

萬全科技藥業有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8225)

3rd Quarterly Report 2006

THIRD QUARTERLY RESULT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2006

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This report, for which the directors of Venturepharm Laboratories Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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; (3) all opinions expressed in this report have been arrived at after due and careful consideration and founded on bases and assumptions that are fair and reasonable.



Venturepharm Laboratories Limited 萬 全 科 技 藥 業 有 限 公 司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8225)

The Directors are pleased to announce the unaudited third quarterly results of the Company and its subsidiaries (the "Group") for the three and nine months ended 30 September 2006 respectively, together with the comparative figures.

FINANCIAL HIGHLIGHTS

- 1. The Group achieved a turnover of approximately RMB39,882,079 for the nine months ended 30 September 2006, representing an increase of approximately 37% compared with that of the corresponding period in 2005.
- 2. The Group accomplished a net profit of approximately RMB8,877,977 for the nine months ended 30 September 2006, representing an increase of approximately 35% compared with the net profit recorded in the corresponding period of 2005.
- 3. During the aforesaid period, the Group entered into 45 technology transfer and service contracts with total value of approximately RMB25,846,000 and 23 clinical research service contracts with total value of approximately RMB20,460,000 by 30 September 2006.
- 4. Basic earnings per share amounted to RMB2.47 cents for the nine months ended 30 September 2006.
- 5. The Directors do not recommend payment of any interim dividend for the nine months ended 30 September 2006.

^{*} for identification only

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

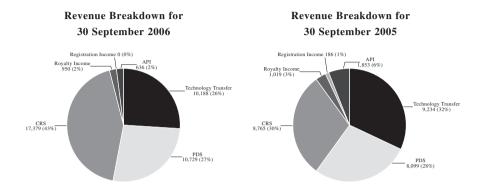
For the period ended 30 September 2006, the Group achieved a turnover of approximately RMB39,882,079 which represented an increase of 37% as compared with the turnover of the corresponding period in 2005. The revenue from clinical research services outsourced by customers ("CRS") enjoyed strong momentum of growth.

Set out below is a breakdown in turnover from six lines of services of the Group during the nine months period and corresponding growth rate from the same period last year:

			Growth
			from the
	Nine me	onths ended	corresponding
	30 Se	eptember	period
	2006 2005		last year
	RMB'000	RMB'000	%
	(Unaudited)	(Unaudited)	
Technology Transfer	10,188	9,234	10%
Contracted pharmaceutical development and clinical research services associated with			
technology transfer ("PDS")	10,729	8,099	29%
Contracted pharmaceutical development and clinical research services outsourced			
by customers ("CRS")	17,379	8,765	98%
Royalty income (Net Profit from Sales and			
Marketing)	950	1,019	-7%
Import registration services	0	186	-100%
Active pharmaceutical ingredient ("API")	636	1,853	-66%
	39,882	29,156	37%

Turnover contribution from 6 lines of services of the Group:

Unit: '000/RMB



For the period ended 30 September 2006, the Group recorded a profit attributable to shareholders of approximately RMB8,877,977, representing an increase of 35% as compared with that of approximately RMB6,590,000 for the corresponding period in 2005.

BUSINESS REVIEW

During the period, the Group continued to actively transform its business platform to be a full scale and integrated pharmaceutical service provider and to emphasize on product commercialization and outsourcing services.

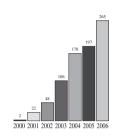
Research and Development

The Group's portfolio covers 13 major and high growth therapeutic areas such as endocrinology, CNS, cardiovascular disease, dermatology, cancer, AIDS, allergy, antibiotics, arthritis, GI and infectious diseases.

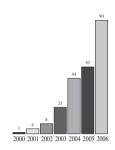
The Group's R&D strength still maintains the leading position in the industry. The Group initiated 72 new projects from beginning of the year 2006 and till now, the Group has 150 products under development. During the period, the State Food and Drug Administration ("SFDA") granted 37 new Clinical Study Permits and 17 new Manufacturing Permits to the Group. The total number of CSP's accumulated by the Group climbed to 265 and the total number of Manufacturing Permits accumulated by the Group climbed to 90.

The following graph sets out the total numbers of clinical permits and manufacturing permits obtained by the Group during the past years:

Clinical Study Permits



Manufacturing Permits



Sales and Marketing

During the nine months ended 30 September 2006, the Group successfully signed 68 PDS and CRS contracts amounting to total value of RMB46,306,000 which represented 12% increase in term of contract value compared with the corresponding period in 2005.

