



**Venturepharm Laboratories Limited**  
**萬全科技藥業有限公司**

(Incorporated in the Cayman Islands with Limited Liability)  
(於開曼群島註冊成立之有限公司)

(Stock code: 8225) (股份代號: 8225)

Annual Report  
**2009** 年報

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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

*Executive directors:*

Mr. William Xia GUO  
Dr. Maria Xue Mei SONG

*Non-executive Directors:*

Dr. FENG Tao  
Mr. WU Xin  
Dr. Nathan Xin ZHANG

*Independent Non-executive Directors:*

Mr. WANG Hong Bo  
Mr. Paul CONTOMICHALOS  
Mr. WU Ming Yu

#### REGISTERED OFFICE

Scotia Centre  
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George Town, Grand Cayman  
Cayman Islands

#### HEAD OFFICE

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#### COMPANY WEBSITE

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#### COMPANY SECRETARY

Mr. Leung Kwok Fai Ben Rich

#### 董事會

*執行董事：*

郭夏先生  
宋雪梅博士

*非執行董事：*

馮濤博士  
吳欣先生  
張欣博士

*獨立非執行董事：*

王紅波先生  
Paul CONTOMICHALOS先生  
吳明瑜先生

#### 註冊辦事處

Scotia Centre  
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#### 公司秘書

梁國輝先生

## CORPORATE INFORMATION

### 公司資料

#### AUTHORISED REPRESENTATIVES

Mr. William Xia GUO  
Mr. Leung Kwok Fai Ben Rich

#### COMPLIANCE OFFICER

Mr. William Xia GUO

#### AUDIT COMMITTEE MEMBERS

Mr. WANG Hong Bo  
Mr. Paul CONTOMICHALOS  
Mr. WU Ming Yu

#### PRINCIPAL BANKERS

Credit Suisse  
Agricultural Bank of China, Beijing Branch

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Bank of Butterfield International (Cayman) Ltd.  
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Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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#### LEGAL ADVISOR

Beijing Deheng Law Firm

#### AUDITORS

UHY VOCATION HK CPA LIMITED  
*Certified Public Accountants*

#### GEM STOCK CODE

8225

#### 授權代表

郭夏先生  
梁國輝先生

#### 監察主任

郭夏先生

#### 審核委員會成員

王紅波先生  
Paul CONTOMICHALOS先生  
吳明瑜先生

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#### 核數師

天職香港會計師事務所有限公司  
執業會計師

#### 創業板股份代號

8225

# CHAIRMAN'S STATEMENT

## 主席報告

Dear Shareholders,

Venturepharm performed with great courage, determination and perseverance in a difficult economic environment in 2009. It was a very tough year, but Venturepharm still conducted a significant and splendid business results, continued to take the leading position in the field of integrated R&D service in China.

Venturepharm will continue to innovate, adapt to the changes of policies and economic environment, and lead the life science industry development of Asia-Pacific and China in terms of a world-class and affordable full services model, covering drug discovery, preclinical & clinical study, pharmaceutical producing process research, together with comprehensive cooperation model and Chartered Cooperation.

### HIGHLIGHTS OF 2009

We achieved the splendid accomplishments in 2009, one of the most challenging years for pharmaceutical industry in China:

- Venturepharm maintained a leading position in new drug application cases and in clinical trial studies; (statistics from SFDA in China).
- At the same time, Venturepharm obtained the largest number of approvals of clinical trials and manufacturing, 314 clinical trials approvals and 128 manufacture approvals respectively.
- We have set up the largest world-class pharmaceutical R&D center in China.
- More worthy of excitement is the revenue growth reached 21%, and the operating profit has a significant increase.

尊敬的各位股東：

二零零九年，在極其艱難的經濟環境下，萬全仍然表現出非凡的勇氣、果斷與執着。二零零九年，是非常艱苦的一年，但萬全仍然取得了非常卓越的業績，並繼續佔據着中國一站式醫藥研發服務領域的領先地位。

萬全將不斷創新，適應政治、經濟環境及政策變化，以世界級、可負擔的一站式的研發服務，包括藥物發現、臨床前、臨床研究、製藥工藝研究等，以綜合合作與特許合作的研發服務模式，引領着中國乃至亞太地區生命科學行業的發展。

### 二零零九年的重大事件

在醫藥行業極具挑戰性的二零零九年，我們實現了以下的巨大成果：

- SFDA統計數據顯示萬全繼續保持在中國新藥申報數量與臨床研究項目數量的領先地位。
- 我們同時還是獲得臨床批件和生產批件最多的申報機構，累計分別獲得了314個臨床批件和128個生產批件。
- 我們還建成了中國最大的世界級的藥物研發中心。
- 更令人興奮的是萬全的主營業務收入增長21%，主營業務利潤大幅攀升。

# CHAIRMAN'S STATEMENT

## 主席報告

### STRATEGIES AND OPERATIONS

China is expected to become one of the world's top healthcare markets by as early as 2010. Great opportunities create great business. Traditional models are no longer enough to adapt to the environment. To capture the opportunities, the Company has made strategic progress towards our vision to be one of the most affordable world-class fully-integrated R&D service giant.

As a market leader in clinical trial study and pharmaceutical development service in China, the Company made strategic move by in processing of merger one of its flagships CBI with a leader peptide drug services supplier GL Shanghai company to form a largest peptide drug discovery power house in Asia.

The Company had also made great progress in setting up various strategic platforms worldwide to provide most affordable fully-integrated world-class R&D services. Commitment to R&D is critical to the Company's long-term success in the pharmaceutical industry.

#### 1. Drug discovery science services

The Company has four worldwide business units to provide discovery science services:

- VPDDiscovery (formerly Tripos Discovery): for drug discovery chemistry and compounds;
- Mimotopes (Australia): for peptide Chemistry drug discovery;
- CBI Services (US): for core biology and biochemistry drug discovery;
- Fairfax Central Labs (US): for genetic testing and identification and clinical central lab.

### 戰略和運營

2010年，中國被預測會成為世界醫藥衛生領域的最大的市場之一。巨大的商業機會創造出偉大的商業企業。舊的模式已經無法適應改變了的環境。為了抓住機會，我們不斷進行着戰略調整，以達到我們的目標，成為提供可負擔的、整合的一站式研發服務的巨人。

作為中國臨床研究與製藥工藝服務行業的領軍企業，公司從戰略發展考慮，會將其在納斯達克上市的旗艦企業CBI與中國最大的多肽服務供應商上海吉爾生化進行合併，並打造成為亞洲最大的多肽藥物研發中心。

着眼於在醫藥行業，研發是公司長期發展並獲得成功的核心與關鍵，公司還在世界各地建立多種戰略服務平台，提供最可負擔的完整的一站式世界級研發服務。

#### 1. 藥物發現服務

公司有四個世界級的研發機構，提供藥物發現服務。

- VPDDiscovery (前身為Tripos Discovery) : 化學藥物、化合物發現；
- Mimotopes (澳大利亞) : 肽類藥物發現；
- CBI Services (US) : 生物及生化藥物早期發現服務；
- Fairfax Central Labs (US) : 基因檢測及識別，臨床中心實驗室。

## CHAIRMAN'S STATEMENT

### 主席報告

Tripos and Mimotopes are subsidiaries of Commonwealth Biotechnologies Inc. They are widely respected global leaders in small molecule drug discovery and peptide drug discovery respectively. To assist their expansion into China to provide high quality and cost-competitive R&D services, Venturepharm is establishing a 200,000 square feet drug development innovation complex for Tripos' operation relocation to China and a 70,000 square feet drug R&D centre for Mimotopes' China operation.

#### 2. Preclinical & clinical services

To expand the Company's therapeutic width and provide scale benefits, we continue to seek for pharmaceutical asset acquisition opportunities for new segments. We expect our clients will gradually embrace more full service outsourcing, and our mission is to deliver reliable value-added integrated project management services.

VPS-Preclinical is building a three-phase 500,000 square feet lab, which probably is one of the largest in Asia. The new facilitate will provide preclinical animal testing full service in China, including discovery, toxicology, pathology and animal models of Disease services.

VPS is a No.1 clinical services organization in China that provides global clinical, preclinical and regulatory affair services. It is a leader in oncology, hepatitis, vaccine, CNS, cardiovascular, hematology, diabetes, allergy and immunology.

Two enterprises and eight specialist company were established for the different clients.

- VPSClinical is a international listed company that take a leading position in clinical trail base in China. VPSClinical focuses on innovation drug and MCT, it is a clinical trail research organization famous in greater, faster, better and more economic.

Tripos和Mimotopes是Commonwealth Biotechnologies Inc的子公司，他們分別是小分子藥物與肽類藥物發現的世界級領先企業。為了幫助他們發展中國市場，提供高質量可負擔的研發服務，萬全建立了200,000平方英尺的藥物發現創新基地將Tripos的運營在中國重建，還建立了70,000平方英尺的藥物研發中心將Mimotopes整合到中國。

#### 2. 臨床前和臨床服務

為了拓寬公司在治療領域的服務範圍，創造更大規模效益，我們不斷尋找醫藥界各階段的資產併購重組機會。我們希望我們的客戶可以擁抱更優質全面的外包服務，並且我們始終堅持提供可信賴的，增值的，全面的一體化項目管理服務的信念。

VPS-Preclinical正在建造一個三期實驗室，500,000平方英尺，它可能成為亞洲最大的實驗室。新的設施將為中國提供臨床前動物實驗的全方位服務，包括藥物發現，毒理、病理、動物各類疾病模型建立等各種服務。

VPS是中國第一的臨床研究組織，提供全球臨床、臨床前和註冊服務。在腫瘤、肝病、疫苗、精神神經、心腦血管、血液、糖尿病、過敏和免疫學等領域都處於領先地位。

公司建立以下兩家針對不同客戶的企業，和8個專業公司。

- 陽光萬全 (VPSClinical) 是海外上市公司的一部份，在中國的臨床服務領域具有領先地位。VPSClinical專注於創新藥和國際多中心臨床研究，是一家以多，快，好，省著稱的中國臨床研究公司。



## CHAIRMAN'S STATEMENT

### 主席報告

- VPRA-Porsche Center, Safe arrival at full speed ahead, First and Best in Class for ten years.
- VPS-mart Postmarketing, clinical research institute of drug postmarketing, the leader for clinical research and medical services in Asia.
- CNS-VPS Institute, Clinical Research Institute of Neuropsychiatry, pain treatment center.
- Vacc-VPS institute, Vaccine clinical research base in China.
- Onc-VPS, Cancer and AIDS clinical research centre.
- Diab-VPS, clinical research Centre of Endocrinology and Diabetes.
- CV-VP Cardiovascular Pacific-Asia clinical research center.
- SAS-Venturepharm data management and medical statistics center.
- 保時萬全 (VPRA-Porsche) 藥政事務公司，全速領先安全到達，10年蟬聯冠軍。
- 萬全瑪特 (VPS-mart Postmarketing) 上市後產品臨床研究院，亞洲上市後藥品臨床研究及醫學服務的領先者。
- 喜恩萬全 (CNS-VPS Institute) 亞太精神神經臨床研究及疼痛治療中心。
- 萬全中國疫苗臨床研究基地 (Vacc-VPS)。
- 安克萬全癌症及艾滋病研究中心 (Onc-VPS)。
- 唐喜萬全內分泌及糖尿病研究院 (Diab-VPS)。
- 卡地萬全心血管亞太臨床研究院。
- SAS萬全臨床統計數據中心。

#### 3. Pharmaceutical development services

Product royalty and compound partnership will be one of the Company's drivers for revenue growth. We plan to invest more in building pharmaceutical development services capabilities and continue to add new products to our product pipelines through pharmaceutical development service (PDS). This will not only help achieve royalty revenue growth, but also further improve our fully integrated services capabilities to provide low-cost high quality drugs.

#### 4. API development services

The Company continues to build up capabilities for API development services and custom synthesis and to scale up service delivery.

#### 3. 藥學研發服務

產品特許銷售和化合物共享合作將成為公司收入增長的重要途徑。我們計劃將更多投資用於藥學研發服務能力的提高，並通過藥學研發服務不斷增加新的產品到我們自己的產品線中。這不但有利於特許權收入的增長，而且提高了我們提供整合一站式低成本高質量研發服務的能力。

#### 4. API 服務

公司繼續提高API服務能力，提供定制合成與工藝放大服務。

# CHAIRMAN'S STATEMENT

## 主席報告

### AN EXCITING FUTURE

Looking ahead, we remain confident that we will be at the forefront in capitalizing upon the global outsourcing opportunity as it unfolds. The Chinese pharmaceutical industry is experiencing consolidation amongst key players, a trend which is expected to gain momentum in the future. While striving unceasingly to exercise strong leadership in the industry in China, we remain firmly committed to unlocking shareholder value through the delivery of high quality service solutions.

Based on our strong fundamentals of innovation, entrepreneurship and aggressive marketing skills, we are determined to capitalize upon the global outsourcing opportunities and remain committed to enhancing shareholder value, as we actively pursue our strategy of growth through both organic and inorganic means. To complement our expansion strategy, we are also looking to further strengthen our service delivery through acquisition.

In summary, we have aggressive and exciting plans for 2010, and once again we intend to deliver on our goals. In the year ahead, we expect to meet the following milestones:

#### 1. Key growth driver 1 of 2010: further improve preclinical and clinical trial studies capabilities

We aim at turning a No. 1 VPS CRO in domestic market to a global specialty pharma and Biotech company, by setting up sales and marketing offices in North America and Europe, and expanding through global alliance and M&A of global CRO companies.

#### 2. Key growth driver 2 for 2010: royalty and compound partnership model

The Company will continue the co-operation, co-development and co-marketing strategies and engage in strategic licensing of therapeutic compound pipelines, and marketing of projects to China, an emerging global top five market.

### 令人激動的未來

展望未來，我們堅信我們將抓住全球外包服務業展現出的巨大機會，整合資源，走在最前列。中國製藥行業正在經歷核心成員的重新整合，這將是未來的發展勢頭。我們會不斷努力，佔據中國醫藥行業的領軍地位，並將通過提供高質量的服務解決方案，給股東帶來更多利益。

在我們強大的研發實力、企業家精神、市場進取精神的基礎上，我們決心抓住全球外包服務業的機會，整合資源，將股東利益最大化。為了我們不斷發展的戰略規劃，我們將採取有機和無機兩種方式，並將繼續通過企業併購提高服務能力。

總之，在2010年，我們有極具進取心，令人激動的計劃，我們將再一次實現我們的目標，在這一年的，我們要達到以下里程碑：

#### 1. 2010年關鍵增長驅動1：繼續發展臨床前和臨床研究能力

我們致力於將已經在本地市場中第一位的臨床研究公司VPS-CRO，轉型成為為品牌仿製藥公司和生物技術公司提供服務的供應商，我們會通過在北美和歐洲建立辦事處，並與國際一流CRO公司的合作和並購來加速達成這一目標。

#### 2. 2010年關鍵增長驅動2：特許經營和化合物共享合作模式

公司將繼續進行合作經營、合作發展、合作市場營銷的戰略並投身於戰略性治療領域產品線的引進，並推動其在中國，這個世界五大市場之一的市場拓展。

## CHAIRMAN'S STATEMENT

### 主席報告

#### 3. Key growth driver 1 of 2010: set up a fully integrated high quality most affordable drug discovery global service division.

VPDiscovery Ltd and Mimotopes China Ltd will be the two engines to drive the growth of this sector.

In closing, Venturepharm has a committed group of employees who are bright, enthusiastic and hard-working. I would like to thank all of our employees for their dedication, loyal and commitment. On behalf of everyone at Venturepharm, we extend our sincerest appreciation to our shareholders for their continuing trust of confidence for Venturepharm. We will continue to uphold improved value in 2009 and the years to come. We look forward to your ongoing support and to sharing our developing and successful journey with you.

By order of the Board

**William Xia Guo**

*Chairman*

25 March 2010

#### 3. 2010年關鍵增長驅動3：建立整合的一站式、高質量、可負擔的藥物發現全球服務基地

VPDiscovery公司和Mimotopes(中國)公司將成為此業務模塊發展的引擎。

最後，萬全有着忠實的員工，他們聰明、熱情、勤奮工作。我感謝所有辛勤工作、忠誠、奉獻的員工。代表在萬全的每一位員工，我們真誠的感謝每一位股東對萬全一直以來的信任與支持。我們將繼續二零零九年的改進與完善，並在今後將其不斷傳承發展。我們期待您的繼續支持，並願與您分享高速發展的成功之旅！

受董事會委派

**郭夏**

*主席*

二零一零年三月二十五日

# FINANCIAL HIGHLIGHTS

## 財務摘要

**Year ended 31 December**  
截至十二月三十一日止年度

<b>2009</b>	2008
二零零九年	二零零八年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元

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### Results

### 業績

Revenue	收益	<b>47,308</b>	39,186
Profit for the year	年內溢利	<b>6,033</b>	(17,312)

### Assets and Liabilities

### 資產及負債

Total Assets	總資產	<b>210,185</b>	186,809
Total Liabilities	總負債	<b>97,281</b>	80,453

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Shareholders' equity

股東權益

**111,527**

104,736

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# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### RESULTS

For the year ended 31 December 2009, consolidated turnover amounted to RMB47,308,000 representing an increase of 21% compared to RMB39,186,000 of last year, of which, approximately RMB11,978,000 was derived from contracted pharmaceutical development services and clinical research services associated with technology transferred by the Group, approximately RMB23,844,000 from contracted pharmaceutical development services and clinical research services not associated with technology transferred by the Group (CRS), and approximately RMB5,640,000 from franchise commercialization.

In terms of revenue structure, the royalty income received achieved 105% increase, reflecting the Group's consideration for long term benefit and the strategic disposition of enforcing the project transfer of franchise commercialization and developing international business. The revenue of CRS reaches about 50% of the total revenue, which was increased by 21% compared with that of last year.

The overall gross profit margin increased by 17% from 39% in last year to 56% in the current year. The principal reason is due to our adjustment on the contract price in order to keep our business on ongoing basis after the financial crisis circumstance. General and administrative expenses amounted to RMB17,304,000 representing a decrease of 64% compared to RMB47,544,000 in 2008, and is attributable to the effective cost control. Finance costs amounted to RMB5,217,000 representing an decrease of 29% compared to RMB7,395,000 in 2008, due to the increase in interest income and a more effective control on the exchange gain and loss.

### 業績

截至二零零九年十二月三十一日止期間，綜合營業額為人民幣47,308,000，較上年度人民幣39,186,000，增長21%，其中有關本集團的合約藥物開發與臨床研究服務收入約人民幣11,978,000，非本集團的合約藥物開發與臨床研究服務收入約人民幣23,844,000，特許權收入約人民幣5,640,000。

從收入結構看，特許權收入增長為105%，這體現了公司充分考慮長久利益，增大特許權方式的專案轉讓及大力開展國際業務的策略部署。臨床研究服務收入比上年度增長21%，並占總收入的50%。

於回顧年度內，本集團整體毛利率為56%，比上年度39%增加了17%。主要原因是金融危機狀況後，本公司調整了合同轉讓價格，以保持公司業務的持續發展。一般及行政開支人民幣17,304,000，比二零零八年人民幣47,544,000減少64%。主要原因是有效地成本控制；財務費用人民幣5,217,000，比二零零八年人民幣7,395,000減少29%。主要原因是利息收入的增加及更有效的控制外匯的匯兌損失。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the year, the Group maintained a sound financial position and prudent liquidity risk management, and had sufficient cash to meet the requirement of its business development. As at 31 December 2009, the Group had current assets of approximately RMB183,423,000, among which RMB14,087,000 was cash and cash equivalents. The Group had no short-term bank loan and maintained sufficient cash and a strong and sound financial position.

#### Foreign Exchange Exposure

During the period under review, the Group's transactions were substantially denominated in Renminbi ("RMB"). In view of the RMB appreciation trend, the Group engaged in risk-free value-added banking activities in due course and transferred its USD-denominated businesses to RMB-denominated businesses according to the relevant business scale. The Group closely monitors its foreign currency risk from time to time and will use appropriate hedging when necessary.

### BUSINESS REVIEW

Aiming at long-term development and based on its business transformation strategy of transforming from a leading technology transfer supplier to an enterprise integrating pharmaceutical development and products commercialization, the Group continued to expand its product lines and accelerate the establishment of the marketing network so as to rapidly capture its market share. The Group has managed to establish a comprehensive value-added business mode for value chains such as API, formulation and analysis technology, pre-clinical research, clinical trial, regulatory affair (RA) service and franchise commercialization, and further explored the service capacity of small molecular research and biologic product research through the acquisition of CBI, thereby enhancing the profitability and risk resistance capability of the Company, and enabling the Company to secure long-term stable profitability in future.

### 流動資金、財務資源及負債比率

公司的資金鏈是非常健康的，流動資金也很充沛。足以應付公司經營之需要，於二零零九年十二月三十一日，本集團之流動資產約為人民幣183,423,000，當中約人民幣14,087,000為現金及現金等價物。本集團並無銀行短期負債，且現金充足，財務狀況良好。

#### 外匯風險

於回顧期內，本集團之交易絕大部份以人民幣計值，本集團面對人民幣升值之趨勢，適時進行無風險之銀行增值業務，同時根據業務規模將美元轉為人民幣業務。本集團不時密切監察其外幣風險，並將於有需要時進行適當之對沖。

#### 業務回顧

本集團基於長期發展考慮，繼續推進從領先的技術轉讓供應商轉變為集藥物開發及產品商業化為一體的業務轉型策略，不斷擴充產品線以及加快建立市場網路以便迅速佔領市場份額。已經初步建立了API、製劑及分析技術、臨床前研究、臨床試驗、藥政服務、特許權經營商品化使用等價值鏈的全面增值過程業務模式，同時通過對CBI公司的收購，進一步拓展了公司在小分子創新藥物研究開發及生物製品的研究開發方面的服務能力，使得公司在未來贏得長久穩定的獲利能力。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Sales and Marketing

For the year ended 31 December 2009, the Group has signed 17 PDS contracts with contract value of RMB29,988,000 and 21 VPS contracts with contract value of approximately RMB39,322,886 aggregating to RMB69,310,886 in total. The international business has achieved an encouraging growth. Eight international contracts covering pharmaceutical R & D outsourcing, clinical services, etc. were signed. The revenue for import registration service is RMB1,411,000, which increase 155% comparing with year 2008.

The Group continued its investment in the enhancement of marketing capability and the expansion of market network, and introduced new technologies in the domestic market under the brand of Venturepharm while striving to establish and expand overseas markets under the brand of VPS-CRO. During the period, the Group not only focused on business expansion, but also paid more attention to the enhancement of brand value and the improvement of professional capability, aiming at becoming a comprehensive and reliable technology and service provider with the most prestigious brand and leading technologies.

### Clinical Research Service (VPS)

Taken clinical study as the prime focus, the Group has established the most integrated service in the country, which provides a series of services ranging from phase I clinical and bioequivalence studies, phase II-III clinical studies, and phase IV post-marketing clinical study, to data management and medical statistics, and medical administration related service. Meanwhile, the Group makes a great efforts to improve the professional capability involving the above mentioned services and has preliminarily established 13 professional research institutions including Venturepharm-CBI phase I clinical research center, VPS-mart phase IV clinical research and academic promotion center, SAS-Venturepharm data management

### 銷售及市場推廣

截至於二零零九年十二月三十一日，本集團成功簽訂17份PDS及21份VPS合約，價值約人民幣29,988,000及39,322,886；總值人民幣69,310,886。令人振奮的是國際業務有較大幅度增長，簽定了8份國際業務合同，其中進口註冊服務收入1,411,000，比二零零八年增長155%。

本集團不斷在增強市場推廣能力及拓展市場網路方面作出投資，以萬全科技品牌在本地市場推出新技術，同時以VPS-CRO全力構建和拓展海外服務市場。期間，本集團非僅僅注重業務數量增長，同時更注重積累服務的品牌價值以及專業能力提升，力求發展成為品牌最優、品質可靠、技術領先的全面的技術和服務供應商。

### 臨床研究服務(VPS)

本集團已經建立起國內最完整的以臨床研究為主體內容的服務業務，包括，I期臨床及生物等效性研究，II-III期臨床研究，IV期暨上市後臨床研究，資料管理及醫學統計，藥政事務服務等一系列服務；同時著力打造以上業務所涉及的專業能力，初步建立起萬全CBI一期臨床研究中心、萬全瑪特(VPSmart)四期臨床研究及學術推廣中心、SAS-萬全資料管理及醫學統計中心、保時萬全(VP-Porsche RA)藥政事務中心、安克萬全(OHH-VP)癌症亞太臨床研究院、唐喜萬全亞太臨床研究院、喜恩萬全(CNSVP)精神神經亞太臨床研究院、喜恩萬全疼痛醫學(CNSVP-Pain

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

and medical statistics center, VP-Porsche RA service center, OHH-VP Pacific-Asia clinical research institution for oncology, TangXi- VP Pacific-Asia clinical research institution for Diabetes, CNSVP Psychoneurologic and pain management Pacific-Asia clinical research institution, CV-VP Cardiovascular Pacific-Asia clinical research center, AIDS and hepatitis Pacific-Asia clinical research institution, DermNova Pacific-Asia clinical research institution for dermatosis and gynecologic disease and TCM-VP clinical research center for natural drug and traditional Chinese medicine, etc.

In the meantime, the Group has built a nation-wide network with bases in Beijing, Shanghai and Guangzhou and offices in over 30 provincial capital cities for clinical monitoring and academic promotion, covering over 80% hospitals which have been authorized to conduct clinical research. The Group has the capacity of operating more than 60 phase I and BE projects each year and conducting 50 phase II-III clinical projects simultaneously. Meanwhile, the Group is able to carry out 4 phase IV clinical trials with large sample size (2,000 subjects) at the same period. In addition, there are 12 projects for import drug registration on going.

