



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

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158

First Quarterly Report
第一季度報告 2011

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

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

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This report, for which the directors of China Bio-Med Regeneration Technology Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to China Bio-Med Regeneration Technology Limited. The directors of China Bio-Med Regeneration Technology Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)之特色

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

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

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本報告旨在遵照聯交所創業板證券上市規則(「創業板上市規則」)之規定，提供有關中國生物醫學再生科技有限公司之資料。中國生物醫學再生科技有限公司各董事對此共同及個別承擔全部責任。中國生物醫學再生科技有限公司董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

The board of Directors (the “Board”) of China Bio-Med Regeneration Technology Limited (the “Company”) hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 July 2011, together with the comparative unaudited figures for the corresponding period in 2010 as follows:

中國生物醫學再生科技有限公司(「本公司」)董事會(「董事會」)謹此宣佈本公司及其附屬公司(統稱「本集團」)截至二零一一年七月三十一日止三個月之未經審核綜合業績，連同二零一零年同期之未經審核比較數字如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 July 2011

未經審核簡明綜合全面收入報表

截至二零一一年七月三十一日止三個月

Three months ended 31 July
截至七月三十一日止三個月

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Revenue	收益	3	110	28
Cost of sales	銷售成本		(73)	(16)
Gross profit	毛利		37	12
Other income	其他收入		1,509	9
Administrative expenses	行政開支		(12,166)	(10,181)
Operating loss	經營虧損		(10,620)	(10,160)
Finance costs	財務費用	5	(628)	(1,207)
Loss before income tax	除所得稅前虧損		(11,248)	(11,367)
Income tax credit	所得稅抵免	6	485	—
Loss for the period	本期間虧損		(10,763)	(11,367)
Other comprehensive income	其他全面收入			
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)		209	(176)
Other comprehensive income for the period	期內其他全面收入		209	(176)
Total comprehensive income for the period	期內全面總收入		(10,554)	(11,543)

Three months ended 31 July
截至七月三十一日止三個月

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss for the period attributable to:			
Loss for the period attributable to:			
Owners of the Company	本公司擁有人	(9,997)	(8,068)
Non-controlling interests	非控股股東權益	(766)	(3,299)
		(10,763)	(11,367)
Total comprehensive income attributable to:			
Owners of the Company	本公司擁有人	(9,810)	(8,244)
Non-controlling interests	非控股股東權益	(744)	(3,299)
		(10,554)	(11,543)
Loss per share for loss attributable to owners of the Company	本公司擁有人應佔虧損之每股虧損		
	8		
– basic and diluted (HK cents)	– 基本及攤薄(港仙)	(0.142)	(0.136)

Notes:

1. GENERAL INFORMATION

China Bio-Med Regeneration Technology Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of Cayman Islands on 20 April 2001. The address of its registered office is P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is Suites 3101-5, 31st Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on the Growth Enterprises Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are the provision of tissue engineering products.

附註：

1. 一般資料

中國生物醫學再生科技有限公司(「本公司」)於二零零一年四月二十日根據開曼群島公司法(二零零一年修訂版)在開曼群島註冊成立為受豁免有限公司。其註冊辦事處及主要營業地點之地址分別為P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands及香港灣仔告士打道108號大新金融中心31樓3101-5室。本公司股份於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司乃一間投資控股公司，其附屬公司的主要業務為提供組織工程產品。

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months ended 31 July 2011 have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”), issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosure required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The unaudited consolidated results have been prepared under the historical cost convention.

The principal accounting policies used in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 30 April 2011.

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

3. REVENUE

The Group’s revenue represents the net amounts received and receivable from sales of goods provided by the Group to outside customers and invoiced value during the three months ended 31 July.

