



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

Annual Report 年報 2012



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Corporate Information

公司資料

DIRECTORS

Executive directors

Gao Gunter (*Chairman*)
Luo Xian Ping (*Chief Executive Officer*)
Dai Yumin
Yang Zheng Guo

Non-executive directors

Wong Sai Hung, Oscar (*Vice Chairman*)
Sze Cheung Pang
Ma Long

Independent non-executive directors

Lui Tin Nang
Sze Chin Hung
Chan Wing Hang

COMPANY SECRETARY

Lam Yuen Ling Eva

AUDIT COMMITTEE

Lui Tin Nang (*Chairman*)
Sze Chin Hung
Chan Wing Hang

REMUNERATION COMMITTEE

Chan Wing Hang (*Chairman*)
Gao Gunter
Lui Tin Nang
Sze Chin Hung

NOMINATION COMMITTEE

Sze Chin Hung (*Chairman*)
Gao Gunter
Lui Tin Nang
Chan Wing Hang

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
Cayman Islands
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董事

執行董事

高敬德 (*主席*)
羅賢平 (*行政總裁*)
戴昱敏
楊正國

非執行董事

黃世雄 (*副主席*)
施祥鵬
馬龍

獨立非執行董事

呂天能
施展熊
陳永恒

公司秘書

林婉玲

審核委員會

呂天能 (*主席*)
施展熊
陳永恒

薪酬委員會

陳永恒 (*主席*)
高敬德
呂天能
施展熊

提名委員會

施展熊 (*主席*)
高敬德
呂天能
陳永恒

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
Cayman Islands
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Corporate Information 公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 3101-5, 31/F., Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

COMPLIANCE OFFICER

Dai Yumin

AUTHORISED REPRESENTATIVES

Luo Xian Ping
Dai Yumin

PRINCIPAL BANKER

Hang Seng Bank Limited
83 Des Voeux Road Central
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AUDITOR

BDO Limited
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LEGAL ADVISER ON THE CAYMAN ISLANDS LAW

Maples and Calder
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Hong Kong

香港總辦事處及主要營業地點

香港
灣仔
告士打道108號
大新金融中心31樓3101-5室

監察主任

戴昱敏

授權代表

羅賢平
戴昱敏

主要往來銀行

恒生銀行有限公司
香港
德輔道中83號

核數師

香港立信德豪會計師事務所有限公司
香港
干諾道中111號
永安中心25號

法律顧問(開曼群島法律)

Maples and Calder
香港
皇后大道中99號
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Corporate Information 公司資料

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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Grand Cayman KY1-1106
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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COMPANY WEBSITE

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STOCK CODE

8158

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香港股份過戶登記分處及 股份過戶辦事處

聯合證券登記有限公司
香港灣仔
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公司網址

www.bmregeneration.com

股份代號

8158

Chairman's Statement

主席報告

On behalf of the board of directors (the “Board” or the “Director(s)”) of China Bio-Med Regeneration Technology Limited (the “Company”) and its subsidiaries (collectively, the “Group”), I am pleased to present our annual report for the year ended 30 April 2012.

Throughout the year, with the joint efforts made by all our staff, our new plant has reached the industrialization standard and the commissioning ceremony for the industrial base was held in Shaanxi on 20 February 2012, marking a new milestone in the Group's development. Currently, our new plant has entered into the trial production stage, and it shall commence production upon the acceptance by the national standard. At present, the Group has been building up the marketing network across the country, preparing for marketing and sales in the future.

Though the tissue engineering is a frontier scientific subject in the world, the industrialization of the technology has not been started. As a high-tech enterprise sticking to the philosophy of “Integration of Enterprise, University and Research” and adhering to strong social responsibilities and sense of mission, the Group has a strong R&D team, who are committed to the industrialization of the tissue engineering through continuous innovations. We will devote ourselves to serving the people's health and contributing to the society, the science development and motherland's prosperity.

Meanwhile, I hereby take this opportunity to express my sincere gratitude to all fellow directors for their ongoing support and efforts to the Group. In addition, I, on behalf of all Directors, would also like to thank the officers and all staff for serving the Group, and especially our science R&D team for their unremitting efforts that has enabled our new plant to step into the trial production stage of industrialization, and hope that they will continue their wholehearted dedication and diligence to achieve better financial performance for our Group.

Gao Gunter
Chairman

Hong Kong, 19 July 2012

本人謹代表中國生物醫學再生科技有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事會(「董事會」或「董事」)欣然提呈截至二零一二年四月三十日止年度之年報。

在過去一年，經過本集團全體員工的努力，本集團的新廠房已達到產業化標準，並於二零一二年二月二十日在陝西舉行了產業基地的落成典禮，這標誌著本集團的歷程開啟了一個新的篇章，具有里程碑式的意義。現時本集團的廠房已處於試產階段，只待新廠房完成國家標準驗收，便能正式生產。目前，本集團已在國內逐漸建立營銷網絡，為日後順利開展市場推廣及銷售工作做好準備。

組織工程在國際上屬於前沿科學，而在國內的產業化尚屬空白。本集團作為一家「產學研」為一體的高新企業，擁有強大的專家科研團隊，不斷創新，秉承高度的社會責任感和使命感，致力於組織工程產業化的成功。全力以赴為人民的健康服務，為社會做出貢獻，為科技的發展、為祖國的興旺略盡綿薄之力。

同時，本人藉此向各董事全人對本集團的持續支持和所作的努力衷心銘謝。此外，本人也謹代表全體董事為本集團服務的管理人員及上下員工表示敬意，特別是本集團的科技研發團隊，在他們堅持不斷的努力下，本集團能進入產業化試產階段，期望他們繼續熱誠投入工作、努力不懈，為本集團爭取更佳的財務表現。

高敬德
主席

香港，二零一二年七月十九日

Management Discussion and Analysis

管理層討論及分析

For the year ended 30 April 2012, the revenue of the Group was approximately HK\$128,000, representing a decrease of 95%, compared to that of the last year (2011: approximately HK\$2,621,000). The Group has recorded a loss attributable to owners of the Company approximately HK\$57,109,000 (2011: approximately HK\$42,061,000), which is mainly due to the new plant was under trial production where the products were mostly used in clinical test and only generated small amount of revenue.

OPERATIONS REVIEW

The Completion of the Industrial Base

In the past year, through the unyielding efforts of the scientific and technological researchers of 陝西艾爾膚組織工程有限公司 Shaanxi Aierfu Activtissue Engineering Company Limited* (hereinafter referred to as “Shaanxi Aierfu Activtissue”), a subsidiary of our Group, and by the management team of the Group, the new plant of Shaanxi Aierfu Activtissue, has completed its installation of all equipment and reached the trial production phase. On 20 February, 2012, the ceremony for the completion of the plant was held in Shaanxi. The construction of the plant relied on self-developed innovation and is based on the domestic scientific and technological strength in designing the relevant equipments and technical processes. In addition, the plant has been coordinating with the relevant authorities in formulating the production line specifications. We have finally established the first stem cells and tissue engineering industrial base in China and realized the industrialization of the first tissue engineering products in China.

The tissue engineering skin “安體膚” (“ActivSkin”) is the product first produced in the plant. The product has outstanding effects in relieving pains suffered by patients, in shortening healing time, in avoiding scar after recovery and in treatments of burns and scalding. It is also used for curing chronic refractory ulcers of diabetic feet. Presently “ActivSkin” is undergoing clinic trials of diabetic feet ulcers treatment and has achieved good curative results. Upon the inspection and acceptance of the plant reaching the national standards, “ActivSkin” will be available for sale in the market once the production plant meet the germ-free standards.

In order to facilitate the launch of the sales of “ActivSkin”, the sales team had begun to contact major hospitals during the past months, and had established the network to cater for the distribution of the products.

於截至二零一二年四月三十日止年度，本集團收益約為128,000港元，較去年同期減少95%（二零一一年：約2,621,000港元）。本集團錄得本公司擁有人應佔虧損約57,109,000港元（二零一一年：約42,061,000港元），此乃主要由於新廠房正在試產，而產品大部分用於臨床試驗，故僅錄得小額收益。

業務回顧

產業基地的落成

在過去一年，經過附屬公司陝西艾爾膚組織工程有限公司（下稱「陝西艾爾膚」）的科技研發人員及本集團的管理團隊的不懈努力，陝西艾爾膚的新廠房終於完成了所有設備的安裝調試，達到了產業化的標準，已進入試生產階段，並於2012年2月20日在陝西舉行了產業化基地的落成典禮。該產業基地在建設過程中完全依靠自主創新，立足於國內的科研和技術力量自行設計相關設備、工藝流程，並協助有關部門制定產品規範，最終實現了中國第一個幹細胞與組織工程產業基地，並實現中國第一個組織工程產品產業化。

該產業基地首個產品為組織工程皮膚「安體膚」，在治療燒傷、燙傷方面具有減輕患者疼痛，加快癒合時間，愈後不留癍痕的特效，並且針對治療糖尿病足等長期難愈性潰瘍，「安體膚」現時正在進行「安體膚治療糖尿病足潰瘍臨床試驗」，進展療效良好。現有待產業基地接受國家標準驗收後，確保生產廠房達到無菌標準，「安體膚」便可正式推出市場進行銷售。

銷售團隊為了配合「安體膚」推出市場進行銷售，在過去幾個月已開始聯絡各大醫院，積極拓展銷售網絡，以迎合產業市場的開發。

Management Discussion and Analysis 管理層討論及分析

OPERATIONS REVIEW (Cont'd)

The Progress of the Clinical R&D Projects of Shaanxi Aierfu Activtissue and its Subsidiaries

Clinical R&D Programs of Shaanxi Aierfu Activtissue

ActivSkin is the principal product of Aierfu at the present time. We have continuously worked with 4 large hospitals to expand the applications of the product. 73 clinical trials on diabetic feet repair were completed by the end of April 2012. We aim to complete all the required clinical tests (144 instead of the 120 minimum required) before the end of 2012 and apply for authorization by National Food and Medicine Administrators in the first half of 2013.

Another skin product used on Second Degree Burns has also entered clinical trials and has so far completed 44 tests.

The cornea product developed by our Shaanxi AiNear Cornea Engineering Company Limited subsidiary in Shenzhen has completed 98 clinical tests by the end of April 2012. We are planning to finish 150 tests (from the required 120 tests) before the beginning of the 2013 and start applying for the production license in middle of 2013.

The "Selective Acellular Porcine Skin" which is developed by our subsidiary AiBosin Bio-Engineering Company Limited, mainly used on large-area burns and ulcers has also conducted 19 clinical tests by April 2012.

BUSINESS OUTLOOK

As an emerging discipline developed in recent decades, tissue engineering has a broad prospect for its application and is known as the new medical miracle. It is a multi disciplinary fringe subject, an integration of cytology, engineering, material science and surgery. Therefore, the general production staff in our factory is required to possess a bachelor's degree, or at least collegiate levels. More dedicated research and development staff will be recruited by the Group in future to speed up the development and research of other products for the Group and to optimize the technology, in order to enhance the performance of the Group's business.

業務回顧(續)

陝西艾爾膚及各附屬公司的臨床研發項目進度

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，截至二零一二年四月底為止，與中國人民解放軍空軍總醫院等四家醫院共入組73病例進行臨床試驗。將致力爭取於二零一二年年底完成臨床試驗入組工作(總病例數：144例，原總病例為120例，按試驗方案調整)，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。

另外，陝西艾爾膚研發的另一產品主要用於深II度熱力損傷及燒傷供皮區的外用敷料「重組人脫細胞真皮基質(真皮)」也開始進入臨床，共入組44例。

陝西艾爾膚的附屬公司陝西艾尼爾角膜工程有限公司所研發的「脫細胞眼角膜」已全面進入臨床階段，截至二零一二年四月底為止，已入組98病例，爭取二零一二年十二月完成全部病例(總病例數：150例，原總病例120例，按臨床試驗方案調整)的入組，於二零一三年年初結束臨床試驗，二零一三年年中將申報資料包送國家食品藥品監督管理局進行註冊。

陝西艾爾膚另一附屬公司艾博生生物工程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，共入組19病例。

業務展望

組織工程作為近幾十年來發展起來的新興學科，具有非常廣闊的應用前景，被稱為新的醫學奇跡。組織工程作為一門多學科交叉的邊緣學科，它融合了細胞生物學、工程科學、材料科學和外科學等多個學科。因此，產業基地對基礎生產人員的學歷要求為本科，或至少達到大專水準，未來本集團會增聘更多專業的研發人員，加快本集團其他各產品的研發進度，優化科研技術，為本集團的業務提供更佳的表现。

Management Discussion and Analysis 管理層討論及分析

BUSINESS OUTLOOK (Cont'd)

As our factory has achieved the commercialization standard, it could commence sales after the certification of satisfying the national standard. In addition to "ActivSkin", the range of the products produced by our factory in Xian will be further expanded in the next few years, including artificial cornea, acellular dermal matrix removed of living cells and containing other bioactive components as well as "Selective Acellular Porcine Skin" whose materials are derived from allogenic skins. The eventual industrialization of those products currently at the clinical stage marks the tremendous breakthrough by China in the research and application of tissue engineering, which could benefit the patients and generate significant economic benefits for the Group.

In addition, the Group will look for investment opportunities in the markets and proactively seek other relevant cooperation opportunities in order to achieve better financial performance.

GROUP CAPITAL RESOURCES AND LIQUIDITY Shareholders' Funds

The shareholder's equity of the Group as at 30 April 2012 is approximately HK\$352,658,000 which was decreased compared to approximately HK\$418,662,000 in the previous year.

Liquidity and Financial Resources

As at 30 April 2012, the Group had net current liabilities of approximately HK\$70,952,000 (2011: net current assets of approximately HK\$36,957,000). The current assets mainly comprised inventories of approximately HK\$704,000 (2011: approximately HK\$221,000), trade receivables of approximately HK\$23,000 (2011: approximately HK\$3,142,000), deposits, prepayments and other receivables of approximately HK\$15,042,000 (2011: approximately HK\$71,615,000), and cash and cash equivalents of approximately HK\$39,700,000 (2011: approximately HK\$37,959,000). The Company intends to raise fund by placing new shares to independent third parties to finance the Group's future operations, capital expenditure and other capital requirements. The current liabilities mainly comprised trade payable of approximately HK\$3,671,000 (2011: approximately HK\$1,602,000), accrued charges and other payables of approximately HK\$76,921,000 (2011: approximately HK\$54,034,000), amounts due to non-controlling interests of subsidiaries of approximately HK\$7,729,000 (2011: approximately HK\$20,344,000), bank borrowings of approximately HK\$37,125,000 (2011: Nil) and provision for taxation of approximately HK\$975,000 (2011: Nil).

Capital Structure

The number of issued shares of the Company is 7,056,880,000 as at 30 April 2012 and the date of this report. There is no change during the year.

業務展望(續)

現時，產業基地已具備產業化的標準，只待國家標準檢收完成後，便可開始銷售。除了「安體膚」外，產業化基地的產品範圍也將在未來幾年內進一步拓展，包括人工角膜、去除活性細胞但保持其它生物活性成分的脫細胞真皮，還包括原料來自異體皮的「選擇性脫細胞雙層皮膚」。這些正在臨床的產品，其產業化的實現，代表著中國在組織工程領域研究和應用方面取得了重大突破，為廣大患者帶來了福音，同時也為本集團帶來巨大的經濟效益。

此外，本集團亦會密切留意有關市場的動態，積極尋找其他有關的合作機會，務求爭取更佳的財務表現。

集團資本來源及流動資金 股東資金

於二零一二年四月三十日，本集團之股東權益由去年約418,662,000港元減少至約352,658,000港元。

流動資金及財務資源

於二零一二年四月三十日，本集團之流動負債淨值約為70,952,000港元(二零一一年：流動資產淨值約36,957,000港元)。流動資產主要包括存貨約704,000港元(二零一一年：約221,000港元)、應收貿易賬項約23,000港元(二零一一年：約3,142,000港元)、按金、預付款項及其他應收賬項約15,042,000港元(二零一一年：約71,615,000港元)及現金及現金等值項目約39,700,000港元(二零一一年：約37,959,000港元)。本公司擬透過向獨立第三方配售新股集資以為本集團日後營運、資本開支及其他資金需要提供資金。流動負債主要包括應付貿易賬項約3,671,000港元(二零一一年：約1,602,000港元)、應計費用及其他應付賬項約76,921,000港元(二零一一年：約54,034,000港元)、應付附屬公司非控股股東權益款項約7,729,000港元(二零一一年：約20,344,000港元)、銀行借款約37,125,000港元(二零一一年：零)及稅項撥備約975,000港元(二零一一年：零)。

資本結構

於二零一二年四月三十日及本報告日期，本公司的已發行股份數目為7,056,880,000股。在本年度並無改變。

Management Discussion and Analysis 管理層討論及分析

GROUP CAPITAL RESOURCES AND LIQUIDITY (Cont'd)

Working Capital and Gearing Ratio

As at 30 April 2012, the Group had current assets of approximately HK\$55,469,000 (2011: approximately HK\$112,937,000), while its current liabilities stood at approximately HK\$126,421,000 (2011: approximately HK\$75,980,000). Other than bank borrowings of HK\$37,125,000 (2011: Nil), the Group did not have any outstanding indebtedness as at 30 April 2012, and its shareholders' funds amounted to approximately HK\$352,658,000 (2011: approximately HK\$418,662,000). In this respect, the Group had a net current liabilities position, its working capital ratio (current assets to current liabilities) was 0.44 (2011: 1.49); and its gearing ratio (net debt to shareholders' funds) was 0.105 (2011: Nil).

SIGNIFICANT INVESTMENT

As at 30 April 2012, the Group has no financial assets at fair value through profit or loss (2011: Nil).

CAPITAL COMMITMENTS

Capital commitment of the Group as at 30 April 2012 is approximately HK\$2,592,000 (2011: approximately HK\$34,662,000). It is related to the purchase of property, plant and equipment contracted but not provided for net of deposit paid amount.

MATERIAL ACQUISITIONS/DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 31 May 2011, Shaanxi AiNear Cornea Engineering Company Limited, a subsidiary of the Company, entered into the 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.

Save as disclosed above, the Group had no material acquisitions/disposal of subsidiaries and associated companies during the year under review.

SUBSEQUENT EVENTS

On 19 July 2012, the Company entered into a memorandum of understanding with independent third parties ("MOU"). Pursuant to the MOU, the Company will issue an aggregate of not less than 300,000,000 new ordinary shares of HK\$0.01 each at a price of not lower than HK\$0.22 per share to independent third parties within three months from the date of the MOU. The estimated gross proceeds will be not less than HK\$66,000,000.

SEGMENTAL INFORMATION

Segmental information of the Group is set out in note 6 to the financial statements.

集團資本來源及流動資金(續)

營運資金比率及資產負債比率

於二零一二年四月三十日，本集團流動資產約為55,469,000港元(二零一一年：約112,937,000港元)，而其流動負債則約為126,421,000港元(二零一一年：約75,980,000港元)。除銀行借款37,125,000港元(二零一一年：零)外，於二零一二年四月三十日，本集團並無任何未償還之債務，而其股東資金則約達352,658,000港元(二零一一年：約418,662,000港元)。就此而言，本集團處於淨流動負債狀況，即營運資金比率(流動資產相對流動負債)為0.44(二零一一年：1.49)及資產負債比率(債務淨額相對股東資金)為0.105(二零一一年：零)。

重大投資

於二零一二年四月三十日，本集團並無按公平值於損益列賬之財務資產(二零一一年：零)。

資本承擔

於二零一二年四月三十日，本集團資本承擔約為2,592,000港元(二零一一年：約34,662,000港元)。該承擔與已訂約但未撥備，且已扣除已付按金之購買物業、廠房及設備有關。

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(本公司之附屬公司)與一名獨立第三方及本公司執行董事楊正國先生的近親訂立有關協議，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。

除以上所披露外，本集團於回顧年度內並無重大收購／出售附屬公司及聯營公司。

結算日後事項

於二零一二年七月十九日，本公司與獨立第三方簽訂諒解備忘錄(「諒解備忘錄」)。根據諒解備忘錄，本公司由簽訂諒解備忘錄起三個月內將以不低於每股0.22港元向獨立第三方發行不少於300,000,000股每股面值0.01港元之新普通股，估計所得款項總額將不少於66,000,000港元。

分部資料

本集團之分部資料載列於財務報表附註6。

Management Discussion and Analysis 管理層討論及分析

EMPLOYEE INFORMATION AND REMUNERATION POLICIES

As at 30 April 2012, the Group had 199 (2011: 165) employees located in Hong Kong and Mainland China. As an equal opportunity employer, the Group's remuneration and bonus policies are determined with reference to the performance and experience of individual employees. The total amount of employee remuneration (including that of the directors and retirement benefits scheme contributions) of the Group for the year was approximately HK\$15,687,000 (2011: approximately HK\$12,820,000).

In addition, the Group may offer options to reward employees who exhibit that they have offered significant contributions to the Group.

CHARGES ON GROUP'S ASSETS

A bank loan with principal amounts of RMB30,000,000 are secured by the Group's property, plant and equipment and land use rights with carrying amounts of approximately HK\$90,955,000 (2011: Nil) and HK\$5,157,000 (2011: Nil) respectively.

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

The Company has entered into a non-legally binding memorandum of understanding with independent third parties on 19 July 2012 ("MOU"). Pursuant to the MOU, the Company will issue not less than 300,000,000 new ordinary shares of HK\$0.01 each at a price not lower than HK\$0.22 per share to independent third parties ("the Placing").

The Board considers that it is beneficial for the Company to carry out the Placing to raise funds for improvement of its financial position as well as business development. However, the terms of the Placing are still under negotiation and no definitive agreement has been signed yet.

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue and incurs cost in Hong Kong dollars and Renminbi. The Directors consider the impact of foreign exchange exposure of the Group is minimal.

CONTINGENT LIABILITIES

As at 30 April 2012, the Group did not have any contingent liabilities (2011: Nil).

僱員資料及薪酬政策

於二零一二年四月三十日，本集團共有員工199名（二零一一年：165名），分佈於香港及中國內地。本集團作為平等機會僱主，其員工之薪酬及獎金政策均以員工個別表現及經驗釐定。本年度本集團之員工薪酬總額（包括董事薪金及退休福利計劃供款）約為15,687,000港元（二零一一年：約12,820,000港元）。

此外，本集團亦可向為本集團作出卓越貢獻之員工授出購股權以作獎勵。

集團資產抵押

本金額為人民幣30,000,000元之銀行貸款乃以本集團之物業、廠房及設備及土地使用權作抵押，其賬面值分別約為90,955,000港元（二零一一年：零）及5,157,000港元（二零一一年：零）。

重大投資或資本資產未來計劃之詳情

本公司已於二零一二年七月十九日與獨立第三方訂立一項不具法律約束力的諒解備忘錄（「諒解備忘錄」）。根據諒解備忘錄，本公司將以不低於每股0.22港元的價格向獨立第三方發行不少於300,000,000股每股0.01港元的新普通股（「配售」）。

董事會認為，此舉有利於本公司進行配售集資，以改善其財務狀況及業務發展。然而，配售的條款仍在磋商階段，且尚未簽訂正式協議。

外匯風險

本集團主要以港元及人民幣賺取收益及支付費用。董事認為本集團之外匯風險甚低。

或有負債

於二零一二年四月三十日，本集團並無任何或有負債（二零一一年：無）。

Biographical Details of Directors

董事簡介

EXECUTIVE DIRECTORS

Dr. Gao Gunter (“Dr. Gao”), aged 56, is the chairman of the Board and an executive director, and members of remuneration committee and nomination committee of the company. He joined in the Group in July 2009. Currently, Dr. Gao is the chairman of the Board of Sunbase International (Holdings) Limited, Asia Pacific Hi-Technology Investment (Holdings) Limited and Asia Pacific Airlines (Holdings) Ltd., and chairman of Shenzhen Century Epitech Co. Ltd. (the above companies are not public companies listed in Hong Kong or overseas), a member of the eighth, ninth, tenth and eleventh CPPCC National Committee of Hong Kong Special Administrative Region of the People’s Republic of China, the member of the ninth and tenth CPPCC National Committee and the vice chairman of the Subcommittee of Education, Science, Culture, Health and Sports of the CPPCC National Committee. Dr. Gao is a Justice of the Peace, a member of Election Committee of Chief Executive Election of HKSAR, a committee of Election Committee of Legislative Council of HKSAR, a member of the Committee of the National People’s Congress Election Committee of HKSAR and is also served as the chairman of the Association of Chinese Culture of Hong Kong (香港文化總會), The General Association for the Promotion of Cross-strait Peaceful Development of Hong Kong (香港海峽兩岸和平發展促進總會), the chief officer of the Chinese and Foreign Enterprises Cooperation Committee (中外企業合作委員會) and the senior economic consultant of the People’s Government of Hebei, Tianjin, Shanxi, Yunnan, Hubei provinces, and the chairman of China and Hong Kong Trade and Investment Promotion Association Limited.

Mr. Luo Xian Ping (“Mr. Luo”), aged 49, is an executive director, the chief executive officer of the Company and an authorized representative of the Company. He joined the Group in March 2009. Mr. Luo graduated from Jiangxi University. He also obtained master degree in Business Management from Graduate School of Chinese Academy of Social Sciences University. Mr. Luo is a Certified Public Accountants registered in the PRC and Chinese Certified Public Valuer. Prior to joining the Group, Mr. Luo has over 14 years’ experience in assets restructuring/corporate finance. Currently, Mr. Luo is a director of FD(H) Investments Limited, a wholly-owned subsidiary of the Company, and responsible for overall planning the business development and operation of Tissue Engineering Skin of Shanxi Aierfu Activtissue Engineering Company Limited* (陝西艾爾膚組織工程有限公司), a subsidiary of the Company. From 1998 to 2001, he had worked as an executive director of Huaxia Securities, responsible for assets restructuring and human resources within the company and managing business of the company in Hong Kong branch. From 1995 to 1998, Mr. Luo was the vice-secretary for Youth Executive President Committee (青年總裁委員會) of National State-owned Asset Administration Bureau and had worked as General Manager in Beijing Assets Valuation Company Limited.

執行董事

高敬德博士(「高博士」)，56歲，為本公司董事會主席兼執行董事，彼亦為本公司薪酬委員會及提名委員會成員。彼於二零零九年七月加盟本集團。高博士目前為香港新恒基國際(集團)有限公司董事局主席、亞太高科技投資(控股)有限公司董事局主席、亞太航空運輸(控股)有限公司董事局主席、深圳世紀晶源科技有限公司董事長(以上所述公司並非為香港或海外上市的公眾公司)、第八、九、十、十一屆中華人民共和國香港特別行政區全國政協委員、第九、十屆全國政協外事委員會委員及第十一屆全國政協教科文衛體委員會副主任。高博士為香港太平紳士、香港特別行政區行政長官選舉委員會會員、香港特別行政區立法會選舉委員會委員、香港特別行政區全國人民代表大會代表選舉會議成員，並任香港文化總會會長、香港中華文化總會會長、香港海峽兩岸和平發展促進總會會長、中外企業家合作委員會理事長，河北省、天津市、陝西省、雲南省、湖北省人民政府高級經濟顧問及香港與內地投資商務促進會會長。

羅賢平先生(「羅先生」)，49歲，為本公司執行董事及行政總裁，亦為本公司之授權代表，彼於二零零九年三月加盟本集團。羅先生畢業於江西大學。羅先生亦於中國社會科學院取得工商管理碩士學位。羅先生乃中國註冊會計師及中國註冊評估師。羅先生加盟本集團前已擁有逾14年資產重組／企業融資之經驗。羅先生目前為本公司全資附屬公司FD(H)Investments Limited之董事，負責統籌本公司附屬公司陝西艾爾膚組織工程有限公司之業務發展及組織工程皮膚之營運。於一九九八年至二零零一年間，彼曾擔任華夏証券執行董事，負責公司資產重組及人事管理，以及管理香港分行之公司事務。於一九九五年至一九九八年間，羅先生為中國國有資產管理局青年總裁委員會之副秘書長，且曾擔任北京資產估值有限公司之總經理。

* For identification purpose only

Biographical Details of Directors 董事簡介

EXECUTIVE DIRECTORS (Cont'd)

Mr. Dai Yumin (“Mr. Dai”), aged 51, is an executive director of the Company and he joined the Group in March 2009 and has been appointed as compliance officer and authorized representative of the Company in 2009. Mr. Dai holds a bachelor degree in Professional Finance. Mr. Dai had been a marketing consultant of Treasure Star Trading Limited, a subsidiary of PME, and had resigned at 30 June 2009. Currently, he is a vice president of China Leasing Company Limited* (中國租賃有限公司)、president of the 中國木材(集團)有限公司 and the chairman of Juye Asset Management Company Limited* (聚業資產管理有限公司). Mr. Dai also serves as Standing Committee Member (常務理事) of China Strategy and Development Research Institute and China Reproductive Health Industry Association* (中國生殖健康產業協會). Mr. Dai currently is the president of Shanxi Aierfu Activtissue Engineering Company Limited* (陝西艾爾膚組織工程有限公司), a subsidiary of the Company, and he holds its 0.74% interests.

