



SINO LIFE

SINO-LIFE GROUP LIMITED

中國生命集團有限公司

Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立的有限公司
Stock Code 股份代號 : 8296

活出 Live Life
精彩 to the Fullest

First Quarterly Report 2013
第一季季度報告





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This report, for which the directors (the “Directors”) of Sino-Life Group Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, include particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and (ii) there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。創業板的較高風險及其他特色，表示創業板較適合專業及其他資深投資者。

由於創業板上市公司的新興性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告(中國生命集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)各董事(「董事」)願共同及個別對此負全責)乃遵照聯交所創業板證券上市規則(「創業板上市規則」)的規定而提供有關本公司的資料。董事經作出一切合理查詢後確認，就彼等所深知及確信：(i)本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成份；及(ii)並無遺漏任何事實致使本報告所載任何聲明或本報告產生誤導。



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- Turnover decreased by approximately 5.8% to approximately RMB16.1 million (2012: approximately RMB17.1 million)
 - 營業額減少約5.8%至約人民幣16,100,000元(二零一二年:約人民幣17,100,000元)
 - Gross profit dropped by approximately 8.5% to approximately RMB11.8 million (2012: approximately RMB12.9 million)
 - 毛利下降約8.5%至約人民幣11,800,000元(二零一二年:約人民幣12,900,000元)
 - Loss attributable to owners of the Company was approximately RMB3.0 million (2012: approximately RMB3.9 million)
 - 本公司擁有人應佔虧損為約人民幣3,000,000元(二零一二年:約人民幣3,900,000元)



Condensed Consolidated Quarterly Results for the three months ended 31 March 2013 (Unaudited)

The board of Directors (the "Board") is hereby to present the unaudited condensed consolidated results of the Group for the three months ended 31 March 2013 together with the comparative unaudited figures for the corresponding period in 2012, as follows:

Condensed Consolidated Statement of Comprehensive Income

截至二零一三年三月三十一日止三個月之簡明綜合季度業績(未經審核)

董事會(「董事會」)謹此呈列本集團截至二零一三年三月三十一日止三個月之未經審核簡明綜合業績，連同二零一二年同期之未經審核比較數字如下：

簡明綜合全面收益表

		Three months ended 31 March 截至三月三十一日 止三個月		
		2013 二零一三年 RMB'000 人民幣千元 (unaudited) (未經審核)	2012 二零一二年 RMB'000 人民幣千元 (unaudited) (未經審核)	
	Notes 附註			
Turnover	營業額	3	16,115	17,120
Cost of sales	銷售成本		(4,286)	(4,258)
Gross profit	毛利		11,829	12,862
Other revenue	其他收益		323	903
Other net gain	其他淨收益		676	690
Selling expenses	銷售開支		(5,974)	(7,337)
Administrative expenses	行政開支		(9,300)	(10,317)
Other operating expenses	其他經營開支		(470)	(245)
Finance costs	融資成本		(16)	(50)
Loss before taxation	除稅前虧損		(2,932)	(3,494)
Income tax	所得稅	4	(187)	(397)
Loss for the period	期間虧損		(3,119)	(3,891)
Other comprehensive (loss)/income for the period (after tax)	期間其他全面(虧損)/收入(除稅後)		(1,544)	450
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD, NET OF TAX	期間全面虧損總額(扣除稅項)		(4,663)	(3,441)
(Loss)/profit attributable to:	以下人士應佔(虧損)/溢利:			
Owners of the Company	本公司擁有人		(2,984)	(3,925)
Non-controlling interests	非控股權益		(135)	34
			(3,119)	(3,891)
Total comprehensive loss attributable to:	以下人士應佔全面虧損總額:			
Owners of the Company	本公司擁有人		(4,521)	(3,422)
Non-controlling interests	非控股權益		(142)	(19)
			(4,663)	(3,441)
Loss per share Basic and diluted	每股虧損 基本及攤薄	6	RMB 人民幣 (0.40) cents分	RMB 人民幣 (0.53) cents分