2. 編製基準

截至二零一一年七月三十一日止三個月之未經審核簡明綜合財務報表乃遵照香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)、香港公認會計政策，以及聯交所創業板證券上市規則及香港公司條例之適用披露規定所編製。

未經審核綜合業績乃根據歷史成本法編製。

編製未經審核綜合業績所使用之主要會計政策與編製本集團截至二零一一年四月三十日止年度之年度綜合財務報表時所採用者貫徹一致。

未經審核綜合業績已由本公司審核委員會審閱。

3. 收益

本集團收益指本集團於截至七月三十一日止三個月內向外部客戶出售貨物之已收及應收款項淨額，以及發票價值。

Three months ended 31 July 截至七月三十一日止三個月

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Sales of tissue engineering products 銷售組織工程產品	110	28
	110	28

4. LOSS BEFORE INCOME TAX

4. 除所得稅前虧損

Three months ended 31 July
截至七月三十一日止三個月

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss before income tax has been arrived at after charging/(crediting):		
Amortisation of land use rights	27	25
Amortisation of intangible assets	3,837	3,819
Depreciation	282	235
Operating lease rentals in respect of office premises	962	1,121
Employee benefit expenses (including directors' emoluments)		
Salaries, wages and other benefit	3,270	2,326
Retirement benefit scheme contributions	232	139
Interest income	(1,509)	(8)

5. FINANCE COSTS

5. 財務費用

Three months ended 31 July
截至七月三十一日止三個月

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interest on bank loans, other payables and amounts due to non-controlling interests of subsidiaries:		
Imputed interest on convertible bonds Wholly repayable within five years	- 628	618 589
	628	1,207

6. INCOME TAX EXPENSES

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong Profits tax	香港利得稅		
Current period	本期間	-	-
Over provision in prior periods	過往期間之超額撥備	-	-
		-	-
Deferred taxation	遞延稅項	485	-
		485	-

No provision for profits tax has been made in the financial statements for the current period as companies comprising the Group had no assessable profits.

7. DIVIDENDS

The Board does not recommend the payment of dividend for the three months ended 31 July 2011 (2010: Nil).

8. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company for the period is based on the following data:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	9,997	8,068
		Number 數目	Number 數目
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	7,056,880,000	5,949,706,087

Diluted loss per share was the same as the basic loss per share for the three months ended 31 July 2011 as there were no potential ordinary shares outstanding at the end of the period. No diluted loss per share attributable to owners of the Company was presented for the three months ended 31 July 2010 as the potential ordinary shares had anti-dilutive effect.

6. 所得稅開支

Three months ended 31 July
截至七月三十一日止三個月

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Hong Kong Profits tax		
Current period	-	-
Over provision in prior periods	-	-
	-	-
Deferred taxation	485	-
	485	-

由於組成本集團之各公司並無應課稅溢利，故本期間的財務報表並無作出利得稅撥備。

7. 股息

董事會並不建議派發截至二零一一年七月三十一日止三個月之股息(二零一零年：無)。

8. 每股虧損

期內本公司擁有人應佔每股基本及攤薄虧損乃根據以下資料計算：

由於期末並無發行在外的潛在普通股，截至二零一一年七月三十一日止三個月的每股攤薄虧損與每股基本虧損相同。由於潛在普通股具有反攤薄影響，故此並無呈列截至二零一零年七月三十一日止三個月之本公司擁有人應佔每股攤薄虧損。

9. MOVEMENT OF RESERVES

9. 儲備變動

Equity attributable to owners of the Company

本公司擁有人應佔權益

		Share capital	Share premium	Translation reserve	Special reserve	Convertible bonds		Accumulated profit/(loss)	Total	Non-controlling interests	Total
						equity reserve	Other reserve				
		股本	股份溢價	換算儲備	特殊儲備	可換股債券股本	其他儲備	累積溢利/虧損	合計	非控股股東權益	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
					(note 1)	(note 2)					
					(附註1)	(附註2)					
At 1 May 2010 (Audited)	於二零一零年五月一日 (經審核)	54,769	334,998	1,179	(200)	16,466	-	(60,030)	347,182	66,874	414,056
Conversion of convertible bonds	兌換可換股債券	5,000	14,866	-	-	(5,488)	-	-	14,378	-	14,378
Loss for the period	期內虧損	-	-	-	-	-	-	(8,068)	(8,068)	(3,299)	(11,367)
Other comprehensive income:	其他全面收入：										
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌虧損	-	-	(176)	-	-	-	-	(176)	-	(176)
At 31 July 2010 (Unaudited)	於二零一零年七月三十一日 (未經審核)	59,769	349,864	1,003	(200)	10,978	-	(68,098)	353,316	63,575	416,891
At 1 May 2011 (Audited)	於二零一一年五月一日 (經審核)	70,569	384,801	6,740	(200)	-	33,169	(102,081)	392,988	25,674	418,662
Loss for the period	期內虧損	-	-	-	-	-	-	(9,997)	(9,997)	(766)	(10,763)
Increase in non-controlling interests as a result of acquisition of subsidiary by the Group	本集團收購附屬公司，令非控股股東權益增加	-	-	-	-	-	-	-	-	(3,909)	(3,909)
Other comprehensive income:	其他全面收入：										
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)	-	-	209	-	-	-	-	209	(22)	187
At 31 July 2011 (Unaudited)	於二零一一年七月三十一日 (未經審核)	70,569	384,801	6,949	(200)	-	33,169	(112,088)	383,200	20,977	404,177

