



Core Healthcare Investment Holdings Limited
確思醫藥投資控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 8250)

Annual Report 年報
2009



*For identification purpose only 僅供識別

Contents

目錄

| | |
|---|----|
| Corporate Information 公司資料 | 02 |
| Chairman’s Statement 主席報告 | 04 |
| Management Discussion and Analysis 管理層討論及分析 | 06 |
| Board of Directors and Senior Management 董事會及高級管理層 | 08 |
| Corporate Governance Report 企業管治報告 | 10 |
| Report of the Directors 董事會報告 | 14 |
| Independent Auditor’s Report 獨立核數師報告 | 22 |
| Consolidated Income Statement 綜合收益表 | 24 |
| Consolidated Balance Sheet 綜合資產負債表 | 25 |
| Consolidated Statement of Changes in Equity 綜合權益變動報表 | 26 |
| Consolidated Cash Flow Statement 綜合現金流量表 | 27 |
| Notes to the Financial Statements 財務報表附註 | 29 |
| Financial Summary 財務概要 | 84 |

EXECUTIVE DIRECTORS

Dr. Hui Ka Wah, Ronnie, *JP*
Mr. Wu Kai

執行董事

許家驊醫生，*太平紳士*
吳楷先生

NON-EXECUTIVE DIRECTORS

Mr. Lui Chi Wah, Johnny
Mr. Lau Kam Shan

非執行董事

呂志華先生
劉金山先生

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwok Shun Tim
Mr. Chan Po Kwong
Mr. Lam Yan Wing

獨立非執行董事

郭純恬先生
陳寶光先生
林欣榮先生

REGISTERED OFFICE

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

註冊辦事處

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Shop 1A-C, Level 1,
Hilton Plaza Commercial Centre,
3-9 Shatin Centre Street,
Shatin, New Territories,
Hong Kong

香港主要營業地點

香港
新界沙田
沙田正街3-9號
希爾頓中心
1樓1A-C號舖

COMPANY SECRETARY

Ms. Chan Lai Yee

公司秘書

陳麗兒女士

AUTHORISED REPRESENTATIVES

Dr. Hui Ka Wah, Ronnie, *JP*
Ms. Chan Lai Yee

授權代表

許家驊醫生，*太平紳士*
陳麗兒女士

COMPLIANCE OFFICER

Dr. Hui Ka Wah, Ronnie, *JP*

監察主任

許家驊醫生，*太平紳士*

AUDIT COMMITTEE

Mr. Kwok Shun Tim
(Chairman)
Mr. Chan Po Kwong
Mr. Lam Yan Wing

審核委員會

郭純恬先生
(主席)
陳寶光先生
林欣榮先生

REMUNERATION COMMITTEE

Dr. Hui Ka Wah, Ronnie, JP
(Chairman)
Mr. Kwok Shun Tim
Mr. Chan Po Kwong
Mr. Lam Yan Wing

薪酬委員會

許家驊醫生，太平紳士
(主席)
郭純恬先生
陳寶光先生
林欣榮先生

AUDITOR

RSM Nelson Wheeler
Certified Public Accountants
29th Floor, Caroline Centre
Lee Gardens Two
28 Yun Ping Road
Hong Kong

核數師

中瑞岳華(香港)會計師事務所
執業會計師
香港
恩平道28號
利園2期
嘉蘭中心29字樓

PRINCIPAL BANKERS

Dah Sing Bank Limited
Wing Hang Bank, Limited

主要往來銀行

大新銀行有限公司
永亨銀行有限公司

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

Chairman's Statement

主席報告

On behalf of the board of directors (the "Board") of Core Healthcare Investment Holdings Limited (the "Company"), I am pleased to present the audited annual results of the Company and its subsidiaries (the "Group") for the year ended 30 June 2009.

BUSINESS REVIEW

In fourth quarter of 2008, the world was hit and shocked by a financial crisis that posed a lot of uncertainties and adversities to the global economic environment. It is because the medical and healthcare services industry is relatively immune to the economic downturn, we could maintain a satisfactory performance in our carcinoma diagnosis and testing services. The Group recorded a turnover from our core diagnostic testing and healthcare services of approximately HK\$2,210,000 for the year (2008: HK\$1,409,000).

During the year, we have evaluated our retail business as competition, economic climate and its economy of scale could not justify the continuity of the business. The Group closed down our health products retail outlet in the first quarter of 2009 and redirect our liquidity and human resources into the healthcare and pharmaceutical businesses.

As reported in our third quarterly report, the freeing up of our capital commitment due to our termination agreement with Xizang Phodiola Pharmaceutical Co., Ltd., the Group had early redeemed all outstanding convertible bonds in the principal amount of HK\$150 million in 2009 and thus reduced our debt gearing ratio.

In May 2009, a top-up placing of 120,000,000 shares of the Company and top-up subscription of up to 120,000,000 top-up subscription shares were successfully completed. The Company intends to use the net proceeds of approximately HK\$29 million from the top-up subscription for its general working capital and potential acquisitions of pharmaceutical companies in the future when opportunities arise. The number of shares have been adjusted according to the share consolidation with effective from 6 August 2009.

本人欣然代表確思醫藥投資控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(「本集團」)截至2009年6月30日止之年度之經審核全年業績。

業務回顧

於2008年第四季，金融危機的衝擊和陰霾席捲全球，環球經濟環境籠罩著不明朗因素和負面影響。本公司之癌症診斷及測試服務業務於經濟劣勢中仍能穩步增長，此乃由於醫療及保健服務業較具防守性。本集團之核心癌症診斷及測試服務於年內錄得營業額約2,210,000港元(2008年：1,409,000港元)。

年內，我們已評估旗下的零售業務，此乃由於經檢討競爭狀況、經濟氣氛和規模經濟效益後，並無充分理由繼續經營該項業務。本集團於2009年第一季關閉旗下之保健產品零售店，並把流動資金和人力資源重新投放於保健及製藥業務。

誠如第三季度報告所載，由於本集團與西藏諾迪康藥業股份有限公司訂立終止協議而解除資本承擔，本集團已於2009年提早贖回本金額為150,000,000港元之全部尚未行使可換股債券，因而降低了負債比率。

於2009年5月，本公司成功完成先舊後新配售本公司120,000,000股股份，以及先舊後新認購最多120,000,000股先舊後新認購股份。先舊後新認購之所得款項淨額約29,000,000港元，本公司擬用作一般營運資金及可能於日後收購有潛質優厚的製藥公司之用。股份數目已根據於2009年8月6日生效之股份合併予以調整。

OUTLOOK

At present, the Hong Kong economy is recovering from the global economic turmoil of last year. The economic stimulus packages and measures taken by the world governments gradually took effect and the financial and investment climate has vastly improved. Therefore, the Group remains optimistic about China's healthcare and pharmaceutical markets in the long run. We will continue to grow our core-competent carcinoma diagnosing and testing services, however, a stronger growth will hinge on acquisition of new businesses. Health-care and pharmaceutical players both in the China and Hong Kong will continue to be our acquisition target as the pharmaceutical markets are huge and full of business opportunities.

For the future one year, the Group will invest in the R&D work for developing new pharmaceutical products in China so as to tap the vast business opportunities of China's pharmaceutical market. Also, the Group will develop a new line of business in China which will provide consultancy services for assisting other pharmaceutical manufacturers in their application for new drug licenses in China. As the application and approval processes of new drug licenses in China are complicated and require much technical expertise and administrative experience, this will be a huge market that could generate substantial return for the Group in the future. The Group will invest in resources to build a team of expertise to start this new line of consultancy services in the coming one year.

In addition, in order to optimally utilize its surplus resources and earn a reasonable investment return, we will enhance its treasury function and expand its portfolio investments in both listed and unlisted securities. The Group will continue to prudently and effectively manage its financial resources to bring more value to its shareholders.

I would like to take this opportunity to express my sincere appreciation and gratitude to all shareholders and investors for their continuous support and confidence in the Group; our valuable customers, suppliers and business associates for their support and services; and management and employees for their commitment and dedication in carrying out their duties and responsibilities diligently.

Hui Ka Wah, Ronnie

Chairman

Hong Kong, 24 September 2009

未來前景

目前，香港經濟正在從去年的全球經濟風暴中反彈。隨著全球各國政府所實施的振興經濟方案及措施逐漸卓見成效，金融及投資氣氛顯著向好。因此，本集團對中國保健及製藥市場的長遠前景仍然樂觀。本集團將繼續拓展其擅長之核心癌症診斷及測試服務；然而，要取得更強勁增長則將有賴收購新業務。由於製藥市場龐大且商機處處，故中國及香港之保健及製藥公司將繼續成為本集團的收購目標。

未來一年，本集團將投資於研發工作，以便在中國開發新的製藥產品，從而抓緊中國製藥市場無限的商機。本集團亦將於中國開拓新業務領域——為中國其他製藥生產商提供協助其申請新藥品牌照的諮詢服務。由於中國新藥品牌照的申請及批核手續程序繁複，且需要豐富的技術專門知識和行政經驗，故這項業務蘊藏偌大市場，可望於未來為本集團締造優厚回報。本集團將投放資源，成立一支專業隊伍，並於來年展開這項新業務，跨進諮詢服務領域。

此外，為了最佳利用其剩餘資源的使用並賺取合理投資回報，我們將加大財務工作的力度，擴大其上市及非上市證券的投資組合。本集團將繼續審慎及有效地管理其財政資源，致力為股東創造更高價值。

本人謹藉此機會對股東及投資者給予本集團的持續支持與信心；對寶貴客戶、供應商及業務夥伴的支持與服務；以及對管理層及員工竭誠及盡心地努力履行其職責及責任，向彼等致以衷心謝意和感激。

許家驊

主席

香港，2009年9月24日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

For the year ended 30 June 2009, the Group recorded a turnover of approximately HK\$4,890,000, representing an increase of 206.16% compared with that of the corresponding period in 2008.

Gross profit for the year under review was approximately HK\$1,742,000, representing an increase of 177.05% compared with that of last financial year.

Basic earnings per share was approximately HK\$0.414, compared with the basic loss per share of approximately HK\$0.536 (restated) in the last financial year. The reason was mainly attributable to a gain on early redemption of convertible bonds during the year ended 30 June 2009.

Net profit attributable to the equity holders of the Company for the year ended 30 June 2009 was approximately HK\$312,419,000 (2008: Loss of approximately HK\$360,925,000).

In view of the Group's active development of its core businesses and seeking for potential acquisitions or expansion, the Board does not recommend the payment of final dividend for the year ended 30 June 2009.

REVIEW OF OPERATIONS

For the year ended 30 June 2009, the Group's provision of its core diagnostic testing and healthcare services achieved sound results. Turnover increased by 56.87% to approximately HK\$2,210,000.

As the recessionary pressure of Hong Kong's economy ran deeper in 2008, the Group closed down our health products retail outlet in March 2009 and redirect our liquidity and human resources into the healthcare and pharmaceutical businesses.

Despite the growth of the Group's core healthcare business, the investments held for trading recorded a loss of approximately HK\$10,211,000 during the year under review, representing a decrease of 33.07% compared with a loss of approximately HK\$15,256,000 in the last financial year.

財務回顧

截至2009年6月30日止年度，本集團錄得營業額約4,890,000港元，較2008年同期增加206.16%。

於回顧年內，毛利約為1,742,000港元，較上一個財政年度上升177.05%。

每股基本盈利約為0.414港元，而上一個財政年度則錄得每股基本虧損約0.536港元(重列)。主要是受惠於截至2009年6月30日止年度提早贖回可換股債券所得的收益所致。

本公司截至2009年6月30日止年度之股東應佔純利約為312,419,000港元(2008年：虧損約360,925,000港元)。

鑑於本集團積極發展其核心業務，加上全力探索具潛力的收購或擴展，董事會不建議派付截至2009年6月30日止年度之末期股息。

業務回顧

截至2009年6月30日止年度，本集團提供癌症診斷及測試服務之核心業務取得斐然成績。營業額攀升56.87%，約達2,210,000港元。

有見2008年香港經濟的衰退壓力持續加劇，本集團於2009年3月關閉旗下之保健產品零售店，並把流動資金及人力資源重新投放於保健及製藥業務。

雖然本集團的核心保健業務錄得增長，回顧年內，持作買賣投資產生虧損約10,211,000港元，較上一個財政年度的虧損約15,256,000港元下降33.07%。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2009, the Group held cash and bank balances of approximately HK\$52,926,000 (2008: HK\$179,460,000). Net current assets amounted to approximately HK\$87,947,000 (2008: net current liabilities of approximately HK\$265,488,000). Current ratio (defined as total current assets divided by total current liabilities) was approximately 47.69 times (2008: 0.46 times).

The Group had no bank borrowing as at 30 June 2009 (2008: Nil).

CAPITAL STRUCTURE

As at 30 June 2009, total equity attributable to shareholders was approximately HK\$89,855,000 (2008: capital deficiency of approximately HK\$262,958,000).

Most of the trading transactions, assets and liabilities of the Group were denominated in Hong Kong dollars. As at 30 June 2009, the Group had no significant exposure to foreign exchange and interest rate risks.

CAPITAL COMMITMENT

As at 30 June 2009, the Group and the Company had no significant capital commitment.

EMPLOYEE INFORMATION

As at 30 June 2009, there were approximately 13 staff members (2008: 8) employed by the Group.

The Group remunerates its employees mainly based on industry practices and their respective educational background, experience and performance. On top of the regular remuneration and discretionary bonus, share options may be granted to selected employee by reference to the Group's performance as well as individual's performance. In addition, each employee enjoys mandatory provident fund, medical allowance and other fringe benefits.

CONTINGENT LIABILITIES

As at 30 June 2009, the Group had no significant contingent liabilities.

流動資金及財務資源

於2009年6月30日，本集團的現金及銀行結存約為52,926,000港元（2008年：179,460,000港元）。流動資產淨值約為87,947,000港元（2008年：流動負債淨值約265,488,000港元）。流動比率（界定為總流動資產除以總流動負債）約為47.69倍（2008年：0.46倍）。

於2009年6月30日，本集團並無銀行借貸（2008年：無）。

資本結構

於2009年6月30日，股東應佔權益總額約為89,855,000港元（2008年：資本虧絀約262,958,000港元）。

本集團的大部份買賣交易、資產與負債均以港元計值。於2009年6月30日，本集團並無重大外匯及利率風險。

資本承擔

於2009年6月30日，本集團及本公司並無重大資本承擔。

僱員資料

於2009年6月30日，本集團共聘用約13名（2008年：8名）員工。

本集團根據行業慣例及僱員各自的學歷、工作經驗以及表現釐定僱員薪酬。除基本薪酬及酌情花紅外，購股權亦以本集團的業績表現及個別員工的工作表現作為參考依據而授予本集團選定的僱員。此外，各僱員亦享有強制性公積金、醫療津貼及其他福利。

或然負債

於2009年6月30日，本集團並無重大或然負債。

Board of Directors and Senior Management

董事會及高級管理層

EXECUTIVE DIRECTORS

Dr. Hui Ka Wah, Ronnie, J.P., aged 46, graduated from The University of Hong Kong and holds the qualifications of MBBS (HK), MRCP (UK), DCH (Ireland), DCH (Glasgow), FHKAM (Paed), FHKC Paed. Dr. Hui is a specialist in Paediatrics and is the principal of a private medical clinic in Hong Kong since 1991. Dr. Hui is also a CFA Charterholder and holds an MBA degree conferred by Universitas 21 Global. Dr. Hui is an independent non-executive director of Winbox International (Holding) Limited and SunCorp Technologies Limited. He is also an executive director of Town Health International Holdings Company Limited, the issued shares of which are listed on the Main Board of the Stock Exchange. Dr. Hui had once been an independent non-executive director of Oriental Ginza Holdings Limited (formerly CASH Retail Management Group Limited), CASH Financial Services Group Limited and CIAM Group Limited (formerly E2-Capital (Holdings) Limited). He joined the Group as executive Director in December 2007 and was appointed as a chairman, chief executive officer, compliance officer and a member of remuneration committee of the Company on 16 January 2009.

Mr. Wu Kai, aged 44, graduated from the Department of Traditional Chinese Material Media of Gui Yang College of Traditional Chinese Medicine in Guizhou Province (貴州省貴陽市中醫學院藥學系) in 1985 and obtained his bachelor's degree in Medicine. Mr. Wu has over fifteen years of sales and marketing experience in the pharmaceutical field. He has also worked in key management positions in pharmaceutical companies in Guizhou. Mr. Wu is a member of 中國中醫藥學會心病專業委員會 and 貴州省貴陽市南明區政治協商委員會. Mr. Wu was appointed as a vice chairman and an executive Director on 22 August 2006.

NON-EXECUTIVE DIRECTORS

Mr. Lui Chi Wah, Johnny, aged 49, is a prominent and seasoned financial professional. He has been financial analyst for major brokerage firms, and stock commentator and columnist for public media. With more than fifteen-year experience in Hong Kong's financial sector, Mr. Lui has gained strong rapport with entrepreneurs and has developed close ties with many enterprises, especially those in the medical and healthcare industry in Hong Kong and China. Mr. Lui was appointed as the chairman, executive director, chief executive officer, compliance officer and a member of remuneration committee of the Company in August 2006. He was re-designated from an executive Director to a non-executive Director on 16 January 2009.

Mr. Lau Kam Shan, aged 54, 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. Mr. Lau was appointed as the non-executive Director on 8 August 2002.

執行董事

許家驊醫生，太平紳士，現年46歲，畢業於香港大學，持有香港大學內外全科醫學士、英國皇家內科醫學院院士、愛爾蘭皇家醫學院兒科文憑、格拉斯哥皇家內科醫學院兒科文憑、香港醫學專科學院院士(兒科)及香港兒科醫學院院士。許醫生為兒科專科醫生，自1991年經營香港一家私營醫療診所。彼亦持有執業財務分析員之資格，並獲Universitas 21 Global頒授工商管理碩士學位。許醫生亦為永保時國際(控股)有限公司及新確科技有限公司之獨立非執行董事；彼亦為康健國際控股有限公司之執行董事，該公司已發行股份於聯交所之主板上市。許醫生曾為東方銀座控股有限公司(前稱時惠環球控股有限公司)、時富金融服務集團有限公司、及事安集團有限公司(前稱金匯投資(集團)有限公司)之獨立非執行董事。彼於2007年12月加入本集團擔任執行董事，並於2009年1月16日獲委任為本公司主席、行政總裁、監察主任及薪酬委員會成員。

吳楷先生，現年44歲，在1985年畢業於貴州省貴陽市中醫學院藥學系及取得其醫學學士學位。吳先生擁有逾十五年在醫藥方面的銷售及推廣經驗。他曾在貴州製藥公司擔任主要管理職位。吳先生現為中國中醫藥學會心病專業委員會及貴州省貴陽市南明區政治協商委員會委員。吳先生於2006年8月22日獲委任為本公司之副主席及執行董事。

非執行董事

呂志華先生，現年49歲，為著名的資深金融界專業人士。呂先生曾於多間主要證券公司任職金融分析工作，並於大眾傳媒機構任股評人及專欄作家。憑藉過往逾十五年在香港金融界的經驗，呂先生與商界關係良好，及與許多企業建立密切的聯繫，尤其是於香港及中國從事醫療及保健之公司。呂先生於2006年8月獲委任為本公司之主席、執行董事、行政總裁、監察主任及薪酬委員會成員。彼於2009年1月16日由執行董事獲調任為非執行董事。

劉金山先生，現年54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。劉先生於2002年8月8日獲委任為非執行董事。

Board of Directors and Senior Management

董事會及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kwok Shun Tim, aged 34, graduated from the Hong Kong University of Science and Technology (bachelor of business administration), and obtained his master's degree from the Hong Kong Polytechnic University (China business studies) and master of Laws in International Economic Law from the City University of Hong Kong. Mr. Kwok is the chief financial officer of Tianjin Tianlian Public Utilities Company Limited. He is also a non-executive director of China Leason Investment Group Co., Limited. Mr. Kwok is a fellow member of The Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Kwok is experienced in the field of corporate finance, financial management and audit. Mr. Kwok was appointed as an independent non-executive Director, chairman and a member of the audit committee and a member of the remuneration committee of the Company on 13 September 2006.

Mr. Chan Po Kwong, aged 53, 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 and 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 the promotor in the China South Industries Group in Canada in 1993. Mr. Chan was appointed as an independent non-executive Director on 1 December 2004.

Mr. Lam Yan Wing, aged 58, graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration. Mr. Lam is also a full member of the Hong Kong Securities Institute. He is a seasoned banker and an all-round financial veteran with more than thirty years experience in banking and investment. He is currently running his own private company, Brilliance GC Limited, which provides corporate and financial advisory services. Prior to setting up his own company, Mr. Lam had held senior positions with Chase Manhattan Bank, The Industrial Bank of Japan and Elec & Eltek. Mr. Lam was appointed as an independent non-executive Director and a member of the audit committee and a member of the remuneration committee of the Company on 30 January 2007.

SENIOR MANAGEMENT

Ms. Chan Lai Yee is the financial controller and company secretary of the Company. Ms. Chan holds a master's degree in professional accounting from the Hong Kong Polytechnic University. She is also a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Ms. Chan has over ten years of experience in the field of accounting and financial management and previously worked in a number of listed and unlisted groups. Ms. Chan joined the Group in February 2008.

