

中生北控生物科技股份有限公司
BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION *

(Incorporated in the People's Republic of China with limited liability) (Stock Code : 8247)

Annual Report

2012



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

The GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of the GEM mean that it is a market more suited to professional and other sophisticated investors.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of Biosino Bio-Technology and Science Incorporation (the "Company") collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this report misleading.



CONTENTS

Page	
3	Corporate Information
4	Group Profile
6	Financial Highlights
7	Chairman's Statement
11	Management Discussion and Analysis
18	Corporate Governance Report
26	Report of the Directors
35	Report of the Supervisory Committee
36	Directors, Supervisors and Senior Management
43	Independent Auditors' Report
45	Consolidated Statement of Comprehensive Income
46	Consolidated Statement of Financial Position
48	Consolidated Statement of Changes in Equity
49	Consolidated Statement of Cash Flows
51	Statement of Financial Position
53	Notes to Financial Statements
127	Five Year Financial Summary

CORPORATE INFORMATION

PRC OFFICE

No. 27 Chaoyan Road
Science and Technology Industrial Park
Changping District
Beijing, PRC

HONG KONG OFFICE

66th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

WEBSITES

<http://www.zhongsheng.com.cn>
<http://baiao.com.cn>

BOARD OF DIRECTORS

Chairman and Executive Director
Mr. Wu Lebin

Vice Chairmen and Non-executive Directors
Dr. Gao Guang Xia
Dr. Qiao Zhicheng

Executive Directors
Dr. Wang Lin
Mr. Hou Quanmin

Non-executive Directors
Mr. Yao Fang
Mr. Yu Tongle (appointed on 18 March 2013)
Mr. Wang Fu Gen
Mr. Zuo Zhihui (resigned on 1 April 2012)
Ms. Zhang Yingge (appointed on 1 April 2012 and
resigned on 18 March 2013)

Independent Non-executive Directors
Dr. Rao Yi
Dr. Hu Canwu Kevin
Mr. John Wong Yik Chung
Mr. Wang Daixue (appointed on 18 March 2013)

SUPERVISORS

Dr. He Rongqiao
Mr. Shao Yimin
Ms. Guan Xiaohui

AUDIT COMMITTEE

Dr. Rao Yi (*Chairman*)
Dr. Hu Canwu Kevin
Mr. John Wong Yik Chung
Mr. Wang Daixue

REMUNERATION COMMITTEE

Dr. Rao Yi (*Chairman*)
Dr. Hu Canwu Kevin
Mr. John Wong Yik Chung
Mr. Wang Daixue

NOMINATION COMMITTEE

Dr. Hu Canwu Kevin (*Chairman*)
Dr. Rao Yi
Mr. John Wong Yik Chung
Mr. Wu Lebin
Mr. Wang Daixue

COMPANY SECRETARY

Mr. Tung Woon Cheung Eric CPA, CPA (U.S.)

QUALIFIED ACCOUNTANT

Mr. Cheung Yeung CPA

AUTHORISED REPRESENTATIVES

Mr. Wu Lebin
Mr. Tung Woon Cheung Eric

COMPLIANCE OFFICER

Mr. Wu Lebin

AUDITORS

Ernst & Young

LEGAL ADVISERS

As to Hong Kong law:
Li & Partners

HONG KONG H SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

Bank of Beijing
Industrial and Commercial Bank of China
Bank of China (Hong Kong) Limited

INFORMATION OF H SHARES

Place of listing:	The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
Stock code:	8247
Number of H shares issued:	64,286,143 H shares
Nominal value:	RMB1.00 per H share
Stock short name:	Biosino Bio-Tec

GROUP PROFILE

Biosino Bio-Technology and Science Incorporation (“Biosino Bio-Tec” or the “Company”) is the leading supplier of in-vitro diagnostic reagents in the People’s Republic of China (“PRC” or “China”). The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the research and development, manufacturing, sale and distribution of in-vitro diagnostic reagents products, and providing hospital and other medical institutions with quality and reliable diagnostic reagents products.

The major equity holders of the Company have strong background. Our largest shareholder, the Institute of Biophysics of the Chinese Academy of Sciences (the “IBP”), is the leading research institution in life sciences in the PRC. Our second largest shareholder, Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (“Fosun Pharmaceutical”, together with its subsidiaries, the “Fosun Pharmaceutical Group”), is a PRC joint stock company whose A shares are listed on the Shanghai Stock Exchange and is principally engaged in the manufacturing, research and development, wholesaling and retailing of pharmaceutical products. Our third largest shareholder, Beijing Enterprises Holdings Limited (“Beijing Enterprises”), is a Hong Kong company whose shares are listed on the Main Board of the Stock Exchange. Our third largest shareholder together with its subsidiaries are principally engaged in natural gas operations, brewery operations, sewage and water treatment operations in the PRC.

The “Biosino” brand of the Group is well-known in the industry. “Biosino” was awarded as a “Renowned Beijing Brand” (北京名牌產品) in 2002 and was awarded the “No. 1 Brand with High Quality and Reputation in the In-vitro Diagnostic Reagent Market of the PRC” (中國診斷試劑市場用戶滿意質量信譽第一品牌) in 2005. It is highly recognised among market users and in the medical sector. The Group adopted an integrated retail and distribution model in marketing, and established an efficient, stable and extensive sales network covering over 30 provinces, cities and autonomous regions with more than 600 distributors. The Group’s diagnostic reagents products are well received at domestic hospitals and medical institutions.

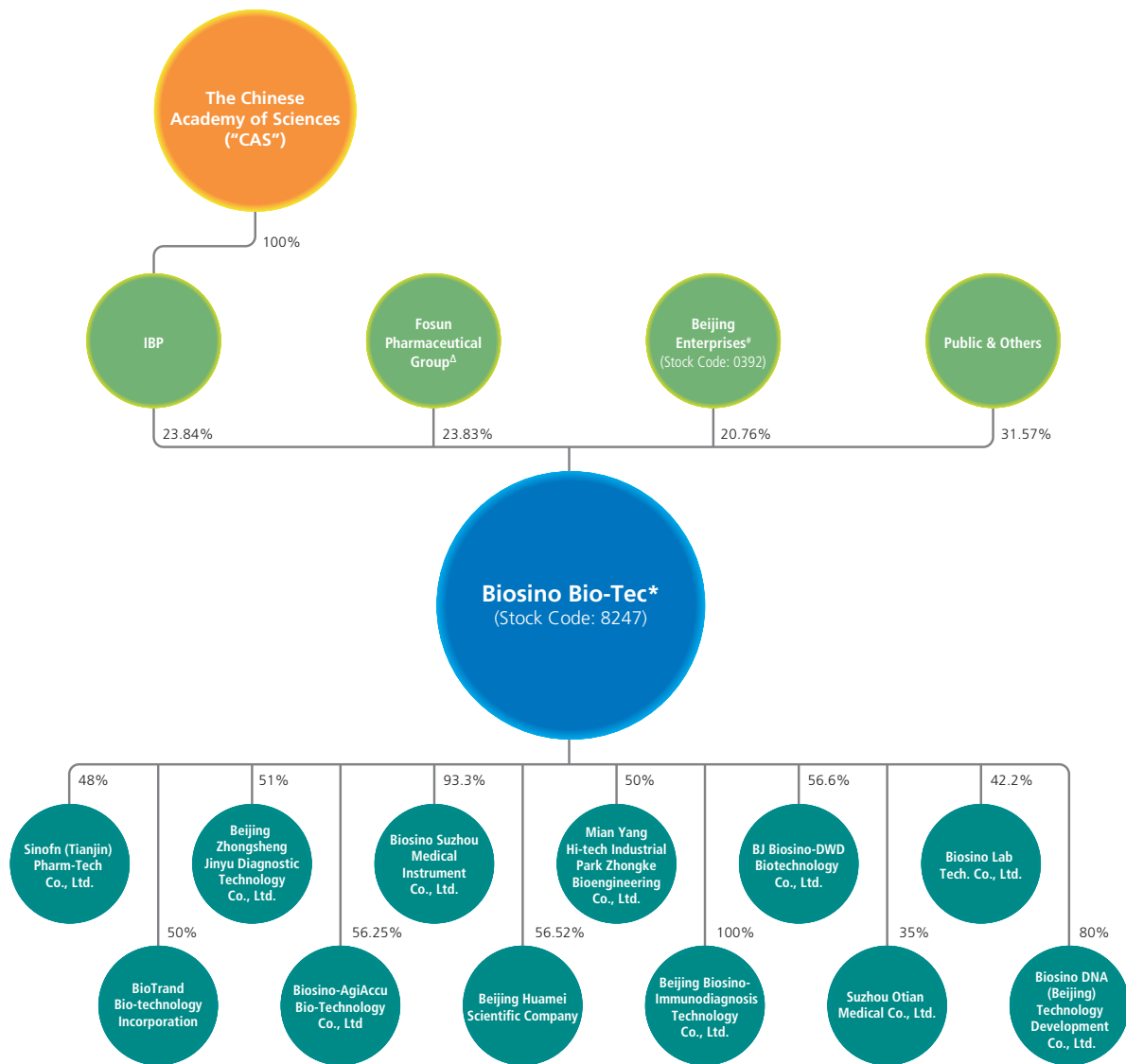
In addition, a number of management members of the Group are professors in universities or holding doctorate degrees. Upholding our business principles of “By the people, for the people; advocating innovation; unquestionable quality pursuing perfection; genuine craftsmanship and lawful operation”, our management strives to strengthen our overall competitiveness. The solid scientific research background and aspiration of our management team members, some of whom had research experience in the IBP, laid down firm research foundation of Biosino Bio-Tec, which is advantageous to the long-term business development of the Group.

H shares of the Company have been listed on the GEM of the Stock Exchange since 27 February 2006.

GROUP PROFILE

GROUP STRUCTURE

As at 18 March 2013



* The H shares of Biosino Bio-Tech are listed on the GEM

The Shares of Beijing Enterprises are listed on the Main Board of the Stock Exchange

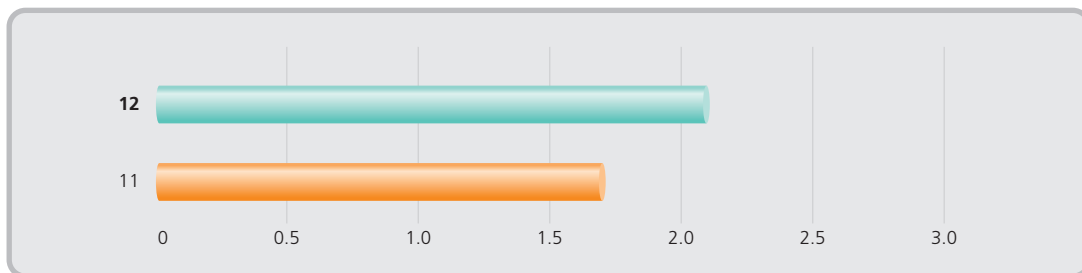
△ The 23.83% shareholding is held by the Fosun Pharmaceutical Group via Shanghai Fosun Pingyao Investment Management Company Limited (上海復星平耀投資管理有限公司) and Fosun Industrial Co., Limited (復星實業(香港)有限公司), both being wholly-owned subsidiaries of Fosun Pharmaceutical, as to 18.66% and 5.16% respectively.

FINANCIAL HIGHLIGHTS

- Revenue for the year continued to increase to RMB210 million, representing an increase of 14.1% from that of last year.
- Profit attributable to owners of the parent for the year amounted to RMB17.24 million, representing a decrease of 4% from that of last year.
- Equity attributable to owners of the parent amounted to RMB296 million, representing an increase of 1.15% from that of last year.

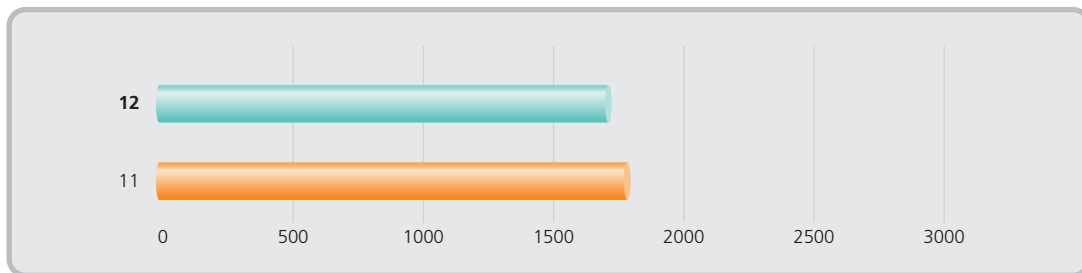
1. REVENUE FOR THE YEAR

(RMB hundred million)



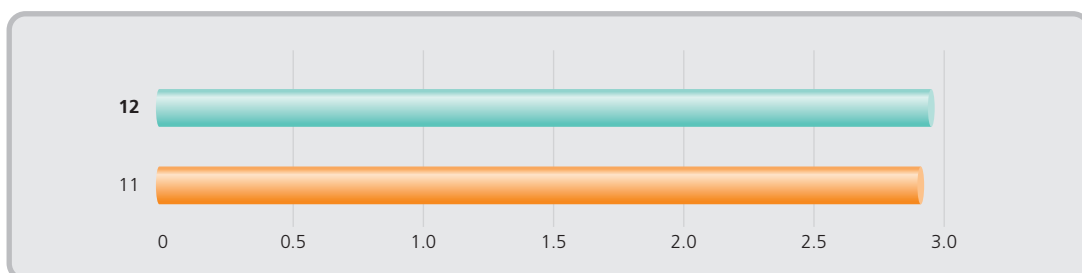
2. PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

(RMB ten thousand)



3. EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT

(RMB hundred million)



CHAIRMAN'S STATEMENT



STRIVING FOR EXCELLENCE THROUGH PIONEERING AND DEDICATION

Dear shareholders,

It is with great pleasure that I hereby, on behalf of the board of directors (the "Board") of the Company, present to you the annual report of the Group for the year ended 31 December 2012.

CHAIRMAN'S STATEMENT

The Group, in upholding the principle of “enrichment of living standards through the use of technologies”, the Group continued to advocate “integrity, collaboration, dedication and innovation” to be our corporate culture, and implement enterprise development programs such as “Learning to Become an Innovative Enterprise” in 2012 for promoting a steady growth in the Company.

After the disposal of Baiao Pharmaceuticals, the Group increased its investment throughout 2012 in diagnostic equipment, and started to enter into the medical food sector. It overcame challenges due to various unfavourable factors, and managed to operate its business activities in an orderly, effective and solid manner. The operations of the Company and its subsidiaries grew smoothly, and while enhancing its ability in technological innovation, the Group continued to explore new commercial opportunities and actively improved its internal processes in an effort to increase its core competitiveness.

FINANCIAL RESULTS

During the year 2012, the revenue of the Group amounted to RMB210 million, representing an increase of 14.1% over the same period last year. Profit attributable to owners of the parent was RMB17.24 million, representing a decrease of 4% as compared to that of last year. Cash and cash equivalents at the balance sheet date were approximately RMB74 million, demonstrating a relatively strong cash position of the Group.

Revenue from the sale of in-vitro diagnostic reagent products grew by 14.1% from RMB184 million in 2011 to approximately RMB210 million in 2012. Research and development cost for the year amounted to approximately RMB24.38 million which accounts for 11.6% of total revenue and reached a relatively high level.

DIVIDENDS

As a reward for our shareholders' support, and taking into account of the Group's financial condition, cash flow, operating and capital requirements as well as maintaining a sustainable business development in the future, the Board recommended the payment of a final dividend of RMB0.1 per share for the financial year ended 31 December 2012. The Board believes that given its future financial condition and cash flow, the Group is capable of maintaining sufficient funds required for a sustainable development. During the year, there was no arrangement under which any shareholder has waived or agreed to waive any dividends.

CHAIRMAN'S STATEMENT

BUSINESS REVIEW

During the reporting period, rapid expansion in the Company's revenue resumed. The Company and Abbott, one of world's top three enterprises in in-vitro diagnostics ("IVD"), entered into a co-operation agreement to sell and distribute biochemical reagents and realised sales of the products. This demonstrates that the quality of the Company's IVD products was recognised by first-class international industry players. The Company, through its capital contribution in a new company located in Suzhou Science & Technology Town, Suzhou Otian Medical Co., Ltd. (蘇州奧潤醫療科技有限公司) ("Suzhou Otian"), developed and showcased a new generation of hematology analysis instruments and prototypes by participating in the international exhibition called "MEDIC". The Company in setting up the joint venture, Zhongsheng Enji (Tianjin) Medical Food Company Limited (中生恩際(天津)醫用食品有限公司) ("Zhongsheng Enji") with other parties commenced selling medical food. The Company signed co-operation contracts with medical institutions, including Fuzhou People's Hospital (撫州人民醫院) and aviation hospitals, to establish a close relationship and actively explore new co-operation opportunities with end-user clients.

During the reporting period, the Group started to reap the fruits of its previous efforts in the research and development of new products whilst the current research and development program and the existing product lines continued to improve smoothly.

PROSPECTS

The aging and medical insurance reimbursements are becoming the growth momentum for the pharmaceutical industry through the next decade, and the urbanisation will become a new and important driver for the industry. It will particularly play a huge promotional role for the grassroots medical market. By this year, the operating atmosphere and market sentiment of the industry was further improved. Coupled with the substantive benefits in the pharmaceutical sector from the launching and implementation of new medical reform policies, the clinical diagnostics industry will remain as one of the fast-growing industries in the PRC.

Removal of the policies against price markups on medicine imposed on hospitals in 2013 is becoming the biggest policy change in medical reform. It resulted in the biggest change of hospitals' business model in the last 60 years. We believe that after the removal of policies against having price markups on medicine imposed on policies on hospitals, revenue from inspection will improve, and the demand for diagnostic reagents and general consumables will increase substantially, which are beneficial to the continuous growth of the size of our business and will increase the sales of our products.

The Board is confident that in transforming the Group into a leader in the health-enhancing protein industry with capability in creating intellectual property rights and the ability to compete internationally, the Group will achieve an outstanding performance and maximise returns for all shareholders.

CHAIRMAN'S STATEMENT

With more and more market participants, market competition in the in-vitro diagnostic reagent sector is becoming increasingly intense. Enterprises are also facing on-going challenges in enhancing product quality and in optimising these product mixes. As such, the Company introduced employee incentives to intensify its marketing efforts and to accelerate the progress in research and development in reaction to new changes in the market. In 2013, the Group in an effort to promote excellence in work ethics has encouraged our employees to follow our “**Strive for Excellence through Pioneering and Dedication**” program, and has intensified our marketing efforts to raise the revenue of the Group. Through solidifying our business foundation and adjusting our operation strategies, the Group will strive to move forward under adverse conditions which will allow us to achieve progress in terms of production and operation and in creating a great corporate culture.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to express our sincere appreciation towards all of our shareholders for their guidance and support, and to thank all of our employees for their invaluable long-term contribution and dedication.