#### Pre-Clinical Service

The Group is establishing Venturepharm Asia CMC Drug Evaluation Center, a GLP standardized pre-clinical laboratory with a total area of 50,000 m<sup>2</sup>, which will become the Asia's largest pre-clinical laboratory after is construction. The center to be completed, currently under construction, will adopt the international standard in the aspects of construction designing, process distribution, facility selection and installation, staff level and system constitution. The center is planned to undertake 30% of R&D outsourcing contracts from CBI, which not only satisfies the needs of high-end clients from Europe and America, but also provide services to medium and small sized enterprises from domestic and abroad. The center mainly includes the platforms as Drug Discovery Platform, Toxicology Platform, Pathology Platform and Animal Model Platform.

managment)研究院、怡妙萬全 (Vacc-VP) 亞太臨床研究院、卡地萬全心血管 (CV-VP) 亞太臨床研究中心、甘艾 (滋病及肝炎) 亞太臨床研究院、德美萬全 (DermNova) 皮膚及婦科亞太臨床研究院、萬全堂(TCM-VP)天然藥與中藥臨床研究中心等13個專業研究機構。

同時，集團在全國建立了以北京、上海、廣州為基地，附帶30多個省會城市辦事處的全國性臨床監察和學術推廣網路；覆蓋到80%以上可以有資格進行臨床研究的醫院，目前每年可以達到I期及生物等效項目60個以上的操作能力，II-III期專案可以同時開展50個；大樣本量（2000例）的IV期臨床同時開展4個。另外，同時開展的進口註冊服務專案12個。

#### 臨床前研究服務(Pre-clinical service)

集團正在興建萬全亞洲CMC藥物評價中心，一個總面積為50,000平方米的GLP標準的臨床前實驗室，該實驗室建成之後將成為亞洲最大的臨床前實驗室。目前已經完成1期基礎設施建設同，正在進行2次內部裝修設計。新落成的中心，從建築設計、工藝佈局、設備選型及安裝、人員配備、制度建設等方面均採用國際標準。計畫承接30%的CBI研發外包業務，既滿足歐美高端客戶的需求，同時對國內及國外的中小企業也提供服務。中心的主要業務平臺有：藥物發現實驗平臺；毒理學實驗平臺；病理學實驗平臺；疾病動物模型實驗平臺。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Pharmaceutical Development Service (PDS)

The Group's portfolio for technology R&D and transfer covers 13 major and high growth therapeutic areas such as endocrine, CNS, cardiovascular disease, dermatosis, cancer, AIDS, allergy and antibiotics. Several of its products are introduced to the domestic market for the first time and are exclusive products. Furthermore, several advanced technology platforms have been established for drug synthesis, pharmaceutical analysis and drug delivery systems.

Along with a reinforced investment, the Group's R&D strength continues to maintain a leading position in the industry. Under the circumstance of such strict and delayed review by State Food and Drug Administration (SFDA), the Group still obtained 10 new Clinical Study Permits (CSPs) and 11 Manufacturing Permits (MPs), maintaining the No.1 position in China. For the year ended 31 December 2009, the total number of CSPs obtained by the Group accumulated to 314 and the total number of MPs accumulated to 128.

### VP-Discovery

Venturepharm Asia Innovation Center is the research center of CBI in China, with an area of 20,000 m<sup>2</sup>. It utilises the most advanced facilities and equipment to provide the research services as small molecular designing, high throughput chemistry, peptide synthesis and biologic products services such as DNA testing. The center has carried out trials up to now.

### API

Aside from technologic transfer projects, the business of API is developing in a comprehensive way. Despite that API's sales revenue accounts for only 1% of the total revenue, it is able to provide integrated services including custom synthesis, API and intermediate marketing and API related services. It is believed that API business could realise a dramatic growth in 2010.

### 藥物開發服務(PDS)

本集團之技術研發與轉讓的項目，涉及13個主要及高增長之治療範圍，例如內分泌、精神神經系統疾病、心血管疾病、皮膚病、癌症、愛滋病、過敏症及抗生素等。多個產品為國內首家及獨家產品；在藥物合成藥物分析及藥物傳遞系統上，建立了多個優勢技術平臺。

隨著不斷的大力投入，本集團一直保持在新藥研發市場之優勢地位。在國家審評如此嚴格和延遲的情況下，仍然獲得國家食品藥品監督管理局批出10張臨床研究批件及11個生產批件，繼續保持國內第一。公司截至二零零九年十二月三十一日，獲發之臨床研究許可證總數已累積至314張，獲發之生產許可證總數已累積至128張。

### 藥物創新服務(VP-Discovery)

萬全亞洲創新中心，是集團CBI業務在國內的研究中心。該中心面積約20,000平方米，採用最先進的設備和儀器，提供小分子設計、高通量化學、多肽合成和DNA檢測等生物製品的研究服務。目前已經開展試驗。

### API業務

除單純的原料藥項目的技術轉讓外，萬全API業務，正向綜合方向發展。雖然二零零九年API銷售只佔收入的1%，但目前已經可以提供定制合成，API和中間體銷售，API相關服務等綜合的服務業務，相信在2010年也會有比較大的增長。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Patents

The Group has always placed great emphasis on the protection of intellectual property rights. Since its incorporation and up to 31 December 2009, the Group has applied over 500 patents.

### PROSPECTS

To capitalize on the opportunity of the increased demand of global R&D outsourcing market, the company has made best efforts to improve its service capacities and performance in R&D outsourcing service by providing fully integrated pharmaceutical services that include drug discovery, API (Active Pharmaceutical Ingredient), PDS (Pharmaceutical Development Service), Pre-clinical research, CRS (Contract Research Service), RAS (Regulatory Affairs Service), CMS (Contract Manufacturing Service) and CSS (Contract Sales Service). In the meantime, the Group believes that as the government further standardizes and implements its supervision, the market environment will become more favorable to the Group given its competitive edge. Meanwhile, the investment from Chinese government into the scientific research of biologic and pharmaceutical technology, with the investment of RMB6.6 billion into major new drug research included, will stimulate greatly to the R&D service market. The upcoming new booming age of the pharmaceutical industry will not only present the Group with rare and precious business opportunities, but also considerable return for the shareholders.

### CAPITAL STRUCTURE

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

### SIGNIFICANT INVESTMENT

The Company invested its surplus fund through its principal bank in investment market funds, which was RMB58,465,000.

### 專利

本集團一向注重保護智慧財產權。本公司由成立至二零零九年十二月三十一日止共申請專利超過500項。

### 展望

為把握國際研發外包市場需求增長之機遇，本集團不遺餘力提高自身研發能力及品質，以提供涵蓋藥物發現 (VP-Discovery)、有效藥劑成分 (API)、藥物傳遞系統開發 (PDS)、臨床前研究、臨床合同研究服務 (CRS)、藥政服務 (RAS) 及合約生產服務 (CMS) 及合約銷售服務 (CSS) 之全面綜合的服務。同時本集團也相信，隨著政府對於藥品監督管理各個環節的進一步規範，監管進一步落實，市場環境會更符合本集團的競爭優勢。同時，中國政府在生物和醫藥技術領域科研方面的投入，包括重大新藥創制在內的66個億的投入，對於研發服務市場也是非常大的刺激。我們相信醫藥行業的新繁榮時期將為本集團帶來不可多得的機遇，必將為股東帶來豐厚的回報。

### 資本結構

本公司之資本結構與上年相比無變動。

### 重大投資

本公司已透過其主要往來銀行將盈餘資金投資於市場基金人民幣58,465,000。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EMPLOYEES

The Group's remuneration policy is basically determined by the performance of individual employees. In addition to salaries and bonuses, employee benefits included medical and pension contributions and share options schemes.

### APPROPRIATION

The Directors do not recommend the payment of final dividend for the year ended 31 December 2009 and propose that the profit for the year be retained.

### REVIEW OF FINANCIAL STATEMENTS

The audit committee of the Board has reviewed the consolidated financial statements for the year, including the accounting principles and new and revised accounting standards adopted by the Company, and discussed matters relating to auditing, internal controls a financial reporting.

### 僱員薪酬資料

本集團之薪酬政策基本上按僱員之個人表現厘定。除薪金及花紅外，僱員福利亦包括醫療及退休供款，以及購股權計畫。

### 分配

董事不建議就截至二零零九年十二月三十一日止年度派發末期股息，並建議保留本年度溢利。

### 財務報表之審閱

審核委員會已審閱本公司本年度之綜合財務報表，包括本公司所採納的新訂及經修訂準則，並已討論有關審計、內部監控及財務彙報事宜。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### EXECUTIVE DIRECTORS

Mr. William Xia GUO, is the Chairman, Chief Executive Officer, Managing Director and Joint Chief Technology Officer of the Group. Mr. Guo is responsible for strategic planning and development, overall management and R&D activities of the Group. Mr. Guo obtained with a Master degree in science from University of Toronto in March 1997. Mr. Guo has also completed various approved courses for the degree of Master of Business Administration in the Heriot-Watt University. Before establishing the Group in December 1998, Mr. Guo had worked for two pharmaceutical companies in Canada, namely Ortho-McNeil Inc. and Novopharm Limited, both are pharmaceutical companies in Canada as research scientist and process development manager, respectively. Mr. Guo has approximately 10 years experience in research, pharmaceutical development and management in the pharmaceutical industry. Mr. Guo is a member of the American Association of Pharmaceutical Scientists and the National Pharmaceutical Sciences Group Inc.

Dr. Maria Xue Mei SONG, is an executive Director. Dr. Song is responsible for Clinical Research (R&D) and also the head of the Human Resources Management Department of the Group. Dr. Song graduated from China Concord Medical University with a Doctorate degree in clinical medicine in July 1995. She is also a Registered Pharmacist in the PRC. Prior to joining the Group in February 2000, Ms. Song had served as general manager of Beijing Tiancifu Biopharmaceutical Co. Ltd.

#### 執行董事

郭夏先生，本集團主席、首席執行官、董事總經理兼聯席首席技術官。郭先生負責本集團之策略規劃及發展、整體管理及研發業務。郭先生於一九九七年三月取得多倫多大學理學碩士學位，亦在Heriot-Watt University完成工商管理碩士學位之多個認可課程。於一九九八年十二月成立本集團之前，郭先生曾於兩間加拿大製藥公司Ortho-McNeil Inc.及Novopharm Limited分別擔任研究科學家及工序開發經理。郭先生於製藥行業之研究、製藥開發及管理方面擁有約十年經驗。郭先生乃美國藥學科學家協會及National Pharmaceutical Sciences Group Inc.之會員。

宋雪梅博士，執行董事。宋博士負責本集團之臨床研究（研發）服務，並為人力資源管理部主管。宋博士畢業於中國協和醫科大學，於一九九五年七月獲頒臨床醫藥博士學位。彼亦為中國註冊藥劑師。於二零零零年二月加盟本集團之前，宋女士曾於北京天賜福生物醫藥有限公司擔任總經理。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### NON-EXECUTIVE DIRECTORS

Mr. FENG Tao, is nominated as a non-executive Director by C Tech Fund. Mr. Feng obtained a Master degree in Science from the Department of Statistics and Applied Probability from the University of Alberta in June 1992. Mr. Feng has been serving as the Vice President Officer of The Foundation of Science and Technology for Development of the State Planning Committee, State Economic and Trade Commission of the PRC and China Science Academy since September 1999. He was appointed as non-executive Director in August 2002.

Mr. WU Xin, is a non-executive Director nominated by C Tech Fund. Mr. Wu is a vice-president of New Margin. Mr. Wu obtained his Master of Science degree from Stanford University in Engineering-Economic Systems in 1994 and a Bachelor of Science degree in Electrical Engineering from University of Illinois in May 1993. Prior to joining New Margin, Mr. Wu worked in Chase Capital Partners, an investment firm, and at Robertson Stephens & Company, an investment firm based in San Francisco. He was appointed as non-executive Director in August 2002.

Dr. Nathan Xin ZHANG, is a non-executive Director. Dr. Zhang is the former chief executive officer of Chipscreen Biosciences Ltd., a leading Chinese biotech company specialized in innovated cancer, diabetes, and osteoporosis drug discovery. Dr. Zhang had worked with KPMG LLP and Credit Suisse First Boston. Dr. Zhang holds an M.D. from Tianjin Medical University, Ph. D from University of Pennsylvania, and an MBA from the University of Chicago, USA.

#### 非執行董事

馮濤先生，獲C Tech Fund提名出任非執行董事。馮先生於一九九二年六月在University of Alberta統計及應用概率學系取得理學碩士學位。馮先生自一九九九年九月起一直出任國家計委、國家經貿委及中國科學院科技促進經濟部基金委員會副主任。彼於二零零二年八月獲委任為非執行董事。

吳欣先生，獲C Tech Fund提名為非執行董事。吳先生為New Margin之副總裁，彼於一九九四年在史丹福大學獲得工程經濟系統理學碩士學位，及於一九九三年五月在伊利諾伊大學取得電力工程學士學位。於加盟New Margin前，吳先生曾任職一間投資公司Chase Capital Partners及三藩市之投資公司Robertson Stephens & Company。彼於二零零二年八月獲委任為非執行董事。

張欣博士，非執行董事。張博士曾任深圳微芯生物公司總裁，該公司是一家中國致力於治療腫瘤、糖尿病及骨質疏松等的知名創新生物醫藥公司。彼也曾就職於KPMG紐約公司、瑞士信貸第一波士頓。彼持有天津醫學院博士學位、美國賓夕凡尼亞大學藥理學博士學位及芝加哥大學商學院工商管理碩士。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WANG Hong Bo, is an independent non-executive Director and is the chairman of the audit committee. He is a member of the Association of Chartered Certified Accountants and the Chinese Institute of Certified Public Accountants. Mr. Wang graduated from Nan Kai University with a master degree. Mr. Wang is presently a finance manager of TCL Group Limited. Mr. Wang has over 10 years of experience in auditing. He was appointed as independent non-executive Director in September 2004.

Mr. Paul CONTOMICHALOS, is an independent non-executive Director. He was awarded an MBA from the Columbia University in May 1985. Mr. Contomichalos had worked for Bristol-Myers Squibb (BMS). His first position in China was to start up the consumer over-the-counter business of Bristol-Myers Squibb in 1994. He became Chairman and President of Bristol-Myers Squibb China from 1997 to 2000. Prior to working in China, Mr. Contomichalos held various key consumer marketing and business development positions with Bristol-Myers Squibb in the USA and Canada and has about 18 years of experience in this field. He was appointed as independent non-executive Director in August 2002.

Mr. WU Ming Yu, is an independent non-executive Director. Mr. Wu is a member of the education committee of the China (Hainan) Reform Development Research Institute, a member of Standing Committee of China Association of Science and Technology; President of Chinese Society of Technology Economics; Honorary President of China Society of Science and Science Technology Policy Research and Vice-President of China Society of Land Economics Research. Mr. Wu has held the post of Vice Minister of the Development Research Center of the State Council, Vice Minister of the State Science and Technology Commission; President of China Technology Economic Research Institute; Vice President of China Society of Science and Science Technology Policy; Economist of Economy Research Institute of the State Council and President of Asia-Pacific Research Institute. He was appointed as independent non-executive Director in August 2002.

#### 獨立非執行董事

王紅波先生，獨立非執行董事及審核委員會主席。彼為英國特許公認會計師公會及中國註冊會計師協會之會員。王先生畢業於南開大學，獲頒碩士學位。彼現為TCL集團股份有限公司財務經理。王先生擁有逾10年審計經驗。彼於二零零四年九月獲委任為獨立非執行董事。

Paul CONTOMICHALOS先生，獨立非執行董事。彼於一九八五年五月獲哥倫比亞大學頒授工商管理碩士學位。Contomichalos先生曾任職於Bristol-Myers Squibb (BMS)，在中國首項工作為於一九九四年開辦Bristol-Myers Squibb之消費者場外業務。彼於一九九七年至二零零零年間出任Bristol-Myers Squibb China之主席兼總裁。於中國工作之前，Contomichalos先生曾在美國及加拿大Bristol-Myers Squibb擔任多個主要消費者市場推廣及業務開發職位，在該範疇積逾約十八年經驗。彼於二零零二年八月獲委任為獨立非執行董事。

吳明瑜先生，獨立非執行董事。吳先生為中國（海南）改革發展研究院學術委員會委員、中國科學技術協會全國委員會委員、中國技術經濟研究會理事長、中國科學與科技政策研究會名譽理事長及中國國土經濟學研究會副理事長。吳先生曾任國務院發展研究中心副主任、國家科學技術委員會副主任、中國技術經濟研究會理事長、中國科學與科技政策研究會副理事長、國務院經濟研究中心經濟學家及Asia-Pacific Research Institute理事長。彼於二零零二年八月獲委任為獨立非執行董事。

## PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層簡歷

#### SENIOR MANAGEMENT

The Group's senior management comprises the following employees:

Dr. Tom Tuo JIN, is the Joint Chief Technology Officer. Dr. Jin holds M.D. from University of Toronto and Ph. D from Hokkaido University. Dr. Jin engaged in education and pharmaceutical R&D in Japan, USA Novartis and Canada for years. Dr. Jin was a researcher with Aventis-Pasteur (USA), Supervisor of Formulation Division with BioDelivery Science (USA), as well as Associate Professor with Long Island University. Dr. Jin is the dean of Sinican Institute. Dr. Jin published 25 articles in periodical and applied for 10 patents. Dr. Jin is a member of American Association of Pharmaceutical Scientists.

Dr. Tarun GUPTA, is the co-head of the Group's Business Development Department (International Division). He is also the Chief Executive Officer of P.K. Pharmatech in India. Dr. Gupta has obtained his degree of bachelor of medicine and bachelor of surgery in December 1982. He worked with Lupin Laboratories Limited of India before he joined the Group in December 2000 and was seconded to the exclusive marketing and distribution agent in Hong Kong in 1996. He was responsible for marketing and distributing of product of Lupin Group in the Asia region. He has over ten years of experience in the field of pharmaceutical industry.

#### 高級管理層

本集團之高級管理層由以下僱員組成：

金托博士，為聯席技術總監。金博士持有多倫多大學醫學博士及日本北海道大學博士學位。金博士多年來於日本、美國Novartis及加拿大從事教育及藥劑研發工作。金博士曾經擔任Aventis-Pasteur (USA)的研究員、BioDelivery Science (USA)配方部的主管，以及美國長島大學副教授。金博士為Sinican Institute的院長。金博士曾於學報發表25篇文章及擁有10項專利發明。金博士為美國藥學科學家協會成員。

Tarun GUPTA博士，為本集團業務發展部（國際部）聯席主管。彼亦為印度P.K. Pharmatech之行政總裁。Gupta博士於一九八二年十二月獲得醫藥學學士學位及外科學學士學位。於二零零零年十二月加入本集團前，彼於印度Lupin Laboratories Limited工作，於一九九六年被調任為香港獨家市場推廣及分銷代理。彼負責Lupin集團產品在亞洲區之市場推廣及分銷。彼於製藥業有逾10年經驗。

## DIRECTORS' REPORT

### 董事會報告

The Directors of the Company present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2009.

#### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's subsidiaries are set out in notes 8 to the financial statements.

An analysis of the Group's performance for the year by business segments is set out in note 5 to the financial statements.

#### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2009 are set out in the consolidated statement of comprehensive income on page 50 of the annual report.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2009.

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 6 to the financial statements.

#### SHARE CAPITAL

Details of the share capital of the Company are set out in note 15 to the financial statements.

本公司董事謹此呈報本公司及附屬公司（「本集團」）截至二零零九年十二月三十一日止年度之年度報告及經審核綜合財務報表。

#### 主要業務

本公司為一間投資控股公司。本公司之附屬公司之主要業務載於財務報表附註8。

本集團年內表現按業務單元分析，載於財務報表附註5。

#### 業績及分配

本集團截至二零零九年十二月三十一日止年度之業績載於本年報第50頁綜合全面收益表。

董事不建議就截至二零零九年十二月三十一日止年度派發末期股息。

#### 物業、廠房及設備

本集團及本公司物業、廠房及設備於本年度之變動詳情載於財務報表附註6。

#### 股本

本公司股本之詳情載於財務報表附註15。



# DIRECTORS' REPORT

## 董事會報告

### RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in note 16 to the financial statements.

### FIVE YEARS 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 pages 139 to 140.

### DIRECTORS

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

#### Managing Director:

William Xia GUO

#### Executive Directors:

Maria Xuemei SONG

#### Non-executive Directors:

FENG Tao

WU Xin

Nathan Xin ZHANG

#### Independent Non-executive Directors:

WANG Hong Bo

Paul CONTOMICHALOS

WU Ming Yu

### 儲備

本集團及本公司儲備於年內之變動詳情載於財務報表附註16。

### 五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於第139至140頁。

### 董事

年內及截至本報告日期止本公司之在任董事為：

#### 董事總經理：

郭夏

#### 執行董事：

宋雪梅

#### 非執行董事：

馮濤

吳欣

張欣

#### 獨立非執行董事：

王紅波

Paul CONTOMICHALOS

吳明瑜

## DIRECTORS' REPORT

### 董事會報告

In accordance with Articles 95 and 121 of the Company's Articles of Association, WU Xin, FENG Tao, Nathan Xin ZHANG, WANG Hong Bo, Paul CONTOMICHALOS and WU Ming Yu retire and, being eligible, offer themselves for re-election.

Apart from Nathan Xin ZHANG and WANG Hong bo, who do not have a service contract, each of the Directors has entered into a service contract with the Company for three years from 10 July 2003 (the "Listing Date"). Each of the Executive Directors and Non-executive Directors was appointed as Director of the Company respectively subject to termination in certain circumstances as stipulated in the relevant service contracts, if applicable.

On 11 July 2009, the service contracted with each Director other than Nathan Xin ZHANG and WANG Hong Bo, expired and be renewed for one more year.

Save as disclosed above, no Directors proposed for re-election at the forthcoming annual general meeting 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).

根據本公司之組織章程細則第95及121條，吳欣、馮濤、張欣、王紅波、Paul CONTOMICHALOS及吳明瑜退任併合資格應選連任。

除張欣及王紅波並無訂立服務合約外，各執行董事已與本公司訂立自二零零三年七月十日（「上市日期」）起計為期三年之服務合約。各執行董事及非執行董事獲委任為本公司董事均受限於在有關服務合約（如適用）訂明之若干情況下予以終止。

於二零零九年七月十一日，除張欣與王紅波外，各董事之服務合約屆滿，並續約期一年。

除上文披露者外，擬於應屆股東周年大會膺選連任之董事，概無與本公司或其任何附屬公司訂立任何本集團於一年內不作出補償（法定補償除外）而不能予以終止之服務合約。

# DIRECTORS' REPORT

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2009, the interests and short positions of the Company's Directors and chief executives in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to notify the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### Long positions in shares and underlying shares of the Company

##### (1) The Company

Name 姓名	Type of interest 權益類別	Capacity 身份	Number of shares in which interested (other than under equity derivatives) 持有權益之股份數目(股本衍生工具除外)	Number of shares in which interested under physically settled equity derivatives 根據實物結算股本衍生工具持有權益之股份數目 (Note 3) (附註3)	Total number of shares 股份總數	Approximate percentage of interest 權益概約百分比
William Xia GUO 郭夏	Personal 個人	Beneficial owner 實益擁有人	9,110,377	9,570,000	18,680,377	5.14
William Xia GUO 郭夏	Corporate 公司	Interest of a controlled Corporation (Note 1) 受控制法團權益(附註 1)	149,432,583	-	149,432,583	41.11
William Xia GUO 郭夏	Corporate 公司	Interest of a controlled Corporation (Note 2) 受控制法團權益(附註 2)	15,966,073	-	15,966,073	4.39

### 董事及主要行政人員於股份、相關股份及債券之權益

於二零零九年十二月三十一日，本公司之董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有(a)須根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條，須列入該條所述登記冊之權益及淡倉；或(c)根據創業創業板上市規則第5.46至5.67條所述之權益及淡倉如下：

#### 於本公司股份及相關股份之好倉

##### (1) 本公司

# DIRECTORS' REPORT

## 董事會報告

Note 1: The controlled corporation, Venturepharm Holdings Inc., is 47.63 % directly held by Mr. William Xia GUO and 49.00 % held by Mr. William Xia GUO through Winsland Agents Limited, his wholly and beneficially owned company incorporated in British Virgin Islands.

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

Note 3: Various interests of the Directors and chief executives pursuant to physically settled equity derivatives are through share options granted under the Pre-IPO share option scheme. Details of which are set forth as follows:

附註1：受控制法團Venturepharm Holdings Inc.由郭夏先生直接持有47.63%股權，以及由郭夏先生透過Winsland Agents Limited（於英屬處女群島註冊成立，由郭先生全資實益擁有）持有49.00%股權。

附註2：受控制法團Bright Excel Assets Limited全部股權由Venturepharm Holdings Inc.實益擁有。

附註3：董事及主要行政人員於實物結算股本衍生工具項下之各項權益為透過根據首次公開售股前購股權計劃授出之購股權持有。詳情載列如下：

**Number of shares in  
which interested under physically  
settled equity derivatives as at  
20 June 2003 and 31 December 2009**

於二零零三年六月二十日及  
二零零九年十二月三十一日  
根據實物結算股本衍生工具  
持有權益之股份數目

Name 姓名		Date of grant 授出日期	Exercise price 行使價
William Xia GUO 郭夏	7,200,000	20-Jun-03 二零零三年六月二十日	HK\$0.32 0.32港元
William Xia GUO 郭夏	360,000	2-Mar-05 二零零五年三月二日	HK\$0.52 0.52港元
William Xia GUO 郭夏	360,000	14-Dec-05 二零零五年十二月十四日	HK\$0.45 0.45港元
William Xia GUO 郭夏	324,000	10-Aug-06 二零零六年八月十日	HK\$0.36 0.36港元
William Xia GUO 郭夏	966,000	10-May-07 二零零七年五月十日	HK\$0.625 0.625港元
William Xia GUO 郭夏	360,000	7-Apr-09 二零零九年四月七日	HK\$0.435 0.435港元

## DIRECTORS' REPORT

### 董事會報告

Options granted to Mr. William Xia GUO contain a vesting schedule, pursuant to which may exercise up to 30 % of the underlying shares after 31 December 2003, up to another 30 % of the underlying shares after 31 December 2004 and the balance after 31 December 2005. The relevant options will expire after ten years from the date of grant. Mr. William Xia GUO has undertaken to the Stock Exchange that he will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 12 months from the Listing Date

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

郭夏先生獲授之購股權均附帶歸屬時間，據此，彼可於二零零三年十二月三十一日後行使不多於相關股份30%之購股權、於二零零四年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零五年十二月三十一日後行使餘下之購股權。有關購股權將於授出日期後十年屆滿。郭夏先生亦已向聯交所承諾，於上市日期起計首12個月內，彼不會行使彼根據首次公開發售前購股權計畫獲授之購股權。

(2) 本公司之附屬公司－北京德眾萬全藥物技術開發有限公司

Name 姓名	Type of interest 權益類別	Capacity 身份	Capital contribution on a Sino-foreign co-operative joint venture	Approximate percentage of interest of shareholding in joint venture
			於一間中外合作 於合營企業股權	於合營企業股權 之權益概約百分比
William Xia GUO 郭夏	Corporate 公司	Interest of a controlled corporation (Note 1) 受控制法團權益(附註1)	US\$111,000 111,000美元	12.83

Note 1: The interest is held by Beijing Venturepharm Biotech Pharmaceutical Technology Company Limited, a limited liability company incorporated in the PRC, for which 99% of its shareholding is beneficially held by Mr. William Xia GUO and 1% held by Dr. Maria Xue-mei SONG.