獨立非執行董事

郭純恬先生，現年34歲，畢業於香港科技大學(工商管理學士)，並取得香港理工大學碩士學位(中國商貿管理)及香港城市大學國際經濟法法學碩士。郭先生為天津天聯公用事業股份有限公司之首席會計師及中國聯盛投資集團有限公司之非執行董事。郭先生為特許公認會計師公會資深會員及香港會計師公會會員，並在企業融資、財務管理及審計方面擁有豐富經驗。郭先生於2006年9月13日獲委任為本公司獨立非執行董事、審核委員會主席及成員同時亦為本公司薪酬委員會成員。

陳寶光先生，現年53歲，在過去二十年均為商人。陳先生在香港及外地從事房地產業務。他曾於香港、亞洲國家及中國大陸的不同貿易及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、企業融資及投資的經驗。1993年，他曾是加拿大中國南方工業集團公司的推廣人。陳先生於2004年12月1日獲委任為獨立非執行董事。

林欣榮先生，現年58歲，畢業於香港中文大學，持有工商管理學士，現為香港證券學會會員。林先生為資深銀行家，具豐富的財務及投資管理閱歷，擁有超過三十年的銀行及投資經驗。林先生成立大華捷思有限公司提供企業及財務顧問服務。在此之前，林先生歷任美國大通銀行、日本興業銀行及依利安達等公司要職。林先生由2007年1月30日起獲委任為本公司之獨立非執行董事、審核委員會成員及薪酬委員會成員。

高級管理層

陳麗兒女士為本公司之財務總監及公司秘書。陳女士持有香港理工大學之會計學碩士學位。彼為特許公認會計師公會資深會員及香港會計師公會會員。陳女士於會計及財務管理方面累積逾十年經驗，曾於多家上市及非上市集團工作。陳女士於2008年2月加盟本集團。

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company endeavors in maintaining high standard of corporate governance for the enhancement of shareholders' value. The Company has complied with the required code provisions set out in the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules for the year ended 30 June 2009, except for the following deviation:

Code Provision A.2.1

This code stipulates that the role of chairman and chief executive officer should be separated and should not be performed by the same individual. Dr. Hui Ka Wah, Ronnie, JP ("Dr. Hui") was appointed as chairman and chief executive officer of the Company since 16 January 2009. Taking into account the size of operation of the Group, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the participation of experienced and high caliber members of the Board which meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Dr. Hui and believes that his appointment to the posts of chairman and chief executive officer is beneficial to the business prospects of the Group. Nevertheless, the Board will continually review the function of the Board and its relationship with the management, especially the necessity and the benefits of separating the roles of the chairman and chief executive officer.

BOARD OF DIRECTORS

Board Composition

As at 30 June 2009, the Board comprised two executive Directors, two non-executive Directors and three independent non-executive Directors.

The Board is responsible for determining the overall strategy; reviewing and approving the work plan of the Group; and overseeing the corporate governance of the Group. While the management of the Company is responsible for proposing and implementing the work plan of the Group, executing the day-to-day operation of the Group and undertaking any further responsibility as delegated by the Board from time to time.

企業管治常規守則

本公司一向致力於維持高水準之企業管治以增加股東價值。在截至2009年6月30日止年度，本公司已遵守創業板上市規則附錄15所載企業管治常規守則所規定之守則條文，惟以下之偏差除外：

守則條文 A.2.1

此守則規定主席及行政總裁之責任應區分且不應由一人擔任。於2009年1月16日，許家驊醫生太平紳士（「許醫生」）獲委任為本公司主席及行政總裁。經考慮本集團之營運規模後，董事會認為此架構將不會減弱董事會及本公司管理層之權力平衡。董事會成員都擁有豐富經驗及才幹，並定期討論影響本公司運作之問題，以確保權力得以平衡。董事會相信此架構對一個維繫實力雄厚且貫徹之領導具積極意義，使本集團能迅速及有效地訂定及執行決策。董事會深信許醫生之主席及行政總裁任命對本集團未來業務之展望有所裨益。雖然如此，但董事會仍會繼續審閱董事會之職能及其與管理層之關係，特別是關於是否需要把主席及行政總裁之角色分開與其相關之神益等事宜。

董事會

董事會組成

於2009年6月30日，董事會的成員包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。

董事會的責任在釐定本集團的整體策略，審閱及批准其工作計劃並監察其企業管治常規守則。而本公司管理層的責任則在建議及執行本集團的工作計劃，處理其日常之營運，同時不時承擔董事會委派的任何其他職務。

Corporate Governance Report

企業管治報告

Board Meeting

The Company held four full board meetings in the financial year ended 30 June 2009. The Directors participated in person or through electronic means of communication. The following is an attendance record of the meetings by each Director:

董事會會議

於截至2009年6月30日止財政年度內本公司已召開四次全體董事會會議，董事親身或透過其他電子通訊方式出席董事會會議。下表為每名董事的出席記錄：

| Name of Director 董事姓名 | | Number of meetings attended/held during the Director's term of office 董事任期內已出席／召開會議的次數 | | |
|---|-------------------------|--|------------------------------------|-----------------------------|
| | | Board 董事會 | Remuneration Committee 薪酬委員會 | Audit Committee 審核委員會 |
| Executive Directors 執行董事 | | | | |
| Dr. Hui Ka Wah, Ronnie J.P. (Chairman and chief executive officer) | 許家驊醫生，太平紳士 (主席及行政總裁) | 4/4 | 1/1 | — |
| Mr. Wu Kai | 吳楷先生 | 1/4 | — | — |
| Non-executive Directors 非執行董事 | | | | |
| Mr. Lui Chi Wah, Johnny | 呂志華先生 | 4/4 | — | — |
| Mr. Lau Kam Shan | 劉金山先生 | 4/4 | — | — |
| Independent non-executive Directors 獨立非執行董事 | | | | |
| Mr. Kwok Shun Tim | 郭純恬先生 | 4/4 | 1/1 | 4/4 |
| Mr. Chan Po Kwong | 陳寶光先生 | 4/4 | 1/1 | 4/4 |
| Mr. Lam Yan Wing | 林欣榮先生 | 4/4 | 1/1 | 4/4 |

Term of appointment and re-election of Directors

There is no service contract between the executive Directors and the Company and they have no fixed term of services with the Company.

Mr. Lau Kam Shan, the non-executive Director, has entered into a service contract with the Company with effect from the listing date of the Company on GEM until the Company's annual general meeting in 2005. The service agreement is continued thereafter until a termination notice is served by either party. The independent non-executive Directors are appointed for a term of one to two years.

All Directors would retire from office by rotation and are subject to the related provisions as stipulated in the articles of association of the Company.

董事之任期及重選

執行董事與本公司並無訂立服務合約並與本公司無固定任期。

非執行董事劉金山先生已與本公司訂定服務合約，任期為本公司於創業板上市日起直至本公司於2005年召開的股東週年大會為止。服務合約將繼續有效直至任何一方通知對方終止委任時止。獨立非執行董事之任期為一至兩年。

所有董事均須輪值退任及受本公司之組織章程細則訂明的相關條文規限。

Directors' securities transactions

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the year. The Company has also made specific enquiry to all Directors and the Company was not aware of any non-compliance with the required standard of dealing and its code of conduct regarding securities transactions by Directors.

REMUNERATION COMMITTEE

The remuneration committee was established on 8 June 2006 with specific terms of reference. The remuneration committee is mainly responsible for making recommendation to the Board on policies and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. As at 30 June 2009, the remuneration committee comprised three independent non-executive Directors, namely Mr. Kwok Shun Tim, Mr. Chan Po Kwong, Mr. Lam Yan Wing and one executive Director, namely Dr. Hui Ka Wah, Ronnie, JP. Dr. Hui is the chairman of the remuneration committee.

The remuneration committee held one meeting during the year ended 30 June 2009. The remuneration committee reviewed the remuneration policy of the Company, assessed the performance of the executive Directors and senior management and recommended specific remuneration packages of all the Directors and senior management to the Board.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual report and accounts, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the Group's financial reporting and internal control procedures.

The audit committee comprises three independent non-executive Directors, namely Mr. Kwok Shun Tim, Mr. Chan Po Kwong and Mr. Lam Yan Wing. Mr. Kwok Shun Tim is the chairman of the audit committee since his appointment on 13 September 2006.

The audit committee held four meetings during the year ended 30 June 2009 and reviewed the Group's financial statements for the year ended 30 June 2008, for the three months ended 30 September 2008, for the six months ended 31 December 2008 and for the nine months ended 31 March 2009 respectively.

The audit committee members have reviewed the Group's audited results for the year ended 30 June 2009.

董事之證券交易

年內，本公司已採納不遜於創業板上市規則第5.48至5.67條所列明股份交易準則內之條款，作為各董事買賣證券之道德行為守則。本公司亦已經已向全體董事特別查詢，據本公司所知，彼等已遵守該交易準則及董事買賣證券之道德行為守則。

薪酬委員會

本公司於2006年6月8日成立薪酬委員會並已界定其職權範圍。本委員會主要負責向董事會推薦建議各董事及高級管理層的薪酬政策及結構，並向董事會推薦建議設立正式及透明程序以發展該等薪酬的政策。於2009年6月30日，本委員會包括郭純恬先生、陳寶光先生及林欣榮先生三位獨立非執行董事及一位執行董事許家驊醫生，太平紳士，許醫生擔任薪酬委員會主席。

截至2009年6月30日止年度，薪酬委員會舉行一次會議。薪酬委員會檢討本公司的薪酬政策、評估執行董事及高級管理人員的表現，以及向董事會推薦建議所有董事及高級管理人員的特定薪酬待遇。

審核委員會

本公司已成立審核委員會，並根據創業板上市規則之規定書面界定其職權範圍。本公司審核委員會之主要職責為審閱本公司之年報及賬目、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閱及監督本集團之財務申報過程及內部監控程序。

審核委員會由三位獨立非執行董事組成，包括郭純恬先生、陳寶光先生及林欣榮先生。郭純恬先生自2006年9月13日受聘為獨立非執行董事起，一直擔任審核委員會主席。

截至2009年6月30日止年度，審核委員會舉行四次會議，分別審閱本集團截至2008年6月30日止年度，2008年9月30日止3個月，2008年12月31日止6個月及2009年3月31日止9個月的財務報表。

審核委員會已經審閱本集團截至2009年6月30日止年度經審核之業績。

NOMINATION OF DIRECTORS

The Company does not have a nomination committee. The Board as a whole is responsible for the procedure of agreeing to the appointment of its members and for nominating appropriate person for election by the Company's shareholders at the general meeting, either to fill a casual vacancy or as an addition to the existing Directors.

The notice of the general meeting contains detailed information on election of Directors including detailed biography of all Directors standing for election or re-election to enable the Company's shareholders to make an informed decision on their election.

AUDITOR'S REMUNERATION

The auditor, RSM Nelson Wheeler, provide statutory audit services to the Group. For the year ended 30 June 2009, fee for statutory audit for the Group amounts to HK\$268,000. The fee paid for non-audit services during the year ended 30 June 2009 was approximately HK\$20,000.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the accounts which give a true and fair view of the state of affairs of the Group and of the results for the year ended 30 June 2009 in accordance with the Companies Ordinance. The Directors have prepared the accounts on a going concern basis, and have selected appropriate accounting policies and applied them consistently, with applicable disclosures required under the GEM Listing Rules and pursuant to statutory requirements.

The statement issued by the auditor of the Company regarding their reporting responsibilities is set out in detail in the Independent Auditor's Report on page 22 to 23.

INTERNAL CONTROLS

The Directors have the overall responsibility for internal control, including risk management, and set appropriate policies having regard to the objectives of the Group. The Directors, through the audit committee, have continued to review the effectiveness of the Group's system of financial and non-financial controls. The system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. Controls are monitored by management review and by a programme of internal audits.

董事提名

本公司並無設立提名委員會。董事會負責協定委任其成員及提名合適人選(以填補臨時空缺或作為新增董事)以供股東在股東大會推選。

股東大會通告載有推選董事的詳細資料，包括所有候選或重選董事的履歷，以供股東於選舉時作出知情的決定。

核數師薪酬

本集團聘用中瑞岳華(香港)會計師事務所為核數師提供法定審核服務。截至2009年6月30日止年度之法定審核費用為268,000港元。截至2009年6月30日止年度內獲取非審核服務之總費用約為20,000港元。

問責性及核數

董事了解彼等須負責根據公司條例編撰真正公平地反映截至2009年6月30日止年度本集團財務狀況、其業績。董事按持續經營基準編撰賬目，並已貫徹選用合適的會計政策，亦已根據創業板上市規則及根據法定規例作出所需的披露。

本公司核數師就其申報責任而發出的聲明詳情載於第22至23頁的獨立核數師報告。

內部監控

董事負責整體內部監控(包括風險管理)，並按本集團目標制訂適當政策。董事一直透過審核委員會檢討本集團財務及非財務監控系統是否有效。內部監控系統旨在管理而非消除未能達成業務目標的風險，並僅可提供合理而非絕對的無重大錯誤陳述或虧損保證。監控措施由管理人員檢討及透過內部審核程序進行監督。

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 2009.

董事會欣然提呈彼等的年度報告及截至2009年6月30日止年度的經審核財務報表。

PRINCIPAL ACTIVITIES AND SEGMENTAL ANALYSIS OF OPERATIONS

The Company acts as an investment holding Company. The activities of its principal subsidiaries are set out in note 35 to the financial statements.

主要業務及經營業務分類分析

本公司為投資控股公司。其主要附屬公司的業務載於財務報表附註35。

An analysis of the Group's operations for the year by business activities is set out in note 8 to the financial statements.

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8。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 30 June 2009 are set out in the consolidated income statement on page 24.

業績及調撥

本集團截至2009年6月30日止年度的業績載於第24頁的綜合收益表。

The Directors do not recommend the payment of a dividend for the year ended 30 June 2009 (2008: Nil).

董事不建議派付截至2009年6月30日止年度之股息(2008年：無)。

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 16 to the financial statements.

物業、廠房及設備

本集團物業、廠房及設備變動的詳情載於財務報表附註16。

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in note 24 to the financial statements.

股本

本公司股本變動的詳情載於財務報表附註24。

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.

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。

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 84 of this annual report.

財務概要

本集團過去五個財政年度的業績及資產與負債概要載於本年報第84頁。

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the year.

購買、出售或贖回股份

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何股份。

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 30 June 2009, the Company's reserves available for distribution to its shareholders comprised the share premium and accumulated losses which in aggregate amounts to HK\$80,121,392 (2008: Nil). Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the payment of distributions or dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's articles of association, dividends shall be payable out of the profits or other reserves, including the share premium account, of the Company.

SHARE OPTIONS

Particulars of the Company's share option scheme are set out in note 27 to the financial statements.

DIRECTORS

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

Executive Directors

Dr. Hui Ka Wah, Ronnie *J.P.*
Mr. Wu Kai

Non-executive Directors

Mr. Lui Chi Wah, Johnny
(re-designated to non-executive Director on 16 January 2009)
Mr. Lau Kam Shan

Independent non-executive Directors

Mr. Kwok Shun Tim
Mr. Chan Po Kwong
Mr. Lam Yan Wing

In accordance with the provisions of the Company's articles of association, Mr. Wu Kai, Mr. Chan Po Kwong and Mr. Lam Yan Wing will retire as Directors. Each of Mr. Wu Kai and Mr. Chan Po Kwong, being eligible, will offer himself for re-election as Director. Due to other commitment, Mr. Lam Yan Wing will not offer himself for re-election.

本公司可供分派儲備

於2009年6月30日本公司可供分派予股東之儲備包括股份溢價及累計虧損，合共為80,121,392港元(2008年：無)。遵照開曼群島公司法(經修訂)、本公司的股份溢價可供分派或以股息分派予各股東，惟必須遵守公司章程內條款之規定，另緊接支付分派或股息後本公司在日常業務過程中有能力可即時歸還到期之債務。遵照本公司之章程細則，股息應從本公司溢利或其他儲備(包括股份溢價賬項)中支付。

購股權

本公司購股權計劃之詳情載於財務報表附註27。

董事

年內並直至此年報日期止之董事名單為：

執行董事

許家驊醫生，*太平紳士*
吳楷先生

非執行董事

呂志華先生
(於2009年1月16日調任為非執行董事)
劉金山先生

獨立非執行董事

郭純恬先生
陳寶光先生
林欣榮先生

按照本公司的組織章程細則，吳楷先生、陳寶光先生及林欣榮先生將從董事之職任滿告退。吳楷先生及陳寶光先生均符合資格並願膺選連任。林欣榮先生基於要履行其他職務而不會膺選連任。

DIRECTORS' SERVICE CONTRACTS

Mr. Lau Kam Shan, the non-executive Director, has entered into a service contract with the Company with effect from the listing date of the Company on GEM until the Company's annual general meeting in 2005. The service agreement is continued thereafter until a termination notice is served by either parties.

Mr. Chan Po Kwong has been appointed as an independent non-executive Director for a term of two years expiring on 30 November 2009. The appointment is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

Mr. Kwok Shun Tim and Mr. Lam Yan Wing have been appointed as an independent non-executive Directors for a term of one year expiring on 13 September 2010 and 29 January 2010 respectively. Their appointments are subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

Other than as disclosed above, no Director has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Company considers all of the independent non-executive Directors are independent.

董事服務合約

非執行董事劉金山先生已與本公司訂定服務合約，任期為本公司於創業板上市日起直至本公司於2005年召開的股東週年大會為止。服務合約將繼續有效直至任何一方對對方發出終止通知書時止。

陳寶光先生已獲委任為獨立非執行董事，任期為2年，將於2009年11月30日屆滿。有關委任須遵照本公司之章程細則及其他相關條文所訂明者輪值退任。

郭純恬先生及林欣榮先生已獲委任為獨立非執行董事為期1年，並分別於2010年9月13日及2010年1月29日屆滿。該任命須輪值退任並須遵守本公司章程細則中明定的董事服務合約條款。

除上文所披露者外，各董事並無與本公司或附屬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。

獨立非執行董事的任命

根據創業板上市規則第5.09條本公司已收到各獨立非執行董事獨立性之確認。基於該確認本公司認為所有獨立非執行董事均為獨立。

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

As at 30 June 2009, the interests of the Directors and the chief executives and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of GEM Listing Rules, were as follows:

The Company

Long positions in ordinary shares of HK\$0.001 each:

董事及高級行政人員於股份及相關股份的權益

於2009年6月30日，根據證券及期貨條例（「證券及期貨條例」）第352條須登記於本公司的登記冊內或根據創業板上市規則第5.46條須通知本公司及聯交所關於本公司各董事及高級行政人員及其聯繫人於本公司及其相聯法團的股份及相關股份權益如下：

本公司

面值0.001港元的普通股股份好倉：

| Name of Director | Capacity | Number of issued ordinary shares held | Percentage of the Company's issued share capital 佔本公司已發行股本百分比 |
|----------------------------------|---------------------------|---------------------------------------|--|
| 董事姓名 | 身份 | 所持已發行普通股數目 | |
| Mr. Lui Chi Wah, Johnny 呂志華先生 | Beneficial owner 實益擁有人 | 187,160,000 | 2.02% (note 1) (附註1) |

Save as disclosed above, 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 2009 as recorded in the register required to be kept by the Company under Section 352 of the SFO.

Note:

- At 30 June 2009, Mr. Lui Chi Wah, Johnny is interested in 2.02% of the issued share capital of the Company, adjusted after making reasonable enquiries.
- Subsequent to the balance sheet date, the Company proposed to implement the share consolidation on the basis that every ten (10) issued and unissued shares of HK\$0.001 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.01 each ("Share Consolidation"). The ordinary resolution approving the Share Consolidation was duly passed by the shareholders of the Company at the extraordinary general meeting held on 5 August 2009 and the Share Consolidation became effective on 6 August 2009.

除上文所披露者外，於2009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。

附註：

- 於2009年6月30日，呂志華先生擁有本公司已發行股本2.02%權益，於作出合理查詢後已予調整。
- 於結算日後，本公司建議實行股份合併，基準為本公司股本中每十(10)股每股面值0.001港元之已發行及未發行股份，將合併為一(1)股每股面值0.01港元之合併股份（「股份合併」）。批准股份合併之普通決議案已於2009年8月5日舉行之股東特別大會上獲本公司股東正式通過，而股份合併已於2009年8月6日生效。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS

At 30 June 2009, the register of substantial shareholders maintained by the Company under Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests or short position in the shares or underlying shares of the Company.