Mr. Yang Zheng Guo (“Mr. Yang”), aged 54, is an executive director of the Company, and he joined the Group on 11 March 2010. Mr. Yang is a director of Shanxi Aierfu Activtissue Engineering Company Limited (“Aierfu”), Shanxi AiNear Cornea Engineering Co. Ltd. (“AiNear”), Shanxi AiBosin Bio-Engineering Co. Ltd. and Shanxi Aimeiya Bio-Technology Co. Ltd., which are the subsidiaries of the Company. He also has 4.91% and 27.93% interests in Aierfu and AiNear respectively. Mr. Yang was a Standing Committee Member of the Eighth Shanxi Provincial Committee of CPPCC (陝西省政協第八屆常委) in 1998, a Committee Member of Yulin, Shanxi Provincial Committee of CPPCC (陝西省榆林市政協委員) in 2000, a Standing Committee Member of the Ninth Shanxi Federation of Industry & Commerce (陝西省工商業聯合會第九屆常委) in 2002 and was a representative of National People’s Congress of Shanxi Province (陝西省人大代表) in 2007. He is a Standing Committee Member of the Ninth Shanxi Provincial Committee of CPPCC (陝西省政協第九屆常委) since 2003. Mr. Yang has involved in various industries, including trading, logistics, catering, real estate, the research, development and production of high-tech products, and is well experienced in investment management, corporate management and capital funding.

執行董事(續)

戴昱敏先生(「戴先生」)，51歲，於二零零九年三月加盟本集團，彼為本公司執行董事，並於二零零九年獲委任為本公司監察主任及授權代表。戴先生持有金融專業學士學位。戴先生曾為必美宜集團有限公司之附屬公司富星貿易有限公司市場顧問，並已於二零零九年六月三十日辭職。戴先生目前為中國融資租賃有限公司副董事長，中國木材(集團)有限公司董事長以及聚業資產管理有限公司主席，戴先生亦為中國戰略與發展研究會及中國生殖健康產業協會之常務理事，戴先生目前為本公司附屬公司陝西艾爾膚組織工程有限公司董事長，並持有該公司0.74%之股權。

楊正國先生(「楊先生」)，54歲，為本公司執行董事，彼於二零一零年三月十一日加盟本集團。楊先生為本公司附屬公司陝西艾爾膚組織工程有限公司(「艾爾膚」)、陝西艾尼爾角膜工程有限公司(「艾尼爾」)、陝西艾博生生物工程有限公司及陝西艾美雅生物科技有限公司之董事。彼亦於艾爾膚及艾尼爾分別擁有4.91%及27.93%權益。楊先生於一九九八年擔任陝西省政協第八屆常委、於二零零零年擔任陝西省榆林市政協委員、於二零零二年擔任陝西省工商業聯合會第九屆常委，並於二零零七年擔任陝西省人大代表。彼亦自二零零三年起擔任陝西省政協第九屆常委。楊先生所從事的事業曾涉及商品零售、物資流通、飲食服務、房地產開發、高新技術產品的研發與生產等多個行業，並具有豐富的投資管理、企業管理和資本運營經驗。

* For identification purpose only

Biographical Details of Directors 董事簡介

NON-EXECUTIVE DIRECTORS

Mr. Wong Sai Hung, Oscar (“Mr. Wong”), aged 57, is the Vice-chairman of the Board and a non-executive director of the Company. He joined the Group in June 2008 and has retired as the Chairman of the Board of the Company on 15 July 2009, following Dr. Gao’s appointment as the Chairman of the Board of the Company. Mr. Wong graduated from Hong Kong Polytechnic University with a higher diploma in Business Studies (Marketing). He resigned the CEO of ICBC (Asia) Investment Management Company Limited and served as the consultant at December 7, 2011. In addition, Mr. Wong was elected as an independent non-executive director of Hong Kong Exchanges and Clearing Limited (Stock Code: 388), a company listed on the main board of the Stock Exchange in April 2003 and has been re-elected three times. Currently he also serves as consultant and non-executive director for several companies, including but not limited to being the non-executive director of One Asset Management Limited, a company incorporated in Thailand, and ARN Asian Enterprise Fund Limited, a company listed on the Irish Stock Exchange.

Mr. Sze Cheung Pang, aged 69, is a non-executive director of the Company. He joined the Group in December 4, 2009. Mr. Sze Cheung Pang is currently an executive director of Sunbase International (Holdings) Limited, the chairman of the board of Geyung International Trading Co., Ltd., Geyung (Real Estate) Co., Ltd. and Sweetie Favor Investment Limited, the founding president of the Association of Chinese Culture of Hong Kong, the permanent honorary president of the Hong Kong Eastern District Community Association, the honorary president of the Fukienese Association Ltd., a standing director of China Council for the Promotion of Peaceful National Reunification, a member of the eighth, ninth, tenth and eleventh National Committee of the Chinese People’s Political Consultative Conference and deputy director of Hong Kong, Macao, Taiwan and Overseas Chinese Committee of the CPPCC National Committee.

Mr. Ma Long (“Mr. Ma”), aged 54, is a non-executive director and chief internal auditor of the Company. He joined the Group in March 11, 2010. Mr. Ma graduated from Macau University of Science and Technology with a master degree in Business Administration. Mr. Ma has over twenty years experience in taxation and he has been working in the field of taxation in the Administration of Taxation of PRC. He also obtained the qualifications of certified tax appraiser and the accountant of the People’s Republic of China. He is a director of Aierfu, a subsidiary of the Company.

非執行董事

黃世雄先生(「黃先生」)，現年57歲，為本公司董事會副主席及非執行董事。彼於二零零八年六月加盟本集團。繼高博士獲委任為本公司董事會主席，彼已於二零零九年七月十五日退任本公司董事會主席。黃先生畢業於香港理工大學，持有商管系(市場營運)高級文憑。黃先生於二零一一年十二月七日辭去工銀亞洲投資管理有限公司之總裁一職並轉為擔任顧問。此外，黃先生於二零零三年四月當選為香港交易及結算所有限公司(股份代號：388)(於聯交所主板上市之公司)之獨立非執行董事，並曾再度當選三次。目前，彼擔任數家公司之顧問及非執行董事，包括(但不限於)為One Asset Management Limited(於泰國註冊成立之公司)及ARN Asian Enterprise Fund Limited(於愛爾蘭證券交易所上市之公司)擔任非執行董事。

施祥鵬先生，69歲，為本公司之非執行董事。彼於二零零九年十二月四日加盟本集團。施祥鵬先生現任新恆基國際集團執行董事、恆興基立有限公司、恆興基立(地產)有限公司及恆賞投資有限公司的董事會主席、香港中華文化總會創辦主席、香港東區各界協會永久榮譽主席、香港福建同鄉會榮譽主席、中國和平統一促進會常務主任、第八、九、十及十一屆全國政協委員以及全國政協港澳臺僑委員會副主任。

馬龍先生(「馬先生」)，54歲，為本公司之非執行董事和首席內部稽核師。彼於二零一零年三月十一日加盟本集團。馬先生畢業於澳門科技大學並取得工商碩士學位。馬先生擁有逾二十年稅務工作經驗，一直於國內稅務局從事稅務工作。彼亦取得註冊稅務師資格證及中華人民共和國「會計證」。彼為本公司附屬公司艾爾膚之董事。

Biographical Details of Directors 董事簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lui Tin Nang (“Mr. Lui”), aged 54, is an independent non-executive director and also the chairman of audit committee, and the members of nomination committee and remuneration committee of the Company. Mr. Lui joined the Group in September 2004. He has obtained a bachelor degree in science from the University of Leeds and a master degree in business administration from the University of Bradford in United Kingdom. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (Practicing) and the Institute of Chartered Accountants in England & Wales, member of the Chartered Institute of Management Accountant. He has years of experience in accounting, auditing, taxation and corporate finance. Mr. Lui once was an independent non-executive director of China Pipe Group Limited (Stock Code: 380), Vital Pharmaceutical Holdings Limited now known as Vital Group Holdings Limited (Stock Code: 1164), and National Investments Fund Limited (Stock Code: 1227) and resigned on February 23, 2009, August 18, 2011 and January 13, 2012, respectively. In addition, Mr. Lui was also appointed as an independent non-executive director of Finet Group Limited (Stock Code: 8317) from 26 August 2010 to 30 September 2010. Mr. Lui currently is an independent non-executive director of CT Holdings (International) Limited, now known as Brilliant Circle Holdings International Limited (Stock Code: 1008), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Sze Chin Hung (“Mr. Sze”), aged 68, is an independent non-executive director of the Company, and the members of audit committee, nomination committee and remuneration committee of the Company. He joined the Group in December 4, 2009. Mr. Sze was a director of Shenzhen China Bicycle Co (Holdings) Ltd, a company listed on the Shenzhen Stock Exchange, from 1992 to 2008 and he is now the Chairman of HK Link (Group) Limited. He is also the Member of the Shenzhen Municipal Standing Committee of CPPCC from 1988 to 1996; Standing Committee member of All-China Federation Of Industry & Commerce from 1992 to 2002; Member of National Committee of the Chinese People’s Political Consultative Conference of PRC since 1994; Standing Committee member of the Chinese General Chamber of Commerce since 2005; Member of the Commission on Strategic Development of the Government of the Hong Kong Special Administrative Region from 2005 to 2007, Justice of the Peace, Hong Kong since 2005 and Member of the Hong Kong Election Committee since 2007. Mr. Sze had also been a director of Hong Kong (Link) Bicycles Limited (“HKLB”). During the period when he was a director of HKLB, HKLB received a winding-up order from the High Court of the Hong Kong Special Administrative Region, Court of First Instance on 6 May 1999 for an alleged sum of HK\$1,676,688,138 deficit. Mr. Sze has settled all the creditors in relation to HKLB which were under his personal guarantee and the Company has no reason to believe that the winding-up of HKLB would directly or indirectly concerns any aspect of the affairs of the Company.

獨立非執行董事

呂天能先生(「呂先生」)，現年54歲，為本公司之獨立非執行董事，亦為本公司審核委員會主席以及提名委員會及薪酬委員會成員。呂先生於二零零四年九月加盟本集團。彼取得英國University of Leeds理學士學位，以及英國University of Bradford工商管理碩士學位。彼為香港會計師公會(執業)及英格蘭及威爾斯特許會計師公會資深會員，以及英國特許管理會計師協會會員。彼於會計、審核、稅務及企業融資等方面累積多年經驗。呂先生曾為中國管業集團有限公司(股份代號：380)、維奧醫藥控股有限公司(現稱中廣核礦業有限公司)(股份代號：1164)及國盛投資基金有限公司(股份代號：1227)之獨立非執行董事，並分別已於二零零九年二月二十三日、二零一一年八月十八日及二零一二年一月十三日辭任。另外，於二零一零年八月二十六日至二零一零年九月三十日，呂先生為財華社集團有限公司(股份代號：8317)之獨立非執行董事。呂先生目前為詩天控股(國際)有限公司(現稱貴聯控股國際有限公司)(股份代號：1008)之獨立非執行董事，該公司之股份均於聯交所主板上市。

施展熊先生(「施先生」)，68歲，為本公司之獨立非執行董事，亦為本公司提名委員會主席以及審核委員會及薪酬委員會成員。彼於二零零九年十二月四日加盟本公司。施先生自一九九二年至二零零八年擔任深圳中華自行車(集團)股份有限公司(一家在深圳證券交易所上市的公司)之董事，彼現任香港大寰(集團)有限公司主席。彼自一九八八年至一九九六年亦為深圳市政協常委委員；自一九九二年至二零零二年為全國工商聯常委；自一九九四年起為中國人民政治協商會議全國委員會委員；自二零零五年起為中國總商會常務委員會委員；自二零零五年至二零零七年為香港特區政府策略發展委員會成員，於二零零五年獲委任為香港太平紳士，並自二零零七年起擔任香港選舉委員會成員。施先生亦擔任Hong Kong (Link) Bicycles Limited (「HKLB」)之董事。於施先生擔任HKLB的董事期間，於一九九九年五月六日，HKLB接獲香港特別行政區高等法院原訟法庭頒佈清盤令，宣稱其財政虧絀高達1,676,688,138港元。施先生已償清以其個人名義擔保有關HKLB的所有債務，且並無任何原因令本公司相信HKLB的清盤將直接或間接涉及本公司的任何事項。

Biographical Details of Directors 董事簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Mr. Chan Wing Hang (“Mr. Chan”), aged 34, is an independent non-executive director and also the chairman of remuneration committee, and the members of audit committee and nomination committee of the Company. Mr. Chan joined the group in August 2011. He obtained Bachelor degree in Business Administration (Honors) in Accountancy from City University of Hong Kong (香港城市大學) and He was graduated from University of Hull in January 2012 with master degree in Business Management. Mr. Chan is a fellow of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan is currently the chief financial officer and company secretary of Sijia Group Company Limited (思嘉集團有限公司) (stock code: 1863), the shares of which are listed on the Main Board of the Stock Exchange, in which he is responsible for the overall financial control, company secretarial, compliance and investor relation functions. Mr. Chan has served as the financial controller, qualified accountant and company secretary of China National Materials Company Limited (中國中材股份有限公司) (stock code: 1893), the shares of which are listed on the Main Board of the Stock Exchange. He has also served as the vice financial controller, qualified accountant and company secretary of Western Mining Company Limited (西部礦業股份有限公司) (stock code: 601168), the shares of which are listed on The Shanghai Stock Exchange and the qualified accountant and company secretary of Shinhint Acoustic Link Holdings Limited (成謙聲匯控股有限公司) (stock code: 2728), the shares of which are listed on the main board of Hong Kong Stock Exchange. Mr. Chan has more than 13 years of experience in accounting, finance, compliance, company secretarial, investor relations and initial public offerings.

獨立非執行董事(續)

陳永恒先生(「陳先生」)，34歲，為本公司之獨立非執行董事，亦為本公司薪酬委員會主席以及審核委員會及提名委員會成員。陳先生於二零一一年八月加盟本集團。彼取得香港城市大學會計工商管理(榮譽)學士學位，並於二零一二年一月在University of Hull畢業，獲工商管理碩士學位。陳先生為英國特許會計師公會資深會員及香港會計師公會會員。陳先生目前為思嘉集團有限公司(其股份於聯交所主板上市，股份代號：1863)的財務總監兼公司秘書，負責整體財務監控、公司秘書、合規及投資者關係事宜。陳先生曾出任中國中材股份有限公司(其股份於聯交所主板上市，股份代號：1893)的財務主管、合資格會計師兼公司秘書。彼亦曾出任西部礦業股份有限公司(其股份於上海證券交易所上市，股份代號：601168)的副財務總監、合資格會計師兼公司秘書，及成謙聲匯控股有限公司(其股份在聯交所主板上市，股份代號：2728)的合資格會計師兼公司秘書。陳先生擁有超過13年會計、財務、合規、公司秘書、投資者關係及首次公開發售的經驗。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintain a high standard of corporate governance practices. The Group believes that high standard of corporate governance provides a framework and solid foundation for achieving, attracting and retaining the high standard and quality of the Group's management, promoting high standards of sound internal control, accountability and transparency to all shareholders of the Company (the "Shareholders") and also meeting the expectations of the Group's various stakeholders.

The Company has complied with all the code provisions as set out in the Code on Corporate Governance Practices to the former Appendix 15 of the GEM Listing Rules (the "Old CG Code") from 1 May 2011 to 31 March 2012 and has complied with all the code provisions as set out in Corporate Governance Code and Corporate Governance Report to the existing Appendix 15 of the GEM Listing Rules (the "New CG Code") from 1 April 2012 to 30 April 2012 except the code provisions E.1.2 and A.5.4 of the Old CG Code as disclosed below:

- (i) Code provision E.1.2 of the Old CG Code specifies that the chairman of the board should attend the annual general meeting of the Company. Dr. Gao Gunter, the chairman of the Board has been heavily involved in the business operations of the Group. Despite his utmost intention to be present at the Company's 2011 annual general meeting held on 14 September 2011 (the "AGM"), Dr. Gao was unable to attend the AGM due to other urgent business commitments of the Group. While Mr. Wong Sai Hung, Oscar, non-executive Director and the vice chairman of the Company, has taken the chair of that meeting thereat to be available to answer question to ensure effective communication with the Shareholders.
- (ii) Code provision A.5.4 of the Old CG Code specifies that the directors must comply with their obligations under the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules. While Mr. Dai Yumin, the executive Director, has breached Rule 5.56 of the GEM Listing Rules as to the spouse of Mr. Dai has acquired a total of 52,620,000 shares of the Company (the "Shares"). The trading dates of the acquisitions of Shares are from 15 February 2011 to 21 February 2011 and from 17 June 2011 to 24 June 2011 which are during the blackout periods for the purpose of fulfilling the migration requirements but she has not notified Mr. Dai or the chairman of the Company. When Mr. Dai was aware of the above acquisitions of the Shares, he has notified the Company and the Stock Exchange immediately.

Following the resignation of Mr. Cheung Siu Chung on 11 May 2011, the Company only has two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules. Following the appointment of Mr. Chan Wing Hang as an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company on 9 August 2011, the Company has fully complied with the requirement of Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules.

企業管治常規

董事會致力維持高水平之企業管治常規。本集團認為，高水平之企業管治有助建立完善機制及鞏固根基，提升本集團管理層之水平、吸引並挽留良才、加強內部監控、提高本公司全體股東(「股東」)問責性及透明度，務求滿足本集團各權益關涉者之期望。

本公司自二零一一年五月一日至二零一二年三月三十一日已遵守創業板上市規則附錄15所載之企業管治常規守則(「舊企業管治守則」)之所有守則條文，並自二零一二年四月一日至二零一二年四月三十日已遵守現有創業板上市規則附錄15所載之企業管治常規守則及企業管治報告之所有守則條文(「新企業管治守則」)。惟下文披露之舊企業管治守則條文第E.1.2條及A.5.4條除外：

- (i) 舊企業管治守則之守則條文第E.1.2條訂明董事會主席應出席本公司股東週年大會。董事會主席高敬德博士積極參與本集團之業務運營。儘管高博士屬意出席本公司於二零一一年九月十四日舉行之二零一一年股東週年大會(「股東週年大會」)，但彼因本集團其他緊急業務事宜，而未能出席股東週年大會。本公司非執行董事兼副總裁黃世雄先生主持該會議，解答疑問，確保與股東的有效溝通。
- (ii) 舊企業管治守則之守則條文第A.5.4條規定，董事須根據創業板上市規則第5.48條至5.67條所載的交易規定守則遵守彼等之責任。執行董事戴昱敏先生違反創業板上市規則第5.56條。原因是，戴先生的配偶為達致移民規定，自二零一一年二月十五日至二零一一年二月二十一日(股份收購的交易日期)及自二零一一年六月十七日至二零一一年六月二十四日(禁售期)收購本公司合共52,620,000股股份(「股份」)，而未有知會戴先生或本公司主席。戴先生在注意到上述股份收購事項時，已立即知會本公司及聯交所。

隨著張兆冲先生於二零一一年五月十一日辭任後，本公司將僅擁有兩名獨立非執行董事及兩名審核委員會成員，少於創業板上市規則第5.05(1)及5.28條規定之最低數目。隨著陳永恒先生於二零一一年八月九日出任本公司的獨立非執行董事及審核委員會、提名委員會及薪酬委員會成員後，本公司已充分遵守創業板上市規則第5.05(1)條及5.28條之規定。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE STRUCTURE

The Board is charged with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing risks of the Group. Under the Board, there are currently 3 subcommittees, namely audit committee, remuneration committee and nomination committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

BOARD OF DIRECTORS

Board Composition and Board Practices

The Board is responsible to the Shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs. Details of the membership of the Board together with their roles and functions are posted on the Stock Exchange and the Company's website and such information shall be updated whenever there are changes.

As at 30 April 2012, the Board comprises ten Directors, including four executive Directors (the "Executive Director(s)") namely Dr. Gao Gunter, Mr. Luo Xian Ping, Mr. Dai Yumin and Mr. Yang Zheng Guo; three non-executive Directors (the "Non-executive Director(s)") namely Mr. Wong Sai Hung, Oscar, Mr. Sze Cheung Pang and Mr. Ma Long; and three independent non-executive Directors (the "Independent Non-executive Director(s)") namely Mr. Lui Tin Nang, Mr. Sze Chin Hung and Mr. Chan Wing Hang (appointed on 9 August 2011). There is no financial, business, family or other material/relevant relationship amongst the Directors.

During the period of 1 April 2012 to 30 April 2012, the management provided all members of the Board with monthly updates (the "monthly updates") in accordance with the code provision C.1.2 of the New CG Code.

企業管治架構

董事會有責任為本公司建立一套良好之企業管治架構。董事會主要負責為本集團訂立指引、制定策略、監管表現及管理風險。董事會轄下有三個委員會，即審核委員會、薪酬委員會及提名委員會。各委員會根據其職權範圍履行本身獨特之職責，並協助董事會監管高級管理人員之某些工作。

董事會

董事會之組成及董事會常規

董事會須就領導及監管本公司之事宜而向股東負責，並須集體指導及監管本公司事務，務求令本公司及其業務再創佳績。董事會成員之詳情，連同彼等之角色及職責，載於聯交所及本公司網站，而當有關資料有所變動時，將作更新。

於二零一二年四月三十日，董事會由十名董事組成，包括四名執行董事（「執行董事」）高敬德博士、羅賢平先生、戴昱敏先生及楊正國先生，三名非執行董事（「非執行董事」）黃世雄先生、施祥鵬先生及馬龍先生，及三名獨立非執行董事（「獨立非執行董事」）呂天能先生、施展熊先生及陳永恒先生（於二零一一年八月九日獲委任）。董事之間並無財務、業務、家族或其他重大／有關關係。

自二零一二年四月一日至二零一二年四月三十日期間，根據新企業管治守則之守則條文第C.1.2條，管理層已向董事會全體成員提供月度更新資料（「月度更新資料」）。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Cont'd)

Board Composition and Board Practices (Cont'd)

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The principle functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategies and objectives of the Group;
- approve annual budgets, major funding proposals, investment and divestment proposals;
- oversee the processes for evaluating the adequacy and integrity of internal controls, risk management, financial reporting and compliance;
- approve the nominations of directors by nomination committee and appointment of management team and/or external auditors;
- ensure accurate, adequate and timely reporting to, and communication with Shareholders;
- monitor and manage potential conflicts of interest of management, board members and Shareholders, including misuse of corporate assets and abuse in related party transactions; and
- assume responsibility for corporate governance.

The Board delegates day-to-day operations of the Group to the Executive Directors and senior management, while reserving certain key matters for its approval. As at 30 April 2012, there are three Independent Non-executive Directors so that there is a strong element of independence in the Board to exercise independent judgement. Moreover, at least one of the Independent Non-executive Directors have appropriate professional qualifications, or accounting or related financial management expertise so that they are of sufficient caliber and number for their views to carry weight.

During the year, the attributes, skills and expertise among the Directors are considered appropriate to effectively lead and control the Group, taking into account the scope and nature of its operations. The Directors have a mix of core competencies in areas such as accounting and finance, business and management, industry knowledge and marketing strategies. The experience and qualifications of the Directors are set out in the section of "Biographical Details of Directors" on pages 11 to 15 of this Annual Report.

董事會(續)

董事會之組成及董事會常規(續)

董事會專注於整體策略及政策，特別重視本集團之增長及財務表現。董事會之主要職責為：

- 訂立本集團之策略指引及發展；
- 釐定本集團之宏觀政策、策略及目標；
- 審批年度預算、主要融資建議、投資及撤資建議；
- 監管衡量內部監控、風險管理、財務呈報及遵守法規方面是否充足及完善之程序；
- 批准提名委員會之董事提名以及委任管理隊伍及／或外聘核數師；
- 確保向股東作出準確、充足和及時之呈報及溝通；
- 監管及管理管理層、董事會成員及股東之間之潛在利益衝突，包括不當使用公司資產及在關連人士交易中濫用職權；及
- 承擔企業管治之責任。

董事會將本集團之日常運作授權執行董事及高級管理人員處理，但若干主要事宜仍須獲董事會審批。於二零一二年四月三十日，董事會擁有一名獨立非執行董事，此舉足以確保董事會內有足夠獨立人士，行使獨立判斷。此外，最少一名獨立非執行董事須具備適當專業資格或會計或相關財務管理專業知識，故此在資歷及人數上，均足以作出具影響力之建議。

年內，經考慮本集團之業務範疇及性質後，董事之才幹、技能及專業知識，足以有效領導及監控本集團。董事各具專長，例如在會計及財務、業務及管理、業界知識及市場推廣策略等。董事之經驗及資歷，載於本年報第11至第15頁「董事簡介」一節。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Cont'd)

Board Composition and Board Practices (Cont'd)

The Independent Non-executive Directors have the same duties of care and skill and fiduciary duties as the Executive Directors. Their functions include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead when potential conflicts of interests arise;
- serving on audit, remuneration and nomination committees, if invited; and
- scrutinising the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

Following the resignation of Mr. Cheung Siu Chung on 11 May 2011, the Company only has two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules. Following the appointment of Mr. Chan Wing Hang as an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee of the Company on 9 August 2011, the Company has fully complied with the requirement of Rule 5.05(1) and Rule 5.28 of the GEM Listing Rules.

During the year, at least one of Independent Non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise. Pursuant to the Rule 5.09 of the GEM Listing Rules, the Company has received a written confirmation from each of the Independent Non-executive Directors of their independence to the Company. The Company considers that all of the Independent Non-executive Directors are independent.

董事會(續)

董事會之組成及董事會常規(續)

獨立非執行董事與執行董事同具有審慎行事之責任及技能以及誠信責任。彼等之職能包括但不限於：

- 參與董事會會議，於企業策略、企業表現、問責性、資源、重要任命及操守準則等事宜上作出獨立判斷；
- 於出現潛在利益衝突時擔當領導角色；
- 於獲邀請時加入審核、薪酬及提名委員會；及
- 觀察本集團於達致協定之企業目標及目的方面之表現，並監察表現呈報。

隨著張兆冲先生於二零一一年五月十一日辭任後，本公司僅擁有兩名獨立非執行董事及兩名審核委員會成員，少於創業板上市規則第5.05(1)條及5.28條規定之最低數目。隨著陳永恒先生於二零一一年八月九日出任本公司的獨立非執行董事及審核委員會、提名委員會及薪酬委員會成員後，本公司已充分遵守創業板上市規則第5.05(1)條及5.28條之規定。

年內，至少一名獨立非執行董事須具備適當之專業資格或會計或相關財務管理專業知識。根據創業板上市規則第5.09條，本公司已接獲各獨立非執行董事之書面確認，確認其對本公司之獨立性。本公司認為所有獨立非執行董事乃為獨立人士。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (Cont'd)

Board Composition and Board Practices (Cont'd)

The Board schedules four meetings a year at approximately quarterly intervals and will be met as necessary. During the year ended 30 April 2012, the Board held 9 meetings, of which 4 are regular meetings. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's articles of association. Notice of at least 14 days is given of a regular Board meeting to give all Directors an opportunity to attend. The following table shows the attendance of individual Directors at the meetings held during the year:

董事會(續)

董事會之組成及董事會常規(續)

董事會每年安排四次會議，大約每季舉行一次，並將於有需要時舉行會議。於截至二零一二年四月三十日止年度，董事會共舉行九次會議，其中四次為定期會議。董事可親自或透過本公司組織章程細則所容許之其他電子通訊方式出席會議。本公司將在定期董事會會議前最少14天，向所有董事發出通知，讓其有機會出席會議。下表載列個別董事年內出席會議之情況：

Name of Directors		Attendance/ Number of General Meeting entitled to attend	Attendance/ Number of Board Meetings entitled to attend
董事姓名		出席／有權出席 股東大會數目	出席／有權出席 董事會會議數目
Executive Directors			
執行董事			
Gao Gunter (Chairman)	高敬德(主席)	0/1	9/9
Luo Xian Ping (Chief Executive Officer)	羅賢平(行政總裁)	0/1	8/9
Dai Yumin	戴昱敏	0/1	6/9
Yang Zheng Guo	楊正國	0/1	6/9
Tin Ka Pak (resigned on 11 May 2011)	田家柏(於二零一一年五月十一日 辭任)	0/0	0/0
Non-executive Directors			
非執行董事			
Wong Sai Hung, Oscar (Vice Chairman)	黃世雄(副主席)	1/1	9/9
Sze Cheung Pang	施祥鵬	0/1	7/9
Ma Long	馬龍	0/1	7/9
Independent Non-executive Directors			
獨立非執行董事			
Lui Tin Nang	呂天能	1/1	8/9
Sze Chin Hung	施展熊	0/1	4/9
Chan Wing Hang (appointed on 9 August 2011)	陳永恒(於二零一一年八月九日 獲委任)	1/1	4/6
Cheung Siu Chung (resigned on 11 May 2011)	張兆冲(於二零一一年五月十一日 辭任)	0/0	0/0

According to the code provision A.2.7 of the New CG Code, the chairman should at least annually hold meeting with the non-executive directors without the executive directors present. During the period of 1 April 2012 to 30 April 2012, the Chairman did not hold meeting with the non-executive Directors without the executive Director present, but the Company will adopt this practice from the coming financial year.