By order of the Board

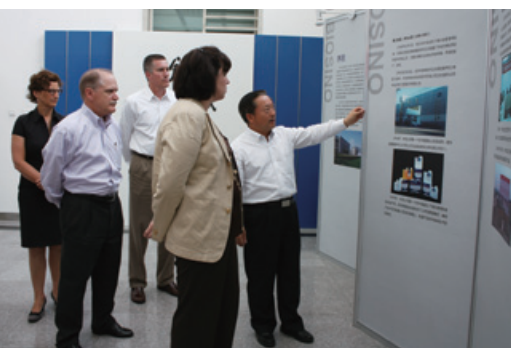
Wu Lebin
Chairman

Beijing, the PRC
18 March 2013

MANAGEMENT DISCUSSION AND ANALYSIS



MANAGEMENT DISCUSSION AND ANALYSIS



BUSINESS ENVIRONMENT

The market size of in-vitro diagnostic reagents is closely correlated with national population, medical expenditure per capita, medical insurance standard, medical technology and service standards and other factors. In recent years, due to continuous increase in the spending of medical insurance and medical expenditure per capita, the market demand for in-vitro diagnostic reagents increases continuously in the PRC. According to the latest market report of Clinical Diagnostics in China (2011) by McEvoy & Farmer, as at 2012, the population in PRC accounts for one-fifth of the world's population but the market share of in-vitro diagnostic reagent only represents 3% globally, and the annual consumption per capita on in-vitro diagnostic reagent products is only US\$1.5 in the PRC, as compared to the US\$25-30 annual consumption per capita in developed countries. It is expected that China will maintain a growth rate of 15%-20% in in-vitro diagnostic reagent market in the coming years. According to the analysis and forecast of research institutions like Kalorama Information and McEvoy & Farmer, the market size of in-vitro diagnostic reagent in the PRC exceeded RMB13.3 billion in 2012, which will be doubled in 2015 to RMB20.8 billion. Thus, the market development potential is enormous. The Group's bio-chemistry diagnostic reagents products will still be able to maintain a higher market share given that they have the advantages of being low in cost and have fast response speed. Its future development direction will be focusing on the on-going improvement in product quality of existing diagnostic projects and continuous development in new diagnostic reagent projects. With products being produced under systematic processes becoming increasingly popular, it is expected that the bio-chemistry diagnostic reagent market in the PRC will experience high growth and outperform the industry's average growth rates in coming years.

BUSINESS REVIEW

Revenue

In 2012, the Company and the Group as a whole basically achieved the profit targets assigned by the Board, which realised a net profit of RMB20.71 million. The sales revenue indicator of the whole Group was satisfactory. Revenue from in-vitro diagnostic reagent business was RMB210 million, representing an increase when compared with that of last year. During 2012, the Group actively adjusted its corresponding strategies to enable business segments of the Group to maintain their stable performance and the growth in operating revenue was able to reach its expected target.

During the reporting period, owing to the impact of various internal and external factors, the growth rate in profit attributable to owners of the parent of the Group was similar to that of the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS

RESEARCH AND DEVELOPMENT COST

During 2012, the deafness gene mutation detection kit (ARMS-PCR) developed by the Company had successfully passed the examinations from the government's food and drug administration department, and obtained the invention patent of "bovine serum cholesterol standard substance and its application" (牛血清膽固醇標準物質及其應用). This standard substance is of limited matrix effects and can be used as a suitable standard product for clinical laboratory testing of cholesterol for improving its accuracy. The Company also obtained the patent for "a chemiluminescent substrate solution using HRP as an enzyme catalyst" (一種用於以HRP為酶促反應的化學發光底物液), and is being applied as an inspection mechanism in using HRP as an enzyme catalyst to improve the kit's sensitivity which widened the range of applications and extended the kit's validity period.

The total research and development cost for the year was RMB24.38 million, representing an increase of 28% from that of last year.

PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

During the reporting period, the profit attributable to owners of the parent was RMB17.24 million, representing a decrease of 4% from that of last year.

PRODUCTION FACILITIES

The Group commenced construction of the "No. 2 Plant Complex of Biosino Bio-Tech" project in 2010 with the approval of relevant government authorities. The project covers a total area of 24,783 square meters with a gross floor area of 5,000 square meters (with five storeys above the ground), which will be the location of the production facilities for diagnostic reagents, comprising warehouse, workshops, laboratories and offices. The completion acceptance of the plant had been approved and was put into formal usage during the year.

PROSPECTS AND FUTURE OUTLOOK

The aging and medical insurance reimbursements are becoming the growth momentum for the pharmaceutical industry through the next decade, and the urbanisation will become a new and important driver for the industry. It will particularly play a huge promotional role for the grassroots medical market. By this year, the operating atmosphere and market sentiment of the industry was further improved. Coupled with the substantive benefits in the pharmaceutical sector from the launching and implementation of new medical reform policies, the clinical diagnostics industry will remain as one of the fast-growing industries in the PRC.

Removal of the policies against price markups on medicine imposed on hospitals in 2013 is becoming the biggest policy change in medical reform. It resulted in the biggest change of hospitals' business model in the last 60 years. We believe that after the removal of medicine markup policies on hospitals, revenue from inspection will improve, and the demand for diagnostic reagents and general consumables will increase substantially, which are beneficial to the continuous growth of the size of our business and will increase the sales of our products.

MANAGEMENT DISCUSSION AND ANALYSIS

The Board is confident that in transforming the Group into a leader in the health-enhancing protein industry with capability in creating intellectual property rights and the ability to compete internationally, the Group will achieve an outstanding performance and maximise returns for all shareholders.

With more and more market participants, market competition for the in-vitro diagnostic reagent sector is becoming more and more intense. Enterprises are also facing on-going challenges in product quality enhancement and product mix optimisation. Under such environment, the Company introduced incentive measures to continue intensifying its marketing efforts, accelerate the progress in research and development, and strive to adapt new market changes. In 2013, the Group established the enterprise culture year working theme of “**Striving for Excellence through Pioneering and Dedication**” to continue promoting and deepening enterprise performance culture, and increase the momentum in marketing efforts to increase effectively the revenue of the Group. Through solidifying its business foundation and adjusting its operation directives, the Group is striving to forge ahead under adverse conditions to allow us to achieve new progresses in terms of production, operation and culture construction.

CAPITAL STRUCTURE

As at 31 December 2012, the capital structure of the Company had no significant change as compared to that of last year.

LIQUIDITY AND FINANCIAL POSITION

	2012 RMB million	2011 RMB million
Cash and bank balances	74	133
Short-term loans	–	30
Long-term loans	–	–
Net cash	74	103
Net debt equity ratio	N/A	0.1

The Group generally financed its operations with internally generated cash flows, capital contributions from shareholders and bank borrowings. Net cash decreased by approximately RMB29 million, which was mainly due to the increase of investment in associated companies during the year.

FOREIGN CURRENCY RISK

The Group’s businesses are located in the PRC and all transactions are conducted in RMB, except that the Group occasionally purchases equipment and some in-vitro diagnostic reagent products from countries overseas for resale in the PRC. Certain bank accounts denominated in Hong Kong dollars are in Hong Kong for the payments of H share dividends and miscellaneous expenses such as professional fees incurred in Hong Kong.

MANAGEMENT DISCUSSION AND ANALYSIS

PLEDGE OF ASSETS OF THE GROUP

As at 31 December 2012, the Group's did not have any significant pledge of assets.

CONTINGENT LIABILITIES

As at 31 December 2012, the Group did not have any significant contingent liabilities.

EMPLOYEES

As at 31 December 2012, the Group had a total of 640 full-time employees (2011: 718 employees) based in Hong Kong and China. The total staff costs of the Group (including the directors' and supervisors' remuneration) for the year ended 31 December 2012 amounted to approximately RMB51.80 million (2011: RMB51.94 million). The Group fixes and reviews the emoluments of its staff and directors based on their qualification, experience, performance and market rates, so as to maintain the remuneration of its staff and directors at a competitive level. The Group participates in various defined contribution retirement plans and insurance schemes in compliance with its statutory obligations under the law and regulations of China and Hong Kong. The directors believe that employees are one of the most valuable assets of the Group which contributed significantly to the success of the Group. The Group recognises the importance of training of its staff and hence provides regular training for the Group's staff members to enhance their technical and product knowledge. Other than the company secretary and the qualified accountant, the employees of the Group are all stationed in China.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

DISCLOSURE UNDER CHAPTER 17 OF THE GEM LISTING RULES

The directors confirmed that they were not aware of any circumstances which would give rise to a disclosure requirement under Rules 17.15 to 17.21 of the GEM Listing Rules.

MANAGEMENT DISCUSSION AND ANALYSIS

CLOSURE OF REGISTER OF MEMBERS

Annual General Meeting

The registers of members of the Company will be closed from 30 April 2013 to 20 May 2013 (both days inclusive) in order to determine the entitlement to attend the annual general meeting (the "AGM") to be held on 20 May 2013. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 29 April 2013, for registration.

Entitlement to Final Dividend

The Board has recommended the payment of a final dividend of RMB0.1 per share in respect of the year ended 31 December 2012. Subject to the approval of shareholders at the forthcoming AGM, the dividend cum-date and ex-date will be 22 May 2013 and 23 May 2013 respectively. The register of members of the Company will be closed from 27 May 2013 to 30 May 2013 (both days inclusive) in order to determine the entitlement to final dividend. All properly completed H share transfer forms accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 24 May 2013, for registration. The final dividend will be payable on or about 18 July 2013.

WITHHOLDING AND PAYMENT OF INCOME TAX FOR NON-RESIDENT ENTERPRISE SHAREHOLDERS AND NON-RESIDENT INDIVIDUAL SHAREHOLDERS IN RESPECT OF THE PROPOSED 2012 FINAL DIVIDEND

Non-resident Corporate Shareholders

Pursuant to the Law on Corporate Income Tax of the PRC and the relevant implementing rules and regulations, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident corporate shareholders whose names appear on the H share register of members on 30 May 2013. The Company will distribute the final dividend to such non-resident corporate shareholders after withholding a 10% income tax. In order to determine the list of holders of H shares who are entitled to receive the final dividend, the H Share register of members of the Company will be closed from 27 May 2013 to 30 May 2013, both days inclusive, during which period no transfer of the Company's H shares will be effected. In order for holders of H Shares to be qualified for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 24 May 2013, for registration.

MANAGEMENT DISCUSSION AND ANALYSIS

Non-resident Individual Shareholders

Pursuant to the regulation promulgated by the State General Administration of Taxation of the PRC (Guo Shui Han [2011] No. 348), the Company is required to withhold and pay the non-resident individual income tax for the non-resident individual H shareholders and the non-resident individual H shareholders are entitled to certain tax preferential treatments according to the double tax treaties between those countries where the non-resident individual H shareholders are residents and China and the provisions in respect of double tax treaties between the China and Hong Kong or Macau. The Company would withhold and pay the individual income tax at the tax rates of 10% on behalf of the non-resident individual H shareholders who are Hong Kong residents, Macau residents or residents of those countries having double tax treaties with China for personal income tax rates in respect of dividend of 10%. For non-resident individual H shareholders who are residents of those countries having agreements with China for personal income tax rates in respect of dividend of lower than 10%, the Company would make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Tentative) (Guo Shui Fa [2009] No. 124) (《國家稅務總局關於印發〈非居民享受稅收協議待遇管理辦法(試行)〉的通知》(國稅發[2009]124號)). For non-resident individual H shareholders who are residents of those countries having double tax treaties with China for personal income tax rates in respect of dividend of higher than 10% but lower than 20%, the Company would withhold the individual income tax at the agreed-upon effective tax rate. For non-resident individual H shareholders who are residents of those countries without any double tax treaties with China or having double tax treaties with China for personal income tax in respect of dividend of 20% and other situations, the Company would withhold the individual income tax at a tax rate of 20%.

In order to determine the list of holders of H shares of the Company who are entitled to receive the final dividend, the H share register of members of the Company will be closed from 27 May 2013 to 30 May 2013, both days inclusive, during which period no transfer of the Company's H shares will be effected.

The Company will determine the country of domicile of the individual H shareholders based on the registered address as recorded in the register of members of the Company (the "Registered Address") on 30 May 2013 and will withhold and pay the individual income tax based on the register of members of the Company as at 30 May 2013. If the country of domicile of the individual H shareholder is not the same as the Registered Address, the individual H shareholder shall notify the Company's H share registrar and provide relevant supporting documents Company's H share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 24 May 2013, for registration. If the individual H shareholders do not provide the relevant supporting documents to the share registrar of the Company's H shares within the time period stated above, the Company will determine the country of domicile of the individual H shareholders based on the recorded Registered Address on 30 May 2013.

The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment such appropriate income tax and the final dividend will only be payable to the shareholders whose names appear on the Company's H share register of members on 30 May 2013.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination, of the status of the shareholders or any disputes over the mechanism of withholding.

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Company always puts strong emphasis on the superiority, steadiness and rationality of corporate governance.

Compliance with Corporate Governance Code

On 1 April 2012, various amendments of the former Code on Corporate Governance Practices (Appendix 15 to the GEM Listing Rules) became effective and the former code was renamed as the Corporate Governance Code.

For the year ended 31 December 2012, the Company complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the new Corporate Governance Code (applicable to financial reports covering a period commencing on 1 April 2012) and the former Code on Corporate Governance Practices with the exception of Code Provision A.2.1 as addressed below.

Mr. Wu Lebin assumes dual roles of the chairman of the Board and the president of the Company. The Board is of the view that it is in the best interests of the Group to have Mr. Wu, who has vast and solid experience in the medical industry to perform the dual role so that the Board can have the benefits of a chairman who is knowledgeable about the business of the Group and is most capable to guide and brief the Board in a timely manner on pertinent issues.

THE BOARD OF DIRECTORS

During the year of 2012, the Board mainly comprised twelve directors, including the chairman, executive directors, non-executive directors and independent non-executive directors. Each of the directors (including the non-executive directors and independent non-executive directors) has entered into a service contract with the Company for a term of three years. The Board is mainly accountable to the owners of the parent. It is also in charge of the management, business, strategy, annual, interim and quarterly results, risk management, major acquisitions, disposals and capital transactions and other major operational and financial aspects of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual, interim and quarterly accounts for Board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate internal control systems and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

The Board, in carrying out its corporate governance functions, is responsible for (a) developing and reviewing the Company's policies and practices on corporate governance; (b) reviewing and monitoring the training and continuous professional development of directors and senior management; (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (d) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and (e) reviewing the Company's compliance with the code and disclosure in this corporate governance report.

Details of backgrounds and qualifications of the chairman of the Board and the other directors are set out in the Report of the Directors. All directors have given sufficient time and attention to the affairs of the Group. Each executive director has sufficient experience, knowledge and execution ability to hold the position so as to carry out his or her duties effectively and efficiently. There is no relationship among the members of the Board.

During the year of 2012, the chairman of the Board kept a close relationship with all directors to ensure steady exchange of information with them in the course of operation and decision-making.

CORPORATE GOVERNANCE REPORT

Three executive directors are in charge of different areas of duty. One of them acts as the president of the Company and is always responsible for the management of the Group's day-to-day operations such as production, operation, and financial management. Another executive director is in charge of the research and technique as well as international relations of the Company. The remaining executive director is responsible for the daily operations of the Group.

Five non-executive directors are independent of the management and are in possession of solid experience in the business of the industry. These non-executive directors provided significant advice and contribution to the development of the Company during the year 2012.

The Board fulfilled the minimum requirement of appointing at least one-third of the members of the Board as independent non-executive directors, each with a service term of three years, as required under the GEM Listing Rules. They have professional knowledge and extensive experience in science and technology, medical science and economy, which also conforms with the requirement of having one independent non-executive director with appropriate qualification on professional accounting or financial management expertise. They are able to fully represent the interests of the shareholders. The Board has received an annual confirmation of independence from each of the independent non-executive directors. The Company considers all of them to be independent from the Company in accordance with the guidelines set out in Rule 5.09 of the GEM Listing Rules as at the date of this report.

During the year of 2012, the Board in carrying out its responsibilities held a total of four meetings, three of which were regular meetings and one of which was an interim meeting. The average attendance rate reached 80%. The details of the Board meetings and the attendance rate of directors are as follows:

Date of meeting	Total number of directors	Number of directors present	Attendance rate
20 March 2012	11	9	81%
23 May 2012	11	11	100%
2 July 2012	11	8	73%
19 October 2012	11	8	73%

Name of directors	Number of meetings attended
Mr. Wu Lebin (<i>Chairman and executive director</i>)	4/4
Dr. Gao Guang Xia (<i>Vice chairman and non-executive director</i>)	4/4
Dr. Qiao Zhicheng (<i>Vice chairman and non-executive director</i>)	3/4
Dr. Wang Lin (<i>Executive director</i>)	4/4
Mr. Hou Quanmin (<i>Executive director</i>)	4/4
Mr. Yao Fang (<i>Non-executive director</i>)	3/4
Mr. Zuo Zhihui (<i>Non-executive director</i>)	1/1
Mr. Wang Fu Gen (<i>Non-executive director</i>)	3/4
Ms. Zhang Ying (<i>Non-executive director</i>)	3/3
Dr. Rao Yi (<i>Independent non-executive director</i>)	3/4
Dr. Hu Canwu Kevin (<i>Independent non-executive director</i>)	3/4
Mr. John Wong Yik Chung (<i>Independent non-executive director</i>)	3/4

CORPORATE GOVERNANCE REPORT

ANNUAL GENERAL MEETING HELD IN 2012

During the year 2012, the annual general meeting of the Company was held on 22 May 2012 in Beijing, PRC. Details of the directors' attendance records of the meeting are as follows:

Name of directors	Number of meetings attended
Mr. Wu Lebin (<i>Chairman and Executive director</i>)	1/1
Dr. Gao Guang Xia (<i>Vice chairman and Non-executive director</i>)	1/1
Dr. Qiao Zhicheng (<i>Vice chairman and Non-executive director</i>)	1/1
Dr. Wang Lin (<i>Executive director</i>)	1/1
Mr. Hou Quanmin (<i>Executive director</i>)	1/1
Mr. Yao Fang (<i>Non-executive director</i>)	1/1
Mr. Wang Fu Gen (<i>Non-executive director</i>)	1/1
Ms. Zhang Yingge (<i>Non-executive director</i>)	1/1
Dr. Rao Yi (<i>Independent non-executive director</i>)	1/1
Dr. Hu Canwu Kevin (<i>Independent non-executive director</i>)	1/1
Mr. John Wong Yik Chung (<i>Independent non-executive director</i>)	1/1

CHAIRMAN AND EXECUTIVE DIRECTORS

During the year of 2012, as the chairman of the Board, Mr. Wu Lebin is responsible for the approval and supervision of the overall strategies and policies of the Group, approval of annual budgets and business plans, evaluation of the Company's performance and overseeing of the management. Two other executive directors of the Company are responsible for the day-to-day operations of the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a model code of conduct for dealing in the Company's securities by directors, which was formulated in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules for the purpose of setting out the standards adopted by the Company for assessing the conduct of directors in their dealings in the securities of the Company. Any violation of this code will be regarded as a violation of the GEM Listing Rules. The Company has confirmed, after making specific enquiries with the directors, the directors have complied with the required standard of dealings as set out in the model code of conduct in relation to securities dealings by directors throughout the year ended 31 December 2012.

BOARD COMMITTEES

The Board has established three board committees, namely remuneration committee, audit committee and nomination committee to oversee the particular aspect of the Company's affairs. The Board committees are provided with sufficient resources to discharge their duties.

CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The remuneration committee of the Company was established in accordance with the Code provisions as set out in Appendix 15 to the GEM Listing Rules with written terms of reference. The main duties of the remuneration committee are the determination of specific remuneration packages of all executive directors, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive directors. The remuneration committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and feasibility of performance based remuneration.

