



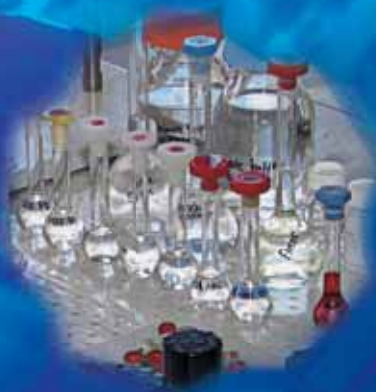
# China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158

## First Quarterly Report 第一季度報告 2012



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

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

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

## 香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)之特色

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

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

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

The board of Directors (the “Board”) of China Bio-Med Regeneration Technology Limited (the “Company”) hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 July 2012, together with the comparative unaudited figures for the corresponding period in 2011 as follows:

中國生物醫學再生科技有限公司(「本公司」)董事會(「董事會」)謹此宣佈本公司及其附屬公司(統稱「本集團」)截至二零一二年七月三十一日止三個月之未經審核綜合業績，連同二零一一年同期之未經審核比較數字如下：

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 July 2012

## 未經審核簡明綜合全面收入報表

截至二零一二年七月三十一日止三個月

		Three months ended 31 July 截至七月三十一日止三個月		
		Notes 附註	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	3	793	110
Cost of goods sales	貨品銷售成本		(1,024)	(73)
<b>Gross (loss)/profit</b>	<b>毛(損)/利</b>		<b>(231)</b>	37
Other Income	其他收入		231	1,509
Administrative expenses	行政開支		(13,512)	(12,166)
<b>Operating loss</b>	<b>經營虧損</b>		<b>(13,512)</b>	(10,620)
Finance costs	財務費用	5	(480)	(628)
<b>Loss before income tax</b>	<b>除所得稅前虧損</b>	4	<b>(13,992)</b>	(11,248)
Income tax credit	所得稅抵免	6	443	485
<b>Loss for the period</b>	<b>本期間虧損</b>		<b>(13,549)</b>	(10,763)
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)		(814)	209
<b>Other comprehensive income for the period</b>	<b>期內其他全面收入</b>		<b>(814)</b>	209
<b>Total comprehensive income for the period</b>	<b>期內全面總收入</b>		<b>(14,363)</b>	(10,554)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

For the three months ended 31 July 2012

# 未經審核簡明綜合全面收入報表(續)

截至二零一二年七月三十一日止三個月

		Three months ended 31 July 截至七月三十一日止三個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
		Notes 附註	
<b>Loss for the period attributable to:</b>	<b>期內應佔虧損：</b>		
Owners of the Company	本公司擁有人	<b>(11,703)</b>	(9,997)
Non-controlling interests	非控股股東權益	<b>(1,846)</b>	(766)
		<b>(13,549)</b>	(10,763)
<b>Total comprehensive income attributable to:</b>	<b>應佔全面總收入：</b>		
Owners of the Company	本公司擁有人	<b>(12,572)</b>	(9,810)
Non-controlling interests	非控股股東權益	<b>(1,791)</b>	(744)
		<b>(14,363)</b>	(10,554)
<b>Loss per share for loss attributable to owners of the Company</b>	<b>本公司擁有人應佔虧損之每股虧損</b>	8	
– basic and diluted (HK cents)	– 基本及攤薄(港仙)	<b>(0.166)</b>	(0.142)

Notes:

附註：

## 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 Enterprises Market (the “GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

## 1. 一般資料

中國生物醫學再生科技有限公司(「本公司」)於二零零一年四月二十日根據開曼群島公司法(二零零一年修訂版)在開曼群島註冊成立為受豁免有限公司。其註冊辦事處及主要營業地點之地址分別為P.O. Box 309, Ugland House, 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。

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

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months ended 31 July 2012 have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”), issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosure required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

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

The principal accounting policies used in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 30 April 2012.

The unaudited consolidated results have been reviewed by the audit committee of the Company.

## 3. REVENUE

The Group’s revenue represents the net amounts received and receivable from sales of goods provided by the Group to outside customers and invoiced value during the three months ended 31 July 2012.

