

CBMRT



China Bio-Med Regeneration Technology Limited

中國生物醫學再生科技有限公司

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：8158



Third Quarterly Report 第三季度報告

2009

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

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

香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)之特點

創業板之定位乃為相比其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方可作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他資深投資者。

鑑於在創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告旨在遵照聯交所創業板證券上市規則(「創業板上市規則」)之規定，提供有關中國生物醫學再生科技有限公司之資料。中國生物醫學再生科技有限公司各董事對此共同及個別承擔全部責任。中國生物醫學再生科技有限公司董事在作出一切合理查詢後確認，就彼等所知及所信：(i)本報告所載資料在各重大方面均準確完整，並無誤導成份；(ii)並無遺漏任何其他事實，致使本報告任何陳述產生誤導；及(iii)本報告所表達之所有意見乃經審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

The board of Directors (the "Board") of China Bio-Med Regeneration Technology Limited (the "Company") hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and nine months ended 31 January 2010, together with the comparative unaudited figures for the corresponding period in 2009 as follows:

中國生物醫學再生科技有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一零年一月三十一日止三個月及九個月之未經審核綜合業績，連同二零零九年同期之未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

未經審核簡明綜合收益表

For the three and nine months ended 31 January 2010

截至二零一零年一月三十一日止三個月及九個月

	Notes 附註	Three months ended 31 January 截至一月三十一日止三個月		Nine months ended 31 January 截至一月三十一日止九個月	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元 (Restated) (經重列)	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務				
Revenue	收益	3	-	9	-
Direct Costs	直接成本		-	(66)	-
Gross loss	毛損		-	(57)	-
Gain/(loss) on financial assets at fair value through profit or loss	按公平值於損益列賬之財務資產之收益/(虧損)		-	(9,140)	14,780
Other income	其他收入		683	(1,707)	3,002
Administrative and operating expenses	行政及經營開支		(4,891)	(32,320)	(7,727)
Operating profit/(loss)	經營溢利/(虧損)		(4,208)	(43,224)	10,055
Finance costs	財務費用	4	2,601	(3,639)	(2,679)
Gain on disposal of an associated company	出售一間聯營公司之收益		-	-	45,650
Profit/(loss) before income tax	除所得稅前溢利/(虧損)		(1,607)	(46,863)	53,026
Income tax expense	所得稅開支	5	-	2,000	-
Profit/(loss) from continuing operations	持續經營業務之溢利/(虧損)		(1,607)	(44,863)	53,026
Discontinued operation	已終止經營業務				
Profit/(loss) for the period from discontinued operation	已終止經營業務之本期間溢利/(虧損)	6	(6,333)	(16,283)	(14,159)
Profit/(loss) for the period	本期間溢利/(虧損)		(7,940)	(61,146)	38,867
Attributable to:	下列應佔：				
Owners of the Company	本公司擁有人		(4,107)	(50,156)	40,536
Minority interest	少數股東權益		(3,833)	(10,990)	(1,669)
			(7,940)	(61,146)	38,867
Dividend	股息	7	-	-	-
Earnings/(loss) per share for profit/(loss) attributable to the owners of the Company	本公司擁有人應佔溢利/(虧損)之每股溢利/(虧損)	8			
- basic (HK cents)	— 基本 (港仙)				
From continuing and discontinued operations	持續及已終止經營業務經營業務		(0.116)	(1.771)	1.896
From continuing operations	持續經營業務		0.063	(1.196)	2.559
- diluted (HK cents)	— 攤薄 (港仙)				
From continuing and discontinued operations	持續及已終止經營業務		N/A	N/A	1.150
From continuing operations	持續經營業務		N/A	N/A	1.526

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收入表

		Three months ended		Nine months ended	
		31 January		31 January	
		截至一月三十一日止三個月		截至一月三十一日止九個月	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
			(Restated)		(Restated)
			(經重列)		(經重列)
Profit/(loss) for the period	本期間溢利/(虧損)	(7,940)	5,985	(61,146)	38,867
Exchange difference on translation of foreign operations	外匯兌換差額	3	(265)	(98)	(797)
Other comprehensive income for the period, net of tax	期內其他全面收益 (除稅後淨額)	3	(265)	(98)	(797)
Total comprehensive income for the period, net of tax	期內綜合全面收益總額 (除稅後淨額)	(7,937)	5,720	(61,244)	38,070
Attributable to:	下列應佔：				
Owners of the Company	本公司擁有人	(4,104)	5,675	(50,254)	39,739
Minority Interest	少數股東權益	(3,833)	45	(10,990)	(1,669)
		(7,937)	5,720	(61,244)	38,070