Notes:

- 1) The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganization in 2001.
- 2) The other reserve represents the difference between the fair value of consideration paid to increase the shareholding in a subsidiary, Shaanxi Aierfu Activtissue Engineering Company Limited, and the amount of adjustment to non-controlling interests during the year ended 30 April 2011.

附註：

- 1) 特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之本公司股份面值之差額。
- 2) 其他儲備指於二零一一年四月三十日止年度就增加於一間附屬公司(陝西艾爾膚組織工程有限公司)之股權所付代價之公平值與非控股股東權益調整金額之差額。

10. ACQUISITION OF SUBSIDIARY

On 31 May 2011, an indirect non-wholly owned subsidiary of the Company, entered into the share transfer agreements with the an independent third party and the close relative of Mr. Yang Zhengguo, an executive Director of the Company to acquire 100% equity interest of 深圳艾尼爾角膜工程有限公司 at the total consideration of RMB2,000,000 (equivalent to approximately HK\$2,380,000). The transaction was completed on 3 June 2011.

10. 收購附屬公司

於二零一一年五月三十一日，本公司間接全資附屬公司與一名獨立第三方及本公司執行董事楊正國先生之近親訂立股份轉讓協議，收購深圳艾尼爾角膜工程有限公司之100%股權，總代價為人民幣2,000,000元(相當於約2,380,000港元)。該項交易已於二零一一年六月三日完成。

HK\$'000
千港元

Recognised amounts of identifiable assets acquired and liabilities:	可識別已收購資產及負債的確認金額：	
Property, plant and equipments	物業、廠房及設備	191
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬款	95
Cash and cash equivalents	現金及現金等值項目	11,916
Accrued charges and other payables	應計費用及其他應付賬項	(19,274)
Total identifiable net liabilities	可識別淨負債總額	(7,072)
Goodwill	商譽	9,452
Purchase consideration	購買代價	2,380
Inflow of cash to acquire business, net of cash acquired	收購業務的現金流入，扣除所收購現金	
cash consideration	現金代價	2,380
cash and cash equivalents in subsidiary acquired	收購附屬公司現金及現金等值項目	11,916
Cash inflow on acquisition	收購現金流入	9,536

BUSINESS REVIEW AND OUTLOOK

FINANCIAL REVIEW

For the three months ended 31 July 2011, the Group recorded a total revenue of approximately HK\$110,000 (2010: approximately HK\$28,000), representing an increase of approximately 392.8% as compared to the corresponding period last year. The Group recorded a net loss attributable to the owners of the company of approximately HK\$9,997,000 (2010: loss of approximately HK\$8,068,000). During the period, the tissue engineering product, "ActivSkin" was produced in small batch and construction of the new factory in Xian has been completed.

OPERATIONS REVIEW

Following the Capital Increase and share issuance in September 2010, the Group currently held 87.68% shareholding and all the business of Shaanxi Aierfu Activtissue through its wholly-owned subsidiary, FD(H) Investments Limited.