本公司乃一間投資控股公司，其附屬公司的主要業務為提供組織工程產品。

## 2. 編製基準

截至二零一二年七月三十一日止三個月的未經審核簡明綜合財務報表乃遵照香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）、香港公認會計政策，以及聯交所創業板證券上市規則及香港公司條例之適用披露規定所編製。

未經審核綜合業績乃根據歷史成本法編製。

編製未經審核綜合業績所使用之主要會計政策與編製本集團截至二零一二年四月三十日止年度之年度綜合財務報表時所採用者貫徹一致。

未經審核綜合業績已由本公司審核委員會審閱。

## 3. 收益

本集團收益指本集團於截至二零一二年七月三十一日止三個月內向外部客戶出售貨物之已收及應收款項淨額，以及發票價值。

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

		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Sales of tissue engineering products	銷售組織工程產品	793	110
		<b>793</b>	<b>110</b>

#### 4. LOSS BEFORE INCOME TAX

#### 4. 除所得稅前虧損

		<b>Three months ended 31 July</b> 截至七月三十一日止三個月	
		<b>2012</b> 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：		
Amortisation of land use rights	土地使用權攤銷	<b>27</b>	27
Amortisation of intangible assets	無形資產攤銷	<b>3,876</b>	3,837
Depreciation	折舊	<b>325</b>	282
Operating lease rentals in respect of office premises	辦公室物業之經營租賃租金	<b>1,014</b>	962
Employee benefit expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)		
Salaries, wages and other benefit	薪金、酬金及其他福利	<b>3,018</b>	3,270
Retirement benefit scheme contributions	退休福利計劃供款	<b>343</b>	232
Interest income	利息收入	<b>(146)</b>	(1,509)

#### 5. FINANCE COSTS

#### 5. 財務費用

		<b>Three months ended 31 July</b> 截至七月三十一日止三個月	
		<b>2012</b> 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest on bank loans, other payables and amounts due to non-controlling interests of subsidiaries:	銀行貸款、其他應付賬項及應付附屬公司非控股股東權益款項之利息：		
Wholly repayable within five years	須於五年內全數償還	<b>480</b>	628
		<b>480</b>	628

## 6. INCOME TAX CREDIT

		<b>Three months ended 31 July</b> 截至七月三十一日止三個月	
		<b>2012</b> 二零一二年 <b>HK\$'000</b> 千港元	2011 二零一一年 HK\$'000 千港元
Hong Kong Profits tax	香港利得稅		
Current period	本期間	-	-
Over provision in prior periods	過往期間之超額撥備	-	-
Deferred taxation	遞延稅項	<b>443</b>	485
		<b>443</b>	485

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

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

## 7. DIVIDENDS

The Board does not recommend the payment of dividend for the three months ended 31 July 2012 (2011: Nil).

## 7. 股息

董事會並不建議派發截至二零一二年七月三十一日止三個月之股息(二零一一年：無)。

## 8. LOSS PER SHARE

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

## 8. 每股虧損

期內本公司擁有人應佔每股基本及攤薄虧損乃根據以下資料計算：

		<b>2012</b> 二零一二年 <b>HK\$'000</b> 千港元	2011 二零一一年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>11,703</b>	9,997
		<b>Number</b> 數目	Number 數目
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>7,056,880,000</b>	7,056,880,000

Diluted loss per share was the same as the basic loss per share for the three months ended 31 July 2012 and 31 July 2011 as there was no potential ordinary shares outstanding at the end of the respective periods.

由於相關期末並無發行在外的潛在普通股，故截至二零一二年七月三十一日及二零一一年七月三十一日止三個月的每股攤薄虧損與每股基本虧損相同。

## 9. MOVEMENT OF RESERVES

## 9. 儲備變動

Equity attributable to owners of the Company							Non-controlling interests	Total		
本公司擁有人應佔權益							非控股股東權益	合計		
Share capital	Share premium	Translation reserve	Special reserve	Other reserve	Accumulated losses	Total				
股本	股份溢價	換算儲備	特殊儲備	其他儲備	累積虧損	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 1)	(note 2)						
			(附註1)	(附註2)						
At 1 May 2011 (Audited)	於二零一一年五月一日 (經審核)	70,569	384,801	6,740	(200)	33,169	(102,091)	392,988	25,674	418,662
Loss for the period	期內虧損	-	-	-	-	-	(9,997)	(9,997)	(766)	(10,763)
Increase in non-controlling interests as a result of acquisition of subsidiary by the Group	本集團收購附屬公司，令非控股股東權益增加	-	-	-	-	-	-	-	(3,909)	(3,909)
<b>Other comprehensive income:</b>	<b>其他全面收入：</b>									
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)	-	-	209	-	-	-	209	(22)	187
At 31 July 2011 (Unaudited)	於二零一一年七月三十一日 (未經審核)	70,569	384,801	6,949	(200)	33,169	(112,088)	383,200	20,977	404,177
At 1 May 2012 (Audited)	於二零一二年五月一日 (經審核)	70,569	384,801	8,798	(200)	33,169	(159,200)	337,937	14,721	352,658
Loss for the period	期內虧損	-	-	-	-	-	(11,703)	(11,703)	(1,846)	(13,549)
<b>Other comprehensive income:</b>	<b>其他全面收入：</b>									
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益/(虧損)	-	-	(814)	-	-	-	(814)	55	(759)
At 31 July 2012 (Unaudited)	於二零一二年七月三十一日 (未經審核)	70,569	384,801	7,984	(200)	33,169	(170,903)	325,420	12,930	338,350