Combined Statement of Changes in Equity 合併權益變動表

Attributable to owners of the Company
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Statutory reserve	Statutory surplus reserve	Properties revaluation reserve	Foreign currency translation reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interest	Total equity
		股本	股份溢價	合併儲備	法定儲備	法定盈餘儲備	物業重估儲備	外幣匯兌儲備	為基礎之薪酬儲備	累計虧損	總額	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2012 (audited)	於二零一二年一月一日 (經審核)	69,218	220,633	(16,261)	225	1,550	487	(11,775)	6,339	(36,577)	233,839	3,053	236,892
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(3,925)	(3,925)	34	(3,891)
Deficit on revaluation of land and buildings held for own use	持作自用土地及樓宇之重估虧損	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of non-PRC operations	換算非中國業務之財務報表時之匯兌差額	-	-	-	-	-	-	503	-	-	503	(53)	450
Other comprehensive income(loss)	其他全面收入/(虧損)	-	-	-	-	-	-	503	-	-	503	(53)	450
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	503	-	(3,925)	(3,422)	(19)	(3,441)
Equity-settled share-based transactions	以權益結算之股份為基礎之交易	-	-	-	-	-	-	-	460	-	460	-	460
Non-controlling interests arising on the injection of capital to a subsidiary	就向一間附屬公司注資而產生之非控股權益	-	-	-	-	-	-	-	-	-	-	1,262	1,262
Decrease in non-controlling interests arising on disposal of non-wholly owned subsidiaries	就出售非全資附屬公司而產生之非控股權益減少	-	-	-	-	-	-	-	-	-	-	(9)	(9)
At 31 March 2012 (unaudited)	於二零一二年三月三十一日 (未經審核)	69,218	220,633	(16,261)	225	1,550	487	(11,272)	6,799	(40,502)	230,877	4,287	235,164
At 1 January 2013 (audited)	於二零一三年一月一日 (經審核)	69,218	220,633	(16,261)	225	1,550	1,067	(12,038)	7,720	(65,979)	206,135	4,159	210,294
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(2,984)	(2,984)	(135)	(3,119)
Deficit on revaluation of land and buildings held for own use	持作自用土地及樓宇之重估虧損	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of financial statements of non-PRC operations	換算非中國業務之財務報表時之匯兌差額	-	-	-	-	-	-	(1,537)	-	-	(1,537)	(7)	(1,544)
Other comprehensive loss	其他全面虧損	-	-	-	-	-	-	(1,537)	-	-	(1,537)	(7)	(1,544)
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	-	(1,537)	-	(2,984)	(4,521)	(142)	(4,663)
Equity-settled share-based transactions	以權益結算之股份為基礎之交易	-	-	-	-	-	-	-	118	-	118	-	118
At 31 March 2013 (unaudited)	於二零一三年三月三十一日 (未經審核)	69,218	220,633	(16,261)	225	1,550	1,067	(13,575)	7,838	(68,963)	201,732	4,017	205,749



Notes to the Condensed Consolidated Financial Statements

For the three months ended 31 March 2013

1. GENERAL

The Company was incorporated and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands and acts as an investment holding company. Its shares are listed on GEM of the Stock Exchange on 9 September 2009.

2. BASIS OF PREPARATION

The Group's unaudited condensed consolidated first quarterly financial statements have been prepared in accordance with the applicable disclosure requirements set out in Chapter 18 of the GEM Listing Rules and Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The HKICPA has issued a number of new and revised HKFRSs and interpretations that are first effective or available for early adoption for the current accounting period of the company. There have been no significant changes to the accounting policies applied in these financial statements for the years presented as a result of these developments.

The unaudited condensed consolidated first quarterly financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets and financial liabilities at fair value through profit or loss.

The preparation of financial statements in conformity with the HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise their judgements in the process of applying the Group's accounting policies.

The accounting policies adopted in preparing the unaudited condensed consolidated first quarterly financial statements were consistent with those applied for the financial statements of the Group for the year ended 31 December 2012.

These unaudited condensed consolidated first quarterly financial statements are presented in Renminbi and all values are rounded to the nearest thousand (RMB'000), unless otherwise stated.

