforts have been made in Australia with end users and no sale was made. Licence agreement was terminated in January 2005

於2004年7月底至2004年底，已經為此等測試於澳洲向最終使用者進行市場推廣工作，惟並未有任何銷售。於2005年1月終止特許權協議。

## BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

### 業務目標與實際業務進展的比較

#### Launch of test for beta HCG

推出  $\beta$  HCG 測試

- in Hong Kong  
於香港

Since late June 2004, marketing efforts have been made for these tests in Hong Kong. However, no sales of these research kits up to date even there were preliminary and promising discussions with some end users

自2004年6月底開始，已在香港為此等測試進行市場推廣工作。即使與部份最終使用者進行初步磋商並取得令人滿意的結果，然而，迄今此等研究套裝並無錄得銷售

#### Launch of test for HPL

推出 HPL 測試

- in Hong Kong  
於香港

Since late June 2004, marketing efforts have been made for these tests in Hong Kong. However, no sales of these research kits up to date even there were preliminary and promising discussions with some end users

自2004年6月底開始，已在香港為此等測試進行市場推廣工作。即使與部份最終使用者進行初步磋商並取得令人滿意的結果，然而，迄今此等研究套裝並無錄得銷售

#### Launch of test for stomach cancer

推出胃癌測試

- in Japan  
於日本

Since late July 2004, marketing efforts have been made in Japan with end users. However, no sales was recorded up to now

自2004年7月底開始，已在日本向最終使用者進行市場推廣工作，然而，迄今並無錄得銷售

#### Launch of foetal sex test for X-linked diseases

推出為檢驗伴性疾病的人胎性別測試

- in Hong Kong  
於香港

The foetal sex test for X-linked diseases was delayed due to the ethical reason of sex selection

鑑於選擇性別的道德原因，故此已延遲就檢驗伴性疾病的人胎性別測試

- in Japan  
於日本

Since October/November 2004, marketing efforts have been made in Japan with end users. However, no sales was recorded up to now

自2004年10/11月開始，已於日本向最終使用者進行市場推廣工作，然而，迄今並無錄得銷售

# BUSINESS OBJECTIVES AND ACTUAL BUSINESS PROGRESS COMPARISON

## 業務目標與實際業務進展的比較

Launch of *EBgastric* test  
推出*EBgastric*測試

- in Hong Kong  
於香港

The target of *EBgastric* will be replaced by a general screening test panel based on the use of pepsinogen I and Gastrin 17 which are now under laboratory and clinical research

進行*EBgastric*測試的目標，將會由一般普查測試方法所取代，該方法乃利用胃蛋白酶原 I 及胃激素 17 (現正進行化學試驗及臨床研究) 進行測試

Launch of test for Down's syndrome  
推出唐氏綜合症測試

- in Hong Kong  
於香港

As explained under the paragraph headed "Business development" in the section headed "Management discussion and analysis", the Group will seek to find newer methodology of research in this test starting from the second quarter of 2005, while continue to see whether the older licences can still be refined enough to yield a perfect test

誠如「管理層討論及分析」一節「業務發展」一段所述，將於2005年第二季開始尋求此測試的更新研究方法，而現正研究舊有的特許權能否再作改良以達致更理想的測試效果

- in PRC  
於中國

Since October/November 2004, marketing efforts have been made in PRC with end users. However, no sales was recorded up to now

自2004年10/11月開始，已於中國向最終使用者進行市場推廣工作，然而，迄今並無錄得銷售

- in Japan  
於日本

Since October/November 2004, marketing efforts have been made in Japan with end users. However, no sales was recorded up to now

自2004年10/11月開始，已於日本向最終使用者進行市場推廣工作，然而，迄今並無錄得銷售

Launch the screening test for the cancer potential of patients harbouring EBV reactivations  
為有機會患上癌症的病人(帶有可能再度活躍的EBV)推出普查測試

- in Hong Kong  
於香港

The use of such a screening test will await the final results of the clinical testing of *EBonco* in the first half of 2006

待於2006年上半年取得*EBonco*臨床測試的最終結果後，方會採納該項普查測試

Provide easy access for its customers to order the Group's testing services through the Internet and for delivery of blood specimens to its laboratory in Hong Kong by the Group's website

透過互聯網及本集團網頁，向顧客提供更便捷的途徑，以便訂購本集團的測試服務及送交血液樣本至本集團位於香港的化驗所

At this moment, customers in Hong Kong have been catered to by the use of our daily collection and delivery service. For more international targets, marketing efforts will be delayed until the FDA registration for *EBgene* has been completed to pave the way for a worldwide recognition of the product

現時透過本集團提供的按日收集及送交服務，照顧香港顧客的需要。至於其他國際市場方面，市場推廣工作將會延遲，直至就*EB*準而向食品藥物管理局提交的註冊申請完成為止，藉以為產品爭取全球知名度而作準備

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

#### EXECUTIVE DIRECTORS

**Dr. Yeung Wah Hin, Alex**, aged 58, is the Chairman and the Chief Executive Officer of the Company as well as the founder of the Group. Dr. Yeung graduated from the University of Hong Kong in June 1970 and holds a bachelor degree in medicine and surgery. He continued his post-graduate medical training at the University of Southern Florida in the United States from 1971 to 1974. Following his tumour immunology fellowship training at The Public Hospital, University of California, the United States between 1975 and 1976, he worked as medical director for several years, specialising in the field of clinical immunology before moving into private practice in Irvine, California, the United States. From 1987 to 1995, Dr. Yeung served as the medical director for a Hong Kong company and a United States company. In 1996, Dr. Yeung was the biotechnology consultant to a consortium of investors in Asia relating to an investment in a company that produced an anti-cancer drug. Since 1999, Dr. Yeung had advised in the capacity as a director of a Hong Kong company on the establishment and management of a cyclotron and PET scanning facility at two private hospitals in Hong Kong. Dr. Yeung founded the Group in January 2001 and now is responsible for directing the Group's overall business, research and development strategies. Dr. Yeung together with Mrs. Yeung Tsui Mai Ling, Margaret (spouse of Dr. Yeung and also a Director) has been the substantial and initial management shareholders of the Company.

**Mr. Cheng Yan Tak, Angus Ronald**, aged 44, is the chief financial officer and compliance officer of the Group. Mr. Cheng graduated from the Chinese University with bachelor degree in business administration. Mr. Cheng has extensive experience in international investments and has held various positions in international financial institutions. Mr. Cheng is responsible for overseeing the Group's financial management. Mr. Cheng joined the Group on 15 July 2002 and has an indirect shareholding interest in the Group through Vanbarry Corporation. Mr. Cheng has been one of the initial management shareholders of the Company.

#### 執行董事

**楊華顯醫生**，58歲，本公司主席兼行政總裁，亦為本集團創辦人。楊醫生於1970年6月畢業於香港大學，持有內外全科醫學士學位。彼於1971至1974年期間在美國南佛羅里達州大學繼續深造醫學。在美國加利福尼亞州大學公營醫院完成腫瘤免疫科院士訓練(1975年至1976年)後，彼曾擔任醫務總監多年，專門從事臨床免疫學研究工作，繼而在美國加利福尼亞州Irvine私人執業。1987年至1995年間，楊醫生一直擔任一間香港公司及一間美國公司的醫務總監。1996年，楊醫生就一間生產抗癌藥物的公司的一項投資擔任亞洲投資者財團的生物科技顧問。自1999年起，楊醫生以一間香港公司董事身份，就位於香港的兩間私家醫院設立及管理迴旋加速器及PET掃描設施提供意見。楊醫生於2001年1月創辦本集團，現負責統籌本集團整體業務、研究及發展策略。楊醫生連同其配偶楊徐美玲女士(亦為董事)為本公司主要股東及上市時管理層股東。

**鄭恩德先生**，44歲，本集團財務總監兼監察主任。鄭先生畢業於中文大學，持有工商管理學士學位。彼具有豐富的國際投資經驗，曾在多間國際金融機構擔任不同職位。鄭先生負責掌管本公司的財務管理。鄭先生於2002年7月15日加盟本集團，並通過Vanbarry Corporation於本集團持有間接股權。鄭先生為本公司上市時管理層股東之一。



# BOARD OF DIRECTORS AND SENIOR MANAGEMENT

## 董事會及高級管理層

**Mr. Cho Kam Luk**, aged 70, is a former executive director of Town Health, a company listed on the GEM and the father of Dr. Cho Kwai Chee, the Chief Executive Officer of Town Health. Mr. Cho has over 40 years of experience in interior design, decoration and general management. Mr. Cho's experience as a director of a medical company strengthens the Group's business knowledge on the clinical aspects of the Group's products and services. Mr. Cho's advice plays an important role in the practical interactions of the Group's products with the physicians. Mr. Cho has also actively participated in community activities and is currently serving as a director of Hong Kong Commerce and Industry Associations Limited, a treasurer of Hong Kong Shatin Industries and Commerce Association Limited, a consultant to Shatin Junior Police Call Farm and the vice-chairman of Shatin Livelihood Concern Group. Mr. Cho joined the Group on 8 August 2002. Town Health has been one of the substantial and initial management shareholders of the Company.

**Mrs. Yeung Tsui Mai Ling, Margaret**, aged 48, is the wife of Dr. Yeung. Mrs. Yeung has over fourteen years of experience in the medical business. Mrs. Yeung is responsible for the marketing and administration of the Group. Mrs. Yeung has also been actively involved in charity activities in Hong Kong. Mrs. Yeung joined the Group on 22 August 2002. Mrs. Yeung together with Dr. Yeung (spouse of Mrs. Yeung and also a Director) has been the substantial and initial management shareholders of the Company.

### NON-EXECUTIVE DIRECTOR

**Mr. Lau Kam Shan**, aged 50, has been engaged in the business of retail clothing in the PRC and the export of fabric from the PRC to the United States. Mr. Lau has extensive experience in textile business and general trading and is currently a director of Yi Feng Enterprises Limited. Mr. Lau was appointed as non-executive Director on 8 August 2002.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Ngan Man Wong, Matthew**, aged 65, obtained an honours degree in medicine and surgery from the University of New South Wales of Australia in February 1972 and a diploma in diagnostic radiology from Sydney University of Australia in February 1999. Dr. Ngan has been a registered specialist radiologist in Australia for the past 20 years and is the chief executive officer of Sonic Healthcare Asia Limited. Dr. Ngan was appointed as an independent non-executive Director on 8 August 2002.

**曹金陸先生**，70歲，康健前任執行董事（為創業板上市公司）及康健行政總裁曹貴子醫生的父親。曹先生擁有逾40年室內設計及裝修和一般管理經驗。曹先生在一家醫療公司擔任董事的經驗，可加強本集團對本集團產品及服務在診療所方面的業務知識。彼提供的意見在本集團產品與醫生的實務交流起著重要作用。曹先生亦積極參與社區活動，目前擔任全港各區工商聯有限公司董事、香港沙田工商業聯合會有限公司司庫、沙田少年警訊農莊顧問及沙田民生關注組副主席。曹先生於2002年8月8日加盟本集團。康健乃本公司主要股東及上市時管理層股東之一。

**楊徐美玲女士**，48歲，為楊醫生的妻子。楊女士在醫療業累積逾14年經驗，彼負責本集團的市場推廣及行政事宜。楊女士亦熱心參與香港的慈善活動。楊女士於2002年8月22日加盟本集團。楊女士連同其配偶楊醫生（亦為董事）為本公司主要股東及上市時管理層股東。

### 非執行董事

**劉金山先生**，50歲，於中國從事成衣零售業務及向美國出口中國布料，並具有廣泛的紡織業及一般貿易經驗。劉先生現為Yi Feng Enterprises Limited的董事。劉先生於2002年8月8日獲委任為非執行董事。

### 獨立非執行董事

**顏文煌醫生**，65歲，於1972年2月取得澳洲新南威爾士大學內外全科（榮譽）學位及於1999年2月獲澳洲悉尼大學診斷放射科文憑。過去20年，顏醫生為澳洲註冊放射科專科醫生兼Sonic Healthcare Asia Limited行政總裁。顏醫生於2002年8月8日獲委任為獨立非執行董事。

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

### 董事會及高級管理層

**Professor Chung Sheung Chee, Sydney**, aged 50, obtained various qualifications including MB BCh., BAO(N.U.I.), MD(CUHK), FRCSEd., FRCSGlas., FRCPEd., LRCP&SI, FHKAM(Surgery) and FCSHK. Professor Chung has extensive experience in healthcare industry and held a number of senior positions with various professional organisations. He was the Dean of the Faculty of Medicine and professor of surgery of the Chinese University until 30 June 2004 and was the director of Endoscopy Centre of the Prince of Wales Hospital until 30 September 2003. Professor Chung was appointed as an independent non-executive Director from 8 August 2002. Professor Chung resigned as Director on 2 July 2004 to pursue his new career.

**Dr. Loh Kai Tsu, Kevin**, aged 59, graduated from the medical school of the University of Hong Kong and holds the bachelor of medicine and bachelor of surgery. Dr. Loh is now a member of Medical Council of Hong Kong in Hong Kong and American Society of Clinical Oncology in the United States. Since 1987, Dr. Loh has served as the medical director for Cancer Institute of Queen's Medical Centre in Honolulu, Hawaii, the United States. Following his medical oncology and haematology fellowship training at the M.D. Anderson Hospital & Tumor Institute of the University of Texas at Houston, the United States during the period from 1 July 1972 to 31 December 1974, Dr. Loh worked as an associate director of Cancer Research Centre of Hawaii, Honolulu, Hawaii, the United States. Dr. Loh was appointed as an independent non-executive Director on 8 August 2002.

**Mr. Chan Siu Wing, Raymond**, aged 40, obtained a bachelor degree in economics from University of Sydney and is qualified as a certified practicing accountant in Australia and Macau. Mr. Chan is also an associate member of the Hong Kong Institute of Certified Public Accountants and a full member of the Hong Kong Securities Institute. He has extensive experience in accounting, taxation and business advisory. Mr. Chan was appointed as an independent non-executive Director on 9 March 2004.

**Mr. Chan Po Kwong**, aged 49, is a merchant for the past twenty years. He has been engaging in real estates business in Hong Kong and overseas. He has worked in key executive positions in different trades, services including retail and wholesale of importing products for Hong Kong, Asian countries and Mainland China. Mr. Chan is a director of various companies with extensive experience in business restructuring, corporate financing and investments. He was also a former promoter for South China Industrial Inc. of Canada in 1993. Mr. Chan was appointed as an independent non-executive Director on 1 December 2004.

**鍾尚志教授**，50歲，取得多項專業資格，包括MB BCh., BAO(N.U.I.), MD(CUHK), FRCSEd., FRCSGlas., FRCPEd., LRCP&SI, FHKAM(Surgery)及FCSHK。鍾教授於醫護行業擁有廣泛的經驗，曾在不同專業機構擔任多個高級職位。彼為中文大學醫學院院長兼外科教授，直至2004年6月30日止，並曾任威爾斯親王醫院內窺鏡測試中心主管，直至2003年9月30日止。鍾教授於2002年8月8日獲委任為獨立非執行董事。鍾教授於2004年7月2日辭去董事職務以開展新事業。

**陸凱祖醫生**，59歲，畢業於香港大學醫學院，持有內外全科醫學士學位。陸醫生現為香港醫務委員會及美國臨床腫瘤科學會兩個專業醫學協會的會員。自1987年起，陸醫生一直擔任美國夏威夷州檀香山Cancer Institute of Queen's Medical Centre 醫務總監。陸醫生於1972年7月1日至1974年12月31日期間在美國休斯敦M.D. Anderson Hospital 及得克薩斯州大學腫瘤研究所接受內科腫瘤科及血科院士訓練後，曾在美國夏威夷州檀香山Cancer Research Centre of Hawaii 工作，擔任副總監一職。陸醫生於2002年8月8日獲委任為獨立非執行董事。

**陳兆榮先生**，40歲，於悉尼大學取得經濟學士學位，並在澳洲及澳門取得註冊執業會計師資格。陳先生亦為香港會計師公會會員及香港證券專業學會會員。彼於會計、稅務及業務諮詢方面具廣泛經驗。陳先生於2004年3月9日獲委任為獨立非執行董事。

**陳寶光先生**，49歲，在過去二十年均為商人。他在香港及外地從事房地產業務。在香港、亞洲國家及中國大陸，他工作範圍是為不同的貿易，服務包括入口貨品的零售及批發擔任主要行政職務。陳先生現為不同公司擔任董事，他擁有豐富的業務重組，公司融資及投資的經驗。在1993年，他曾是加拿大中國南方工業集團公司的前推廣人。陳先生於2004年12月1日獲委任為獨立非執行董事。

# BOARD OF DIRECTORS AND SENIOR MANAGEMENT

## 董事會及高級管理層

### SENIOR MANAGEMENT

**Ms. Wong Suet Sum**, joined the Group in August 2001 as the administration manager of the Group. She was an administration officer of Healthcare organisation during the period from December 1999 to August 2001.

**Ms. Leung Kwan Yu**, is the financial controller, the company secretary and the qualified accountant of the Company who is responsible for the financial and accounting management and secretarial affairs of the Group. Ms. Leung graduated from City University of Hong Kong with a bachelor of degree in accountancy. She is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, the United Kingdom. Ms. Leung joined the Group in July 2002.

### 高級管理層

**黃雪心女士**於2001年8月加盟本集團任行政經理。於1999年12月至2001年8月期間曾擔任保健機構的行政主任。

**梁郡如女士**為本公司財務總監、公司秘書兼合資格會計師，負責本集團的財務與賬目管理及秘書事務。彼於香港城市大學畢業，持有會計學學士學位。梁女士為香港會計師公會會員及英國特許公認會計師公會資深會員。梁女士於2002年7月加盟本集團。

# REPORT OF THE DIRECTORS 董事會報告

The Directors present their annual report and the audited financial statements for the year ended 30 June 2005.

## PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 15 to the financial statements.

An analysis of the Group's operations for the year by business activities is set out in note 29 to the financial statements.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the audited consolidated income statement on page 50 of this annual report.

The Directors do not recommend the payment of a dividend in respect of the year ended 30 June 2005.

## RESERVES

Movements in the reserves of the Group and Company during the year are set out in the consolidated statement of changes in equity and note 23 to the financial statements on pages 53 and 81 respectively of this annual report.

## DONATIONS

The Group has not made charitable and other donations during the year.

## PLANT AND EQUIPMENT

Details of the movements in plant and equipment of the Group are set out in note 14 to the financial statements.

## SUBSIDIARIES

Details of the Company's subsidiaries are set out in note 15 to the financial statements.

## SHARE CAPITAL

Details of the movements in share capital of the Group and Company are set out in note 22 to the financial statements.

董事會欣然提呈彼等的年度報告及截至2005年6月30日止年度的經審核財務報表。

## 主要業務及經營業務分部分析

本公司的主要業務為投資控股。附屬公司的業務載於財務報表附註15。

本集團於本年度按業務分類的經營業務分析載於財務報表附註29。

## 業績及調撥

本集團本年度的業績載於本年報第50頁的經審核綜合收益表。

董事不建議派付截至2005年6月30日止年度的股息。

## 儲備

本集團及本公司年內儲備變動的詳情分別載於本年報第53頁的綜合權益變動表及第81頁的財務報表附註23。

## 捐款

本集團於年內並無作出慈善及其他捐款。

## 廠房及設備

本集團廠房及設備變動的詳情載於財務報表附註14。

## 附屬公司

本公司附屬公司的詳情載於財務報表附註15。

## 股本

本集團及本公司股本變動的詳情載於財務報表附註22。

# REPORT OF THE DIRECTORS 董事會報告

## CONVERTIBLE NOTES

The Company issued the convertible notes (the "Convertible Notes") in an aggregate principal amount of HK\$21.5 million in December 2002. The Convertible Notes have been converted into shares of the Company in three stages: (1) the conversion of 30% of the aggregate nominal value of the Convertible Notes into 25,800,000 ordinary shares on 17 June 2004 (the "Pre IPO Conversion"); (2) the conversion of 40% of the aggregate nominal value of the Convertible Notes into 34,400,000 ordinary shares on 18 December 2004 (the "First Post IPO Conversion"); and (3) the conversion of remaining 30% of the aggregate nominal value of the Convertible Notes into 25,800,000 ordinary shares on 18 June 2005 (the "Second Post IPO Conversion"). Conversion price was fixed at HK\$0.25 per share which is 50% of the share price in the Company's initial public offer.

Further details of the Convertible Notes are set out in the note 20 to the financial statements.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last four financial years is set out on page 96 of this annual report.

## 可換股票據

本公司於2002年12月發行本金總額21,500,000港元的可換股票據(「可換股票據」)。可換股票據已按下列三個階段轉換為本公司股份：(1) 可換股票據的總面值30%已於2004年6月17日轉換為25,800,000股普通股股份(「首次公開發售前轉換」)；(2) 可換股票據的總面值40%已於2004年12月18日轉換為34,400,000股普通股股份(「首次公開發售後第一次轉換」)；及(3) 可換股票據的總面值餘下30%已於2005年6月18日轉換為25,800,000股普通股股份(「首次公開發售後第二次轉換」)。換股價定為每股股份0.25港元，該價格為本公司首次公開發售的股份價格的50%。

有關可換股票據的進一步詳情載於財務報表附註20。

## 優先購股權

本公司的組織章程細則及開曼群島法例並無涉及優先購股權的條文，規定本公司必須按比例向現有股東發售新股份。

## 財務概要

本集團過去四個財政年度的業績及資產與負債概要載於本年報第96頁。

# REPORT OF THE DIRECTORS 董事會報告

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 30 June 2005, the Company repurchased its own shares on GEM as follows:

## 購買、出售或贖回股份

於2005年6月30日止年度內，本公司於創業板購回其本身股份之詳情如下：

Month of repurchase 購回股份		Number of shares repurchased 購回股份數目	Price per share 每股價格		Aggregate consideration paid 已支付之總代價 HK\$ 港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
February 2005	2005年2月	832,000	0.240	0.238	200,465
March 2005	2005年3月	3,000,000	0.241	0.228	721,581
June 2005	2005年6月	1,092,000	0.220	0.219	241,358
Total	合計	4,924,000			1,163,404

The above shares were cancelled upon repurchases and accordingly the issued share capital of the Company was reduced by the par value of these shares amounted to HK\$49,240. An aggregate amount of HK\$1,114,164 equivalent to the premium portion and brokerage expenses payable on the repurchases was charged against the share premium account.

The Directors have regard to the market price of the Company's shares at the times of the repurchases and considered that the Company's shares were undervalued in the market, so that it was the appropriate time to repurchase certain shares of the Company in order to support its share prices.

Apart from the repurchases of shares as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares listed on GEM during the year ended 30 June 2005 (2004: Nil).

上述股份在購回時已註銷，據此，本公司之已發行股本已按此等股份之票面值減少49,240港元。一筆相等於在購回股份時之溢價部份及應付經紀開支之總額1,114,164港元已在股份溢價賬中對銷。

董事經考慮於購回股份時本公司股份之市價，並認為市場低估了本公司股份的市價，故此本公司於適當時間購回若干股份以支持其股價。

除上文披露之購回股份外，在截至2005年6月30日止年度內，本公司或其任何附屬公司概無於創業板購買、出售或贖回本公司之任何上市股份(2004年：無)。

# REPORT OF THE DIRECTORS 董事會報告

## SHARE OPTIONS

1. Share option scheme (the "Share Option Scheme") was adopted by the then shareholders of the Company on 20 April 2004. Details of the Share Option Scheme are set out in note 27(a) to the financial statements.

No option has been granted under the Share Option Scheme during the year ended 30 June 2004.

Movements of share options under the Share Option Scheme for the year ended 30 June 2005 are as follows:

## 購股權

1. 購股權計劃(「購股權計劃」)由本公司當時之股東於2004年4月20日採納。購股權計劃之詳情載於財務報表附註27(a)。

根據購股權計劃在截至2004年6月30日止年度內概無授出購股權。

根據購股權計劃，截至2005年6月30日止年度購股權的變動詳情如下：

Name of director 董事姓名	Date of grant 授出日期	Number of underlying shares in respect of which share options were granted 已授出購股權涉及之相關股份數目		Exercised/ Cancelled/ Lapsed 已行使/ 已銷註/ 已失效		Outstanding at 30/06/2005 於2005年 6月30日 尚未行使	Exercise price 行使價 HK\$ 港元
		Outstanding at 1/07/2004 於2004年 7月1日 尚未行使	Granted 已授出				
Dr. Yeung Wah Hin, Alex 楊華顯醫生	20/06/2005	-	2,222,222 <sup>(a)</sup>	-	-	2,222,222	0.225
Mr. Cheng Yan Tak, Angus Ronald 鄭恩德先生	20/06/2005	-	669,711 <sup>(a)</sup>	-	-	669,711	0.225
Mrs. Yeung Tsui Mai Ling, Margaret 楊徐美玲女士	20/06/2005	-	1,111,111 <sup>(a)</sup>	-	-	1,111,111	0.225
Mr. Cho Kam Luk 曹金陸先生	20/06/2005	-	1,111,111 <sup>(a)</sup>	-	-	1,111,111	0.225
Mr. Lau Kam Shan 劉金山先生	20/06/2005	-	1,111,111 <sup>(a)</sup>	-	-	1,111,111	0.225
Dr. Ngan Man Wong, Matthew 顏文煌醫生	20/06/2005	-	1,333,333 <sup>(b)</sup>	-	-	1,333,333	0.225
Dr. Loh Kai Tsu, Kevin 陸凱祖醫生	20/06/2005	-	1,333,333 <sup>(b)</sup>	-	-	1,333,333	0.225
Mr. Chan Siu Wing, Raymond 陳兆榮先生	20/06/2005	-	1,333,333 <sup>(b)</sup>	-	-	1,333,333	0.225
Total 合計		-	10,225,265	-	-	10,225,265	

### Notes:

- (a) The share options are exercisable at any time for a period of three years from the date of grant.
- (b) The share options are exercisable at any time for a period of ten years from the date of grant.
- (c) The closing price of the shares of the Company immediately before 20 June 2005 on which the options were granted was HK\$0.225.

### 附註：

- (a) 購股權可於授出日期起計三年期間內任何時間行使。
- (b) 購股權可於授出日期起計十年期間內任何時間行使。
- (c) 緊接2005年6月20日(購股權授出日期)前本公司股份之收市價為0.225港元。

# REPORT OF THE DIRECTORS 董事會報告

2. Pursuant to an agreement entered into by the Company with the Chinese University on 8 August 2002 relating to the grant of a right of first refusal to the Company by the Chinese University in respect of certain technology and inventions, as amended and supplemented by agreements dated 31 October 2003 and 16 April 2004 (the "Right of First Refusal Agreement"), share options would be granted to the Chinese University over the period of the term of such agreements of four years commencing from 18 June 2004. Details of the agreements are set out in note 27(b) to the financial statements.

No option has been granted to the Chinese University under the Right of First Refusal Agreement during the year ended 30 June 2004.

On 28 June 2005, share option of 4,484,305 shares was granted to the Chinese University with exercise period from 28 December 2005 to 27 June 2010 and exercise price at HK\$0.223. The closing price of the shares of the Company immediately before 28 June 2005 on which the options were granted was HK\$0.223.

The Directors consider it is inappropriate to value the share options granted under the Share Option Scheme and the Right of First Refusal Agreement as a number of factors critical for the valuation cannot be determined accurately. Any valuation of the share options based on various speculative assumptions would be meaningless and misleading. Therefore the Directors believe that the costs for disclosing the value of share options do not justify the benefits provided at this stage.

2. 根據本公司與中文大學於2002年8月8日訂立有關中文大學授予本公司優先購買若干技術及發明的權利的協議(經日期為2003年10月31日及2004年4月16日的協議修改及補充)(「優先購買權協議」),本公司可於該等協議之4年期限(由2004年6月18日開始)期間授出購股權予中文大學。有關協議之詳情載於財務報表附註27(b)。

於截至2004年6月30日止年度內,並無根據優先購買權協議授出購股權予中文大學。

於2005年6月28日,本公司已按行使價0.223港元授出4,484,305股股份涉及之購股權予中文大學,行使期間由2005年12月28日起至2010年6月27日止。緊接2005年6月28日(購股權授出日期)前本公司股份之收市價為0.223港元。

董事認為,由於未能準確地確定若干評估購股權的重要因素,故評估根據購股權計劃及優先購買權協議授出之購股權價值並不適宜。根據多項投機性假設而對購股權作出任何評估乃並無意義,並可構成誤導。因此,董事相信,披露購股權價值所產生的成本並不符合現階段所取得的利益。



# REPORT OF THE DIRECTORS 董事會報告

## DIRECTORS

The Directors during the year and up to the date of this report were:

Dr. Yeung Wah Hin, Alex  
 Mr. Cheng Yan Tak, Angus Ronald  
 Mr. Cho Kam Luk  
 Mrs. Yeung Tsui Mai Ling, Margaret  
 Mr. Lau Kam Shan\*  
 Dr. Ngan Man Wong, Matthew\*\*  
 Professor Chung Sheung Chee, Sydney\*\*  
*(resigned on 2 July 2004)*  
 Dr. Loh Kai Tsu, Kevin\*\*  
 Mr. Chan Siu Wing, Raymond\*\*  
 Mr. Chan Po Kwong\*\*  
*(appointed on 1 December 2004)*

\* Non-executive Director

\*\* Independent non-executive Directors

In accordance with Article 95, Mr. Chan Po Kwong who was appointed as independent non-executive Director by the Board on 1 December 2004, shall retire from office at the forthcoming annual general meeting of the Company (the "2005 Annual General Meeting"). Mr. Chan Po Kwong, being eligible, offers himself for re-election as independent non-executive Director at the 2005 Annual General Meeting.

In accordance with Article 112 of the Company's Articles of Association, one-third of the Directors for the time being, other than a Director holding office as managing Director, shall retire at each annual general meeting and shall then be eligible for re-election at the meeting.

Accordingly, Mr. Cho Kam Luk and Dr. Loh Kai Tsu, Kevin will retire at the 2005 Annual General Meeting. Mr. Cho Kam Luk, being eligible, offers himself for re-election as executive Director. Dr. Loh Kai Tsu, Kevin will not offer himself for re-election as independent non-executive Director.

## 董事

本年度內及直至本報告日期的董事芳名如下：

楊華顯醫生  
 鄭恩德先生  
 曹金陸先生  
 楊徐美玲女士  
 劉金山先生\*  
 顏文煌醫生\*\*  
 鍾尚志教授\*\*  
*(於2004年7月2日辭任)*  
 陸凱祖醫生\*\*  
 陳兆榮先生\*\*  
 陳寶光先生\*\*  
*(於2004年12月1日獲委任)*

\* 非執行董事

\*\* 獨立非執行董事

根據細則第95條，於2004年12月1日獲董事會委任為獨立非執行董事的陳寶光先生，將於股東週年大會（「2005年股東週年大會」）上退任。陳寶光先生符合資格且願意於2005年股東週年大會上膺選連任獨立非執行董事。

按照本公司組織章程細則的細則第112條，於本公司每年的股東週年大會上，三分之一在任董事（不包括出任董事總經理的董事）須輪值告退，並符合資格在大會上膺選連任。

據此，曹金陸先生與陸凱祖醫生將於2005年股東週年大會上退任。曹金陸先生符合資格且願意膺選連任執行董事。陸凱祖醫生將不會於股東週年大會上膺選連任獨立非執行董事。

# REPORT OF THE DIRECTORS 董事會報告

## DIRECTORS' SERVICE CONTRACTS

Dr. Yeung Wah Hin, Alex, has entered into a service contract with the Company with a term of 3 years commencing on the Listing Date and shall continue thereafter until terminated by either party giving to the other not less than three months' prior written notice. Each of other executive Directors, namely Mr. Cheng Yan Tak, Angus Ronald, Mr. Cho Kam Luk and Mrs. Yeung Tsui Mai Ling, Margaret has entered into a service contract with the Company with a term of 2 years commencing on the Listing Date and shall continue thereafter until terminated by either party giving to the other not less than three months' prior written notice.

Mr. Lau Kam Shan, the non-executive Director, Dr. Ngan Man Wong, Matthew, Dr. Loh Kai Tsu, Kevin and Mr. Chan Siu Wing, Raymond, the independent non-executive Directors has entered into a service contract with the Company with effect from the Listing Date until the Company's annual general meeting in 2005.

Mr. Chan Po Kwong, has been appointed as an independent non-executive Director for a term of 2 years expiring on 30 November 2006. The appointment is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association of the Company.

Save as disclosed above, no Director for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## 董事的服務合約

楊華顯醫生已與本公司訂立由上市日期起計為期三年的服務合約，並將繼續有效，直至任何一方向另一方發出不少於三個月的事前書面通知予以終止為止。其餘各執行董事，即鄭恩德先生、曹金陸先生及楊徐美玲女士已與本公司訂立由上市日期起計為期兩年的服務合約，並將繼續有效，直至任何一方向另一方發出不少於三個月的事前書面通知予以終止為止。

非執行董事劉金山先生與獨立非執行董事顏文煌醫生、陸凱祖醫生及陳兆榮先生已與本公司訂立服務合約，由上市日期起生效，直至本公司於2005年舉行的股東週年大會為止。

陳寶光先生已獲委任為獨立非執行董事，任期為2年，將於2006年11月30日屆滿。有關委任須遵照本公司之細則及其他相關條文所訂明者輪值退任。

除上文所披露者外，擬於應屆股東週年大會上膺選連任的董事並無與本公司訂立不可由本公司於一年內終止而毋須作出賠償（法定賠償除外）的服務合約。

# REPORT OF THE DIRECTORS 董事會報告

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2005, the interests of the Directors and chief executive of the Company in the shares and underlying shares of the Company or its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to (a) Divisions 7 and 8 of Part XV of SFO (including interests and short position which they were taken or deemed to have under such provisions of SFO); or (b) which were required, pursuant to Sections 352 of the SFO, to be entered in the register referred to in that section; or (c) which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in ordinary shares of the Company:

## 董事及高級行政人員於股份及相關股份的權益

於2005年6月30日，本公司各董事及高級行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中擁有根據(a)證券及期貨條例第XV部第7及第8分部(包括彼等根據證券及期貨條例的有關條文被當作或被視為擁有的權益及淡倉)而須知會本公司及聯交所的權益；或(b)根據證券及期貨條例第352條須登記於該條所述的登記冊內的權益；或(c)根據創業板上市規則第5.48至第5.67條之規定須知會本公司及聯交所的權益如下：

本公司的普通股股份好倉：

### Number of shares held, capacity and nature of interests

所持股份數目、身份及權益性質

Name of Directors 董事姓名	Notes 附註	Directly	Through		Total 合計	Percentage of	
		beneficially owned 直接 實益擁有	Through spouse 透過配偶	a controlled corporation 透過 受控制公司		the Company's issued share capital 佔本公司 已發行股本 百分比	
Dr. Yeung Wah Hin, Alex	楊華顯醫生	1	2,368,454	119,170,370	-	121,538,824	31.73%
Mrs. Yeung Tsui Mai Ling, Margaret	楊徐美玲女士	2	119,170,370	2,368,454	-	121,538,824	31.73%
Mr. Cheng Yan Tak, Angus Ronald	鄭恩德先生	3	-	-	12,574,648	12,574,648	3.28%

Notes:

附註：

- Under the SFO, Dr. Yeung Wah Hin, Alex will be deemed to be interested in the 119,170,370 shares, representing 31.11% of the issued share capital of the Company held by Mrs. Yeung Tsui Mai Ling, Margaret, his spouse and also a Director.
- Under the SFO, Mrs. Yeung Tsui Mai Ling, Margaret will be deemed to be interested in the 2,368,454 shares, representing 0.62% of the issued share capital of the Company held by Dr. Yeung Wah Hin, Alex, her spouse and also a Director.
- 12,574,648 shares were held by Vanbarry Corporation, representing 3.28% of the Company's shares in issue as at 30 June 2005. Vanbarry Corporation is wholly owned by Mr. Cheng Yan Tak, Angus Ronald.

