



**Venturepharm Laboratories Limited**  
**萬全科技藥業有限公司**

(Incorporated in the Cayman Islands with Limited Liability)  
(於開曼群島註冊成立之有限公司)

(Stock code: 8225) (股份代號: 8225)

Annual Report 2011 年報



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

Venturepharm Laboratories Limited 萬全科技藥業有限公司

Annual Report 2011 二零一一年年報



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由於創業板上市公司之新興性質所然，在創業板買賣之證券可能會較於聯交所主機板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定而提供有關萬全科技藥業有限公司（「本公司」）之資料。萬全科技藥業有限公司各董事（「董事」）對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及深信：(1) 本報告所載資料在各重大方面均為準確及完整，且並無誤導成份；(2) 本報告並無遺漏其他事項致使本報告所載任何內容有所誤導；及(3) 所有在本報告內表達之意見乃經過審慎周詳考慮後始行作出，並以公平合理之基準及假設為依據。

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**BOARD OF DIRECTORS**

**董事會**

**EXECUTIVE DIRECTORS:**

Mr. William Xia GUO  
Dr. Maria Xue Mei SONG

**執行董事:**

郭夏先生  
宋雪梅博士

**NON-EXECUTIVE DIRECTORS:**

Dr. FENG Tao  
Mr. Wu Xin  
Dr. Nathan Xin ZHANG

**非執行董事:**

馮濤博士  
吳欣先生  
張欣博士

**INDEPENDENT NON-EXECUTIVE DIRECTORS:**

Dr. WU Shou Yuan  
Mr. Paul CONTOMICHALOS  
Dr. ZHANG Jing An

**獨立非執行董事:**

吳壽元博士  
Paul CONTOMICHALOS 先生  
章靜安博士

**REGISTERED OFFICE**

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George Town, Grand Cayman  
Cayman Islands

**註冊辦事處**

Scotia Centre  
4<sup>th</sup> Floor, P.O. Box 2804  
George Town, Grand Cayman  
Cayman Islands

**HEAD OFFICE**

Haitong Commercial Center  
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Haidian District, Beijing, China, 100089

**總辦事處**

北京  
海澱區西三環北路11號  
海通商務中心  
郵編: 100089

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

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133 Wanchai Road, Wanchai,  
Hong Kong

**香港主要營業地點**

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灣仔灣仔道133號  
星航資訊中心  
19樓B室

**COMPANY WEBSITE**

<http://www.venturepharm.com>

**公司網址**

<http://www.venturepharm.com>

**COMPANY SECRETARY**

Mr. Leung Kwok Fai Ben Rich

**公司秘書**

梁國輝先生

**AUTHORISED REPRESENTATIVES**

Mr. William Xia GUO  
Mr. Leung Kwok Fai Ben Rich

**授權代表**

郭夏先生  
梁國輝先生

**COMPLIANCE OFFICER**

Mr. William Xia GUO

**監察主任**

郭夏先生

**AUDIT COMMITTEE MEMBERS**

Dr. WU Shou Yuan  
Mr. Paul CONTOMICHALOS  
Dr. ZHANG Jing An

**審核委員會成員**

吳壽元先生  
Paul CONTOMICHALOS 先生  
章靜安博士

**PRINCIPAL BANKERS**

Credit Suisse  
Agricultural Bank of China, Beijing Branch

**主要往來銀行**

Credit Suisse  
中國農業銀行，北京分行

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Bank of Butterfield International (Cayman) Ltd.  
Butterfield House, Fort Street  
P.O. Box 705  
George Town, Grand Cayman  
Cayman Islands

**股份過戶登記總處**

Bank of Butterfield International (Cayman) Ltd.  
Butterfield House, Fort Street  
P.O. Box 705  
George Town, Grand Cayman  
Cayman Islands

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Standard Limited  
Level 28  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

**香港股份過戶登記分處**

卓佳標準有限公司  
香港  
皇后大道東 1 號  
太古廣場 3 座  
28 樓

**AUDITORS**

UHY VOCATION HK CPA LIMITED  
Certified Public Accountants

**核數師**

天道香港會計師事務所有限公司  
執業會計師

**GEM STOCK CODE**

8225

**創業板股份代號**

8225

**Dear Shareholders,**

Venturepharm Laboratories Limited (the group) faced the most difficult and challenging year in history in 2011. Because the market change had significantly impacted our business development, turnover of the group dropped and the group recorded a loss in 2011. There were the following factors contributed to the result:

1) Loss on disposal of financial assets because of the financial crisis

2) As there was a significant change in the Chinese Government's policies and regulations in new drug approval, especially the newly released GMP regulation which led to the increase in rigidity and cautiously in government approval and increased the timing and risk in new drug development, the total revenue dropped significantly in 2011 with rising cost.

Because Pharmaceutical development service (PDS), the former major business of the group was heavily hurt in 2011, the group had to start a business reconstruction in 2011. The Group abandoned PDS business and focused on clinical services and post-marketing clinical services. The group had made some achievements under this business strategy in 2012. In 2012, turnover of the group increased rapidly and recorded a profit compared with loss in 2011.

**Strategic and Operational Highlights**

The contracted pharmaceutical research(CRO) market had sharply extended from discovery to clinical services and post-marketing clinical services. The main market of CRO industry will be clinical services and post-marketing clinical services. The group had adjusted the strategy position to meet the market change. Our strategy will changed from integrated services to focusing on clinical services and post-marketing clinical services.

The group is a major clinical services organization in China that provides global clinical, preclinical and regulatory affair services. It is a leader in oncology, hepatitis, vaccine, CNS, cardiovascular, hematology, diabetes, allergy and immunology. The Company heavily invests in establishing clinical research operation units to drive the future growth of the Company:

- VPS Clinical is international listed company that take a leading position in clinical trial base in China. VPS Clinical focuses on innovation drug and MCT(Multiple Center Clinical Trial), it is a clinical trial research organization famous in greater, faster, better and more economic.
- VPRA-Porsche Center, Safe arrival at full speed ahead, First and Best in Class for ten years.

**尊敬的各位股東：**

2011年是萬全科技歷史上最艱難的的一年，也是最具挑戰的一年。由於市場環境的急劇變化對公司業務發展造成了重大不利影響，本年度集團營業收入出現大幅下降，經營業績出現了巨額虧損，造成這一狀況主要是以下方面的原因：

1) 由於金融危機的市場變化造成本公司金融投資虧損嚴重

2) 由於新法規的實施等因素，政府在新藥審批上採取了更加嚴格的標準，新藥審批的時間大幅拉長，需要的投入也大幅增加，這很大程度上造成公司收入的減少和成本的增加。

本集團過去的主營業務之一的臨床前藥品研發在2011年遭受重創，因而本集團不得不進行業務結構調整，放棄了虧損嚴重的臨床前藥品研發業務，而專注於臨床研究和上市後臨床研究服務。該項業務調整計畫在2012年已取得初步成功，2012年度本集團收入增長迅速，並實現了扭虧為盈。

**戰略和運營**

中國醫藥研發服務市場已經從藥物的篩選迅速延伸到臨床和上市後臨床的研究，未來藥物研發外包的主要市場將會是臨床研究業務和上市後臨床的研究。本集團根據市場的這一重大變化，適時地重新定位了自己的戰略，將完整一站式的多元化戰略，重新聚焦專注在臨床研究和上市後臨床方面。

本集團是中國主要的臨床研究組織之一，提供全球臨床和註冊服務，在腫瘤、肝病、疫苗、精神神經、心腦血管、血液、糖尿病、過敏和免疫學等領域都處於領先地位。本集團重點投資建立多種臨床研究運營機構以促進未來業務的發展：

- 陽光萬全（VPS Clinical）是在中國的臨床服務領域具有領先地位。VPS Clinical專注于創新藥和國際多中心臨床研究，是一家以多，快，好，省著稱的中國臨床研究公司。
- 保時萬全（VPRA-Porsche）藥政事務公司“全速領先安全到達”10年蟬聯申報冠軍。

- VPS-mart Postmarketing, clinical research institute of drug postmarketing, the leader for clinical research and medical services in Asia.
- CNS-VPS Institute, Clinical Research Institute of Neuropsychiatry, pain treatment center.
- Vacc-VPS institute, Vaccine clinical research base in China.
- Onc-VPS, Cancer and AIDS clinical research centre.
- Diab-VPS, clinical research Centre of Endocrinology and Diabetes.
- CV-VP Cardiovascular Pacific-Asia clinical research center.
- SAS-Venturepharm data management and medical statistics center.
- 萬全瑪特 (VPS-mart Postmarketing) 上市後產品臨床研究院, 亞洲上市後藥品臨床研究及醫學服務的領先者。
- 喜恩萬全 (CNS-VPS Institute) 亞太精神神經臨床研究及疼痛治療中心。
- 萬全中國疫苗臨床研究基地 (Vacc-VPS)。
- 安克萬全癌症及愛滋病研究中心 (Onc-VPS)。
- 唐喜萬全內分泌及糖尿病研究院 (Diab-VPS)。
- 卡地萬全心血管亞太臨床研究院。
- SAS萬全臨床統計資料中心。

#### Exciting Future

Looking ahead, we remain confident that we will be at the forefront in capitalizing upon the global outsourcing opportunity as it unfolds. The Chinese pharmaceutical industry is experiencing consolidation amongst key players, a trend which is expected to gain momentum in the future. While striving unceasingly to exercise strong leadership in the industry in China, we remain firmly committed to unlocking shareholder value through the delivery of high quality service solutions.

In closing, I would like to thank the management and all of our employees for their dedication and commitment. On behalf of everyone at Venturepharm, we extend our sincerest appreciation to our shareholders for their continuing repose of confidence in the Company. We will deliver improved value in 2012 and the years to come. We look forward to your ongoing support and to sharing this dynamic growth phase of our journey with you.

By order of the Board  
William Xia Guo  
Chairman

21 March 2013

#### 令人激動的未來

展望未來, 我們堅信我們將抓住全球外包服務業展現出的巨大機會, 整合資源, 走在最前列。中國製藥行業正在經歷新一輪的重新整合, 這將是未來的發展勢頭。我們會不斷努力, 佔據中國醫藥行業的領軍地位, 我們將通過提供高品質的服務, 為股東貢獻價值。

最後, 我感謝所有辛勤工作、忠誠、奉獻的員工。我們真誠的感謝每一位股東對萬全的信任與支持。我們將繼續萬全科技在中國醫藥行業的輝煌, 在今後將其不斷傳承發展。我們期待您的不斷支援, 與您分享高速發展的成功之旅!

承董事會命  
郭夏  
主席

二零一三年三月二十一日

		Year ended 31 December	
		截至十二月三十一日止年度	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Results</b>	<b>業績</b>		
Revenue	收益	18,099	37,687
Loss for the year	年內虧損	(153,796)	(57,260)
<b>Assets and Liabilities</b>	<b>資產及負債</b>		
Total Assets	總資產	37,968	200,150
Total Liabilities	總負債	134,720	143,825
Shareholders' equity	股東權益	(96,952)	56,325

1. For the year ended 31 December 2011, consolidated turnover of the Group amounted to RMB18,099,000 representing a decrease of 52% compared with RMB37,687,000 of last year.

2. For the year ended 31 December 2011, the loss before income tax of the Group was RMB 149,772,000 compared with loss of RMB 55,422,000 of last year. The loss in 2011 was mainly contributed by the following special factors: provision for impairment losses of work-in-progress RMB 57,423,000, provision for impairment, losses of trade receivable RMB 7,296,000, provision for impairment losses of other receivable RMB 11,113,000, loss on revaluation of convertible bond RMB 4,546,000 and investment loss on financial assets at fair value through profit or loss RMB 47,169,000. The total above impact on profit or loss is RMB 127,547,000.

1. 截至二零一一年十二月三十一日止年度本集團錄得營業收入約人民幣18,099,000元, 較二零一零年同期之營業收入約人民幣37,687,000元下降約52%。

2. 截至二零一一年十二月三十一日止年度本集團錄得除稅前虧損為約人民幣149,772,000元, 而二零一零年同期除稅前虧損為約人民幣55,422,000元。本年度大幅虧損是主要因為以下特殊因素影響所致: 在產品減值損失約人民幣57,423,000元, 應收款減值損失約人民幣7,296,000元, 其他應收款減值損失約人民幣11,113,000元, 可換股債券重估虧損約人民幣4,546,000元, 金融資產損失人民幣47,169,000元, 共計人民幣127,547,000元。

## RESULTS

For the year ended 31 December 2011, consolidated turnover amounted to RMB 18,099,000 representing a decrease of 52% compared with RMB 37,687,000 of last year. The 2011 consolidated turnover included approximately RMB 2,696,000 was derived from contracted pharmaceutical development services (PDS) and approximately RMB 13,935,000 from contracted clinical research services (VPS). In terms of revenue structure, the revenue of VPS amounted to 77% of the total revenue, which was decreased by 48% compared with that of last year. The revenue of PDS decreased by 38% compared with that of last year and amounted to 15% of the total revenue. As there was a significant change in the Chinese Government's policies and regulations in drug approval, especially the newly released GMP regulation (revised in 2010 and effective in 2011), which led to the increase in rigidity and cautiously in government approval and increased the timing and risk in new drug development, the total revenue dropped significantly in 2011.

The overall gross profit margin was 39% representing a decrease of 18% compared with 57% in last year, which was related to the drop of revenue and increased weight of cost amortised.

## CONVERTIBLE BONDS

On 10 September 2007, Venturepharm Laboratories Limited, issued bonds of an aggregate principal amount of CHF15,000,000 (the "Bonds"), which was expired in 9 September 2012. On 4 September 2012, the Bondholders passed the Resolution to extend the maturity date of the Notes to 10 September 2015 and to alter the coupon applicable in the extended tenor from 3.5% to 4.0%.

The change in fair value of the convertible bonds during the year resulted in a loss from changes in fair value of approximately RMB 4,546,000 in 2011 (2010: approximately RMB 22,193,000), which has been recorded as "loss on revaluation of convertible bonds" in the consolidated statement of comprehensive income.

Interest and other expenses of approximately RMB 3,851,000 (2010: RMB 3,422,000) has been recorded in the statement of comprehensive income in respect of the convertible bonds for the year ended 31 December 2011.

At 31 December 2011, the carrying amounts and fair value of the non-current convertible bonds for the Group amounted approximately of RMB Nil (2010: RMB 108,005,000).

## 業績

截至二零一一年十二月三十一日止期間，綜合營業額為人民幣18,099,000元，較上年度人民幣37,687,000元減少52%。其中合約藥物研發項目收入約人民幣2,696,000元，臨床研究服務收入約人民幣13,935,000元。從收入結構看，臨床研究服務收入比上年度減少48%，並占總收入的77%。合約藥物開發收入下降38%，並占總收入的15%。由於中國國家藥品審批政策法規近年來發生重大調整，新藥審批更加嚴格和謹慎，特別是2011年開始實施《藥品生產品質管制規範（2010年修訂）》帶來的不確定因素，新藥研發的時間和風險加大，造成公司總體收入大幅下降。

於回顧年度內，本集團整體毛利率為39%，比上年度57%大幅下降18個百分點，主要是因為收入下降，固定成本比重上升所致。

## 可換股債券

於二零零七年九月十日，萬全科技藥業有限公司發行本金總額為15,000,000瑞士法郎之債券（「債券」），該債券將於二零一二年九月九日到期。於二零一二年九月四日，債券持有人會議批准了公司提出的可轉換債券重組計畫並通過了特別決議案，批准該可轉換債券延期三年至二零一五年九月十日且票面利率由年利率3.5%提高到4%。

本年度該可換股債券的公允價值變動造成的損失約為人民幣4,546,000元（二零一零年：約為人民幣22,193,000元），並已記入截至二零一一年十二月三十一日止年度全面收益表中「可換股債券重估虧損」項目內。

本年度該可換股債券產生的利息和其他費用為人民幣3,851,000元（二零一零年：人民幣3,422,000元）項目內並記錄全面收益表內。

於二零一一年十二月三十一日，本集團的非流動可換股債券的帳面值和公允價值分別約為人民幣0元（二零一零年：人民幣108,005,000元）。

## LOSS ON DISPOSAL OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Company held financial assets at fair value through profit or loss of RMB 60,138,000 as at 31 December 2010 including shares RMB 55,705,000 and foreign currency bond fund RMB 4,433,000. In 2011, the market price of shares held by the Company dropped down heavily, the Company had to sell the all the shares invested and ceased the investment in shares. The RMB 47,524,000 of loss on disposal of financial assets at fair value through profit or loss was all derived from disposal of shares. Since then The Company had adopted more conservative investment policy and would only invest in foreign currency bond fund. The Company held financial assets at fair value through profit or loss of RMB 1,803,000 as at 31 December 2011 which was all foreign currency bond fund..

## BUSINESSES STRATEGY CHANGE ON PDS (PHARMACEUTICAL DEVELOPMENT SERVICE)

For the PDS business before 2011, the Company initiated PDS project when the Company found a market opportunity, invested capital and other resource to research and develop a drug technology (including application and obtainment of patent, Clinical Study Approval and Manufacturing Approval) and sold the drug technology to customer. Because rigid requirement of new drug development under recent government regulations, the Company had to invest more fund and time to PDS project before it could be sold to customer, and increased the risk of the Company. In 2011, the Company changed the business strategy of PDS. The Company had ceased the investment on PDS projects without customer contract and will start a new PDS project only after signing a customer contract.

Thus, the Group reviewed the all PDS projects and performed an assessment on the net realizable value of related work in progress and trade receivables. The Group recorded a total provision of RMB 75,832,000 (2010: RMB 24,198,000), including: provision for impairment losses of trade receivable RMB 7,296,000 (2010: RMB 9,747,000), provision for impairment losses of other receivable RMB 11,113,000 (2010: Nil) and provision for impairment losses of work-in-progress RMB 57,423,000 (2010: RMB 14,451,000).

For trade receivables, due to the increasing difficulty of getting manufacturing approval, some client delayed the settlement of trade receivables for the early stage of PDS projects. Management estimated that the recoverability of those trade receivables were low and accrued provision amounting to RMB 7,296,000 for them.

Other receivable balance represented the prepaid expenditure of PDS project. As many PDS project was cancelled, the Group accrued provision for those related other receivables amounting to RMB 2,379,000.

## 金融投資損失

本公司於二零一零年十二月三十一日持有按公允價值透過損益記帳之金融資產共約人民幣60,138,000元，其中股票及外幣債券基金價值分別為約人民幣55,705,000元及約人民幣4,433,000元。於二零一一年，本公司所持的股票價值大幅下跌，本公司把股票全數悉售而致損失約人民幣47,524,000元並終止投資股票。至此，本公司採取更為謹慎的投資政策並只投資外幣債券基金。本公司於二零一一年十二月三十一日持有按公允價值透過損益記帳之金融資產共約人民幣1,803,000元全數為外幣債券基金。

## 合約藥物開發業務經營戰略調整

對於二零一一年以前的合約藥物開發業務，本集團通常按照根據市場機遇開始合約藥物開發專案，並投入資本和人力以獲得藥物相關技術（包括藥物專利，臨床批件和生產批件的申請和獲取），然後將該藥物技術出售給客戶。但由於政府關於新藥開發的規則政策日漸苛刻，集團需要投入比以往更多的成本以獲取藥物技術並完成銷售。在這種經營模式下，集團面臨的經營風險與日俱增。二零一一年，集團決定停止對上述該種合約藥物開發業務的投資，只進行接收客戶合約委託後的藥物開發。

因此，本集團覆核了目前正在執行的所有藥物開發專案，並對涉及藥物開發業務之各項資產進行了詳細的檢視，在本年度對有關資產進行必要的減值撥備共計約人民幣75,832,000元（二零一零年：人民幣24,198,000元），其中包括：應收款減值損失約人民幣7,296,000元（二零一零年：人民幣9,747,000元）、預付帳款與其他應收款減值損失約人民幣11,113,000元（二零一零年：無）和在產品減值損失約人民幣57,423,000元（二零一零年：人民幣14,451,000元）。

對於應收賬款，由於獲得藥物最終生產批件的難度增大，部份客戶拖欠了藥物開發專案前期階段的款項支付。集團評估了該批應收賬款後認為可收回性較低，因此計提了應收賬款減值損失約人民幣7,296,000元。

其他應收款餘額主要為預付的藥物研發項目支出。由於部份藥物研發專案被取消，公司因此對相關的其他應收款計提了減值損失約人民幣2,379,000元。

For non-contracted work-in-progress, given the non-contracted PDS projects were ceased, management estimated that the net realisable values of those work-in-progresses were lower than book value. And provision for impairment losses amounting to RMB 32,691,000 was accrued.

For contracted work-in-progress, since the government regulation became more rigid, the total contract cost exceeded total contract revenue. And the expected losses amounting to RMB 24,732,000 was recorded as impairment.

#### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the year, the Group maintained a sound financial position and prudent liquidity risk management, and had sufficient cash to meet the need of its business development. As at 31 December 2011, the Group had current assets of approximately RMB 26,445,000, among which RMB 6,822,000 was cash and cash equivalents.

As at 31 December 2011, the Group had current liabilities of approximately RMB 134,720,000, among which approximately RMB 15,146,000 of receipts in advance from customers and RMB106,786,000 of convertible bond. Most of the receipts in advance would be recognized as revenue in 2012 and later years, and will not lead to any cash outflow in future. While the convertible bond, the maturity date of the bond was extended to year 2015 and hence there was no cash outflow for the settlement of convertible bond in 12 months after the end of the reporting period. Excluding receipts in advance and convertible bond, the current ratio (current asset/current liabilities) of the Group as at 31 December 2011 was 2.1.

Meanwhile, considering the working capital and long term fund demand for future development, the Group will consider to raise funds through bank loans, issuance of new shares, convertible bonds, and issuance of new debts, etc.

#### FOREIGN EXCHANGE EXPOSURE

During the year, the Group's transactions were substantially denominated in Renminbi ("RMB"). The Group closely monitors its foreign currency risk from time to time and will use appropriate hedging when necessary.

#### BUSINESS REVIEW

Aiming at long-term development and based on its business transformation strategy of transforming from a leading technology transfer supplier to an enterprise integrating pharmaceutical development and products commercialization services, the Group continued to expand its product lines and accelerate the establishment of the marketing network so as to rapidly capture its market share.

The Group reviewed the business strategy in 2011 and changed the PDS strategy. At the same time, the Group has managed to establish a comprehensive value-added business mode for whole value chains such as Active Pharmaceutical Ingredient (API), Pharmaceutical Development service (PDS), Clinical Research Service (VPS), regulatory affair (RA) service and post market service (PMS), thereby enhancing the long-term profitability and risk resistance capability of the Group.

對於無合約的在產品，公司停止了對應項目的後續研發，並對對應的在產品可變現淨值低於帳面價值部份計提了減值損失人民幣32,691,000元。

對於有合約的在產品，由於政府法規的日漸嚴苛，部份專案合約的成本支出已高於總合約收益，集團對差額部份計提了減值損失人民幣24,732,000元。

#### 流動資金、財務資源及負債比率

於二零一一年，本集團維持較好的財務狀況，執行謹慎的流動性風險管理政策。為企業發展提供了足夠的現金支援。於二零一一年十二月三十一日，本集團之流動資產約為人民幣26,445,000元，當中約人民幣6,822,000元為現金及現金等價物。

於二零一一年十二月三十一日，本集團流動負債為約人民幣134,720,000元，其中約人民幣15,146,000元為預收賬款及約人民幣106,786,000元為可換股債券。大部分的預收帳款將會於二零一二年或其後年度轉化為收入而不會導致現金流出。而可換股債券因其到期日獲得延期至二零一五年，使其於報告日期後十二個月內不需因還款而致現金流出。撇除預收賬款及可換股債券，本集團的流動比率(流動資產/流動負債)於二零一一年十二月三十一日為2.1。

同時，考慮到未來業務發展之需要，本集團未來可能從發行新股、發行新債、債轉股等多方面籌集資金，進一步增強資金儲備。

#### 外匯風險

於回顧期內，本集團之交易絕大部分以人民幣計值。本集團不時密切監察其外幣風險，並將於有需要時進行適當之對沖。

#### 業務回顧

本集團基於長期發展考慮，繼續推進從領先的技術轉讓供應商轉變為集藥物開發及產品商業化為一體的業務轉型策略，不斷擴充產品線以及加快建立市場網路以便迅速佔領市場份額。

本集團在二零一一年對業務發展戰略進行了調整，減少了對藥物開發與技術轉讓服務業務的投入，已經初步建立了有效藥劑成分、製劑及分析技術、臨床前研究、臨床試驗、藥政服務、上市後服務等全價值鏈的新藥技術開發與增值服務業務模式，使得公司在未來贏得長久穩定的獲利能力。

#### SALES AND MARKETING

For the year ended 31 December 2011, the Group had signed 51 new contracts with contract value of approximately RMB 58,304,000 representing an increase of 62% compared to RMB35,974,000 in 2010 as the Group's new strategy was accepted by market and customers. Those contracts will generate stable revenue for the Group.

The Group continued its investment in the enhancement of marketing capability and the expansion of market network, and introduced new technologies in the domestic market under the brand of Venturepharm while striving to establish and expand overseas markets under the brand of VPS-CRO. During the year, the Group not only focused on business expansion, but also paid more attention to the enhancement of brand value and the improvement of professional capability, aiming at becoming a comprehensive and reliable technology and service provider with the most prestigious brand and leading technologies.

#### CLINICAL RESEARCH SERVICE (VPS)

Taken clinical study as the prime focus, the Group has established the most integrated service in the country, which provides a series of services ranging from phase I clinical and bioequivalence studies, phase II-III clinical studies, and phase IV post-marketing clinical study, to data management and medical statistics, and medical administration related service. Meanwhile, the Group makes a great efforts to improve the professional capability involving the above mentioned services and has preliminarily established 13 professional research institutions including Venturepharm-CBI phase I clinical research center, VPS-mart phase IV clinical research and academic promotion center, SAS-Venturepharm data management and medical statistics center, VP-Porsche RA service center, OHH-VP Pacific-Asia clinical research institution for oncology, TangXi-VP Pacific-Asia clinical research institution for Diabetes, CNSVP Psychoneurologic and pain management Pacific-Asia clinical research institution, CV-VP Cardiovascular Pacific-Asia clinical research center, AIDS and hepatitis Pacific-Asia clinical research institution, DermNova Pacific-Asia clinical research institution for dermatosis and gynecologic disease and TCM-VP clinical research center for natural drug and traditional Chinese medicine, etc.

In the meantime, the Group has built a nation-wide network with bases in Beijing, Shanghai and Guangzhou and offices in over 30 provincial capital cities for clinical monitoring and academic promotion, covering over 80% hospitals which have been authorized to conduct clinical research. The Group has the capacity of operating more than 60 phase I and BE projects each year and conducting 50 phase II-III clinical projects simultaneously. Meanwhile, the Group is able to carry out 4 phase IV clinical trials with large sample size (2,000 subjects) at the same period.

#### PHARMACEUTICAL DEVELOPMENT SERVICE (PDS)

The changes in the Chinese Government's policies and regulations in drug approval, especially the newly released GMP regulation (revised in 2010 and effective in 2011), led to the increase in rigidity and cautiously in government approval and increased the timing and risk in new drug development.

#### 銷售及市場推廣

截至二零一一年十二月三十一日，本集團成功簽訂51份新的合約，價值約人民幣58,304,000元，合同額較去年人民幣35,974,000元增長62%，本集團在二零一一年的業務調整已經初步得到市場與客戶的認可。本集團認為這些新合約將在二零一二年及以後年度帶來持續的收入。

本集團不斷在增強市場推廣能力及拓展市場網路方面作出投資，以萬全科技品牌在本地市場推出全價值鏈的新藥技術開發與增值服務業務模式，同時以VPS-CRO品牌全力構建和拓展海外服務市場。期間，本集團非僅僅注重業務數量增長，同時更注重積累服務的品牌價值以及專業能力提升，力求發展成為品牌最優、品質可靠、技術領先的全面的技術和服務供應商。

#### 臨床研究服務 (VPS)

唐喜萬全亞太臨床研究院、喜恩萬全(CNSVP)精神神經亞太臨床研究院、喜恩萬全疼痛醫學 (CNSVP-Pain managment)研究院、怡妙萬全 (Vacc-VP) 亞太臨床研究院、卡地萬全心血管 (CV-VP) 亞太臨床研究中心、甘艾 (滋病及肝炎) 亞太臨床研究院、德美萬全 (DermNova) 皮膚及婦科亞太臨床研究院、萬全堂(TCM-VP)天然藥與中藥臨床研究中心等13個專業研究機構。

同時，集團在全國建立了以北京、上海、廣州為基地，附帶30多個省會城市辦事處的全國性臨床監察和學術推廣網路；覆蓋到80%以上可以有資格進行臨床研究的醫院。目前每年可以達到I期及生物等效項目60個以上的操作能力，II-III期專案可以同時開展50個；大樣本量（2000例）的IV期臨床可以同時開展4個。

#### 藥物開發服務 (PDS)

由於國家法規與市場環境的變化，藥物開發與技術轉讓服務面臨投資大、週期長的問題，經營風險加大。



In 2011, the Company changed the business strategy of PDS. The Company had ceased the investment on PDS projects without customer contract and will start a new PDS project only after signing a customer contract.