During the year of 2012, members of the remuneration committee include all independent non-executive directors, Dr. Rao Yi, Dr. Hu Canwu Kevin and Mr. John Wong Yik Chung, with Dr. Rao Yi as the chairman of the remuneration committee. Mr. Wang Daixue was appointed as an additional member of the remuneration committee since 18 March 2013.

The remuneration committee has held one meeting to review and approve the remuneration packages of the directors and senior management of the Group for the year ended 31 December 2012.

The remuneration committee meets regularly to determine, with delegated responsibility from the Board, the policy for the remuneration packages of individual directors and senior management and assess the performance of executive directors and senior management of the Company. During the year of 2012, one remuneration committee meeting was held and the individual attendance of each member is set out below:

Name of directors	Number of meetings attended
Dr. Rao Yi	1/1
Dr. Hu Canwu Kevin	1/1
Mr. John Wong Yik Chung	1/1

REMUNERATION OF SENIOR MANAGEMENT

The remuneration of the members of the senior management by band for the year ended 31 December 2012 is set out below:

Remuneration bands (HK\$)	Number of person
HK\$1,000,000 and under	6
HK\$1,000,001 to HK\$1,500,000	Nil
HK\$1,500,001 to HK\$2,000,000	Nil
HK\$2,000,001 to HK\$2,500,000	Nil

Further particulars regarding directors' remuneration and the five highest paid employees are set out in notes 8 and 9 to the financial statements, respectively.

CORPORATE GOVERNANCE REPORT

NOMINATION COMMITTEE

The nomination committee was established on 20 March 2012. The nomination committee is responsible for, including but not limited to, reviewing the structure, size and composition of the Board and making recommendation to the Board on selection of candidates for directorships. In addition, the nomination committee is also responsible for determining (i) the policy for the nomination of directors to be performed by the nomination committee during the year and (ii) the nomination procedures and the process and criteria to be adopted by the nomination committee to select and recommend candidates for directorship during the year.

In 2012, the nomination committee comprises an executive director, namely Mr. Wu Lebin, and three independent non-executive directors, namely Dr. Hu Canwu Kevin, Dr. Rao Yi and Mr. John Wong Yik Chung. Dr. Hu Canwu Kevin is the chairman of the nomination committee. Mr. Wang Daixue was appointed as an additional member of the nomination committee since 18 March 2013.

Since the nomination committee was established on 20 March 2012, no meeting was held by the nomination committee for the year ended 31 December 2012.

AUDIT COMMITTEE

In compliance with the Code provisions as set out in Appendix 15 to the GEM Listing Rules, the Board approved the establishment of the audit committee on 10 February 2006.

The duties of the audit committee include (but not limited to):

- 1 supervising the accounting and financial reporting procedures and reviewing the financial statements of the Group;
- 2 studying carefully all proceedings proposed by the qualified accountant, compliance officers and auditors of the Group;
- 3 examining and monitoring the internal control system adopted by the Group; and
- 4 reviewing the relevant work of the Group's external auditors.

Members of the audit committee possess high sense of responsibilities. They have contributed their times and efforts to ensure efficient operation and objectivity of the Board.

The audit committee meets quarterly to review the reporting of financial statements and other information to shareholders, the effectiveness and objectivity of the internal control process, and also reviewed all the quarterly and half year results. The audit committee was of the view that there was no material uncertainty that cast doubt on the Company's going concern ability. The audit committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2012, four audit committee meetings were held and the individual attendance of each member is set out below:

Name of directors	Number of meetings attended
Dr. Rao Yi	4/4
Dr. Hu Canwu Kevin	4/4
Mr. John Wong Yik Chung	4/4

In 2012, the audit committee comprises all independent non-executive directors of the Company, namely Dr. Rao Yi, Dr. Hu Canwu Kevin and Mr. John Wong Yik Chung, of which Dr. Rao Yi is the chairman. Mr. Wang Daixue was appointed as an additional member of the audit committee since 18 March 2013. The audit committee has reviewed the annual results, financial position, internal control and the management issues of the Group for the year ended 31 December 2012.

COMPANY SECRETARY

Mr. Tung Woon Cheung Eric, the Company Secretary supports the chairman, Board and Board committees by ensuring good information flow and that Board policy and procedures are followed. Mr. Tung advises the Board on governance matters and facilitates the induction and professional development of directors. The company secretary is an employee of the Company and is appointed by the Board. Although the company secretary reports to the chairman and the president of the Company, all directors may call upon him for advice and assistance at any time in respect to their duties and the effective operation of the Board and Board committees. The company secretary also plays an essential role in the relationship between the Company and its shareholders, including assisting the Board in discharging its obligations to shareholders pursuant to the GEM Listing Rules.

Mr. Tung has confirmed that he has taken no less than 15 hours of relevant professional training in the financial year.

AUDITORS' REMUNERATION

The audit committee of the Company is responsible for considering the appointment of the external auditors and reviewing any non-audit services performed by the external auditors, including whether such non-audit services could lead to any potential material adverse effect on the Group. For the year ended 31 December 2012, auditors' remuneration for audit services is approximately RMB700,000.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors' responsibilities for the financial statements and the responsibilities of the external auditors to the shareholders are set out on page 43.

The directors of the Company have confirmed that the preparation of the Group's financial statements is in compliance with the relative regulations and applicable accounting standards. The directors of the Company also promise that the Group's financial statements will be distributed in due course.

CORPORATE GOVERNANCE REPORT

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

An induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company will be provided to each newly appointed director, if any. The Group also provides briefings and other training to develop and refresh the directors' knowledge and skills, and updates all directors on the regulatory requirements as necessary.

During the year ended 31 December 2012, a memorandum on statutory obligations in relation to disclosure of inside information of a listed Cooperation in Hong Kong was distributed to Mr. Wu Lebin, Dr. Gao Guang Xia, Dr. Qiao Zhicheng, Dr. Wang Lin, Mr. Hou Quanmin, Mr. Yao Fang, Mr. Wang Fu Gen, Ms. Zhang Yingge, Dr. Rao Yi, Mr. Yu Tongle (after his appointment), Dr. Hu Canwu Kevin, Mr. John Wong Yik Chung and Mr. Wang Daixue (after his appointment) as part of their reading materials and training in the continuous professional development plan.

INTERNAL CONTROL

The Board has overall responsibility for the Group's system of internal control and for reviewing its effectiveness. The Board conducted regular reviews regarding internal control system of the Group. The Company convened meetings periodically to discuss financial, operational and risk management control. During the year under review, the Board has reviewed the operational and financial reports, budgets and business plans provided by management. Besides, the audit committee and the Board performed quarterly review on the Group's performance and internal control system in order to ensure effective measures are in place to protect material assets and to identify potential risk.

RELATIONSHIP WITH THE INVESTORS

The Group has made great efforts to establish a long-term relationship with shareholders and investors with an open-mind, an adherence to the principles of integrity, regularity, high transparency and disclose the required information in compliance with GEM Listing Rules. Since the commencement of its preparation for listing, the Group has kept enhancing its transparency to provide investors precise and real-time information through various communication channels, including investor presentation, one to one conversations, road shows, seminars, press conferences, press releases, and contacts with media, analysts, and fund managers. In every year, the directors hold the annual general meeting to meet the shareholders and respond to their questions.

CONVENING OF EXTRAORDINARY GENERAL MEETING ON REQUISITION BY SHAREHOLDERS

Any two or more shareholders holding 10% or more of the shares carrying the right to vote may, by signing one or more counterpart requisitions stating the object of the meeting, require the Board to convene an extraordinary general meeting or a class meeting. The Board shall as soon as possible proceed to do so. The relevant shareholdings of the shareholders shall be calculated as at the date of delivery of the requisitions. If the Board fails to issue a notice for such a meeting within 30 days from the date of receipt of the requisition, the requisitionists may themselves convene an extraordinary general meeting in a manner as nearly as possible to the manner in which meetings are to be convened by the Board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the Board.

CORPORATE GOVERNANCE REPORT

Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the directors in default by the Company.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Any shareholder who wishes to put forward proposals at general meetings of the Company shall submit such proposals to the Board in writing for the Board's consideration not less than 10 business days prior to the date of a general meeting through the company secretary whose contact details are set out in the paragraph "Procedures for directing shareholder' enquiries to the Board" below.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

The Company Secretary
66th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong
Fax No.: (852) 2108 4001

The Company Secretary shall forward the shareholders' enquiries and concerns to the Board and/or relevant Board committees of the Company and where appropriate, respond to such enquiries.

CONSTITUTIONAL DOCUMENTS

As at 31 December 2012, the Group confirmed that no changes have been made in the memorandum and articles of association (the "Memorandum of Association" and the "Articles of Association") of the Company during the year ended 31 December 2012.

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2012.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the manufacture, sale and distribution of in-vitro diagnostic reagent products. Details of the principal activities of the principal subsidiaries are set out in note 19 to the financial statements.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2012 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 45 to 126.

The directors recommend the payment of a final dividend of RMB0.1 per share in respect of the year to shareholders whose names appear on the register of members on 30 May 2013. Upon approval by the shareholders, the final dividend will be paid on or about 18 July 2013. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity of the balance sheet.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the audited financial statements, is set out on pages 127 to 128. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

During the year, there was no change in the Company's registered and issued share capital.

REPORT OF THE DIRECTORS

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the Company Law of the PRC which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 34(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

Retained profits of the Company, as at 31 December 2012, amounted to approximately RMB95,766,000, of which RMB13,130,000 has been proposed as a final dividend for the year. Details of movements in the reserves of the Company during the year is set out in note 34(b) to the financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers of RMB36,863,000, accounted for 17.5% of the total sales for the year and sales to the largest customer included therein amounted to 4.9%. Purchases from the Group's five largest suppliers of RMB27,280,000, accounted for 67% of the total purchases for the year and purchases from the largest supplier included therein amounted to 33%. None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers.

REPORT OF THE DIRECTORS

DIRECTORS AND SUPERVISORS

The directors and supervisors of the Company during the year are as follows:

CHAIRMAN AND EXECUTIVE DIRECTOR:

Mr. Wu Lebin

VICE CHAIRMEN AND NON-EXECUTIVE DIRECTORS:

Dr. Gao Guang Xia

Dr. Qiao Zhicheng

EXECUTIVE DIRECTORS:

Dr. Wang Lin

Mr. Hou Quanmin

NON-EXECUTIVE DIRECTORS:

Mr. Yao Fang

Mr. Zuo Zhihui (Resigned on 1 April 2012)

Ms. Zhang Ying (Appointed on 1 April 2012 and resigned on 18 March 2013)

Mr. Yu Tongle (Appointed on 18 March 2013)

Mr. Wang Fu Gen

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Dr. Rao Yi

Dr. Hu Canwu Kevin

Mr. John Wong Yik Chung

Mr. Wang Daixue (Appointed on 18 March 2013)

SUPERVISORS:

Dr. He Rongqiao

Mr. Shao Yimin

Ms. Guan Xiaohui

REPORT OF THE DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from the independent non-executive directors annual confirmations of their independence pursuant to Rule 5.09 of the GEM Listing Rules, and as at the date of this report, the Board considers each of them to be independent.

EMOLUMENTS OF DIRECTORS AND HIGHEST PAID INDIVIDUALS

Details of emoluments of directors and the five non-director/supervisor, highest paid individuals are set out in notes 8 and 9 to the financial statements.

DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors and supervisors of the Company and the senior management of the Group are set out on pages 36 to 42 of this report.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of the directors and supervisors (including the independent non-executive directors and the supervisors) has entered into a service contract with the Company for a term of three years commencing from various dates of their respective appointments.

Apart from the foregoing, no director or supervisor had entered into or had proposed to enter into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at the annual general meeting. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTEREST IN CONTRACTS

No director had a material 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.

REPORT OF THE DIRECTORS

DIRECTORS' AND SUPERVISORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, the interests of the directors or supervisors of the Company in the shares and underlying shares of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

LONG POSITIONS IN SHARES OF THE COMPANY

Name	Number of the Company's domestic shares held	Percentage of the Company's domestic shares	Percentage of the Company's total registered share capital
Mr. Wu Lebin (<i>note</i>)	3,500,878	5.22%	2.67%
Mr. Hou Quanmin (<i>note</i>)	300,000	0.45%	0.23%
Dr. Wang Lin (<i>note</i>)	200,000	0.30%	0.15%

Note: These directors of the Company are the registered holders and beneficial owners of the respective domestic shares.

Save as disclosed above, as at 31 December 2012, none of the directors or supervisors of the Company had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

None of the directors or supervisors of the Company or their respective associates (as defined under the GEM Listing Rules) was granted by the Company or its subsidiaries any rights or options to acquire any shares in or debentures of the Company or had exercised any such rights as at 31 December 2012.

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, as far as is known to any directors and supervisors of the Company, other than the interest of the directors or supervisors as disclosed under the section headed "Directors' and Supervisors' Interests in Shares and Underlying Shares" above, the following persons had interests in the shares or 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 which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

LONG POSITIONS IN SHARES OF THE COMPANY

Name	Capacity and nature of interest	Number of the Company's shares held		Percentage of the Company's respective type of shares		Percentage of the Company's total registered capital
		Domestic Shares	H Shares	Domestic Shares	H Shares	
IBP	Directly beneficially owned	31,308,576	–	46.72%	0.00%	23.84%
Shanghai Fosun Pingyao Investment Management Company Limited [#]	Directly beneficially owned	24,506,143	–	36.57%	0.00%	18.67%
Fosun Pharmaceutical [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%
Shanghai Fosun High Technology (Group) Co., Ltd. [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%
Fosun International Limited [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%
Fosun Holdings Limited [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%
Fosun International Holdings Ltd. [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%
Guo Guangchang [#]	Through controlled corporations	24,506,143	6,780,000	36.57%	10.55%	23.83%

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES *(Continued)*LONG POSITIONS IN SHARES OF THE COMPANY *(Continued)*

Name	Capacity and nature of interest	Number of the Company's shares held		Percentage of the Company's respective type of shares		Percentage of the Company's total registered capital
		Domestic	H Shares	Domestic	H Shares	
		Shares		Shares		
Fosun Industrial Co., Limited [#]	Directly beneficially owned	–	6,780,000	0.00%	10.55%	5.16%
Beijing Enterprises [^]	Directly beneficially owned	–	27,256,143	0.00%	42.40%	20.76%
Beijing Enterprises Group Company Limited	Through controlled corporations	–	27,256,143	0.00%	42.40%	20.76%

[#] Each of Shanghai Fosun Pingyao Investment Management Company Limited ("Fosun Pingyao") and Fosun Industrial Co., Limited ("Fosun Industrial") is a wholly-owned subsidiary of Fosun Pharmaceutical. Fosun Pharmaceutical is in turn held as to 48.05% and 0.01% by Shanghai Fosun High Technology (Group) Co., Ltd. ("Fosun Hi-Tech") and Mr. Guo Guangchang respectively. Fosun Hi-Tech is wholly-owned by Fosun International Limited ("Fosun International") which is in turn held by Fosun Holdings Limited ("Fosun Holdings") as to 78.24%. Fosun Holdings is wholly-owned by Fosun International Holdings Ltd. ("Fosun International Holdings") which is in turn held by Mr. Guo Guangchang as to 58%. Pursuant to the SFO, each of Fosun Pharmaceutical, Fosun Hi-Tech, Fosun International, Fosun Holdings, Fosun International Holdings and Mr. Guo Guangchang is deemed to be interested in the 24,506,143 domestic shares held by Fosun Pingyao and the 6,780,000 H shares held by Fosun Industrial.

[^] Beijing Enterprises Group Company Limited is the ultimate holding company of Beijing Enterprises. Accordingly, it is deemed to be interested in the H shares owned by Beijing Enterprises pursuant to the SFO.

Save as disclosed above, as far as is known to any directors or supervisors of the Company, as at 31 December 2012, no person, other than the directors or supervisors of the Company, whose interests are set out in the section "Directors' and Supervisors' Interests in Shares and Underlying Shares" above, had interests or short positions in the shares or 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 which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

REPORT OF THE DIRECTORS

CORPORATE GOVERNANCE

The Company has always valued the superiority, steadiness and rationality of having a sound system of corporate governance.

On 1 April 2012, various amendments of the former Code on Corporate Governance Practices (Appendix 15 to the GEM Listing Rules) became effective and the former code was renamed as the Corporate Governance Code.

For the year ended 31 December 2012, the Company complied with all code provisions and, where appropriate, adopted the recommended best practices set out in the new Corporate Governance Code (applicable to financial reports covering a period commencing on 1 April 2012) and the former Code on Corporate Governance Practices, with the exception of Code Provision A.2.1 as addressed below.

Mr. Wu Lebin assumes dual roles of the chairman of the Board and the president of the Company. The Board is of the view that it is in the best interests of the Group to have Mr. Wu, who has vast and solid experience in the medical industry to perform the dual role so that the Board can have the benefits of a chairman who is knowledgeable about the business of the Group and is most capable to guide and brief the Board in a timely manner on pertinent issues.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

COMPETING INTERESTS

During the year and up to the date of this report, none of the directors, supervisors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has an interest in any business that competes or may compete, either directly or indirectly, with the business of the Group, nor any conflicts of interest which has or may have with the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year, the Group entered into the following continuing connected transactions, details of which are disclosed in compliance with the requirements of Chapter 20 of the GEM Listing Rules.

Stock Supply Agreement

On 19 March 2013, Beijing Huamei Scientific Co., Ltd. ("Beijing Huamei") entered into a stock supply agreement (the "Stock Supply Agreement") with IBP. Pursuant to the Stock Supply Agreement, Beijing Huamei agreed to supply reagents consumables and apparatus to IBP.

The selling price for the reagents consumables and apparatus shall be determined between the parties after arm's length negotiations in a fair and reasonable manner after considering the relevant production costs and the market price of the same or similar types of reagents consumables and apparatus.

The details of Stock Supply Agreement are set out in the announcement dated 19 March 2013 issued by the Company. The annual cap in respect of the transactions under the Stock Supply Agreement for the periods from 18 March 2013 to 31 December 2013, and the year ending 31 December 2014, and the year ending 31 December 2015 shall not exceed RMB4,000,000, RMB5,000,000 and RMB6,000,000, respectively.

REPORT OF THE DIRECTORS

The aggregate sales amounts under the continuing connected transactions between Beijing Huamei and IBP for the year ended 2012 and the period from 1 January 2013 to 19 March 2013 are approximately RMB1,782,865 (approximately HK\$2,201,068) and RMB186,247 (approximately HK\$229,935) respectively.

Relationship between the parties

Beijing Huamei, a non-wholly owned subsidiary of the Company, is a limited liability company established in the PRC in which 56.62% is owned by the Company.

The independent non-executive directors of the Company have reviewed the above continuing connected transactions and confirmed that such continuing connected transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available from independent third parties; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Board has received a letter from the auditors which has confirmed the matters required under Rule 20.38 of the GEM Listing Rules.

IBP is a substantial shareholder of the Company and holds approximately 23.84% of the issued share capital of the Company. Accordingly, IBP is a connected person of the Company and therefore the transactions contemplated under the Stock Supply Agreement constitutes continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules.

AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming AGM.

ON BEHALF OF THE BOARD

Wu Lebin
Chairman

Beijing, the PRC
18 March 2013

REPORT OF THE SUPERVISORY COMMITTEE

To all shareholders,

Since the establishment of the Company, the supervisory committee of the Company (the "Supervisory Committee") has carried out its duties in accordance with the Company's Articles of Association and relevant requirements. It has performed effective supervision, through the inspection of relevant documents and attending meetings of the Board, on resolutions made by the Board to ensure that they are in compliance with the relevant laws and regulations, the Company's Articles of Association and in the best interests of the shareholders. Such resolutions are made in a manner to ensure the shareholders' interests and long-term development of the Company.