- 根據證券及期貨條例，楊華顯醫生將被視為於由其配偶楊徐美玲女士(亦為董事)持有的119,170,370股股份中擁有權益，該等股份佔本公司已發行股本31.11%。
- 根據證券及期貨條例，楊徐美玲女士將被視為於由其配偶楊華顯醫生(亦為董事)持有的2,368,454股股份中擁有權益，該等股份佔本公司已發行股本0.62%。
- 該12,574,648股股份由Vanbarry Corporation持有，佔本公司於2005年6月30日的已發行股份3.28%。Vanbarry Corporation由鄭恩德先生全資擁有。

# REPORT OF THE DIRECTORS 董事會報告

Saved as disclosed above and share options granted to the Directors as disclosed under the paragraph headed "Share options" in this Report of the Directors, none of the Directors, the chief executive of the Company, nor their associates had any interests or short positions in the shares or underlying shares of the Company or any of its associated corporations as at 30 June 2005 as recorded in the register required to be kept by the Company under section 352 of the SFO.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 June 2005, the following interests of 5% or more of the issued share capital and underlying shares of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

除上文所披露者及誠如本董事會報告內「購股權」一段所披露者外，於2005年6月30日，本公司各董事及高級行政人員或彼等的聯繫人士概無於本公司或其任何相聯法團的股份或相關股份中擁有根據證券及期貨條例第352條須登記於該條所述的登記冊內的任何權益或淡倉。

## 主要股東於股份及相關股份的權益

於2005年6月30日，以下為記錄於證券及期貨條例第336條規定本公司須保存的權益登記冊內所佔本公司已發行股本或相關股份5%或以上的權益：

本公司的普通股股份好倉：

### Number of shares held, capacity and nature of interests 所持股份數目、身份及權益性質

Name of shareholders 股東名稱	Notes 附註	Directly	Through	Through	Total	Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比	
		beneficially owned 直接 實益擁有	spouse 透過配偶	a controlled corporation 透過 受控制公司			
Dr. Yeung Wah Hin, Alex	楊華顯醫生	1	2,368,454	119,170,370	-	121,538,824	31.73%
Mrs. Yeung Tsui Mai Ling, Margaret	楊徐美玲女士	1	119,170,370	2,368,454	-	121,538,824	31.73%
Spring Biotech Limited	Spring Biotech Limited	2	74,995,524	-	-	74,995,524	19.58%
Town Health Bio-Medical Technology Limited	康健醫藥生物科技 有限公司	2	-	-	74,995,524	74,995,524	19.58%
Town Health International Holdings Company Limited ("Town Health")	康健國際控股 有限公司(「康健」)	2 & 3	-	-	74,995,524	74,995,524	19.58%
Broad Idea International Limited	Broad Idea International Limited	3	-	-	74,995,524	74,995,524	19.58%
Dr. Cho Kwai Chee	曹貴子醫生	3	-	-	74,995,524	74,995,524	19.58%
Dr. Choi Chee Ming, Francis	蔡志明博士	3	-	-	74,995,524	74,995,524	19.58%
The Applied Research Council	The Applied Research Council		46,596,000	-	-	46,596,000	12.16%

# REPORT OF THE DIRECTORS 董事會報告

## Notes:

1. Dr. Yeung Wah Hin, Alex and Mrs. Yeung Tsui Mai Ling, Margaret are also Directors of the Company.
2. Spring Biotech Limited is beneficially wholly owned by Town Health Bio-Medical Technology Limited which in turn beneficially wholly owned by Town Health.
3. Town Health is a company whose shares listed on GEM. As at the date of this report, Town Health is beneficially owned as to approximately 51.0% by Broad Idea International Limited. Broad Idea International Limited is beneficially owned as to 50.1% by Dr. Cho Kwai Chee and as to 49.9% by Dr. Choi Chee Ming, Francis. Mr. Cho Kam Luk (the father of Dr. Cho Kwai Chee), an executive Director of the Company, directly beneficially owns 0.03% of Town Health.

Saved as disclosed above and share options granted to Dr. Yeung Wah Hin, Alex, Mrs. Yeung Tsui Mai Ling, Margaret and Mr. Cho Kam Luk under the paragraph headed "Share options" in this Report of the Directors, the Company has not been notified by any person (other than Directors or chief executive of the Company) who had an interest or short positions in the shares or underlying shares of the Company as at 30 June 2005 as recorded in the register required to be kept by the Company under section 336 of the SFO.

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 30 June 2005, the Group's sales to its five largest customers and the largest customer were 39.59% and 14.51% of the total sales respectively. The Group's purchases from its five largest suppliers and the largest supplier were 70.48% and 26.60% of the total purchases respectively.

One of the Group's five largest customers for the year ended 30 June 2005 was Spring Biotech Limited which is also a substantial shareholder of the Company. Details of Spring Biotech Limited was disclosed under the paragraph headed "Substantial shareholders' interests in shares and underlying shares" in this Report of the Directors.

Saved as disclosed above, none of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

## 附註：

1. 楊華顯醫生及楊徐美玲女士亦為本公司董事。
2. Spring Biotech Limited由康健醫藥生物科技公司實益全資擁有，康健醫藥生物科技公司則由康健實益全資擁有。
3. 康健為一家股份於創業板上市的公司。於本報告日期，康健由Broad Idea International Limited 實益擁有約51.0%，Broad Idea International Limited則由曹貴子醫生實益擁有50.1%及蔡志明博士實益擁有49.9%。本公司執行董事曹金陸先生(曹貴子醫生之父)直接實益擁有康健的0.03%。

除上文所披露者及根據本董事會報告內「購股權」一段所指授出購股權予楊華顯醫生、楊徐美玲女士與曹金陸先生外，於2005年6月30日，本公司並無獲任何人士(本公司董事及高級行政人員除外)知會其於本公司的股份或相關股份中擁有根據證券及期貨條例第336條須登記於該條所述之登記冊內的權益或淡倉。

## 主要客戶及供應商

於截至2005年6月30日止年度內，來自本集團五大客戶及最大客戶之銷售額分別佔本集團總銷售額39.59%及14.51%。而本集團向五大供應商及最大供應商的採購額則分別佔本集團總採購額70.48%及26.60%。

本集團於截至2005年6月30日止年度其中一家最大客戶為Spring Biotech Limited，該公司亦為本公司的主要股東。有關Spring Biotech Limited的詳情已於本董事會報告內「主要股東於股份及相關股份的權益」一段中披露。

除上文所披露者外，各董事或彼等任何之聯繫人士或就董事所知擁有本公司已發行股本5%以上之任何股東概無於本集團五大客戶及供應商中擁有任何實益權益。

# REPORT OF THE DIRECTORS 董事會報告

## COMPETING INTERESTS

None of the Directors or the management shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules) have any interest in a business which competes or may compete with the business of the Group during the year.

## CONNECTED TRANSACTIONS

- (a) Significant related party transactions entered into by the Group during the year ended 30 June 2005 are set out in note 24 to the financial statements.
- (b) The following transaction constitute non-exempted continuing connected transactions for the Company under the GEM Listing Rules and are required to be disclosed herein:
- (i) An agreement dated 23 April 2002 and supplemental agreement dated 7 August 2002 were entered into between Plasmagene Limited (an indirectly wholly owned subsidiary of the Company) and Spring Biotech Limited (a shareholder of the Company) under which Plasmagene Limited agreed to offer diagnostic testing services to Town Health, the ultimate holding company of Spring Biotech Limited, or any of its subsidiaries (the "Town Health Group") under the community research programme jointly run by Plasmagene Limited and Town Health Group. Mr. Cho Kam Luk, the executive Director, was also a former executive director of Town Health and holds 0.03% issued share capital of Town Health as of the date of this annual report.

For the year ended 30 June 2004, the diagnostic testing services fees received from Spring Biotech Limited was HK\$771,975. A waiver from the announcement requirement and the independent shareholders' approval requirement was granted by the Stock Exchange and such connected transactions are conducted in compliance with the relevant requirements under Chapter 20 of the GEM Listing Rules. The community research programme was continued in a limited scale in early July 2004 and HK\$48,245 was received for the year ended 30 June 2005. Details are set out in note 24(a) to the financial statements.

## 競爭權益

於本年度，本公司董事及管理層股東及控股股東（定義見創業板上市規則）概無於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

## 關連交易

- (a) 本集團於截至2005年6月30日止年度內訂立的重大關連方交易載於財務報表附註24。
- (b) 根據創業板上市規則，下列交易構成本公司的不可豁免持續關連交易，並須按有關規定披露如下：
- (i) 普施基因有限公司（為本公司的間接全資附屬公司）與Spring Biotech Limited（為本公司股東）於2002年4月23日訂立一項協議，並於2002年8月7日訂立一項補充協議，據此，普施基因有限公司同意向康健（為Spring Biotech Limited的最終控股公司）或其任何附屬公司（「康健集團」）提供診斷測試服務，有關測試服務將用於普施基因有限公司及康健集團攜手進行的社區研究計劃。執行董事曹金陸先生亦為康健的前任執行董事，於本年報刊發日期持有康健0.03%的已發行股本。

截至2004年6月30日止年度，自Spring Biotech Limited收取的診斷測試服務費為771,975港元。該等關連交易已獲聯交所授予豁免而毋須遵守公佈規定及取得獨立股東批准的規定。該等關連交易乃遵照創業板上市規則第20章的相關規定而進行。社區研究計劃於2004年7月初繼續以有限度規模進行，而於截至2005年6月30日止年度已收取48,245港元。有關詳情載於財務報表附註24(a)。

# REPORT OF THE DIRECTORS 董事會報告

- (ii) A renewal of sub-tenancy agreement dated 25 April 2005 was entered into between the Company and Wellchamp Capital Limited (“Wellchamp”) for the sharing of office for the period from 13 February 2005 to 12 February 2007 with the monthly rental of HK\$29,500. Other terms are remained the same with the previous tenancy agreement signed. Wellchamp is owned as to 97.6% by Mr. Cheng Yan Tak, Angus Ronald, an executive Director and an ultimate shareholder of the Company.

For the year ended 30 June 2005, the net rental and utility charges received from Wellchamp was HK\$331,060 (2004: HK\$310,700). Details are set out in note 24(b) to the financial statements.

This continuing connected transaction is exempted under Rule 20.34 of the GEM Listing Rules from the independent shareholders’ approval requirement, but is subject to the announcement and report requirements as set out in Rules 20.45 to 20.47 of the GEM Listing Rules.

The Directors, including the non-executive and independent non-executive Directors, consider that the above connected transactions were entered into in the interests of the Company, in its ordinary and usual course of business, and that the terms of the transactions are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Saved as disclosed under the heading “Directors’ and chief executive’s interests in shares and underlying shares” and the paragraph headed “Share options” in this Report of the Directors and “Share options” in note 27 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

- (ii) 本公司與 Wellchamp Capital Limited (「Wellchamp」) 於 2005 年 4 月 25 日重續了一項分租協議，以由 2005 年 2 月 13 日起至 2007 年 2 月 12 日止期間分租辦公室，月租為 29,500 港元。其他條款與先前簽立之租賃協議維持不變。Wellchamp 由本公司執行董事兼最終股東鄭恩德先生持有 97.6% 股權。

截至 2005 年 6 月 30 日止年度，自 Wellchamp 收取的租金淨額及水電費為 331,060 港元 (2004 年：310,700 港元)。有關詳情載於財務報表附註 24(b)。

該持續關連交易根據創業板上市規則第 20.34 條獲豁免遵守取得獨立股東批准的規定，惟須遵守創業板上市規則第 20.45 條至第 20.47 條所載的公佈及申報規定。

各董事 (包括非執行董事及獨立非執行董事) 認為上述關連交易符合本公司利益及於本公司日常及一般業務過程中進行，而該等交易的條款屬公平合理，並符合本公司股東的整體利益。

## 董事購買股份及債券的權利

除本董事會報告內「董事及高級行政人員於股份及相關股份的權益」一節、本董事會報告「購股權」一段及財務報表附註 27 的「購股權」一段所披露者外，於年內任何時間，並無授予任何董事或彼等各自的配偶或未成年子女可透過購買本公司股份或債券而獲得的權利，而彼等亦無行使任何該等權利；同時，本公司或其任何附屬公司概無訂立任何安排，致使董事可於任何其他法團獲得該等權利。

# REPORT OF THE DIRECTORS 董事會報告

## DIRECTORS' INTEREST IN CONTRACTS

Saved as disclosed in note 24 to the financial statements, no other contract of significance to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## SPONSOR'S INTEREST

As notified by First Shanghai Capital Limited (the "Sponsor"), neither the Sponsor nor its directors, employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interest in the securities of the Company or of any member of the Group, or had any right to subscribe for or to nominate persons to subscribe for the securities of the Company or of any member of the Group as at 30 June 2005.

Pursuant to a sponsor agreement entered into between the Company and the Sponsor, the Sponsor is entitled to receive a fee for acting as the Company's sponsor for the period from 18 June 2004 to 30 June 2006.

## BOARD PRACTICES AND PROCEDURES

Commencing from the Listing Date, the Company has complied with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

The Company received written confirmations from all the independent non-executive Directors pursuant to Rule 5.09 of the GEM Listing Rules and therefore considers all the independent non-executive Directors to be independent.

## AUDIT COMMITTEE

The Company established an audit committee on 20 April 2004 with written terms of reference based on Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual report and financial statements, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the Group's financial reporting and internal control procedures. The audit committee consists of all the independent non-executive Directors, namely Dr. Ngan Man Wong, Matthew, Professor Chung Sheung Chee, Sydney (from 20 April 2004 to 1 July 2004), Dr. Loh Kai Tsu, Kevin, Mr. Chan Siu Wing, Raymond and Mr. Chan Po Kwong (appointed on 1 December 2004). Dr. Ngan Man Wong, Matthew is the chairman of the audit committee. The audit committee had met four times during the year. The audited financial statements of the Group for the year ended 30 June 2005 had been reviewed by the audit committee.

## 董事的合約權益

除財務報表附註24所披露者外，本公司及其附屬公司概無訂立董事直接或間接擁有重大權益而於年終或年內任何時間有效的其他重大合約。

## 保薦人權益

按第一上海融資有限公司（「保薦人」）所知會，於2005年6月30日，保薦人及其董事、僱員或聯繫人士（如創業板上市規則第6.35條附註3所述）概無於本公司或本集團任何成員公司的證券中擁有任何權益，亦無擁有任何權利可認購或提名他人認購本公司或本集團任何成員公司的證券。

根據本公司與保薦人所訂立的保薦人協議，保薦人由2004年6月18日起至2006年6月30日止期間有權就擔任本公司保薦人收取費用。

## 董事會常規及程序

自上市日期起，本公司一直遵守創業板上市規則第5.34條至第5.45條所載的董事會常規及程序。

本公司已收到所有獨立非執行董事根據創業板上市規則第5.09條而作出的書面確認，因此本公司認為所有獨立非執行董事均為獨立人士。

## 審核委員會

本公司於2004年4月20日成立審核委員會，並根據創業板上市規則第5.28條至第5.33條的規定書面界定其職權範圍。審核委員會的主要職責為審閱本公司的年報及財務報表、中期報告及季度報告，並就此向董事會提出意見及建議。審核委員會亦負責審核及監督本集團的財務申報過程及內部監控程序。審核委員會由所有獨立非執行董事組成，包括顏文煌醫生、鍾尚志教授（由2004年4月20日至2004年7月1日止）、陸凱祖醫生、陳兆榮先生及陳寶光先生（於2004年12月1日獲委任），並由顏文煌醫生擔任審核委員會主席。在本年度內，審核委員會舉行過四次會議。審核委員會已審閱本集團截至2005年6月30日止年度的經審核財務報表。



# REPORT OF THE DIRECTORS 董事會報告

## POST BALANCE SHEET EVENT

Subsequent to 30 June 2005 and up to the date of this annual report, the Company repurchased its own 3,500,000 shares on GEM.

## AUDITORS

A resolution to re-appoint the retiring auditors, RSM Nelson Wheeler, will be put at the forthcoming annual general meeting.

