

FIRST
QUARTERLY
REPORT

第一季季度報告 2018

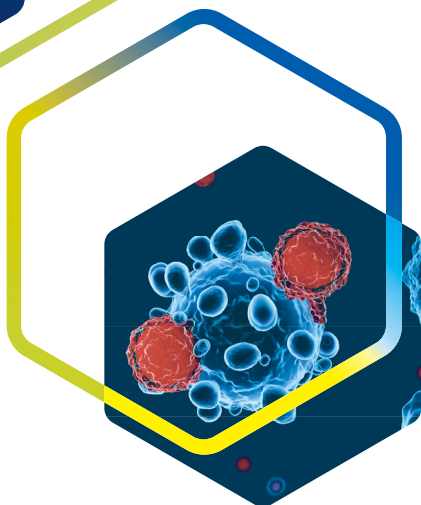
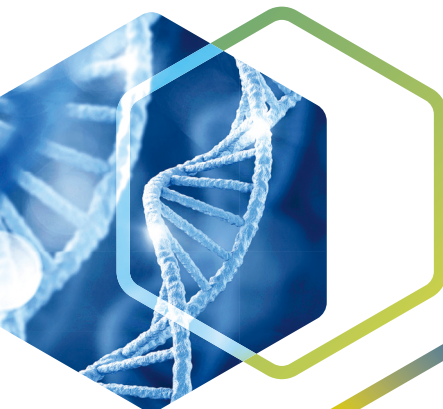
CHINA
REGENERATIVE
MEDICINE

INTERNATIONAL LIMITED

中國再生醫學國際有限公司

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158



CRMI
中國再生醫學

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

香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)之特點

GEM之定位乃為相比其他在聯交所上市之中小型公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市之公司普遍為中小型公司，在GEM買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

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FINANCIAL HIGHLIGHTS

The Company together with its subsidiaries (collectively the “Group”) recorded a revenue of approximately HK\$25.4 million for the three months ended 31 March 2018, representing a decrease of 81.7% from the corresponding period of last year (2017: HK\$138.9 million). Gross profit decreased by 46.1% to approximately HK\$19.9 million from the corresponding period of last year, whereas gross profit margin increased from 26.6% of last period to 78.5% of this period. The Group recorded a loss for the period for the three months ended 31 March 2018 of approximately HK\$62.2 million (2017: HK\$61.7 million).

The Group recorded a revenue of approximately HK\$20.5 million from sales of tissue engineering products for the three months ended 31 March 2018, representing a decrease of 44.3% from the corresponding period of last year (2017: HK\$36.8 million). This was due to the change of the strategic planning in the first quarter, which affected the production and sales in various markets, and resulting in a decrease in revenue for the first quarter of 2018 as compared to the corresponding period of last year.

The Group recorded a revenue of approximately HK\$1.5 million from sales of stem cell products for the three months ended 31 March 2018, representing an increase of 400% from the corresponding period of last year (2017: HK\$0.3 million). This was mainly attributable to the subsidiaries named HK International Regenerative Centre Limited and BioCell Technology Limited has commenced operation since mid-2017.

財務摘要

本公司連同其附屬公司（統稱「本集團」）錄得截至二零一八年三月三十一日止三個月之收益為約25,400,000港元，較去年同期減少81.7%（二零一七年：138,900,000港元）。毛利較去年同期減少46.1%至約19,900,000港元，而毛利率則較上一期間之26.6%上升至本期間之78.5%。截至二零一八年三月三十一日止三個月，本集團錄得期內虧損約62,200,000港元（二零一七年：61,700,000港元）。

截至二零一八年三月三十一日止三個月，本集團組織工程產品銷售錄得約20,500,000港元收益，較去年同期減少44.3%（二零一七年：36,800,000港元），原因為在第一季度做了戰略的規劃和調整，對生產和各市場銷售產生了影響，造成了二零一八年第一季度收入較去年同期減少。

截至二零一八年三月三十一日止三個月，本集團銷售幹細胞產品錄得約1,500,000港元收益，較去年同期增加400%（二零一七年：300,000港元）。此乃主要由於附屬公司香港國際再生醫學中心有限公司及百奧生物科技有限公司自二零一七年年中起開始營運。

The Group recorded a revenue of approximately HK\$2.4 million from sales of cosmetic and others products for the three months ended 31 March 2018, representing a decrease of 49.5% from the corresponding period of last year (2017: HK\$4.8 million). Such decrease was due to the Group has focused to manage the credit risk of trade receivables.

Sales of medical equipments for the three months ended 31 March 2018 was approximately HK\$1.0 million, representing a decrease of 99.1% from the corresponding period of last year (2017: HK\$98.7 million) as the Group focused on reducing cooperation with less profitable medical equipment parties and adjusted its product variety of medical equipments, leading to a substantial decrease in revenue in the first quarter of 2018 as compared to the corresponding period of last year.

The amounts of total operating expenses for the three months ended 31 March 2018 were approximately HK\$82.8 million, representing a decrease of 22.0% as compared to the corresponding period of last year (2017: HK\$106.2 million), which mainly consisted of, employee benefit expenses of approximately HK\$50.5 million (2017: HK\$34.6 million), amortisation and depreciation expenses of approximately HK\$17.2 million (2017: HK\$13.0 million), research and development costs of approximately HK\$11.3 million (2017: HK\$7.6 million), share option expenses of approximately HK\$10.9 million (2017: HK\$6.8 million), advertising and marketing expenses of approximately HK\$4.9 million (2017: HK\$25.9 million) which was offset by the exchange gain of approximately HK\$16.5 million (2017: HK\$0.2 million). Loss per share attributable to the owners of the Company for the three months ended 31 March 2018 was HK\$0.304 (2017: HK\$0.307).

The unaudited consolidated results for the three months ended 31 March 2018 and the comparison with last year's corresponding period are set out in the accompanying table.

截至二零一八年三月三十一日止三個月，本集團化妝品及其他產品銷售錄得約2,400,000港元收益，較去年同期減少49.5%（二零一七年：4,800,000港元）。此由於本集團對應收貿易賬項採取嚴格的風險管理措施。

截至二零一八年三月三十一日止三個月，醫療設備銷售額為約1,000,000港元，較去年同期減少99.1%（二零一七年：98,700,000港元），此乃由於本集團致力減少跟利潤較微薄的醫療設備貿易方合作，且調整醫療設備品類，造成二零一八年第一季度的收入較去年同期大幅減少。

截至二零一八年三月三十一日止三個月之營運開支總額為約82,800,000港元，較去年同期（二零一七年：106,200,000港元）減少22.0%，其主要包括僱員福利開支約50,500,000港元（二零一七年：34,600,000港元）、攤銷及折舊開支約17,200,000港元（二零一七年：13,000,000港元）、研發成本約11,300,000港元（二零一七年：7,600,000港元）、購股權開支約10,900,000港元（二零一七年：6,800,000港元）、廣告及市場推廣開支約4,900,000港元（二零一七年：25,900,000港元），由匯兌收益約16,500,000港元（二零一七年：200,000港元）所抵銷。截至二零一八年三月三十一日止三個月，本公司擁有人應佔每股虧損為0.304港元（二零一七年：0.307港元）。

截至二零一八年三月三十一日止三個月之未經審核綜合業績及與上一年度同期之比較載於附表。

The board of directors (the “Board”) of the Company hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2018, together with the comparative unaudited figures for the corresponding period in 2017 as follows:

本公司董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)截至二零一八年三月三十一日止三個月之未經審核綜合業績，連同二零一七年同期之未經審核比較數字如下：

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the three months ended 31 March 2018
截至二零一八年三月三十一日止三個月

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|------------------------|---|---|
| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
| | Notes 附註 | | |
| Revenue | 收益 | | |
| Cost of sales | 銷售成本 | 25,392 (5,468) | 138,856 (101,917) |
| Gross profit | 毛利 | | |
| Other income | 其他收入 | 19,924 4,605 | 36,939 14,795 |
| Selling and distribution expenses | 銷售及分銷開支 | (12,488) | (32,080) |
| Administrative and other expenses | 行政及其他開支 | (70,275) | (74,099) |
| Finance costs | 財務費用 | (6,070) | (8,813) |
| Loss before income tax | 除所得稅前虧損 | (64,304) | (63,258) |
| Income tax credit | 所得稅抵免 | 2,133 | 1,568 |
| Loss for the period | 期內虧損 | (62,171) | (61,690) |
| Other comprehensive income | 其他全面收入 | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益之項目：</i> | | |
| Exchange gain on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌收益 | 25,254 | 18,668 |
| Change in fair value of available-for-sales financial assets | 可供出售金融資產公平值變動 | (75,832) | - |
| Other comprehensive income for the period | 期內其他全面收入 | (50,578) | 18,668 |
| Total comprehensive income for the period | 期內全面總收入 | (112,749) | (43,022) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Cont'd)