Meanwhile, the Group continued to invest in building up its marketing capacity and sales network, and launched new drug products under Venturepharm (萬全) brand name into the PRC market.

Patents

The Group always places great emphasis on the protection of intellectual property rights. Up to 30 September 2006, the Group had submitted 109 patent applications.

PROSPECTS

In the reporting period, the Group has made substantial progress in establishing its service capacities and improving performance in R&D outsourcing service. It has adopted a strategy of multi-growth engines for high speed and long-term growth of the company.

The Group has successfully established its nationwide prescription drug marketing/sales network. The profit earning potential and market performance will continue to grow with introduction of new prescription products in several therapeutic fields into the domestic market.

The boom of CRS business in domestic and overseas market brings unprecedented opportunities for the company. While continuously improving service level and broaden international cooperation, CRS will definitely step into a rapid growth stage and lead the company to reach the goal of becoming the largest Clinical Research Organization in Asia.

DIVIDEND

The Directors have not recommended payment of any interim dividend for the nine months ended 30 September 2006

SIGNIFICANT INVESTMENTS

The Company invested its surplus fund through its principal bank in investment grade target redemption bond and such balance was RMB28,274,560 as at 30 September 2006.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARY AND ASSOCIATED COMPANIES

No material acquisition or material disposal of subsidiaries and associated companies were made by the Group during the reporting period.

CONTINGENT LIABILITIES

As at 30 September 2006, the Group did not have any contingent liabilities.

CHARGE ON ASSETS

As at 30 September 2006, the Group pledged its investment in securities of RMB28,274,560 as securities for the general banking facilities granted to the Group.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Other than those disclosed in the Company's prospectus dated 30 June 2003, the Group does not have any other plans for material investments or capital assets.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has maintained a sound financial position and prudent liquidity risk management by maintaining sufficient cash and marketable securities. As at 30 September 2006, the Group's current assets amounted to about RMB92,435,563 of which approximately RMB5,902,189 was cash and bank deposits. The gearing ratio as measured by bank and other borrowings over total assets is 5%.

CAPITAL STRUCTURE

There has not been any change to the capital structure of the Group since that date.

FOREIGN EXCHANGE EXPOSURE

During the period under review, the Group's transactions were substantially denominated in Renminbi ("RMB") and about 45% of the cash and bank deposits were in either Hong Kong or United States dollars. Since RMB is pegged to both the Hong Kong and United State dollars, the Board considers that the potential foreign exchange exposure of the Group is limited. The Group closely monitors its foreign currency exposure from time to time and will engage appropriate hedging activities when needed.

DIRECTORS' INTEREST IN SECURITIES

As at 30 September 2006, the interests and short positions of the directors, chief executives of the Group and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.41 to 5.49 of the GEM Listing Rules were as follows:

Long positions in shares and underlying shares of the Company

(1) The Company

			Number of	Number of		
			shares in	shares in which		
			which interested	interested under		
			(other than	physically	Total	Approximate
	Type of		under equity	settled equity	number of	percentage of
Name	interest	Capacity	derivatives)	derivatives	shares	interest
				(Note 3)		
William Xia GUO	Personal	Beneficial owner	9,110,377	7,560,000	16,670,377	4.63
William Xia GUO	Corporate	Interest of a controlled corporation (Note 1)	149,432,583	-	149,432,583	41.51
William Xia GUO	Corporate	Interest of a controlled corporation (Note 2)	15,966,073	-	15,966,073	4.44

Note 1: The controlled corporation, Venturepharm Holdings Inc. is 47.63% directly held by Mr. Guo Xia and 44.94% held by Mr. Guo Xia through Winsland Agents Limited, his wholly and beneficially owned company incorporated in British Virgin Islands.