根據新企業管治守則之守則條文第A.2.7條，主席應每年至少一次在沒有任何執行董事在場之情況下，與非執行董事舉行會議。自二零一二年四月一日至二零一二年四月三十日期間，主席並無與非執行董事舉行沒有執行董事出席的會議，惟本公司自下一個財政年度起將會採納該守則。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Cont'd)

Board Composition and Board Practices (Cont'd)

Board papers are circulated at least 3 days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company. Moreover, the company secretary of the Company (the "Company Secretary") prepares minutes and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

Continuing Professional Development

The Company Secretary is responsible to update the Board on governance and regulatory matters.

Training will be given to newly appointed director to his individual needs. This includes introduction to the Group activities, induction into their responsibilities and duties, and other regulatory requirements.

The Company will arrange and/or introduce some Director's training courses for them to develop and explore their knowledge and skills.

According to the code provision A.6.5 of the New CG Code, all Directors will participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out the corporate activities, which has been complied with the New CG Code. The insurance coverage is reviewed on an annual basis.

董事會(續)

董事會之組成及董事會常規(續)

董事會文件於董事會會議舉行前最少三日向董事傳閱，以使董事能就將於董事會會議提出之事宜，作出知情決定。此外，本公司已訂立一套程序，讓董事在合適情況下，於履行其對本公司之職責時，尋求獨立專業意見，開支由本公司支付。另外，本公司的公司秘書(「公司秘書」)亦為所有董事會會議上討論之事宜以及議決之決定，編製會議記錄並保存有關記錄。公司秘書亦保存會議記錄，並可於任何董事作出合理通知後，在任何合理時間供索閱。

持續專業發展

公司秘書負責向董事會提供有關管治及規管事宜之最新消息。

本公司將按新委任董事之個人需要給予培訓，當中包括推介本集團業務、講解彼等之職責及職務以及其他監管規定。

本公司將為彼等安排及／或介紹若干董事培訓課程以發展及提升彼等知識及技能。

根據新企業管治守則之守則條文A.6.5條規定，所有董事均參與持續專業發展，以培養及更新彼等之知識及技能。此乃確保彼等對董事會之貢獻仍具備相關資訊及切合所需。

董事及高級職員之責任

本公司已安排適當保險，為董事在公司事務中可能產生之責任提供保障，此做法符合新企業管治守則。投保範圍乃每年進行檢討。

Corporate Governance Report 企業管治報告

BOARD OF DIRECTORS (Cont'd)

Appointment, Election and Re-election

Appointment of new Directors is a matter for consideration by the nomination committee. It reviews the profiles of the candidates and makes recommendations to the Board on the appointment, renomination and retirement of the Directors.

All Non-executive Directors and Independent Non-executive Directors have entered into an appointment letter with the Company from one to around two years. According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors retire at the annual general meeting of the Company shall be those appointed by the Board during the year and those who have been longest in office since their last election or re-election.

Directors' Responsibility for the Financial Statements

The following statement, which sets out the responsibilities for the Directors in relation to the quarterly, interim and annual financial statements.

Annual Report and Financial Statements

The Directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and in presenting the quarterly, interim and annual financial statements, and announcements to Shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects.

Accounting Period

The Directors consider that in preparing the financial statements, the Group uses appropriate accounting policies that are consistently applied, and that all applicable accounting standards are followed.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent or detect fraud and other irregularities.

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

董事會(續)

委任、選舉及重選

委任新董事一事，須由提名委員會考慮。提名委員會將審閱候選人之資歷，並就委任、再提名董事及董事退任等事宜向董事會作出建議。

全體非執行董事及獨立非執行董事均已與本公司訂立為期一至兩年左右之聘任書。根據本公司之組織章程細則，三分之一董事須於各股東週年大會退任，而各董事亦須最少每三年輪席退任一次。於本公司股東週年大會退任之董事須為董事會年內委任而且自最近獲選或重選以來任職最長之董事。

董事對財務報表之責任

以下聲明載列董事有關季度、中期及年度財務報表之責任。

年報及財務報表

董事察悉其有責任在每個財政年度，編製能真實及公平反映本集團財政狀況之財務報表，而向股東提呈季度、中期及年度財務報表以及公佈時，董事須讓股東能從各方面衡量及了解本集團之狀況及前景。

會計期間

董事認為於編製財務報表時，本集團利用及貫徹應用合適之會計政策，且亦已遵循所有適用之會計準則。

會計記錄

董事須負責確保本集團存置會計記錄，有關記錄應合理準確地披露本集團之財務狀況，並且可用於根據香港會計師公會頒佈之香港財務報告準則而編製之財務報表。

保障資產

董事負責採取所有合理及所需措施，保障本集團之資產，並且預防或調查欺詐及其他違規行為。

持續經營

董事經作出適當垂詢後，認為本集團有充足資源，在可預見將來持續經營，且基於此理由，採納持續經營基準編製財務報表仍屬適當。

Corporate Governance Report 企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE

During the year, the roles of the chairman of the Company (the “Chairman”) and the chief executive officer of the Company (the “CEO”) were segregated and performed by Dr. Gao Gunter and Mr. Luo Xian Ping respectively. This segregation ensures a clear distinction between the Chairman’s and the chief executive responsibilities which allows a balance of power between the Board and the management of the Group, and ensures their independence and accountability. There is no financial, business, family or other material/relevant relationship between the Chairman and the chief executive.

Dr. Gao Gunter, as the Chairman during the year, has overall responsibilities for providing leadership, vision and direction in the development of the business of the Company. He ensures that:

- the Board functions effectively, and that all key and appropriate issues are properly briefed and discussed by the Board in a timely manner;
- the responsibilities for drawing up the agenda for each Board meeting and, where appropriate, taking into account any matters proposed by each Director for inclusion in the agenda;
- good corporate governance practices and procedures are established and encourages all Directors to make full and active participation to the affairs of the Group; and
- the Board acts in the best interests of the Group.

Mr. Luo Xian Ping, as the CEO during the year, was responsible for the day-to-day management of the business of the Group, attended to formulation and successful implementation of policies, and assumed full accountability to the Board for all operations of the Group. Working with the executive management team of each core business division, he ensures the smooth operations and development of the Group. He maintained a continuing dialogue with the Chairman and all Directors to keep them fully informed of all major business developments and issues.

COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring that the Board procedures are followed and for ensuring that the Board is fully briefed on all legislative, regulatory and corporate governance developments and that it has regarded to them when making decisions. The Company Secretary is also directly responsible for the Group’s compliance with the continuing obligations of the GEM Listing Rules, The Codes on Takeovers and Mergers and Share Repurchases, Companies Ordinance, Securities and Futures Ordinance and other applicable laws, rules and regulations.

主席及行政總裁

年內，本公司主席（「主席」）及本公司行政總裁（「行政總裁」）分別由高敬德博士及羅賢平先生出任，其職能已經劃分。此舉可確保主席及行政總裁能各司其職，制衡董事會與本集團管理層之間之權力，並且確保其獨立性及問責性。主席與行政總裁之間並無財務、業務、家族或其他重大／有關關係。

年內，主席高敬德博士整體負責領導本公司，為本公司業務發展制定目標及方向。彼確保：

- 董事會有效運作，而且董事會已及時獲妥為告知並討論所有主要及適當事務；
- 編製各董事會會議之議程，並且在適當情況下，將各董事建議之任何事宜，納入議程內；
- 已制定良好企業管治常規及程序，並鼓勵所有董事全面及積極參與本集團事務；及
- 董事會以本集團之最佳利益行事。

年內，行政總裁羅賢平先生負責本集團日常業務管理，專注於制定及成功落實政策，並且就本集團之所有業務而向董事會問責。羅先生與各核心業務分部之行政管理隊伍緊密合作，確保本集團營運及發展暢順。羅先生持續與主席及所有董事溝通，讓彼等能全面掌握所有主要業務發展及事宜。

公司秘書

公司秘書須向董事會負責，確保已妥善依從董事會程序，而且董事會已全面獲悉所有法律、監管規定及企業管治之最新發展，同時確保董事會在作出決定時已考慮有關事宜。公司秘書亦須直接負責確保本集團持續遵守創業板上市規則、香港公司收購、合併及股份購回守則、公司條例、證券及期貨條例以及其他適用法律、規則及規例之規定。

Corporate Governance Report 企業管治報告

COMPANY SECRETARY (Cont'd)

The Company Secretary, Ms. Lam Yuen Ling Eva is delegated by an external service provider. The external service provider's primary contact person at the Company is Ms. Cheung Kar Man Carmen, the assistant to the CEO of the Company.

NOMINATION COMMITTEE

According to code provision A.5 of the New CG Code, the Company has to set up a nomination committee with a majority of the members thereof being Independent Non-executive Directors. The nomination committee of the Company (the "Nomination Committee") has been established on 22 July 2005 with written terms of reference which was revised on 15 March 2012 in compliance with the New CG Code. The Nomination Committee comprises a majority of Independent Non-executive Directors, which schedules to meet at least once a year. With effect from 15 March 2012, Dr. Gao Gunter ceased to be the chairman of the Nomination Committee but remains as a member of the Nomination Committee and Mr. Sze Chin Hung was appointed as the chairman of the Nomination Committee. All Nomination Committee members, with the exception of Dr. Gao Gunter, are Independent Non-executive Directors. The quorum necessary for the transaction of business is two.

The terms of reference of the Nomination Committee are posted on the websites of the Stock Exchange and the Company. The principal functions of the Nomination Committee include:

- to make recommendations to the Board on all new appointments or re-appointments of Directors, the establishment of a succession plan for Directors, in particular the Chairman and the chief executive and the composition of the Board;
- to identify and nominate qualified individuals, subject to the approval of the Board, to be additional Directors or to fill vacancy in the Board as and when they arise;
- to assess the effectiveness of the Board as a whole and the contribution by each Director to the Board;
- to review the Board structure, size and composition and the independent element of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to develop the criteria for selection of Directors; and
- to assess the independence of Independent Non-executive Directors.

公司秘書(續)

公司秘書林婉玲女士乃由外部服務供應商委派。外部服務供應商於本公司之主要聯絡人為本公司的張嘉雯女士(本公司行政總裁助理)。

提名委員會

根據新企業管治守則之守則條文第A.5條規定，本公司已設立提名委員會，而其大多數成員為獨立非執行董事。本公司提名委員會(「提名委員會」)已於二零零五年七月二十二日成立，其職權範圍根據新企業管治守則已於二零一二年三月十五日作出修訂。提名委員會的大部分成員為獨立非執行董事，並預定每年最少舉行一次會議。高敬德博士不再為提名委員會主席惟仍為提名委員會成員，施展熊先生獲委任為提名委員會主席，自二零一二年三月十五日起生效。而除高敬德博士外，提名委員會之所有成員均為獨立非執行董事。進行有關事務之所需法定人數為兩人。

提名委員會之職權範圍刊載於聯交所及本公司網站。提名委員會之主要職責包括：

- 就所有新委任或再委任董事、制定董事更替計劃(尤其主席及行政總裁)以及董事會之組成而向董事會作出推薦建議；
- 物色及提名合資格人士，在獲董事會批准下，出任新增董事或在有需要時填補董事會空缺；
- 評估董事會整體之效能，以及各董事對董事會之貢獻；
- 每年檢討董事會架構、規模及組成，以及董事會之獨立性，並就任何擬作出之變動向董事會提出建議以配合本公司企業策略；
- 制定甄選董事之準則；及
- 評估獨立非執行董事之獨立性。

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NOMINATION COMMITTEE (Cont'd)

The chairman of the Nomination Committee will report to the Board on its proceedings and recommendations after each meeting.

During the year ended 30 April 2012, five meetings of the Nomination Committee was held to review and recommend the structure, size and composition of the Board, assess the independence of Independent Non-executive Directors and make recommendation to the Board relating to the renewal services of Independent Non-executive Directors and Non-Executive Directors. The following table shows the attendance of individual Directors at the meeting of the Nomination Committee held during the year:

Name of Nomination Committee Members 提名委員會成員姓名		Attendance/ Number of Meetings entitled to attend 出席/有權出席 會議數目
Sze Chin Hung (<i>appointed as the chairman on 15 March 2012</i>)	施展熊(於二零一二年三月十五日獲委任為主席)	4/5
Lui Tin Nang	呂天能	5/5
Gao Gunter (<i>ceased to be the chairman on 15 March 2012</i>)	高敬德(於二零一二年三月十五日不再出任主席)	5/5
Chan Wing Hang (<i>appointed on 9 August 2011</i>)	陳永恒(於二零一一年八月九日獲委任)	3/3
Cheung Siu Chung (<i>resigned on 11 May 2011</i>)	張兆冲(於二零一一年五月十一日辭任)	0/0

REMUNERATION COMMITTEE

According to the GEM Listing Rules, the Company has to set up a remuneration committee with a majority of the members thereof being Independent Non-executive Directors. The remuneration committee of the Company (the "Remuneration Committee") has been established on 22 July 2005 with written terms of reference which was revised on 15 March 2012 in compliance with the New CG Code. The Remuneration Committee comprises a majority of Independent Non-executive Directors, which schedules to meet at least once a year.

According to the Rule 5.34 of the GEM Listing Rules with effect from 1 April 2012, the chairman of the Remuneration Committee should be an independent non-executive director. In order to comply with the Rule 5.34 of the GEM Listing Rules, Dr. Gao Gunter ceased to be the chairman of the Remuneration Committee but remains as a member of the Remuneration Committee and Mr. Chan Wing Hang was appointed as the chairman of the Remuneration Committee with effect from 15 March 2012. The quorum necessary for the transaction of business is two.

The terms of reference of the Remuneration Committee are posted on the websites of the Stock Exchange and the Company. The principal functions of the Remuneration Committee include:

- to assist the Board in achieving its objective of attracting, retaining and motivating people of the highest caliber and experience needed to shape and execute strategy across the Company's substantial, diverse and international business operations;

提名委員會(續)

提名委員會之主席將於每次會議後，向董事會報告委員會之進程及推薦意見。

於截至二零一二年四月三十日止年度，提名委員會曾舉行五次會議，藉以檢討董事會架構、規模及組成並提供建議；評估獨立非執行董事之獨立性，並向董事會提供有關續聘獨立非執行董事及非執行董事之推薦意見。下表載列個別董事年內出席提名委員會會議之情況：

		Attendance/ Number of Meetings entitled to attend 出席/有權出席 會議數目
Sze Chin Hung (<i>appointed as the chairman on 15 March 2012</i>)	施展熊(於二零一二年三月十五日獲委任為主席)	4/5
Lui Tin Nang	呂天能	5/5
Gao Gunter (<i>ceased to be the chairman on 15 March 2012</i>)	高敬德(於二零一二年三月十五日不再出任主席)	5/5
Chan Wing Hang (<i>appointed on 9 August 2011</i>)	陳永恒(於二零一一年八月九日獲委任)	3/3
Cheung Siu Chung (<i>resigned on 11 May 2011</i>)	張兆冲(於二零一一年五月十一日辭任)	0/0

薪酬委員會

根據創業板上市規則，本公司須設立薪酬委員會，而其大多數成員為獨立非執行董事。本公司薪酬委員會(「薪酬委員會」)已於二零零五年七月二十二日成立，其職權範圍根據新企業管治守則已於二零一二年三月十五日作出修訂。薪酬委員會之大部分成員為獨立非執行董事，並預定每年最少舉行一次會議。

根據自二零一二年四月一日起生效之創業板上市規則第5.34條規定，薪酬委員會主席應為獨立非執行董事。為遵照創業板上市規則第5.34條，高敬德博士不再為薪酬委員會主席惟仍為薪酬委員會成員，陳永恒先生獲委任為薪酬委員會主席，自二零一二年三月十五日起生效。進行有關事務之所需法定人數為兩人。

薪酬委員會之職權範圍刊載於聯交所及本公司網站。薪酬委員會之主要職責包括：

- 協助董事會達致吸引、挽留及激勵具備才幹及所需經驗之良才，以制定及執行涉及本公司主要、不同及國際業務範疇之策略；

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REMUNERATION COMMITTEE (Cont'd)

- to recommend a fair and transparent framework of executive remuneration for the Board and senior management of the Company, including share option scheme, based on the skill, knowledge, involvement in the Company's affairs and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions;
- to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, including benefits-in-kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- to make recommendations to the Board on the remuneration of the Non-executive Directors; and
- to administer the performance bonus scheme and the share option scheme for the employees of the Company.

No Directors can determine their own remuneration package. The chairman of the Remuneration Committee will report to the Board on its proceedings and recommendations after each meeting. In developing remuneration policies and making recommendation as to the remuneration of the Directors and senior management, the Remuneration Committee takes into account of the corporate goals and objectives of the Group as well as the performance of those individual Directors and senior management.

The remuneration package of Directors and senior management includes the following:

(a) Basic salary

The basic salary (inclusive of statutory employer contributions to Provident Fund) for each Executive Director/senior management is recommended by the Remuneration Committee, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in a selected group of comparable organisations.

(b) Fees

Fees paid/payable to the Executive Directors are determined by the Board after considering the corporate and individual's relative performance against the comparable organisations. The fees paid/payable to the Non-Executive Directors takes into account factors such as effort and time spent, and responsibilities of these Directors.

薪酬委員會(續)

- 根據行政人員之技能、知識、對本公司事務之參與程度並參考本公司之表現及盈利能力，以及業界之薪酬基準及當時市況，為董事會及本公司高級管理人員推薦一套公平及具透明度之行政人員薪酬制度(包括購股權計劃)；
- 就個別執行董事及高級管理層之薪酬待遇(包括實物利益、退休金權利及賠償金，包括喪失或終止彼等職務或委任之任何應付賠償)履行向董事會提供意見之責任；
- 就非執行董事之薪酬向董事會提供意見；及
- 管理為本公司僱員而設之表現掛鈎花紅計劃及購股權計劃。

董事概不得釐定本身之酬金組合。薪酬委員會之主席於每次舉行會議後，將向董事會報告有關之進程及推薦意見。在制定薪酬政策及就董事與高級管理層之薪酬提供推薦建議方面，薪酬委員會考慮本集團之企業方針及目標以及該等個別董事與高級管理層之表現。

董事及高級管理人員之酬金組合包括下列各項：

(a) 基本薪金

各執行董事／高級管理人員之基本薪金(包括向公積金作出之法定僱主供款)，由薪酬委員會經考慮個人表現、通脹物價指數及經選定可資比較機構組別類似職位之薪金(來自獨立資料來源)之資料而作出推薦建議。

(b) 袍金

支付／應付執行董事之袍金，由董事會經考慮企業及個人表現，並比對可資比較機構之袍金後釐定。支付／應付非執行董事之袍金，經考慮該等董事之工作量及所花費時間及職責而釐定。

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REMUNERATION COMMITTEE (Cont'd)

(c) Bonus scheme

The Group operates a bonus scheme for all employees, including the Executive Directors and senior management. The criteria for the scheme is the level of profit achieved from certain aspects of the Group's business activities against targets, together with an assessment of corporate and individual's performance during the year. Bonuses payable to the Executive Directors/senior management are reviewed by the Remuneration Committee and approved by the Board to ensure alignment of their interests with those of Shareholders.

(d) Benefits in kind

Other customary benefits (such as private medical cover) are made available as appropriate.

(e) Directors' share options

The Group operates a share option scheme for participants, including senior management, employees, suppliers and customers. The terms of the scheme and the movement in Directors' share options during the financial year ended 30 April 2012 are set out in note 34 to the financial statements. No share options under the 2002 Share Option Scheme and 2011 Share Option Scheme were granted, outstanding, lapsed, cancelled or exercised at any time during the year ended 30 April 2012.

Directors' emoluments comprise payments to the Directors by the Company and its subsidiaries in connection with the management of the affairs of the Company and its subsidiaries. The amounts paid to each Director for the year ended 30 April 2012 are set out in note 9 to the financial statements.

During the year ended 30 April 2012, five meetings of the Remuneration Committee was held to review the remuneration package of the Board and the senior management. The following table shows the attendance of individual Directors at the meeting of the Remuneration Committee held during the year:

Name of Remuneration Committee Members

薪酬委員會成員姓名

Name of Remuneration Committee Members	Attendance/ Number of Meetings entitled to attend	
薪酬委員會成員姓名	出席/有權出席 會議數目	
Chan Wing Hang (<i>appointed on 9 August 2011 and appointed as the chairman on 15 March 2012</i>)	陳永恒(於二零一一年八月九日獲委任並 於二零一二年三月十五日獲委任為主席)	3/3
Lui Tin Nang	呂天能	5/5
Sze Chin Hung	施展熊	4/5
Gao Gunter (<i>ceased to be the chairman on 15 March 2012</i>)	高敬德(於二零一二年三月十五日不再出任主席)	5/5
Cheung Siu Chung (<i>resigned on 11 May 2011</i>)	張兆沖(於二零一一年五月十一日辭任)	0/0

薪酬委員會(續)

(c) 花紅計劃

本集團向所有僱員(包括執行董事及高級管理人員)酌情發放花紅之準則是本集團若干範疇業務所達致之盈利水平與目標之比較,以及企業及個人年內之表現。薪酬委員會將檢討應付執行董事/高級管理人員之花紅,而有關花紅須獲董事會批准,以確保符合股東整體利益。

(d) 實物利益

其他一般福利(例如私人醫療保障)將於有需要時提供。

(e) 董事購股權計劃

本集團為參與者,包括高級管理人員、僱員供應商及客戶設立購股權計劃。計劃之條款以及董事之購股權於截至二零一二年四月三十日止財政年度之變動,載於財務報表附註34。於截至二零一二年四月三十日止年度,概無根據二零零二年購股權計劃及二零一一年購股權計劃授出任何購股權或於任何時間有購股權尚未行使、已失效、註銷或已行使。

董事酬金包括本公司及其附屬公司向董事支付有關管理本公司及其附屬公司事務之酬金。截至二零一二年四月三十日止年度向本公司各董事支付之金額載於財務報表附註9。

於截至二零一二年四月三十日止年度,薪酬委員會曾舉行五次會議,藉以檢討董事會及高級管理層之薪酬組合。下表載列個別董事年內出席薪酬委員會會議之情況:

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AUDIT COMMITTEE

According to the GEM Listing Rules, the Company has to establish an audit committee comprising at least three members who must be non-executive directors only, and the majority thereof must be independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. The Company established an audit committee (the "Audit Committee") on 4 July 2001 with written terms of reference which was revised on 15 March 2012 in compliance with the New CG Code. The revised terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company. During the year, the Audit Committee was chaired by Mr. Lui Tin Nang and all the Audit Committee members are Independent Non-executive Directors.

The major duties of the Audit Committee include:

- to consider and recommend the appointment, re-appointment and removal of external auditors;
- to approve the remuneration and terms of engagement of external auditors, any questions of resignation or dismissal of external auditors;
- to review and monitor external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to discuss with external auditors the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on engaging an external auditors to supply non-audit services and to make recommendations on any measures for improvements to be taken;
- to review the quarterly, interim and annual financial statements and the quarterly, interim and annual reports before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting principles and standards; and
 - (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;
- to review the Group's financial controls, internal control and risk management systems and ensure that the management has performed its duty to have an effective internal control system;

審核委員會

根據創業板上市規則規定，本公司須設立審核委員會，其中最少三名成員為非執行董事，而審核委員會大部分成員必須為獨立非執行董事，其中最少一名必須具備適當之專業資歷或會計或相關財務管理經驗。本公司於二零零一年七月四日成立審核委員會（「審核委員會」），其職權範圍根據新企業管治守則已於二零一二年三月十五日作出修訂。審核委員會之經修訂職權範圍載於聯交所及本公司網站。年內，審核委員會由呂天能先生擔任主席，而全體成員均為獨立非執行董事。

審核委員會之主要職責包括：

- 考慮及推薦委任、續聘及罷免外聘核數師；
- 批准外聘核數師之酬金及聘用條款，以及有關外聘核數師之辭任或罷免問題；
- 檢討及監察外聘核數師之獨立性及客觀性，以及根據適用標準進行核數時之有效性；
- 在開始審核前，與外聘核數師討論核數之性質及範疇，以及呈報之責任；
- 制定及落實聘用外聘核數師提供非核數服務之政策，並就將採取之任何改善措施作出推薦建議；
- 檢討季度、中期及年度財務報表，以及季度、中期及年度報告，再提交董事會，當中特別注意：
 - (i) 會計政策及常規之任何變動；
 - (ii) 主要涉及判斷之範疇；
 - (iii) 因核數而作出之重大調整；
 - (iv) 持續經營假設以及任何保留意見；
 - (v) 遵守會計原則及標準；及
 - (vi) 遵守有關財務呈報之創業板上市規則及法律規定；
- 檢討本集團之財務監控、內部監控及風險管理制度，並確保管理層已履行其職責，維繫有效之內部監控制度；

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AUDIT COMMITTEE (Cont'd)

- to consider major investigations findings on internal control matters as delegated by the Board or on its own initiative and management's response;
- to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review and monitor its effectiveness;
- to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response and to ensure that the Board will provide a timely response to the issues raised; and
- to review the Group's financial and accounting policies and practices.

The Audit Committee has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and assistance from the management and reasonable resources to discharge its duties properly.

During the year ended 30 April 2012, the Audit Committee has met once with the external auditors without the presence of the management.

The Group's quarterly results for the three months ended 31 July 2011, six months ended 31 October 2011, nine months ended 31 January 2012 and audited consolidated financial statements for the year ended 30 April 2012 have been reviewed by the Audit Committee.

During the year ended 30 April 2012, 4 meetings of the Audit Committee were held to review and supervise the financial reporting process and internal control of the Group. The following table shows the attendance of individual Directors at the meetings of the Audit Committee held during the year:

Name of Audit Committee Members		Attendance/ Number of Meetings entitled to attend
審核委員會成員姓名		出席/有權出席 會議數目
Lui Tin Nang (Chairman)	呂天能(主席)	4/4
Sze Chin Hung	施展熊	3/4
Chan Wing Hang (appointed on 9 August 2011)	陳永恒(於二零一一年八月九日獲委任)	3/3
Cheung Siu Chung (resigned on 11 May 2011)	張兆沖(於二零一一年五月十一日辭任)	0/0

審核委員會(續)

- 根據董事會之委託，或出於主動或按管理層之回應，考慮對內部監控事宜之主要調查之結果；
- 檢討內部審核計劃，確保內部核數師及外聘核數師之間取得協調，並確保內部核數工作獲提供充足資源協助，且在本公司內獲適當重視，並且檢討及監察內部核數工作之有效性；
- 審閱外聘核數師之管理函件、核數師就會計記錄、財務賬戶或監控制度而對管理層作出之任何重要垂詢以及管理層之回應，並且確保董事會對所提出之事宜作出即時回應；及
- 檢討本集團之財務及會計政策及常規。

審核委員會具明確權力，調查其職責範圍內之任何事宜，並且有權獲取獨立專業意見。委員會可全面接觸管理層及獲取合理資源，並且獲得協助以妥為履行其職責。

於截至二零一二年四月三十日止年度內，審核委員會在沒有任何管理層在場之情況下，已與外聘核數師會面一次。

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、截至二零一一年十月三十一日止六個月及截至二零一二年一月三十一日止九個月之季度業績以及截至二零一二年四月三十日止年度之經審核綜合財務報表。

於截至二零一二年四月三十日止年度，審核委員會共舉行四次會議，以檢討及監察本集團之財務呈報程序及內部監控。下表載列個別董事年內出席審核委員會會議之情況：

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AUDIT COMMITTEE (Cont'd)

Full minutes of the Audit Committee are kept by the Company Secretary. Draft and finalised minutes of the Audit Committee meetings are circulated to all members of the Audit Committee for their comments and records respectively, in both cases within reasonable time after the conclusion of the meetings.