#### PROSPECTS

To capitalize on the opportunity of the increased demand of global R&D outsourcing market, the Group has made the best efforts to improve its service capacities and performance in R&D outsourcing services by providing fully integrated pharmaceutical services which including Active Pharmaceutical Ingredient (API), Pharmaceutical Development service (PDS), Clinical Research Service (VPS), regulatory affair (RA) service and post market service (PMS). In the meantime, the Group believes that as the Government further standardizes and implements its supervision, the market environment will become more favorable to the Group. Meanwhile, the investment from Chinese Government into the scientific research of biologic and pharmaceutical technology will stimulate greatly to the R&D service market. The upcoming new booming age of the pharmaceutical industry will not only present the Group with rare and precious business opportunities, but also considerable return for the shareholders.

#### CAPITAL STRUCTURE

There has not been any change to the capital structure of the Company since that date.

#### SIGNIFICANT INVESTMENT

The Company invested its surplus fund through its principal bank in investment market, which was RMB1, 803,000.

#### EMPLOYEE COMPENSATION MATERIAL

The Group's remuneration policy is basically determined by the performance of individual employees. In addition to salaries and bonuses, employee benefits included medical and pension contributions and share options schemes.

#### APPROPRIATION

The Directors do not recommend the payment of final dividend for the year ended 31 December 2011.

#### REVIEW OF FINANCIAL STATEMENTS

The audit committee of the Board has reviewed the consolidated financial statements for the year, including the accounting principles and new and revised accounting standards adopted by the Company, and discussed matters relating to auditing, internal controls and financial reporting.

The audit committee confirmed the Company's actions on changing the PDS business strategy, reducing staff cost, rental and other operation cost for more efficiently use of fund and suggested the company to consider raising funds through bank loans, issuance of new shares, convertible bonds, and issuance of new debts and other methods etc when needed.

The audit committee considered providing the impairment losses on relevant assets in 2011 was appropriate, comply with prudent principle and reflected current market change, suggested the company to enhance asset management and make more rapid response to market on business strategy.

二零一一年，公司改變了藥物開發服務的經營戰略，公司終止了對沒有客戶委託合同的藥物開發項目的投資，並且未來僅在接受客戶委託合同後才開始藥物研發服務。

#### 展望

為把握國際研發外包市場需求增長之機遇，本集團不遺餘力提高自身研發能力及品質，以提供有效藥劑成分(API)、臨床前研究、臨床合同研究服務(CRS)、藥政服務(RAS)及上市後臨床研究服務(PMS)之全面綜合的服務。同時本集團也相信，隨著政府對於藥品監督管理各個環節的進一步規範，監管進一步落實，市場環境會更符合本集團的競爭優勢。同時，中國政府在生物和醫藥技術領域科研方面的投入，對於研發服務市場也是非常大的刺激。我們相信醫藥行業的新繁榮時期將為本集團帶來不可多得的機遇，必將為股東帶來豐厚的回報。

#### 資本結構

本公司之資本結構與上年相比無變動。

#### 重大投資

本集團已透過其主要往來銀行將盈餘資金投資於市場約人民幣1,803,000元。

#### 雇員薪酬資料

本集團之薪酬政策基本上按雇員之個人表現厘定。除薪金及花紅外，雇員福利亦包括醫療及退休供款，以及購股權計畫。

#### 分配

董事不建議就截至二零一一年十二月三十一日止年度派發末期股息。

#### 財務報表之審閱

審核委員會已審閱本集團本年度之綜合財務報表，包括本公司所採納的新訂及經修訂準則，並已討論有關審計、內部監控及財務彙報事宜。

審核委員會確認本集團對於藥物研發服務的經營戰略調整合理適當，包括減少員工支出、租賃費用和其他運行費用等以保證資金的使用更為高效。同時審核委員會建議本集團考慮通過銀行借款、發行新股、可換股債券和發行普通債券等方式籌集資金。

審核委員會認為集團二零一一年對部份資產計提減值準備的行為是適當的，符合謹慎性原則，也反應了公允市場價值的變動。審核委員會建議本集團加強資產管理，並提升市場反應速度。

#### EXECUTIVE DIRECTORS

Mr. William Xia GUO, is the Chairman, executive Director and Joint Chief Technology Officer of the Group. Mr. Guo is responsible for strategic planning and development, overall management and R&D activities of the Group. Mr. Guo obtained with a Master degree in science from University of Toronto in March 1997. Mr. Guo has also completed various approved courses for the degree of Master of Business Administration in the Heriot-Watt University. Before establishing the Group in December 1998, Mr. Guo had worked for two pharmaceutical companies in Canada, namely Ortho-McNeil Inc. and Novopharm Limited, both are pharmaceutical companies in Canada as research scientist and process development manager, respectively. Mr. Guo has approximately 10 years experience in research, pharmaceutical development and management in the pharmaceutical industry. Mr. Guo is a member of the American Association of Pharmaceutical Scientists and the National Pharmaceutical Sciences Group Inc.

Dr. Maria Xue Mei SONG, is an executive Director. Dr. Song is responsible for Clinical Research (R&D) and also the head of the Human Resources Management Department of the Group. Dr. Song graduated from China Concord Medical University with a Doctorate degree in clinical medicine in July 1995. She is also a Registered Pharmacist in the PRC. Prior to joining the Group in February 2000, Ms. Song had served as general manager of Beijing Tiencifu Biopharmaceutical Co. Ltd.

#### NON-EXECUTIVE DIRECTORS

Mr. FENG Tao, is nominated as a non-executive Director by C Tech Fund. Mr. Feng obtained a Master degree in Science from the Department of Statistics and Applied Probability from the University of Alberta in June 1992. Mr. Feng has been serving as the Vice President Officer of The Foundation of Science and Technology for Development of the State Planning Committee, State Economic and Trade Commission of the PRC and China Science Academy since September 1999. He was appointed as non-executive Director in August 2002.

Mr LI Jin Liang, Master of Business Administration (MBA) of University of East London. Mr Li is a senior member of British ACCA (The Association of Chartered Certified Accountants), and is Certified Public Accountant (CPA) of China's Ministry of Finance, Asian registered enterprise risk management division master (CERM) of Asian risk and crisis management association, and has twenty years experience of accounting and finance. He has been Chief Financial Officer in Hopson Development Holdings Limited, Rachel th dafeng group Co., LTD and The European food import and export Co., LTD.

Dr. Nathan Xin ZHANG, is a non-executive Director. Dr. Zhang is the former chief executive officer of Chipscreen Biosciences Ltd., a leading Chinese biotech company specialized in innovated cancer, diabetes, and osteoporosis drug discovery. Dr. Zhang had worked with KPMG LLP and Credit Suisse First Boston. Dr. Zhang holds an M.D. from Tianjin Medical University, Ph. D from University of Pennsylvania, and an MBA from the University of Chicago, USA.

#### 執行董事

郭夏先生，本集團主席、執行董事總經理兼聯席首席技術官。郭先生負責本集團之策略規劃及發展、整體管理及研發業務。郭先生于一九九七年三月取得多倫多大學理學碩士學位，亦在Heriot-Watt University完成工商管理碩士學位之多個認可課程。於一九九八年十二月成立本集團之前，郭先生曾于兩間加拿大製藥公司Ortho-McNeil Inc.及Novopharm Limited分別擔任研究科學家及工序開發經理。郭先生于製藥行業之研究、製藥開發及管理方面擁有約十年經驗。郭先生乃美國藥學科學家協會及National Pharmaceutical Sciences Group Inc.之會員。

宋雪梅博士，執行董事。宋博士負責本集團之臨床研究（研發）服務，並為人力資源管理部主管。宋博士畢業于中國協和醫科大學，於一九九五年七月獲頒臨床醫藥博士學位。彼亦為中國註冊藥劑師。於二零零零年二月加盟本集團之前，宋女士曾于北京天賜福生物醫藥有限公司擔任總經理。

#### 非執行董事

馮濤先生，獲C Tech Fund提名出任非執行董事。馮先生于一九九二年六月在University of Alberta統計及應用概率學系取得理學碩士學位。馮先生自一九九九年九月起一直出任國家計委、國家經貿委及中國科學院科技促進經濟部基金委員會副主任。彼於二零零二年八月獲委任為非執行董事。

李金亮，英國東倫敦大學MBA工商管理碩士。李先生為英國ACCA（特許公認會計師公會）資深會員，中國財政部註冊會計師，亞洲風險與危機管理協會CERM（亞洲註冊企業風險管理師），擁有二十年的會計及財務經驗，彼曾擔任合生創展集團有限公司、瑞日大豐集團有限公司、歐洲食品進出口有限公司財務總監。

張欣博士，非執行董事。張博士曾任深圳微芯生物公司總裁，該公司是一家中國致力於治療腫瘤、糖尿病及骨質疏鬆等的知名創新生物醫藥公司。彼也曾就職於KPMG紐約公司、瑞士信貸第一波士頓。彼持有天津醫學院博士學位、美國賓夕凡尼亞大學藥理學博士學位及芝加哥大學商學院工商管理碩士。

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WU Shou Yuan, is an independent non-executive Director and is the chairman of the audit committee. Dr Wu is the executive-director of Wisdom MC which is a subsidiary of China accounting society, and is the director of ASIA CERAMICS HOLDINGS PLC which is a listing company in British AIM, etc. Dr Wu graduated from Ministry of Finance with a doctor's degree, from Capital University Of Economic And Business with a master's degree, and is a senior member of British ACCA, he is one of the first batch of students of Ministry of Finance (Certified Public Accounting Series), he has twenty years experience of accounting and finance.

Mr. Paul CONTOMICHALOS, is an independent non-executive Director. He was awarded an MBA from the Columbia University in May 1985. Mr. Contomichalos had worked for Bristol-Myers Squibb (BMS). His first position in China was to start up the consumer over-the-counter business of Bristol-Myers Squibb in 1994. He became Chairman and President of Bristol-Myers Squibb China from 1997 to 2000. Prior to working in China, Mr. Contomichalos held various key consumer marketing and business development positions with Bristol-Myers Squibb in the USA and Canada and has about 18 years of experience in this field. He was appointed as independent non-executive Director in August 2002.

Dr. ZHANG Jing An, is an independent non-executive Director, with doctor's degree of management and graduated from Beijing Normal University in 1978, and he has extremely rich experience of management and has deep research in policies and regulations. Dr Zhang had been chairman of The torch high-tech industry development center, and chairman of Small and mid-sized enterprise innovation fund management center, president of Technology Daily. Dr Zhang is a member of the national committee of CPPCC, and is the president of CHINA ASSOCIATION OF SCIENCE AND TECHNOLOGY INDUSTRY PARKS, and is part-time professor or researcher in Tsinghua University, Peking University, Renmin University of China, Sun Yat-sen University and Shanghai Jiao Tong University.

#### 獨立非執行董事

吳壽元博士，獨立非執行董事及審核委員會主席。吳博士現任中國會計學會下屬北京天健融智管理諮詢有限公司執行董事、英國AIM上市公司亞洲陶瓷控股有限公司董事等。吳博士為財政部財科所會計學博士，首都經貿大學金融專業碩士，英國ACCA資深會員，財政部會計領軍人才（註冊會計師系列）第一批學員，擁有二十年的會計及財務經驗。

Paul CONTOMICHALOS先生，獨立非執行董事。彼於一九八五年五月獲哥倫比亞大學頒授工商管理碩士學位。Contomichalos先生曾任職於Bristol-Myers Squibb (BMS)，在中國首項工作為於一九九四年開辦Bristol-Myers Squibb之消費者場外業務。彼於一九九七年至二零零零年間出任Bristol-Myers Squibb China之主席兼總裁。於中國工作之前，Contomichalos先生曾在美國及加拿大Bristol-Myers Squibb擔任多個主要消費者市場推廣及業務開發職位，在該範疇積逾約十八年經驗。彼於二零零二年八月獲委任為獨立非執行董事。

章靜安博士，獨立非執行董事。1978年畢業於北京師範大學。擁有極其豐富的管理經驗且對政策法規頗有研究。彼曾任火炬高科技產業開發中心任、科技型中小企業創新基金管理中心主任、科技日報社社長。章博士現任中國高新區協會理事長。章博士為管理學博士。兼任清華大、北京大學、中國人民大學、中山大學、上海交通大學教授或研究員。

The Directors of the Company present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2011.

#### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of the Company's subsidiaries are set out in notes 14 to the financial statements.

An analysis of the Group's performance for the year by business segments is set out in note 5 to the financial statements.

#### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 December 2011 are set out in the consolidated statement of comprehensive income on page 33 of the annual report.

The Directors do not recommend the payment of final dividend for the year ended 31 December 2011.

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group and the Company during the year are set out in note 12 to the financial statements.

#### SHARE CAPITAL

Details of the share capital of the Company are set out in note 22 to the financial statements.

#### Reserve

Movements in the reserves of the Group and of the Company during the year are set out in note 23 to the financial statements.

#### FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 116.

本公司董事謹此呈報本公司及附屬公司（「本集團」）截至二零一一年十二月三十一日止年度之年度報告及經審核綜合財務報表。

#### 主要業務

本公司為一間投資控股公司。本公司之附屬公司之主要業務載於財務報表附注14。

本集團年內表現按業務單元分析，載於財務報表附注5。

#### 業績及分配

本集團截至二零一一年十二月三十一日止年度之業績載於本年報第33頁綜合全面收益表。

董事不建議就截至二零一一年十二月三十一日止年度派發末期股息。

#### 物業、廠房及設備

本集團及本公司物業、廠房及設備於本年度之變動詳情載於財務報表附注12。

#### 股本

本公司股本之詳情載於財務報表附注22。

#### 儲備

本集團及本公司儲備於年內之變動詳情載於財務報表附注23。

#### 五年財務概要

本集團於過去五個財政年度之業績及資產與負債概要載於第116。

**DIRECTORS**

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

Managing Director:

William Xia GUO

Executive Directors:

Maria Xuemei SONG

Non-executive Directors:

FENG Tao

LI Jing Liang

Nathan Xin ZHANG

Independent Non-executive Directors:

WU Shou Yuan

Paul CONTOMICHALOS

ZHANG Jing An

**董事**

年內及截至本報告日期止本公司之在任董事為：

董事總經理：

郭夏

執行董事：

宋雪梅

非執行董事：

馮濤

李金亮

張欣

獨立非執行董事：

吳壽元

Paul CONTOMICHALOS

章靜安

**DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 December 2011, the interests and short positions of the Company's Directors and chief executives in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to notify the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

**LONG POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

**(1) The Company**

Name	Type of interest	Capacity	Number of	Number of	Total	Approximate
			shares in which interested (other than under equity derivatives)	shares in which interested under physically settled equity derivatives		
姓名	權益類別	身份	持有權益之股份數目(股本衍生工具除外)	根據實物結算股本衍生工具持有權益之股份數目 (Note 3) (附註 3)	股份總數	權益概約百分比
William Xia GUO	Personal	Beneficial owner	9,110,377	9,708,000	18,818,377	5.14
William Xia GUO	Corporate	Interest of a controlled Corporation (Note 1)	149,432,583	–	149,432,583	41.11
William Xia GUO	Corporate	Interest of a controlled Corporation (Note 2)	15,966,073	–	15,966,073	4.39
郭夏	個人	實益擁有人	9,110,377	9,708,000	18,818,377	5.14
郭夏	公司	受控制法團權益 (附注 1)	149,432,583	–	149,432,583	41.11
郭夏	公司	受控制法團權益 (附注 2)	15,966,073	–	15,966,073	4.39

Note 1: The controlled corporation, Venturepharm Holdings Inc., is 47.63 % directly held by Mr. William Xia GUO and 49.00 % held by Mr. William Xia GUO through Winsland Agents Limited, his wholly and beneficially owned company incorporated in British Virgin Islands.

**董事及主要行政人員于股份、相關股份及債券之權益**

於二零一一年十二月三十一日，本公司之董事及主要行政人員于本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有(a) 根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條，須列入該條所述登記冊之權益及淡倉；或(c)根據創業板上市規則第5.46至5.67條所述之權益及淡倉如下：

**於本公司股份及相關股份之好倉**

**(1) 本公司**

附註1：受控制法團 Venturepharm Holdings Inc. 由郭夏先生直接持有47.63%股權，以及由郭夏先生透過 Winsland Agents Limited（于英屬處女群島註冊成立，由郭先生全資實益擁有）持有49.00%股權。

Note 2: The controlled corporation, Bright Excel Assets Limited, is 100 % beneficially owned by Venturepharm Holdings Inc.

附註2: 受控制法團Bright Excel Assets Limited全部股權由 Venturepharm Holdings Inc. 實益擁有。

Note 3: Various interests of the Directors and chief executives pursuant to physically settled equity derivatives are through share options granted under the Pre-IPO share option scheme. Details of which are set forth as follows:

附註3: 董事及主要行政人員于實物結算股本衍生工具項下之多項權益為透過根據首次公開售股前購股權計畫授出之購股權持有。詳情載列如下:

Name 姓名	Number of shares in which interested under physically settled equity derivatives as at 20 June 2003 and 31 December 2011 於二零零三年六月二十日及 二零一一年十二月三十一日 根據實物結算股本衍生工具 持有權益之股份數目		Date of grant 授出日期	Exercise price 行使價
William Xia GUO	7,200,000		20-Jun-03	HK\$0.32
William Xia GUO	360,000		2-Mar-05	HK\$0.52
William Xia GUO	324,000		10-Aug-06	HK\$0.36
William Xia GUO	966,000		10-May-07	HK\$0.625
William Xia GUO	858,000		7-Apr-09	HK\$0.435
郭夏	7,200,000		二零零三年六月二十日	0.32港元
郭夏	360,000		二零零五年三月二日	0.52港元
郭夏	324,000		二零零六年八月十日	0.36港元
郭夏	966,000		二零零七年五月十日	0.625港元
郭夏	858,000		二零零九年四月七日	0.435港元

Options granted to Mr. William Xia GUO contain a vesting schedule, pursuant to which may exercise up to 30 % of the underlying shares after 31 December 2003, up to another 30 % of the underlying shares after 31 December 2004 and the balance after 31 December 2005. The relevant options will expire after ten years from the date of grant. Mr. William Xia GUO has undertaken to the Stock Exchange that he will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 12 months from the Listing Date

郭夏先生獲授之購股權均附帶歸屬時間，據此，彼可於二零零三年十二月三十一日後行使不多於相關股份30%之購股權、於二零零四年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零五年十二月三十一日後行使餘下之購股權。有關購股權將於授出日期後十年屆滿。郭夏先生亦已向聯交所承諾，於上市日期起計首12個月內，彼不會行使彼根據首次公開發售前購股權計畫獲授之購股權。

(2) A subsidiary of the Company – Beijing Dezhong-Venture Pharmaceutical Technology Development Company Limited

(2) 本公司之附屬公司—北京德眾萬全藥物技術開發有限公司

Save as disclosed above, as at 31 December 2011, none of the Directors and chief executive had any interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零一一年十二月三十一日，董事及主要行政人員概無于本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之證券中，擁有須(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條列入該條例所述登記冊之任何權益或淡倉；或(c)根據創業板上市規則第5.46至5.67條之規定之任何權益或淡倉。

#### SUBSTANTIAL SHAREHOLDERS

#### 主要股東

So far as it is known to any Directors, chief executives of the Company, as at 31 December 2011, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed pursuant to Division 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein were as follows:

據本公司任何董事及主要行政人員所知，於二零一一年十二月三十一日，以下人士持有本公司之股份及相關股份中的權益及淡倉而根據證券及期貨條例第XV部第2及第3部作出披露，或根據證券及期貨條例第XV部第336條須列入該條例所述登記冊之權益及淡倉：

Name 名稱	Capacity 身份	Number of shares 股份數目	Approximate percentage of interest 權益概約百分比
Venturepharm Holdings Inc. (Note 1)	Beneficial owner	149,432,583	41.10
Venturepharm Holdings Inc. (Note 2)	Interest of controlled corporation	15,966,073	4.38
Bright Excel Assets Limited (Note 2)	Beneficial owner	15,966,073	4.38
William Xia GUO (Notes 1, 2 and 3)	Beneficial owner and interest of controlled corporations	184,217,033	50.57
Venturepharm Holdings Inc. (附注1)	實益擁有人	149,432,583	41.10
Venturepharm Holdings Inc. (附注2)	受控制法團權益	15,966,073	4.38
Bright Excel Assets Limited (附注2)	實益擁有人	15,966,073	4.38
郭夏 (附注1、2及3)	實益擁有人及受控制法團權益	184,217,033	50.57

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

**於本公司股份及相關股份之好倉**

*Note 1: Venturepharm Holdings Inc. is 47.63% directly held by Mr. William Xia GUO and 49% held by Mr. William Xia GUO through Winsland Agent Limited, his wholly and beneficially owned company incorporated in the British Virgin Islands.*

*附注1: Venturepharm Holdings Inc. 分別由郭夏先生直接持有47.63%股權，以及由郭夏先生透過 Winsland Agent Limited (于英屬處女群島註冊成立，由郭先生全資實益擁有) 持有49%股權。*

*Note 2: The controlled corporation, Bright Excel Assets Limited, is 100% beneficially owned by Venturepharm Holdings Inc.*

*附注2: 受控制法團 Bright Excel Assets Limited 全部股權由 Venturepharm Holdings Inc. 實益擁有。*

*Note 3: Apart from shares held through Venturepharm Holdings Inc., the interest of 18,818,377 shares comprising of 7,200,000 and 2,508,000 shares underlying the options granted to him under the Pre-IPO Share Option Scheme and Share Option Scheme respectively are beneficially owned by Mr. William Xia GUO.*

*附注3: 除透過 Venturepharm Holdings Inc. 持有之股份外，郭夏先生實益擁有18,818,377股股份權益，其中包括根據首次公開售股前購股權計畫及購股權計畫授予彼之購股權所涉及分別7,200,000股股份及2,508,000股股份。*

Save as disclosed above, as at 31 December 2011, there was no other persons who was recorded in the register of the Company as having interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein.

除上文所披露者外，於二零一一年十二月三十一日，按本公司登記冊記錄，概無任何其他人士于本公司之股份或相關股份中持有鬚根據證券及期貨條例第XV部第2及第3分部向本公司披露之權益或淡倉，或鬚根據證券及期貨條例第XV部第336條列入該條所述登記冊之權益或淡倉。

**DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

**董事于重大合約之權益**

No other contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

於年結日或年內任何時間，概無存在本公司或其任何附屬公司為其中訂約方及本公司董事于當中直接或間接擁有重大權益之重大合約。

**Share Option Scheme**

**購股權計畫**

**1. Pre-IPO Share Option Scheme**

**1. 首次公開售股前購股權計畫**

Pursuant to the written resolution passed by the shareholder on 31 March 2003, the Company adopted a share option scheme (the "Pre-IPO Share Option Scheme") in order to recognize and reward the contribution of certain Directors, senior management and advisers, the details of which are set out in the paragraph head "Share Option Scheme" in Appendix IV to the Prospectus. As at 20 June 2003, options comprising a total of 11,520,000 underlying shares were granted. As at 31 December 2011 the options outstanding are 11,520,000 and no options granted pursuant to the Pre-IPO Share Option Scheme had been exercised, cancelled or lapsed. Particulars of the outstanding options that had been granted under the Pre-IPO Share Option Schemes at 31 December 2011 are as follows:

本公司根據股東于二零零三年三月三十一日通過之書面決議案採納購股權計畫（「首次公開售股前購股權計畫」），以肯定及嘉獎若干董事、高級管理層及顧問之貢獻，詳情載于售股章程附錄四「購股權計畫」一段。於二零零三年六月二十日，本公司已授出涉及合共11,520,000股相關股份之購股權。於二零一一年十二月三十一日，11,520,000份購股權尚未行使，且根據首次公開售股前購股權計畫授出之購股權概無獲行使、註銷或失效。於二零一一年十二月三十一日，根據首次公開售股前購股權計畫已授出但尚未行使之購股權詳情如下：

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	二零一一年十二月三十一日購股權涉及之相關股份數目
William Xia GUO (Notes 1 & 2)	10 years	HK\$0.32	7,200,000
2 other participants (Notes 1 & 2)	10 years	HK\$0.32	2,520,000
1 other participant (Note 3)	10 years	HK\$0.40	1,800,000
			11,520,000
郭夏 (附注1及2)	十年	0.32港元	7,200,000
兩名其他參與者 (附注1及2)	十年	0.32港元	2,520,000
一名其他參與者 (附注3)	十年	0.40港元	1,800,000
			11,520,000

*Note 1: Options granted to each of them contain a vesting schedule, pursuant to which may exercise up to 30% of the underlying shares after 31 December 2003, (subject to Note 2), up to another 30% of the underlying shares after 31 December 2004 and the balance after 31 December 2006.*

*附注1: 彼等獲授之購股權均附帶歸屬時間，據此，彼等可於二零零三年十二月三十一日後行使不多於相關股份30%之購股權（在附注2之規限下），於二零零四年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零六年十二月三十一日後行使餘下之購股權。*

*Note 2: Each of the grantees has undertaken to the Stock Exchange that they will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 12 months from the Listing Date.*

*附注2: 各承授人已向聯交所承諾，於上市日期起計首12個月內，彼等將不會行使根據首次公開售股前購股權計畫獲授之購股權。*

*Note 3: Options granted to an adviser contain a vesting schedule, pursuant to which may exercise up to 30% of the underlying shares after 31 December 2002, up to another 30% of the underlying shares after 31 December 2003 and the balance after 31 December 2004. Each of the grantees has undertaken to the Stock Exchange that they will not exercise their options granted under the Pre-IPO Share Options Scheme within the first 6 months from the Listing Date.*

*附注3: 授予一名顧問之購股權附帶歸屬時間，據此，彼可於二零零二年十二月三十一日後行使不多於相關股份30%之購股權，於二零零三年十二月三十一日後行使不多於相關股份其餘30%之購股權，及於二零零四年十二月三十一日後行使餘下之購股權。有關承授人已向聯交所承諾，於上市日期起計首6個月內，彼將不會行使根據首次公開售股前購股權計畫獲授之購股權。*

**2. SHARE OPTION SCHEME**

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 2 March 2005, options comprising a total of 4,042,000 underlying shares were granted. As at 31 December 2011, the options outstanding are 880,400 and 3,161,600 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2011 are as follows:

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 2.3.2005 and 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	於二零零五年三月二日及二零一一年十二月三十一日購股權涉及之相關股份數目
William Xia GUO	10 years	HK\$0.52	360,000
Other Directors	10 years	HK\$0.52	374,000
Other participants	10 years	HK\$0.52	146,000
			880,400
郭夏	十年	0.52港元	360,000
其他董事	十年	0.52港元	374,000
其他參與者	十年	0.52港元	146,000
			880,400

**3. SHARE OPTION SCHEME**

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 14 December 2005, options comprising a total of 1,098,000 underlying shares were granted. As at 31 December 2011, the options outstanding are 72,000 and 1,026,000 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2011 are as follows:

**2. 購股權計畫**

根據本公司股東于二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計畫。

於二零零五年三月二日，已授出涉及合共4,042,000股相關股份之購股權。於二零一一年十二月三十一日，有880,400份購股權尚未行使，及有3,161,600份根據該購股權計畫授出之購股權已被註銷或失效。於二零一一年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

**3. 購股權計畫**

根據本公司股東于二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計畫。

於二零零五年十二月十四日，已授出涉及合共1,098,000股相關股份之購股權。於二零一一年十二月三十一日，有72,000份購股權尚未行使，及有1,026,000份根據購股權計畫授出之購股權已被註銷或失效。於二零一一年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	二零一一年十二月三十一日購股權涉及之相關股份數目
1 participants	10 years	HK\$0.45	72,000
			72,000
1名參與者	十年	0.45港元	72,000
			72,000

**4. SHARE OPTION SCHEME**

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 10 August 2006, options comprising a total of 4,118,000 underlying shares were granted. As at 31 December 2011, the options outstanding are 1,366,200 and 2,751,800 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2011 are as follows:

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	二零一一年十二月三十一日購股權涉及之相關股份數目
William Xia GUO	10 years	HK\$0.36	324,000.00
Other directors	10 years	HK\$0.36	576,000.00
Other participants	10 years	HK\$0.36	466,200.00
			1,366,200.00
郭夏	十年	0.36港元	324,000.00
其他董事	十年	0.36港元	576,000.00
其他參與者	十年	0.36港元	466,200.00
			1,366,200.00

**4. 購股權計畫**

根據本公司股東于二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計畫。

於二零零六年八月十日，已授出涉及合共4,118,000股相關股份之購股權。於二零一一年十二月三十一日，有1,366,200份購股權尚未行使，及有2,751,800份根據購股權計畫授出之購股權已被註銷或失效。於二零一一年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

5. SHARE OPTION SCHEME

Pursuant to the written resolutions by the shareholders of the Company on 23 May 2003, the Company adopted a new share option scheme.

As at 10 May 2007, options comprising a total of 7,568,000 underlying shares were granted. As at 31 December 2011, the options outstanding are 2,873,700 and 4,694,300 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2011 are as follows:

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	二零一一年十二月三十一日購股權涉及之相關股份數目
William Xia GUO	10 years	HK\$0.625	966,000.00
Other Directors	10 years	HK\$0.625	732,000.00
Other participants	10 years	HK\$0.625	1175,700.00
			2,873,700.00
郭夏	十年	0.625港元	966,000.00
其他董事	十年	0.625港元	732,000.00
其他參與者	十年	0.625港元	1175,700.00
			2,873,700.00

6. SHARE OPTION SCHEME

Pursuant to the written resolutions by the shareholders of the Company on 25 March 2009, the Company adopted a new share option scheme.