The condensed consolidated accounts have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

簡明綜合財務報表附註

截至二零一三年三月三十一日止三個月

1. 一般資料

本公司根據開曼群島公司法註冊成立及登記為獲豁免有限公司，並作為一間投資控股公司，其股份於二零零九年九月九日在聯交所創業板上市。

2. 編製基準

本集團之未經審核簡明綜合第一季度財務報表乃按照創業板上市規則第18章所載適用披露規定及香港會計師公會（「香港會計師公會」）所頒佈香港財務報告準則（「香港財務報告準則」）編製。

香港會計師公會已頒佈多項於本公司之本會計期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則及詮釋。就該等年度所提呈之財務報表所採納會計政策並無因該等發展而產生重大變動。

未經審核簡明綜合第一季度財務報表已按照歷史成本慣例編製，就重估可供銷售財務資產以及按公平值計入損益之財務資產及財務負債作出修訂。

為符合香港財務報告準則，編製財務報表須使用若干重要會計估計，管理層於應用本集團會計政策時亦須作出判斷。

編製未經審核簡明綜合第一季度財務報表所採納會計政策與本集團截至二零一二年十二月三十一日止年度之財務報表所應用者相符。

該等未經審核簡明綜合第一季度財務報表以人民幣呈列，除另有指明外，所有價值均四捨五入至最接近千位（人民幣千元）。

簡明綜合賬目未經本公司核數師審核，惟已經本公司審核委員會審閱。



3. TURNOVER

The amount of each significant category of revenue recognised in turnover for each of the three months ended 31 March 2012 and 2013 ("the Periods") is as follows:

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Funeral services provided in funeral parlours and funeral services centres under the Group's management	本集團管理之殯儀館及殯儀服務中心提供之殯儀服務	10,692	12,485
Cremation services	火化服務	3,182	2,932
Funeral arrangement services	殯儀安排服務	1,303	1,139
Cemetery services	墓園服務	938	553
Trading of raw marble	買賣大理石原料	-	11
		16,115	17,120

The following table sets out information about the geographical location of the Group's revenue from external customers.

		Revenues from external customers	
		Three months ended 31 March	
		來自外界客戶之收益	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Taiwan	台灣	868	846
The PRC	中國	14,812	15,981
Hong Kong	香港	435	293
		16,115	17,120

3. 營業額

於截至二零一二年及二零一三年三月三十一日止三個月(「該等期間」)各自之營業額中確認之各主要收益類別金額如下:

下表載列有關本集團來自外界客戶收益所在地區之資料。



4. INCOME TAX

- (a) No provision for Hong Kong profits tax has been made as the Group has no assessable profits in Hong Kong for the Periods.
- (b) The Group is not subject to any taxation under the jurisdiction of the Cayman Islands and the British Virgin Islands ("BVI") for the Periods.
- (c) The subsidiaries operating in the PRC are subject to enterprise income tax rate at 25% for the Periods in accordance with the Law of the People's Republic of China on Enterprises Income Tax (中華人民共和國企業所得稅法) except that Chongqing Xizhou Funeral Service Company Limited ("Xizhou"), an indirect wholly-owned subsidiary of the Company, is entitled to a preferential tax rate of 15% for the enterprise income tax in accordance with 西部大開發企業所得稅優惠, which is retrospectively applied to Xizhou from January 2011 and, provided that the conditions precedent to entitlement of preferential tax rate are fulfilled by Xizhou in each of subsequent years, the preferential tax rate can be applied to Xizhou up to December 2020.
- (d) No provision for enterprise income tax has been made for Bau Shan Life Science Technology Co., Ltd., a direct subsidiary of the Company and Bau De Funeral Services Holdings Co., Ltd., an indirect subsidiary of the Company, as the subsidiaries sustained losses for the Periods.
- (e) Bao Son Life Company Limited ("Bao Son Life") and Hoan Loc Viet Duc Hoa Corporation ("HLV Duc Hoa"), the indirect non-wholly-owned subsidiaries of the Company, are subject to Vietnam Corporate Income Tax at 25% on taxable profits determined in accordance with the relevant laws and regulations in Vietnam. No provision for Vietnam Corporate Income Tax has been made as Bao Son Life and HLV Duc Hoa have no assessable profits for the Periods.

5. DIVIDENDS

The Directors do not recommend payment of any dividend for the three months ended 31 March 2013 (2012: HK\$Nil).

6. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company of approximately RMB2,984,000 (2012: RMB3,925,000) and the weighted average of 742,500,000 shares (2012: 742,500,000 shares) in issue during the Period.

Diluted loss per share is equal to basic loss per share as there were no dilutive potential ordinary shares outstanding for the Periods.