附註1：股權由北京萬全生物醫藥科技有限公司持有。該公司為一家於中國註冊成立之有限公司，其99%股權由郭夏先生實益持有，另1%則由宋雪梅博士持有。

Save as disclosed above, as at 31 December 2009, none of the Directors and chief executive had any interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零零九年十二月三十一日，董事及主要行政人員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)之證券中，擁有須(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之任何權益或淡倉(包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條列入該條例所述登記冊之任何權益或淡倉；或(c)根據創業板上市規則第5.46至5.67條之規定之任何權益或淡倉。

# DIRECTORS' REPORT

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS

So far as it is known to any Directors, chief executives of the Company, as at 31 December 2009, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed pursuant to Division 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein were as follows:

### 主要股東

據本公司任何董事及主要行政人員所知，於二零零七年十二月三十一日，以下人士持有本公司之股份及相關股份中的權益及淡倉而須根據證券及期貨條例第XV部第2及第3分部作出披露，或須根據證券及期貨條例第XV部第336條須列入該條所述登記冊之權益及淡倉：

Name 名稱	Capacity 身份	Number of shares 股份數目	Approximate percentage of interest 權益概約 百分比
Venturepharm Holdings Inc. (Note 1) (附註1)	Beneficial owner 實益擁有人	149,432,583	41.11
Venturepharm Holdings Inc. (Note 2) (附註2)	Interest of controlled corporation 受控制法團權益	15,966,073	4.39
Bright Excel Assets Limited (Note 2) (附註2)	Beneficial owner 實益擁有人	15,966,073	4.39
William Xia GUO (Notes 1, 2 and 3) 郭夏 (附註1、2及3)	Beneficial owner and interest of controlled corporations 實益擁有人及受控制法團權益	182,069,033	50.09

# DIRECTORS' REPORT

## 董事會報告

### Long positions in shares and underlying shares of the Company

Note 1: Venturepharm Holdings Inc. is 47.63% directly held by Mr. William Xia GUO and 49.00% held by Mr. William Xia GUO through Winsland Agent Limited, his wholly and beneficially owned company incorporated in the British Virgin Islands.

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

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

Save as disclosed above, as at 31 December 2009, there was no other persons who was recorded in the register of the Company as having interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No other contracts of significance to which the Company or any of 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 year or at any time during the year.

### 於本公司股份及相關股份之好倉

附註1：Venturepharm Holdings Inc.分別由郭夏先生直接持有47.63%股權，以及由郭夏先生透過Winsland Agent Limited（於英屬處女群島註冊成立，由郭先生全資實益擁有）持有49.00%股權。

附註2：受控制法團Bright Excel Assets Limited全部股權由Venturepharm Holdings Inc.實益擁有。

附註3：除透過Venturepharm Holdings Inc.持有之股份外，郭夏先生實益擁有16,310,377股股份權益，其中包括根據首次公開售股前購股權計劃及購股權計劃授予彼之購股權所涉及分別7,200,000股股份及360,000股股份。

除上文所披露者外，於二零零九年十二月三十一日，按本公司登記冊記錄，概無任何其他人士於本公司之股份或相關股份中持有須根據證券及期貨條例第XV部第2及第3分部向本公司披露之權益或淡倉，或須根據證券及期貨條例第XV部第336條列入該條所述登記冊之權益或淡倉。

### 董事於重大合約之權益

於年結日或年內任何時間，概無存在本公司或其任何附屬公司為其中訂約方及本公司董事於當中直接或間接擁有重大權益之重大合約。

# DIRECTORS' REPORT

## 董事會報告

### SHARE OPTION SCHEME

#### 1. Pre-IPO Share Option Scheme

Pursuant to the written resolution passed by the shareholder on 31 March 2003, the Company adopted a share option scheme (the "Pre-IPO Share Option Scheme") in order to recognize and reward the contribution of certain Directors, senior management and advisers, the details of which are set out in the paragraph head "Share Option Scheme" in Appendix IV to the Prospectus. As at 20 June 2003, options comprising a total of 11,520,000 underlying shares were granted. As at 31 December 2009, the options outstanding are 11,520,000 and no options granted pursuant to the Pre-IPO Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options that had been granted under the Pre-IPO Share Option Schemes at 31 December 2009 are as follows:

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出日期後 可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at 20.6.2003 and 31.12.2009 於二零零三年六月二十日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO (Notes 1 & 2) 郭夏 (附註1及2)	10 years 十年	HK\$0.32 0.32港元	7,200,000
2 other participants (Notes 1 & 2) 兩名其他參與者 (附註1及2)	10 years 十年	HK\$0.32 0.32港元	2,520,000
1 other participant (Note 3) 一名其他參與者 (附註3)	10 years 十年	HK\$0.40 0.40港元	1,800,000
			11,520,000

### 購股權計劃

#### 1. 首次公開售股前購股權計劃

本公司根據股東于二零零三年三月三十一日通過之書面決議案採納購股權計劃（「首次公開售股前購股權計劃」），以肯定及嘉獎若干董事、高級管理層及顧問之貢獻，詳情載于售股章程附錄四「購股權計劃」一段。於二零零三年六月二十日，本公司已授出涉及合共11,520,000股相關股份之購股權。於二零零九年十二月三十一日，11,520,000份購股權尚未行使，且根據首次公開售股前購股權計劃授出之購股權概無獲行使、註銷或失效。於二零零九年十二月三十一日，根據首次公開售股前購股權計劃已授出但尚未行使之購股權詳情如下：



# DIRECTORS' REPORT

## 董事會報告

Note 1: Options granted to each of them contain a vesting schedule, pursuant to which may exercise up to 30% of the underlying shares after 31 December 2003, (subject to Note 2), up to another 30 % of the underlying shares after 31 December 2004 and the balance after 31 December 2006.

Note 2: Each of the grantees has undertaken to the Stock Exchange that they will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 12 months from the Listing Date.

Note 3: Options granted to an adviser contain a vesting schedule, pursuant to which may exercise up to 30 % of the underlying shares after 31 December 2002, up to another 30 % of the underlying shares after 31 December 2003 and the balance after 31 December 2004. Each of the grantees has undertaken to the Stock Exchange that they will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 6 months from the Listing Date.

### 2. SHARE OPTION SCHEME

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

附註1：彼等獲授之購股權均附帶歸屬時間，據此，彼等可於二零零三年十二月三十一日後行使不多於相關股份30%之購股權（在附註2之規限下），於二零零四年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零六年十二月三十一日後行使餘下之購股權。

附註2：各承授人已向聯交所承諾，於上市日期起計首12個月內，彼等將不會行使根據首次公開售股前購股權計劃獲授之購股權。

附註3：授予一名顧問之購股權附帶歸屬時間，據此，彼可於二零零二年十二月三十一日後行使不多於相關股份30%之購股權，於二零零三年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零四年十二月三十一日後行使餘下之購股權。有關承授人已向聯交所承諾，於上市日期起計首6個月內，彼將不會行使根據首次公開售股前購股權計劃獲授之購股權。

### 2. 購股權計劃

根據本公司股東於二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計畫。

## DIRECTORS' REPORT

### 董事會報告

As at 2 March 2005, options comprising a total of 4,042,000 underlying shares were granted. As at 31 December 2009, the options outstanding are 1,572,000 and 2,150,000 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2009 are as follows:

於二零零五年三月二日，已授出涉及合共4,042,000股相關股份之購股權。於二零零九年十二月三十一日，有1,572,000份購股權尚未行使，及有2,150,000份根據該購股權計畫授出之購股權已被註銷或失效。於二零零九年十二月三十一日，有關根據購股權計劃授出之尚未行使購股權詳情如下：

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出日期後 可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at 2.3.2005 and 31.12.2009 於二零零五年三月二日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO 郭夏	10 years 十年	HK\$0.52 0.52港元	360,000
Other Directors 其他董事	10 years 十年	HK\$0.52 0.52港元	720,000
Other participant 其他參與者	10 years 十年	HK\$0.52 0.52港元	492,000
			1,572,000

# DIRECTORS' REPORT

## 董事會報告

### 3. SHARE OPTION SCHEME

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

As at 14 December 2005, options comprising a total of 1,098,000 underlying shares were granted. As at 31 December 2009, the options outstanding are 619,200 and 810,000 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2009 are as follows:

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出購股權 於授出日期後可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at
			14.12.2005 and 31.12.2009 於二零零五年十二月十四日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO 郭夏	10 years 十年	HK\$0.45 0.45港元	360,000
4 participants 4名參與者	10 years 十年	HK\$0.45 0.45港元	259,200
			619,200

### 3. 購股權計劃

根據本公司股東於二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計劃。

於二零零五年十二月十四日，已授出涉及合共1,098,000股相關股份之購股權。於二零零九年十二月三十一日，有619,200份購股權尚未行使，及有810,000份根據購股權計劃授出之購股權已被註銷或失效。於二零零九年十二月三十一日，有關根據購股權計劃授出之尚未行使購股權詳情如下：

# DIRECTORS' REPORT

## 董事會報告

### 4. SHARE OPTION SCHEME

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

As at 10 August 2006, options comprising a total of 4,118,000 underlying shares were granted. As at 31 December 2009, the options outstanding are 2,590,200 and 950,400 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2009 are as follows:

### 4. 購股權計劃

根據本公司股東於二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計劃。

於二零零六年八月十日，已授出涉及合共4,118,000股相關股份之購股權。於二零零九年十二月三十一日，有2,590,200份購股權尚未行使，及有950,400份根據購股權計劃授出之購股權已被註銷或失效。於二零零九年十二月三十一日，有關根據購股權計劃授出之尚未行使購股權詳情如下：

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出日期後 可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at 10.8.2006 and 31.12.2009 於二零零六年八月十日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO 郭夏	10 years 十年	HK\$0.36 0.36港元	324,000.00
Other directors 其他董事	10 years 十年	HK\$0.36 0.36港元	792,000.00
Other participant 其他參與者	10 years 十年	HK\$0.36 0.36港元	1,474,200.00
			2,590,200.00

# DIRECTORS' REPORT

## 董事會報告

### 5. SHARE OPTION SCHEME

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

As at 10 May 2007, options comprising a total of 7,568,000 underlying shares were granted. As at 31 December 2009, the options outstanding are 6,449,880 and 762,800 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2009 are as follows:

### 5. 購股權計劃

根據本公司股東於二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計劃。

於二零零七年五月十日，已授出涉及合共7,568,000股相關股份之購股權。於二零零九年十二月三十一日，有6,449,800份購股權尚未行使，及有762,800份根據購股權計畫授出之購股權已被註銷或失效。於二零零九年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出日期後 可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at 10.5.2007 and 31.12.2009 於二零零七年五月十日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO 郭夏	10 years 十年	HK\$0.625 0.625港元	966,000.00
Other directors 其他董事	10 years 十年	HK\$0.625 0.625港元	956,000.00
Other participant 其他參與者	10 years 十年	HK\$0.625 0.625港元	4,527,800.00
			6,449,800.00

# DIRECTORS' REPORT

## 董事會報告

### 6. SHARE OPTION SCHEME

Pursuant to the written resolutions by the shareholders of the Company on 25 March 2009, the Company adopted a new share option scheme.

As at 7 April 2009, options comprising a total of 11,966,800 underlying shares were granted. As at 31 December 2009, the options outstanding are 11,966,800 and no options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2009 are as follows:

### 6. 購股權計劃

根據本公司股東於二零零九年三月二十五日之書面決議案，本公司採納一項新購股權計劃。

於二零零九年四月七日，已授出涉及合共11,966,800股相關股份之購股權。於二零零九年十二月三十一日，有11,966,800份購股權尚未行使，根據購股權計畫授出之購股權沒有已被註銷或失效。於二零零九年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

Name of grantees 承授人姓名	Period during which the options remain exercisable after the date of grant 購股權於授出日期後 可予行使期限	Exercise price per share 每股行使價	Number of underlying shares under the option as at 7.4.2009 and 31.12.2009 於二零零九年四月七日及 二零零九年十二月三十一日 購股權涉及之相關股份數目
William Xia GUO 郭夏	10 years 十年	HK\$0.435 0.435港元	360,000.00
Other directors 其他董事	10 years 十年	HK\$0.435 0.435港元	975,200.00
Other participant 其他參與者	10 years 十年	HK\$0.435 0.435港元	10,631,600.00
			11,966,800.00

# DIRECTORS' REPORT

## 董事會報告

### COMPETING INTERESTS

As at 31 December 2009, none of the Directors or the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

### BOARD PRACTICE AND PROCEDURES

Since the listing of the Company, the Company has complied with Board Practices and Procedures as set out in Rules 5.46 to 5.68 of the GEM Listing Rules.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Directors an annual confirmation for independence pursuant to Rule 5.09 of the GEM Listing Rules. The Independent Non-executive Directors have confirmed that they are independent.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2009.

### MAJOR SUPPLIERS AND CUSTOMERS

During the year, the five largest customers of the Group accounted for approximately 36% of the Group's sales. The largest customer accounted for approximately 12% of the sales of the Group.

### 競爭權益

於二零零九年十二月三十一日，本公司之董事或管理層股東及彼等各自之聯繫人士（定義見創業板上市規則）概無於任何與本集團業務構成或可能構成競爭的業務中擁有權益。

### 董事會常規及程序

本公司自上市以來，一直遵守創業板上市規則第5.46至5.68條載列之董事會常規及程序。

### 獨立非執行董事之獨立性

本公司已根據創業板上市規則第5.09條收到各獨立非執行董事獨立性之年度確認。各獨立非執行董事已確認屬獨立人士。

### 購買、出售或贖回本公司股份

截至二零零九年十二月三十一日止年內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

### 主要供應商及客戶

年內，本集團五大客戶佔本集團銷售額約36%。最大客戶佔本集團銷售額約12%。

## DIRECTORS' REPORT

### 董事會報告

Aggregate purchases attributable to the Group's five largest suppliers were less than 10% of the Group's total purchases.

None of the Directors, 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 interest in the five largest customers of the Group.

#### PRE-EMPTIVE RIGHTS

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

#### AUDITORS

UHY VOCATION HK CPA Limited was appointed as the auditors of the Company.

On behalf of the Board

*Chairman*

**William Xia GUO**

Beijing, the PRC, 25 March 2010

本集團五大供應商應佔總購貨額少於本集團總購貨額10%。

就董事所知，擁有本公司已發行股本逾5%之董事、其聯繫人士或任何股東概無於本集團五大客戶中擁有任何權益。

#### 優先購股權

本公司之公司組織章程細則或開曼群島法例並無優先購股權之條文，故本公司毋須按比例向現有股東提呈新股份。

#### 核數師

天職香港會計師事務所有限公司獲委任為本公司核數師。

代表董事會

*主席*

**郭夏**

中國北京，二零一零年三月二十五日



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (1) CORPORATE GOVERNANCE PRACTICES

The Company applied the principles and fully complied with the Code Provision as set out in Appendix 15 of the GEM Listing Rules (“CG Code”) save with certain deviations in respect of the roles of chairman and chief executive officer.

### (2) DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Company Code for Securities Transactions by Directors of Listed Issuers in compliance with the provisions that are set out in the GEM Listing Rules as its own code of conduct for Directors’ dealings of securities since 29 June 2005. Specific enquiries have been made with all Directors and the Directors confirmed that they have complied with the required standard set out in the Company Code throughout the year ended 31 December 2009.

### (1) 企業管治常規

本公司依循創業板上市規則附錄15所載原則及全面遵守當中所載守則條文（「企業管治常規守則」），當中只有數項偏離，是有關主席與行政總裁之角色。

### (2) 董事之證券交易

本公司已遵照創業板上市規則所載條文，採納上市發行人董事進行證券交易的公司守則，作為本公司就二零零五年六月二十九日起董事買賣證券之操守準則。經向全體董事作出具體查詢後，董事確認，彼等於截至二零零九年十二月三十一日止年度全年，一直遵守公司守則所載規定準則。

# CORPORATE GOVERNANCE REPORT

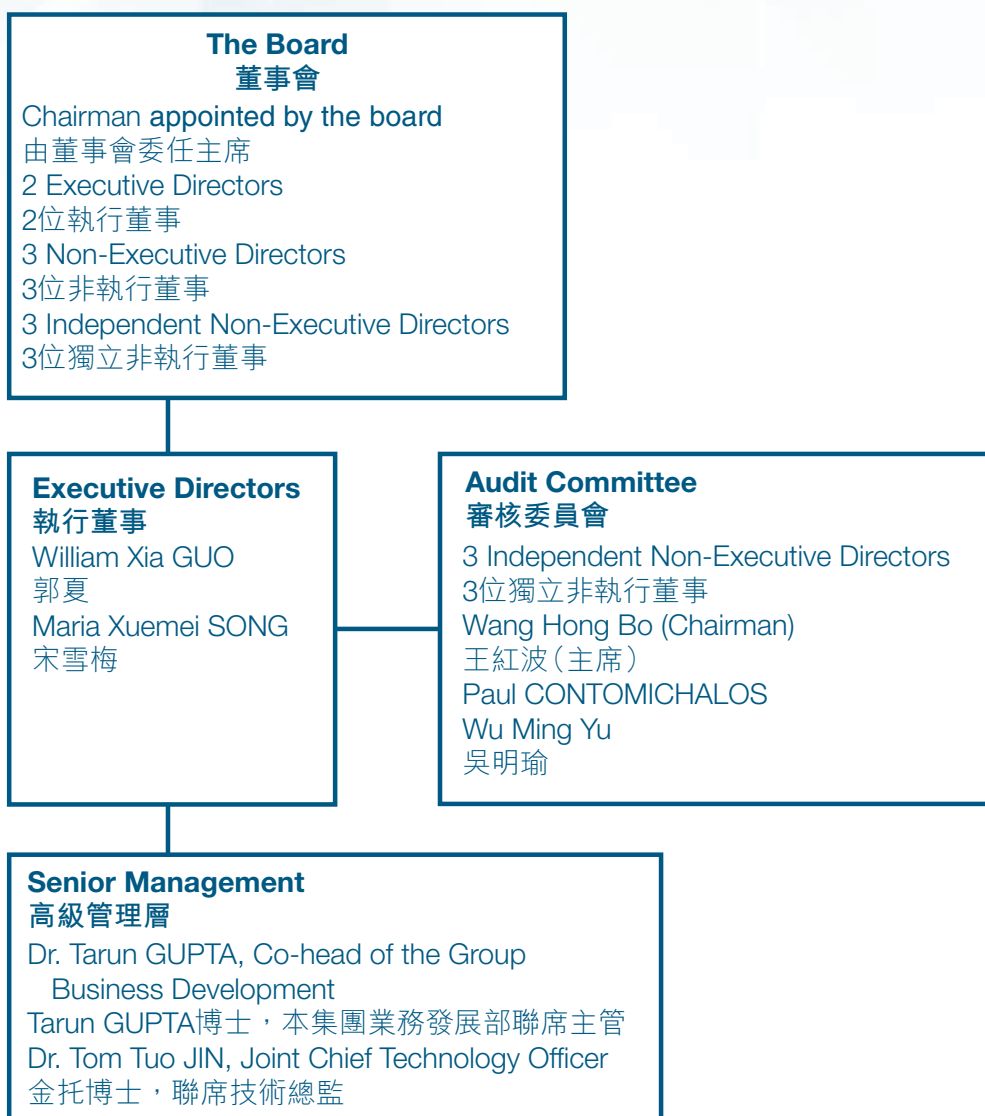
## 企業管治報告

### (3) BOARD OF DIRECTORS

The overall governance structure of the Company is set out below:

### (3) 董事會

本公司整體管治結構如下：



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Note:

- (a) The Non-Executive Directors of the Company during the year and up to the date of this report are:

FENG Tao  
WU Xin  
Nathan Xin ZHANG

- (b) Apart from Nathan Xin ZHANG and Wang Hong Bo, who do not have a service contract, each of the Directors has entered into a service contract with the Company for three years from 10 July 2003 (the "Listing Date"). Each of the Executive Directors and Non-executive Directors was appointed as Director of the Company respectively subject to termination in certain circumstances as stipulated in the relevant service contracts, if applicable.

On 11 July 2009, the service contract with each director other than Nathan Xin ZHANG and WANG Hong Bo, expired and be renewed for one more year.

- (c) Save as disclosed above, no Director proposed for re-election at the forthcoming annual general meeting 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).

The Board of Directors ("Board") of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders value.

The Board of the Company comprises a total of eight Directors, with two Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. One-third of the Board is Independent Non-executive Directors and one of them has appropriate professional qualifications. Reviews are made regularly of the Board composition to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. All Independent Non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

附註：

- (a) 年內及截至本報告日期，本公司之在任非執行董事為：

馮濤  
吳欣  
張欣

- (b) 除張欣及王紅波並無訂立服務合約外，各董事已與本公司訂立自二零零三年七月十日（「上市日期」）起計為期三年之服務合約。各執行董事及非執行董事均獲委任為本公司董事，惟可在有關服務合約（如適用）上訂明之若干情況下予以終止。

二零零九年七月十一日，除張欣及王紅波外，各董事之服務合約已屆滿並獲續簽一年。

- (c) 除上文所披露者外，概無擬於應屆即將召開之股東週年大會上重選之董事與本公司或其任何附屬公司訂立任何本集團於一年內不作出補償（法定補償除外）而不能予以終止之服務合約。

本公司董事會（「董事會」）共同負責監督本集團業務及事務之管理，以提升股東價值為目的。

本公司董事會由合共八名董事組成，其中兩名為執行董事、三名為非執行董事及三名為獨立非執行董事。三分之一之董事會成員為獨立非執行董事，當中一名具合適專業資格。董事會定期檢討其組成，以確保於適當之專業知識、技能及經驗中取得平衡，以配合本公司業務需要。全體獨立非執行董事均符合上市規則第3.13條所載獨立指引，且遵照有關指引條文屬獨立身份。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Board, led by the Chairman, is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of annual budgets and business plans; evaluating the performance of the Group; and oversight of management. One of the important roles of the Chairman is to provide leadership to the Board to ensure that the Board acts in the best interests of the Group. All Directors have been consulted about any matters proposed for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receives adequate and reliable information in a timely manner.

Regular Board meetings of the year are scheduled in advance to give all Directors an opportunity to attend. Four regular Board meetings at approximately quarterly intervals have been scheduled for 2009. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's Articles of Association.

Board papers are circulated not less than seven days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. The Company Secretary and the Qualified Accountant shall attend all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. Directors shall have full access to information on the Group and are able to obtain independent professional advice whenever deemed necessary by the Directors. The Company Secretary assists the Chairman in establishing the meeting agenda, and each Director may request inclusion of items in the agenda. Minutes of the board meetings are kept by the Company Secretary and are open for inspection by Directors.

董事會由主席領導，負責審批及監管本集團整體策略及政策；批准年度預算與業務計劃；評估本集團表現；及監督管理層。主席其中一項重要職務，為領導董事會，以確保董事會以本集團最佳利益行事。任何建議載入議程之事項均會徵詢全體董事意見。憑藉執行董事及公司秘書之支持，主席致力確保全體董事及時獲妥為知會於董事會會議提出之事項，並獲取足夠及可靠資料。

本公司會就每年定期董事會會議事先編列時間表，以便全體董事有機會出席。於二零零九年，曾於各季度間安排舉行四次定期董事會會議。根據本公司之公司組織章程細則，董事可親身或透過電子通訊方式出席會議。

董事會文件會於董事會會議舉行最少七天前傳閱，以確保董事能就將於董事會會議提出之事項作出知情決定。公司秘書及合資格會計師須出席所有定期董事會會議，並於需要時就企業管治、法定規例、會計及財務事項提供意見。董事應可獲取本集團所有資料，並能於董事認為需要時取得獨立專業意見。公司秘書協助主席編製會議議程，而各董事可要求於議程載入項目。董事會會議記錄由公司秘書存管，並可供董事查閱。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the twelve months ended 31 December 2009, the Board met and held four meetings in March, May, August and November 2009. The attendance records of the aforementioned four Board meetings are set out below:

截至二零零九年十二月三十一日止十二個月，董事會曾於二零零九年三月、五月、八月及十一月舉行四次會議。上述四次董事會會議之出席記錄載列如下：

### Attendance of individual directors at board meetings during the year

年內個別董事之董事會會議出席率

Attendance no.	Attendance rate
出席次數	出席率

Executive Director	執行董事		
William Xia GUO	郭夏	4/4	100%
Maria Xuemei SONG	宋雪梅	4/4	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		100%
FENG Tao	馮濤	4/4	100%
WU Xin	吳欣	4/4	100%
Nathan Xin ZHANG	張欣	4/4	100%
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		100%
WANG Hong Bo	王紅波	4/4	100%
Paul CONTOMICHALOS	Paul CONTOMICHALOS	4/4	100%
WU Ming Yu	吳明瑜	4/4	100%

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (4) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman of the Board is responsible for the leadership and effective running of the Board, and ensures that all keys and appropriate issues are discussed by the Board in a timely and constructive manner.

However, the Chief Executive Officer of the Company has not yet been appointed. Currently, the day-to day management of the Company's business is handled by the executive directors and senior management, who take the responsibility to run the Group's business and to implement the Group's strategy so as to achieve the overall commercial objectives of the Company.

### (5) REMUNERATION OF DIRECTORS

Currently, the Remuneration Committee comprises the Chairman of the Board Mr. William Xia GUO, a Non-executive Director Mr. FENG Tao and an Independent Non-executive Director Mr. Paul CONTOMICHALOS. Mr. William Xia GUO is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

### (4) 主席及行政總裁

董事會主席負責領導董事會及使其有效運作，以確保董事會及時且具建設性地討論所有重要及適當事項。

然而，本公司尚未委任任何行政總裁。現時，本公司業務之日常管理由執行董事及高級管理人員執行，彼等負責經營本集團業務及推行本集團策略，以達致本公司整體商業目標。

### (5) 董事酬金

現時，薪酬委員會由董事會主席郭夏先生、非執行董事馮濤先生及獨立非執行董事Paul CONTOMICHALOS先生組成。郭夏先生為薪酬委員會主席。

薪酬委員會之主要職責為就有關董事及高級管理人員全部酬金之本公司政策及結構，向董事會提出推薦意見，並參考董事會不時議決之公司目標及宗旨，檢討全體執行董事及高級管理人員之特定酬金組合。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (6) NOMINATION OF DIRECTORS

In accordance with the Company's Articles of Association, nomination of Directors is determined by the Board with approvals by the shareholders in the general meeting.

