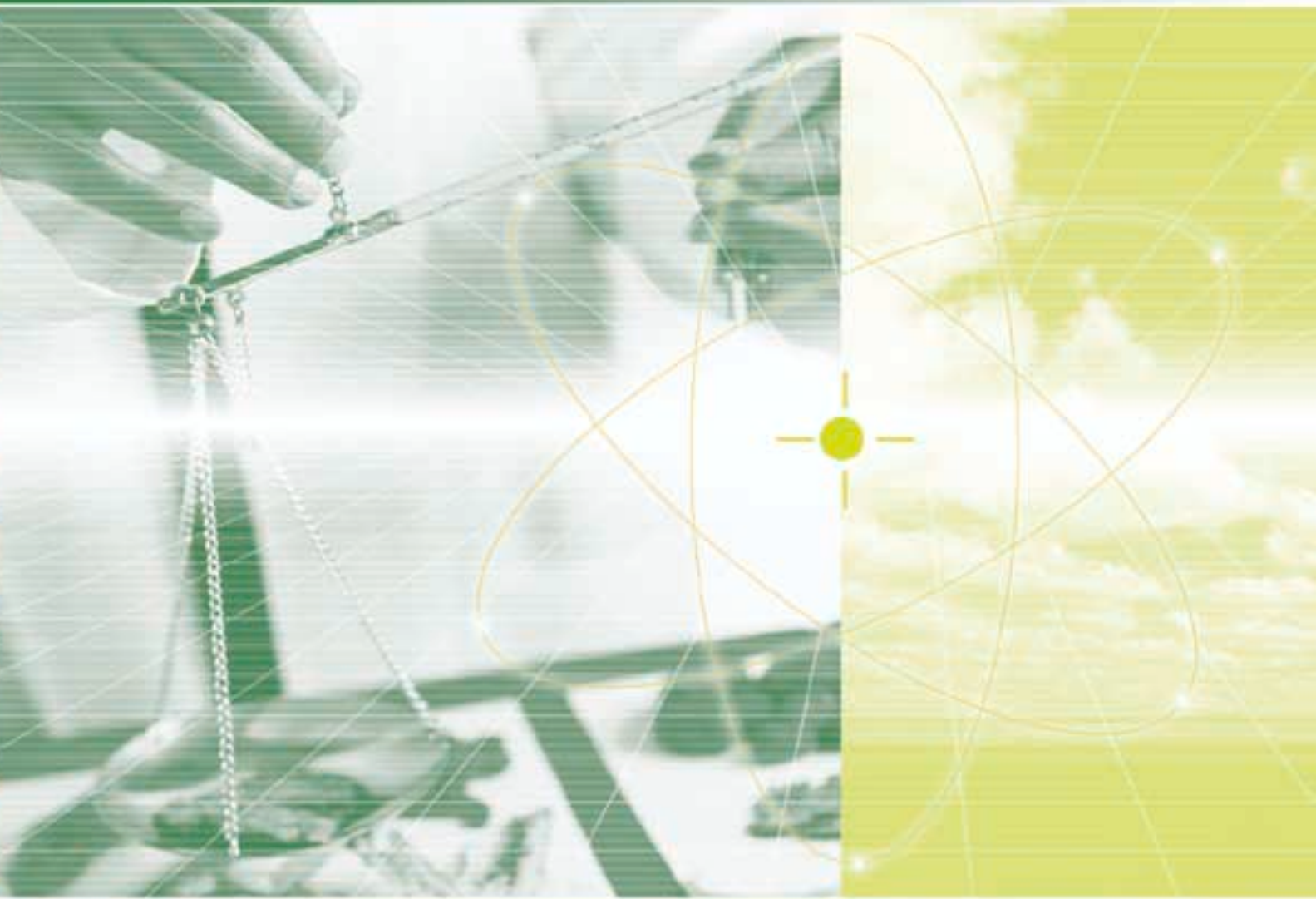




新 醫 藥 控 股 有 限 公 司  
NEW CHINESE MEDICINE HOLDINGS LIMITED  
(incorporated in the Cayman Islands with limited liability)



Annual Report 2004年報

**CHARACTERISTICS OF THE GROWTH ENTERPRISES MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristic of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM. The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazette newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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*This report, for which the directors (the “Directors”) of New Chinese Medicine Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to New Chinese Medicine Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板乃為帶有高投資風險之公司提供一個上市之市場。尤其在創業板上市之公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市公司新興之性質使然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。創業板發佈資料之主要方法為在聯交所為創業板而設之創業板網頁刊登。上市公司毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資之人士應注意彼等能閱覽創業板網頁，以便取得創業板上市發行人之最新資料。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照香港聯合交易所有限公司創業板上市規則之規定提供有關新醫藥控股有限公司之資料。新醫藥控股有限公司各董事就本報告所載資料之準確性共同及個別承擔全部責任，且在作出一切合理查詢後確認，就彼等所知及所信：(1)本報告所載資料各主要內容均準確完備，且並無誤導；(2)本報告並無遺漏任何其他事實，致使本報告之內容有所誤導；及(3)本報告所表達之意見已經審慎周詳考慮後始行發表，並以公平合理之基準或假設為基礎。



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Annual Report 2004年報

Corporate Information 公司資料	2
Chairman's Statement 主席報告書	4
Management Discussion and Analysis 管理層討論及分析	5
Comparison of Business Objective with the Actual Business Progress 業務目標與實際業務進展之比較	8
Profile of Directors 董事簡介	14
Directors' Report 董事會報告書	16



C O N T E N T S — ● — 目 錄

Auditors' Report 核數師報告	22
Consolidated Income Statement 綜合收益表	25
Consolidated Balance Sheet 綜合資產負債表	26
Balance Sheet 資產負債表	27
Consolidated Statement of Changes in Equity 綜合股權變動表	28
Consolidated Cash Flow Statement 綜合現金流量表	29
Notes to the Financial Statements 財務報表附註	31
Financial Summary 財務概要	64

## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Wong Cheah Foo (*Chairman*)  
Leung Oi Wah (*Vice-chairlady*)  
Kam Yiu Ming, Wilfred (*Director*)  
Gao Junqing (*Director*)  
Lin Daquan (*Director*)

### 董事會

#### 執行董事

黃齊富 (主席)  
梁愛華 (副主席)  
甘耀明 (董事)  
高俊清 (董事)  
林大全 (董事)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Junya Kabeya  
Tsoi Chi Yin

### 獨立非執行董事

壁谷順也  
蔡志賢

### COMPANY SECRETARY

Kam Yiu Ming, Wilfred

### 公司秘書

甘耀明

### COMPLIANCE OFFICER

Leung Oi Wah

### 監察主任

梁愛華

### QUALIFIED ACCOUNTANT

Wong Cheah Foo

### 合資格會計師

黃齊富

### AUTHORISED REPRESENTATIVES

Leung Oi Wah  
Kam Yiu Ming, Wilfred

### 法定代表

梁愛華  
甘耀明

### AUDIT COMMITTEE

Tsoi Chi Yin  
Junya Kabeya  
Wong Cheah Foo

### 審核委員會

蔡志賢  
壁谷順也  
黃齊富

### LEGAL ADVISORS

Philip T.F. Wong & Co.

### 法律顧問

黃德富律師行

### SPONSOR

Kingston Corporate Finance Limited

### 保薦人

金利豐財務顧問有限公司

### AUDITORS

T.K. Choi and Company and P Tse & Company

### 核數師

傑德信會計師事務所及謝平廣會計師事務所

### PRINCIPAL BANKER

Bank of China (Hong Kong) Limited

### 主要往來銀行

中國銀行(香港)有限公司

# CORPORATE INFORMATION 公司資料

## REGISTERED OFFICE

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## 註冊辦事處

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

1st Floor  
Wing Fai Shopping Arcade  
52 Wing Kwong Street  
Hunghom, Kowloon  
Hong Kong

## 香港主要營業地點

香港  
九龍  
紅磡  
榮光街52號  
榮輝商場1樓

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Standard Registrars Limited  
G/F, BEA Harbour View Centre  
56 Gloucester Road, Wanchai  
Hong Kong

## 香港股份過戶登記分處

標準證券登記有限公司  
香港  
灣仔告士打道56號  
東亞銀行港灣中心地下

## GEM STOCK CODE

8085

## 創業板股份編號

8085

## WEBSITE ADDRESS

<http://www.newchinesemedic.com>

## 網址

<http://www.newchinesemedic.com>

## CHAIRMAN'S STATEMENT 主席報告書

On behalf of the board of Directors, I am pleased to present the annual results of New Chinese Medicine Holdings Limited ("the Company") and its subsidiaries (the "Group") for the year ended 31 March, 2004.

The Group continued to face some serious challenges in the financial year under review. The outbreak of severe acute respiratory syndromes ("SARS") in March, 2003 lasted the first quarter of our financial year. The negative sentiment of the overseas travellers, especially the Japanese tourists, took much longer time to change. The Group suffered from substantial drop in tourists' visit to and sales revenue of its retail outlet in Hong Kong. The Group also observed a surge in mainland China visitors to Hong Kong with the lifting of travel restrictions for independent Chinese travellers. The Chinese travellers have very different spending habits compared to the Group's major customer focus, the Japanese tourists. The Group is constantly evaluating the situation and its impact.

In face of reduced activities, the Group went through a series of management restructure during the year to reduce operation overheads. On 17 March, 2004, the Company announced a proposal on reduction in its share capital. As explained in the circular to shareholders, this will upon court approval provide greater flexibility to the Company in pricing future capital raising exercises when circumstances arise. Besides, the Group has been actively exploring ways to diversify its core business in reaction to changes in market circumstances.

Looking ahead, the Group will ride on its experience in tourism trade, with diversified product range that can cater for the independent Chinese travellers. The Group will actively seek strategic business partners to further its business objective in the development and marketing of health supplement products.

### APPRECIATION

On behalf of the board of Directors, I would like to take this opportunity to express our sincere appreciation to all our clients, investors, business partners and staff for their continued support and confidence. We shall endeavour to explore every potential opportunity to improve on the business results and investment returns in the year ahead.