The Supervisory Committee is in the opinion that the decision-making process of the Board is in compliance with the Company's Articles of Association and operating norms.

The Supervisory Committee considers that the Company's 2012 financial statements reflected a true and fair view of the financial position and operating results of the Company. The unqualified opinion expressed in the auditors' report issued by Ernst & Young is objective and fair.

The Supervisory Committee is of the opinion that the connected transactions between the Company and its connected persons were conducted at fair market prices without prejudice to the interests of the Company and its minority shareholders.

The Supervisory Committee will strictly observe the Articles of Association of the Company and the relevant requirements in 2013 to better discharge its duty, including securing shareholders' interests.

The Third Supervisory Committee of Biosino Bio-Technology and Science Incorporation

He Rongqiao

Chairman of the Supervisory Committee

Beijing, the PRC

18 March 2013

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

CHAIRMAN OF THE BOARD

Mr. Wu Lebin (吳樂斌先生), aged 50, is the Chairman, an executive director and the president of the Company. Mr. Wu is responsible for the management and supervision of the Group's daily activities such as production, operations and financial management. Mr. Wu graduated from the Jiangxi Medical College with a bachelor's degree in medicine in 1983 and from the Graduate University of Chinese Academy of Sciences with a master's degree in science in 1988. He also completed an EMBA study program jointly offered by the University of Wisconsin of the United States and the Graduate University of Chinese Academy of Sciences ("CAS") in 2002. Prior to joining the Group, Mr. Wu served as the director and the deputy director in the CAS and the deputy director in the Institute of Biophysics ("IBP") of the CAS respectively. He possesses over 20 years of experience in research management, science development, administration and corporate management. Mr. Wu joined the Company in 2001.

VICE CHAIRMAN AND NON-EXECUTIVE DIRECTORS

Dr. Gao Guangxia (高光俠博士), aged 47, is the vice chairman and a non-executive director of the Company. He is currently working in the IBP of the CAS as a researcher, an assistant to head of the institute and a tutor of doctorate program. Dr. Gao graduated from the Department of Biology of Peking University in 1988 with a bachelor's degree in science, majoring in biochemistry, and obtained a Ph.D. degree from the Department of Biochemistry of Columbia University, the United States in 1995. He was a post doctor fellow in the Howard Hughes Medical Institute of Columbia University, the United States from 1995 to 1999 and was appointed as an Associate Research Scientist in the Department of Biochemistry of Columbia University, the United States from 1999 to 2001. Since 2001, Dr. Gao has participated as a researcher in the "One Hundred Talent Project" (百人計劃) of the CAS. He was awarded sponsorship from the "National Outstanding Youth" Foundation in 2002. Dr. Gao joined the Company in January 2007 and was appointed as a non-executive director and the vice chairman of the Company. He was also appointed by the IBP as its representative on the Board.

Dr. Qiao Zhicheng (喬志城博士), aged 40, is the Vice Chairman and a non-executive director of the Company. He obtained a doctor degree in Economics from the Guanghua School of Management of Peking University in 2007. From the year 1998 to 2003, Mr. Qiao was successively the project manager of Beijing Youngjin Financial Consultants Limited* (北京湧金財經顧問有限公司), business director of Beijing Zhijin Technology Investment Company Limited* (北京知金科技投資有限公司), general manager of Beijing Youngjin Financial Consultants Limited* (北京湧金財經顧問有限公司) and vice chairman of Youngjin Group* (湧金集團). Mr. Qiao joined Zhuzhou Qianjin Pharmacy Company Limited* (株洲千金藥業股份有限公司) (stock code: 60049), a company listed on the Shanghai Stock Exchange in 2004 as the chief investment officer, and was also the general manager of the said company from December 2004 to August 2010, and vice chairman of the said company from July 2009 to August 2010. Since October 2010, Mr. Qiao has been appointed as the vice general manager and chief financial officer of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司). As of the date of this report, Shanghai Fosun Pharmaceutical (Group) Co., Ltd. had interests in 23.83% of the total registered capital of the Company. Mr. Qiao joined the Company in January 2011.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Dr. Wang Lin (王琳博士), aged 45, is an executive director of the Company and the general manager of BioTrand Incorporation, a subsidiary of the Company. Dr. Wang graduated from the Department of Biology of Peking University with a bachelor's degree in science in 1990 and obtained a Ph.D. degree in biochemistry from the University of Wisconsin- Madison, the United States in 1997. She conducted postdoctoral researches at the University of California-San Diego from 1997 to 2000. Dr. Wang founded Allele Biotechnology & Pharmaceuticals, Inc. in San Diego, California in 2000 and served as its general manager. In 2004, Dr. Wang participated in the "One Hundred Talent Project" (百人計劃) at the Institute of Microbiology of the CAS as a professor and a tutor of doctorate program. Dr. Wang joined the Company in September 2005 and was appointed as an executive director of the Company in January 2007.

Mr. Hou Quanmin (侯全民先生), aged 46, is an executive director of the Company and the general manager of Baiao Pharmaceuticals. Mr. Hou is responsible for the overall management of Baiao Pharmaceuticals. He possesses over 15 years of experience in technological development and corporate management. Mr. Hou graduated from the China Agricultural University with a bachelor's degree in biophysics. Mr. Hou worked in the Beijing Detector Instrument Factory (北京檢測儀器廠) and was engaged in technical work. He was responsible for the management of offices, enterprises and technology development in the Institute of Biophysics. Mr. Hou was the vice head in charge of technology (科技副縣長) of Chicheng County, Zhangjiakou City, Hebei Province, the assistant to the general manager of Baiao Pharmaceuticals and the deputy head of science and technology development department of IBP. Since 1999, Mr. Hou has been the general manager of Baiao Pharmaceuticals. He was awarded the title of "Ten Best Young Managers in the PRC" in 2003. Mr. Hou joined the Company in 2002 and was appointed as the executive director of the Company in January 2007.

NON-EXECUTIVE DIRECTORS

Mr. Yao Fang (姚方先生), aged 43, is a non-reactive director of the Company. Mr. Yao obtained a master degree in Business Administration from The Chinese University of Hong Kong in 1993. From the year 1993 to 2009, Mr. Yao was successively the assistant general manager of International Business Department of Shanghai Wanguo Securities Company Limited* (上海萬國證券有限公司), general manager of Shanghai Shangshi Assets Management Company Limited* (上海上實資產經營有限公司), general manager of Shangshi Management (Shanghai) Company Limited* (上實管理(上海)有限公司), managing director of Shanghai Industrial Pharmaceutical Investment Co., Ltd.* (上海實業醫藥投資股份有限公司), chairman of Shanghai Overseas Company* (上海海外公司) and executive director of Shanghai Industrial Holdings Limited* (上海實業控股有限公司), Mr. Yao held the position of deputy general manager and chief financial officer of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司), from 9 April 2010 to 8 June 2010. Since 9 June 2010, Mr. Yao has been appointed as the vice chairman and general manager of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. As of the date of this report, Shanghai Fosun Pharmaceutical (Group) Co., Ltd. had interests in 23.83% of the total registered capital of the Company. Mr. Yao joined the Company in January 2011.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Yu Tongle (余同樂先生), aged 44, is a non-executive director of the Company. He graduated from the University of Fudan. From 1987 to 2008, Mr. Yu held various positions such as an engineer of Shanghai Medical Analysis Equipment Factory Co., Ltd.* (上海醫用分析儀器廠), an engineer of Shanghai Antai Analysis Equipment Co., Ltd.* (上海安泰分析儀器有限公司), the deputy general manager of U.S.A. Pointe Biotechnology (Shanghai) Co., Ltd.* (美國波音特生物技術(上海)有限公司), the deputy general manager of Shanghai Shenneng Group Biotechnology Co., Ltd.* (上海申能集團生物技術有限公司), the vice president of Germany Desai Biotechnology (Shanghai) Co., Ltd.* (德國德賽生物技術(上海)有限公司), the deputy general manager of Shanghai Heyi Industries Co., Ltd.* (上海合意實業有限公司). Since March 2008, Mr. Yu acted as the investment officer, senior investment officer as well as the general manager of the second investment department of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* (上海復星醫藥(集團)股份有限公司). Mr. Yu joined the Company in March 2013.

Ms. Zhang Yingge (張英娥女士), aged 45, obtained her Master degree in Business Administration from the University of Tianjin* (天津大學) in 2000. Ms. Zhang was a director of the financial management department, director of marketing, and general manager of the South China region of Tianjin An Kang Group* 天津安康集團, and the senior investment manager, investment director, and general manager of asset manager of Tianjin Tai Da Technology Venture Capital Company Limited* 天津泰達科技風險投資股份有限公司. Ms. Zhang currently is the investment director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd 上海復星醫藥集團(股份)有限公司, a company listed on the Shanghai Stock Exchange (stock code: 600196). Ms. Zhang joined the Company on 1 April 2012 and resigned in March 2013.

Mr. Zuo Zhihui (左志輝先生), aged 48, is a non-executive director of the Company. Mr. Zuo obtained a master degree in Law from the Peking University in 1989. Mr. Zuo was successively the chairman of the research center of the Chinese Academy of Social Sciences of Jiangxi Province, deputy general manager of State-Owned Assets Management Company Limited of Haikou City* (海口市國有資產經營有限公司) and general manager of Beida Weiming Pharmacy Company Limited* (北大未名藥業有限公司). Since 2008, Mr. Zuo has been appointed as the senior chief investment officer of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (stock code: 600196), a company listed on the Shanghai Stock Exchange. As of the date of this report, Shanghai Fosun Pharmaceutical (Group) Co., Ltd. had interests in 23.83% of the total registered capital of the Company. Mr. Zuo joined the Company in January 2011 and resigned on 1 April 2012.

Mr. Wang Fugen (王福根先生), aged 49, is an engineer and a non-executive director of the Company. Mr. Wang studied a postgraduate course in technology and economics management at Zhejiang University. He has been the head of quality control and sales departments of Huangyan Fine Chemicals Group Co., Ltd.. Mr. Wang is currently the general manager of Linhai Jiangnan Pharmaceutical Chemicals Factory and the director and deputy general manager of Zhejiang Excel Pharmaceutical Co., Ltd. (浙江精進藥業有限公司). Mr. Wang joined the Company in May 2006.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Rao Yi (饒毅博士), aged 50, is an independent non-executive director of the Company. He graduated from the Jiangxi Medical College with a bachelor's degree in medicine in 1983 and studied for a postgraduate master program in the teaching and research section of neurobiology at the Shanghai First Medical College from 1983 to 1985. Dr. Rao graduated from the University of California, San Francisco, with a Ph.D. degree in neuroscience in 1991. He was a post-doctorate in the Faculty of Biochemistry and Molecular biology, Harvard University, Cambridge, Massachusetts, from 1991 to 1994. Dr. Rao served as assistant professor, associate professor and professor of neurobiology in the Department of Anatomy and Neurobiology, Washington University School of Medicine, St. Louis, MO from 1994 to 2004. He served as professor of neural medicine in the School of Medicine; Elsa Swanson Professor of Neurology; Director of Research, Feinberg Clinical Neuroscience Research Institute; and Associate Director of Institute for Neuroscience at Northwestern University from 2004 to 2007. Dr. Rao is currently a professor and the dean of the School of Life Sciences at the Peking University. Dr. Rao joined the Company in May 2008.

Dr. Hu Canwu Kevin (胡燦武博士), male, aged 37, is an independent non-executive director of the Company. He graduated from Fudan University in Shanghai with a bachelor's degree in finance in 1996. He obtained a double master's degree from the University of Lausanne and Ivey Business School in 2003, and obtained a Ph.D. degree in finance from the University of Massachusetts Amherst in 2006. From 1996 to 2003, Dr. Hu worked for Golden Lion Management SA in Geneva. Since 2004, Dr. Hu works for UBS and teaches in the University of Massachusetts Amherst as a part-time lecturer. Dr. Hu joined the Company in February 2009.

Mr. John Wong Yik Chung (黃翼忠先生), aged 46, is a qualified accountant by training with more than 20 years of experience in auditing and corporate finance work, with extensive exposure to the business enterprises in the PRC. He had served at PricewaterhouseCoopers, Arthur Anderson, Ernst & Young and Deloitte & Touche Corporate Finance Limited. Mr. Wong is currently a partner of Vantage Consulting Group and a director and senior consultant of TMF China. Mr. Wong is also an independent non-executive director of Ecogreen Fine Chemicals Group Limited (stock code: 2341), Golden Resources Development International Limited (stock code: 677) and Beijing North Star Company Limited (stock code: 588), all being companies listed on the Main Board of the Stock Exchange, an independent non-executive director of CDW Holdings Limited, a company listed on the Singapore Stock Exchange, and an independent director of Yangguang Co. Ltd., a company listed on the Shenzhen Stock Exchange. He was an independent director of General Steel Holdings Inc., a company listed on the New York Stock Exchange between June 2006 and March 2010. Mr. Wong graduated from the University of Melbourne. He is a fellow member of each of the Australian Society of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. He also obtained a PRC Certificate of Independent Directorship in 2002. Mr. Wong joined the Company in March 2011.

Mr. Wang Daixue (王代雪先生), aged 57, is currently the chairman of Beijing Beilu Pharmaceutical Co., Ltd.* (北京北陸藥業股份有限公司) (a company listed on the ChiNext board of the Shenzhen Stock Exchange, stock code: 300016) ("Beijing Beilu"). In October 1992, Mr. Wang founded Beijing Beilu Pharmaceutical and Chemical Co., Ltd.* (北京北陸醫藥化工公司) and acted as its general manager. After the restructuring of Beijing Beilu Pharmaceutical and Chemical Co., Ltd. in 1999, it became Beijing Beilu in which Mr. Wang acted as the chairman and general manager. Beijing Beilu was converted into a joint stock company in February 2001 and was one of the first batch of companies listed on the ChiNext board of the Shenzhen Stock Exchange in 2009. Mr. Wang is also the controlling shareholder of Beijing Beilu. Mr. Wang joined the Company in March 2013.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

SUPERVISORS

Dr. He Rongqiao (赫榮喬博士), aged 58, is the Chairman of the Supervisory Committee of the Company. Dr. He obtained a bachelor's degree, a master's degree and a Ph.D. degree from Luzhou Medical College, the Institute of Microbiology of the CAS and the IBP respectively. Dr. He has visited University of Cambridge, the United Kingdom, University of Bristol, the United Kingdom, McGill University, Canada, University of Pisa, Italy and New York State Institute for Basic Research. Mr. He Rongqiao is currently the deputy director of the IBP and a member of Biophysical Society USA, the administrator of the "Brain and Cognitive Sciences Center" of the IBP, CAS (生物物理所「腦與認知科學中心」), the head of the National Key Laboratory of the Brain and Cognitive Sciences (腦與認知科學國家重點實驗室), the administrator of the Key Laboratory of Visual Information Processing of the CAS (中科院視覺資訊加工重點實驗室), a member of the Professional Committee of Biophysical Society of China, the vice administrator of Professional Committee of the Neural Science of the Biophysical Society of China and the deputy-editor-in-chief of numerous academic journals including Progress in Biochemistry and Biophysics. Dr. He joined the Company in September 2003.

Mr. Shao Yimin (邵依民先生), aged 54, is a supervisor of the Company. Mr. Shao studied in Capital University of Economics and Business and University of International Business and Economics and obtained a master's degree of industrial economics. Mr. Shao is currently the vice officer of the president's office of the Company. Mr. Shao joined the Company in January 2004.

Ms. Guan Xiaohui (關曉暉女士), aged 41, obtained a master degree in Accounting from the Chinese University of Hong Kong in 2007 and is a Certified Public Accountant. From July 1992 to April 2000, Ms. Guan was the staff to the Jiangxi branch of Industrial and Commercial Bank of China. From May 2000 to May 2010, Ms. Guan was successively the financial manager of medicine circulation department of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (stock code: 600196), a company listed on the Shanghai Stock Exchange, chief financial officer of Shanghai Fosun Pharmacy Company Limited* (上海復星藥業有限公司), assistant to the chief financial officer and vice chief financial officer of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. and vice chairman of commercial management committee. Since June 2010, Ms. Guan has been appointed as the assistant to the chairman and general manager of financial department of Shanghai Fosun Pharmaceutical (Group) Co., Ltd.. As of the date of this report, Shanghai Fosun Pharmaceutical (Group) Co., Ltd. had interests in 23.83% of the total registered capital of the Company. Ms. Guan joined the Company in January 2011.

SENIOR MANAGEMENT

Mr. Zhou Jie (周潔先生), aged 50, is a vice president of the Company who is responsible for the sales and trading division of the Company. Mr. Zhou completed a professional course in politics in Beijing Radio and Television University in 1988 and graduated from Renmin University of China with a master's degree in business administration in 2004. Mr. Zhou joined Biosino Biochemical in 1990 and worked in the Chengdu development department and is responsible for sales across the southwestern region of the PRC. He then worked in the marketing department of the Company as a department manager. Mr. Zhou joined the Company in April 2001.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Yao Ping (姚萍女士), aged 50, is a vice president of the Company who is responsible for the administration and human resources division of the Company. Ms. Yao graduated from the Shanxi College of Finance & Economics with a bachelor's degree in economics in 1983 and also completed a teacher education course in planning and statistics at Renmin University of China in 1984. Ms. Yao obtained an associate-professor qualification from the Personnel Department of Gansu Province and the Job Title Working Group of the Gansu Province in 1998 and has published many articles and monographs. During 1983 to 1999, Ms. Yao taught economics at Northwest Normal University. During 1999 to 2002, Ms. Yao was seconded to the IBP and was responsible for corporate development. Ms. Yao joined the Company in April 2001.

Ms. Wang Jianqing (王建清女士), aged 49, is a vice president of the Company who is responsible for the production and quality control of diagnostic reagents. Ms. Wang graduated from the department of chemistry of Lanzhou University with a bachelor's degree in science. Ms. Wang has worked for Northwest Normal University, Yantai Plastic Industrial Research Institute (煙台塑料工業研究所), Yantai Valiant Fine Chemicals Co., Ltd. (煙台萬潤精細化工公司), Shandong Luye Pharmaceutical Co., Ltd. (山東綠葉製藥股份有限公司), engaging in, among other matters, education, scientific research, logistics control and quality management as a tutor, an engineer, and a senior engineer, respectively. Ms. Wang joined the Company in August 2004.

Ms. Gao Jie (高潔女士), aged 46, is the Vice President of the Company and is responsible for the enterprise planning of the Company and government affairs. Ms. Gao obtained a Bachelor's Degree in Medicine in pediatric medicine from China Medical University (中國醫科大學) and a Master's Degree in Public Administration in MPA from the School of Public Administration in Tsinghua University (清華大學). Since July 1990, Ms. Gao successively worked as a Resident Physician and the Physician-in-Charge of the Intensive Care Unit (ICU) of Capital Institute of Pediatrics (首都兒科研究所), and Human Resources Supervisor and Project Manager of Beijing Sunshine Real Estate Comprehensive Development Company under the Capital Group (首都創業集團陽光房地產開發公司) respectively. Ms. Gao was Assistant Researcher, Deputy Director and Director of Medical Equipment Division (醫療器械處) of Beijing Drug Administration (北京市藥品監督管理局) from June 2000 to July 2006. She was the Director of Product Registry of the Department of Medical Equipment (醫療器械司產品註冊處) and Director of Registry I of the Department of Medical Equipment (醫療器械監管司註冊一處) of the State Food and Drug Administration (國家食品藥品監督管理局) after July 2006. Ms. Gao joined the Company in November 2011.