### (7) AUDITORS' REMUNERATION

The coming annual general meeting should approve the appointment of UHY Vocation HK CPA Limited as the auditors of the Group and that the Board is and be hereby authorized to fix auditors' remuneration.

### (8) AUDIT COMMITTEE

The audit committee was established 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 reports and accounts, half-yearly reports and quarterly reports and internal control system of the Group and provide advice and comments to the Board. The audit committee has three members comprising the three Independent Non-executive Directors, Mr. WANG Hong Bo, Mr. Paul CONTOMICHALOS and Mr. WU Ming Yu. Mr. WANG Hong Bo is the chairman of the audit committee.

### (6) 提名董事

根據本公司之公司組織章程細則，董事提名由董事會決定，並須獲股東於股東大會批准。

### (7) 核數師酬金

於即將舉行之股東週年大會上將批准委聘天職香港會計師事務所有限公司為本集團新任核數師，董事會謹此獲授權釐定核數師酬金。

### (8) 審核委員會

審核委員會已成立，並遵照創業板上市規則書面訂明其職權範圍。審核委員會之主要職責為覆審本公司之年度報告及賬目、半年報告及季度報告以及本集團之內部監控制度，並向董事會提供意見及建議。審核委員會由三名獨立非執行董事王紅波先生、Paul CONTOMICHALOS先生及吳明瑜先生組成，王紅波先生為審核委員會之主席。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The audit committee holds meetings on quarterly basis. During the twelve months ended 31 December 2009, the audit committee held four meetings and reviewed the Group's annual report, quarterly and interim financial results. The attendance records of the aforementioned four audit committee meetings are set out below:

審核委員會每季舉行會議一次。截至二零零九年十二月三十一日止十二個月，審核委員會曾舉行四次會議，並已審閱本集團之年度報告、季度及中期財務業績。上述四次審核委員會會議之出席記錄載列如下

		<b>Attendance of member at audit committee meetings during the year</b>	
		<b>年內審核委員會成員之出席率</b>	
<b>Members</b>	<b>成員</b>	<b>Attendance no.</b>	<b>Attendance rate</b>
		<b>出席次數</b>	<b>出席率</b>
WANG Hong Bo	王紅波	4/4	100%
Paul CONTOMICHALOS	Paul CONTOMICHALOS	4/4	100%
WU Ming Yu	吳明瑜	4/4	100%

### (9) DIRECTORS' ACKNOWLEDGEMENT OF THEIR RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge that they take full responsibility in the preparation of the financial statements.

### (9) 董事瞭解彼等有關財務報表之責任

董事瞭解，彼等全權負責編製財務報表。

### (10) INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for ensuring that the Group has a sound and effective internal control system. The Group is committed to the identification, monitoring and management of risks associated with its business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound cash management system and periodic review of the Group's operation and performance by the Audit Committee and the Board. The internal control system is reviewed on an ongoing basis by the Board to ensure it is effective. The Board is satisfied that, based on information furnished to it and on its own observations, the present internal controls of the Group are satisfactory. The Board has conducted review of the effectiveness of the system of internal control and is of the view that the system of internal control adopted for the year ended 31 December 2009 is sound and effective. The Group does not have an internal audit function and the Board is of the view that there is currently no need for the Group to have this function.

### (10) 內部監控及風險管理

董事會負責確保本集團的內部監控系統是健全及有效。本集團致力於識別、監控及管理與其業務有關之風險，並已實施一項實際可行和行之有效之監控系統，包括清晰界定權限之管理結構、良好之現金管理系統，以及由審核委員會及董事會定期對本集團之營運及業績進行檢討。內部監控系統乃由董事會持續進行檢討是否有效。董事會根據向其獲提供之資料及本身之觀察，對本集團現有之內部監控感到滿意。董事會亦已審閱內部監控系統之有效性，認為截至二零零九年十二月三十一日止年度採納之內部監控系統屬健全及有效。本集團並無內部核數功能，董事會認為本集團目前並不需要增設此項功能。



# AUDITOR'S REPORT

## 核數師報告書



### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VENTUREPHARM LABORATORIES LIMITED

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

We have audited the consolidated financial statements of Venturepharm Laboratories Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 50 to 138 which comprise the consolidated and the Company's statement of financial position as at 31 December 2009, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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 consolidated 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.

### 致萬全科技藥業有限公司

*(於開曼群島註冊成立之有限公司)*

### 全體股東之獨立核數師報告

本核數師已完成審核第50至第138頁所載萬全科技藥業有限公司(「本公司」)及附屬公司(「本集團」)的綜合財務報表，包括於二零零九年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，及主要會計政策概要及其他說明附註。

### 董事編制財務報表之責任

董事須遵照香港會計師公會頒布之香港財務報告準則及香港公司條例之披露規定，負責編制並真實兼公平地呈列此等綜合財務報表。此責任包括設計、實行及維持與編制並真實兼公平地呈列綜合財務報表有關之內部監控，以確保其並無重大錯誤陳述(不論是否其由欺詐或錯誤引起)，選擇並應用適當會計政策；及在不同情況下作出合理之會計估算。

# AUDITOR'S REPORT

## 核數師報告書

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated 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 Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated financial statements.

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

### 核數師之責任

本核數師之責任是根據吾等審核之結果對此等綜合財務報表作出意見，並僅向全體股東呈報，除此之外本報告別無其他用途。本核數師概不就本報告之內容向任何其他人負上或承擔任何責任。

本核數師已按照香港會計師公會所頒布之香港核數準則進行審核工作。該等準則要求本核數師遵守操守規定，以及計劃及進行審核以合理地確定本綜合財務報表確實不存在重大錯誤陳述。

審核範圍包括進程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選用之程序須視乎核數師之判斷，包括綜合評估財務報表之重大錯誤陳述（不論是否由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師將考慮與貴公司編製並真實兼公平地呈列綜合財務報表有關之內部監控，以及為不同情況設計適當審核程序，但並非旨在就貴公司內部監控是否有效表達意見。審核範圍亦包括評估所用之會計政策之恰當性，董事所作之會計估算之合理性，並就綜合財務報表之整體呈列方式作出評估。

本核數師相信，本核數師所取得之審核憑證就提出審核意見而言屬充分及恰當。

# AUDITOR'S REPORT

## 核數師報告書

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2009 and of the Group's profit 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.

#### **UHY VOCATION HK CPA Limited**

*Certified Public Accountants*

#### **YUEN SHU TONG,**

*Auditor*

Practising Certificate Number P02140

25 March 2010

### 意見

本核數師認為，根據香港財務報告準則編制之綜合財務報表足以真實兼公平地顯示 貴公司及貴集團於二零零九年十二月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥為編制。

#### **天職香港會計師事務所有限公司**

*執業會計師*

#### **原樹堂**

*核數師*

執業證書編號P02140

二零一零年三月二十五日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

		Year ended 31 December	
		截至十二月三十一日止年度	
		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note 附註		
Revenue	5	<b>47,308</b>	39,186
Cost of sales		<b>(20,674)</b>	(23,804)
<b>Gross profit</b>		<b>26,634</b>	15,382
Administrative expenses		<b>(17,304)</b>	(47,544)
Other income	20	<b>2,197</b>	12,315
<b>Operating profit/(loss)</b>		<b>11,527</b>	(19,847)
Finance income	21	<b>1,084</b>	573
Finance costs	21	<b>(6,301)</b>	(7,968)
Finance costs – net	21	<b>(5,217)</b>	(7,395)
<b>Profit/(loss) before income tax</b>		<b>6,310</b>	(27,242)
Income tax	24	<b>(277)</b>	9,930
<b>Profit/(loss) for the year</b>		<b>6,033</b>	(17,312)
Other comprehensive income		–	–
<b>Total comprehensive income</b>		<b>6,033</b>	(17,312)
<b>Attributable to:</b>			
Equity holders of the Company	25	<b>6,276</b>	(16,354)
Minority interest		<b>(243)</b>	(958)
		<b>6,033</b>	(17,312)
<b>Basic and diluted earnings/(loss) per share</b>	26	<b>1.73 CENTS</b>	(4.52) CENTS

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

		As at 31 December 於十二月三十一日	
		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note 附註		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	9,668	10,920
New drugs technology	7	9,374	10,445
Deferred tax assets	19	7,720	8,128
		<b>26,762</b>	29,493
<b>Current assets</b>			
Work-in-progress	10	60,650	56,286
Trade receivables	11	15,223	13,200
Prepayments and other receivables	12	34,998	34,435
Financial assets at fair value through profit or loss	13	58,465	46,684
Cash and cash equivalents	14	14,087	6,711
		<b>183,423</b>	157,316
<b>Total assets</b>		<b>210,185</b>	186,809
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the company</b>			
Ordinary shares	15	38,469	38,407
Reserves	16	73,058	66,329
		<b>111,527</b>	104,736
<b>Minority interest</b>		<b>1,377</b>	1,620
<b>Total equity</b>		<b>112,904</b>	106,356
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	18	78,333	65,785
<b>Current liabilities</b>			
Other payables and accruals	17	13,368	8,161
Receipt in advance		3,582	4,378
Income tax liabilities		1,998	2,129
		<b>18,948</b>	14,668
<b>Total liabilities</b>		<b>97,281</b>	80,453
<b>Total equity and liabilities</b>		<b>210,185</b>	186,809
<b>Net current assets</b>		<b>164,475</b>	142,648
<b>Total assets less current liabilities</b>		<b>191,237</b>	172,141

Approved and authorised for issue by the board of directors on 25 March 2010:

**Mr. William Xia GUO**  
Director

**Dr. Maria Xuemei SONG**  
Director

董事  
郭夏先生

董事  
宋雪梅博士

董事會已於二零一零年三月二十五日批准及授權刊發：

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。

# STATEMENT OF FINANCIAL POSITION

## 財務狀況表

		As at 31 December 於十二月三十一日	
		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note 附註		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	8	78,496	75,376
<b>Current assets</b>			
Prepayments and other receivables		1,238	5,218
Financial assets at fair value through profit or loss	13	58,465	45,851
Cash and cash equivalents	14	522	3,316
		<b>60,225</b>	54,385
<b>Total assets</b>		<b>138,721</b>	129,761
<b>EQUITY</b>			
<b>Capital and reserves attributable to the company's equity holders</b>			
Ordinary shares	15	38,469	38,407
Reserves	16	14,691	21,854
<b>Total equity</b>		<b>53,160</b>	60,261
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	18	78,333	65,785
<b>Current liabilities</b>			
Other payables and accruals	17	7,228	3,715
<b>Total liabilities</b>		<b>85,561</b>	69,500
<b>Total equity and liabilities</b>		<b>138,721</b>	129,761
<b>Net current assets</b>		<b>52,997</b>	50,670
<b>Total assets less current liabilities</b>		<b>131,493</b>	126,046

Approved and authorised for issue by the board of directors on 25 March 2010:

**Mr. William Xia GUO**  
Director

**Dr. Maria Xuemei SONG**  
Director

董事  
郭夏先生

董事  
宋雪梅博士

董事會已於二零一零年三月二十五日批准及授權刊發：

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Attributable to equity holders of the company 可歸屬與本公司持有人									
		Share-based payment				Statutory enterprise expansion			Minority interest	Total equity	
		Share capital	reserve	Special reserve	Capital reserve	Statutory reserve	fund	Retained earnings	Total	少數股東權益	所有者權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2008	於二零零八年一月一日	38,160	2,853	6,039	900	3,803	6,986	61,903	120,644	2,592	123,236
<b>Comprehensive income</b>	<b>全面收益</b>										
Loss for the year	本年度虧損	-	-	-	-	-	-	(16,354)	(16,354)	(958)	(17,312)
<b>Transactions with owners</b>	<b>所有者交易</b>										
Share premium for exercise of share option	期權行使股份溢價	-	-	-	199	-	-	-	199	-	199
New issue of shares	新發股份	196	-	-	-	-	-	-	196	-	196
Issue of ordinary shares pursuant to exercise of share options	行使期權新發股份	51	-	-	-	-	-	-	51	-	51
Exercise of share option	行使期權	-	(87)	-	87	-	-	-	-	-	-
Total contributions by and distributions to owners	所有者交易合計	247	(87)	-	286	-	-	-	446	-	446
Disposal of interest in a subsidiary with minority shareholders	處置子公司的少數股東權益	-	-	-	-	-	-	-	-	(14)	(14)
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	<b>247</b>	<b>(87)</b>	<b>-</b>	<b>286</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>446</b>	<b>(14)</b>	<b>432</b>
At 31 December 2008	於二零零八年十二月三十一日	38,407	2,766	6,039	1,186	3,803	6,986	45,549	104,736	1,620	106,356

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

## 綜合權益變動表 (續)

For the year ended 31 December 2009

截至二零零九年十二月三十一日止年度

		Attributable to equity holders of the company 可歸屬與本公司持有人									
		Share- based payment	Special reserve	Capital reserve	Statutory reserve	Statutory fund	Retained earnings	Minority interest	Total	Total equity	
		Share capital	以股份支付 之酬金儲備	特別儲備	資本儲備	法定儲備	法定企業 發展基金	保留盈利	Total	少數股東 權益	所有者 權益合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2009	於二零零九年一月一日	38,407	2,766	6,039	1,186	3,803	6,986	45,549	104,736	1,620	106,356
<b>Comprehensive income</b>	<b>全面收益</b>										
Profit/(loss) for the year	本年度利潤/(虧損)	-	-	-	-	-	-	6,276	6,276	(243)	6,033
<b>Transactions with owners</b>	<b>所有者交易</b>										
Employee share option benefits	僱員購股權福利	-	227	-	-	-	-	-	227	-	227
Share premium for exercise of share option	期權行使股份溢價	-	-	-	226	-	-	-	226	-	226
Issue of ordinary shares pursuant to exercise of share option	行使期權新發股份	62	-	-	-	-	-	-	62	-	62
Exercise of share option	行使期權	-	(47)	-	47	-	-	-	-	-	-
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	<b>62</b>	<b>180</b>	<b>-</b>	<b>273</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>515</b>	<b>-</b>	<b>515</b>
At 31 December 2009	於二零零九年 十二月三十一日	38,469	2,946	6,039	1,459	3,803	6,986	51,825	111,527	1,377	112,904

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

		Year ended 31 December 截至十二月三十一日止年度	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
	Note 附註		
<b>Cash flows from operating activities</b>	<b>經營活動之現金流量</b>		
Cash generated from/(used in) operations	27	<b>10,030</b>	(24,890)
Interest paid		<b>(3,799)</b>	(3,634)
Income tax paid		-	(2,129)
Net cash generated from/(used in) operating activities		<b>6,231</b>	(30,653)
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Purchase of property, plant and equipment	6	<b>(582)</b>	(2,387)
Dividend income received		<b>133</b>	-
Payments for acquisition of financial assets at fair value through profit or loss		<b>(20,794)</b>	-
Proceeds from disposal of financial assets at fair value through profit or loss		<b>21,016</b>	-
Increase in financial assets at fair value through profit or loss		-	7,753
Interest received		<b>1,084</b>	752
Net cash generated from investing activities		<b>857</b>	6,118
<b>Cash flows from financing activities</b>	<b>籌資活動之現金流量</b>		
Proceeds from issuance of new shares		<b>288</b>	446
Net cash generated from financing activities		<b>288</b>	446
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>7,376</b>	(24,089)
<b>Cash and cash equivalents at the beginning of the year</b>		<b>6,711</b>	30,800
<b>Cash and cash equivalents at the end of the year</b>		<b>14,087</b>	6,711

The notes on pages 56 to 138 are an integral part of these financial statements.

隨附56至138頁附註為財務報表組成部份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 1. GENERAL INFORMATION

Venturepharm Laboratories Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) was incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law (2002 Revision) of the Cayman Islands. The address of its registered office is Scotia Centre, 4th Floor, PO Box 2804, George Town, Grand Cayman, Cayman Islands, and its principal place of business is disclosed in “Corporate Information” of the annual report.

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 8.

The consolidated financial statements are presented in thousands of units of Renminbi (“RMB’000”) which is the functional currency of the Company.

The consolidated financial statements for the year ended 31 December 2009 were approved for issue by the board of directors on 25 March 2010.

### 1. 公司資料

萬全科技藥業有限公司（以下簡稱公司）及其附屬公司（以下統稱集團）於二零零二年五月二十一日根據開曼群島公司法（二零零二年修訂版）在開曼群島註冊成立為獲豁免有限責任公司，其註冊辦事處地址為Scotia Centre, 4th Floor, PO Box 2804, George Town, Grand Cayman, Cayman Islands，而其主要營業地點披露於本年報「公司資料」內。

本公司之主要業務為投資控股，其附屬公司之主要業務載於附註8。

本綜合財務報表以本公司的功能貨幣人民幣千元編製。

截至二零零九年十二月三十一日止年度之綜合財務報表已於二零一零年三月二十五日經董事會批准刊發。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

### 2. 主要會計政策概要

編制該等綜合財務報表所用主要會計政策載列如下。除另有說明者外，該等政策貫徹應用於所有呈報年度。

#### 2.1 編製基準

本集團綜合財務報表乃根據香港財務報告準則（「香港財務報告準則」），其統稱詞匯包括香港會計師公會（「香港會計師公會」）頒佈之所有適用個別香港財務報告準則、香港會計準則及詮釋編製。綜合財務報表亦包括香港公司條例及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。

編製符合香港財務報告準則之財務報表須使用若干關鍵會計估計。管理層亦須於應用本集團會計政策過程中行使其判斷。涉及高度判斷及複雜性之領域或綜合財務報表之假設及估計之領域披露於附註4。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

Impact of new and revised ("HKFRSs")

- (a) The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements. Except in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS5 that is effective for annual periods beginning or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39
HKAS 1 (Revised)	Presentation of Financial Statements
HKAS 23 (Revised)	Borrowing Costs
HKAS 32 & 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of Investment in a Subsidiary, Jointly controlled Entity or Associate

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

新頒佈及經修訂的香港財務報告準則的影響

- (a) 本集團於本年度財務報告中首次採納以下新頒佈及經修訂之香港財務報告準則。除某些特定情形需要採用新制訂和經修訂的會計政策和額外披露外，採納該等新頒佈及經修訂的準則和詮釋對本財務報告而言並無重大影響：

香港財務報告準則 (修訂本)	對二零零八年出版的香港財務報告準則的改進，除第5號的修訂對二零零九年七月一日起及之後仍有效之外
香港財務報告準則 (修訂本)	對二零零九年出版的涉及香港會計準則第39號第80段修訂的改進
香港會計準則第1號 (經修訂)	財務報表的呈列
香港會計準則第23號 (經修訂)	借貸成本
香港會計準則第32及1號 (修訂本)	可供售金融工具及清盤產生的責任
香港財務報告準則第1號及香港會計準則第27號 (修訂本)	於附屬公司、共同控制實體或聯營公司的投資成本

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

Impact of new and revised ("HKFRSs") (Continued)

- (a) The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements. Except in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements: (Continued)

HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations
HKFRS 7 (Amendment)	Improving Disclosures about Financial Instruments
HKFRS 8	Operating Segments
HK(IFRIC) – Int 9 and HKAS 39 (Amendment)	Reassessment of Embedded Derivatives and Financial Instrument: Recognition and Measurement
HK (IFRIC) – Int 13	Customer Loyalty Programmes
HK (IFRIC) – Int 15	Agreements for the Construction of Real Estate
HK (IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation
HK (IFRIC) – Int 18	Transfer of Assets from Customers

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

新頒佈及經修訂的香港財務報告準則的影響 (續)

- (a) 本集團於本年度財務報告中首次採納以下新頒佈及經修訂之香港財務報告準則。除某些特定情形需要採用新制訂和經修訂的會計政策和額外披露外，採納該等新頒佈及經修訂的準則和詮釋對本財務報告而言並無重大影響：(續)

香港財務報告 準則第2號 (修訂本)	以股份支付 — 歸屬條件及 登出
香港財務報告 準則第7號 (修訂本)	金融工具披露的 改進
香港財務報告 準則第8號	經營分部
香港(國際財務 報告詮釋委員 會) – 詮釋第9 號及香港會計 準則第39號 (修訂本)	嵌入式衍生工具 之重估及 金融工具： 確認和計量
香港(國際財務 報告詮釋委員 會) – 詮釋 第13號	客戶忠誠計劃
香港(國際財 務報告詮釋 委員會) – 詮釋第15號	房地產建築協議
香港(國際財務 報告詮釋 委員會) – 詮釋 第16號	對沖海外業務淨 投資
香港(國際財務 報告詮釋 委員會) – 詮釋 第18號	自客戶轉撥資產

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

*Impact of HKFRSs issued but not yet effective*

- (b) The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective in these financial statements.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of improvements to HKFRSs issued in 2008 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 <sup>2</sup>
HKFRS 1 (Amendments)	Additional Exemptions for First-time Adopters <sup>3</sup>
HKFRS 1 (Revised)	First-time Adoption of HKFRSs <sup>1</sup>
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions <sup>3</sup>
HKFRS 3 (Revised)	Business Combinations <sup>1</sup>
HKFRS 9	Financial Instruments <sup>7</sup>
HKAS 24 (Revised)	Related Party Disclosures (Revised 2009) <sup>6</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>1</sup>

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

*已頒布但尚未生效香港財務報告準則之  
影響*

- (b) 本集團並無應用下列已頒佈但尚未生效的新及經修訂之香港財務報告準則於本財務報告：

香港財務報告 準則 (修訂本)	對香港財務報告 準則第5號的 修正作為 二零零八年的 改進部份 <sup>1</sup>
香港財務報告 準則 (修訂本)	對香港財務報告 準則二零零九 年的改進 <sup>2</sup>
香港財務報告 準則第1號 (修訂本)	首次採納者的 額外豁免 <sup>3</sup>
香港財務報告 準則第1號 (經修訂)	首次採納香港 財務報告準則 <sup>1</sup>
香港財務報告 準則第2號 (修訂本)	集體現金給付 股份基礎交易 之會計處理 <sup>3</sup>
香港財務報告 準則第3號 (經修訂)	業務合併 <sup>1</sup>
香港財務報告 準則第9號	金融工具 <sup>7</sup>
香港會計準則 第24號 (經修訂)	關連人士披露 <sup>6</sup>
香港會計準則 第27號 (經修訂)	綜合及獨立 財務報表 <sup>1</sup>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

*Impact of HKFRSs issued but not yet effective (Continued)*

(b) The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective in these financial statements. (Continued)

HKAS 32 (Amendment)	Presentation – Classification of Right Issues <sup>4</sup>
HKAS 39 (Amendment)	Eligible hedged items <sup>1</sup>
HK(IFRIC) – Int 14 (Amendment)	Prepayment of a Minimum Funding Requirement <sup>6</sup>
HK(IFRIC) – Int 17	Distribution of Non-cash Assets to Owners <sup>1</sup>
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>5</sup>
HK – Int 4 (Amendment)	Determination of Length of Lease Term in respect of Hong Kong Land Leases <sup>3</sup>

In May 2009, the HKICPA issued Improvements to HKFRSs\* which set out amendments to HKFRSs, primarily with a view to removing inconsistencies and clarifying wording. The Group expects to adopt the amendments to HKFRSs from 1 January 2010. There are separate transitional provisions for each standard. While the adoption of some of them may result in changes in accounting policy, none of these amendments are expected to have a material financial impact on the Group.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

*已頒布但尚未生效香港財務報告準則之影響 (續)*

(b) 本集團並無應用下列已頒佈但尚未生效的新及經修訂之香港財務報告準則於本財務報告：(續)

香港會計準則第32號 (修訂本)	權利股發行分類 <sup>4</sup>
香港會計準則第39號 (修訂本)	合資格對沖項目 <sup>1</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第14號 (修訂本)	最低資金要求的預付款項 <sup>6</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第17號	向股東分派非現金資產 <sup>1</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第19號	用股本工具抵消負債 <sup>5</sup>
香港 – 詮釋第4號 (修訂本)	釐定香港土地租賃期限 <sup>3</sup>

二零零九年五月，香港會計師公會頒佈對香港財務報告準則的改進\*，其中載列對香港財務報告準則的修訂，主要目的為刪去不一致條文及澄清措辭。本集團預期於二零一零年一月一日起採納對香港財務報告準則的修訂。各項準則均就有關修訂各自有過渡性條文。採納其中部份修訂可能會導致政策的變動，惟該等修訂預計均不會對本集團構成重大財務影響。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.1 Basis of preparation (Continued)

*Impact of HKFRSs issued but not yet effective  
(Continued)*

(b) The Group has not applied the following new and revised HKFRSs that have been issued but are not yet effective in these financial statements.  
(Continued)

- 1 Effective for annual periods beginning on or after 1 July 2009
- 2 Amendments that are effective for annual periods beginning on or after 1 July 2009 or 1 January 2010, as appropriate
- 3 Effective for annual periods beginning on or after 1 January 2010
- 4 Effective for annual periods beginning on or after 1 February 2010
- 5 Effective for annual periods beginning on or after 1 July 2010
- 6 Effective for annual periods beginning on or after 1 January 2011
- 7 Effective for annual periods beginning on or after 1 January 2013

\* Improvements to HKFRSs contain amendments to HKFRS 2, HKFRS 5, HKFRS 8, HKAS 1, HKAS 7, HKAS 17, HKAS 18, HKAS 36, HKAS 38, HKAS 39, HK(IFRIC) – Int 9 and HK(IFRIC) – Int 16.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

*已頒布但尚未生效香港財務報告準則之  
影響 (續)*

(b) 本集團並無應用下列已頒佈但尚未生效的新及經修訂之香港財務報告準則於本財務報告：(續)

- 1 於二零零九年七月一日或之後開始的年度期間生效
- 2 於二零零九年七月一日或二零一零年一月一日當天或之後開始生效的修訂本，具體日期視情況而定
- 3 於二零一零年一月一日或之後開始的年度期間生效
- 4 於二零一零年二月一日或之後開始的年度期間生效
- 5 於二零一零年七月一日或之後開始的年度期間生效
- 6 於二零一一年一月一日或之後開始的年度期間生效
- 7 於二零一三年一月一日或之後開始的年度期間生效

\* 經修訂之香港財務報告準則包含經修訂之香港財務報告準則第2號，第5號和第8號及香港會計準則第1號，第7號，第17號，第18號，第36號，第38號，第39號和香港（國際財務報告詮釋委員會）— 詮釋第9號和第16號。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.2 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of the 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 Renminbi ("RMB"), which is the functional and presentation currency of the Group and Company.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'finance cost – net'. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'other income'.