Currently, in response to the industrialization of tissue engineering skin, a series of tissue engineering skin large-scale production equipments, including large collagen extraction tanks, production robots and skin plants, have been designed and developed, which ensured the equipment supply for mass production of the skin. Patent application of the production lines and equipments at the new plant will be made to protect the intellectual property of the Company. Our business involves the human health cause, as well as new medical technology. We strive to achieve 100% security of the new plant and zero-pollution of our products, even if the project has been delayed, we will still strive for perfection, so as to take an important position in stem cell engineering industry. After the said capital contributions are well received, the capability in development of Shaanxi Aierfu Activtissue, has been significantly enhanced. Meanwhile, Shaanxi Aierfu Activtissue has been actively dealing with plant related problems. All equipments of the plant have already been in place and the related technicians have commenced the equipment adjustment and have been provided with professional training, anyway, proper preparations have been made for pilot production of the new factory.

業務回顧及展望

財務回顧

截至二零一一年七月三十一日止三個月，本集團錄得總收益約110,000港元(二零一零年：約28,000港元)，較去年同期上升約392.8%。本集團錄得本公司擁有人應佔淨虧損約9,997,000港元(二零一零年：虧損約8,068,000港元)。期內，組織工程產品「艾體膚」小批生產，而西安新廠房的興建已竣工。

業務回顧

經過二零一零年九月的增資擴股後，現時本集團透過全資子公司FD (H) Investments Limited持有陝西艾爾膚87.68%股權及其所有業務。

現時針對組織工程皮膚產業化，已設計開發了一系列組織工程皮膚大規模生產設備，包括大型膠原提取罐、配液罐、生產機器人、皮片工廠等，為實現大規模皮膚生產提供了設備保障。該廠房的生產線及設備設計均會申請專利，享有自主產權，對公司的智識產權提供保障。我公司的業務涉及人類健康事業，牽涉到嶄新醫療科技，我司務求新廠房達到100%安全及所生產的產品是零污染；即使工程有所延誤，也不得不力求完美，希望在幹細胞工程行業上佔有重要的地位。在上述增資資金完全到位後，不但大大提升了陝西艾爾膚的發展能力，同時陝西艾爾膚已經積極處理廠房的相關問題，廠房設備現已基本到位，有關的技術人員已開始調試並進行專業培訓，新廠房快將進入試產階段。

Clinical R&D Programs of Shaanxi Aierfu Activtissue

The Tissue Engineering Skin “安體膚” (the “ActivSkin”) is the major product of Shaanxi Aierfu Activtissue, as well as the main product manufactured by the new plant. Although the “ActivSkin” could be put into commercial production, in order to widen its indications, especially during the recover phase of diabetic foot treatment, as of mid-July 2011, we enrolled 60 cases with four hospitals, including Air Force General Hospital, PLA (中國人民解放軍空軍總醫院) for clinical trial. As the “ActivSkin” used for clinical trial was not sufficient at the earlier stage, the clinical progress was delayed. Currently, clinical department of Shaanxi Aierfu Activtissue is making efforts to complete 30 to 60 cases (total: 120 cases) by December 2011 and planning to end up the increasing indication trails of the “ActivSkin” in December 2012. Application materials will be submitted to the State Food and Drug Administration for registration in the first half of 2013.

“Acellular Cornea” (脫細胞眼角膜) researched and developed by Shaanxi AiNear Cornea Engineering Company Limited, a subsidiary of Shaanxi Aierfu Activtissue, is fully access to clinical stage. As of mid-July 2011, it enrolled 71 cases, striving to complete the enrollment of all cases (total: 120 cases) in December 2011. It is expected to complete the clinical trial in June 2012. Application materials will be submitted to the State Food and Drug Administration for registration in 2012.

Selective Acellular Porcine Skin mainly used for large-area burns and ulcers researched and developed by 陝西艾博生生物工程股份有限公司 (Shaanxi AiBosin Bio-Engineering Company Limited*), another subsidiary of Aierfu Activtissue, is also access to the clinical stage, currently enrolling a total of 15 cases. Meanwhile, the re-structuring human acellular dermal tissue has entered its clinical stage, enrolling a total of 3 cases.