4. 所得稅

- (a) 由於本集團於該等期間並無在香港產生任何應課稅溢利，故概無作出香港利得稅撥備。
- (b) 本集團於該等期間毋須繳納開曼群島及英屬處女群島（「英屬處女群島」）司法權區之任何稅項。
- (c) 於該等期間於中國經營之附屬公司須根據中華人民共和國企業所得稅法按企業所得稅率25%納稅，惟本公司之間接全資附屬公司重慶錫周殯葬服務有限公司（「錫周」）可根據西部大開發企業所得稅優惠按企業所得稅優惠稅率15%納稅，而有關優惠稅率自二零一一年一月起對錫周追溯適用，倘錫周於其後各年度符合享有優惠稅率之先決條件，則優惠稅率可於截至二零二零年十二月仍適用於錫周。
- (d) 由於本公司直接附屬公司寶山生命科技股份有限公司及本公司間接附屬公司寶德生命事業股份有限公司於該等期間持續錄得虧損，故概無就該等附屬公司作出任何企業所得稅撥備。
- (e) 本公司之間接非全資附屬公司寶山生命責任有限公司（「寶山生命」）及 Hoan Loc Viet Duc Hoa Corporation（「HLV Duc Hoa」）須就根據越南相關法律及法規釐定之應課稅溢利按25%稅率繳納越南企業所得稅。由於寶山生命及 HLV Duc Hoa 於該等期間並無應課稅溢利，故概無作出任何越南企業所得稅撥備。

5. 股息

董事不建議就截至二零一三年三月三十一日止三個月派付任何股息（二零一二年：零港元）。

6. 每股虧損

每股基本虧損乃根據期內本公司擁有人應佔虧損約人民幣2,984,000元（二零一二年：人民幣3,925,000元）及該期間已發行股份加權平均數742,500,000股（二零一二年：742,500,000股）計算。

於該等期間，由於發行在外普通股並無潛在攤薄影響，故每股攤薄虧損相等於每股基本虧損。



Management Discussion and Analysis

Business Review

The PRC

The Group's turnover derived from the PRC market was RMB14.8 million for the three months ended 31 March 2013, representing a decrease of 7.3% from the corresponding period last year, and accounted for 91.9% of the Group's turnover. Gross profit of the Group's core funeral services business in the PRC remained at a high level at approximately 78.7%.

Taiwan

Turnover derived from the Taiwan market was RMB0.9 million for the three months ended 31 March 2013, representing an increase of 2.6% from the corresponding period last year, and accounted for 5.4% of the Group's turnover.

Hong Kong

Turnover derived from the Hong Kong market was RMB0.4 million for the three months ended 31 March 2013, representing an increase of 48.5% from the corresponding period last year, and accounted for 2.7% of the Group's turnover.

In Taiwan and Hong Kong, the Group is principally engaged in the sales of funeral services deeds, which was accounted for by the Group as receipt in advance, and provides funeral arrangement services to funeral services Deed Holders and non-funeral services Deed Holders, which are accounted for by the Group as revenue.

Prospects

The Group entered into a management and construction technical support contract (the "Support Contract") on 4 January 2013, and the Group will be mainly responsible for supporting the overall planning and design of a cemetery park located in Beijing as well as the technical and financial support for the construction of cemetery and tombstone under the Support Contract. The Group will entitle to share 63% of the profit therein. In order to implement the Support Contract, Beijing Xizhou Hangyu Property Management Company Limited ("Xizhou Hangyu") (北京錫周航宇物業管理有限公司) was established on 2 April 2013, in which the Group held 70% of the equity interest. Xizhou Hangyu will take up the operation and management of above-mentioned cemetery park for the period from 15 April 2013 to 31 December 2052.