### 2. 主要會計政策概要 (續)

#### 2.2 外幣交易

(a) *功能及列賬貨幣*

本集團各實體之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。本集團及公司之功能及呈報貨幣為人民幣（「人民幣」）。綜合財務報表以人民幣呈列。

(b) *交易和餘額*

外幣交易均按交易或估值當日之現行匯率換算為功能貨幣。因該等交易結算及按結算日之匯率兌換以外幣計值之貨幣資產及負債而產生之匯兌損益，均於全面收益表確認。

與借款及現金及現金等價物相關的匯兌損益均呈現於全面收益表中的「財務費用 – 淨值」內。其他的匯兌損益均會呈現於全面收益表中的「其他收入」內。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.2 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

#### 2.3 Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

(a) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

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

### 2. 主要會計政策概要 (續)

#### 2.2 外幣交易 (續)

(b) 交易和餘額 (續)

因重新換算按公平值列賬的非貨幣項目(例如按公平值透過損益記賬之權益)而產生的匯兌差額,列入綜合全面收益表的公平值盈虧中。

#### 2.3 綜合財務報表

綜合財務報表包括公司及其全部附屬公司十二月三十一日的財務報表。

(a) 附屬公司

附屬公司指本集團有權管控其財政及營運政策之所有實體包括特殊目的之實體,一般持有其超過半數投票權之股權。在評定本集團是否控制另一實體時,目前可行使或可兌換之潛在投票權之存在及影響均予以考慮。

附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.3 Consolidation (Continued)

##### (a) Subsidiaries (Continued)

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured at 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 acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.5). The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

### 2. 主要會計政策概要 (續)

#### 2.3 綜合財務報表 (續)

##### (a) 附屬公司 (續)

本集團按收購會計法將所收購附屬公司入賬。收購成本為於交換日期特定資產、已發行股本工具及所產生或承擔負債之公平值，加收購直接應計成本。業務合併時購入之已識別資產及承擔之負債和或然負債，首次按收購日期之公平值計算，不計及任何少數股東權益。收購成本超出本集團應佔購入已識別資產淨值公平值之差額列作商譽入賬。倘收購成本低於購入附屬公司之資產淨值公平值，則直接於綜合全面收益表確認差額。

集團內公司之間之交易、交易結餘及未實現收益均予以對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。附屬公司之會計政策已按需要作出改變，以確保與本集團採用之政策符合一致。

在本公司之財務狀況表內，於附屬公司之投資按成本值扣除減值虧損準備列賬(附註2.5)。附屬公司之業績由本公司按已收及應收股息入賬。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.3 Consolidation (Continued)

##### (b) Transactions with Minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interest result in gains and losses for the Group and are recorded in the consolidated statement of comprehensive income. Purchase from minority interests result in goodwill, being the difference between any consideration paid and the relevant shares acquired of the carrying value of net assets of the subsidiary.

#### 2.4 Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also includes transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

### 2. 主要會計政策概要 (續)

#### 2.3 綜合財務報表 (續)

##### (b) 與少數股東之間的交易

集團與少數股東交易採用與集團外獨立客戶同樣之政策，與之相關的損益計入集團綜合全面收益表。購買附屬公司時，付款和附屬公司賬面淨值的相應份額之差異形成商譽。

#### 2.4 物業、廠房及設備

物業、廠房和設備按歷史成本減折舊列賬。歷史成本包括收購該項目直接應佔之開支。成本亦可包括從權益中轉撥有關以外幣購買廠房及設備之合資格現金流量對沖所產生之任何收益虧損。

其後成本只有在與該項目有關之未來經濟利益有可能流入本集團，而該項目之成本能可靠計量時，才包括在資產之賬面值或確認為獨立資產（按適用）。重置部份之賬面價值予以核銷。所有其他維修及保養在產生之財政期間內於綜合全面收益表支銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.4 Property, plant and equipment (Continued)

Depreciation on property, plant and equipment is calculated using the straight line method to allocate their costs or revalued amounts to their residual values over their estimated useful lives, as follows:

Leasehold improvements	5 years
Machinery and equipment	5 – 10 years
Motor vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.5).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other income' in the consolidated statement of comprehensive income. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

### 2. 主要會計政策概要 (續)

#### 2.4 物業、廠房及設備 (續)

折舊乃按物業、廠房及設備之估計可使用年期以直線法撇銷其成本減累計減值虧損至估計餘值計算，其折舊年率如下：

租賃裝修	5年
機器及設備	5 – 10年
汽車	5年

資產之剩餘價值及可使用年期在各申報日進行檢查，及在適當時調整。

若資產之賬面值高於其估計可收回價值，其賬面值實時撇減至可收回金額（附註2.5）。

出售之損益乃按有關資產之銷售所得款項淨額與其賬面值之差額釐定，並列入綜合全面收益表「其他收入」中。重估資產出售時，則計入其他儲備內之金額將轉至保留盈利。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.5 Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life or have not yet available for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2. 主要會計政策概要 (續)

#### 2.5 於附屬公司及非金融資產之投資減值

具無限期可使用年期或未能投入使用之資產不予攤銷，但須每年進行減值檢測。當有事件發生或情況改變顯示賬面值可能無法收回時，則須就資產減值進行檢討。減值虧損按資產賬面值超出其可收回金額之差額確認。可收回金額為資產公平值減銷售成本及使用價值兩者之較高者。評估減值時，資產按個別可識別現金流量（現金產生單位）之最低層次分類。於各申報日，已減值商譽以外之資產將就撥回減值之可能性進行檢討。

倘投資附屬公司收取之股息超過附屬公司於股息宣派期間之全面收益總額或於投資獨立財務報表中之賬面值超過投資對象資產淨值（包括商譽）於綜合財務報表中之賬面值，則於從該等投資收到股息時須對附屬公司之投資進行減值測試。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.6 Financial assets

##### 2.6.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

- (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

- (b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the reporting date. These are classified as non-current assets. The Group's loans and receivables comprised 'trade and other receivables' and 'cash and cash equivalents' in the statement of financial position (Notes 2.8 and 2.9).

### 2. 主要會計政策概要 (續)

#### 2.6 金融資產

##### 2.6.1 分類

本集團將其金融資產分類為以下類別：按公平值透過損益記賬之金融資產、貸款及應收款以及可供出售。分類乃根據購入金融資產之目的進行。管理層在初始確認時釐定金融資產之分類。

- (a) 按公平值透過損益記賬之金融資產

按公平值透過損益記賬之金融資產是持有作買賣用途之金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具分類為持作買賣資產，除非其被指定為對沖用途。此類別之資產分類為流動資產。

- (b) 貸款及應收款項

貸款及應收款項為有固定或可釐定付款且沒有在活躍市場上報價之非衍生金融資產。該項目列入流動資產內，但到期日由申報日起計超過12個月者，則分類為非流動資產。貸款及應收款項於財務狀況表分類為「貿易及其他應收賬款」及「現金及現金等價物」(附註2.8及2.9)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.6 Financial assets (Continued)

##### 2.6.1 Classification (Continued)

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the reporting date.

##### 2.6.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date. The date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated statement of comprehensive income. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortised cost using the effective interest method.

### 2. 主要會計政策概要 (續)

#### 2.6 金融資產 (續)

##### 2.6.1 分類 (續)

(c) 可供出售金融資產

可供出售金融資產為被指定為此類別或並無分類為任何其他類別之非衍生工具。除非管理層有意在申報日後12個月內出售該項投資，否則該等資產列入非流動資產內。

##### 2.6.2 確認和計量

定期購入及出售之金融資產在交易日確認－交易日指本集團承諾購入或出售該資產之日期。對於並非按公平值透過損益記賬之所有金融資產，其投資初步按公平值加交易成本確認。按按公平值透過損益記賬之金融資產，則初步按公平值確認，而交易成本則在綜合全面收益表中支銷。當從投資收取現金流量之權利經已到期或經已轉讓，而本集團已將擁有權之所有重大風險和回報實際轉讓時，金融資產即終止確認。可供出售金融資產及按公平值透過損益記賬之金融資產其後則按公平值列賬。貸款及應收款項利用實際利率法按攤銷成本列賬。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.6 Financial assets (Continued)

##### 2.6.2 Recognition and measurement (Continued)

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are recognised in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated statement of comprehensive income when the Group's right to receive payment is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated statement of comprehensive income as 'gains and losses from investment securities'.

### 2. 主要會計政策概要 (續)

#### 2.6 金融資產 (續)

##### 2.6.2 確認和計量 (續)

來自「按公平值透過損益記賬之金融資產」類別之公平值變動所產生之盈虧，列入產生期間綜合全面收益表內之「其他收入」中。來自按公平值透過損益記賬之金融資產之股息，於本集團收取有關款項之權利確定時，在綜合全面收益表內確認為其他收入一部份。

以外幣計值並分類為可供出售貨幣證券之公平值變動，將按因證券之攤銷成本變動及證券賬面值之其他變動所產生之匯兌差異予以分列。匯兌差額於收益表確認，而賬面值之其他變動則於權益確認。分類為可供出售之貨幣證券及非貨幣證券之公平值變動於權益確認。

當分類為可供出售之證券售出或減值時，在權益中確認之累計公平值調整列入綜合全面收益表內作為「投資證券之盈虧」。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*(Continued)*

#### 2.6 Financial assets *(Continued)*

##### 2.6.2 Recognition and measurement *(Continued)*

Interests on available-for-sale securities calculated using the effective interest method are recognised in the statement of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group established fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models, making maximum use of market inputs and relying as little as possible on entity-specific inputs.

### 2. 主要會計政策概要 (續)

#### 2.6 金融資產 (續)

##### 2.6.2 確認和計量 (續)

可供出售證券以實際利率法計算之利息在全面收益表內確認為其他收入部份。可供出售權益工具之股息則於本集團收取有關款項之權利確定時在綜合全面收益表內確認為其他收入一部份。

有報價之投資之公平值根據當時之買盤價計算。若某項金融資產之市場並不活躍(及就非上市證券而言)，本集團利用估值方法設定公平值。該等方法包括利用近期公平原則交易、參考大致相同之其他工具、貼現現金使用分析法和期權定價模式，充份利用市場數據而盡量少依賴實體特有之數據。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.6 Financial assets (Continued)

##### 2.6.3 Impairment of financial assets

The Group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets are impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss) is removed from equity and recognised in the consolidated statement of comprehensive income. Impairment losses recognised in the consolidated statement of comprehensive income on equity instruments are not reversed through the consolidated statement of comprehensive income. Impairment testing of trade and other receivables is described in (Note 2.8).

#### 2.7 Work-in-progress

Work-in-progress is stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, cost of development including costs that have been incurred for the provision of pharmaceutical application, registration and testing services, is calculated using the first-in, first-out method. Net realisable value represents 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.

### 2. 主要會計政策概要 (續)

#### 2.6 金融資產 (續)

##### 2.6.3 金融資產減值損失

本集團於各申報日評估是否有客觀證據表明某項金融資產或某組金融資產經已減值。對於分類為可供出售之權益證券，證券公平值若大幅度或長期跌至低於其成本值，會被視為證券已經顯示減值。若可供出售金融資產存在此等證據，累計虧損（按收購成本與當時公平值之差額，減該金融資產之前在收益表確認之任何減值虧損計算）自權益中剔除並在綜合全面收益表中記賬。在綜合全面收益表中確認之權益工具減值虧損不會透過綜合全面收益表撥回。應收貿易賬款及其他應收款項之減值測試在附註2.8中說明。

#### 2.7 在產品

在產品乃按成本及可變現淨值兩者中之較低者列賬。成本包括所有採購成本及（如適用）開發成本（包括因提供相關製藥申請、註冊及測試服務之成本），並按先進先出法計算。可變現淨值指在日常業務中之估計售價減去估計完成成本及估計所需銷售成本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.7 Work-in-progress (Continued)

Where the outcome of a pharmaceutical development and clinical research contract or service can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the reporting date, as measured by the proportion that contract costs incurred for work performed to date bear to the total contract costs or the proportion that contract revenue billed or recognised for work performed to date bear to the total contract sums, whichever is the lower, except where this would not be representative of the stage of completion.

Where the outcome of a contract or service cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable that they will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that the total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

### 2. 主要會計政策概要 (續)

#### 2.7 在產品 (續)

倘能可靠地估計醫療發展及臨床研究合約或服務之結果，收益及成本會參照申報日之合約活動完成階段確認，並按工程進行至該日所產生之合約成本佔總合約成本之比例或工程進行至該日所計入或確認之合約收益佔總合約金額之比例（以較低者為準）計算，惟此方法並不能代表完成階段。

倘不能可靠地估計合約或服務之結果，則僅會將所產生而有可能收回之合約成本確認為合約收益。合約成本於產生期間確認為開支。

倘總合約成本可能超過總合約收益，預期虧損會即時確認為開支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.8 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision 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. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of loss is recognised in the consolidated statement of comprehensive income within 'administrative expenses'. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against 'administrative expenses' in the consolidated statement of comprehensive income.

#### 2.9 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

### 2. 主要會計政策概要 (續)

#### 2.8 應收貿易賬款及其他應收款

應收貿易賬款及其他應收款初步以公平值確認，其後利用實際利率法按攤銷成本扣除減值撥備計量。當有客觀證據證明本集團將無法按應收貿易賬款之原有條款收回所有款項時，即就應收貿易賬款及其他應收款設定減值撥備。債務人之重大財務困難、債務人可能破產或進行財務重組以及拖欠或逾期付款，均被視為是應收貿易賬款已減值之跡象。撥備金額為資產之賬面值與按原實際利率折現之估計未來現金流量之現值之差額。資產之賬面值透過使用備付賬戶削減，而有關之虧損數額則在綜合全面收益表內之「管理費用」中確認。如一項應收貿易賬款無法收回，其會與應收貿易賬款內之備付賬戶撇銷。之前已撇銷之款項如其後收回，將撥回綜合全面收益表中之「管理費用」內。

#### 2.9 現金及現金等價物

現金及現金等價物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資，及銀行透支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.10 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.11 Other payables and accruals

Other payables and accruals are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.12 Convertible bonds

Conversion options that are not settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of equity instruments are recognised as financial instruments carried at fair value through profit or loss. On initial recognition, the fair value of the conversion option component is determined using an option-pricing model; and this amount is carried as a derivative liability until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the liability component and is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. In subsequent periods, the derivative component is measured at fair value with gains and losses recognised in the statement of comprehensive income until extinguished on conversion or redemption.

### 2. 主要會計政策概要 (續)

#### 2.10 股本

普通股被列為權益。

直接由發行新股或購股權引致之新增成本在權益中列為所得款項之減少(扣除稅項)。

#### 2.11 其他應付款及應付費用

其他應付款及應付費用初步以公平值確認，其後利用實際利率法按攤銷成本計量。

#### 2.12 可轉換債券

不能以交換固定金額的現金和或其他金融資產來解付的可轉換債券被認為按公平值透過損益記賬之金融資產。於發行可換股債券時，衍生部份之公平值採用期權定價模式釐定；此金額並且被列作衍生負債，直至兌換或贖回為止。剩餘所得款額分配至負債部份，並按攤銷成本基準列為負債，直至兌換公平價計量，其盈虧於收益表內確認，直至兌換或贖回為止。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.13 Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### 2. 主要會計政策概要 (續)

#### 2.13 當期所得稅及遞延所得稅

當期所得稅費用是以報表日本公司或其附屬公司所在國已經頒佈或即將頒佈的稅率和應稅收入為基礎計算出來的。管理當局應定期評估稅收政策對其影響並以將要付給稅務局的金額為依據計提相應的撥備。

遞延稅項指預期從財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額所應付或可收回之稅項，並以負債法處理。倘暫時性差異因商譽（或負商譽）或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中首次確認其他資產及負債而引致，該等資產及負債則不會被確認。遞延稅項以申報日已經頒佈或即將頒佈的稅率來計算，遞延稅項負債一般就所有應課稅暫時性差異確認，遞延稅項資產則於很可能可扣減暫時性差異可對銷應課稅溢利時予以確認。

除非未來有應稅收入足以抵減其臨時性差異所影響稅額，才能確認遞延資產。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.13 Current and deferred income tax (Continued)

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

#### 2.14 Employee benefits

##### (a) Pension obligations

The Group participates in various defined contribution retirement benefit schemes. A defined contribution plan is a retirement benefit scheme under which the Group pays fixed contributions into a separate entity. The schemes are generally funded through payments to government authorities or trustee-administered funds. The Group pays contributions on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contribution for post-retirement benefits beyond these fixed contributions. The contributions are recognised as employment costs when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### 2. 主要會計政策概要 (續)

#### 2.13 當期所得稅及遞延所得稅 (續)

對附屬公司的臨時性差異不計提撥備，除非確信集團能控制差異回轉期限，並且在可預見的將來，臨時性差異不回轉。

#### 2.14 員工福利

##### (a) 養老金義務

集團參加了若干固定供款養老計劃。固定供款養老計劃是指一種集團付固定供款給專門機構的退休福利計劃。這種計劃通常經政府機構或信託管理基金，集團付供款以法定、契約、自願的形式，集團沒有法定或契約義務付超出固定供款的退休福利，到期時此供費用、預付供款以未來可收到現金退款或未來付款可減少金額應確認為資產。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.14 Employee benefits (Continued)

##### (b) Employee leave entitlements

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

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

##### (c) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each reporting date, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision of original estimates, if any, in the statement of comprehensive income with a corresponding adjustment to equity.

### 2. 主要會計政策概要 (續)

#### 2.14 員工福利 (續)

##### (b) 員工休假權利

員工享有的年假在員工提供服務的年度內確認預計負債，作為至申報日時員工提供服務的費用。

員工病假及產假實際發生時才予以確認。

##### (c) 股份激勵計劃

本公司設有一項，以股本結算交易，股份支付交易之方式的購股權計劃，授予僱員之購股權按公平值確認為僱員成本，而權益中之資本儲備亦會相應增加。在行權期間，購股權的總金額由授出購股權的公平價值所決定，除非受非市場行權條件（比如：贏利或銷售增長目標）的影響，非市場行權條件包含於預期行權的購股權數量的假設每一申報日，企業須修正估計行權購股權的數量，並對修正初始估計對全面收益表及相應的權益的影響加以確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.14 Employee benefits (Continued)

##### (c) Share-based compensation (Continued)

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and capital reserve when the options are exercised.

#### 2.15 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 2. 主要會計政策概要 (續)

#### 2.14 員工福利 (續)

##### (c) 股份激勵計劃 (續)

當購股權行權時，收益減去直接交易成本貸記股本和資本公積。

#### 2.15 撥備

當本集團因過往事件承擔現有法律或推定責任；解除責任很有可能導致資源流出；且金額能夠可靠計算時，本集團將確認撥備；本集團不會就日後經營虧損作出撥備。

倘集團承擔若干類似責任，於釐定解除責任是否需要流出資源時，將以整類責任為考慮。只要同類責任當中任何一個項目有導致資源流出之甚低可能性，亦會確認撥備。

準備以未來解除此義務造成支出之現值來計量，使用當前市場貨幣價值和反應此義務風險的稅前利率。時間因素造成撥備的提高作為利息費用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.16 Revenues

Revenues from transfer of new drug development and formulation data are recognised upon transfer of risks and rewards of ownership, which generally coincides with the time when the compound and data are delivered to customers.

Revenues from contracted research and development, pharmaceutical application, registration and testing services are recognised to the extent of the milestone payments earned in accordance with the applicable performance requirements and contractual terms and, where appropriate, as the related costs are incurred. Payments received that are related to future performance are deferred and recorded as revenues as they are earned over the specified future performance periods.

Subject to the terms as stated in the technology transfer agreements and the buyers' success in commercialisation of the products to which the technology transferred is applied, the Group may receive additional royalty income or profit sharing income in the future. Should there be any royalty income or sharing of profit, they will be recognised when the right to receive the income is established.

Service income is recognised when services are provided.

Royalty income on drugs produced by third parties using the Group's drug technology is recognised when the right to receive is established.

### 2. 主要會計政策概要 (續)

#### 2.16 收入

因轉讓新藥品開發及制劑數據而產生之收益於轉讓所有權之風險及回報時確認，一般為化合物及數據交予客戶之時間。

因已訂約研發、製藥申請、註冊及測試服務而產生之收益，乃按根據適用之履行規定及合約條款而賺取之分期付款及有關成本產生期間（如適用）予以確認。所收取與未來履行有關之款項將遞延處理，在該等款項於指定未來履行期間賺取時列作收益。

以技術轉讓協議條款為準，及基於買方成功將運用轉讓技術的產品商業化，本集團將來或取得額外的特許權收入或利潤分成。倘有特許權收入或利潤分成，於確立收款權利時確認。

服務收入於提供服務時確認。

因第三方使用本集團製藥技術生產藥品而產生之特許權收入於確立收款權利時確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.16 Revenues (Continued)

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Dividend income is recognised when the right to receive payment is established.

#### 2.17 Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised in the statement of comprehensive income on a systemic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted in arriving at the carrying amount of the asset and consequently are recognised in profit or loss over the useful life of the asset.

#### 2.18 New technology development costs

Expenditure on research activities on new drug technology is recognised as an expense in the period in which it is incurred.

### 2. 主要會計政策概要 (續)

#### 2.16 收入 (續)

金融資產利息收入乃按時間比例基準並計及未清償本金及適用息率累計。

投資股息收入於股東收取付款之權利確立時確認。

#### 2.17 政府資助

當可合理確定能收取政府資助且本集團將能符合所附帶之條件時，政府資助將首次於財務狀況表中確認。補償本集團所招致開支之資助，在產生開支之同一期間於全面收益表內有系統地確認。補償本集團有關資產成本之資助，於達致該資產之賬面值時予以扣除，其後則按可使用年期於損益賬中確認。

#### 2.18 新藥品技術開發成本

新藥品技術之研究開支於產生期內確認為支出。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### 2.18 New technology development costs (Continued)

An internally-generated asset arising from new drug technology development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight line basis over its useful life. Where no internally-generated intangible asset can be recognised, new drug technology development expenditure is recognised as an expense in the period in which it is incurred.

#### 2.19 Leases (as the lessee for 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. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

#### 2.20 Dividend distribution

Dividend distribution to the Company's equity holders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's equity holders or directors, where appropriate.

### 2. 主要會計政策概要 (續)

#### 2.18 新藥品技術開發成本 (續)

僅在預期清楚界定之項目產生之開發成本將透過日後商業活動收回之情況下，方會確認新藥品技術開發開支產生之內部產生資產。產生之資產於其可使用年期按直線法攤銷。倘並無內部產生無形資產可予確認，則新藥品技術開發開支於其產生之期間確認為支出。

#### 2.19 租賃 (營運租賃)

如租賃擁有權之主要部份風險和回報由出租人保留，則分類為營運租賃。根據營運租賃支付之款項（扣除自出租人收取之任何獎勵金後）於租賃期內以直線法在全面收益表支銷。

#### 2.20 股利分配

當股利分配方案被公司董事會或權益持有人批准後，分配給股東或權益持有人的股利在當期集團財務報表中列為負債。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

##### (a) Market risk

###### (i) Foreign currency risk

The Group is exposed to foreign currency risk arising from various currency exposures, primarily with respect to HKD, United States Dollars ("USD") and Swiss Franc ("CHF"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities. In addition, the conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

The Group mainly operates in the PRC with most of the transactions denominated and settled in RMB. Foreign exchange risk also arises from certain financial assets and convertible bonds which are denominated in HKD, USD and CHF. The Group currently does not hedge its foreign exchange exposure.

At 31 December 2009, if HKD, USD or CHF had weakened/strengthened by 1% against Renminbi with all other variables held constant, post-tax profit or loss for the year would have been RMB1,367,778 (2008: RMB1,104,831) higher/lower.

### 3 財務風險管理

#### 3.1 財務風險

集團面臨一系列財務風險，市場風險（包括外匯風險，現金流風險，公平價值風險，利率風險及價格風險）信用風險和流動風險。集團總風險管理集中於金融市場的不可預測性和將對本集團財務業績不利的影響最小化。

##### (a) 市場風險

###### 1. 外匯風險

集團面臨的外匯風險來自於使用不同的外幣，主要有港元、美元及瑞士法郎。外匯風險由於未來商業交易產生，已確認的資產和負債，另外，人民幣與外幣的兌換還受制於中國政府關於外匯管制的法法律法規。

集團大部份業務在中國境內進行且以人民幣結算，外匯風險還由以港元、美元及瑞士法郎記價的金融資產及可轉換債券引起，集團目前沒有就外匯風險進行保值業務。

截止二零零九年十二月三十一日止，如果港元、美元及瑞士法郎對人民幣的匯率下降／上漲1%，本年稅後利潤將升高／降低人民幣1,367,778（二零零八年：人民幣1,104,831）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (ii) Cash flow and fair value interest rate risks

The Group has no significant interest-bearing assets and liabilities as at year end. The directors are of the opinion that the Group does not exposure to any cash flow and fair value interest rate risks and no sensitivity analysis is performed.

##### (iii) Price risks

The Group is exposed to securities price risk because investments held by the Group are classified on the consolidated statement of financial position at fair value through profit or loss. The Group has not mitigated its price risk arising from investments in securities financial assets.

For the Group's investments that are publicly traded, the fair value is determined with reference to quoted market prices. For the Group's investments that are not publicly traded, the Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the reporting date.

### 3 財務風險管理 (續)

#### 3.1 財務風險 (續)

##### (a) 市場風險 (續)

##### 2. 現金流及公平價利率風險

本集團年末無重要帶息資產和負債，集團董事認為不存在任何現金流及公平價值利率風險，沒有進行敏感性分析。

##### 3. 價格風險

本集團綜合財務狀況表包含列為可出售金融資產或按公平值透過損益記賬之金融資產的金融資產，故集團面臨證券價格風險，本集團沒有就該風險進行保值。

對於集團投資有公開市場的，公平價值由證券市場價格決定，無公開市場的投資，集團基於申報日市場狀況，使用判斷選擇若干合適方法，並作出假設來決定其公平價值。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

##### (iii) Price risks (Continued)

At 31 December 2009, if the market prices of these securities financial assets had increased/decreased by 1% with all other variables held constant, Group's post-tax profit for the year ended would have been changed as follows:

Post-tax profit (2008: loss)
increase/(decrease)
- Market prices increased by 1%
- Market prices decreased by 1%

稅後利潤(二零零八年：  
虧損) 升高/(下降)

- 市價上漲1%
- 市價下跌1%

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元

384

(384)

365

(365)

##### (b) Credit risk

Credit risk arises from trade receivables and bank balances.

The Group's credit risk is primarily attributable to trade receivables.