As at 7 April 2009, options comprising a total of 11,966,800 underlying shares were granted. As at 31 December 2011 the options outstanding are 6,998,800 and 4,968,000 options granted pursuant to this Share Option Scheme had been cancelled or lapsed. Particulars of the outstanding options which have been granted under this Share Option Scheme as at 31 December 2011 are as follows:

5. 購股權計畫

根據本公司股東于二零零三年五月二十三日之書面決議案，本公司採納一項新購股權計畫。

於二零零七年五月十日，已授出涉及合共7,568,000股相關股份之購股權。於二零一一年十二月三十一日，有2,873,700份購股權尚未行使，及有4,694,300份根據購股權計畫授出之購股權已被註銷或失效。於二零一一年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

6. 購股權計畫

根據本公司股東于二零零九年三月二十五日之書面決議案，本公司採納一項新購股權計畫。

於二零零九年四月七日，已授出涉及合共11,966,800股相關股份之購股權。於二零一一年十二月三十一日，有6,998,800份購股權尚未行使，根據購股權計畫授出之購股權4,968,000份已被註銷或失效。於二零一一年十二月三十一日，有關根據購股權計畫授出之尚未行使購股權詳情如下：

Name of grantees	Period during which the options remain exercisable after the date of grant	Exercise price per share	Number of underlying shares under the option as at 31.12.2011
承授人姓名	購股權於授出日期後可予行使期限	每股行使價	二零一一年十二月三十一日購股權涉及之相關股份數目
William Xia GUO	10 years	HK\$0.435	858,000.00
Other directors	10 years	HK\$0.435	135,200.00
Other participants	10 years	HK\$0.435	5,005,600.00
			6,998,800.00
郭夏	十年	0.435港元	858,000.00
其他董事	十年	0.435港元	135,200.00
其他參與者	十年	0.435港元	5,005,600.00
			6,998,800.00

CONNECTED TRANSACTIONS

Details of the discloseable connected transactions during the year are set out in note 29 to the consolidated financial statements.

MANAGEMENT CONTRACTS

No contract of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries was entered into or subsisted during the year.

COMPETING INTERESTS

As at 31 December 2011, none of the Directors or the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

BOARD PRACTICE AND PROCEDURES

Since the listing of the Company, the Company has complied with Board Practices and Procedures as set out in Rules 5.46 to 5.68 of the GEM Listing Rules.

Delay in Result Announcement

As the Group needed more time to complete the auditing work, which specifically includes the following: accounting treatment of Convertible Bonds, going concern assessment, impairment of receivables, and impairment of inventories, the publication of the Result Announcement of the company and its subsidiaries for the year ended 31 December 2011 was delayed.

關連交易

年內需予披露之關連交易詳情載於綜合財務報表附注29。

管理合約

年內並無簽署有關管理及經營本公司或其任何附屬公司全部或大部份業務之重要合約。

競爭權益

於二零一一年十二月三十一日，本公司之董事或管理層股東及彼等各自之連繫人士（定義見創業板上市規則）概無於任何與本集團業務構成或可能構成競爭的業務中擁有權益。

董事會常規及程式

本公司自上市以來，一直遵守創業板上市規則第5.46至5.68條載列之董事會常規及程式。

延遲報告

由於公司需要額外的時間完成以下特殊事項的審計工作：可換股債券的會計處理、可持續經營評估、存貨和應收款項的減值處理，本公司截止至二零一一年十二月三十一日的業績公告推遲。

**INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received from each Independent Non-executive Directors an annual confirmation for independence pursuant to Rule 5.09 of the GEM Listing Rules. The Independent Non-executive Directors have confirmed that they are independent.

**獨立非執行董事之獨立性**

本公司已根據創業板上市規則第5.09條收到各獨立非執行董事獨立性之年度確認。各獨立非執行董事已確認屬獨立人士。

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year ended 31 December 2011.

**購買、出售或贖回本公司股份**

截至二零一一年十二月三十一日止年內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

**MAJOR SUPPLIERS AND CUSTOMERS**

During the year, the five largest customers of the Group accounted for approximately 39% of the Group's sales. The largest customer accounted for approximately 11% of the sales of the Group.

**主要供應商及客戶**

年內，本集團五大客戶占本集團銷售額約39%。最大客戶占本集團銷售額約11%。

Aggregate purchases attributable to the Group's five largest suppliers were less than 10% of the Group's total purchases.

本集團五大供應商應占總購貨額少於本集團總購貨額10%。

None of the Directors, their associates or any shareholders which, to the knowledge of the Directors, own more than 5% of the Company's issued share capital had any interest in the five largest customers of the Group.

就董事所知，擁有本公司已發行股本逾5%之董事、其連絡人士或任何股東概無于本集團五大客戶中擁有任何權益。

**PRE-EMPTIVE RIGHTS**

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

**優先購股權**

本公司之公司組織章程細則或開曼群島法例並無優先購股權之條文，故本公司毋須按比例向現有股東提呈新股份。

**AUDITORS**

UHY VOCATION HK CPA Limited was appointed as the auditors of the Company.

**核數師**

天道香港會計師事務所有限公司獲委任為本公司核數師。

On behalf of the Board

代表董事會

Chairman  
**William Xia GUO**

主席  
郭夏

Beijing, the PRC, 21 March 2013

中國北京，二零一三年三月二十一日

**(1) CORPORATE GOVERNANCE PRACTICES**

The Company applied the principles and fully complied with the Code Provision as set out in Appendix 15 of the GEM Listing Rules ("CG Code") save with certain deviations in respect of the roles of chairman and chief executive officer.

**(1) 企業管治常規**

本公司依循創業板上市規則附錄15所載原則及全面遵守當中所載守則條文（「企業管治常規守則」），當中只有數項偏離，是有關主席與行政總裁之角色。

**(2) DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Company Code for Securities Transactions by Directors of Listed Issuers in compliance with the provisions that are set out in the GEM Listing Rules as its own code of conduct for Directors' dealings of securities since 29 June 2005. Specific enquiries have been made with all Directors and the Directors confirmed that they have complied with the required standard set out in the Company Code throughout the year ended 31 December 2011.

**(2) 董事之證券交易**

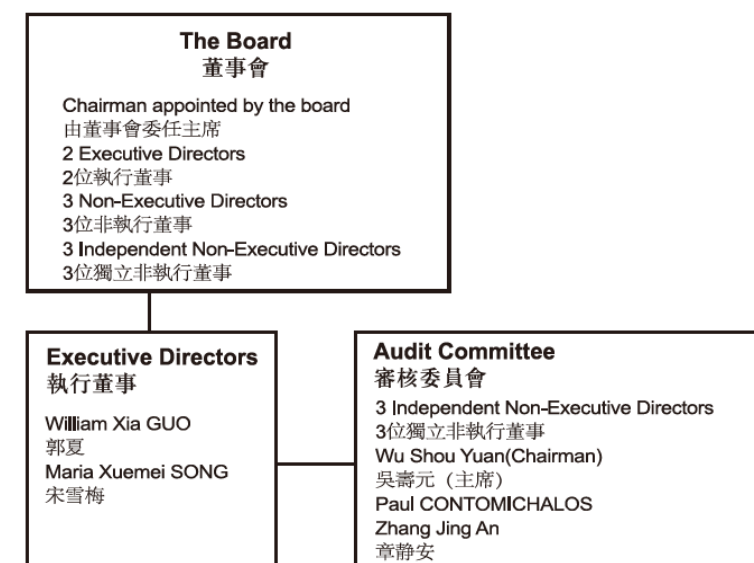
本公司已遵照創業板上市規則所載條文，採納上市發行人董事進行證券交易的公司守則，作為本公司就二零零五年六月二十九日起董事買賣證券之操守準則。經向全體董事作出具體查詢後，董事確認，彼等於截至二零一一年十二月三十一日止年度全年，一直遵守公司守則所載規定準則。

**(3) BOARD OF DIRECTORS**

The overall governance structure of the Company is set out below:

**(3) 董事會**

本公司整體管治結構如下：



Note:

附注:

(a) The Non-Executive Directors of the Company during the year and up to the date of this report are:

(a) 年內及截至本報告日期，本公司之在任非執行董事為:

FENG Tao  
WU Xin (resigned on 24 May 2012)  
LI Jin Liang (appointed on 24 May 2012)  
Nathan Xin ZHANG

馮濤  
吳欣 (於2012年5月24日辭任)  
李金亮 (於2012年5月24日委任)  
張欣

The Independent Non-Executive Directors of the Company during the year and up to the date of this report are:

本公司之在任獨立非執行董事為:

WANG Hong Bo (resigned on 27 Dec 2011)  
WU Shou Yuan (appointed on 27 Dec 2011)  
Paul CONTOMICHALOS  
WU Ming Yu (resigned on 27 Dec 2011)  
ZHANG Jing An (appointed on 27 Dec 2011)

王紅波 (於2011年12月27日辭任)  
吳壽元 (於2011年12月27日委任)  
Paul CONTOMICHALOS  
吳明瑜 (於2011年12月27日辭任)  
章靜安 (於2011年12月27日委任)



The Board of Directors ("Board") of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders value.

The Board of the Company comprises a total of eight Directors, with two Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. One-third of the Board is Independent Non-executive Directors and one of them has appropriate professional qualifications. Reviews are made regularly of the Board composition to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. All Independent Non-executive Directors meet the independence guidelines set out in GEM Rule 5.09 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board, led by the Chairman, is responsible for the approval and monitoring of the Group's overall strategies and policies; approval of annual budgets and business plans; evaluating the performance of the Group; and oversight of management. One of the important roles of the Chairman is to provide leadership to the Board to ensure that the Board acts in the best interests of the Group. All Directors have been consulted about any matters proposed for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receives adequate and reliable information in a timely manner.

Regular Board meetings of the year are scheduled in advance to give all Directors an opportunity to attend. Six regular Board meetings at approximately quarterly intervals have been scheduled for 2011. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's Articles of Association. Board papers are circulated not less than seven days before the Board meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. The Company Secretary and the Qualified Accountant shall attend all regular Board meetings to advise on corporate governance, statutory compliance, accounting and financial matters when necessary. Directors shall have full access to information of the Group and are able to obtain independent professional advice whenever deemed necessary by the Directors. The Company Secretary assists the Chairman in establishing the meeting agenda, and each Director may request inclusion of items in the agenda. Minutes of the board meetings are kept by the Company Secretary and are open for inspection by Directors.

本公司董事會（「董事會」）共同負責監督本集團業務及事務之管理，以提升股東價值為目的。

本公司董事會由合共八名董事組成，其中兩名為執行董事、三名為非執行董事及三名為獨立非執行董事。三分之一董事會成員為獨立非執行董事，當中一名具合適專業資格。董事會定期檢查其組成，以確保於適當之專業知識、技能及經驗中取得平衡，以配合本公司業務需要。全體獨立非執行董事均符合創業板上市規則第5.09條所載獨立指引，且遵照有關指引條文屬獨立身份。

董事會由主席領導，負責審批及監管本集團整體策略及政策；批准年度預算與業務計畫；評估本集團表現；及監督管理層。主席其中一項重要職務為領導董事會，以確保董事會以本集團最佳利益行事。任何建議載入議程之事項均會徵詢全體董事意見。憑藉執行董事及公司秘書之支持，主席致力確保全體董事及時獲妥為知會於董事會會議提出之事項，並獲取足夠及可靠資料。

本公司會就每年定期董事會會議事先編列時間表，以便全體董事有機會出席。于二零一一年，曾於各季度間安排舉行六次定期董事會會議。根據本公司之公司組織章程細則，董事可親身或透過電子通訊方式出席會議。董事會文件會於董事會會議舉行最少七天前傳閱，以確保董事能就將於董事會會議提出之事項作出知情決定。公司秘書及合資格會計師須出席所有定期董事會會議，並於需要時就企業管治、法定規例、會計及財務事項提供意見。董事應可獲取本集團所有資料，並能于董事認為需要時取得獨立專業意見。公司秘書協助主席編制會議議程，而各董事可要求于議程載入專案。董事會會議記錄由公司秘書存管，並可供董事查閱。

During the twelve months ended 31 December 2011, the Board met and held Six meetings in January, June, August, November (twice) and December 2011. The attendance records of the aforementioned seven Board meetings are set out below:

截至二零一一年十二月三十一日止十二個月，董事會曾於二零一一年一月、六月、八月、十一月（二次）及十二月舉行六次會議。上述六次董事會會議之出席記錄載列如下：

Attendance of individual directors at board meetings during the year			
年內個別董事之董事會會議出席率			
	Attendance no.	Attendance rate	
	出席次數	出席率	
<b>Executive Director</b>	<b>執行董事</b>		
William Xia GUO	郭夏	6/6	100%
Maria Xuemei SONG	宋雪梅	6/6	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
FENG Tao	馮濤	6/6	100%
WU Xin	吳欣	6/6	100%
Nathan Xin ZHANG	張欣	6/6	100%
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
WANG Hong Bo (resigned on 27 Dec 2011)	王紅波（於 2011 年 12 月 27 日辭任）	6/6	100%
WU Shou Yuan (appointed on 26 Dec 2011)	吳壽元（於 2011 年 12 月 26 日委任）	0/0	0%
Paul CONTOMICHALOS	Paul CONTOMICHALOS	6/6	100%
WU Ming Yu (resigned on 27 Dec 2011)	吳明瑜（於 2011 年 12 月 27 日辭任）	6/6	100%
ZHANG Jing An (appointed on 26 Dec 2011)	章靜安（於 2011 年 12 月 26 日委任）	0/0	0%

(4) CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Chairman of the Board is responsible for the leadership and effective running of the Board, and ensures that all keys and appropriate issues are discussed by the Board in a timely and constructive manner.

However, the Chief Executive Officer of the Company has not yet been appointed. Currently, the day-to-day management of the Company's business is handled by the executive directors and senior management, who take the responsibility to run the Group's business and to implement the Group's strategy so as to achieve the overall commercial objectives of the Company.

(4) 主席及行政總裁

董事會主席負責領導董事會及使其有效運作，以確保董事會及時且具建設性地討論所有重要及適當事項。

然而，本公司尚未委任任何行政總裁。現時，本公司業務之日常管理由執行董事及高級管理人員執行，彼等負責經營本集團業務及推行本集團策略，以達致本公司整體商業目標。

**(5) REMUNERATION OF DIRECTORS**

Currently, the Remuneration Committee comprises the Chairman of the Board Mr. William Xia GUO, a Non-executive Director Mr. FENG Tao and an Independent Non-executive Director Mr. Paul CONTOMICHALOS. Mr. William Xia GUO is the chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

**(6) NOMINATION OF DIRECTORS**

In accordance with the Company's Articles of Association, nomination of Directors is determined by the Board with approvals by the shareholders in the general meeting

**(7) AUDITORS' REMUNERATION**

The coming annual general meeting should approve the appointment of UHY Vocation HK CPA Limited as the auditors of the Group and that the Board is and hereby authorized to fix auditors' remuneration.

**(8) AUDIT COMMITTEE**

The audit committee was established with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual reports and accounts, half-yearly reports and quarterly reports and internal control system of the Group and provide advice and comments to the Board. The audit committee has three members comprising the three Independent Non-executive Directors, Mr. WU Shou Yuan (appointed on 26 Dec 2011), Mr. Paul CONTOMICHALOS and Mr. ZHANG Jing An (appointed on 26 Dec 2011). Mr. WU Shou Yuan is the chairman of the audit committee.

**(5) 董事酬金**

現時，薪酬委員會由董事會主席郭夏先生、非執行董事馮濤先生及獨立非執行董事Paul CONTOMICHALOS先生組成。郭夏先生為薪酬委員會主席。

薪酬委員會之主要職責為就有關董事及高級管理人員全部酬金之本公司政策及結構，向董事會提出推薦意見，並參考董事會不時議決之公司目標及宗旨，檢討全體執行董事及高級管理人員之特定酬金組合。

**(6) 提名董事**

根據本公司之公司組織章程細則，董事提名由董事會決定，並須獲股東于股東大會批准。

**(7) 核數師酬金**

于即將舉行之股東周年大會上批准委聘天道香港會計師事務所有限公司為本集團續任核數師，董事會謹此獲授權厘定核數師酬金。

**(8) 審核委員會**

審核委員會已成立，並遵照創業板上市規則書面訂明其職權範圍。審核委員會之主要職責為複審本公司之年度報告及帳目、半年報告及季度報告以及本集團之內部監控制度，並向董事會提供意見及建議。審核委員會由三名獨立非執行董事吳壽元先生（于2011年12月27日委任）、Paul CONTOMICHALOS先生及張景安先生（于2011年12月27日委任）組成，吳壽元先生為審核委員會主席。

During the twelve months ended 31 December 2011, the audit committee held five meetings and reviewed the Group's annual report, quarterly and interim financial results. The attendance records of the aforementioned five audit committee meetings are set out below:

Members	成員	Attendance of individual directors at board meetings during the year	
		Attendance no. (出席次數)	Attendance rate (出席率)
WANG Hong Bo (resigned on 27 Dec 2011)	王紅波 (於 2010 年 12 月 26 日辭任)	5/5	100%
WU Shou Yuan (appointed on 27 Dec 2011)	吳壽元 (於 2010 年 12 月 26 日委任)	0/0	0%
Paul CONTOMICHALOS	Paul CONTOMICHALOS	5/5	100%
WU Ming Yu (resigned on 27 Dec 2011)	吳明瑜 (於 2010 年 12 月 26 日辭任)	5/5	100%
ZHANG Jing An (appointed on 27 Dec 2011)	章靜安 (於 2010 年 12 月 26 日委任)	0/0	0%

**(9) DIRECTORS' ACKNOWLEDGEMENT OF THEIR RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Directors acknowledge that they take full responsibility in the preparation of the financial statements.

**(10) INTERNAL CONTROL AND RISK MANAGEMENT**

The Board is responsible for ensuring that the Group has a sound and effective internal control system. The Group is committed to the identification, monitoring and management of risks associated with its business activities and has implemented a practical and effective control system which includes a defined management structure with limits of authority, a sound cash management system and periodic review of the Group's operation and performance by the Audit Committee and the Board. The internal control system is reviewed on an ongoing basis by the Board to ensure it is effective. The Board is satisfied that, based on information furnished to it and on its own observations, the present internal controls of the Group are satisfactory. The Board has conducted review of the effectiveness of the system of internal control and is of the view that the system of internal control adopted for the year ended 31 December 2011 is sound and effective. The Group does not have an internal audit function and the Board is of the view that there is currently no need for the Group to have this function.

截至二零一一年十二月三十一日止十二個月，審核委員會曾舉行五次會議，並已審閱本集團之年度報告、季度及中期財務業績。上述五次審核委員會會議之出席記錄載列如下：

**(9) 董事瞭解彼等有關財務報表之責任**

董事瞭解，彼等全權負責編制財務報表。

**(10) 內部監控及風險管理**

董事會負責確保本集團的內部監控系統是健全及有效。本集團致力於識別、監控及管理與其業務有關之風險，並已實施一項實際可行和行之有效之監控系統，包括清晰界定許可權之管理結構、良好之現金管理系統，以及由審核委員會及董事會定期對本集團之營運及業績進行檢討。內部監控系統乃由董事會持續進行檢討是否有效。董事會根據向其獲提供之資料及本身之觀察，對本集團現有之內部監控感到滿意。董事會亦已審閱內部監控系統之有效性，認為截至二零一一年十二月三十一日止年度採納之內部監控系統屬健全及有效。本集團並無內部核數功能，董事會認為本集團目前並不需要增設此項功能。



香港灣仔告士打道50號馬來西亞大廈3樓  
3/F., Malaysia Building, 50 Gloucester Road, Wanchai, Hong Kong

**INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
VENTUREPHARM LABORATORIES LIMITED  
(incorporated in the Cayman Islands with limited liability)  
致萬全科技藥業有限公司  
(於開曼群島註冊成立之有限公司)  
全體股東之獨立核數師報告**

We have audited the consolidated financial statements of Venturepharm Laboratories Limited (the "Company") and its subsidiaries (collectively referred to the "Group") set out on pages 33 to 115 which comprise the consolidated and the Company's statement of financial position as at 31 December 2011, 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 Hong Kong Companies Ordinance, and for such internal control as the directors determine are necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the content of this report.

本核數師已審核列載於第 33 頁至第 115 頁萬全科技藥業有限公司（「貴公司」）及其附屬公司（統稱為「貴集團」）之綜合財務報表，此綜合財務報表包括於二零一一年十二月三十一日之綜合財務狀況表及財務狀況表截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，連同主要會計政策概要及其他說明資料。

**董事對綜合財務報表須承擔之責任**

貴公司董事負責按照香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定編製該等真實而公平綜合財務報表，並對董事認為必須的內部控制負責，以確保綜合財務報表的編製不存在由於欺詐或錯誤而導致之重大錯誤陳述。

**核數師之責任**

本核數師之責任為根據本核數師的審核對該等綜合財務報表發表意見，並僅向整體股東報告，而不作其他用途。本核數師不會就本報告的內容對任何其他人士負責或承擔任何責任。

**Auditor's responsibility (Continued)**

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 auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

**Basis For Qualified Opinion**

As detailed in note 19 to the consolidated financial statements, one of the other receivables of approximately RMB 8,907,000 has been outstanding and only approximately RMB 173,000 was received by the Group up to the date of this report. The directors of the Company considered the amount to be irrecoverable and determined the amount to be impaired in the year ended 31 December 2011. Accordingly, an impairment loss of approximately RMB 8,734,000 was made and charged to the consolidated statement of comprehensive income for the year ended 31 December 2011. Due to the lack of sufficient independent evidence, and there were no other satisfactory audit procedures that we could carry out, we are unable to determine the appropriateness of the valuation of this other receivable and any excessiveness of the impairment loss

Any adjustments to the figures described above might have a significant consequential effect on the consolidated financial position of the Group as at 31 December 2011, loss and the cash

**核數師之責任 (續)**

本核數師已根據香港會計師公會頒佈之香港審核準則進行審核。該等準則要求本核數師遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行程式以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程式取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與貴公司編製真實而公平的綜合財務報表反映的相關內部控制，以設計適當之審核程式，但並非對該公司內部控制之效益發表意見。審核亦包括評估董事所採用的會計政策的合適性及所作出會計估計是否合理，並評價綜合財務報表之整體呈列方式。

本核數師相信，我們所獲取審核憑證是充足和適當地為我們之審核意見提供基礎。

**保留意見基準**

誠如綜合財務報表附註19所闡述，貴集團的其中一筆總額約人民幣8,907,000元的其他應付款項已到期但只有約人民幣173,000元在本報告日前收回。貴公司董事認為此其他有應付款項未能收回因此就該等結餘作出減值撥備。因此，該筆總額約人民幣8,734,000元的減值撥備已反映在二零一一年十二月三十一日之綜合全面收益表。由於缺乏所必需的充分及恰當的審核憑證，及並無實際可履行的替代審核程式，本核數師未能評估該筆其他應收款項的估值及其厘定的減值金額是否過大。

對上述其他應收款項之金額作出任何屬必要的調整，將會影響貴集團於二零一一年十二月三十一日的資產淨值及貴集團截至該日止年度之虧損以及現金流量。

**Qualified opinion**

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements give a true and fair view of the state of the Group and of the Company as at 31 December 2011, and of the Group's loss and cash flows for the year then ended in accordance with the Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Emphasis of matter in relation to the going concern basis for preparation of consolidated financial statements**

Without qualifying our opinion, we draw attention to note 2.1 to the consolidated financial statements which indicates that the Group incurred consolidated loss attributable to owners of the Company of approximately RMB152,435,000 for the year ended 31 December 2011 and had consolidated net current liabilities of approximately RMB108,275,000 and net liabilities of approximately RMB96,752,000 as at 31 December 2011. The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on upon the future funding available, the intention of the Convertible Bond holders to convert the bonds into Company shares and the attainment of profitable and positive cash flow operations of the Group to meet its future working capital and financial requirements. The consolidated financial statements do not include any adjustments that may be necessary should there be no future funding available and the implementation of proposed measures to improve the Group's financial and cash flow position be unsuccessful.

Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at other than the amounts at which they are currently recorded in the consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets as current assets.

UHY VOCATION HK CPA LIMITED  
Certified Public Accountants  
David Tze Kin Ng,  
Auditor,  
Practising Certificate Number P553

Hong Kong, 21 March 2013

**保留意見**

本核數師認為，除保留意見基準一段所述事宜之可能影響外，該等綜合財務報表乃按照香港財務報告準則真實及公平地反映貴集團及貴公司於二零一一年十二月三十一日之財務狀況及其截至該日止年度之虧損及現金流量，並按照香港公司條例之披露規定妥為編制。

**強調事項 - 持續經營基準**

在不發出保留意見之情況下，本核數師敬請閣下注意綜合財務報表附註2.1，貴集團就截至二零一一年十二月三十一日止年度產生貴公司擁有人應占虧損約人民幣152,435,000元，而於該日，貴集團有綜合流動淨負債及淨負債分別約為人民幣108,275,000元及約人民幣96,752,000元。此等綜合財務報表已按持續經營基準編制，其是否有效取決於未來集資能力，外幣債券基金持有人對換公司股票之意欲，和未來集團盈利及正現金流以達至未來營運及財務需求。此等綜合財務報表並不包括任何不成功實施事項所帶來必要的調整。

如持續經營基準不適用，資產的價值或會以不同於綜合資產負債表上記帳之金額變現而需作出相應的調整。此外，本集團或需要對於可能出現的負債而作出確認，以及重新分類非流動資產為流動資產。

天道香港會計師事務所有限公司  
執業會計師  
吳梓堅，  
核數師，  
執業證書編號P533

香港，二零一三年三月二十一日

		Year ended 31 December	
		截至十二月三十一日止年度	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	營業收入	18,099	37,687
Cost of sales	營業成本	5 (11,094)	(16,317)
Gross profit	毛利	7,005	21,370
Other income	其他收入	6 1,477	21,906
Administrative expenses	管理費用	8 (51,314)	(46,600)
Impairment loss on work-in-progress	在產品減值損失	16 (57,423)	(14,451)
Loss on revaluation of convertible bonds	可換股債券重估虧損	25 (4,546)	(22,193)
Loss/(gain) on disposal of financial assets at fair value through profit or loss, net	出售按公允價值透過損益記帳之金融資產(損失)/收入,淨值	20 (47,169)	152
Finance costs – net	財務費用—淨值	7 2,198	(15,606)
Loss before income tax	除稅前虧損	(149,772)	(55,422)
Income tax	所得稅	10 (4,024)	(1,838)
<b>Total comprehensive income for the year</b>	<b>本年度全面收益總額</b>	<b>(153,796)</b>	<b>(57,260)</b>
Attributable to:	應占:		
Owners of the Company	本公司擁有人	(152,435)	(56,928)
Non-controlling interests	非控股權益	(1,361)	(332)
		(153,796)	(57,260)
Basic and diluted loss per share	基本及攤薄每股虧損	11 (41.85)cents	(15.66)cents

The notes on pages 38 to 115 are an integral part of these consolidated financial statements. 隨附38至115頁附注為財務報表組成部份。

		Note 附註	As at 31 December 於十二月三十一日	
			2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	11,523	16,738
New drugs technology	新藥技術	13	-	-
Deferred tax assets	遞延稅項資產	15	-	5,340
			11,523	22,078
Current assets	流動資產			
Work-in-progress	在產品	16	11,711	58,849
Trade receivables	應收賬款	18	1,436	10,347
Prepayments and other receivables	預付帳款及其他應收款	19	4,673	41,828
Financial assets at fair value through profit or loss	按公允價值透過損益記帳之金融資產	20	1,803	60,138
Cash and cash equivalents	現金及現金等價物	21	6,822	6,910
			26,445	178,072
<b>Total assets</b>	<b>總資產</b>		<b>37,968</b>	<b>200,150</b>
<b>EQUITY</b>	<b>股東權益</b>			
Capital and reserves attributable to owners of the Company	本公司擁有人應占權益			
Ordinary shares	股本	22	38,536	38,469
Reserves	儲備	23	(134,972)	16,811
			(96,436)	55,280
Non-controlling interests	非控制權益		(316)	1,045
<b>Total (deficit)/equity</b>	<b>股東(虧絀)/權益合計</b>		<b>(96,752)</b>	<b>56,325</b>
<b>LIABILITIES</b>	<b>負債</b>			
Non-current liabilities	非流動負債			
Convertible bond	可換股債券	25	-	108,005
Current liabilities	流動負債			
Other payables and accruals	其他應付款及應付費用	24	12,707	31,153
Convertible bond	可換股債券	25	106,786	-
Receipts in advance	預收賬款		15,146	3,221
Income tax liabilities	應付稅項		81	1,446
			134,720	35,820
<b>Total liabilities</b>	<b>負債合計</b>		<b>134,720</b>	<b>143,825</b>
<b>Total equity and liabilities</b>	<b>股東權益及負債合計</b>		<b>37,968</b>	<b>200,150</b>
Net current (liabilities)/assets	流動(負債)/資產淨值		(108,275)	142,252
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>(96,752)</b>	<b>164,330</b>