## 結算日後事項

在2005年6月30日後及直至本年報日期，本公司於創業板購回其本身股份3,500,000股。

## 核數師

於應屆股東週年大會上將提呈續聘退任核數師羅申美會計師行的決議案。

For and on behalf of the Board  
**Dr. Yeung Wah Hin, Alex**  
*Chairman*

代表董事會  
主席  
楊華顯醫生

Hong Kong, 22 September 2005

香港，2005年9月22日

# AUDITORS' REPORT 核數師報告

## RSM! Nelson Wheeler

羅申美會計師行

Certified Public Accountants

### TO THE SHAREHOLDERS OF PLASMAGENE BIOSCIENCES LIMITED

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

We have audited the financial statements on pages 50 to 95 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

致普施基因生物科技有限公司

各股東

*(於開曼群島註冊成立的有限公司)*

本核數師已審核刊於第50頁至第95頁的財務報表。該財務報表乃按照香港公認會計原則編製。

### 董事及核數師各自的責任

貴公司董事須負責編製真實與公平的財務報表。在編製該等真實與公平的財務報表時，董事必須選取並貫徹採用合適的會計政策。

本核數師的責任是根據我們審核工作的結果，對該等財務報表作出獨立意見，並僅向整體股東報告，除此之外本報告別無其他用途。本核數師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。

### 意見的基礎

本核數師已按照香港會計師公會頒佈的核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計和判斷、所釐定的會計政策是否適合貴公司及貴集團的具體情況，及有否貫徹運用並足夠披露該等會計政策。

本核數師在策劃及進行審核工作時，是以取得一切我們認為必需的資料及解釋為目標，使本核數師能獲得充份的憑證，以就該等財務報表是否存在重大錯誤陳述，作合理的確定。本核數師在擬定意見時亦評估財務報表呈列之資料在整體上而言是否足夠。本核數師相信我們的審核工作已為下列意見提供合理基礎。

# AUDITORS' REPORT 核數師報告

## OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 30 June 2005 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**RSM Nelson Wheeler**  
*Certified Public Accountants*  
Hong Kong

22 September 2005

## 意見

本核數師認為，該財務報表足以真實兼公平地顯示 貴公司及 貴集團於2005年6月30日的財務狀況，及 貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露規定妥為編製。

**羅申美會計師行**  
執業會計師  
香港

2005年9月22日

# CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 30 June 2005 截至2005年6月30日止年度

		Notes 附註	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Turnover	營業額	4	<b>1,133,297</b>	1,741,605
Cost of sales	銷售成本		<b>(1,048,689)</b>	(1,257,657)
			<b>84,608</b>	483,948
Other revenue	其他收入	5	<b>596,679</b>	59,965
			<b>681,287</b>	543,913
Selling and distribution expenses	銷售及分銷費用		<b>(556,026)</b>	(206,473)
Administration expenses	行政費用		<b>(4,097,754)</b>	(3,799,847)
Other operating expenses	其他營運費用		<b>(1,618,180)</b>	(771,897)
Loss before taxation	除稅前虧損	6	<b>(5,590,673)</b>	(4,234,304)
Taxation	稅項	7	-	-
Loss attributable to shareholders	股東應佔虧損	9	<b>(5,590,673)</b>	(4,234,304)
Loss per share – basic	每股虧損 – 基本	10	<b>1.62 cents</b>	1.76 cents

The notes on pages 56 to 95 form an integral part of these financial statements.  
第56頁至第95頁的附註屬此等財務報表一部份。

# CONSOLIDATED BALANCE SHEET 綜合資產負債表

As at 30 June 2005 於2005年6月30日

		Notes 附註	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Non-current assets	非流動資產			
Intangible assets	無形資產	13	3,504,711	4,192,650
Plant and equipment	廠房及設備	14	606,109	922,404
			<b>4,110,820</b>	5,115,054
Current assets	流動資產			
Other investments	其他投資	16	7,730,989	–
Inventories	存貨	17	33,514	41,997
Trade receivables	應收貿易賬款	18	130,548	148,010
Other receivables and prepayments	其他應收款項及預付款項		671,348	575,683
Cash and bank balances	現金及銀行結餘		24,862,719	39,092,537
			<b>33,429,118</b>	39,858,227
Less: Current liabilities	減：流動負債			
Other payables and accrued charges	其他應付款項及應計費用		545,984	1,225,455
Amount due to a related company	應付關連公司款項	19	618	413
			<b>546,602</b>	1,225,868
Net current assets	流動資產淨值		<b>32,882,516</b>	38,632,359
Total assets less current liabilities	總資產減流動負債		<b>36,993,336</b>	43,747,413
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	20	–	15,050,000
Total net assets	總資產淨值		<b>36,993,336</b>	28,697,413
Financed by:	付款方式：			
Share capital	股本	22	3,830,760	3,278,000
Reserves	儲備		33,162,576	25,419,413
			<b>36,993,336</b>	28,697,413

Approved by the Board of Directors on 22 September 2005

董事會於2005年9月22日核准

Dr. Yeung Wah Hin, Alex

楊華顯醫生  
Director  
董事

Cheng Yan Tak, Angus Ronald

鄭恩德  
Director  
董事

The notes on pages 56 to 95 form an integral part of these financial statements.

第56頁至第95頁的附註屬此等財務報表一部份。

**BALANCE SHEET 資產負債表**

As at 30 June 2005 於2005年6月30日

		Notes 附註	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資	15	<b>15,981,358</b>	11,530,753
Current assets	流動資產			
Other investments	其他投資	16	<b>7,730,989</b>	–
Other receivables and prepayments	其他應收款項及預付款項		<b>359,716</b>	395,834
Cash and bank balances	現金及銀行結餘		<b>24,794,064</b>	38,406,576
			<b>32,884,769</b>	38,802,410
Less: Current liabilities	減：流動負債			
Other payables and accrued charges	其他應付款項及應計費用		<b>300,892</b>	298,579
Net current assets	流動資產淨值		<b>32,583,877</b>	38,503,831
Total assets less current liabilities	總資產減流動負債		<b>48,565,235</b>	50,034,584
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	20	–	15,050,000
Total net assets	總資產淨值		<b>48,565,235</b>	34,984,584
Financed by:	付款方式：			
Share capital	股本	22	<b>3,830,760</b>	3,278,000
Reserves	儲備	23	<b>44,734,475</b>	31,706,584
			<b>48,565,235</b>	34,984,584

Approved by the Board of Directors on 22 September 2005

董事會於2005年9月22日核准

**Dr. Yeung Wah Hin, Alex**  
楊華顯醫生  
Director  
董事

**Cheng Yan Tak, Angus Ronald**  
鄭恩德  
Director  
董事

The notes on pages 56 to 95 form an integral part of these financial statements.  
第56頁至第95頁的附註屬此等財務報表一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

For the year ended 30 June 2005 截至2005年6月30日止年度

			Issued capital 已發行股本	Share premium 股份溢價	Accumulated losses 累計虧損	Sub-total of reserves 儲備小計	Total 合計
	Notes 附註	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Balance at 1 July 2003	於2003年7月1日結餘		10,100	7,727,060	(3,640,651)	4,086,409	4,096,509
Capitalisation issue of shares	資本化發行股份		2,369,900	(2,369,900)	-	(2,369,900)	-
Pre IPO Conversion of Convertible Notes	首次公開發售前轉換 可換股票據	20(a)	258,000	6,192,000	-	6,192,000	6,450,000
Proceeds from issue of shares by placing and public offer	以配售及公開發售方式 發行股份所得款項		640,000	31,360,000	-	31,360,000	32,000,000
Share issue expenses	股份發行開支		-	(9,614,792)	-	(9,614,792)	(9,614,792)
Loss for the year	年度虧損		-	-	(4,234,304)	(4,234,304)	(4,234,304)
Balance at 30 June 2004	於2004年6月30日結餘		3,278,000	33,294,368	(7,874,955)	25,419,413	28,697,413
First Post IPO Conversion of Convertible Notes	首次公開發售後第一次 轉換可換股票據	20(b)	344,000	8,256,000	-	8,256,000	8,600,000
Second Post IPO Conversion of Convertible Notes	首次公開發售後第二次 轉換可換股票據	20(c)	258,000	6,192,000	-	6,192,000	6,450,000
Shares repurchase	股份購回		(49,240)	(1,114,164)	-	(1,114,164)	(1,163,404)
Loss for the year	年度虧損		-	-	(5,590,673)	(5,590,673)	(5,590,673)
Balance at 30 June 2005	於2005年6月30日結餘		3,830,760	46,628,204	(13,465,628)	33,162,576	36,993,336

The notes on pages 56 to 95 form an integral part of these financial statements.  
第56頁至第95頁的附註屬此等財務報表一部份。

# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 30 June 2005 截至2005年6月30日止年度

	Notes 附註	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES 經營活動現金流量</b>			
Loss before taxation		<b>(5,590,673)</b>	(4,234,304)
Adjustments for:	調整：		
Amortisation of intangible assets	無形資產攤銷	<b>451,208</b>	447,214
Depreciation	折舊	<b>371,961</b>	440,291
Interest income	利息收入	<b>(588,062)</b>	(54,966)
Unrealised holding loss of other investments	持有其他投資之未變現虧損	<b>114,924</b>	-
Write-off of intangible assets	無形資產撇賬	<b>419,087</b>	-
Operating loss before working capital changes	營運資金變動前經營虧損	<b>(4,821,555)</b>	(3,401,765)
Decrease/(Increase) in inventories	存貨減少／(增加)	<b>8,483</b>	(39,213)
Decrease in trade receivables	應收貿易賬款減少	<b>17,462</b>	59,730
(Increase)/Decrease in other receivables and prepayments	其他應收款項及預付款項(增加)／減少	<b>(95,665)</b>	2,972,112
Decrease in amount due from a related company	應收關連公司款項減少	-	2,829
Decrease in amounts due from directors	應收董事款項減少	-	3,892,078
(Decrease)/Increase in other payables and accrued charges	其他應付款項及應計費用(減少)／增加	<b>(466,105)</b>	96,102
Decrease in amount due to a shareholder	應付一名股東款項減少	-	(655,848)
Increase/(Decrease) in amount due to a related company	應付關連公司款項增加／(減少)	<b>205</b>	(3,597,763)
Net cash used in operating activities	經營活動所用現金淨額	<b>(5,357,175)</b>	(671,738)
<b>CASH FLOWS FROM INVESTING ACTIVITIES 投資活動現金流量</b>			
Purchases of plant and equipment	購置廠房及設備	<b>(55,666)</b>	(80,440)
Payments for licences and patents	支付許可及專利	<b>(395,722)</b>	(344,115)
Payments for development costs	支付開發成本	-	(625,000)
Acquisition of other investments	收購其他投資	<b>(7,845,913)</b>	-
Interest received	已收利息	<b>588,062</b>	54,966
Net cash used in investing activities	投資活動所用現金淨額	<b>(7,709,239)</b>	(994,589)

The notes on pages 56 to 95 form an integral part of these financial statements.  
第56頁至第95頁的附註屬此等財務報表一部份。



# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 30 June 2005 截至2005年6月30日止年度

			2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
		Notes 附註		
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量	28(a)		
Proceeds from issuance of share capital	發行股本所得款項		-	32,000,000
Payments relating to issue costs of share capital	有關股本發行成本的費用		-	(9,614,792)
Shares repurchase	股份購回	22(f)	<b>(1,163,404)</b>	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		<b>(1,163,404)</b>	22,385,208
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物(減少)/增加淨額		<b>(14,229,818)</b>	20,718,881
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初的現金及現金等值物		<b>39,092,537</b>	18,373,656
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終的現金及現金等值物		<b>24,862,719</b>	39,092,537
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析			
Cash and bank balances	現金及銀行結餘		<b>24,862,719</b>	39,092,537

The notes on pages 56 to 95 form an integral part of these financial statements.  
第56頁至第95頁的附註屬此等財務報表一部份。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 1. ORGANISATION AND OPERATIONS

The Company was incorporated in the Cayman Islands on 27 June 2002 under the Companies Law of the Cayman Islands, as an exempted company limited by shares. Details of the Company's subsidiaries are set out in note 15 to the financial statements.

The Company is an investment holding company. Its subsidiaries are principally engaged in the provision of diagnostic testing services and products and related research and development.

## 2. RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants issued a number of new or revised Hong Kong Accounting Standards ("HKAS") and Hong Kong Financial Reporting Standards ("HKFRS") (herein collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005.

The Group has not early adopted these new HKFRSs in the preparation of its consolidated financial statements for the year ended 30 June 2005. However, the Group has made a preliminary assessment of the impact of these new HKFRSs as set out below:

### (a) HKFRS 2 "Share-based payment"

HKFRS 2 "Share-based payment" requires an expense to be recognised where the Group buys or obtains services in exchange for share or rights over shares ("equity-settled transactions"), or in exchange for other assets equivalent in value to a given number of shares or rights over shares ("cash-settled transactions"). The principal impact of HKFRS 2 on the Group is in relation to the expensing of share options granted to the directors and The Chinese University of Hong Kong (the "Chinese University") which detailed in note 27 to the financial statements. Currently, the Group does not recognise any expenses relating to the share options issued by the Company. Such share options should be accounted for retrospectively in accordance with HKFRS 2. However, the Group is not yet in a position to determine its impact on its results of the operations and financial position.

## 1. 組織及營運

本公司於2002年6月27日根據開曼群島公司法於開曼群島註冊成立為受豁免股份有限公司。有關本公司附屬公司之詳情載於財務報表附註15。

本公司為一間投資控股公司。其附屬公司主要從事提供診斷測試服務及產品及相關之研究與發展工作。

## 2. 最近頒佈之會計準則

於2004年，香港會計師公會已頒佈若干新增或經修訂之香港會計準則（「香港會計準則」）及香港財務報告準則（「香港財務報告準則」）（統稱為「新香港財務報告準則」），該等準則於2005年1月1日或以後開始之會計期間生效。

本集團編製其截至2005年6月30日止年度的綜合財務報表時，並無提前採納此等新香港財務報告準則。然而，本集團已對此等新香港財務報告準則之影響作初步評估，現載列如下：

### (a) 香港財務報告準則第2號「以股份為基礎之付款」

香港財務報告準則第2號「以股份為基礎之付款」規定，當本集團以股份或股份權利作為購買或取得服務之代價（「股本結算交易」），或以其他相等值資產換取特定數目股份或股份權利之代價（「現金結算交易」），則須確認開支。香港財務報告準則第2號對本集團之主要影響為與授出購股權予董事及香港中文大學（「中文大學」）之開支有關，有關詳情載於財務報表附註27。現時，本集團並無確認任何與本公司授出購股權有關的開支。根據香港財務報告準則第2號，該等購股權應會追溯性地列賬。然而，本集團不適宜確定香港財務報告準則第2號對其營運業績及財務狀況之影響。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 2. RECENTLY ISSUED ACCOUNTING STANDARDS (continued)

### (b) HKAS 32 "Financial instruments: disclosure and presentation" and HKAS 39 "Financial instruments: recognition and measurement"

HKAS 32 and HKAS 39 require all investments to be reclassified into available-for-sale financial assets, financial assets at fair value through profit or loss and loans and receivables. Currently, the investments held by the Group are classified as current assets at fair value on the consolidated balance sheet (see note 16 to the financial statements).

The adoption of HKAS 32 and HKAS 39 does not have a material effect on the Group's results of operations and financial position in 2005.

The Group will be continuing with the assessment of the impact of the other new HKFRSs and, as a result, other significant changes may be identified.

## 3. PRINCIPAL ACCOUNTING POLICIES

### (a) Basis of preparation

The financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants. They have been prepared under the historical cost convention.

### (b) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June 2004 and 2005. The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

A subsidiary is a company that is controlled by the Company, where the Company has the power to govern the financial and operating policies of such company so as to obtain benefits from its activities.

All significant intercompany transactions and balances within the Group are eliminated on consolidation.

## 2. 最近頒佈之會計準則(續)

### (b) 香港會計準則第32號「金融工具：披露及呈列方式」及香港會計準則第39號「金融工具：確認及計算」

香港會計準則第32號及香港會計準則第39號規定，所有投資須重新分類列作可供銷售財務資產、財務資產(按溢利或虧損的公平值計算)與貸款及應收款項。現時，本集團持有的投資乃按公平值於綜合資產負債表中分類列作流動資產(見財務報表附註16)。

採納香港會計準則第32號及香港會計準則第39號對本集團於2005年的營運業績及財務狀況並無重大影響。

本集團將會繼續評估其他新香港財務報告準則之影響，因此可能會識別其他重大變動。

## 3. 主要會計政策

### (a) 編製基準

本財務報表乃根據香港普遍採納的會計原則並遵守香港會計師公會頒佈的會計準則，以歷史成本法慣例編製。

### (b) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至2004年及2005年6月30日止的財務報表。於年度內收購或出售的附屬公司的業績已自收購生效日期起或截至出售生效日期止(如適用)包括在綜合收益表內。

附屬公司指本公司控制的公司，而本公司有權規管該公司的財務及營運政策，以從其業務中獲取利益。

集團內公司間的所有重大交易及結餘已在綜合賬目時對銷。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (b) Consolidation (continued)

The gain or loss on the disposal of a subsidiary represents the difference between the proceeds of the sale and the Group's share of its net assets together with any goodwill or capital reserve which was not previously charged or recognised in the consolidated income statement.

Investments in subsidiaries are stated in the Company's balance sheet at cost less impairment losses, if any. The results of subsidiaries are accounted for on the basis of dividends received and receivable.

### (c) Revenue recognition

Revenue from the sales of diagnostic testing services is recognised when the services are rendered.

Revenue from the sales of diagnostic testing products is recognised on the transfer of risks and rewards of ownership which generally coincide with the time when goods are delivered and title has passed.

Interest income is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

### (d) Research and development

#### (i) Licences and patents

Expenditures for licences and patents are recognised as intangible assets only if it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably; otherwise they are charged to the consolidated income statement in the period in which they are incurred.

After initial recognition, the licences and patents are measured at cost less accumulated amortisation on a straight line basis over the estimated useful lives of the relevant testing services for periods of 7 to 15 years and any impairment losses.