### 3 財務風險管理 (續)

#### 3.1 財務風險 (續)

##### (a) 市場風險 (續)

##### 3. 價格風險 (續)

於二零零九年十二月三十一日，如果證券價格上漲/下跌1%，集團本年稅後利潤將有以下變動：

##### (b) 信用風險

信用風險來自於應收貿易賬款及銀行餘額。

集團信用風險主要由於應收貿易賬款。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

For the sales of products to third party customers, there is a concentration of credit risk with respect to trade receivables as the largest five customers contribute around 45% (2008: 68%) of the balance. The Group has policies in place to ensure that credit is only granted to customers with an appropriate credit history and a good reputation. The exposure to credit risk is closely monitored on an ongoing basis. The directors are of the opinion that the credit risk is low as history of default in payment from the customers is rare.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

##### (c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and bank balances. The liquidity of the Group is adequately managed and monitored by maintaining sufficient cash, which is available to meet its continuous operational needs. In the opinion of the directors, the Group does not have any significant liquidity risk.

### 3 財務風險管理 (續)

#### 3.1 財務風險 (續)

##### (b) 信用風險 (續)

在本集團銷售產品予第三方客戶中，信用風險集中於佔有本集團45%（二零零八年：68%）餘額的最大五家客戶。本集團信用政策確保只有良好還款記錄和良好聲譽的客戶才給予賒購，並持續密切管理其信用風險。董事認為信用風險很低，因為歷史拖欠客戶是極少的。

流動資金的信用風險是有限的，因為對方是國際信用評價機構認為信用等級很高的銀行。

信用風險最大的是金融資產的賬面餘額。

##### (c) 流動性風險

審慎的流動性風險管理包括備有充足現金及銀行存款，本集團保留充足的現金以滿足持續經營之需要。董事認為本集團不存在重大流動性風險。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

#### Group

		At 31 December 2009			
		於二零零九年十二月三十一日			
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		小於1年	1-2年	2-5年	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Convertible bonds	可換股債券	-	-	98,907	98,907
Other payables and accruals	其他應付款及應付費用	13,368	-	-	13,368

		At 31 December 2008			
		於二零零八年十二月三十一日			
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		小於1年	1-2年	2-5年	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Convertible bonds	可換股債券	-	-	96,936	96,936
Other payables and accruals	其他應付款及應付費用	8,161	-	-	8,161

### 3 財務風險管理 (續)

#### 3.1 財務風險 (續)

##### (c) 流動性風險 (續)

下表基於申報日到合同到期日剩餘期限，按到期日分析本集團金融負債。披露金額為合同非折現現金流。

#### 本集團

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

#### Company

		At 31 December 2009			
		於二零零九年十二月三十一日			
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Convertible bonds	可換股債券	-	-	98,907	98,907
Other payables and accruals	其他應付款及應付費用	7,228	-	-	7,228

		At 31 December 2008			
		於二零零八年十二月三十一日			
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Convertible bonds	可換股債券	-	-	96,936	96,936
Other payables and accruals	其他應付款及應付費用	3,715	-	-	3,715

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders and benefits for other stakeholders. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group represents equity attributable to equity holder of the Group, comprising issued share capital and retained earnings.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the shareholder or issue new shares.

#### 3.3 Fair value estimation

Effective 1 January 2009, the group adopted the amendment to HKFRS 7 for financial instruments that are measured in the statement of financial position at fair value, this requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3 財務風險管理 (續)

#### 3.2 資本風險管理

本集團風險管理的目標是企業持續經營，提供股東回報和利益給其他干係人，本集團整體戰略與上年保持不變。

本集團資本結構代表本集團權益持有人應佔權益，由已簽發股票和留存收益組成。

為保持或調整資本結構，集團可以調整付給股東的股利或發行新股。

#### 3.3 公允價值估計

從二零零九年一月一日起生效，集團在財務狀況表計量公允價值的金融工具上採用HKFRS 7修正條款，並要求根據下列公允價值測量值等級制度公開公允價值測量值：

- 同類資產或負債在活躍市場的報價（未經調整）（等級1）。
- 在等級1中包括的報價以外直接（即是價格）或間接（即是衍生價格）可見的資產或負債價格（等級2）。
- 非根據可見市場數據的資產或負債價格（即隱藏價格）（等級3）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

The following table presents the group's assets and liabilities that are measured at fair value at 31 December 2009.

	Level 1 等級1 RMB'000 人民幣千元	Level 2 等級2 RMB'000 人民幣千元	Level 3 等級3 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Assets</b>				
Financial assets at fair value through profit or loss				
– Dual currency investment	8,800	–	–	8,800
– Investment funds	7,838	–	–	7,838
– Bond	–	–	3,414	3,414
– Shares	38,413	–	–	38,413
<b>Total assets</b>	<b>55,051</b>	<b>–</b>	<b>3,414</b>	<b>58,465</b>

The fair value of financial instruments traded in active markets is based on quoted market prices on the reporting date. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

### 3 財務風險管理 (續)

#### 3.3 公允價值估計 (續)

下表表示於二零零九年十二月三十一日以公允價值計算的集團資產和負債。

於活躍市場買賣之金融工具之公允價值為結算日所報市價。本集團所持財務資產之市場報價為當時買入價。這些工具包括在等級1中。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Quoted market prices or dealer quotes for similar instruments are used for long-term debts. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### 3 財務風險管理 (續)

#### 3.3 公允價值估計 (續)

非活躍市場買賣之金融工具之公允價值乃使用合適估值方法釐訂。本集團使用多種方法，並基於各申報日市況作出假設。長期債券公允價值估計乃使用同類金融工具市價報價或交易商報價。如果公允價值工具所要求的所有重要數據是可供查察的，該工具包括在等級2中。

如果一個或以上的重要數據不是基於可見的市場數據，該工具包括在等級3中。

承上結餘減去應收貿易賬款及應付貿易賬款之減值為其公允價值的合理若值。供披露的金融負債之公允價值是按本集團就類似金融工具可得將日後約定現金流量貼現為現時市場利率而估計。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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) Impairment of intangible assets

The Group performs annual tests on whether there has been impairment of intangible assets in accordance with the accounting policy stated. The recoverable amounts of cash-generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

#### (b) Estimation of provision for impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the collectability of trade and other receivables. Provisions for impairment are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of receivables and doubtful debt expense in the period in which such estimate is changed.

### 4. 重要會計估計及判斷

於編製綜合財務報表時，本集團須作出會計估計及判斷。本集團將根據過往經驗及其他因素（包括日後在合理情況下相信會出現之事件）不斷對會計估計及判斷進行評估。

本集團會就未來作出評估及假設，所產生之會計估計難免偏離實際之相關業績。有關評估及假設很大可能導致下一個財政年度之資產及負債賬面值須作出大幅度調整。有關詳情載於下文。

#### (a) 無形資產減值

按照會計政策，本集團每年對無形資產進行減值測試，對可產生現金流單元的可回收金額管理層基於未來營運對使用價值作出假設和估計，使用稅前折現率和其他使用價值的假設來確定。

#### (b) 應收款項減值撥備的估計

本集團基於應收貿易賬款和其他應收款的可回收性，計提減值撥備。當有重大事項或情況變化顯示餘額或不能收回時計提減值撥備，對呆賬的識別需要運用判斷和估計，當預期與初始判斷相異時，這種差異將影響估計變化期間應收款項賬面值和呆賬費用。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

#### (c) Net realisable value of work-in-progress

Provision for slowing-moving work-in-progress is made based on the ageing and accomplishment of certain milestone stage such as clinical studies permit during the process of development. The assessment of the provision amount required involving management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of work-in-progress and provision charge/write-back in the period in which such estimate has been changed.

#### (d) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its plant and equipment. This estimate is based on the historical experience of the actual useful lives of plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to competition within the industry. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

### 4. 重要會計估計及判斷 (續)

#### (c) 在產品可實現淨值

滯銷在產品按開發過程中許可之若干重要階段(例如臨床研究)之進度及成果撥備。管理層評估撥備金額時需要作出判斷及估計。倘實際結果或未來期望與原有估計有別,有關差額將影響估計項目變動期間之在產品賬面值及撥備支出撥回。

#### (d) 物業、廠房及設備的使用壽命

本集團管理當局估計物業、廠房及設備的使用期限和折舊費用,這種估計基於同類性質和功能的物業、廠房及設備的使用壽命的歷史經驗。技術更新及本行業的競爭行為會導致估計的重大改變。當使用壽命比先前估計壽命縮短時,管理當局將提高折舊費用,或在賬面減值或注銷已報廢或出售的技術落後資產或非戰略性資產。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 5. REVENUE AND SEGMENT INFORMATION

Breakdown of the revenue from all services is as follows:

### 5. 營業收入及明細

收入明細如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>Analysis of revenue by category</b>	<b>收入分類</b>		
Transfer to technology for new drugs and new drugs development	新藥及新藥開發技術轉讓收入	<b>3,928</b>	4,204
Contracted pharmaceutical development services and clinical research services associated with technology transferred by the Group	合約藥物開發與臨床研究服務收入 — 本集團技術	<b>11,978</b>	11,476
Contracted pharmaceutical development services and clinical research services not associated with technology transferred by the Group	合約藥物開發與臨床研究服務收入 — 非本集團技術	<b>23,844</b>	19,743
Import registration services	進口註冊服務收入	<b>1,411</b>	554
Royalty income	特許權使用費收入	<b>5,640</b>	2,749
Sales of active pharmaceutical ingredients products	銷售有效藥劑成分產品收入	<b>507</b>	460
		<b>47,308</b>	39,186

Turnover and contribution to profit from operations by segment has not been presented as over 90% of the Group's turnover was derived from the pharmaceutical research and development, registration, application and testing in the PRC and all assets were located in the PRC for both years.

由於本集團超過90%之營業額均來自其於中國之製藥研發、註冊、申請以及測試，而其所有資產於此兩個年度亦位於中國，故並未呈列營業額及對經營溢利之貢獻之分類分析。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 6. PROPERTY, PLANT AND EQUIPMENT – GROUP

### 6. 物業、廠房及設備 – 本集團

		Leasehold improvement 租賃裝修 RMB'000 人民幣千元	Machinery and equipment 機器及設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>At 1 January 2008</b>	於二零零八年一月一日				
Cost	成本	8,257	10,027	1,074	19,358
Accumulated depreciation	累計折舊	(2,404)	(5,318)	(369)	(8,091)
Net book amount	賬面淨值	5,853	4,709	705	11,267
<b>Year ended 31 December 2008</b>	於二零零八年十二月三十一日				
Opening net book amount	賬面淨值期初餘額	5,853	4,709	705	11,267
Additions	本期增加	288	1,981	118	2,387
Disposals	本期減少	(163)	(60)	(182)	(405)
Depreciation	折舊	(814)	(1,082)	(433)	(2,329)
Closing net book amount	賬面淨值期末餘額	5,164	5,548	208	10,920
<b>At 31 December 2008</b>	於二零零八年十二月三十一日				
Cost	固定資產原價	7,460	11,857	1,010	20,327
Accumulated depreciation	累計折舊	(2,296)	(6,309)	(802)	(9,407)
Net book amount	固定資產淨值	5,164	5,548	208	10,920
<b>Year ended 31 December 2009</b>	於二零零九年十二月三十一日				
Opening net book amount	賬面淨值期初餘額	5,164	5,548	208	10,920
Additions	本期增加	136	446	-	582
Depreciation	折舊	(545)	(1,255)	(34)	(1,834)
Closing net book amount	賬面淨值期末餘額	4,755	4,739	174	9,668
<b>At 31 December 2009</b>	於二零零九年十二月三十一日				
Cost	成本	7,596	12,303	1,010	20,909
Accumulated depreciation	累計折舊	(2,841)	(7,564)	(836)	(11,241)
Net book amount	賬面淨值	4,755	4,739	174	9,668

Depreciation expense of approximately RMB1,260,000 (2008: RMB1,600,000) has been charged in "cost of sales" and approximately of RMB574,000 (2008: RMB729,000) in "administrative expenses".

折舊費用中約人民幣1,260,000 (二零零八年：人民幣1,600,000) 在「營業成本」列支，約人民幣574,000 (二零零八年：人民幣729,000) 在「管理費用」中列支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 7. NEW DRUGS TECHNOLOGY – GROUP

### 7. 新藥技術 – 本集團

RMB'000  
人民幣千元

<b>At 1 January 2008</b>	於二零零八年一月一日	
Cost	成本	9,365
Accumulated amortisation and impairment	累計攤銷及減值	(2,407)
Net book amount	賬面淨值	6,958
<b>Year ended 31 December 2008</b>	於二零零八年十二月三十一日	
Opening net book amount	賬面淨值期初餘額	6,958
Additions	本期增加額	12,693
Impairment loss	本期減值損失	(7,465)
Amortisation charge	本期攤銷	(1,741)
Closing net book amount	賬面淨值期末餘額	10,445
<b>At 31 December 2008</b>	於二零零八年十二月三十一日	
Cost	成本	22,058
Accumulated amortisation and impairment	累計攤銷及減值	(11,613)
Net book amount	賬面淨值	10,445
<b>Year ended 31 December 2009</b>	於二零零九年十二月三十一日	
Opening net book amount	賬面淨值期初餘額	10,445
Amortisation charge	本期攤銷	(1,071)
Closing net book amount	賬面淨值期末餘額	9,374
<b>At 31 December 2009</b>	於二零零九年十二月三十一日	
Cost	成本	22,058
Accumulated amortisation and impairment	累計攤銷	(12,684)
Net book amount	賬面淨值	9,374

The intangible assets included above have finite useful lives, over which the assets are amortised. The amortisation period for development costs incurred on the Group's new drugs technology is five years. Details of critical accounting estimates were set out in Note 4(a).

Amortization of approximately RMB1,071,000 (2008: RMB1,741,000) is included in the "administrative expenses".

上表所列之無形資產具有有限使用年期，並於該段期間內攤銷。本集團新藥技術所涉及開發成本之攤銷期間為五年，有關重要會計估計之詳情載於附註4(a)。

攤銷費用約人民幣1,071,000（二零零八年：人民幣1,741,000）在「管理費用」中列支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

### 8. 附屬公司權益 – 本公司

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市公司股份 – 成本	30,374	30,374
Amounts due from subsidiaries	應收附屬公司款項	48,122	45,002
		<b>78,496</b>	<b>75,376</b>

The cost of the unlisted shares is based on the book value of the underlying net assets of the subsidiaries attributable to the Group on the date of the Group Reorganisation.

非上市股份之成本乃按本集團於集團重組日期應佔附屬公司相關資產淨值之賬面值計算。

The amounts due from subsidiaries are unsecured, interest-free and have no fixed repayment terms. The amounts will not be repayable within twelve months from the reporting date. Accordingly, the amounts are shown as non-current.

應收／附屬公司款項為無抵押、免息及無固定償還期限。有關款項不會於申報日起計十二個月內償還，因此，有關款項以非流動呈列。

Particulars of the Company's principal subsidiaries as at 31 December 2009 are as follows:

本公司於二零零九年十二月三十一日之主要附屬公司詳情如下：

Name 公司名稱	Place of incorporation and kind of legal entity 註冊地點及法定法人 (Note (a)) (附註(a))	Principal activities 主要經營業務	Particulars of issued share capital/ registered capital 已發行股本／ 註冊資本	Interest held 所佔權益
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#### Shares directly held by the Company:

本公司直接持有股份：

Venturepharm Laboratories (BVI) Limited ("VP (BVI)") <sup>(1)</sup>	British Virgin Islands ("BVI"), Limited liability company 英國處女群島 ("BVI"), 有限責任公司	Investment holding 控股投資	US\$100 100美元	100%
Venovo Pharma US Inc. <sup>(1)</sup>	British Virgin Islands ("BVI"), Limited liability company 英國處女群島 ("BVI"), 有限責任公司	Investment holding 控股投資	US\$1 1美元	100%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

(Continued)

### 8. 附屬公司權益 – 本公司 (續)

Name 公司名稱	Place of incorporation and kind of legal entity 註冊地點及法定法人 (Note (a)) (附註(a))	Principal activities 主要經營業務	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本	Interest held 所佔權益
<b>Shares/investments indirectly held by the Company:</b> 本公司間接持有股份 (或投資) :				
Beijing Dezhong VP Technology Development Co Ltd <sup>(2)</sup> 北京德眾萬全藥物技術開發有限公司 <sup>(2)</sup>	Beijing, the PRC, Limited liability company 中國北京，有限責任公司	The research and development of new drug preparation, raw materials, supplementary materials and biodrugs technological transfer and services 研究及開發新藥制劑、原材料、輔助原材料 (賦形劑及添加劑) 及生物藥品；技術轉讓及服務	RMB7,154,420 人民幣7,154,420	94.512%
Venturepharm Life Science Capital Limited <sup>(5)</sup> 萬全生命科技投資有限公司 <sup>(5)</sup>	Hong Kong, Limited liability company 中國香港	Inactive 無經營	HK\$10,000 10,000港元	100%
Hanzhong Venturepharm Pharm-Chemical Company Limited <sup>(4)</sup> 漢中萬全醫藥化工有限公司 <sup>(4)</sup>	Hanzhong, the PRC, Limited liability company 中國漢中，有限責任公司	Sales and manufacturing of active pharmaceutical ingredients products 銷售及製造有效藥劑成分產品	US\$600,000 600,000美元	51%
VPSCRO Group Inc <sup>(1)</sup>	British Virgin Islands, Limited liability company 英國處女群島，有限責任公司	Inactive 無經營	US\$780 780美元	100%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

(Continued)

### 8. 附屬公司權益 – 本公司 (續)

Name 公司名稱	Place of incorporation and kind of legal entity 註冊地點及法定法人 (Note (a)) (附註(a))	Principal activities 主要經營業務	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本	Interest held 所佔權益
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#### Shares/investments indirectly held by the Company: (Continued)

本公司間接持有股份 (或投資) : (續)

Hainan Sinican Bio-labs Limited <sup>(3)</sup> 海南盛科有限公司 <sup>(3)</sup>	Hainan, the PRC, Limited liability company 中國海南· 有限責任公司	The research, development and production of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs 研究、開發及生產藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究	US\$360,000 360,000美元	100%
Beijing Venture-Sunshine Pharmaceutical Technology Co., Ltd (“V Biopharm”) <sup>(2)</sup> 北京萬全陽光醫藥科技有限公司 <sup>(2)</sup>	Beijing, the PRC, Limited liability company 中國北京· 有限責任公司	The research development and production of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs 研究、開發及生產藥品、天然藥品及合成藥品；研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務；藥品之藥效研究及臨床研究	RMB1,655,747 人民幣1,655,747	100%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

(Continued)

### 8. 附屬公司權益 – 本公司 (續)

Name 公司名稱	Place of incorporation and kind of legal entity 註冊地點及法定法人 (Note (a)) (附註(a))	Principal activities 主要經營業務	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本	Interest held 所佔權益
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#### Shares/investments indirectly held by the Company: (Continued)

本公司間接持有股份 (或投資) : (續)

Beijing New Dezhong- Venture Pharmaceutical Technology Development Co., Ltd <sup>(2)</sup> 北京新德眾萬全醫藥科技 有限公司 <sup>(2)</sup>	Beijing, the PRC, Limited liability company 中國北京， 有限責任公司	The research, development and production of new drugs, natural drugs, and synthetic drugs; technological transfer of and services for research and development of biodrugs, natural drugs and synthetic drugs, pharmacodynamic and clinical research of drugs 研究、開發及生產藥品、 天然藥品及合成藥品； 研究及開發生物藥品、 天然藥品及合成藥品之 技術轉讓及服務；藥品之 藥效研究及臨床研究	US\$200,000 200,000美元	100%
Beijing Venture-Sun Medical Technology Co., Ltd <sup>(2)</sup> 北京萬全陽光醫學技術 有限公司 <sup>(2)</sup>	Beijing, the PRC, Limited liability company 中國北京， 有限責任公司	The research development and production of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs 研究、開發及生產藥品、 天然藥品及合成藥品； 研究及開發生物藥品、 天然藥品及合成藥品之 技術轉讓及服務；藥品之 藥效研究及臨床研究	US\$200,000 200,000美元	100%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

(Continued)

### 8. 附屬公司權益 – 本公司 (續)

Name 公司名稱	Place of incorporation and kind of legal entity 註冊地點及法定法人 (Note (a)) (附註(a))	Principal activities 主要經營業務	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本	Interest held 所佔權益
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#### Shares/investments indirectly held by the Company: (Continued)

本公司間接持有股份 (或投資) : (續)

Taizhou Venturepharm Medicine Sci Tech Co., Ltd <sup>(2)</sup> 泰州萬全醫藥科技 有限公司 <sup>(2)</sup>	Taizhou, the PRC, Limited liability company 中國泰州· 有限責任公司	The research development and production of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs 研究、開發及生產藥品、 天然藥品及合成藥品； 研究及開發生物藥品、 天然藥品及合成藥品之 技術轉讓及服務； 藥品之藥效研究及 臨床研究	RMB1,000,000 人民幣1,000,000	100%
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Remark:

備注：

(1) Not required to be audited in country of incorporation.

(1) 註冊國不要求審計。

(2) Statutory financial statements being audited by 北京永恩力合會計師  
事務所。

(2) 法定財務報表經北京永恩力合會計師事務所審計。

(3) Statutory financial statements being audited by 海南永信德威會計師  
事務所。

(3) 法定財務報表經海南永信德威會計師事務所審計。

(4) Statutory financial statements being audited by Shaanxi Qinyue  
Certified Public Accountants Inc 陝西秦約有限責任會計事務所。

(4) 法定財務報表經陝西秦約有限責任會計事務所審計。

(5) No audited accounts in country of incorporation as it is inactive and  
dormant.

(5) 由於無經營，註冊國不要求審計其報表。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 8. INVESTMENTS IN SUBSIDIARIES – COMPANY

(Continued)

Note:

- (a) The Group held major representation of the board of directors in this company.
- (b) None of the subsidiaries had any debt securities outstanding at the end of the year or any time during the year.

### 8. 附屬公司權益 – 本公司 (續)

附註：

- (a) 本集團在該公司之董事會中佔有大多數席位。
- (b) 附屬公司在本年度末及本年度內任何時間無任何尚未償還債券。

### 9. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND THE COMPANY

### 9. 金融工具明細 – 本集團及本公司

Group

本集團

		Loans and receivables	Assets at fair value through profit or loss	Total
		按公平值 透過損益記賬 之金融資產	按公平值 透過損益記賬 之金融資產	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Assets as per consolidated statement of financial position 31 December 2009</b>	<b>綜合財務狀況表資產 於二零零九年 十二月三十一日</b>			
Trade and other receivables (excluding prepayments) (Note 11 and 12)	應收貿易賬款和其他應收款 (不含預付賬款) (附註11和12)	42,413	–	42,413
Financial assets at fair value through profit or loss (Note 13)	按公平值透過損益記賬 之金融資產 (附註13)	–	58,465	58,465
Cash and cash equivalent (Note 14)	現金及現金等價物 (附註14)	14,087	–	14,087
<b>Total</b>	<b>合計</b>	<b>56,500</b>	<b>58,465</b>	<b>114,965</b>
31 December 2008	於二零零八年 十二月三十一日			
Trade and other receivables (excluding prepayments) (Note 11 and 12)	應收貿易賬款和其他應收款 (不含預付賬款) (附註11和12)	28,139	–	28,139
Financial assets at fair value through profit or loss (Note 13)	按公平值透過損益記賬 之金融資產 (附註13)	–	46,684	46,684
Cash and cash equivalent (Note 14)	現金及現金等價物 (附註14)	6,711	–	6,711
<b>Total</b>	<b>合計</b>	<b>34,850</b>	<b>46,684</b>	<b>81,534</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 9. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND THE COMPANY (Continued)

### 9. 金融工具明細 – 本集團及本公司 (續)

Group (Continued)

本集團 (續)

#### Other financial liabilities

其他金融負債

RMB'000

人民幣千元

#### Liabilities as per consolidated statement of financial position 31 December 2009

#### 綜合財務狀況表負債

於二零零九年十二月三十一日

Borrowings	借款	78,333
Other payables and accruals	其他應付款及應付費用	13,368

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Total	合計	91,701
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31 December 2008

於二零零八年十二月三十一日

Borrowings	借款	65,785
Other payables and accruals	其他應付款及應付費用	8,161

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Total	合計	73,946
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# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 9. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND THE COMPANY (Continued)

### 9. 金融工具明細 – 本集團及本公司 (續)

Company	本公司			
	Loans and receivables	Assets at fair value through profit or loss		Total
	貸款及應收款	按公平值透過損益記賬之金融資產		合計
	RMB'000	RMB'000		RMB'000
	人民幣千元	人民幣千元		人民幣千元
<b>Assets as per statement of financial position</b>	<b>財務狀況表資產</b>			
<b>31 December 2009</b>	<b>於二零零九年十二月三十一日</b>			
Amounts due from subsidiaries (Note 8)	應收附屬公司款項 (附註8)			
	48,122	-		48,122
Other receivables (excluding prepayments)	其他應收款 (不含預付賬款)			
	1,238	-		1,238
Financial assets at fair value through profit or loss (Note 13)	按公平值透過損益記賬之金融資產 (附註13)			
	-	58,465		58,465
Cash and cash equivalent (Note 14)	現金及現金等價物 (附註14)			
	522	-		522
<b>Total</b>	<b>合計</b>	<b>58,465</b>		<b>108,347</b>
<b>31 December 2008</b>	<b>於二零零八年十二月三十一日</b>			
Amounts due from subsidiaries (Note 8)	應收附屬公司款項 (附註8)			
	45,002	-		45,002
Other receivables (excluding prepayments)	其他應收款 (不含預付賬款)			
	5,148	-		5,148
Financial assets at fair value through profit or loss (Note 13)	按公平值透過損益記賬之金融資產 (附註13)			
	-	45,851		45,851
Cash and cash equivalent (Note 14)	現金及現金等價物 (附註14)			
	3,316	-		3,316
<b>Total</b>	<b>合計</b>	<b>45,851</b>		<b>99,317</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 9. FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND THE COMPANY (Continued)

### 9. 金融工具明細 – 本集團及本公司 (續)

Company (Continued)

本公司 (續)

#### Other financial liabilities

其他金融負債

RMB'000

人民幣千元

#### Liabilities as per statement of financial position

#### 財務狀況表負債

31 December 2009

於二零零九年十二月三十一日

Borrowings	借款	78,333
Other payables and accruals	其他應付款及應付費用	7,228

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Total	合計	85,561
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31 December 2008

於二零零八年十二月三十一日

Borrowings	借款	65,785
Other payables and accruals	其他應付款及應付費用	3,715

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Total	合計	69,500
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## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 10. WORK-IN-PROGRESS – GROUP

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Work-in-progress	在產品		
– contracted (Note (a))	– 已訂約 (附註(a))	19,699	16,725
Work-in-progress	在產品		
– not-contracted (Note (b))	– 未定約 (附註(b))	40,951	39,561
		<b>60,650</b>	56,286

(a) The balance represents the project costs incurred for the contracted research and development, pharmaceutical application, registration and testing services, but have not met the extent of the milestone payments earned in accordance with the applicable performance requirements and contractual terms.