Auditor's Remuneration

An amount of HK\$400,000 (2011: HK\$360,000) was charged to the Group's for the year ended 30 April 2012 for the auditing services by BDO Limited, the existing auditor of the Company who was appointed on 13 December 2010. There is no non-audit services provided by BDO Limited during the years ended 30 April 2011 and 2012.

CORPORATE GOVERNANCE FUNCTION

According to code provision D.3 of the New CG Code, the Board is responsible for performing the corporate governance duties of the Company in accordance with the written terms of reference adopted by the Board on 15 March 2012. The Board shall have the following duties and responsibilities for performing the corporate governance duties of the Company:

- to develop and review the Company's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the code provisions and disclosure in the corporate governance report in annual report of the Company.

During the period from 1 April 2012 to 30 April 2012, the Board has not held any meeting for discussing corporate governance function.

審核委員會(續)

審核委員會之完整會議記錄由公司秘書保存。審核委員會之會議記錄初稿及定稿，已於會議結束後之合理時間內，向審核委員會所有成員傳閱，以分別供其提供意見及作記錄。

核數師酬金

於截至二零一二年四月三十日止年度，本集團已就香港立信德豪會計師事務所有限公司提供之審核服務支付400,000港元(二零一一年：360,000港元)。香港立信德豪會計師事務所有限公司乃公司之現任核數師，於二零一零年十二月十三日獲委任。於截至二零一一年及二零一二年四月三十日止年度內香港立信德豪會計師事務所有限公司概無提供任何非審核服務。

企業管治職能

根據新企業管治守則第D.3條，董事會須根據董事會於二零一二年三月十五日採納的書面職權範圍負責履行企業管治職責。董事會於履行企業管治職務方面擁有以下職責及責任：

- 制定及審閱本公司企業管治政策及常規及提出意見；
- 審閱及監察董事及高級管理層的培訓及持續專業發展；
- 審閱及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、審閱及監察僱員及董事的操守準則及合規守則(如有)；及
- 審閱本公司遵本公司年報中企業管治守則的管治條文及披露。

於二零一二年四月一日至二零一二年四月三十日期間，董事會並無召開任何會議討論企業管治職能。

Corporate Governance Report 企業管治報告

INTERNAL CONTROL AND GROUP RISK MANAGEMENT

The Board has overall responsibilities for maintaining sound and effective internal control system of the Group. The Group's system of internal control includes a defined management structure with limits of authority, is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

The Board, through the Audit Committee, has conducted reviews of the effectiveness of the Group's system of internal control. The Board, through the review of the Audit Committee, based on the discussions with the external auditors and base on the report prepared by the chief internal auditor of the Company, is satisfied that the Group has fully complied with the Code Provisions on internal controls during the year under review as set forth in the Old and New CG Code.

Organisational Structure and Reporting System

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. A comprehensive monthly management reporting is in place. The Division/Department Heads of each core business division is accountable for the conduct and performance of each business in the division within the agreed strategies, which are set by themselves and the Board together, and report directly to the Board.

Authority and Control

The relevant Executive Directors and senior management are delegated with respective levels of authorities with regard to key corporate strategy and policy and contractual commitments.

內部監控及集團風險管理

董事會須負責維持完善及有效之本集團內部監控制度。本集團之內部監控制度包括制定一套明確且權限分明之管理架構，務求達致業務目標、保障資產不會被私人挪用或處置、確保妥善存置會計記錄以提供可靠財務資料供內部使用或刊發，並且確保遵守有關法律及法規。此制度旨在提供合理（而非絕對）保障，避免出現重大錯誤陳述或損失，同時管理（而非剔除）營運制度出現問題時而產生之風險，並且達成本集團之目標。

董事會透過審核委員會檢討本集團之內部監控系統之有效性。董事會根據審核委員會之檢討以及與外聘核數師之討論及本公司首席內部核數師編製的報告，信納本集團已於回顧年度內，全面遵守新舊企業管治守則所載有關內部監控之守則條文。

組織架構及呈報制度

本集團所建立之組織架構，訂有經營政策及程序、職權範圍以及授權權限。本集團亦設有每月管理層全面報告之制度。各核心業務分部之分部／部門主管，須根據由其本身並連同董事會制定之策略，對各業務之表現負責，並直接向董事會報告。

權限及監控

有關之執行董事及高級管理人員，在主要企業策略及政策以及合約承擔方面，獲授不同層次之權限。

Corporate Governance Report 企業管治報告

CODES AND POLICIES

Securities Dealing Code

The Company has adopted a code of conduct regarding Directors' securities transactions as set out in the GEM Listing Rules as the required standard for securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors, except Mr. Dai Yumin as disclosed under the section of "Corporate Governance Practices", has confirmed that they have fully complied with the required standards of dealings regarding securities transaction by the Directors as set out on the GEM Listing Rules throughout the year ended 30 April 2012.

Code of Ethics

The Company adopted a Code of Ethics that applies to the Company's principal executive officer and senior financial officers in the conduct and practice of financial management and lays down the key principles that they shall follow and advocate, which include honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; compliance with the GEM Listing Rules and accounting standards and regulations; prompt internal reporting; and accountability for adherence to the code. The Code of Ethics is also intended to promote the well-being of the all employees, officers and Directors in the workplace, and advocate high standards of professional conduct and work performance.

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT

The Company values communication with Shareholders and investors. The Company uses two-way communication channels to account to Shareholders and investors for the performance of the Company. Enquiries and suggestions from Shareholders or investors are welcomed, and enquiries from Shareholders may be put to the Board through the following channels to the Company Secretary:

1. By mail to the Company's head office at Suites 3101-5, 31/F., Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong;
2. By telephone at telephone number (852) 3966 8388;
3. By fax at fax number (852) 2802 0026; or
4. By email at info@bmregeneration.com

守則及政策

證券交易守則

本公司已採納創業板上市規則所載董事進行證券交易之操作守則作為董事進行證券交易之規定標準。本公司經向各董事作出特別垂詢後，惟「企業管治守則」一節披露的戴昱敏先生除外，各董事已確認彼等於截至二零一二年四月三十日止年度內，已全面遵守載於創業板上市規則董事進行證券交易之買賣規定標準。

道德操守

本公司已採納適用於本公司主要行政人員及高級財務主管在進行財務管理方面之道德操守，並已制定彼等須遵守及奉行之主要原則，其中包括誠實及道德操守，全面、公平、準確、即時並以可理解形式作披露；遵守創業板上市規則及會計標準及規例；即時內部呈報；就奉行守則而問責。道德操守擬提升所有僱員、職員及董事在辦公地點之福祉，並且推廣高水平之專業操守及工作表現。

投資者關係及股東權利

本公司重視與股東及投資者之溝通。本公司使用雙向之溝通渠道向股東及投資者匯報本公司之表現。歡迎股東或投資者提出之查詢及建議，股東可透過以下渠道向公司秘書查詢並提交董事會：

1. 郵寄本公司總辦事處，地址為香港灣仔告士打道108號大新金融中心31樓3101-5室；
2. 致電(852) 3966 8388；
3. 傳真至(852) 2802 0026；或
4. 電郵至info@bmregeneration.com

Corporate Governance Report 企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (Cont'd)

The Company uses a number of formal communications channels to account to Shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the website of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its Shareholders and investors; and (v) the Company's share registrars in Hong Kong serving the Shareholders in respect of all share registration matters.

The Company aims to provide its Shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to provide clear, detailed, timely manner and on a regular basis information of the Group to Shareholders through the publication of quarterly, interim and annual reports and/or dispatching circular, notices, and other announcements.

The Company strives to take into consideration its shareholders' views and inputs, and address Shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice is given. The Chairman as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer Shareholders' questions on the Group's businesses at the meeting. To comply with code provision E.1.2 of the New CG Code, the management will ensure the external auditors to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence. All Shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders.

投資者關係及股東權利(續)

本公司利用多個正式通訊渠道向股東及投資者報告本公司之表現。這些渠道包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，給予本公司股東機會提出意見，並與董事會交流觀點；(iii)於聯交所及本公司網站登載本集團之最新重要資訊；(iv)本公司網站作為本公司與其股東及投資者溝通之渠道；及(v)本公司之香港股份過戶登記處為股東處理所有股份登記事宜。

本公司旨在為其股東及投資者作出高標準披露及財務透明度。董事會致力透過刊登季度、中期及年度報告及／或寄發通函、通告及其他公佈，定期向股東提供清晰、詳盡及即時之本集團資料。

本公司力求採納其股東之意見及建議，並回應股東關注之事宜。本公司亦鼓勵股東出席股東週年大會，通告會於大會舉行前最少足20營業日發出。主席以及審核委員會、提名委員會及薪酬委員會主席(或倘彼等未能出席大會)或董事可於會上解答股東有關本集團業務之提問。為遵守新企業管治守則第E.1.2條，管理層須確保外聘核數師出席股東週年大會，回答有關審計工作、編制核數師報告及其內容、會計政策以及核數師的獨立性等問題。全體股東享有法定權利召開股東特別大會，並提呈議程供股東考慮。

Corporate Governance Report 企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (Cont'd)

According to the Company's articles of association, general meetings shall be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. The poll will be conducted by the share registrar of the Company and the results of the poll are published on the Stock Exchange's website.

If a Shareholder wishes to propose a person (the "Candidate") for election as a Director at a general meeting, he/she shall deposit a written notice (the "Notice") at the Company's head office in Hong Kong at Suites 3101-5, 31/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules and his/her contact details; and (ii) must be signed by the Shareholder concerned including the information/documents to verify the identity of the Shareholder and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal data. The period for lodgement of the Notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting. In order to ensure the Shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a Director without adjourning the general meeting, Shareholders are urged to submit and lodge the Notice as soon as practicable, say at least 15 business days prior to the date of the general meeting appointed for such election.

The Board has established a shareholders communication policy on 15 March 2012 and will review it on a regular basis to ensure its effectiveness to comply with the code provision E.1.4 of the New CG Code.

In order to promote effective communication, the Company also maintains websites (www.bmregeneration.com) which include the latest information relating to the Group and its businesses.

投資者關係及股東權利(續)

根據本公司組織章程細則，股東大會可應本公司兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司附帶於本公司股東大會投票權的不少於十分之一繳足股本。股東大會亦可應本公司任何一名股東(為一間認可結算所(或其代理人))的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有附帶於股東大會投票權的不少於十分之一繳足股本。投票將由本公司股份過戶登記處進行，且投票結果會於聯交所網站登載。

倘股東擬提名個別人士(「候選人」)於股東大會上參選為本公司董事，須將書面通知(「通知」)送交本公司的香港總辦事處，地址為香港灣仔告士打道108號大新金融中心31樓3101-5室。該通知(i)須根據創業板上市規則第17.50(2)條之規定包含候選人的個人資料及其聯絡詳情；及(ii)包括核實股東身份之資料/文件必須經有關股東簽署，以及候選人簽署以表示其願意接受委任及同意公佈其個人資料。遞交提名通告之日期不得早於寄發舉行有關選舉之股東大會之有關通告翌日開始，亦不得遲於有關股東大會舉行日期前七日結束。為確保股東有充足時間以接收及考慮有關選舉候選人為董事的建議資料而無需將股東大會押後，本公司促請股東儘早遞交其提名通知(如於舉行以委任董事的股東大會日期前至少十五個營業日前提交)。

董事會已於二零一二年三月十五日設立股東通訊政策，並將定期檢討以確保其有效遵守新企業管治守則之守則條文第E.1.4條。

為了有效增進溝通，本公司亦設立網站(www.bmregeneration.com)，披露有關本集團及其業務之最新資料。

Directors' Report

董事會報告

The Directors present to the Shareholders the Company's annual report and audited consolidated financial statements for the year ended 30 April 2012.

PRINCIPAL ACTIVITIES

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

RESULTS AND DIVIDENDS

Results of the Group for the year ended 30 April 2012 are set out in the consolidated statement of comprehensive income on pages 46.

The Directors do not recommend the payment of a final dividend.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on page 108.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 30 to the financial statements.

RESERVES

The Group's reserves available for distribution to Shareholders as at 30 April 2012 amounted to approximately HK\$267,368,000 (2011: HK\$322,419,000).

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 50 to 51 and note 31 to the financial statements, respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the financial statements.

董事謹此向本公司股東提呈截至二零一二年四月三十日止年度之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務為提供組織工程產品。

業績及股息

本集團截至二零一二年四月三十日止年度之業績載於第46頁之綜合全面收入報表內。

董事並不建議派發末期股息。

財務概要

本集團過去五個財政年度之業績以及資產與負債概要載於第108頁。

股本

本公司股本於年內之變動詳情，載於財務報表附註30內。

儲備

於二零一二年四月三十日，本集團可供分派予股東之儲備約為267,368,000港元（二零一一年：322,419,000港元）。

本集團及本公司於年內之儲備變動詳情，分別載於第50至51頁之綜合權益變動表及財務報表附註31。

物業、廠房及設備

年內，本集團有關物業、廠房及設備之變動詳情載於財務報表附註15內。

Directors' Report 董事會報告

DIRECTORS

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

Executive Directors

Gao Gunter (*Chairman*)
Luo Xian Ping (*Chief Executive Officer*)
Dai Yumin
Yang Zheng Guo
Tin Ka Pak (resigned on 11 May 2011)

Non-executive Directors

Wong Sai Hung, Oscar (*Vice Chairman*)
Sze Cheung Pang
Ma Long

Independent Non-executive Directors

Lui Tin Nang
Sze Chin Hung
Chan Wing Hang (appointed on 9 August 2011)
Cheung Siu Chung (resigned on 11 May 2011)

In accordance with article 116 of the Company's articles of association, Mr. Luo Xian Ping, Mr. Wong Sai Hung, Oscar, Mr. Sze Cheung Pang and Mr. Sze Chin Hung shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Group are set out on pages 11 to 15 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Dr. Guo Gunter has entered into a service contract with the Company for an initial term of two years commencing from 15 July 2009, which will continue thereafter until terminated by either party serving not less than three months' notice in writing to the other.

Each of Mr. Dai Yumin and Mr. Luo Xian Ping has entered into a service contract with the Company for an initial term of two years commencing from 24 March 2009, which will continue thereafter until terminated by either party serving not less than three months' notice in writing to the other.

董事

於年內及截至本報告日期止之董事如下：

執行董事

高敬德(*主席*)
羅賢平(*行政總裁*)
戴昱敏
楊正國
田家柏 (於二零一一年五月十一日辭任)

非執行董事

黃世雄(*副主席*)
施祥鵬
馬龍

獨立非執行董事

呂天能
施展熊
陳永恒 (於二零一一年八月九日委任)
張兆沖 (於二零一一年五月十一日辭任)

根據本公司組織章程細則第116條，羅賢平先生、黃世雄先生、施祥鵬先生及施展熊先生須於應屆股東週年大會上輪值告退，惟符合資格並願膺選連任。

董事履歷

本集團董事履歷詳情載於本年報第11至第15頁。

董事之服務合約

高敬德博士已與本公司訂立服務合約，自二零零九年七月十五日起計，初步為期兩年，並一直有效直至訂約一方向另一方發出不少於三個月之書面通知予以終止。

戴昱敏先生及羅賢平先生已各自與本公司訂立服務合約，自二零零九年三月二十四日起計，初步為期兩年，並一直有效直至訂約一方向另一方發出不少於三個月之書面通知予以終止。

Directors' Report

董事會報告

DIRECTORS' SERVICE CONTRACTS (Cont'd)

Mr. Yang Zheng Guo has entered into a service contract with the Company for an initial term of two years commencing from 10 March 2010, which will continue thereafter until terminated by either party serving not less than three months' notice in writing to the other.

Mr. Wong Sai Hung, Oscar has entered into a new appointment letter with the Company for a further term commencing from 23 June 2012 to 31 July 2014 to act as a Non-executive Director.

Mr. Sze Cheung Pang has entered into a new appointment letter with the Company for another one year commencing from 4 December 2011 to act as a Non-executive Director.

Mr. Ma Long has entered into a new appointment letter with the Company for a further term commencing from 11 March 2012 to 10 March 2014 to act as a Non-executive Director.

Mr. Lui Tin Nang has entered into a new appointment letter with the Company for another one year commencing from 30 September 2011 to continue to act as an Independent Non-executive Director.

Mr. Sze Chin Hung has entered into a new appointment letter with the Company for another one year commencing from 4 December 2011 to act as an Independent Non-executive Director.

Mr. Chan Wing Hang has entered into an appointment letter with the Company for one year commencing from 9 August 2011 to act as an Independent Non-executive Director.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

Save as those set out in note 36 to the financial statements, none of the Directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

董事之服務合約(續)

楊正國先生已與本公司訂立服務合約，自二零一零年三月十日起計，初步為期兩年，並一直有效直至訂約一方向另一方發出不少於三個月書面通知予以終止。

黃世雄先生已與本公司訂立新聘任書，自二零一二年六月二十三日至二零一四年七月三十一日，以出任非執行董事。

施祥鵬先生已與本公司訂立新聘任書，自二零一一年十二月四日起計為期一年，以出任非執行董事。

馬龍先生已與本公司訂立新聘任書，自二零一二年三月十一日至二零一四年三月十日，以出任非執行董事。

呂天能先生已與本公司訂立新聘任書，自二零一一年九月三十日起計，再次為期一年，以繼續出任獨立非執行董事。

施展熊先生已與本公司訂立新聘任書，自二零一一年十二月四日起計，再次為期一年，以出任獨立非執行董事。

陳永恒先生已與本公司訂立聘任書，自二零一一年八月九日起計為期一年，以出任獨立非執行董事。

建議於應屆股東週年大會上重選之董事概無與本公司訂立於一年內不可由本公司無償終止(法定賠償除外)之服務合約。

董事之合約權益

除財務報表附註36所載者外，各董事概無實益擁有本公司或其任何附屬公司於本年度內所訂立且與本集團業務有關連之重大合約之重大利益。

Directors' Report

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SECURITIES

As at 30 April 2012, the interests and short positions of the Directors or chief executives of the Company in the shares, 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, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code"), or to be notified to the Company and the Stock Exchange, were as follows:

Long Positions

Interests in the shares and underlying shares of the Company

董事認購股份或債券之權利

除上文所披露者外，於本年度內任何時間，任何董事或本公司主要行政人員或彼等各自之配偶或未滿18歲子女概無獲授可透過收購本公司股份或債券而獲益之任何權利，彼等亦無行使任何上述權利；本公司或其附屬公司亦無訂立任何安排，使董事可透過收購本公司或任何其他法團之股份或債券以收購該等權利或利益。

董事於證券之權益

於二零一二年四月三十日，董事或本公司行政總裁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、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部而知會本公司及聯交所之權益及淡倉(包括彼等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，或根據上市公司董事進行證券交易之標準守則(「標準守則」)而須知會本公司及聯交所之權益及淡倉如下：

好倉

於本公司股份及相關股份之權益

Name of Directors	Capacity	Aggregate long position in the shares and underlying shares 股份及相關股份 總計之好倉	Approximate percentage of the issued share capital 已發行股本 概約百分比
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	19.40%
Gao Gunter 高敬德	Held by controlled corporation (Note 2) 由受控法團持有(附註2)	420,000,000	5.95%
Wong Sai Hung, Oscar 黃世雄	Beneficial owner 實益擁有人	30,000,000	0.43%

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN SECURITIES (Cont'd)

Long Positions (Cont'd)

Notes:

- 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.
- Vital-Gain Global Limited ("Vital-Gain") is beneficially owned as to 71.43% by Good Favour Limited ("Good Favour"). Good Favour is wholly owned by Big Global Holdings Limited which is wholly owned by Dr. Gao Gunter. By virtue of the SFO, Dr. Gao Gunter is deemed to have interest of the 420,000,000 shares held by Vital-Gain.

Save as disclosed above, none of the Directors or chief executives of the Company had, as at 30 April 2012, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (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 the Model Code.

SHARE OPTIONS

On 14 September 2011, the share option scheme which was adopted by the Company on 29 August 2002 (the "2002 Share Option Scheme") was terminated and a new share option scheme (the "2011 Share Option Scheme") was adopted for the primary purpose of providing incentives to directors and eligible employees of the Company.

No share options under the 2002 Share Option Scheme and 2011 Share Option Scheme were granted, outstanding, lapsed, cancelled or exercised at any time during the year ended 30 April 2012.

The summary of the 2011 Share Option Scheme are set out in note 34 to the financial statements.

董事於證券之權益(續)

好倉(續)

附註：

- 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 則分別由 Forerunner Technology Limited 及 Liu Chunping 先生實益擁有 66.67% 及 33.33%。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有之 1,368,968,927 股股份中擁有權益。
- 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，高敬德博士視為於偉景所持 420,000,000 股股份中擁有權益。

除上文所披露外，於二零一二年四月三十日，董事或本公司主要行政人員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、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部而知會本公司及聯交所之權益或淡倉(包括彼等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，或根據標準守則而須知會本公司及聯交所之權益或淡倉。

購股權

於二零一一年九月十四日，本公司於二零零二年八月二十九日所採納之購股權計劃(「二零零二年購股權計劃」)終止並採納新購股權計劃(「二零一一年購股權計劃」)，主要目的乃為本公司董事及合資格僱員提供獎勵。

於截至二零一二年四月三十日止年度，概無根據二零零二年購股權計劃及二零一一年購股權計劃授出任何購股權或於任何時間有購股權尚未行使、已失效、註銷或已行使。

二零一一年購股權計劃的概要載於財務報表附註 34。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 30 April 2012, other than the interests and short positions of the Directors or chief executives of the Company disclosed above, persons or companies who had interests or short positions in the shares, underlying shares and debentures 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 shares

Name of Shareholders	Capacity	Aggregate long position in the shares and underlying shares 股份及相關股份總計之好倉	Approximate percentage of the issued share capital 已發行股本概約百分比
股東姓名	身份		
All Favour Holdings Limited 全輝控股有限公司	Beneficial owner (Note 1 above) 實益擁有人(上文附註1)	1,368,968,927	19.40%
Vital-Gain Global Limited 偉景環球有限公司	Beneficial owner (Note 2 above) 實益擁有人(上文附註2)	420,000,000	5.95%

Save as disclosed above, the Directors and the chief executives of the Company are not aware that there is any party who, as at the year ended 30 April 2012, 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.

主要股東

於二零一二年四月三十日，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、相關股份及債權證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，或直接或間接於附有在任何情況下可於本公司或主要股東之股東大會上投票之權利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)擁有權益之人士或公司如下：

股份之好倉

除上文所披露者外，於截至二零一二年四月三十日止年度，董事及本公司主要行政人員並不知悉任何人士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部之第2及3分部條文向本公司披露之權益或淡倉，或直接或間接於附有在任何情況下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)擁有權益。

Directors' Report

董事會報告

CONNECTED TRANSACTIONS

On 31 May 2011, 陝西艾尼爾角膜工程有限公司 (Shaanxi AiNear Cornea Engineering Company Limited*), an indirect non-wholly owned subsidiary of the Company, entered into the share transfer agreements (the "Share Transfer Agreements") with Mr. Yang Shu Xiang and Ms. Gao (collectively, the "Vendors") pursuant to which, inter alia, the Company has agreed to acquire, and the Vendors has agreed to sell, their respective 49% and 51% equity interests in 深圳艾尼爾角膜工程有限公司 (Shenzhen AiNear Cornea Engineering Company Limited*) (the "Target Company") at the total consideration of RMB2,000,000 (equivalent to approximately HK\$2,380,000) (the "Acquisition").

The Target Company would take the lead in the development of new tissue engineering products, which the Directors believe would enhance the sustainable development of the Company, and such operations are in line with the Company's development strategy.

Mr. Yang Shu Xiang, one of the Vendors, is an associate of Mr. Yang Zhengguo, an executive Director. Accordingly, the Vendors are connected persons of the Company and the Acquisition constitutes a connected transaction of the Company under the GEM Listing Rules. The Acquisition was exempt from the independent shareholders' approval requirements and was only subject to the reporting and announcement requirements under the GEM Listing Rules.

Details of the Acquisition are published in the Company's announcement dated 31 May 2011.

關連交易

於二零一一年五月三十一日，本公司的間接非全資附屬公司陝西艾尼爾角膜工程有限公司(Shaanxi AiNear Cornea Engineering Company Limited*) 與楊舒翔先生及高女士(統稱「賣方」)訂立股份轉讓協議(「股份轉讓協議」)，據此(其中包括)，本公司同意收購及賣方同意出售彼等各自於陝西艾尼爾角膜工程有限公司(Shaanxi AiNear Cornea Engineering Company Limited*)(「目標公司」)的49%及51%股本權益(「收購事項」)，總代價為人民幣2,000,000元(相當於約2,380,000港元)。

目標公司將帶領新組織工程產品的發展，董事認為此舉可鞏固本公司之可持續發展，而有關經營符合本公司之發展策略。

其中一名賣方楊舒翔先生乃執行董事楊正國先生之聯繫人。因此，賣方為本公司之關連人士，且根據創業板上市規則，收購事項構成本公司之一項關連交易。收購事項獲豁免遵守創業板上市規則的獨立股東批准規定，而僅須遵守申報及公佈規定。

收購事項的詳情乃載入本公司日期為二零一一年五月三十一日之公佈。

* For identification purpose only

* 僅供識別

Directors' Report 董事會報告

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 9 to the financial statements.

EMOLUMENT POLICY

A Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Company has adopted a share option scheme as incentive to Directors and eligible employees, details of the scheme are set out in note 34 to the financial statements.

DIRECTORS' INTEREST IN COMPETING BUSINESS

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.

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 100% of the Group's total turnover for the year. In particular, sales to the largest customer of the Group accounted for approximately 82% of the Group's total turnover for the year.

Purchases from the Group's five largest suppliers accounted for approximately 70% of the Group's total purchases for the year. In particular, purchases from the Group's largest supplier accounted for approximately 25% of the Group's total purchases for the year.

None of the directors of the Company, their associates (as defined in the GEM Listing Rules) or any shareholder (which to the knowledge of the directors of the Company own more than 5% of the Company's issued share capital) had any beneficial interests in the Group's five largest customers or suppliers.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 16 to 34. The Directors believe the long term financial performance as opposed to short term rewards is a corporate governance objective. The Board would not take undue risks to make short term gains at the expense of long term objectives.

董事及五位最高薪人士之酬金

董事及本集團五位最高薪人士之酬金詳情載於財務報表附註9。

薪酬政策

成立薪酬委員會旨在根據本集團之經營業績、個人表現及可資比較之市場慣例，檢討本集團之薪酬政策及全體董事及高級管理層之薪酬架構。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵，該計劃之詳情載於財務報表附註34。

董事於競爭性業務之權益

董事或本公司管理層股東或主要股東或彼等各自之任何聯繫人(定義見創業板上市規則)概無在任何與本集團業務產生競爭或可能產生競爭之業務中擁有權益。

主要客戶及供應商

本集團向五大客戶的銷售佔本集團該年度總營業額約100%。就此而言，本集團向最大客戶的銷售佔本集團該年度的總營業額約82%。

本集團向五大供應商的採購佔本集團該年度總採購額約70%。就此而言，本集團向最大供應商的採購佔本集團該年度的總採購額約25%。

概無本公司董事、其聯繫人(定義見創業板上市規則)及任何股東(就本公司董事所悉，持有本公司已發行股本超過5%之股東)於本集團五大客戶或供應商擁有任何利益。

購買、贖回或出售本公司上市證券

於年內，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

企業管治

本公司一直維持高水平之企業管治常規。本公司所採納之企業管治常規詳情乃載於第16至34頁之企業管治報告。董事相信，企業管治目標乃著眼於長期財務表現而非局限於短期回報。董事會不會冒不必要之風險，以獲取短期收益而犧牲遠景規劃。

Directors' Report

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each Independent Non-executive Directors the written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company, based on such confirmations, considers all of the Independent Non-executive Directors are independent.