Long positions in ordinary shares of HK\$0.001 each:

主要股東

於2009年6月30日，按本公司根據證券及期貨條例第336條規定存置之主要股東登記冊顯示，以下股東已知會本公司其於本公司股份或相關股份之有關權益或短倉。

於每股面值0.001港元的普通股股份好倉：

| Name of shareholders | Capacity | Number of issued/ underlying ordinary shares held | Percentage of the Company's issued share capital |
|---|---------------------------|---|---|
| 股東名稱 | 身份 | 所持已發行/ 相關普通股數目 | 佔本公司 已發行股本 百分比 |
| Hong Kong Health Check and Laboratory Holdings Company Limited 香港體檢及醫學診斷控股有限公司 | Beneficial owner 實益擁有人 | 1,429,975,591 | 16.18% |
| Mr. U Man long 于文勇先生 | Beneficial owner 實益擁有人 | 3,000,000,000 | 33.95% (note 1) (附註1) |

Note:

1. Mr. U Man long is deemed to have a long position over 3,000,000,000 shares of the Company which may be allotted and issue pursuant to the referral agreement as disclosed in the circular of the Company dated 13 March 2008. The percentage of the Company's issued share capital was adjusted after making reasonable enquiries.
2. Subsequent to the balance sheet date, the Company proposed to implement the share consolidation on the basis that every ten (10) issued and unissued shares of HK\$0.001 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.01 each ("Share Consolidation"). The ordinary resolution approving the Share Consolidation was duly passed by the shareholders of the Company at the extraordinary general meeting held on 5 August 2009 and the Share Consolidation became effective on 6 August 2009.

Other than as disclose above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 June 2009.

附註：

1. 于文勇先生被視為於根據本公司2008年3月13日之通函所披露之轉介協議可能配發及發行之超過3,000,000,000股本公司股份中擁有好倉。本公司已發行股本百分比於作出合理查詢後已予調整。
2. 於結算日後，本公司建議實行股份合併，基準為本公司股本中每十(10)股每股面值0.001港元之已發行及未發行股份，將合併為一(1)股每股面值0.01港元之合併股份(「股份合併」)。批准股份合併之普通決議案已於2009年8月5日舉行之股東特別大會上獲本公司股東正式通過，而股份合併已於2009年8月6日生效。

除上文所披露者外，於2009年6月30日，本公司並無獲悉任何人士在本公司已發行股本中擁有任何其他相關權益或短倉。

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 51.91% of the total sales for the year and sales to the largest customer included therein accounted for 26.38% of the total sales of the year. Purchases from the Group's five largest suppliers accounted for 21.62% of the total purchases for the year and purchases to the largest supplier included therein accounted for 9.08% of the total purchases of the year. During the year, none of the Directors or any of their associates or any shareholders (which to the knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the top five customers and suppliers of the Group.

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.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and chief executive's interests in shares and underlying shares" and "Share based payments" in note 27 to the financial statements, at no time during the year was the Company or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

No 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.

主要客戶及供應商

於回顧年度，本集團五大客戶的銷售佔年度總銷售51.91%，而最大客戶的銷售則佔年度總銷售26.38%。向本集團五大供應商所作採購佔年度總採購額21.62%，而向最大供應商所作採購則佔年度總採購額9.08%。年內，本公司董事、其任何聯繫人或據董事所知擁有本公司已發行股本5%以上的股東概無於本集團五大客戶及供應商中擁有任何實際權益。

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。

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」一節及財務報表附註27的「以股份為基礎的付款」一段所披露者外，於年內任何時間，並無授予任何董事可透過購買本公司或任何其他法團股份或債券而獲得的利益。

董事於重大合約的權益

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。

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual report and accounts, interim reports and quarterly reports and to provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the Group's financial reporting and internal control procedures.

The audit committee comprises three independent non-executive Directors, namely Mr. Kwok Shun Tim, Mr. Chan Po Kwong and Mr. Lam Yan Wing. Mr. Kwok Shun Tim is the chairman of the audit committee since his appointment on 13 September 2006. The audit committee has met four times during the year.

The audit committee members have reviewed the Group's annual results for the year ended 30 June 2009.

CORPORATE GOVERNANCE

A report on the principal corporate governance practices adopted by the Company is set out on page 10 to 13 of this annual report.

EMOLUMENT POLICY

The emolument policy of the senior management of the Group is set up by the remuneration committee on the basis of the merit, qualifications and competence.

The emoluments of the Directors are decided by the remuneration committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors, employees and other eligible participants, details of the scheme is set out in note 27 to the financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of Directors, the Company has maintained sufficient public float as at the date of this annual report.

審核委員會

本公司經已成立審核委員會，並根據創業板上市規則之規定書面界定其職權範圍。審核委員會之主要職責為審閱本公司之年報及賬目、中期報告及季度報告，並就此向董事會提出意見及建議。審核委員會亦會負責審閱及監督本集團之財務申報過程及內部監控程序。

審核委員會由郭純恬先生、陳寶光先生及林欣榮先生三位獨立非執行董事組成。自從於2006年9月13日獲委任後，郭純恬先生擔任審核委員會主席。審核委員會於年內舉行了四次會議。

審核委員會成員已審閱本集團截至2009年6月30日止年度之全年業績。

企業管治

本公司就已採納之主要企業管治常規守則於本年報第10至13頁提呈報告。

薪酬政策

本集團之高級管理層薪酬政策乃由薪酬委員會按彼等之優點、資歷及能力而定。

本公司董事之薪酬乃由薪酬委員會經考慮本公司經營業績、個別表現以及市場可供比較之數據而定。

本公司已採納購股權計劃，以向董事、僱員及其他合資格參與人士提供獎勵，計劃詳情載於財務報表附註27。

足夠公眾持股量

根據本公司可循公開途徑獲得之資料，並就董事所知，本公司於本年報刊發之日已維持足夠公眾持股量。

POST BALANCE SHEET EVENTS

- (1) Subsequent to the balance sheet date, the Company proposed to implement the share consolidation on the basis that every ten issued and unissued shares of HK\$0.001 each in the share capital of the Company will be consolidated into one consolidated share of HK\$0.01 each ("Share Consolidation"). The ordinary resolution approving the Share Consolidation was duly passed by the shareholders of the Company at the extraordinary general meeting held on 5 August 2009 and the Share Consolidation became effective on 6 August 2009.
- (2) On 9 July 2009 and 14 August 2009, the board of Directors approved to grant 42,500,000 and 92,600,000 share options. Each option gives the eligible participants the right to subscribe for one ordinary share of the Company. The number of options granted have been adjusted according to the share consolidation.

AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. RSM Nelson Wheeler as auditor of the Company.

For and on behalf of the Board

Hui Ka Wah, Ronnie

Chairman

Hong Kong, 24 September 2009

結算日後事項

- (1) 於結算日後，本公司建議實行股份合併，基準為本公司股本中每十股每股面值0.001港元之已發行及未發行股份，將合併為一股每股面值0.01港元之合併股份（「股份合併」）。批准股份合併之普通決議案已於2009年8月5日舉行之股東特別大會上獲本公司股東正式通過，而股份合併已於2009年8月6日生效。
- (2) 於2009年7月9日及2009年8月14日，董事會批准授出42,500,000份及92,600,000份購股權。每份購股權賦予合資格參與者權利認購一股本公司普通股。所授出之購股權數目已根據股份合併予以調整。

核數師

本公司將於應屆股東週年大會上將提呈決議案，續聘中瑞岳華(香港)會計師事務所為本公司核數師。

代表董事會

許家驊

主席

香港，2009年9月24日

RSM Nelson Wheeler
中瑞岳華(香港)會計師事務所
Certified Public Accountants

**TO THE SHAREHOLDERS OF
CORE HEALTHCARE INVESTMENT HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Core Healthcare Investment Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 24 to 83, which comprise the consolidated balance sheet as at 30 June 2009, and the consolidated income statement, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit 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. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

致確思醫藥投資控股有限公司

各股東

(於開曼群島註冊成立的有限公司)

本核數師已審核確思醫藥投資控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)刊於第24頁至第83頁的綜合財務報表，當中載有於2009年6月30日之綜合資產負債表、及截至該日止年度之綜合收益表、綜合權益變動報表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事有責任遵照香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製並真實兼公平地呈報本財務報表。該責任包括設計、實行及維持與編製並真實兼公平地呈報財務報表相關之內部監控，以使財務報表不存有由於欺詐或錯誤而導致的重大錯誤陳述，選擇並應用適當之會計政策，以及按情況作出合理會計估算。

核數師之責任

本行之責任乃根據本行之審核結果就本財務報表發表意見，並僅向全體股東報告，除此之外本報告不可作其他用途。本行概不就本報告之內容向任何其他人士負上或承擔任何責任。本行乃根據香港會計師公會頒佈之香港審核準則進行審核。按該等準則規定，本行須遵守道德操守規定並計劃及進行審核，以期合理確定本財務報表是否不存在任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30 June 2009 and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards 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

24 September 2009

審核包括進程序以取得與財務報表所載金額及披露事項有關之審核憑證。所選用之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在作出該等風險評估時，核數師會考慮與公司編製並真實兼公平地呈報財務報表相關之內部監控，但目的僅在於按具體情況設計適當之審核程序，而並非要對公司之內部監控有效與否表達意見。此外，審核亦包括評核董事所採用之會計政策是否恰當以及其所作之會計估算是否合理，以及評核財務報表之整體呈報方式。

本行相信，本行已取得充分而恰當之審核憑證，足以為本行之審核意見提供基礎。

意見

本行認為，本綜合財務報表已按香港財務報告準則真實兼公平地反映貴集團於2009年6月30日之財政狀況以及貴集團截至該日止年度之業績及現金流量狀況，並已按照香港公司條例之披露規定妥為編製。

中瑞岳華(香港)會計師事務所

執業會計師
香港

2009年9月24日

Consolidated Income Statement

綜合收益表

For the year ended 30 June 2009
截至2009年6月30日止年度

| | | Note | 2009 | 2008 |
|--|----------------------------|------|---------------------|--------------------|
| | | 附註 | HK\$ 港元 | HK\$ 港元 |
| Turnover | 營業額 | 6 | 4,889,627 | 1,597,086 |
| Cost of sales and services | 銷售及服務成本 | | (3,148,045) | (968,459) |
| Gross profit | 毛利 | | 1,741,582 | 628,627 |
| Other income | 其他收入 | 7 | 2,727,395 | 4,247,160 |
| Gain on early redemption of convertible bonds | 提早贖回可換股債券之收益 | 22 | 338,810,331 | – |
| Selling and distribution expenses | 銷售及分銷費用 | | (62,766) | (121,380) |
| Administrative expenses | 行政費用 | | (11,794,512) | (8,114,649) |
| Other operating expenses | 其他營運費用 | | (5,616,699) | (1,609,551) |
| Net loss of financial assets at fair value through profit or loss (held for trading) | 經損益賬按公平值入賬之持作買賣金融資產之公平值淨虧損 | | (10,210,574) | (15,256,370) |
| Impairment losses of goodwill | 商譽減值虧損 | | (3,050,800) | – |
| Fair value loss of convertible bonds | 可換股債券之公平值虧損 | 22 | – | (340,548,687) |
| Profit/(loss) before tax | 除稅前溢利/(虧損) | | 312,543,957 | (360,774,850) |
| Income tax expense | 所得稅開支 | 9 | (125,001) | (150,000) |
| Profit/(loss) for the year attributable to equity holders of the Company | 本公司股東應佔本年度溢利/(虧損) | | 312,418,956 | (360,924,850) |
| Dividends | 股息 | 13 | – | – |
| Earnings/(loss) per share | 每股盈利/(虧損) | 14 | | (restated) (重列) |
| – basic | – 基本 | | 0.414 | (0.536) |
| – diluted | – 攤薄 | | (0.020) | N/A 不適用 |

Consolidated Balance Sheet

綜合資產負債表

At 30 June 2009
於2009年6月30日

| | | Note | 2009 | 2008 |
|--|---------------------|------|-------------------|---------------|
| | | 附註 | HK\$ | HK\$ |
| | | | 港元 | 港元 |
| Non-current assets | 非流動資產 | | | |
| Intangible assets | 無形資產 | 15 | – | – |
| Property, plant and equipment | 物業、廠房及設備 | 16 | 1,907,730 | 2,529,766 |
| | | | 1,907,730 | 2,529,766 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 17 | – | 51,580 |
| Trade and other receivables | 貿易及其他應收款項 | 18 | 11,467,771 | 23,759,566 |
| Financial assets at fair value through profit or loss | 經損益賬按公平值入賬 之金融資產 | 19 | 25,436,887 | 24,390,311 |
| Cash and bank balances | 現金及銀行結餘 | 20 | 52,926,051 | 179,459,840 |
| | | | 89,830,709 | 227,661,297 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 21 | 1,883,786 | 1,059,750 |
| Convertible bonds | 可換股債券 | 22 | – | 490,548,687 |
| Current tax liabilities | 即期稅項負債 | | – | 1,541,000 |
| | | | 1,883,786 | 493,149,437 |
| Net current assets/(liabilities) | 流動資產/(負債)淨值 | | 87,946,923 | (265,488,140) |
| NET ASSETS/(LIABILITIES) | 資產/(負債)淨值 | | 89,854,653 | (262,958,374) |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 24 | 8,836,745 | 7,381,745 |
| Reserves | 儲備 | | 81,017,908 | (270,340,119) |
| TOTAL EQUITY/(CAPITAL DEFICIENCY) | 權益總額/(資本虧絀) | | 89,854,653 | (262,958,374) |

Approved by the Board of Directors on 24 September 2009

董事會於2009年9月24日核准

Hui Ka Wah, Ronnie
許家驊
Director
董事

Wu Kai
吳楷
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動報表

For the year ended 30 June 2009
截至2009年6月30日止年度

| | | Reserves 儲備 | | | | | |
|---|-------------------------|------------------|------------------|-----------------------------|-----------------------|--------------------------|---------------|
| | | Share capital | Share premium | Share option reserves | Accumulated losses | Sub-total of reserves | Total |
| | | 股本 | 股份溢價 | 購股權儲備 | 累計虧損 | 儲備小計 | 總值 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 |
| Balance at 1 July 2007 | 於2007年7月1日結餘 | 3,825,920 | 46,952,988 | 1,700,386 | (14,423,916) | 34,229,458 | 38,055,378 |
| Loss and total recognised income and expense for the year | 本年度虧損及已確認之總收入及支出 | - | - | - | (360,924,850) | (360,924,850) | (360,924,850) |
| Issue of shares upon placements | 配售所發行之股份 | 3,343,880 | 51,958,231 | - | - | 51,958,231 | 55,302,111 |
| Issue of shares upon exercise of shares options | 行使購股權所發行之股份 | 211,945 | 3,559,747 | - | - | 3,559,747 | 3,771,692 |
| Recognition of share-based payments | 確認以股份為基礎之付款 | - | - | 837,295 | - | 837,295 | 837,295 |
| Transfer of reserve upon exercise of share options | 行使購股權之儲備轉撥 | - | 1,700,386 | (1,700,386) | - | - | - |
| | | 3,555,825 | 57,218,364 | (863,091) | - | 56,355,273 | 59,911,098 |
| Balance at 30 June 2008 and 1 July 2008 | 於2008年6月30日及2008年7月1日結餘 | 7,381,745 | 104,171,352 | 837,295 | (375,348,766) | (270,340,119) | (262,958,374) |
| Profit and total recognised income and expense for the year | 本年度溢利及已確認之總收入及支出 | - | - | - | 312,418,956 | 312,418,956 | 312,418,956 |
| Issue of shares upon placements | 配售所發行之股份 | 1,200,000 | 27,891,995 | - | - | 27,891,995 | 29,091,995 |
| Issue of shares upon exercise of share options | 行使購股權所發行之股份 | 255,000 | 7,905,000 | - | - | 7,905,000 | 8,160,000 |
| Recognition of share-based payments | 確認以股份為基礎之付款 | - | - | 3,142,076 | - | 3,142,076 | 3,142,076 |
| Transfer of reserve upon exercise of share options | 行使購股權之儲備轉撥 | - | 3,142,076 | (3,142,076) | - | - | - |
| | | 1,455,000 | 38,939,071 | - | - | 38,939,071 | 40,394,071 |
| Balance at 30 June 2009 | 於2009年6月30日結餘 | 8,836,745 | 143,110,423 | 837,295 | (62,929,810) | 81,017,908 | 89,854,653 |

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 30 June 2009
截至2009年6月30日止年度

| | Note 附註 | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--|----------------------------|----------------------|--------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | 經營活動現金流量 | | |
| Profit/(loss) before tax | 除稅前溢利/(虧損) | 312,543,957 | (360,774,850) |
| Adjustments for: | 調整： | | |
| Interest income | 利息收入 | (2,408,457) | (3,109,733) |
| Dividend income from listed investments | 來自上市投資項目之股息收入 | (246,362) | (292,989) |
| Depreciation | 折舊 | 831,354 | 780,431 |
| Loss on disposals of property, plant and equipment | 出售物業、廠房及設備之虧損 | - | 84,297 |
| Share-based payments expenses | 以股份為基礎之付款費用 | 3,142,076 | 837,295 |
| Net loss on financial assets at fair value through profit or loss (held for trading) | 經損益賬按公平值入賬之持作買賣金融資產之公平值淨虧損 | 10,210,574 | 15,256,370 |
| Gain on early redemption of convertible bonds | 提早贖回可換股債券之收益 | (338,810,331) | - |
| Fair value loss of convertible bonds | 可換股債券之公平值虧損 | - | 340,548,687 |
| Impairment losses of goodwill arising on acquisitions | 收購產生之商譽減值 | 3,050,800 | - |
| Write-off of property, plant and equipment | 物業、廠房及設備撇賬 | 53,179 | - |
| Write-off of inventories | 存貨撇賬 | 16,661 | 23,984 |
| Operating loss before working capital changes | 營運資金變動前經營虧損 | (11,616,549) | (6,646,508) |
| Decrease in inventories | 存貨減少 | 34,919 | 24,963 |
| Decrease/(increase) in trade and other receivables | 貿易及其他應收款項減少/(增加) | 12,788,858 | (5,707,601) |
| Decrease in trade and other payables | 貿易及其他應付款項減少 | (125,417) | (287,415) |
| Purchases of financial assets at fair value through profit or loss | 購入經損益賬按公平值入賬之金融資產 | (27,668,005) | (73,922,751) |
| Proceeds from disposals of financial assets at fair value through profit or loss | 出售經損益賬按公平值入賬之金融資產所得款項 | 16,410,855 | 49,538,934 |
| Cash used in operating activities | 經營活動所用現金 | (10,175,339) | (37,000,378) |
| Hong Kong Profits Tax paid | 已付香港所得稅 | (1,666,001) | - |
| Net cash used in operating activities | 經營活動所用現金淨額 | (11,841,340) | (37,000,378) |
| CASH FLOW FROM INVESTING ACTIVITIES | 投資活動現金流量 | | |
| Purchases of property, plant and equipment | 購置物業、廠房及設備 | (360,798) | (468,471) |
| Proceeds from disposals of property, plant and equipment | 出售物業、廠房及設備所得款項 | 221,340 | 330,000 |
| Acquisition of subsidiaries | 收購附屬公司 | (2,721,449) | - |
| Increase in time deposits with original maturity of more than three months when acquired | 於購入時原訂到期日超過三個月之定期存款增加 | (13,700,000) | - |
| Dividends received from listed investments | 已收來自投資上市項目之股息 | 246,362 | 292,989 |
| Interest received | 已收利息 | 2,408,457 | 3,109,733 |
| Net cash (used in)/generated from investing activities | 投資活動所(用)/產生現金淨額 | (13,906,088) | 3,264,251 |

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 30 June 2009
截至2009年6月30日止年度

| | | Note | 2009 | 2008 |
|--|---------------------------|------|----------------------|-------------|
| | | 附註 | HK\$ 港元 | HK\$ 港元 |
| CASH FLOWS FROM FINANCING ACTIVITIES | 融資活動現金流量 | | | |
| Proceeds from issue of convertible bonds | 發行可換股債券所得款項 | | – | 150,000,000 |
| Early redemption of convertible bonds | 提早贖回可換股債券 | | (150,000,000) | – |
| Proceeds from issue of shares upon placements | 配售時發行股份所得款項 | | 29,091,995 | 55,302,111 |
| Proceeds from issue of shares upon exercise of share options | 行使購股權所發行之股份所得款項 | | 8,160,000 | 3,771,692 |
| Finance costs | 融資成本 | | (1,738,356) | – |
| Net cash (used in)/generated from financing activities | 融資活動所(用)/產生現金淨額 | | (114,486,361) | 209,073,803 |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值結餘(減少)/增加淨額 | | (140,233,789) | 175,337,676 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR | 年初的現金及現金等值結餘 | | 179,459,840 | 4,122,164 |
| CASH AND CASH EQUIVALENTS AT END OF YEAR | 年末的現金及現金等值結餘 | | 39,226,051 | 179,459,840 |
| ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS | 現金及現金等值結餘分析 | | | |
| Cash and bank balances | 現金及銀行結餘 | 20 | 39,226,051 | 179,459,840 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the "Corporate Information" of this annual report. The Company's shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 35 to the financial statements.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), issued by the Hong Kong Institute of Certified Public Accountants, that are relevant to its operations and effective for its accounting year beginning on 1 July 2008. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group's accounting policies and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial positions.

3. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of The Stock Exchange and by the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention, as modified by the valuation of investments and convertible bonds which are carried at their fair values.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires management to exercise its judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these financial statements, are disclosed in note 4 to the financial statements.