(b) The balance comprises of development costs incurred with the intention of outright sales as technology transfer but have not been contracted.

(a) 該結餘指已訂約之研究及開發、製藥申請、註冊及測試服務產生之項目成本，惟由於尚未達到相關要求及合同條款規定之進度而未能收取相應進度款項。

(b) 該結餘指擬作為技術轉讓項目出售之開發成本，但尚未訂立合約。

#### 11. TRADE RECEIVABLES – GROUP

The fair value of trade receivables are as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款	35,960	32,692
Less: provision for impairment of receivables	減：壞賬準備	(20,737)	(19,492)
Trade receivables – net	應收貿易賬款淨額	<b>15,223</b>	13,200

#### 11. 應收貿易賬款 – 本集團

應收貿易賬款的公允價值如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 11. TRADE RECEIVABLES – GROUP (Continued)

The Group allows an average credit period of 90 days to its trade customers. As 31 December 2009 and 2008, the ageing of the trade receivables based on invoice date were as follows:

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
1-30 days	1-30天	<b>3,307</b>	324
31 -60 days	31 -60天	<b>1,009</b>	-
61-90 days	61-90天	<b>1,695</b>	-
91-180 days	91-180天	<b>1,060</b>	-
Over 180 days	超過180天	<b>8,152</b>	12,876
		<b>15,223</b>	13,200

As at 31 December 2009, trade receivables of RMB9,212,000 (2008: RMB12,876,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default.

These customers have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not held any collateral over these balances. The ageing analysis of these trade receivables is as follows:

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
91-180 days	91-180天	<b>1,060</b>	-
Over 180 days	超過180天	<b>8,152</b>	12,876
		<b>9,212</b>	12,876

### 11. 應收貿易賬款 – 本集團 (續)

本集團為其客戶提供90天的信用期限。於二零零九年(二零零八年)十二月三十一日, 應收貿易賬款賬齡如下:

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
1-30 days	1-30天	<b>3,307</b>	324
31 -60 days	31 -60天	<b>1,009</b>	-
61-90 days	61-90天	<b>1,695</b>	-
91-180 days	91-180天	<b>1,060</b>	-
Over 180 days	超過180天	<b>8,152</b>	12,876
		<b>15,223</b>	13,200

於二零零九年十二月三十一日, 應收貿易賬款中人民幣9,212,000 (二零零八年: 人民幣12,876,000) 已逾期但未提壞賬準備。這些賬務來自多名在本集團有良好還款記錄的獨立客戶。

基於以往的經驗, 管理當局認為沒有必要計提壞賬準備, 因為這些客戶的信用質量沒有重大改變且相信這些餘額能全部收回, 本集團無此類應收賬款的抵押品。賬齡分析如下:

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 11. TRADE RECEIVABLES – GROUP (Continued)

As of 31 December 2009, trade receivables of RMB1,245,000 (2008: RMB19,492,000) were impaired and provided for. The amount of the provision was RMB20,737,000 as at 31 December 2009 (2008: RMB19,492,000). The individually impaired receivables mainly related to customers, which are in unexpected difficult economic situations. It was assessed that a portion of the receivables is expected to be recovered. The ageing of these receivables is as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Over 180 days	超過180天	1,245	19,492

Movement on the Group's provision for impairment of trade receivables are as follow:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
<b>At 1 January</b>	於一月一日	<b>19,492</b>	12,530
Provision for receivable impairment	應收貿易賬款減值準備	<b>1,245</b>	19,492
Bad debt written off	應收貿易賬款本年銷賬	-	(12,530)
<b>At 31 December</b>	於十二月三十一日	<b>20,737</b>	19,492

The other classes within trade receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.

### 11. 應收貿易賬款 – 本集團 (續)

於二零零九年十二月三十一日，應收貿易賬款中人民幣1,245,000（二零零八年：人民幣19,492,000）計提了壞賬準備，減值準備餘額為人民幣20,737,000（二零零八年：人民幣19,492,000）。單筆減值應收貿易賬款主要來自於遭遇預料之外經濟困境之客戶，預期部份應收貿易賬款可以收回，應收貿易賬款賬齡如下：

應收貿易賬款減值準備變動如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
應收貿易賬款減值準備		1,245	19,492
應收貿易賬款本年銷賬		-	(12,530)
於一月一日		19,492	12,530
於十二月三十一日		20,737	19,492

應收貿易賬款內其他類別不含已減值資產。

於本報告日期，所面臨之最大信用風險為上述應收貿易賬款賬面值。本集團並無持有任何抵押品作為擔保。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 12. PREPAYMENTS AND OTHER RECEIVABLES – GROUP

The prepayments and other receivables are as follows:

		<b>2009</b>	2008
		二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Prepayments	預付賬款	<b>7,808</b>	19,265
Other receivables	其他應收款	<b>27,190</b>	15,170
<b>Total</b>	<b>合計</b>	<b>34,998</b>	34,435

The carrying amounts of prepayments and other receivables approximate their fair values.

#### 13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP AND THE COMPANY

		<b>Group</b>		<b>Company</b>	
		本集團		本公司	
		<b>2009</b>	2008	<b>2009</b>	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Dual currency investment	雙幣投資	<b>8,800</b>	11,285	<b>8,800</b>	11,285
Investment funds	投資基金	<b>7,838</b>	5,959	<b>7,838</b>	5,959
Bond	債券	<b>3,414</b>	3,417	<b>3,414</b>	3,417
Shares	股票	<b>38,413</b>	25,190	<b>38,413</b>	25,190
Investment held for resale	可再售金融資產	-	833	-	-
<b>Total</b>	<b>合計</b>	<b>58,465</b>	46,684	<b>58,465</b>	45,851

Financial assets at fair value through profit or loss are presented within “investing activities” in the cash flow statement.

#### 12. 預付賬款及其他應收款 – 本集團

預付賬款及其他應收款明細如下：

		<b>2009</b>	2008
		二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Prepayments	預付賬款	<b>7,808</b>	19,265
Other receivables	其他應收款	<b>27,190</b>	15,170
<b>Total</b>	<b>合計</b>	<b>34,998</b>	34,435

預付賬款及其他應收款項之賬面值與其公平值相若。

#### 13. 按公平值透過損益記賬之金融資產 – 本集團及本公司

		<b>Group</b>		<b>Company</b>	
		本集團		本公司	
		<b>2009</b>	2008	<b>2009</b>	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Dual currency investment	雙幣投資	<b>8,800</b>	11,285	<b>8,800</b>	11,285
Investment funds	投資基金	<b>7,838</b>	5,959	<b>7,838</b>	5,959
Bond	債券	<b>3,414</b>	3,417	<b>3,414</b>	3,417
Shares	股票	<b>38,413</b>	25,190	<b>38,413</b>	25,190
Investment held for resale	可再售金融資產	-	833	-	-
<b>Total</b>	<b>合計</b>	<b>58,465</b>	46,684	<b>58,465</b>	45,851

按公平值透過損益記賬之金融資產在現金流量表中列示於投資活動項下。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP AND THE COMPANY

(Continued)

Changes in fair values of financial assets at fair value through profit or loss are recorded in “other income” in the statement of comprehensive income (Note 20).

The fair value of all investment funds is based on their current bid prices in an active market.

Financial assets at fair value through profit or loss are denominated in the following currencies:

#### 13. 按公平值透過損益記賬之金融資產 – 本集團及本公司 (續)

按公平值透過損益記賬之金融資產的公平價值變動記錄在綜合收益表中的「其他收入」中列示(附註20)。

所有投資基金之公平值乃根據其於活躍市場之買入價計算。

按公平值透過損益記賬之金融資產以下列貨幣計值：

		Group		Company	
		本集團		本公司	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Renminbi	人民幣	-	833	-	-
HK dollars	港幣	33,765	21,013	33,765	21,013
US dollars	美元	24,700	24,838	24,700	24,838
		<b>58,465</b>	46,684	<b>58,465</b>	45,851

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 14. CASH AND CASH EQUIVALENTS – GROUP AND THE COMPANY

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cash at banks and on hand	銀行存款及庫存現金	14,087	4,508	522	1,113
Short-term bank deposit	短期銀行存款	-	2,203	-	2,203
		<b>14,087</b>	6,711	<b>522</b>	3,316

Cash and cash equivalents included the following for the purpose of the cash flow statement:

現金及現金等價物包括以下內容：

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	14,087	6,711	522	3,316

Bank balances and cash were denominated in following currencies:

銀行餘額及現金以下列貨幣計值：

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Renminbi	人民幣	13,530	3,357	-	-
HK dollars	港幣	-	43	-	43
Swiss Franc	瑞士法郎	-	2,203	-	2,203
US dollars	美元	557	1,105	522	1,067
Others	其他	-	3	-	3
		<b>14,087</b>	6,711	<b>522</b>	3,316

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 15. SHARE CAPITAL – GROUP AND THE COMPANY

### 15. 股本 – 本集團及本公司

		Number of ordinary shares 普通股數目	Amount 金額 HK\$'000 港幣千元	Shown in the financial statements 財務報表列示 RMB'000 人民幣千元
Ordinary shares of HK\$0.10 each Authorised: At 31 December 2008 and 31 December 2009	每股面值0.1港元的普通股 法定： 於二零零八年 十二月三十一日及 二零零九年十二月三十一日	1,000,000,000	100,000	106,000
Issued and fully paid: At 31 December 2008	已發行及繳足 於二零零八年 十二月三十一日	362,806,664	36,281	38,407
Share issued for cash proceeds	以現金收益發行之股份	705,000	70	62
At 31 December 2009	於二零零九年十二月三十一日	363,511,664	36,351	38,469

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 15. SHARE CAPITAL – GROUP AND THE COMPANY

(Continued)

A summary of the above movements in issued share capital of the Company is as follows:

### 15. 股本 – 本集團及本公司 (續)

上述本公司發行股本的變動摘要如下：

		2009 二零零九年		2008 二零零八年	
		Number of issued ordinary shares of HK\$0.1 each 每股面值 港幣0.1元的 普通股 發行股數	Par value 面值 HK\$000 港幣千元	Number of issued ordinary shares of HK\$0.1 each 每股面值 港幣0.1元的 普通股 發行股數	Par value 面值 HK\$000 港幣千元
Beginning of the year	期初	362,806,664	36,281	360,000,000	36,000
Issue of shares pursuant to exercise of share options (Note (a))	根據購股權行使發行之股票 (附註(a))	705,000	70	577,000	58
Issue of shares, net of expenses	發行股票，扣除費用淨額	-	-	2,229,664	223
End of the year	期末	363,511,664	36,351	362,806,664	36,281

Notes:

- (a) During the year, 705,000 (2008: 577,000) new shares of HK\$0.1 each were issued upon the exercise of options under the share option scheme approved by the shareholders of the Company at an exercise price ranging from HK\$0.36 to HK\$0.625 (2008: HK\$0.36 to HK\$0.625) per share. These shares rank pari passu with the existing shares of the Company.

附註：

- (a) 本公司根據由股東批准之購股權計劃，因應購股權持有人以每股\$0.36港幣至\$0.625港幣之行使價行使其購股權以認購本公司股份，本公司因而於年內發行705,000 (二零零八年：577,000)股每股面值\$0.1港幣之新股，該等新股與本公司現有股份享有同等權益。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 15. SHARE CAPITAL – GROUP AND THE COMPANY

(Continued)

The Company has share option schemes as at 31 December 2009, under which it may grant options to employees of the Group to subscribe for shares of the Company. During the year, nil (2008: nil) of these options lapsed in connection with the cessation of employment of certain employees and the expiry of exercise period.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

### 15. 股本 – 本集團及本公司 (續)

於二零零九年十二月三十一日，本公司可就認股權計劃授出認股權予本集團之僱員以購本公司之股份。於年內，沒有（二零零八年：無）購股權因若干僱員離職及到期而告失效。

未行使購股權數目及其有關加權平均行使價之變動詳情如下：

Date of grant 授權日	Exercise price 行權價	Note 附註	Number of share options 購股權數目				At 31 December 2009 於十二月三十一日 二零零九年
			At 1 January 2009 於一月一日 二零零九年	Granted during the year 本年授出	Exercised during the year 本年行權	Lapsed during the year 本年注銷	
20 June 2003 二零零三年六月二十日	HK\$0.32 0.32港元	(i)	9,720,000	-	-	-	9,720,000
20 June 2003 二零零三年六月二十日	HK\$0.40 0.40港元	(ii)	1,800,000	-	-	-	1,800,000
2 March 2005 二零零五年三月二日	HK\$0.52 0.52港元	(iii)	1,827,000	-	(255,000)	-	1,572,000
14 December 2005 二零零五年十二月十四日	HK\$0.45 0.45港元	(iv)	619,200	-	-	-	619,200
10 August 2006 二零零六年八月十日	HK\$0.36 0.36港元	(v)	2,916,900	-	(326,700)	-	2,590,200
10 May 2007 二零零七年五月十日	HK\$0.625 0.625港元	(vi)	6,573,100	-	(123,300)	-	6,449,800
7 April 2009 二零零九年四月七日	HK\$0.435 0.435港元	(vii)	-	11,966,800	-	-	11,966,800
			23,456,200	11,966,800	(705,000)	-	34,718,000

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 15. SHARE CAPITAL – GROUP AND THE COMPANY

(Continued)

The Group issues equity-settled share-based payments to certain directors and employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) 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.

Notes:

- (i) These options are exercisable at HK\$0.32 (RMB0.28) per share in three tranches: the maximum percentage of options exercisable within the periods commencing from 1 January 2004 to 31 December 2004, from 1st January 2005 to 31st December 2005 and after 1st January 2006 are 30%, 60% and 100%, respectively.
- (ii) These options are exercisable at HK\$0.40 (RMB0.35) per share in three tranches: the maximum percentage of options exercisable within the periods commencing from 1 January 2003 to 31 December 2003, 1st January 2004 to 31st December 2004 and after 1 January 2005 are 30%, 60% and 100%, respectively.
- (iii) These options are exercisable at HK\$0.52 (RMB0.46) per share: the share options exercisable within the period commencing from 2 March 2005 to 1 March 2015.
- (iv) These options are exercisable at HK\$0.45 (RMB0.40) per share: the share options exercisable within the period commencing from 14 December 2005 to 13 December 2015.
- (v) These options are exercisable at HK\$0.36 (RMB0.32) per share: the share options exercisable within the period commencing from 10 August 2006 to 9 August 2016.
- (vi) These options are exercisable at HK\$0.625 (RMB0.55) per share: the share options exercisable within the period commencing from 10 May 2007 to 9 May 2017.
- (vii) These options are exercisable at HK\$0.435 (RMB0.38) per share: the share options exercisable within the period commencing from 7 April 2009 to 6 April 2019.

### 15. 股本 – 本集團及本公司 (續)

本集團向若干僱員及董事發行以股權結算並以股份為基礎之付款。以股權結算並以股份為基礎之付款按授出當日之公平值計算(不包括非市場性歸屬條件之影響)。以股權結算並以股份為基礎之付款於授出當日釐定之公平值，乃按照本集團所估計最終歸屬之股份，於歸屬期內以直線法支銷，並因非市場性歸屬條件之影響而作出調整。

附註：

- (i) 該等購股權之行使價為每股0.32港元(0.28人民幣)，可分三期行使：即二零零四年一月一日至二零零四年十二月三十一日、二零零五年一月一日至二零零五年十二月三十一日及二零零六年一月一日以後，分別以30%、60%及100%之可予行使購股權百分比上限認購本公司股份。
- (ii) 該等購股權之行使價為每股0.40港元(0.35人民幣)，可分三期行使：即於二零零三年一月一日至二零零三年十二月三十一日、二零零四年一月一日至二零零四年十二月三十一日及二零零五年一月一日以後，分別以30%、60%及100%之可予行使購股權百分比上限認購本公司股份。
- (iii) 該等購股權之行使價為每股0.52港元(0.46人民幣)，可於二零零五年三月二日至二零一五年三月一日期間認購本公司股份。
- (iv) 該等購股權之行使價為每股0.45港元(0.40人民幣)，可於二零零五年十二月十四日至二零一五年十二月十三日期間認購本公司股份。
- (v) 該等購股權之行使價為每股0.36港元(0.32人民幣)，可於二零零六年八月十日至二零一六年八月九日期間認購本公司股份。
- (vi) 該等購股權之行使價為每股0.625港元(0.55人民幣)，可於二零零七年五月十日至二零一七年五月九日期間認購本公司股份。
- (vii) 該等購股權之行使價為每股0.435港幣(0.38人民幣)，可於二零零九年四月七日至二零一九年四月六日期間認購本公司股份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 15. SHARE CAPITAL – GROUP AND THE COMPANY

(Continued)

The fair value of the options granted as at the date on 7 April 2009 was approximately HK\$2,576,000 (RMB2,270,000), which are determined by using the Trinomial model. The applied assumptions of the model are as follows:

1. an expected volatility of 62.214%;
2. the expected option life of 10 years;
3. risk-free rate of 2.134%; and
4. dividend yield of 0%.

Options exercised during the year resulted in 705,000 (2008: 577,000) ordinary shares being issued at HK\$0.52 (RMB0.46), HK\$0.36 (RMB0.32) and HK\$0.625 (RMB0.55), yielding the following proceeds:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Ordinary share capital – at par	普通股股本 – 按面值	62	51
Share premium	股本溢價	226	199
Proceeds	所得款項	288	250

The related weighted average share price at the time of exercise was HK\$0.46 (RMB0.41) (2008: HK\$0.49 (RMB0.43)) per share.

### 15. 股本 – 本集團及本公司 (續)

於二零零九年四月七日授出之期權以三項式模型計算的公允價值約為2,576,000港元(人民幣2,270,000)。以下為測量期權公允價值的假設基礎：

1. 預期波幅範圍為百分之62.214；
2. 購股權之估計有效期為十年；
3. 無風險利率為百分之2.134；及
4. 股利收益率為0%。

由於執行購股權，本年度增發新股705,000(二零零八年：577,000)股，發行價為0.52港元(人民幣0.46)，0.36港元(人民幣0.32)和0.625港元(人民幣0.55)，產生如下收益：

年內已行使之購股權於行使日期之加權平均股價為每股0.46港元(人民幣0.41)(二零零八年：0.49港元(人民幣0.43))。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. RESERVES – GROUP AND THE COMPANY

### 16. 儲備 – 本集團和本公司

#### (a) Group

#### (a) 本集團

		Share-based payment reserve	Special reserve	Capital reserve	Statutory reserve	Statutory enterprise expansion fund	Retained earnings	Total
		以股份支付 之酬金儲備	特別儲備	資本儲備	法定儲備	法定企業 發展基金	保留盈利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2008	於二零零八年一月一日	2,853	6,039	900	3,803	6,986	61,903	82,484
<b>Comprehensive income</b>	<b>全面收益</b>							
Loss for the year	本年度虧損	-	-	-	-	-	(16,354)	(16,354)
<b>Transactions with owners</b>	<b>所有者交易</b>							
Share premium for exercise of share option	購股權行使股份溢價	-	-	199	-	-	-	199
Exercise of share option	行使期權	(87)	-	87	-	-	-	-
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	(87)	-	286	-	-	-	199
<b>At 31 December 2008</b>	<b>於二零零八年 十二月三十一日</b>	<b>2,766</b>	<b>6,039</b>	<b>1,186</b>	<b>3,803</b>	<b>6,986</b>	<b>45,549</b>	<b>66,329</b>



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. RESERVES – GROUP AND THE COMPANY (Continued)

#### (a) Group (Continued)

2009		Share-based payment reserve	Special reserve	Capital reserve	Statutory reserve	Statutory enterprise expansion fund	Retained earnings	Total
		以股份 支付之 酬金儲備	特別儲備	資本儲備	法定儲備	法定企業 發展基金	保留盈利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2009	於二零零九年一月一日	2,766	6,039	1,186	3,803	6,986	45,549	66,329
<b>Comprehensive income</b>	<b>全面收益</b>							
Profit for the year	本年度盈利	-	-	-	-	-	6,276	6,276
<b>Transactions with owners</b>	<b>所有者交易</b>							
Employee share option benefits	僱員購股權福利	227	-	-	-	-	-	227
Share premium for exercise of share option	購股權行使股份溢價	-	-	226	-	-	-	226
Exercise of share option	行使期權	(47)	-	47	-	-	-	-
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	180	-	273	-	-	-	453
At 31 December 2009	於二零零九年 十二月三十一日	2,946	6,039	1,459	3,803	6,986	51,825	73,058

### 16. 儲備 – 本集團和本公司 (續)

#### (a) 本集團 (續)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. RESERVES – GROUP AND THE COMPANY (Continued)

### 16. 儲備 – 本集團和本公司 (續)

#### (b) Company

#### (b) 本公司

		Share-based payment reserve	Capital reserve	Contribution Surplus	Retained Earnings	Total
		以股份 支付之 酬金儲備	資本儲備	供款盈餘	保留盈利	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2008	於二零零八年一月一日	53	894	28,011	(7,338)	21,620
<b>Comprehensive income</b>	<b>全面收益</b>					
Profit for the year	本年度盈利	-	-	-	35	35
<b>Transactions with owners</b>	<b>所有者交易</b>					
Share premium for exercise of share option	購股權行使股份溢價	-	199	-	-	199
Transfer to reserve	轉入儲備	2,800	-	-	(2,800)	-
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	2,800	199	-	(2,800)	199
<b>At 31 December 2008 and 1 January 2009</b>	<b>於二零零八年十二月三十一日 和二零零九年一月一日</b>	2,853	1,093	28,011	(10,103)	21,854
<b>Comprehensive income</b>	<b>全面收益</b>					
Loss for the year	本年度虧損	-	-	-	(7,616)	(7,616)
<b>Transactions with owners</b>	<b>所有者交易</b>					
Employee share option benefits	僱員購股權福利	227	-	-	-	227
Share premium for exercise of share option	購股權行使股份溢價	-	226	-	-	226
Exercise of share option	行使期權	(47)	47	-	-	-
<b>Total transactions with owners</b>	<b>所有者交易合計</b>	180	273	-	-	453
<b>At 31 December 2009</b>	<b>於二零零九年十二月三十一日</b>	<b>3,033</b>	<b>1,366</b>	<b>28,011</b>	<b>(17,719)</b>	<b>14,691</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. RESERVES – GROUP AND THE COMPANY (Continued)

#### Statutory reserve

In accordance with the relevant PRC regulations applicable to wholly foreign owned enterprises, the PRC subsidiaries are required to appropriate to reserve fund an amount of not less than 10% of the profit after taxation, calculated based on PRC accounting standards. Should the accumulated total of this reserve fund reach 50% of the registered capital of the PRC subsidiaries, the subsidiaries will not be required to make any further appropriation. Pursuant to the relevant PRC regulations, this reserve can be used for making up losses and increase of capital.

#### Statutory enterprise expansion fund

As stipulated by the relevant PRC laws and regulations, the subsidiaries of the Company established in the PRC shall appropriate 5% or 10% of its net profit after taxation as the statutory enterprise expansion fund. The director shall have discretion in determining the percentage within the range specified by the relevant PRC laws and regulations.

#### Special reserve

The special reserve represents the differences between the nominal value of the shares of VP (BVI), the company which was the holding company of other members of the Group prior to the Group Reorganisation, and the nominal value of the Company's shares issued thereof pursuant to the Group Reorganisation.

### 16. 儲備 – 本集團和本公司 (續)

#### 法定儲備

根據有關中國有關外資企業的法例及法規之規定，本公司於中國成立之附屬公司須按中國會計標準將其除稅後純利之10%撥入法定盈餘儲備基金，直至儲備結餘達附屬公司註冊股本50%。儲備基金僅可用以抵消累計虧損或增加資本。

#### 法定企業發展基金

根據有關中國法例及法規之規定，本公司於中國成立之附屬公司須將其除稅後純利之5%或10%撥入法定企業發展基金。董事可根據有關中國法例及法規所規定之範圍而酌情釐定百分比。

#### 特別儲備

特別儲備是指VP(BVI) (本集團重組前本集團其他成員公司之控股公司) 股份面值及本公司根據本集團重組而發行之股份面值兩者間之差額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 16. RESERVES – GROUP AND THE COMPANY (Continued)

#### Capital reserve

The capital reserve represents the additional contributions made by the shareholders of the Company prior to the listing of the Company's shares on the Stock Exchange and the additional contributions made by the minority shareholder of a subsidiary of the Company during the year.

#### Contributed surplus

The contributed surplus of the Company represents the difference between the net assets of the subsidiaries and the nominal amount of the Company's shares issued in exchange thereof pursuant to the Group Reorganisation.

The Company's reserves available for distribution to its shareholders comprise share premium, capital reserve, contributed surplus and accumulated profit which in aggregate amounted to RMB14,691,000 (2008: RMB21,854,000). In accordance with the Company's Articles of Association, dividends shall be payable out of the profit or other reserves, including the share premium account, of the Company and, under the Companies Law (2002 Revision) of the Cayman Islands, the Company must be able to pay its debts as they fall due in the ordinary course of business immediately following the distribution of dividend.

### 16. 儲備 – 本集團和本公司 (續)

#### 資本儲備

資本儲備是指本公司股東於本公司股份在聯交所上市前所作之額外注資，以及本公司附屬公司少數股東於年內所作額外注資。

#### 供款盈餘

本公司之供款盈餘是指附屬公司之資產淨值及本公司根據本集團重組發行以作交換之股份面值兩者間之差額。

本公司可供分派予股東之儲備包括股份溢價、資本儲備、實繳溢價及累計溢利，合共人民幣14,691,000（二零零八年：人民幣21,854,000）。根據本公司組織章程，應付之股息須自本公司溢利或其他儲備中撥出（包括股份溢價賬）。此外，根據開曼群島之公司法（二零零二年修訂版），本公司須在緊接派發股息之後，能夠支付日常業務中到期之借貸。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 17. OTHER PAYABLES AND ACCRUALS – GROUP AND THE COMPANY

### 17. 其他應付款及應付費用 – 本集團和本公司

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Other payables	其他應付款	12,113	6,766	6,678	3,215
Accrued expenses	應付費用	1,255	1,395	550	500
		<b>13,368</b>	8,161	<b>7,228</b>	3,715

### 18. BORROWINGS – GROUP AND THE COMPANY

### 18. 借款 – 本集團和本公司

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Non-current Convertible bonds	非流動 可換股債券	78,333	65,785	78,333	65,785

The effective interest rate at the reporting date was as follows:

申報日有效利息率表示如下：

		Group 本集團		Company 本公司	
		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Convertible bonds	可換股債券	3.5%	3.5%	3.5%	3.5%

At 31 December 2009, the carrying amounts and fair value of the non-current convertible bonds for the Group and the Company amounted approximately of RMB78,333,000 and RMB78,333,000 respectively (2008: RMB65,785,000 and RMB65,785,000).