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 January 2010

未經審核簡明綜合權益變動表

截至二零零九年十月三十一日止六個月

		Equity attributable to owners of the Company							Minority interests 少數股東權益	Total 合計		
		本公司擁有人應佔權益										
		Share capital	Share premium	Translation reserve	Special reserve	Share option reserve	Other reserve	Convertible bonds equity reserve			Accumulated profit/(loss)	
股本	股份溢價	匯兌儲備	特別儲備	購股權儲備	其他儲備	可換股債券權益儲備	累計虧損/(虧損)	Total				
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 May 2009 (Audited)	於二零零九年五月一日 (經審核)	24,809	139,676	1,000	(200)	-	-	43,910	4,539	213,734	81,665	295,399
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(50,156)	(50,156)	(10,990)	(61,146)
Shares issued at a premium	按溢價發行之股份	4,960	124,000	-	-	-	-	-	-	128,960	-	128,960
Shares issued upon conversion of convertible bond (note c & d)	按兌換可換股債券發行之股份 (附註c及d)	19,000	49,427	-	-	-	-	(20,857)	-	47,570	-	47,570
Share issue expenses	股份發行開支	-	(1,000)	-	-	-	-	-	-	(1,000)	-	(1,000)
Other comprehensive income: Currency translations	其他全面收入： 貨幣匯兌	-	-	(98)	-	-	-	-	-	(98)	-	(98)
At 31 January 2010 (Unaudited)	於二零一零年一月三十一日 (未經審核)	48,769	312,103	902	(200)	-	-	23,053	(45,617)	339,010	70,675	409,685
At 1 May 2008 (Audited)	於二零零八年五月一日 (經審核)	19,009	47,283	544	(200)	1,827	694	-	(16,553)	52,604	216	52,820
Profit for the period	本期間溢利	-	-	-	-	-	-	-	40,536	40,536	(1,669)	38,867
Shares issued at a premium	按溢價發行之股份	3,800	93,100	-	-	-	-	-	-	96,900	-	96,900
Share issue expenses	股份發行開支	-	(2,532)	-	-	-	-	-	-	(2,532)	-	(2,532)
Equity component of convertible bonds	可換股債券之權益部分	-	-	-	-	-	-	19,857	-	19,857	-	19,857
Decrease in share of net assets of an associate as a result of disposal by the Group	本集團出售聯營公司之應佔資產淨值減少	-	-	-	-	-	(694)	-	-	(694)	-	(694)
Increase in minority interests as a result of acquisition of subsidiaries by the Group	本集團收購附屬公司使少數股東權益增加	-	-	-	-	-	-	-	-	-	11,043	11,043
Other comprehensive income: Currency translations	其他全面收入： 貨幣匯兌	-	-	(797)	-	-	-	-	-	(797)	-	(797)
At 31 January 2009 (Unaudited)	於二零零九年一月三十一日 (未經審核)	22,809	137,851	(253)	(200)	1,827	-	19,857	23,983	205,874	9,590	215,464

notes:

- (a) The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganization in 2001.
- (b) On 26 November 2009, pursuant to a placing agreement and a placing agent, the Company issued an aggregate of 496,000,000 new ordinary shares of HK\$0.01 each at a price of HK\$0.26 per share to independent third parties.
- (c) On 30 November 2009, convertible bonds of nominal value HK\$24,000,000 held by All Favour Holdings Limited were converted into 800,000,000 new ordinary shares of HK\$0.01 each at a price HK\$0.03 per conversion share.
- (d) On 20 January 2010, convertible bonds of nominal value HK\$33,000,000 held by All Favour Holdings Limited were converted into 1,100,000,000 new ordinary shares of HK\$0.01 each at a price HK\$0.03 per conversion share.

附註：

- (a) 特別儲備指已收購附屬公司股份之面值與本集團於二零零一年重組之時就進行收購而發行之本公司股份之面值兩者之差額。
- (b) 於二零零九年十一月二十六日，根據本公司與配售代理訂立的配售協議，本公司按每股0.26港元之價格向獨立第三方發行合共496,000,000股每股0.01港元的新普通股。
- (c) 於二零零九年十一月三十日，面值為24,000,000港元並由全輝控股有限公司持有的可換股債券已以每股兌換股份0.03港元的價格兌換為800,000,000股每股0.01港元的新普通股。
- (d) 於二零一零年一月二十日，面值為33,000,000港元並由全輝控股有限公司持有的可換股債券已以每股兌換股份0.03港元的價格兌換為1,100,000,000股每股0.01港元的新普通股。

Notes:

附註：

1. COMPANY INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's head office and principle place of business in Hong Kong is located at Suite 3101-5, 31/F., Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial information for the nine months ended 31 January 2010 have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules").

The unaudited condensed consolidated results have been prepared under the historical cost convention. The principal accounting policies used in the preparation of the unaudited consolidated financial statements are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 30 April 2009.

The unaudited consolidated results have been reviewed by the Audit Committee of the Company.

3. REVENUE

The Group's revenue represents the net amounts received and receivable from services provided by the Group to outside customers and invoiced value of tissue engineering skin during the nine months ended 31 January 2010.

4. FINANCE COSTS**1. 公司資料**

本公司在開曼群島註冊成立為受豁免有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之香港總辦事處及主要營業地點為香港灣仔告士打道108號大新金融中心31樓3101-5室。

2. 編製基準

截至二零一零年一月三十一日止九個月的未經審核簡明綜合財務資料乃根據香港會計師公會頒佈之香港會計準則（「香港會計準則」）及遵照香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）之適用披露規定而編製。

未經審核簡明綜合業績乃根據歷史成本記賬法編製。編製未經審核綜合財務報表所使用之主要會計政策與編製本集團截至二零零九年四月三十日止年度之年度綜合財務報表所採用者貫徹一致。

未經審核綜合業績已由本公司之審核委員會審閱。

3. 收益

本集團收益指本集團於截至二零一零年一月三十一日止九個月內向外部顧客提供服務之已收及應收款項淨額，以及組織工程皮膚的發票價值。

4. 財務費用**Nine months ended 31 January**

截至一月三十一日止九個月

	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Interest on bank loans, other payables and amounts due to minority shareholders of subsidiaries: 銀行貸款、其他應付賬項及應付附屬公司少數股東款項之利息：		
Wholly repayable within five years 須於五年內全數償還	2,063	85
Interest on bank overdrafts 銀行透支之利息	-	7
Imputed interest on convertible bonds 可換股債券之應歸利息	1,627	2,672
	3,690	2,764

5. INCOME TAX EXPENSES

		Nine months ended 31 January 截至一月三十一日止九個月	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Hong Kong Profits tax	香港利得稅		
Current period	本期間	-	-
Over provision in prior periods	過往期間之超額撥備	2,000	-
		2,000	-
Deferred taxation	遞延稅項	-	-
		2,000	-

Hong Kong Profits tax has been provided at the rate of 16.5% (2009: 17.5%) on the estimated assessable profits for the year. No taxation on overseas profits had been provided in the financial statements as the overseas subsidiaries did not generate any assessable profits for the year (2009: nil).