綜合損益及其他全面收入表(續)

For the three months ended 31 March 2018
截至二零一八年三月三十一日止三個月

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|-------------------|---|---|
| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
| | Notes 附註 | | |
| Loss for the period attributable to: | 以下人士應佔期內虧損： | | |
| Owners of the Company | 本公司擁有人 | (53,387) | (53,982) |
| Non-controlling interests | 非控股股東權益 | (8,784) | (7,708) |
| | | (62,171) | (61,690) |
| Total comprehensive income for the period attributable to: | 以下人士應佔期內全面總收入： | | |
| Owners of the Company | 本公司擁有人 | (103,451) | (36,766) |
| Non-controlling interests | 非控股股東權益 | (9,298) | (6,256) |
| | | (112,749) | (43,022) |
| Loss per share for loss for the period attributable to owners of the Company | 本公司擁有人應佔期內虧損之每股虧損 | | |
| - basic (HK cents) | - 基本(港仙) | (0.304) | (0.307) |
| - diluted (HK cents) | - 攤薄(港仙) | N/A 不適用 | N/A 不適用 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the three months ended 31 March 2018
截至二零一八年三月三十一日止三個月

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | Non-controlling interest 非控股股東權益 | Total 合計 | |
|---|----------------------|---|-----------------------|-----------------------------|-------------------------|-----------------------|-------------------------------|---|----------------------------|-------------------------------------|-----------------|-----------------|
| | | Share Capital 股本 | Share Premium 股份溢價 | Translation reserve 換算儲備 | Special reserve 特殊儲備 | Other reserve 其他儲備 | Share option reserve 購股權儲備 | Available-for-sale financial assets reserve 可供出售金融資產儲備 | Accumulated losses 累計虧損 | | | Sub-total 小計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| At 1 January 2017 (unaudited) | 於二零一七年一月一日 (未經審核) | 175,868 | 3,196,996 | (56,757) | (200) | (410,463) | 30,342 | - | (1,055,844) | 1,879,932 | 43,401 | 1,923,333 |
| Loss for the period | 期內虧損 | - | - | - | - | - | - | - | (53,982) | (53,982) | (7,708) | (61,690) |
| Other comprehensive income | 其他全面收入 | | | | | | | | | | | |
| Exchange gain on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌收益 | - | - | 17,216 | - | - | - | - | - | - | 1,452 | 18,668 |
| Total comprehensive income for the period | 期內全面總收入 | - | - | 17,216 | - | - | - | - | (53,982) | (36,766) | (6,256) | (43,022) |
| Issue of share options | 發行購股權 | - | - | - | - | - | 6,736 | - | - | 6,736 | - | 6,736 |
| Lapse of share options | 已失效購股權 | - | - | - | - | - | (4,632) | - | 4,632 | - | - | - |
| At 31 March 2017 (unaudited) | 於二零一七年三月三十一日(未經審核) | 175,868 | 3,196,996 | (39,541) | (200) | (410,463) | 32,446 | - | (1,105,194) | 1,849,902 | 37,145 | 1,887,047 |
| At 1 January 2018 (audited) | 於二零一八年一月一日 (經審核) | 175,868 | 3,196,996 | (20,078) | (200) | (410,463) | 52,929 | (13,163) | (1,221,847) | 1,760,032 | 53,292 | 1,813,324 |
| Loss for the period | 期內虧損 | - | - | - | - | - | - | - | (53,387) | (53,387) | (8,784) | (62,171) |
| Other comprehensive income | 其他全面收入 | | | | | | | | | | | |
| Exchange gain/(loss) on translation of financial statements of foreign operations | 換算海外業務財務報表之匯兌收益/(虧損) | - | - | 25,768 | - | - | - | - | - | 25,768 | (514) | 25,254 |
| Available-for-sale assets | 可供出售金融資產儲備 | - | - | - | - | - | - | (75,832) | - | (75,832) | - | (75,832) |
| Total comprehensive income for the period | 期內全面總收入 | - | - | 25,768 | - | - | - | (75,832) | (53,387) | (103,451) | (9,298) | (112,749) |
| Issue of share options | 發行購股權 | - | - | - | - | - | 10,866 | - | - | 10,866 | - | 10,866 |
| At 31 March 2018 (unaudited) | 於二零一八年三月三十一日(未經審核) | 175,868 | 3,196,996 | 5,690 | (200) | (410,463) | 63,795 | (88,995) | (1,275,234) | 1,667,447 | 43,994 | 1,711,441 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

綜合權益變動表(續)

For the three months ended 31 March 2018
截至二零一八年三月三十一日止三個月

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganisation in 2001.

The other reserve represents the difference between the fair value of consideration paid to increase the shareholding in a subsidiary, Shaanxi Aierfu Activtissue Engineering Company Limited and the amount of adjustment to non-controlling interests during the years ended 30 April 2011, 2013 and 2014.

The available-for-sale financial assets reserve represents the change in fair value of the Group's available-for-sale financial assets under non-current assets.

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

其他儲備指於截至二零一一年、二零一三年及二零一四年四月三十日止年度就增加於一間附屬公司(陝西艾爾膚組織工程有限公司)之股權所付代價之公平值與非控股股東權益調整金額之差額。

可供出售金融資產儲備指本集團於非流動資產項下之可供出售金融資產之公平值變動。

Notes:

1. GENERAL INFORMATION

China Regenerative Medicine International Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of Cayman Islands on 20 April 2001. The address of its registered office is P.O. Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is 10th Floor, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on GEM (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its subsidiaries are research and development of bio-medical products; production and sale of tissue engineering and stem cell products; sale and distribution of cosmetic and other products; sale and distribution of medical equipment; and provision of healthcare services.

2. BASIS OF PREPARATION

The unaudited consolidated results for the three months ended 31 March 2018 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 ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

附註：

1. 一般資料

中國再生醫學國際有限公司（「本公司」）於二零零一年四月二十日根據開曼群島公司法（二零零一年修訂版）在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別為P.O. Box 309, Uglad House, Grand Cayman, KY1-1104, Cayman Islands 及香港灣仔告士打道108號光大中心10樓。本公司股份於香港聯合交易所有限公司（「聯交所」）GEM（「GEM」）上市。

本公司為一間投資控股公司，其附屬公司的主要業務為從事生物醫學產品研發；組織工程及幹細胞產品生產及銷售；化妝品及其他產品銷售及分銷；醫療設備銷售及分銷；及提供保健服務。

2. 編製基準

截至二零一八年三月三十一日止三個月的未經審核綜合業績乃遵照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」），為所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋之統稱所編製。財務報表亦包括香港公司條例及聯交所GEM證券上市規則之適用披露規定。

2. BASIS OF PREPARATION (Cont'd)

The unaudited consolidated results do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual financial statements of the Group for the eight months period ended 31 December 2017. The accounting policies and basis of preparation adopted in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the Group's annual financial statements for the eight months period ended 31 December 2017 except for the impact of the adoption of the standards, amendments and interpretation issued by the HKICPA mandatory for the annual periods beginning on 1 January 2018. The effect of the adoption of these standards, amendments and interpretation is not material on these unaudited consolidated financial statements except for the effects as described in our 2017 annual financial statements. Accordingly, no prior period adjustment has been recognised.

The Group has not applied new and revised HKFRSs that have been issued but are not yet effective in advance. The Directors anticipate that the application of the new and revised HKFRSs will have no material impact on the results and financial position of the Group.

The unaudited consolidated results have been reviewed by the Audit Committee of the Company.