管理層討論及分析

業務回顧

中國

於截至二零一三年三月三十一日止三個月，本集團來自中國市場之營業額為人民幣14,800,000元，較去年同期下降7.3%，佔本集團營業額之91.9%。本集團於中國之核心殯儀服務業務之毛利維持於約78.7%之高水平。

台灣

於截至二零一三年三月三十一日止三個月，來自台灣市場之營業額為人民幣900,000元，較去年同期上升2.6%，佔本集團營業額之5.4%。

香港

於截至二零一三年三月三十一日止三個月，來自香港市場之營業額為人民幣400,000元，較去年同期上升48.5%，佔本集團營業額之2.7%。

本集團在台灣及香港主要從事銷售殯儀服務契約（本集團將其列賬為預收款項）及向殯儀服務契約持有人及非殯儀服務契約持有人提供殯儀安排服務（本集團將其列賬為收益）。

展望

本集團已於二零一三年一月四日訂立管理及建設技術支援合同（「支援合同」），本集團將主要負責支援合同內位於北京市一座陵園的整體規劃設計、墓園及墓碑建設的技術及財務支持。本集團將有權分佔其63%的利潤。為履行支援合同，北京錫周航宇物業管理有限公司（「錫周航宇」）已於二零一三年四月二日成立，其中本集團持有70%之股本權益。錫周航宇將於二零一三年四月十五日至二零五二年十二月三十一日期間從事對上述陵園之經營及管理。



On 27 February 2013, the Group held a groundbreaking ceremony for the cemetery development project in Vietnam. The Group acquired the land use right of the land in Vietnam through entering into a share transfer contract on 6 December 2012 to prepare for the acquisition of the 80% equity interest of a Vietnamese company, and the expected total investment amounted to VND40,000,000,000 (equivalent to approximately RMB12,000,000).

Financial Review

For the three months ended 31 March 2013, the Group's turnover was approximately RMB16.1 million, representing a decrease of 5.8% from approximately RMB17.1 million for the corresponding period of last year. The drop was mainly due to cessation of the management of the operation of An Fu Tang Funeral Service Centre ("An Fu Tang") (安福堂治喪中心) with effect from 31 May 2012.

Cost of sales for the three months ended 31 March 2013 was approximately RMB4.3 million, rising by approximately 0.6% compared with the corresponding period in 2012. The increase in cost of sales was mainly attributable to the increase in the cost of sales in Hong Kong subsidiaries as part of the expansion of operations in Hong Kong.

The other revenue and other net gain for the three months ended 31 March 2013 was approximately RMB1.0 million compared with RMB1.6 million for the corresponding period in 2012. The decrease was mainly due to the gain generated from the sales of the indirectly owned subsidiaries during the corresponding period in 2012.

Selling expenses for the three months ended 31 March 2013 dropped by approximately 18.6% to approximately RMB6.0 million as compared with the corresponding period in 2012. The decrease in the amount of selling expenses was mainly attributable to decreased rental and management costs due to the cessation of the management of the operation of An Fu Tang.

Administrative expenses decreased by approximately 9.9% to approximately RMB9.3 million for the three months ended 31 March 2013 as a result of the net effect of increase in the Group's staff costs due to increase in salary of staff and decrease in share-based payment expenses.

於二零一三年二月二十七日，本集團舉行於越南之陵園開發項目之奠基儀式。本集團透過於二零一二年十二月六日訂立之股份轉讓合同，收購於越南之土地之土地使用權，以籌備收購一間越南公司之80%股權，預期總投資金額為40,000,000,000越南盾（相當於約人民幣12,000,000元）。

財務回顧

截至二零一三年三月三十一日止三個月，本集團之營業額約為人民幣16,100,000元，較去年同期約人民幣17,100,000元下降5.8%。有關下降乃主要由於本集團自二零一二年五月三十一日起，停止管理運作安福堂治喪中心（「安福堂」）所致。

截至二零一三年三月三十一日止三個月之銷售成本約為人民幣4,300,000元，較二零一二年同期上升約0.6%。銷售成本上升乃主要由於作為香港業務擴展一部份之香港附屬公司之銷售成本增加所致。

截至二零一三年三月三十一日止三個月之其他收益及其他淨收益約為人民幣1,000,000元，而二零一二年同期則錄得人民幣1,600,000元。有關減少乃主要由於於二零一二年同期出售間接擁有附屬公司產生之收益所致。

截至二零一三年三月三十一日止三個月之銷售開支與二零一二年同期相比下降約18.6%至約人民幣6,000,000元。銷售開支金額之減少主要由於因停止管理運作安福堂而致使租金及管理成本減少所致。

截至二零一三年三月三十一日止三個月之行政開支減少約9.9%至約人民幣9,300,000元，乃因員工薪金增加及以股份為基礎之付款開支減少而令本集團之員工成本上升之淨影響所致。



The loss attributable to the owners of the Company for the three months ended 31 March 2013 decreased to approximately RMB3.0 million (2012: approximately RMB3.9 million) as a result of the cumulative effect from the above-mentioned factors.