Approved and authorised for issue by the Board of Directors on 21 March 2013:  
董事會已於二零一三年三月二十一日批准及授權刊發並由下列董事代表簽署:

Mr. William Xia GUO  
郭夏先生  
Director  
董事

Dr. Maria Xuemei SONG  
宋雪梅博士  
Director  
董事

The notes on pages 38 to 115 are an integral part of these consolidated financial statements.  
隨附38至115頁附注為財務報表組成部份。

		Note 附註	As at 31 December 於十二月三十一日	
			2011 RMB'000 人民幣千元	2010 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	14	12,813	79,973
Current assets	流動資產			
Prepayments and other receivables	預付帳款及其他應收款	19	1,813	7,309
Financial assets at fair value through profit or loss	按公允價值透過損益記帳之金融資產	20	1,803	60,138
Cash and cash equivalents	現金及現金等價物	21	721	53
			4,337	67,500
<b>Total assets</b>	<b>總資產</b>		<b>17,150</b>	<b>147,473</b>
<b>EQUITY</b>	<b>所有者權益</b>			
Ordinary shares	股本	22	38,536	38,469
Reserves	儲備	23	(147,905)	(16,628)
<b>Total (deficit)/equity</b>	<b>股東(虧絀)/權益合計</b>		<b>(109,369)</b>	<b>21,841</b>
<b>LIABILITIES</b>	<b>負債</b>			
Non-current liabilities	非流動負債			
Convertible bond	可換股債券	25	-	108,005
Current liabilities	流動負債			
Other payables and accruals	其他應付款及應付費用	24	1,954	17,627
Amounts due to subsidiaries	應付子公司	24	17,779	-
Convertible bond	可換股債券	25	106,786	-
			126,519	17,627
<b>Total liabilities</b>	<b>負債合計</b>		<b>126,519</b>	<b>125,632</b>
<b>Total equity and liabilities</b>	<b>所有者權益及負債合計</b>		<b>17,150</b>	<b>147,473</b>
Net current (liabilities)/ assets	流動(負債)資產淨值		(122,182)	49,873
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>(109,369)</b>	<b>129,846</b>

Approved and authorised for issue by the Board of Directors on 21 March 2013:  
董事會已於二零一三年三月二十一日批准及授權刊發並由下列董事代表簽署:

Mr. William Xia GUO  
郭夏先生  
Director  
董事

Dr. Maria Xuemei SONG  
宋雪梅博士  
Director  
董事

The notes on pages 38 to 115 are an integral part of these consolidated financial statements.  
隨附38至115頁附注為財務報表組成部份。

綜合權益變動表  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Attributable to owners of the Company 本公司擁有人應占									
		Share-based capital	Share payment reserve	Special reserve	Capital reserve	Statutory reserve	Statutory enterprise expansion fund	Retained earnings/ (accumulated loss)	Total	Non- controlling interests	Total equity
		股本 RMB'000 人民幣千元	以股份支付 之酬金儲備 RMB'000 人民幣千元	特別儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	法定公積 RMB'000 人民幣千元	發展基金 RMB'000 人民幣千元	留存盈利/ (累計虧損) RMB'000 人民幣千元	合計 RMB'000 人民幣千元	非控制權益 RMB'000 人民幣千元	權益合計 RMB'000 人民幣千元
At 1 January 2010	二零一零年 一月一日	38,469	2,946	6,039	1,459	3,803	6,986	51,825	111,527	1,377	112,904
Total comprehensive income for the year	本年度全面收益	-	-	-	-	-	-	(56,928)	(56,928)	(332)	(57,260)
Transactions with owners	與所有者的交易										
Employee share option benefits	僱員購股權福利	-	681	-	-	-	-	681	681	-	681
Total transactions with owners	與所有者的交易合計	-	681	-	-	-	-	681	681	-	681
At 31 December 2010 and 1 January 2011	於二零一零年十二月 三十一日及 於二零一一年一月一日	38,469	3,627	6,039	1,459	3,803	6,986	(5,103)	55,280	1,045	56,325
Total comprehensive income for the year	本年度全面收益	-	-	-	-	-	-	(152,435)	(152,435)	(1,361)	(153,796)
Transactions with owners	與所有者的交易										
Issue of ordinary shares upon exercise of share options	因行使購股權而發行普通股	67	-	-	275	-	-	-	342	-	342
Exercise of share options	行使期權	-	(84)	-	84	-	-	-	-	-	-
Employee share option benefits	僱員購股權福利	-	377	-	-	-	-	377	377	-	377
Total transactions with owners	與所有者的交易合計	67	293	-	359	-	-	-	719	-	719
At 31 December 2011	於二零一一年十二月 三十一日	38,536	3,920	6,039	1,818	3,803	6,986	(157,538)	(96,436)	(316)	(96,752)

The notes on pages 38 to 115 are an integral part of these consolidated financial statements.  
隨附38至115頁附注為財務報表組成部份。

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

		As at 31 December 截至十二月三十一日止年度		
		2011	2011	2011
		二零一一年	二零一一年	二零一一年
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Cash flows from operating activities	經營活動之現金流量			
Cash generated from operations	經營活動產生之現金	26	11,656	3,677
Interest expenses	利息支出		(4,940)	(4,382)
Income tax paid	所得稅支出		-	(9)
Net cash generated from/ (used in) operating activities	經營活動產生/ (使用)之現金淨額		6,716	(714)
Cash flows from investing activities	投資活動之現金流量			
Purchase of property, plant and equipment	購買物業、廠房及設備	12	(612)	(10,669)
Dividends received	股利收入		106	99
Payments for the acquisition of financial assets at fair value through profit or loss	購買按公允價值透過損益記帳之 金融資產		(57,577)	(166,763)
Proceeds from disposal of a subsidiary	出售一家附屬公司之收入		-	9
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之 收入		54	-
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允價值透過損益記帳 之金融資產之收入		50,585	165,196
Proceeds from disposal of new drugs technology	出售新藥技術之收入		-	5,400
Interest received	收取利息		298	265
Net cash used in investing activities	投資活動使用之現金淨額		(7,146)	(6,463)
Cash flows from financing activities	籌資活動之現金流量			
Proceeds from issuance of new shares	發行股票所得現金		342	-
Net cash generated from financing activities	籌資活動產生之現金淨額		342	-
Net decrease in cash and cash equivalents	現金及現金等價物淨減少		(88)	(7,177)
Cash and cash equivalents at the beginning of the year	現金及現金等價物期初餘額	21	6,910	14,087
Cash and cash equivalents at the end of the year	現金及現金等價物期末餘額	21	6,822	6,910

The notes on pages 38 to 115 are an integral part of these consolidated financial statements.  
隨附38至115頁附注為財務報表組成部份。

**1 GENERAL INFORMATION**

Venturepharm Laboratories Limited (the “Company”) is a company incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law (2002 Revision) of the Cayman Islands. The address of its registered office is Scotia Centre, 4th Floor, PO Box 2804, George Town, Grand Cayman, Cayman Islands, and its principal place of business is disclosed in “Corporate Information” of the annual report. The Company has its shares listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 10 July 2003.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 14 to the consolidated financial statements.

The consolidated financial statements are presented in thousands of units of Renminbi (“RMB’000”) unless otherwise stated.

The consolidated financial statements for the year ended 31 December 2011 were approved for issue by the Board of Directors on 3 March 2013.

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

**1 一般資料**

萬全科技藥業有限公司（「本公司」）為一間於二零零二年五月二十一日根據開曼群島公司法（二零零二年修訂版）在開曼群島註冊成立為獲豁免有限責任公司，其註冊辦事處地址為 Scotia Centre, 4th Floor, PO Box 2804, George Town, Grand Cayman, Cayman Islands，而其主要營業地點披露於本年報「公司資料」內。其股份在二零零三年七月十日于香港聯合交易所有限公司（「聯交所」）上市。

本公司之主要業務為投資控股，其附屬公司之主要業務已呈列於綜合財務報表附註 14。

本綜合財務報表以本公司的功能貨幣人民幣千元編制。

截至二零一一年十二月三十一日止年度之綜合財務報表已於二零一三年三月二十一日經董事會批准刊發。

**2 重要會計政策概要**

編制該等綜合財務報表所用重要會計政策載列如下。除另有說明者外，該等政策貫徹應用於所有呈報年度。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****2.1 Basis of preparation**

The Company and its subsidiaries (the “Group”) incurred a loss for the year attributable to owners of the Company of approximately RMB152,435,000 for the year ended 31 December 2011 (2010: approximately RMB56,928,000) and as of that date, the Group’s current liabilities exceeded its current assets and its total liabilities exceeded its total assets by approximately RMB108,275,000 (2010: net current assets of approximately RMB142,252,000) and approximately RMB96,752,000 (2010: net assets of approximately RMB56,325,000) respectively.

In view of these circumstances, the directors of the Company have given consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern.

The Group suspended investment in PDS projects without customer contract on 29 March 2012 to reduce cash outflows on staff costs, rental and other operating costs. Cash flows from operating activities of the Group will maintain a healthy financial position.

On 4 September 2012, the convertible bond holders passed an resolution to extend the maturity date of the convertible bond to 10 September 2015 and significantly reduced the cash outflows for settling the liabilities of the Group.

**2 重要會計政策概要 (續)****2.1 編制基準**

截至二零一一年十二月三十一日止年度，本公司及其附屬公司（「本集團」）之本公司擁有人應占本年度虧損及全面開支總額約人民幣 152,435,000 元（二零一零年：約人民幣 56,928,000 元），而於該日，本集團之流動負債高於其流動資產及其負債總額高於其資產總值，高出之金額分別約人民幣 108,275,000 元（二零一零年：淨流動資產約人民幣 142,252,000 元）及約人民幣 96,752,000 元（二零一零年：淨總資產約人民幣 56,325,000 元）。

鑒於此等情況，本公司董事已考慮本集團日後之流動性及表現及其現有財務資源，以評估本集團會否具備足夠財務資源按持續經營基準繼續經營業務。

本集團已於二零一二年三月二十九日暫停未訂約的藥物開發與臨床研究服務以減少因薪酬、租賃費用及其他營運開支所產生的現金流出。致使本集團的經營活動的現金流量維持于健康水準。

在二零一二年九月四日，可換股債券持有人通過決議以延長有關可換股債券的到期日至二零一五年九月十日，這大幅地減少本集團因流動負債到期而出現現金流出。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of preparation (Continued)

As at 31 December 2011, the Group had current liabilities of approximately RMB 134,720,000, among which approximately RMB 15,146,000 of receipts in advance from customers and RMB106,786,000 of convertible bond. Most of the receipts in advance would be recognized as revenue in 2012 and later years, and will not lead to any cash outflow in future. While the convertible bond, the maturity date of the bond was extended to year 2015 and hence there was no cash outflow for the settlement of convertible bond in 12 months after the end of the reporting period. Excluding receipts in advance and convertible bond, the current ratio (current asset/current liabilities) of the Group as at 31 December 2011 was 2.1.

Meanwhile, considering the working capital and long term funding demand for future development, the Group will consider to raise funds through bank loans, issuance of new shares, convertible bonds and issuance of new debts.

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The consolidated financial statements have been prepared under the historical cost convention as modified by financial assets at fair value through profit or loss and convertible bond that are stated at fair value.

## 2 重要會計政策概要 (續)

### 2.1 編制基準 (續)

於二零一一年十二月三十一日，本集團流動負債為約人民幣134,720,000元，其中約人民幣15,146,000元為預收賬款及約人民幣106,786,000元為可換股債券。大部份的預收帳款將會於二零一二年或其後年度轉化為收入而不會導致現金流出。而可換股債券因其到期日獲得延期至二零一五年，使於報告日期後十二個月內不需因還款而致現金流出。撇除預收賬款及可換股債券，本集團的流動比率(流動資產/流動負債)於二零一一年十二月三十一日為2.1。

同時，對於營運資本及長期資本在未來發展的需求，本集團會考慮透過銀行貸款、發行新股、發行可換股債券及其他借款等方式增加資金。

本公司及其附屬公司(統稱「本集團」)之綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)，其統稱詞彙包括香港會計師公會頒佈之所有適用個別香港財務報告準則、香港會計準則及詮釋編制。綜合財務報表亦包括香港公司條例及香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)之適用披露規定。

除如下文會計政策所披露之以公允價值計量且其變動計入損益的金融資產及可換股債券外，綜合財務報表乃根據歷史成本法編制。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1.2 Changes in accounting policies and disclosures (Continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

#### Impact of new and revised Standards and Interpretations

- (a) In current year, the Group has applied the following new and revised Standards and Interpretations issued by the HKICPA, the adoption of these new and revised standards and interpretations has had no material effect on these financial statements:

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKAS 24 (Revised)	Related Party Disclosures
HKAS 32 (Amendments)	Classification of Rights Issues
HK(IFRIC) - Int 14 (Amendments)	Prepayments of a Minimum Funding Requirement
HK(IFRIC) - Int 19	Extinguishing Financial Liabilities with Equity Instruments

## 2 重要會計政策概要 (續)

### 2.1.2 會計政策變動及披露 (續)

編制符合香港財務報告準則之綜合財務報表須使用若干關鍵會計估計。管理層亦須于應用本集團會計政策過程中行使其判斷。涉及高度判斷及複雜性之領域或綜合財務報表之假設及估計之領域披露於附注4。

#### 新頒佈及經修訂的香港財務報告準則的影響

- (a) 本集團於本年度財務報告中採納以下新頒佈及經修訂之香港財務報告準則。採納該等新頒佈及經修訂的準則和詮釋對本財務報告並無重大影響:

香港財務報告準則之修訂	於二零一零年頒佈之香港財務報告準則改進
香港會計準則第24號 關連披露 (二零零九年經修訂)	關連方披露
香港會計準則第32號 之修訂	供股份類
香港(國際財務報告 詮釋委員會) —詮釋第14號之修訂	最低資金要求之預付款
香港(國際財務報告 詮釋委員會) —詮釋第19號	以股本工具抵銷金融 負債



<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要(續)</b>
<b>2.1</b>	<b>Basis of preparation (Continued)</b>	<b>2.1</b>	<b>編制基準(續)</b>
	The application of the above new and revised Standards, Amendments and Interpretations in current year had had no material effect on the Group's financial performance and positions for the current and prior years and/or disclosures set out in these consolidated financial statements.		于本年度應用上述新訂及經修訂香港財務報告準則對綜合財務報表所呈報的金額及／或綜合財務報表所載的披露並無重大影響。
	<i>Impact of Standards and Interpretations issued but not yet effective</i>		已頒佈但尚未生效香港財務報告準則之影響
<b>(b)</b>	The Group has not applied the following new and revised Standards and Interpretations that have been issued but are not yet effective in these consolidated financial statements.	<b>(b)</b>	本集團並無應用下列已頒佈但尚未生效的新訂及經修訂之香港財務報告準則於本財務報告:
	HKFRS 1 (Amendments) Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters <sup>1</sup>		香港財務報告準則第1號(修訂本) 嚴重高通脹及剔除首次採納的固定日期 <sup>1</sup>
	HKFRS 1 (Amendments) Government Loans <sup>4</sup>		香港財務報告準則第1號(修訂本) 政府貸款 <sup>4</sup>
	HKFRS 7 (Amendments) Disclosures - Transfers of Financial Assets <sup>1</sup>		香港財務報告準則第7號(修訂本) 披露 - 金融資產轉撥 <sup>1</sup>
	HKFRS 7 (Amendments) Disclosures - Offsetting Financial Assets and Financial Liabilities <sup>4</sup>		香港財務報告準則第7號(修訂本) 披露 - 抵銷金融資產及金融負債 <sup>4</sup>
	HKFRS 9 Financial Instruments <sup>6</sup>		香港財務報告準則第9號 金融工具 <sup>6</sup>
	HKFRS 9 and HKFRS 7 (Amendments) Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>3</sup>		香港財務報告準則第9號及香港財務報告準則第7號之修訂 香港財務報告準則第9號之強制生效日期及過渡披露 <sup>3</sup>
	HKFRS 10 Consolidated Financial Statement <sup>4</sup>		香港財務報告準則第10號 綜合財務報表 <sup>4</sup>
	HKFRS 11 Joint Arrangements <sup>4</sup>		香港財務報告準則第11號 合營安排 <sup>4</sup>
	HKFRS 12 Disclosure of Interests in Other Entities <sup>4</sup>		香港財務報告準則第12號 披露于其他實體之權益 <sup>4</sup>
	HKFRS 13 Fair Value Measurement <sup>4</sup>		香港財務報告準則第13號 公平值計量 <sup>4</sup>
	HKAS 1 (Amendments) Presentation of Items of Other Comprehensive Income <sup>3</sup>		香港會計準則第1號之修訂 呈列其他全面收益專案 <sup>3</sup>
	HKAS 12 (Amendments) Deferred Tax - Recovery of Underlying Assets <sup>2</sup>		香港會計準則第12號之修訂 遞延稅項 - 收回相關資產 <sup>2</sup>
	HKAS 19 (Revised) Employee Benefits <sup>4</sup>		香港會計準則第19號(二零一一年經修訂) 僱員福利 <sup>4</sup>
	HKAS 27 (Revised) Separate Financial Statements <sup>4</sup>		香港會計準則第27號(二零一一年經修訂) 獨立財務報表 <sup>4</sup>
	HKAS 28 (Revised) Investments in Associates and Joint Ventures <sup>4</sup>		香港會計準則第28號(二零一一年經修訂) 於聯營公司及合營企業之投資 <sup>4</sup>
	HKAS 32 (Amendments) Offsetting Financial Assets and Financial Liabilities <sup>5</sup>		香港會計準則第32號 抵銷金融資產及金融負債 <sup>5</sup>

<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要(續)</b>
<b>2.1</b>	<b>Basis of preparation (Continued)</b>	<b>2.1</b>	<b>編制基準(續)</b>
	Impact of Standards and Interpretations issued but not yet effective (Continued)		已頒佈但尚未生效香港財務報告準則之影響(續)
<b>(b)</b>	The Group has not applied the following new and revised Standards and Interpretations that have been issued but are not yet effective in these consolidated financial statements.(Continued)	<b>(b)</b>	本集團並無應用下列已頒佈但尚未生效的新訂及經修訂之香港財務報告準則於本財務報告:(續)
	1 Effective for annual periods beginning on or after 1 July 2011		1 於二零一一年七月一日或之後開始之年度期間生效。
	2 Effective for annual periods beginning on or after 1 January 2012		2 於二零一二年一月一日或之後開始之年度期間生效。
	3 Effective for annual periods beginning on or after 1 July 2012		3 於二零一二年七月一日或之後開始之年度期間生效。
	4 Effective for annual periods beginning on or after 1 January 2013		4 於二零一三年一月一日或之後開始之年度期間生效。
	5 Effective for annual periods beginning on or after 1 January 2014		5 於二零一四年一月一日或之後開始之年度期間生效。
	6 Effective for annual periods beginning on or after 1 January 2015		6 於二零一五年一月一日或之後開始之年度期間生效。
	The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.		二零零九年五月, 香港會計師公會頒佈對香港財務報告準則的改進, 其中載列對香港財務報告準則的修訂, 主要目的為刪去不一致條文及澄清措辭。本集團於二零一零年一月一日起採納對香港財務報告準則的修訂。各項準則均就有關修訂各自有過渡性條文。採納其中部份修訂可能會導致政策的變動, 惟該等修訂預計均不會對本集團構成重大財務影響。
<b>2.2</b>	<b>Consolidation</b>	<b>2.2</b>	<b>綜合財務報表</b>
	The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December 2011.		綜合財務報表包括本公司及其全部附屬公司截止二零一一年十二月三十一日的財務報表。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.2 Consolidation (Continued)

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company ("its subsidiaries"). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting right that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assess existence of control when it does not have more than 50% of voting right but is able to govern the financial and operating policies by virtue of de-facto control.

De-facto control may arise from circumstances where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

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

## 2 重要會計政策概要(續)

## 2.2 綜合財務報表(續)

綜合財務報表包括本公司及本公司控制之實體（其附屬公司）之財務報表。倘本公司有權規管一個實體之財務及營運政策，藉此從其活動中取得利益，則構成控制權。本集團亦就持有一間實體少於50%之投票權，但因實際控制權而可管其財政及營運政策而評估是否存在控制權。實際控制權可于獲加強之少數股東權利或股東之間之合約條款等情況下產生。

實際控制權是當少於50%至投票權，但可管其財政及運營政策。

於年內收購或出售之附屬公司業績已於收購生效日期起或直至出售生效日期止（如適合）列入綜合全面收益表。

本集團各成員公司間之所有重大交易、結餘及收支於綜合時悉數對銷。公司內部間交易之損益被確認於資產亦會對銷。如有必要，附屬公司之財務報表將作出調整，致使其會計政策與本集團其他成員公司所使用者一致。

於附屬公司之非控股權益與本集團之股本分開呈列。

本集團於附屬公司擁有之權益出現變動，但並無導致本集團失去該等附屬公司的控制權，均以權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映彼等於附屬公司之相關權益之變動。非控股權益所調整之款額與所付或所收代價之公平值兩者之間的差額，均直接於權益（其他儲備）確認並歸屬於本公司擁有人。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.2 Consolidation (Continued)

When the Group ceases control of a subsidiary, it (i) derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost, (ii) derecognises the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them), and (iii) recognises the aggregate of the fair value of the consideration received and the fair value of any retained interest, with any resulting difference being recognised as a gain or loss in profit or loss attributable to the Group. When assets of the subsidiary are carried at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Group had directly disposed of the related assets (i.e. reclassified to statement of comprehensive income or transferred directly to retained earnings as specified by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

## 2.3 Foreign currency translation

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity ("foreign currencies") are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 2 重要會計政策概要(續)

## 2.2 綜合財務報表(續)

倘本集團失去一間附屬公司之控制權，則其(i)於失去控制權當日取消按賬面值確認該附屬公司之資產（包括任何商譽）及負債；(ii)於失去控制權當日取消確認前附屬公司任何非控股權益（包括彼等應佔之其他全面收益之任何組成部份）之賬面值；及(iii)確認所收取代價之公平值及任何保留權益之公平值之總額，所產生之差額於損益內確認為本集團應佔之收益或虧損。倘該附屬公司之資產按重估金額或公平值列賬，而相關累計收益或虧損已於其他全面收益內確認並累計入權益，則先前於其他全面收益確認並累計入權益之款額，將按猶如本集團已直接出售相關資產入賬（即按適用香港財務報告準則之規定重新分類至損益或直接轉撥至累計虧損）。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據香港會計準則第39號「金融工具：確認及計量」於其後入賬時被列作初步確認之公平值，或（如適用）於初步確認時之於聯營公司或共同控制實體之投資成本。

## 2.3 外幣

編制個別集團實體之財務報表時，以該實體之功能貨幣以外貨幣（外幣）進行之交易乃按其功能貨幣（即實體經營所在主要經濟環境之貨幣）於交易日期當時之匯率入帳。于各報告期間結束時，以外幣列值之貨幣項目以該日當時之匯率重新換算。以外幣過往成本計算之非貨幣專案不予重新換算。

<p><b>2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b></p> <p><b>2.3 Foreign currency translation (Continued)</b></p> <p>Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in statement of comprehensive income in the period in which they arise.</p> <p>For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Renminbi "RMB") using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).</p> <p>On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to statement of comprehensive income. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in statement of comprehensive income. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to statement of comprehensive income.</p>	<p><b>2 重要會計政策概要(續)</b></p> <p><b>2.3 外幣(續)</b></p> <p>結算貨幣專案及重新換算貨幣專案所產生之匯兌差額會于產生期間於損益內確認。</p> <p>就呈列綜合財務報表而言，集團實體之資產及負債均按報告期間結束當時之匯率換算為本集團之呈列貨幣（即港元），相關收支乃按年內平均匯率換算，惟年內匯率大幅波動時則採用交易日期之通行匯率。所產生之匯兌差額（如有）乃於其他全面收益確認並且在權益匯兌儲備（如適用，由非控股權益應占之匯兌儲備）項下累計。</p> <p>于出售海外業務時（即出售本集團於海外業務之全部權益、或涉及失去對一間附屬公司（包括海外業務）之控制權之出售、涉及失去對一間共同控制實體（包括海外業務）之共同控制權之出售，或涉及失去對一間聯營公司（包括海外業務）之重大影響力之出售）時，所有於本公司擁有人就該項業務應占之權益累計之匯兌差額重新分類至損益。</p>	<p><b>2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b></p> <p><b>2.4 Revenue recognition</b></p> <p>i Revenues from the transfer of new drug developed and formulation data are recognised upon transfer of risks and rewards of ownership, which generally coincides with the time when the compound and data are delivered to customers.</p> <p>ii Revenues from contracted research and development, pharmaceutical application, registration and testing services are recognised to the extent of the milestone payments earned in accordance with the applicable performance requirements and contractual terms and, where appropriate, as the related costs are incurred. Payments received that are related to future performance are deferred and recorded as revenues as they are earned over the specified future performance periods.</p> <p>iii Subject to the terms as stated in the technology transfer agreements and the buyers' success in commercialisation of the products to which the technology transferred is applied, the Group may receive additional royalty income or profit sharing income in the future. Should there be any royalty income or sharing of profit, they will be recognised when the right to receive the income is established.</p> <p>iv Service income is recognised when services are rendered.</p> <p>v Royalty income on drugs produced by third parties using the Group's technical know-how is recognised when the right to receive is established.</p> <p>vi Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.</p> <p>vii Dividend income is recognised when the right to receive payment is established.</p>	<p><b>2 重要會計政策概要(續)</b></p> <p><b>2.4 收入確認</b></p> <p>i 因轉讓新藥品開發及制劑數據而產生之收益於轉讓所有權之風險及回報時確認，一般為化合物及數據交予客戶之時間。</p> <p>ii 因已訂約研發、製藥申請、註冊及測試服務而產生之收益，乃按根據適用之履行規定及合約條款而賺取之分期付款及有關成本產生期間（如適用）予以確認。所收取與未來履行有關之款項將遞延處理，在該等款項於指定未來履行期間賺取時列作收益。</p> <p>iii 以技術轉讓協議條款為準，及基於買方成功將運用轉讓技術的產品商業化，本集團將來或取得額外的特許權收入或利潤分成。倘有特許權收入或利潤分成，於確立收款權利時確認。</p> <p>iv 服務收入於提供服務時確認。</p> <p>v 因協力廠商使用本集團製藥技術生產藥品而產生之特許權收入於確立收款權利時確認。</p> <p>vi 金融資產利息收入乃按時間比例基準以未清償本金及適用息率累計。</p> <p>vii 股息收入於股東收取付款之權利確立時確認。</p>
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<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要(續)</b>
<b>2.5</b>	<b>Leasing</b>	<b>2.5</b>	<b>租約</b>
	Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.		融資租約指將擁有權之絕大部份風險及回報轉嫁予承租人之租約。所有其他租約均列為經營租約。
	Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.		經營租約租金按有關租期以直線法確認為開支，除有其他更能代表租賃資產經濟效益損耗的系統基準。經營租約所產生之或然租金於產生期間確認為開支。
	In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.		倘訂立經營租約時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少，除有其他更能代表租賃資產經濟效益損耗的系統基準。
<b>2.6</b>	<b>Borrowing costs</b>	<b>2.6</b>	<b>借貸成本</b>
	Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as 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 eligible for capitalization.		直接用作收購、建造或生產合資格資產（指需要一段長時間才可達致擬訂用途或出售的資產）的借貸成本，當資產大致達致擬訂用途或可出售時添加到資產成本中。於特定借貸未撥作合資格資產的開支前進行暫時投資所賺取的投資收入，會從符合資格撥充資本的借貸成本中扣除。
	All other borrowing costs are recognised in statement of comprehensive income in the period in which they are incurred.		所有其他借貸成本均於所產生期間在損益確認。

<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要(續)</b>
<b>2.7</b>	<b>Government grants</b>	<b>2.7</b>	<b>政府補助金</b>
	Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.		倘有合理保證本集團將遵從政府補助金所有附帶條件並收取政府補助金時被確認。
	Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in statement of comprehensive income in the period in which they become receivable.		應收作補償已產生之開支或虧損或向本集團提供即時政府援助而無未來相關成本之政府補助金於應收期間於損益確認，即退款獲相關政府當局批准時。
<b>2.8</b>	<b>Employee benefits</b>	<b>2.8</b>	<b>員工福利</b>
	Pension obligations		養老金義務
	Payments to state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.		員工提供勞務合乎資格，本集團確認給國家管理的養老計畫的供款為費用。
<b>2.9</b>	<b>Equity-settled share-based payment transactions</b>	<b>2.9</b>	<b>股份結算薪酬</b>
	The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share-based payment reserve).		參考所授出購股權於授出日期之公平值而釐定所得服務之公平值，乃於歸屬期以直線法支銷，權益（以股份支付之儲備）會相應增加。
	At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in statement of comprehensive income such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.		於報告期間結束時，本集團修訂預計最終歸屬之購股權數目。於歸屬期修訂估計之影響（如有）於損益確認，致使累計開支反映經修訂估計，而以股份支付之儲備會相應調整。
	When share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to capital reserve. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share-based payment reserve.		當購股權獲行使時，過往於以股份支付之儲備中確認之數額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日仍未獲行使，則過往於以股份支付之儲備中確認之數額將繼續累計。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.10 Taxation

Income tax expense represents the sum of the current and deferred tax.