**Wong Cheah Foo**  
Chairman

Hong Kong, 25 June, 2004

本人謹代表董事會欣然呈報新醫藥控股有限公司(「本公司」)及其附屬公司(「本集團」)於截至二零零四年三月三十一止年度的年度業績。

於回顧財政年度內，本集團依然面對萬重挑戰。非典型肺炎(「SARS」)於二零零三年三月開始爆發，並在本年度之首季肆虐。海外旅客(尤其是日本旅客)對香港的負面觀感需更長的時間才能扭轉。本集團因此而蒙受影響，光臨香港零售店舖旅客人數及零售店舖銷售收入均大幅下降。本集團亦觀察到，隨著中國解除個人遊的限制，來自中國大陸旅港遊客激增。國內旅客的消費習慣跟本集團的主要客戶(日本旅客)非常不同。本集團一直都在評估狀況及研究所帶來的影響。

面對經營收縮，本集團在年內採取一系列措施，精簡管理架構，以減少經營開支。於二零零四年三月十七日，本公司公佈削減其股本之建議。誠如致股東之通函所詮釋，經法庭批准後，此舉將於日後時機適合時，為本公司在集資活動定價帶來更大靈活性。此外，本集團一直積極探索各種方法，將其核心業務作多元化發展，以回應市場環境的變化。

展望將來，本集團將利用本身在旅遊貿易方面的經驗，讓產品種類更多樣化，迎合國內個人遊旅客的需要。本集團將積極尋求策略性業務夥伴，促進其開發及推廣保健產品的業務目標。

### 致謝

本人謹藉此機會，代表董事會對所有客戶、投資者、業務夥伴及全體員工對本集團一直的支持及信心衷心致謝。我們將竭盡所能，探索每一個有潛質的機會，以改善來年的經營業績及投資回報。

主席  
黃齊富

香港，二零零四年六月二十五日

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

## BUSINESS REVIEW AND OUTLOOK

### Retail business

The Group's core business in tourist trade was seriously affected by the severe acute respiratory syndromes ("SARS") in March, 2003. The Group's retail outlet in Hong Kong was closed from early April, 2003 and was reopened in mid-July, 2003. Though SARS was brought under control in June, 2003, more time was needed to build up the visitors' confidence, especially Japanese tourists, in coming to Hong Kong. In January, 2004, what turned out to be isolated SARS cases in northern China kept the tourists away again. Then, there was the avian flu in the Asian countries. The tourist industry and the Group's business had been adversely affected by a string of infectious diseases and health issues. As a result, the number of Japanese tourists visiting our retail outlet dropped dramatically to 2,592 (2003: 49,608).

### E-commerce business

The development of the E-commerce business is to a large extent reliant on the registration of Japanese tourists' during their visit to our retail outlet. The reduced number of visitors had resulted in poor performance of our E-commerce business. However, the overall traffic on business enquiries was sustainable through the internet.

### Distributorship

During the year, the Group had been active in seeking overseas distributors for its key products and third party licensed products. While the Group had yet to realise any economic benefits from distributorship, its extensive markets network will support the expansion beyond the Hong Kong based retail business.

### Prospects

The Group is currently restructuring its retail outlet to cater for independent Chinese travellers from mainland China. Riding on the Group's experience in tourist trade, the Group will widen the product range by working with third party suppliers. We expect the number of mainland Chinese visitors to increase in the coming year and we are confident with our retail outlet business in Hong Kong.

The Group has recently reached some principal agreements to distribute health supplements from two mainland health product manufacturers to areas outside mainland China. This will support our development in marketing network for our in-house and third-party licensed products in the coming year.

## 業務回顧及展望

### 零售業務

本集團核心業務旅客貿易受於二零零三年三月爆發之非典型肺炎(「SARS」)嚴重影響。本集團在香港之零售店舖曾於二零零三年四月初暫時關閉，並於二零零三年七月中重新啟用。雖然SARS疫潮已於二零零三年六月受到控制，惟需要更多時間讓旅客(尤其是日本旅客)重建旅港信心。於二零零四年一月，華北地區出現隔離SARS個案，再加上亞洲多國發現禽流感，這再次令遊客卻步。旅遊業及本集團業務受到一連串傳染病及健康事件所嚴重影響。因此，光臨本集團零售店舖之日本旅客人數劇跌至2,592人次(二零零三年：49,608人次)。

### 電子商貿業務

發展電子商貿業務在頗大程度上依賴日本旅客在光臨本集團零售店舖時進行登記。旅客減少令電子商貿業務表現稍遜。然而，透過互聯網作業查詢之整體流量卻保持平穩。

### 分銷

於本年度內，本集團一直積極尋求海外分銷商分銷本身主要產品及第三者授權產品。雖然本集團在分銷業務上尚未獲得經濟利益之同時，其擴泛市場網絡將有助擴展香港零售店舖以外之業務。

### 前景

本集團現正重整其零售店舖，以迎合來自中國大陸之個人遊旅客。憑藉本集團在旅遊貿易之經驗，本集團將聯同第三供應商擴闊產品範疇。本集團預期國內旅客數目會在來年增加，對本集團在香港之零售店舖業務充滿信心。

本集團最近與國內兩家健康產品製造商訂立在中国大陸以外地區分銷若干保健產品訂立若干主體協議。此舉在來年可支持本集團發展市場推廣網絡，分銷本集團自行研製及第三者授權產品。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### FINANCIAL REVIEW

For the year ended 31 March, 2004, the Group recorded a turnover of approximately HK\$636,000 (2003: approximately HK\$14,021,000) and a net loss attributable to the shareholders of approximately HK\$23,887,000 (2003: approximately HK\$27,647,000).

The gross profit margin at around 44% was consistent with that in the last year. There was not much changes in the retail price structure except for some product promotions. The cost of good sold was stable with management effort in controlling the stock holding level.

In view of the current economic conditions, the Group did a detailed review of its assets and being prudent made provisions for the obsolete stocks, balance on technical know-how and some overdue receivables from expired agreements.

In March, 2004, the Group management had successfully negotiated a long-term loan from an independent party to finance the working capital of the Group. The Group is confident that with the provision of additional working capital, it can further pursue the business objectives, as fine-tuned to match the changes in external economic circumstances.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL RESOURCES

As at 31 March, 2004, the Group had cash and bank balances of approximately HK\$215,000 (2003: approximately HK\$751,000).

The Group obtained a long-term loan of upto HK\$10,000,000 on 5 March, 2004 to satisfy the working capital requirements of the Group. Repayment is due after one year and interest on outstanding amount is 5.25% per annum. Besides the above and except for short-term bank overdraft, the Group did not have any bank borrowing as at 31 March, 2004.

As a result of the provisions on obsolete stocks, balance on technical know-how and some overdue receivables from expired agreements the Group showed total net liabilities of approximately HK\$13,535,000 at 31 March, 2004 (2003: total net assets of approximately HK\$10,114,000)

### 財務回顧

截至二零零四年三月三十一日止年度，本集團錄得營業額約636,000港元(二零零三年：約14,021,000港元)及股東應佔虧損淨額約23,887,000港元(二零零三年：約27,647,000港元)。

毛利率約44%與去年一致。除若干推廣產品外，零售定價結構並無太大改變。管理層努力控制存貨水平，令銷售貨品成本保持穩定。

鑑於目前經濟狀況，本集團曾就其資產進行詳細評估，並為審慎計，就過時產品、專業技術結存及若干到期協議之過期應收賬款作出撥備。

於二零零四年三月，本集團管理層成功與一獨立第三者磋商長期貸款，以便撥資本集團營運資金。隨著提供額外營運資金，就外在經濟環境轉變作微調，本集團滿有信心將可促進業務目標。

### 流動資金、財政資及資本架構

於二零零四年三月三十一日，本集團現金及銀行結存約為215,000港元(二零零三年：約751,000港元)。

於二零零四年三月五日，本集團獲取最多合共10,000,000港元之長期貸款，以滿足本集團營運金所需。貸款須多於一年後才償還，年息為尚未償還款額之5.25%。於二零零四年三月三十一日，除上述貸款及短期銀行透支外，本集團並無任何銀行信貸。

因就過時產品、專業技術餘額及若干到期協議之過期應收賬款作出撥備，本集團總負債淨額於二零零四年三月三十一日約為13,535,000港元(二零零三年：資產淨值約10,114,000港元)。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### FOREIGN CURRENCY RISK

The Group has foreign currency risk as a significant portion of the Group's turnover is denominated in the Japanese Yen. Fluctuation of the exchange rates of Hong Kong dollars against the Japanese Yen could affect the Group's results of operations.

The Group closely monitors its foreign currency exposure by converting the Japanese Yen received from the customers as soon as practicable and does not hold position on Japanese Yen.

### CHARGES ON GROUP ASSETS

As at 31 March, 2004, none of the Group's assets was pledged as security for liabilities (2003: Nil).

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year, the Group did not have any material acquisitions or disposal of subsidiaries and affiliated companies.

### CONTINGENT LIABILITIES

As at 31 March, 2004, the Group had no contingent liabilities (2003: Nil).

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 March, 2004, the Group employed a total of 8 full-time staff (2003: 21). Remuneration is determined by reference to market terms, the performance, qualifications and experience of each individual employee. Discretionary bonus based on individual performance and profit of the Group will be paid to employees as recognition of and reward for their contributions. Other benefits include Share Option Scheme for eligible employees.