1. 概略資料

本公司乃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。本公司註冊辦事處及主要營業地點之地址已披露於本年報「公司資料」部分。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。

本公司為一家投資控股公司，其主要附屬公司之業務載於財務報表附註35。

2. 新增及經修訂香港財務報告準則之採納

於本年度，本集團已採納由香港會計師公會頒佈之所有與集團營運有關並於2008年7月1日開始之會計年度生效之新增及經修訂香港財務報告準則（「香港財務報告準則」）編製。採納該等新增及經修訂香港財務報告準則，對本集團本年度及過往年度的會計政策及賬目金額並未做成重大的改變。

本集團並沒有應用已頒佈但仍未生效之新香港財務報告準則。本集團經已就該等新香港財務報告準則之影響展開評估，惟目前未能指出該等新香港財務報告準則會否對其經營業績及財務狀況產生重大影響。

3. 主要會計政策

本財務報表乃根據香港財務報告準則編製，並同時符合香港普遍採納之會計原則、聯交所創業板證券上市規則的適用披露規定以及香港公司條例的適用披露規定。

本財務報表是以歷史成本慣例作為編製基準，並已就投資及可換股債券以公平值入賬進行評估及修訂。

編製符合香港財務報告準則的財務報表，必須使用若干重要假設和估計，亦要求管理層於會計政策應用過程中作出判斷。凡牽涉關鍵性判決、假設及估計並對本財務報表有重大影響的範疇，已披露於財務報表附註4內。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Inter-company transactions, balances and unrealised profits on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(b) Business combination and goodwill

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets, liabilities and contingent liabilities of the subsidiary in an acquisition are measured at their fair values at the acquisition date.

The excess of the cost of acquisition over the Group's share of the net fair value of the subsidiary's identifiable assets, liabilities and contingent liabilities is recorded as goodwill. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised in the consolidated income statement.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses of goodwill are recognised in the consolidated income statement and are not subsequently reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing.

3. 主要會計政策(續)

於編製本財務報表時所應用的主要會計政策詳列如下：

(a) 綜合基準

本綜合財務報表包括本公司及其附屬公司截至6月30日止的財務報表。附屬公司乃本集團具有控制權的機構。控制權是指管治某機構的財務及經營政策的權力，從而於其業務取得利益。在評估本集團是否擁有控制權時，將會考慮現時可行使或可轉換之潛在投票權的存在及影響。

附屬公司於其控制權轉讓給本集團當天起完全綜合計算於本集團內，並於失去其控制權當天起附屬公司便不再綜合計算在本集團內。

本集團內公司間之交易，結餘及未實現的交易收益均予對銷。除非該項交易有證據證明已轉讓資產出現減值，否則未實現虧損應予以對銷。附屬公司的會計政策已因應需要作出更改以確保與本集團所採納的政策一致。

(b) 業務合併及商譽

本集團採用收購會計法就收購附屬公司入賬。收購成本按於交易當日所獲資產、已發行股本工具及已產生或承擔之負債之公平值加上直接源自收購之成本計量。在收購時附屬公司之可識別資產、負債及或然負債，均於收購當日按其公平值計量。

收購成本超過本集團應佔附屬公司之可識別資產、負債及或然負債公平淨值之差額列賬為商譽。本集團應佔可識別資產、負債及或然負債公平淨值超過收購成本之差額則在綜合收益表內確認。

本集團每年均進行商譽的減值測試，而商譽乃按成本減累計減值虧損列賬。商譽的減值虧損會於綜合收益表中確認，且不得於其後撥回。本集團會就減值測試將商譽分配至現金產生單位。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency using the exchange rates prevailing 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 income statement.

Translation differences on non-monetary items, such as equity instruments classified as financial assets at fair value through profit or loss, are reported as part of the fair value gain or loss.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in the income statement during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

| | |
|--|-----------------|
| Laboratory equipment | 5 years |
| Leasehold improvements | 5 years |
| Office equipment, furniture and fixtures | 2 1/2 – 5 years |
| Motor vehicles | 4 years |

3. 主要會計政策(續)

(c) 外幣交易

(i) 功能及呈列貨幣

本集團內各實體的財務報表內的項目均以該實體經營業務所在之主要經濟環境內通行之貨幣(「功能貨幣」)計量。本綜合財務報表以港元呈列，而該貨幣為本公司的功能及呈列貨幣。

(ii) 於各實體之財務報表中之交易及結餘

外幣交易均按交易當日之匯率換算為功能貨幣入賬。以外幣為單位的貨幣性資產和負債以結算日的匯率換算。基於此換算政策所做成的損益賬項算入收益表中。

非貨幣項目(例如歸類為經損益賬按公平值入賬之金融資產的股本工具)的換算差額則呈報為公平值盈虧的一部份。

(d) 物業、廠房及設備

物業、廠房及設備均以成本減去累計折舊再減去減值虧損入賬。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出該項目成本之情況下，其後之成本才會包括於資產賬面值或確認為獨立之資產(如適用)。所有其他維修及保養支出於其產生之期間內計入收益表。

物業、廠房及設備的折舊會以合適的折舊率來計算。使用的折舊率必須足以將其成本減去殘值後於估計可用期間內，以直線舊法全部註銷，主要可使用年期如下：

| | |
|---------------|------------|
| 實驗室設備 | 5年 |
| 裝修 | 5年 |
| 辦公室設備、傢俬及固定裝置 | 2 1/2 – 5年 |
| 汽車 | 4年 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment (continued)

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at each balance sheet date.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

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

(e) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments (net of any incentives received from the lessor) are expensed in the income statement on a straight-line basis over the lease term.

(f) Intangible assets

(i) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset is recognised only if all of the following conditions are met:

- An asset is created that can be identified;
- It is probable that the asset created will generate future economic benefit; and
- The development cost of the asset can be measured reliably.

Internally generated intangible assets are measured initially at cost and are amortised on a straight-line basis over their estimated useful lives which generally do not exceed twenty years. Where no internally generated intangible asset can be recognised, development expenditure is charged to the income statement in the period in which it is incurred.

3. 主要會計政策(續)

(d) 物業、廠房及設備(續)

在適當時，相關的資產殘餘值、可用期及折舊方法會於每一結算日重新審閱及調整。

在建工程是指在建造中的建築和有待安裝的廠房及機械，並以成本價減去減值損失入賬。在建工程相關之資產在可以使用時開始折舊。

出售物業、廠房及設備之損益是指其出售金額和賬面金額的差異，並於收益表中確認。

(e) 經營租賃

凡由出租人擁有並保留重大比例之風險及回報之租賃項目均列作經營租賃。經營租賃所支出的款項(扣除租金所取得之回報後)，經在收益表中以直線攤銷法在租賃期內攤銷。

(f) 無形資產

(i) 研究與開發支出

研究業務的支出於產生期間確認為費用項目。由內部資源產生的無形資產只有在達到下列條件才予以確認：

- 該項創造之資產可供識別；
- 該項創造之資產將來可能會產生經濟收益；及
- 該項資產的發展成本能可靠地計量。

由內部資源產生的無形資產於初始時以成本計量並以直線法根據估計可用期間(通常不會超逾20年)進行攤銷。如無由內部資源產生的無形資產可供確認，開發支出則於其產生期間內於收益表中扣除。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Intangible assets (continued)

(ii) Patents and licences

Patents and licences are measured initially at purchase cost and are amortised on a straight-line basis over their estimated useful lives of the relevant testing services of 7 to 15 years.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. 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.

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in equity is recognised in the income statement.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in the income statement.

3. 主要會計政策(續)

(f) 無形資產(續)

(ii) 專利權及特許權

專利權及特許權於初始時以購入價計量並以直線法根據相關測試服務的估計可用期分7至15年攤銷。

(g) 存貨

存貨按成本與可變現淨值兩者之較低者列賬。成本以加權平均成本法確定。可變現淨值指日常業務過程中的估計銷售價減去所有估計完成成本及在銷售過程中所支付費用後之價值。

(h) 金融工具之確認及取消確認

當本集團成為金融工具合約條文之訂約方，即於資產負債表確認金融資產及金融負債。

當從金融資產收取現金流量的合約權屆滿；本集團轉讓絕大部分資產擁有權的風險和回報；或本集團在並無轉讓或保留絕大部分資產擁有權的風險和回報，但沒有保留資產的控制權時，金融資產會被取消確認。金融資產被取消確認時，是將資產賬面金額，與已收及應收代價加上已直接確認於股本的累計收益或虧損之總和，其兩者之間的差額確認於收益表上。

當有關合約所訂明責任獲解除、取消或屆滿時，金融負債會被取消確認。取消確認財務負債之賬面值與已付代價之差額於收益表確認。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Financial assets at fair value through profit or loss are either investments held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in the income statement.

(j) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in the income statement.

Impairment losses are reversed in subsequent periods and recognised in the income statement when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

3. 主要會計政策(續)

(i) 投資

當投資買賣是根據合約，而其條款規定該投資按有關市場設定的時限內交付時，該投資即按交易日期基準確認及取消確認，並在初始時以公平值加直接應佔交易成本計量，但經損益賬按公平值入賬之金融資產除外。

經損益賬按公平值入賬之金融資產包括：用作買賣之投資或於初始以公平值入賬於損益賬之投資，其後此等投資將以公平值入賬。而由於公平值改變而產生的損益則於收益表中入賬。

(j) 貿易及其他應收款項

貿易及其他應收款項乃沒有於活躍市場之報價之非衍生金融資產，並具有固定的或可釐定的款項及初步按公平值確認及其後按攤銷成本以實際利息法扣除減值撥備計量。貿易及其他應收款之減值撥備乃在客觀憑證顯示本集團將不能根據應收賬項之原有限期收回到期款項時作出。撥備款項指資產之賬面金額與按實際利率貼現之估計未來現金流量現值之差額，撥備之款項在收益表中確認。

當確認減值後而客觀事實使可收回的應收賬金額增加則減值損失可於其後期間撥回，但於撤銷減值當日應收賬的賬面值不能超逾如沒有確認減值時的攤銷後成本。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Cash and cash equivalents

For the purpose of the cash flow statement, 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.

(l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

(n) Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into equity instruments, other than into a fixed number of equity instruments at a fixed conversion price, are regarded as combined instruments consist of a liability and a derivative component.

On initial recognition, the convertible bonds with the derivative component as a whole are designated as financial liabilities at fair value through profit or loss. The entire convertible bonds are initially recognised at fair value on the date of issue and are subsequently measured at fair value until extinguished on redemption. Changes in the fair value of the entire convertible bonds are recognised in the income statement as they arise. Interest on convertible bonds designated as financial liabilities at fair value through profit or loss is included in the fair value gain or loss for that period. Gain on the redemption of the entire convertible bonds is recognised immediately in the income statement during the year.

Transaction costs that are directly attributable to the issue of the convertible bonds designated as financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

3. 主要會計政策(續)

(k) 現金及現金等值

為編製綜合現金流量表，現金及現金等值項目指銀行結餘及現金，存放於銀行及其他財務機構之流動存款及隨時可轉換為既定現金金額且價值，變動風險並不重大之短期高流通性投資。

(l) 金融負債及股本工具

金融負債及股本工具按所訂立合約之真義及香港財務報告準則所訂立之財務負債及股本工具之定義分類。股本工具為證明在本集團資產(經扣除其所有負債)的剩餘權益之任何合約。就金融負債及股本工具採納之會計政策載列如下。

(m) 借款

借款於初始時按公平值扣除已產生之交易成本確認，隨後則使用實際利息法按攤銷成本計算。

除非本集團擁有無條件權利於結算日後將負債之結算遞延至少十二個月，否則借款被分類為流動負債。

(n) 可換股債券

給予持有人可轉換債券成為股本工具的可換股債券，除了可轉換的股本工具為固定數目及以固定轉換價轉換的可換股債券，被列為包含負債及衍生成分的合併工具。

在最初確認時，具有衍生成分的可換股債券整體被指定為以公平值計入損益的金融負債。整體可換股債券最初以發行日期的公平值確認，隨後則以公平值計量直至被贖回。當整體可換股債券的公平值有所改變時，會被確認於收益賬。被指定為以公平值計入損益的金融負債之可換股債券的利息包括在相關期間的公平值損益內。贖回全部可換股債券之收益隨即於年內之收益表內確認。

直接關於發行被指定以公平值計入損益的金融負債之可換股債券的交易成本，立即確認於收益表內。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(p) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(q) Derivative financial instruments

Derivatives are initially recognised at fair value on the contract date and are subsequently measured at fair value.

Changes in the fair value of derivatives that do not qualify for hedge accounting are recognised in the income statement as they arise.

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

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

Revenue from the provision of advertising services is recognised when the services are provided.

Revenue from the sales of diagnostic testing products, health food and pharmaceutical 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.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Interest income is recognised on a time-proportion using the effective interest method.

3. 主要會計政策(續)

(o) 貿易及其他應付款項

貿易及其他應付款項於初始時以其公平值入賬並在其後以實際利率法按攤銷成本計量，及以折現後之效果並不明顯時為例外。在此情況下則以成本入賬。

(p) 股本工具

由本公司發行的股本工具以所得款項減去直接發行成本入賬。

(p) 衍生金融工具

衍生工具於初始時以合約日期按公平值入賬，其後則以公平值入賬。

當衍生工具的公平值有所改變而不能符合對沖會計法入賬的條件時，會在產生時確認於收益表內。

(r) 收入確認

收入按所收取或應收取代價之公平值計量，並於經濟收益可能流入本集團且收益金額能可靠計量時確認。

提供診斷測試服務的收入乃於提供服務時隨即確認。

提供廣告服務之收入乃於提供服務時隨即確認。

銷售診斷測試產品，保健產品及藥品的收入，於轉讓擁有權之重大風險及收益時予以確認，一般與貨物交付顧客及所有權轉移之時間相同。

來自投資項目之股息收入乃於本集團收取股息之權利確立時確認入賬。

利息收入是按時間比例以實際利率方法計算確認。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to the income statement represents contributions payable by the Group to the funds.

(t) Share-based payments

The Group issues equity-settled share-based payments to certain grantees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

(u) Borrowing costs

All borrowing costs are recognised in the income statement in the period in which they are incurred.

3. 主要會計政策(續)

(s) 僱員福利

(i) 僱員應享假期

僱員享有之年假及長期服務假期於僱員應計年假時確認。截至結算日止僱員提供服務所產生之年假及長期服務假之估計負債作出撥備。

僱員享有的病假及分娩假於放假時開始確認。

(ii) 退休計劃之責任

本集團向所有僱員享有的定額供款退休計劃作出供款。本集團及僱員各自作出的供款以僱員的基本薪金之特定比率計算。而在收益表中入賬的退休計劃成本為本集團所支付的供款。

(t) 以股份為基礎之付款

本集團向若干承讓人發行以股本結算的以股份為基礎之付款，並以授出當日的股本工具的公平值作計量(不包括非市場為本的歸屬條件)。以股本結算的以股份為基礎之付款在授出日釐定其公平值，並以直線法於歸屬期內根據本集團估計最終將會歸屬之股份數目並為非市場為本的歸屬條件予以調整後攤銷。

(u) 借款成本

所有借款成本於該成本發生期間於收益賬確認。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

3. 主要會計政策(續)

(v) 稅項

所得稅項包括本期稅項及遞延稅項。

本期應付稅項乃根據本年度的應課稅溢利計算。應課稅溢利有別於在收益表中所呈列之溢利，因它並不包含在其他年度應課稅或扣稅的收入或支出，同時亦不包含那些永不需課稅或扣除之項目。本集團之本期稅項負債是以結算日已生效或實際生效的稅率計算。

遞延稅項為就財務報表內資產及負債賬面值及其相應之應課稅溢利的稅基之差額，並以資產負債表負債法列賬。遞延稅項負債一般會就所有應課稅臨時差額確認，而遞延稅項資產乃於可能出現應課稅溢利對銷可扣稅臨時差額、未使用稅項虧損或未使用課稅扣除時確認。若該臨時差額因商譽產生或於一項交易中初步確認其他資產負債(業務合併除外)時產生而不影響應課稅溢利或會計溢利，則不會確認該等遞延稅項資產及負債。

遞延稅項乃根據於結算日已生效或實際生效的稅率，按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項乃扣自或計入綜合收益表，惟遞延稅項產生自直接扣自或計入權益的項目之情況除外。在此情況下，遞延稅項亦會於權益中處理。

遞延稅項資產及負債於可依法以即期稅項資產與即期稅項負債抵銷時，及於該等遞延稅項資產及負債乃同一稅務機關所徵收之所得稅且本集團擬以淨額結清其即期稅項資產及負債時予以抵銷。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Related parties

A party is related to the Group if:

- (i) directly or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group; has an interest in the Group that gives it significant influence over the Group; or has joint control over the Group;
- (ii) the party is an associate;
- (iii) the party is a joint venture;
- (iv) the party is a member of the key management personnel of the Company or its parent;
- (v) the party is a close member of the family of any individual referred to in (i) or (iv);
- (vi) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (iv) or (v); or
- (vii) the party is a post-employment benefit plan for the benefit of employees of the Group, or of any entity that is a related party of the Group.

(x) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products and 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.

In accordance with the Group's internal financial reporting, the Group has determined that business segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

3. 主要會計政策(續)

(w) 關連人士

一方被視為本集團之關連人士倘若：

- (i) 該一方直接或間接透過一間或多間中介公司；(一)控制本集團、被本集團控制、或與本集團受同一方控制；(二)持有本集團權益並能對本集團施以重大影響；或(三)共同控制本集團；
- (ii) 該一方為聯營公司；
- (iii) 該一方為合資公司；
- (iv) 該一方為本集團或其控股公司之主要管理層成員；
- (v) 該一方為上述(i)或(iv)中個人成員之近親；
- (vi) 該一方為(iv)或(v)項所述之任何人士所直接或間接控制、共同控制或可施行重大影響力之實體或享有重大投票權之實體；或
- (vii) 該一方為終止僱用後福利計劃，以本集團或本集團的關連人士之任何實體之僱員福利而設。

(x) 分類報告

分類指本集團內從事於供應產品或提供服務(業務分類)，或者在一特定的經濟環境內供應產品或提供服務(地區分類)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。

根據本集團內部財務報告呈列，本集團決定業務分類為主要報告形式，而地區分類則為次要的報告呈列形式。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Segment reporting (continued)

Segment revenue, expenses, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to the segment. Unallocated costs mainly represent corporate expenses. Segment assets consist primarily of property, plant and equipment, intangible assets, inventories and trade receivables. Segment liabilities comprise operating liabilities and exclude items such as tax liabilities and corporate borrowings.

Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between Group enterprises within a single segment. Inter-segment pricing is based on terms mutually agreed between the segments.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

(y) Impairment of assets

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets, except goodwill, investments, inventories and receivables 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 asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3. 主要會計政策(續)

(x) 分類報告(續)

分類收益、支出、資產及負債包括能直接歸類於某一分部及能夠按合理基準分配到各分類的項目。未分配成本主要為企業費用。分類資產主要包括物業、廠房及設備、無形資產、存貨及貿易及其他應收款項。分類負債包括經營負債但不包括如稅項負債及企業負債等項目。

於釐定分類收入、支出、資產及負債時，集團間之結餘及集團間之交易並未以合併方法相互抵銷。惟當涉及集團間結餘及交易發生於同一分類時，則以作合併對沖處理。分類之間的定價乃按各分類間相互協議的條款計算。

分類資本開支乃於年度內收購分類資產(包括有形及無形資產)所產生的成本總和，並預期該等資產將會使用超過一個會計期間。

(y) 資產減值

本集團於各結算日審閱其有形資產及無形資產的賬面金額(除商譽、投資項目、存貨及應收款項外)以釐定是否有任何情況顯示已出現減值虧損。如果出現任何減值情況，則須重新對資產的可收回數額作出估計以確定減值虧損的程度。當不可能估計個別資產的可回收額時，本集團則對該資產所屬之現金產生單位評估其可回收金額。

資產的可回收數額為其公平值減銷售成本與使用價值兩者中的較高額。在評估使用價值時，預期未來現金流量會按可以反映當時市場對貨幣時間值及該資產特定風險的評估的稅前貼現率，貼現至其現值。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(y) Impairment of assets (continued)

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. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, 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 immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(z) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

3. 主要會計政策(續)

(y) 資產減值(續)

如估計某一資產或現金生產單位之可回收金額低於其賬面值時，則其賬面值便減低至可回收金額，減值虧損均在收益表中立即確認，惟若其相關資產之賬面值以重估值入賬，則所作的減值虧損便認為重估減幅。

當減值虧損於其後期間撥回，則該資產或其現金產生單位便會增至重新評估後的可回收金額。惟所增加的賬面值不能高於該資產或現金產生單位於前年度如沒有確認減值時的賬面值(減去攤銷及折舊)。減值虧損的撥回均馬上在收益表中確認，惟若其相關資產以重估值入賬，則減值虧損的撥回便認為重估增幅。

(z) 撥備及或然負債

倘因已發生之事件而導致本集團須對若干負債(時間或款額無法確定)承擔法律責任或推定責任，並可能引致經濟利益流出以解決有關責任，及能可靠地估計就此涉及之款額，為此等負債作出之撥備將予以確認。若金錢之時間價值乃屬重大因素，有關之撥備須按預期為解決有關責任之開支現值入賬。

如果流出經濟利益的可能性較低，或無法對有關數額作出可靠的估計，則會將該責任披露為或然負債，除非經濟利益外流的可能性極低。如果有關責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，則會披露或然負債，除非經濟利益外流的可能性極低。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(aa) Events after the balance sheet date

Events after the balance sheet date that provide additional information about the Group's position at the balance sheet date or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the balance sheet date that are not adjusting events are disclosed in the notes to the financial statements when material.