陝西艾爾膚的臨床研發項目

組織工程皮膚「安體膚」為陝西艾爾膚之主要產品，也是新廠房主要生產的產品。「安體膚」雖然可進行生產銷售，但為了擴大「安體膚」之適應症，特別是治療糖尿病足修復期，截至二零一一年七月中為止，與中國人民解放軍空軍總醫院等四家醫院共入組60例病例進行臨床試驗。由於前期未能提供足額的「安體膚」作臨床之用，拖慢了臨床進度，現時陝西艾爾膚的臨床部將致力爭取於二零一一年十二月增加完成30-60病例(總病例數：120例)，於二零一二年十二月結束「安體膚」增加適應症試驗，二零一三年上半年將申報資料包送國家食品藥品監督管理局進行註冊。

陝西艾爾膚的子公司陝西艾尼爾角膜工程股份有限公司所研發的「脫細胞眼角膜」已全面進入臨床階段，截至二零一一年七月中為止，已入組71病例，爭取二零一一年十二月完成全部病例(總病例數：120例)的入組，於二零一二年六月結束臨床試驗，二零一二年將申報資料包送國家食品藥品監督管理局進行註冊。

陝西艾爾膚另一子公司艾博生生物工程股份有限公司所研發的主要用於大面積燒傷及潰瘍的「選擇性脫細胞雙層皮(豬皮)」也開始進入臨床，現已共入組病例15例。同時有關「重組人脫細胞真皮基質」的臨床亦剛開始，現已入組病例3例。

* for identification purpose only

BUSINESS OUTLOOK

Bio-technology is generally acknowledged as one of the technologies with the highest potential in the 21st century, which grows rapidly, particularly in tissue engineering. Currently, many countries are striving to conduct relevant research, expecting to be a leading country in biomedicine of next century. Our country also put “biomedicine tissue engineering” into key projects.

Currently, an overarching priority of the Group is to realize industrialization during the year, launch the research and development results undertook by Shaanxi Aierfu over the past years into market and also accelerate the clinical progress in respect of other products. This could not only bring revenue to the Group, but also made a breakthrough in traditional treatment, as well as create significant economic and social benefits.

In order to prepare for the marketing before commercial production of the new plant, the Group is also proactively seeking external appropriate customers through its subsidiary 陝西中經豐德經貿發展有限公司.

The Group has always been actively investigating and developing new technologies and keeping eyes on the business market in order to achieve a better financial performance.

MATERIAL ACQUISITIONS/DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 31 May 2011, Shaanxi AiNear Cornea Engineering Company Limited entered into the share transfer agreements with an independent third party and the close relative of Mr. Yang Zhengguo, an executive Director of the Company, to acquire 100% of equity interest of Shenzhen AiNear Cornea Engineering Company Limited at the total consideration of HK\$2,380,000. Shenzhen AiNear is the base in Shenzhen for the “Acellular Cornea” project researched and developed by the subsidiary of the Group. “Acellular Cornea” project is supported by the Shenzhen government, which provides subsidy to Shenzhen AiNear. This supports and promotes the future industrialization of “Acellular Cornea” project.

業務展望

生物科技乃當今公認為二十一世紀最具潛力的科技之一，尤其在組織工程學，其發展更加突飛猛進。現時許多國家竭盡全力進行有關方面的研究，並希望成為下世紀的生物醫學強國。我國亦已把「生物醫學組織工程」列入為重點專案。

現時，本集團的首要任務是於今年實現產業化，把陝西艾爾膚多年的研發成果推出市場，同時加快其他產品的臨床進度，這不但可以為集團帶來收益，同時突破了傳統的治療手段，創造巨大的經濟效益及社會效益。

本集團同時透過子公司陝西中經豐德經貿發展有限公司對外積極建立銷售渠道，在新廠房正式投產前作好銷售準備。

本集團一直積極研發新技術及產品，並密切留意市場動態及其他合作機會，務求爭取最佳的財務表現。

重大收購／出售附屬公司及聯營公司

於二零一一年五月三十一日，陝西艾尼爾角膜工程有限公司與一名獨立第三方及本公司執行董事楊正國先生的近親訂立股份轉讓協議，以總代價2,380,000港元收購深圳艾尼爾角膜工程有限公司100%的股本權益。深圳艾尼爾是本集團旗下附屬公司所研發的「脫細胞眼角膜」項目之深圳基地。「脫細胞眼角膜」項目得到深圳政府的支持，並向深圳艾尼爾提供補貼，為「脫細胞眼角膜」項目的日後產業化發展提供了一定的支持及推動。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