AUDIT COMMITTEE

The Company set up an audit committee on 4 July 2001 with written terms of reference which was revised on 15 March 2012 in compliance with the New CG Code, for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The audit committee of the Company currently comprises three Independent non-executive Directors, namely Mr. Lui Tin Nang, Mr. Sze Chin Hung and Mr. Chan Wing Hang. The audit committee of the Company has reviewed and discussed with the management and the external auditors financial reporting matters including the annual results for the year ended 30 April 2012.

PRE-EMPTIVE RIGHTS

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

AUDITOR

The financial statements of the Company for the year ended 30 April 2010 were audited by Grant Thornton ("GTHK"), now known as JBPB & Co. Due to a merger of business of GTHK and BDO Limited ("BDO") to practise in the name of BDO, GTHK resigned and BDO was appointed as auditors of the Company effective from 13 December 2010. The financial statements of the Company for the years ended 30 April 2011 and 2012 were audited by BDO. A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint BDO as auditors of the Company.

On behalf of the Board

GAO Gunter
Chairman

Hong Kong, 19 July 2012

足夠之公眾持股量

根據本公司所獲之公開資料，以及據董事於本年報刊發日期所知，本公司一直維持創業板上市規則規定之公眾持股量。

獨立非執行董事

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條就其獨立身份發出之書面確認書。本公司基於該等確認，認為全體獨立非執行董事均為獨立人士。

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(根據於二零一二年三月十五日經修訂的新企業管治守則)。本公司審核委員會現時包括三名獨立非執行董事，即呂天能先生、施展熊先生及陳永恒先生。本公司審核委員會已與管理層及外部核數師審閱及討論財務申報事宜，包括截至二零一二年四月三十日止年度之全年業績。

優先購買權

本公司之組織章程細則或開曼群島法例並無載列優先購買權條文，以規定本公司須按比例基準向現有本公司股東發售新股份。

核數師

本公司截至二零一零年四月三十日止年度之財務報表乃由均富會計師行(「均富香港」)審核，現稱莊佰會計師行。根據均富香港及香港立信德豪會計師事務所有限公司(「香港立信德豪會計師事務所」)之業務合併(以香港立信德豪會計師事務所之名)，均富香港辭去該職務，香港立信德豪會計師事務所自二零一零年十二月十三日起擔任本公司核數師。本公司截至二零一一年及二零一二年四月三十日止年度的財務報表乃由香港立信德豪會計師事務所審核。有關續聘香港立信德豪會計師事務所為本公司核數師之決議案，將於本公司應屆股東週年大會上提呈。

代表董事會

高敬德
主席

香港，二零一二年七月十九日

Independent Auditor's Report

獨立核數師報告



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To the shareholders of
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)

致中國生物醫學再生科技有限公司
各股東
(於開曼群島註冊成立之有限公司)

We have audited the consolidated financial statements of China Bio-Med Regeneration Technology Limited (the "Company") and its subsidiaries (together "the Group") set out on pages 46 to 107, which comprise the consolidated and company's statements of financial position as at 30 April 2012, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

吾等已審核載於第46頁至第107頁中國生物醫學再生科技有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，當中包括於二零一二年四月三十日之綜合及公司財務狀況表與截至該日止年度之綜合全面收入報表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製綜合財務報表，以令該等綜合財務報表作出真實而公平的反映，並落實其認為編製綜合財務報表所需的內部監控，以確保綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made 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.

核數師之責任

吾等之責任為根據吾等之審核工作對該等綜合財務報表作出意見，並僅向整體股東報告；除此之外，本報告並無其他目的。吾等不會就本報告之內容向任何其他人士承擔或負上任何責任。

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.

吾等已根據香港會計師公會頒佈之香港核數準則進行審核。該等準則規定吾等須遵守道德規範並計劃及進行審核，以合理確定綜合財務報表是否存在任何重大錯誤陳述。

Independent Auditor's Report 獨立核數師報告

AUDITOR'S RESPONSIBILITY (Cont'd)

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 auditor's 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 auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 April 2012 and of the Group's loss 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.

EMPHASIS OF MATTER

Without qualifying our opinion, we draw your attention to note 2.1 to the consolidated financial statements concerning the adoption of going concern basis on which the consolidated financial statements have been prepared. As at 30 April 2012, the Group had net current liabilities of HK\$70,952,000 and the Group also incurred loss of HK\$68,142,000 for the year then ended. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

BDO Limited

Certified Public Accountants

Li Wing Yin

Practising Certificate Number P05035

Hong Kong, 19 July 2012

核數師之責任(續)

審核涉及執行情序以取得與綜合財務報表所載金額及披露事項有關之審核憑證。選取之該等程序須視乎核數師之判斷，包括評估綜合財務報表出現重大錯誤陳述(不論是否因欺詐或錯誤引起)之風險。在作出該等風險評估時，核數師考慮與公司編製綜合財務報表以令該等綜合財務報表作出真實而公平的反映有關之內部監控，以制定適當審核程序，但並非為對公司內部監控是否有效表達意見。審核亦包括評估董事所採用之會計政策是否恰當及所作之會計估算是否合理，以及評估綜合財務報表之整體呈列方式。

吾等相信，吾等已取得充分恰當之審核憑證，為吾等之審核意見提供基礎。

意見

吾等認為，綜合財務報表已按照香港財務報告準則真實而公平地反應 貴公司及 貴集團於二零一二年四月三十日之財政狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥善編製。

注意事項

在不發表保留意見的情況下，吾等謹請 閣下留意綜合財務報表附註2.1有關採納持續經營基準編製本綜合財務報表。於二零一二年四月三十日，貴集團錄得淨流動負債70,952,000港元且截至該日止年度 貴集團亦引致虧損68,142,000港元。該等條件顯示存在重大不明朗因素，可能對 貴集團持續經營之能力構成重大疑問。

香港立信德豪會計師事務所有限公司

執業會計師

李穎賢

執業證書號碼：P05035

香港，二零一二年七月十九日

Consolidated Statement of Comprehensive Income

綜合全面收入報表

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

		Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收益	5	128	2,621
Cost of sales	銷售之成本		(85)	(933)
Gross profit	毛利		43	1,688
Other income	其他收入		2,070	2,911
Administrative expenses	行政開支		(69,685)	(54,528)
Operating loss	經營虧損		(67,572)	(49,929)
Finance costs	財務費用	7	(1,540)	(2,592)
Loss before income tax	除所得稅前虧損	8	(69,112)	(52,521)
Income tax credit	所得稅抵免	11	970	1,950
Loss for the year	本年度虧損		(68,142)	(50,571)
Other comprehensive income	其他全面收入			
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益		2,138	6,040
Total comprehensive income for the year	本年度全面總收入		(66,004)	(44,531)
Loss for the year attributable to:	以下人士應佔年度虧損：			
Owners of the Company	本公司擁有人	12	(57,109)	(42,061)
Non-controlling interests	非控股股東權益		(11,033)	(8,510)
			(68,142)	(50,571)
Total comprehensive income attributable to:	以下人士應佔全面收入總額：			
Owners of the Company	本公司擁有人		(55,051)	(36,500)
Non-controlling interests	非控股股東權益		(10,953)	(8,031)
			(66,004)	(44,531)
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			
– basic (HK cents)	– 基本(港仙)	14	(0.809)	(0.639)
– diluted (HK cents)	– 攤薄(港仙)		N/A 不適用	N/A 不適用

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 April 2012 於二零一二年四月三十日

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
ASSETS AND LIABILITIES			
ASSETS			
Non-current assets			
Property, plant and equipment	15	118,089	65,683
Land use rights and operating lease prepayments	16	5,157	5,132
Investment property	17	1,015	–
Goodwill	20	141,310	141,310
Other intangible assets	21	179,247	192,723
		444,818	404,848
Current assets			
Inventories	22	704	221
Trade receivables	23	23	3,142
Deposits, prepayments and other receivables	23	15,042	71,615
Cash and cash equivalents	24	39,700	37,959
		55,469	112,937
LIABILITIES			
Current liabilities			
Trade payables	25	3,671	1,602
Accrued charges and other payables	26	76,921	54,034
Amounts due to non-controlling interests of subsidiaries	27	7,729	20,344
Bank borrowings	28	37,125	–
Provision for taxation		975	–
		126,421	75,980
Net current (liabilities)/assets		(70,952)	36,957
Total assets less current liabilities		373,866	441,805
Non-current liabilities			
Deferred taxation	29	21,208	23,143
Net assets		352,658	418,662

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 30 April 2012 於二零一二年四月三十日

		Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
EQUITY	權益			
Share capital	股本	30	70,569	70,569
Reserves	儲備		267,368	322,419
Equity attributable to owners of the Company	本公司擁有人應佔權益		337,937	392,988
Non-controlling interests	非控股股東權益		14,721	25,674
Total equity	總權益		352,658	418,662

Director
董事

Director
董事

Statement of Financial Position

財務狀況表

As at 30 April 2012 於二零一二年四月三十日

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	15	14	17
Investments in subsidiaries	18	200	200
		214	217
Current assets			
Deposits and prepayments		2,289	154
Amounts due from subsidiaries	19	356,832	370,596
Cash and cash equivalents	24	113	3,400
		359,234	374,150
Current liabilities			
Accrued charges and other payables		1,252	1,165
Amount due to a subsidiary	19	13,378	13,378
		14,630	14,543
Net current assets		344,604	359,607
Net assets		344,818	359,824
EQUITY			
Share capital	30	70,569	70,569
Reserves	31	274,249	289,255
Total equity		344,818	359,824

Director
董事

Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

		Attributable to owners of the Company							Non-controlling interests	Total	
		本公司擁有人應佔							非控股股東權益	合計	
		Share capital	Share premium*	Translation reserve*	Special reserve*	Other reserve*	Convertible bonds equity reserve*	Accumulated losses*	Total		
		股本	股份溢價*	換算儲備*	特殊儲備*	其他儲備*	可換股債券股本儲備*	累計虧損*	合計		
		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	
		(note 30)									
		(附註30)									
At 1 May 2010	於二零一零年五月一日	54,769	334,998	1,179	(200)	-	16,466	(60,030)	347,182	66,874	414,056
Deemed acquisition of non-controlling interests	視作收購非控股股東權益	-	-	-	-	33,169	-	-	33,169	(33,169)	-
Exercise of share options	行使購股權	800	4,100	-	-	-	-	-	4,900	-	4,900
Conversion of convertible bonds	兌換可換股債券	15,000	45,703	-	-	-	(16,466)	-	44,237	-	44,237
Transactions with owners	與擁有人進行之交易	15,800	49,803	-	-	33,169	(16,466)	-	82,306	(33,169)	49,137
Loss for the year	本年度虧損	-	-	-	-	-	-	(42,061)	(42,061)	(8,510)	(50,571)
Other comprehensive income	其他全面收入										
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	-	-	5,561	-	-	-	-	5,561	479	6,040
Total comprehensive income for the year	本年度全面收入總額	-	-	5,561	-	-	-	(42,061)	(36,500)	(8,031)	(44,531)
At 30 April 2011	於二零一一年四月三十日	70,569	384,801	6,740	(200)	33,169	-	(102,091)	392,988	25,674	418,662

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表(續)

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

		Attributable to owners of the Company							Non-controlling interests	Total	
		本公司擁有人應佔							非控股股東權益	合計	
		Share capital	Share premium*	Translation reserve*	Special reserve*	Other reserve*	Convertible bonds equity reserve*	Accumulated losses*	Total		
		股本	股份溢價*	換算儲備*	特殊儲備*	其他儲備*	可換股債券股本儲備*	累計虧損*	合計		
		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	
		(note 30)									
		(附註30)									
At 1 May 2011	於二零一一年五月一日	70,569	384,801	6,740	(200)	33,169	-	(102,091)	392,988	25,674	418,662
Loss for the year	本年度虧損	-	-	-	-	-	-	(57,109)	(57,109)	(11,033)	(68,142)
Other comprehensive income	其他全面收入										
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	-	-	2,058	-	-	-	-	2,058	80	2,138
Total comprehensive income for the year	本年度全面收入總額	-	-	2,058	-	-	-	(57,109)	(55,051)	(10,953)	(66,004)
At 30 April 2012	於二零一二年四月三十日	70,569	384,801	8,798	(200)	33,169	-	(159,200)	337,937	14,721	352,658

* The aggregate amount of these balances of HK\$267,368,000 (2011: HK\$322,419,000) in surplus is included as reserves in the consolidated statement of financial position.

* 該等於結餘中合共267,368,000港元(二零一一年: 322,419,000港元)之盈餘亦包括在綜合財務狀況表之儲備內。

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 reorganisation in 2001.

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。

The other reserve represents the difference between the fair value of consideration paid to increase the shareholding in a subsidiary, Shaanxi Aierfu Activitissue Engineering Company Limited, and the amount of adjustment to non-controlling interests during the year ended 30 April 2011.

其他儲備指於截至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。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(69,112)	(52,521)
Adjustments for:	經調整：		
Amortisation of land use rights and operating lease prepayments	土地使用權及經營租賃預付款項攤銷	108	107
Amortisation of other intangible assets	其他無形資產攤銷	15,411	15,340
Depreciation	折舊	2,203	1,581
Fair value gain on investment property	投資物業公平值盈利	(327)	–
Interest income	利息收入	(1,633)	(2,909)
Imputed interest on convertible bonds	可換股債券之應歸利息	–	1,177
Other interest expenses	其他利息支出	1,540	1,415
Other receivables written off	其他應收賬項撇銷	138	5,081
Operating loss before working capital changes	經營資金變動前之經營虧損	(51,672)	(30,729)
(Increase)/Decrease in inventories	存貨(增加)/減少	(483)	127
Decrease/(Increase) in trade receivables	應收貿易賬項減少/(增加)	3,119	(3,119)
Decrease/(Increase) in deposits, prepayments and other receivables	按金、預付款項及其他應收賬項減少/(增加)	57,875	(62,689)
Increase in trade payables	應付貿易賬項增加	2,069	959
Increase/(Decrease) in accrued charges and other payables	應計費用及其他應付賬項增加/(減少)	11,343	(8,339)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	22,251	(103,790)
Cash flows from investing activities	投資活動之現金流量		
Interest received	已收利息	1,633	2,909
Purchase of property, plant and equipment	購買物業、廠房及設備	(51,548)	(28,208)
Purchase of other intangible assets	購買其他無形資產	(1,208)	–
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司，已扣除已收購現金	9,536	–
	35		
Net cash used in investing activities	投資活動所用現金淨額	(41,587)	(25,299)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

	Notes 附註	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Proceeds from shares issued	發行股份所得款項	-	4,900
Proceeds from bank borrowings	銀行貸款所得款項	37,125	-
(Decrease)/Increase in amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股股東權益款項(減少)/增加	(12,615)	1,064
Interest paid on bank borrowings wholly repayable within five years	須於五年內悉數償還之銀行貸款之利息	(1,893)	-
Other interest paid	其他已付利息	(1,540)	(1,415)
Net cash generated from financing activities	融資活動所得現金淨額	21,077	4,549
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目之現金淨額增加/(減少)	1,741	(124,540)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	37,959	162,499
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	39,700	37,959

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Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

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, Grand Cayman, Cayman Islands, KY1-1104 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 Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 37 to the financial statements. The Company and its subsidiaries are collectively referred to as the "Group" hereafter.

The financial statements for the year ended 30 April 2012 were approved for issue by the board of directors on 19 July 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 46 to 107 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 financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("GEM Listing Rules").

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 3.

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獲豁免有限公司。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, Grand Cayman, Cayman Islands, KY1-1104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，其主要附屬公司之業務詳情載於財務報表附註37。本公司及其附屬公司下文統稱「本集團」。

截至二零一二年四月三十日止年度之財務報表已於二零一二年七月十九日由董事會批准刊發。

2. 主要會計政策概要

2.1 編製基準

載於第46至107頁之財務報表乃依據香港財務報告準則(「香港財務報告準則」，包括由香港會計師公會(「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)而編製。財務報表亦包括香港公司條例之披露規定及聯交所創業板證券上市規則(「創業板上市規則」)。

用以編製此等財務報表之主要會計政策概述於下文。除另有列明者外，此等政策已貫徹應用於所有呈報年度。採納新訂或經修訂之香港財務報告準則及對本集團財務報表之影響(如有)乃於附註3中披露。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

The financial statements have been prepared on the historical cost basis except for investment property which is stated at fair value. The measurement bases are fully described in the accounting policies below.

As at 30 April 2012, the Group had net current liabilities of HK\$70,952,000 and incurred loss of HK\$68,142,000 for the year ended 30 April 2012. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and there, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In presenting the consolidated financial statements for the year ended 30 April 2012, the directors of the Company have given considerations to the future financial positions of the Group in light of the financial conditions as described in the preceding paragraph. The directors of the Company are taking active steps to improve the financial position of the Group as described below.

The consolidated financial statements have been prepared on the assumption that the Group will continue to operate as a going concern notwithstanding the conditions prevailing as at 30 April 2012 and subsequently thereto up to the date of the approval of these consolidated financial statements. In order to improve the Group's financial position, immediate liquidity and cash flows, and otherwise to sustain the Group as a going concern, the Company has entered into a memorandum of understanding with independent third party on 19 July 2012 ("MOU"). Pursuant to the MOU, the Company will issue an aggregate of not less than 300,000,000 new ordinary shares of HK\$0.01 each at a price of not lower than HK\$0.22 per share to independent third parties within three months from the date of MOU. The estimated gross proceeds will be not less than HK\$66,000,000.

As such, the directors are satisfied that the Group will be able to meet in full its financial obligations as they fall due for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

If these measures were not to be successful or insufficient, or if the going concern basis were not to be appropriate, adjustments would have to be made to the financial statements to reduce the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effect of these potential adjustments has not been reflected in the financial statements.

2. 主要會計政策概要(續)

2.1 編製基準(續)

本財務報表乃按歷史成本編製，惟投資物業以公平值列值。計量基準詳述於下文之會計政策中。

於二零一二年四月三十日，本集團擁有淨流動負債70,952,000港元及截至二零一二年四月三十日止年度錄得虧損68,142,000港元。該等情況顯示存在可能對本集團持續經營能力構成重大疑問的重大不明朗因素。本集團或不能於日常業務過程中變現其資產及解除其負債。

於呈列截至二零一二年四月三十日止年度的綜合財務報表時，本公司董事已考慮如前段所述之本集團及本公司未來之財務狀況。本公司董事正積極採取下述措施，以改善本集團及本公司之財務狀況。

該等綜合財務報表假設本集團將繼續以持續經營方式而編製，而不論於二零一二年四月三十日當時及隨後截至批准該等綜合財務報表日期之情況。為改善本集團的財務狀況、即時流動性及現金流量，以及維持本集團持續經營，本公司已於二零一二年七月十九日與獨立第三方簽訂一份諒解備忘錄（「諒解備忘錄」）。根據該諒解備忘錄，自諒解備忘錄日期起計三個月內，本公司將以每股股份不少於0.22港元向獨立第三方發行合共不少於300,000,000股每股面值0.01港元之新普通股，預計所得款項總額將不少於66,000,000港元。

因此，董事信納，本集團將能夠於可預見將來悉數應付其到期之財務責任。故已按持續經營基準編製財務報表。

此等措施倘未能成功或不足夠，或持續經營基準屬不恰當，則需調整財務報表減低本集團資產價值至可回收數額，並就可能產生之其他負債撥備以及分別重新分類非流動資產及負債為流動資產及負債。此等潛在調整之影響並未反映於財務報表內。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

2. 主要會計政策概要(續)

2.1 編製基準(續)

務請注意，編製財務報表時會採用會計估計及假設。儘管此等估計乃基於管理層對現時事件及行動之最深切瞭解及判斷而作出，惟實際結果最終或會有別於估計之情況。涉及高度判斷或複雜性之範疇或涉及對財務報表有重大影響之假設及估計之範疇披露於附註4。

2.2 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團公司之間內部公司交易及結餘以及未實現之溢利乃於編製綜合財務報表時全部對銷。除非交易顯示所轉讓之資產出現減值，該虧損會於損益中確認，否則未變現虧損亦須對銷。

年內收購或出售之附屬公司，其業績由收購生效日期起計或計至出售生效日期止(如適用)列入綜合全面收入報表內。當需要時，附屬公司之財務報表會被調整，使其會計政策與本集團其他成員所採用者一致。

收購附屬公司或業務按收購會計法入賬。收購成本乃按收購日期所轉讓之資產、所產生之負債及本集團(作為收購方)發行之股權之公平值總額計量。被收購之可識別資產及假設負債主要按收購日期之公平值計量。本集團先前所持被收購方之股權以收購日期的公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇按非控股股東權益的公平值或按應佔被收購方可識別資產淨值之比例計量非控股股東權益。所有其他非控股股東權益均按公平值計量，除非香港財務報告準則要求另一種計量基準，則作別論。與收購相關的成本在發生時支付，除非其在發行股本工具時發生，在該情況下，有關成本從權益中扣除。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Business combination and basis of consolidation (Cont'd)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

2.3 Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are carried at cost less impairment loss, if any. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

2. 主要會計政策概要(續)

2.2 業務合併及綜合基準(續)

收購方將予轉讓之任何或然代價均按收購日期的公平值確認。其後代價調整僅於計算期間(最長為收購日期起計12個月)內所取得有關於收購日期的公平值之新資料時,方可於商譽中確認。分類為資產或負債之或然代價,所有其他其後調整均於損益中確認。

本集團於附屬公司的權益變動(並無導致失去控制權)列作權益交易入賬。本集團之權益與非控股股東權益之賬面值均予以調整,以反映其於附屬公司相對權益之變動。非控股股東權益之調整金額與已付或已收代價公平值之間的任何差額均直接於權益中確認,並撥歸予本公司擁有人。

倘本集團失去附屬公司之控制權,出售之損益乃按下列兩者之差額計算:(i)已收代價之公平值與任何保留權益之公平值總額,與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股股東權益先前之賬面值。先前就該附屬公司於其他全面收入確認之金額按出售相關資產或負債所規定之相同方式入賬。

收購後,相當於目前於附屬公司擁有權之非控股股東權益之賬面值為該等權益於初始確認時之金額加上非控股股東權益應佔權益其後變動之部份。即使會導致非控股股東權益出現虧絀結餘,全面收入總額乃歸屬於非控股股東權益。

2.3 附屬公司

附屬公司指本公司能夠對其行使控制權之實體。倘本公司直接或間接有權監管一間實體之財務及營運政策以從其活動中獲利,控制權即存在。於評估控制權時,會計及現時可行使之潛在投票權。

於本公司之財務狀況表內,於附屬公司之投資按成本減去減值虧損(如有)列賬。本公司確認附屬公司業績時以已收和應收股息為基礎。

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.4 Foreign currency translation

The financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rate over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

2.5 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

2. 主要會計政策概要(續)

2.4 外幣換算

本財務報表乃以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

於綜合實體之個別財務報表中，外幣交易按照交易當日通行之匯率換算為個別實體之功能貨幣。於本報告日期，以外幣計值之貨幣資產及負債按報告當日通行之匯率換算。因結算該等交易及於報告日重新換算貨幣資產及負債而產生之外匯損益均於損益中確認。按歷史成本以外幣計值的非貨幣項目並無重新換算。

於綜合財務報表中，海外業務所有原先以不同於本集團呈報貨幣呈列之個別財務報表，均已折算為港元。資產及負債均以本報告日期之收市匯率換算為港元。收入與開支則按交易當日之匯率或報告期之平均匯率(倘匯率並無大幅波動)折算為港元。該程序產生之任何差額均須於權益內之換算儲備中獨立處理。

於海外業務出售時，該等匯兌差額乃重新由權益劃分為損益，作為銷售損益之一部分。

2.5 物業、廠房及設備

建於租賃土地之上持作自用樓宇，其公平值可於租賃開始時與租賃土地之公平值分開計量，其他物業、廠房及設備項目乃按收購成本減累計折舊及累計減值虧損列值。資產成本包括收購價及將資產帶至其運營狀況及地點作預定用途的任何直接歸屬成本。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.5 Property, plant and equipment (Cont'd)

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	over 25 years or the terms of the leases, whichever is shorter
Furniture and equipment	7%-25%
Computer equipment	25%
Motor vehicles	25%

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

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

Construction in progress is stated at cost less accumulated impairment loss. Cost includes all construction expenditure and other direct costs, including interest costs, attributable to such projects. Cost on completed construction works is transferred to the appropriate asset category. No depreciation is provided in respect of construction in progress until it is available for use.

2.6 Land use rights and operating lease prepayments

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any accumulated impairment losses. The determination if an arrangement is or contains a lease and the lease is an operating lease is detailed in note 2.14. Amortisation is calculated on the straight-line method over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

2. 主要會計政策概要(續)

2.5 物業、廠房及設備(續)

物業、廠房及設備乃按下列年利率，於估計可使用年期內以直線法计提折舊，以撇減其成本減去其殘值：

樓宇	以二十五年或租賃期(以較短者為準)計算
傢俬及設備	7%-25%
電腦設備	25%
汽車	25%

於各報告日會審閱資產之殘值、減值方法及可使用年期，並於適當時進行調整。

報廢或出售產生之損益會按銷售所得款項與資產賬面值間之差額釐定，並於損益中確認。

倘與該項目有關之未來經濟利益有可能流入本集團，而項目成本能可靠地計量方會將往後之成本列入資產賬面值或確認為獨立資產(如適用)。所有其他成本(如維修及保養)會於產生之財政期間內從損益中扣除。

在建工程乃按成本減累計減值虧損呈列。成本包括有關項目應佔之所有建築成本及其他直接成本(包括利息成本)。與已竣工建築工程有關之成本轉作適當之資產類別。工程於可供使用之前，並無就在建工程计提任何折舊。

2.6 土地使用權及經營租賃預付款項

收購經營租賃項下所持有土地之預付款項乃按成本減累計攤銷及任何累計減值虧損列賬。釐定一項安排是否屬於或包含租賃以及該租賃是否屬於經營租賃乃於附註2.14中詳述。攤銷乃於租賃/使用權利期間按直線法計算，惟倘有另一種基準更能反映本集團透過使用有關土地可產生收益之時間模式除外。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.7 Investment property

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

2.8 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2.18).

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

2.9 Intangible assets (other than goodwill) and research and development activities

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Trademark	15 years
Patents	15 years

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;

2. 主要會計政策概要(續)

2.7 投資物業

投資物業為持作賺取租金或作資本升值或作該兩種用途而非在日常業務過程中持作出售、用作生產或供應貨品或服務或作行政用途之物業。投資物業於初步確認時按成本及其後按公平值計量，而其任何變動會於損益內確認。

2.8 商譽

商譽初步以成本確認，指所轉讓之總代價及確認為非控股股東權益之金額超出所收購可識別資產、負債及或然負債公平值之差額。

倘可識別資產、負債及或然負債公平值超出已付代價之公平值，則有關差額於重估後於收購日期於損益賬確認。

商譽乃按成本減去累計減值虧損後列賬。商譽會分配至現金產生單位，並且每年接受減值檢測(見附註2.18)。

其後出售附屬公司時，釐定出售之損益時應計入已資本化商譽之應佔金額。

2.9 無形資產(商譽除外)及研發活動

收購之無形資產初步按成本確認。初步確認後，有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列值。有限可使用年期之無形資產按直線法於其估計可使用年期內攤銷。無形資產一旦可供使用即開始攤銷。有關無形資產適用以下可使用年期：

商標	15年
專利	15年

內部開發產品的費用於可證明下列情況下予以資本化：

- 開發產品，以致其可供出售在技術上可行；
- 擁有可供完成開發之充足資源；
- 有完成及銷售該產品之意向；

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.9 Intangible assets (other than goodwill) and research and development activities (Cont'd)

- The Group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

2.10 Financial assets

The Group's accounting policies for financial assets other than interests in subsidiaries are set out below.

Financial assets are classified into loans and receivables. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

At each reporting date, financial assets are reviewed to determine whether there is any objective evidence of impairment.