4. KEY ESTIMATES

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Share-based payment expenses

The fair value of the share options granted to the directors, employees and other eligible participants determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share option reserve. In assessing the fair value of the share options, the Binomial option pricing model (the "Binomial Model") was used. The Binomial Model is one of the generally accepted methodologies used to calculate the fair value of the share options. The Binomial Model requires the input of subjective assumptions, including the expected dividend yield and expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share options.

(b) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Goodwill at the balance sheet date was fully impaired and was recognised for the year ended 30 June 2009. Details of the impairment losses calculation are provided in note 15 to financial statements.

3. 主要會計政策(續)

(aa) 結算日後事項

於結算日後，一些能提供關於本集團於結算日時的額外資料，或一些顯示企業持續經營的假設已不適當的事件均列作調整事件，並在財務報表中反映。而一些重要的結算日後事項(但卻非調整事件)則在財務報表附註中予以披露。

4. 主要估計

主要不明朗因素估計

對於未來作出的重要假設，以及在結算日估計過程中所存在的主要不明朗因素，或構成導致資產和負債的賬面金額在來年度大幅修訂的重大風險，有關之討論如下：

(a) 股份為基礎之付款費用

授予各董事、僱員及其他合資格參與人士的購股權之公平值於相關購股權授出當日釐定，於歸屬期內以開支註銷，並於本集團的購股權儲備中作出相應的調整。於評估該等購股權的公平值時，採納了二項式期權定價模式(「二項式模式」)。二項式模式是被普遍採納用以計算購股權公平值的方法之一。二項式模式必須輸入主觀假設，這些假設包括股利的預期收益率和購股權的預計年期，此等假設如有任何變動均足以對購股權之公平值的估計構成重大影響。

(b) 商譽減值

在釐定商譽有否減值時，需要對獲分配商譽之現金產生單位之使用價值作出估算。計算使用價值時，本集團需要估計預料從現金產生單位產生之日後現金流量，並釐訂合適之折現率，以計算現值。於結算日之商譽已全面減值並於截至2009年6月30日止年度確認。計算減值虧損之詳情載於財務報表附註15內。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The management has been monitoring these risk exposures to ensure appropriate measures are implemented on a timely and effective manner so as to mitigate or reduce such risks.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Price risk

The Group's financial assets at fair value through profit or loss and the convertible bonds are measured at fair value at each balance sheet date. Therefore, the Group is exposed to equity security price risk. The management manages this exposure by maintaining a portfolio of investments with different risk profiles.

Financial Assets at Fair Value through Profit or Loss

At 30 June 2009, if the prices of the respective equity securities had been 50% higher/lower with all other variables held constant, the consolidated profit after tax for the year would increase/decrease by HK\$12,718,443 as a result of the gains/losses in fair value of financial assets at fair value through profit or loss.

At 30 June 2008, if the prices of the respective equity securities had been 50% higher/lower with all other variables held constant, the consolidated loss after tax for the year would decrease/increase by HK\$12,195,456 as a result of the gains/losses in fair value of financial assets at fair value through profit or loss.

5. 財務風險管理

本集團所經營之業務會為其帶來不同的財務風險：外幣風險、價格風險、信貸風險、流動資金風險及利率風險。管理層不斷監管此等風險承擔以確保能及時有效地採取合適措施減低風險。

(a) 外幣風險

本集團承擔微細的外幣風險，此乃由於大部份的商業交易，資產及負債均主要為港幣。本集團現未有外幣對沖政策，但本集團仍會緊密監管外幣兌換承擔並在需要時考慮為重大外幣承擔作出對沖。

(b) 價格風險

本集團的經由損益賬按公平值入賬之金融資產及可換股債券均以其於結算日之公平值計量。因此，本集團須承擔股本證券之價格風險。管理層以不同風險程度之投資組合管理此等承擔。

經損益賬按公平值入賬之金融資產

於2009年6月30日，倘若相關股本證券的價格增加／減少50%及所有其他變數維持不變時，由於經損益賬按公平值入賬之金融資產的公平值有所增加收益／虧損，故於本年度之除稅後溢利將會增加／減少12,718,443港元。

於2008年6月30日，倘若相關股本證券的價格增加／減少50%及所有其他變數維持不變時，由於經損益賬按公平值入賬之金融資產的公平值有所增益／虧損，故於該年度之除稅後虧損將會減少／增加12,195,456港元。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

(b) Price risk (continued)

Convertible Bonds

At 30 June 2009, the Group has no exposure on price risk as all convertible bonds have been fully redeemed during the year and no outstanding convertible bonds at the year end.

At 30 June 2008, if the share price of the Company and its volatility had increased/decreased by 5% with all other variables held constant and the fair value of the convertible bonds moved according to the historical correlation with the share price of the Company, the consolidated loss after tax for that year would have been HK\$23,042,067/HK\$22,986,383 higher/lower respectively, arising from gains/losses in fair value of the convertible bonds.

(c) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables and investments included in the balance sheet represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has no significant concentrations of credit risk.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The credit risk on investments is limited because the counterparties are well-established securities broker firms in Hong Kong.

5. 財務風險管理(續)

(b) 價格風險(續)

可換股債券

於2009年6月30日，本集團並無承受價格風險，原因為所有可換股債券已於本年度全數贖回，於年結日概無任何未償還之可換股債券。

於2008年6月30日，倘若本公司股價及其波幅增加或減少5%，在所有其他變數維持不變以及可換股債券公平值的變動乃根據本公司股價歷史走勢時，由於可換股債券的公平值有所增益或虧損，故該年度之除稅後綜合虧損將會增加／減少23,042,067港元／22,986,383港元。

(c) 信貸風險

現金及銀行結餘、貿易及其他應收款項以及投資在資產負債表的賬面金額代表集團金融資產的最高信貸風險額。

本集團並無主要集中性信貸風險。

本集團有既定政策確保產品銷售予有良好信貸紀錄之客戶。

現金及銀行結餘的信貸風險有限，因為對方被國際信貸評級機構評為高信貸評級的銀行。

投資的信貸風險有限，因為對方為香港良好建立的證券經紀公司。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

5. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The maturity analysis of the Group's financial liabilities is as follows:

| | | Less than 1 year 少於1年 HK\$ 港元 | Between 1 and 2 years 1至2年間 HK\$ 港元 | Between 2 and 5 years 2至5年間 HK\$ 港元 |
|--------------------------|--------------------|---|---|---|
| At 30 June 2009 | 於2009年6月30日 | | | |
| Trade and other payables | 貿易及其他應付款項 | 1,883,786 | - | - |
| At 30 June 2008 | 於2008年6月30日 | | | |
| Trade and other payables | 貿易及其他應付款項 | 1,059,750 | - | - |
| Convertible bonds | 可換股債券 | 1,500,000 | 1,500,000 | 153,000,000 |

(e) Interest rate risk

The Group's bank deposits bear interests at variable rates varied with the then prevailing market condition and expose the Group to cash flow interest rate risk. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging the interest rate risk should the need arise.

At 30 June 2009, if interest rates at that date had been 50 basis points higher/lower with all other variables held constant, consolidated profit after tax for the year would have been HK\$136,491 higher/lower, arising mainly as a result of higher/lower interest income on bank deposits.

At 30 June 2008, if interest rates at that date had been 50 basis points higher/lower with all other variables held constant, consolidated loss after tax for the year would have been HK\$89,064 lower/higher, arising mainly as a result of higher/lower interest income on bank deposits.

(f) Fair values

The carrying amounts of the Group's financial assets and liabilities as reflected in the consolidated balance sheet approximate their respective fair values.

5. 財務風險管理(續)

(d) 流動資金風險

本集團之政策為定期監察現有及預期之流動資金需要，以確保其維持足以應付短期及長期流動資金需要之現金儲備。

本集團的金融負債的到期日分析如下：

(e) 利率風險

本集團的銀行存款利率為浮動利率，乃按普遍市場情況而改變，令本集團承擔著現金流的利率風險。本集團現時並沒有對沖利率的政策，然而管理層監察利率風險及在有需要時將考慮對沖利率風險。

於2009年6月30日，倘當天的利率高出／低於50個點子及所有其他變數維持不變時，本年度之除稅後綜合溢利將有136,491港元增加／減少；有所增減主要由於銀行存款利息收入的增加／減少所致。

於2008年6月30日，倘當天的利率高出／低於50個點子及所有其他變數維持不變時，該年度之除稅後綜合虧損將有89,064港元減少／增加；有所增減主要由於銀行存款利息收入的增加／減少所致。

(f) 公平值

反映於綜合資產負債表所反映的本集團金融資產及負債的賬面金額與彼等各自的公平值相若。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

6. TURNOVER

The Group's turnover represents turnover arising on provision of diagnostic testing and healthcare services, advertising and public relationship services and sales of health food and pharmaceutical products. An analysis of the Group's turnover for the year is as follows:

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|-------------|--------------------|--------------------|
| Provision of diagnostic testing and healthcare services | 提供診斷測試及保健服務 | 2,209,898 | 1,408,771 |
| Provision of advertising and public relationship services | 提供廣告及公關服務 | 2,581,665 | – |
| Sales of health food and pharmaceutical products | 保健產品及藥品之銷售 | 98,064 | 188,315 |
| | | 4,889,627 | 1,597,086 |

6. 營業額

本集團之營業額是指提供診斷測試及保健服務、提供廣告及公關服務及保健產品及藥品的銷售所產生之營業額。本年度本集團之營業額分析如下：

7. OTHER INCOME

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|---------------|--------------------|--------------------|
| Interest income | 利息收入 | 2,408,457 | 3,109,733 |
| Dividend income from listed investments | 來自上市投資項目之股息收入 | 246,362 | 292,989 |
| Sundry income | 雜項收入 | 72,576 | 844,438 |
| | | 2,727,395 | 4,247,160 |

7. 其他收入

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

8. BUSINESS AND GEOGRAPHICAL SEGMENTS

(a) Business segments

For management purposes, the Group is currently organised into four operating segments:

- Provision of diagnostic testing and healthcare services The use of blood test and Fibroscan test in the diagnosis of cancerous and certain liver and other diseases.
- Sales of health food and pharmaceutical products Retail business on sales of health food and pharmaceutical products.
- Research and development Research and development relating to diagnosis of cancer and certain other illnesses.
- Provision of advertising and public relationship services Provision of design, promotion, advertising and public relationship services.

8. 業務及地區分類

(a) 業務分類

為方便管理，本集團現將業務分為四經營分類：

- 提供診斷測試及保健服務 使用驗血及肝纖維化掃描測試以診斷癌症疾病及若干肝臟及其他疾病。
- 保健產品及藥品之銷售 保健產品及藥品銷售業務。
- 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。
- 提供廣告及公關服務 提供設計、推廣、廣告及公關服務。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

8. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

(a) **Business segments** (continued)
Year ended 30 June 2009

8. 業務及地區分類(續)

(a) **業務分類(續)**
截至2009年6月30日止年度

| | | Provision of diagnosis testing and healthcare services 提供診斷測試 及保健服務 HK\$ 港元 | Sales of health food and pharmaceutical products 保健產品及 藥品之銷售 HK\$ 港元 | Research and development 研究與開發 HK\$ 港元 | Provision of advertising and public relationship services 提供廣告 及公關服務 HK\$ 港元 | Total 合計 HK\$ 港元 |
|--|--------------------------------|---|---|--|--|---------------------------|
| TURNOVER | 營業額 | 2,209,898 | 98,064 | - | 2,581,665 | 4,889,627 |
| RESULTS | 業績 | | | | | |
| Segment results | 分類業績 | (11,456,882) | (3,368,428) | (540,892) | (492,658) | (15,858,860) |
| Unallocated income | 未分配收入 | | | | | 2,719,366 |
| Unallocated corporate expenses | 未分配公司開支 | | | | | (2,916,306) |
| Net loss of financial assets at fair value thought profit or loss (held for trading) | 經損益賬按公平值入賬 之持作買賣金融資產 淨虧損 | | | | | (10,210,574) |
| Gain on early redemption of convertible bonds | 提早贖回可換股債券 之收益 | | | | | 338,810,331 |
| Profit before tax | 除稅前溢利 | | | | | 312,543,957 |
| As at 30 June 2009 | 於2009年6月30日 | | | | | |
| ASSETS | 資產 | | | | | |
| Segment assets | 分類資產 | 23,247,267 | 92,084 | 13,915 | 1,619,508 | 24,972,774 |
| Unallocated assets | 未分配資產 | | | | | 66,765,665 |
| Total assets | 總資產 | | | | | 91,738,439 |
| LIABILITIES | 負債 | | | | | |
| Segment liabilities | 分類負債 | 206,560 | 34,075 | 14,480 | 986,087 | 1,241,202 |
| Unallocated liabilities | 未分配負債 | | | | | 642,584 |
| Total liabilities | 總負債 | | | | | 1,883,786 |
| OTHER INFORMATION | 其他資料 | | | | | |
| Capital expenditure | 資本支出 | 50,185 | - | - | 310,613 | 360,798 |
| Depreciation of property, plant and equipment | 物業、廠房及設備 之折舊 | 685,911 | 61,361 | - | 84,082 | 831,354 |
| Impairment losses of goodwill | 商譽減值虧損 | 50,800 | 3,000,000 | - | - | 3,050,800 |
| Write-off of inventories | 存貨撇賬 | - | 16,661 | - | - | 16,661 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

8. BUSINESS AND GEOGRAPHICAL SEGMENTS 8. 業務及地區分類(續)

(continued)

(a) **Business segments (continued)**
Year ended 30 June 2008

(a) **業務分類(續)**
截至2008年6月30日止年度

| | | Provision of diagnosis testing and healthcare services 提供診斷測試 及保健服務 HK\$ 港元 | Sales of health food and pharmaceutical products 保健產品及 藥品之銷售 HK\$ 港元 | Research and development 研究與開發 HK\$ 港元 | Total 合計 HK\$ 港元 |
|--|--------------------------------|---|---|---|---------------------------|
| TURNOVER | 營業額 | 1,408,771 | 188,315 | – | 1,597,086 |
| RESULTS | 業績 | | | | |
| Segment results | 分類業績 | (3,593,093) | (494,518) | (280,081) | (4,367,692) |
| Unallocated income | 未分配收入 | | | | 3,663,543 |
| Unallocated corporate expenses | 未分配公司開支 | | | | (4,265,644) |
| Net loss of financial assets at fair value through profit or loss (held for trading) | 經損益賬按公平值入賬 之持作買賣金融資產 淨虧損 | | | | (15,256,370) |
| Fair value loss of convertible bonds | 可換股債券之公平值虧損 | | | | (340,548,687) |
| Loss before tax | 除稅前虧損 | | | | (360,774,850) |
| As at 30 June 2008 | 於2008年6月30日 | | | | |
| ASSETS | 資產 | | | | |
| Segment assets | 分類資產 | 34,949,095 | 154,845,326 | 9,455 | 189,803,876 |
| Unallocated assets | 未分配資產 | | | | 40,387,187 |
| Total assets | 總資產 | | | | 230,191,063 |
| LIABILITIES | 負債 | | | | |
| Segment liabilities | 分類負債 | 955,561 | 490,605,395 | 16,181 | 491,577,137 |
| Unallocated liabilities | 未分配負債 | | | | 1,572,300 |
| Total liabilities | 總負債 | | | | 493,149,437 |
| OTHER INFORMATION | 其他資料 | | | | |
| Capital expenditure | 資本支出 | 464,471 | 4,000 | – | 468,471 |
| Depreciation of property, plant and equipment | 物業、廠房及設備 之折舊 | 713,491 | 66,940 | – | 780,431 |
| Write-off of inventories | 存貨撇賬 | – | 23,984 | – | 23,984 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

8. BUSINESS AND GEOGRAPHICAL SEGMENTS

(continued)

(b) Geographical segments

The revenue and results, assets and liabilities of the Group for the years ended 30 June 2008 and 2009 are derived wholly from customers located in one geographical market, namely Hong Kong.

8. 業務及地區分類(續)

(b) 地區分類

本集團於截至2008年及2009年6月30日止各年度的收入及業績、資產與負債全部均源自單一地區市場的客戶，即香港。

9. INCOME TAX EXPENSE

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|-------------------------------------|------------|--------------------|--------------------|
| Current tax – Hong Kong Profits Tax | 本期稅項－香港所得稅 | | |
| Under-provision in prior years | 過往年度少計撥備 | 125,001 | 150,000 |

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the years ended 30 June 2008 and 2009.

The reconciliation between the income tax expense and the product of profit/(loss) before tax multiplied by the Hong Kong Profits Tax rate is as follows:

9. 所得稅開支

由於本集團於截至2008年及2009年6月30日止年度並無任何應課稅溢利，故毋須為香港所得稅作撥備。

所得稅開支與除稅前溢利／(虧損)乘以香港所得稅率所得稅款之積的對賬如下：

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|-------------------|---------------------|--------------------|
| Profit/(loss) before tax | 除稅前溢利／(虧損) | 312,543,957 | (360,774,850) |
| Tax calculated at the tax rate of 16.5% | 按稅率16.5%計算的稅項 | 51,569,752 | (59,527,850) |
| Tax effect of expenses that are not deductible | 不能扣稅支出的稅務影響 | 2,018,216 | 56,612,434 |
| Tax effect of income that is not taxable | 毋須課稅收入的稅務影響 | (56,492,371) | (381,256) |
| Tax effect of temporary differences not recognised | 未確認暫時差額的稅務影響 | 48,250 | 89,030 |
| Tax effect of utilisation of tax losses not previously recognised | 使用前年度未確認稅務虧損的稅務影響 | (12,062) | – |
| Tax effect of tax losses not recognised | 未確認稅務虧損的稅務影響 | 2,868,215 | 3,207,642 |
| Under-provision in prior years | 過往年度少計撥備 | 125,001 | 150,000 |
| Income tax expense | 所得稅開支 | 125,001 | 150,000 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

10. PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

Profit/(loss) for the year attributable to equity holders of the Company has been arrived at after charging/(crediting):

10. 本公司股東應佔本年度溢利／(虧損)

本公司股東應佔本年度溢利／(虧損)已扣除／(計入)下列項目：

| | | 2009 | 2008 |
|---|-----------------------|------------------|-----------|
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Auditor's remuneration | 核數師酬金 | | |
| Current year | 本年度 | 268,000 | 385,000 |
| Over-provision in prior years | 過往年度多計撥備 | (87,000) | - |
| | | 181,000 | 385,000 |
| Cost of inventories sold | 出售存貨成本 | 106,424 | 165,906 |
| Depreciation | 折舊 | 831,354 | 780,431 |
| Exchange losses | 匯兌損失 | 3 | 199,203 |
| Loss on disposals of property, plant and equipment | 出售物業、廠房及設備虧損 | - | 84,297 |
| Operating leases in respect of | 經營租賃租金 | | |
| Office premises | 辦公室 | 337,968 | 318,000 |
| Retail shop | 零售店 | 201,600 | 201,600 |
| | | 539,568 | 519,600 |
| Share-based payment expenses included in other operating expenses | 已計入其他營運費用之以股份為基礎之付款費用 | 2,094,706 | 837,295 |
| Staff costs | 員工成本 | | |
| Directors' emoluments (note 11) | 董事酬金(附註11) | 2,814,824 | 1,391,580 |
| Other staff's retirement scheme contributions | 其他員工之退休福利計劃供款 | 112,599 | 50,851 |
| Other staff's salaries and allowances | 其他員工之薪金及津貼 | 3,221,816 | 1,472,424 |
| Share-based payment expenses | 以股份為基礎之付款費用 | 1,047,370 | - |
| Other welfares | 其他福利 | 26,916 | 29,547 |
| | | 7,223,525 | 2,944,402 |
| Impairment losses of goodwill arising on acquisitions | 收購產生之商譽減值虧損 | 3,050,800 | - |
| Write-off of property, plant and equipment included in other operating expenses | 已計入其他營運費用之物業、廠房及設備撇賬 | 53,179 | - |
| Write-off of inventories included in cost of inventories sold | 已計入出售存貨成本之存貨撇賬 | 16,661 | 23,984 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

11. DIRECTORS' EMOLUMENTS

Details of emoluments of individual executive, non-executive and independent non-executive directors are set out below:

11. 董事酬金

予個別執行董事、非執行董事及獨立非執行董事的酬金詳列如下：

| | Directors' fees | Salaries, allowances and other benefits | Retirement scheme contributions | 2009 Total | |
|---|--------------------------------|---|---------------------------------|------------|-----------|
| | 董事袍金 | 薪金、津貼及其他福利 | 退休計劃供款 | 2009年合計 | |
| | HK\$ | HK\$ | HK\$ | HK\$ | |
| | 港元 | 港元 | 港元 | 港元 | |
| For the year ended 30 June 2009 | | | | | |
| 截至2009年6月30日止年度 | | | | | |
| Executive Directors | | | | | |
| 執行董事 | | | | | |
| Mr. Lui Chi Wah, Johnny (Re-designated as non-executive director on 16 January 2009) | 呂志華先生 (於2009年1月16日調任為非執行董事) | – | 349,140 | 16,290 | 365,430 |
| Mr. Wu Kai | 吳楷先生 | 360,000 | – | – | 360,000 |
| Dr. Hui Ka Wah, Ronnie, JP | 許家驊醫生，太平紳士 | – | 1,573,200 | 6,000 | 1,579,200 |
| | | 360,000 | 1,922,340 | 22,290 | 2,304,630 |
| Non-executive Directors | | | | | |
| 非執行董事 | | | | | |
| Mr. Lui Chi Wah, Johnny (Effective from 16 January 2009) | 呂志華先生 (自2009年1月16日生效) | 274,194 | – | – | 274,194 |
| Mr. Lau Kam Shan | 劉金山先生 | 36,000 | – | – | 36,000 |
| | | 310,194 | – | – | 310,194 |
| Independent non-executive Directors | | | | | |
| 獨立非執行董事 | | | | | |
| Mr. Chan Po Kwong | 陳寶光先生 | 45,000 | – | – | 45,000 |
| Mr. Kwok Shun Tim | 郭純恬先生 | 107,000 | – | – | 107,000 |
| Mr. Lam Yan Wing | 林欣榮先生 | 48,000 | – | – | 48,000 |
| | | 200,000 | – | – | 200,000 |
| | | 870,194 | 1,922,340 | 22,290 | 2,814,824 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

11. DIRECTORS' EMOLUMENTS (continued)

11. 董事酬金 (續)

| | Directors' fees | Salaries, allowances and other benefits | Retirement scheme contributions | 2008 Total |
|--|------------------------|---|---------------------------------|------------|
| | 薪金、津貼及董事袍金 | 其他福利 | 退休計劃供款 | 合計 |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| | 港元 | 港元 | 港元 | 港元 |
| For the year ended 30 June 2008 | 截至2008年6月30日止年度 | | | |
| Executive Directors | 執行董事 | | | |
| Mr. Lui Chi Wah, Johnny | – | 959,306 | 30,000 | 989,306 |
| Mr. Wu Kai | 240,000 | – | – | 240,000 |
| Dr. Hui Ka Wah, Ronnie, JP (Appointed on 6 December 2007) | – | 136,774 | – | 136,774 |
| | 240,000 | 1,096,080 | 30,000 | 1,366,080 |
| Non-executive Directors | 非執行董事 | | | |
| Mr. Lau Kam Shan | – | – | – | – |
| Independent non-executive Directors | 獨立非執行董事 | | | |
| Mr. Chan Po Kwong | – | – | – | – |
| Mr. Kwok Shun Tim | 25,500 | – | – | 25,500 |
| Mr. Lam Yan Wing | – | – | – | – |
| | 25,500 | – | – | 25,500 |
| | 265,500 | 1,096,080 | 30,000 | 1,391,580 |

During the years ended 30 June 2009 and 2008, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during the years.