### 外匯風險

本集團承受外匯風險，因為本集團大部份營業額均以日圓定值。港元兌日圓率變動會影響本集團經營業績。

本集團在收取客戶的日圓後，即盡可能馬上將之兌換，而不會持有日圓，以密切監視所承受的外匯風險。

### 集團資產抵押

於二零零三年三月三十一日，本集團並無為負債而將資產作抵押(二零零三年：無)。

### 附屬公司及聯營公司之重大收購及出售

於本年度，本集團並無任何重大收購或出售附屬公司及聯屬公司。

### 或然負債

於二零零四年三月三十一日，本集團並無或然負債(二零零三年：無)。

### 僱員及酬金政策

於二零零三年三月三十一日，本集團合共聘用約8名(二零零三年：21名)員工。酬金乃參考市場條款、個別員工表現、學歷及經驗而定。酌情花紅乃按照表現及對本集團得益而向個別員工發放，作為對其貢獻之肯定及獎勵。其他福利包括讓合資格僱員參與「認購股權計劃」。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

Set out below is a comparison between the Group's actual business progress up to 31 March, 2004 and its business objectives as stated in the prospectus of the Company dated 25 February, 2002:

以下為本集團截至二零零四年三月三十一日止之實際業務進展與刊載於本公司於二零零二年二月二十五日刊發之售股章程所述之業務目標之比較：

### I. TO EXPAND RESEARCH AND DEVELOPMENT CAPABILITY AND PRODUCT LINES ON CHINESE MEDICINE AND HEALTH SUPPLEMENT PRODUCTS

### I. 擴充中藥及保健產品之研究及開發實力以及產品系列

#### Proposed project progress

建議項目進展

#### Actual project progress

實際項目進展

#### *Research and development on Chinese medicine products*

研究及開發中藥產品

Conduct research and development projects  
Launch new Chinese medicine products

The formulation and literature research on the development of additional Chinese medicine product that are completed at this stage are retained for future development. No further research and development projects was commenced during the year. Pending on the full completion of product research and development, the launch of new products will be further considered.

進行研究及發展項目  
推出全新中藥產品

現階段已完成之額外中藥產品之構思及文獻研究工將保留作進一步開發。於年內，集團並無開始進一步研究及開發項目。待產品研究及開發全面完成後，將進一步考慮推出全新產品。

#### *Research and development on health supplement products*

研究及開發保健產品

Conduct research and development projects

The 8 health supplement products have obtained approval by the Ministry of Health, Labour and Welfare in Japan. No further research and was development project commenced during the year.

進行研究及發展項目

8種保健產品已獲得日本厚生省批准。於年內，集團並無開始進一步之研究及開發項目。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

### Proposed project progress

#### 建議項目進展

Launch health supplement products

推出保健產品

### Joint research and development

#### 共同研究及發展

Discuss with Hong Kong/overseas research institutes  
Enter into joint research cooperative conduct research and development majors arrangement  
與香港／海外研究機構商討  
訂立聯合研究合作安排進行研究及開發項目

## II. TO PURSUE GEOGRAPHICAL EXPANSION OF DISTRIBUTION NETWORK IN THE PRC AND OF THE CUSTOMER BASE

### Proposed project progress

#### 建議項目進展

### PRC distribution outlets

#### 中國分銷店

Establish distribution outlets in Beijing and Hangzhou

在北京及杭州開設分銷店

Market the PRC distribution outlets to tour agencies

向旅行社推廣中國分銷店

Identify site location for the outlet in Xian

為西安分銷店選址

### Actual project progress

#### 實際項目進展

No additional health supplement product was launched during the year. Pending on cooperative partners' arrangement, the market for the 8 health supplement products will be further developed.

於年內，並無推出全新保健產品。待合作夥伴有所安排後，將進一步開發該8種保健產品之市場。

Discussion was on-going with some PRC research institutes, no agreement was reached during the year.

持續與若干中國研究機構進行討論，於年內並無達成任何協議。

## II. 繼續在中國擴充分銷網絡及增強客戶基礎

### Actual project progress

#### 實際項目進展

The Hangzhou outlet was opened for a period but closed due to unsatisfactory results. Overall, the proposed project was suspended, pending on cooperative partners' arrangement and market demand on choice of outlet locations.

杭州分銷店啟用了一段時間，惟因成績未如理想，現已關閉。整體而言，建議項目暫停，待合作夥伴安排及市場對店鋪選址之需求後方進行。

No further development after the unsatisfactory result of the Hang Zhou outlet operation in the last year.

去年杭州分銷店經營業績未如理想，之後並無進一步發展。

The plan was suspended, pending on cooperative partners' arrangement and market demand on choice of outlet locations.

該計劃暫停，待合作夥伴安排後方進行及市場對店鋪選址之需求。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

### Proposed project progress

建議項目進展

#### *E-customer referral programme*

網上客戶推薦計劃

Establish overseas membership centers in Japan

在日本成立海外會員中心

Launch membership promotional campaigns

推出會員推薦計劃

#### *Expansion to overseas markets*

開拓海外市場

Discuss with US distributors, wholesalers and/or large  
Enter into agreements with US distributors,  
wholesalers and/or large chain stores

與美國分銷商、批發商及／或大型連鎖店商討

與美國分銷商、批發商及／或大型連鎖店訂立協議

Conduct feasibility studies on distributing products  
to Australia and New Zealand

就分銷產品至澳洲及新西蘭進行可行性研究

Discuss with distributors, wholesalers and/or large  
chain stores in Australia and New Zealand

Enter into agreements with distributors, wholesalers  
and/or large chain stores in Australia and

New Zealand

與澳洲及新西蘭分銷商、批發商及／或

大型連鎖店進行商討與澳洲及

新西蘭分銷商、批發商及／或

大型連鎖店訂立協議

### Actual project progress

實際項目進展

The overseas membership centre was in operation during the year but the result was unsatisfactory. The membership service was reverted back to the Hong Kong office from 2 May, 2004 after the membership centre in Tokyo ceased operation on 30 April, 2004.

海外會員中心已於年內運作，惟業績並不理想。香港辦事處於二零零四年五月取代會員服務，而東京會員中心於二零零四年四月三十日停止經營。

Further postponed due to poor economic circumstances. This will be reconsidered in the coming year in dealing with the mainland visitors.

因經濟環境欠佳，再度延期並在來年處理大陸旅客後再作考慮。

The Group continued to explore on overseas market opportunities but has yet to enter into any agreement with overseas distributors. 本集團繼續探索海外市場發展機會，但現時未與海外分銷商訂立任何協議。

The feasibility study is finished in previous year.

可行性研究已在上年完成。

During the year, the Group continued to look for suitable business partners in these two countries.

在年中，本集團繼續在該兩個國家尋找其他合適業務夥伴。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

### III. TO EXTEND BUSINESS INTO E-COMMERCE AND TO UTILISE THE INTERNET AS MARKETING MEDIUM

#### Proposed project progress

##### 建議項目進展

#### Health Portal

##### 保健入門網站

Review the software and hardware support and upgrade the computer system and enhance features on the portal

檢討軟件及硬件支援及提升電腦系統以及增加入門網站之特色

Translate the portal content into Korean

將入門網站內容翻譯為韓文

"Medicine Street"

Continue to construct "Medicine Street"

「醫藥街」

繼續建造「醫藥街」

Add new products to "Medicine Street"

將新產品加入「醫藥街」

Promote "Medicine Street" to the PRC pharmaceutical manufacturers through other portals, exhibitions, newsletters and other traditional media

透過其他入門網站、展覽會、簡訊及其他傳統媒介向中國製藥商推廣「醫藥街」

Promote "Medicine Street" to the international pharmaceutical manufacturers through other portals, exhibitions, newsletters and other traditional media

透過其他入門網站、展覽會、簡訊及其他傳統媒介

向國際製藥商推廣「醫藥街」

Continue to identify and enter into on-line distribution agreements with pharmaceutical manufacturers

繼續物色藥品製造商以及與製藥商訂立網上分銷協議

### III. 拓展業務至電子商貿及利用互聯網作為市場推廣媒介

#### Actual project progress

##### 實際項目進展

There was constant monitoring of the performance of the computer system during the year. There was no particular investment to further enhance the portal at this stage. 於年內，集團經常監察電腦系統之表現。現時階段無進一步投資提升入門網站。

Further postponed, as no qualified translator has been identified to conduct the project. 因尚未物色合資格翻譯師進行有關項目而再延期。

The "Medicine Street" project was suspended, pending on cooperative partners' arrangement.

「醫藥街」項目暫停，待合作夥伴安排後方進行。

Further delayed because the "Medicine Street" was still under consideration. Will resume activities upon completion of the "Medicine Street".

再延期，由於「醫藥街」尚在考慮階段，待「醫藥街」完成後即會恢復有關工作。

Further delayed and will resume activities upon completion of the "Medicine Street".

再延期並將於「醫藥街」完成後即會恢復有關工作。

Further delayed and will resume activities upon completion of the "Medicine Street".

再延期並將於「醫藥街」完成後即會恢復有關工作。

Further delayed and will resume activities upon completion of the "Medicine Street".

再延期並將於「醫藥街」完成後即會恢復有關工作。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

### **Proposed project progress**

#### **建議項目進展**

Continue to establish b2b sales and marketing team

繼續建立b2b 銷售及市場推廣隊伍

### **Provision of information on Chinese medicine and health supplement products**

#### **提供有關中藥及保健產品之資料**

Continue to update information in the Group's portal

繼續更新本集團入門網站之資料

### **E-education platform**

#### **電子教學平台**

Construct of the e-education platform  
Finalise course structure and materials

建造電子教學平台  
落實課程結構及教學材料

### **Actual project progress**

#### **實際項目進展**

Further delayed and will resume activities upon completion of the "Medicine Street".  
再延期並將於「醫藥街」完成後即會恢復有關工作。

The Group's portal was updated during the year, as appropriate.