香港利得稅撥備已按稅率16.5% (二零零九年：17.5%) 就本年度估計應課稅溢利計提。由於海外附屬公司本年度並無賺取任何應課稅溢利，故財務報表並無就海外溢利之稅項作出撥備 (二零零九年：無)。

6. DISCONTINUED OPERATIONS

- (a) On 8 June 2009 and 19 June 2009, the Group announced that it had entered into a conditional sale and purchase agreement dated 8 June 2009 with Hop Asia Holdings Limited, which are legally and beneficially owned by Mr. Lo Wah Wai, a former director of the Company, in relation to the disposal of (1) its entire equity interest in its subsidiaries, BMI Corporate Services Limited, IBC Corporate Services Limited, BMI Professional Translation Services Limited, BMI Technologies Limited, BMI Finance Limited, BMI Nominees Limited, BMI Strategic Marketing Limited and BMI Consultants Limited (which possessed the 100% equity interest in BMI Corporate Advisory (Shanghai) Limited and BMI Consultants (Shenzhen) Limited); (2) its 80% equity interest in BM Union Communications Limited; (3) 25% equity interest in BMI Overseas Investments Limited; and (4) 14.42% equity interest in Union Services and Registrars Inc. at a consideration HK\$10,757,582.53. The disposal was completed on 30 October 2009. The operations of the target companies represented the entire business segment of corporate services of the Group.

6. 已終止經營業務

- (a) 於二零零九年六月八日及二零零九年六月十九日，本集團宣佈與 Hop Asia Holdings Limited (一間由本公司前董事盧華威先生合法及實益擁有的公司) 訂立日期為二零零九年六月八日的有條件買賣協議，代價為10,757,582.53港元，以出售(1)其於附屬公司(邦盟滙駿秘書顧問有限公司、國際離岸企業秘書服務有限公司、邦盟滙駿專業翻譯有限公司、邦盟滙駿科技有限公司、邦盟滙駿財務有限公司、邦盟滙駿代理人有限公司、邦盟滙駿市場策略推廣有限公司及邦盟滙駿顧問有限公司，而邦盟滙駿顧問有限公司擁有邦盟滙駿商務諮詢(上海)有限公司及邦盟滙駿顧問(深圳)有限公司的100%股本權益；(2)其於邦盟聯合傳訊有限公司的80%股本權益；(3)BMI Overseas Investment Limited 25%的股本權益；及(4)Union Services and Registrars Inc. 14.42%的股本權益。出售事項已於二零零九年十月三十日完成。目標公司的營運代表本集團企業服務分部的全部業務。

The net assets of corporate service companies at the date of disposal:

於出售日期，企業服務公司的資產淨值：

Net assets disposed of the companies	公司已出售的資產淨值	13,219
Loss on disposal	出售虧損	(2,461)
Total consideration	總代價	10,758
Satisfied by cash, and net cash inflow arising on disposal	以現金支付，及因出售而產生的現金流入淨額	10,758

6. DISCONTINUED OPERATIONS (CONTINUED)

- (b) On 15 June 2009, the Group entered into a sale and purchase agreement with a third party in relation to the disposal of its entire equity interests in a subsidiary, Asia First Consultants Limited (Asia First). The disposal was completed on 20 November 2009.

The loss for the period from the discontinued operations are analysed as follows:

		For the three months ended 31 January 截至一月三十一日止三個月		For the nine months ended 31 January 截至一月三十一日止九個月	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Revenue	收益	-	-	-	-
Expenses	開支	(435)	(4,115)	(19,074)	(13,652)
Loss for the period from discontinued operation	已終止經營業務之 本期間虧損	(435)	(4,115)	(19,074)	(13,652)
The net assets of Asia First at the date of disposal:	於出售日期，廣豐的 資產淨值：				
Net liabilities disposed of the companies	公司已出售的負債淨額	(43,106)			
Write off Asia First indebted to the Company	撤銷廣豐負欠本公司的款項	48,882			
Gain on disposal	出售收益	724			
Total consideration	總代價	6,500			
Satisfied by cash, and net cash inflow arising on disposal	以現金支付，及因出售而產生的現金流入淨額	6,500			

6. 已終止經營業務(續)

- (b) 於二零零九年六月十五日，本集團就出售一間附屬公司廣豐顧問有限公司(「廣豐」)全部股權與第三方訂立買賣協議。出售事項已於二零零九年十一月二十日完成：

已終止經營業務本期間虧損分析如下：

7. DIVIDENDS

The Board does not recommend the payment of dividend for the nine months ended 31 January 2010 (2009: Nil).