於截至2009年及2008年6月30日止兩年度內，本集團並無支付董事作為吸引其加入或當其加入時的獎勵或作為其退任的補償，在本年度及過往年度內並無董事放棄或同意放棄任何酬金。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

12. EMPLOYEES' EMOLUMENTS

The five highest paid individuals in the Group included three (2008: two) directors of the Company, whose emoluments are included in note 11 above. The emoluments of the remaining two (2008: three) individuals are as follows:

| | | 2009 | 2008 |
|---------------------------------|-----------|------------------|----------------|
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Salaries and allowances | 薪金及津貼 | 1,097,010 | 763,249 |
| Retirement scheme contributions | 退休計劃供款 | 18,000 | 22,000 |
| Share-based payments | 以股份為基礎之付款 | 1,047,370 | – |
| | | 2,162,380 | 785,249 |

The emoluments of the remaining two (2008: three) highest paid individuals were within the following bands:

| | | Number of individuals | |
|-------------------------|-------------------|-----------------------|----------|
| | | 僱員數目 | |
| | | 2009 | 2008 |
| HK\$Nil – HK\$1,000,000 | 零港元 – 1,000,000港元 | 1 | 3 |
| HK\$1,000,000 or above | 1,000,000港元或以上 | 1 | – |
| | | 2 | 3 |

During the year, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13. DIVIDENDS

No dividend has been paid or declared by the Company for the year (2008: Nil).

12. 僱員酬金

本集團五位最高酬金的人士包括三位董事(2008年：兩位)，其酬金列於前述之附註11。其餘兩位最高酬金之僱員(2008年：三位)的酬金如下：

其餘兩位最高酬金之僱員(2008年：三位)屬於以下群組：

13. 股息

本年度本公司並無支付或宣派股息(2008年：無)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

14. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share is based on the earnings for the year attributable to the equity holders of the Company of HK\$312,418,956 (2008: loss of HK\$360,924,850) and on the weighted average number of ordinary shares of 755,611,449 (2008: 673,856,899, as restated) in issue during the year.

The calculation of diluted loss per share attributable to equity holders of the Company for the year ended 30 June 2009 is based on the adjusted loss for the year attributable to equity holders of the Company of HK\$26,391,375 and the adjusted weighted average number of ordinary shares of 1,346,094,506. The calculation of the adjusted weighted average number of ordinary shares is based on the weighted average number of share used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 590,483,057 that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares at the beginning of the year. The profit for the year attributable to equity holders of the Company is adjusted to eliminate the gain on early redemption of convertible bonds.

The effects of all potential ordinary shares are anti-dilutive for the year ended 30 June 2008.

The weighted average number of ordinary shares for the purpose of the basic and diluted earnings/(loss) per share for the years ended 30 June 2008 and 2009 have been adjusted for the Company's share consolidation with effective from 6 August 2009 as set out in note 34(a) to the financial statements.

14. 每股盈利／(虧損)

每股基本盈利／(虧損)乃根據年內本公司股東應佔盈利312,418,956港元(2008年：虧損360,924,850港元)及已發行普通股加權平均股數755,611,449股(2008年：673,856,899股，重列)計算。

截至2009年6月30日止年度，本公司股東應佔每股攤薄虧損乃根據本公司股東應佔年度經調整虧損26,391,375港元及經調整加權平均普通股股數1,346,094,506股計算。經調整加權平均普通股股數乃根據用於計算每股基本盈利之普通股加權平均股數加於年初轉換所有潛在攤薄普通股為普通股時須予發行之加權平均普通股股數590,483,057股計算。本公司股東應佔年度溢利已予調整，以對銷提早贖回可換股債券之收益。

截至2008年6月30日止年度，所有潛在的普通股股份均是反攤薄。

用以計算2008年及2009年6月30日止兩個年度每股基本及攤薄盈利／(虧損)的普通股加權平均股數已因本公司自2009年8月6日起生效之股份合併而調整(如財務報表附註34(a)所載)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

15. INTANGIBLE ASSETS

15. 無形資產

| | | Development costs 開發成本 | Licences and patents 特許權及專利權 | Goodwill 商譽 | Total 合計 |
|---|-------------------------------------|---------------------------|---------------------------------|------------------|------------------|
| | | HK\$ 港元 | HK\$ 港元 | HK\$ 港元 | HK\$ 港元 |
| Cost | 成本 | | | | |
| At 1 July 2007, 30 June 2008 and 1 July 2008 | 於2007年7月1日、2008年 6月30日及2008年7月1日 | 3,926,725 | 2,604,174 | – | 6,530,899 |
| Arising on acquisition of subsidiaries | 收購附屬公司時產生 | – | – | 3,050,800 | 3,050,800 |
| | | <u>3,926,725</u> | <u>2,604,174</u> | <u>3,050,800</u> | <u>9,581,699</u> |
| At 30 June 2009 | 於2009年6月30日 | 3,926,725 | 2,604,174 | 3,050,800 | 9,581,699 |
| Accumulated amortisation and impairment losses | 累計攤銷及減值虧損 | | | | |
| At 1 July 2007, 30 June 2008 and 1 July 2008 | 於2007年7月1日、2008年 6月30日及2008年7月1日 | 3,926,725 | 2,604,174 | – | 6,530,899 |
| Impairment losses recognised in the current year | 於本年度確認之減值虧損 | – | – | 3,050,800 | 3,050,800 |
| | | <u>–</u> | <u>–</u> | <u>3,050,800</u> | <u>3,050,800</u> |
| At 30 June 2009 | 於2009年6月30日 | 3,926,725 | 2,604,174 | 3,050,800 | 9,581,699 |
| Carrying amount | 賬面金額 | | | | |
| At 30 June 2009 | 於2009年6月30日 | – | – | – | – |
| At 30 June 2008 | 於2008年6月30日 | – | – | – | – |

(a) The Group's development costs, licences and patents were used in the Group's research and development segment. The Group carried out reviews of the recoverable amount of the intangible assets, which was determined on the value-in-use basis, annually with regard to the market conditions of the Group's services. In the opinion of the management, no future cash inflow would be generated from the relevant assets. Accordingly, full impairment losses on the intangible assets had been recognised in the income statement in prior years.

(a) 本集團的無形資產乃用於本集團的研究與開發分類。本集團每年因應其服務的市場狀況，根據無形資產的使用價值檢閱無形資產的可回收金額。管理層認為相關資產將不會產生現金流入，據此全數的無形資產的減值損失已確認於過往年度的收益表內。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

15. INTANGIBLE ASSETS (continued)

- (b) Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill has been allocated as follows:

| | | 2009 | 2008 |
|--|--------------|------------------|------|
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Provision of diagnostic testing and healthcare services: | 提供診斷測試及保健服務： | | |
| Hong Kong Health Management Limited | 香港健康管理有限公司 | 50,800 | - |
| Sales of health food and pharmaceutical products: | 保健產品及藥品銷售： | | |
| China Natural Pharmaceutical Holdings Company Limited | 中國天然藥物控股有限公司 | 3,000,000 | - |
| | | 3,050,800 | - |

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

At 30 June 2009, the management carried out impairment test of the recoverable amount of goodwill. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 17% for the provision of diagnostic testing and healthcare services segment and sales of health food and pharmaceutical products segment. As the net cash inflow of the CGUs are insignificant, the goodwill was fully impaired in this year.

15. 無形資產(續)

- (b) 於業務合併時收購之商譽在收購時分配至預期自該業務合併得益之現金產生單位(「現金產生單位」)。於確認減值虧損前，商譽之賬面值分配如下：

現金產生單位之可收回金額乃按使用價值計算而釐定。使用價值計算之主要假設乃關於期內之貼現率、增長率及預算毛利及營業額。本集團採用反映現時市場對貨幣時間價值及現金產生單位特定風險之評估的除稅前貼現率以估計貼現率。增長率乃根據現金產生單位經營業務所在地區之平均長遠經濟增長率計算。預算毛利及營業額則根據過往慣例及預期市場發展釐定。

於2009年6月30日，管理層對商譽進行可收回度減值測試。本集團編製之現金流量預測自董事批准對未來五年之最近期財政預算得出，而餘下期間則根據增長率17%推算提供診斷測試及保健服務分類以及保健食品及藥品銷售之分類。由於現金產生單位之現金流入淨額微不足道，故商譽已於年內全數減值。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

| | | Construction | Laboratory | Leasehold | Office | Motor | Total |
|--|-----------------------|--------------|------------|--------------|---|-----------|-----------|
| | | in progress | equipment | improvements | equipment, furniture and fixtures | vehicles | |
| | | 在建工程 | 實驗室設備 | 裝修 | 辦公室設備、 傢具及固定裝置 | 汽車 | 合計 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 | 港元 |
| Cost | 成本 | | | | | | |
| At 1 July 2007 | 於2007年7月1日 | 1,500,000 | 2,733,720 | 337,580 | 355,426 | - | 4,926,726 |
| Reclassification | 重新分類 | (1,500,000) | - | 1,500,000 | - | - | - |
| Additions | 增添 | - | - | 4,000 | 12,511 | 451,960 | 468,471 |
| Disposals/write-off | 出售/撇賬 | - | - | - | - | (451,960) | (451,960) |
| At 30 June 2008 and 1 July 2008 | 於2008年6月30日及2008年7月1日 | - | 2,733,720 | 1,841,580 | 367,937 | - | 4,943,237 |
| Acquisition of a subsidiary | 收購附屬公司 | - | - | - | 123,039 | - | 123,039 |
| Additions | 增添 | - | 9,050 | - | 216,789 | 134,959 | 360,798 |
| Disposals/write-off | 出售/撇賬 | - | (632,400) | (184,800) | (28,560) | - | (845,760) |
| At 30 June 2009 | 於2009年6月30日 | - | 2,110,370 | 1,656,780 | 679,205 | 134,959 | 4,581,314 |
| Accumulated depreciation and impairment | 累計折舊及減值損失 | | | | | | |
| At 1 July 2007 | 於2007年7月1日 | - | 1,333,810 | 41,550 | 295,343 | - | 1,670,703 |
| Charge for the year | 年內費用 | - | 331,127 | 392,948 | 18,693 | 37,663 | 780,431 |
| Disposals/write-off | 出售/撇賬 | - | - | - | - | (37,663) | (37,663) |
| At 30 June 2008 and 1 July 2008 | 於2008年6月30日及2008年7月1日 | - | 1,664,937 | 434,498 | 314,036 | - | 2,413,471 |
| Charge for the year | 年內費用 | - | 300,640 | 387,815 | 119,857 | 23,042 | 831,354 |
| Disposals/write-off | 出售/撇賬 | - | (411,060) | (146,869) | (13,312) | - | (571,241) |
| At 30 June 2009 | 於2009年6月30日 | - | 1,554,517 | 675,444 | 420,581 | 23,042 | 2,673,584 |
| Carrying amount | 賬面金額 | | | | | | |
| At 30 June 2009 | 於2009年6月30日 | - | 555,853 | 981,336 | 258,624 | 111,917 | 1,907,730 |
| At 30 June 2008 | 於2008年6月30日 | - | 1,068,783 | 1,407,082 | 53,901 | - | 2,529,766 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

17. INVENTORIES

17. 存貨

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|---------|--------------------|--------------------|
| Health food and pharmaceutical products | 保健產品及藥品 | — | 51,580 |

18. TRADE AND OTHER RECEIVABLES

18. 貿易及其他應收款項

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|-----------------|--------------------|--------------------|
| Trade receivables | 貿易應收款項 | 1,375,132 | 414,353 |
| Payment for shares in initial public offerings | 支付認購首次公開招股股份之款項 | 9,616,057 | — |
| Receivables arising from dealing in listed securities | 買賣上市證券所產生之應收款項 | 46,215 | 988,006 |
| Deposits paid | 已付按金 | 42,428 | 22,063,958 |
| Prepayments | 預付款項 | 236,173 | 143,750 |
| Other receivables | 其他應收款項 | 151,766 | 149,499 |
| | | 11,467,771 | 23,759,566 |

The Group allows its customers with an average credit period of 30 days. An ageing analysis of trade receivables at the balance sheet date based on the invoice date is as follows:

本集團授予其顧客的平均賬期為30天。按發票日期於結算日貿易應收款項之賬齡分析如下：

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--------------|--------|--------------------|--------------------|
| 0 – 30 days | 0至30天 | 950,008 | 244,675 |
| 31 – 60 days | 31至60天 | 174,060 | 70,450 |
| 61 – 90 days | 61至90天 | 106,560 | 25,690 |
| > 90 days | 超過90天 | 144,504 | 73,538 |
| | | 1,375,132 | 414,353 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

18. TRADE AND OTHER RECEIVABLES (continued)

As at 30 June 2009, trade receivables of HK\$425,124 (2008: HK\$169,678) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. An ageing analysis of these trade receivables is as follows:

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|----------------|--------|--------------------|--------------------|
| Up to 3 months | 3個月或以內 | 281,120 | 101,030 |
| 3 to 6 months | 3至6個月 | 24,240 | 17,780 |
| Over 6 months | 超過6個月 | 119,764 | 50,868 |
| | | 425,124 | 169,678 |

18. 貿易及其他應收款項(續)

於2009年6月30日，425,124港元的貿易應收款項(2008年：169,678港元)已過期但並沒有減值。該等相關的獨立顧客並沒有近期的拖欠歷史。該等貿易應收款項之賬齡分析如下：

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|------------------------------------|-----------|--------------------|--------------------|
| Held for trading and at fair value | 持作買賣及按公平值 | | |
| Listed equity securities | 香港上市之股本證券 | 14,089,650 | 24,390,311 |
| in Hong Kong | | | |
| Listed investment funds | 香港上市投資基金 | 2,776,000 | – |
| in Hong Kong | | | |
| Market value of listed investments | 上市投資之市值 | 16,865,650 | 24,390,311 |
| Unlisted investment | 非上市投資 | 8,571,237 | – |
| | | 25,436,887 | 24,390,311 |

The investments included above offers the Group the opportunity for return through dividend income and fair value gains. The investments have no fixed maturity or coupon rate and their fair values are based on current bid prices.

以上之投資項目為本集團帶來股息收入及公平值增益回報的機會。該等投資並無固定到期或票面息率以及其面值乃基於當時的競價。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

20. CASH AND BANK BALANCES

Cash and bank balances comprises cash at bank and on hand held by the Group of HK\$39,226,051 (2008: HK\$1,330,043) and short term bank deposits of HK\$13,700,000 (2008: HK\$178,129,797) that bear interest at prevailing market rates of 1.57% (2008: 1.73%) per annum and have original maturity of six month (2008: two month or less).

20. 現金及銀行結餘

現金及銀行結餘包括本集團銀行現金及手頭現金39,226,051港元(2008年：1,330,043港元)，以及原到期日為六個月(2008年：兩個月或以內)並按1.57厘(2008年：1.73厘)之現行市場年利率計息之短期銀行結餘13,700,000港元(2008年：178,129,797港元)。

21. TRADE AND OTHER PAYABLES

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|------------------------------------|-------------|--------------------|--------------------|
| Trade payables | 貿易應付款項 | 1,077,182 | 198,568 |
| Other payables and accrued charges | 其他應付款項及應計費用 | 806,604 | 861,182 |
| | | 1,883,786 | 1,059,750 |

21. 貿易及其他應付款項

An ageing analysis of trade payables at the balance sheet date is as follows:

於結算日貿易應付款項之賬齡分析如下：

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--------------|--------|--------------------|--------------------|
| 0 – 30 days | 0至30天 | 777,900 | 35,837 |
| 31 – 60 days | 31至60天 | 179,400 | – |
| 61 – 90 days | 61至90天 | 35,670 | – |
| > 90 days | 超過90天 | 84,212 | 162,731 |
| | | 1,077,182 | 198,568 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

22. CONVERTIBLE BONDS

On 31 January 2008, the Company issued convertible bonds with a nominal value of HK\$150,000,000 due on 30 January 2012 ("CB"). CB carries interest at 1% per annum payable yearly in arrears with the first interest payment due on 30 January 2009 and the last interest payment due on 30 January 2012.

As the original terms of the CB do not allow early redemption, the Company has proposed to the bondholders of the CB in that the conditions of the CB have been modified to allow early redemption of the CB ("CB Modifications"). On 30 March 2009, all outstanding CB were fully redeemed by the Company. Details of the CB Modifications and the redemption are disclosed in the Company's circulars dated 27 February and 30 March 2009.

The movements of the CB during the year are as follows:

| | | HK\$ 港元 |
|-------------------------------|-------------|---------------|
| Nominal value of issued | 已發行可換股債券面值 | 150,000,000 |
| Fair value loss | 公平值虧損 | 340,548,687 |
| At 30 June 2008 | 於2008年6月30日 | 490,548,687 |
| Interest paid during the year | 年內已付利息 | (1,738,356) |
| Early redemption | 提早贖回 | (150,000,000) |
| Gain on early redemption | 提早贖回之收益 | (338,810,331) |
| At 30 June 2009 | 於2009年6月30日 | - |

22. 可換股債券

於2008年1月31日，本公司發行了面值150,000,000港元之可換股債券（「可換股債券」），其到期日為2012年1月30日。可換股債券的年利率為1厘，每年於期末支付。首個利息支付日期為2009年1月30日，最後一個利息支付日為2012年1月30日。

由於可換股債券並不容許提早贖回，本公司向可換股債券持有人提議修訂可換股債券之條件，以使可換股債券容許提早贖回（「可換股債券修訂」）。於2009年3月30日，所有尚未贖回可換股債券已由本公司悉數贖回。可換股債券修訂及贖回之詳情已披露於本公司日期為2009年2月27日及2009年3月30日之通函中。

可換股債券於年內的變動如下：

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

23. DEFERRED TAXATION

At the balance sheet date, the major components of the unprovided deferred taxation of the Group calculated at Hong Kong Profits Tax Rate of 16.5% (2008: 16.5%) are as follows:

| | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|---|--------------------|--------------------|
| Accelerated depreciation allowance 加速折舊抵免 | (82,921) | (131,170) |
| Future benefits of tax losses 稅項虧損之未來利益 | 9,680,225 | 7,674,656 |
| | 9,597,304 | 7,543,486 |

No deferred tax assets have 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, however certain tax losses have not been agreed by the Hong Kong Inland Revenue Department.