As at 31 July 2011, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors as referred to in Rules 5.46 of the GEM Listing Rules, were as follows:

Interests in the shares and underlying shares of the Company

Name of Directors	Capacity	Aggregate long position in the Shares 於股份之 好倉總數	Approximate percentage of the issued share capital 已發行股本之 概約百分比
董事姓名	身份		
Dai Yumin 戴昱敏	Held by controlled corporation (Note 1) 由受控法團持有(附註1)	1,368,968,927 (L)*	19.40%
	Held by spouse (Note 2) 由配偶持有(附註2)	172,620,000	2.45%
Gao Gunter (Note 3) 高敬德(附註3)	Held by controlled corporation 由受控法團持有	420,000,000 (L)*	5.95%
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000 (L)*	0.43%

* L – Long Position

董事及主要行政人員之權益

於二零一一年七月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人士於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文被當作或視作擁有之權益及淡倉)，或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46條有關董事進行買賣之規定而須知會本公司及聯交所之權益及淡倉如下：

於本公司股份及相關股份之權益

Name of Directors	Capacity	Aggregate long position in the Shares 於股份之 好倉總數	Approximate percentage of the issued share capital 已發行股本之 概約百分比
董事姓名	身份		
Dai Yumin 戴昱敏	Held by controlled corporation (Note 1) 由受控法團持有(附註1)	1,368,968,927 (L)*	19.40%
	Held by spouse (Note 2) 由配偶持有(附註2)	172,620,000	2.45%
Gao Gunter (Note 3) 高敬德(附註3)	Held by controlled corporation 由受控法團持有	420,000,000 (L)*	5.95%
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000 (L)*	0.43%

* L – 好倉

Notes:

- (1) All Favour Holdings Limited is beneficially owned as to 40% by Forerunner Technology Limited which is wholly owned by Mr. Dai Yumin; as to 40% by Plenty Best Investments Limited which is wholly owned by Ms. Wan Fangli; and as to 20% by Honour Top Holdings Limited which is beneficially owned as to 66.67% by Forerunner Technology Limited and as to 33.33% by Mr. Liu Chunping, respectively. By virtue of the SFO, Mr. Dai Yumin, an executive Director and Ms. Wan Fangli are deemed to be interested in 1,368,968,927 Shares held by All Favour Holdings Limited.
- (2) Mr. Dai Yumin was deemed to be interested in 172,620,000 shares of the Company owned by his spouse, Ms. Deng Shu Fen, pursuant to Part XV of the SFO.
- (3) Vital-Gain Global Limited ("Vital-Gain") is beneficially owned as to 71.43% by Good Favour Limited ("Good Favour"). Good Favour is wholly owned by Big Global Holdings Limited which is wholly owned by Dr. Gao Gunter. By virtue of the SFO, Dr. Gao Gunter is deemed to be interested in the 420,000,000 shares held by Vital-Gain.

Save as disclosed above, as at 31 July 2011, none of the Directors or chief executive of the Company nor their respective associates (as defined in the GEM Listing Rules) had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which would have 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 were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

附註：

- (1) 全輝控股有限公司由戴昱敏先生全資擁有的Forerunner Technology Limited 實益擁有40%；由萬芳莉女士全資擁有的Plenty Best Investments Limited實益擁有40%；及 Honour Top Holdings Limited 實益擁有20%，而 Honour Top Holdings Limited分別由Forerunner Technology Limited(66.67%)及劉春平先生(33.33%)實益擁有。根據證券及期貨條例，執行董事戴昱敏先生及萬芳莉女士被視為於由全輝控股有限公司所持1,368,968,927股股份中擁有權益。
- (2) 根據證券及期貨條例第XV部，戴昱敏先生被視為於其配偶Deng Shu Fen女士所持有的172,620,000股本公司股份中擁有權益。
- (3) 偉景環球有限公司(「偉景」)由Good Favour Limited(「Good Favour」)實益擁有71.43%。Good Favour由Big Global Holdings Limited全資擁有，而Big Global Holdings Limited由高敬德博士全資擁有。根據證券及期貨條例，高敬德博士被視為於偉景所持420,000,000股股份中擁有權益。