於年內，本集團之入門網站已適當地作更新。

The project continued to be suspended as there was direct competition from other online education operation by a local university.  
維持暫停，因為本地一間大學開辦網上教學而構成直接競爭。

## COMPARISON OF BUSINESS OBJECTIVES WITH THE ACTUAL BUSINESS PROGRESS 業務目標與實際業務進展之比較

### USE OF PROCEEDS FROM PLACING AND PUBLIC OFFER

The Company obtained net proceeds, after deducting related expenses of approximately HK\$27 million from the placing and public offer of shares. During the period from 7 March, 2002 (date of listing) to 31 March, 2004, the Group has incurred the following amounts to achieve the business objectives as set out in the prospectus:

### 配售及公開發售所得款項用途

在扣除有關開支後，本公司從配售及公開發售股份所得款項淨額為27,000,000港元。於由二零零二年三月七日(上市日期)至二零零四年三月三十一日期間內，本集團曾動用下列款額達成售股章程刊載業務目標：

		<b>Intended Funding</b> 擬動用資金 HK\$'000 千港元	<b>Actual Funding</b> 實際動用資金 HK\$'000 千港元
Expansion of R&D capability and product lines on Chinese medicine and health supplement products	擴充中藥及保健產品之研究及開發實力以及產品系列	6,500	9,991
Expansion of distribution network in the PRC, and its customer base development of "e-customer referral programme", and development of overseas markets	擴充中國分銷網絡及客戶基礎、發展「電子客戶介紹計劃」及發展海外市場	14,500	4,651
Health portal enhancement, e-commerce development and provision of on-line education	增強保健入門網站、發展電子商貿及提供網上教學	5,000	931
Expansion of Hong Kong office	擴充香港辦事處	-	165
General working capital	一般營運資金	500	11,000
<b>Total</b>	<b>總計</b>	<b>26,500</b>	<b>26,738</b>

#### Notes:

As indicated in the comparison of business objectives with the actual business progress, the Group had over the past periods followed the business objectives set out in the prospectus and adjustments made as appropriate. However, due to changes in economic circumstances, the Group had suffered losses in the past periods and the funding from the placing and public offer of shares was directed to working capital provisions.

#### 附註：

誠如業務目標與實際業務進展之比較所示，本集團在過去期間除適當的修正外，已緊隨售股章程所述業務目標。然而，由於經濟環境轉變，本集團在過去期間蒙受虧損，而配售及公開發售股份所籌得之資金已撥作營運資金使用。



## PROFILE OF DIRECTORS 董事簡介

### DIRECTORS

#### Executive Directors

**Mr. Wong Cheah Foo**, aged 55, is the chairman of the Group. Mr. Wong is responsible for overseeing the formulation of corporate strategy of the Group. Mr. Wong joined the Group in October, 1994. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants and has over 10 years of management experience.

**Mr. Kam Yiu Ming, Wilfred** aged 43, is the Chief Executive Officer of the Group. Mr. Kam is responsible for the overall management and business operation of the group. Mr. Kam joined the Group in March, 2004. Mr. Kam is an associate member of the Institute of Chartered Accountants England and Wales and the Hong Kong Society of Accountants. He has over 20 years of business and professional management experiences in Hong Kong and abroad.

**Ms. Leung Oi Wah**, aged 37, is the vice chairlady and founder of the Group. Ms. Leung is responsible for the Group's strategic planning, retail operations and e-customer referral programme. Ms. Leung has over 10 years of experience in the tourist-retailing business and is a pioneer in introducing modernised Chinese medicine into Japanese tourist industry in Hong Kong.

**Mr. Gao Junqing**, aged 73, is the co-director of research and development and is responsible for overseeing the Group's research and development, in particular regarding the proprietary Chinese medicine and health supplement products. Prior to joining the Group in October, 2000, Mr. Gao had been supportive to the Group through the collaboration between the Company and SRI. Mr. Gao is also the director of the SRI and a committee member of a number of research institutes of Chinese medicine in the PRC. In addition, Mr. Gao has undertaken teaching and senior management roles in various universities such as the West China University of Medical Sciences in the PRC for over 40 years.

**Professor Lin Daquan**, aged 63, is the co-director of research and development, in particular regarding bio-technology related subject. Professor Lin has been a professor of biomedical engineering at Chengdu University of Science and Technology since 1992 and the vice director of the SRI. Professor Lin graduated from the Sichuan University, majored in bio-physics. He is the president of the Sichuan University's research centre for human engineering and medical equipment. Professor Lin joined the Group in October, 2000.

#### 董事

#### 執行董事

**黃齊富先生**，55歲，本集團主席，負責監督企業策略之制定。黃先生於一九九四年十月加盟本集團。黃先生為英國特許公認會計師公會資深會員，擁有超過十年管理經驗。

**甘耀明先生**，43歲，本集團行政總裁。甘先生負責本集團的整體管理及業務經營。甘先生於二零零四年三月加盟本集團。甘先生為英國特許會計師公會及香港會計師公會的會員。彼擁有逾20年香港及國外業務及專業管理經驗。

**梁愛華女士**，37歲，本集團副主席及創辦人，負責本集團之策略計劃，零售業務及電子客戶介紹計劃。梁女士在旅遊零售業方面擁有超過十年經驗，並為向來港日本遊客推介現代中藥之先驅。

**高俊清先生**，73歲，研究及開發聯席董事，負責監督本集團之研究及發展，尤其是有關中成藥及保健產品。高先生於二零零零年十月加盟本集團前，已透過本公司與四川新醫藥研究所之協作關係協助本集團。高先生亦為四川新醫藥研究所所長，並為中國多間中醫藥研究院委員會委員。高先生四十多年來均在中國多間大學(例如華西醫科大學)擔任教職及高級管理職位。

**林大全教授**，63歲，研究及開發聯席董事(尤其有關生物科技相關科目)。自一九九二年起，林教授一直為成都科技大學生物醫學工程教授，並為四川新醫藥研究所副所長。林教授畢業於四川大學，主修生物物理學。彼為四川大學人類工程及醫學儀器研究中心總監。林教授於二零零零年十月加盟本集團。

## PROFILE OF DIRECTORS 董事簡介

Professor Lin has participated in extensive researches in anthropomorphic radiological phantom, bio-physical functional materials and synthesis of artificial radiological equivalent materials. In recognition of his fine work in the field of bio-physics, Professor Lin has been awarded the National Invention Award of China and the Scientific and Technological Award of the Ministry of Public Health of China. He is also listed in the "Five Hundred Leaders of Influence" published by the American Biographical Institute.

### Independent non-executive Directors

**Mr. Junya Kabeya**, aged 67, graduated with a degree in political science from the Waseda University in 1959 and is currently the managing director of two trading companies after his retirement from the Japan based international airline group of companies in 1999.

**Mr. Tsoi Chi Yin**, aged 48, Mr. Tsoi is a member of Hong Kong Institute of Real Estate Administration. Prior to joining the Company in May, 2003, Mr. Tsoi has 22 years of experience in building consultancy works. Mr. Tsoi is currently an executive director of a building consultancy firm in Hong Kong.

林教授曾經參與擬人放射剖視、生物物理機能物料及人工放射性相等物料之合成等深入研究工作。林教授在生物物理方面造詣深厚，廣受推許，曾榮獲「中國國家發明獎」及中國衛生部所頒發之「科學及技術獎」，更名列 American Biographical Institute 所公佈「五百位最具影響力領袖」之列。

### 獨立非執行董事

**壁谷順也先生**，67歲，壁谷先生於一九五九年畢業於早稻田大學，持有政治科學學位。一九九九年自一間日本國際航空集團公司退休之後，壁谷先生目前正擔任兩間貿易公司之董事總經理。

**蔡志賢先生**，48歲，蔡先生為香港地產行政人員協會會員。彼於二零零三年五月加入本公司之前，於建築顧問業累積22年經驗。蔡先生現時為香港一間建築顧問公司之執行董事。

## DIRECTORS' REPORT 董事會報告書

The directors present their annual report and the audited financial statements for the year ended 31 March, 2004.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company with its Shares Listed on the Growth Enterprise Market ("GEM") of the Stock Exchange Hong Kong Limited (the "Stock Exchange"). The activities of its principal subsidiaries are set out in note 33 to the financial statements.

### RESULTS

The results of the Group for the year ended 31 March, 2004 are set out in the consolidated income statement on page 25.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 13 to the financial statements.

### DIRECTORS

The directors of the Company during the year and up to the date of this report were:

#### Executive directors:

Mr. Wong Cheah Foo (*Chairman*)  
 Ms. Leung Oi Wah (*Vice-Chairlady*)  
 Mr. Kam Yiu Ming Wilfred  
 (appointed on 12 May, 2004)  
 Mr. Gao Junqing  
 Professor Lin Daquan  
 Mr. Lau Ka Ho  
 (resigned on 24 March, 2004)

#### Independent non-executive directors:

Mr. Junya Kabeya  
 Mr. Tsoi Chi Yin  
 (appointed on 14 May, 2003)  
 Ms. Wan Choi Ha  
 (resigned on 28 July, 2003)

In accordance with the provisions of the Company's Articles of Association, Mr. Wong Cheah Foo, Ms. Leung Oi Wah and Mr. Kam Yiu Ming, Wilfred will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

本公司董事會謹此呈報董事年度報告及截至二零零四年三月三十一日止年度經審核財務報表。

### 主要業務

本公司乃一間投資控股公司，其股份於香港聯合交易所有限公司（「聯交所」）之創業板（「創業板」）上市。其主要業務活動載於財務報表附註33。

### 業績

本集團截至二零零四年三月三十一日止年度之業績載於第25頁綜合收益表內。

### 物業、廠房及設備

本集團於本年度內之物業、廠房及設備詳情載於財務報表附註13。

### 董事

本公司於本年度及直至本報告刊發日期之董事如下：

#### 執行董事：

黃齊富先生（主席）  
 梁愛華女士（副主席）  
 甘耀明先生  
 （於二零零四年五月十二日獲委任）  
 高俊清先生  
 林大全教授  
 劉家豪先生  
 （於二零零四年三月二十四日辭任）

#### 獨立非執行董事：

壁谷順也先生  
 蔡志賢先生  
 （於二零零三年五月十四日獲委任）  
 溫彩霞女士  
 （於二零零三年七月二十八日辭任）

根據本公司之公司組織章程，黃齊富先生、梁愛華女士及甘耀明先生將於即將舉行之股東週年大會上依章退任，惟符合資格並願意膺選連任。

# DIRECTORS' REPORT 董事會報告書

## DIRECTORS' SERVICE CONTRACTS

Each of the executive directors except Mr. Kam Yiu Ming Wilfred has entered into a service agreement with the Company for an initial term of three years commencing from 1 February, 2002, which will continue thereafter until terminated by either party giving to the other not less than three months prior written notice.