7. 股息

董事不建議派發截至二零一零年一月三十一日止九個月之股息(二零零九年：無)。

8. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share for the current period is based on the following data:

8. 每股(虧損)/盈利

本期間內每股基本及攤薄(虧損)/盈利乃根據以下資料計算：

(a) From continuing and discontinued operations**(a) 持續及已終止經營業務**

		Three months end 31 January 截至一月三十一日止三個月		Nine months end 31 January 截至一月三十一日止九個月	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit/(Loss) attributable to equity holders of the Company for the purpose of basic earnings/(loss) per share	用以計算每股基本盈利/(虧損)之本公司股本持有人應佔溢利/(虧損)	(4,107)	7,698	(50,156)	40,536
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	攤薄潛在普通股之影響： 可換股債券之 算定利息	(3,157)	2,672	1,627	2,672
		(7,264)	10,370	(48,529)	43,208
Number of shares: Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	股份數目： 用以計算每股基本盈利/(虧損)之普通股加權平均數	3,533,401,739	2,280,880,000	2,831,720,580	2,137,691,594
Effect of dilutive potential ordinary shares: Share options issued by the Company Convertible bonds	攤薄潛在普通股之影響： 本公司發行之 購股權 可換股債券	64,345,048 3,308,695,652	244,232,035 4,000,000,000	64,345,048 3,769,565,217	244,232,035 1,376,811,594
Weighted average number of ordinary shares for the purpose of diluted earnings/(loss) per share	用以計算每股攤薄盈利/(虧損)之加權平均數	6,906,442,439	6,525,112,035	6,665,630,845	3,758,735,223

8. (LOSS)/EARNINGS PER SHARE (CONTINUED)**(b) From continuing operations**

The calculation of the basic and diluted earnings/(loss) per share from continuing operations attributable to the equity holders of the Company is based on the following data and denominators detailed in (a) above:

8. 每股(虧損)/盈利(續)**(b) 持續經營業務**

本公司股本持有人應佔之持續經營業務之每股基本及攤薄盈利/(虧損)乃根據以下資料及詳列於上文(a)段之分母計算：

		Three months end 31 January 截至一月三十一日止三個月		Nine months end 31 January 截至一月三十一日止九個月	
		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Profit/(Loss) attributable to equity holders of the Company for the purpose of basic earnings/(loss) per share	用以計算每股基本盈利/(虧損)之本公司股本持有人應佔溢利/(虧損)	(4,107)	7,698	(50,156)	40,536
Less: Profit/(loss) for the period attributable to the equity holders of the Company from discontinued operations	減：本公司股本持有人應佔終止經營業務之期內溢利/(虧損)	(6,333)	9,639	(16,283)	(14,159)
Profit/(loss) for the period attributable to the equity holders of the Company for the purpose of basic earnings/(loss) per share from continuing operations	用以計算持續經營業務的每股基本盈利/(虧損)之本公司股本持有人應佔期內溢利/(虧損)	2,226	(1,941)	(33,873)	54,695
Effect of dilutive potential ordinary shares: Imputed interest on convertible bonds	具潛在攤薄效應的普通股之影響： 可換股債券之推算利息	(3,157)	2,672	1,627	2,672
Profit/(loss) for the purpose of diluted earnings/(loss) per share attributable to the equity holders of the Company from continuing operations	用以計算本公司股本持有人應佔持續經營業務之每股攤薄盈利/(虧損)之溢利/(虧損)	(931)	731	(32,246)	57,367

No diluted loss per share from continuing operations attributable to the owners of the Company was presented as the potential ordinary shares had anti-dilutive effect.

由於潛在普通股具有反攤薄影響，故此並無呈列本公司擁有人應佔持續經營業務之每股已攤薄虧損。

9. CONVERTIBLE BONDS

On 30 November 2009, part of the convertible bonds held by All Favour Holdings Limited with nominal value of HK\$24,000,000 were converted into 800,000,000 ordinary shares at conversion price HK\$0.03 per share.

On 20 January 2010, part of the convertible bonds held by All Favour Holdings Limited with nominal value of HK\$33,000,000 were converted into 1,100,000,000 ordinary shares at conversion price HK\$0.03 per share.

Imputed interest expenses of approximately HK\$1,627,000 has been recognised in the unaudited consolidated statement of comprehensive income in respect of the convertible bonds for the nine months ended 31 January 2010.

As at 31 January 2010, the carrying amount of the liability component was approximately HK\$58,955,000 (2009: approximately HK\$102,816,000).

The convertible bonds recognised in the balance sheet are calculated as follows:

		At 31 January 2010 於二零一零年 一月三十一日 HK\$'000 千港元	At 30 April 2009 於二零零九年 四月三十日 HK\$'000 千港元
Fair value of convertible bonds Equity component	可換股債券之公平值 權益部分	80,381 (23,053)	144,053 (43,910)
Liability component on initial recognition Imputed interest expenses	首次確認之負債部分 推算利息開支	57,328 1,627	100,143 4,753
Liability component at end of period/year	期終/年終之負債部分	58,955	104,896

Imputed interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 9.466% per annum to the liability component.

9. 可換股債券

於二零零九年十一月三十日，一部分面值為24,000,000港元並由全輝控股有限公司持有的可換股債券已以每股0.03港元的兌換價兌換為800,000,000股普通股。

於二零一零年一月二十日，一部分面值為33,000,000港元並由全輝控股有限公司持有的可換股債券已以每股0.03港元的兌換價兌換為1,100,000,000股普通股。

金額約1,627,000港元的推算利息開支已於未經審核綜合全面收益表內就截至二零一零年一月三十一日止九個月的可換股債券確認。

於二零一零年一月三十一日，負債部分的賬面值約58,955,000港元(二零零九年：約102,816,000港元)。

確認於資產負債表之可換股債券按以下方法計算：

可換股債券之推算利息開支按實際利息法以實際年利率9.466%向負債部分計算。

10. SHARE CAPITAL

10. 股本

		At 31 January 2010 於二零一零年一月三十一日		At 30 April 2009 於二零零九年四月三十日	
		No. of shares 股份數目	Amount 數額 HK\$'000 千港元	No. of shares 股份數目	Amount 數額 HK\$'000 千港元
Authorised capital:	法定股本：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid capital:	已發行及繳足資本：				
At beginning of the period	於期初	2,480,880,000	24,809	1,900,880,000	19,009
Shares issued in placing arrangement (note i)	配售安排下所發行之股份 (附註i)	496,000,000	4,960	380,000,000	3,800
Shares issued on exercise of share options (note ii)	因行使購股權而發行之股份 (附註ii)	-	-	200,000,000	2,000
Shares issued upon conversion of convertible bond (note iii)	於兌換可換股債券時發行之 股份(附註iii)	1,900,000,000	19,000	-	-
At the end of period		4,876,880,000	48,769	2,480,880,000	24,809

notes:

附註：

- (i) On 17 July 2008, pursuant to a placing agreement between the Company and a placing agent, the Company issued an aggregate of 380,000,000 new ordinary share of HK\$0.01 each at a price of HK\$0.255 per share to independent third parties. The placement was completed on 13 August 2008.