Notes:

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

## 10. SUBSEQUENT EVENTS

On 14 August 2012, the Company entered into a placing agreement with CCB International Capital Limited. The Company will issue an aggregate of up to 455,000,000 new ordinary shares to All Favour Holdings Limited at a placing price of HK\$0.22 per placing share. The estimated net proceeds from the placing will amount to approximately HK\$95.6 million.

附註：

- 1) 特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之本公司股份面值之差額。
- 2) 其他儲備指於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。

## 10. 結算日後事項

於二零一二年八月十四日，本公司與建銀國際金融有限公司訂立配售協議。本公司將以配售價每股配售股份0.22港元發行合共最多455,000,000股新普通股予全輝控股有限公司。配售事項之估計所得款項淨額將約為95,600,000港元。

## BUSINESS REVIEW AND OUTLOOK

### FINANCIAL REVIEW

For the three months ended 31 July 2012, the Group recorded total revenue of approximately HK\$793,000 (2011: approximately HK\$110,000), representing an increase of approximately 720.9% as compared to the corresponding period last year. The Group has recorded net loss attributable to the owners of the Company of approximately HK\$11,703,000 (2011: loss of approximately HK\$9,997,000). During the period, the new plant was running trial production. Gross loss was recorded as the fixed cost of direct production was higher than the revenue.

### OPERATIONS REVIEW

#### The Completion of the Industrial Base

The industrial base, completed on 20 February 2012, has commenced the stage of trial production. The construction of the industrial base relied on self-developed innovation and is based on the domestic scientific and technological strength in designing relevant equipments and technical processes. In addition, the industrial base has been coordinating with relevant authorities in formulating the production specifications. We have finally realized the first stem cells and tissue engineering industrial base in China and the first tissue engineering products industrialization in China. Currently, the industrial base is under inspection and examination according to national standards, so as to ensure that the production plant meets the germ-free standards. Mass production would commence once the examination completed.

The tissue engineering skin “安體膚” (“ActivSkin”) is the product first produced in the industrial base. The product is especially effective 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.

In order to facilitate the launch of the sales of “ActivSkin”, the sales team has begun to liaise with major hospitals during the past few months, and has expanded the sales network to cater for the development of markets.

## 業務回顧及展望

### 財務回顧

截至二零一二年七月三十一日止三個月，本集團錄得總收益約793,000港元（二零一一年：約110,000港元）。較去年同期上升約720.9%。本集團錄得本公司擁有人應佔虧損約11,703,000港元（二零一一年：虧損約9,997,000港元）。期內，新廠房正進行試產，而由於直接生產之固定成本高於收益，故產生毛損。

### 業務回顧

#### 產業基地的落成

於二零一二年二月二十日落成的產業基地，已進入試生產階段。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。現時產業基地正在進行國家標準驗收，確保生產廠房達到無菌標準，驗收完成便可正式投入大規模生產。

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，愈後不留疤痕的特效，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。

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。

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

### ***Clinical R&D Projects 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. A total of 91 clinical trials on diabetic feet repair were completed by the end of July 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 50 tests.

The cornea product developed by our Shaanxi AiNear Cornea Engineering Company Limited subsidiary in Shenzhen has completed 109 clinical tests by the end of July 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.

## **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「艾體膚」為陝西艾爾膚之主要產品，也是新廠房主要生產的產品。「艾體膚」雖然可進行生產銷售，但為了擴大「艾體膚」之適應症，特別是治療糖尿病足修復期，截至二零一二年七月底為止，與中國人民解放軍空軍總醫院等四家醫院共入組91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「艾體膚」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50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，截至二零一二年七月底為止，已入組109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股份有限公司所研發的主要用於大面積燒傷及潰瘍的「選擇性脫細胞雙層皮(豬皮)」也開始進入臨床，共入組19病例。

## 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. The Group will continue to recruit more research and development staff and optimize the technology, in order to enhance the performance of the Group's business.

At present, as our industrial base has already fulfilled the commercialization standard, sales could be commenced after the inspection and examination under national standard completed. In addition to "ActivSkin", the coverage of products produced by our industrial base 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, at the same time, generate significant economic benefits for the Group.