2. 主要會計政策概要(續)

2.9 無形資產(商譽除外)及研發活動(續)

- 本集團有能力銷售該產品；
- 銷售該產品將產生未來經濟利益；及
- 該項目開支能可靠計量。

資本化之開發成本乃於本集團預期將從銷售已開發產品之獲利期間攤銷。攤銷費用於損益中確認。

不符合上述標準之開發費用及內部項目在研究階段之費用乃於產生時於損益中確認。

2.10 財務資產

本集團對附屬公司投資以外之財務資產之會計政策載列如下。

財務資產分為貸款及應收賬項。購入財務資產時，管理層會依據購入該財務資產之目的，於初步確認時確定其種類，並於許可及適當時在各報告日重新評估有關分類。

所有財務資產於及僅於本集團參與訂立該工具之合約條文時方予確認。財務資產之一般買賣於交易日期確認。初步確認財務資產時，會按公平值計量，倘並非按公平值於損益列賬之投資，則加上直接應佔交易成本。

倘收取投資產生之現金流量之權利失效或被轉讓，且擁有權之全部風險及報酬已經轉移，即終止確認財務資產。

貸款及應收賬項為具有固定或可確定付款，但於活躍市場中無報價之非衍生財務資產。貸款及應收賬項隨後以實際利息法計算之攤銷成本(減任何減值虧損)計量。攤銷成本按計及任何收購折讓或溢價後計算，包括屬實際利率及交易成本一部分之費用。

於各報告日期，財務資產均被評估以釐定其是否有任何減值之客觀證據。

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.10 Financial assets (Cont'd)

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

2. 主要會計政策概要(續)

2.10 財務資產(續)

倘個別財務資產之客觀減值證據包括引致本集團對下列一項或多項虧損事件關註之可觀察數據：

- 債務人陷入重大財務困難；
- 違反合約，例如拖欠或延遲償還利息或本金；
- 債務人可能會破產或經歷其他財務重組；及
- 對債務人有負面影響之科技、市場、經濟或法律環境之重大改變。

有關某一組財務資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

倘有客觀證據表明按攤銷成本入賬之貸款及應收款項出現減值虧損，則虧損金額按資產之賬面值與估計未來現金流量(不包括未產生之未來信貸虧損)按財務資產之原本實際利率(即初步確認時計算之實際利率)貼現之現值兩者間之差額計算。虧損金額於減值出現期間之損益中確認。

倘若其後減值虧損金額減少，而有關減幅可客觀地與確認減值後發生之事件聯繫，則撥回過往確認之減值虧損，惟於撥回減值當日不得導致財務資產賬面值超過如無確認減值之原有攤銷成本。撥回金額於撥回發生期間在損益內確認。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.10 Financial assets (Cont'd)

Financial assets other than trade receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

2.11 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method, and in the case of work in progress and finished goods, comprise direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand.

2.13 Financial liabilities

The Group's financial liabilities include trade payables, accrued charges and other payables, bank borrowings and amounts due to non-controlling interests of subsidiaries.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 2.20).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

2. 主要會計政策概要(續)

2.10 財務資產(續)

就財務資產(按攤銷成本列賬之應收貿易賬項除外)而言,減值虧損乃直接與相應資產撇銷。倘應收貿易賬項被認為有可能但並非不能收回,則屬呆賬之應收賬項減值虧損會使用撥備賬列賬。當本集團信納不大可能收回應收貿易賬項時,則被認為屬不可收回之金額乃直接自應收貿易賬項中撇銷,而於撥備賬內就有關應收賬項持有之任何金額會予以撥回。其後收回過往自撥備賬扣除之金額乃撥回至撥備賬。撥備賬之其他變動及其後收回過往直接撇銷之金額乃於損益中確認。

2.11 存貨

存貨按成本及可變現淨值兩者之較低者列賬。成本按先進先出法釐定,在製品及製成品之成本包括直接材料、直接勞工及按適當比例計算之生產成本。可變現淨值乃按照日常業務過程中之估計售價減估計完成成本及適當銷售開支計算。

2.12 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金。

2.13 財務負債

本集團之財務負債包括應付貿易賬項、應計費用及其他應付賬項、銀行貸款及應付附屬公司非控股股東權益之款項。

財務負債在本集團成為財務工具合約條文一方時確認。所有與利息相關之支出均根據本集團的會計政策確認為借貸成本(見附註2.20)。

當負債項下之責任獲解除或註銷或屆滿時,則取消確認財務負債。

倘一項現有財務負債被同一借款人按基本上不同之條款提供之其他債項取代,或現有負債條款被重大修改,該取代或修改會被視作解除確認原有負債及確認一項新負債,且各賬面值間之差額會在損益中確認。

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.13 Financial liabilities (Cont'd)

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowing using effective interest method.

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

Other financial liabilities

Other financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

2.14 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon, at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease (see note 2.6). For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

2. 主要會計政策概要(續)

2.13 財務負債(續)

借款

借款初步按公平值(扣除已產生的交易成本)確認。借款其後按已攤銷成本列賬，所得款項(扣除交易成本)與贖回價值之間的任何差額於借款期採用實際利率法於損益中確認。

除非本集團有無條件權利將償還負債的期限延遲至報告日期後最少十二個月，否則借款歸類為流動負債。

其他財務負債

其他財務負債初步按其公平值確認，隨後採用實際利率法按攤銷成本計量。

2.14 租賃

倘本集團決定於協定期內將特定資產使用權出讓以換取一筆或一連串款項之安排，包括一項交易或一連串交易之該項安排屬於或包括一項租賃。該項決定乃基於安排內容之實質評估而作出，而不論該項安排是否採取租賃之法律形式。

(i) 租予本集團之資產分類

本集團根據租賃持有之資產，而其中絕大部分風險及擁有權利均轉移至本集團之租賃乃分類為根據融資合約持有之資產。不會向本集團轉移絕大部分風險及擁有權利之租賃乃分類為經營租賃，惟以下情況例外：

- 根據經營租賃持作自用之土地，而其公平值無法與租賃初始時座落其上之建築物之公平值分開計量，則會按根據融資租賃持有之物業列賬，惟倘該樓宇亦根據經營租賃持有則除外(見附註2.6)。就該等目的而言，該租賃之開始時間為本集團最初訂立有關租賃或自前承租人轉租之時間。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.14 Leases (Cont'd)

(ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

2.15 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2.16 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, the rendering of services and the use by others of the Group's assets yielding interest, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Sales of goods are recognised upon transfer of significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

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

2. 主要會計政策概要(續)

2.14 租賃(續)

(ii) 作為承租人之經營租賃支出

如本集團是以經營租賃獲得資產之使用權，其租賃之支出於租賃期間以直線法自損益中扣除。如有其它基準能更清晰地反映其租賃資產所產生之收益模式則除外。已收取之租賃獎勵金額已在損益表中確認為已付淨租金總額之組成部分。或有租金在其產生之會計期間內自損益中扣除。

2.15 股本

普通股乃分類為權益。股本乃使用已發行股份之面值釐定。

任何與發行股份有關之交易成本會自股份溢價中扣除(減去任何相關所得稅利益)，惟以權益交易直接應佔之增加成本為限。

2.16 收益確認

收益包括銷售貨物及提供服務及他人使用本集團資產所產生之權益扣除回傭及折扣之已收或應收代價之公平值。倘經濟利益將會流入本集團且收益及成本(如適用)能可靠計量，則收益按以下基準確認：

銷售貨物乃於所有權的重大風險及報酬轉嫁予客戶時予以確認。通常於貨物支付及客戶接獲貨物後確認。

經營租約下之租金收入以直線法按相關租期確認。

利息收入以實際利息法按時間比例確認。

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For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.17 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are recognised in profit or loss on a straight line basis over the expected lives of the related assets.

2.18 Impairment of non-financial assets

Goodwill arising on an acquisition of subsidiaries, other intangible assets, property, plant and equipment, land use rights and operating lease prepayments and interests in subsidiaries are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

2. 重大會計政策概要(續)

2.17 政府補貼

當能夠合理地保證本集團會符合所有附帶條件以及補貼將可收取時，政府補貼按其公平值確認入賬。與成本有關之政府補貼遞延及按擬補償之成本配合所需期間在損益中記賬。與購買物業、廠房及設備有關之政府補貼列作遞延政府補貼計入非流動負債，並按有關資產之預期可用年期以直線法撥入損益中。

2.18 非財務資產減值

收購附屬公司所產生之商譽、其他無形資產、物業、廠房及設備、土地使用權及經營租賃預付款項以及於附屬公司之權益須進行減值檢測。

不論是否出現任何減值跡象，商譽須至少每年進行一次減值檢測。所有其他資產則在出現未必能收回有關資產賬面值之跡象時進行減值檢測。

減值虧損按資產之賬面值超出其可收回金額之差額，即時確認為開支。可收回金額為反映市況之公平值減銷售成本與使用價值兩者中之較高者。評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢之時間價值及有關資產特有風險之評估。

就評估減值而言，倘資產產生之現金流入大致上並不獨立於其他資產，可收回金額則按可獨立產生現金流入之最少資產組合(即現金產生單位)釐定。因此，部分資產個別進行減值檢測，另有部分按現金產生單位檢測。商譽分配至該等預期可受惠於相關業務合併協同效應之現金產生單位，即本集團內就內部管理目的而監控商譽之最小單位。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.18 Impairment of non-financial assets (Cont'd)

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods including impairment losses recognised in an interim period. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

2.19 Employee benefits

(i) Retirement benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer's contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in the Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2. 重大會計政策概要(續)

2.18 非財務資產減值(續)

就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值(如可釐定)外，任何剩餘減值虧損將按比例自該現金產生單位之其他資產扣除。

商譽減值虧損(包括中期確認之減值虧損)不會於其後期間撥回。就其他資產而言，倘用於釐定資產可收回款額之估計出現有利變動時，則撥回減值虧損，惟以資產賬面值不得高於倘並無確認減值虧損時原應釐定之賬面值(扣除任何折舊或攤銷)為限。

2.19 僱員福利

(i) 退休福利

本集團遵照強制性公積金計劃條例設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)，對象為合資格參與強積金計劃之僱員。供款按僱員基本薪金之某一百分比作出，並於按照強積金計劃之規則應付時於損益中扣除。強積金計劃之資產與本集團之資產分開，並由獨立管理基金持有。本集團為強積金計劃作出之僱主供款在作出時全數歸僱員所有。

本集團於中國大陸營運之附屬公司所聘僱員，須參與由地方市政府籌辦之中央退休金計劃。該等附屬公司須撥備薪金成本之某一百分比作為中央退休金計劃供款。有關供款根據中央退休金計劃之規定於應支付時在損益中內扣除。

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.19 Employee benefits (Cont'd)

(ii) Short-term employee benefits

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.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

(iii) Share-based employee compensation

All share-based payment arrangements granted after 7 November 2002 and had not vested on 1 May 2005 is recognised in the financial statements. The Group operates equity-settled share-based compensation plans for remuneration of its employees.

All employee services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the share options awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualified for recognition as asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits/accumulated losses.

2. 重大會計政策概要(續)

2.19 僱員福利(續)

(ii) 短期僱員福利

僱員有權享有年假，且於僱員支取年假時確認入賬。本集團已為截至報告日止因提供服務而享有之年假之估計負債作出撥備。

非累計賠償缺席(如病假及產假)於僱員支取有關假期時確認入賬。

(iii) 以股份支付僱員補償

所有二零零二年十一月七日後授出而於二零零五年五月一日未歸屬之股份付款安排於財務報表確認。本集團為其僱員設立權益結算以股份支付補償計劃。

所有為換取授予以股份支付補償之僱員服務乃按其公平值計量。此乃參考所獲購股權多少而間接釐定，其價值於授出日期評值並排除一切非市場歸屬條件(如盈利水平及銷售增長目標)之影響。

倘歸屬條件適用，則所有以股份支付之補償按歸屬期於損益中確認為開支，或除非該補償合資格確認為資產，否則緊隨已授出權益工具歸屬日期後悉數確認為開支，而股本中之購股權儲備則相應調高。倘歸屬條件適用，則按對預期歸屬之購股權數目的最佳估計與歸屬確認開支。就預期可予歸屬之購股權數目作出假設時，會將非市場歸屬條件納入考慮。倘有任何跡象顯示預期將予歸屬之購股權數目與原先估計有出入，則於其後修訂估計。

行使購股權時，過往於購股權儲備確認之金額將轉撥至股份溢價。倘於歸屬權日期後已歸屬之購股權遭沒收或於到期日仍未行使，則過往於購股權儲備確認之金額將轉撥至保留溢利/累計虧損。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.20 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualified asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.21 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

2. 重大會計政策概要(續)

2.20 借貸成本

就收購、建造或生產任何合資格資產所產生之借貸成本，於完成及準備資產作擬定用途的期間內撥充資本。合資格資產是指必須要一段長時間方可達致擬定用途或出售的資產。其他借貸成本於產生時支銷。

在產生資產開支、借貸成本及使資產投入擬定用途或銷售所必須的準備工作進行期間，借貸成本乃撥充資本，作為合資格資產成本的一部分。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作完成時，借貸成本便會停止資本化。

2.21 所得稅之會計方法

所得稅包括即期稅項及遞延稅項。

本期所得稅資產及／或負債包括本期或以往報告期(且於報告日尚未支付)，向稅務當局繳納稅金之責任或來自稅務當局之索償，其乃根據年內應課稅溢利，按有關財政期間之適用稅率及稅法計算。本期稅項資產或負債之一切變動均於損益中確認為稅項開支之一部分。

遞延稅項乃按於資產及負債於財務報表之賬面值與其各自之稅基之暫時差異以負債法計算。遞延稅項負債一般就所有應課稅暫時差異確認。倘可能出現可供動用之可扣減暫時差異、未動用稅項虧損及未動用稅務抵免，則就所有可結轉之可扣減暫時差異、未動用稅項虧損以及其他未動用稅務抵免確認遞延稅項資產。

倘因商譽或初步確認(業務合併除外)某交易之資產及負債產生之暫時差異對應課稅或會計損益無影響，則不確認遞延稅項資產及負債。

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For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.21 Accounting for income taxes (Cont'd)

Deferred tax liabilities are recognised for taxable temporary difference arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) The Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. 重大會計政策概要(續)

2.21 所得稅之會計方法(續)

於附屬公司之投資產生之應課稅暫時差異會確認遞延稅項負債，惟倘本集團可控制暫時差異之撥回及暫時差異將不會於可見將來撥回則另作別論。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算(不作貼現)，惟有關稅率必須為於報告日已實施或大致上實施之稅率。

遞延稅項資產或負債變動乃於損益中獲確認，而倘與其他全面收入或直接扣除自或直接計入權益之項目有關，則於其他全面收入或權益中確認。

即期稅項資產與即期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

本集團只會於以下情況下以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間(而預期在有關期間內將結清或收回大額的遞延稅項負債或資產)以淨額基準結算即期稅項負債與資產或同時實現資產及結清負債的不同應課稅實體。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.22 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The Group has identified tissue engineering – production and sale of tissue engineering products as reportable segment.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets except investment property and corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

2. 重大會計政策概要(續)

2.22 分部報告

根據向執行董事呈報以供彼等決定本集團各業務成分的資源分配及評核該等成分表現的定期內部財務資料，本集團認定經營分部及編製分部資料。向執行董事呈報的內部財務資料內的業務成分乃依據本集團主要產品及服務種類確定。

本集團已認定組織工程－組織工程產品生產及銷售為須予呈報分部。

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者除外：

- 財務費用
- 所得稅
- 並非任何營運分部直接應佔之業務活動的企業收入及開支

於計算營運分部的經營業績時並不包括在內。

分部資產包括所有資產，惟未直接歸屬於任何營運分部之業務活動之投資物業及企業資產並不歸類於某一分部，其主要為本集團總部所用。

分部負債不包括未直接歸屬於任何營運分部之業務活動且並不歸類於某一分部之企業負債。該等分部負債包括遞延稅項負債及因融資(而非營運目的)而產生之負債。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.23 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

2. 重大會計政策概要(續)

2.23 關連人士

- (a) 倘屬以下人士，即該人士或該人士之近親家族成員與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
 - (vi) 實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

有關人士之近親家族成員為預期於買賣實體時將影響該人士或受該人士影響之該等家族成員，包括：

- (i) 該人士之子女及配偶或家庭伴侶；
- (ii) 該人士配偶或家庭伴侶之子女；及
- (iii) 該人士或其配偶或家庭伴侶之受養人。

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3. ADOPTION OF NEW OR AMENDED HKFRSs

During the year, the Group has adopted all the new and amended HKFRSs which are first effective for the reporting year and relevant to the Group. Except as explained below, the adoption of these new and amended HKFRSs did not result in material changes to the Group's accounting policies.

HKAS 24 (Revised) – Related Party Disclosures

HKAS 24 (Revised) amends the definition of related party and clarifies its meaning. This may result in changes to those parties who are identified as being related parties of the reporting entity. The Group has revised its accounting policy for the identification of its related parties and has reassessed counterparties of transactions in accordance with the revised definition. The reassessment did not result in new related parties being identified. Related parties identified in prior years remain unchanged under the new accounting policy and the Group concluded that the revised definition does not have any material impact on the Group's related party disclosures in the current and previous years.

HKAS 24 (Revised) also introduces simplified disclosure requirements applicable to related party transactions where the Group and the counterparty are under the common control, joint control or significant influence of a government, government agency or similar body. These new disclosures are not relevant to the Group because the Group is not a government related entity.

At the date of this report, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The directors are currently assessing the impact of the new and amended HKFRSs upon initial application. So far, the directors have preliminarily concluded that the initial application of these HKFRSs will not result in material financial impact on the consolidated financial statements. Information on new and amended HKFRSs that are expected to have an impact on the Group's accounting policies is provided below.

3. 採納新訂或經修訂香港財務報告準則

年內，本集團已採納所有於報告年度首次生效並與本集團有關之新訂或經修訂香港財務報告準則。除下文所說明者外，採納該等新訂及經修訂香港財務報告準則並不會導致本集團會計政策之重大變動。

香港會計準則第24號(經修訂) – 關連人士披露

香港會計準則第24號(經修訂)對關連人士之釋義作出修訂並釐清其涵義。有關修訂可能會導致獲識別為報告實體之關連人士之該等人士出現變更。本集團已修訂有關識別關連人士之會計政策，並已根據經修訂之釋義重新評估交易對手方。經重新評估後，並無識別出新的關連人士。在新會計政策下，以往年度識別之關連人士並無變動，而本集團之結論為經修訂之釋義對本集團於本年度及以往年度之關連人士披露並無任何重大影響。

香港會計準則第24號(經修訂)亦引進適用於關連人士交易的簡化披露規定，當中本集團與對手方受政府、政府機關或類似法團的共同控制、聯手控制或重大影響。由於本集團並非政府關連實體，故該等新披露與本集團並不相關。

於本報告日，若干新訂及經修訂香港財務報告準則已頒佈但未生效，且本集團並無提早採納。

董事預測，本集團將於聲明生效日期後開始之首個期間採納所有聲明為會計政策。本公司董事現正評估首次應用新訂及經修訂香港財務報告準則之影響。迄今，本公司董事作出之初步結論為首次應用此等香港財務報告準則將不會對綜合財務報表造成重大財務影響。預期將會對本集團會計政策構成影響之新訂及經修訂香港財務報告準則之資料在下文載述。

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Cont'd)

Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

This standard is effective for accounting periods beginning on or after 1 July 2012. The amendments change the disclosure of items presented in other comprehensive income in the statement of comprehensive income and require entities to separate items presented in other comprehensive income into two groups, based on whether or not they may be recycled to profit or loss in the future. Items that will not be recycled will be presented separately from items that may be recycled in the future. Entities that choose to present other comprehensive income items before tax will be required to show the amount of tax related to the two groups separately. The title used by HKAS 1 for the statement of comprehensive income has changed to “Statement of profit or loss and other comprehensive income”. However, HKAS 1 permits entities to use other titles.

HKFRS 9 Financial instruments

This standard is effective for accounting periods beginning on or after 1 January 2015. Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for de-recognition of financial assets and financial liabilities.

3. 採納新訂或經修訂香港財務報告準則(續)

香港會計準則第1號(經修訂)之修訂 – 其他全面收益項目之呈列

此項準則於二零一二年七月一日或之後開始之會計期間生效。有關修訂改變在全面收益表中其他全面收益項目之披露方式，並要求實體根據項目在未來會否重新分類至損益而將其他全面收益項目分為兩個組別。不會重新分類至損益之項目分開呈列。選擇呈列其他除稅前全面收益項目之實體將須分別顯示與該兩組項目之實體將須分別顯示與該兩組項目有關之稅項金額。全面收益表在香港會計準則第1號中所使用之名稱已更改「損益及其他全面收益表」。然而，香港會計準則第1號仍容許實體使用其他名稱。

香港財務報告準則第9號財務工具

此項準則於二零一五年一月一日或之後開始之會計期間生效。根據香港財務報告準則第9號，金融資產分類為以公平值或以攤銷成本計量之金融資產取決於實體管理金融資產之業務模式及金融資產之合約現金流量特徵。公平值之收益或虧損將於損益確認，惟對於若干非貿易股本投資，實體可選擇於其他全面收益確認收益或虧損。香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債確認、分類及計量規定，惟透過損益按公平值列賬之金融負債除外，該負債信貸風險變動應佔的公平值變動金額於其他全面收益確認，除非會導致或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關取消確認金融資產及金融負債之規定。

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3. ADOPTION OF NEW OR AMENDED HKFRSs (Cont'd)

HKFRS 10 Consolidated Financial Statements

This standard is effective for accounting periods beginning on or after 1 January 2013. HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor.

An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

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.

3. 採納新訂或經修訂香港財務報告準則(續)

香港財務報告準則第10號綜合財務報表

此項準則於二零一三年一月一日或之後開始之會計期間生效。香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股模式。當投資者有權控制被投資方(不論實際上有否行使該權力)、對來自被投資方之浮動回報享有之承擔或權利以及能運用對被投資方之權力以影響該等回報時，投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如，該準則引入「實際」控制權之概念，倘相對其他個人股東之表決權益之數量及分散情況，投資者之表決權益數量足以佔優，使其獲得對被投資方之權力，持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在(即持有人有實際能力可行使)時，在分析控制權時加以考慮。該準則明確要求評估具有決策權之投資者是以委託人或代理人身份行事，以及具有決策權之其他各方是否以投資者之代理人身份行事。

代理人獲委聘以代表另一方及為另一方之利益行事，故在其行使其決策權時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用，惟須受限於若干過渡性條文。

4. 關鍵會計估計及判斷

估計及判斷會持續作出評估，並基於過往經驗及其他因素作出，包括對當前情況相信屬合理的未來事件的預期。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

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:

Impairment of trade and other receivables

The Group's management determines the impairment of trade and other receivables on a regular basis. This estimate is based on the credit history of its customers or debtors and current market conditions. Management reassesses the impairment of trade and other receivables at the reporting date.

Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.18. The recoverable amounts of cash-generating units have been determined based on fair value less costs to sell calculations. These calculations require the use of estimates about future cash flows and discount rates.

In the process of estimating expected future cash flows management makes assumptions about future revenues and profits. In the absence of the actual data of the Group's revenue and profit from tissue engineering operation for the year, the assumptions about future revenues are mainly based on the current market demand of tissue engineering products in the PRC, the current supply of the similar products in the market, the estimated utilisation of the Group's production capacity and the management's current assessment of the economic outlook. The unit selling price is assumed to remain constant throughout the forecasted period. The assumptions about future profits are mainly based on the available market data of the profit margin ratio of companies engaged in the tissue engineering industry in the global market. As these assumptions relate to future events and circumstances, the actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year.

Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. The management has taken consideration of risk-free rate (reference to the yield of the long term bond issued in the PRC), the cost of equity and debt of the companies within the tissue engineering industry and other possible risk factors such as the new commencement of the Group's production facilities in the near future and the market capitalisation of the Group in estimating the discount rate. Details of the estimates of the recoverable amounts of cash generating units containing goodwill are disclosed in note 20.

4. 關鍵會計估計及判斷(續)

本集團就未來作出估計及假設。所達致的會計估計(按照界定)甚少與有關實際結果一致。具有可引致於下個財政年度對資產及負債賬面值作出重大調整的重大風險的估計及假設論述如下：

貿易及其他應收賬項減值

本集團管理層定期釐定貿易及其他應收賬項減值。估計乃根據客戶或債務人信貸記錄及現時市況作出。管理層於報告日期對貿易及其他應收賬項重新評估。

估計商譽減值

本集團根據附註2.18所述會計政策每年測試商譽是否已招致減值減銷售成本。現金產生單位的可收回數額已按使用價值計算法釐定。該計算法需就未來現金流及折現率作出估計。

於估計預期未來現金流的過程中，管理層就未來收入及溢利作出假設。由於本集團於本年度組織工程業務的收入及溢利無實際數據，則有關未來收入的假設乃主要基於組織工程產品於中國的目前市場需求、於市場類似產品的目前供應、估計利用本集團的生產能力及管理層對目前經濟前景的評估。假設單位售價於整個預測期間保持穩定。有關未來溢利的假設乃主要基於在全球市場從事組織工程行業公司的市盈率的可用市場數據。由於該等假設乃關乎未來事件及情況。實際結果可能有所偏差，並可能導致於下一財政年度對商譽賬面值作出重大調整。

釐定適當折現率涉及對市場風險及資產特定風險因素之適當調整作出估計。管理層已考慮無風險率(參考中國已發行長期債券的收益率)、本集團的股本及債務成本及其他可能風險因素，例如本集團於不久將來新開始營運的生產設施及本集團於估計折讓率時的市場資本化。有關商譽包括的現金產生單位的可收回金額的估計詳情乃於附註20披露。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

Estimated impairment of other intangible assets

The carrying values of other intangible assets are reviewed for impairment when there are any indications that the carrying value of other intangible assets may not be recoverable. The Group considered that no fact and circumstances occurred which would suggest that the carrying amount of other intangible assets may exceed its recoverable amount.

5. REVENUE

The Group's turnover, represents revenue from its principal activities, measured at the net invoiced value of goods sold, after allowances for returns and trade discounts during the years presented.

6. SEGMENT INFORMATION

The executive directors have identified the Group's tissue engineering as operating segment as further described in note 2.22.

The operating segment is monitored and strategic decisions are made on the basis of adjusted segment operating results.

4. 關鍵會計估計及判斷(續)

估計其他無形資產減值

於有任何跡象表明其他無形資產之賬面值可能無法收回時會對其他無形資產賬面值進行減值評核。本集團認為，概不存在任何事實及情況表明其他無形資產的賬面值可能超過其可收回數額。

5. 收益

本集團之營業額指於本年度內呈現之來自其主要活動，按扣除退貨及貿易折扣後之已售貨品發票淨值計算之收益。

6. 分部資料

執行董事已確認本集團組織工程為經營分部，並於附註2.22詳述。

根據經調整分部經營業績就該經營分部實施監控及作出決策。

		Tissue engineering 組織工程	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收益		
– From external customers	– 來自外界客戶	128	2,621
Reportable segment revenue	須予申報分部收益	128	2,621
Reportable segment loss	須予申報分部虧損	(54,831)	(32,154)
Amortisation of land use rights and operating lease prepayments	土地使用權及經營租賃預付款項攤銷	108	107
Amortisation of other intangible assets	其他無形資產攤銷	15,411	15,340
Depreciation	折舊	2,200	1,581
Interest income	利息收入	1,598	2,899
Reportable segment assets	須予申報分部資產	322,979	340,279
Additions to non-current segment assets during the year	年內非流動分部資產之添置	53,441	27,983
Reportable segment liabilities	須予申報分部負債	87,005	75,423

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

6. SEGMENT INFORMATION (Cont'd)

The totals presented for the Group's operating segment reconcile to the Group's key financial figures as presented in the financial statements as follows:

6. 分部資料(續)

本集團經營分部列示的總額與本集團於財務報表列示的關鍵財務數據對賬如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Reportable segment revenue	須予申報分部收益	128	2,621
Group revenue	集團收益	128	2,621
Reportable segment loss	須予申報分部虧損	(54,831)	(32,154)
Unallocated corporate income	未分配企業收入	330	11
Unallocated corporate expenses	未分配企業開支	(13,071)	(17,786)
Finance costs	財務費用	(1,540)	(2,592)
Loss before income tax	除所得稅前虧損	(69,112)	(52,521)
Reportable segment assets	須予申報分部資產	322,979	340,279
Investment property	投資物業	1,015	-
Other corporate assets	其他企業資產	176,293	177,506
Group assets	集團資產	500,287	517,785
Reportable segment liabilities	須予申報分部負債	87,005	75,423
Bank borrowings	銀行借貸	37,125	-
Provision for taxation	稅項撥備	975	-
Deferred taxation	遞延稅項	21,208	23,143
Other corporate liabilities	其他公司負債	1,316	557
Group liabilities	集團負債	147,629	99,123

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

6. SEGMENT INFORMATION (Cont'd)

The Group's revenue from external customers and its non-current assets are divided into the following geographical areas:

6. 分部資料(續)

本集團來自外界客戶的收益及其非流動資產按地區分析如下：

	Revenue from external customers 來自外界客戶的收益		Non-current assets 非流動資產	
	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Hong Kong The PRC (domicile)	- 128	- 2,621	1,165 443,653	1,770 403,078
	128	2,621	444,818	404,848

During the year, 82% (2011: 98%) of the Group's revenue depended on a single customer. As at 30 April 2012, 0% of the Group's trade receivables was due from this customer (2011: 99%).