- (i) 於二零零八年七月十七日，根據本公司與配售代理訂立的配售協議，本公司按每股0.255港元之價格向獨立第三方發行合共380,000,000股每股面值0.01港元之新普通股。配售已於二零零八年八月十三日完成。

On 9 November 2009, pursuant to a placing agreement between the Company and a placing agent, the Company issued an aggregate of 496,000,000 new ordinary share of HK\$0.01 each at a price HK\$0.26 per share to not fewer than six independent third parties. The placing was completed on 26 November 2009.

於二零零九年十一月九日，根據本公司與配售代理訂立之配售協議，本公司按每股0.26港元之價格向不少於六名獨立第三方發行合共496,000,000股每股面值0.01港元的新普通股。配售已於二零零九年十一月二十六日完成。

- (ii) The increase in share capital represented the shares issued on exercise of share options, granted under the Company's share option scheme.

- (ii) 有關股本增加代表因行使本公司購股權計劃授出之購股權而發行之股份。

- (iii) On 30 November 2009, part of the convertible bonds held by All Favour Holdings Limited with nominal value of HK\$24,000,000 were converted into 800,000,000 ordinary shares at conversion price HK\$0.03 per share.

- (iii) 於二零零九年十一月三十日，一部分面值為24,000,000港元並由全輝控股有限公司持有的可換股債券已以每股0.03港元的兌換價兌換為800,000,000股普通股。

On 20 January 2010, part of the convertible bonds held by All Favour Holdings Limited with nominal value of HK\$33,000,000 were converted into 1,100,000,000 ordinary shares at conversion price HK\$0.03 per share.

於二零一零年一月二十日，一部分面值為33,000,000港元並由全輝控股有限公司持有的可換股債券已以每股0.03港元的兌換價兌換為1,100,000,000股普通股。

BUSINESS REVIEW AND OUTLOOK

Financial Review

For the nine months ended 31 January 2010, the Group recorded a revenue of approximately HK\$11,018,000 (2009: approximately HK\$33,316,000), representing a decrease of approximately 66.93% as compared to the corresponding period last year. Loss for the period under review was approximately HK\$50,156,000, representing an increase of approximately 223.73% as compared with the profit of approximately HK\$40,536,000 for the same period last year. The loss was mainly due to the loss on disposal of subsidiaries, amortization of intangible assets and loss on disposal of financial assets at fair value through profit or loss.

Operations Review

Corporate Services

On 8 June 2009 and 19 June 2009, the Group had entered into a sale and purchase agreement (the "Agreement") and a supplemental agreement to the Agreement respectively with Hop Asia Holdings Limited, a company wholly owned by Mr. Lo Wah Wai, a former Director of the Company, at a finally adjusted consideration of HK\$10,757,582.53 in relation to the disposal of (1) its entire equity interests in its subsidiaries, BMI Corporate Services Limited ("BMICS"), IBC Corporate Services Limited ("IBCCS"), BMI Professional Translation Services Limited ("BMIPTS"), BMI Technologies Limited ("BMIT"), BMI Finance Limited ("BMIF"), BMI Nominees Limited ("BMIN"), BMI Strategic Marketing Limited ("BMISM"), and BMI Consultants Limited (which possesses the 100% equity interest in BMI Corporate Advisory (Shanghai) Limited and BMI Consultants (Shenzhen) Limited) ("BMIC Group"); (2) its 80% equity interest in BM Union Communications Limited ("BMUC"); (3) 25% equity interest in BMI Overseas Investment Limited; and (4) its 14.42% equity interest in Union Services and Registrars Inc. (the "Disposal"). The Disposal has been approved by the independent shareholders of the Company at its extraordinary general meeting held on 7 September 2009. On 30 October 2009, all the conditions precedent set out in the Sale and Purchase Agreement and the Supplemental Agreement had been fulfilled and the Disposals of Target Companies have taken effect simultaneously on the same day. In this respect, BMICS, IBCCS, BMIPTS, BMIT, BMIF, BMIN, BMISM, BMUC and BMIC Group will not continue to be subsidiaries of the Company and the Group will not have any interest in these companies.