3. SEGMENT INFORMATION

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

2. 編製基準(續)

本未經審核綜合業績並不包括年度財務報表所要求的所有資料及披露及應與本集團截至二零一七年十二月三十一日止八個月期間之年度財務報表一併閱讀。除採納香港會計師公會頒佈於二零一八年一月一日開始之年度期間強制生效之準則、修訂及詮釋之影響外，編製本未經審核綜合業績所採納之會計政策及編製基準與編製本集團截至二零一七年十二月三十一日止八個月期間之年度財務報表所採納者相一致。採納該等準則、修訂及詮釋對該等未經審核綜合財務報表之影響並不重大，惟我們二零一七年年度的財務報表內所述之影響除外。因此，並無確認過往期間調整。

本集團並無提前應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預期，應用新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

本未經審核綜合業績已由本公司審核委員會審閱。

3. 分部資料

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

3. SEGMENT INFORMATION (Cont'd)

The Group has identified the following reportable segments:

Tissue engineering — production and sale of tissue engineering products;

Cell — cell therapy, and medical equipment and other services;

Cosmetic and others — production and sales of cosmetic, healthcare and others products; and

Medical equipment — trading of medical equipment.

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

- fair value gain on contingent consideration receivables
- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

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

4. REVENUE AND OTHER INCOME

The Group's turnover represents revenue from its principal activities, measured at the net invoiced value of goods sold, after allowances for returns and trade discounts during the periods are as follows:

3. 分部資料(續)

本集團已確認以下須予呈報分部：

組織工程—組織工程產品生產及銷售；

細胞—細胞療法，以及醫療設備及其他服務；

化妝品及其他—化妝品、醫療保健及其他產品的生產及銷售；及

醫療設備—買賣醫療設備。

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

- 應收或然代價之公平值收益
- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分部之業務活動的企業收入及開支

於計算經營分部的經營業績時並不包括在內。

4. 收益及其他收入

本集團之營業額指於期內來自其主要活動，按扣除退貨及貿易折扣後之已售貨品發票淨值計算之收益呈列如下：

Three months ended 31 March 截至三月三十一日止三個月

| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
|---------------------------------------|------------|---|---|
| Sale of tissue engineering products | 組織工程產品銷售 | 20,541 | 36,827 |
| Sale of stem cell products | 幹細胞產品銷售 | 1,512 | 303 |
| Sale of cosmetics and others products | 化妝品及其他產品銷售 | 2,424 | 4,802 |
| Sale of medical equipments | 醫療設備銷售 | 915 | 96,924 |
| | | 25,392 | 138,856 |

4. REVENUE AND OTHER INCOME (Cont'd)

Other income recognised during the periods is as follows:

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|--------------------------|--|---|
| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
| Bank interest income | 銀行利息收入 | 1,979 | 2,169 |
| Fair value gain on financial assets at fair value through profit or loss | 按公平值於損益列賬之 金融資產之公平值收益 | - | 1,062 |
| Gain on purchase and sale of Debt Receivables | 買賣應收債務之收益 | - | 10,859 |
| Others | 其他 | 2,626 | 705 |
| | | 4,605 | 14,795 |

Note: As disclosed in the announcement of the Company dated 1 November 2016, the Group entered into a sale and purchase agreement with independent third parties to acquire the debt receivables and the associated security package of Shenzhen Longzhu Hospital (the "Debt Receivables") for a consideration of RMB520 million. As disclosed in the announcement of the Company dated 22 November 2016, the Group entered into another sale and purchase agreement with another independent third party to dispose of the Debt Receivables for a consideration of RMB530 million. Accordingly, a gain on purchase and sale of Debt Receivables of RMB10 million (equivalent to approximately HK\$11 million) was recognised in profit or loss for the three months ended 31 March 2017.

4. 收益及其他收入(續)

期內已確認其他收入如下：

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|--------------------------|--|---|
| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
| Bank interest income | 銀行利息收入 | 1,979 | 2,169 |
| Fair value gain on financial assets at fair value through profit or loss | 按公平值於損益列賬之 金融資產之公平值收益 | - | 1,062 |
| Gain on purchase and sale of Debt Receivables | 買賣應收債務之收益 | - | 10,859 |
| Others | 其他 | 2,626 | 705 |
| | | 4,605 | 14,795 |

附註：誠如本公司日期為二零一六年十一月一日之公告所披露，本集團與獨立第三方訂立買賣協議以收購深圳龍珠醫院所結欠之應收債務及相關抵押組合（「應收債務」），代價為人民幣520,000,000元。誠如本公司日期為二零一六年十一月二十二日之公告所披露，本集團與另一獨立第三方訂立另一份買賣協議以出售應收債務，代價為人民幣530,000,000元。因此，截至二零一七年三月一日止三個月，於損益確認買賣應收債務之收益人民幣10,000,000元（相當於約11,000,000港元）。

5. FINANCE COSTS

Interest on bank borrowings and
other payables

銀行借款及其他應付
款項之利息

5. 財務費用

Three months ended 31 March
截至三月三十一日止三個月

| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
|---|--------------------|--|---|
| Interest on bank borrowings and other payables | 銀行借款及其他應付 款項之利息 | 6,070 | 8,813 |

6. LOSS BEFORE INCOME TAX

6. 除所得稅前虧損

Three months ended 31 March
截至三月三十一日止三個月

| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
|--|--------------------------|---|---|
| Loss before income tax has been arrived at after charging/(crediting): | 除所得稅前虧損已扣除/(計入)下列各項： | | |
| Amortisation of land use rights | 土地使用權攤銷 | 26 | 26 |
| Amortisation of other intangible assets, included in administrative expenses | 其他無形資產攤銷 (已包括在行政開支中) | 12,409 | 9,161 |
| Depreciation | 折舊 | 4,733 | 3,804 |
| Advertising and marketing, included in selling and distribution expenses | 廣告及市場推廣開支 (已包括在銷售及分銷開支中) | 4,858 | 25,876 |
| Equity-settled share based payments | 以權益結算之股權支付費用 | 10,866 | 6,770 |
| Exchange difference, net | 匯兌差額(淨額) | (16,530) | (183) |
| Operating lease rentals in respect of office premises | 辦公室物業之經營租賃租金 | 9,634 | 6,575 |
| Research and development costs (note (i)) | 研發成本(附註(i)) | 11,314 | 7,585 |
| Less: Capitalisation to other intangible assets | 減：資本化至其他無形資產 | (1,382) | (247) |
| | | 9,932 | 7,338 |
| Employee benefit expenses (including directors' emoluments): | 僱員福利開支 (包括董事酬金)： | | |
| Salaries, wages and other benefits | 薪金、工資及其他福利 | 37,409 | 26,106 |
| Equity-settled share-based payments | 以權益結算之股權支付費用 | 10,056 | 6,016 |
| Retirement benefit scheme contributions | 退休福利計劃供款 | 3,010 | 2,428 |

(i) Research and development costs include depreciation and staff costs for employees in the Research and Development Department, which are also included in the amount disclosed separately above.

(i) 研發成本包括研發部門之折舊及員工成本，該等金額亦包括在上述各有關項目個別披露之金額內。

7. INCOME TAX CREDIT

No provision for profits tax has been made in the unaudited consolidated result as the Group had no assessable profits for the three months ended 31 March 2018 and 2017.

The PRC enterprise income tax of 25% (2017: 25%) is applicable to the Group's PRC subsidiaries except that Shenzhen AiNear Cornea Engineering Company Limited and Tianjin Weikai Bioeng Ltd are entitled to enjoy the tax benefit as High and New Tech Enterprises for three years starting from the year ended 31 December 2016. They are subject to preferential income tax rate of 15%.

7. 所得稅抵免

由於本集團於截至二零一八年及二零一七年三月三十一日止三個月並無產生應課稅溢利，故未經審核綜合業績並無就所得稅作出撥備。

本集團中國附屬公司適用25%（二零一七年：25%）之中國企業所得稅，惟深圳艾尼爾角膜工程有限公司及天津衛凱生物工程學有限公司於截至二零一六年十二月三十一日止年度起計三個年度內作為高新技術企業而享有稅項優惠，只須按15%之優惠所得稅率繳稅。

Three months ended 31 March 截至三月三十一日止三個月

| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
|------------------------------|--------|---|---|
| Profits Tax — for the period | 利得稅一期內 | | |
| Hong Kong | 香港 | - | - |
| The PRC | 中國 | - | - |
| Deferred taxation | 遞延稅項 | (2,133) | (1,568) |
| Total income tax credit | 總所得稅抵免 | (2,133) | (1,568) |

8. DIVIDENDS

The Board of Directors does not recommend the payment of dividends for the three months ended 31 March 2018 (2017: Nil).