The Group remained in a healthy and sound liquidity position as at 31 March 2013. As at 31 March 2013, the Group had no other material capital commitments, material contracts or significant investment plans, except those disclosed in the listing document and above. It is the Group's policy to adopt a prudent financial management strategy and maintain a suitable level of liquidity facilities to meet operation requirements and acquisition opportunities. The Group's debt to equity ratio, defined as the Group's net debt divided by shareholders' fund, was nil.

Contingent Liabilities

As at 31 March 2013, the Group did not have any significant contingent liabilities.

Corporate Governance and Other Information

Directors' interests and short positions in shares, underlying shares and debentures of the company or any associated corporation

As at 31 March 2013, the relevant interests and short positions of the Directors or chief executive in the shares (the "Shares"), underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO")), which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of SFO) or required pursuant to section 352 of SFO, to be entered in the register referred to therein or required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

由於上述因素之累計影響，截至二零一三年三月三十一日止三個月之本公司擁有人應佔虧損下降至約人民幣3,000,000元（二零一二年：約人民幣3,900,000元）。

本集團於二零一三年三月三十一日之流動資金狀況維持穩健。於二零一三年三月三十一日，除上市文件及上述所披露者外，本集團並無其他重大資本承擔、重大合約或重大投資計劃。本集團之政策為採納審慎財務管理策略，並維持流動資金於合適水平，以應付營運所需及把握收購機會。本集團之負債與權益比率（即本集團負債淨額除以股東資金）為零。

或然負債

於二零一三年三月三十一日，本集團並無任何重大或然負債。

企業管治及其他資料

董事於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一三年三月三十一日，董事或最高行政人員於本公司或其相聯法團（根據證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部所界定）之股份（「股份」）、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之相關權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有之權益或淡倉）、或須根據證券及期貨條例第352條列入該條例所指之登記冊之相關權益及淡倉；或須根據創業板上市規則第5.46條至5.67條有關董事進行證券交易之規定知會本公司及聯交所之權益及淡倉如下：



Aggregate long positions in the Shares

於股份之好倉總額

Name of Director	Nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company 本公司已發行股本概約百分比
董事姓名	權益性質	所持股份數目	
Liu Tien-Tsai 劉添財	Personal 個人	308,184,000	41.51%

Substantial shareholders' interests and short positions in the shares and underlying shares

主要股東於股份及相關股份之權益及淡倉

The register of substantial shareholders required to be kept under section 336 of Part XV of SFO showed that as at 31 March 2013, the Company was notified of the following substantial shareholders' interests, being 5% or more of the issued share capital of the Company. These interests were in addition to those disclosed above in respect of the Directors and chief executive:

根據證券及期貨條例第XV部第336條存置之主要股東登記冊顯示，於二零一三年三月三十一日，本公司獲知會下列擁有本公司已發行股本5%或以上權益之主要股東。該等權益乃上文所披露有關董事及最高行政人員之權益以外之權益：

Aggregate long positions in the Shares

於股份之好倉總額

Name of shareholders	Nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company 本公司已發行股本概約百分比
股東姓名	權益性質	所持股份數目	
Yang YongSheng (note 1)	Personal	36,632,000	4.93%
楊永生(附註1)	Family interest 個人 家族權益	5,152,000	0.69%
Yu WenPing (note 1)	Personal	5,152,000	0.69%
于文萍(附註1)	Family interest 個人 家族權益	36,632,000	4.93%

Note:

附註：

1. Yu WenPing, the spouse of Yang YongSheng, was deemed to be interested in all the interest of Yang YongSheng and vice versa.

1. 于文萍為楊永生之配偶，故被視為擁有楊永生全部權益，反之亦然。



Competing Business

As at 31 March 2013, none of the Directors, or any person who was (or group of persons who together were) entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and which was (or were) able, as a practical matter, to direct or influence the management of the Company or any of their respective associates (as defined under the GEM Listing Rules) had any interest in a business, which competed or might compete with the business of the Group.