## 3. 主要會計政策(續)

### (b) 綜合賬目(續)

出售附屬公司的盈虧指出售所得款項與本集團所佔其資產淨值連同過往未於綜合收益表扣除或確認的任何商譽或資本儲備之間的差額。

於附屬公司的投資已於本公司的資產負債表按成本值扣除減值虧損(如有)呈列。附屬公司的業績乃按已收取及應收取股息的基準入賬。

### (c) 收入確認

銷售診斷測試服務的收入，於提供服務後確認。

銷售診斷測試產品的收入，於所有權的風險及回報轉移(通常與貨物交付及所有權轉移同時發生)後確認。

利息收入按時間比例基準，並計及未償還本金金額及適用利率後確認。

### (d) 研究與開發

#### (i) 許可及專利

只有當資產應佔的未來經濟利益將流入本集團，及資產成本能可靠地量度時，許可及專利費用方可確認為無形資產。否則許可及專利費用於產生期間從綜合收益表中扣除。

許可及專利在首次確認後，按成本減於估計有關測試服務可使用年期(七至十五年)內以直線法計算的累計攤銷及任何減值虧損計算。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

## (d) Research and development (continued)

## (ii) Research and development activities

Research costs are charged to the consolidated income statement in the period in which they are incurred. Development costs are recognised as intangible assets only when such costs are incurred for specific projects where recoverability can be foreseen with reasonable assurance and comply with the following criteria: (i) the product or process is clearly defined and the development costs attributable to the product or process can be separately identified and measured reliably; (ii) the technical feasibility of the product or process can be demonstrated; (iii) the Group intends to produce and market, or use, the product or process; (iv) the existence of a market for the product or process or, if it is to be used internally rather than sold, its usefulness to the Group, can be demonstrated; and (v) adequate resources exist, or their availability can be demonstrated, to complete the project and market or use the product or process. Development costs not meeting these criteria are expensed as incurred. Development costs recognised as intangible assets are stated at cost less accumulated amortisation and impairment losses and are amortised on a straight line basis over the estimated commercial lives of the underlying testing services which generally do not exceed twenty years.

## (e) Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and impairment losses and are depreciated at rates sufficient to write off their cost over their estimated useful lives on a straight line basis. The principal annual rates are as follows:

Laboratory equipment	20%
Leasehold improvements	20%
Office equipment, furniture and fixtures	20% – 40%
Motor vehicles	30%

Major costs incurred in restoring plant and equipment to their normal working condition are charged to the consolidated income statement. Improvements are capitalised and depreciated over their expected useful lives to the Group.

The gain or loss on disposal of plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated income statement.

## 3. 主要會計政策 (續)

## (d) 研究與開發 (續)

## (ii) 研究與開發業務

研究成本於產生期間從綜合收益表中扣除。如開發成本是用作特定項目，並且有合理保證日後可收回成本，以及符合以下條件，則開發成本方可確認為無形資產：(i)產品或程序的界定清晰，而產品或程序所佔的開發成本可獨立分辨並能可靠地量度；(ii)產品或程序證實技術上可行；(iii)本集團計劃生產並推銷或使用產品或程序；(iv)產品或程序存在市場需求；或如供內部使用而非作出售，則證實對本集團有用處；及(v)現存充足資源或證實可取得充足資源以完成項目，並推銷或使用產品或程序。不符合上述條件的開發成本，於產生時列作支出。經確認為無形資產的開發成本乃按成本減累計攤銷及減值虧損列賬，並按相關測試服務的估計商業年期(通常不超過二十年)以直線法攤銷。

## (e) 廠房及設備

廠房及設備按成本減累計折舊及減值虧損後列賬，並於估計可使用年內按足以將成本撇銷的比率以直線法折舊。主要年率如下：

化驗所設備	20%
租賃改善工程	20%
辦公室設備、傢具及裝置	20%至40%
汽車	30%

將廠房及設備修復，使其恢復正常運作狀況的主要成本從綜合收益表扣除。改善工程按工程對本集團的預期可使用年期撥充資本及折舊。

出售廠房及設備的盈虧，指有關資產的銷售所得款項淨額與賬面值之間的差額，並於綜合收益表確認。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (f) Other investments

Other investments are carried at fair value. At each balance sheet date the net unrealised gains or losses arising from the changes in fair value of other investments are recognised in the consolidated income statement. Profits or losses on disposal of other investments, representing the difference between the net sales proceeds and the carrying amounts, are recognised in the consolidated income statement as they arise.

### (g) Impairment

At each balance sheet date, the Group and the Company reviews the carrying amounts of its tangible assets, intangible assets and investments in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group and the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as expenses immediately.

Where an impairment loss is subsequently reversed, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

### (h) Taxation

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowable. Hong Kong profits tax is provided at the rate prevailing for the year based on the assessable profit for the year less allowable losses, if any, brought forward.

## 3. 主要會計政策(續)

### (f) 其他投資

其他投資會按公平值列賬。於各結算日，因其他投資公平值變動而產生之未變現盈虧淨額，將於綜合收益表內確認。出售其他投資之盈虧(即銷售所得款項淨額與賬面值的差額)，於產生時在綜合收益表內確認。

### (g) 減值

於每個結算日期，本集團及本公司檢討有形資產及無形資產的賬面值及於附屬公司之投資，以確定此等資產是否有任何蒙受減值虧損的跡象。倘有任何減值虧損的跡象，則會估計資產的可收回金額，以確定減值虧損(如有)的程度。倘無法估計個別資產的可收回金額，本集團及本公司會估計資產所屬可產生現金單位的可收回金額。

倘資產(或可產生現金單位)的估計可收回金額低於賬面值，資產(或可產生現金單位)的賬面值則調低至可收回金額。減值虧損會即時確認為支出。

倘減值虧損隨後沖銷，資產(或可產生現金單位)的賬面值會調升至重估的可收回金額，惟所調升的賬面值不可超出往年資產(或可產生現金單位)在並無確認減值虧損時原應釐定的賬面值(扣除攤銷或折舊)。減值虧損撥回會即時確認為收入。

### (h) 稅項

稅項開支是按年度業績，在調整毋須課稅或不可扣稅的項目後計算。香港利得稅按年度應課稅溢利減承前可扣稅虧損(如有)後根據該年度的稅率作撥備。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (h) Taxation (continued)

Deferred taxation is provided in full, using the balance sheet liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Taxation rates enacted or substantively enacted by the balance sheet date are used to determine deferred taxation. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred taxation is charged or credited to the consolidated income statement, except when it relates to items charged or credited directly to equity, in which case the deferred taxation is also dealt with in equity.

### (i) Accounts receivable

Accounts receivable are stated net of provision for doubtful debts. Provision is made against accounts receivable to the extent they are considered to be doubtful.

### (j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first in, first out basis and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### (k) Cash and cash equivalents

Cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value, having been within three months of maturity at acquisition. For the purpose of the consolidated cash flow statement, bank overdrafts which are repayable on demand and form an integral part of an enterprise's cash management are also included as a component of cash and cash equivalents.

## 3. 主要會計政策 (續)

### (h) 稅項 (續)

遞延稅項是根據資產負債表負債法，按資產及負債的稅基與財務報表所列的資產及負債的賬面值之間的暫時差額全數撥備。遞延稅項按結算日之前頒佈或已實施的稅率釐定。遞延稅項資產以將來有應課稅溢利可用作抵銷暫時差額為限予以確認。

遞延稅項按附屬公司投資產生的暫時差額作出撥備，惟倘暫時差額撥回的時間可予以控制，以及暫時差額於可見將來不會撥回時則不作撥備。

遞延稅項將會自綜合收益表中扣除或計入綜合收益表，惟倘遞延稅項與直接在股本中扣除或計入股本的項目有關，則在該等情況下遞延稅項將會在股本中處理。

### (i) 應收賬款

應收賬款在扣除呆賬撥備後列賬。被視為屬呆賬的應收賬款會作撥備。

### (j) 存貨

存貨按成本與可變現淨值較低者列賬。成本以先進先出方式確定，並包括一切購貨成本、轉換成本及使存貨運到現址及達致現況的其他成本。可變現淨值指日常業務過程中的估計銷售價減估計完成成本及出售所需的估計成本。

### (k) 現金及現金等值物

現金及現金等值物指銀行存款及庫存現金、銀行及其他財務機構內的活期存款及短期高流動投資(購入時原到期日在三個月內)，可隨時轉為一筆預知數額現金，且其價值並無重大變動的風險。就綜合現金流量表而言，於要求時償還及一家企業的現金管理組成部分的銀行透支，亦計入現金及現金等值物。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (l) Provisions and contingencies

A provision is recognised when there is a present obligation, legal or constructive, as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed regularly and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. Contingent liabilities are not recognised in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

### (m) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the leasing company are accounted for as operating leases. Rentals applicable to such operating leases are charged to the consolidated income statement on a straight line basis over the lease term.

## 3. 主要會計政策(續)

### (l) 撥備及或然項目

當過往事件引致當前債務(法定或推定),且有可能(即機會很大)需要動用未來涉及經濟利益的資源以償還債務,並能夠可靠估計債務數額時確認撥備。撥備將會定時作出檢討,並調整以便反映當時最佳的估計。倘有關金額的時間值影響重大,撥備的數額則是預期償還債務所需的未來開支的現值。

當過往事件引致可能出現的債務,且該等債務是否存在,只能取決於一件或多件不確定的未來事件的出現與否,而該等事件亦不能完全由本集團控制,此等債務是為或然負債。或然負債亦可由過往事件引致當前債務,然而該等債務不大可能需要動用經濟資源流出,或該等債務的金額不能可靠地估計而不被確認。或然負債於財務報表中不予確認。該等或然債務將予披露,除非包含經濟利益的資源流出可能性不大。

當過往事件引致可能出現的資產,且該等資產是否存在,只能取決於一件或多件不確定的未來事件的出現與否,而該等事件亦不能完全由本集團控制,此等資產是為或然資產。或然資產在財務報表中不予確認,但在可能出現經濟利益流入時將予披露。

### (m) 經營租約

租賃公司保留幾乎資產全部所有權風險及回報的租約在經營租約內列賬。適用於此等經營租約的租金按租約年期以直線法從綜合收益表扣除。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (n) Foreign currency translation

Transactions in foreign currencies are translated into Hong Kong dollars at the approximate rates of exchange ruling on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the rates ruling on the balance sheet date. Profits and losses resulting from this translation policy are included in the consolidated income statement.

### (o) Employee benefits

#### (i) Retirement benefits schemes

Obligations for contributions to defined contribution retirement plans, including contributions payable under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as expenses in the consolidated income statement as incurred.

#### (ii) Share option schemes

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The financial impact of share options granted under the share option schemes is not recorded in the Company's or the Group's balance sheet until such time as the options are exercised, and no charge is recorded in the income statement or balance sheet for their cost. Upon the exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. Options which are cancelled prior to their exercise date, or which lapse, are deleted from the register of outstanding options.

### (p) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

## 3. 主要會計政策 (續)

### (n) 外幣換算

外幣交易按交易日期的通行概約匯率換算為港元。以外幣計值的貨幣資產及負債按結算日通行率換算。此項換算政策所引致的溢利及虧損已收錄於綜合收益表。

### (o) 僱員福利

#### (i) 退休福利計劃

定額供款退休金計劃的供款責任，包括根據香港強制性公積金計劃條例下應付供款，已於產生時在綜合收益表內確認為支出。

#### (ii) 購股權計劃

本公司採納購股權計劃作為給予為本集團業務的成功作出貢獻的合資格參與者的激勵及獎勵。於購股權獲行使前，不會於本公司或本集團的資產負債表內記錄根據購股權計劃所授出購股權的財務影響，亦無就其成本於收益表或資產負債表記錄任何費用。於行使購股權後，本公司會將所發行的股份按股份面值列作額外股本，而每股行使價所超越股份面值的款額則計入本公司的股份溢價賬。於行使日期前已註銷或已失效的購股權將於尚未行使購股權登記冊上刪除。

### (p) 分部報告

分部指本集團內從事於供應產品或提供服務(業務分部)，或者在一特定的經濟環境內供應產品或提供服務(地區分部)的可分辨部份，而各分部所承受的風險及獲得的回報並不相同。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 3. PRINCIPAL ACCOUNTING POLICIES (continued)

### (p) Segment reporting (continued)

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of consolidation process, except to the extent that such intra-group balances and transactions are between group companies within a single segment.

Segment capital expenditure is the total costs incurred during the year to acquire segment assets that are expected to be used for more than one period.

### (q) Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

## 3. 主要會計政策(續)

### (p) 分部報告(續)

分部收益、支出、業績、資產及負債包括能直接歸類於某一分部及該等能夠按合理基準分配到各分部的項目。分部收益、支出、資產及負債均在綜合賬目過程中集團內結餘及集團內交易予以抵銷前列示，除非該等集團內結餘及交易乃在集團企業中之單一分部。

分部資本開支乃於年度內收購預計將會使用超過一個期間的分部資產而產生的總成本。

### (q) 關連人士

倘一方有能力直接或間接控制另一方，或對另一方的財務及經營決策施加重大影響，則雙方會被視作關連人士。倘雙方受共同控制或共同重大影響，雙方亦會被視作關連人士。關連人士可以是個人或公司實體。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 4. TURNOVER

The Group is principally engaged in sales of diagnostic testing services and products, and research and development relating to diagnosis of cancer and certain other illnesses. During the year, all of the Group's business were carried on in Hong Kong.

## 4. 營業額

本集團主要從事銷售診斷測試服務及產品，以及有關診斷癌症及若干其他疾病的研究與開發工作。於年度內，本集團在香港經營全部業務。

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Sales of diagnostic testing services and products	銷售診斷測試服務及產品		
Related parties	關連人士	48,245	771,975
Third parties	第三方	1,085,052	969,630
Total	合計	1,133,297	1,741,605

## 5. OTHER REVENUE

## 5. 其他收入

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Interest income	利息收入	588,062	54,966
Handling charges received	已收取之手續費	8,400	-
Sundry income	雜項收入	217	4,999
		596,679	59,965

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 6. LOSS BEFORE TAXATION

Loss before taxation is stated after charging the following:

## 6. 除稅前虧損

除稅前虧損經扣除下列項目後列賬：

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Amortisation of intangible assets	無形資產攤銷	<b>743,485</b>	736,856
Less: Amounts capitalised as development costs	減：開發成本資本化的款額	<b>(292,277)</b>	(289,642)
Amortisation included in other operating expenses	攤銷(計入其他營運費用)	<b>451,208</b>	447,214
Auditors' remuneration	核數師酬金	<b>150,000</b>	130,000
Cost of inventories sold	銷貨成本	<b>77,008</b>	159,368
Depreciation	折舊	<b>371,961</b>	440,291
Directors' remuneration	董事酬金		
As directors	董事	-	-
For management	管理層	<b>1,368,513</b>	864,000
		<b>1,368,513</b>	864,000
Exchange losses	匯兌損失	<b>8,159</b>	58,452
Operating leases rental in respect of premises	物業經營租約租金	<b>149,686</b>	129,000
Research and development expenditure other than amortisation and staff costs	攤銷以外的研究與開發支出及員工成本	<b>395,540</b>	882,186
Staff costs (excluding directors' remuneration – note 11)	員工成本(不包括董事酬金 – 附註11)		
Staff salaries and wages	員工薪金及工資	<b>1,497,138</b>	1,117,719
Retirement benefits scheme contributions	退休福利計劃供款	<b>69,219</b>	48,657
Other welfares	其他福利	<b>47,876</b>	9,702
		<b>1,614,233</b>	1,176,078
Unrealised holding loss of other investments	持有其他投資之未變現虧損	<b>114,924</b>	-
Write-off of intangible assets (included in other operating expenses)	無形資產撇賬(計入其他營運費用)	<b>419,087</b>	-

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 7. TAXATION

No provision for Hong Kong profits tax is required since the Group has no assessable profits for the year.

The reconciliation between the Group's loss before taxation and the amount which is calculated based on the tax rate of 17.5% in Hong Kong is as follows:

		2005	2004
		2005年	2004年
		HK\$	HK\$
		港元	港元
Loss before taxation	除稅前虧損	<b>(5,590,673)</b>	(4,234,304)
Tax calculated at the tax rate	按稅率計算的稅項	<b>(978,368)</b>	(741,003)
Tax effect of expenses not deductible in determining taxable profits	於釐定應課稅溢利時不能扣稅的支出的稅務影響	<b>161,579</b>	48,043
Tax effect of income not taxable in determining taxable profits	於釐定應課稅溢利時毋須課稅的收入的稅務影響	<b>(102,899)</b>	(10,495)
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	<b>128,476</b>	(30,277)
Loss not recognised as deferred tax assets due to unpredictability of profit streams	由於未能預測溢利趨勢，故並無確認為遞延稅項資產的虧損	<b>791,212</b>	733,732
Taxation	稅項	-	-

## 7. 稅項

由於本集團於年度內並無應課稅溢利，故此毋須為香港利得稅作撥備。

本集團的除稅前虧損與根據香港稅率17.5%計算的金額的對賬表如下：

## 8. DIVIDEND

No dividend has been paid or declared by the Company or any of its subsidiaries for the year.

## 9. LOSS ATTRIBUTABLE TO SHAREHOLDERS

The consolidated loss attributable to shareholders include a loss of HK\$305,945 (2004: HK\$1,123,222) which has been dealt with in the financial statements of the Company.

## 8. 股息

本公司或其任何附屬公司於年度並無派付或宣派任何股息。

## 9. 股東應佔虧損

股東應佔綜合虧損包括虧損305,945港元(2004年：1,123,222港元)，該數額已於本公司財務報表內處理。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 10. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to the shareholders for the year of HK\$5,590,673 (2004: HK\$4,234,304) and on the weighted average number of ordinary shares of 345,897,501 (2004: 241,189,617) in issue during the year after adjustment for the capitalisation issue.

The computation of diluted loss per share for the year ended 30 June 2004 and 2005 has not been presented because the assumed conversion of the Company's convertible notes (the "Convertible Notes"), which were outstanding during the year, had anti-dilutive effects on the respective basic loss per share.

The computation of diluted loss per share for the share options granted during the year ended 30 June 2005 has not been presented because the assumed exercises of share options, which were outstanding during the year, had anti-dilutive effects on the basic loss per share.