- Note 2: The controlled corporation, Bright Excel Assets Limited, is 100% beneficially owned by Venturepharm Holdings Inc.
- Note 3: Various interests of the directors and chief executives pursuant to physically settled equity derivatives are through share options granted under the Pre-IPO share option scheme. Details of which are set forth as follows:

	Number of shares in which				
	interested under physically settled				
	equity derivatives as at 20 June		Exercise		
Name	2003 and 30 September 2006	Date of grant	price		
William Xia GUO	7,200,000	20 June 2003	HK\$0.32		
William Xia GUO	360,000	02 March 2005	HK\$0.52		

Options granted to Mr. William Xia GUO contain a vesting schedule, pursuant to which may be exercise up to 30% of the underlying shares after 31 December 2003, up to another 30% of the underlying shares after 31 December 2004 and the remaining balance after 31 December 2005. These options will expire ten years after the date of grant. Mr. GUO has also undertaken to the Stock Exchange that he will not exercise his options granted under the Pre-IPO share option scheme within the first 12 months from the listing date.

(2) A subsidiary of the Company – Beijing Dezhong-Venture Pharmaceutical Technology Development Company Limited

			Capital	Approximate
			contribution on	percentage of
			a Sino-foreign	interest of
	Type of		co-operative	shareholding
Name	interest	Capacity	joint venture	in joint venture
William Xia GUO	Corporate	Interest of a controlled corporation (Note 1)	US\$111,000	12.83

Note 1: The interest is held by Beijing Venturepharm Biotech Pharmaceutical Technology Company Limited, a limited liability company incorporated in the PRC, for which 99% of its shareholding is beneficially held by Mr. William Xia GUO and 1% held by Dr. Maria Xuemei SONG. Save as disclosed above, as at 30 September 2006, none of the directors and chief executive had any interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the rules 5.41 to 5.49 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS

So far as it is known to any directors, chief executives of the Company, as at 30 September 2006, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed pursuant to Division 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein were as follows:

Long positions in shares and underlying shares of the Company

			Approximate percentage of
Name	Capacity	Number of Shares	interest
Venturepharm Holdings Inc. (Note 1)	Beneficial owner	149,432,583	41.51
Venturepharm Holdings Inc. (Note 2)	Interest of a controlled corporation	15,966,073	4.44
Bright Excel Assets Limited (Note 2)	Beneficial owner	15,966,073	4.44
C Tech Fund	Beneficial owner	80,736,558	22.43
William Xia GUO (Notes 1, 2 & 3)	Beneficial owner and interest of controlled corporations	182,069,033	50.57

Note 1: Venturepharm Holdings Inc. is 47.63% directly held by Mr. Guo Xia and 44.94% held by Mr. Guo Xia through Winsland Agent Limited, his wholly and beneficially owned company incorporated in the British Virgin Islands.

Note 2: The controlled corporation, Bright Excel Assets Limited, is 100%, beneficially owned by Venturepharm Holdings Inc.

Note 3: Apart from shares held through Venturepharm Holdings Inc., the interest 16,310,377 shares comprising of 7,200,000 and 360,000 shares underlying the options granted to him under the Pre-IPO Share Option Scheme and Share Option Scheme respectively are beneficially owned by Mr. William Xia GUO.

Save as disclosed above, as at 30 September 2006, there was no other persons who recorded in the register of the Company as having interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein.

SHARE OPTION SCHEMES

1. Pre-IPO Share Option Scheme

Pursuant to the written resolution passed by the shareholder on 31 March 2003, the Company adopted a share option scheme (the "Pre-IPO Share Option Scheme") in order to recognize and reward the contribution of certain directors, senior management and advisers, the details of which are set out in the paragraph head "Share Option Scheme" in Appendix IV to the Prospectus. As at 20 June 2003, options comprising a total of 11,520,000 underlying shares were granted. As at 30 September 2006, the options outstanding are 11,520,000 and no options granted pursuant to the Pre-IPO Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options that had been granted under the Pre-IPO Share Option Scheme as at 30 September 2006 are as follows:

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per shares	Number of underlying shares under the option as at 20.6.2003 and 30.9.2006
William Xia GUO (Notes 1 & 2)	10 years	HK\$0.32	7,200,000
2 other participants (Notes 1 & 2)	10 years	HK\$0.32	2,520,000
1 other participant (Note 3)	10 years	HK\$0.40	1,800,000

11,520,000

- Note 1: Options granted to each of them contain a vesting schedule, pursuant to which may exercise up to 30% of the underlying shares after 31 December 2003, (subject to Note 2), up to another 30% of the underlying shares after 31 December 2004 and the balance after 31 December 2005.
- Note 2: Each of the grantees has undertaken to the Stock Exchange that they will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 12 months from the Listing Date.
- Note 3: Options granted to an advisor contain a vesting schedule, pursuant to which may exercise up to 30% of the underlying shares after 31 December 2002, up to another 30% of the underlying shares after 31 December 2003 and the balance after 31 December 2004. The respective grantee has undertaken to the Stock Exchange that he will not exercise his options granted under the Pre-IPO Share Options Scheme within the first 6 months from the Listing Date.