No provision for deferred taxation arising from accelerated depreciation allowance has been made in the financial statements as the effect of taxable temporary differences thereon is immaterial to the Group.

23. 遞延稅項

本集團於結算日按香港利得稅稅率16.5%(2008年：16.5%)計算的未撥備遞延稅項的主要部分如下：

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，然而若干稅項虧損仍未被香港稅務局承認。

由於加速折舊所抵免產生的應課稅暫時差異對本集團影響並不重大，故未有在財務報表就其作出遞延稅項撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

24. SHARE CAPITAL

24. 股本

| | | Number of shares 股份數目 | Nominal value 面值 HK\$ 港元 |
|---|------------------------|-----------------------------|--------------------------------------|
| Ordinary shares of HK\$0.001 | 每股面值0.001港元的普通股股份 | | |
| Authorised | 法定 | | |
| At 1 July 2007 | 於2007年7月1日 | 1,000,000,000 | 10,000,000 |
| Increase of shares (note a) | 股份增加(附註a) | 4,000,000,000 | 40,000,000 |
| Share sub-division (note d) | 股份拆細(附註d) | 45,000,000,000 | – |
| | | <u>50,000,000,000</u> | <u>50,000,000</u> |
| At 30 June 2008 and 30 June 2009 | 於2008年6月30日及2009年6月30日 | | |
| Issued and fully paid | 已發行及繳足 | | |
| At 1 July 2007 | 於2007年7月1日 | 382,592,000 | 3,825,920 |
| Issue of shares upon placements (note b) | 配售所發行之股份(附註b) | 334,388,000 | 3,343,880 |
| Issue of shares upon exercise of share options (note c) | 行使購股權所發行之股份(附註c) | 21,194,463 | 211,945 |
| Share sub-division (note d) | 股份拆細(附註d) | 6,643,570,167 | – |
| | | <u>7,381,744,630</u> | <u>7,381,745</u> |
| At 30 June 2008 | 於2008年6月30日 | | |
| Issue of shares upon placements (note e) | 配售所發行之股份(附註e) | 1,200,000,000 | 1,200,000 |
| Issue of shares upon exercise of share options (note f) | 行使購股權所發行之股份(附註f) | 255,000,000 | 255,000 |
| | | <u>8,836,744,630</u> | <u>8,836,745</u> |
| At 30 June 2009 | 於2009年6月30日 | | |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

24. SHARE CAPITAL (continued)

- (a) Pursuant to an ordinary resolution passed on 24 December 2007, the authorised share capital of the Company increased from HK\$10,000,000 to HK\$50,000,000 by creation of 4,000,000,000 shares of HK\$0.01 each.
- (b) On 12 June 2007, the Company entered into two placing agreements with the placee in respect of the placement of 304,388,000 ordinary shares of HK\$0.01 each at a price of HK\$0.17 per share. The two placements were completed on 11 July 2007 and 6 September 2007 respectively and the premium on the issue of shares amounting to approximately HK\$47,158,231, net of share issue expenses, was credited to the Company's share premium account.

On 6 November 2007, the Company entered into a placing agreement with the placee in respect of the placement of 30,000,000 ordinary shares of HK\$0.01 each at a price of HK\$0.17 per share. The placement was completed on 31 December 2007 and the premium on the issue of shares amounting to approximately HK\$4,800,000, was credited to the Company's share premium account.

- (c) During the year ended 30 June 2008, the Company issued a total of 21,194,463 ordinary shares of HK\$0.01 each upon the exercise of share options as follows:

24. 股本(續)

- (a) 根據於2007年12月24日通過之一條普通議案，本公司增發4,000,000,000股每股面值0.01港元之股份，令法定股本由10,000,000港元增加至50,000,000港元。
- (b) 於2007年6月12日，本公司與一名承配人簽訂了兩項配售協議，就以每股0.17港元配售304,388,000股每股面值0.01港元之普通股。該兩項配售分別於2007年7月11日及2007年9月6日完成。發行股份之溢價，在扣除發行股份開支後共值約47,158,231港元，已計入本公司的股份溢價賬內。

於2007年11月6日，本公司與承配人簽訂了一項配售協議，就以每股0.17港元配售30,000,000股每股面值0.01港元之普通股。該項配售已於2007年12月31日完成。發行股份之溢價約4,800,000港元，已計入本公司的股份溢價賬內。

- (c) 於截至2008年6月30日止之年度內，在行使購股權後，本公司共發行21,194,463股每股面值0.01港元之普通股，詳情如下：

| Exercise price per share 每股行使價 | | Number of shares issued upon exercise 行使所發行之 股份數目 | Amounts of shares exercised 已行使 金額 HK\$ 港元 | Share capital increased upon exercise 行使所 增加之股本 HK\$ 港元 | Share premium increased upon exercise 行使所增加 之股份溢價 HK\$ 港元 |
|--------------------------------------|---------|---|--|---|---|
| HK\$0.105 | 0.105港元 | 1,448,493 | 152,092 | 14,485 | 137,607 |
| HK\$0.116 | 0.116港元 | 10,082,758 | 1,169,600 | 100,828 | 1,068,772 |
| HK\$0.223 | 0.223港元 | 4,484,305 | 1,000,000 | 44,843 | 955,157 |
| HK\$0.225 | 0.225港元 | 1,111,111 | 250,000 | 11,111 | 238,889 |
| HK\$0.295 | 0.295港元 | 4,067,796 | 1,200,000 | 40,678 | 1,159,322 |
| | | 21,194,463 | 3,771,692 | 211,945 | 3,559,747 |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

24. SHARE CAPITAL (continued)

- (d) Pursuant to an ordinary resolution passed on 18 January 2008, every one ordinary share of HK\$0.01 each in the issued and unissued share capital of the Company were sub-divided into 10 ordinary shares of HK\$0.001 each in the issued and unissued share capital of the Company. The share sub-division becomes effective on 21 January 2008. Details of the share sub-division are set out in the Company's circular dated 28 December 2007.
- (e) On 29 April 2009, the Company entered into a top-up placing and subscription agreement with the placing agent and Hong Kong Health Check and Laboratory Holdings Company Limited in respect of the placement and subscription of 1,200,000,000 ordinary shares of HK\$0.001 each at a price of HK\$0.025 per share. The Top-up placing and the Top-up subscription were completed on 6 May 2009 and 13 May 2009 respectively, and the premium on the issue of shares amounting to HK\$27,891,995, net of share issue expenses, was credited to the Company's share premium account.
- (f) During the year ended 30 June 2009, the Company issued a total of 255,000,000 ordinary shares of HK\$0.001 each upon the exercise of share options as follows:

24. 股本(續)

- (d) 根據於2008年1月18日通過之一項普通議案，本公司股本中每股面值0.01港元已發行及未發行的普通股被拆細為10股每股面值0.001港元之已發行及未發行普通股。股份拆細於2008年1月21日生效。有關股份拆細詳情已刊載於2007年12月28日之通函。
- (e) 於2009年4月29日，本公司與配售代理及香港體檢及醫學診斷控股有限公司就按每股0.025港元配售及認購1,200,000,000股每股面值0.001港元之普通股訂立先舊後新配售及認購協議。先舊後新配售事項及先舊後新認購事項已分別於2009年5月6日及2009年5月13日完成，而發行股份之溢價約27,891,995港元於扣除股份發行開支後計入本公司之股份溢價賬內。
- (f) 於截至2009年6月30日止年度，本公司透過行使購股權而發行合共255,000,000每股面值0.001港元之普通股，概述如下：

| Exercise price per share 每股行使價 | Number of shares issued upon exercise 行使所發行之股份數目 | Amounts of shares exercised 已行使金額 | Share capital increased upon exercise 行使所增加之股本 | Share premium increased upon exercise 行使所增加之股份溢價 |
|-----------------------------------|---|--------------------------------------|---|---|
| | | HK\$ 港元 | HK\$ 港元 | HK\$ 港元 |
| HK\$0.032 | 0.032港元 | 255,000,000 | 8,160,000 | 7,905,000 |

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

本集團管理資金的目標為透過優化債務和權益結餘以確保集團持續營運及提供最大回報予股東。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

24. SHARE CAPITAL (continued)

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to balance its overall capital structure through the payment of dividends, new share issue, share buy-back as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 30 June 2009, 81.70% (2008: 93%) of the shares were in public hands.

24. 股本(續)

本集團按風險比例釐定資本金額。本集團管理資本結構並因應經濟情況的轉變以及資產所涉及的風險特徵進行不時調整。為平衡其整體資本結構，本集團會透過支付股息、發行新股及股份購回以及發行新債、贖回現有債項或出售資產以減低債項。

本集團唯一由外部施加的資本規定是維持在聯交所的上市地位而須具有的最小25%的本公司股份公眾持股量。本集團每月從股份過戶處收取有關非公眾人士重大股份權益報告，並顯示出全年間持續符合25%的限制。於2009年6月30日，公眾人士持有本公司股份81.70% (2008年：93%)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

25. BALANCE SHEET OF THE COMPANY

25. 本公司之資產負債表

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--|---------------------|--------------------|--------------------|
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司之投資 | 8 | 795,107 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 55,613,068 | 55,993,624 |
| Financial assets at fair value through profit or loss | 經損益賬按公平值入賬之 金融資產 | 8,571,237 | 4,260 |
| Other receivables and prepayments | 其他應收款項及預付款項 | 100,556 | 22,097,325 |
| Cash and bank balances | 現金及銀行結餘 | 26,129,927 | 147,422,010 |
| | | 90,414,788 | 225,517,219 |
| Current liabilities | 流動負債 | | |
| Amounts due to subsidiaries | 應付附屬公司款項 | - | 1,374,629 |
| Other payables and accrued charges | 其他應付款項及應計費用 | 619,364 | 673,905 |
| Convertible bonds | 可換股債券 | - | 490,548,687 |
| | | 619,364 | 492,597,221 |
| Net current assets/(liabilities) | 流動資產/(負債)淨值 | 89,795,424 | (267,080,002) |
| Net assets/(liabilities) | 資產/(負債)淨值 | 89,795,432 | (266,284,895) |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 8,836,745 | 7,381,745 |
| Reserves (note 26) | 儲備(附註26) | 80,958,687 | (273,666,640) |
| Total equity/(capital deficiency) | 權益總額/(資本虧絀) | 89,795,432 | (266,284,895) |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

26. RESERVE

(a) Group

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity.

(b) Company

26. 儲備

(a) 集團

本集團之儲備金額以及其變動已反映於綜合權益變動報表。

(b) 公司

| | | Share premium 股份溢價 HK\$ 港元 | Share option reserve 購股權儲備 HK\$ 港元 | Accumulated losses 累計虧損 HK\$ 港元 | Total 總值 HK\$ 港元 |
|--|---------------------------|-------------------------------------|---|--|---------------------------|
| At 1 July 2007 | 於2007年7月1日 | 46,952,988 | 1,700,386 | (25,376,808) | 23,276,566 |
| Issue of shares upon placements | 配售所發行之股份 | 51,958,231 | - | - | 51,958,231 |
| Issue of shares upon exercise of share options | 行使購股權所發行之股份 | 3,559,747 | - | - | 3,559,747 |
| Transfer of reserve upon exercise of share options | 行使購股權之儲備轉撥 | 1,700,386 | (1,700,386) | - | - |
| Recognition of share-based payments | 確認以股份為基礎之付款 | - | 837,295 | - | 837,295 |
| Loss for the year | 年度虧損 | - | - | (353,298,479) | (353,298,479) |
| At 30 June 2008 and 1 July 2008 | 於2008年6月30日及 2008年7月1日 | 104,171,352 | 837,295 | (378,675,287) | (273,666,640) |
| Issue of shares upon placements | 配售所發行之股份 | 27,891,995 | - | - | 27,891,995 |
| Issue of shares upon exercise of share options | 行使購股權所發行之股份 | 7,905,000 | - | - | 7,905,000 |
| Recognition of share-based payments | 確認以股份為基礎之付款 | - | 3,142,076 | - | 3,142,076 |
| Transfer of reserve upon exercise of share options | 行使購股權之儲備轉撥 | 3,142,076 | (3,142,076) | - | - |
| Profit for the year | 年度溢利 | - | - | 315,686,256 | 315,686,256 |
| At 30 June 2009 | 於2009年6月30日 | 143,110,423 | 837,295 | (62,989,031) | 80,958,687 |

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law (Revised) of the Cayman Islands, the funds in the share premium account are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(c) 儲備的性質及目的

(i) 股份溢價

根據開曼群島公司法(經修訂), 股份溢價內的資金可供分派予各股東, 惟於緊接建議分派股息當天後本公司有能力在日常業務過程中歸還到期之債務。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

26. RESERVE (continued)

(c) Nature and purpose of reserves (continued)

(ii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to certain directors, employees, other eligible participants and The Chinese University of Hong Kong as set out in note 27(b) to financial statements recognised in accordance with the accounting policy for equity-settled share-based payments in note 3(t) to the financial statements.

27. SHARE BASED PAYMENTS

(a) Equity-settled share option scheme

A share option scheme (the "Share Option Scheme") was adopted by 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 employees, directors, advisors, consultants, 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.

26. 儲備(續)

(c) 儲備的性質及目的(續)

(ii) 購股權儲備

根據財務報表附註27(b)之會計政策，購股權儲備是指授予確認於財務報表附註3(t)所呈列有關以股份為基礎的付款的若干董事、僱員，其他合資格參與人士及香港中文大學的實際和預期未行使的購股權之公平值。

27. 以股份為基礎的付款

(a) 以股本結算之購股權計劃

本公司於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限隨時行使。購股權期限乃由董事會全權酌情釐定的期限，並由董事會通知各承授人購股權可於該期限行使，該期限指於授出購股權當日後起計不得超過10年屆滿。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued)

(a) Equity-settled share option scheme (continued)

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 10% of the issued share capital of the Company as at the listing date of the Company on GEM (the "Scheme Mandate Limit"). The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders of the Company's approval.

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.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

27. 以股份為基礎的付款(續)

(a) 以股本結算之購股權計劃(續)

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但尚未行使的購股權倘獲行使而可能發行的股份總數為本公司於創業板之上市日期的已發行股本的10%(「計劃授權限額」)。如取得本公司股東的預先通過，本公司可於任何時間延續計劃授權限額。

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。

向本公司各董事、主要行政人員或主要股東或彼等之任何聯繫人士授予購股權，須事先獲得獨立非執行董事批准。此外，倘於任何十二個月內授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權超過本公司任何時間已發行股份之0.1%或總值(根據授出購股權當日本公司股份價格計算)超過5,000,000港元，則須事先在股東大會上獲得股東批准。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued)

(a) Equity-settled share option scheme (continued)

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.

Share options do not confer rights on the holder to dividends or to vote at the shareholders' meeting.

Details of the movements in share options granted under the Share Option Scheme during the year are set out as follows:

Year ended 30 June 2009

| Date of grant | Exercisable period | Exercise price per share | Outstanding at 01/07/2008 | Granted | Exercised/Cancelled/Lapsed | Outstanding at 30/06/2009 |
|--|-------------------------|--------------------------|---------------------------|-------------|----------------------------|---------------------------|
| 授予日期 | 行使期間 | 每股行使價 HK\$ 港元 | 於 2008年7月1日 尚未行使 | 已授出 | 已行使/ 已註銷/ 已失效 | 於 2009年6月30日 尚未行使 |
| Employees | 僱員 | | | | | |
| 10/06/2009 | 10/06/2009 – 09/06/2010 | 0.032 | – | 85,000,000 | 85,000,000 | – |
| Other eligible participants | 其他合資格參與者 | | | | | |
| 10/06/2009 | 10/06/2009 – 09/06/2010 | 0.032 | – | 170,000,000 | 170,000,000 | – |
| Total | 合共 | | – | 255,000,000 | 255,000,000 | – |
| Weighted average exercise price (HK\$) | 加權平均行使價(港元) | | – | 0.032 | 0.032 | – |

27. 以股份為基礎的付款(續)

(a) 以股本結算之購股權計劃(續)

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。

購股權並不賦予持有人享有股息及於股東大會上投票之權力。

按購股權計劃已授出之購股權變動詳情如下：

截至2009年6月30日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued)

(a) Equity-settled share option scheme (continued) Year ended 30 June 2008

| Date of grant | Exercisable period | Exercise price per share | Outstanding at 01/07/2007 | Granted | Exercised/ Cancelled/ Lapsed | Outstanding at 30/06/2008 |
|---|-------------------------|-----------------------------|-------------------------------------|-----------------------|---------------------------------------|---|
| 授予日期 | 行使期間 | 每股 行使價 (note) (附註) | 2007年7月1日 尚未行使 (note) (附註) | 已授出 (note) (附註) | 已行使/ 已註銷/ 已失效 (note) (附註) | 於 2008年6月30日 尚未行使 (note) (附註) |
| | | HK\$ 港元 | | | | |
| Directors | | | | | | |
| 董事 | | | | | | |
| 20/06/2005 | 20/06/2005 – 19/06/2008 | 0.0225 | 11,111,110 | – | 11,111,110 | – |
| 19/06/2006 | 19/06/2006 – 18/06/2009 | 0.0105 | 5,000,000 | – | 5,000,000 | – |
| 19/06/2006 | 19/06/2006 – 18/06/2016 | 0.0105 | 9,484,930 | – | 9,484,930 | – |
| Employees | | | | | | |
| 僱員 | | | | | | |
| 26/06/2006 | 26/06/2006 – 25/06/2016 | 0.0116 | 6,000,000 | – | 6,000,000 | – |
| Total | 合共 | | 31,596,040 | – | 31,596,040 | – |
| Weighted average exercise price (HK\$) (note) | 加權平均行使價 (港元)(附註) | | 0.0149 | – | 0.0149 | – |

Note: The exercise price, the weighted average exercise price and the number of options outstanding and exercised in respect of the options granted before 21 January 2008 have been adjusted according to the shares subdivision of the Company as set out in note 24(d) to the financial statements.

The weighted average share price at the date of exercise for share options exercised during the year was HK\$0.032. The options outstanding at the end of the year have a weighted average remaining contractual life of 0 year (2008: 0 year).

27. 以股份為基礎的付款(續)

(a) 以股本結算之購股權計劃(續) 截至2008年6月30日止年度

附註： 相關於2008年1月21日前授出之購股權，其行使價、加權平均行使價及尚未行使和已行使之購股權數目已根據本公司股份拆細(已呈列於本財務報表附註24(d))而調整。

年內於各已行使購股權當天的加權平均股價為0.032港元。於本年度末尚未行使之購股權之加權平均尚餘有效期為0年(2008年：0年)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued)

(b) Under an agreement entered into between The Chinese University of Hong Kong and the Company on 8 August 2002 relating to the grant of a right of first refusal to the Company by The Chinese University of Hong Kong 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 Hong Kong 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 of Hong Kong or such person as The Chinese University of Hong Kong 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 of Hong Kong 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.

Details of the movements in share options granted pursuant to the Right of First Refusal Agreement during the year are set out as follows:

Year ended 30 June 2009

| Date of grant | Exercisable period | Exercise price per share | Outstanding at 01/07/2008 | Granted | Exercised/ Cancelled/ Lapsed | Outstanding at 30/06/2009 |
|--|-------------------------|--------------------------|---------------------------|---------|------------------------------|---------------------------|
| 授予日期 | 行使期間 | 每股行使價 HK\$ 港元 | 於 2008年7月1日 尚未行使 | 已授出 | 已行使/ 已註銷/ 已失效 | 於 2009年6月30日 尚未行使 |
| 27/06/2008 | 27/12/2008 – 26/06/2013 | 0.1220 | 10,655,738 | - | - | 10,655,738 |
| Weighted average exercise price (HK\$) | 加權平均行使價(港元) | | 0.1220 | - | - | 0.1220 |

27. 以股份為基礎的付款(續)

(b) 根據香港中文大學與本公司於2002年8月8日訂立有關香港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」)，本公司將享有獲香港中文大學授予須支付專利權費的獨家特許權的優先購買權，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。

作為交換，本公司同意授予香港中文大學或香港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。該等購股權將每次相隔十二個月授予香港中文大學。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。

根據優先購買權協議已授出予中文大學之購股權於年內的變動詳情如下：

截至2009年6月30日止年度

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued) (b) (continued)

27. 以股份為基礎的付款(續) (b) (續)

Year ended 30 June 2008

截至2008年6月30日止年度

| Date of grant | Exercisable period | Exercise price per share | Outstanding at 01/07/2007 於 2007年7月1日 尚未行使 | Granted | Exercised/ Cancelled/ Lapsed | Outstanding at 30/06/2008 於 2008年6月30日 尚未行使 |
|---|-------------------------|---|---|-------------------|------------------------------------|--|
| 授予日期 | 行使期間 | 每股 行使價 (note) (附註) HK\$ 港元 | (note) (附註) | (note) (附註) | (note) (附註) | (note) (附註) |
| 28/06/2005 | 28/12/2005 – 27/06/2010 | 0.0223 | 44,843,050 | – | 44,843,050 | – |
| 26/06/2006 | 26/12/2006 – 25/06/2011 | 0.0116 | 94,827,580 | – | 94,827,580 | – |
| 22/06/2007 | 22/12/2007 – 21/06/2012 | 0.0295 | 40,677,960 | – | 40,677,960 | – |
| 27/06/2008 | 27/12/2008 – 26/06/2013 | 0.1220 | – | 10,655,738 | – | 10,655,738 |
| Total | 合共 | | <u>180,348,590</u> | <u>10,655,738</u> | <u>180,348,590</u> | <u>10,655,738</u> |
| Weighted average exercise price (HK\$) (note) | 加權平均行使價 (港元)(附註) | | <u>0.0183</u> | <u>0.1220</u> | <u>0.0183</u> | <u>0.1220</u> |

Note: The exercise price, the weighted average exercise price and the number of options outstanding, granted and exercised in respect of the options granted before 21 January 2008 have been adjusted according to the share sub-division of the Company as set out in note 24(d) to the financial statements.