8. 股息

董事會並不建議派付截至二零一八年三月三十一日止三個月之股息（二零一七年：無）。

9. LOSS PER SHARE

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

9. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|-------------------------|--|---|
| | | 2018 二零一八年 HK\$'000 千港元 Unaudited 未經審核 | 2017 二零一七年 HK\$'000 千港元 Unaudited 未經審核 |
| Loss for the period attributable to owners of the Company for the purpose of basic loss per share | 用以計算每股基本虧損之本公司擁有人應佔期內虧損 | (53,387) | (53,982) |
| | | 2018 二零一八年 '000 千股 | 2017 二零一七年 '000 千股 |
| Number of shares 股份數目 | | | |
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用以計算每股基本虧損之普通股加權平均數 | 17,585,790 | 17,585,790 |

For the three months ended 31 March 2018 and 2017, diluted losses per share attributable to owners of the Company were not presented because the impact of the exercise of share options was anti-dilutive.

截至二零一八年及二零一七年三月三十一日止三個月，由於行使購股權具反攤薄影響，故並無呈列有關本公司擁有人應佔每股攤薄虧損。

10. OPERATING LEASE COMMITMENTS

As lessee

The Group leases a number of properties under operating leases. The leases run for an initial period of one to five years.

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

| | | 31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 Unaudited 未經審核 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 Audited 經審核 |
|---------------------------------------|--------------------|---|--|
| Within one year | 一年內 | 40,487 | 38,797 |
| In the second to fifth year inclusive | 第二至第五年 (包括首尾兩年) | 98,180 | 51,311 |
| | | 138,667 | 90,108 |

During the year ended 30 April 2017, the Group entered into framework agreements with independent third parties to establish an ophthalmic clinic and a specialist hospital located in Shenzhen, PRC. According to the terms of the two framework agreements, the Group may use each of the two sites for the first eight years following the date when the relevant site becomes available for use and the Group is required to share 49% of the audited net profit (after tax) of the specialist hospital with the independent third party during the term of that lease. Thereafter, the Group may elect to continue to rent the sites at a rate to be determined by reference to the then prevailing market rate for the seven years that follow. As at 31 March 2018, the Group has not yet used these sites.

10. 經營租賃承擔

作為承租方

本集團根據經營租賃租用若干物業。有關租賃初始期為一至五年。

於報告日，根據不可撤銷經營租賃而須支付之未來最低租金總額如下：

於截至二零一七年四月三十日止年度，本集團與獨立第三方訂立框架協議，以於中國深圳成立一間眼科診所及一間專科醫院。根據兩份框架協議之條款，本集團可於有關場所可供使用之日起首個八年內使用該兩個場所，但本集團須於租賃年內與獨立第三方分享專科醫院49%經審核淨利潤(稅後)。此後，本集團可選擇繼續租賃該等場所，租金將參考七年後的通行市場利率釐定。於二零一八年三月三十一日，本集團尚未動用該等場所。

11. CAPITAL AND OTHER COMMITMENTS

At the reporting date, the Group had capital and other commitments as follows:

| | | 31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 Unaudited 未經審核 | 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 Audited 經審核 |
|---|--|---|--|
| Capital commitments for property, plant and equipment: Contracted but not provided for: Purchase of property, plant and equipment | 物業、廠房及設備之 資本承擔： 已訂約但未撥備： 購置物業、廠房及設備 | 1,157 | 4,125 |

11. 資本及其他承擔

於報告日，本集團之資本及其他承擔如下：

11. CAPITAL AND OTHER COMMITMENTS (Cont'd)

As disclosed in the announcements of the Company dated 28 November 2013 and 16 December 2014, the Company signed two sponsorship agreements with the University of Oxford for the research of stem cell therapy and tissue engineering. The Company agreed to pay GBP9.0 million (equivalent to approximately HK\$99.6 million) to the University of Oxford by instalments over the period covered by the agreements. Up to 31 March 2018, the Company has paid GBP5.05 million (equivalent to approximately HK\$55.9 million) (up to 31 December 2017: has paid GBP4.75 million (equivalent to approximately HK\$52.7 million)) to the University of Oxford.

As disclosed in the announcement of the Company dated 31 March 2017, the Group entered into the commitment letter to subscribe for the interests in Haitong International ZhongHua Finance Acquisition Fund I, L.P. ("the Fund"), an exempted limited partnership to be established in the Cayman Islands, and irrevocably undertook to make a capital contribution of US\$75 million (equivalent to approximately HK\$585 million) to the Fund as a limited partner of the Fund, subject to and assuming the satisfaction of the conditions contained in the limited partnership agreement and subscription agreement of the Fund and acceptance by the general partner of the Fund.

As disclosed the announcement of the Company dated 17 July 2017, on 15 July 2017, the Group entered into the limited partnership agreement and subscription agreement of the Fund. As disclosed in the announcement of the Company dated 7 November 2017, the Group entered into the amended limited partnership agreement of the Fund and the Group's commitment in the Fund as a limited partner has been reduced from US\$75 million to US\$35 million (equivalent to approximately HK\$272 million). Up to 31 March 2018, the Company has made full payment to the Fund and was classified as available-for-sale financial assets under non-current assets.

11. 資本及其他承擔(續)

誠如本公司日期為二零一三年十一月二十八日及二零一四年十二月十六日之公告所披露，本公司與牛津大學就幹細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期支付9,000,000英鎊(相當於約99,600,000港元)。截至二零一八年三月三十一日，本公司已向牛津大學支付5,050,000英鎊(相當於約55,900,000港元)(截至二零一七年十二月三十一日：已支付4,750,000英鎊(相當於約52,700,000港元))。

誠如本公司日期為二零一七年三月三十一日之公告所披露，本集團訂立認購Haitong International ZhongHua Finance Acquisition Fund I, L.P. (「基金」) (為將於開曼群島成立之獲豁免有限責任合夥事業)權益的承擔函，並不可撤銷地承諾作為基金之有限合夥人向基金注資75,000,000美元(相當於約585,000,000港元)，惟須待基金之有限責任合夥協議及認購協議中所載之條件獲達成以及獲基金之普通合夥人接納後方可作實。

誠如本公司日期為二零一七年七月十七日之公告所披露，於二零一七年七月十五日，本集團訂立有限合夥協議及基金認購協議。誠如本公司日期為二零一七年十一月七日之公告所披露，本集團訂立經修訂有限合夥協議及基金認購協議，本集團承諾作為有限合夥人向基金注資的金額由75,000,000美元削減至35,000,000美元(相當於約272,000,000港元)。截至二零一八年三月三十一日，本公司已向基金支付全部款項，並分類為非流動資產項下之可供出售金融資產。

BUSINESS REVIEW AND FUTURE PROSPECT

During the past year, the Group established a business model focusing on tissue engineering, cosmetics and medical equipments and developed a comprehensive marketing network, which has achieved preliminary results in market development and sales. In terms of finance, operation, technology and human resources, the Group has established a top-down management control system and internal audit department, in an effort to strengthen internal control management and safeguard the interests of shareholders. With its pipeline products under research and development, transformation of new technology and technology services ready to launch, while continuously promoting existing products, the Group upgraded its existing products and successively launched new products, which complemented the Group's product portfolio and demonstrated promising market outlook.

The Group continues to strive for opportunity to widen its business scope in the medicine industries and reallocate its resources when appropriate, to strengthen and maintain as one of the leading pioneer in the medical and related industries. The Chinese government has committed to provide support towards hi-tech industries, including regenerative medicine, a sub-division of the bio-medical industries. We will continuously strive for more assistance from the Chinese government to provide additional resources for broadening our R&D coverage in regenerative medicine and related medical device spectrum. Stem cell therapy and research and development of stem cell pharmaceutical products, precision disease detection and prevention in massive health as well as precision treatment have already been initiated.

As the Group continues to identify and invest in suitable business opportunities, expand and improve its R&D capability, facilitate the development of business plan and implement its sales and marketing strategy, the Board may consider fund raising activities if viable raising options, which are in the best interest of the Group and the shareholders of the Company, are available.