## 11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Details of the emoluments paid and payable to the directors during the year are as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Bonuses	花紅	-	-
Fees	袍金	-	-
Salaries and allowances	薪金及津貼	1,351,174	852,000
Retirement scheme contributions	退休計劃供款	17,339	12,000
		<b>1,368,513</b>	<b>864,000</b>

Details of emoluments of executive, non-executive and independent non-executive directors are as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Executive directors	執行董事		
Dr. Yeung Wah Hin, Alex	楊華顯醫生	1,206,400	864,000
Mr. Cheng Yan Tak, Angus Ronald	鄭恩德先生	162,113	-
		<b>1,368,513</b>	<b>864,000</b>

## 10. 每股虧損

每股基本虧損乃根據本年度股東應佔虧損5,590,673港元(2004年: 4,234,304港元)及已就資本化發行作調整的年度內已發行普通股加權平均股數345,897,501股(2004年: 241,189,617股)計算。

由於假設轉換於年度內尚未行使的本公司之可換股票據(「可換股票據」)對各自的每股基本虧損有反攤薄作用,故並無呈列截至2004年及2005年6月30日止年度每股攤薄盈利的計算方法。

由於假設行使購股權(在年度內尚未行使)會對每股基本虧損有反攤薄作用,故並無呈列截至2005年6月30日止年度內授出購股權的計算方法。

## 11. 董事及高級管理層酬金

(a) 於年度內已付及應付予董事的酬金詳情如下:

執行董事、非執行董事及獨立非執行董事的酬金詳情如下:

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) (continued)

Details of share options granted to the executive, non-executive and independent non-executive directors are set out in note 27 to the financial statements. None of the directors has waived any emoluments during the year.

The remuneration of the directors was in the following bands:

Emolument bands:	酬金範圍：	2005	2004
		2005年	2004年
		Number of directors	Number of directors
		董事數目	董事數目
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	9	9
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	1	–

(b) The five individuals whose emoluments were the highest in the Group are as follows:

Directors	董事	1	1
Employees	僱員	4	4

## 11. 董事及高級管理層酬金 (續)

(a) (續)

授予執行董事、非執行董事及獨立非執行董事的購股權詳情，載於財務報表附註27。董事在年度內並無放棄收取任何酬金。

董事酬金在以下範圍的人數如下：

2005	2004
2005年	2004年
Number of directors	Number of directors
董事數目	董事數目
9	9
1	–

(b) 本集團五名最高酬金人士如下：

2005	2004
2005年	2004年
Number of employees	Number of employees
僱員數目	僱員數目
1	1
4	4

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 11. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(c) The aggregate emoluments of the five highest paid individuals included one director of the Company, whose emoluments are included in note 11(b) above. The aggregate emoluments of the remaining four employees as mentioned in note 11(b) above are as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Bonuses	花紅	-	-
Salaries and allowances	薪金及津貼	932,036	845,149
Retirement scheme contributions	退休計劃供款	43,540	38,185
		<b>975,576</b>	<b>883,334</b>

The remuneration of the employees was in the following bands:

		2005 2005年 Number of employees 僱員數目	2004 2004年 Number of employees 僱員數目
Emolument bands:	酬金範圍：		
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	4	4

(d) During the year, no emoluments have been paid or payable by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

The Group remunerates its employees mainly based on industry's practices and individual's performance and experience. On top of regular remuneration, share options may be granted to eligible staff under the share option scheme adopted by the Company on 20 April 2004 by reference to the Group's performance as well as individual's performance.

## 11. 董事及高級管理層酬金(續)

(c) 5名最高薪酬人士中，其中一名為本公司董事，其酬金總額，已載於上文附註11(b)。誠如上文附註11(b)所述，其餘4位僱員的酬金總額如下：

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Bonuses	花紅	-	-
Salaries and allowances	薪金及津貼	932,036	845,149
Retirement scheme contributions	退休計劃供款	43,540	38,185
		<b>975,576</b>	<b>883,334</b>

僱員酬金在以下範圍的人數如下：

		2005 2005年 Number of employees 僱員數目	2004 2004年 Number of employees 僱員數目
Emolument bands:	酬金範圍：		
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	4	4

(d) 於年度內，本集團並無向董事或最高薪酬的5名人士任何一名支付或應付任何酬金，以吸引彼等加入本集團或獎勵彼等加入本集團或作為失去職位的補償。

本集團僱員的薪酬主要根據行業慣例及僱員表現與經驗而釐定。除固定薪酬外，本公司已於2004年4月20日採納購股權計劃，據此按照本集團的表現及僱員表現向合資格員工授予購股權。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 12. RETIREMENT BENEFIT COSTS

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution scheme managed by independent trustees. Under the MPF Scheme, both the Group and the employees make monthly contribution to the MPF Scheme at 5% of the employees' earnings as defined under the MPF legislation, subject to a cap of HK\$1,000 per month.

The contribution paid or payable by the Group for the MPF Scheme during the year are as follows:

## 12. 退休福利成本

本集團設有強制性公積金計劃(「強積金計劃」)供所有合資格的香港僱員參加。強積金計劃乃由獨立託管人管理的界定供款計劃。在強積金計劃下，本集團及僱員均根據強積金條例每月向強積金計劃按僱員薪金的5%作供款，而供款的上限為每月1,000港元。

本集團於年度內已付或應付強積金計劃的供款如下：

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
MPF Scheme contributions	強積金計劃供款	86,558	60,657

## 13. INTANGIBLE ASSETS

## Group

## 13. 無形資產

## 集團

		Development costs 開發成本 HK\$ 港元	Licences and patents 許可及專利 HK\$ 港元	Total 合計 HK\$ 港元
Cost	成本			
At 1 July 2004	於2004年7月1日	3,386,610	2,727,462	6,114,072
Additions	增添	292,277	228,759	521,036
Write-off	撇賬	(66,250)	(465,490)	(531,740)
At 30 June 2005	於2005年6月30日	3,612,637	2,490,731	6,103,368
Amortisation	攤銷			
At 1 July 2004	於2004年7月1日	1,085,000	836,422	1,921,422
Charge to consolidated income statement	自綜合收益表中扣除	420,000	31,208	451,208
Amount capitalised as development costs	開發成本資本化的款額	-	292,277	292,277
Provided for the year	年度撥備	420,000	323,485	743,485
Write-off	撇賬	-	(66,250)	(66,250)
At 30 June 2005	於2005年6月30日	1,505,000	1,093,657	2,598,657
Net book value	賬面淨值			
At 30 June 2005	於2005年6月30日	2,107,637	1,397,074	3,504,711
At 30 June 2004	於2004年6月30日	2,301,610	1,891,040	4,192,650

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 13. INTANGIBLE ASSETS (continued)

### Group (continued)

Licences and patents are expenditures of licences and patents where future economic benefits are expected to flow to the Group. For those licences and patents which the directors of the Company (the "Directors") do not anticipate any income flow from future testing services, the relevant costs will be charged to the consolidated income statement in the year in which they are incurred.

Research costs are charged to consolidated income statement in the year in which they are incurred as research and development expenses. Development costs are recognised as intangible assets only when such costs are incurred for specific testing services where recoverability can be foreseen with reasonable assurance. Otherwise, development costs will be charged to consolidated income statement in the year in which they are incurred. The development costs mainly comprised (i) consideration for the consultancy agreement paid/payable to the Chinese University and (ii) the amortisation of licences and patents in relation to the future testing services under development and capitalised as development costs.

## 13. 無形資產(續)

### 集團(續)

許可及專利內包括預期將有未來經濟利益流入本集團的許可及專利費用。至於本公司董事(「董事」)目前不預期將有任何收益流入的未來測試服務的許可及專利，有關的成本將於其產生的年度從綜合收益表扣除。

研究成本於其作為研究及開發費用產生的年度從綜合收益表扣除。如開發成本是用作特定測試服務，並且有合理保證日後可收回成本，則開發成本方可確認為無形資產。否則，開發成本將於其產生的年度從綜合收益表扣除。開發成本主要包括(i)就顧問協議已付／應付中文大學的代價；及(ii)有關開發中未來測試服務的許可及專利的攤銷並資本化的開發成本。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

14. PLANT AND EQUIPMENT  
Group14. 廠房及設備  
集團

		Laboratory equipment	Leasehold improvements	Office equipment, furniture and fixtures 辦公室 設備、傢具 及裝置	Motor vehicles	Total
		化驗所 設備 HK\$ 港元	租賃 改善工程 HK\$ 港元	HK\$ 港元	汽車 HK\$ 港元	合計 HK\$ 港元
Cost	成本					
At 1 July 2004	於2004年7月1日	1,037,650	269,492	607,778	94,206	2,009,126
Additions	增添	3,784	-	51,882	-	55,666
At 30 June 2005	於2005年6月30日	1,041,434	269,492	659,660	94,206	2,064,792
Accumulated depreciation	累計折舊					
At 1 July 2004	於2004年7月1日	533,777	73,486	385,253	94,206	1,086,722
Charge for the year	年度費用	208,223	53,898	109,840	-	371,961
At 30 June 2005	於2005年6月30日	742,000	127,384	495,093	94,206	1,458,683
Net book value	賬面淨值					
At 30 June 2005	於2005年6月30日	299,434	142,108	164,567	-	606,109
At 30 June 2004	於2004年6月30日	503,873	196,006	222,525	-	922,404

15. INVESTMENTS IN SUBSIDIARIES  
Company15. 於附屬公司的投資  
公司

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Unlisted shares, at cost	非上市股份，按成本	8	8
Amounts due from subsidiaries	應收附屬公司欠款	15,981,350	11,530,794
Amount due to a subsidiary	應付附屬公司款項	-	(49)
		15,981,358	11,530,802
			(49)
		15,981,358	11,530,753

The amounts due are unsecured, interest free and not repayable within the next twelve months.

該等款項為無抵押、免息且毋須於未來十二個月內還款。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 15. INVESTMENTS IN SUBSIDIARIES (continued)

### Company (continued)

Details of the subsidiaries at 30 June 2005 are as follows:

## 15. 於附屬公司的投資(續)

### 公司(續)

於2005年6月30日的附屬公司詳情如下：

Company 公司	Place of incorporation and operation and kind of legal entity 註冊成立及營業 地點及法律實體類別	Issued and fully paid share capital 已發行及 繳足股本	Attributable equity interest 應佔股本權益		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Chemosino International Limited	British Virgin Islands, Limited liability company 英屬處女群島， 有限責任公司	Ordinary shares US\$1 普通股 1美元	100%	–	Investment holding 投資控股
3 Ben Genomics Hong Kong Ltd.	Republic of Mauritius/ Hong Kong, Limited liability company 毛里求斯共和國， 香港， 有限責任公司	Ordinary shares US\$100 普通股 100美元	–	100%	Research and development 研究與開發
Plasmagene Limited 普施基因有限公司	Hong Kong, Limited liability company 香港， 有限責任公司	Ordinary shares HK\$12,000,000 普通股 12,000,000港元	–	100%	Diagnostic testing services and products, and related research and development 診斷測試 服務及 產品，以 及相關研 究與開發
Celltech Limited	Hong Kong, Limited liability company 香港， 有限責任公司	Ordinary shares HK\$100 普通股 100港元	–	100%	Not yet commenced business 仍未啟業

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 16. OTHER INVESTMENTS

## Group and Company

## 16. 其他投資

## 集團及公司

		2005	2004
		2005年	2004年
		HK\$	HK\$
		港元	港元
Five-year treasury notes of the United States	美國五年期國庫票據	7,730,989	-

In July 2004, surplus cash of approximately HK\$7,846,000 was invested in the five-year treasury notes of the United States with an interest rate of 4% per annum. An unrealised holding loss amounted to approximately HK\$115,000 has been charged to the consolidated income statement for the year ended 30 June 2005.

於2004年7月，現金盈餘約7,846,000港元已投資於美國五年期國庫票據，年息率為4厘。持有之未變現虧損約115,000港元已自2005年6月30日止年度的綜合收益表中扣除。

## 17. INVENTORIES

## Group

## 17. 存貨

## 集團

		2005	2004
		2005年	2004年
		HK\$	HK\$
		港元	港元
Pharmaceutical supplies	醫藥供應品	33,514	41,997

At the balance sheet date, all inventories are carried at cost.

於結算日，所有存貨均按成本列賬。

## 18. TRADE RECEIVABLES

## Group

## 18. 應收貿易賬款

## 集團

		2005	2004
		2005年	2004年
		HK\$	HK\$
		港元	港元
Trade receivables	應收貿易賬款	130,548	148,010

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 18. TRADE RECEIVABLES (continued)

The Group's policy is to allow an average credit period of 30 days to its trade customers. The following is an aged analysis of the trade receivables at the balance sheet date:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
0 – 30 days	0至30日	85,933	116,840
31 – 60 days	31至60日	39,775	23,410
61 – 90 days	61至90日	4,140	3,880
> 90 days	超過90日	700	3,880
		<b>130,548</b>	148,010

Breakdown of trade receivables is as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Trade receivables	應收貿易賬款	130,548	148,010
Less: Provision for doubtful debts	減：呆賬撥備	-	-
		<b>130,548</b>	148,010

19. AMOUNT DUE TO A RELATED COMPANY  
Group

	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Wellchamp Capital Limited	618	413

The balance represents amount due to Wellchamp Capital Limited of which Mr. Cheng Yan Tak, Angus Ronald is a director and beneficial shareholder. The amount due is unsecured, interest free and repayable on demand.

## 18. 應收貿易賬款(續)

本集團的政策是為貿易客戶提供平均30天的信貸期。以下為於結算日的應收貿易賬款賬齡分析：

應收貿易賬款的分析如下：

19. 應付關連公司款項  
集團

結餘乃指應付Wellchamp Capital Limited之金額，而鄭恩德先生為該公司之董事及實益股東。該欠款乃無抵押、免息及按要求而償還。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 20. CONVERTIBLE NOTES

### Group and Company

On 14, 16 and 27 December 2002, the Company issued non-interest bearing Convertible Notes totalling HK\$21,500,000. Pursuant to the terms of the Convertible Notes:

- (a) Initial conversion of 30% of the aggregate nominal value of the notes (amounted to HK\$6,450,000) into 25,800,000 ordinary shares of HK\$0.01 each of the Company took place on 17 June 2004 which was immediately before the listing date of the Company's shares on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Pre IPO Conversion").
- (b) Second conversion of 40% of the aggregate nominal value of the notes (amounted to HK\$8,600,000) into 34,400,000 ordinary shares of HK\$0.01 each of the Company took place on 18 December 2004, the date six months after the listing date of the Company's shares on GEM (the "First Post IPO Conversion").
- (c) Final conversion of the remaining 30% of the aggregate nominal value of the notes (amounted to HK\$6,450,000) into 25,800,000 ordinary shares of HK\$0.01 each of the Company took place on 18 June 2005, the date twelve months after the listing date of the Company's shares on GEM (the "Second Post IPO Conversion").

Conversion price was fixed at HK\$0.25 which represents 50% of the price for placing and public offer.

## 20. 可換股票據

### 集團及公司

於2002年12月14日、16日及27日，本公司發行總額21,500,000港元的非計息可換股票據。根據該等可換股票據的條款：

- (a) 首次換股已於2004年6月17日（即緊接本公司股份於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市日期前）進行，涉及將票據總面值的30%（達6,450,000港元）轉換為25,800,000股每股面值0.01港元的本公司普通股股份（「首次公開發售前轉換」）。
- (b) 第二次換股已於2004年12月18日，本公司股份於創業板上市日期後滿六個月當日進行，涉及將票據總面值的40%（達8,600,000港元）轉換為34,400,000股每股面值0.01港元的本公司普通股股份（「首次公開發售後第一次轉換」）。
- (c) 最後一次換股已於2005年6月18日，本公司股份於創業板上市日期後滿一年當日進行，涉及將票據總面值餘下的30%（達6,450,000港元）轉換為25,800,000股每股面值0.01港元的本公司普通股股份（「首次公開發售後第二次轉換」）。

換股價定為0.25港元，該價格為配售及公開發售的價格的50%。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 21. DEFERRED TAXATION

### Group

The major components of the unprovided deferred taxation of the Group at 30 June 2004 and 2005 are as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Excess of depreciation over tax allowance/(Accelerated depreciation allowance)	折舊除以稅項抵免逾額/(加速稅項抵免)	11,995	(28,077)
Temporary difference relating to the capitalisation of licences, patents and development costs	與許可、專利及開發成本資本化有關的暫時差額	(525,825)	(614,229)
Future benefits of tax losses	稅項虧損的未來利益	3,145,772	2,354,560
		<b>2,631,942</b>	<b>1,712,254</b>

No deferred tax assets has been recognised as the generation of future taxable profits against which the assets can be utilised is uncertain. The tax losses can be carried forward indefinitely.

### Company

The Company has no material deferred tax assets or liabilities.