Meanwhile, in mid-September the Group has placed 455,000,000 new shares which were subscribed by shareholders. It ensures a sufficient working capital for the Group in the future to expand the coverage and number of clinical trials, thus speeding up the R&D progress of various products. Apart from the capital from the Placing, the management of Shaanxi Aierfu Activtissue will also take the initiation to apply for the subsidies for high technologies with relevant governmental authorities, so as to provide substantial support for the clinical development and industrialization of various products in the future.

In addition, in order to achieve better financial performance, the Group will keep an close eye on the markets and proactively seek for other relevant cooperation opportunities.

## 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，本集團已陸續增聘更多專業的研發人員優化科研技術為本集團的業務提供更佳的表現。

現時，產業基地已具備產業化的標準，只得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。

同時，本集團於九月中配售455,000,000股新股，並得到股東的認購，確保了本集團未來營運資金，並可以擴大臨床範圍，迅速提高臨床的數量，加快本集團各產品的研發進度。除了配售資金以外，陝西艾爾膚的管理團隊亦會積極向有關的政府部門申請高科技補助，為各產品未來的臨床發展及產業化提供大力的支持。

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，務求爭取最佳的財務表現。

## MATERIAL ACQUISITIONS/DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group had no material acquisitions/disposal of subsidiaries and associated companies during the period.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS

As at 31 July 2012, the interests and short positions of the Directors, the chief executive of the Company and their respective associates in the shares and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### *Interests in the shares and underlying shares of the Company*

## 重大收購／出售附屬公司及聯營公司

期內，本集團並無重大收購／出售附屬公司及聯營公司。

## 董事及主要行政人員之權益

於二零一二年七月三十一日，董事及本公司主要行政人員及彼等各自之聯繫人士於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例之有關條文被當作或視作擁有之權益及淡倉)，或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益及淡倉，或根據創業板上市規則第5.46條有關董事進行買賣之規定而須知會本公司及聯交所之權益及淡倉如下：

### *於本公司股份及相關股份之權益*

Name of Directors	Capacity	Aggregate long position in the Shares	Approximate percentage of the issued share capital
董事姓名	身份	於股份之好倉總數	已發行股本之概約百分比
Dai Yumin 戴昱敏	Held by controlled corporation (Note 1) 由受控法團持有(附註1)	1,368,968,927 (L)*	19.40%
Gao Gunter (resigned on 6 August 2012) 高敬德(於二零一二年八月六日辭任)	Held by controlled corporation (Note 2) 由受控法團持有(附註2)	420,000,000 (L)*	5.95%
Wong Sai Hung 黃世雄	Beneficial owner 實益擁有人	30,000,000 (L)*	0.43%

\* L – Long Position

\* L – 好倉

Notes:

- (1) All Favour Holdings Limited is beneficially owned as to 40% by Forerunner Technology Limited which is wholly owned by Mr. Dai Yumin; as to 40% by Mr. Hu Yonggang; 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 the chief executive officer of the Company and Mr. Hu Yonggang are deemed to be interested in 1,368,968,927 shares held by All Favour Holdings Limited.
- (2) Vital-Gain Global Limited ("Vital-Gain") is beneficially owned as to 71.43% by Good Favour Limited ("Good Favour"). Good Favour is wholly owned by Big Global Holdings Limited which is wholly owned by Dr. Gao Gunter. By virtue of the SFO, Dr. Gao Gunter is deemed to be interested in the 420,000,000 shares held by Vital-Gain.

Save as disclosed above, as at 31 July 2012, none of the Directors or chief executive of the Company nor their respective associates (as defined in the GEM Listing Rules) had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

附註：

- (1) 全輝控股有限公司由戴昱敏先生全資擁有的Forerunner Technology Limited 實益擁有40%；由胡永剛先生擁有40%；及Honour Top Holdings Limited實益擁有20%，而Honour Top Holdings Limited分別由Forerunner Technology Limited及劉春平先生實益擁有66.67%及33.33%。根據證券及期貨條例，本公司執行董事兼行政總裁戴昱敏先生及胡永剛先生被視為於全輝控股有限公司所持1,368,968,927股股份中擁有權益。
- (2) 偉景環球有限公司(「偉景」)由Good Favour Limited(「Good Favour」)實益擁有71.43%。Good Favour由Big Global Holdings Limited全資擁有，而Big Global Holdings Limited由高敬德博士全資擁有。根據證券及期貨條例，高敬德博士被視為於偉景所持420,000,000股股份中擁有權益。