Mr. Jun Ya Kabeya's term of office expired on 31 December, 2003 and was renewed for two years to 31 December, 2005.

Mr. Kam Yiu Ming, Wilfred and Mr. Tsoi Chi Yin are appointed for specific terms.

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the "Directors' service contracts", the continuing connected transactions and note 31 to the financial statements, no 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.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 March, 2004, the interests of the directors and chief executive and their respective associates in the share capital of the Company and its associated corporations as recorded in the register required to be maintained by the Company pursuant to Section 29 of the Securities (Disclosure of interests) Ordinance (the "SDI Ordinance") were as follows:

### Interest in

Director 董事	Type of interest 權益類別	the Company's share capital 於本公司股本權益 %	Number of Shares 股份數目
Ms. Leung Oi Wah 梁愛華女士	Corporate (note 1) 企業(附註1)	42.82%	200,800,641
Mr. Gao Junqing 高俊清先生	Other (note 2) 其他(附註2)	0.342%	1,600,000
Professor Lin Daquan 林大全教授	Other (note 2) 其他(附註2)	0.342%	1,600,000

### Notes:

- These shares are registered in the name of Great Fair Limited ("Great Fair") and Wealth Way Limited ("Wealth Way"). Great Fair and Wealth Way are wholly owned by Ms. Leung Oi Wah ("Ms. Leung").

## 董事服務合約

除甘耀明先生外，各執行董事均與本公司訂立服務協議，由二零零二年二月一日起計，初步為期三年，且會繼續生效直至任何一方發出不少於三個月之預先書面通知終止為止。

壁谷順也先生之任期已於二零零三年十二月三十一日屆滿，並已延期至二零零五年十二月三十一日。

甘耀明先生及蔡志賢先生並無介定任期。

## 董事於重大合約之權益

除於「董事於證券之權益」、持續關連交易及財務報表附註31所披露者外，本公司或其任何附屬公司概無參與訂立致使本公司董事可從中直接或間接擁有重大權益且於本年度完結時仍然有效或本年度任何時間有效之重大合約。

## 董事於證券之權益

於二零零四年三月三十一日，根據香港證券(公開權益)條例(「公開權益條例」)第29條之規定由本公司存置之登記冊所記錄，本公司各董事及行政總裁及彼等之聯繫人士持有之本公司及其聯營公司之股本權益如下：

### 附註：

- 該等股份以 Great Fair Limited (「Great Fair」) 及 Wealth Way Limited (「Wealth Way」) 名稱登記。Great Fair 及 Wealth Way 均由梁愛華女士 (「梁女士」) 全資擁有。

## DIRECTORS' REPORT 董事會報告書

2. These shares are registered in the name of Sichuan Research Institute of New Medicine ("SRI"). Mr. Gao Junqing and Prof. Lin Daquan each owning 5% interest in SRI. The interest of Mr. Gao and Prof. Lin in the share capital of the Company was indirectly reduced to 1,600,000 shares each upon disposal by SRI on 5 May, 2003.

Save as disclosed above, none of the directors or chief executive nor their associates had any interests in any securities of the Company or any of its associated corporations.

### SHARE OPTION SCHEMES

On 1 February, 2002, the Company adopted two option schemes, namely, the "Pre-IPO Share Option Scheme" and the "Share Option Scheme". Particulars of the Pre-IPO Share Option Scheme and the Share Option Scheme are set out in note 25 to the financial statements.

No options have been granted under the Pre-IPO Share Option Scheme and the Share Option Scheme during the year.

### DIRECTORS' AND CHIEF EXECUTIVES' RIGHT TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed in "Directors' and chief executives' interests in securities" and "Share Option Schemes" above, at no time during the year was the Company, or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the directors or the chief executive; or their spouses or children under the age 18 had any right to subscribe for the securities of the Company, or had exercised any such right.

2. 該等股份以四川新醫藥研究所名稱登記。高俊清先生及林大全教授各自擁有四川新醫藥研究所股本5%權益。高先生及林教授於本公司之股東權益因四川新醫藥研究所在二零零三年五月五日出售其部份股份，而被間接削減至每人持1,600,000股。

除上文所披露者外，各董事及行政總裁及彼等之任何聯繫人士概無擁有本公司或其任何聯營公司之任何證券權益。

### 購股權計劃

於二零零二年二月一日，本公司採納兩項購股權計劃，分別為「首次公開售股前購股權計劃」及「購股權計劃」。有關首次公開售股前購股權計劃及購股權計劃之詳情，載於財務報表附註25。

在年中，本公司並無根據「首次公開售股前購股權計劃」及「購股權計劃」授出購股權。

### 董事收購股份及債券之權利

除於「董事於證券之權益」及「購股權計劃」所披露者外，於本年度內，本公司或其任何附屬公司概無參與訂立任何安排致使本公司董事可藉收購本公司或任何法人團體之股份或債務證券（包括債券）而獲利，而各董事或其配偶或十八歲以下之子女概無任何認購本公司證券之權利亦不曾行使任何該等權利。

# DIRECTORS' REPORT 董事會報告書

## SUBSTANTIAL SHAREHOLDERS

As at 31 March, 2004, the register of substantial shareholders required to be maintained under Section 16(1) of the SDI Ordinance showed that the following shareholders had an interest of 10% or more of the issued share capital of the Company:

Name of shareholders	股東名稱	Number of shares held 所持股份數目	
		Direct interest 直接權益	Approximate percentage of shareholding 控股概約百分比
Great Fair (note i)	Great Fair (附註i)	89,435,440	19.07%
Wealth Way (note i)	Wealth Way (附註i)	111,365,201	23.75%
Technique Enterprises Limited ("Technique Enterprises") (note ii)	Technique Enterprises Limited ("Technique Enterprises") (附註ii)	49,019,607	10.45%

Notes:

- Great Fair and Wealth Way are wholly owned by Ms. Leung, the Vice-chairlady and the founder of the Group.
- Technique Enterprises is wholly owned by Mr. Cheung Chui who is an independent third party.

Other than as disclosed above, the Company has not been notified of any other interests representing 10% or more of the Company's issued share capital as at 31 March, 2004.

## DONATIONS

The Group did not make any charitable and other donations during the year.

## CONTINUING CONNECTED TRANSACTIONS

Related party transactions entered into by the Group during the year ended 31 March, 2004 are disclosed in note 31 to the financial statements.

During the year, the Group has entered into the following continuing connected transactions under the Rules governing the Listing of Securities on GEM (the "GEM Listing Rules"):

- Pursuant to a tenancy agreement dated October 10, 2000, entered into between Fairco Investments Limited ("Fairco") as lessor and a subsidiary of the Company as lessee, the Group agreed to lease office premises in Hung Hom, Kowloon from the lessor for a term of two years and four months commencing from October 1, 2000 to January 31, 2003 at a monthly rental HK\$75,000 (inclusive of rates, government rent and management fee). The property is occupied by the Group as office.

## 主要股東

於二零零四年三月三十一日，根據本公司遵照公開權益條例第16(1)條而設存之主要股東名冊所示，以下股東持有佔本公司已發行股本10%或以上之權益：

Direct interest 直接權益	Number of shares held 所持股份數目	
	Approximate percentage of shareholding 控股概約百分比	
89,435,440	19.07%	
111,365,201	23.75%	
49,019,607	10.45%	

附註：

- Great Fair及Wealth Way均由本集團副主席及創辦人梁女士全資擁有。
- Technique Enterprises由張聚先生全資擁有，張先生為獨立第三者。

除上文披露者外，本集團未有獲知會有任何人士於二零零四年三月三十一日擁有本公司已發行股本10%或以上之權益。

## 捐獻

本集團於本年度內並無作出慈善及其他捐獻。

## 持續關連交易

本集團於截至二零零四年三月三十一日止年度內訂立之有關連人士交易於財務報表附註31披露。

於本年度內，本集團訂立下列根據創業板證券上市規則（「創業板上市規則」）所述之持續關連交易：

- 根據暉港投資有限公司（「暉港」）（出租人）及本集團一間附屬公司（承租人）於二零零零年十月十日訂立之租賃協議，本集團同意向出租人承租位於九龍紅磡的辦公室，由二零零零年十月一日起至二零零三年一月三十一日，為期兩年零四個月，月租75,000港元（包括差餉、地稅及管理費）。該物業由本集團佔用作辦公室。

## DIRECTORS' REPORT 董事會報告書

Fairco is a subsidiary of Great Fair, which holds 95% of the issue share capital of the lessor. Great Fair is one of the initial management shareholders and for the purpose of the GEM Listing Rules, therefore, a connected person of the Company.

The tenancy agreement was negotiated on an arm's length basis between the Group and Fairco. The Directors are of the opinion that the terms of the agreement are on normal commercial terms, being conducted in the usual and ordinary course of business and are fair and reasonable so far as the shareholders are concerned.

LCH (Asia-Pacific) Surveyors Limited, a firm of independent property valuers, confirmed in the prospectus of the Company issued on 25 February, 2002 (the "Prospectus") that the rental payable under the tenancy agreement is fair and reasonable and the terms of the tenancy agreement are at arm's length and on normal commercial terms.

This transaction is exempted from the reporting, announcement and shareholders' approval requirements under Rules 20.25(3) of the GEM Listing Rules as the annual total consideration of the transaction is less than HK\$1,000,000.

The above mentioned tenancy agreement was terminated on 11 May, 2003. Thereafter, a subsidiary of the Group entered into a new tenancy agreement for the same property with the landlord.

### COMPETING INTEREST

None of the directors or the management shareholders of the Company or their respective associates had an interest in any business which competes or may compete with the business of the Group.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest suppliers of the Group accounted for approximately 100% of the Group's total purchases and the largest supplier of the Group accounted for approximately 41% of the Group's total purchases.

Aggregate sales attributable to the Group's five largest customers were less than 44% of the Group's sales.

None of the directors, their associates or any shareholders of the Company (which to the knowledge of the directors own more than 5% of the issued capital of the Company) had any interest in Group's major suppliers for the financial year ended 31 March, 2004.