業務回顧及展望

財務回顧

截至二零一零年一月三十一日止九個月，本集團錄得收益約11,018,000港元(二零零九年：約33,316,000港元)，較去年同期下跌約66.93%。回顧期間之虧損約為50,156,000港元，較去年同期之溢利約40,536,000港元增加約223.73%。該項虧損主要由於出售附屬公司虧損、無形資產攤銷及出售按公平值於損益列賬之財務資產所致。

業務回顧

企業服務

於二零零九年六月八日及二零零九年六月十九日，本集團與Hop Asia Holdings Limited(一間由本公司前董事盧華威先生全資擁有的公司)分別訂立買賣協議(該協議)及該協議的補充協議，最終經調整代價為10,757,582.53港元，以出售(1)其於附屬公司(邦盟滙駿秘書顧問有限公司(「邦盟秘書顧問」)、國際離岸企業秘書服務有限公司(「國際離岸企業秘書服務」)、邦盟滙駿專業翻譯有限公司(「邦盟滙駿翻譯」)、邦盟滙駿科技有限公司(「邦盟科技」)、邦盟滙駿財務有限公司(「邦盟滙駿財務」)、邦盟滙駿代理人有限公司(「邦盟滙駿代理人」)、邦盟滙駿市場策略推廣有限公司(「邦盟市場策略推廣」)及邦盟滙駿顧問有限公司(「邦盟顧問」)，而邦盟滙駿顧問擁有邦盟滙駿商務諮詢(上海)有限公司及邦盟滙駿顧問(深圳)有限公司(「邦盟聯合傳訊」)的100%股本權益)的100%股本權益；(2)其於邦盟聯合傳訊有限公司的80%股本權益；(3) BMI Overseas Investment Limited 25%的股本權益；及(4) Union Services and Registrars Inc. 14.42%的股本權益(出售事項)。出售事項已在二零零九年九月七日舉行的股東特別大會上獲本公司獨立股東批准。於二零零九年十月三十日，買賣協議及補充協議所載之所有先決條件已經達成，且目標公司的出售事項已同時生效。就此而言，邦盟秘書顧問、國際離岸企業秘書服務、邦盟滙駿翻譯、邦盟科技、邦盟滙駿財務、邦盟滙駿代理人、邦盟市場策略推廣、邦盟顧問及邦盟聯合傳訊將不再為本公司的附屬公司，且本集團於該等公司將不會有任何權益。

Tissue Engineering

The Group's wholly-owned subsidiary, FD(H) Investments Limited, holds 51% shareholding of 陝西艾爾膚組織工程有限公司 (Shaanxi Aierfu Activtissue Engineering Company Limited) (hereinafter referred to as "Shaanxi Aierfu Activtissue"), which is specialized in the research and development of medical regeneration technique and tissue engineering. Shaanxi Aierfu Activtissue is interested in 51% shareholding of three of its subsidiaries, namely 陝西艾美雅生物科技有限公司 (Shaanxi Aimeiya Bio-Technology Company Limited*), 陝西艾博生生物工程有限公司 (Shaanxi AiBosin Bio-Engineering Company Limited*) and 陝西艾尼爾角膜膜工程有限公司 (Shaanxi AiNear Cornea Engineering Company Limited*) (hereinafter referred to as "AiNear") respectively. All the operations of Shaanxi Aierfu Activtissue and its subsidiaries are the principal businesses and new investment segment of the Group.

The Tissue Engineering Skin 安體膚 (ActivSkin) (the "ActivSkin") is the major product of Shaanxi Aierfu Activtissue, as well as the achievement of the collaboration between Shaanxi Aierfu Activtissue and the Fourth Military Medical University. ActivSkin can be widely used to cure injuries due to accidents or diseases occurring from infection, ulcer, burn, complication of surgeries or cutaneous wounds caused by congenital abnormalities. It is easy to use and has slight rejection to immunity, and can effectively reduce the formation of scars. More importantly, it can remove the pain caused by traditional surgical treatment for the patients. Adding to its affordable price as well as its huge potential market, ActivSkin will undoubtedly generate a handsome profit to the Group. This product has been granted the Registration Certificate for Medical Device issued by the State Food and Drug Administration of the PRC, and it is allowed for production and sale. Currently, ActivSkin has successfully applied for 4 patents and has received full support, both technically and financially, from the state and provincial government.

AiNear, Shaanxi Aierfu Activtissue's subsidiary, has also focused on the research and development of another tissue engineering product, Acellular Cornea. Corneal disease is currently one of the major blindness-causing eye diseases. The most effective treatment for corneal disease is corneal transplantation. However, due to the severe shortage of cornea source for transplantation, a large number of eye disease patients and the blind missed the opportunities of regaining eyesight. The Acellular Cornea under AiNear's research and development has applied for 2 patents and obtained Permit for Medical Device Manufacturing Enterprise (醫療器械生產企業許可證, products will be used for clinical test only). Currently, it has completely proceeded to the clinical stage. Registration and application for production and sale permit would be made to the relevant authorities upon the completion of 100 clinical cases in order to commence the trial production in the second half of 2010. This business would generate a significant income for the Group as there is a huge demand of cornea for transplantation.

組織工程

本集團之全資子公司FD(H) Investments Limited持有專門從事研發醫學再生技術及組織工程的陝西艾爾膚組織工程有限公司(下稱「陝西艾爾膚」)之51%股權。陝西艾爾膚同時持有三間附屬公司的51%股權，分別為陝西艾美雅生物科技有限公司、陝西艾博生生物工程有限公司及陝西艾尼爾角膜膜工程有限公司。陝西艾爾膚及其子公司所有的業務為本集團之主要業務及新投資領域。

組織工程皮膚「安體膚」(「安體膚」)為陝西艾爾膚之主要產品，是陝西艾爾膚與第四軍醫大學合作之成果。安體膚用途廣泛，可治療因意外或疾病導致之感染、潰瘍、灼傷、手術併發症或先天性缺憾的皮膚創傷。而且使用操作方便，免疫排斥反應低，有效減低疤痕的形成，最重要的是可免除病人因以傳統手術治療的痛楚。加上安體膚的售價大眾化，潛在市場之龐大，定可為本集團帶來可觀的收入。此產品獲中國國家食品藥品監督管理局發出醫療器械註冊證，現可進行生產銷售。現時安體膚已成功申請4項專利，並得到國家及省政府在技術上及經濟上的全力支持。