於二零零九年十二月三十一日，本集團和本公司的非流動可換股債券的賬面值和公平價值分別為人民幣78,333,000和人民幣78,333,000（二零零八年：人民幣65,785,000和人民幣65,785,000）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 18. BORROWINGS – GROUP AND THE COMPANY

(Continued)

The carrying amounts of the Group's and the Company's borrowings are denominated in the following currencies:

Swiss Francs

瑞士法郎

#### Convertible bonds

On 10 September 2007, Venturepharm Laboratories Limited, issued bonds of an aggregate principal amount of CHF15,000,000 (the "Bonds"). Unless previously redeemed, repurchased and cancelled or converted, any outstanding Convertible Notes shall be redeemed at the Redemption Amount on the date falling on the fifth anniversary of the date of issue of the Convertible Notes.

The Noteholders will have the right to convert, at the Conversion Price, the whole of the principal amount of the Convertible Notes into Shares at any time and from time to time, from the date of issue of the Convertible Notes.

### 18. 借款 – 本集團和本公司 (續)

本集團和本公司的借款賬面值以下列貨幣交易：

#### Group and the Company

##### 本集團和本公司

2009	2008
二零零九年	二零零八年
RMB'000	RMB'000
人民幣千元	人民幣千元

78,333

65,785

#### 可換股債券

於二零零七年九月十日，萬全科技藥業有限公司發行本金總額為15,000,000瑞士法郎之債券（「債券」）。除非先前已經予以贖回、購回及註銷或轉換，本公司將於可換股票據之發行日期第五週年當日以贖回金額贖回任何未償還的可換股債券。

票據持有人可自可換股票據發行日期起任何時候及不時於每次轉換時按換股價格將全部本金額可換股票據轉換成股份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 18. BORROWINGS – GROUP AND THE COMPANY

(Continued)

#### Convertible bonds (Continued)

Noteholders may at any time during the period on or after the date of issue of the Convertible Notes and prior to the close of business on the Maturity Date or (i) if the Company shall have exercised its rights to redeem the Convertible Notes (Tax Redemption or Early Redemption), then up to the fifth business day preceding the date fixed for such redemption, (ii) if the Company shall be in breach of its obligations under the terms of the Convertible Notes (Event of Default), then up to the time when the Convertible Notes become due and repayable to convert, at the Conversion Price, the whole or any part of the Convertible Notes held by the Noteholders into Conversion Shares.

The Company shall be entitled at any time while the Convertible Notes are outstanding to redeem all outstanding Convertible Notes at the Redemption Amount provided that the closing price of the Shares on the Stock Exchange for a period of 30 consecutive trading days is at least 130% of the then applicable Conversion Price on each such trading day.

### 18. 借款 – 本集團和本公司 (續)

#### 可轉換債券 (續)

票據持有人可在可換股票據發行日起或之後並在到期日營業結束前的期間內之任何時間，或者(i)若公司行使贖回可換股票據(稅收贖回或提早贖回)之權利，則直到定為贖回之日前的第五個營業日；(ii)若公司違反其於可換股票據條款項下的責任(違約事件)，則直到可換股債券到期須償還時，按換股價格將票據所有人所持有的全部或任何部份可換股票據轉換成換股股份。

倘若聯交所連續三十個交易日之股份收盤價至少是在每個如此之交易日當時適用之換股價格的130%，本公司有權在可換股票據尚未償還時，隨時按贖回所有已經公開發行並出售的可換股票據。

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Convertible bonds	<b>78,333</b>	65,785

Interest expense of approximately RMB3,914,000 (2008: RMB3,991,000) has been recognised in the statement of comprehensive income in respect of the convertible bonds for the year ended 31 December 2009.

於二零零九年十二月三十一日止，大概人民幣3,914,000(二零零八年：人民幣3,991,000)的可換股債券利息費用於全面收益表中列支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 19. DEFERRED TAX ASSETS – GROUP

Deferred taxation is calculated in full on temporary differences under the liability method using the applicable taxation rates prevailing in the countries/places in which the Group operates.

Details of deferred taxation are as follows:

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Deferred tax assets:		
– Deferred tax asset to be recovered after more than 12 months	6,813	5,753
– Deferred tax asset to be recovered within 12 months	907	2,375
	<b>7,720</b>	8,128

No deferred taxation was charged to equity during the year (2008: Nil).

The movements in deferred tax assets during the year are as follows:

	Provisions 撥備		Tax loss 稅務虧損		Total 合計	
	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
At 1 January	5,753	–	2,375	–	8,128	–
Debited to the statement of comprehensive income	–	–	(2,159)	–	(2,159)	–
Credited to the statement of comprehensive income	1,060	5,753	691	2,375	1,751	8,128
At 31 December	<b>6,813</b>	5,753	<b>907</b>	2,375	<b>7,720</b>	8,128

Deferred tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The tax losses do not expire under current tax legislation.

There was no material unprovided deferred tax as at 31 December 2009 (2008: Nil).

### 19. 遞延稅款

遞延稅款是用本集團經營所在地所適用之稅率以暫時差異為基礎使用負債法來計算：

遞延稅款詳情如下：

	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
遞延稅款資產		
– 十二月以上回轉的遞延稅款資產	6,813	5,753
– 十二月之內回轉的遞延稅款資產	907	2,375
	<b>7,720</b>	8,128

本年無遞延所得稅沖減權益（二零零八年：無）。

本年遞延所得稅款資產變動如下：

除非未來有應稅收入足以抵減其臨時性差異所影響稅額，才能確認遞延資產。根據目前稅法，稅務虧損不會過期。

於二零零九年十二月三十一日，無重大未撥備遞延稅款（二零零八年：無）。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 20. OTHER INCOME

#### 20. 其他收入

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Government subsidy	政府資助	184	197
Subsidies received from third parties	協力廠商補助	291	-
Financial assets at fair value through profit or loss	按公平值透過損益記賬之金融資產		
– fair value losses	– 公平價損失	-	(23,461)
– fair value gains	– 公平價贏利	4,780	913
Dividend income	股利收入	133	214
Business tax refund	營業稅收退還	159	205
(Loss)/gain on revaluation of corporate bond	可換股債券重估(虧損)/收益	(9,996)	30,404
Profit on disposal of financial assets	證券交易收益	6,286	3,538
Others	其他收入	360	305
		<b>2,197</b>	<b>12,315</b>

During the year, the Group received RMB184,000 of government subsidy (2008: RMB197,000) towards the research and development projects.

本年度本集團獲得有關研發項目的政府資助人民幣184,000(二零零八年: 人民幣197,000)。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 21. FINANCE INCOME AND COSTS

### 21. 利息收入及財務費用

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Interest expense:	利息費用		
– Bank charges	– 銀行費用	(28)	(53)
– Exchange loss	– 匯兌損失	(1,878)	(3,687)
– Interest on margin financing	– 籌資費用	(481)	(237)
– Convertible bond interest	– 可換股債券利息	(3,317)	(3,397)
– Convertible bond expenses	– 可換股債券費用	(597)	(594)
Finance costs	財務費用	(6,301)	(7,968)
Finance income	利息收入		
– Interest income from short term bank deposits	– 短期銀行存款利息收入	1,084	573
Finance income	利息收入	1,084	573
Net finance costs	淨財務費用	(5,217)	(7,395)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 22. EXPENSES BY NATURE

Expenses included in cost of sales and administrative expenses are analysed as follows:

### 22. 費用性質

營業成本及管理費用分析如下：

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cost of material consumed	原材料消耗成本	14,246	12,098
Depreciation	折舊	1,834	2,747
Amortisation of new drugs technology including in administrative expenses	管理費用中新藥技術開發攤銷	1,071	1,741
Auditors' remuneration	審計費用	641	624
Employee benefit expenses (Note 23)	僱員福利費用(附註23)	13,402	18,725
Operating lease payment	經營租賃費用	2,332	2,256
Loss on disposal of property plant and equipment	出售物業，設備及廠房損失	-	282
Provision for doubtful debt (Note 11)	壞賬準備(附註11)	1,245	19,492
Impairment loss of intangible assets	無形資產減值損失	-	7,465

### 23. EMPLOYEE BENEFIT EXPENSE

### 23. 僱員福利費用

		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages and salaries	工資及薪金	11,672	17,903
Retirement benefits scheme contributions	退休福利計劃供款	1,503	822
Employee share option benefits	僱員購股權福利	227	-
		13,402	18,725

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 23. EMPLOYEE BENEFIT EXPENSE

#### (a) Directors' and senior management's emoluments

	Director's fee		Salaries and bonus		Provident fund contribution		Employee share-based payment		Total	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
William, Xia GUO 郭夏	-	-	466	479	-	-	17	-	483	479
Maria, Siu Mui SONG 宋雪梅	-	-	381	373	15	14	15	159	411	546
FENG Tao 馮濤	-	-	-	-	-	-	2	-	2	-
Wu Xin 吳欣	-	-	-	-	-	-	2	-	2	-
Nathan Xin ZHANG 張欣	-	-	-	-	-	-	2	-	2	-
WU Ming Yu 吳明瑜	30	30	-	-	-	-	2	-	32	30
Paul CONTOMICHALOS Paul CONTOMICHALOS	-	-	-	-	-	-	2	-	2	-
WANG Hong Bo 王紅波	-	-	-	-	-	-	2	-	2	-
	30	30	847	852	15	14	44	159	936	1,055

### 23. 僱員福利支出

#### (a) 董事及高級管理層酬金

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 23. EMPLOYEE BENEFIT EXPENSE (Continued)

#### (b) Five highest paid individual

The five individuals whose emoluments were the highest in the Group for the year included one (2008: two) director whose emolument is reflected in the analysis presented above. The emoluments payable of the remaining four (2008: three) individuals during the year are as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	999	1,360
Employee share-based payment	員工股份付款	17	269
Retirement benefits scheme contributions	退休福利計劃供款	60	43
		<b>1,076</b>	<b>1,672</b>

The emoluments of each of the five highest paid employees are less than HKD1,000,000.

During the year, no emoluments were paid by the Group to any directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments in the year.

### 23. 僱員福利支出 (續)

#### (b) 五名最高薪酬人士

五名最高薪酬人士包括一名(二零零八年: 兩名)本公司董事。他們的薪酬前面已做分析。其餘四名(二零零八年: 三名)之酬金如下:

五名最高薪酬僱員之酬金均少於1,000,000港元。

本年度內，本集團概無向本公司董事或五名最高薪酬人士支付任何酬金，作為加入或在加入本集團時之獎勵，或作為離職賠償，而董事亦概無於年內放棄任何酬金。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 24. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group had no estimated assessable profit generated in Hong Kong for the year (2008: Nil).

PRC enterprise income tax has been calculated on the estimated assessable profit for the year according to the relevant laws and regulations.

Beijing Dezhong-Venture Pharmaceutical Technology Development Co., Ltd. ("Dezhong VP") and Beijing New Dezhong-Venture Pharmaceutical Technology Development Co., Ltd. ("New Dezhong VP"), subsidiaries of the Company, qualify as foreign investment industrial and high technology enterprises and are subject to PRC enterprise income tax at a rate of 20 per cent (2008: 15 per cent) on its income after offsetting prior year's losses.

The amount of taxation charged to the consolidated statement of comprehensive income represents:

### 24. 所得稅費用

由於本集團於年度內並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備（二零零八年：無）。

中國企業所得稅乃根據中國相關法律及規例計算。

本公司附屬公司北京德眾萬全藥物技術開發有限公司（「德眾萬全」）和北京德眾萬全醫藥科技有限公司（「萬全醫藥科技」）被認定為外資企業和高科技企業，執行中國企業所得稅法，抵扣以前年度虧損後利潤以20%（二零零八年：15%）稅率計算繳納所得稅。

綜合全面收益表中稅收費用如下：

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
PRC enterprise income tax	中國企業所得稅		
– current year	– 本年度	1,998	2,129
– over-provision in prior years	– 以前年度過度撥備	(2,129)	(3,931)
Deferred taxation (Note 19)	遞延稅款（附註19）	408	(8,128)
		<b>277</b>	<b>(9,930)</b>

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 24. INCOME TAX (Continued)

The tax on the Group's profit/(loss) before tax differs from the theoretical amount that would arise using PRC enterprise income tax rate as follows:

		<b>2009</b>	2008
		二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Profit/(loss) before tax	稅前利潤／(虧損)	<b>6,310</b>	(27,242)
Calculated at a taxation rate of 20% (2008: 15%)	以20%稅率計稅(2008: 15%)	<b>1,262</b>	(4,086)
Different taxation rates	其他稅率計稅	<b>2,113</b>	(1,668)
Income not subject to taxation	不計稅收入	-	(245)
Change in opening deferred taxes resulting from change in tax rate	稅率變化對期初遞延所得稅資產所產生的變化	<b>(969)</b>	-
Over-provision in prior years	以前年度過度撥備	<b>(2,129)</b>	(3,931)
Taxation	本年度所得稅費用	<b>277</b>	(9,930)

The National People's Congress approved the Corporate Income Tax Law of the PRC (the new "CIT Law") on 16 March 2007 and the State Council announced the Detail Implementation Regulations ("DIR") on 6 December 2007, which was effective from 1 January 2008. According to the new CIT Law, the income tax rates for both domestic and foreign investment enterprises will be unified at 25% effective from 1 January 2008. However, for enterprises which were established before the publication of the new CIT Law and were entitled to preferential treatments of reduced CIT tax rate granted by relevant tax authorities, the new CIT rate may be gradually increased to 25% within 5 years after the effective date of the new CIT Law. For the region that enjoys a reduced CIT rate at 15%, the new CIT rate will gradually increase to 18% for 2008, 20% for 2009, 22% for 2010, 24% for 2011 and 25% for 2012 according to grandfathering rules stipulated in the DIR and related circular. Enterprises that are currently entitled to exemptions or reductions from the standard income tax rate for a fixed term may continue to enjoy such treatment until the fixed term expires.

### 24. 所得稅費用 (續)

以稅前利潤／(虧損)為基礎，本集團所得稅與以中國稅法企業所得稅率計算之理論稅額之區別如下：

		<b>2009</b>	2008
		二零零九年	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Profit/(loss) before tax	稅前利潤／(虧損)	<b>6,310</b>	(27,242)
Calculated at a taxation rate of 20% (2008: 15%)	以20%稅率計稅(2008: 15%)	<b>1,262</b>	(4,086)
Different taxation rates	其他稅率計稅	<b>2,113</b>	(1,668)
Income not subject to taxation	不計稅收入	-	(245)
Change in opening deferred taxes resulting from change in tax rate	稅率變化對期初遞延所得稅資產所產生的變化	<b>(969)</b>	-
Over-provision in prior years	以前年度過度撥備	<b>(2,129)</b>	(3,931)
Taxation	本年度所得稅費用	<b>277</b>	(9,930)

中國人民代表大會於二零零七年三月十六日批准中華人民共和國的《企業所得稅法》(新《企業所得稅法》)，國務院於二零零七年十二月六日頒佈了新《企業所得稅法實施條例》，新企業所得稅法與實施條例於二零零八年一月一日起實施。按照新企業所得稅法規定，內資企業與外資企業所得稅率將從二零零八年一月一日起統一為25%，對於新稅法頒佈前成立的企業經相關稅務局的批准享受優惠低稅率的企業，按所得稅實施條例規定，新稅率將逐步在新稅法生效後五年內逐步提高，於二零零八年、二零零九年、二零一零年、二零一一年、二零一二年分別使用18%、20%、22%、24%、25%的稅率。目前享有減免稅的企業將繼續享受，直至優惠期滿。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 25. PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The profit/(loss) attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately RMB6,276,000 (2008: Loss RMB16,354,000).

### 25. 本公司權益持有人應佔的損益

在本公司財務報表中，本公司權益持有人應佔的溢利為人民幣6,276,000（二零零八年：虧損人民幣16,354,000）。

### 26. BASIC AND DILUTED EARNING/(LOSS) PER SHARE

#### (a) Basic earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

### 26. 基本及攤薄每股盈利／（虧損）

#### (a) 每股基本盈利／（虧損）

每股基本盈利／（虧損）的計算乃基於年內本公司普通股股東應佔溢利／（虧損）及年內本公司已發行普通股加權平均股數。

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Profit/(loss) attributable to equity holders of the Company	本公司普通股股東應佔溢利／（虧損）	<b>6,276</b>	(16,354)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均股數（千股）	<b>362,810</b>	361,735



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 26. BASIC AND DILUTED EARNING/(LOSS) PER SHARE

(Continued)

#### (b) Diluted earnings/(loss) per share

The calculation of the diluted earnings/(loss) per share for the year is based on the profit/(loss) attributable to ordinary equity shareholders and adjusted to eliminate the interest expense less the tax effect. The weighted average number of 433,445,000 (2008: 441,402,000) ordinary shares after adjusting for the effect of the dilutive potential ordinary shares to be issued to the exercise of the options granted under all relevant Share Option Schemes and the conversion of convertible bond as detailed below of 70,635,000 (2008: 79,667,000) shares, calculated as follows:

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit/(loss) attributable to equity holders of the Company	本公司普通股股東應佔溢利／(虧損)	<b>6,276</b>	(16,354)
Interest expense on convertible bond (net of tax)	可換股債券利息(除稅後)	<b>3,317</b>	3,397
Profit/(loss) used to determine diluted earnings per share	用以計算每股攤薄盈利／(虧損)的收入	<b>9,593</b>	(12,957)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均股數(千股)	<b>362,810</b>	361,735
Adjustment for:	調整:		
– Effect of deemed issue of ordinary shares under the Company's Share option schemes and the conversion of convertible bond (thousands)	根據本公司購股權計劃及可換股債券或有可能進行換股等視作發行普通股的影響(千股)	<b>70,635</b>	79,667
Weighted average number of ordinary shares for diluted earnings per share (thousands)	計算每股攤薄盈利之普通股加權平均股數(千股)	<b>433,445</b>	441,402

No diluted profit/(loss) per share for the years ended 31 December 2009 and 2008 is presented as the assumed conversion of convertible bond would result in a increase/(decrease) in profit/(loss) per share.

### 26. 基本及攤薄每股盈利／(虧損)(續)

#### (b) 每股攤薄盈利／(虧損)

每股攤薄盈利／(虧損)的計算乃基於年內本公司普通股股東應佔溢利並調整除稅後之可換股債券利息。普通股加權平均股數433,445,000股(二零零八年: 441,402,000股), 已就由於行使有關購股權計劃下授出的購股權及可換股債券而將予發行的攤薄潛在普通股70,635,000股(二零零八年: 79,667,000股)的影響作出調整, 計算如下:

由於購股權計劃及可換股債券或有可能進行換股, 而此將令每股盈利增加或虧損減少, 故未呈列截至二零零九年及二零零八之十二月三十一日止兩個年度之每股攤薄盈利或虧損。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 27. CASH GENERATED FROM/(USED IN) OPERATIONS

### 27. 經營產生現金流量

		2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Profit/(loss) before income tax	稅前利潤／(虧損)	<b>6,310</b>	(27,242)
Adjustment for	調整		
– Depreciation (Note 6)	– 折舊 (附註6)	<b>1,834</b>	2,329
– Dividend income from financial assets at fair value through profit or loss	– 按公平值透過損益記賬之金融資產股息收入	<b>(133)</b>	(214)
– Amortisation (Note 7)	– 攤銷 (附註7)	<b>1,071</b>	1,741
– Fair values loss/(gain) on convertible bond	– 可換股債券重估虧損／(收益)	<b>9,996</b>	(30,404)
– Exchange gain	– 匯兌損益	<b>1,650</b>	253
– Impairment of intangible asset	– 無形資產減值	–	7,465
– Profit on disposal of financial assets at fair value through profit or loss	– 按公平值透過損益記賬之金融資產變賣損益	<b>(6,286)</b>	–
– Provision on accounts receivable	– 應收貿易賬款減值撥備	<b>1,245</b>	19,492
– Gain on disposal of property, plant and equipment	– 處置物業、廠房及設備收益	–	405
– Finance cost – net	– 財務費用 – 淨值	<b>2,680</b>	2,882
– Fair value (gains)/losses on other financial assets at fair value through profit or loss	– 按公平值透過損益記賬之金融資產公平價值變動損益	<b>(4,780)</b>	19,019
– Employee share option benefits	– 僱員購股權福利	<b>227</b>	–
		<b>13,814</b>	(4,274)
Operating cash flow before movement in working capital	營運資金變動		
– Work-in-progress	– 在產品	<b>(4,364)</b>	(2,476)
– Trade receivables	– 應收貿易賬款	<b>(3,268)</b>	(1,985)
– Prepayments and other receivables	– 預付賬款及其他應收款	<b>(563)</b>	406
– Amounts due from related companies	– 應收關聯方款項	–	629
– Other payables and accruals	– 其他應付款及應付費用	<b>5,207</b>	2,639
– Receipt in advance	– 預收賬款	<b>(796)</b>	(19,829)
Cash generated from/(used in) operations	經營活動產生現金流入／(流出)	<b>10,030</b>	(24,890)

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 28. OPERATING LEASE COMMITMENTS

At the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of machinery, land and buildings which fall due as follows:

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
No later than 1 year	一年內	<b>2,122</b>	2,188
Later than 1 year and no later than 5 years	一年以上但五年以內	<b>2,910</b>	6,528
Later than 5 years	超過五年	<b>475</b>	1,954
		<b>5,507</b>	10,670

#### 29. RELATED-PARTY TRANSACTIONS

Key personnel management:

Remuneration for key personnel management, including amount paid to the Company's directors and certain of the highest paid employee, as disclosed in note 23 is as follows:

		<b>2009</b>	2008
		<b>二零零九年</b>	二零零八年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Salaries and allowances	薪金福利	<b>999</b>	1,360
Share-based payment	股份支付費用	<b>332</b>	269
Retirement benefits scheme contributions	退休金供款	<b>60</b>	43
		<b>1,391</b>	1,672

#### 28. 經營租約承擔

於結算日，本集團根據有關機器、土地及樓宇的不可撤銷經營租約承擔之未來最低租金如下：

#### 29. 關聯交易

重要管理人員：

付給重要管理人員個人的報酬，包括付給公司董事和若干高薪人員的報酬。(本公司與該等有關連人士之結餘載於附註23) 詳情如下：

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

#### 30. CONTINGENT LIABILITIES

As at 31 December 2009, the Group and the Company has no significant contingent liabilities.

#### 31. CAPITAL COMMITMENT

Capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

#### 30. 或然負債

於二零零九年十二月三十一日，本集團和本公司均無重大或有負債。

#### 31. 資本承擔

於申報日，本集團已簽定但並未發生之資本承擔如下：

	<b>2009</b>	2008
	<b>二零零九年</b>	二零零八年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
Property, plant and equipment	<b>730</b>	-
物業、廠房及設備		

## FIVE YEARS FINANCIAL SUMMARY

### 五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Turnover	營業額	42,157	57,052	38,729	39,186	<b>47,308</b>
Profit/(loss) before tax	稅前溢利／(虧損)	6,403	18,773	1,888	(27,242)	<b>6,310</b>
Income tax	所得稅	(887)	(3,175)	(788)	9,930	<b>(277)</b>
Profit/(loss) after tax before minority interest	除稅後但未計少數股東權益前溢利／(虧損)	5,516	15,598	1,100	(17,312)	<b>6,033</b>
Minority interest	少數股東權益	128	(35)	497	958	<b>243</b>
Profit/(loss) for the year after minority interest	扣除少數股東權益後之本年度溢利／(虧損)	5,644	15,563	1,597	(16,354)	<b>6,276</b>

## ASSETS AND LIABILITIES

## 資產及負債

		Year ended 31 December 於十二月三十一日止年度				
		2005	2006	2007	2008	2009
		二零零五年	二零零六年	二零零七年	二零零八年	二零零九年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets less current liabilities	總資產減流動負債	106,398	122,136	219,172	172,141	<b>191,237</b>
Non current liabilities	非流動負債					
Corporate bonds payable	應付公司債券	-	-	(95,936)	(65,785)	<b>(78,333)</b>
Minority interest	少數股東權益	(3,054)	(3,089)	(2,592)	(1,620)	<b>(1,377)</b>
Shareholders' funds	股東資金	103,344	119,047	120,644	104,736	<b>111,527</b>

## FIVE YEARS FINANCIAL SUMMARY

### 五年財務概要

Notes to the financial summary:

1. The results for each for the five years ended 31 December 2009 have been prepared on a combined basis to indicate the results of the Group as if the Group structure, at the time when the Company's shares were listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, had been in existence throughout the years concerned. The results for each of the four years ended 31 December 2005, 2006, 2007 and 2008 have been extracted from the corresponding audited annual financial statements.
2. This financial summary indicates the consolidated results of the Company and its subsidiaries with effect from 1 January 2005 or since their respective dates of incorporation or acquisition, whichever is a shorter period. The consolidation statement of financial position at 31 December 2005, 2006, 2007, 2008 and 2009 are the combination of the statement of financial position of the Company and its subsidiaries at 31 December 2005, 2006, 2007, 2008 and 2009. In the opinion of the directors, the resulting consolidated financial statements give a more meaningful view of the results and state of affairs of the Group as a whole.

財務概要附註：

1. 截至二零零九年十二月三十一日止五個年度各年之業績已按照合併基準編制，以顯示本集團之結構於本公司股份在香港聯合交易所有限公司創業板上市時已一直存在。截至二零零五年、二零零六年、二零零七年及二零零八年十二月三十一日止四個年度各年之業績乃摘錄自相應之經審核年度財務報表。
2. 本財務概要顯示本公司及其附屬公司自二零零五年一月一日或彼等各自註冊成立或收購日期（以較近日期為準）以來之綜合業績。於二零零五年、二零零六年、二零零七年、二零零八及二零零九年十二月三十一日之綜合財務狀況表乃本公司及其附屬公司於二零零五年、二零零六年、二零零七年、二零零八及二零零九年十二月三十一日之財務狀況表之合併。董事認為，合併後之綜合財務報表更好地呈現本集團之業績及整體狀況。