暉港為Great Fair一間附屬公司，Great Fair持有出租人已發行股本95%。Great Fair為其中一名上市時管理層股東，因此就創業板上市規則而言，出租人為本公司之關連人士。

租賃協議乃經本集團及暉港公平磋商後方始訂立。董事會認為該協議條款乃根據一般商業條款並在一般及日常商業過程下訂立，且對列位股東而言，乃公平及合理。

獨立物業估值師利駿行測量師有限公司已於本公司於二零零二年二月二十五日刊發之售股章程（「售股章程」）中確認，根據租賃協議應付的租金乃公平及合理，而租賃協議之條款及經公平磋商及按照一般商業條款訂定。

由於該項交易每年的總代價少於1,000,000港元，故獲豁免根據創業板上市規則第20.25(3)條規定作出申報、公佈及取得獨立股東批准。

上述租賃協議已於二零零三年五月十一日終止。其後，本集團與業主就相同物業訂立一新租賃協議。

### 競爭交易

本公司各董事或管理層股東或彼等之聯繫人士概無於與本集團業務競爭或可能與之競爭之任何業務當中擁有權益。

### 主要客戶及供應商

於本年度內，本集團前五名供應商佔本集團總購貨額約100%，而本集團最大供應商佔本集團總購貨額約41%。

綜合本集團應佔銷售額計算，前五名客戶佔本集團銷售額少於44%。

各董事、彼等之聯繫人士及本公司任何股東（就各董事會所知，擁有本公司已發行股本5%以上者）並無於截至二零零四年三月三十一日止財政年度內於上述本集團主要供應商或客戶中擁有任何權益。

# DIRECTORS' REPORT 董事會報告書

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

## BOARD PRACTICES AND PROCEDURES

For the year ended 31 March, 2004, the Company was in compliance with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

## PRE-EMPTIVE RIGHTS

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

## AUDIT COMMITTEE

An audit committee was established on 1 February, 2002 with written terms of reference in compliance with the relevant GEM Listing Rules. The audit committee comprises of non-executive directors, Mr. Junya Kabeya and Mr. Tsoi Chi Yin, and the Chairman of the Group, Mr. Wong Cheah Foo.

During the year, the audit committee held two meetings for the purpose of reviewing the Company's reports and accounts, and providing advice and recommendations to the Board of Directors.

## SPONSORS' INTERESTS

Neither Kingston Corporate Finance Limited ("Kingston") nor its directors, employees or associates (as referred to Note 3 of Rule 6.35 of the GEM Listing Rules) had any interest in any class of securities of the Company or any other company in the Group (including options or right to subscribe for such securities) as at 31 March, 2004.

Pursuant to the agreement dated 7 March, 2002 entered into between the Company and Kingston, Kingston acted as the Company's continuing sponsor. The agreement expired on 31 March, 2004.

## AUDITORS

Deloitte Touche Tohmatsu resigned as auditors of the Company on 19 May, 2004. At an Extraordinary General Meeting held on 4 June, 2004, an ordinary resolution was passed to appoint Messrs. T.K. Choi and Company and P Tse & Company to fill the casual vacancy. A resolution will be submitted to the annual meeting of the Company to re-appoint Messrs. T.K. Choi and Company and P Tse & Company as joint auditors of the Company.

On behalf of the Board

**LEUNG OI WAH**  
VICE-CHAIRLADY

Hong Kong, 25 June, 2004

## 買賣或贖回本公司之上市證券

本公司或其任何附屬公司概無買賣或贖回本公司任何上市股份。

## 董事會守則及程序

截至二零零四年三月三十一日止年度內，本集團一直均有遵守創業板上市規則第5.34至5.45條所載之董事會守則及程序。

## 優先購買權

本公司組織章程及開曼群島法例概無有關優先購買權之規定，本公司無須向現有股東按比例提供新股以供認購。

## 審核委員會

本公司已於二零零二年二月一日成立審核委員會，並參考有關創業板上市規則所載規定訂立其書面職權範圍。審核委員會成員包括獨立非執行董事壁谷順也先生及蔡志賢先生及本集團主席黃齊富先生。

於本年度內，審核委員會曾舉行兩次會議，審查本公司之報告及賬目，以及向董事會提供建議，發表意見。

## 保薦人之權益

於二零零四年三月三十一日，金利豐財務顧問有限公司（「金利豐財務顧問」）之董事、僱員或聯繫人士（見創業板上市規則第6.35條附註3之定義）並無持有本公司或本集團任何其他公司之任何類別證券權益（包括可認購該等證券之購股權或權利）。

根據本公司與金利豐財務顧問於二零零二年三月七日訂立之協議，金利豐財務顧問由二零零二年三月七日起連續出任為本公司之保薦人。該協議已於二零零四年三月三十一日終止。

## 核數師

德勤•關黃陳方會計師行已於二零零四年五月十九日辭去本公司核數師職務。於二零零四年六月四日舉行之股東特別大會上，一項委聘傑德信會計師事務所及謝平廣會計師事務所之決議案獲通過，以填補臨時空缺。傑德信會計師事務所及謝平廣會計師事務所本公司將於股東週年大會上提呈一項決議案，重新委聘為本公司聯合核數師。

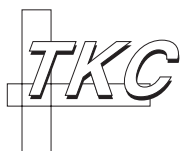
承董事會命

副主席  
梁愛華

香港，二零零四年六月二十五日



# AUDITORS' REPORT 核數師報告



**T.K. CHOI & CO.**  
Certified Public Accountants  
傑德信會計師事務所



**P TSE & COMPANY** Certified Public Accountants  
謝平廣會計師事務所

**TO THE MEMBERS OF  
NEW CHINESE MEDICINE HOLDINGS LIMITED**  
*(incorporated in the Cayman Islands with limited liability)*

We have audited the financial statements on pages 25 to 63 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

## Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you solely and for no other purpose. We do not assume responsibility towards or accept liability towards any other person for the contents of this report.

## Basis of opinion

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Society of Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

致新醫藥控股有限公司各股東  
(於開曼群島註冊成立之有限公司)

本核數師行已完成審核載於第25至63頁按照香港普遍採納之會計原則編製的財務報表。

## 董事及核數師的個別責任

貴公司之董事須負責編製真實與公平的財務報表。在編製該等財務報表時，董事必須貫徹採用合適的會計政策。

本行的責任是根據本行審核工作的結果，對該等財務報表表達獨立的意見，並僅向股東作出報告。除此以外別無其他用途。本行概不就本報告內容向任何其他人士負責或承擔責任。

## 意見的基礎

本行是按照香港會計師公會頒佈的核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計和判斷，所釐定的會計政策是否適合貴公司及貴集團的具體情況，及是否貫徹應用並足夠地披露該等會計政策。

本行在策劃和進行審核工作時，均以取得一切本行認為必需的資料及解釋為目標，使本行能獲得充份的憑證，就該等財務報表是否存有重要錯誤陳述，作出合理的確定。於達致意見時，本行亦已衡量財務報表內提呈的資料在整體上是否足夠。本行相信，本行的審核工作為本行的意見提供合理的基礎。

## AUDITORS' REPORT 核數師報告

### Fundamental uncertainties in respect of going concern

In forming our opinion, we have considered the adequacy of the disclosures made in note 2 to the financial statements concerning the adoption of the going concern basis on which the financial statements have been prepared. As explained in note 2 to the financial statements, the Group sustained a net loss and operated under a negative cash flow for the year. The Group also had net current liabilities of HK\$7,567,689 at the balance sheet date.

During the year, the Group arranged an unsecured loan facility from an independent third party agreeing to advance a total sum of HK\$10,000,000 to the Group upon fulfillment of certain conditions stipulated in the loan agreement. The Group drew an amount of HK\$3,800,000 out of such loan during the year to meet its liabilities falling due.

The financial statements have been prepared on a going concern basis, the validity of which depends upon the Group attaining profitable and cash positive operations in the longer term and, in the meantime, the continuing financial support from the aforesaid lender of loan. The financial statements do not include any adjustments that might be necessary should the future operations could not generate adequate working capital and / or the financial support mentioned above would be withdrawn.

We consider that appropriate disclosures have been made in respect of the fundamental uncertainties relating to the going concern basis set out above and our opinion is not qualified in this respect.

### 有關持續經營基準之基本不明朗因素

本行在建立意見時，曾考慮財務報表附註2有關財務報表採用持續經營基準編製時所披露的資料是否足夠。誠如財務報表附註2解釋，貴集團在本年度內承受虧損淨額並於負數現金流量情況下經營。貴集團於結算日亦錄得流動負債淨額7,567,689港元。

於本年度內，貴集團安排一項無抵押信貸，由一獨立第三者在借貸協議所定若干條件獲履行後，同意向貴集團提供總額10,000,000港元貸款。貴集團於本年度內從該項貸款提取3,800,000港元，以支付到期負債。

財務報表以持續經營基準編製，其有效性乃依賴貴集團能夠長期獲取可賺取溢利及以正數現金經營，並同時得到上述貸款之貸方在財務上持續支持。財務報表並未載有倘日後運作未能產生足夠營運資金及／或上述財務支持遭撤走時可能須作出之任何調整。

本行認為，有關持續經營基準之基本不明朗因素經已作出合適披露，本行在此方面未有保留意見。

## AUDITORS' REPORT 核數師報告

### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 March, 2004 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**T. K. Choi and Company**  
Certified Public Accountants

**P Tse & Company**  
Certified Public Accountants

Hong Kong, 25 June, 2004

### 意見

本行認為財務報表真實及公平反映 貴公司及 貴集團於二零零四年三月三十一日之狀況，及 貴集團於截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定而妥善編製。