Mr. Jiang Hongyan (姜鴻雁先生), aged 43, is the Chief Financial Officer of the Company. Mr. Jiang obtained a Bachelor's Degree in Accounting from The Central University of Finance and Economics (中央財金大學) and a Master's Degree in Business Administration from National University of Singapore (新加坡國立大學), an associate member of the Association of Chartered Certified Accountants of the United Kingdom (ACCA). Since March 2003, he worked successively in the position of Chief Financial Officer of Beijing Origin Seed Technology Inc. (北京奧瑞金種業股份有限公司), Beijing Zhengluejunce Enterprise Management Consultancy Co., Ltd. (北京正略鈞策企業管理諮詢有限公司) and Beijing Lüsejinke Bio-Technology Co., Ltd.* (北京綠色金可生物技術股份有限公司) respectively. Mr. Jiang joined the Company in July 2011.

Dr. Xu Cunmao (許存茂博士), aged 50, is the Secretary of the Board of the Company and is responsible for the overseas investment functions of the Company. Dr. Xu obtained a Bachelor's Degree in Science and a Master's Degree in Science in economic geography from Northwest Normal University (西北師範大學), and a Ph.D Degree in Science in regional economic geography from Northeast Normal University (東北師範大學). He was Associate Professor of the School of Economics in Hainan University (海南大學), Executive Deputy General Manager of Hainan Nanxi Industrial Co., Ltd.* (海南南茜實業股份有限公司), Executive Deputy General Manager of Beijing Beida Nanxi Bio-Engineering Co., Ltd.* (北京北大南茜生物工程有限有限公司), General Manager of Shanghai Guangkong Industrial Investment Co., Ltd.* (上海廣控實業投資有限公司) and General Manager of PKU Weiming Diagnostics Co., Ltd. (北大未名診斷試劑有限公司). Dr. Xu Cunmao joined the Company in 2003.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

COMPANY SECRETARY

Mr. Tung Woon Cheung Eric (董煥樟先生), aged 41, is the company secretary of the Company. Mr. Tung graduated from York University, Toronto, Canada with a honor bachelor's degree in management studies in 1993. Mr. Tung is a certified public accountant of Hong Kong Institute of Certified Public Accountants. He is also an U.S. certified public accountant and a member of the American Institute of Certified Public Accountants. Mr. Tung previously worked in Ernst & Young and possesses extensive experience. Mr. Tung is currently the assistant to president and general manager of the finance department of Beijing Enterprises Holdings Limited, the executive director, chief financial officer and company secretary of Beijing Enterprises Water Group Limited, an independent non-executive director of South China Financial Holdings Limited, all are companies listed on the Main Board of the Stock Exchange.

QUALIFIED ACCOUNTANT

Mr. Cheung Yeung (張洋先生), aged 33, is the qualified accountant of the Company. Mr. Cheung obtained a bachelor's degree in business administration (accounting) from the Hong Kong University of Science and Technology. Mr. Cheung is a certified public accountant of Hong Kong Institute of Certified Public Accountants. He has over 9 years of accounting and auditing experience. Prior to joining the Company in December 2007, Mr. Cheung worked in Beijing Enterprises Holdings Limited as an accounting manager. Mr. Cheung joined the Company in December 2007.

INDEPENDENT AUDITORS' REPORT



To the shareholders of Biosino Bio-Technology and Science Incorporation
(Incorporated in the People's Republic of China with limited liability)

We have audited the consolidated financial statements of Biosino Bio-Technology and Science Incorporation (the "Company") and its subsidiaries (together, the "Group") set out on pages 45 to 126, which comprise the consolidated and company statements of financial position as at 31 December 2012, and the consolidated income statement, 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.

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.

AUDITORS' RESPONSIBILITY

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

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 about whether the consolidated financial statements are free from material misstatement.

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

INDEPENDENT AUDITORS' REPORT

To the shareholders of Biosino Bio-Technology and Science Incorporation

(Incorporated in the People's Republic of China with limited liability)

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 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants

22nd Floor

CITIC Tower

1 Tim Mei Avenue, Central

Hong Kong

18 March 2013

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2012

	Notes	2012 RMB'000	2011 RMB'000
CONTINUING OPERATIONS			
REVENUE	5	210,075	184,153
Cost of sales		(93,582)	(77,596)
Gross profit		116,493	106,557
Other income and gains	5	23,507	10,792
Selling and distribution expenses		(39,772)	(32,175)
Administrative expenses		(40,136)	(32,647)
Research and development expenses		(24,381)	(19,062)
Other expenses		(2,519)	(3,733)
Finance costs	7	(935)	(962)
Share of losses of:			
Jointly-controlled entities		(1,647)	(148)
Associates		(773)	(370)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	6	29,837	28,252
Income tax expense	10	(9,019)	(4,576)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		20,818	23,676
DISCONTINUED OPERATION			
Loss for the year from a discontinued operation	12	(110)	(4,748)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		20,708	18,928
Attributable to:			
Owners of the parent	11	17,242	17,956
Non-controlling interests		3,466	972
		20,708	18,928
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted	14	RMB0.13	RMB0.14

Details of the dividends payable and proposed for the year are disclosed in note 13 to the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	97,781	86,142
Prepaid land lease payments	16	3,533	3,634
Goodwill	17	309	309
Other intangible assets	18	9,166	11,294
Investments in jointly-controlled entities	20	30,324	29,852
Investments in associates	21	25,589	2,361
Long-term receivables	22	8,893	5,832
Deferred tax assets	23	327	295
Total non-current assets		175,922	139,719
CURRENT ASSETS			
Available-for-sale investments	24	40,200	–
Inventories	25	35,507	32,315
Trade receivables	26	39,229	30,011
Prepayments, deposits and other receivables	27	9,094	10,481
Time deposits	28	31,000	41,343
Cash and bank balances	28	43,156	92,146
Assets of a disposal group classified as held for sale	12	–	110,549
Total current assets		198,186	316,845
CURRENT LIABILITIES			
Trade payables	29	9,142	9,393
Other payables and accruals	30	35,517	44,282
Interest-bearing bank borrowing	31	–	30,000
Taxes payable		381	784
Liabilities directly associated with the assets classified as held for sale	12	–	29,724
Total current liabilities		45,040	114,183
NET CURRENT ASSETS		153,146	202,662
TOTAL ASSETS LESS CURRENT LIABILITIES		329,068	342,381

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
TOTAL ASSETS LESS CURRENT LIABILITIES		329,068	342,381
NON-CURRENT LIABILITIES			
Deferred income	<i>32</i>	8,023	10,675
Total non-current liabilities		8,023	10,675
Net assets		321,045	331,706
EQUITY			
Equity attributable to owners of the parent			
Issued capital	<i>33</i>	131,304	131,304
Reserves	<i>34(a)</i>	151,323	147,967
Proposed final dividend	<i>13</i>	13,130	13,130
Non-controlling interests		295,757	292,401
		25,288	39,305
Total equity		321,045	331,706

Wu Lebin
Director

Wang Lin
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2012

	Attributable to owners of the parent							Total equity RMB'000	
	Notes	Issued capital RMB'000 Note 33	Capital reserve RMB'000 Note 34(a)	Statutory reserve RMB'000 Note 34(a)	Retained profits RMB'000	Proposed final dividend RMB'000	Total RMB'000		Non-controlling interests RMB'000
At 1 January 2012		131,304	61,773	38,624	47,570	13,130	292,401	39,305	331,706
Profit and total comprehensive income for the year		-	-	-	17,242	-	17,242	3,466	20,708
Dividend paid to non-controlling interests		-	-	-	-	-	-	(2,450)	(2,450)
Acquisition of a subsidiary	35	-	-	-	-	-	-	100	100
Disposal of subsidiaries	36	-	-	-	-	-	-	(16,589)	(16,589)
Capital contributions from non-controlling interests		-	-	-	-	-	-	700	700
Unilateral capital contributions to subsidiaries		-	(756)	-	-	-	(756)	756	-
Transfer to statutory reserves		-	-	4,578	(4,578)	-	-	-	-
Final 2011 dividend declared	13	-	-	-	-	(13,130)	(13,130)	-	(13,130)
Proposed 2012 final dividend	13	-	-	-	(13,130)	13,130	-	-	-
At 31 December 2012		131,304	61,017*	43,202*	47,104*	13,130	295,757	25,288	321,045
At 1 January 2011		131,304	62,219	35,843	45,525	13,130	288,021	36,487	324,508
Profit and total comprehensive income for the year		-	-	-	17,956	-	17,956	972	18,928
Dividend paid to non-controlling interests		-	-	-	-	-	-	(4,900)	(4,900)
Capital contributions from non-controlling interests		-	-	-	-	-	-	6,300	6,300
Unilateral capital contribution to a subsidiary		-	(446)	-	-	-	(446)	446	-
Transfer to statutory reserves		-	-	2,781	(2,781)	-	-	-	-
Final 2010 dividend declared	13	-	-	-	-	(13,130)	(13,130)	-	(13,130)
Proposed 2011 final dividend	13	-	-	-	(13,130)	13,130	-	-	-
At 31 December 2011		131,304	61,773*	38,624*	47,570*	13,130	292,401	39,305	331,706

* These reserve accounts comprise the consolidated reserves of RMB151,323,000 (2011: RMB147,967,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax			
From continuing operations		29,837	28,252
From a discontinued operation		(110)	(4,748)
Adjustments for:			
Finance costs	7	1,323	2,098
Share of losses of jointly-controlled entities		1,647	148
Share of losses of associates		773	370
Gain on disposal of items of property, plant and equipment, net	6	(91)	(7)
Bank interest income		(2,022)	(2,382)
Depreciation	6	13,517	14,306
Recognition of prepaid land lease payments	6	101	173
Amortisation of other intangible assets	6	1,444	1,209
Interests income from available-for-sale investments	5	(1,638)	–
Gain on disposal of a subsidiary	6	(10,658)	–
Impairment of other receivables, net	6	121	–
Impairment of other intangible assets, net	6	684	–
Exchange loss, net	6	(47)	2,132
		34,881	41,551
Increase in inventories		(3,482)	(9,083)
Increase in trade receivables		(10,419)	(5,871)
Increase in prepayments, deposits and other receivables		(956)	(2,804)
Increase/(Decrease) in trade payables		529	(115)
Decrease/(Increase) in other payables and accruals		(7,759)	8,960
Decrease/(Increase) in deferred income		(7)	1,536
Cash generated from operations		12,787	34,174
Income tax paid		(7,454)	(4,771)
Interest received		2,022	2,382
Net cash flows from operating activities		7,355	31,785

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
Net cash flows from operating activities		7,355	31,785
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(26,561)	(40,489)
Additions to other intangible assets		–	(6)
Proceeds from disposal of items of property, plant and equipment		1,266	97
Decrease/(Increase) in time deposits		6,996	(43)
Purchase of a subsidiary		78	–
Interest received from available-for-sale investments		1,485	–
Purchase of available-for-sale investments		(40,200)	–
Disposal of subsidiaries	<i>36</i>	28,861	–
Investment in a jointly-controlled entity	<i>20</i>	–	(30,000)
Investment in an associates	<i>21</i>	(24,000)	–
Net cash flows used in investing activities		(52,075)	(70,441)
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		–	30,000
Repayment of bank loans		(30,000)	–
Capital contributions from non-controlling shareholders		700	300
Dividend paid		(18,030)	(13,130)
Interest paid		(935)	(1,998)
Net cash flows (used in)/from financing activities		(48,265)	15,172
NET DECREASE IN CASH AND CASH EQUIVALENTS		(92,985)	(23,484)
Cash and cash equivalents at beginning of year		136,094	161,710
Effect of foreign exchange rate changes, net		47	(2,132)
CASH AND CASH EQUIVALENTS AT END OF YEAR		43,156	136,094
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances as stated in the statement of financial position	<i>28</i>	43,156	92,146
Time deposits with original maturity of less than three months		5,000	–
Cash and short term deposits attributable to a discontinued operation	<i>12</i>	–	43,948
Cash and cash equivalents as stated in the statement of cash flows	<i>28</i>	48,156	136,094

STATEMENT OF FINANCIAL POSITION

31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	85,214	74,094
Prepaid land lease payments	16	3,063	3,144
Investments in subsidiaries	19	50,000	39,600
Investments in jointly-controlled entities	20	35,000	30,000
Investments in associates	21	26,053	2,361
Long-term receivables	22	8,893	5,832
Deferred tax assets	23	327	295
Total non-current assets		208,550	155,326
CURRENT ASSETS			
Available-for-sale investment	24	30,000	–
Inventories	25	22,762	16,085
Due from subsidiaries	19	3,060	6,131
Trade receivables	26	29,973	24,059
Prepayments, deposits and other receivables	27	4,315	4,011
Time deposits	28	15,000	20,000
Cash and bank balances	28	27,802	70,248
Asset as held for sale	19	–	43,683
Total current assets		132,912	184,217
CURRENT LIABILITIES			
Due to subsidiaries	19	1,145	287
Trade payables	29	3,667	4,381
Other payables and accruals	30	20,940	24,526
Interest-bearing bank borrowing	31	–	30,000
Taxes payable		–	494
Total current liabilities		25,752	59,688
NET CURRENT ASSETS		107,160	124,529
TOTAL ASSETS LESS CURRENT LIABILITIES		315,710	279,855

STATEMENT OF FINANCIAL POSITION

31 December 2012

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
NON-CURRENT LIABILITY			
Deferred income	32	5,189	4,489
Total non-current liability		5,189	4,489
Net assets		310,521	275,366
EQUITY			
Issued capital	33	131,304	131,304
Reserves	34(b)	166,087	130,932
Proposed final dividend	13	13,130	13,130
Total equity		310,521	275,366

Wu Lebin
Director

Wang Lin
Director

NOTES TO FINANCIAL STATEMENTS

31 December 2012

1. CORPORATE INFORMATION

Biosino Bio-Technology and Science Incorporation (the "Company") is a limited liability company established in the People's Republic of China (the "PRC"). The registered office of the Company is located at No. 27, Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") principally engaged in the manufacture, sale and distribution of in-vitro diagnostic reagent.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2012. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if it results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>
HKAS 12 Amendments	Amendments to HKAS 12 <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>

The adoption of the revised HKFRSs has had no significant financial effect on these financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i> ²
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i> ²
HKFRS 9	<i>Financial Instruments</i> ⁴
HKFRS 10	<i>Consolidated Financial Statements</i> ²
HKFRS 11	<i>Joint Arrangements</i> ²
HKFRS 12	<i>Disclosure of Interests in Other Entities</i> ²
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i> ²
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> ³
HKFRS 13	<i>Fair Value Measurement</i> ²
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i> ¹
HKAS 19 (2011)	<i>Employee Benefits</i> ²
HKAS 27 (2011)	<i>Separate Financial Statements</i> ²
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i> ²
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ³
HK(IFRIC)-Int 20 <i>Annual Improvements</i> 2009-2011 Cycle	<i>Stripping Costs in the Production Phase of a Surface Mine</i> ² Amendments to a number of HKFRSs issued in June 2012 ²

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

- ¹ Effective for annual periods beginning on or after 1 July 2012
- ² Effective for annual periods beginning on or after 1 January 2013
- ³ Effective for annual periods beginning on or after 1 January 2014
- ⁴ Effective for annual periods beginning on or after 1 January 2015

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

The HKFRS 7 Amendments require an entity to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with HKAS 32. The Group expects to adopt the amendments from 1 January 2013.

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

In November 2010, the HKICPA issued additions to HKFRS 9 to address financial liabilities (the "Additions") and incorporated in HKFRS 9 the current derecognition principles of financial instruments of HKAS 39. Most of the Additions were carried forward unchanged from HKAS 39, while changes were made to the measurement of financial liabilities designated at fair value through profit or loss using the fair value option ("FVO"). For these FVO liabilities, the amount of change in the fair value of a liability that is attributable to changes in credit risk must be presented in other comprehensive income ("OCI"). The remainder of the change in fair value is presented in profit or loss unless presentation of the fair value change in respect of the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. However, loan commitments and financial guarantee contracts which have been designated under the FVO are scoped out of the Additions.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety. Before this entire replacement, the guidance in HKAS 39 on hedge accounting and impairment of financial assets continues to apply. The Group expects to adopt HKFRS 9 from 1 January 2015. The Group will quantify the effect in conjunction with other phases, when the final standard including all phases is issued.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

HKFRS 10 establishes a single control model that applies to all entities including special purpose entities or structured entities. It includes a new definition of control which is used to determine which entities are consolidated. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled, compared with the requirements in HKAS 27 and HK(SIC)-Int 12 *Consolidation – Special Purpose Entities*. HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements. It also addresses the issues raised in HK(SIC)-Int 12. Based on the preliminary analyses performed, HKFRS 10 is not expected to have any impact on the currently held investments of the Group.

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities – Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation.

HKFRS 12 includes the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

In July 2012, the HKICPA issued amendments to HKFRS 10, HKFRS 11 and HKFRS 12 which clarify the transition guidance in HKFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between HKFRS 10 and HKAS 27 or HK(SIC)-Int 12 at the beginning of the annual period in which HKFRS 10 is applied for the first time. Furthermore, for disclosures related to unconsolidated structured entities, the amendments will remove the requirement to present comparative information for periods before HKFRS 12 is first applied.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

The amendments to HKFRS 10 issued in December 2012 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 rather than consolidate them. Consequential amendments were made to HKFRS 12 and HKAS 27 (2011). The amendments to HKFRS 12 also set out the disclosure requirements for investment entities. The Group expects that these amendments will not have any impact on the Group as the Company is not an investment entity as defined in HKFRS 10.

Consequential amendments were made to HKAS 27 and HKAS 28 as a result of the issuance of HKFRS 10, HKFRS 11 and HKFRS 12. The Group expects to adopt HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (2011), HKAS 28 (2011), and the subsequent amendments to these standards issued in July and December 2012 from 1 January 2013.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. The Group expects to adopt HKFRS 13 prospectively from 1 January 2013.

The HKAS 1 Amendments change the grouping of items presented in OCI. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments will affect presentation only and have no impact on the financial position or performance. The Group expects to adopt the amendments from 1 January 2013.

HKAS 19 (2011) includes a number of amendments that range from fundamental changes to simple clarifications and re-wording. The revised standard introduces significant changes in the accounting for defined benefit pension plans including removing the choice to defer the recognition of actuarial gains and losses. Other changes include modifications to the timing of recognition for termination benefits, the classification of short-term employee benefits and disclosures of defined benefit plans. The Group expects to adopt HKAS 19 (2011) from 1 January 2013.

The HKAS 32 Amendments clarify the meaning of "currently has a legally enforceable right to setoff" for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2014.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(Continued)*

The Annual Improvements to HKFRSs 2009-2011 Cycle issued in June 2012 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 January 2013. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group. Those amendments that are expected to have a significant impact on the Group's policies are as follows:

- (a) HKAS 1 Presentation of Financial Statements: Clarifies the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the minimum required comparative period is the previous period. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the previous period. The additional comparative information does not need to contain a complete set of financial statements.

In addition, the amendment clarifies that the opening statement of financial position as at the beginning of the preceding period must be presented when an entity changes its accounting policies; makes retrospective restatements or makes reclassifications, and that change has a material effect on the statement of financial position. However, the related notes to the opening statement of financial position as at the beginning of the preceding period are not required to be presented.