2. Share Option Scheme

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 2 March 2005, options comprising a total of 4,042,000 underlying shares were granted. As at 30 September 2006, the options outstanding are 4,042,000 and no options granted pursuant to the Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options which have been granted under the Share Option Scheme as at 30 September 2006 are as follows:

			Number of
			underlying
			shares under
	Period during	Exercise	the option
	which the options remain	price per	at 2.3.2005
Name of grantees	exercisable after the date of grant	shares	and 30.9.2006
William Xia GUO	10 years	HK\$0.52	360,000
Other directors	10 years	HK\$0.52	1,152,000
Other participant	10 years	HK\$0.52	2,530,000

3. Share Option Scheme

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 14 December 2005, options comprising a total of 1,098,000 underlying shares were granted. As at 30 September 2006, the options outstanding are 1,098,000 and no options granted pursuant to the Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options which have been granted under the Share Option Scheme as at 30 September 2006 are as follows:

			Number of
			underlying
			shares under
	Period during	Exercise	the option
	which the options remain	price per	at 14.12.2005
Name of grantees	exercisable after the date of grant	shares	and 30.9.2006
44	10	111700 45	1 000 000
11 participants	10 years	HK\$0.45	1,098,000

4. Share Option Scheme

As at 30 September 2006, options comprising a total of 4,118,400 underlying shares were granted. As at 30 September 2006, the options outstanding are 4,118,400 and no options granted pursuant to the Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options which have been granted under the Share Option Scheme as at 30 September 2006 are as follows:

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per shares	Number of underlying shares under the option at 30.9.2006
William Xia GUO	10 years	HK\$0.36	324,000
Other directors	10 years	HK\$0.36	792,000
Other participant	10 years	HK\$0.36	3,002,400

4,118,400

COMPETING INTERESTS

As at 30 September 2006, none of the Directors or the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

BOARD PRACTICE AND PROCEDURES

Since the listing of the Company, the Company has complied with Board Practices and Procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company or any of its subsidiaries did not purchase, sell or redeem any of the Company's listed shares during the nine months ended 30 September 2006.

AUDIT COMMITTEE

The Company has established an audit committee in July 2003 with written terms of reference in compliance with Rules 5.23 to 5.25 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group and provide advice and comments to the Board. The audit committee has three members comprising the three Independent Non-Executive Directors, Mr. WANG Hong Bo, Mr. Paul CONTOMICHALOS and Mr. WU Ming Yu. Mr. WANG Hong Bo is the chairman of the audit committee.

The audit committee has reviewed the unaudited third quarterly results for the nine months ended 30 September 2006.

CONSOLIDATED INCOME STATEMENT

		Unaudited		Unau	dited
		Three months		Nine n	nonths
		ended 30 S	September	ended 30 S	September
		2006	2005	2006	2005
	Notes	RMB'000	RMB'000	RMB'000	RMB'000
Turnover	3	15,703	13,036	39,882	29,156
Cost of sales		(8,921)	(7,122)	(20,321)	(14,613)
Gross profit		6,782	5,914	19,561	14,543
Other operating income		1,036	264	2,314	471
Administrative expenses		(4,629)	(2,875)	(12,039)	(7,763)
Profit before taxation		3,188	3,303	9,836	7,251
Taxation	5	(673)	(180)	(1,051)	(705)
Profit after taxation before minority interest		2,515	3,123	8,785	6,546
Minority interests		39	10	93	44
Profit attributable to shareholders		2,554	3,133	8,878	6,590
Earnings per share (cent)	7				
– basic		0.71	0.87	2.47	1.83
– Diluted		0.70	0.86	2.44	1.81

NOTES TO THE FINANCIAL STATEMENTS

1. Group reorganization

The Company was incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law (2002 Revision) of the Cayman Islands. Its shares have been listed on the GEM of the Stock Exchange since 10 July 2003 (the "Listing Date").