附註：相關於2008年1月21日前授出之購股權，其行使價、加權平均行使價及尚未行使和已行使之購股權數目已根據本公司股份拆細(已呈列於本財務報表附註24(d))而調整。

The options outstanding at the end of the year have a weighted average remaining contractual life of approximately 4.0 years (2008: approximately 4.5 years).

於本年度末尚未行使之購股權之加權平均尚餘有效期約為4.0年(2008年：約4.5年)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

27. SHARE BASED PAYMENTS (continued)

- (c) The fair values of share option granted during the year were determined using the Binomial Model. The significant inputs into the estimation were as follows:

| | | Share options grant date 購股權授出日期 | |
|--|---------------------|-------------------------------------|------------|
| | | 10/06/2009 | 27/06/2008 |
| Share price at the grant date (HK\$) | 於授出日的股價(港元) | 0.032 | 0.1150 |
| Exercise price (HK\$) | 行使價(港元) | 0.032 | 0.1220 |
| Expected volatility based on historical volatility of share prices (%) | 根據股價的歷史波幅推算的預期波幅(%) | 116.33 | 86.59 |
| Expected annual dividend yield, based on historical dividend (%) | 根據歷史股息推算的預期年股息率(%) | — | — |
| Expected life of option (years) | 購股權之預期期限(年期) | 1 | 5 |
| Risk free rate (%) | 無風險比率(%) | 0.210 | 3.280 |

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 260 days (2008: 1,200 days). The expected life used in the estimation has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

預期波幅以計算過去260天(2008年：1,200天)本公司股份價格的歷史波幅來釐定。根據管理層的最佳估計，該估計所採用之預期期限經已作出調整以反映不能轉讓、行使限制及行為因素等影響。

28. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

Acquisition of subsidiaries

On 13 October 2008, the Group acquired 100% of the issued share capital of Hong Kong Health Management Limited ("HKHM") for a cash consideration of HK\$1. HKHM was engaged in influenza prevention immunization during the year.

On 10 February 2009, the Group acquired 100% of the issued share capital of China Natural Pharmaceutical Holdings Company Limited ("CNPH"), for a cash consideration of HK\$2,872,055. CNPH was engaged in investment holding during the year.

28. 綜合現金流量表附註

收購附屬公司

於2008年10月13日，本集團收購香港健康管理有限公司(「香港健康管理」)全部已發行股本，現金代價為1港元。香港健康管理於年內主要從事流感免疫。

於2009年2月10日，本集團收購中國天然藥物控股有限公司(「中國天然藥物控股」)全部已發行股本，現金代價為2,872,055港元。中國天然藥物控股於年內主要從事投資控股。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

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

Acquisition of subsidiaries (continued)

The fair value of the identifiable assets and liabilities of these subsidiaries acquired as at the dates of acquisition, which have no significant difference from their carrying amount, are as follows:

| | | HKHM 香港健康 管理 HK\$ 港元 | CNPH 中國天然 藥物控股 HK\$ 港元 | Total 總計 HK\$ 港元 |
|---|----------------|----------------------------------|------------------------------------|---------------------------|
| Net liabilities acquired: | 已收購負債淨值： | | | |
| Property, plant and equipment | 物業、廠房及設備 | 123,039 | – | 123,039 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 497,063 | – | 497,063 |
| Bank and cash balances | 銀行及現金結餘 | 150,607 | – | 150,607 |
| Trade and other payables | 貿易及其他應付款項 | (146,508) | – | (146,508) |
| Due to directors | 應付董事款項 | (675,000) | (127,945) | (802,945) |
| | | (50,799) | (127,945) | (178,744) |
| Goodwill | 商譽 | 50,800 | 3,000,000 | 3,050,800 |
| Satisfied by: | 以下列方式支付： | | | |
| Cash | 現金 | 1 | 2,872,055 | 2,872,056 |
| Net cash outflow arising on acquisition: | 收購事項產生之現金流出淨額： | | | |
| Cash consideration paid | 已付現金代價 | (1) | (2,872,055) | (2,872,056) |
| Cash and cash equivalents acquired | 已收購的現金及現金等值 | 150,607 | – | 150,607 |
| | | 150,606 | (2,872,055) | (2,721,449) |

The goodwill arising on the acquisition of these subsidiaries is attributable to the anticipated profitability of the distribution of the Group's products in the new markets and the anticipated future operating synergies from the combination.

These subsidiaries contributed HK\$356,056 to the Group's turnover and losses of HK\$1,252,900 to the Group's profit before tax, for the period between the date of acquisition and the balance sheet date.

28. 綜合現金流量表附註 (續)

收購附屬公司(續)

於收購日期收購此等附屬公司可識別資產及負債之公平值(與其賬面值概無重大差異)如下:

| | HKHM 香港健康 管理 HK\$ 港元 | CNPH 中國天然 藥物控股 HK\$ 港元 | Total 總計 HK\$ 港元 |
|---|----------------------------------|------------------------------------|---------------------------|
| Net liabilities acquired: | | | |
| Property, plant and equipment | 123,039 | – | 123,039 |
| Prepayments, deposits and other receivables | 497,063 | – | 497,063 |
| Bank and cash balances | 150,607 | – | 150,607 |
| Trade and other payables | (146,508) | – | (146,508) |
| Due to directors | (675,000) | (127,945) | (802,945) |
| | (50,799) | (127,945) | (178,744) |
| Goodwill | 50,800 | 3,000,000 | 3,050,800 |
| Satisfied by: | | | |
| Cash | 1 | 2,872,055 | 2,872,056 |
| Net cash outflow arising on acquisition: | | | |
| Cash consideration paid | (1) | (2,872,055) | (2,872,056) |
| Cash and cash equivalents acquired | 150,607 | – | 150,607 |
| | 150,606 | (2,872,055) | (2,721,449) |

收購此等附屬公司產生之商譽應由本集團產品於新市場分銷之預期盈利能力及自合併產生之預期未來營運協同效應分佔。

於收購日期至結算日期間，此等附屬公司向本集團之營業額貢獻356,056港元及向本集團之除稅前溢利貢獻虧損1,252,900港元。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

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

Acquisition of subsidiaries (continued)

If the acquisition had been completed on 1 July 2008, total Group turnover for the year would have been HK\$4,905,347 and profit for the year would have been HK\$312,235,204. The proforma information is for illustrative purposes only and is not necessarily an indication of the turnover and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 July 2008, nor is intended to be a projection of future results.

29. RETIREMENT SCHEME

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% or relevant payroll costs to the scheme, which contribution is matched by employees.

The total cost charged to consolidated income statement of HK\$134,889 (2008: HK\$80,851) represents contributions payable to the scheme by the Group during the year.

30. OPERATING LEASES COMMITMENTS

At the balance sheet dates, the Group had commitments for future minimum leases payment under non-cancellable operating leases which fall due as follows:

| | | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--|--------------------|--------------------|--------------------|
| Within one year | 1年內 | 65,520 | 372,568 |
| In the second to fifth years inclusive | 第2年開始至第5年止(包括首尾兩年) | — | 65,520 |
| | | 65,520 | 438,088 |

Operating lease payments represent rentals payable by the Group for its office premises and retail shop. Leases are negotiated and rentals are fixed for a term ranging from two to three years.

28. 綜合現金流量表附註 (續)

收購附屬公司(續)

倘收購事項已於2008年7月1日完成，本集團年內營業總額將為4,905,347港元，而年內溢利將為312,235,204港元。備考資料僅作說明用途，並不構成本集團於收購事項在2008年7月1日完成時可達致之營業額及營運業績之說明，亦非用於預測未來業績。

29. 退休計劃

本集團為所有於香港合資格員工提供一強制性公積金計劃。該計劃的資產與本集團的資產分開持有，其資金由受託人全權控制。本集團向該計劃的供款為相關薪金成本的5%，同時僱員須以相等金額供款。

年內本集團已支付134,889港元(2008年：80,851港元)作為對該計劃的供款，並已在綜合收益表中全數扣除。

30. 經營租約承擔

於各結算日，本集團根據不可撤銷的經營租約須於下列到期日支付之未來最低租金款項如下：

經營租約款項乃指本集團就其辦公室物業及零售商店之租金。租約及所議定之租金按介乎兩至三年期磋商。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

31. CAPITAL COMMITMENTS

The Group's capital commitments at the balance sheet date are as follows:

| | 2009 HK\$ 港元 | 2008 HK\$ 港元 |
|--|--------------------|--------------------|
| Capital contribution to a subsidiary 注資於一間附屬公司 | - | 195,500,000 |

32. OTHER COMMITMENTS

Pursuant to a referral agreement (the "Agreement") dated 6 November 2007, the Company agreed to pay a referral fee of HK\$51,000,000 in aggregate to Mr. U Man long (the "Agent") conditionally upon the successful acquisition of the Class 1 New Drug and relevant distribution network (refer as the "transaction"). The referral fee will be settled by the issue of 300,000,000 ordinary shares of HK\$0.01 each in the Company which shall be issued credited as fully paid up at HK\$0.17 each ("Referral Shares"). With effect of the share subdivision on 21 January 2008, the Referral Shares was adjusted to 3,000,000,000 ordinary shares of HK\$0.001 each which shall be paid up as fully paid up at HK\$0.017 each. According to the Agreement, both parties can terminate the Agreement by notice in writing not more than six months or the Company can terminate the Agreement immediately by written notice if the Agent fail to fulfill certain condition mentioned in the Agreement. Details of the above were set out in the Company's announcement dated 6 December 2007.

Subsequent to the balance sheet date, the share consolidation became effective on 6 August 2009, the Referral Shares was adjusted to 300,000,000 ordinary shares of HK\$0.01 each which shall be paid up as fully paid up at HK\$0.17 each. Details of the above were set out in the Company's circular dated 20 July 2009.

31. 資本承擔

於結算日本集團的資本承擔詳列如下：

32. 其他承擔

根據一項於2007年11月6日簽訂的轉介協議（「協議」），本公司同意有條件地支付轉介費合共51,000,000港元予文勇先生（「代理人」）用作成功收購第一類新藥及相關分銷網絡（下稱「交易」）。該轉介費將會以發行作已繳足股款的300,000,000股每股面值0.01港元之本公司普通股（「轉介股份」）支付，作價每股0.17港元。由於股份拆細於2008年1月21日起生效，轉介股份被調整為已發行並繳足股款的3,000,000,000股每股面值0.001港元之普通股，作價每股0.017港元。根據協議，雙方可以不多於六個月之書面通知終止協議，或本公司可於代理未能達成協議所述若干條件時即時以書面通知終止協議。有關以上項目之詳情已載於2007年12月6日之本公司公佈內。

於結算日後，股份合併於2009年8月6日生效，轉介股份已調整至300,000,000股每股面值0.01港元之普通股，並以每股0.17港元繳付並列作繳足。上述事項詳情已載於本公司日期為2009年7月20日之通函。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

33. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

33. 關連人士交易

- (a) 除財務報表另外披露之關連人士交易外，本集團於本年度與關連人士亦進行以下交易：

| | | 2009 | 2008 |
|---|--------------------------------|------------------|------|
| | | HK\$ | HK\$ |
| | | 港元 | 港元 |
| Hong Kong Health Check and Laboratory Holdings Company Limited ("HK Health Check") (note i) | 香港體檢及醫學診斷控股有限公司 (「香港體檢」) (附註i) | | |
| Proceeds from sales of property, plant and equipment | 出售物業、廠房及設備所得款項 | 221,340 | – |
| Laboratory test fee | 化驗所服務費 | 31,070 | – |
| Rental expenses | 租金費用 | 70,000 | – |
| Town Health International Holdings Company Limited ("Town Health") (note ii) | 康健國際控股有限公司 (「康健國際」) (附註ii) | | |
| Income from provision of healthcare services | 保健服務收入 | 38,345 | – |
| Rental expenses | 租金費用 | 13,000 | – |
| Dr. Cho Kwai Chee (note iii) | 曹貴子醫生(附註iii) | | |
| Consultancy fee | 諮詢費 | 1,000,000 | – |

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

33. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Note:

- (i) During the year, the Group disposed certain property, plant and equipment, paid laboratory fee and paid rental expenses to HK Health Check on the rates agreed by both parties. The Group became a subsidiary of HK Health Check effective on 9 September 2008 and ceased to be a subsidiary and has become an associate of HK Health Check at 30 June 2009. Dr. Hui Ka Wah, Ronnie, JP, a chairman and executive director of the Company, is also an executive director of HK Health Check.
- (ii) During the year, the Group provided healthcare services and paid rental expenses to Town Health on the rates agreed by both parties. Dr. Hui Ka Wah, Ronnie, JP, a chairman and executive director of the Company, is also an executive director of Town Health.
- (iii) During the year, the Group signed a consultancy services agreement with Dr. Cho Kwai Chee for two years from 1 September 2008 to 31 August 2010 with monthly charges of HK\$100,000. Dr. Cho Kwai Chee is an executive director of HK Health Check. He is also a chief executive officer and an executive director of Town Health.

The Directors have confirmed that all the related party transactions were conducted in the ordinary course of business.

- (b) The compensation to the Group's key management personnel is disclosed in notes 11 and 12 to the financial statements.

33. 關連人士交易 (續)

(a) (續)

附註：

- (i) 年內，本集團按雙方議定之價格或費率向香港體檢出售若干物業、廠房及設備、支付化驗費及支付租金。本集團於2008年9月9日起成為香港體檢之附屬公司，並於2009年6月30日終止作為香港體檢之附屬公司而轉為聯營公司。本公司主席兼執行董事許家驊醫生太平紳士亦為香港體檢之執行董事。
- (ii) 年內，本集團按雙方議定之價格或費率向康健國際提供保健服務及支付租金。本公司主席兼執行董事許家驊醫生太平紳士亦為康健國際之執行董事。
- (iii) 年內，本集團與曹貴子醫生簽訂諮詢服務協議，由2008年9月1日至2010年8月31日為期兩年，每月費用為100,000港元。曹貴子醫生為香港體檢之執行董事，及康健國際之行政總裁兼執行董事。

董事確認，所有關連人士交易均於日常業務過程中進行。

- (b) 本集團之主要管理人員薪酬披露於財務報表附註11及12。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

34. EVENTS AFTER THE BALANCE SHEET DATE

- (a) Subsequent to the balance sheet date, the Company proposed to implement the share consolidation on the basis that every ten issued and unissued shares of HK\$0.001 each in the share capital of the Company will be consolidated into one consolidated share of HK\$0.01 each ("Share Consolidation"). The ordinary resolution approving the Share Consolidation was duly passed by the shareholders of the Company at the extraordinary general meeting held on 5 August 2009 and the Share Consolidation became effective on 6 August 2009.
- (b) On 9 July 2009 and 14 August 2009, the board of directors approved to grant 42,500,000 and 92,600,000 share options. Each option gives the eligible participants the right to subscribe for one ordinary share of the Company. The terms and conditions of the options granted are as follows:

34. 結算日後事項

- (a) 於結算日後，本公司建議實行股份合併，基準為本公司股本中每十股每股面值0.001港元之已發行及未發行股份，將合併為一股每股面值0.01港元之合併股份（「股份合併」）。批准股份合併之普通決議案已於2009年8月5日舉行之股東特別大會上獲本公司股東正式通過，而股份合併已於2009年8月6日生效。
- (b) 於2009年7月9日及2009年8月14日，董事會分別批准授出為數42,500,000及92,600,000之購股權。每份購股權賦予合資格參與者權利認購一股本公司普通股。購股權之條款及條件如下：

| Grantee 承授人 | Date of grant 授出日期 | Exercise period 行使期 | Exercise price 行使價 HK\$ 港元 | Number of share options 購股權數目 | Estimated fair value 估計公平值 HK\$ 港元 |
|---|-----------------------|-------------------------------|-------------------------------------|-------------------------------------|--|
| Other eligible participants 其他合資格參與者 | 09/07/2009 | 09/07/2009 to 至 08/07/2010 | 0.230 (note) (註) | 42,500,000 (note) (註) | 3,543,645 |
| Employee and other eligible participants 僱員及 其他合資格參與者 | 14/08/2009 | 14/08/2009 to 至 13/08/2010 | 0.181 | 92,600,000 | 5,774,214 |
| | | | | 135,100,000 | 9,317,859 |

Note: The exercise price and the number of options granted have been adjusted according to the Share Consolidation as set out in note 34(a) to the financial statements.

註：行使價及授出之購股權數目已按照財務報表附註34(a)所載之股份合併作出調整。

Notes to the Financial Statements

財務報表附註

For the year ended 30 June 2009
截至2009年6月30日止年度

35. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 30 June 2009 are as follows:

| Company 公司名稱 | 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 | | Principal activities 主要業務 |
|---|---|---|------------------------------|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| China Universal Limited 華宙有限公司 | Hong Kong, Limited liability company 香港，有限責任公司 | Ordinary shares HK\$1 普通股1港元 | - | 100% | Investment in listed securities 上市證券之投資 |
| Core Healthcare Products Limited 確思醫藥產品有限公司 | Hong Kong, Limited liability company 香港，有限責任公司 | Ordinary shares HK\$2 普通股2港元 | - | 100% | Sales of health food and pharmaceutical products 保健產品及藥品之銷售 |
| Core Medical Technology Limited 確思醫療科技有限公司 | 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% | Provision of 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 |
| Hong Kong Hepatitis Diagnostic Centre Limited 香港肝炎診斷中心有限公司 | Hong Kong, Limited liability company 香港，有限責任公司 | Ordinary shares HK\$100 普通股100港元 | - | 100% | Provision of diagnostic testing services relating to certain liver diseases 提供若干肝病之診斷測試服務 |
| Hong Kong Health Management Limited 香港健康管理有限公司 | Hong Kong, Limited liability company 香港，有限責任公司 | Ordinary shares HK\$1 普通股1港元 | - | 100% | Provision of diagnostic testing services and products and related marketing promotion services 診斷測試服務及產品，以及相關市場推廣服務 |
| Next Dimension Advertising Limited 點綫面廣告有限公司 | Hong Kong, Limited liability company 香港，有限責任公司 | Ordinary shares HK\$100 普通股100港元 | - | 100% | Provision of advertising and public relationship services 廣告及公共關係服務 |
| Fairy Empire Investment Limited 優帝投資有限公司 | British Virgin Islands 英屬處女群島 | Ordinary share US\$1 普通股1美元 | 100% | - | Investment in securities 證券投資 |

The above table lists the subsidiaries of the Group which in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particular of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

35. 主要附屬公司

於2009年6月30日之本公司主要附屬公司詳情如下：

根據董事意見上表列出對本集團業績或資產有重大影響之本集團附屬公司，而列出其他附屬公司之詳細資料將導致資料過於冗長。

截至年末各附屬公司概無任何已發行債務證券。

36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issued by the board of Directors on 24 September 2009.

36. 核准財務報表

本財務報表已於2009年9月24日獲董事會核准及授權刊發。

Financial Summary

財務概要

For the year ended 30 June 2009
截至2009年6月30日止年度

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

本集團於過去五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 | | | | |
|--|-------------------|----------------------------------|---------------|------------|-------------|-------------|
| | | 2009 | 2008 | 2007 | 2006 | 2005 |
| | | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| | | 港元 | 港元 | 港元 | 港元 | 港元 |
| RESULTS | 業績 | | | | | |
| Turnover | 營業額 | 4,889,627 | 1,597,086 | 1,297,939 | 1,368,404 | 1,133,297 |
| Profit/(loss) for the year attributable to equity holders of the Company | 本公司股東應佔本年度溢利/(虧損) | 312,418,956 | (360,924,850) | 8,396,386 | (9,570,460) | (5,590,673) |
| ASSETS AND LIABILITIES | 資產與負債 | | | | | |
| Total assets | 總資產 | 91,738,439 | 230,191,063 | 40,793,543 | 28,516,731 | 37,539,938 |
| Total liabilities | 總負債 | 1,883,786 | 493,149,437 | 2,738,165 | 652,935 | 546,602 |
| Net assets/(liabilities) | 資產/(負債)淨值 | 89,854,653 | (262,958,374) | 38,055,378 | 27,863,796 | 36,993,336 |



Core Healthcare Investment Holdings Limited
確思醫藥投資控股有限公司*