業務回顧及未來前景

本集團在過去的一年中，已經建成以組織工程、美容、醫療設備為主導的業務模式，並組建成完整的行銷網路，市場拓展及銷售已初見成效，在財務、運營、技術、人力資源方面，已建立了自上而下的管控體系，並設立內部稽核部，加強內控管理，保護股東利益；產品研發，新技術轉化及技術服務，也隨時儲備上市，在不斷推廣原有產品之外，舊產品升級換代，新產品陸續上市，給集團產品帶來了有力的補充及對市場前景充滿憧憬。

本集團將繼續爭取擴大其於醫學行業之業務範圍的機會，並適時重新分配其資源以加強和維持其在醫學及相關行業的領先地位。中國政府致力對高新技術產業提供支持，包括作為生物醫藥產業分支的再生醫學。我們將繼續爭取獲得中國政府更多的支持，為擴大我們於再生醫學及相關醫療器械領域之研發範圍提供額外資源。幹細胞療法與幹細胞藥品研發，大健康領域的精准未病檢測與防禦及精准治療已經啟動。

本集團將繼續致力物色和投資於合適商機、擴大和提高其研發能力、促進發展現有業務計劃及實施銷售及營銷策略，在此過程中，董事會可能會在符合本集團及本公司股東最佳利益的可行集資選擇時考慮進行集資活動。

FOREIGN EXCHANGE EXPOSURE

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. The Directors consider the risk of foreign exchange exposure of the Group is manageable. The management will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when appropriate actions are required.

MATERIAL ACQUISITIONS/ DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

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

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2018, the following Directors and chief executives of the Company had or were deemed to have interest or short positions 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules related to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

外匯風險

本集團的業務交易、資產及負債主要以人民幣及港元計值。董事認為本集團之外匯風險受控。管理層將繼續監控本集團的匯兌風險，並準備於有需要時採取審慎措施，例如對沖。

附屬公司及聯屬公司 之重大收購／出售事 項

於期內，本集團概無附屬公司及聯屬公司之重大收購／出售事項。

董事及最高行政人員 於股份及相關股份之 權益及淡倉

於二零一八年三月三十一日，下列董事及本公司最高行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

LONG POSITIONS

Interests in the shares and underlying shares of the Company

好倉

於本公司股份及相關股份之權益

| Name of Directors/ chief executives 董事／最高 行政人員姓名 | Capacity 身份 | Aggregate long position in the shares and underlying shares 於股份及相關 股份之好倉總計 | Approximate percentage of the issued share capital 佔已發行股本 概約百分比 |
|---|---------------------------|---|--|
| Chen Chunguo (Note 1) 陳春國(附註1) | Beneficial owner 實益擁有人 | 500,000,000 | 2.84% |
| Cui Zhanfeng (Note 2) 崔占峰(附註2) | Beneficial owner 實益擁有人 | 78,630,000 | 0.45% |
| Pang Chung Fai Benny (Note 3) 彭中輝(附註3) | Beneficial owner 實益擁有人 | 4,410,000 | 0.03% |
| Chan Bing Woon (Note 3) 陳炳煥(附註3) | Beneficial owner 實益擁有人 | 4,230,000 | 0.02% |

Notes:

1. Mr. Chen Chunguo ("Mr. Chen") is an executive Director and the chief executive officer of the Company.

On 25 January 2017, he was conditionally granted 500,000,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for up to an aggregate of 500,000,000 shares of the Company at the exercise price of HK\$0.3025 per share, subject to the approval of the shareholders of the Company excluding Mr. Chen and his associates (the "Independent Shareholders") in a general meeting of the Company and the terms and conditions of the Share Option Scheme. On 17 July 2017, the Independent Shareholders had approved the resolution at the extraordinary general meeting (the "EGM").

Assuming the Share Options granted to Mr. Chen on 25 January 2017 have been exercised in full, Mr. Chen shall hold an aggregate of 500,000,000 shares of the Company as beneficial owner.

By virtue of the SFO, Mr. Chen shall be deemed to be interested in 500,000,000 shares of the Company as at 31 March 2018.

附註：

1. 陳春國先生(「陳先生」)為本公司執行董事兼行政總裁。

於二零一七年一月二十五日，彼獲本公司根據購股權計劃有條件授予500,000,000份購股權，賦予其權利可按每股0.3025港元之行使價認購合共最多500,000,000股本公司股份，惟須獲本公司股東(不包括陳先生及其聯繫人(「獨立股東」))於本公司股東大會上批准及遵守購股權計劃之條款及條件。於二零一七年七月十七日，獨立股東已於股東特別大會(「股東特別大會」)上批准該決議案。

假設於二零一七年一月二十五日授予陳先生的購股權獲悉數行使，陳先生將作為實益擁有人持有合共500,000,000股本公司股份。

根據證券及期貨條例，於二零一八年三月三十一日，陳先生應被視為於500,000,000股本公司股份中擁有權益。

2. Professor Cui Zhanfeng (“Prof. Cui”) is a non-executive Director and the chairman of the Board. Prof. Cui personally holds 65,000,000 shares of the Company.

On 16 September 2015, he was granted 9,630,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 9,630,000 shares of the Company at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme.

On 9 September 2016, he was granted 4,000,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 4,000,000 shares of the Company at the exercise price of HK\$0.291 per share, subject to the terms and conditions of the Share Option Scheme.

Assuming the Share Options granted to Prof. Cui on 16 September 2015 and 9 September 2016 have been exercised in full, Prof. Cui shall hold an aggregate of 13,630,000 shares of the Company as beneficial owner.

By virtue of the SFO, Prof. Cui shall be deemed to be interested in an aggregate of 78,630,000 shares of the Company as at 31 March 2018.

3. Mr. Pang Chung Fai Benny (“Mr. Pang”) and Mr. Chan Bing Woon (“Mr. BW Chan”) are the independent non-executive Directors. On 16 September 2015, Mr. Pang and Mr. BW Chan were granted 2,010,000 and 1,930,000 Share Options respectively by the Company under the Share Option Scheme entitling each of them to subscribe for 2,010,000 and 1,930,000 shares of the Company respectively at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme.

On 9 September 2016, Mr. Pang and Mr. BW Chan, were granted 2,400,000 and 2,300,000 Share Options respectively by the Company under the Share Option Scheme entitling each of them to subscribe for 2,400,000 and 2,300,000 shares of the Company respectively at the exercise price of HK\$0.291 per share, subject to the terms and conditions of the Share Option Scheme.

2. 崔占峰教授(「崔教授」)為非執行董事兼董事會主席。崔教授個人持有65,000,000股本公司股份。

於二零一五年九月十六日，彼獲本公司根據購股權計劃授予9,630,000份購股權，賦予其權利可按每股0.45港元之行使價認購9,630,000股本公司股份，惟須遵守購股權計劃之條款及條件。

於二零一六年九月九日，彼獲本公司根據購股權計劃授予4,000,000份購股權，賦予其權利可按每股0.291港元之行使價認購4,000,000股本公司股份，惟須遵守購股權計劃之條款及條件。

假設於二零一五年九月十六日及二零一六年九月九日授予崔教授的購股權獲悉數行使，崔教授將作為實益擁有人持有合共13,630,000股本公司股份。

根據證券及期貨條例，於二零一八年三月三十一日，崔教授應被視為於合共78,630,000股本公司股份中擁有權益。

3. 彭中輝先生(「彭先生」)及陳炳煥先生(「陳炳煥先生」)為獨立非執行董事。於二零一五年九月十六日，彭先生及陳炳煥先生分別獲本公司根據購股權計劃授予2,010,000份及1,930,000份購股權，賦予彼等各自權利分別可按每股0.45港元之行使價認購2,010,000股及1,930,000股本公司股份，惟須遵守購股權計劃之條款及條件。

於二零一六年九月九日，彭先生及陳炳煥先生分別獲本公司根據購股權計劃授予2,400,000份及2,300,000份購股權，賦予彼等各自權利可分別按每股0.291港元之行使價認購2,400,000股及2,300,000股本公司股份，惟須遵守購股權計劃之條款及條件。

Assuming the Share Options granted to Mr. Pang and Mr. BW Chan on 16 September 2015 and 9 September 2016 have been exercised in full, Mr. Pang and Mr. BW Chan shall hold 4,410,000 and 4,230,000 shares of the Company respectively as beneficial owners.

By virtue of the SFO, Mr. Pang and Mr. BW Chan shall be deemed to be interested in 4,410,000 and 4,230,000 shares of the Company respectively as at 31 March 2018.