傑德信會計師事務所  
執業會計師

謝平廣會計師事務所  
執業會計師

香港，二零零四年六月二十五日

# CONSOLIDATED INCOME STATEMENT 綜合收益表

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

		Notes 附註	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元 (Restated) (重列)
Turnover	營業額		<b>636,406</b>	14,021,237
Cost of sales	銷售成本		<b>(357,730)</b>	(7,942,809)
Gross profit	毛利		<b>278,676</b>	6,078,428
Other operating income	其他經營收入	6	<b>1,815,781</b>	81,051
Distribution and marketing expenses	分銷及市場推廣開支		-	(4,311,608)
Administrative expenses	行政開支		<b>(8,398,175)</b>	(19,585,550)
Allowances for doubtful debts	呆壞賬撥備	7	<b>(3,601,792)</b>	(4,423,487)
Allowances for inventory obsolescence	過時存貨撥備		<b>(4,709,165)</b>	-
Other operating expenses	其他經營開支		<b>(9,266,667)</b>	(5,669,389)
Loss from operations	經營虧損	8	<b>(23,881,342)</b>	(27,830,555)
Finance costs	財務費用	9	<b>(749)</b>	(4,182)
Loss before taxation	稅前虧損		<b>(23,882,091)</b>	(27,834,737)
Taxation	稅項	11	<b>(5,166)</b>	(3,848)
Loss before minority interest	未計少數股東權益前虧損		<b>(23,887,257)</b>	(27,838,585)
Minority interest	少數股東權益		-	191,850
Net loss for the year	本年度虧損淨額		<b>(23,887,257)</b>	(27,646,735)
Loss per share	每股虧損	12		
- Basic	- 基本		<b>(5.09) cents港仙</b>	(5.89) cents港仙
- Diluted	- 攤薄		<b>(5.09) cents港仙</b>	(5.89) cents港仙

# CONSOLIDATED BALANCE SHEET 綜合資產負債表

At 31 March, 2004 於二零零四年三月三十一日

		Notes 附註	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元 (Restated) (重列)
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	332,816	711,713
Technical know-how	技術知識	14	-	9,266,667
			<b>332,816</b>	9,978,380
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨	16	-	4,756,263
Debtors, deposits and prepayments	應收賬項、按金及預付款項	19	1,612,461	4,499,980
Amounts due from directors	應收董事款項	18	34,615	95,079
Taxation recoverable	可收回稅項		329,160	329,160
Bank balances and cash	銀行結存及現金		214,627	750,483
			<b>2,190,863</b>	10,430,965
<b>Current Liabilities</b>	<b>流動負債</b>			
Creditors and accrued charges	應付賬項及應計費用	20	7,431,925	9,369,581
Amounts due to directors	應付董事款項	18	2,016,513	600,641
Amounts due to related companies	應付關連公司款項	21	261,930	238,066
Taxation payable	應付稅項		5,166	3,848
Bank overdrafts	銀行透支		43,018	83,342
			<b>9,758,552</b>	10,295,478
<b>Net Current (Liabilities) Assets</b>	<b>流動(負債)資產</b>		<b>(7,567,689)</b>	135,487
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Loan payable	應付貸款	23	6,300,000	-
			<b>6,300,000</b>	135,487
<b>Net (Liabilities) Assets</b>	<b>(負債)資產淨值</b>		<b>(13,534,873)</b>	10,113,867
<b>Capital and Reserves</b>	<b>股本及儲備</b>			
Share capital	股本	24	46,900,000	46,900,000
Reserves	儲備		(60,434,873)	(36,786,133)
			<b>(13,534,873)</b>	10,113,867

The financial statements on pages 25 to 63 were approved and authorised for issue by the Board of Directors on 25 June, 2004 and signed on its behalf by:

第25頁至第63頁之財務報表經已於二零零四年六月二十五日獲董事會批准及授權發行，並由下列董事簽署：

**Kam Yiu Ming, Wilfred**  
甘耀明  
Director  
董事

**Leung Oi Wah**  
梁愛華  
Director  
董事

## BALANCE SHEET 資產負債表

At 31 March, 2004 於二零零四年三月三十一日

		Notes 附註	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
<b>Non-current Asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	15	-	13,000,000
<b>Current Assets</b>	<b>流動資產</b>			
Debtors, deposits and prepayments	應收賬項、按金及預付款項	19	1,308,501	152,936
Amounts due from subsidiaries	應收附屬公司款項	17	-	59,400
Bank balances and cash	銀行結存及現金		3,438	3,154
			<b>1,311,939</b>	215,490
<b>Current Liabilities</b>	<b>流動負債</b>			
Creditors and accrued charges	應付賬項及應計費用	20	1,378,553	1,005,683
Amount due to directors	應付董事款項	18	75,500	18,000
Bank overdrafts	銀行透支		-	61,000
			<b>1,454,053</b>	1,084,683
<b>Net Current Liabilities</b>	<b>流動負債</b>		<b>(142,114)</b>	(869,193)
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Loan payable	應付貸款	23	6,300,000	-
			<b>6,300,000</b>	-
<b>Net (Liabilities) Assets</b>	<b>(負債) 資產淨值</b>		<b>(6,442,114)</b>	12,130,807
<b>Capital and Reserves</b>	<b>股本及儲備</b>			
Share capital	股本	24	46,900,000	46,900,000
Reserves	儲備	26	(53,342,114)	(34,769,193)
			<b>(6,442,114)</b>	12,130,807

Kam Yiu Ming, Wilfred  
甘耀明  
Director  
董事

Leung Oi Wah  
梁愛華  
Director  
董事

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合股權變動表

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

		Share capital	Share premium	Special reserve	Exchange reserve	Accumulated profits (losses)	Total
		股本	股份溢價	股本儲備	滙兌儲備	累計溢利 (虧損)	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
At 1 April, 2002	於二零零二年四月一日	46,900,000	19,008,723	(39,998,440)	-	12,333,767	38,244,050
Exchange differences arising on translation of financial statements of operations outside Hong Kong not recognised in the consolidated income statement	換算在香港以外地區經營業務之財務報表所產生之滙兌差額而未有在綜合收益表內確認之收入	-	-	-	102,802	-	102,802
Net loss for the year	年度虧損淨額	-	-	-	-	(27,646,735)	(27,646,735)
Dividend paid	已付股息	-	-	-	-	(586,250)	(586,250)
At 31 March, 2003	於二零零三年三月三十一日	46,900,000	19,008,723	(39,998,440)	102,802	(15,899,218)	10,113,867
Exchange differences arising on translation of financial statements of operations outside Hong Kong not recognised in the consolidated income statement	換算在香港以外地區經營業務之財務報表所產生之滙兌差額而未有在綜合收益表內確認之收入	-	-	-	238,517	-	238,517
Net loss for the year	年度虧損淨額	-	-	-	-	(23,887,257)	(23,887,257)
At 31 March, 2004	於二零零四年三月三十一日	46,900,000	19,008,723	(39,998,440)	341,319	(39,786,475)	(13,534,873)

The special reserve of the Group 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 the acquisition at the time of the Group Reorganisation prior to the listing of the Company's shares in 2002.

特別儲備乃本公司股份於二零零二年上市前進行集團重組時，所收購附屬公司股份賬面價值與本公司就收購事項而發行股份之賬面值兩者之差額。

# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元 (Restated) (重列)
OPERATING ACTIVITIES	經營業務		
Loss from operations	經營虧損	<b>(23,881,342)</b>	(27,830,555)
Adjustments for:	已就下列各項作調整：		
Interest income	利息收入	<b>(11)</b>	(49,467)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	<b>377,744</b>	603,546
Amortisation of technical know-how	技術知識之攤銷	<b>9,266,667</b>	4,633,333
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	<b>2,443</b>	944,285
Allowances for doubtful debts	呆壞賬撥備	<b>3,601,792</b>	4,423,487
Allowances for inventory obsolescence	過時存貨撥備	<b>4,709,165</b>	-
Operating cash flows before movements in working capital	未計經營資本變動前之經營業務現金流量	<b>(5,923,542)</b>	(17,275,371)
Decrease (increase) in inventories	存貨之減少(增加)	<b>47,098</b>	(4,374,358)
(Increase) decrease in debtors, deposits and prepayments	應收賬項、按金及預付款項之(增加)減少	<b>(714,273)</b>	6,824,174
Decrease in amounts due from directors	應收董事款項之減少	<b>60,464</b>	249,352
Increase in creditors and accrued charges	應付賬項及應計費用之增加	<b>562,344</b>	227,194
Cash used in operations	經營業務所耗現金	<b>(5,967,909)</b>	(14,349,009)
Interest paid	利息開支	<b>(749)</b>	(4,182)
Income tax paid	已付利得稅	<b>(3,848)</b>	(329,680)
Income tax refunded	獲退還利得稅	-	497,751
NET CASH USED IN OPERATING ACTIVITIES	經營業務所耗現金淨額	<b>(5,972,506)</b>	(14,185,120)
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(1,290)</b>	(1,239,126)
Purchase of technical know-how	購買技術知識	-	(9,900,000)
Decrease in deposits paid	已付按金之減少	-	1,120,670
Interest received	已收利息	<b>11</b>	494,481
NET CASH USED IN INVESTING ACTIVITIES	投資活動所耗現金淨額	<b>(1,279)</b>	(9,523,975)



# CONSOLIDATED CASH FLOW STATEMENT 綜合現金流量表

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元 (Restated) (重列)
FINANCING ACTIVITIES	融資活動		
Increase in amounts due to directors	應付董事款項之增加	1,415,872	842,241
Increase in amounts due to related companies	應付關連公司款項之增加	23,864	1,146,313
Proceeds from minority shareholders	來自少數股東之款項	-	191,850
Dividend paid	已付股息	-	(586,250)
Loan raised	貸款籌得款項	3,800,000	-
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	5,239,736	1,594,154
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價項目之減少淨額	(734,049)	(22,114,941)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金等價項目	667,141	22,679,280
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	238,517	102,802
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及現金等價項目	171,609	667,141
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價項目結存分析		
Bank balances and cash	銀行結存及現金	214,627	750,483
Bank overdrafts	銀行透支	(43,018)	(83,342)
		171,609	667,141

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands.

The Company acts as an investment holding company. Details of the principal activities of its subsidiaries are set out in note 33 to the financial statements.

The consolidated financial statements have been prepared using the merger basis of accounting at the time of the Group Reorganisation prior to the listing of the Company's shares in 2002. Under this basis, the Company has been treated as the holding company of all subsidiaries for the financial years presented and the Group has been regarded as a continuing entity.