Current tax is calculated on the basis of the tax laws enacted or substantially enacted at the end of the reporting period multiplied by the taxable profit. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

## 2 重要會計政策概要 (續)

## 2.10 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按年度應課稅溢利計算。應課稅溢利不包括於其他年度之應課稅或可扣減之收入或開支項目，亦不包括從未課稅或可扣稅之項目，故與綜合全面收益表所列溢利不同。本集團之本期稅項負債乃按已於報告期間結束時實施或大致實施之稅率計算。

遞延稅項在綜合財務報表內就資產及負債之帳面值與計算應課稅溢利所採用相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產按可能出現可供動用可扣減暫時差額之所有應課稅溢利而予以確認。倘若暫時差額由商譽或由初步確認一項不影響應課稅溢利或會計溢利之其他資產及負債（業務合併除外）所產生，則不會確認有關資產及負債。

遞延稅項負債乃就與附屬公司及聯營公司之投資以及於合營企業之權益有關的應課稅暫時差額而確認，惟倘本集團能夠控制暫時差額的轉回，以及暫時差額可能不會於可見將來撥回時則作別論。從與此等投資和權益相關的可扣除暫時差額產生的遞延稅項資產只能達到一定的程度才可確認，即將會有足夠的應課稅溢利來應對能夠利用暫時差額的利益並預期將於可見將來撥回。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.10 Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognised in statement of comprehensive income, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

## 2 重要會計政策概要 (續)

## 2.10 稅項 (續)

遞延稅項資產之帳面值乃於各報告期間結束時進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供收回全部或部分資產為止。

遞延稅項資產及負債按負債清償或資產變現之期間預期採用之稅率計量，所依據之稅率（及稅法）為於報告期間結束前已經或實際上已經頒佈者。

遞延稅項負債及資產之計量反映稅務影響，可由本集團於報告期間結束時預期之方式以收回或結算其資產及負債之帳面值。

本期稅項及遞延稅項於損益確認。倘因業務合併之初始會計產生本期稅項或遞延稅項，稅務影響將於業務合併入帳時計入。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****2.11 Property, plant and equipment**

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The estimated useful lives of the property, plant and equipment are as follows:

Leasehold improvements	5 years
Machinery and equipment	5 – 10 years
Motor vehicles	5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of comprehensive income.

**2.12 Work-in-progress**

Work-in-progress is stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, cost of development including costs that have been incurred for the provision of pharmaceutical application, registration and testing services, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

**2 重要會計政策概要 (續)****2.11 物業、廠房及設備**

持有作生產或供應服務，或作行政用途的物業、廠房及設備乃按成本扣除后續累積折舊及任何減值虧損(如有)后列賬。

物業、廠房及設備乃在扣除剩餘價值后，採用直線法在其估計使用年限撇銷其成本確認折舊。估計使用年限，剩餘價值和折舊方法會于各報告期末檢討，并提前將任何估計變動之影響入賬。物業、廠房及設備乃以直線法按下列年率折舊：

租賃物業裝修	5年
機器及設備	5—10年
汽車	5年

物業、廠房及設備專案于出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。物業、廠房及設備項目取消確認產生之任何收益或虧損(按該項目之出售所得款項淨額及賬面值間之差額計算)於該項目取消確認之年度計入損益。

**2.12 在產品**

在產品乃按成本及可變現淨值兩者中之較低者列賬。成本包括所有採購成本及(如適用)開發成本(包括因提供相關製藥申請、註冊及測試服務之成本)，並按先進先出法計算。可變現淨值指在日常業務中之估計售價減去估計完成成本及估計所需銷售成本。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****2.12 Work-in-progress (Continued)**

Where the outcome of a pharmaceutical development and clinical research contract or service can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the reporting date, as measured by the proportion that contract costs incurred for work performed to date bear to the total contract costs or the proportion that contract revenue billed or recognised for work performed to date bear to the total contract sums, whichever is the lower, except where this would not be representative of the stage of completion.

Where the outcome of a contract or service cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable that they will be recoverable.

When it is probable that the total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

**2.13 Financial instruments**

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of comprehensive income.

**2 重要會計政策概要(續)****2.12 在產品(續)**

倘能可靠地估計醫療發展及臨床研究合約或服務之結果，收益及成本會參照報告日之合約活動完成階段確認，並按工程進行至該日所產生之合約成本占總合約成本之比例或工程進行至該日所計入或確認之合約收益占總合約金額之比例(以較低者為準)計算，惟此方法並不能代表完成階段。

倘不能可靠地估計合約或服務之結果，則僅會將所產生而有可能收回之合約成本確認為合約收益。

倘總合約成本可能超過總合約收益，預期虧損會即時確認為開支。

**2.13 金融工具**

金融資產及金融負債乃當集團實體成為工具合同條文之訂約方時於綜合財務狀況表中確認。

金融資產及金融負債按公平值初步計量。收購或發行金融資產及金融負債直接應佔之交易成本，於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內扣除(如適用)。因收購以公平值計入損益之金融資產或金融負債而直接產生之交易成本即時於綜合全面收益表確認。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.13 Financial instruments (Continued)

## Financial assets

The Group's financial assets are classified into financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

## Financial assets at fair value through profit or loss

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

it has been acquired principally for the purpose of selling in the near future; or

it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

## 2 重要會計政策概要 (續)

## 2.13 金融工具 (續)

## 金融資產

本集團之金融資產分別列入應收款項、以及可供出售金融資產的其中一類。分類視乎金融資產之性質及目的而定，且於初步確認時釐定。以常規方式購買或出售的金融資產，均按交易日基準進行確認或終止確認。以常規方式購買或出售是指要求在相關市場中的規則或慣例通常約定的時間內交付資產的金融資產買賣。

## 實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入（包括所有所支付或所收取而構成整體實際利率之費用、交易成本及其他所有溢價或折讓）按金融資產之預期使用年期，或較短期間（倘合適）實際折現至初次確認之帳面淨值之利率。

除了分類為以公平值計入損益之金融資產的利息收入計入其他收益外，債務工具之利息收入按實際利率基準確認。

## 公平值計入損益之金融資產

倘金融資產是持作買賣或指定為按公平值計入損益賬，則該金融資產分類為按公平值計入損益賬。

金融資產在以下情況會分類作為交易而持有：

其主要為於不久將來出售而購買；

或其為本集團一同管理的已辨認金融工具組合的一部份，且最近有短期獲利的實際模式；或其為衍生工具，但並非指定為對沖工具，亦並非有效的對沖工具。

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

## 2.13 Financial instruments (Continued)

## Financial assets (Continued)

Financial assets at fair value through profit or loss (Continued)

- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in statement of comprehensive income in the period in which they arise. The net gain or loss recognised in statement of comprehensive income excludes any dividend or interest earned on the financial assets and is included in the other income line item in the consolidated statement of comprehensive income. Fair value is determined in the manner described in note 3.

## 2 重要會計政策概要 (續)

## 2.13 金融工具 (續)

## 金融資產 (續)

公平值計入損益之金融資產 (續)

- 其為衍生工具，但並非指定為對沖工具，亦並非有效的對沖工具，易並非有效的對沖填。

滿足下述條件的金融資產（為交易而持有的金融資產除外）可在初始確認時被指定為以公允價值計量且其變動計入損益的金融資產：

- 該指定消除或大幅減少了可能出現的計量或確認方面的不一致性；或
- 該金融資產是一組金融資產或金融資產和金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項資產的管理和績效評估是以公允價值為基礎進行，並且有關分組的資訊是按此基礎向內部提供；或
- 該金融資產包含一項或多項嵌入衍生工具及香港會計準則第39號許可整個合併合約（資產或負債）被指定為按公平值計入損益賬。

按公平值計入損益賬之金融資產乃按公平值計量(附注3)，而因重新計量以致公平值變動乃於產生期間直接確認於損益內的其他收入中。確認於損益的淨收益或虧損包括金融資產所賺取的任何股息或利息。

2	SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)	2	重要會計政策概要 (續)
2.13	Financial instruments (continued)	2.13	金融工具 (續)
	Financial assets (Continued)		金融資產 (續)
	Loans and receivables		貸款及應收款項
	Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables and other receivables) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).		貸款及應收款項指並非於活躍市場報價而具有固定或可確定付款之非衍生金融資產。於初步確認後，貸款及應收款項（包括應收貿易賬款及其他應收款項、應收共同控制實體／有關連公司／一間聯營公司款項、銀行結餘及現金）均用實際利息法按攤銷成本減任何已辨認的減值損失列賬（見下文有關金融資產減值的會計政策）。
	Impairment of financial assets		金融資產之減值
	Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.		除公平值記入損益之金融資產，金融資產會於報告期間結束時評定是否有減值跡象。金融資產於有客觀證據顯示金融資產之預期未來現金流量因為於初步確認該金融資產後發生之一項或多項事件而受到影響時被認為減值。
	For all other financial assets, objective evidence of impairment could include:		至於所有其他金融資產，減值之客觀證據可包括：
	<ul style="list-style-type: none"> <li>- significant financial difficulty of the issuer or counterparty; or</li> <li>- breach of contract, such as default or delinquency in interest and principal payments; or</li> <li>- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or</li> <li>- Disappearance of an active market for that financial asset because of financial difficulties.</li> </ul>		<ul style="list-style-type: none"> <li>- 發行人或對約方出現重大財政困難；或</li> <li>- 違反合約，譬如未能繳付或延遲償還利息或本金；或</li> <li>- 借款人有可能面臨破產或財務重組。</li> <li>- 金融資產由於經濟困難而失去活躍市場。</li> </ul>

2	SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)	2	重要會計政策概要 (續)
2.13	Financial instruments (Continued)	2.13	金融工具 (續)
	Financial assets (Continued)		金融資產 (續)
	Impairment of financial assets(Continued)		金融資產之減值 (續)
	For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, observable changes in national or local economic conditions that correlate with default on receivables.		就若干評估為不作個別減值之金融資產（例如應收貿易賬款）而言，會另行按集體基準評估減值。應收款項組合減值之客觀證據可包括本集團之收款經驗、超過信貸期（90日）之組合遞延付款數目之增加、有關應收款項逾期未付之全國或當地經濟情況之顯著變動。
	For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.		就按已攤銷成本列賬之金融資產而言，所確認之減值損失金額為該資產帳面值與按該金融資產原實際利率折現之估計日後現金流量現值兩者之差額計算。
	For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.		就按成本列賬之金融資產而言，減值損失之金額按資產帳面值與按相近金融資產目前之市場回報率折現之估計日後現金流量現值之差額計算。有關減值損失將不會於其後期間撥回。
	The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in statement of comprehensive income. When a trade receivables and other receivables is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to statement of comprehensive income.		與所有金融資產有關之減值損失會直接于金融資產之帳面值中作出扣減，惟應收貿易賬款及其他應收款項之帳面值會透過撥備賬作出扣減。撥備賬內之帳面值變動會於損益中確認。當應收貿易賬款及其他應收款項被視為不可收回時，其將於撥備賬內撥銷。之前已撥銷的款項如其後收回，將撥回損益內。
	For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through statement of comprehensive income to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.		就按已攤銷成本列賬之金融資產而言，如在隨後期間，減值損失金額減少，而有關減少在客觀上與確認減值損失後發生之事件有關，則先前已確認之減值損失將透過損益予以撥回，惟該資產於減值被撥回當日之帳面值不得超過未確認減值時之已攤銷成本。



<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要 (續)</b>
<b>2.13</b>	<b>Financial instruments (continued)</b>	<b>2.13</b>	<b>金融工具 (續)</b>
	Financial liabilities and equity instruments		金融負債及股本工具
	Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.		集團實體發行之金融負債及股本工具乃根據合同安排之性質與金融負債及股本工具之定義分類為金融負債或股本。
	Equity instruments		股本工具
	An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.		股本工具是能證明在扣除本集團的所有負債後在本集團的資產中擁有剩餘權益之任何合同。由本公司發行之股本工具按已收所得款項扣除直接發行成本確認。
	Effective interest method		實際利率法
	The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.		實際利率法乃計算金融負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率乃將估計日後現金支出（包括所有所支付或所收取而構成整體實際利率之費用、交易成本及其他所有溢價或折讓）按金融負債之預期使用年期，或較短期間（倘合適）實際折現至初次確認之賬面淨值之利率。
	Interest expense is recognised on an effective interest basis.		利息開支按實際利率基準確認。
	Financial liabilities at fair value through profit or loss		公平值計入損益之金融負債
	Financial liabilities are classified as at FVTPL when the financial liabilities are either held for trading or it is those designated at FVTPL on initial recognition.		如果金融負債是為交易而持有或被指定為以公允價值計量且其變動計入損益，則應歸類為以公允價值計量且其變動計入損益之金融負債。

<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要 (續)</b>
<b>2.13</b>	<b>Financial instruments (Continued)</b>	<b>2.13</b>	<b>金融工具 (續)</b>
	Financial liabilities and equity instruments (Continued)		金融負債及股本工具 (續)
	Financial liabilities at fair value through profit or loss (Continued)		公平值計入損益之金融負債 (續)
	A financial liability is classified as held for trading if:		滿足下述條件的金融負債應被歸類為為交易而持有的金融負債:
	– it has been incurred principally for the purpose of repurchasing in the near future; or		– 取得金融負債的目的主要是為近期購回; 或
	– on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or		– 在初始確認時是本集團集中管理的可辨認金融工具組合的一部分，並且近期實際採用短期獲利方式對該組合進行管理; 或
	– it is a derivative that is not designated and effective as a hedging instrument.		– 是一項衍生工具（被指定為有效套期工具的衍生工具除外）。
	A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:		滿足下述條件的金融負債（為交易而持有的金融負債除外）可在初始確認時被指定為以公允價值計量且其變動計入損益的金融負債:
	– such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or		– 該指定消除或大幅減少了可能出現的計量或確認方面之不一致性; 或
	– the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or		– 該金融負債是一組金融負債或金融資產和金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項負債的管理和績效評估是以公允價值為基礎進行，並且有關分組的資訊是按此基礎向內部提供; 或
	– it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.		– 其構成包含一項或多項嵌入衍生工具的合同的一部分，而香港會計準則第39號允許將整個組合合同（資產或負債）指定為以公允價值計量且其變動計入損益。

2	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	2	<b>重要會計政策概要 (續)</b>
2.13	<b>Financial instruments (Continued)</b>	2.13	<b>金融工具 (續)</b>
	Financial liabilities and equity instruments (Continued)		金融負債及股本工具 (續)
	Financial liabilities at fair value through profit or loss (Continued)		公平值計入損益之金融負債 (續)
	Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising on remeasurement recognised directly in statement of comprehensive income in the period in which they arise. The net gain or loss recognised in statement of comprehensive income excludes any interest paid on the financial liabilities.		以公允價值計量且其變動計入損益的金融負債應以公允價值入帳，重新計量產生的任何利得或損失應計入損益。計入損益的利得或損失淨額不包括對金融負債支付的任何利息。
	Other financial liabilities		其他金融負債
	Other financial liabilities including other payables and accruals and income tax liabilities are subsequently measured at amortised cost, using the effective interest method.		其他金融負債 (包括其他應付款項及應付費用和應付所得稅) 其後以實際利率法按攤銷成本計量。
	Convertible bonds		可換股債券
	Conversion options that are not settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of equity instruments are recognised as financial instruments carried at fair value through profit or loss.		不能以交換固定金額的現金和或其他固定數目權益工具解付的轉換選擇權被認為按公允價值透過損益記賬之金融工具。
	On initial recognition, the convertible bonds with the derivatives component as a whole are designated as financial liabilities at fair value through profit or loss. The entire convertible bonds are initially recognised at fair value on the date of issue and are subsequently measured at fair value until extinguished on conversion or redemption. Changes in the fair value of the entire convertible bonds are recognised in the statement of comprehensive income as they arise. Interest on convertible bonds designated as financial liabilities at fair value through profit or loss is included in the fair value gain or loss for that period.		含有衍生部份之可換股債券於初次確認時經損益按公允價值被視為金融負債。所有可換股債券均於發行日初次以公允價值確認，且其後直至轉換或贖回前會以公允價值計量。所有可換股債券公允價值之改變將於其產生時在全面收益表中確認。以公允價值計量且其變動計入損益的財務負債的利息，將於其產生期間確認為公允價值收益或損失。
	Transaction costs that are directly attributable to the issue of the convertible bonds designated as financial liabilities at fair value through profit or loss are recognised immediately in the statement of comprehensive income.		發行該些以公允價值計量且其變動計入損益的金融負債的直接相關之交易成本，將即時於全面收益表中確認。

2	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>
2.13	<b>Financial instruments (Continued)</b>
	Derecognition
	The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.
	On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in statement of comprehensive income.
	On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in statement of comprehensive income. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.
	The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in statement of comprehensive income.
	When an existing financial liability is replaced by another from the same lender, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, the difference between the respective carrying amounts is recognised in the profit or loss, only if terms are substantially different, or the terms of an existing liability are substantially modified.

2	<b>重要會計政策概要 (續)</b>
2.13	<b>金融工具 (續)</b>
	取消確認
	只有當自資產取得現金流量之合約權利屆滿時，或轉讓該金融資產而將其所有權之絕大部份風險及回報轉移予另一實體時，本集團方會取消確認金融資產。倘本集團未轉讓亦無保留所有權之絕大部份風險及回報轉讓時，而是繼續控制已轉讓金融資產，則本集團確認其於資產之保留權益及其必需支付之相關負債。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所有款項確認擔保借貸。
	於全面取消確認金融資產時，資產賬面值與已收取及應收取之代價及已於其他全面收益中確認並於權益累計之累計收益或虧損總和間之差額於損益中確認。
	除全面取消確認外，於取消確認金融資產時，本集團會將金融資產的過往賬面值，根據於其確認為繼續參與的部分及不再確認的部分於轉讓日期的相對公平值在兩者間作出分配，而不再確認部分獲分配的賬面值與不再確認部分所收取代價及已於其他全面收入中確認的獲分配的任何累計收益或虧損的總和間的差額，乃於損益內確認。已於其他全面收入確認的累計收益或虧損，將按繼續確認之部分及不再確認的部分的相對公平值間作出分配。
	本集團僅於本集團之責任獲解除、註銷或屆滿時方取消確認金融負債。取消確認的金融負債的賬面值與已付及應付的代價之間之差額於損益確認。
	倘現有金融負債由同一債權人以條款大為相異之金融負債所取代，或現有負債之條款作出重大修訂，此類交換或修訂將以不再確認原負債及確認新負債處理，有關賬面值之差額於收益表內確認。

<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要 (續)</b>
<b>2.14</b>	<b>Cash and cash equivalents</b>	<b>2.14</b>	<b>現金及現金等價物</b>
	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.		就綜合現金流量表而言，現金及現金等價物是指手頭現金及活期存款，以及購入後通常於三個月內到期，可隨時轉換為已知金額現金的短期高變現能力但價值改變風險不大的投資，減按要求償還且組成本集團現金管理的不可或缺部分的銀行透支。
	For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.		就財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，包括定期存款，以及性質類似現金的資產，其用途不受限制。
<b>2.15</b>	<b>Share Capital</b>	<b>2.15</b>	<b>股本</b>
	Ordinary shares are classified as equity.		普通股被列為權益。
	Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.		直接由發行新股或購股權引致之新增成本在權益中列為所得款項之減少（扣除稅項）。
<b>2.16</b>	<b>Provision</b>	<b>2.16</b>	<b>撥備</b>
	Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Provision for an onerous contract is recognised when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received. The unavoidable costs under a contract reflect the least net cost of existing from the contract, which is the lower of the cost fulfilling the contract and any compensation or penalties arising from failure to fulfil the contract.		當本集團現時因過往事件而負有法定或推定責任，並很可能耗費資源履行有關責任，且相關金額能可靠地估計，則會確認撥備。未來經營虧損不會被確認為撥備。當履行合同責任的不可避免成本超逾預計將獲得的經濟利益時確認虧損合同撥備。合同的不可避免成本為解除合約的最低成本淨額，即履行合約的成本與違約所產生的任何賠償或罰金之較低者。

<b>2</b>	<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</b>	<b>2</b>	<b>重要會計政策概要 (續)</b>
<b>2.16</b>	<b>Provision (Continued)</b>	<b>2.16</b>	<b>撥備 (續)</b>
	Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.		如有多項類似責任，則須整體考慮該類責任來釐定履責時要求資源流出的可能性。即使就該類責任中某個項目而言，資源流出的可能性很低，仍須確認撥備。
	Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.		撥備以預期履行有關責任所須支出，按反映當時市場對貨幣時間價值及相關責任的特有風險的評估之稅前利率計算的現值計量。隨時間流逝而增加的撥備確認為利息費用。
<b>2.17</b>	<b>Related parties</b>	<b>2.17</b>	<b>關連人士</b>
<b>(a)</b>	A person, or a close member of that person's family, is related to the Group if that person:	<b>(a)</b>	該人士或該人士的近親倘符合以下條件，則與本集團有關連：
	(i) has control or joint control over the Group;		(i) 控制或共同控制本集團；
	(ii) has significant influence over the Group; or		(ii) 對本集團有重大影響；或
	(iii) is a member of the key management personnel of the Group or the parent of the Group.		(iii) 為本集團或本集團母公司的主要管理人員。
<b>(b)</b>	An entity is related to the Group if any of the following conditions applies:	<b>(b)</b>	倘下列任何條件均適用，則實體與本集團有關連：
	(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).		(i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
	(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).		(ii) 該實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
	(iii) Both entities are joint ventures of the same third party.		(iii) 該實體與本集團均為同一協力廠商的合營企業。

**2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)****2.17 Related parties (Continued)**

(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).

(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).

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

**2 重要會計政策概要 (續)****2.17 關連人士 (續)**

(iv) 該實體為協力廠商實體的合營企業，而另一實體為該協力廠商實體的聯營公司。

(v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。

(vi) 該實體受(a)所識別人士控制或共同控制。

(vii) 於(a) (i)所識別人士對該實體有重大影響力或屬該實體（或該實體的母公司）主要管理人員。

個別人士之近親指預期在與該實體進行交易過程中可能會影響該個別人士或受到該個別人士影響之家族成員。

**3 FINANCIAL RISK MANAGEMENT****3.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

**(a) Market risk****(i) Foreign currency risk**

The Group is exposed to foreign currency risk arising from various currency exposures, primarily with respect to Hong Kong Dollars ("HKD"), United States Dollars ("USD") and Swiss Franc ("CHF"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities. In addition, the conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the People's Republic of China ("PRC") Government.

The Group mainly operates in the PRC with most of the transactions denominated and settled in RMB. Foreign exchange risk also arises from certain financial assets and convertible bonds which are denominated in HKD, USD and CHF. The Group currently does not hedge its foreign exchange exposure.

At 31 December 2011, if HKD, USD or CHF had weakened/strengthened by 1% against Renminbi with all other variables held constant, post-tax loss for the year would have been increased/decreased approximately RMB1,042,000 (2010: approximately RMB1,759,000).

**3 財務風險管理****3.1 金融風險因素**

本集團面臨各種金融風險：市場風險（包括外匯風險、利率風險及價格風險）、信用風險和資金流動風險。本集團整體的風險管理體系集中關注金融市場的不可預見性，儘量降低對本集團財務業績的潛在負面影響。

**(a) 市場風險****(i) 外匯風險**

本集團面臨的外匯風險來自於使用不同的外幣，主要有港元、美元及瑞士法郎。外匯風險來自未來商業交易，以及已確認的資產和負債，另外，人民幣與外幣的兌換還受制於中國政府關於外匯管制的法律規範。

本集團大部份業務在中國境內進行且以人民幣結算，外匯風險還有來自港元、美元及瑞士法郎記價的金融資產及可換股債券，本集團目前沒有就外匯風險進行保值業務。

於二零一一年十二月三十一日，如果港元、美元及瑞士法郎對人民幣的匯率下降/上漲1%（其他因素維持不變），本年稅後損失將增加/減少約人民幣1,042,000元（二零一零年：約人民幣1,759,000元）。

**3 FINANCIAL RISK MANAGEMENT (CONTINUED)****3 財務風險管理 (續)****3.1 Financial risk factors (Continued)****3.1 財務風險 (續)****(a) Market risk (Continued)****(a) 市場風險 (續)****(ii) Interest rate risks****(ii) 利率風險**

The Group's interest rate risk arises primarily from interest bearing borrowings. The Group's interest bearing borrowings are issued at fixed rates and exposed to fair value interest rate risk. The details of the Group's borrowings are disclosed in Note 25.

本集團的利率風險主要來自附息借款。本集團的附息借款是以固定利率發行，因此承受公允價值利率風險。本集團的附息借款的詳情載於附注25。

**(iii) Price risks****(iii) 價格風險**

The Group is exposed to securities price risk because investments held by the Group are classified in the consolidated statement of financial position at fair value through profit or loss. The Group has not mitigated its price risk arising from investments in securities financial assets.

本集團綜合財務狀況表包含列為按公允價值透過損益記帳之金融資產，故本集團面臨證券價格風險。本集團沒有就該風險進行保值。

For the Group's investments that are publicly traded, the fair value is determined with reference to quoted market prices. For the Group's investments that are not publicly traded, the Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the reporting date.

對於本集團於公開市場的投資，公允價值由證券市場價格決定。無公開市場的投資，本集團基於報告日的市場狀況，使用判斷選擇若干合適方法，並作出假設來決定其公允價值。

**3 FINANCIAL RISK MANAGEMENT (CONTINUED)****3 財務風險管理 (續)****3.1 Financial risk factors (Continued)****3.1 財務風險 (續)****(a) Market risk (Continued)****(a) 市場風險 (續)****(iii) Price risks (Continued)****(iii) 價格風險 (續)**

At 31 December 2011, if the market prices of these securities financial assets had increased/decreased by 10% with all other variables held constant, Group's post-tax loss for the year ended would have been changed as follows:

於二零一一年十二月三十一日，如果證券價格上漲/下跌10% (其他因素維持不變)，本集團本年稅後虧損將有以下變動：

	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Post-tax loss increase/(decrease)		稅後虧損增加/(減少)
- Market prices increased by 10%	(180)	(6,014)
- Market prices decreased by 10%	180	6,014

**(b) Credit risk****(b) 信用風險**

The Group's credit risk arises from trade receivables and bank balances.

本集團信用風險主要來自於應收賬款。

For the sales of products to third party customers, there is a concentration of credit risk with respect to trade receivables as the largest five customers contribute around 96% (2010: 64%) of the balance. The Group has policies in place to ensure that credit is only granted to customers with an appropriate credit history and a good reputation. The exposure to credit risk is closely monitored on an ongoing basis.

在本集團銷售產品予協力廠商客戶中，信用風險集中於佔有本集團96% (二零一零年:64%) 餘額的最大五家客戶。本集團信用政策確保只有良好還款記錄和良好聲譽的客戶才給予賒購，並持續密切管理其信用風險。

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

流動資金的信用風險是有限的，因為對方是國際信用評價機構認定為信用等級很高的銀行。

The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

信用風險最大的是金融資產的帳面餘額。

3	<b>FINANCIAL RISK MANAGEMENT (CONTINUED)</b>	3	<b>財務風險管理 (續)</b>
3.1	<b>Financial risk factors (Continued)</b>	3.1	<b>财务风险 (續)</b>
(c)	Liquidity risk	(c)	流動性風險

Prudent liquidity risk management implies maintaining sufficient cash and bank balances. The liquidity of the Group is adequately managed and monitored by maintaining sufficient cash, which is available to meet its continuous operational needs. In the opinion of the directors, the Group does not have any significant liquidity risk.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Group	本集團			
	At 31 December 2011 二零一一年十二月三十一日			
	Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1-2年 RMB'000 人民幣千元	Between 2 and 5 years 2-5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Convertible bond				
Other payables and accruals				
	107,175	-	-	107,175
	12,707	-	-	12,707
	At 31 December 2010 二零一零年十二月三十一日			
	Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1-2年 RMB'000 人民幣千元	Between 2 and 5 years 2-5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Convertible bond				
Other payables and accruals				
	-	108,005	-	108,005
	31,153	-	-	31,153

審慎的流動性風險管理包括備有充足現金及銀行存款，本集團保留充足的現金以滿足持續經營之需要。董事認為本集團不存在重大流動性風險。

下表基於報告日到合同到期日剩餘期限，按到期日分析本集團金融負債。披露金額為合同非折現現金流。

3	<b>FINANCIAL RISK MANAGEMENT (CONTINUED)</b>	3	<b>財務風險管理 (續)</b>
3.1	<b>Financial risk factors (Continued)</b>	3.1	<b>财务风险 (續)</b>
(c)	Liquidity risk (Continued)	(c)	流動性風險 (續)

Company	本公司			
	At 31 December 2011 二零一一年十二月三十一日			
	Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1-2年 RMB'000 人民幣千元	Between 2 and 5 years 2-5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Convertible bond				
Other payables and accruals				
Amounts due to subsidiaries				
	107,715	-	-	107,715
	1,025	-	-	1,025
	17,779			17,779
	At 31 December 2010 二零一零年十二月三十一日			
	Less than 1 year 少於1年 RMB'000 人民幣千元	Between 1 and 2 years 1-2年 RMB'000 人民幣千元	Between 2 and 5 years 2-5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Convertible bond				
Other payables and accruals				
	-	108,005	-	108,005
	17,627	-	-	17,627

<b>3.2 Capital risk management</b>	<b>3.2 資本風險管理</b>
The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders and benefits for other stakeholders. The Group's overall strategy remains unchanged from prior years.	本集團風險管理的目標是企業持續經營，提供股東回報和利益給其他關係人，本集團整體戰略與上年保持不變。
The capital structure of the Group represents equity attributable to owners of the parent, comprising issued share capital and retained earnings.	本集團資本結構代表母公司股東應占權益，由已簽發股票和留存收益組成。
In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the shareholders or issue new shares.	為保持或調整資本結構，本集團可以調整付給股東的股利或發行新股。

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

## 3.3 Fair value estimation (Continued)

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

All of the Group's financial instruments are included in level 1 as of 31 December 2011 and 2010.