競爭業務

於二零一三年三月三十一日，概無董事或任何有權行使或控制行使本公司股東大會之5%或以上表決權，及實質上可指引或影響本公司管理層之人士（或由多名人士共同），或彼等各自之任何聯繫人士（定義見創業板上市規則）於足以或可能對本集團業務構成競爭之業務中擁有任何權益。

Share Option Scheme

Pursuant to the written resolutions of the shareholders of the Company dated 24 August 2009, a share option scheme ("Share Option Scheme") was approved and adopted. Details of the share options granted and remaining outstanding as at 31 March 2013 are as follows:

購股權計劃

根據本公司日期為二零零九年八月二十四日的股東書面決議案，已批准及採納購股權計劃（「購股權計劃」）。於二零一三年三月三十一日已授出但尚未行使之購股權詳情如下：

Name/category of participants	Date of grant	Exercise price per share	Exercise period	Number of share options
				購股權數目
				At 1 January 2013 and 31 March 2013
				於二零一三年一月一日及二零一三年三月三十一日
參與者姓名／類別	授出日期	每股行使價	行使期間	
Directors of the Company				
本公司董事				
Mr. Kim Eun Back	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	2,000,000
金彥博先生	二零一二年一月十六日	0.60港元	二零一三年一月十六日至二零一七年一月十五日	2,000,000
Directors of subsidiaries				
附屬公司董事				
Ms. Pan Hsiu-Ying	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	1,000,000
潘秀盈女士	二零一二年一月十六日	0.60港元	二零一三年一月十六日至二零一七年一月十五日	1,000,000
Mr. Wang Shun Lang	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	1,000,000
王順郎先生	二零一二年一月十六日	0.60港元	二零一三年一月十六日至二零一七年一月十五日	1,000,000



Name/category of participants	Date of grant	Exercise price per share	Exercise period	Number of share options
				購股權數目
				At 1 January 2013 and 31 March 2013
				於二零一三年 一月一日及 二零一三年 三月三十一日
參與者姓名／類別	授出日期	每股行使價	行使期間	
Directors of subsidiaries (Continued)				
附屬公司董事 (續)				
Mr. Chung Yuan-Yuan	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	1,000,000
鍾源淵先生	二零一二年 一月十六日	0.60港元	二零一三年一月十六日至 二零一七年一月十五日	1,000,000
Ms. Chang Hui-Lan	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	1,000,000
張慧蘭女士	二零一二年 一月十六日	0.60港元	二零一三年一月十六日至 二零一七年一月十五日	1,000,000
Continuous contract employees	11 February 2010	HK\$1.18	11 August 2010 to 11 February 2020	10,172,000
連續合約僱員	二零一零年 二月十一日	1.18港元	二零一零年八月十一日至 二零二零年二月十一日	10,172,000
	16 January 2012	HK\$0.60	16 January 2013 to 15 January 2017	7,960,000
	二零一二年 一月十六日	0.60港元	二零一三年一月十六日至 二零一七年一月十五日	7,960,000
Consultants	11 February 2010	HK\$1.18	11 August 2010 to 11 February 2020	41,900,000
顧問	二零一零年 二月十一日	1.18港元	二零一零年八月十一日至 二零二零年二月十一日	41,900,000
				66,032,000



The options granted on 11 February 2010 expire ten years from the date of grant. As at 31 March 2013, 2,572,000 of 52,072,000 options were exercisable in the same year of the date of grant with 50% each of the options granted exercisable at six months and at the end of the year from the date of grant and 49,500,000 of 52,072,000 options are exercisable over five years from the date of grant, with 20% each of the options granted exercisable at six months and first calendar date following four years from the date of grant.

The options granted on 16 January 2012 expire five years from the date of grant and will be exercisable after one year from the date of grant.

Save as disclosed above, as at 31 March 2013, none of the Directors, chief executives or substantial shareholders of the Company or their respective associates have been granted share options under the Share Option Scheme.

Purchase, Sale or Redemption of Securities

During the three months ended 31 March 2013, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the listed securities of the Company.

Corporate Governance

For three months ended 31 March 2013 up to the date hereof, the Company had complied with the code provisions ("Code Provisions") set out in the Corporate Governance Code as contained in Appendix 15 to the GEM Listing Rules, except for Code Provision A.2.1.