Pursuant to a group reorganization to rationalize the structure of the Group in preparation for the listing of the Company's shares on the GEM of the Stock Exchange, the Company became the holding company of the companies now comprising the Group on 31 March 2003 (the "Group Reorganisation").

2. Accounting policies and basis of preparation

The unaudited condensed financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRSs), which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs), and interpretations (Ints) issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The accounting policies adopted are consistent with those followed in the preparation of the Group's audited consolidated financial statements for the year ended 31 December 2005.

The accounts have been prepared on a consolidated basis and include the financial statements of the Company and its subsidiaries made up to 30 September 2006. The measurement basis used in the preparation of the financial statements is historical cost as modified by the revaluation of certain financial assets and liabilities at fair value

3. Turnover and revenue

The Group is principally engaged in the research, development and commercialization of drug products. Following the objective of increasing own product commercialization, there is a substantial increase in revenue from both technology transfer and clinical research services ("CRS") during the period. Revenues recognized during the periods were as follows:

	Unaudited		Unaudited		
	Three 1	Three months		nonths	
	ended 30 S	September	ended 30 September		
	2006	2005	2006	2005	
	RMB'000	RMB'000	RMB'000	RMB'000	
Turnover					
- Transfer of technology for new drug and					
new drug development	2,330	4,972	10,188	9,234	
- Contracted pharmaceutical development and					
clinical research services associated with					
technology transfer	4,370	1,717	10,729	8,099	
- Contracted pharmaceutical development and					
clinical research services outsourced					
by customers	8,401	4,201	17,379	8,765	
- Royalty income	325	426	950	1,019	
- Import registration services	0	15	0	186	
- Active pharmaceutical ingredient	277	1,705	636	1,853	
	15,703	13,036	39,882	29,156	

4. Segment information

No geographical segment analysis is presented as all assets and operations of the Group for the periods are located in the PRC.

No business segment analysis is presented as the operations of the Group for the periods are principally related to pharmaceutical research and development, registration, application and testing.

5. Taxation

	Unaudited Three months		Three months		Unau Nine n ended 30 S	nonths
	2006 200		2006	2005		
	RMB'000	RMB'000	RMB'000	RMB'000		
Company and subsidiaries						
PRC income tax	674	180	1,052	705		
	674	180	1,052	705		

No Hong Kong Profits tax has been provided for, as the Group had no estimated assessable profits in Hong Kong for the nine months ended 30 September 2006 (2005: nil). The Company's subsidiaries are subject to PRC income tax on their assessable profits.

6. Dividends

The board does not recommend the payment of an interim dividend for the nine months ended 30 September 2006 (2005: Nil).

7. Earnings per share

The calculation of basic earnings per share for the nine and three months ended 30 September 2006 is based on the unaudited net profit of approximately RMB8,878,000 and RMB2,554,000 respectively (2005: approximately RMB6,590,000 and RMB3,133,000 respectively), and the weighted average number of approximately 360,000,000 ordinary shares in issue during the period (2005: 360,000,000).

The calculation of the diluted earnings per share for the nine months and three months ended 30 September 2006 is based on the unaudited net profit of approximately RMB8,878,000 and RMB2,554,000 respectively (2005: approximately RMB6,590,000 and RMB3,133,000 respectively), and the weighted average of approximately 363,540,000 shares (2005: approximately 363,635,815) (after adjusting for the effect of the outstanding dilutive options under the share option schemes of the Company).

8. Shareholders' fund

		Share	Held-to-				Statutory		
		based	maturity				enterprise		
	Share	payment i	investments	Special	Capital	Statutory	expansion	Retained	
	capital	reserve	reserve	reserve	reserve	reserve	fund	earnings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2006	38,160	258	7,200	6,039	894	3,612	6,795	48,963	111,921
Dividend	-	-	-	-	-	-	-	-	-
Contribution from minority									
shareholder	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-	8,878	8,878
At 30 September 2006	38,160	258	7,200	6,039	894	3,612	6,795	57,841	120,799

By Order of the Board
William Xia Guo
Chairman

Beijing, the PRC, 8 November 2006

Executive Directors:

William Xia GUO

Maria Xuemei SONG

Non-Executive Directors:

FENG Tao

WU Xin

Nathan Xin ZHANG

Independent Non-Executive Directors:

WANG Hong Bo

Paul CONTOMICHALOS

WU Ming Yu