The fair value of financial instruments traded in active markets is based on quoted market prices on the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

## 3 財務風險管理 (續)

## 3.3 公允價值估計 (續)

下表按估值法分析按公允價值入賬的金融工具，不同層級的意義如下：

- 同類資產或負債在活躍市場的報價（未經調整）（等級1）。
- 除包含於等級1的報價外，根據可觀察直接（即價格）或間接（即源自價格者）參數而釐定的資產或負債（等級2）。
- 非根據可見市場數據的資產或負債價格（即隱藏價格）（等級3）。

本集團於二零一一年及二零一零年十二月三十一日的金融工具均以公允價值計算的資產和負債（等級1）。

于活躍市場買賣之金融工具之公允價值為結算日所報市價。倘該報價可隨時或定期從交易市場，交易商、經紀、產業集團、定價服務機構或監管機構獲得，且該等報價公平呈現實際定期發生的市場交易，則該市場視為活躍市場。本集團所持金融資產之市場報價為當時買入價。這些工具包括在等級1中。

非活躍市場買賣之金融工具之公允價值乃使用合適估值方法厘訂。該等估值技術以最大限度使用可獲得的可觀察市場資料，從而最大限度減輕對公司特定估計的依賴程度。如果公允價值工具所要求的所有重要資料是可供查察的，該工具包括在等級2中。

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

## 3.3 Fair value estimation (continued)

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

There were no level 3 financial instruments for the year ended 31 December 2011.

The following table represents the changes in level 3 instruments for the year ended 31 December 2010.

## 3 財務風險管理 (續)

## 3.3 公允價值估計 (續)

倘一個或多個重大參數並非根據可觀察市場資料厘訂，則該項工具屬等級3。

用於對金融工具作出估值所用的特定估值技術包括：

- 市場報價或交易商對同類工具的報價。
- 採用其他技術以厘定其餘金融工具之公允價值，如貼現現金使用分析。

本集團於截至二零一一年十二月三十一日止年度沒有等級3工具的變動。

下表呈列本集團的等級3工具於截至二零一零年十二月三十一日止年度的變動。

		<b>Total</b>
		總計
		RMB'000
		人民幣千元
<b>Opening balance</b>	期初余額	<b>3,414</b>
Exchange difference	匯兌差異	<b>(103)</b>
Impairment	減值	<b>(3,311)</b>
<b>Closing balance</b>	期末余額	<b>-</b>
Total losses for the period including in profit or loss for assets held at the end of the reporting period	於報告期期末持有的資產經損益確認的虧損總額	<b>(3,414)</b>

#### 4 Critical Accounting Judgements And Key Sources Of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### Key sources of estimation uncertainty

The following are 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.

##### (a) Provision for impairment of receivables

The Group provides for impairment of receivables based on an assessment of the collectability of trade and other receivables. Provisions for impairment are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying amount of receivables and doubtful debt expense in the period in which such estimate is changed.

#### 4 重要會計估計及估計不確定性之主要來源

于應用附注2所述的本集團會計政策時，本公司董事須就未能即時從其他來源得知之資產及負債的帳面值作出估計及假設。估計及相關假設乃根據過往經驗及被認為有關的其他因素而作出。實際結果可能與該等估計有出入。

估計及相關假設乃按照持續經營基準進行審閱。倘對會計估計的修訂僅影響修訂估計的期間，則修訂於該期間確認；或倘有關修訂影響本期及未來期間，則於修訂期間及未來期間內確認。

##### 估計不明朗因素之主要來源

關於未來之主要假設及於報告期間結束時不確定因素之其他主要來源，導致下財政年度資產及負債帳面值須作出重大調整的重大風險，茲論述如下：

##### (a) 應收款項減值撥備的估計

本集團基於應收賬款和其他應收款的可回收性，計提減值撥備。當有重大事項或情況變化顯示餘額或不能收回時計提減值撥備，對呆帳的識別需要運用判斷和估計，當預期與初始判斷相異時，這種差異將影響估計變化期間應收款項帳面值和呆帳費用。

#### 4 Critical accounting judgements and key sources of estimation uncertainty (CONTINUED)

##### (b) Net realisable value of work-in-progress

Provision for slowing-moving work-in-progress is based on the aged of the respective project and the accomplishment of certain stage of milestone during the process of development. The assessment of the provision amount involved management judgement and estimation. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of work-in-progress and provision charge/write-back in the period such estimate changed.

##### (c) Useful lives of property, plant and equipment

The Group's management determines that the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimation is based on the historical experience of the actual 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. Depreciation charge will be reassessed where useful live is different from the previous estimation, or it will write-off or write-down obsolete assets that have been abandoned or sold.

##### (d) Income taxes

The Group is principally subject to income taxes in the PRC. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for 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 the current income tax provision and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilized. The outcome of their actual utilisation may be different.

#### 4 重要會計估計及估計不確定性之主要來源 (續)

##### (b) 在產品可實現淨值

滯銷在產品按開發過程中許可之若干重要階段（例如臨床研究）之進度及成果撥備。管理層評估撥備金額時需要作出判斷及估計。倘實際結果或未來期望與原有估計有別，有關差額將影響估計專案變動期間之在產品帳面值及撥備（或支出撥回）。

##### (c) 物業、廠房及設備的使用年期

本集團管理層估計物業、廠房及設備的使用期限和折舊費用，這種估計基於同類性質和功能的物業、廠房及設備的使用年期的歷史經驗。技術更新及本行業的競爭行為會導致估計的重大改變。當使用年期比先前估計年期縮短時，管理層將提高折舊費用，或在帳面減值或註銷已報廢或出售的技術落後資產或非戰略性資產。

##### (d) 所得稅

本集團主要須在中國繳納所得稅。厘定所得稅撥備須作出重大判斷。眾多交易及計算的最終稅務厘定難以在日常業務過程中確定。倘有關事項最終的稅務結果與最初所入帳的金額不同，則該等差額會影響作出厘定期間的即期所得稅撥備以及遞延所得稅資產及負債。

與若干暫時差額或稅項虧損相關之遞延所得稅項資產於管理層認為未來應課稅溢利將很有可能可獲得而就此可使用暫時差額或稅項虧損時予以確認。該等實際抵銷之結果或有不同。



## 4 Critical accounting judgements and key sources of estimation uncertainty (CONTINUED)

## (e) Impairment of property, plant and equipment

Impairment of property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on fair value less costs to sell calculations or market valuations. These calculations require the use of judgments and estimates.

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of the operations.

## (f) Fair value of convertible bond

The Group makes reference to the independent valuer's valuations to determine the fair value of convertible bond at fair value through profit or loss which in turn are determined using a valuation technique, the Monte Carlo Simulation Model. Judgment is required in the calculation of such valuation. Changes in the underlying assumptions could materially impact other comprehensive income and profit and loss, respectively.

## 4 重要會計估計及估計不確定性之主要來源(續)

## (e) 物業、廠房及設備的估計

當有事件或情況轉變顯示可能無法收回帳面值時檢討物業、廠房及設備有否減值。可收回金額乃基於公平值減銷售成本或市場估值計算。此等計算須運用判斷及估計。

在資產減值領域，要求有管理層判斷，尤其是評估：(i) 有否出現可能實際顯示有關資產價值可能無法回收；(ii) 資產帳面值是否獲得可收回款項（即公平值減銷售成本或以業務持續使用資產為基礎估計的有關日後現金流量淨現值兩者中的較高者）的支持；及(iii) 編制現金流量預測時使用的適當主要假設，包括有關現金流量預測是否以適用比率折現。倘管理層就評估減值所選假設（包括現金流量預測所用貼現率或增長率假設）有所變更，對減值檢測所用淨現值或有影響，從而或影響本集團的財務狀況及經營業績。

## (f) 可換股債券的公平值

本集團參考獨立估值師的估值以厘定可換股債券的公平值，而獨立估值師的估值乃使用各種估值方法，包括Monte Carlo Simulation模式厘定。于計算有關估值時須作出判斷。相關假設的變動可能分別對其他全面收益以及損益造成重大影響。

## 5 REVENUE AND SEGMENT INFORMATION

## 5 營業收入及分類資料

Breakdown of the revenue from all services is as follows:

收入明細如下：

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Analysis of revenue by category</b>	<b>收入分類</b>		
Contracted clinical research services (VPS)	合約藥物開發與臨床研究服務收入－非本集團技術	13,935	26,755
Contracted pharmaceutical development services (PDS)	合約藥物開發與臨床研究服務收入－本集團技術	2,696	4,316
Import registration services (IRS)	進口註冊服務收入	1,439	1,013
Royalty income	特許權使用費收入	-	5,400
Sales of active pharmaceutical ingredients products (API)	銷售有效藥劑成分產品收入	29	203
<b>Total</b>	<b>合計</b>	<b>18,099</b>	<b>37,687</b>

Turnover and contribution to profit from operations by segment has not been presented as over 90% of the Group's turnover was derived from the pharmaceutical research and development, registration, application and testing in the PRC and all assets were located in the PRC for both years.

由於本集團超過90%之營業額均來自其於中國之製藥研發、註冊、申請以及測試，而其所有資產於此兩個年度亦位於中國，故並未呈列營業額及對經營溢利之貢獻之分類分析。

Information about major customers is as follows:

有關主要客戶之資料：

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group is as follows:

相關年度來自客戶之收益占本集團總銷售額10%以上之情況如下：

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A	客戶A	2,035	-
Customer B	客戶B	-	5,400
Customer C	客戶C	-	4,500

## 6 OTHER INCOME

## 6 其他收入

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Government subsidies	政府資助	1,348	1,077
Fair value (loss)/gain on financial assets at fair value through profit or loss	按公允價值透過損益記帳之金融資產之公允價值變動(損失)/收益	(487)	19,666
Dividends income	股利收入	106	331
Compensation income	賠償收入	362	632
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	54	-
Gain on disposal of a subsidiary (Note 27)	出售一間附屬公司的收益(附註27)	-	162
Others	其他	94	38
<b>Total</b>	<b>合計</b>	<b>1,477</b>	<b>21,906</b>

During the year, the Group received approximately RMB1,348,000 (2010: approximately RMB1,077,000) of government subsidies towards the research and development projects.

本年度本集團獲得有關研發專案的政府資助人民幣1,348,000元(二零一零年: 人民幣1,077,000元)。

## 7 FINANCE COSTS - NET

## 7 財務收入及費用

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Finance costs:</b>	<b>財務費用:</b>		
- Exchange losses	- 匯兌損失	-	(11,458)
- Interest expenses	- 利息開支	(4,940)	(4,382)
- Others	- 其他	(74)	(31)
		(5,014)	(15,871)
<b>Finance income:</b>	<b>財務收入:</b>		
- Exchange gains	- 匯兌收益	6,914	-
- Interest income	- 利息收入	298	265
		7,212	265
<b>Finance costs - net</b>	<b>財務費用 - 淨額</b>	<b>2,198</b>	<b>(15,606)</b>

## 8 EXPENSES BY NATURE

## 8 費用性質

Expenses included in cost of sales and administrative expenses are analysed as follows:

營業成本及管理費用分析如下:

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation (Note 12)	折舊(附註12)	2,584	3,598
Amortisation of new drugs technology including in administrative expenses (Note 13)	管理費用中新藥技術攤銷(附註13)	-	2,341
Auditor's remuneration	審計費用	780	1,153
Employee benefit expenses (Note 9)	僱員福利費用(附註9)	19,547	17,898
Compensation	賠償費用	3,503	682
Operating lease payment	經營租賃費用	2,045	2,492
Provision for impairment loss of trade receivables (Note 18)	應收賬款減值撥備(附註18)	7,296	9,747
Impairment loss on property, plant and equipment (Note 12)	出售物業、廠房及設備減值損失(附註12)	3,243	-
Impairment loss on financial assets at fair value through profit or loss	按公允價值透過損益記帳之金融資產減值損失(附註12)	-	10,185
Impairment loss of new drugs technology (Note 13)	新藥技術減值損失(附註13)	-	4,210
Impairment loss on other receivables (Note 19)	其他應收款項減值損失(附註19)	11,113	-

## 9 EMPLOYEE BENEFIT EXPENSE

## 9 僱員福利支出

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wages and salaries	工資及薪金	15,682	14,550
Retirement benefits scheme contributions	退休福利計畫供款	3,235	2,411
Employee share-based payment	僱員股份付款	377	681
Other staff benefits	其他	253	256
<b>Total</b>	<b>合計</b>	<b>19,547</b>	<b>17,898</b>

## 9 EMPLOYEE BENEFIT EXPENSE (CONTINUED) 9 僱員福利支出 (續)

## (a) Directors' and senior management's emoluments

## (a) 董事及高級管理層酬金

	董事袍金 Director's fee		薪金及紅利 Salaries and bonus		公積金供款 Provident fund contribution		僱員股份付款 Employee share-based payment		合計 Total	
	二零一一年 2011	二零一零年 2010	二零一一年 2011	二零一零年 2010	二零一一年 2011	二零一零年 2010	二零一一年 2011	二零一零年 2010	二零一一年 2011	二零一零年 2010
	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
郭夏 William, Xia GUO	-	-	558	506	-	-	48	51	606	557
宋雪梅 Maria, Xue Mei SONG	-	-	348	307	20	17	41	43	409	367
馮濤 Tao FENG	-	-	-	-	-	-	6	6	6	6
吳欣 Xin WU	-	-	-	-	-	-	6	6	6	6
張欣 Nathan Xin ZHANG	-	-	-	-	-	-	6	6	6	6
吳明瑜 (附注a) Ming Yu WU (note a)	30	30	-	-	-	-	-	5	30	35
Paul CONTOMICHALOS Paul CONTOMICHALOS	-	-	-	-	-	-	7	8	7	8
王洪波 (附注a) Hong Bo WANG (note a)	-	-	-	-	-	-	-	8	-	8
吳壽元 (附注b) Shou Yuan WU (note b)	-	-	-	-	-	-	-	-	-	-
章靜安 (附注b) Jing An ZHANG (note b)	-	-	-	-	-	-	-	-	-	-
合計 Total	30	30	906	813	20	17	114	133	1,070	993

## Notes:

- a. The directors were retired on 27 December 2011.  
b. The directors were appointed on 26 December 2011.

## 附注:

- a. 董事于2011年12月27日離職  
b. 董事于2011年12月26日受委任

## (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2010: two) directors whose emolument are reflected in the analysis presented above. The emoluments payable of the remaining three (2010: three) individuals during the year are as follows:

	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Salaries and allowances	2,461	910
Employee share-based payment	111	86
Retirement benefits scheme contributions	81	51
Total	2,653	1,047

## (b) 五名最高薪酬人士

五名最高薪酬人士包括二名 (二零一零年: 二名) 本公司董事。他們的薪酬於前面已做分析。其餘三名 (二零一零年: 三名) 之酬金如下:

## 9 EMPLOYEE BENEFIT EXPENSE (CONTINUED)

## (b) Five highest paid individuals (Continued)

The emoluments of each of the five highest paid employees are less than RMB1,000,000.

During the year, no emoluments were paid by the Group to any directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments in the year.

## 10 INCOME TAX

No provision for Hong Kong profits tax has been made as the Group had no estimated assessable profit generated in Hong Kong for the year (2010: Nil).

PRC Enterprise Income Tax has been calculated on the estimated assessable profit for the year according to the relevant laws and regulations. The applicable income tax rate is ranging from 15% to 25% as at 31 December 2011 (2010: 25%). During the year,北京德眾萬全藥物技術開發有限公司,北京德眾萬全藥物技術有限公司,北京萬全陽光醫藥科技有限公司,北京萬全陽光醫學技術有限公司,北京德眾萬全醫藥科技有限公司 and 海南盛科生命科學研究院 have applied to the PRC tax authority as High-tech Enterprises and subject to the PRC Enterprise Income Tax at 15%.

The amount of taxation charged to the consolidated statement of comprehensive income represents:

	2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
PRC enterprise income tax		
- current year	81	1,455
- over-provision in prior years	(1,397)	(1,997)
Deferred taxation (Note 15)	5,340	2,380
Total	4,024	1,838

## 9 僱員福利支出 (續)

## (b) 五名最高薪酬人士 (續)

五名最高薪酬僱員之酬金均少於人民幣1,000,000元。

於本年度內,本集團概無向本公司董事或五名最高薪酬人士支付任何酬金,作為加入或在加入本集團時之獎勵,或作為離職賠償,而董事亦概無於年內放棄任何酬金

## 10 所得稅費用

由於本集團於年度內並無在香港產生任何應課稅溢利,故並無就香港利得稅作出撥備 (二零一零年: 無)。

中國企業所得稅乃根據中國相關法律及規例計算。於二零一一年十二月三十一日的適用所得稅稅率為15%-25% (二零一零年: 25%)。於本年度,北京德眾萬全藥物技術開發有限公司,北京萬全陽光醫藥科技有限公司,北京萬全陽光醫學技術有限公司,北京德眾萬全醫藥科技有限公司及海南盛科生命科學研究院向中國稅務當局申請為高新科技企業而享有中國企業所得稅率為15%。

綜合全面收益表中所得稅費用如下:

10 INCOME TAX (CONTINUED)		10 所得稅費用 (續)	
The tax on the Group's loss before tax differs from the theoretical amount that would arise using PRC Enterprise Income Tax rate as follows:		以除稅前虧損為基礎，本集團所得稅與以中國稅法企業所得稅率計算之理論稅額之區別如下：	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Loss before tax	除稅前虧損	(149,772)	(55,422)
Calculated at a tax rate of 15% (2010: 25%)	以15%稅率計稅 (二零一零年: 25%)	(22,466)	(13,856)
Effect of differential tax rate of overseas entities	海外實體不同稅率的影響	9,394	10,106
Over-provision in prior years	過往年度過度撥備	(1,397)	(1,997)
Tax effect of tax loss not recognised	未確認稅務虧損	-	985
Derecognition of previously recognised deferred tax assets	回撥先前確認的遞延稅項資產	5,340	4,377
Expenses not deductible for taxation purpose	不可扣稅開支	13,153	2,521
Others	其他	-	(298)
Taxation	本年度所得稅費用	4,024	1,838
<b>11 BASIC AND DILUTED LOSS PER SHARE</b>		<b>11 基本及攤薄每股虧損</b>	
(a) Basic loss per share	(a) 每股基本虧損		
Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years.		每股基本虧損的計算乃基於年內母公司普通股股東應占虧損及年內本公司已發行普通股加權平均股數。	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Loss attributable to owners of the Company (RMB' 000)	本公司擁有人應占虧損(RMB' 000)	(152,435)	(56,928)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均股數 (千股)	364,216	363,512
Basic loss per share (RMB cents per share)	基本及攤薄每股虧損(人民幣仙/每股)	(41.85)	(15.66)

11 BASIC AND DILUTED LOSS PER SHARE (CONTINUED)		11 基本及攤薄每股虧損 (續)	
(b) Diluted loss per share(Continued)	(b) 每股攤薄虧損(續)		
The calculation of the diluted loss per share for the year is based on the loss attributable to ordinary equity shareholders and adjusted to eliminate the interest expense less the tax effect. The weighted average number of approximately 453,144,000 (2010: approximately 463,447,000) ordinary shares after adjusting for the effect of the dilutive potential ordinary shares to be issued to the exercise of the options granted under all relevant Share Option Schemes and the conversion of convertible bond as detailed below of approximately 88,928,000 (2010: approximately 99,935,000) shares, calculated as follows:		每股攤薄虧損的計算乃基於年內本公司普通股股東應占溢利並調整除稅後之可換股債券利息。普通股加權平均股數453,144,000股(二零一零年: 463,447,000股)，已就由於行使有關購股權計畫下授出的購股權及可換股債券而將予發行的攤薄潛在普通股為88,928,000股(二零一零年: 99,935,000股)的影響作出調整，計算如下：	
		2011 二零一一年 RMB'000 人民幣千元	2010 二零一零年 RMB'000 人民幣千元
Loss attributable to owners of the Company	本公司擁有人應占虧損	(152,435)	(56,928)
Interest expense on convertible bond (net of tax)	可換股債券利息 (除稅後)	3,851	3,422
Loss used to determine diluted earnings per share	用以計算每股攤薄虧損的虧損	(148,584)	(53,506)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均股數 (千股)	364,216	363,512
Adjustment for: - Effect of deemed issue of ordinary shares under the Company's Share Option Schemes and the conversion of convertible bond (thousands)	調整: 根據本公司購股權計畫及可換股債券或有可能進行換股等視作發行普通股的影響 (千股)	88,928	99,935
Weighted average number of ordinary shares for diluted earnings per share (thousands)	計算每股攤薄盈利之普通股加權平均股數 (千股)	453,144	463,447
No diluted loss per share for the years ended 31 December 2011 and 2010 is presented as the assumed conversion of convertible bond would result in a decrease in loss per share.		由於購股權計畫及可換股債券或有可能進行換股，而此將令每股盈利增加或虧損減少，故未呈列截至二零一一年及二零一零年十二月三十一日止兩個年度之每股攤薄盈利或虧損。	

## 12 PROPERTY, PLANT AND EQUIPMENT – GROUP 12 物業、廠房及設備—本集團

		Leasehold improvements 租賃物業裝修	Machinery and equipment 機器及設備	Motor vehicles 汽車	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>At 1 January 2010</b>	於二零一零年一月一日				
Cost	成本	5,232	14,667	1,010	20,909
Accumulated depreciation	累計折舊	(2,683)	(7,722)	(836)	(11,241)
Net book amount	帳面淨值	2,549	6,945	174	9,668
<b>Year ended 31 December 2010</b>	於二零一零年十二月三十一日				
Opening net book amount	帳面淨值期初餘額	2,549	6,945	174	9,668
Additions	本期增加	363	10,306	-	10,669
Written off	撤銷	-	(7)	-	(7)
Depreciation (Note 8)	折舊 (附注8)	(1,124)	(2,364)	(110)	(3,598)
Written back	回撥	-	6	-	6
Closing net book amount	帳面淨值期末餘額	1,788	14,886	64	16,738
<b>At 31 December 2010</b>	於二零一零年十二月三十一日				
Cost	成本	5,595	24,966	1,010	31,571
Accumulated depreciation	累計折舊	(3,807)	(10,080)	(946)	(14,833)
Net book amount	固定資產淨值	1,788	14,886	64	16,738
<b>Year ended 31 December 2011</b>	於二零一一年十二月三十一日				
Opening net book amount	帳面淨值期初餘額	1,788	14,886	64	16,738
Additions	本期增加	-	612	-	612
Disposals	撤銷	-	(593)	(187)	(780)
Depreciation (Note 8)	折舊 (附注8)	(205)	(2,379)	-	(2,584)
Impairment (Note 8)	減值 (附注8)	(1,319)	(1,868)	(56)	(3,243)
Written back	回撥	-	593	187	780
Closing net book amount	帳面淨值期末餘額	264	11,251	8	11,523
<b>At 31 December 2011</b>	於二零一一年十二月三十一日				
Cost	成本	5,595	24,985	823	31,403
Accumulated depreciation and impairment	累計折舊及減值	(5,331)	(13,734)	(815)	(19,880)
Net book amount	帳面淨值	264	11,251	8	11,523

## 13 NEW DRUGS TECHNOLOGY – GROUP 13 新藥技術—本集團

		RMB'000 人民幣千元
<b>At 1 January 2010</b>	於二零一零年一月一日	
Cost	成本	22,058
Accumulated amortisation and impairment	累計攤銷及減值	(12,684)
Net book amount	帳面淨值	9,374
<b>Year ended 31 December 2010</b>	於二零一零年十二月三十一日	
Opening net book amount	帳面淨值期初餘額	9,374
Amortisation charge (Note 8)	本期攤銷 (附注8)	(2,341)
Disposal	本期出售	(2,823)
Impairment (Note 8)	本期減值	(4,210)
Closing net book amount	帳面淨值期末餘額	-
<b>At 31 December 2010</b>	於二零一零年十二月三十一日	
Cost	成本	18,352
Accumulated amortisation and impairment	累計攤銷及減值	(18,352)
Net book amount	帳面淨值	-
<b>Year ended 31 December 2011</b>	於二零一一年十二月三十一日	
Opening net book amount	帳面淨值期初餘額	-
Amortisation charge (Note 8)	本期攤銷 (附注8)	-
Disposal	本期撤銷	(1,671)
Written back	本期回撥	1,671
Closing net book amount	帳面淨值期末餘額	-
<b>At 31 December 2011</b>	於二零一一年十二月三十一日	
Cost	成本	16,681
Accumulated amortisation and impairment	累計攤銷	(16,681)
Net book amount	帳面淨值	-

The new drugs technology included above have finite useful lives, over which the assets are amortised. The amortisation period for development costs incurred on the Group's new drugs technology is five years.

No amortization charges (2010: approximately RMB2,341,000) is included in the "administrative expenses" during the year.

上表所列之新藥技術具有有限使用年期，並於該段期間內攤銷。本集團新藥技術所涉及開發成本之攤銷期間為五年。

本年度沒有攤銷費用。二零一零年攤銷費用為約人民幣2,341,000元，在「管理費用」中列示。

14 INVESTMENTS IN SUBSIDIARIES – COMPANY		14 附屬公司權益—本公司	
		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted shares, at cost	非上市公司股份—成本值	30,374	30,374
Less: provision for impairment	減: 減值損失	(29,646)	-
		728	30,374
Amounts due from subsidiaries (Note 17)	應收附屬公司款項 (附註17)	49,587	49,599
Less: provision for impairment	減: 減值損失	(37,502)	-
		12,085	49,599
<b>Total</b>	<b>合計</b>	<b>12,813</b>	<b>79,973</b>

The cost of the unlisted shares is based on the book value of the underlying net assets of the subsidiaries attributable to the Group on the date of the Group Reorganisation.

非上市股份之成本值乃按本集團於集團重組日期應占附屬公司相關資產淨值之帳面值計算。

The amounts due from subsidiaries classified as non-current assets are unsecured, interest-free and considered equity in nature.