於二零一零年二月十一日授出之購股權自授出日期起十年後屆滿。於二零一三年三月三十一日，52,072,000份購股權中之2,572,000份可於授出日期之同年行使，自授出日期起計六個月及於年底可各行使50%之已授出購股權，而52,072,000份購股權中之49,500,000份可於授出日期起計五年間行使，自授出日期起計六個月及於隨後四年首個曆日可各自行使20%之已授出購股權。

於二零一二年一月十六日授出之購股權自授出日期起五年後屆滿，且將可於自授出日期起一年後行使。

除以上所披露者外，於二零一三年三月三十一日，概無本公司董事、最高行政人員或主要股東或其各自的聯繫人士根據購股權計劃獲授購股權。

買賣或贖回證券

截至二零一三年三月三十一日止三個月，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

企業管治

截至二零一三年三月三十一日止三個月直至本報告日期，本公司一直遵守創業板上市規則附錄15所載企業管治守則所載之守則條文（「守則條文」），惟守則條文第A.2.1條除外。



Code Provision A.2.1 provides that the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. The positions of Chairman of the Board and Chief Executive Officer (“CEO”) of the Company are both currently carried on by Mr. Liu Tien-Tsai. The Board considers that the Group’s size is still relatively small and thus not justified in separating the role of Chairman and CEO. The Group has in place internal control system to perform the check and balance function. The Board believes that having the same person performing the roles of both Chairman and CEO does provide the Group with strong and consistent leadership and that, operating in this manner allows for more effective and efficient overall strategic planning of the Group.

Securities Transactions by Directors

During the period under review, the Company has adopted the standards set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the Directors’ securities transactions in the securities of the Company. Having made specific enquiry with all the Directors, the Company was not aware of any non-compliance with the required standards of dealings as set out in its code of conduct regarding securities transactions by Directors.

Audit Committee

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. The audit committee comprises three independent non-executive Directors, namely Mr. Ching Clement Yat-biu (chairman of the audit committee), Mr. Chai Chung Wai and Mr. Lee Koon Hung.

守則條文第A.2.1條規定，主席及行政總裁之角色須分開，且不得由同一人兼任。劉添財先生現時身兼董事會主席及本公司行政總裁（「行政總裁」）兩職。董事會認為，本集團之規模仍然較小，故分開主席及行政總裁之角色並不合理。本集團現行內部監控制度可發揮制衡作用。董事會相信，由同一人兼任主席及行政總裁兩職可為本集團提供強勢一致之領導，而以此方式運作亦可令本集團整體策略規劃更具效益及效率。

董事進行證券交易

於回顧期間內，本公司已採納創業板上市規則第5.48至5.67條所載標準，作為就本公司證券而言董事進行證券交易之操守準則。經向全體董事作出特定查詢後，本公司並不知悉任何不遵守有關董事進行證券交易之操守準則載列之規定買賣標準之情況。

審核委員會

本公司已遵守創業板上市規則成立審核委員會，並訂明其書面職權範圍。審核委員會之主要職責為審閱及監察本集團財務申報程序及內部監控制度。審核委員會成員包括三名獨立非執行董事，即程一彪先生（審核委員會主席）、齊忠偉先生及李冠洪先生。



The audit committee had reviewed the financial statements of the Group for the three-month period ended 31 March 2013 pursuant to the relevant provisions contained in the Code Provisions and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure had been made in respect thereof.

By order of the Board
Sino-Life Group Limited
Liu Tien-Tsai
Chairman and Executive Director

Hong Kong, 10 May 2013

As at the date of this report, the Board comprises Mr. Liu Tien-Tsai, Mr. Ting Yung-chieh and Mr. Kim Eun Back being executive Directors of the Company; and Mr. Chai Chung Wai, Mr. Ching Clement Yat-biu, and Mr. Lee Koon Hung being independent non-executive Directors of the Company.

審核委員會已根據守則條文所載之有關條文審閱本集團截至二零一三年三月三十一日止三個月期間之財務報表，並認為該等報表之編製已遵守適用會計準則，並就當中所載資料作出充份披露。

承董事會命
中國生命集團有限公司
主席兼執行董事
劉添財

香港，二零一三年五月十日

於本報告日期，董事會由本公司執行董事劉添財先生、丁用節先生及金彥博先生；以及本公司獨立非執行董事齊忠偉先生、程一彪先生及李冠洪先生組成。



SINO LIFE