Save as disclosed above, as at 31 March 2018, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

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

So far as known to the Directors, as at 31 March 2018, the following parties (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

假設於二零一五年九月十六日及二零一六年九月九日授予彭先生及陳炳煥先生的購股權獲悉數行使，彭先生及陳炳煥先生分別將作為實益擁有人持有4,410,000股及4,230,000股本公司股份。

根據證券及期貨條例，於二零一八年三月三十一日，彭先生及陳炳煥先生將被視為分別於4,410,000股及4,230,000股本公司股份中擁有權益。

除上文所披露者外，於二零一八年三月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或視作擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉。

主要股東及其他人士於股份及相關股份之權益

據董事所知，於二零一八年三月三十一日，下列人士(非董事或本公司最高行政人員)於本公司股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉：

LONG POSITIONS

Interests in the shares and underlying shares of the Company

好倉

於本公司股份及相關股份之權益

| Name of Shareholders | Capacity | Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計 | Approximate percentage of the issued share capital 佔已發行股本概約百分比 |
|--|---|--|---|
| 股東姓名／名稱 | 身份 | | |
| China Orient Asset Management Co., Ltd (Note 4) 中國東方資產管理公司(附註4) | Held by controlled corporation 由受控法團持有 | 5,642,155,319 | 32.08% |
| China Orient Alternative Investment Fund (Note 4)(附註4) | Held by controlled corporation 由受控法團持有 | 5,258,155,319 | 29.90% |
| All Favour Holdings Limited (Note 5) 全輝控股有限公司(附註5) | Beneficial owner 實益擁有人 | 5,258,155,319 | 29.90% |
| Dai Yumin (Note5) 戴昱敏(附註5) | Held by controlled corporation 由受控法團持有 | 5,258,155,319 | 29.90% |
| | Beneficial owner 實益擁有人 | 17,500,000 | 0.10% |
| China Dragon Asia Champion Fund Series SPC (Note 6)(附註6) | Investment manager 投資經理 | 1,414,644,300 | 8.04% |

Notes:

4. Based on Forms 2 both filed on 25 January 2018 by China Orient Asset Management Co., Ltd (“COAMC”) and China Orient Alternative Investment Fund (“COAIF”), Optimus Prime Management Ltd. (“Optimus”) has a security interest in 5,258,155,319 shares of the Company and China Orient Asset Management (International) Holding Limited (“COAMI”) has an interest in 384,000,000 shares of the Company. Optimus is wholly owned by COAIF. COAIF is owned to 45% by COAMI. COAMI is owned as to (i) 50% by Wise Leader Assets Ltd. (“Wise Leader”) which is wholly owned by Dong Yin Development (Holdings) Limited (“Dong Yin”); and (ii) 50% by Dong Yin which is wholly owned by COAMC. By virtue of the SFO, Wise Leader, Dong Yin and COAMC are deemed to be interested in 384,000,000 shares of the Company held by COAMI, and COAIF, COAMI, Wise Leader, Dong Yin and COAMC are deemed to be interested in 5,258,155,319 shares of the Company held by Optimus as security interest. As a result, Wise Leader, Dong Yin and COAMC are deemed to be interested in an aggregate of 5,642,155,319 shares of the Company as at 31 March 2018.

5. All Favour Holdings Limited (“All Favour”) is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. (“Nat-Ace Wood Industry”) and 20% by Honour Top Holdings Limited which are both ultimately wholly owned by Mr. Dai Yumin (“Mr. Dai”), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 5,258,155,319 shares of the Company.

By virtue of the SFO, Mr. Dai and Nat-Ace Wood Industry are deemed to be interested in 5,258,155,319 shares of the Company in which All Favour is interested as of 31 March 2018.

附註：

4. 根據中國東方資產管理股份有限公司（「東方資產」）及 China Orient Alternative Investment Fund（「COAIF」）於二零一八年一月二十五日提交的表格2，Optimus Prime Management Ltd.（「Optimus」）於5,258,155,319股本公司股份中持有保證權益且中國東方資產管理（國際）控股有限公司（「東方國際」）於384,000,000股本公司股份中擁有權益。Optimus由COAIF全資擁有，COAIF則由東方國際擁有45%。東方國際分別由(i) Wise Leader Assets Ltd.（「Wise Leader」，由東銀發展（控股）有限公司（「東銀」）全資擁有）擁有50%；及(ii)東銀（由東方資產全資擁有）擁有50%。根據證券及期貨條例，Wise Leader、東銀及東方資產被視為於東方國際所持有的384,000,000股本公司股份中擁有權益，而COAIF、東方國際、Wise Leader、東銀及東方資產被視為於Optimus持作保證權益的5,258,155,319股本公司股份中擁有權益。因此，於二零一八年三月三十一日，Wise Leader、東銀及東方資產被視為於合共5,642,155,319股本公司股份中擁有權益。

5. 全輝控股有限公司（「全輝」）由(i)邦強木業有限公司（「邦強木業」）實益擁有40%及 Honour Top Holdings Limited 實益擁有20%，而該等公司均由戴昱敏先生（「戴先生」）最終全資擁有，及(ii)戴先生實益擁有40%。此外，全輝為5,258,155,319股本公司股份之實益擁有人。

根據證券及期貨條例，截至二零一八年三月三十一日，戴先生及邦強木業被視為於全輝擁有權益的5,258,155,319股本公司股份中擁有權益。

On 16 September 2015, Mr. Dai was granted 17,500,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 17,500,000 shares of the Company at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme. Assuming the Share Options granted to Mr. Dai has been exercised in full, Mr. Dai shall hold an aggregate of 17,500,000 shares of the Company as beneficial owner.

By virtue of the SFO, Mr. Dai, together with his deemed interests in All Favour, was deemed to be interested in an aggregate of 5,275,655,319 shares of the Company as at 31 March 2018.

The Company was informed by All Favour that it has pledged its interests in 5,258,155,319 shares of the Company in favour of Optimus Prime Management Ltd.

6. Based on Form 2 filed on 14 August 2017 by China Dragon Asia Champion Fund Series SPC ("China Dragon"), China Dragon holds 1,414,644,300 shares of the Company as an investment manager.

Save as disclosed above, as at 31 March 2018, the Directors are not aware that there is any other party (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company (i) which would fall to be disclosed to the Company and Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

於二零一五年九月十六日，戴先生獲本公司根據購股權計劃授予17,500,000份購股權，賦予其權利可按每股0.45港元之行使價認購17,500,000股本公司股份，惟須遵守購股權計劃之條款及條件。假設授予戴先生之購股權獲悉數行使，戴先生將作為實益擁有人持有合共17,500,000股本公司股份。

根據證券及期貨條例，於二零一八年三月三十一日，連同彼被視為於全輝擁有之權益，戴先生被視為於合共5,275,655,319股本公司股份中擁有權益。

本公司獲全輝告知，其已將其於5,258,155,319股本公司股份中的權益抵押予Optimus Prime Management Ltd.。

6. 根據China Dragon Asia Champion Fund Series SPC (「China Dragon」) 於二零一七年八月十四日提交的表格2，China Dragon作為投資經理持有1,414,644,300股本公司股份。

除上文所披露者外，於二零一八年三月三十一日，董事概不知悉任何其他人士(董事及本公司最高行政人員除外)於本公司股份、相關股份及債權證中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉。

DIRECTOR'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" above, at no time during the reporting period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in the Company or any other body corporate as at 31 March 2018.

COMPETING INTERESTS

None of the Directors or the substantial shareholders of the Company, or any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group during the three months ended 31 March 2018.

SHARE OPTIONS

The Share Option Scheme adopted by the Company on 14 September 2011 is for the primary purpose of providing incentives to directors and eligible employees of the Group.