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on (1) the physical location of the assets (for property, plant and equipment, land use rights and operating lease prepayments and investment property) and (2) location of operations (for goodwill and other intangible assets). The Company is an investment holding company where the Group has majority of its operation and workforce in the PRC, and therefore, the PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by HKFRS 8 "Operating Segments".

本年度內，本集團收益的82%取決於單一客戶(二零一一年：98%)。於二零一二年四月三十日，本集團應收貿易賬項的0%來自該客戶(二零一一年：99%)。

客戶所在地點乃根據所提供之服務或交付貨品之地點劃分。非流動資產之地點乃根據(1)資產所在地(物業、廠房及設備，土地使用權及經營租賃預付款項及投資物業)，及(2)經營所在地(為商譽及其他無形資產)劃分。本公司為一間投資控股公司，而本集團大多數營運及勞動力在中國，因此，中國被認為是根據香港財務報告準則第8號「經營分部」規定而披露之本集團之主體所在地。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

7. FINANCE COSTS

7. 財務費用

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest on bank borrowings, other payables and amounts due to non-controlling interests of subsidiaries wholly repayable within one year	銀行貸款、其他應付賬項及須於一年內全部償還之應付附屬公司非控股股東權益款項之利息	3,433	1,415
Imputed interest on convertible bonds	可換股債券之應歸利息	-	1,177
Total borrowing costs	貸款成本總額	3,433	2,592
Less: Amount capitalised (note)	減：資本化金額(附註)	(1,893)	-
		1,540	2,592

Note:

Borrowing costs capitalised during the year arose from the bank borrowings specifically for the construction of the factory building in the PRC. Such amount was capitalised in the construction in progress during the year.

附註：

年內自銀行借貸產生之借貸成本已資本化，特定為於中國工廠樓宇的建設。該等款項已於年內就在建工程擴充資本。

8. LOSS BEFORE INCOME TAX

8. 除所得稅前虧損

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before income tax has been arrived at after charging/(crediting):	除所得稅前虧損已扣除/(計入)下列各項：		
Auditor's remuneration	核數師酬金	602	527
Amortisation of land use rights and operating lease prepayments	土地使用權及經營租賃預付款項攤銷	108	107
Amortisation of other intangible assets	其他無形資產攤銷	15,411	15,340
Depreciation	折舊	2,203	1,581
Exchange difference, net	滙兌差額(淨額)	1	1,252
Operating lease rentals in respect of office premises	辦公室物業之經營租賃租金	4,130	3,466
Research and development costs	研發成本	14,668	6,971
Employee benefit expense (including directors' emoluments (note 9)) (note 10)	僱員福利開支(包括董事酬金(附註9))(附註10)	15,687	12,820
Other receivables written off	其他應收賬項註銷	138	5,081
Fair value gain on investment property	投資物業之公平值增加	(327)	-
Rental income	租金收入	(59)	-
Interest income	利息收入	(1,633)	(2,909)

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

9. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

9. 董事及高級管理層酬金

		Fees	Salaries and allowances	Contribution to defined contribution plans	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	定額供款 計劃之供款 HK\$'000 千港元	合計 HK\$'000 千港元
Year ended 30 April 2012		截至二零一二年四月三十日止年度			
Executive directors		執行董事			
Mr. Dai Yumin	戴昱敏先生	-	1,440	12	1,452
Mr. Luo Xian Ping	羅賢平先生	-	1,440	12	1,452
Dr. Gao Gunter	高敬德博士	-	240	-	240
Mr. Yang Zheng Guo	楊正國先生	-	549	25	574
Mr. Tin Ka Pak (resigned on 11 May 2011)	田家柏先生 (於二零一一年五月十一日辭任)	-	7	-	7
Independent non-executive directors		獨立非執行董事			
Mr. Lui Tin Nang	呂天能先生	100	-	-	100
Mr. Sze Chin Hung	施展熊先生	100	-	-	100
Mr. Chan Wing Hang (appointed on 9 August 2011)	陳永恒先生 (於二零一一年八月九日獲委任)	73	-	-	73
Mr. Cheung Siu Chung (resigned on 11 May 2011)	張兆沖先生 (於二零一一年五月十一日辭任)	3	-	-	3
Non-executive director		非執行董事			
Mr. Wong Sai Hung	黃世雄先生	717	-	2	719
Mr. Sze Cheung Pang	施祥鵬先生	240	-	-	240
Mr. Ma Long	馬龍先生	820	-	-	820
		2,053	3,676	51	5,780

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

9. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Cont'd)

9. 董事及高級管理層酬金(續)

		Fees	Salaries and allowances	Contribution to defined contribution plans	Total
		袍金	薪金及津貼	定額供款計劃之供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 30 April 2011	截至二零一一年四月三十日止年度				
Executive directors	執行董事				
Mr. Tin Ka Pak	田家柏先生	-	240	12	252
Mr. Dai Yumin	戴昱敏先生	-	1,440	12	1,452
Mr. Luo Xian Ping	羅賢平先生	-	1,440	12	1,452
Dr. Gao Gunter	高敬德博士	-	240	12	252
Mr. Yang Zheng Guo	楊正國先生	-	533	26	559
Independent non-executive directors	獨立非執行董事				
Mr. Lui Tin Nang	呂天能先生	100	-	-	100
Mr. Cheung Siu Chung	張兆冲先生	100	-	-	100
Mr. Sze Chin Hung	施展熊先生	100	-	-	100
Non-executive director	非執行董事				
Mr. Wong Sai Hung	黃世雄先生	715	-	12	727
Mr. Xu Jifeng (resigned on 3 September 2010)	徐吉峰先生 (於二零一零年九月三日辭任)	34	-	-	34
Mr. Sze Cheung Pang	施祥鵬先生	240	-	-	240
Mr. Ma Long	馬龍先生	809	-	-	809
		2,098	3,893	86	6,077

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2011: Nil).

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

年內概無董事放棄或同意放棄任何酬金之安排(二零一一年：無)。

本集團並無向董事支付任何酬金，作為加入本集團或於加入本集團時之獎勵或離職補償。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

9. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Cont'd)

Employees' emoluments

The five individuals whose emoluments were the highest in the Group for the year included four (2011: four) directors whose emoluments are reflected in the analysis presented above. In 2012, the emoluments of the remaining one (2011: one) individual were as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	650	620
Retirement benefits scheme contributions	退休福利計劃供款	12	12
		662	632

The emoluments of the highest paid non-director individuals fell within the following band:

		Number of individuals 人數	
		2012 二零一二年	2011 二零一一年
Nil – HK\$1,000,000	零 – 1,000,000港元	1	1

9. 董事及高級管理層酬金(續)

僱員酬金

本集團年內五名最高薪人士包括四名(二零一一年: 四名)董事, 其酬金反映於上述分析內。於二零一二年, 餘下一名(二零一一年: 一名)人士的酬金如下:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	650	620
Retirement benefits scheme contributions	退休福利計劃供款	12	12
		662	632

並非董事的最高薪人士的酬金介乎以下範圍以內:

		Number of individuals 人數	
		2012 二零一二年	2011 二零一一年
Nil – HK\$1,000,000	零 – 1,000,000港元	1	1

10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Wages and salaries	工資及薪金	12,988	11,182
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	1,284	940
Other staff benefits	其他員工福利	1,415	698
		15,687	12,820

10. 僱員福利開支(包括董事酬金)

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

11. INCOME TAX CREDIT

No Hong Kong Profits Tax has been provided as the Group has no assessable profits for the year (2011: Nil). Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates (2011: Nil).

11. 所得稅抵免

由於本集團年內並無任何應課稅溢利，故並無計提任何香港利得稅(二零一一年：零)。海外利得稅乃根據本年度估計應課稅溢利按本集團經營所在國家之現行稅率計算(二零一一年：零)。

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current tax – the PRC	即期稅項 – 中國	965	–
Deferred taxation (note 29)	遞延稅項(附註29)	(1,935)	(1,950)
Total income tax credit	所得稅抵免總額	(970)	(1,950)

Reconciliation between income tax credit and accounting loss at applicable tax rates:

按適用稅率計算之所得稅抵免及會計虧損之對賬如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(69,112)	(52,521)
Tax at Hong Kong profits tax rate of 16.5% (2011: 16.5%)	按香港利得稅稅率16.5% (二零一一年：16.5%)計算的稅項	(11,403)	(8,665)
Effect of different tax rates of subsidiaries operating in the PRC	於中國經營之附屬公司不同稅率的影響	850	505
Tax effect of expenses not deductible for tax purpose	不可用作扣稅之開支的稅務影響	9,584	6,229
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(1)	(19)
Income tax credit	所得稅抵免	(970)	(1,950)

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

12. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

Of the consolidated loss attributable to owners of the Company of HK\$57,109,000 (2011: HK\$42,061,000), a loss of HK\$15,014,000 (2011: HK\$13,848,000) has been dealt with in the financial statements of the Company.

13. DIVIDENDS

The directors do not recommend the payment of a dividend for the year (2011: Nil).

14. LOSS PER SHARE

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

12. 本公司擁有人應佔虧損

於本公司擁有人應佔綜合虧損57,109,000港元(二零一一年：42,061,000港元)中，為數15,014,000港元(二零一一年：13,848,000港元)之虧損已計入本公司之財務報表。

13. 股息

董事並不建議派付年內股息(二零一一年：無)。

14. 每股虧損

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：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之本公司擁有人應佔年度虧損	(57,109)	(42,061)
		2012 二零一二年 '000 千股	2011 二零一一年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之普通股加權平均數	7,056,880	6,578,579

Diluted loss per share for the year ended 30 April 2012 is not presented as there were no potential ordinary shares in issue during the year. Diluted loss per share for the year ended 30 April 2011 was not presented as the potential ordinary shares had anti-dilutive effect.

由於年內並無潛在普通股，故無呈列截至二零一二年四月三十日止年度之每股攤薄虧損。由於潛在普通股具有反攤薄影響，故此並無呈列截至二零一一年四月三十日止年度之每股已攤薄虧損。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

15. PROPERTY, PLANT AND EQUIPMENT

The Group

15. 物業、廠房及設備

本集團

		Buildings 樓宇 HK\$'000 千港元	Furniture and equipment 傢私及設備 HK\$'000 千港元	Computer equipment 電腦器材 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2010	於二零一零年五月一日						
Cost	成本	634	5,518	322	4,065	27,544	38,083
Accumulated depreciation	累計折舊	-	(441)	(153)	(350)	-	(944)
Net book amount	賬面淨值	634	5,077	169	3,715	27,544	37,139
Year ended 30 April 2011	截至二零一一年四月三十日止年度						
Opening net book amount	期初賬面淨值	634	5,077	169	3,715	27,544	37,139
Exchange differences	滙兌差額	36	260	4	79	1,538	1,917
Additions	添置	-	6,394	71	193	21,550	28,208
Transfer	轉撥	-	(24)	24	-	-	-
Depreciation	折舊	-	(519)	(112)	(950)	-	(1,581)
Closing net book amount	期末賬面淨值	670	11,188	156	3,037	50,632	65,683
At 30 April 2011	於二零一一年四月三十日						
Cost	成本	670	12,216	457	4,373	50,632	68,348
Accumulated depreciation	累計折舊	-	(1,028)	(301)	(1,336)	-	(2,665)
Net book amount	賬面淨值	670	11,188	156	3,037	50,632	65,683
Year ended 30 April 2012	截至於二零一二年四月三十日止年度						
Opening net book amount	期初賬面淨值	670	11,188	156	3,037	50,632	65,683
Exchange differences	滙兌差額	18	277	3	37	1,330	1,665
Acquisition of a subsidiary (note 35)	收購附屬公司 (附註35)	-	-	17	174	-	191
Additions	添置	-	14,320	128	-	38,993	53,441
Transfer to investment property (note 17)	轉撥至投資物業 (附註17)	(688)	-	-	-	-	(688)
Depreciation	折舊	-	(1,104)	(105)	(994)	-	(2,203)
Closing net book amount	期末賬面淨值	-	24,681	199	2,254	90,955	118,089
At 30 April 2012	於二零一二年四月三十日						
Cost	成本	-	26,876	615	4,611	90,955	123,057
Accumulated depreciation	累計折舊	-	(2,195)	(416)	(2,357)	-	(4,968)
Net book amount	賬面淨值	-	24,681	199	2,254	90,955	118,089

As at 30 April 2011, the Group's buildings were situated in the PRC, which were held under medium-term leases.

As at 30 April 2012, certain of the Group's property, plant and equipment with net carrying amount of HK\$90,955,000 (2011: Nil) were pledged to secure the bank borrowings granted to the Group (note 28).

於二零一一年四月三十日，本集團之樓宇位於中國，乃根據中期租賃持有。

於二零一二年四月三十日，本集團賬面淨值90,955,000港元(二零一一年：零)之若干物業、廠房及設備已予抵押，以為本集團取得銀行貸款(附註28)。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Cont'd) The Company

15. 物業、廠房及設備(續)

		本公司		
		Furniture and equipment 傢私及設備 HK\$'000 千港元	Computer equipment 電腦器材 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended 30 April 2011	截至二零一一年 四月三十日止年度			
Additions	添置	2	15	17
Depreciation	折舊	–	–	–
Closing net book amount	期末賬面淨值	2	15	17
At 30 April 2011	於二零一一年四月三十日			
Cost	成本	2	15	17
Accumulated depreciation	累計折舊	–	–	–
Net book amount	賬面淨值	2	15	17
Year ended 30 April 2012	截至二零一二年四月三十日 止年度			
Additions	添置	2	15	17
Depreciation	折舊	–	(3)	(3)
Closing net book amount	期末賬面淨值	2	12	14
At 30 April 2012	於二零一二年四月三十日			
Cost	成本	2	15	17
Accumulated depreciation	累計折舊	–	(3)	(3)
Net book amount	賬面淨值	2	12	14

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For the year ended 30 April 2012 截至二零一二年四月三十日止年度

16. LAND USE RIGHTS AND OPERATING LEASE PREPAYMENTS

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Opening net carrying amount	期初賬面淨值	5,132	4,962
Exchange differences	滙兌差額	133	277
Annual charges of prepaid lease payments	預付租金之年度支出	(108)	(107)
Closing net carrying amount	期末賬面淨值	5,157	5,132

The Group's land use rights and operating lease prepayments represent up-front payments to acquire interests in the usage of lands situated in the PRC, which are held under medium-term leases.

As at 30 April 2012, certain of the Group's land use rights with net carrying amount of HK\$5,157,000 (2011: Nil) were pledged to secure the bank borrowings granted to the Group (note 28).

16. 土地使用權及經營租賃預付款項

本集團之土地使用權及經營租賃預付款項指收購權益以使用位於中國之土地(以中期租賃形式持有)之預支款項。

於二零一二年四月三十日，本集團賬面淨值5,157,000港元(二零一一年：零)之若干土地使用權已予抵押，以為本集團取得銀行貸款(附註28)。

17. INVESTMENT PROPERTY

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Carrying amount at beginning of the year	年初賬面值	-	-
Transfer from property, plant and equipment (note 15)	轉撥自物業、廠房及設備(附註15)	688	-
Fair value change	公平值變更	327	-
Carrying amount at end of the year	年末賬面值	1,015	-

During the year, the Group's property was transferred to investment property due to the change in use for earning rental income or for capital appreciation purposes. Investment property is measured using the fair value model.

As at 30 April 2012, the Group's investment property was situated in the PRC, which were held under medium-term leases.

The Group's investment property was revalued at 30 April 2012 by independent, professionally qualified valuers, Ascent Partners Transaction Service Limited, who have the recent experience in the location and category of property being valued. Fair values were estimated based on recent market transactions for similar properties in the same location and condition.

17. 投資物業

於年內，由於用作賺取租金收入或作資本增值用途變更，本集團之物業轉撥至投資物業。投資物業乃採用公平值模式計量。

於二零一二年四月三十日，本集團之投資物業位於中國，乃根據中期租賃持有。

本集團之投資物業乃由獨立專業合資格估價師艾升資產交易服務有限公司(擁有評估不同地區及不同種類物業的經驗)於二零一二年四月三十日重新估值。公平值乃根據於同一地區及同一條件相若物業之近期市場交易而估計。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

18. INVESTMENTS IN SUBSIDIARIES

18. 於附屬公司之投資

2012 and 2011
二零一二年及
二零一一年
HK\$'000
千港元

Unlisted shares, at cost	非上市股份，按成本值	200
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Details of the Company's principal subsidiaries at 30 April 2012 are set out in note 37.

本公司於二零一二年四月三十日之主要附屬公司詳情載於附註37。

19. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

19. 應收／(應付)附屬公司款項

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	401,229	412,993
Less: Allowance for impairment	減：減值撥備		
At beginning of the year	年初	(42,397)	(42,397)
Provision made during the year	年內撥備	(2,000)	-
At end of the year	年終	(44,397)	(42,397)
		356,832	370,596

Amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

應收／(應付)附屬公司之款項為無抵押、免息及須按要求償還。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

20. GOODWILL

This arose from the acquisition of FD(H) Investments Limited and its subsidiaries, which are engaged in the production and sales of tissue engineering skin related products, in 2008. The net carrying amount of goodwill can be analysed as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At beginning of the year	年初		
Gross carrying amount	總賬面值	141,310	141,310
Accumulated impairment	累計減值	-	-
Net carrying amount	賬面淨值	141,310	141,310
Net carrying amount at beginning of the year	年初之賬面淨值	141,310	141,310
Impairment losses	減值虧損	-	-
Net carrying amount at end of the year	年終之賬面淨值	141,310	141,310
At end of the year	年終		
Gross carrying amount	總賬面值	141,310	141,310
Accumulated impairment	累計減值	-	-
Net carrying amount	賬面淨值	141,310	141,310

The recoverable amounts for the cash-generating unit of tissue engineering was determined based on fair value less costs to sell calculations using discounted cash flow technique, covering detailed five-year budget plans, followed by an extrapolation of expected cash flows with no growth. The pre-tax discount rate used for fair value less cost to sell calculation is 16% (2011: 16%), which reflects specific risks relating to the relevant cash-generating unit.

Apart from the considerations described above in determining the fair value less costs to sell of the cash-generating unit, the Group's management is not currently aware of any other probable changes that would necessitate changes in their key assumptions. However, the estimate of recoverable amount of the Group's cash generating units is particularly sensitive to the discount rate applied.

20. 商譽

商譽是由於二零零八年收購FD(H) Investments Limited及其附屬公司(從事生產及銷售組織工程皮膚相關產品)所致。商譽之賬面淨值可分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At beginning of the year	年初		
Gross carrying amount	總賬面值	141,310	141,310
Accumulated impairment	累計減值	-	-
Net carrying amount	賬面淨值	141,310	141,310
Net carrying amount at beginning of the year	年初之賬面淨值	141,310	141,310
Impairment losses	減值虧損	-	-
Net carrying amount at end of the year	年終之賬面淨值	141,310	141,310
At end of the year	年終		
Gross carrying amount	總賬面值	141,310	141,310
Accumulated impairment	累計減值	-	-
Net carrying amount	賬面淨值	141,310	141,310

組織工程之現金產生單位的可收回金額乃根據使用折讓現金流量法公平值減銷售成本計算釐定，涵蓋一項詳盡之五年預算計劃，並按零增長率預測預計現金流量。公平值減銷售成本的稅前折現率為16% (二零一一年：16%)，反映相關現金產生單位之個別風險。

除釐定現金產生單位公平值減銷售成本所述之考慮因素外，本集團之管理層現時並不知悉任何其他可能之變化，令有需要修改其主要假設。然而，本集團現金產生單位可收回金額之估計對所採用之折現率尤為敏感。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

21. OTHER INTANGIBLE ASSETS

21. 其他無形資產

		Trademark 商標 HK\$'000 千港元	Patents 專利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2010	於二零一零年五月一日			
Cost	成本	79,983	149,209	229,192
Accumulated amortisation	累計攤銷	(7,998)	(14,712)	(22,710)
Net book amount	賬面淨值	71,985	134,497	206,482
Year ended 30 April 2011	截至二零一一年 四月三十日止年度			
Opening net book amount	期初賬面淨值	71,985	134,497	206,482
Exchange differences	滙兌差額	2	1,579	1,581
Amortisation	攤銷	(5,337)	(10,003)	(15,340)
Closing net book amount	期末賬面淨值	66,650	126,073	192,723
At 30 April 2011	於二零一一年四月三十日			
Cost	成本	79,985	151,066	231,051
Accumulated amortisation	累計攤銷	(13,335)	(24,993)	(38,328)
Net book amount	賬面淨值	66,650	126,073	192,723
Year ended 30 April 2012	截至二零一二年 四月三十日止年度			
Opening net book amount	期初賬面淨值	66,650	126,073	192,723
Additions	添置	-	1,208	1,208
Exchange differences	滙兌差額	-	727	727
Amortisation	攤銷	(5,337)	(10,074)	(15,411)
Closing net book amount	期末賬面淨值	61,313	117,934	179,247
At 30 April 2012	於二零一二年四月三十日			
Cost	成本	79,985	153,197	233,182
Accumulated amortisation	累計攤銷	(18,672)	(35,263)	(53,935)
Net book amount	賬面淨值	61,313	117,934	179,247

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

22. INVENTORIES

22. 存貨

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Raw materials	原材料	685	170
Finished goods	製成品	19	51
		704	221

23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

23. 應收貿易賬項、按金、預付款項及其他應收賬項

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Trade receivables	應收貿易賬項	23	3,142
Deposits	按金	13,642	18,347
Prepayments	預付款項	292	256
Loan receivable (note)	應收貸款(附註)	-	39,068
Other receivables	其他應收賬項	1,108	13,944
		15,042	71,615

Note:

During the year ended 30 April 2011, the Group granted a loan of RMB30 million to a third party with a maturity period of four months and interest bearing at 24% per annum. This loan receivable was fully repaid during the year.

Ageing analysis of trade receivables, as at 30 April 2012, based on sales invoice date and net of provisions, is as follows:

附註：

截至二零一一年四月三十日止年度內，本集團向一名第三方提供人民幣3仟萬元，為期四個月之貸款，年利息為24厘。年內，該項應收貸款已悉數償還。

於二零一二年四月三十日，應收貿易賬項按發單日期及扣除撥備後之賬齡分析如下：

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
0-60 days	0-60天	-	3,118
61-90 days	61-90天	-	-
Over 90 days	90天以上	23	24
		23	3,142

The Group allows an average credit period of 60 days to its customers.

本集團給予其客戶之平均信貸期為60天。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Cont'd)

The carrying amount of trade receivables is considered as reasonable approximation of their fair value. Impairment of trade 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 the receivables. Significant financial difficulties of the debtors and default or delinquency in payments are considered indicators that the trade receivable is impaired. All of the Group's trade receivables have been reviewed for indicators of impairment.

In addition, some of the unimpaired trade receivables are past due as at the reporting date. Ageing analysis of trade receivables not impaired is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Neither past due nor impaired	並無逾期亦無減值	-	3,118
1-60 days past due	逾期1至60天	-	-
61-90 days past due	逾期61至90天	-	-
Over 90 days past due but less than one year	逾期超過90天但未超過一年	23	24
		23	24
		23	3,142

Trade receivables that were neither past due nor impaired related to customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to customer that had a good track record of credit with the Group. Based on past credit history, 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 to be fully recoverable. The Group did not hold any collaterals in respect of trade receivables past due but not impaired.

23. 應收貿易賬項、按金、預付款項及其他應收賬項(續)

應收貿易賬項之賬面值被視為其公平值之合理約數。當有客觀跡象顯示本集團將未能夠按應收賬項之原訂條款收回全部欠款時，則會確定應收貿易賬項出現減值。債務人面對重大財務困難，以及未能如期或拖欠還款，均被視為應收貿易賬項出現減值之跡象。本集團所有應收貿易賬項已進行減值跡象檢測。

此外，於報告日期，部分並無減值之應收貿易賬項乃逾期未付。並無減值之應收貿易賬項之賬齡分析如下：

未逾期亦無減值之應收貿易賬項涉及近期無欠款記錄之客戶。

逾期但無減值之應收貿易賬項涉及本集團有良好信貸記錄的客戶。根據過往的信貸記錄，管理層相信，由於信貸質素並無發生重大變動，且該等結餘仍被視為可全數收回，故毋須就該等結餘計提減值撥備。本集團並無就逾期但無減值之應收貿易賬項持有任何抵押品。

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For the year ended 30 April 2012 截至二零一二年四月三十日止年度

24. CASH AND CASH EQUIVALENTS

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	39,700	37,959	113	3,400

Included in cash and bank balances of the Group is HK\$28,659,000 (2011: HK\$24,826,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

24. 現金及現金等值項目

本集團之現金及銀行結餘中包括存放於中國之銀行並以人民幣(「人民幣」)計值之現金及銀行結餘28,659,000港元(二零一一年：24,826,000港元)。人民幣並非可自由兌換之貨幣。根據中國內地之外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。

25. TRADE PAYABLES

As at 30 April 2012, ageing analysis of trade payables based on invoice date is as follows:

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
0-30 days	0-30天	95	259
31-60 days	31-60天	277	63
Over 60 days but less than 1 year	超過60天但少於一年	3,299	1,280
		3,671	1,602

General credit terms granted by suppliers are 30 days to 60 days.

25. 應付貿易賬項

於二零一二年四月三十日，根據發票日期之應付貿易賬項之賬齡分析如下：

供應商授出之一般信貸期介乎30天至60天。

26. ACCRUED CHARGES AND OTHER PAYABLES

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Accrued charges and other payables (note (a))	應計費用及其他應付賬項(附註(a))	38,526	29,284
Government assistances (note (b))	政府資助(附註(b))	38,395	24,750
		76,921	54,034

26. 應計費用及其他應付賬項

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26. ACCRUED CHARGES AND OTHER PAYABLES (Cont'd)

- (a) Other payables are unsecured, interest free and repayable on demand except for the amount of HK\$7,314,000 (2011: HK\$9,826,000), which are interest bearing at the range of 5.5% to 36% (2011: 5.5% to 36%) per annum.
- (b) Government assistances represent payments granted by the local governments in the PRC in relation to the research and development of tissue engineering projects carried out in the PRC. These payments will be recognised as income upon the approval from the local government on the output of the relevant projects.

27. AMOUNTS DUE TO NON-CONTROLLING INTERESTS OF SUBSIDIARIES

The amounts due to non-controlling interests of subsidiaries are unsecured, interest-free and repayable on demand except for the amount of RMB500,000 (2011: RMB500,000), which is interest bearing at 5.5% (2011: 5.5%) per annum. During the year, interest of RMB28,000 (2011: RMB28,000) was paid to non-controlling interests of subsidiaries.

28. BANK BORROWINGS

As at 30 April 2012, the Group's bank borrowings are repayable as follows:

Bank loans, secured – repayable within one year	銀行貸款，有抵押 — 一年內償還

The interest-bearing bank borrowings are carried at amortised cost.

As at 30 April 2012, the bank borrowings included new bank loans with principal amounts of RMB30,000,000, which are repayable within one year. All bank borrowings are secured by the Group's property, plant and equipment and land use rights with carrying amounts of HK\$90,955,000 (2011: Nil) and HK\$5,157,000 (2011: Nil) respectively.

Effective interest rate of the bank borrowings ranged from 8.459% to 8.799% per annum for the year.