## 21. 遞延稅項

### 集團

本集團於2004年及2005年6月30日的未撥備遞延稅項主要部分如下。

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Excess of depreciation over tax allowance/(Accelerated depreciation allowance)	折舊除以稅項抵免逾額/(加速稅項抵免)	11,995	(28,077)
Temporary difference relating to the capitalisation of licences, patents and development costs	與許可、專利及開發成本資本化有關的暫時差額	(525,825)	(614,229)
Future benefits of tax losses	稅項虧損的未來利益	3,145,772	2,354,560
		<b>2,631,942</b>	<b>1,712,254</b>

由於未能確定未來產生的應課稅溢利能否抵銷可動用的遞延稅項資產，故並無確認該等遞延稅項資產。稅項虧損可無限期結轉。

### 公司

本公司並無重大遞延稅項資產或負債。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 22. SHARE CAPITAL

## 22. 股本

		Number of shares 股份數目	Nominal value 面值 HK\$ 港元
Ordinary shares of HK\$0.01 each Authorised	每股面值0.01港元的普通股股份 法定		
At 30 June 2004 and 2005	於2004年及2005年6月30日	1,000,000,000	10,000,000
Issued and fully paid	已發行及繳足		
At 1 July 2003	於2003年7月1日	1,010,000	10,100
Capitalisation issue of shares (note a)	資本化發行股份(附註a)	236,990,000	2,369,900
Pre IPO Conversion of Convertible Notes (note b)	首次公開發售前轉換可換股 票據(附註b)	25,800,000	258,000
Proceeds from issue of shares by placing and public offer (note c)	以配售及公開發售方式發行 股份所得款項(附註c)	64,000,000	640,000
At 30 June 2004	於2004年6月30日	327,800,000	3,278,000
First Post IPO Conversion of Convertible Notes (note d)	首次公開發售後第一次轉換可換 股票據(附註d)	34,400,000	344,000
Second Post IPO Conversion of Convertible Notes (note e)	首次公開發售後第二次轉換可換 股票據(附註e)	25,800,000	258,000
Shares repurchase (note f)	股份購回(附註f)	(4,924,000)	(49,240)
At 30 June 2005	於2005年6月30日	383,076,000	3,830,760

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 22. SHARE CAPITAL (continued)

Notes:

- (a) On 17 June 2004, share premium of HK\$2,369,900 were capitalised for the issue of 236,990,000 shares of HK\$0.01 each on a pro-rata basis to the Company's shareholders registered on 20 April 2004.
- (b) The Pre IPO Conversion of 25,800,000 shares of HK\$0.01 each were issued and allotted to noteholders of Convertible Notes of HK\$6,450,000 on 17 June 2004.
- (c) On 17 June 2004, 64,000,000 shares of HK\$0.01 each were issued at HK\$0.5 per share through placing and public offer, resulting in net cash proceeds of approximately HK\$22,385,000.
- (d) The First Post IPO Conversion of 34,400,000 shares of HK\$0.01 each were issued and allotted to noteholders of Convertible Notes of HK\$8,600,000 on 18 December 2004.
- (e) The Second Post IPO Conversion of 25,800,000 shares of HK\$0.01 each were issued and allotted to noteholders of Convertible Notes of HK\$6,450,000 on 18 June 2005.
- (f) During the year ended 30 June 2005, the Company repurchased its own shares on GEM as follows:

## 22. 股本(續)

附註：

- (a) 2004年6月17日，已就發行236,990,000股每股面值0.01港元的股份，以按比例基準配發予於2004年4月20日名列本公司股東登記冊上的股東而將溢價2,369,900港元資本化。
- (b) 2004年6月17日，已發行及配發首次公開發售前轉換25,800,000股每股面值0.01港元的股份予持有6,450,000港元的可換股票據之票據持有人。
- (c) 2004年6月17日，透過配售及公開發售發行64,000,000股每股面值0.01港元的股份，每股作價0.5港元。所得的現金款項淨額約為22,385,000港元。
- (d) 2004年12月18日，已發行及配發首次公開發售後第一次轉換34,400,000股每股面值0.01港元的股份予持有8,600,000港元的可換股票據之票據持有人。
- (e) 2005年6月18日，已發行及配發首次公開發售後第二次轉換25,800,000股每股面值0.01港元的股份予持有6,450,000港元的可換股票據之票據持有人。
- (f) 截至2005年6月30日止年度內，本公司在創業板購回其本身股份，詳情如下：

Month of repurchase 購回月份	Number of shares repurchased 購回股份數目	Price per share 每股價格		Aggregate consideration paid 所支付之總代價	
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元		
February 2005	2005年2月	832,000	0.240	0.238	200,465
March 2005	2005年3月	3,000,000	0.241	0.228	721,581
June 2005	2005年6月	1,092,000	0.220	0.219	241,358
Total	合計	4,924,000			1,163,404

The above shares were cancelled upon repurchases and accordingly the issued share capital of the Company was reduced by the par value of these shares amounted to HK\$49,240. An aggregate amount of HK\$1,114,164 equivalent to the premium portion and brokerage expenses payable on the repurchases was charged against the share premium account.

上述股份在購回時已註銷，據此，本公司之已發行股本已按此等股份之票面值減少49,240港元。一筆相等於在購回股份時之溢價部份及應付經紀開支之總額1,114,164港元已在股份溢價賬中對銷。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 23. RESERVES

## Group

The Group's reserves and the movements for the year are presented in the consolidated statement of changes in equity on page 53.

## Company

## 23. 儲備

## 集團

年度內本集團的儲備款額及當中的變動已載列於第53頁的綜合權益變動報表內。

## 公司

		Share premium	Accumulated losses	Total
		股份溢價	累計虧損	合計
		HK\$	HK\$	HK\$
		港元	港元	港元
Balance at 1 July 2003	於2003年7月1日結餘	7,727,060	(464,562)	7,262,498
Capitalisation issue of shares	資本化發行股份	(2,369,900)	–	(2,369,900)
Pre IPO Conversion of Convertible Notes	首次公開發售前轉換可換股票據	6,192,000	–	6,192,000
Proceeds from issue of shares by placing and public offer	以配售及公開發售方式發行股份所得款項	31,360,000	–	31,360,000
Share issue expenses	股份發行開支	(9,614,792)	–	(9,614,792)
Loss for the year	年度虧損	–	(1,123,222)	(1,123,222)
Balance at 30 June 2004	於2004年6月30日結餘	33,294,368	(1,587,784)	31,706,584
First Post IPO Conversion of Convertible Notes	首次公開發售後第一次轉換可換股票據	8,256,000	–	8,256,000
Second Post IPO Conversion of Convertible Notes	首次公開發售後第二次轉換可換股票據	6,192,000	–	6,192,000
Shares repurchase	股份購回	(1,114,164)	–	(1,114,164)
Loss for the year	年度虧損	–	(305,945)	(305,945)
Balance at 30 June 2005	於2005年6月30日結餘	46,628,204	(1,893,729)	44,734,475

The Company's reserves available for distribution comprise share premium and accumulated profits. Under the Companies Law of the Cayman Islands, share premium is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital account.

At 30 June 2005, the Company's distributable reserves amounted to HK\$44,734,475 (2004: HK\$31,706,584).

本公司可供分派的儲備包括股份溢價及累計溢利。根據開曼群島公司法，股份溢價可供分派予股東，惟在下列情況下本公司不得宣派或派付股息，或從股份溢價中作出分派：(i) 在分派後即會或將會無法如期償還負債，或(ii)其資產的可變現價值將因此減至低於其負債與已發行股本賬的總和。

於2005年6月30日，本公司的可供分派儲備為44,734,475港元（2004年：31,706,584港元）。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 24. RELATED PARTY TRANSACTIONS AND BALANCES

During the year, the Group had the following transactions with related parties:

### Nature of transactions

交易性質

			2005	2004
			2005年	2004年
		Notes	HK\$	HK\$
		附註	港元	港元
Spring Biotech Limited	Spring Biotech Limited			
Sales of diagnostic testing services	銷售診斷測試服務	a	48,245	771,975
Wellchamp Capital Limited	Wellchamp Capital Limited			
Net rental and utility charges reimbursed	收取的租金收入及水電費淨額	b	331,060	310,700

Notes:

- (a) Sales of diagnostic testing services made to Spring Biotech Limited, a shareholder of the Company. The Group had trade receivables of HK\$1,185 and HK\$37,300 due from Spring Biotech Limited as at 30 June 2005 and 2004 respectively. Mr. Cho Kam Luk, an executive Director, was interested in the transactions as a beneficial shareholder of Spring Biotech Limited. The maximum outstanding balance for the year ended 30 June 2005 and 2004 was HK\$81,750 and HK\$330,035 respectively.
- (b) Pursuant to sub-lease agreements dated 29 August 2003 and 26 July 2004, the Group sub-leased part of its office premises to Wellchamp Capital Limited ("Wellchamp") for the period from 26 May 2003 to 12 February 2005 at a monthly rental of HK\$25,000. A renewal agreement was entered into by Company with Wellchamp on 25 April 2005 to extend sub-leasing period to 12 February 2007 at a monthly rental of HK\$29,500 (other terms remained the same). A net amount of HK\$331,060 and HK\$310,700 was paid by Wellchamp to the Group as rental and utility charges during the year ended 30 June 2005 and 2004 respectively. Mr. Cheng Yan Tak, Angus Ronald is interested in the transactions as a director and shareholder of Wellchamp. The Group had other payable of HK\$618 and HK\$413 as at 30 June 2005 and 2004 respectively due to Wellchamp.

## 24. 關連人士交易及結餘

本集團於年度內與關連人士有以下交易：

附註：

- (a) 此項交易指向本公司的股東 Spring Biotech Limited 銷售診斷測試服務。於2005年及2004年6月30日，本集團應收 Spring Biotech Limited 的貿易賬款分別為1,185港元及37,300港元。執行董事曹金陸先生為 Spring Biotech Limited 的實益股東，於該交易持有權益。截至2005年及2004年6月30日止年度的未償還最高結餘分別為81,750港元及330,035港元。
- (b) 根據於2003年8月29日及2004年7月26日訂立的分租協議，本公司將其辦公室的一部份分租予 Wellchamp Capital Limited (「Wellchamp」)，期限由2003年5月26日起至2005年2月12日止，月租25,000港元。本公司與 Wellchamp 於2005年4月25日訂立重續協議，以將分租期限延長至2007年2月12日(其他條款維持不變)，月租29,500港元。截至2005年及2004年6月30日止年度，Wellchamp 向本集團支付的租金及水電費淨額分別為331,060港元及310,700港元。鄭恩德先生為 Wellchamp 的董事兼股東，於該等交易持有權益。本集團於2005年及2004年6月30日有應付 Wellchamp 的其他款項分別為618港元及413港元。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

24. RELATED PARTY TRANSACTIONS AND BALANCES  
(continued)

Notes: (continued)

- (c) The Group entered into a deed of assignment of patents dated 18 January 2005 with Dr. Yeung Wah Hin, Alex whereby Dr. Yeung Wah Hin, Alex assigned and transferred all the intellectual property rights, title and interests in eight patent applications including (i) United States provisional patent application and Chinese patent application relating to "the use of circulating Epstein-barr virus (EBV) DNA in the serum or plasma of individuals as a screening test for pre cancerous, carcinoma in situ and cancer lesions"; (ii) United States patent application, Chinese patent application, European patent application, Canadian patent application and Japanese patent application relating to "inhibition of gene expression by delivery of specially selected double stranded or other forms of small interfering RNA precursors enabling the formation and function of small interfering RNA in vivo and in vitro"; and (iii) United States patent application relating to "methods using non-genic sequences for the detection, modification and treatment of any disease or improvement of function of a cell" for a consideration of HK\$1 each.
- (d) The Group entered into the following agreement and assignment of patents with the Chinese University:
- (i) an agreement dated 15 November 2004 whereby exclusive licence agreements relating to the technology titled "non-invasive prenatal monitoring", "methods for evaluating stroke or cardiac ischemia by nucleic acid detection", "methods for evaluating a disease condition by nucleic acid detection and fractionation" and "novel classification methods for pleural effusions" were terminated with effect from 28 January 2005.
- (ii) an agreement dated 3 February 2005 whereby the territories of the exclusive licence agreements relating to the technology titled "detection of cells or DNA of different origins within the body" and "circulating mRNA as diagnostic markers for pregnancy-related disorders" were changed from worldwide to territories including Japan, Australia, PRC and Hong Kong only. In exchange, all patent applications in Japan, Australia, the PRC and Hong Kong relating to technologies titled "circulating Epstein-Barr virus DNA in the serum of patients with gastric carcinoma", "circulating Epstein-Barr virus DNA in the serum or plasma of patients for the prediction and detection of Epstein-Barr virus associated cancers apart from head, neck and lymphoid malignancies" and "combination of circulating Epstein-Barr virus (EBV) DNA in the serum or plasma of patients and a method to assess EBV subtypes for the prediction and detection of Epstein-Barr virus associated cancers" would be assigned to the Group. The Chinese University assigned these patent applications to the Group on 4 February 2005.
- (e) At 30 June 2005 and 2004, the Group had other payables of HK\$Nil and HK\$213,366 respectively due to the Chinese University.

## 24. 關連人士交易及結餘(續)

附註：(續)

- (c) 本集團與楊華顯醫生於2005年1月18日訂立專利權轉讓契約，據此，楊華顯醫生向本集團轉讓及出讓於8項專利申請的所有知識產權、所有權及權益，包括：(i)有關「使用血清及血漿中浮游愛潑斯坦－巴爾病毒基因作為癌症前期、原位腫瘤及腫瘤病變」的美國臨時專利申請及中國專利申請；(ii)有關「以特異雙螺旋或其他形態的小型干擾RNA於生物體內及試管內抑制有關基因表達」的美國專利申請、中國專利申請、歐洲專利申請、加拿大專利申請及日本專利申請；及(iii)有關「以非基因性序列偵測、改變及治療疾病或改善細胞功能」的美國專利申請，代價為每項1港元。
- (d) 本集團與中文大學訂立下列協議及轉讓專利：
- (i) 於2004年11月15日訂立一項協議，據此，有關「非創傷性先天性監測」、「以核酸偵測以評估中風或心臟缺血方法」、「以核酸偵測及化學分離法評估病況的方法」及「肺積水分類測試」技術的獨家特許權協議已於2005年1月28日終止。
- (ii) 於2005年2月3日訂立一項協議，據此有關「體內不同來源的細胞或基因測試」及「浮游 mRNA 作為與懷孕相關的疾病診斷指標」技術的獨家特許權協議所涵蓋的地區，已由全球各地更改至只限於日本、澳洲、中國及香港等地區。作為交換條件，有關下列技術，名為「以循環胃癌病人血清中的愛潑斯坦－巴爾病毒基因」、「以病人血清或血漿中的浮游愛潑斯坦－巴爾病毒基因作為預測及偵察除頭、頸及淋巴腫瘤以外與愛潑斯坦－巴爾病毒相關癌症」及「綜合病人血清或血漿中之循環性愛潑斯坦－巴爾病毒 (EBV) 基因及評估 EBV 副種類以預測及查探與愛潑斯坦－巴爾病毒相關癌症之方法」等技術於日本、澳洲、中國及香港的所有專利申請，將轉讓予本集團。中文大學於2005年2月4日轉讓此等專利申請予本集團。
- (e) 於2005年及2004年6月30日，本集團應付中文大學的其他款項分別為零及213,366港元。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 25. OPERATING LEASES COMMITMENTS

(a) At the balance sheet dates, the Group and the Company had the following outstanding commitments under non-cancellable operating leases in respect of land and buildings as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Within 1 year	一年內	1,260,000	490,746
After 1 year but within 5 years	一年後但於五年內	458,457	-
After 5 years	五年後	-	-
		<b>1,718,457</b>	490,746

(b) At the balance sheet dates, the Group and the Company had total future minimum sub-lease payments expected to be received under non-cancellable sub-leases as follows:

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Within 1 year	一年內	354,000	-
After 1 year but within 5 years	一年後但於五年內	219,143	-
After 5 years	五年後	-	-
		<b>573,143</b>	-

## 26. CAPITAL COMMITMENTS

Contracted but not provided for

已訂約但未撥備

260,014

The Company's subsidiary contracted for an acquisition of a motor vehicle at a consideration of HK\$428,014 for which a deposit of HK\$168,000 had been paid in June 2005 and for the old motor vehicle to be traded in for an amount of HK\$100,000.

Saved as disclosed above, the Group and the Company had no other significant capital commitment for the year ended 30 June 2005 (2004: Nil).

## 25. 經營租約承擔

(a) 於各結算日，本集團及本公司根據不可撤銷的經營租約就土地及樓宇有下列未償還承擔：

(b) 於各結算日，本集團及本公司根據不可撤銷分租租約而預期將可收取的未來最低分租款項總額如下：

## 26. 資本承擔

	2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Contracted but not provided for	260,014	-

本公司之附屬公司就購買車輛而訂約，代價為428,014港元，並於2005年6月支付按金168,000港元，而舊有車輛將以100,000港元出售。

除上文所披露者外，本集團及本公司於截至2005年6月30日止年度並無其他重大資本承擔(2004年：無)。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 27. SHARE OPTION

- (a) Share option scheme (the "Share Option Scheme") was adopted by the shareholders of the Company on 20 April 2004 for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

The board of Directors (the "Board") may, at its discretion, invite any employee, Directors, advisor, consultant, licensors, distributors, suppliers, agents, customers, joint venture partners, strategic partners and services providers of and/or to any member of the Group whom the Board considers in its sole discretion, to have contributed to the Group from time to time (together "Participants") to take up options to subscribe for shares of the Company ("Options").

Options granted should be accepted within 14 days from the date of grant. Upon acceptance of the Options, the eligible person shall pay HK\$1 to the Company by way of consideration for the grant. The Options may be exercised in accordance with the terms of the Share Option Scheme at any time during the option period after the Options has been granted by the Board. An option period is a period to be determined by the Board in its absolute discretion and notified by the Board to each eligible person as being the period during which any Options may be exercised, such period to expire not later than 10 years after the date of grant of the Options.

The subscription price will be determined by the Board of the Company at its absolute discretion and shall be no less than the highest of: (a) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant which must be a business day; and (b) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share.

The total number of shares which may be issued upon exercise of all outstanding options granted or to be granted under the Share Option Scheme is 38,307,600 shares representing 10% of the issued share capital of the Company as at the balance sheet date.