- (b) HKAS 32 Financial Instruments: Presentation: Clarifies that income taxes arising from distributions to equity holders are accounted for in accordance with HKAS 12 Income Taxes. The amendment removes existing income tax requirements from HKAS 32 and requires entities to apply the requirements in HKAS 12 to any income tax arising from distributions to equity holders.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits or losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group/Company has unilateral control, directly or indirectly, over the joint venture;
- (b) a jointly-controlled entity, if the Group/Company does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;
- (c) an associate, if the Group/Company does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group/Company holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's investments in jointly-controlled entities are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. Where the profit sharing ratio is different to the Group's equity interest, the share of post-acquisition results of the jointly-controlled entities is determined based on the agreed profit sharing ratio. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's investments in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of jointly-controlled entities is included as part of the Group's investments in jointly-controlled entities.

The results of jointly-controlled entities are included in the Company's income statement to the extent of dividends received and receivable. The Company's investment in a jointly-controlled entity is treated as non-current assets and is stated at cost less any impairment losses.

When an investment in a jointly-controlled entity is classified as held for sale, it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

The results of associates are included in the Company's income statement to extent of dividends received and receivable. The Company's investments in associates are treated as non-current assets and are stated at cost less any impairment losses.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of HKAS 39 is measured at fair value with changes in fair value either recognised in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of HKAS 39, it is measured in accordance with the appropriate HKFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations and goodwill *(Continued)*

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed in these circumstances is measured based on the relative value of the disposed operation and the portion of the cash-generating unit retained.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets, investment properties, goodwill and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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 assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises (only if there are revalued assets in the financial statements), unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person,
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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 employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost (or valuation) less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for "Non-current assets and disposal groups held for sale". The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings and other structures	3.3% to 9.5%
Leasehold improvements	Over the shorter of lease terms and 10%
Machinery	8.6% to 19.4%
Furniture and fixtures	19.0% to 31.67%
Motor vehicles	19.0% to 23.75%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Know-how

Purchased know-how is stated at cost less any impairment losses and is amortised on the straight-line basis over an estimated useful life of 10 years.

Computer software

Computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over an estimated useful life of 2 years.

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land lease payment under operating leases are initially stated at cost and subsequently amortised on the straight-line basis over the lease terms.

When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus transaction costs, except in the case of financial assets at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets *(Continued)*

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When the Group has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets *(Continued)*

Derecognition of financial assets (Continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss 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). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has transferred to the Group.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of financial assets *(Continued)*

Financial assets carried at amortised cost *(Continued)*

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or decreased by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the income statement.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and interest-bearing bank borrowing.

Subsequent measurement

The subsequent measurement of loans and receivables is as follows:

Loans and borrowings

After initial recognition, loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Derecognition of financial liabilities

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

When 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 a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value of financial instruments

The fair value of financial investments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial investments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and other valuation models.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including time deposits, and assets similar in nature to cash, which are not restricted as to use.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general guidance for provisions above; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the guidance for revenue recognition.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the country in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed. Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the income statement over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (i) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (ii) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period when appropriate, to the net carrying amount of the financial asset; and
- (iii) dividend income, when the shareholders' right to receive payment has been established.

Employee benefits

Pension scheme

In accordance with the rules and regulations in the PRC, the employees of the Group participate in a defined contribution pension scheme operated by the relevant municipal government in the PRC, the assets of which are held separately from those of the Group. The Group and the employees are required to make monthly contributions to this scheme calculated as a percentage of the employees' salaries which are charged to the income statement as they become payable, in accordance with the rules of the central pension scheme. The employer contributions vest fully with the employee once made.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

NOTES TO FINANCIAL STATEMENTS

31 December 2012

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Current tax

The Group is subject to income taxes in the PRC. The Group carefully evaluates tax implications of transactions in accordance with the prevailing tax regulations and makes tax provision accordingly. However, judgement is required in determining the Group's provision for income taxes as there are transactions and calculations of which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact on the income tax and deferred tax provision in the periods in which such determination is made.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2012 was RMB27,755,000 (2011: RMB22,647,000). Further details are contained in note 23 to the financial statements.

Useful lives and residual values of property, plant and equipment

The Group's management determines the residual values, useful lives and related depreciation charges of the Group's property, plant and equipment. This estimate is based on the historical experience of the actual residual values and useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where residual values or useful lives are less than previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation in the future periods.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)***Estimation uncertainty** *(Continued)****Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for impairment of trade and other receivables

The Group's management determines the provision for impairment of trade and other receivables. This estimate is based on the credit history of the customers and the current market condition and the provision is applied to receivables where events or changes in circumstances indicate that the balances may not be collectible. Management reassesses the adequacy of provision on a regular basis. The identification of impairment of receivables requires the use of judgements and estimates. Where expectations are different from the original estimates, such differences will impact on the carrying values of receivables and the impairment of receivables recognised in the periods in which such estimates have been made.

Provision against obsolete and slow-moving inventories

Management reviews the condition of inventories of the Group and makes provision for obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at the end of each reporting period and makes provision against obsolete and slow-moving items. Management reassesses the estimation at the end of each reporting period. The identification of obsolete and slow-moving inventory items requires the use of judgements and estimates. Where the expectation is different from the original estimate, such difference will impact on the carrying values of inventories and the write-down of inventories recognised in the periods in which such estimates have been made.

Research and development costs

All research costs are charged to the income statement as incurred. Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred. Determining the amounts of development costs to be capitalised requires the use of judgements and estimation.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 17.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group has one reportable operating segment: the in-vitro diagnostic reagent products segment, which manufactures, sells and distributes a variety of mono/double diagnostic reagent products.

Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation of performance assessment. All of the Group's revenue from external customers and profits from continuing operations are generated from this single segment.

Information about major customers

No revenue from transactions with a single customer amounted to more than 10% of the Group's total revenue.

Geographical information

During the years ended 31 December 2011 and 2012, almost all of the Group's revenue was generated from customers located in Mainland China and all of the non-current assets of the Group were located in Mainland China.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discount, net of tax and surcharges during the year.

An analysis of revenue, other income and gains from continuing operations is as follows:

	2012 RMB'000	2011 RMB'000
Revenue		
Sale of in-vitro diagnostic reagent products	210,075	184,153
Other income		
Bank interest income	1,558	1,382
Interests income from available-for-sale investments	1,638	–
Government grants	7,517	6,172
Service income	503	1,082
Sale of semi-finished products	439	583
Others	1,103	1,133
	12,758	10,352
Gains		
Gain on disposal of items of property, plant and equipment	91	53
Write-off of trade payables	–	387
Gain on disposal of a subsidiary	10,658	–
	10,749	440
	23,507	10,792

NOTES TO FINANCIAL STATEMENTS

31 December 2012

6. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

	<i>Notes</i>	2012 RMB'000	2011 RMB'000
Cost of inventories sold		93,582	77,596
Employee benefit expense (including directors' and supervisors' remuneration (<i>note 8</i>)):			
Wages, salaries and bonuses		39,361	38,999
Pension scheme contributions **		5,426	4,249
Social welfare and other costs		7,011	8,692
		51,798	51,940
Research and development costs		24,381	19,062
Less: Government grants released		(7,517)	(6,172)
		16,864	12,890
Gain on disposal of items of property, plant and equipment, net	<i>5</i>	(91)	(53)
Gain on disposal of a subsidiary	<i>36</i>	10,658	–
Minimum lease payments under operating leases in respect of land and buildings		4,012	2,377
Auditors' remuneration		700	900
Depreciation	<i>15</i>	13,517	14,306
Recognition of prepaid land lease payments	<i>16</i>	101	173
Amortisation of other intangible assets	<i>18</i>	1,444	1,209
Impairment of other intangible assets*	<i>18</i>	684	–
Impairment of other receivables*		121	–
Foreign exchange differences, net		(47)	2,132

* The impairment of other intangible assets and impairment of other receivables are included in other expenses in the consolidated statement of comprehensive income.

** At 31 December 2012, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in the future years (2011: Nil).

NOTES TO FINANCIAL STATEMENTS

31 December 2012

7. FINANCE COSTS

	Group	
	2012 RMB'000	2011 RMB'000
Interest on bank loan wholly repayable within 5 years	935	962

8. DIRECTORS' AND SUPERVISORS' REMUNERATION

Directors' and supervisors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2012 RMB'000	2011 RMB'000
Fees	278	384
Other emoluments:		
Salaries, allowances and benefits in kind	2,454	2,885
Pension scheme contributions	12	10
	2,466	2,895
	2,744	3,279

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2012 RMB'000	2011 RMB'000
Mr. Rao Yi	60	60
Dr. Hu Canwu Kevin	60	60
Mr. Huang Yizhong	60	50
	180	170

There were no other emoluments payable to the independent non-executive directors during the year (2011: Nil).

NOTES TO FINANCIAL STATEMENTS

31 December 2012

8. DIRECTORS' AND SUPERVISORS' REMUNERATION (Continued)

(b) Executive directors, non-executive directors, and supervisors

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2012				
Executive directors:				
Mr. Wu Lebin	–	2,257	–	2,257
Dr. Wang Lin	14	–	–	14
Mr. Hou Quanmin	18	–	–	18
Non-executive directors:				
Dr. Gao Guangxia	14	–	–	14
Mr. Wang Fugen	11	–	–	11
Mr. Yao Fang	11	–	–	11
Mr. Qiao Zhicheng	11	–	–	11
Ms. Zhang Yinge	–	–	–	–
Mr. Zuo Zhihui	4	–	–	4
Supervisors:				
Dr. He Rongqiao	11	–	–	11
Ms. Guan Xiaohui	4	–	–	4
Mr. Shao Yimin	–	197	12	209
	98	2,454	12	2,564

NOTES TO FINANCIAL STATEMENTS

31 December 2012

8. DIRECTORS' AND SUPERVISORS' REMUNERATION *(Continued)*

(b) Executive directors, non-executive directors, and supervisors *(Continued)*

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
2011				
Executive directors:				
Mr. Wu Lebin	–	1,725	–	1,725
Dr. Wang Lin	25	516	–	541
Mr. Hou Quanmin	25	477	–	502
Non-executive directors:				
Dr. Gao Guangxia	25	–	–	25
Mr. Wang Fugen	25	–	–	25
Mr. Yao Fang	25	–	–	25
Mr. Qiao Zhicheng	25	–	–	25
Mr. Zuo Zhihui	25	–	–	25
Supervisors:				
Dr. He Rongqiao	21	–	–	21
Ms. Guan Xiaohui	18	–	–	18
Mr. Shao Yimin	–	167	10	177
	214	2,885	10	3,109

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

NOTES TO FINANCIAL STATEMENTS

31 December 2012

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2011: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2011: three) highest paid employees who are neither a director nor supervisor of the Company are as follows:

	Group	
	2012	2011
	RMB'000	RMB'000
Salaries, allowances and benefits in kind	2,365	1,538
Pension scheme contributions	13	36
	2,378	1,574

The remuneration of each of the four (2011: three) non-directors/supervisors highest paid employees during the year fell within the band of nil to HK\$1,000,000.

10. INCOME TAX EXPENSE

Taxes on profits assessable in the PRC, where the Group operates, have been calculated at the rate of tax prevailing in the PRC. Under the PRC income tax laws, enterprises are subject to corporate income tax ("CIT") at a rate of 25%.

The Company and Beijing Zhongsheng Jinyu Diagnostic Technology Co., Ltd. ("Zhongsheng Jinyu"), a subsidiary of the Company, are subject to a preferential rate of 15% under the PRC income tax law for a period of three years commencing from 1 January 2011 as they are assessed by relevant government authorities as High and New Technology Enterprises.

Taxes on profits assessable in the PRC, where the Group operates, have been calculated at the rate of tax prevailing in the PRC, based on existing legislation, interpretations and practices in respect thereof.

	2012	2011
	RMB'000	RMB'000
Group:		
Current – the PRC	9,039	4,870
Adjustments in respect of current tax of previous periods	12	1
Deferred	(32)	(295)
Total tax charge for the year	9,019	4,576

NOTES TO FINANCIAL STATEMENTS

31 December 2012

10. INCOME TAX EXPENSE *(Continued)*

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the country in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

	2012		2011	
	RMB'000	%	RMB'000	%
Profit before tax from continuing operations	29,837		28,252	
Tax at the statutory tax rates	7,459	25.0	7,063	25.0
Preferential tax rate or concessions	(5,911)	(20)	(3,247)	(11.5)
Adjustments in respect of current tax of previous periods	12	–	1	–
Losses attributable to jointly-controlled entities and associates	605	2	129	0.5
Disposal of a subsidiary	5,667	19	–	–
Tax incentives on eligible expenditures	(2,338)	(8)	(2,044)	(7.2)
Income not subject to tax	(14)	–	(18)	(0.1)
Expenses not deductible for tax	954	3	669	2.4
Tax losses utilised from previous periods	(617)	(2)	–	–
Tax losses not recognised	3,202	11	2,023	7.2
Tax charge at the Group's effective rate	9,019	30	4,576	16.3

11. PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT

The consolidated profit attributable to owners of the parent for the year ended 31 December 2012 includes a profit of RMB48,285,000 (2011: RMB26,686,000) which has been dealt with in the financial statements of the Company (*note 34(b)*).

NOTES TO FINANCIAL STATEMENTS

31 December 2012

12. DISCONTINUED OPERATION

On 12 November 2011, the Company and Renhe (Group) Development Co., Ltd. ("Renhe Group") entered into an equity transfer agreement, pursuant to which the Company agreed to sell, and Renhe Group agreed to purchase from the Company, 80% equity interest in Beijing Baiao Pharmaceuticals Company Limited ("Baiao Pharmaceuticals"). As at 31 December 2011, Baiao Pharmaceuticals was classified as a disposal group held for sale in the consolidated statement of financial position of the Group and the investment in Baiao Pharmaceuticals was classified as an asset held for sale in the statement of financial position of the Company.

The disposal was completed on 28 March 2012. The adjusted consideration was RMB77,012,182 and a disposal gain of RMB10,658,000 was recognised. Upon completion of the disposal, the Company did not hold any interest in Baiao Pharmaceuticals, and Baiao Pharmaceuticals was ceased to be a subsidiary of the Company. The operating results of Baiao Pharmaceuticals for the period from 1 January 2012 to 28 March 2012 and the year of 2011 were presented as discontinued operation in the consolidated income statement.

The results of Baiao Pharmaceuticals for the period from 1 January to 28 March 2012 and the year ended 31 December 2011 are presented below:

	For the period from 1 January to 28 March 2012 RMB'000	2011 RMB'000
Revenue, other income and gains	11,486	48,918
Expenses	(11,208)	(52,530)
Finance costs	(388)	(1,136)
Loss before tax from the discontinued operation	(110)	(4,748)
Income taxes expense	-	-
Loss for the period/year from the discontinued operation	(110)	(4,748)

NOTES TO FINANCIAL STATEMENTS

31 December 2012

12. DISCONTINUED OPERATION *(Continued)*

The major classes of assets and liabilities of Baiao Pharmaceuticals classified as held for sale as at 31 December are as follows:

	2012 RMB'000	2011 RMB'000
<i>Assets</i>		
Property, plant and equipment	–	40,965
Prepaid land lease payments	–	3,216
Other intangible assets	–	48
Inventories	–	8,442
Trade receivables	–	12,197
Cash and short term deposits	–	43,948
Prepayments, deposits and other receivables	–	1,733
Assets classified as held for sale	–	110,549
<i>Liabilities</i>		
Trade payables	–	(1,084)
Other payables and accruals	–	(5,727)
Tax payable	–	(366)
Corporate bonds	–	(19,901)
Deferred income	–	(2,646)
Liabilities directly associated with the assets classified as held for sale	–	(29,724)
Net assets directly associated with the disposal group	–	80,825

NOTES TO FINANCIAL STATEMENTS

31 December 2012

12. DISCONTINUED OPERATION *(Continued)*

The net cash flows incurred by Baiao Pharmaceuticals for the period from 1 January to 28 March 2012 and the year ended 31 December 2011 are as follows:

	For the period from 1 January to 28 March 2012 RMB'000	2011 RMB'000
Operating activities	(1,030)	2,296
Investing activities	(414)	(10,652)
Financing activities	(388)	(1,036)
Net cash outflow	(1,832)	(9,392)
Loss per share:		
Basic and diluted, from the discontinued operation	RMB(0.00)	RMB(0.03)

The calculation of basic loss per share from the discontinued operation is based on:

	For the period from 1 January to 28 March 2012 RMB	2011 RMB
Loss attributable to ordinary equity holders of the parent from the discontinued operation	88,000	3,798,000
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation <i>(note 14)</i>	131,303,670	131,303,670

13. DIVIDEND

	2012 RMB'000	2011 RMB'000
Proposed final dividend – RMB0.1 (2011: RMB0.1) per share	13,130	13,130

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

14. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of RMB17,242,000 (2011: RMB17,956,000) and the weighted average number of ordinary shares of 131,303,670 (2011: 131,303,670) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2012 and 2011 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during both years.