另一項由陝西艾爾膚的附屬公司陝西艾尼爾角膜膜工程有限公司所主力研發的組織工程產品是脫細胞眼角膜。現時角膜病是當今世界主要致盲眼病之一，而角膜移植手術是治療角膜病的最有效方法，但往往由於可供移植的角膜來源嚴重短缺，很多眼疾病人及盲人均得不到復明的機會。艾尼爾所研發的脫細胞眼角膜已經申請了專利兩項，同時獲得醫療器械生產企業許可證(生產之產品僅供臨床試驗用)，現已全面進行臨床階段，希望能完成100宗臨床病例後，向有關當局進行註冊及申請生產及銷售許可證，並趕及於二零一零年下半年度開始試產。可供移植眼角膜的需求龐大，定可為本集團帶來可觀收入。

In addition, another product, Selective Acellular Porcine Skin is a major research and development product of another subsidiary of Shaanxi Aierfu Activtissue, namely 陝西艾博生生物工程有限公 司 (Shaanxi AiBosin Bio-Engineering Company Limited*). Given its widely-found raw materials and its relatively low production cost, Selective Acellular Porcine Skin is especially applicable for the extensive burns and scalds treatments for humans. At present, Selective Acellular Porcine Skin has stepped into the clinical stage and the registration and application for production permit is expected to be made to the relevant authorities in the second half of 2010.

On the other hand, Shaanxi Aierfu Activtissue is now developing other tissue engineering products, including bioactive cosmetics factors, and it is expected to have the final stage of research and development as well as the clinical stage completed as soon as possible. The Group anticipates that the development of new products would facilitate the diversified development of Shaanxi Aierfu Activtissue in other areas of tissue engineering.

Business Outlook

The market conditions of the global economy continue to be flagging as a result of the sub-prime mortgage crisis last year. We continuously seek potential investment opportunities to expand our products and services to strengthen our competitiveness in the longer term and to accelerate the Group's growth so as to bring up a better return to its shareholders.

To cope with the future mass production, the principal subsidiary of FD(H) Investments Limited, Shaanxi Aierfu Activtissue Engineering Company Limited, has built a new factory with an annual production capacity of 6 million cm² "ActiveSkin" in Xi'an. The commercialization conditions for the completed new factory are ready. Upon the arrival of all equipments, the factory will commence production. On the other hand, Shaanxi Aierfu Activtissue is now actively training its professional production technicians as well as sales person for the massive production commencement in the middle of the year. The Board expects the above acts to tap into the biopharmaceutical and biocosmetic industries and to increase the value of the Company.

此外，另一產品選擇性脫細胞豬皮是陝西艾爾膚另一附屬公司陝西艾博生生物工程有限公司的主力研發產品。選擇性脫細胞豬皮的原材料豬皮不但來源廣泛，且製造成本低，故十分適合用於人體大面積的燒傷或燙傷治療。現時選擇性脫細胞豬皮已進入臨床階段，望2010年下半年度可向有關當局進行註冊及申請生產許可證。

陝西艾爾膚同時正在開發其他組織工程產品，包括生物活性美容因子等，希望能盡快完成最後階段的研發及臨床試驗。本集團預期開發新產品有助陝西艾爾膚在組織工程其他領域有多元發展。

業務展望

全球經濟市況由於去年的次按危機而持續低迷。我們不停尋求拓展我們的產品及服務的潛在投資機遇，以提高我們的長遠競爭力及加快本集團的業務增長，從而為股東帶來更佳回報。

FD(H) Investments Limited之主要附屬公司陝西艾爾膚組織工程有限公司為了應付日後的大量需求生產，於西安建設的年產600萬平方厘米「安體膚」的新廠房。新廠房已建成，產業化條件亦已完備，待所有設備到位後即可投入生產。另一方面，陝西艾爾膚正積極培訓專業生產技術人員及銷售人員，以應付年中大量投產。董事會預期透過上述行動加入生物製藥及生物美容行業及增加本公司之價值。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

As at 31 January 2010, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under the section 352 of the SFO, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") adopted by the Company, or to be notified to the Company and the Stock Exchange, were as follows:

Interests in shares and underlying shares of the Company

Name of Directors 董事姓名	Capacity 身份	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000	0.62%
Dai Yumin 戴昱敏	Held by controlled corporation (Note 1) 由受控法團持有(附註1)	3,160,000,000	64.80%
Xu Jifeng 徐吉峰	Held by controlled corporation (Note 1) 由受控法團持有(附註1)	3,160,000,000	64.80%
Gao Gunter 高敬德	Held by controlled corporation (Note 2) 由受控法團持有(附註2)	420,000,000	8.61%

董事及主要行政人員之權益

於二零一零年一月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文被當作或視作擁有之權益及淡倉，或根據本公司採納之上市公司董事進行證券交易之標準守則(「標準守則」)而須知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份之權益

Notes:

1. All Favour Holdings Limited is beneficially owned as to 40% by Forerunner Technology Limited which is wholly owned by Mr. Dai Yumin; as to 40% by Plenty Best Investments Limited which is wholly owned by Ms. Wan Fangli; and as to 20% by Honour Top Holdings Limited which is beneficially owned as to 66.67% by Mr. Xu Jifeng and as to 33.33% by Mr. Liu Chunping, respectively. By virtue of the SFO, Mr. Dai Yumin, an executive director of the Company, Ms. Wan Fangli, Mr. Xu Jifeng, a non-executive director of the Company, and Mr. Liu Chunping are deemed to have interest of 3,160,000,000 shares, which consist of convertible bonds which can be converted into 2,100,000,000 shares of the Company, held by All Favour Holdings Limited.
2. Vital-Gain Global Limited ("Vital-Gain") is beneficially owned as to 71.43% by Good Favour Limited ("Good Favour"). Good Favour is wholly owned by Big Global Holdings Limited which is wholly owned by Dr. Gao Gunter. By virtue of the SFO, Dr. Gao Gunter is deemed to have interest of the 420,000,000 shares held by Vital-Gain.