## 27. 購股權

- (a) 本公司股東於2004年4月20日採納購股權計劃(「購股權計劃」)，以激勵及獎勵為本集團業務的成功作出貢獻的合資格參與者。

董事會(「董事會」)可酌情邀請董事會全權酌情認為其不時對本集團有貢獻的本集團及/或本集團任何成員公司的任何僱員、董事、諮詢人、顧問、許可授權人、分銷商、供應商、代理人、客戶、合資夥伴、策略夥伴及服務供應商(統稱「參與者」)接受可認購本公司股份的購股權(「購股權」)。

授出的購股權須於授出日期起計14日內予以接納。合資格人士於接納購股權後須向本公司支付1港元作為獲授予購股權的代價。購股權可按購股權計劃的條款於董事會授出購股權後在購股權期間隨時行使。購股權期間乃由董事會全權酌情釐定的期間，並由董事會通知各承授人購股權可於該期間行使，該期間指於授出購股權當日後起計不得超過10年屆滿。

認購價將由本公司董事會全權酌情釐定，並且不得少於下列三者中的最高者：(a)授出當日(必須為營業日)聯交所發出的每日報價表所載的股份收市價；及(b)聯交所發出的每日報價表所載的緊接授出日期前五個營業日的股份平均收市價；及(c)股份面值。

根據購股權計劃已授出或將授出的全部正流通的購股權倘獲行使而可能發行的股份總數為38,307,600股，佔本公司於結算日的已發行股本10%。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 27. SHARE OPTION (continued)

### (a) (continued)

No Participants shall be granted an option which, if exercised in full, would result in such Participants becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued under all the options previously granted to him or her which have been exercised, and, issuable under all the outstanding options previously granted to him or her which are for the time being subsisting and unexercised, would exceed 1% of the total number of shares in issue in any 12-month period up to the date of grant of the Options.

Unless early terminated in accordance with the terms therein, the Share Option Scheme will remain valid and effective for a period of 10 years commencing on 18 June 2004.

No option has been granted under the Share Option Scheme during the year ended 30 June 2004.

## 27. 購股權 (續)

### (a) (續)

直至授出購股權當日止的任何十二個月期間，倘先前向某位參與者授出購股權因悉數行使而導致該名參與者有權認購的該等股份數目連同先前根據所有授予的已行使購股權而獲發行及未行使而未發行的股份合計總數超過已發行股份數目的1%，則該參與者將不獲授購股權。

除非購股權計劃按照其條款提早終止，否則購股權計劃由2004年6月18日起計10年期間內維持有效。

於截至2004年6月30日止年度內，並無根據購股權計劃授出購股權。



## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 27. SHARE OPTION (continued)

(a) (continued)

Movements of share options under the Share Option Scheme for the year ended 30 June 2005 are as follows:

## 27. 購股權 (續)

(a) (續)

根據購股權計劃，截至2005年6月30日止年度購股權的變動詳情如下：

Number of underlying shares in respect of which share options were granted  
已授出購股權涉及之相關股份數目

Name of director 董事姓名	Date of grant 授出日期	Outstanding at 1/07/2004 於2004年7月1日 尚未行使	Granted 已授出	Exercised/ Cancelled/ Lapsed 已行使/ 已銷註/ 已失效	Outstanding at 30/06/2005 於2005年6月30日 尚未行使	Exercise price 行使價 HK\$ 港元
Dr. Yeung Wah Hin, Alex 楊華顯醫生	20/06/2005	-	2,222,222(i)	-	2,222,222	0.225
Mr. Cheng Yan Tak, Angus Ronald 鄭恩德先生	20/06/2005	-	669,711(i)	-	669,711	0.225
Mrs. Yeung Tsui Mai Ling, Margaret 楊徐美玲女士	20/06/2005	-	1,111,111(i)	-	1,111,111	0.225
Mr. Cho Kam Luk 曹金陸先生	20/06/2005	-	1,111,111(i)	-	1,111,111	0.225
Mr. Lau Kam Shan 劉金山先生	20/06/2005	-	1,111,111(i)	-	1,111,111	0.225
Dr. Ngan Man Wong, Matthew 顏文煌醫生	20/06/2005	-	1,333,333(ii)	-	1,333,333	0.225
Dr. Loh Kai Tsu, Kevin 陸凱祖醫生	20/06/2005	-	1,333,333(ii)	-	1,333,333	0.225
Mr. Chan Siu Wing, Raymond 陳兆榮先生	20/06/2005	-	1,333,333(ii)	-	1,333,333	0.225
Total合計		-	10,225,265	-	10,225,265	

Notes:

- (i) The share options are exercisable at any time for a period of three years from the date of grant.
- (ii) The share options are exercisable at any time for a period of ten years from the date of grant.
- (iii) The closing price of the shares of the Company immediately before 20 June 2005 on which the options were granted was HK\$0.225.
- (iv) Total consideration received during the year from Directors for taking up the options granted was HK\$8 (2004: Nil)

附註：

- (i) 購股權可於授出日期起計三年期間內任何時間行使。
- (ii) 購股權可於授出日期起計十年期間內任何時間行使。
- (iii) 緊接2005年6月20日(購股權授出日期)前本公司股份之收市價為0.225港元。
- (iv) 在年度內已收取董事就接納購股權而支付之總代價為8港元(2004年：無)。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 27. SHARE OPTION (continued)

- (b) Under an agreement entered into between the Chinese University and the Company on 8 August, 2002 relating to the grant of a right of first refusal to the Company by the Chinese University in respect of certain technology and inventions, as amended and supplemented by agreements dated 31 October, 2003 and 16 April, 2004 (the "Right of First Refusal Agreement"), the Company will be offered a right of first refusal for the grant by the Chinese University of a royalty-bearing exclusive licence to use and commercially develop certain technologies and inventions and other non-invasive diagnostic technologies for detecting cancer and foetal diseases developed by Professor Lo Yuk Ming, Dennis in future.

In return, the Company agreed to grant to the Chinese University or such person as the Chinese University may direct (including trustees of any funds) options to subscribe for shares or to pay cash up to a maximum amount of HK\$4,600,000 over the period of the term of such agreement of four years commencing from 18 June, 2004. Such grant of options will be granted to the Chinese University at intervals of twelve months. Such options are not intended to be granted under the share option scheme adopted by the Company on 20 April 2004.

No option has been granted to the Chinese University under the Right of First Refusal Agreement during the year ended 30 June 2004.

On 28 June 2005 and as at the balance sheet date, share option of 4,484,305 shares was granted to the Chinese University with exercise period from 28 December 2005 to 27 June 2010 and exercise price at HK\$0.223. The closing price of the shares of the Company immediately before 28 June 2005 on which the options were granted was HK\$0.223.

## 27. 購股權 (續)

- (b) 根據中文大學與本公司於2002年8月8日訂立有關中文大學授予本公司優先購買若干技術及發明的權利的協議(經日期為2003年10月31日及2004年4月16日的協議修改及補充)(「優先購買權協議」)，本公司將享有獲中文大學授予須支付專利權費的專用許可的優先購買權，可以使用及以商業形式開發盧煜明教授日後所研發的若干技術及發明及其他用以偵查癌症及胎兒疾病的非創傷性診斷技術。

本公司則同意授予中文大學或中文大學指定的人士(包括任何基金的受託人)購股權，可以由2004年6月18日起計的該協議的4年期限內認購股份或支付最高達金額4,600,000港元的現金，以作交換。該等購股權將每次相隔十二個月授予中文大學。該等購股權不擬根據本公司於2004年4月20日採納的購股權計劃授出。

於截至2004年6月30日止年度內，並無根據優先購買權協議授出購股權予中文大學。

於2005年6月28日及於結算日，本公司已按行使價0.223港元授出4,484,305股股份涉及之購股權予中文大學，行使期間由2005年12月28日起至2010年6月27日止。緊接2005年6月28日(購股權授出日期)前本公司股份之收市價為0.223港元。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

## (a) Analysis of changes in financing activities during the year:

## 28. 綜合現金流量表附註

## (a) 年度內的融資活動變動分析：

		Share capital including premium 股本 (包括溢價) HK\$ 港元	Convertible notes 可換股 票據 HK\$ 港元
Balance as at 1 July 2003	於2003年7月1日結餘	7,737,160	21,500,000
Pre IPO Conversion of Convertible Notes	首次公開發售前轉換 可換股票據	6,450,000	(6,450,000)
Proceeds from issue of shares by placing and public offer	以配售及公開發售方式發行 股份所得款項	32,000,000	-
Placing and public offer shares issue expenses	配售及公開發售股份之 發行開支	(9,614,792)	-
Balance as at 30 June 2004	於2004年6月30日結餘	36,572,368	15,050,000
First Post IPO Conversion of Convertible Notes	首次公開發售後第一次轉換 可換股票據	8,600,000	(8,600,000)
Second Post IPO Conversion of Convertible Notes	首次公開發售後第二次轉換 可換股票據	6,450,000	(6,450,000)
Shares repurchase	股份購回	(1,163,404)	-
Balance as at 30 June 2005	於2005年6月30日結餘	50,458,964	-

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT (continued)

## (b) Non-cash transactions

## (i) Payments for licences and patents expenses

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Additions in licences and patents	許可及專利增添	<b>228,759</b>	411,923
Add: Payables for additions of licences and patents at the beginning of the year	加：年初許可及專利增添的應付款項	<b>213,366</b>	145,558
Less: Overprovision for payables for additions of licences and patents at the beginning of the year	減：年初許可及專利增添的應付款項之超額撥備	<b>(46,403)</b>	-
Less: Payables for additions of licences and patents at end of the year	減：年終許可及專利增添的應付款項	-	(213,366)
Cash payments for licences and patents	許可及專利的現金付款	<b>395,722</b>	344,115

## (ii) Payments for development costs

## (ii) 支付開發成本

		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元
Additions in development costs	開發成本增添	<b>292,277</b>	289,642
Add: Payables for additions of development costs at the beginning of the year	加：年初開發成本增添的應付款項	-	625,000
Less: Amortisation of capitalised licences and patents to development costs	減：將已資本化的許可及專利攤銷至開發成本	<b>(292,277)</b>	(289,642)
Cash payments for development costs	開發成本的現金付款	-	625,000

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 29. STATEMENT OF OPERATIONS BY SEGMENTS

Segment information is provided as follows:

**Group**

<b>Business activities</b>	<b>Principal activities</b>
Sales of diagnostic testing services	The use of blood test in the diagnosis of cancerous diseases.
Research and development	Research and development relating to diagnosis of cancer and certain other illnesses.

**(a) By business activities**

Results for the year ended 30 June 2005

## 29. 按分部陳述業務

分部資料如下：

**集團**

<b>業務活動</b>	<b>主要業務</b>
出售診斷測試服務	使用驗血診斷癌症疾病。
研究與開發	有關診斷癌症及若干其他疾病的研究與開發工作。

**(a) 按業務活動分類**

截至2005年6月30日止年度的業績

		<b>Sales of diagnosis testing services</b>	<b>Research and development</b>	<b>Total</b>
		出售診斷 測試服務	研究 與開發	合計
		<b>HK\$</b>	<b>HK\$</b>	<b>HK\$</b>
		港元	港元	港元
<b>REVENUE</b>	<b>收入</b>			
External sales	外部銷售	<b>1,133,297</b>	<b>-</b>	<b>1,133,297</b>
<b>CONTRIBUTION TO LOSS FROM OPERATIONS</b>	<b>經營虧損貢獻</b>	<b>(3,618,822)</b>	<b>(2,444,989)</b>	<b>(6,063,811)</b>
Interest income	利息收入			<b>588,062</b>
Unrealised holding loss of other investments	持有其他投資的 未變現虧損			<b>(114,924)</b>
Taxation	稅項			<b>-</b>
<b>LOSS ATTRIBUTABLE TO SHAREHOLDERS</b>	<b>股東應佔虧損</b>			<b>(5,590,673)</b>

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

29. STATEMENT OF OPERATIONS BY SEGMENTS  
(continued)

## (a) By business activities (continued)

Assets and liabilities at 30 June 2005

## 29. 按分部陳述業務(續)

## (a) 按業務活動分類(續)

於2005年6月30日的資產與負債

		Sales of diagnosis testing services 出售診斷 測試服務 HK\$ 港元	Research and development 研究 與開發 HK\$ 港元	Total 合計 HK\$ 港元
ASSETS	資產			
Segment assets	分部資產	13,486,411	16,322,538	29,808,949
Unallocated segment assets	未分配分部資產			7,730,989
				<b>37,539,938</b>
LIABILITIES	負債			
Segment liabilities	分部負債	358,842	187,760	546,602
Unallocated segment liabilities	未分配分部負債			-
				<b>546,602</b>

Other information for the year ended 30 June 2005

截至2005年6月30日止年度的其他資料

		Sales of diagnosis testing services 出售診斷 測試服務 HK\$ 港元	Research and development 研究 與開發 HK\$ 港元	Total 合計 HK\$ 港元
Capital expenditure	資本支出	120,021	164,404	284,425
Depreciation and amortisation	折舊及攤銷	823,169	-	823,169
Write-off of intangible assets	無形資產撇賬	-	419,087	419,087
Unrealised holding loss of other investments – unallocated	持有其他投資的未變現 虧損 – 未分配	-	-	114,924

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

29. STATEMENT OF OPERATIONS BY SEGMENTS  
(continued)

## (a) By business activities (continued)

Results for the year ended 30 June 2004

## 29. 按分部陳述業務(續)

## (a) 按業務活動分類(續)

截至2004年6月30日止年度的業績

		Sales of diagnosis testing services 出售診斷 測試服務 HK\$ 港元	Research and development 研究 與開發 HK\$ 港元	Total 合計 HK\$ 港元
REVENUE	收入			
External sales	外部銷售	1,741,605	–	1,741,605
CONTRIBUTION TO LOSS FROM OPERATIONS	經營虧損貢獻	(2,650,757)	(1,638,513)	(4,289,270)
Interest income	利息收入			54,966
Taxation	稅項			–
LOSS ATTRIBUTABLE TO SHAREHOLDERS	股東應佔虧損			(4,234,304)

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

29. STATEMENT OF OPERATIONS BY SEGMENTS  
(continued)

## (a) By business activities (continued)

Assets and liabilities at 30 June 2004

		Sales of diagnosis testing services 出售診斷 測試服務 HK\$ 港元	Research and development 研究 與開發 HK\$ 港元	Total 合計 HK\$ 港元
ASSETS	資產			
Segment assets	分部資產	24,151,303	20,821,978	44,973,281
Unallocated segment assets	未分配分部資產			—
				44,973,281
LIABILITIES	負債			
Segment liabilities	分部負債	8,431,332	7,844,536	16,275,868
Unallocated segment liabilities	未分配分部負債			—
				16,275,868

Other information for the year ended 30 June 2004

截至2004年6月30日止年度的其他資料

		Sales of diagnosis testing services 出售診斷 測試服務 HK\$ 港元	Research and development 研究 與開發 HK\$ 港元	Total 合計 HK\$ 港元
Capital expenditure	資本支出	166,216	326,147	492,363
Depreciation and amortisation	折舊及攤銷	887,505	—	887,505

## (b) By geographical location

The revenue and results, assets and liabilities of the Group for the years ended 30 June 2004 and 2005 are derived wholly from customers located in one geographical market, namely Hong Kong.

## (b) 按地區分類

本集團於截至2004年6月30日及2005年6月30日止年度的收入及業績、資產與負債全部均源自單一地區市場的客戶，即香港。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 30 June 2005 截至2005年6月30日止年度

## 30. SUBSEQUENT EVENTS

Subsequent to 30 June 2005 and up to the date of this annual report, the Company repurchased its own 3,500,000 shares on GEM.

Save as disclosed above, no material significant events took place subsequent to 30 June 2005.

## 31. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of Directors on 22 September 2005.

## 30. 結算日後事項

於2005年6月30日後及直至本年報日期，本公司已在創業板購回其本身股份3,500,000股。

除上文所披露者外，於2005年6月30日後並無重大結算日後事項。

## 31. 核准財務報表

財務報表於2005年9月22日獲董事會核准及授權刊發。

# FINANCIAL SUMMARY 財務概要

A summary of the results and of the assets and liabilities of the Group for the last four financial years is set out below:

本集團於過去四個財政年度的業績及資產與負債概要載列如下：

		Year ended 30 June 截至6月30日止年度			
		2005 2005年 HK\$ 港元	2004 2004年 HK\$ 港元	2003 2003年 HK\$ 港元	2002 2002年 HK\$ 港元
RESULTS	業績				
Turnover	營業額	<b>1,133,297</b>	1,741,605	1,339,250	525,545
Loss for the year	年度虧損	<b>(5,590,673)</b>	(4,234,304)	(4,721,473)	(3,065,794)
ASSETS AND LIABILITIES	資產與負債				
Total assets	總資產	<b>37,539,938</b>	44,973,281	31,537,078	7,904,547
Total liabilities	總負債	<b>546,602</b>	16,275,868	27,440,569	7,086,665
Shareholders' funds	股東資金	<b>36,993,336</b>	28,697,413	4,096,509	817,882

Notes:

- The results and assets and liabilities for the two years ended 30 June 2002 and 2003 presented above have been extracted from the Company's prospectus dated 8 June 2004 which were prepared on a combined basis as if the Group structure had been in existence throughout the years concerned to reflect the full year results and assets and liabilities of the Group for the two years prior to the reorganisation of the Group on 20 September 2002.
- The results and assets and liabilities for the years ended 30 June 2004 and 2005 presented above have been extracted from the consolidated income statement and consolidated balance sheet as set out in this annual report.

附註：

- 上文所呈列截至2002年及2003年6月30日止兩個年度的業績及資產與負債乃摘錄自日期為2004年6月8日的本公司招股章程，該等資料乃按合併基準編製，猶如本集團架構於各有關年度內一直存在，以反映本集團於2002年9月20日進行重組前的兩個年度的全年業績及資產與負債。
- 上文所呈列截至2004年及2005年6月30日止年度的業績及資產與負債乃摘錄自本年報所載的綜合收益表及綜合資產負債表。



普施基因生物科技有限公司  
PLASMAGENE BIOSCIENCES LIMITED

5th Floor, Club Lusitano, 16 Ice House Street, Central, Hong Kong.  
香港中環雪廠街十六號西洋會所大廈五樓