15. PROPERTY, PLANT AND EQUIPMENT

Group

	Buildings RMB'000	Leasehold improvements RMB'000	Machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2012							
At 31 December 2011 and at 1 January 2012:							
Cost	27,014	11,807	61,723	8,219	6,436	20,975	136,174
Accumulated depreciation	(5,244)	(5,751)	(28,424)	(6,199)	(4,414)	-	(50,032)
Net carrying amount	21,770	6,056	33,299	2,020	2,022	20,975	86,142
At 1 January 2012, net of accumulated depreciation	21,770	6,056	33,299	2,020	2,022	20,975	86,142
Additions	32	2,756	15,938	1,332	1,195	5,583	26,836
Disposals	-	(210)	(897)	(16)	(52)	-	(1,175)
Disposal of a subsidiary (note 36(b))	-	(8)	-	(497)	-	-	(505)
Depreciation provided during the year	(942)	(2,525)	(8,411)	(807)	(832)	-	(13,517)
Transfers	17,152	3,975	5,431	-	-	(26,558)	-
At 31 December 2012, net of accumulated depreciation	38,012	10,044	45,360	2,032	2,333	-	97,781
At 31 December 2012:							
Cost	44,198	15,883	81,715	6,835	6,924	-	155,555
Accumulated depreciation	(6,186)	(5,839)	(36,355)	(4,803)	(4,591)	-	(57,774)
Net carrying amount	38,012	10,044	45,360	2,032	2,333	-	97,781

NOTES TO FINANCIAL STATEMENTS

31 December 2012

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Group *(Continued)*

	Buildings RMB'000	Leasehold improvements RMB'000	Machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2011							
At 1 January 2011:							
Cost	66,538	10,861	68,906	9,137	8,332	2,186	165,960
Accumulated depreciation	(12,902)	(4,265)	(34,446)	(6,298)	(5,326)	-	(63,237)
Net carrying amount	53,636	6,596	34,460	2,839	3,006	2,186	102,723
At 1 January 2011, net of accumulated depreciation							
Additions	12	608	17,490	752	793	19,125	38,780
Disposals	(14)	-	(36)	(11)	(29)	-	(90)
Assets included in a discontinued operation <i>(note 12)</i>	(29,043)	-	(11,089)	(265)	(568)	-	(40,965)
Depreciation provided during the year	(2,821)	(1,484)	(7,526)	(1,295)	(1,180)	-	(14,306)
Transfers	-	336	-	-	-	(336)	-
At 31 December 2011, net of accumulated depreciation	21,770	6,056	33,299	2,020	2,022	20,975	86,142
At 31 December 2011:							
Cost	27,014	11,807	61,723	8,219	6,436	20,975	136,174
Accumulated depreciation	(5,244)	(5,751)	(28,424)	(6,199)	(4,414)	-	(50,032)
Net carrying amount	21,770	6,056	33,299	2,020	2,022	20,975	86,142

NOTES TO FINANCIAL STATEMENTS

31 December 2012

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Company

	Buildings RMB'000	Leasehold improvements RMB'000	Machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2012							
At 31 December 2011 and at 1 January 2012:							
Cost	21,806	7,009	55,692	3,717	4,516	20,975	113,715
Accumulated depreciation	(4,268)	(2,978)	(25,851)	(3,032)	(3,492)	-	(39,621)
Net carrying amount	17,538	4,031	29,841	685	1,024	20,975	74,094
At 1 January 2011, net of accumulated depreciation	17,538	4,031	29,841	685	1,024	20,975	74,094
Additions	33	312	15,220	416	700	5,583	22,264
Disposals	-	-	(897)	(15)	(31)	-	(943)
Depreciation provided during the year	(688)	(1,039)	(7,771)	(288)	(415)	-	(10,201)
Transfers	17,152	3,975	5,431	-	-	(26,558)	-
At 31 December 2012, net of accumulated depreciation	34,035	7,279	41,824	798	1,278	-	85,214
At 31 December 2012:							
Cost	38,991	10,990	74,967	3,851	4,594	-	133,393
Accumulated depreciation	(4,956)	(3,711)	(33,143)	(3,053)	(3,316)	-	(48,179)
Net carrying amount	34,035	7,279	41,824	798	1,278	-	85,214
31 December 2011							
At 1 January 2011:							
Cost	21,807	6,575	38,780	3,776	4,605	2,935	78,478
Accumulated depreciation	(3,588)	(2,015)	(21,135)	(2,835)	(3,360)	(749)	(33,682)
Net carrying amount	18,219	4,560	17,645	941	1,245	2,186	44,796
At 1 January 2011, net of accumulated depreciation	18,219	4,560	17,645	941	1,245	2,186	44,796
Additions	-	98	16,944	101	415	19,125	36,683
Disposals	-	-	(1)	(6)	(15)	-	(22)
Depreciation provided during the year	(681)	(963)	(4,747)	(351)	(621)	-	(7,363)
Transfers	-	336	-	-	-	(336)	-
At 31 December 2011, net of accumulated depreciation	17,538	4,031	29,841	685	1,024	20,975	74,094
At 31 December 2011:							
Cost	21,806	7,010	55,692	3,717	4,516	20,975	113,716
Accumulated depreciation	(4,268)	(2,979)	(25,851)	(3,032)	(3,492)	-	(39,622)
Net carrying amount	17,538	4,031	29,841	685	1,024	20,975	74,094

NOTES TO FINANCIAL STATEMENTS

31 December 2012

16. PREPAID LAND LEASE PAYMENTS

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Carrying amount at 1 January	3,739	7,128	3,219	3,300
Recognised during the year	(101)	(173)	(81)	(81)
Assets included in a discontinued operation (note 12)	-	(3,216)	-	-
Carrying amount at 31 December	3,638	3,739	3,138	3,219
Current portion included in prepayment, deposits and other receivables	(105)	(105)	(75)	(75)
Non-current portion	3,533	3,634	3,063	3,144

The leasehold lands is held under medium term leases and is situated in Mainland China.

17. GOODWILL

	Group RMB'000
At 1 January 2011 and 31 December 2011:	
Cost	470
Accumulated impairment	(161)
Net carrying amount	309
At 1 January 2012 and 31 December 2012:	
Cost	470
Accumulated impairment	(161)
Net carrying amount	309

NOTES TO FINANCIAL STATEMENTS

31 December 2012

17. GOODWILL *(Continued)*

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to the following cash-generating units for impairment testing:

- Zhongsheng Jinyu; and
- Biosino-AgiAccu Bio-Technology Co., Ltd. (“AgiAccu”)

The recoverable amount of each of the cash-generating units has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. No growth has been projected beyond the five-year period. The discount rate applied to the cash flow projections is 10% (2011: 10%).

Assumptions were used in the value in use calculation of each of the cash-generating units for 31 December 2012 and 31 December 2011. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

Expenses – The value assigned to the key assumptions reflects past experience and management’s commitment to maintain its operating expenses to an acceptable level.

The values assigned to the key assumptions on market development of industrial products and infrastructure industries, discount rates and raw materials price inflation are consistent with external information sources.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

18. OTHER INTANGIBLE ASSETS

Group

	Know-how RMB'000	Computer software RMB'000	Total RMB'000
31 December 2012			
At 31 December 2011 and 1 January 2012:			
Cost	13,840	912	14,752
Accumulated amortisation	(2,546)	(912)	(3,458)
Net carrying amount	11,294	–	11,294
Net carrying amount:			
At 1 January 2012	11,294	–	11,294
Impairment during the year	(684)	–	(684)
Amortisation provided during the year	(1,444)	–	(1,444)
At 31 December 2012	9,166	–	9,166
At 31 December 2012:			
Cost	13,799	912	14,711
Accumulated amortisation	(4,633)	(912)	(5,545)
Net carrying amount	9,166	–	9,166

NOTES TO FINANCIAL STATEMENTS

31 December 2012

18. OTHER INTANGIBLE ASSETS (Continued)

Group (Continued)

	Know-how RMB'000	Computer software RMB'000	Total RMB'000
31 December 2011			
At 1 January 2011:			
Cost	10,911	912	11,823
Accumulated amortisation	(4,366)	(912)	(5,278)
Net carrying amount	6,545	–	6,545
Net carrying amount:			
At 1 January 2011	6,545	–	6,545
Additions	6,006	–	6,006
Assets included in a discontinued operation (note 12)	(48)	–	(48)
Amortisation provided during the year	(1,209)	–	(1,209)
At 31 December 2011	11,294	–	11,294
At 31 December 2011:			
Cost	13,840	912	14,752
Accumulated amortisation	(2,546)	(912)	(3,458)
Net carrying amount	11,294	–	11,294

NOTES TO FINANCIAL STATEMENTS

31 December 2012

19. INVESTMENTS IN SUBSIDIARIES

	Company	
	2012 RMB'000	2011 RMB'000
Unlisted equity investments in the PRC, at cost	50,000	83,283
Classified as asset held for sale (note 12)	–	(43,683)
	50,000	39,600

The amounts due from and to subsidiaries included in the Company's current assets and current liabilities of RMB3,060,000 (2011: RMB6,131,000) and RMB1,145,000 (2011: RMB287,000), respectively, are unsecured, interest-free and are repayable on demand or within one year.

Particulars of the subsidiaries are as follows:

Company name	Place of registration and operations	Nominal value of paid-up capital/registered capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Zhongsheng Jinyu (北京中生金城診斷技術有限公司)	PRC/Mainland China	RMB2.3 million	51%	–	Manufacture, sale and distribution of in-vitro diagnostic reagent products
AgiAccu (北京中生朗捷生物技術有限公司)	PRC/Mainland China	RMB5.3 million	56.25%	–	Research, development, manufacture and distribution of biological reagents
Mian Yang Hi-tech Industrial Park Zhongke Bioengineering Co., Ltd. (綿陽高新區中科生物工程有限公可) *	PRC/Mainland China	RMB13.1 million RMB14 million	50%	–	Development, manufacture and distribution of enzyme and biological products
Mian Yang Hi-tech Industrial Park KeLi Bioengineering Co., Ltd. (綿陽高新區科力生物醫藥有限公可) *	PRC/Mainland China	RMB0.5 million	–	35%*	Development, manufacture and distribution of enzyme and biological products

NOTES TO FINANCIAL STATEMENTS

31 December 2012

19. INVESTMENTS IN SUBSIDIARIES (Continued)

Particulars of the subsidiaries are as follows: (Continued)

Company name	Place of registration and operations	Nominal value of paid-up capital/ registered capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Biosino Suzhou Medical Instrument Co., Ltd. (中生(蘇州)醫療儀器有限公司)	PRC/Mainland China	RMB30 million	93.33%	–	Production of medical instruments
Beijing Huamei Scientific Co., Ltd. ("Huamei") (中生華美(北京)科技有限公司)	PRC/Mainland China	RMB4.6 million	56.52%	–	Purchase and distribution of biological products
Beijing Biosino – Immunodiagnosis Technology Co., Ltd. (北京中生執信免疫診斷技術有限公司)	PRC/Mainland China	RMB3 million	100%	–	Distribution of immunodiagnostic products
BJ Biosino-DMD Biotechnology Co., Ltd. (北京中生達麥迪分子診斷技術有限公司)	PRC/Mainland China	RMB13.5 million	55.56%	–	Research and development in-vitro diagnostic reagents
Biosino DNA (Beijing) Technology Development Co., Ltd. ("Biosino DNA") (中生迪恩(北京)科技發展有限公司)	PRC/Mainland China	RMB0.5 million	80.00%	–	Research, Development, sale and distribution of chemical products
SZ biosino-DMD Biotechnology Co., Ltd. (蘇州中生達麥迪分子診斷技術有限公司)*	PRC/Mainland China	RMB3.9 million	–	49.86%*	Manufacture, sale and distribution of in-vitro diagnostic reagent products

* These entities are accounted for as subsidiaries by virtue of the Company's control over them.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

20. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Unlisted equity investment, at cost	–	–	35,000	30,000
Share of net assets	26,042	25,570	–	–
Goodwill on acquisition	4,282	4,282	–	–
	30,324	29,852	35,000	30,000

Particulars of the jointly-controlled entities, which are directly held by the Company, are as follows:

Name	Particulars of issued shares held	Place of registration	Percentage of			Principal activity
			Ownership interest	Voting power	Profit sharing	
Suzhou Otian Medical Co., Ltd. (蘇州奧潤醫療科技有限公司)	Registered capital of RMB1 each	PRC/Mainland China	35%	35%	35%	Production of scientific instruments
BioTrand Bio-Technology Co., Ltd. ("BioTrand") (北京百川飛虹生物科技有限公司)	Registered capital of RMB1 each	PRC/Mainland China	50%	50%	50%	Biotechnology research

All of the above investments in jointly-controlled entities are directly held by company

NOTES TO FINANCIAL STATEMENTS

31 December 2012

20. INVESTMENTS IN JOINTLY-CONTROLLED ENTITIES *(Continued)*

The following table illustrates the summarised financial information of the jointly-controlled entities:

	2012 RMB'000	2011 RMB'000
Share of the jointly-controlled entities' assets and liabilities:		
Current assets	9,341	7,598
Non-current assets	19,073	17,987
Current liabilities	(1,481)	(15)
Non-current liabilities	(891)	–
Net assets	26,042	25,570
Share of the jointly-controlled entities' results:		
Revenue	6,398	–
Other income	1,066	222
	7,464	222
Total expenses	(9,111)	(370)
Profit after tax	(1,647)	(148)

NOTES TO FINANCIAL STATEMENTS

31 December 2012

21. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Unlisted equity investment, at cost	–	–	29,100	5,100
Share of net assets	25,589	2,361	–	–
	25,589	2,361	29,100	5,100
Provision for impairment	–	–	(3,047)	(2,739)
	25,589	2,361	26,053	2,361

Particulars of the associates, which are held by the Company, are as follows:

Company name	Place of registration and operations	Nominal value of paid-up capital/ registered capital	Percentage of equity attributable to the Group	Principal activities
Beijing Zhongsheng Ke Wei Technology Co., Ltd. ("Ke Wei", formerly known as "Beijing Zhongsheng KeWei Medical Technology Co., Ltd.") (北京中生科維技術有限公司·原名為“北京中生科維醫療科技有限公司”)	PRC/Mainland China	RMB5.7 million	19.3%	Development, manufacture and distribution of clinical instruments
Biosino Lab Tech. Co., Ltd. ("BioLab") (北京中生可利檢驗醫學技術有限責任公司)	PRC/Mainland China	RMB9 million	42.22%	Medical science research
Beijing Zhonghe Baike Scientific Instrument and Technology Co., Ltd. ("Baike") (北京眾合百克科學儀器技術有限公司)	PRC/Mainland China	RMB1 million	20%	Production of scientific instruments
Sinofn (Tianjin) Pharm-Tech Co. Ltd. 中恩(天津)營養品有限公司	PRC/Mainland China	RMB50 million	48.00%	Wholesale of prepackaged food

The Group has discontinued the recognition of its share of losses of Ke Wei and Baike because the share of losses of the associates exceeded the Group's investments in the associates. The amounts of the Group's unrecognized share of losses of these associates for the current year and cumulatively amounted to RMB185,000 (2011: RMB881,000) and RMB1,722,000 (2011: RMB1,537,000), respectively.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

21. INVESTMENTS IN ASSOCIATES *(Continued)*

The following table illustrates the summarised financial information of the Group's associates extracted from their management accounts or financial statements:

	2012 RMB'000	2011 RMB'000
Assets	72,352	14,163
Liabilities	22,084	14,025
Revenues	5,816	1,880
Losses	(2,622)	(4,820)

22. LONG-TERM RECEIVABLES

Included in the amounts was a receivable of RMB3,000,000 (2011: Nil) due from Renhe Group, which represented the outstanding balance of the consideration for the disposal of Baiao Pharmaceuticals and was due after two years upon the completion of the disposal. Further details of the discontinued operation are set out in note 12 to the financial statements. The remaining balance represented the non-current portion of trade receivables of the Group amounting to RMB4,393,000 (2011: RMB4,332,000) and an advance of RMB1,500,000 (2011: RMB1,500,000) for the purchase of intangible assets.

23. DEFERRED TAX

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

Group and Company

	Provision for sales rebate RMB'000	2012 Provision for impairment of assets RMB'000	Total RMB'000
At 1 January 2012	–	295	295
Deferred tax credited to the income statement during the year (<i>note 10</i>)	32	–	32
Gross deferred tax assets at 31 December 2012	32	295	327

NOTES TO FINANCIAL STATEMENTS

31 December 2012

23. DEFERRED TAX *(Continued)*

Group and Company

	2011 Provision for Impairment of assets RMB'000
At 1 January 2011	–
Deferred tax credited to the income statement during the year	295
Gross deferred tax assets at 31 December 2011	<u>295</u>

24. AVAILABLE-FOR-SALE INVESTMENTS

As at 31 December 2012, the available-for-sale investments of the Group and the Company represented investments of debt securities carried at fair value. The debt securities were issued by bank and other financial institution with fixed maturity dates and expected interest rates ranging from 3% to 9.5%.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

25. INVENTORIES

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Raw materials	11,991	11,233	9,175	7,395
Work in progress	378	811	378	358
Semi-finished goods	2,788	4,564	1,316	752
Finished goods	20,350	15,707	11,893	7,580
	35,507	32,315	22,762	16,085

26. TRADE RECEIVABLES

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Trade receivables	44,627	35,348	35,371	29,396
Impairment (<i>note (a)</i>)	(1,005)	(1,005)	(1,005)	(1,005)
	43,622	34,343	34,366	28,391
Less: amount shown as non-current (<i>note 22</i>)	(4,393)	(4,332)	(4,393)	(4,332)
	39,229	30,011	29,973	24,059

Except for certain established customers of the Group which have been granted with payment terms ranging from two to four years in respect of certain sales of instrument, the credit periods of the Group granted to its customers generally range from 60 to 180 days. The Group closely monitors overdue balances, and impairment is made when it is considered that the amounts due may not be recovered. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. The trade receivables are interest-free.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

26. TRADE RECEIVABLES (Continued)

An aged analysis of the trade receivables of the Group and the Company as at the end of the reporting period, based on the invoice date and net of impairment, is as follows:

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Within 3 months	32,382	26,961	25,816	22,697
4 to 6 months	3,954	1,598	3,252	825
7 to 12 months	1,324	3,886	742	3,094
1 to 2 years	4,850	1,257	3,522	1,134
Over 2 years	1,112	641	1,034	641
	43,622	34,343	34,366	28,391

Notes:

(a) The movements in the provision for impairment of trade receivables of the Group and the Company are as follows:

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
At 1 January	1,005	2,645	1,005	1,005
Provision included in a discontinued operation (note 12)	-	(1,640)	-	-
At 31 December	1,005	1,005	1,005	1,005

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of RMB828,000 (2011: RMB671,000) with a carrying amount before provision of RMB828,000 (2011: RMB671,000).

The individually impaired trade receivable as at 31 December 2012 relates to a customer that was in financial difficulties. The Group does not hold any collateral or other credit enhancements over such balance.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

26. TRADE RECEIVABLES (Continued)

- (b) The aged analysis of the trade receivables of the Group and the Company that are not individually nor collectively considered to be impaired is as follows:

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Neither past due nor impaired	38,427	32,884	30,577	27,114
Less than 1 month past due	4,555	1,450	3,149	1,268
1 to 3 months past due	640	9	640	9
	43,622	34,343	34,366	28,391

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Advance to suppliers	4,342	4,517	2,684	2,715
Deposits and other receivables	4,274	4,481	1,292	1,296
Tax recoverable	–	–	339	–
Due from related companies	4	–	–	–
Due from a shareholder (note (a))	474	1,483	–	–
	9,094	10,481	4,315	4,011

None of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there was no recent history of default.

- (a) The balance as at 31 December 2012 represented other receivable due from Institute of Biophysics of the Chinese Academy of Sciences ("IBP"), the substantial shareholder of the Company (2011: RMB1,346,000). As at 31 December 2011, an advance of RMB137,000 was also made to IBP for purchasing goods. The amounts due from IBP are unsecured, interest-free and have no fixed terms of repayment.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

28. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Cash and bank balances	43,156	92,146	27,802	70,248
Time deposits	31,000	41,343	15,000	20,000
	74,156	133,489	42,802	90,248
Less: Time deposits with maturity over three months	26,000	41,343	10,000	20,000
Cash and cash equivalents	48,156	92,146	32,802	70,248

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB38,667,000 (2011: RMB84,759,000). The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one and six months and earn interest at the applicable short term time deposit rate. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

29. TRADE PAYABLES

An aged analysis of the trade payables of the Group and the Company as at the end of the reporting period, based on the invoice date, is as follows:

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Within 3 months	7,600	7,250	3,574	4,353
4 to 6 months	801	242	51	-
7 to 12 months	26	534	14	-
1 to 2 years	569	1,330	-	-
Over 2 years	146	37	28	28
	9,142	9,393	3,667	4,381

The trade payables are non-interest-bearing and are normally settled on credit terms ranging from 30 to 90 days.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

30. OTHER PAYABLES AND ACCRUALS

	<i>Notes</i>	Group		Company	
		2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Advances from customers		4,952	3,977	702	655
Salaries and welfare payables		12,551	13,634	12,058	12,041
Accrued expenses		1,150	2,198	1,061	2,198
Other liabilities		9,983	15,003	4,619	6,243
Other taxes payable		2,111	1,644	1,621	2,116
Due to a shareholder	(a)	4,391	7,454	500	1,101
Due to related companies	(b)	379	372	379	172
		35,517	44,282	20,940	24,526

Notes:

- (a) The balance as at 31 December 2012 represented the amounts due to IBP, included in which were an accrued technical service fee of RMB500,000 (2011: RMB1,000,000) for the right to use a technical know-how held by IBP and an advance of RMB3,891,000 (2011: RMB5,832,000) for purchasing goods from the Group. The Group did not have any payable (2011: RMB102,000) to IBP for the expense paid on behalf of the Group. Further details of the technical service fee arrangements are set out in note 40 to the financial statements. The amounts due to IBP are unsecured, interest-free and have no fixed terms of repayment.
- (b) Included in the amounts due to related companies as at 31 December 2012 are the amounts of RMB201,000 (2011: RMB372,000) and RMB178,000 (2011: Nil) payable to BioLab and BioTrand, respectively. The amounts due to related companies are unsecured, interest-free and have no fixed terms of repayment.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

33. ISSUED CAPITAL

	2012 RMB'000	2011 RMB'000
Registered, issued and fully paid:		
67,017,528 (2011: 67,017,528) domestic shares of RMB1 each	67,018	67,018
64,286,143 (2011: 64,286,143) H shares of RMB1 each	64,286	64,286
	131,304	131,304

34. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 48 of the financial statements.