董事收購股份或債權證之權利

除上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於報告期內任何時間，概無任何董事或彼等各自之配偶或未滿18歲之子女獲授或行使任何可透過購買本公司或任何其他法人團體之股份或債權證而獲益之權利；或於二零一八年三月三十一日，本公司、其控股公司或其任何附屬公司並無訂立任何安排，致使董事、彼等各自之配偶或未滿18歲之子女獲得本公司或任何其他法人團體之該等權利。

競爭權益

截至二零一八年三月三十一日止三個月，概無任何董事或本公司主要股東或任何彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務構成競爭或可能構成競爭之業務中擁有任何權益。

購股權

於二零一一年九月十四日，本公司採納購股權計劃，主要目的為向本集團董事及合資格僱員提供獎勵。

The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the three months ended 31 March 2018 was as below:

於截至二零一八年三月三十一日止三個月，本公司於二零一一年九月十四日採納之購股權計劃項下之購股權變動如下：

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Movement of Share Options during the three months ended 31 March 2018 截至二零一八年三月三十一日止三個月之購股權變動 | | | | Outstanding as at 31 March 2018 於二零一八年三月三十一日尚未行使 | |
|------------------|-----------------------------|-----------------------|---|--|--|----------|-----------|--------------|---|------------|
| | | | | | Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使 | Granted | Exercised | Reclassified | | Lapsed |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時間表 及可行使期間 | 已授出購股權之 可行使部份 | | 已授出 | 已行使 | 已重新分類 | 已失效 | |
| Directors 董事 | 16/9/2015 二零一五年 九月十六日 | 0.45 | 16 September 2016 to 15 September 2017 (both days inclusive) (the "1st Period") 二零一六年九月十六日至二零一七年九月十五日 (包括首尾兩日) (「第一個期間」) | Up to 20% ("1st Options") 最多20% (「第一份購股權」) | 13,920,000 | NIL 無 | NIL 無 | NIL 無 | NIL 無 | 13,920,000 |
| | | | 16 September 2017 to 15 September 2018 (both days inclusive) (the "2nd Period") 二零一七年九月十六日至二零一八年九月十五日 (包括首尾兩日) (「第二個期間」) | Up to 20% ("2nd Options") (together with any 1st Options which have not been exercised during the 1st Period) 最多20% (「第二份購股權」) (連同於第一個期間尚未行使之任何第一份購股權) | | | | | | |
| | | | 16 September 2018 to 15 September 2019 (both days inclusive) (the "3rd Period") 二零一八年九月十六日至二零一九年九月十五日 (包括首尾兩日) (「第三個期間」) | Up to 20% ("3rd Options") (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 最多20% (「第三份購股權」) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權) | | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 | |
|------------------|-----------------------|-----------------------|---|---|------------------------------------|-----------|--------------|----------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時限表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 已失效 | 於二零一八年三月三十一日尚未行使 |
| | | | 16 September 2019 to 15 September 2020 (both days inclusive) (the "4th Period") 二零一九年九月十六日至二零二零年九月十五日 (包括首尾兩日) (〔第四個期間〕) | Up to 20% ("4th Options") (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) (最多20% (〔第四份購股權〕) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)) | | | | | | |
| | | | 16 September 2020 to 15 September 2025 (both days inclusive) (the "5th Period") 二零二零年九月十六日至二零二五年九月十五日 (包括首尾兩日) (〔第五個期間〕) | Up to 20% ("5th Options") (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) (最多20% (〔第五份購股權〕) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)) | | | | | | |
| | 9/9/2016 二零一六年九月九日 | 0.291 | 9 September 2017 to 8 September 2018 (both days inclusive) (the "First Period") 二零一七年九月九日至二零一八年九月八日 (包括首尾兩日) (〔第一個期間〕) | Up to 20% ("First Options") (最多20% (〔第一份購股權〕)) | 8,700,000 | NIL 無 | NIL 無 | NIL 無 | NIL 無 | 8,700,000 |
| | | | 9 September 2018 to 8 September 2019 (both days inclusive) (the "Second Period") 二零一八年九月九日至二零一九年九月八日 (包括首尾兩日) (〔第二個期間〕) | Up to 20% ("Second Options") (together with any First Options which have not been exercised during the First Period) (最多20% (〔第二份購股權〕) (連同於第一個期間尚未行使之任何第一份購股權)) | | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 | |
|------------------|---------------|-----------------------|--|--|------------------------------------|-----------|--------------|--------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時間表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 已失效 | 於二零一八年三月三十一日尚未行使 |
| | | | 9 September 2019 to 8 September 2020 (both days inclusive) (the "Third Period") 二零一九年九月九日至二零二零年九月八日 (包括首尾兩日) (「第三個期間」) | Up to 20% ("Third Options") (together with any First and Second Options which have not been exercised during the First Period and Second Period) 最多20% (「第三份購股權」) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權) | | | | | | |
| | | | 9 September 2020 to 8 September 2021 (both days inclusive) (the "Fourth Period") 二零二零年九月九日至二零二一年九月八日 (包括首尾兩日) (「第四個期間」) | Up to 20% ("Fourth Options") (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 最多20% (「第四份購股權」) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權) | | | | | | |
| | | | 9 September 2021 to 8 September 2025 (both days inclusive) (the "Fifth Period") 二零二一年九月九日至二零二五年九月八日 (包括首尾兩日) (「第五個期間」) | Up to 20% ("Fifth Options") (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 最多20% (「第五份購股權」) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權) | | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 | |
|------------------|--|-----------------------|---|--|------------------------------------|-----------|--------------|----------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時限表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 已失效 | 於二零一八年三月三十一日尚未行使 |
| | 25/1/2017 ¹ 二零一七年一月二十五日 ¹ | 0.3025 | 1 April 2020 to 31 March 2021 ² (both days inclusive) (the "A Period") 二零二零年四月一日至二零二一年三月三十一日 ² (包括首尾兩日) (A期間) | Up to 30% ("A Options") (最多30% (A類購股權)) | 500,000,000 | NIL 無 | NIL 無 | NIL 無 | NIL 無 | 500,000,000 |
| | | | 1 April 2021 to 31 March 2022 ⁴ (both days inclusive) (the "B Period") 二零二一年四月一日至二零二二年三月三十一日 ⁴ (包括首尾兩日) (B期間) | Up to 30% ("B Options") (together with any A Options which have not been exercised during the A Period) (最多30% (B類購股權)) (連同於A期間尚未行使之任何A類購股權) | | | | | | |
| | | | 1 April 2022 to 24 January 2027 ⁴ (both days inclusive) (the "C Period") 二零二二年四月一日至二零二七年一月二十四日 ⁴ (包括首尾兩日) (C期間) | Up to the remaining balance of the options granted (together with any A and B Options which have not been exercised during the A Period and B Period) (最多為已授出購股權之結餘 (連同於A期間及B期間尚未行使之任何A類及B類購股權)) | | | | | | |
| Others 其他 | 16/9/2015 二零一五年九月十六日 | 0.45 | <i>For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):</i> <i>就於相關授出日期之承授人 (除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外) 而言 (視情況而定):</i> | | 100,226,000 | NIL 無 | NIL 無 | NIL 無 | NIL 無 | 100,226,000 |
| | | | 1st Period 第一個期間 | 1st Options 第一份購股權 | | | | | | |
| | | | 2nd Period 第二個期間 | 2nd Options (together with any 1st Options which have not been exercised during the 1st Period) 第二份購股權 (連同於第一個期間尚未行使之任何第一份購股權) | | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 | |
|------------------|---------------|-----------------------|---|--|------------------------------------|-----------|--------------|--------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時間表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 已失效 | 於二零一八年三月三十一日尚未行使 |
| | | | 3rd Period 第三個期間 | 3rd Options (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 第三份購股權 (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權) | | | | | | |
| | | | 4th Period 第四個期間 | 4th Options (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 第四份購股權 (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權) | | | | | | |
| | | | 5th Period 第五個期間 | 5th Options (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 第五份購股權 (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權) | | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 |
|------------------|---------------|-----------------------|---|--|------------------------------------|-----------|--------------|--------|---------------------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時限表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 於二零一八年三月三十一日尚未行使 |

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):