除上文所披露者外，於二零一一年七月三十一日，董事或本公司之主要行政人員及彼等各自之聯繫人(定義見創業板上市規則)概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權中擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括根據該等證券及期貨條例條文被當作或視為擁有之權益或淡倉)，或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益或淡倉，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 July 2011, other than the interests and short positions of the Directors or chief executive of the Company disclosed above, persons or companies who had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long positions in the shares and underlying shares of the Company

主要股東之權益

於二零一一年七月三十一日，除上文所披露董事或本公司主要行政人員之權益及淡倉外，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益及淡倉，或直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上(按本公司根據證券及期貨條例第336條存置之登記冊所記錄者)權益之人士或公司如下：

於本公司股份及相關股份之好倉

Name of Shareholders	Capacity	Aggregate long position in the Shares 於股份之好倉總數	Approximate percentage of the issued share capital 已發行股本之概約百分比
All Favour Holdings Limited (Note 1 above) 全輝控股有限公司 (上文附註1)	Corporate 公司	1,368,968,927 (L)*	19.40%
Vital-Gain Global Limited (Note 3 above) 偉景環球有限公司 (上文附註3)	Corporate 公司	420,000,000 (L)*	5.95%

* L – Long Position

* L – 好倉

Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 July 2011, had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS" above, at no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate.

COMPETING INTERESTS

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

除上文所披露者外，據董事及本公司主要行政人員所知，概無人士於二零一一年七月三十一日於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉，亦無任何人士直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上(按本公司根據證券及期貨條例第336條存置之登記冊所記錄者)之權益。

董事收購股份或債券之權利

除上文「董事及主要行政人員之權益」一節所披露者外，於申報期內任何時間，概無董事或彼等各自之配偶或未滿18歲之子女獲授或行使任何可透過購買本公司或任何其他法人團體之股份或債券而獲益之權利。本公司、其控股公司或其任何附屬公司並無訂立任何安排，致使董事、彼等各自之配偶或未滿18歲之子女獲得本公司或任何其他法人團體之該等權利。

競爭權益

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

AUDIT COMMITTEE

The Company set up an audit committee on 4 July 2001 with written terms of reference for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The audit committee currently comprises three independent non-executive Directors of the Company, namely Mr. Lui Tin Nang, Mr. Sze Chin Hung and Mr. Chan Wing Hang. The audit committee has reviewed the Group's unaudited quarterly results for the three months ended 31 July 2011.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the three months ended 31 July 2011, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

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

Hong Kong, 14 September 2011

As at the date of this report, the executive directors of the Company are Mr. Dai Yumin, Mr. Luo Xian Ping, Dr. Gao Gunter and Mr. Yang Zheng Guo; the non-executive directors of the Company are Mr. Wong Sai Hung, Oscar, Mr. Sze Cheung Pang and Mr. Ma Long; the independent non-executive directors of the Company are Mr. Lui Tin Nang, Mr. Sze Chin Hung and Mr. Chan Wing Hang.

審核委員會

本公司已於二零零一年七月四日成立審核委員會，並就審閱及監督本集團之財務申報程序及內部監控而訂立書面職權範圍。審核委員會現時由三位本公司獨立非執行董事呂天能先生、施展熊先生及陳永恒先生組成。審核委員會已審閱本集團截至二零一一年七月三十一日止三個月之未經審核季度業績。

購買、出售或贖回證券

截至二零一一年七月三十一日止三個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命
中國生物醫學再生科技有限公司
主席
高敬德

香港，二零一一年九月十四日

於本報告日期，本公司之執行董事為戴昱敏先生、羅賢平先生、高敬德博士及楊正國先生；本公司之非執行董事為黃世雄先生、施祥鵬先生及馬龍先生；本公司之獨立非執行董事為呂天能先生、施展熊先生及陳永恒先生。

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

www.bmregeneration.com