Capital reserve

The capital reserve of the Group includes the Company's share premium of RMB49,524,000 and the non-distributable reserves of the Company and its subsidiaries created in accordance with the accounting and financial regulations of the PRC.

(b) Company

Surplus reserve

In accordance with the Company Law of the PRC and the articles of association of the Company and its subsidiaries registered in the PRC, the Company and its subsidiaries are required to appropriate 10% of their profit after tax calculated under the accounting principles generally applicable to the PRC enterprises to the statutory surplus reserve until the fund aggregates 50% of their respective registered capital. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of capital after such usages.

The above reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

34. RESERVES (Continued)

(b) Company (Continued)

	Capital reserves RMB'000	Statutory reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 1 January 2011	49,593	26,499	41,284	117,376
Total comprehensive income for the year	–	–	26,686	26,686
Transfer to statutory reserves	–	2,781*	(2,781)*	–
Proposed final 2011 dividend	–	–	(13,130)	(13,130)
At 31 December 2011 and 1 January 2012	49,593	29,280	52,059	130,932
Total comprehensive income for the year	–	–	48,285	48,285
Transfer to statutory reserves	–	4,578*	(4,578)*	–
Proposed final 2012 dividend	–	–	(13,130)	(13,130)
At 31 December 2012	49,593	33,858	82,636	166,087

* The amount transferred from retained profits to the statutory reserves during the year ended 31 December 2012 represented the statutory surplus reserve amounting to RMB4,578,000 (2011: RMB2,781,000).

Distributable reserves

At 31 December 2012, the Company's reserves available for distribution, calculated in accordance with the relevant regulations, amounted to RMB95,766,000 (2011: RMB65,189,000), out of which a dividend of RMB13,130,000 (2011: RMB13,130,000) for the year ended 31 December 2012 was proposed on 18 March 2013.

The amount for which the Company can legally distribute by way of a dividend is determined based on the lower of the retained profits determined in accordance with the generally accepted accounting principles in the PRC and HKFRSs.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

35. BUSINESS COMBINATION

On 10 September 2012, the Company and the existing equity holders of Biosino DNA entered into an agreement, pursuant to which the Company made an unilateral capital injection of RMB400,000 to Biosino DNA in form of cash on 10 September 2012, representing 80% of the total equity interests upon completion. Biosino DNA is principally engaged in the research, development.

The fair values of the identifiable assets and liabilities of Biosino DNA as at the date of acquisition were as follows:

	Fair value recognised on acquisition RMB'000
Cash and bank balances	478
Other receivables	79
Accruals and other payables	(57)
	<hr/>
Total identifiable net assets at fair value	500
Non-controlling interests	(100)
	<hr/>
Satisfied by cash	400
	<hr/>

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	RMB'000
Cash consideration	(400)
Cash and bank balances acquired	478
	<hr/>
Net inflow of cash and cash equivalents included in cash flows from investing activities	78
	<hr/>

Since the acquisition, Biosino DNA contributed a loss of RMB76,000 to the consolidated profit for the year ended 31 December 2012.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit of the Group for the year would have been RMB210,075,000 and RMB20,708,000, respectively.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

36. DISPOSAL OF SUBSIDIARIES

- (a) Pursuant to the equity transfer agreement entered into between the Company and Renhe Group, the Company disposed of 80% equity interest in Baiao Pharmaceuticals to Renhe Group for a consideration of RMB77,012,182. This transaction was completed on 28 March 2012. Please refer to note 12 for details.

The carrying amounts of the assets and liabilities of Baiao Pharmaceuticals as at the date of disposal were as follows:

	<i>Note</i>	2012 RMB'000
Net assets disposed of:		
Property, plant and equipment		41,634
Prepaid land lease payments		3,215
Other intangible assets		48
Investment in a jointly-controlled entity		2,120
Inventories		8,163
Trade receivables		13,248
Cash and short term deposits		42,115
Prepayments, deposits and other receivables		3,648
Trade payables		(1,756)
Other payables and accruals		(4,450)
Tax payable		(2,346)
Corporate bonds		(20,289)
Deferred income		(2,407)
Non-controlling interests		(16,589)
		66,354
Gain on disposal of a subsidiary (<i>note 5</i>)	5	10,658
Satisfied by:		
Cash		77,012

NOTES TO FINANCIAL STATEMENTS

31 December 2012

36. DISPOSAL OF SUBSIDIARIES *(Continued)*

(a) *(Continued)*

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2012 RMB'000
Cash consideration	77,012
Less: long-term receivable <i>(note 22)</i>	(3,000)
Cash and short term deposits disposed of	(42,115)
	<hr/>
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	31,897

(b) As a result of the disposal of Baiao Pharmaceuticals completed on 28 March 2012, the Company lost control of BioTrand, which was previously jointly controlled by the Company and Baiao Pharmaceuticals. Upon the loss of control of Bio Trand, the remaining 50% equity interest in Bio Trand held by the Company has been accounted for as investment in a jointly-controlled entity.

The carrying amounts of the assets and liabilities of Bio Trand as at the date of disposal were as follows:

	2012 RMB'000
Net assets disposed of:	
Property, plant and equipment	505
Inventories	572
Trade receivables	90
Cash and cash balances	3,036
Time deposit	3,347
Prepayments, deposits and other receivables	482
Trade payables	(109)
Other payables and accruals	(840)
Deferred income	(2,843)
	<hr/>
	4,240
	<hr/>
Included in investment in a jointly-controlled entity held by Baiao Pharmaceuticals	2,120
Included in investment in a jointly-controlled entity held by the Group	2,120

NOTES TO FINANCIAL STATEMENTS

31 December 2012

36. DISPOSAL OF SUBSIDIARIES *(Continued)*

(b) *(Continued)*

The fair value of the equity interest in BioTrand is equal to the carrying amount of its net assets as at the date of disposal. Accordingly, no gain or loss was recognized arose from the remeasurement of the equity interest of BioTrand as at the date of disposal.

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

	2012 RMB'000
Cash and short term deposits disposed of	3,036
Net outflow of cash and cash equivalents in respect of the disposal of a subsidiary	3,036

37. CONTINGENT LIABILITIES

Neither the Group nor the Company had any significant contingent liabilities at the end of the reporting period.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

38. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its properties under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2012, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	Group	
	2012	2011
	RMB'000	RMB'000
Within one year	229	226
In the second to fifth years, inclusive	50	283
	279	509

(b) As lessee

The Group leases certain of its office properties, factory premises and warehouses under operating lease arrangements. Leases of the properties are negotiated for terms ranging from one to five years.

At 31 December 2012, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	Group		Company	
	2012	2011	2012	2011
	RMB'000	RMB'000	RMB'000	RMB'000
Within one year	1,554	1,453	101	100
In the second to fifth years, inclusive	1,175	1,423	101	202
	2,729	2,876	202	302

NOTES TO FINANCIAL STATEMENTS

31 December 2012

39. COMMITMENTS

- (a) In addition to the operating lease commitments detailed in note 38(b) above, the Group and the Company had the following capital commitments at the end of the reporting period:

	Group		Company	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Contracted, but not provided for:				
Land and buildings	–	10,334	–	10,334

- (b) On 9 December 2004, IBP and the Company entered into an exclusive technology licensing agreement (the "Licensing Agreement") with regard to the production of diagnostic reagents by employing the technologies owned by IBP (the "Reagent Technologies"). Pursuant to the Licensing Agreement, the Company is required to pay a fee of RMB500,000 per annum to IBP for 20 years, commencing on the effective date of the Licensing Agreement. As at 31 December 2012, the technical service fees payable by the Group of RMB500,000 (31 December 2011: RMB1,000,000) were included in the amount due to a shareholder (*note 30(a)*).

40. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		Group	
	Notes	2012 RMB'000	2011 RMB'000
Rental paid to IBP	(i)	967	725
Products sold to IBP	(ii)	(1,782)	(3,996)
Products purchased from BioLab	(iii)	857	–
Product processing service fee from IBP		–	(88)
Technical service fee (<i>note 39(b)</i>)		500	500

NOTES TO FINANCIAL STATEMENTS

31 December 2012

40. RELATED PARTY TRANSACTIONS *(Continued)*

(a) *(Continued)*

Notes:

- (i) The office premises of BioTrand was leased from IBP and the rental was RMB34,000 (2011: RMB725,000). In addition, The Company made a payment of RMB933,000 (2011: Nil) for the lease of office premises for the period from 2009 to 2011 in current year. In the opinion of the directors, the rentals were determined by reference to the then prevailing market price.
- (ii) The Group sold biological products to IBP during the years ended 31 December 2012 and 2011. In the opinion of the directors, the selling prices were determined by reference to the prices offered to other customers.
- (iii) The Group purchased a biological products from Biolab during the years ended 31 December 2012. In the opinion of the directors, the purchase prices were determined by reference to other customers of Biolab.

The directors are of the opinion that the above transactions were conducted in the ordinary course of business of the Group.

- (b) Outstanding balances with related parties are set out in notes 27 and 30 to the financial statements.
- (c) Compensation of key management personnel of the Group

	2012 RMB'000	2011 RMB'000
Short term employee benefits	7,363	7,132
Post-employment benefits	90	78
Total compensation paid to key management personnel	7,453	7,210

Further details of directors' and supervisors' emoluments are included in note 8 to the financial statements.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Group

Financial assets

	2012	2011
	Loans and receivables RMB'000	Loans and receivables RMB'000
Long-term receivables	7,393	4,332
Available-for-sale investments	40,200	–
Trade receivables	39,229	30,011
Financial assets included in prepayments, deposits and other receivables	3,873	5,703
Time deposits	31,000	41,343
Cash and bank balances	43,156	92,146
	164,851	173,535

Financial liabilities

	2012	2011
	Financial liabilities at amortised cost RMB'000	Financial liabilities at amortised cost RMB'000
Trade payables	9,142	9,393
Financial liabilities included in other payables and accruals	23,413	30,631
Interest-bearing bank borrowing	–	30,000
	32,555	70,024

NOTES TO FINANCIAL STATEMENTS

31 December 2012

41. FINANCIAL INSTRUMENTS BY CATEGORY *(Continued)*

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: *(Continued)*

Company

Financial assets

	2012 Loans and receivables RMB'000	2011 Loans and receivables RMB'000
Long-term receivables	7,393	4,332
Available-for-sale investments	30,000	–
Due from subsidiaries	3,060	6,131
Trade receivables	29,973	24,059
Financial assets included in prepayments, deposits and other receivables	1,291	1,296
Time deposits	15,000	20,000
Cash and bank balances	27,802	70,248
	114,519	126,066

Financial liabilities

	2012 Financial liabilities at amortised cost RMB'000	2011 Financial liabilities at amortised cost RMB'000
Due to subsidiaries	1,145	287
Trade payables	3,667	4,381
Financial liabilities included in other payables and accruals	17,556	19,557
Interest-bearing bank borrowing	–	30,000
	22,368	54,225

NOTES TO FINANCIAL STATEMENTS

31 December 2012

42. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's and the Company's financial instruments are as follows:

Group

Financial assets

	Carrying amounts		Fair values	
	2012 RMB'000	2011 RMB'000	2012 RMB'000	2011 RMB'000
Long-term receivables	7,393	4,332	7,393	4,332
Available-for-sale investments	40,200	–	40,200	–
Trade receivables	39,229	30,011	39,229	30,011
Financial assets included in prepayments, deposits and other receivables	3,873	5,703	3,873	5,703
Time deposits	31,000	41,343	31,000	41,343
Cash and bank balances	43,156	92,146	43,156	92,146
	164,851	173,535	164,851	173,535

Financial liabilities

Trade payables	9,142	9,393	9,142	9,393
Financial liabilities included in other payables and accruals	23,413	30,631	23,413	30,631
Interest-bearing bank borrowing	–	30,000	–	30,000
	32,555	70,024	32,555	70,024

NOTES TO FINANCIAL STATEMENTS

31 December 2012

42. FAIR VALUE AND FAIR VALUE HIERARCHY *(Continued)*

Company

Financial assets

	Carrying amounts		Fair values	
	2012 RMB '000	2011 RMB '000	2012 RMB '000	2011 RMB '000
Long-term receivables	7,393	4,332	7,393	4,332
Available-for-sale investments	30,000	–	30,000	–
Due from subsidiaries	3,060	6,131	3,060	6,131
Trade receivables	29,973	24,059	29,973	24,059
Financial assets included in prepayments, deposits and other receivables	1,291	1,296	1,291	1,296
Time deposits	15,000	20,000	15,000	20,000
Cash and bank balances	27,802	70,248	27,802	70,248
	114,519	126,066	114,519	126,066
Financial liabilities				
Due to subsidiaries	1,145	287	1,145	287
Trade payables	3,667	4,381	3,667	4,381
Financial liabilities included in other payables and accruals	17,556	19,557	17,556	19,557
Interest-bearing bank borrowing	–	30,000	–	30,000
	22,368	54,225	22,368	54,225

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of cash and cash equivalents, time deposits, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and amounts due from/to subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the interest-bearing bank borrowing and long-term receivables has been calculated by discounting the expected future cash flows using rate currently available for an instrument on similar terms, credit risk and remaining maturity.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

42. FAIR VALUE AND FAIR VALUE HIERARCHY *(Continued)*

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

The fair values of the Group's and the Company's available-for-sale investments as at 31 December 2012 are measured based on quoted prices in active markets.

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and bank balances and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

Interest rate risk

In the opinion of the directors, the Group has no significant concentration of interest rate risk.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Foreign currency risk

The Group's businesses are located in Mainland China and all transactions are conducted in RMB, except that the Group occasionally purchases equipment and some in-vitro diagnostic reagent products from overseas countries for resale in Mainland China. Certain bank accounts denominated in Hong Kong dollars ("HKD") are placed in Hong Kong for receiving capital injection from new share subscription as well as payments of miscellaneous expenses such as professional fees incurred in Hong Kong.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Hong Kong dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities):

	Increase/ (decrease) in HKD rate %	Increase/ (decrease) in profit before tax RMB'000
2012		
If the RMB weakens against HKD	5%	185
If the RMB strengthens against HKD	(5%)	(185)
	Increase/ (decrease) in HKD rate %	Increase/ (decrease) in profit before tax RMB'000
2011		
If the RMB weakens against HKD	5%	949
If the RMB strengthens against HKD	(5%)	(949)

NOTES TO FINANCIAL STATEMENTS

31 December 2012

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, time deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentration of credit risk is managed by customer/counterparty, by geographical region and by industry sector. At the end of the reporting period, 21% (2011: 17%) of the Group's trade receivables were due from the Group's five largest customers.

The Group performs ongoing credit evaluations of its customers' financial conditions. The allowance for doubtful debts is based upon a review of the expected collectability of all trade receivables.

The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

Liquidity risk

The liquidity risk of the Group is primarily dependent on its ability to maintain adequate cash inflow from operations and on its ability to obtain external financing to finance the working capital of the Group.

Financial liabilities of the Group included in current liabilities as at the end of the reporting period either had no fixed terms of repayment or were due for repayment within one year.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Liquidity risk *(Continued)*

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group 2012

	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	Total RMB'000
Trade payables	–	9,142	–	9,142
Financial liabilities included in other payables and accruals	879	22,034	500	23,413
	879	31,176	500	32,555

Group 2011

	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	Total RMB'000
Trade payables	–	9,393	–	9,393
Financial liabilities included in other payables and accruals	1,994	27,637	1,000	30,631
Interest-bearing bank borrowing	–	541	30,241	30,782
	1,994	37,571	31,241	70,806

NOTES TO FINANCIAL STATEMENTS

31 December 2012

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Liquidity risk *(Continued)*

Company 2012

	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	Total RMB'000
Due to subsidiaries	1,145	–	–	1,145
Trade payables	–	3,667	–	3,667
Financial liabilities included in other payables and accruals	379	16,677	500	17,556
	1,524	20,344	500	22,368

Company 2011

	On demand RMB'000	Less than 3 months RMB'000	3 to less than 12 months RMB'000	Total RMB'000
Due to subsidiaries	287	–	–	287
Trade payables	–	4,381	–	4,381
Financial liabilities included in other payables and accruals	273	18,284	1,000	19,557
Interest-bearing bank borrowing	–	541	30,241	30,782
	560	23,206	31,241	55,007

Capital management

The Group's objective for managing capital is to maintain a strong capital base to support the development of its business and maximise shareholders' value. The Group is not subject to any externally imposed capital requirements.

The Group has an annual capital plan which is prepared and approved by the board of directors with the objective of maintaining the optimal amount of capital and debt structure. The Group manages its own capital within the context of the approved annual capital plan, which determines the level of asset growth and the optimal amount and ratio of capital and debt required to support its planned business growth.

NOTES TO FINANCIAL STATEMENTS

31 December 2012

44. EVENTS AFTER THE REPORTING PERIOD

The Group did not have any significant events taking place subsequent to 31 December 2012.

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 18 March 2013.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and equity of the Group for the last five financial years, as extracted from the current year's published audited financial statements and annual report for the year ended 31 December 2012, is set out below. This summary does not form part of the audited financial statements.

RESULTS

	Year ended 31 December				
	2012 RMB'000	2011 RMB'000	2010 RMB'000	2009 RMB'000	2008 RMB'000
REVENUE	210,075	184,153	229,282	212,020	200,591
PROFIT BEFORE TAX	29,727	23,504	34,706	34,493	31,079
TAX	(9,019)	(4,576)	(5,339)	(5,401)	(5,156)
PROFIT FOR THE YEAR	20,708	18,928	29,367	29,092	25,923
ATTRIBUTABLE TO:					
Owners of the parent	17,242	17,956	27,647	26,519	23,955
Non-controlling interests	3,466	972	1,720	2,573	1,968
	20,708	18,928	29,367	29,092	25,923

FIVE YEAR FINANCIAL SUMMARY

ASSETS, LIABILITIES AND EQUITY

	31 December				
	2012	2011	2010	2009	2008
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
TOTAL ASSETS	374,108	456,564	405,594	295,739	304,120
TOTAL LIABILITIES	(53,063)	(124,858)	(81,086)	(57,215)	(86,786)
NET ASSETS	321,045	331,706	324,508	238,524	217,334
REPRESENTED BY:					
EQUITY ATTRIBUTABLE TO:					
OWNERS OF THE PARENT	295,757	292,401	288,021	211,497	194,980
NON-CONTROLLING INTERESTS	25,288	39,305	36,487	27,027	22,354
TOTAL EQUITY	321,045	331,706	324,508	238,524	217,334