就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

| | |
|---|---|
| 16 March 2017 to 15 March 2018 (both days inclusive) (the "Period 1") 二零一七年三月十六日至二零一八年三月十五日 (包括首尾兩日) ([期間1]) | Up to 20% ("Options 1") 最多20%([購股權1]) |
| 16 March 2018 to 15 March 2019 (both days inclusive) (the "Period 2") 二零一八年三月十六日至二零一九年三月十五日 (包括首尾兩日) ([期間2]) | Up to 20% ("Options 2") (together with any Options 1 which have not been exercised during the Period 1) 最多20%([購股權2]) (連同於期間1尚未行使之任何購股權1) |
| 16 March 2019 to 15 March 2020 (both days inclusive) (the "Period 3") 二零一九年三月十六日至二零二零年三月十五日 (包括首尾兩日) ([期間3]) | Up to 20% ("Options 3") (together with any Options 1 and 2 which have not been exercised during the Periods 1 and 2) 最多20%([購股權3]) (連同於期間1及2尚未行使之任何購股權1及2) |
| 16 March 2020 to 15 March 2021 (both days inclusive) (the "Period 4") 二零二零年三月十六日至二零二一年三月十五日 (包括首尾兩日) ([期間4]) | Up to 20% ("Options 4") (together with any Options 1, 2 and 3 which have not been exercised during the Periods 1, 2 and 3) 最多20%([購股權4]) (連同於期間1、2及3尚未行使之任何購股權1、2及3) |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | Outstanding as at 31 March 2018 | |
|------------------|-----------------------|-----------------------|---|--|------------------------------------|-----------|--------------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時間表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 於二零一八年三月三十一日尚未行使 |
| | | | 16 March 2021 to 15 September 2025 (both days inclusive) 二零二一年三月十六日至二零二五年九月十五日 (包括首尾兩日) | Up to 20% (together with any Options 1, 2, 3 and 4 which have not been exercised during the Periods 1, 2, 3 and 4) 最多20% (連同於期間1、2、3及4尚未行使之任何購股權1、2、3及4) | | | | | |
| | 9/9/2016 二零一六年九月九日 | 0.291 | For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be): 就於相關授出日期之承授人 (除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外) 而言 (視情況而定): | | 147,984,000 | NIL 無 | NIL 無 | NIL 無 | NIL 無 |
| | | | the First Period 第一個期間 | the First Options 第一份購股權 | | | | | |
| | | | the Second Period 第二個期間 | the Second Options (together with any First Options which have not been exercised during the First Period) 第二份購股權 (連同於第一個期間尚未行使之任何第一份購股權) | | | | | |
| | | | the Third Period 第三個期間 | the Third Options (together with any First and Second Options which have not been exercised during the First Period and Second Period) 第三份購股權 (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權) | | | | | |

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 |
|------------------|---------------|-----------------------|---|--|------------------------------------|-----------|--------------|--------|---------------------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時間表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 於二零一八年三月三十一日尚未行使 |

the Fourth Period
第四個期間

the Fourth Options (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period)
第四份購股權 (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)

the Fifth Period
第五個期間

the Fifth Options (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period)
第五份購股權 (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):

就於相關授出日期之承授人 (為加入本公司少於十二個月或仍未開始於本公司任職之新僱員) 而言 (視情況而定):

9 March 2018 to 8 March 2019 (both days inclusive) (the "1 Period")
二零一八年三月九日至二零一九年三月八日 (包括首尾兩日) (1期間)

Up to 20% ("Options I")
最多20% (購股權 I)

Movement of Share Options during the three months ended 31 March 2018

截至二零一八年三月三十一日止三個月之購股權變動

| Eligible persons | Date of grant | Exercise price (HK\$) | Vesting schedule and exercise period of the Share Options | Exercisable portion of the Share Options granted | Outstanding as at 31 December 2017 | | | | Outstanding as at 31 March 2018 | |
|------------------|---------------|-----------------------|--|---|------------------------------------|-----------|--------------|--------|---------------------------------|------------------|
| | | | | | Granted | Exercised | Reclassified | Lapsed | | |
| 合資格人士 | 授出日期 | 行使價 (港元) | 購股權之歸屬時限表及可行使期間 | 已授出購股權之可行使部份 | 於二零一七年十二月三十一日尚未行使 | 已授出 | 已行使 | 已重新分類 | 已失效 | 於二零一八年三月三十一日尚未行使 |
| | | | 9 March 2019 to 8 March 2020 (both days inclusive) (the "I Period") 二零一九年三月九日至二零二零年三月八日 (包括首尾兩日) (I期間I) | Up to 20% ("Options I") (together with any Options I which have not been exercised during the I Period) 最多20% (I購股權I) (連同於期間I尚未行使之任何購股權I) | | | | | | |
| | | | 9 March 2020 to 8 March 2021 (both days inclusive) (the "II Period") 二零二零年三月九日至二零二一年三月八日 (包括首尾兩日) (I期間II) | Up to 20% ("Options II") (together with any Options I and II which have not been exercised during the I and II Periods) 最多20% (I購股權II) (連同於期間I及II尚未行使之任何購股權I及II) | | | | | | |
| | | | 9 March 2021 to 8 March 2022 (both days inclusive) (the "III Period") 二零二一年三月九日至二零二二年三月八日 (包括首尾兩日) (I期間III) | Up to 20% ("Options III") (together with any Options I, II and III which have not been exercised during the I, II and III Periods) 最多20% (I購股權III) (連同於期間I、II及III尚未行使之任何購股權I、II及III) | | | | | | |
| | | | 9 March 2022 to 8 September 2025 (both days inclusive) (the "IV Period") 二零二二年三月九日至二零二五年九月八日 (包括首尾兩日) | Up to 20% (together with any Options I, II, III and IV which have not been exercised during the I, II, III and IV Periods) 最多20% (連同於期間I、II、III及IV尚未行使之任何購股權I、II、III及IV) | | | | | | |

*1 References are made to the announcements of the Company dated 25 January 2017, 20 March 2017 and the circular dated 26 June 2017 in relation to the conditional grant of Share Options to Mr. Chen Chunguo to subscribe for up to an aggregate of 500,000,000 ordinary shares. On 17 July 2017, the Independent Shareholders has approved the resolution at the EGM, please refer to the announcement dated 17 July 2017 for details.

*2 Reference is made to the announcement of the Company dated 28 September 2017 in relation to the change of financial year end date, the vesting schedule and exercise period of the share options granted to Mr. Chen changed accordingly.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has six members, comprising of our non-executive Directors and independent non-executive Directors, namely Mr. Wong Yiu Kit Ernest (the chairman of the Audit Committee), Professor Cui Zhanfeng, Professor Xiong Chengyu, Mr. Chan Bing Woon, Dr. Fang Jun and Mr. Pang Chung Fai Benny. The Company's unaudited consolidated results for the three months ended 31 March 2018 have been reviewed by the Audit Committee.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the three months ended 31 March 2018 neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

By Order of the Board of
China Regenerative Medicine International Limited
Chen Chunguo
Executive Director

Hong Kong, 11 May 2018

*1 茲提述本公司日期為二零一七年一月二十五日及二零一七年三月二十日之公告以及日期為二零一七年六月二十六日之通函，內容有關向陳春國先生有條件授出可認購合共最多500,000,000股普通股之購股權。於二零一七年七月十七日，獨立股東已於股東特別大會上批准該決議案，詳情請參閱日期為二零一七年七月十七日之公告。

*2 茲提述本公司日期為二零一七年九月二十八日內容有關更改財政年度結算日之公告，向陳先生授出之購股權的歸屬計劃及行使期相應予以更改。

審核委員會

本公司之審核委員會（「審核委員會」）有六位成員，包括非執行董事及獨立非執行董事，即黃耀傑先生（審核委員會主席）、崔占峰教授、熊澄宇教授、陳炳煥先生、方俊博士及彭中輝先生。審核委員會已審閱本公司截至二零一八年三月三十一日止三個月之未經審核綜合業績。

購買、出售或贖回證券

截至二零一八年三月三十一日止三個月，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

承董事會命
中國再生醫學國際有限公司
執行董事
陳春國

香港，二零一八年五月十一日

As at the date of this report, the executive Directors are Mr. Chen Chunguo, and Dr. Ray Yip; the non-executive Directors are Professor Cui Zhanfeng, PhD, DSc, FREng and Professor Xiong Chengyu; and the independent non-executive Directors are Mr. Chan Bing Woon, SBS, JP, Mr. Wong Yiu Kit Ernest, Dr. Fang Jun and Mr. Pang Chung Fai Benny.

This report will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of the publication and will be published on the website of the Company at www.crmi.hk.

於本報告日期，執行董事為陳春國先生及葉雷博士；非執行董事為崔占峰教授，PhD, DSc, FREng及熊澄宇教授；及獨立非執行董事為陳炳煥先生（銀紫荊星章、太平紳士）、黃耀傑先生、方俊博士及彭中輝先生。

本報告將由刊發日期起計至少保留七日於GEM網站www.hkgem.com之「最新公司公告」一頁及於本公司之網站www.crmi.hk內登載。



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