26. 應計費用及其他應付賬項(續)

- (a) 其他應付賬項乃為無抵押、免息及須按
要求償還，惟一筆以年利率介乎5.5厘
至36厘(二零一一年：5.5厘至36厘)計
息之款項7,314,000港元(二零一一年：
9,826,000港元)除外。
- (b) 政府資助指中國當地政府就於中國進行
之組織工程項目研究及開發授出之款
項。該等款項將於當地政府對相關項目
輸出作出批准後確認為收入。

27. 應付附屬公司非控股股東權益款項

應付附屬公司非控股股東權益款項為無抵
押、免息及按年要求償還(惟一筆按年
利率5.5厘(二零一一年：5.5厘)計息之
款項人民幣500,000元(二零一一年：人
民幣500,000元)除外)。年內，已向附
屬公司非控股股東權益支付利息人民
幣28,000元(二零一一年：人民幣
28,000元)。

28. 銀行借款

於二零一二年四月三十日，本集團之應償還
銀行借款如下：

	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Bank loans, secured – repayable within one year	37,125	–

計息銀行借款乃按攤銷成本列賬。

於二零一二年四月三十日，銀行借款包括本
金額為人民幣30,000,000元且須於一年內償
還的新銀行貸款。所有銀行借款均由本集團
賬面值分別為90,955,000港元(二零一一年：
零)及5,157,000港元(二零一一年：零)之物
業、廠房及設備以及土地使用權作擔保。

本年度銀行借款之實際年利率介乎8.459%至
8.799%之間。

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29. DEFERRED TAXATION

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

The Group

The movement on the deferred tax liabilities is as follows:

		Fair value adjustments 公平值調整	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
At beginning of the year	年初	23,143	25,093
Credited to profit or loss for the year (note 11)	已計入本年度損益(附註11)	(1,935)	(1,950)
At end of the year	年終	21,208	23,143

29. 遞延稅項

遞延稅項乃根據負債法以本集團業務所在國家現行稅率按暫時差額計算。

本集團

遞延稅項負債之變動如下：

30. SHARE CAPITAL

30. 股本

		2012 二零一二年		2011 二零一一年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股				
Authorised:	法定股本：	10,000,000,000	100,000	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：				
At beginning of the year	年初	7,056,880,000	70,569	5,476,880,000	54,769
Conversion of convertible bond (note (i))	兌換可換股債券(附註(i))	-	-	1,500,000,000	15,000
Shares issued on exercise of share options (note (ii))	因行使購股權而發行之股份(附註(ii))	-	-	80,000,000	800
At end of the year	年終	7,056,880,000	70,569	7,056,880,000	70,569

Notes:

- (i) During the year ended 30 April 2011, the convertible bonds with an aggregate principal amount of HK\$45,000,000 were converted into 1,500,000,000 ordinary shares of HK\$0.01 each at a conversion price of HK\$0.03 per share.
- (ii) The increase in share capital represented the shares issued on exercise of share options, granted under the Company's share option scheme.

附註：

- (i) 於截至二零一一年四月三十日止年度期間，本金總額為45,000,000港元之可換股債券按每股股份0.03港元之轉換價轉換為1,500,000,000股每股面值0.01港元之普通股。
- (ii) 有關股本增加代表因行使根據本公司購股權計劃授出之購股權而發行之股份。

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31. RESERVES The Company

31. 儲備 本公司

		Share premium	Convertible bonds equity reserves	Translation reserve	Accumulated losses	Total
		股份溢價 HK\$'000 千港元	可換股債券 股本儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 May 2010	於二零一零年五月一日	334,998	16,466	-	(81,703)	269,761
Exercise of share options	行使購股權	4,100	-	-	-	4,100
Conversion of convertible bonds	兌換可換股債券	45,703	(16,466)	-	-	29,237
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之 匯兌收益	-	-	5	-	5
Loss for the year	年內虧損	-	-	-	(13,848)	(13,848)
At 30 April 2011	於二零一一年四月三十日	384,801	-	5	(95,551)	289,255
At 1 May 2011	於二零一一年五月一日	384,801	-	5	(95,551)	289,255
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之 匯兌收益	-	-	8	-	8
Loss for the year	年內虧損	-	-	-	(15,014)	(15,014)
At 30 April 2012	於二零一二年四月三十日	384,801	-	13	(110,565)	274,249

In accordance with the Companies Law of the Cayman Islands, the share premium account of the Company is also available for distribution to shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

根據開曼群島公司法，本公司之股份溢價賬亦可分派予股東，惟本公司須於緊隨建議派付任何有關分派日期後，能夠於債務在日常業務過程中到期時償還債務。

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32. OPERATING LEASE COMMITMENTS

As lessor

The Group leases out its investment property under operating lease arrangements with the term of four years.

At the reporting date, the total future minimum lease receivables under non-cancellable operating leases are as follows:

		The Group 本集團	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	59	—
In the second to fifth years	第二至第五年	109	—
		168	—

The Company did not have any lease arrangements as at 30 April 2012 and 2011.

As lessee

The Group leases a number of properties under operating leases. The leases run for an initial period of one to three years. None of the leases include contingent rentals.

At the reporting date, the total future minimum lease payments under non-cancellable operating leases are as follows:

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Within one year	一年內	4,131	4,359	3,819	3,819
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年)	3,473	7,292	3,473	7,292
		7,604	11,651	7,292	11,111

32. 經營租賃承擔

作為出租方

本集團根據經營租賃安排出租其投資物業，有關租約為期四年。

於報告日期，根據不可撤銷經營租賃而應收取之未來最低租金總額如下：

於二零一二年及二零一一年四月三十日，本公司並無擁有任何經營租賃承擔。

作為承租方

本集團根據經營租賃租用若干物業。有關租約初步為期一至三年。此等租約概無包括或有租金。

於報告日期，根據不可撤銷經營租賃而須支付之未來最低租金總額如下：

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33. CAPITAL COMMITMENTS

At 30 April 2012, the Group had capital expenditure commitments in relation to the purchase of property, plant and equipment contracted but not provided for, net of deposit paid, amounted to approximately HK\$2,592,000 (2011: HK\$34,662,000).

At 30 April 2012, the Company had no capital commitments (2011: Nil).

34. SHARE-BASED EMPLOYEE COMPENSATION

A share option scheme was adopted by the Company pursuant to a resolution passed on 29 August 2002. As at 30 April 2011, there was no outstanding options remained under this scheme. The Company terminated this scheme on 14 September 2011 and adopted a new share option scheme on the same date (the "Scheme").

Under the Scheme, the directors may grant options to (i) any eligible employee (means any employee, whether full time or part time employee, including any executive directors and non-executive directors) of the Company, any of its subsidiaries and any invested entity; (ii) any supplier of goods or services to any member of the Group or any invested entity; (iii) any customer of the Group or any invested entity; (iv) any person or entity that provides research, development or technological support or other services to the Group or any invested entity; and (v) any shareholder or any member of the Group or any invested entity or any holder of any securities issued by any member of the Group to any invested entity (collectively known as the "Participants"), to subscribe for shares in the Company. The purpose of the Scheme is to provide incentives or rewards to the Participants thereunder for their contributions to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity. The period of the Scheme shall not be more than ten years from the date of adoption of the Scheme.

33. 資本承擔

於二零一二年四月三十日，本集團就購買已訂約但未撥備之物業、廠房及設備（經扣除已付按金）之資本開支承擔約2,592,000港元（二零一一年：34,662,000港元）。

於二零一二年四月三十日，本公司並無資本承擔（二零一一年：零）。

34. 以股份支付之僱員酬金

本公司根據一項於二零零二年八月二十九日通過之決議案採納一項購股權計劃。於二零一一年四月三十日，概無根據該計劃之尚未行使購股權。本公司已於二零一一年九月十四日終止該計劃並於同日採納一項新購股權計劃（「計劃」）。

根據計劃，董事可向下列人士授出購股權以認購本公司股份：(i)本公司、其任何附屬公司及所投資實體之任何合資格僱員（指任何全職或兼職僱員，包括任何執行董事及非執行董事）；(ii)向本集團任何成員公司或任何所投資實體供應貨品或服務之任何供應商；(iii)本集團或任何所投資實體之任何顧客；(iv)向本集團或任何所投資實體提供研究、開發或技術支援或其他服務之任何人士或實體；及(v)本集團或任何所投資實體之任何股東或成員或本集團任何成員公司向任何所投資實體發行之任何證券之任何持有人（統稱「參與者」）。計劃之目的乃就有關參與者對本集團所作之貢獻作出鼓勵或獎勵及／或使本集團得以招攬及挽留優秀僱員，並吸納對本集團及任何所投資實體而言寶貴之人力資源。計劃期由採納計劃日期起計不得超過十年。

Notes to the Financial Statements 財務報表附註

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34. SHARE-BASED EMPLOYEE COMPENSATION (Cont'd)

During the year ended 30 April 2012, there was no share options issued under the Scheme. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of the approval of the Scheme, unless approved by the Company's shareholders. In addition, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted under the Scheme is not permitted to exceed 30% of the shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time. Options granted to substantial shareholders or independent non-executive directors of the Company, or any of their respective associates in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved by the Company's shareholders.

Options granted must be taken up within a period of 28 days from the date of grant, upon payment of HK\$1 per grant. An option period to be determined by the directors is at their absolute discretion shall not be more than 10 years after the date of the grant of the share option ("Option Period"). Options may be exercised in accordance with the terms of the Scheme at any time during the Option Period after the option has been granted. The exercise price should not be less than (i) the highest of the nominal value of the Company's shares; (ii) the closing price of the Company's share on the date of grants, which must be a trading day; or (iii) the average of the closing prices of the Company's shares for the five trading days immediately preceding the date of grant.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing its shares.

34. 以股份支付之僱員酬金(續)

於截至二零一二年四月三十日止年度期間，概無根據計劃之尚未行使購股權。除非獲得本公司股東批准，根據計劃可予授出之購股權涉及之股份總數不得超過本公司於批准計劃當日已發行股份之10%。此外，因悉數行使根據計劃授出而尚未行使之購股權而可予發行之本公司股份數目上限，不得超過本公司不時已發行股份之30%。於任何12個月期間內可向任何人士授出之購股權涉及之股份數目不得超過本公司於任何時間已發行股份之1%。倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人授出之購股權超過本公司股本之0.1%及價值超過5百萬港元，則必須獲得本公司股東批准。

所授出之購股權必須於授出日期起28天期間內獲接納，而每次接納購股權時須繳付1港元。購股權期間乃由董事全權酌情釐定，惟於授出購股權日期後起計不得超過10年（「購股權期間」）。授出購股權後，購股權可於購股權期間內按照計劃條款隨時予以行使。行使價不得低於以下三者之最高者：(i)本公司股份面值；(ii)本公司股份於授出日期（必須為交易日）之收市價；或(iii)本公司股份於緊接授出日期前五個交易日之平均收市價。

所有以股份支付之僱員酬金將以股本支付。本集團除發行股份外，概無法律或推定義務購回或支付購股權。

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35. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF A SUBSIDIARY

On 31 May 2011, Shaanxi AiNear Cornea Engineering Company Limited, a subsidiary of the Company, entered into the agreements with an independent third party and a close relative of Mr. Yang Zheng Guo, a director of the Company to acquire 100% of equity interests in Shenzhen AiNear Cornea Engineering Company Limited ("Shenzhen AiNear") at the total consideration of HK\$2,380,000. Shenzhen AiNear did not have any operation prior to the acquisition. The directors therefore consider that Shenzhen AiNear did not meet the definition of a business in HKFRS 3 (revised) at the acquisition date. Accordingly, the acquisition has been accounted for as an asset purchase.

Details of the assets and liabilities acquired were as follows:

		HK\$'000 千港元
Property, plant and equipment	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項	1,817
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	(11,544)
Net assets acquired	購入淨資產	2,380
Total consideration satisfied by cash	以現金支付之總代價	2,380

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:

		HK\$'000 千港元
Purchase consideration settled in cash	以現金支付之收購代價	(2,380)
Cash and cash equivalents acquired	購入之現金及現金等值項目	11,916
Net inflow of cash and cash equivalents	現金及現金等值項目流入淨額	9,536

36. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The key management personnel of the Group are the directors of the Company. The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. Details of the remuneration paid to them are set out in note 9 to the financial statements.

35. 透過收購一間附屬公司收購資產及負債

於二零一一年五月三十一日，本公司附屬公司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董事楊正國先生之近親訂立有關協議，以收購深圳艾尼爾角膜工程有限公司（「深圳艾尼爾」）之100%股權，總代價為2,380,000港元。深圳艾尼爾於收購前並無開展任何經營。因此，董事認為深圳艾尼爾於收購日不符合香港財務報告準則第3號（經修訂）所界定之業務。因此，該收購乃以資產收購列賬。

購入之資產及負債之詳情如下：

有關收購一間附屬公司之現金及現金等值項目流入淨額之分析如下：

36. 關連人士交易

主要管理人員酬金

本集團之主要管理人員即本公司董事。主要管理人員之酬金乃由薪酬委員會根據個別人士之表現及市場趨勢釐定。支付予彼等之酬金詳情載於財務報表附註9。

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財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

37. SUBSIDIARIES

Particulars of principal subsidiaries of the Company as at 30 April 2012 are as follows:

37. 附屬公司

於二零一二年四月三十日，本公司之主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Kind of legal entity 法律實體類別	Nominal value of issued ordinary capital/registered capital 已發行普通股股本/註冊資本面值	Proportion of nominal value of issued capital held by the Company 本公司持有已發行股本面值比例		Principal activities and place of operations 主要業務及營業地點
				Directly 直接	Indirectly 間接	
China Bio-Med Regeneration Technology Limited (formerly known as BM Intelligence Limited) 中國生物醫學再生科技有限公司 (前稱BM Intelligence Limited)	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	US\$20,000 20,000美元	100%	-	Investment holding, Hong Kong 投資控股，香港
Full Century International Limited 福宇國際有限公司	Hong Kong 香港	Limited liability company 有限責任公司	HK\$1 1港元	-	100%	Investment holding, Hong Kong 投資控股，香港
Million Profit Group Limited	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	US\$1 1美元	-	100%	Investment holding, Hong Kong 投資控股，香港
FD(H) Investments Limited	British Virgin Islands 英屬處女群島	Limited liability company 有限責任公司	US\$100 100美元	-	100%	Investment holding, Hong Kong 投資控股，香港
Shaanxi Aierfu Activitissue Engineering Company Limited ("Shannxi Aierfu") 陝西艾爾膚組織工程有限公司 (「陝西艾爾膚」)	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB116,900,000 人民幣116,900,000元	-	87.7%	Production and sales of tissue engineering skin related products, the PRC 生產及銷售組織工程皮膚相關產品，中國
Shaanxi Aimeiya Bio-Technology Company Limited 陝西艾美雅生物科技有限公司	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB2,000,000 人民幣2,000,000元	-	44.7%*	Research and development, the PRC 研究及開發，中國
Shaanxi AiBosin Bio-Engineering Company Limited 陝西艾博生生物工程工程有限公司	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB2,000,000 人民幣2,000,000元	-	44.7%*	Research and development, the PRC 研究及開發，中國
Shaanxi AiNear Cornea Engineering Company Limited 陝西艾爾尼角膜工程有限公司	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB3,800,000 人民幣3,800,000元	-	44.7%*	Research and development, the PRC 研究及開發，中國
Shenzhen AiNear Cornea Engineering Company Limited 深圳艾爾尼角膜工程有限公司	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB3,800,000 人民幣3,800,000元	-	44.7%*	Research and development, the PRC 研究及開發，中國
陝西中經豐德經貿發展有限公司	The PRC 中國	Foreign Investment Enterprise 外資企業	RMB30,000,000 人民幣30,000,000元	-	100%	Sales and distribution, the PRC 銷售及分銷，中國

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37. SUBSIDIARIES (Cont'd)

Note:

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the Group for the year or formed a substantial portion of the net assets of the Group at the end of the year. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during the year.

* 51% of equity interests of these companies were held by Shannxi Aierfu and therefore, they are considered as subsidiaries of the Group by virtue of the Company's control over it.

38. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The Group does not have written risk management policies and guidelines. However, the board of directors meets periodically to analyse and formulate strategies to manage and monitor the Group's exposure to a variety of risks associated with financial instruments which arise from the Group's operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how to these risks are mitigated are described as follows:

(a) Foreign currency risk

The Group carries out its business mainly in Hong Kong and the PRC and most of the transactions and the Group's assets and liabilities are denominated in Hong Kong dollars and RMB, which are the functional currencies of the Company and its subsidiaries. The Group had neither engaged in any derivative activities nor committed to any financial instruments to hedge its exposures. The directors consider the Group's foreign exchange risk to be minimal. A reasonable change in exchange rate in the next twelve months is assessed to result in immaterial change in the Group's loss for the year and accumulated losses. Changes in exchange rates have no impact on the Group's other components of equity.

37. 附屬公司(續)

附註：

上表列出董事認為對本集團本年度業績具主要影響或於年終組成本集團資產淨值主要部分之本集團附屬公司。董事認為，列出其他附屬公司之詳情將令本文過於冗長。

於年終或於年內任何時間，概無附屬公司擁有任何債務證券。

* 該等公司之51%股權由陝西艾爾膚持有，因此，該等公司依本公司對其之控制權而被視為本集團之附屬公司。

38. 財務風險管理

本集團透過於日常營運過程及其投資活動中利用財務工具而面對財務風險。財務風險包括市場風險(包括貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。

本集團並無制訂成文之風險管理政策及指引。然而，董事會定期召開會議進行分析並制定策略，以管理及監控本集團所承受有關本集團經營及投資業務產生之金融工具之不同風險。一般而言，本集團對風險管理採用保守策略，以確保能及時有效採取適當措施。與該等金融工具相關之風險及如何減少此等風險之政策載列如下：

(a) 外匯風險

本集團主要於香港及中國進行業務，大部分交易及本集團之資產及負債均以本公司及其附屬公司之功能貨幣港元及人民幣計值。本集團並無參與任何衍生活動或使用任何金融工具對沖其風險。董事認為本集團所承受之外匯風險極微。於未來十二個月利率之合理變動被評定對本集團之本年度虧損及累計虧損並無重大變動。匯率變動對本集團權益之其他組成部分並無影響。

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

38. FINANCIAL RISK MANAGEMENT (Cont'd)

(b) Interest rate risk

Financial assets and liabilities at variable interest rates expose the Group to cash flow interest rate risk and those at fixed rates expose the Group to fair value interest rate risk. The Group monitors the interest rate risk exposure on a continuous basis and adjusts the portfolio of financial assets and liabilities when necessary. A reasonable change in interest rate in the next twelve months is assessed to result in immaterial change in the Group's loss for the year and accumulated losses. Changes in interest rates have no impact on the Group's other components of equity.

(c) Credit risk

The Group's financial assets are summarised in note (f) below. The Group's trade and other receivables are actively monitored to avoid significant concentrations of credit risk. The Group limits its exposure to credit risk by prudently selecting its customers with careful assessment of their credit worthiness and financial background.

The Group has deposited its cash with various banks. The credit risk on cash and bank balances is limited because most of the Group's bank deposits are deposited with major banks in Hong Kong and the PRC.

(d) Fair value

The directors of the Company consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments.

(e) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. As mentioned in note 2.1 to the consolidated financial statements, the Group had entered into a MOU to issue new shares to independent third parties in order to provide adequate funding to improve its cash flows. Provided that the additional funding can be secured, the directors are satisfied that the Group will be able to meet in full its financial obligations as they fall due in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

38. 財務風險管理(續)

(b) 利率風險

具浮動利率之財務資產及負債使本集團面臨現金流量利率風險，而具固定利率之財務資產及負債使本集團面臨公平值利率風險。本集團持續監控利率風險，並於必要時調整借貸組合。於未來十二個月利率之合理變動被評定對本集團之本年度虧損及累計虧損並無重大變動。利率變動對本集團權益之其他組成部分並無影響。

(c) 信貸風險

本集團之財務資產概列於下文附註(f)。本集團密切監察其貿易及其他應收賬項，以避免信貸風險過分集中。本集團透過謹慎挑選其客戶(仔細評估其信譽及財務背景)以限制其面對的信貸風險。

本集團於多家銀行存放現金。由於本集團之銀行存款乃存放於香港及中國之主要銀行，故現金及銀行結餘之信貸風險有限。

(d) 公平值

本公司董事認為由於本集團之該等金融工具屬即將或於短期內到期，故流動財務資產及負債之公平值與其賬面值之區別並不重大。

(e) 流動資金風險

本集團之政策乃定期監控其流動資金需要，確保維持充裕現金儲備，應付短期及長期之流動資金需求。如綜合財務報表附註2.1所提及，本集團已訂立一項諒解備忘錄，以向獨立第三方發行新股，藉此提供充足資金改善其現金流量。在可取得額外資金之情況下，董事信納本集團有能力於可見未來財務責任到期時悉數償還。因此，綜合財務報表乃按持續基準編製。

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

38. FINANCIAL RISK MANAGEMENT (Cont'd)

(e) Liquidity risk (Cont'd)

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay:

38. 財務風險管理(續)

(e) 流動資金風險(續)

下表詳列本集團非衍生財務負債於各報告日期之尚餘合約到期情況，該表乃根據訂約未貼現現金流量(包括按訂約利率或(若為浮息)根據報告日期之即期利率計算之利息支出)及本集團可能須付款之最早日期編製：

		Carrying amount 賬面值 HK\$'000 千港元	Total contractual undiscounted cash flow 訂約未貼現現金流量總額 HK\$'000 千港元	Within 6 months or on demand 於六個月內或應要求 HK\$'000 千港元
The Group	本集團			
As at 30 April 2012	於二零一二年四月三十日			
Trade payables	應付貿易賬項	3,671	3,671	3,671
Accrued charges and other payables	應計費用及 其他應付賬項	38,526	38,526	38,526
Amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股股東 權益之款項	7,729	7,729	7,729
Bank borrowings	銀行借款	37,125	38,170	38,170
		87,051	88,096	88,096
As at 30 April 2011	於二零一一年四月三十日			
Trade payables	應付貿易賬項	1,602	1,602	1,602
Accrued charges and other payables	應計費用及 其他應付賬項	29,284	29,284	29,284
Amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股股東 權益之款項	20,344	20,344	20,344
		51,230	51,230	51,230
The Company	本公司			
As at 30 April 2012	於二零一二年四月三十日			
Accrued charges and other payables	應計費用及 其他應付賬項	1,252	1,252	1,252
Amount due to a subsidiary	應付一家附屬公司 款項	13,378	13,378	13,378
		14,630	14,630	14,630
As at 30 April 2011	於二零一一年四月三十日			
Accrued charges and other payables	應計費用及其他應付賬項	1,165	1,165	1,165
Amount due to a subsidiary	應付一家附屬公司款項	13,378	13,378	13,378
		14,543	14,543	14,543

Notes to the Financial Statements

財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

38. FINANCIAL RISK MANAGEMENT (Cont'd)

(f) Categories of financial assets and liabilities

The carrying amounts of the Group's financial assets and liabilities as recognised at the reporting dates are categorised as follows. See notes 2.10 and 2.13 for explanations about how the categorisation of financial instruments affects their subsequent measurements.

38. 財務風險管理(續)

(f) 分類財務資產及負債概要

本集團於報告日期已確認之財務資產及負債賬面值按下列類別劃分。財務工具分類如何影響其後之計量之說明載於附註2.10及2.13。

		The Group 本集團		The Company 本公司	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Financial assets	財務資產				
Current assets	流動資產				
Loans and receivables:	貸款及應收賬項：				
Trade receivables	應收貿易賬項	23	3,142	-	-
Deposits and other receivables	按金及其他應收賬項	14,750	71,359	2,179	18
Amounts due from subsidiaries	應收附屬公司款項	-	-	356,832	370,596
Cash and cash equivalents	現金及現金等值項目	39,700	37,959	113	3,400
		54,473	112,460	359,124	374,014
Financial liabilities	財務負債				
Financial liabilities measured at amortised costs:	以攤銷成本計量之財務負債：				
Current liabilities	流動負債				
Trade payables	應付貿易賬項	3,671	1,602	-	-
Accrued charges and other payables	應計費用及其他應付賬項	38,526	29,284	1,252	1,165
Amount due to a subsidiary	應付一家附屬公司款項	-	-	13,378	13,378
Amounts due to non-controlling interests of subsidiaries	應付附屬公司非控股股東權益之款項	7,729	20,344	-	-
Bank borrowings	銀行借款	37,125	-	-	-
		87,051	51,230	14,630	14,543

Notes to the Financial Statements 財務報表附註

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

39. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy.

In order to safeguard the Group's ability to continue as a going concern, the Company has entered into a MOU with independent third parties on 19 July 2012. Pursuant to the MOU, the Company will issue an aggregate of not less than 300,000,000 new ordinary shares of HK\$0.01 each at a price of not lower than HK\$0.22 per share to independent third parties within three months from the date of the MOU. The estimated gross proceeds will be not less than HK\$66,000,000. As such, the directors are satisfied that the Group will be able to meet in full its financial obligations as they fall due for the foreseeable future.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 30 April 2011 and 2012 amounted to approximately HK\$418,662,000 and HK\$352,658,000 respectively, which the management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

40. SUBSEQUENT EVENTS

On 19 July 2012, the Company entered into a MOU with independent third parties. Pursuant to the MOU, the Company will issue an aggregate of not less than 300,000,000 new ordinary shares of HK\$0.01 each at a price of not lower than HK\$0.22 per share to independent third parties within three months from the date of the MOU. The estimated gross proceeds will be not less than HK\$66,000,000.

39. 資本管理政策及程序

本集團管理資本之目標為：

- 保持本集團持續經營之能力，繼續為股東帶來回報及為其他股份持有人帶來利益；
- 維持本集團之穩定及增長；及
- 提供資金以加強本集團之風險管理能力。

本集團定期積極檢討及管理資本架構，確保具備最佳資本架構及提供最佳股東回報，並考慮本集團未來資金需要及資本成效、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團目前並無採取任何正式股息政策。

保持本集團持續經營之能力，本公司已於二零一二年七月十九日與獨立第三方訂立一份諒解備忘錄。根據該諒解備忘錄，自簽訂諒解備忘錄起計三個月內，本公司將按每股股份不低於0.22港元的價格向獨立第三方發行合共不少於300,000,000股每股面值0.01港元之新普通股。預計所得款項總額將不少於66,000,000港元。因此，董事信納本集團有能力於可見未來財務責任到期時悉數償還。

管理層視總股本為資本管理之資本。於二零一一年及二零一二年四月三十日，資本金額分別約為418,662,000港元及352,658,000港元，其中管理層已考慮到預期之資本開支及預測策略性投資機會，並認為處於最佳資本狀況。

40. 結算日後事項

於二零一二年七月十九日，本公司與獨立第三方簽訂諒解備忘錄。根據諒解備忘錄，本公司由簽訂諒解備忘錄起三個月內將以不低於每股0.22港元向獨立第三方發行不少於300,000,000股每股面值0.01港元之新普通股，估計所得款項總額將不少於66,000,000港元。

Financial Summary

財務摘要

For the year ended 30 April 2012 截至二零一二年四月三十日止年度

RESULTS

業績

		Financial year ended 30 April 截至四月三十日止財政年度					2012
		2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	
Revenue	收益	88,760	44,143	11,039	2,621	128	
Cost of services provided/Cost of sales	已提供服務之成本/銷售成本	(65,543)	(32,191)	(5,294)	(933)	(85)	
Gross profit	毛利	23,217	11,952	5,745	1,688	43	
Other income	其他收入	1,986	16,213	240	2,911	2,070	
Gain/(Loss) on disposals of subsidiaries	出售附屬公司之收益/(虧損)	-	2,967	(1,954)	-	-	
Administrative and operating expenses	行政及經營開支	(37,387)	(57,104)	(76,489)	(54,528)	(69,685)	
Operating loss	經營虧損	(12,184)	(25,972)	(72,458)	(49,929)	(67,572)	
Finance costs	財務費用	(199)	(6,743)	(10,833)	(2,592)	(1,540)	
Gain/(Loss) on disposals of interests in associates	出售於聯營公司權益之收益/(虧損)	-	45,650	(32)	-	-	
Share of results of associates	分佔聯營公司業績	9,143	1,701	-	-	-	
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(3,240)	14,636	(83,323)	(52,521)	(69,112)	
Income tax (expense)/credit	所得稅(開支)/抵免	(217)	(1,065)	3,958	1,950	970	
(Loss)/Profit for the year	本年度(虧損)/溢利	(3,457)	13,571	(79,365)	(50,571)	(68,142)	
Attributable to:	下列應佔:						
Owners of the Company	本公司擁有人	(3,446)	21,092	(64,569)	(42,061)	(57,109)	
Non-controlling interests	非控股股東權益	(11)	(7,521)	(14,796)	(8,510)	(11,033)	
(Loss)/Profit for the year	本年度(虧損)/溢利	(3,457)	13,571	(79,365)	(50,571)	(68,142)	

As at 30 April 於四月三十日

		2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Total assets	總資產	73,993	500,078	564,505	517,785	500,287
Total liabilities	總負債	(21,173)	(204,679)	(150,449)	(99,123)	(147,629)
Shareholders' funds	股東資金	52,820	295,399	414,056	418,662	352,658

Notes:

The financial summary does not form part of the financial statements.

附註:

財務摘要並非組成財務報表之部分。

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

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