除上文所披露者外，於二零一二年七月三十一日，董事或本公司之主要行政人員及彼等各自之聯繫人(定義見創業板上規規則)概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權中擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益或淡倉(包括根據該等證券及期貨條例條文被當作或視為擁有之權益或淡倉)，或須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊之權益或淡倉，或根據創業板上規規則第5.46條須知會本公司及聯交所之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 July 2012, other than the interests and short positions of the Directors or chief executive of the Company disclosed above, persons or companies who had interests or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances of general meetings of the Company or substantial shareholders as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

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

## 主要股東之權益

於二零一二年七月三十一日，除上文所披露董事或本公司主要行政人員之權益及淡倉外，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益及淡倉，或直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上(按本公司根據證券及期貨條例第336條存置之登記冊所記錄者)權益之人士或公司如下：

### 於本公司股份及相關股份之好倉

Name of Shareholders	Capacity	Aggregate long position in the Shares 於股份之好倉總數	Approximate percentage of the issued share capital 已發行股本之概約百分比
All Favour Holdings Limited (Note 1 above) 全輝控股有限公司 (上文附註1)	Beneficial owner 實益擁有人	1,368,968,927 (L)*	19.40%
Vital-Gain Global Limited (Note 2 above) 偉景環球有限公司 (上文附註2)	Beneficial owner 實益擁有人	420,000,000 (L)*	5.95%

\* L – Long Position

\* L – 好倉



Save as disclosed above, the Directors and the chief executive of the Company are not aware that there is any party who, as at 31 July 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.

## **DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

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

## **COMPETING INTERESTS**

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

除上文所披露者外，據董事及本公司主要行政人員所知，概無人士於二零一二年七月三十一日於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉，亦無任何人士直接或間接擁有附有權利在任何情況下均可於本公司或主要股東之股東大會上投票之任何股本類別面值5%或以上(按本公司根據證券及期貨條例第336條存置之登記冊所記錄者)之權益。

## **董事收購股份或債券之權利**

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

## **競爭權益**

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



## AUDIT COMMITTEE

The Company set up an audit committee on 4 July 2001 with written terms of reference which was revised on 15 March 2012 in compliance with the Corporate Governance Code and Corporate Governance Report to the Appendix 15 of the GEM Listing Rule, 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 two independent non-executive Directors, namely Mr. Lui Tin Nang and Mr. Chan Wing Hang. The audit committee of the Company has reviewed the Group's unaudited quarterly results for the three months ended 31 July 2012.

Following the resignation of Mr. Sze Chin Hung effective from 6 August 2012, the Company only has two audit committee members, the number of which falls below the minimum number required under Rule 5.28 of the GEM Listing Rules. The Board will appoint appropriate person to fill the vacancy as soon as possible within three months from 6 August 2012 pursuant to Rule 5.33 of the GEM Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the three months ended 31 July 2012, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By order of the Board

**China Bio-Med Regeneration Technology Limited**

**Dai Yumin**

*Executive Director*

Hong Kong, 14 September 2012

As at the date of this report, the executive Directors are Mr. Dai Yumin, Mr. Yang Zheng Guo and Mr. Wong Sai Hung; the non-executive Directors are Mr. Ma Long and Dr. Jin Yan; the independent non-executive Directors are Mr. Lui Tin Nang and Mr. Chan Wing Hang.

## 審核委員會

本公司已於二零零一年七月四日成立審核委員會，並就審閱及監督本集團之財務申報程序及內部監控而訂立書面職權範圍(為遵守創業板上市規則附錄十五之企業管治守則及企業管治報告而於二零一二年三月十五日經修訂)。本公司審核委員會現時由兩位獨立非執行董事呂天能先生及陳永恆先生組成。本公司審核委員會已審閱本集團截至二零一二年七月三十一日止三個月之未經審核季度業績。

隨著施展熊先生辭任自二零一二年八月六日起生效，本公司僅有兩名審核委員會成員，有關數目乃低於創業板上市規則第5.28條所規定之最低人數。董事會將根據創業板上市規則第5.33條，自二零一二年八月六日起三個月內儘快委任合適人選以填補空缺。

## 購買、出售或贖回證券

截至二零一二年七月三十一日止三個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命

**中國生物醫學再生科技有限公司**

**執行董事**

**戴昱敏**

香港，二零一二年九月十四日

於本報告日期，執行董事為戴昱敏先生、楊正國先生及黃世雄先生；非執行董事為馬龍先生及金岩博士；獨立非執行董事為呂天能先生及陳永恆先生。

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

[www.bmregeneration.com](http://www.bmregeneration.com)