應收附屬公司款項分類為非流動資產，此資產為無抵押、免息及為權益性質。

Particulars of the Company's principal subsidiaries as at 31 December 2011 and 2010 are as follows:

本公司於二零一一年及二零一零年十二月三十一日之主要附屬公司詳情如下:

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/ 註冊資本	所占權益
Shares directly held by the Company:				
本公司直接持有股份:				
Venturepharm Laboratories (BVI) Limited ("VP (BVI)")	British Virgin Islands ("BVI"), Limited liability company	Investment holding	US\$100	100%
Venovo Pharma US Inc.	British Virgin Islands ("BVI"), Limited liability company	Investment holding	US\$1	100%
Venturepharm Laboratories (BVI) Limited ("VP (BVI)")	英國處女群島 ("BVI"), 有限責任公司	控股投資	100美元	100%
Venovo Pharma US Inc.	英國處女群島 ("BVI"), 有限責任公司	控股投資	1美元	100%

14 INVESTMENTS IN SUBSIDIARIES – COMPANY 14 附屬公司權益—本公司 (續)  
(CONTINUED)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/ 註冊資本	所占權益
Shares indirectly held by the Company:				
本公司間接持有股份:				
北京德眾萬全藥物技術開發有限公司	Beijing, the PRC, Limited liability company	The research and development of new drug preparation, raw materials, supplementary materials and biodrugs technological transfer and services	US\$865,000	94.512%
北京德眾萬全藥物技術開發有限公司	中國北京, 有限責任公司	研究及開發新藥製劑、原材料、輔助原材料 (賦形劑及添加劑) 及生物藥品; 技術轉讓及服務	865,000美元	94.512%
漢中漢江萬全醫藥化工有限公司	Hanzhong, the PRC, Limited liability company	Sales and manufacturing of active pharmaceutical ingredients products	US\$600,000	51%
漢中漢江萬全醫藥化工有限公司	中國漢中, 有限責任公司	銷售及製造有效藥劑成分產品	600,000美元	51%
VPSCRO Group Inc.	British Virgin Islands, Limited liability company	Inactive	US\$1	100%
VPSCRO Group Inc.	英國處女群島, ("BVI") 有限責任公司	無經營	1美元	100%

14 INVESTMENTS IN SUBSIDIARIES – COMPANY 14 附屬公司權益—本公司 (續)  
(CONTINUED)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/註冊資本	所占權益
Shares indirectly held by the Company:(Continued) 本公司間接持有股份:(續)				
海南盛科生命科學研究院	Hainan, the PRC, Limited liability company	The research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs	US\$360,000	100%
海南盛科生命科學研究院	中國海南, 有限責任公司	研究及開發藥品、天然藥品及合成藥品; 研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務; 藥品之藥效研究及臨床研究	360,000美元	100%

14 INVESTMENTS IN SUBSIDIARIES – COMPANY 14 附屬公司權益—本公司 (續)  
(CONTINUED)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/註冊資本	所占權益
Shares indirectly held by the Company:(Continued) 本公司間接持有股份:(續)				
北京萬全陽光醫藥科技有限公司	Beijing, the PRC, Limited liability company	The research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs	US\$200,000	100%
北京萬全陽光醫藥科技有限公司	中國北京, 有限責任公司	研究及開發藥品、天然藥品及合成藥品; 研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務; 藥品之藥效研究及臨床研究	200,000美元	100%

14 INVESTMENTS IN SUBSIDIARIES – COMPANY 14 附屬公司權益—本公司 (續)  
(CONTINUED)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/註冊資本	所占權益
Shares indirectly held by the Company:(Continued) 本公司間接持有股份:(續)				
北京德眾萬全醫藥科技有限公司	Beijing, the PRC, Limited liability company	The research and development of new drugs, natural drugs, and synthetic drugs; technological transfer of and services for research and development of biodrugs, natural drugs and synthetic drugs, pharmacodynamic and clinical research of drugs	US\$200,000	100%
北京德眾萬全醫藥科技有限公司	中國北京, 有限責任公司	研究及開發藥品、天然藥品及合成藥品; 研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務; 藥品之藥效研究及臨床研究	200,000美元	100%

14 INVESTMENTS IN SUBSIDIARIES – COMPANY 14 附屬公司權益—本公司 (續)  
(CONTINUED)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/註冊資本	所占權益
Shares indirectly held by the Company:(Continued) 本公司間接持有股份:(續)				
北京萬全陽光醫學技術有限公司	Beijing, the PRC, Limited liability company	The research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs	US\$200,000	100%
北京萬全陽光醫學技術有限公司	中國北京, 有限責任公司	研究及開發藥品、天然藥品及合成藥品; 研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務; 藥品之藥效研究及臨床研究	200,000美元	100%



14 INVESTMENTS IN SUBSIDIARIES – COMPANY  
(CONTINUED)

## 14 附屬公司權益—本公司 (續)

Name	Place of incorporation and kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Equity interest Held
公司名稱	註冊地點及法定法人	主要經營業務	已發行股本/註冊資本	所占權益
Shares indirectly held by the Company:(Continued) 本公司間接持有股份:(續)				
泰州萬全醫藥科技 有限公司	Taizhou, the PRC, Limited liability company	The research and development of drugs, natural drugs and synthetic drugs; technological transfer of and services for the research and development of biodrugs, natural drugs and synthetic drugs; pharmacodynamic and clinical research of drugs	RMB1,000,000	100%
泰州萬全醫藥科技 有限公司	中國泰州, 有限責任公司	研究及開發藥品、天然藥品及合成藥品; 研究及開發生物藥品、天然藥品及合成藥品之技術轉讓及服務; 藥品之藥效研究及臨床研究	人民幣1,000,000元	100%

Note: None of the subsidiaries had any debt securities outstanding at the end of the year or any time during the year.

附注: 附屬公司在本年度末及本年度內任何時間無任何尚未償還債券。

## 15 DEFERRED TAX ASSETS – GROUP

## 15 遞延稅項—本集團

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

遞延稅項是用本集團經營所在地所適用之稅率以暫時差異為基礎使用負債法來計算。

No deferred taxation was charged to equity during the year (2010: Nil).

本年度無遞延稅項沖減權益(二零一零年: 無)。

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

本年遞延稅項資產變動如下:

		Provisions 撥備		Tax loss 稅務虧損		Total 合計	
		2011 二零一一年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元	2011 二零一一年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元	2011 二零一一年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元
At 1 January	於一月一日	2,436	6,813	2,904	907	5,340	7,720
Debited to the statement of comprehensive income	借記全面收益表	(2,436)	(4,377)	(2,904)	-	(5,340)	(4,377)
Credited to the statement of comprehensive income	貸記全面收益表	-	-	-	1,997	-	1,997
At 31 December	於十二月三十一日	-	2,436	-	2,904	-	5,340

At the end of the reporting period, the Group has unused tax losses of approximately RMB11,338,000 (2010: approximately RMB11,611,000) available for offsetting against future profits. A deferred tax asset has been recognised in respect of RMB Nil (2010: approximately RMB11,611,000) of such losses. No deferred tax asset has been recognised in respect the remaining approximately RMB11,338,000 (2010: RMB Nil) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately RMB11,338,000(2010:approximately RMB11,611,000) that will expire in 2015.

於二零一一年十二月三十一日, 本集團有為數約人民幣11,338,000元(二零一零年: 約人民幣11,611,000元)之未動用稅務虧損可用於抵銷未來溢利。由於無法預測未來利潤來源, 因此並無就未動用之稅務虧損確認遞延稅項資產。約人民幣11,338,000(二零一零年: 約人民幣11,611,000)之未確認稅項虧損將於截至二零一五年內到期。

## 16 WORK-IN-PROGRESS – GROUP

## 16 在產品—本集團

		2011	2010
		二零一一年	二零一零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Work-in-progress	在產品		
– contracted (Note (a))	— 已訂約 (附註(a))	43,126	31,533
Work-in-progress	在產品		
– not-contracted (Note (b))	— 未訂約 (附註(b))	40,459	41,767
Less: provision for impairment of Work-in-progress	減: 在產品減值撥備	71,874	14,451
<b>Total</b>	<b>合計</b>	<b>11,711</b>	<b>58,849</b>

(a) The balance represents the project costs incurred for the contracted research and development, pharmaceutical application, registration and testing services, but have not met the extent of the milestone payments earned in accordance with the applicable performance requirements and contractual terms.

(a) 該結餘指已訂約之研究及開發、製藥申請、註冊及測試服務產生之專案成本，惟由於尚未達到相關要。

(b) The balance comprises of development costs incurred with the intention of outright sales as technology transfer but have not been contracted.

(b) 該結餘指擬作為技術轉讓專案出售之開發成本，但尚未訂立合約。

The movement in the impairment of work-in-progress for the year ended 31 December 2011 is as follows:

在產品截至二零一一年十二月三十一日撥備之變動如下:

		Contracted	Non-contracted	Total
		已訂約	未訂約	合計
		RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元
At 1 January	於一月一日	6,593	7,858	14,451
Provision for impairment loss recognised for the year	減: 本年度減值撥備	24,732	32,691	57,423
At 31 December	於十二月三十一日	31,325	40,549	71,874

The impairment for contracted work-in-progress was due to the total contract cost will exceed total contract value while the impairment for non-contracted work-in-progress was due to the suspension of non-contracted PDS projects (note 31b).

已訂約的在產品作減值撥備是由於總合約成本超出總合約金額，而未訂約在產品作減值撥備是由於本集團停止沒有訂立合同的項目(附註31b)。

## 16 WORK-IN-PROGRESS – GROUP (CONTINUED)

## 16 在產品—本集團 (續)

The movement in the impairment of work-in-progress for the year ended 31 December 2010 is as follows:

在產品截至二零一零年十二月三十一日撥備之變動如下:

		Contracted	Non-contracted	Total
		已訂約	未訂約	合計
		RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元
At 1 January	於一月一日	-	-	-
Provision for impairment loss recognised for the year	減: 本年度減值撥備	6,593	7,858	14,451
At 31 December	於十二月三十一日	6,593	7,858	14,451

## 17 FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY

## 17 金融工具明細—本集團及本公司

Group	本集團	Loans and receivables	Financial assets at fair value through profit or loss	Total
		RMB'000	RMB'000	RMB'000
		人民幣千元	按公允價值透過損益記帳之金融資產 人民幣千元	合計 人民幣千元
Assets as per consolidated statement of financial position 31 December 2011	綜合財務狀況表資產於二零一一年十二月三十一日			
Trade and other receivables (excluding prepayments) (Note 18 and 19)	應收賬款和其他應收款 (不含預付帳款) (附註18和19)	3,809	-	3,809
Financial assets at fair value through profit or loss (Note 20)	按公允價值透過損益記帳之金融資產 (附註20)	-	1,803	1,803
Cash and cash equivalents (Note 21)	現金及現金等價物 (附註21)	6,822	-	6,822
<b>Total</b>	<b>合計</b>	<b>10,631</b>	<b>1,803</b>	<b>12,434</b>
Assets as per consolidated statement of financial position 31 December 2010	綜合財務狀況表資產於二零一零年十二月三十一日			
Trade and other receivables (excluding prepayments) (Note 18 and 19)	應收賬款和其他應收款 (不含預付帳款) (附註18和19)	29,274	-	29,274
Financial assets at fair value through profit or loss (Note 20)	按公允價值透過損益記帳之金融資產 (附註20)	-	60,138	60,138
Cash and cash equivalents (Note 21)	現金及現金等價物 (附註21)	6,910	-	6,910
<b>Total</b>	<b>合計</b>	<b>36,184</b>	<b>60,138</b>	<b>96,322</b>

17 FINANCIAL INSTRUMENTS BY CATEGORY – 17 金融工具明細—本集團及本公司 (續)  
GROUP AND COMPANY (CONTINUED)

Group (continued)	本集團 (續)	Other financial liabilities 其他金融負債 RMB' 000 人民幣千元
Liabilities as per consolidated statement of financial position 31 December 2011	綜合財務狀況表負債 於二零一一年十二月三十一日	
Convertible bond	可換股債券	106,786
Other payables and accruals	其他應付款及應付費用	12,707
<b>Total</b>	<b>合計</b>	<b>119,493</b>
Liabilities as per consolidated statement of financial position 31 December 2010	綜合財務狀況表負債 於二零一零年十二月三十一日	
Convertible bond	可換股債券	108,005
Other payables and accruals	其他應付款及應付費用	31,153
<b>Total</b>	<b>合計</b>	<b>139,158</b>

17 FINANCIAL INSTRUMENTS BY CATEGORY – 17 金融工具明細—本集團及本公司 (續)  
GROUP AND COMPANY (CONTINUED)

Company	本公司	Loans and receivables RMB'000	Financial assets at fair value through profit or loss RMB'000	Total RMB'000
Assets as per consolidated statement of financial position 31 December 2011	綜合財務狀況表資產於二 零一一年十二月三十一日			
Amounts due from subsidiaries (Note 14)	應收附屬公司款項 (附註14)	12,085	-	12,085
Other receivables	其他應收款	1,813	-	1,813
Financial assets at fair value through profit or loss (Note 20)	按公允價值透過損益記帳之 金融資產 (附註20)	-	1,803	1,803
Cash and cash equivalent (Note 21)	現金及現金等價物 (附註21)	721	-	721
<b>Total</b>	<b>合計</b>	<b>14,619</b>	<b>1,803</b>	<b>16,422</b>
Assets as per consolidated statement of financial position 31 December 2010	綜合財務狀況表資產於二 零一零年十二月三十一日			
Amounts due from subsidiaries (Note 14)	應收附屬公司款項 (附註14)	49,599	-	49,599
Other receivables	其他應收款	7,309	-	7,309
Financial assets at fair value through profit or loss (Note 20)	按公允價值透過損益記帳之 金融資產 (附註20)	-	60,138	60,138
Cash and cash equivalent (Note 21)	現金及現金等價物 (附註21)	53	-	53
<b>Total</b>	<b>合計</b>	<b>56,961</b>	<b>60,138</b>	<b>117,099</b>

17 FINANCIAL INSTRUMENTS BY CATEGORY – GROUP AND COMPANY (CONTINUED)		17 金融工具明細—本集團及本公司 (續)	
Company (continued)	本公司 (續)		Other financial liabilities 其他金融負債 RMB' 000 人民幣千元
Liabilities as per consolidated statement of financial position 31 December 2011	綜合財務狀況表負債 於二零一一年十二月三十一日		
Convertible bond	可換股債券	106,786	
Other payables and accruals	其他應付款及應付費用	1,954	
Amounts due to subsidiaries	應付子公司	17,779	
<b>Total</b>	<b>合計</b>	<b>126,519</b>	
Liabilities as per consolidated statement of financial position 31 December 2010	綜合財務狀況表負債 於二零一零年十二月三十一日		
Convertible bond	可換股債券	108,005	
Other payables and accruals	其他應付款及應付費用	17,627	
<b>Total</b>	<b>合計</b>	<b>125,632</b>	

18 TRADE RECEIVABLES – GROUP		18 應收賬款—本集團	
Company	本公司		
		2011 二零一一年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元
Trade receivables	應收賬款	39,216	40,831
Less: provision for impairment of trade receivables	減: 減值準備	(37,780)	(30,484)
<b>Trade receivables – net</b>	<b>應收賬款淨額</b>	<b>1,436</b>	<b>10,347</b>
The Group allows an average credit period of 90 days to its trade customers. As 31 December 2011 and 2010, the ageing of the trade receivables net of impairment were as follows:	本集團給予客戶的信用期限一般為九十天。於二零一一年及二零一零年十二月三十一日，減值後的應收賬款賬齡如下:		
		2011 二零一一年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元
1-30 days	1-30天	833	3,217
31 -60 days	31 -60天	39	485
61-90 days	61-90天	–	2,430
91-180 days	91-180天	–	425
Over 180 days	超過180天	564	3,790
<b>Total</b>	<b>合計</b>	<b>1,436</b>	<b>10,347</b>

As at 31 December 2011, trade receivables of approximately RMB564,000 (2010: approximately RMB4,215,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. These customers have a good track record with the Group. Based on past experience, the management believes that no impairment is provided in respect of these balances as there have no significant changes in the credit quality of these customers and the balances are considered fully recoverable. The Group does not hold any collateral over these balances.

於二零一一年十二月三十一日，應收賬款中包括約人民幣564,000元（二零一零年：約人民幣4,215,000元）已逾期但未計提減值準備。這些賬務來自多名在本集團有良好還款記錄的獨立客戶。基於以往的經驗，管理層認為沒有計提減值準備的需要，因為這些客戶的信用品質沒有重大改變且相信這些餘額能全部收回。本集團不持有任何此等應收賬款的抵押品。

**18 TRADE RECEIVABLES – GROUP (CONTINUED)**

As of 31 December 2011, trade receivables of approximately RMB7,296,000 (2010: approximately RMB9,747,000) were impaired and provided for. The amount of the provision was approximately RMB37,780,000 as at 31 December 2011 (2010: approximately RMB30,484,000). The individually impaired receivables mainly related to customers, which are in unexpected difficult economic situations. It was assessed that a portion of the receivables is expected not to be recovered.

Movement on the Group's provision for impairment of trade receivables are as follows:

		2011	2010
		二零一一年	二零一零年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
At 1 January	於一月一日	30,484	20,737
Impairment loss of receivable recognized during the year (Note 8)	應收賬款減值準備 (附注 8)	7,296	9,747
At 31 December	於十二月三十一日	37,780	30,484

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables mentioned above. The Group does not hold any collateral as security.

**19 PREPAYMENTS AND OTHER RECEIVABLES – GROUP AND COMPANY**

The movement in the impairment of other receivables, deposits and prepayments is as follows:

		Group		Company	
		集團		公司	
		2011	2010	2011	2010
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		二零一一年	二零一零年	二零一一年	二零一零年
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Prepayments	預付帳款	2,300	22,901	-	-
Deposits	押金	409	287	-	-
Other receivables (a)	其他應收款 (a)	13,077	18,640	10,720	7,309
Less: provision for impairment	減: 減值損失	15,786	41,828	10,720	7,309
		(11,113)	-	(8,907)	-
Total	合計	4,673	41,828	1,813	7,309

**18 應收賬款—本集團 (續)**

於二零一一年十二月三十一日, 應收賬款中包括約人民幣7,296,000元 (二零一零年: 約人民幣9,747,000元)計提了減值準備, 減值準備餘額為約人民幣37,780,000元 (二零一零年: 約人民幣30,484,000元)。單筆減值應收賬款主要來自於遭遇經濟困境之客戶, 預期部份應收賬款未能收回。

本集團之應收賬款減值變動摘要如下:

		2011	2010
		二零一一年	二零一零年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
At 1 January	於一月一日	30,484	20,737
Impairment loss of receivable recognized during the year (Note 8)	應收賬款減值準備 (附注 8)	7,296	9,747
At 31 December	於十二月三十一日	37,780	30,484

於報告日, 所面臨之最大信用風險為上述應收賬款帳面值。本集團並無持有任何抵押品作為擔保。

**19 預付帳款及其他應收款—本集團及本公司**

預付帳款及其他應收款撥備之變動:

		Group		Company	
		集團		公司	
		2011	2010	2011	2010
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		二零一一年	二零一零年	二零一一年	二零一零年
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Prepayments	預付帳款	2,300	22,901	-	-
Deposits	押金	409	287	-	-
Other receivables (a)	其他應收款 (a)	13,077	18,640	10,720	7,309
Less: provision for impairment	減: 減值損失	15,786	41,828	10,720	7,309
		(11,113)	-	(8,907)	-
Total	合計	4,673	41,828	1,813	7,309

**19 PREPAYMENTS AND OTHER RECEIVABLES – GROUP AND COMPANY (CONTINUED)**

The movement in the impairment of other receivables, deposits and prepayments is as follows:

		Group		Company	
		集團		公司	
		2011	2010	2011	2010
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		二零一一年	二零一零年	二零一一年	二零一零年
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January	於一月一日	-	-	-	-
Provision for impairment loss recognised for the year (a) (Note 8)	本期確認的減值損失 (a) (附註8)	11,113	-	8,907	-
At 31 December	於十二月三十一日	11,113	-	1,813	7,309
Related parties (b) (Note 29)	關聯方(b)(附註29)	48	4,045	-	-
Amounts due from subsidiaries (b)	子公司(b)	-	-	1,640	-
Third parties	協力廠商	4,625	37,783	173	7,309
Total	合計	4,673	41,828	1,813	7,309

(a) The carrying amounts of prepayments and other receivables approximate their fair values.

Included in other receivables was an amount of approximately RMB 8,907,000 due from an independent third party (“the debtor”) which was due on 31 December 2012. The debtor was first granted the fund in 2007 for the purpose of investment with an agreed term of minimum annual return of 3%. There were no collaterals given to the Company. The Company had notified the debtor to settle the receivable several times before the maturity date and received no positive response. The amount was fully impaired in year 2011. Up to the reporting date, the debtor agreed to settle RMB2,400,000 as full settlement. Management believes this RMB2,400,000 is fully recoverable and therefore reverse the impairment by the same amount in 2012.

(b) The amounts due are unsecured, non-interest bearing and without fixed repayment term.

**19 預付帳款及其他應收款—本集團及本公司 (續)**

預付帳款及其他應收款撥備之變動:

		Group		Company	
		集團		公司	
		2011	2010	2011	2010
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		二零一一年	二零一零年	二零一一年	二零一零年
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January	於一月一日	-	-	-	-
Provision for impairment loss recognised for the year (a) (Note 8)	本期確認的減值損失 (a) (附註8)	11,113	-	8,907	-
At 31 December	於十二月三十一日	11,113	-	1,813	7,309
Related parties (b) (Note 29)	關聯方(b)(附註29)	48	4,045	-	-
Amounts due from subsidiaries (b)	子公司(b)	-	-	1,640	-
Third parties	協力廠商	4,625	37,783	173	7,309
Total	合計	4,673	41,828	1,813	7,309

(a) 預付帳款及其他應收款項之賬面值與其公允價值相若。

其他應收中有約人民幣8,907,000元為一獨立協力廠商借款(“借方”), 有關應收款於二零一二年十二月三十一日到期。此款項於二零一零年首次支付予借方, 並保證有3%的回報。此應收款並沒有抵押。本公司曾於到期還款日前幾度向借方提出還款要求, 但沒有收到正面回應。本公司因此而就這應收款所壞帳撥備在2011確認減值損失。截至本報告日, 有關借方同意請還人民幣2,400,000元, 管理層相信人民幣2,400,000元可完全收回, 因此轉回減值損失。

(b) 此款無擔保、免息和無固定付款條款。

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP AND COMPANY

		Group and Company 本集團及本公司	
		2011 二零一一年	2010 二零一零年
		RMB' 000 人民幣千元	RMB' 000 人民幣千元
Foreign currency bond fund	外幣債券基金	1,803	4,433
Hong Kong listed shares	香港上市股票	-	55,705
<b>Total</b>	<b>合計</b>	<b>1,803</b>	<b>60,138</b>

Financial assets at fair value through profit or loss are presented within “investing activities” in the consolidated statement of cash flows.

按公允價值透過損益記帳之金融資產在現金流量表中列示于投資活動項下。

Changes in fair values of financial assets at fair value through profit or loss are recorded in “other income” in the statement of comprehensive income (Note 6).

按公允價值透過損益記帳之金融資產的公允價值變動記錄在綜合收益表中的「其他收入」中列示（附註6）。

The fair value of all financial assets at fair value through profit or loss is based on their current bid prices in an active market as at the end of reporting period.

所有按公允價值透過損益記帳之公允價值乃根據其於活躍市場之買入價計算。

Financial assets at fair value through profit or loss are denominated in the following currencies:

按公允價值透過損益記帳之金融資產以下列貨幣計值:

		Group and Company 本集團及本公司	
		2011 二零一一年	2010 二零一零年
		RMB' 000 人民幣千元	RMB' 000 人民幣千元
Hong Kong dollars	港幣	-	55,705
US dollars	美元	1,803	4,433
<b>Total</b>	<b>合計</b>	<b>1,803</b>	<b>60,138</b>

(Loss)/gain on disposal of financial assets through profit or loss:

出售按公允價值透過損益記帳之金融資產(損失)/收益:

		Group and Company 本集團及本公司	
		2011 二零一一年	2010 二零一零年
		RMB' 000 人民幣千元	RMB' 000 人民幣千元
Gain on disposal of foreign currency bond fund	出售外幣債券基金之收益	355	650
Loss on disposal of Hong Kong listed shares	出售香港上市股票之損失	(47,524)	(498)
<b>(Loss)/gain on disposal, net</b>	<b>出售按公允價值透過損益記帳之金融資產(損失)/收益, 淨額</b>	<b>(47,169)</b>	<b>152</b>

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – GROUP AND COMPANY

(CONTINUED)

The Company held financial assets at fair value through profit or loss of approximately RMB 60,138,000 as at 31 December 2010 including shares of approximately RMB 55,705,000 and foreign currency bond fund of approximately RMB 4,433,000. In 2011, as the market price of shares held by the Company dropped down heavily, the Company had to sell the all the shares invested and ceased the investment in shares. The approximately RMB 47,524,000 of loss on disposal of financial assets at fair value through profit or loss was all derived from disposal of shares. Since then the Company had adopted more conservative investment policy and would only invest in foreign currency bond fund, the Company held financial assets at fair value through profit or loss of approximately RMB 1,803,000 as at 31 December 2011 which was all foreign currency bond fund.

本公司於二零一零年十二月三十一日持有按公允價值透過損益記帳之金融資產共約人民幣60,138,000元，其中股票及外幣債券基金價值分別為約人民幣55,705,000元及約人民幣4,433,000元。於二零一一年，本公司所持的股票價值大幅下跌，迫使本公司把股票全數悉售而致損失約人民幣47,524,000元並終止投資股票。至此，本公司採取比取保守的投資政策並只投資外幣債券基金。本公司於二零一一年十二月三十一日持有按公允價值透過損益記帳之金融資產共約人民幣1,803,000元全數為外幣債券基金

21 CASH AND CASH EQUIVALENTS – GROUP AND COMPANY

		Group 本集團		Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Cash at banks and on hand	銀行存款及庫存現金	6,822	6,910	721	53

Bank balances and cash were denominated in the following currencies:

銀行餘額及現金由下列貨幣構成:

		Group 本集團		Company 本公司	
		2011 二零一一年	2010 二零一零年	2011 二零一一年	2010 二零一零年
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Renminbi	人民幣	6,069	6,822	-	-
Swiss Franc	瑞士法郎	32	-	32	-
US dollars	美元	721	88	689	53
<b>Total</b>	<b>合計</b>	<b>6,822</b>	<b>6,910</b>	<b>721</b>	<b>53</b>

## 22 SHARE CAPITAL

## 22 股本

		Number of ordinary shares 普通股數目	Amount 金額		Shown in the financial statements 財務報表列示
			HK\$' 000 港幣千元	RMB' 000 人民幣千元	
Ordinary shares of HK\$0.10 each Authorised: At 31 December 2010 and 31 December 2011	每股面值0.1港元的普通股 法定: 於二零一零年十二月三十一日及二零一一年十二月三十一日	1,000,000,000	100,000	106,000	
Issued and fully paid: At 31 December 2010	已發行及繳足於二零一零年十二月三十一日	363,511,664	36,351	38,469	
Issue of shares upon exercise of share options At 31 December 2011	根據購股權行使發行之股票 於二零一一年十二月三十一日	797,000	80	67	
		364,308,664	36,431	38,536	

A summary of the above movements in issued share capital of the Company is as follows:

上述本公司發行股本的變動摘要如下

		2011 二零一一年		2010 二零一零年	
		Number of issued ordinary shares of HK\$0.1 each 每股面值港幣0.1元的普通股 發行股數	Par value HK\$000 面值 港幣千元	Number of issued ordinary shares of HK\$0.1 each 每股面值港幣0.1元的普通股 發行股數	Par value HK\$000 面值 港幣千元
At beginning of the year	期初	363,511,664	36,351	363,511,664	36,351
Issue of shares upon exercise of share options (Note (a))	根據購股權行使發行之股票 (附註(a))	797,000	80	-	-
At end of the year	期末	364,308,664	36,431	363,511,664	36,351

Notes:

附註:

(a) During the year, 797,000 (2010: Nil) new shares of HK\$0.1 each were issued upon the exercise of options under the share option scheme approved by the shareholders of the Company at an exercise price ranging from HK\$0.36 to HK\$0.63 (2010: Nil) per share. These shares rank pari passu with the existing shares of the Company.

(a) 本公司根據由股東批准之購股權計畫，因應購股權持有人以每股\$0.36港幣至\$0.63港幣之行使價行使其購股權以認購本公司股份，本公司因而於年內發行797,000 (二零一零年：無)股每股面值\$0.1港幣之新股，該等新股與本公司現有股份享有同等權益。

## 22 SHARE CAPITAL (CONTINUED)

## 22 股本(續)

The Company has share option schemes as at 31 December 2011, under which it may grant options to employees of the Group to subscribe for shares of the Company. During the year, 10,209,900 options lapsed (2010: Nil) in connection with the cessation of employment of certain employees and the expiry of exercise period.

於二零一一年十二月三十一日，本公司可就認股權計畫授出認股權予本集團之雇員以購本公司之股份。本年度，10,209,900 (二零一零年：無) 購股權因若干雇員離職及到期而告失效。

797,000 (2010: Nil) option exercised during the year. In 2011, the exercise of share options yielded the proceeds of approximately RMB 321,000.

本年度共行使797,000 (二零一零年：無) 購股權。於二零一一年，因行使購股權所得之款項為約人民幣321,000元。

Movements in the number of share options outstanding and their related weighted average exercise prices during the year ended 31 December 2011 are as follows:

未行使購股權數目及其有關加權平均行使價於截至二零一一年十二月三十一日止年度期間之變動詳情如下：

Date of grant 授權日	Exercise price 行權價	Notes 附註	Number of share options 購股權數目				
			At 1 January 2011 於二零一一年一月一日	Granted during the year 本年授出	Exercised during the year 本年行權	Lapsed during the year 本年註銷	At 31 December 2011 於二零一一年十二月三十一日
20 June 2003 二零零三年六月二十日	HK\$0.32 0.32港幣	(i)	9,720,000	-	-	-	9,720,000
20 June 2003 二零零三年六月二十日	HK\$0.40 0.40港幣	(ii)	1,800,000	-	-	-	1,800,000
2 March 2005 二零零五年三月二日	HK\$0.52 0.52港幣	(iii)	1,572,000	-	216,600	475,000	880,400
14 December 2005 二零零五年十二月十四日	HK\$0.45 0.45港幣	(iv)	619,200	-	108,000	439,200	72,000
10 August 2006 二零零六年八月十日	HK\$0.36 0.36港幣	(v)	2,590,200	-	190,800	1,033,200	1,366,200
10 May 2007 二零零七年五月十日	HK\$0.625 0.625港幣	(vi)	6,449,800	-	281,600	3,294,500	2,873,700
7 April 2009 二零零九年四月七日	HK\$0.435 0.435港幣	(vii)	11,966,800	-	-	4,968,000	6,998,800
<b>Total</b> 合計			34,718,000	-	797,000	10,209,900	23,711,100

## 22 SHARE CAPITAL (CONTINUED)

## 22 股本(續)

Movements in the number of share options outstanding and their related weighted average exercise prices during the year ended 31 December 2010 are as follows:

未行使購股權數目及其有關加權平均行使價截至二零一零年十二月三十一日止年度期間之變動詳情如下:

Date of grant 授權日	Exercise price 行權價	Notes 附註	Number of share options 購股權數目				At 31 December 2010 於二零一零年 十二月三十一日
			At 1 January 2010 於二零一零 年一月一日	Granted during the year 本年授出	Exercised during the year 本年行權	Lapsed during the year 本年註銷	
20 June 2003 二零零三年六月二十日	HK\$0.32 0.32港元	(i)	9,720,000	-	-	-	9,720,000
20 June 2003 二零零三年六月二十日	HK\$0.40 0.40港元	(ii)	1,800,000	-	-	-	1,800,000
2 March 2005 二零零五年三月二日	HK\$0.52 0.52港元	(iii)	1,572,000	-	-	-	1,572,000
14 December 2005 二零零五年十二月十四日	HK\$0.45 0.45港元	(iv)	619,200	-	-	-	619,200
10 August 2006 二零零六年八月十日	HK\$0.36 0.36港元	(v)	2,590,200	-	-	-	2,590,200
10 May 2007 二零零七年五月十日	HK\$0.625 0.625港元	(vi)	6,449,800	-	-	-	6,449,800
7 April 2009 二零零九年四月七日	HK\$0.435 0.435港元	(vii)	11,966,800	-	-	-	11,966,800
<b>Total</b> 合計			34,718,000	-	-	-	34,718,000

## Notes:

(i) These options are exercisable at HK\$0.32 (RMB0.28) per share in three tranches: the maximum percentage of options exercisable within the periods commencing from 1 January 2004 to 31 December 2004, from 1st January 2005 to 31st December 2005 and after 1st January 2006 are 30%, 60% and 100%, respectively. The options shall be valid and effective for a period of 10 years from the grant date.