Save as disclosed above, as at 31 January 2010, none of the Directors or chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

附註：

1. 全輝控股有限公司由戴昱敏先生全資擁有的Forerunner Technology Limited 實益擁有40%、Wan Fangli女士全資擁有的Plenty Best Investments Limited實益擁有40%及Honour Top Holdings Limited實益擁有20%，而Honour Top Holdings Limited分別由徐吉峰先生(66.67%)及Liu Chunping先生(33.33%)實益擁有。根據證券及期貨條例，本公司執行董事戴昱敏先生、Wan Fangli女士、本公司非執行董事徐吉峰先生及Liu Chunping先生視為於全輝控股有限公司所持的3,160,000,000股股份(包括可兌換為2,100,000,000股本公司股份的可換股債券)中擁有權益。
2. 偉景環球有限公司(「偉景」)由Good Favour Limited(「Good Favour」)實益擁有71.43%。Good Favour由Big Global Holdings Limited實益擁有，而Big Global Holdings Limited由高敬德博士實益擁有。根據證券及期貨條例，高敬德博士視為於偉景所持420,000,000股股份中擁有權益。

除上文所披露者外，於二零一零年一月三十一日，董事或本公司主要行政人員或彼等各自之聯繫人(定義見創業板上規規則)概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊，或根據創業板上規規則第5.46條須另行知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 January 2010, other than the interests and short positions of the Directors or chief executives of the Company disclosed above, persons or companies who had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company

Name of Shareholders	Capacity	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
股東姓名	身份		
All Favour Holdings Limited 全輝控股有限公司	Corporate (Note 1 above) 公司(上文附註1)	3,160,000,000	64.80%
Vital-Gain Global Limited 偉景環球有限公司	Corporate (Note 2 above) 公司(上文附註2)	420,000,000	8.61%

Save as disclosed above, the Directors or chief executives of the Company are not aware of any persons or corporations who, as at 31 January 2010, were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and were also, as a practicable matter, able to direct or influence the management of the Company.

CONNECTED TRANSACTIONS

No contracts of significance to which the Company or its subsidiaries, was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the nine months ended or at any time during the nine months ended 31 January 2010.

COMPETING INTERESTS

None of the Directors or the management shareholders or substantial shareholders of the Company or any of their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competes or may compete with the businesses of the Group or has any other conflicts of interest with the Group.

主要股東之權益

於二零一零年一月三十一日，除上文所披露董事或本公司主要行政人員之權益及淡倉外，於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露或附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上(按本公司根據證券及期貨條例第336條存置之登記冊所記錄者)之權益或淡倉之人士或公司如下：

於本公司股份及相關股份之好倉

Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
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3,160,000,000 64.80%

420,000,000 8.61%

除上文所披露者外，董事或本公司主要行政人員並不知悉任何人士或公司於二零一零年一月三十一日有權行使或控制行使本公司股東大會5%或以上之投票權，以及可於實際情況下指揮或影響本公司之管理層。

關連交易

本公司或其附屬公司概無訂立於截至二零一零年一月三十一日止九個月結束時或於期內任何時間仍然有效，而本公司董事直接或間接於當中擁有重大權益之重要合約。

競爭權益

本公司概無任何董事或管理層股東或主要股東或任何彼等各自之聯繫人(定義見創業板上市規則)於與本集團業務構成競爭或可能構成競爭或可能構成競爭之業務中擁有任何權益或與本集團有任何其他利益衝突。

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") on 4 July 2001 with written terms of reference for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Audit Committee currently comprises three independent non-executive Directors being Mr. Lui Tin Nang, Mr. Cheung Siu Chung and Mr. Sze Chin Hung. The Audit Committee has reviewed the Group's unaudited quarterly results for the nine months ended 31 January 2010.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the nine months ended 31 January 2010, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By Order of the Board
China Bio-Med Regeneration Technology Limited
Gao Gunter
Chairman

Hong Kong, 5 March 2010

As at the date of this report, the executive directors of the Company are, Mr. Tin Ka Pak, Mr. Dai Yumin, Mr. Luo Xian Ping and Dr. Gao Gunter; the non-executive director of the Company is Mr. Wong Sai Hung, Oscar, Mr. Xu Jifeng and Mr. Sze Cheung Pang; the independent non-executive directors of the Company are Mr. Lui Tin Nang, Mr. Cheung Siu Chung and Mr. Sze Chin Hung.

審核委員會

本公司已於二零零一年七月四日成立審核委員會(「審核委員會」)，並就審閱及監督本集團之財務申報程序及內部監控而訂立書面職權範圍。審核委員會現時由三位獨立非執行董事呂天能先生、張兆沖先生及施展熊先生組成。審核委員會已審閱本集團截至二零一零年一月三十一日止九個月之未經審核季度業績。

購買、出售或贖回證券

截至二零一零年一月三十一日止九個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命
中國生物醫學再生科技有限公司
主席
高敬德

香港，二零一零年三月五日

於本報告日期，本公司之執行董事為田家柏先生、戴昱敏先生、羅賢平先生及高敬德博士；本公司非執行董事為黃世雄先生、徐吉峰先生及施祥鵬先生；本公司獨立非執行董事為呂天能先生、張兆沖先生及施展熊先生。

China Bio-Med Regeneration Technology Limited
中國生物醫學再生科技有限公司

www.bmregeneration.com