## 附註:

(i) 該等購股權之行使價為每股0.32港元(0.28人民幣),可分三期行使:即二零零四年一月一日至二零零四年十二月三十一日、二零零五年一月一日至二零零五年十二月三十一日及二零零六年一月一日以後,分別以30%、60%及100%之可予行使購股權百分比上限認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

## 22 SHARE CAPITAL (CONTINUED)

## 22 股本(續)

(ii) These options are exercisable at HK\$0.40 (RMB0.35) per share in three tranches: the maximum percentage of options exercisable within the periods commencing from 1 January 2003 to 31 December 2003, 1st January 2004 to 31st December 2004 and after 1 January 2005 are 30%, 60% and 100%, respectively. The options shall be valid and effective for a period of 10 years from the grant date.

(ii) 該等購股權之行使價為每股0.40港元(0.35人民幣),可分三期行使:即於二零零三年一月一日至二零零三年十二月三十一日、二零零四年一月一日至二零零四年十二月三十一日及二零零五年一月一日以後,分別以30%、60%及100%之可予行使購股權百分比上限認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

(iii) These options are exercisable at HK\$0.52 (RMB0.46) per share: the share options exercisable within the period commencing from 2 March 2005 to 1 March 2015. The options shall be valid and effective for a period of 10 years from the grant date.

(iii) 該等購股權之行使價為每股0.52港元(0.46人民幣),可於二零零五年三月二日至二零一五年三月一日期間認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

(iv) These options are exercisable at HK\$0.45 (RMB0.40) per share: the share options exercisable within the period commencing from 14 December 2005 to 13 December 2015. The options shall be valid and effective for a period of 10 years from the grant date.

(iv) 該等購股權之行使價為每股0.45港元(0.40人民幣),可於二零零五年十二月十四日至二零一五年十二月十三日期間認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

(v) These options are exercisable at HK\$0.36 (RMB0.32) per share: the share options exercisable within the period commencing from 10 August 2006 to 9 August 2016. The options shall be valid and effective for a period of 10 years from the grant date.

(v) 該等購股權之行使價為每股0.36港元(0.32人民幣),可於二零零六年八月十日至二零一六年八月九日期間認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

(vi) These options are exercisable at HK\$0.625 (RMB0.55) per share: the share options exercisable within the period commencing from 10 May 2007 to 9 May 2017. The options shall be valid and effective for a period of 10 years from the grant date.

(vi) 該等購股權之行使價為每股0.625港元(0.55人民幣),可於二零零七年五月十日至二零一七年五月九日期間認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。

(vii) These options are exercisable at HK\$0.435 (RMB0.38) per share: the share options exercisable within the period commencing from 7 April 2009 to 6 April 2019. The options shall be valid and effective for a period of 10 years from the grant date.

(vii) 該等購股權之行使價為每股0.435港元(0.38人民幣),可於二零零九年四月七日至二零一九年四月六日期間認購本公司股份。該購股權將自其授出當日起計10年內有效及生效。



## 23 RESERVES—GROUP AND COMPANY

## 23 儲備—本集團和本公司

## (a) Group

## (a) 本集團

Date of grant	Share-based payment reserve RMB'000	Special reserve RMB'000	Capital reserve RMB'000	Statutory reserve RMB'000	Statutory enterprise expansion fund RMB'000	Retained earnings/ (accumulated losses) RMB'000	Total RMB'000
授權日	以股份支付之酬金儲備 人民幣千元	特別儲備 人民幣千元	資本儲備 人民幣千元	法定公積 人民幣千元	法定企業 發展基金 人民幣千元	留存盈利/ (累計虧損) 人民幣千元	合計 人民幣千元
At 1 January 2010	2,946	6,039	1,459	3,803	6,986	51,825	73,058
Total comprehensive income for the year	-	-	-	-	-	(56,928)	(56,928)
Transactions with owners Employee share option benefits	681	-	-	-	-	-	681
At 31 December 2010 and 1 January 2011	3,627	6,039	1,459	3,803	6,986	(5,103)	16,811
Total comprehensive income for the year	-	-	-	-	-	(152,435)	(152,435)
Transactions with owners Issue of ordinary shares upon exercise of share options	-	-	275	-	-	-	275
Exercise of share options Employee share option benefits	(84) 377	-	84	-	-	-	- 377
Total transactions with owners	293	-	359	-	-	-	652
At 31 December 2011	3,920	6,039	1,818	3,803	6,986	(157,538)	(134,972)

## 23 RESERVES—GROUP AND COMPANY (CONTINUED)

## 23 儲備—本集團和本公司 (續)

## (b) Company

## (b) 本公司

	Share-based payment reserve RMB'000	Capital reserve RMB'000	Contribution surplus RMB'000	Accumulated losses RMB'000	Total RMB'000
	以股份支付之酬金儲備 人民幣千元	資本儲備 人民幣千元	供款盈餘 人民幣千元	累計虧損 人民幣千元	合計 人民幣千元
At 1 January 2010	3,033	1,366	28,011	(17,719)	14,691
Total comprehensive income for the year	-	-	-	(32,000)	(32,000)
Transactions with owners Employee share option benefits	681	-	-	-	681
At 31 December 2010 and 1 January 2011	3,714	1,366	28,011	(49,719)	(16,628)
Total comprehensive income for the year	-	-	-	(131,929)	(131,929)
Transactions with owners Issue of ordinary shares upon exercise of share options	-	275	-	-	275
Exercise of share options Employee share option benefits	(84) 377	84	-	-	- 377
Total transactions with owners	293	359	-	-	652
At 31 December 2011	4,007	1,725	28,011	(181,648)	(147,905)

## Statutory reserve

## 法定公積

Pursuant to the Company Law of the PRC, articles of association and board resolutions of the Company, the Company provides 10% from its net profit for the year determined in accordance with China Accounting Standards for the statutory surplus reserve until the balance of this reserve reaches 50% of the paid-up share capital. Statutory surplus reserve can be used to reduce any losses incurred or to increase share capital of the Company. Statutory surplus reserve balance should not fall below 25% of the registered capital after any such shares issuance.

根據中國公司法及本公司的章程細則，本公司須將根據中國會計準則釐定之淨利潤的10%分配至法定公積，直至該法定公積達到本公司註冊資本的50%為止。法定公積可用作抵銷過往年度的虧損（倘有）及部分撥充本公司股本，惟用於擴充公司股本後的該等法定公積餘額不得少於本公司股本的25%。

## Statutory enterprise expansion fund

## 法定企業發展基金

As stipulated by the relevant PRC laws and regulations, the subsidiaries of the Company established in the PRC shall appropriate 5% or 10% of its net profit after tax as the statutory enterprise expansion fund. The director shall have discretion in determining the percentage within the range specified by the relevant PRC laws and regulations.

根據有關中國法例及法規之規定，本公司于中國成立之附屬公司須將其除稅後純利之5%或10%撥入法定企業發展基金。董事可根據有關中國法例及法規所規定之範圍而酌情厘定百分比。

## 23 RESERVES – GROUP AND COMPANY (CONTINUED)

## 23 儲備 – 本集團和本公司 (續)

## Special reserve

The special reserve represents the differences between the nominal value of the shares of VP (BVI), the company which was the holding company of the other members of the Group prior to the Group Reorganisation, and the nominal value of the company's shares issued thereof pursuant to the Group Reorganisation.

## Capital reserve

The capital reserve represents the additional contributions made by the shareholders of the Company prior to the listing of the Company's shares on the Stock Exchange and the additional contributions made by the minority shareholder of a subsidiary of the Company during the year.

## Contributed surplus

The contributed surplus of the Company represents the difference between the net assets of the subsidiaries and the nominal amount of the Company's shares issued in exchange thereof pursuant to the Group Reorganisation.

The Company's reserves available for distribution to its shareholders comprise share premium, capital reserve, contributed surplus and accumulated profit. In accordance with the Company's Articles of Association, dividends shall be payable out of the profit or other reserves, including the share premium account, of the Company and, under the Companies Law (2002 Revision) of the Cayman Islands, the Company must be able to pay its debts as they fall due in the ordinary course of business immediately following the distribution of dividend.

## 特別儲備

特別儲備是指VP(BVI) (本集團重組前本集團其他成員公司之控股公司) 股份面值及本公司根據本集團重組而發行之股份面值兩者間之差額。

## 資本儲備

資本儲備是指本公司股東於本公司股份在聯交所上市前所作之額外注資, 以及本公司附屬公司少數股東於年內所作額外注資。

## 供款盈餘

本公司之供款盈餘是指附屬公司之資產淨值及本公司根據本集團重組發行以作交換之股份面值兩者間之差額。

本公司可供分派予股東之儲備包括股份溢價、資本儲備、實繳溢價及累計溢利。根據本公司組織章程, 應付之股息須自本公司溢利或其他儲備中撥出(包括股份溢價賬)。此外, 根據開曼群島之公司法(二零零二年修訂版), 本公司須在緊接派發股息之後, 能夠支付日常業務中到期之借貸。

## 24 OTHER PAYABLES AND ACCRUALS – GROUP AND COMPANY

## 24 其他應付款及應付費用 – 本集團和本公司

		Group 本集團		Company 本公司	
		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元	2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
Other payables	其他應付款	6,830	28,481	245	16,507
Amounts due to subsidiaries	應付子公司	-	-	17,779	-
Accrued expenses	應付費用	5,877	2,672	1,709	1,120
<b>Total</b>	<b>合計</b>	<b>12,707</b>	<b>31,153</b>	<b>19,733</b>	<b>17,627</b>
Related parties (Note 29)	關連方	387	7,957	-	-
Subsidiaries	子公司	-	-	17,779	-
Third parties	協力廠商	12,320	23,196	1,954	17,627
<b>Total</b>	<b>合計</b>	<b>12,707</b>	<b>31,153</b>	<b>19,733</b>	<b>17,627</b>

## 25 CONVERTIBLE BOND – GROUP AND COMPANY

## 25 可換股債券 – 本集團和本公司 (續)

		Group and the Company 本集團及本公司	
		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
Current	流動	106,786	-
Non-current	非流動	-	108,005

At 31 December 2011, the carrying amount and fair value of the current and non-current convertible bonds for the Group and the Company amounted to approximately RMB106,786,000 (2010: Nil) and Nil (2010: approximately RMB108,005,000) respectively.

The carrying amounts of the Group's and the Company's convertible bonds are denominated in Swiss Francs.

The movement of the convertible bond is as follows:

		Group and the Company 本集團及本公司	
		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
At beginning of the year	期初	108,005	78,333
Loss arising on revaluation of convertible bond	可換股債券重估虧損	4,546	22,193
Exchange realignment	匯兌損益	(5,765)	7,479
At end of the year	期末	106,786	108,005

On 10 September 2007, the Company, issued bonds of an aggregate principal amount of CHF15,000,000. Unless previously redeemed, repurchased and cancelled or converted, any outstanding convertible bonds shall be redeemed at the redemption amount (110% of the principal amount outstanding of the convertible bonds) on the date falling on the fifth anniversary of the date of issue of the convertible bonds. The bonds bear interest at the rate of 3.5% per annum and payable annually.

On 4 September 2012, an extraordinary resolution was passed by the majority of bond holders in accordance with the terms of the convertible bonds to approve the extension of the convertible bonds to 10 September 2015 with an increase in interest rate from 3.5% to 4% per annum. The extension of the convertible bond was also approved by the shareholders of the Company at the extraordinary general meeting held on 20 September 2012.

於二零一一年十二月三十一日, 本集團和本公司的流動可換股債券及非流動可換股債券的帳面值和公允價值約為人民幣106,786,000元 (二零一零年: 無) 及無 (二零一零年: 人民幣108,005,000元)。

本集團和本公司的可換股債券帳面值以瑞士法郎交易。

可換股債券的變動如下:

於二零零七年九月十日, 本公司發行本金總額為15,000,000瑞士法郎之債券(「債券」)。除先前已經予以贖回、購回及註銷或轉換外, 本公司將於可換股債券之發行日期第五周年當日以贖回金額(該可換股債券之本金總額的110%) 贖回任何未償還的可換股債券。該可換股債券是以固定利率計息, 每年支付, 年息率為3.5%。

於二零一二年九月四日, 主要債券持有人於根據可換股債券上的條款進行特別決議而通過有關可換股債券延期至二零一五年九月十日, 而有關之利息由每年3.5%增加至4%。可換股債券的延期獲得本公司股東于二零一二年九月二十日特別股東大會中認可。

## 25 CONVERTIBLE BOND – GROUP AND COMPANY (CONTINUED)

The conversion price shall be in Swiss Francs that will be equivalent to 130% of the average closing prices of the shares of the Company as published in the daily quotation sheets published by the Stock Exchange of Hong Kong Limited for 30 consecutive trading days up to and including the fifth business day prior to the closing date per share.

The bondholders will have the right to convert, at the conversion price, the whole of the principal amount of the convertible bonds into shares at any time and from time to time, from the date of issue of the convertible bonds.

Bondholders may at any time during the period on or after the date of issue of the convertible bonds and prior to the close of business on the maturity date or (i) if the Company shall have exercised its rights to redeem the convertible bonds (tax redemption or early redemption), then up to the fifth business day preceding the date fixed for such redemption, (ii) if the Company shall be in breach of its obligations under the terms of the convertible bonds (event of default), then up to the time when the convertible bonds become due and repayable to convert, at the conversion price, the whole or any part of the convertible bonds held by the bondholders into conversion shares.

The carrying amounts of convertible bonds approximated their fair value.

As at 31 December 2011, the fair value of the liability component, included in current borrowings, of the convertible bonds was calculated using effective interest method at the rate of 11.79%.

As at 31 December 2011, the fair value of the derivative component of the convertible bonds was calculated using the Monte Carlo Simulation Model. Any change in the major inputs into the Monte Carlo Simulation Model will result in changes in the fair value of the derivative component.

The change in fair value of the convertible bonds during the year resulted in a loss from changes in fair value of approximately RMB 4,546,000 (2010: approximately RMB 22,193,000), which has been recorded as "loss on revaluation of convertible bonds" in the consolidated statement of comprehensive income.

Interest and other expenses of approximately RMB3,851,000 (2010: approximately RMB3,422,000) has been recognised in the statement of comprehensive income in respect of the convertible bonds for the year ended 31 December 2011.

## 25 可換股債券—本集團和本公司 (續)

轉換價格應以瑞士法郎結算。該價格應相當於截至收市日前第五個工作日(包括該日)止連續三十個工作日本公司每股股份在聯交所每日報價表所報之平均收市價的130%。

債券持有人可自可換股債券發行日期起任何時候及不時于每次轉換時按換股價格將全部本金額可換股債券轉換成股份。

債券持有人可在可換股債券發行日起或之後，並在到期日營業結束前的期間內之任何時間，或者(i)若公司行使贖回可換股債券(稅收贖回或提早贖回)之權利，則直到定為贖回之日前的第五個營業日；(ii)若公司違反其於可換股債券條款之責任(違約事件)，則直到可換股債券到期償還時，按換股價格將債券所有人所持有的全部或任何部份可換股債券轉換成換股股份。

該可換股債券的帳面值跟公允價值相若。

於二零一一年十二月三十一日，該可換股債券的負債部分(於流動借款中)的公允價值乃以實際利率法(11.79%)計算。

於二零一一年十二月三十一日，該可換股債券的衍生工具部分的公允價值乃以Monte Carlo Simulation模型計算。Monte Carlo Simulation模型中重要參數的任何變動將有可能引起衍生工具部分公允價值的變動。

本年度該可換股債券的公允價值變動造成的損失約為人民幣4,546,000元(二零一零年:約為人民幣22,193,000元)，並已記入截至二零一一年十二月三十一日止年度全面收益表中「可換股債券重估虧損」項目內。

截至二零一一年十二月三十一日止年度期間，約人民幣3,851,000元(二零一零年:約人民幣3,422,000元)的可換股債券利息及其他費用於全面收益表中列支。

## 26 CASH GENERATED FROM OPERATIONS

## 26 經營產生現金流量

	2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
Loss before income tax	(149,772)	(55,422)
Adjustments for:	調整:	
– Depreciation (Note 12)	2,584	3,598
– Dividends income	(106)	(331)
– Amortisation of new drugs technology (Note 13)	-	2,341
– Loss on revaluation of convertible bond (Note 25)	4,546	22,193
– Gain on disposal of property, plant and equipment (Note 6)	(54)	-
– Exchange (gain)/loss of convertible bonds	(4,060)	10,783
– Impairment loss on work-in-progress	57,423	14,451
– Impairment loss on other receivables	11,113	-
– Impairment loss on financial assets at fair value through profit or loss (Note 8)	-	10,185
– Impairment loss on property, plant and equipment (Note 12)	3,243	-
– Impairment loss on new drugs technology (Note 13)	-	4,210
– Loss/(gain) on disposal of financial assets at fair value through profit or loss (Note 20)	47,169	(152)
– Provision for impairment loss of trade receivables (Note 18)	7,296	9,747
– Gain on disposal of a subsidiary (Note 27)	-	(162)
– Gain on disposal of new drugs technology	-	(2,577)
– Interest expenses (Note 6)	4,940	4,382
– Interest income (Note 6)	(298)	(265)
– Fair value loss/(gain) on financial assets at fair value through profit or loss	487	(19,666)
– Employee share option benefits (Note 9)	377	681
Operating cash flow before movement in working capital	(15,112)	3,996
– Increase in work-in-progress	(10,285)	(12,650)
– Decrease/(increase) in trade receivables	1,615	(4,871)
– Decrease/(increase) in prepayments and other receivables	26,258	(384)
–(Decrease)/increase in other payables and accruals	(2,745)	17,947
– Increase/(decrease) in receipts in advance	11,925	(361)
Cash generated from operations	11,656	3,677

## a) Major non-cash transaction

During the year, the Group has entered into current account offsetting agreements with its related parties in related to the other receivables and other payables with the amount approximately to RMB54,054,000 (2010: Nil).

## a) 重大非現金流交易于

本年度，本集團與其關連方簽署了往來帳的沖銷協定，牽涉其他應收款及其他應付款為約人民幣54,054,000元(2010:無)

**27 DISPOSAL OF A SUBSIDIARY**

No subsidiary was disposed during the year. During the year 2010, the Group disposed of its 99.99% equity interest in Venturepharm Life Sciences Capital Limited to Venturepharm Group Corp., a related party, for a consideration of HK\$10,000 (equivalent to approximately RMB9,000).

The net assets of the disposed subsidiary in 2010 were as follows:

		RMB'000 人民幣千元
NET LIABILITIES DISPOSED OF	已出售資產淨值	
Other payables and accruals	其他應付款及預提費用	(153)
Gain on disposal	出售收益	162
Total consideration	總代價	9
Satisfied by:	以下列方式支付:	
Cash	現金	9

**28 OPERATING LEASE COMMITMENTS**

At the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of machinery, land and buildings which fall due as follows:

		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
No later than 1 year	一年內	334	2,730
Later than 1 year and no later than 5 years	一年以上但五年以內	480	907
Later than 5 years	超過五年	30	40
Total	合計	844	3,677

**27 出售一間附屬公司**

於本年度，本集團沒有出售子公司。於二零一零年，本集團向關聯方 Venturepharm Group Corp. 出售其於萬全生命科技投資有限公司的99.99%權益，代價為10,000港元(相當於約人民幣9,000元)。

下列為於二零一零年已出售附屬公司之資產：

**28 經營租約承擔**

於報告日，本集團根據有關機器、土地及樓宇的不可撤銷經營租約承擔之未來最低租金如下：

**29 RELATED PARTY TRANSACTIONS**

(a) The following transactions were carried out with related parties:

Nature of transactions	Nature of transactions	2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
關連公司	交易性質		
萬特製藥(海南)有限公司	Royalty income	-	5,400
	Rental expense	120	120
Venturepharm Group Corp.	Disposal of a subsidiary (Note 27)	-	9
萬特製藥(海南)有限公司	特許權使用費收入	-	5,400
	租賃費用	120	120
Venturepharm Group Corp.	出售附屬公司盈利(附注27)	-	9

Those related parties are under common control of a director, Mr. William Xia GUO, of the Company.

該等有關連人士均由本公司一位董事郭夏先生控制。

(a) Save as disclosed above, as at the reporting date, the Group had the following major balances with its related parties:

		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
Prepayment:	預付款:		
Other related parties	其他關聯公司	12	45
Other receivables:	其他收款:		
Amount due from 海南萬德瑪藥業有限公司	應收海南萬德瑪藥業有限公司	-	261
Amount due from Venturepharm Life Science Capital Limited	應收 Venturepharm Life Science Capital Limited	9	1,641
Amount due from 萬特製藥(海南)有限公司	應收萬特製藥(海南)有限公司	-	723
Amount due from 海口萬諾投資開發有限公司	應收海口萬諾投資開發有限公司	2	1,359
Other related parties	應收其他關聯公司	25	16

**29 RELATED PARTY TRANSACTIONS (CONTINUED) 29 關連交易(續)**

		2011 RMB' 000 二零一一年 人民幣千元	2010 RMB' 000 二零一零年 人民幣千元
Other payables:	其他應付:		
Amount due to 海南萬德瑪藥業有限公司	應付海南萬德瑪藥業有限公司	387	700
Amount due to 無錫萬全醫藥技術有限公司	應付無錫萬全醫藥技術有限公司	-	276
Amount due to 萬特製藥(海南)有限公司	應付萬特製藥(海南)有限公司	-	800
Amount due to 海南萬全熱帶生物工程研究院有限公司	應付海南萬全熱帶生物工程研究院有限公司	-	500
Amount due to 萬特製藥(海南)有限公司	應付萬特製藥(海南)有限公司	-	659
Amount due to 江蘇萬全特創醫藥生物技術有限公司	應付江蘇萬全特創醫藥生物技術有限公司	-	2,559
Amount due to 江蘇萬特製藥有限公司	應付江蘇萬特製藥有限公司	-	500
Amount due to 泰州萬特醫藥化工貿易有限公司	應付泰州萬特醫藥化工貿易有限公司	-	445
Amount due to Venturepharm Life Science Capital Limited	應付Venturepharm Life Science Capital Limited	-	1,518

Those related parties are under common control of a director, Mr. William Xia GUO, of the Company.

該等有關連人士均由本公司一位董事郭夏先生控制。

**30 CONTINGENT LIABILITIES****30 或然負債**

As at 31 December 2011 and 2010, the Group has no significant contingent liabilities.

於二零一一年及二零一零年十二月三十一日，本集團和本公司均無重大或然負債。

**31 EVENTS AFTER REPORTING DATE****31 結算日後事項**

(a) The convertible bonds issued by the Company expired on 10 September 2012. Subsequently, an extraordinary resolution was passed by the majority of bonds holders in accordance with the terms of the convertible bonds on 4 September 2012 and the extension of the maturity date of the convertible bonds to 10 September 2015 with an increase of interest rate from 3.5% to 4% per annum was approved. The extension of the convertible bonds was also approved by the shareholders in the extraordinary general meeting held on 20 September 2012. Details of the transaction refer to note 25 to the consolidated financial statement.

(a) 本公司發行的可換股債券於二零一二年九月十日到期。其後，主要債券持有人根據可換股債券上的條款於二零一二年九月四日舉行特別決議而通過有關可換股債券延期至二零一五年九月十日，而有關之利息由每年3.5%增加至4%。可換股債券的延期獲得本公司股東於二零一二年九月二十日特別股東大會中認可。詳細內容請參考綜合財務報表附注25。

(b) The Group passed a resolution in a director's meeting on 29 March 2012 to suspend all the non-contracted PDS projects. As a result, the Group made a full provision of impairment on the non-contracted work-in-progress in the accounts of 2011.

(b) 本集團於二零一二年三月二十九日之董事會會議中確認暫停所有非合同簽訂的本集團技術轉讓業務(PDS)。因此，本集團於本年度的財務報表中把所有有關的在產品進行全數的減值撥備。

(c) The Group obtained a loan from a bank in October 2012 with an amount of RMB3,000,000. The interest rate of the loan was at the base rate issued by the People's Bank of China plus the base rate multiplied by 20% per year. The loan was guaranteed by an independent third party namely "北京中關村科技擔保有限公司".

(c) 本集團於二零一二年十月向銀行獲得貸款為人民幣3,000,000，為期一年。年利率為中國人民銀行基準貸款利率上浮20%。有關貸款得到獨立協力廠商“北京中關村科技擔保有限公司”為擔保人。

(d) As at year ended 31 December 2011, the Group has a 94.512% equity interest in a subsidiary, 北京德眾萬全藥物技術開發有限公司. On 6 July 2012, the Group acquired the remaining interest of 5.488% from non-controlling interests parties and the subsidiary become wholly owned by the Group.

(d) 本集團於二零一一年十二月三十一日持有北京德眾萬全藥物技術開發有限公司94.512%的權益。於二零一二年七月六日，本集團向非控制權益取得有關子公司餘下的5.488%權益，本集團現在持有該公司的所有權益。

**32. COMPARATIVE FIGURES****32. 比較數字**

Certain comparative figures have been reclassified in order to conform with the presentation of current year.

若干比較數字已重新分類以與本年度之呈報方式保持一致。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2007 二零零七年 RMB' 000 人民幣千元	2008 二零零八年 RMB' 000 人民幣千元	2009 二零零九年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元	2011 二零一一年 RMB' 000 人民幣千元
Turnover	營業額	38,729	39,186	47,308	37,687	18,099
(Loss)/profit before tax	除稅前(虧損)/溢利	1,888	(27,242)	6,310	(55,422)	(149,772)
Income tax	稅項	(788)	9,930	(277)	(1,838)	(4,024)
(Loss)/profit after tax before non-controlling interests	除稅後但未計非控制權益前(虧損)/溢利	1,100	(17,312)	6,033	(57,260)	(153,796)
Non-controlling interests	非控制權益	497	958	243	332	1,361
(Loss)/profit for the year after non-controlling interests	扣除非控制權益後之本年度(虧損)/溢利	1,597	(16,354)	6,276	(56,928)	(152,435)

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日止年度				
		2007 二零零七年 RMB' 000 人民幣千元	2008 二零零八年 RMB' 000 人民幣千元	2009 二零零九年 RMB' 000 人民幣千元	2010 二零一零年 RMB' 000 人民幣千元	2011 二零一一年 RMB' 000 人民幣千元
Total assets less current liabilities	總資產減流動負債	219,172	172,141	191,237	164,330	(96,752)
Non current liabilities (Corporate bonds payable)	非流動負債應付公司債券	(95,936)	(65,785)	(78,333)	(108,005)	-
Non-controlling interests	非控制權益	(2,592)	(1,620)	(1,377)	(1,045)	316
Shareholders' funds	股東權益	120,644	104,736	111,527	55,280	(96,436)

Notes to the financial summary:

財務概要附注:

- The results for each for the five years ended 31 December 2011 have been prepared on a combined basis to indicate the results of the Group as if the Group structure, at the time when the Company's shares were listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, had been in existence throughout the years concerned. The results for each of the four years ended 31 December 2007, 2008, 2009 and 2010 have been extracted from the corresponding audited annual financial statements.
- This financial summary indicates the consolidated results of the Company and its subsidiaries with effect from 1 January 2007 or since their respective dates of incorporation or acquisition, whichever is a shorter period. The consolidation statement of financial position at 31 December 2007, 2008, 2009, 2010 and 2011 are the combination of the statement of financial position of the Company and its subsidiaries at 31 December 2007, 2008, 2009, 2010 and 2011. In the opinion of the directors, the resulting consolidated financial statements give a more meaningful view of the results and state of affairs of the Group as a whole.

1 截至二零一一年十二月三十一日止五個年度各年之業績已按照合併基準編制，以顯示本集團之結構於本公司股份在香港聯合交易所有限公司創業板上市時已一直存在。截至二零零七年、二零零八年、二零零九年及二零一零年十二月三十一日止四個年度各年之業績乃摘錄自相應之經審核年度財務報表。

2 本財務概要顯示本公司及其附屬公司自二零零七年一月一日或彼等各自註冊成立或收購日期(以較近日期為準)以來之綜合業績。於二零零七年、二零零八年、二零零九年、二零一零及二零一一年十二月三十一日之綜合財務狀況表乃本公司及其附屬公司於二零零七年、二零零八年、二零零九年、二零一零及二零一一年十二月三十一日之財務狀況表之合併。董事認為，合併後之綜合財務報表更好地呈現本集團之業績及整體狀況。