## 2. BASIS OF PRESENTATION AND FUNDAMENTAL UNCERTAINTIES

The Group sustained a consolidated net loss from ordinary activities attributable to shareholders of HK\$23,887,257 for the year ended 31 March, 2004 and had consolidated net current liabilities of HK\$7,567,689 and consolidated net liabilities of HK\$13,534,873 as at 31 March, 2004. In preparing these financial statements, the directors of the Company have taken careful consideration to the current and anticipated future liquidity of the Group and its ability to attain profitable and cash positive operations in the immediate and longer terms.

The Group closed its retail outlets in Hong Kong in April 2003 following the outbreak of Severe Acute Respiratory Syndrome ("SARS"). The adverse economic financial impacts of SARS far exceeded what the directors of the Company had anticipated. Responding to such abrupt disruption to the Group's business activities, the directors of the Company decided, despite of re-opening the Group's retail outlets in the later time, to effectively scale down its operations by reducing the Group's staff and other operating costs. The directors of the Company tended to take such conservative operating policy until the indications on economic recovery became apparent.

## 1. 一般事項

本公司根據開曼群島公司法律第22章(一九六一年第3條法例)(經綜合及修訂)於開曼群島註冊成立之受豁免有限公司。

本公司為投資控股公司，其附屬公司之主要業務詳載於財務報表附註33。

於二零零二年上市前進行集團重組時，綜合財務報表採用合併會計基準編製。按此基準，在所有財政年度，本公司一直是本集團之控股公司，而本集團亦被視為持續經營個體。

## 2. 編製基準及基本不明朗因素

本集團於截至二零零四年三月三十一日止年度承受股東應佔日常業務綜合虧損淨額為23,887,257港元。並於二零零四年三月三十一日，錄得綜合流動負債7,567,689港元及綜合負債淨額13,534,873港元。在編製該等財務報表時，本公司董事曾謹慎考慮本集團現時及預計日後之流動資金，以及能否在中長期獲取溢利及正數現金經營之能力。

本集團曾於二零零三年四月在爆發非典型肺炎([SARS])後關閉在香港之零售店舖。SARS對經濟之不利影響遠超本公司董事所預期。為對本集團業務活動遭受突發性衝擊作出回應，本公司董事決定，儘管在稍後時間讓本集團零售店舖復業，亦藉削減本集團職員及其他經營成本，有效地縮減其經營規模。直至經濟復甦跡象更趨明顯，本公司董事會傾向採用保守經營政策。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 2. BASIS OF PRESENTATION AND FUNDAMENTAL UNCERTAINTIES (continued)

During the year, the Company entered into a loan agreement with an independent third party for a loan in the total sum of HK\$10,000,000 to be advanced to the Company. The loan was principally granted for providing adequate working capital to the Group. As at March 31, 2004, the draw-down by the Group amounted to HK\$3,800,000. The loan and interest thereon would be due for repayment in full by June 30, 2005. The directors of the Company believed that such arrangement would relieve the Group's liquidity difficulty.

In addition, the directors of the Company have positively explored business opportunities with manufacturers in the People's Republic of China ("PRC") on distributorship of their health supplements and related products outside PRC. Coped with this new development and the focus on tourist trade with increasing PRC visitors to Hong Kong, the directors of the Company are optimistic to the Group's target of profitable and cash positive operations in the immediate and longer terms.

Notwithstanding the uncertainties on full resumption of the Group's business activities and its liquidity concern, the financial statements have been prepared on the assumption that the Group will continue to operate as a going concern for the foreseeable future. In the opinion of the directors of the Company, the liquidity of the Group could be maintained in the coming year, after taking into consideration the conservative measures implemented to date and the aforesaid financing arrangement. The directors of the Company have confidence that, upon the current recovery of Hong Kong economy and the Group's new business development, there exists positive indication for full operation of the Group's business activities and for attainable operating profit and cash flow. Accordingly, the financial statements have been prepared on a going concern basis.

## 2. 編製基準及基本不明朗因素(續)

於本年度內，本公司與一獨立第三者訂立借貸協議，向本公司提供總數為10,000,000港元之貸款。該貸款主要為本集團提供足夠營運資金。於二零零四年三月三十一日，本集團已提取3,800,000港元。該貸款及相關利息須於二零零五年六月三十日悉數償還。本公司董事相信該項安排可解決本集團流動資金之困難。

此外，本公司董事正積極探索與中華人民共和國(「中國」)製造商達成在中國以外地區分銷其保健及相關產品之商機。隨著是項全新發展及專注於訪港國內旅客日漸增多所帶來之旅遊貿易，本公司董事對本集團在中長期能賺取溢利及以正數現金經營之目標，持樂觀態度。

雖然本集團業務活動能否全面恢復及其所涉及之流動資金仍存在不明朗因素，惟在編製財務報表時乃假設本集團可繼續在可見將來以持續經營基準經營。本公司董事認為，在計及目前所推行之保守措施及上述融資安排，本集團在來年可維持流動資金。本公司董事有信心，鑑於香港經濟目前之復甦及本集團新業務發展，這些正面跡象顯示本集團業務活動能夠全面運作，獲取經營溢利及現金流量。因此，財務報表乃以持續基準編製。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 3. ADOPTION OF REVISED ACCOUNTING STANDARD

With effect from this year, the Group has adopted for the first time the revised Statement of Standard Accounting Practice No. 12 ("SSAP12") issued by the Hong Kong Society of Accountants. The principal effect of the implementation of SSAP12 is in relation to deferred tax. The adoption of SSAP12 has resulted in the changes to the Group's accounting policies, but has had no significant effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

## 4. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention.

The financial statements have been prepared and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 March each year.

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

All significant inter-company transactions and balances within the Group have been eliminated on consolidation.

### Investments in subsidiaries

Investments in subsidiaries are included in the Company's balance sheet at cost less any identified impairment loss.

### Turnover

Turnover represents the net amounts received and receivable for goods sold during the year.

### Revenue recognition

Sales of goods are recognised when the goods are delivered and title has passed.

Interest income from bank deposits is accrued on a time basis by reference to the principal outstanding and at the interest rate applicable.

## 3. 採納經修訂會計實務準則

由本年度開始，本集團首次採納香港會計師公會所頒佈及經修訂會計實務準則第12號（「會計實務準則12」）。會計實務準則12之主要影響乃與遞延稅項有關。採納會計實務準則12令本集團會計政策改變，惟對本期或前期會計年度並無任何重大影響，因此無須作出前期調整。

## 4. 主要會計政策

本財務報表乃採用歷史成本常規法編製。

本財務報表乃根據香港普遍採納之會計原則而編製，所採納之主要會計政策如下：

### 綜合賬項準則

綜合財務報表包括本公司及其附屬公司截至每年三月三十一日止之財務報表。

年度內所收購或出售附屬公司之業績均自收購生效日期或出售生效日期止（視乎情況而定）計入綜合收益表內。

所有本集團內公司間之主要交易及結存在綜合賬目時均予以抵銷。

### 於附屬公司之投資

於附屬公司之投資乃按成本值減任何可辨認減值虧損列入本公司之資產負債表內。

### 營業額

營業額乃於本年度內售出貨品已收及應收款項淨額。

### 確認收入

貨品銷售乃於貨品交付而所有權轉讓後確認。

銀行存款之利息收入按時間基準，參考尚未償還之本金及適用之利率計算。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation, amortisation and any identified impairment loss.

Depreciation and amortisation are provided to write off the cost of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, where appropriate, using the straight-line method, at the following rates per annum:

Leasehold improvements	Over the shorter of the term of the lease, or 5 years
Computer equipment and system	30%
Furniture, fixture and equipment	20%
Motor vehicles	30%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

### Technical know-how

Technical know-how represents the medicine related technical know-how acquired. Technical know-how is stated at cost less accumulated amortisation and any identified impairment loss. Amortisation is provided to write off the cost over its estimated useful life of three years on a straight-line basis.

### Medicine research and development expenditure

Expenditure incurred on medicine research activities is recognised as an expense in the year in which it is incurred.

An internally-generated intangible asset arising from the Group's medicine development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight-line basis over its estimated economic useful life.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the year in which it is incurred.

## 4. 主要會計政策 (續)

### 物業、廠房及設備

物業、廠房及設備乃按成本值減折舊及攤銷及累計減值虧損列賬。

物業、廠房及設備之折舊及攤銷乃在計及其估計剩餘價值後按其估計可使用年期以直線法按下列年率撇銷其成本計算：

租賃裝修	按租賃期或5年兩者之較短者
電腦設備及系統	30%
傢俬、裝置及設備	20%
汽車	30%

資產因出售或棄用而產生之收益或虧損乃按有關資產之出售所得款項及賬面值之差額而定值，並於收益表內確認。

### 技術知識

技術知識乃所需之醫藥相關技術知識。技術知識乃按成本值減累積攤銷及任何已辨認減值虧損。規定攤銷按其估計可使用年期三年以直線法撇減其成本。

### 醫藥研究及開發成本

研究醫藥所引致之開支於產生期間確認作開支。

因本集團醫藥開發事宜於內部產生之無形資產，只會在預計有關目標明確的開發計劃所產生成本可從日後商業活動得以補償時，方予以確認。有關資產則按其可使用年期以直線法攤銷。

倘並無一般從內部產生之無形資產可獲確認，則開發開支會於產生期間予以確認作開支。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Website development costs

Expenditure incurred in the development of new website and enhancement of existing website, including expenditure incurred in the development and enhancement of contents, is recognised as an expense in the year in which it is incurred.

### Impairment

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprise all costs of purchase, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of the business less the estimated costs necessary to make the sale.

### Foreign currencies

Transactions in currencies other than Hong Kong dollar are translated into Hong Kong dollars at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in currencies other than Hong Kong dollar are re-translated into Hong Kong dollars at the rates ruling on the balance sheet date. Gains and losses arising on exchange are dealt with in the income statement.

On consolidation, the assets and liabilities of the Group's operations outside Hong Kong are translated into Hong Kong dollars at the rates ruling on the balance sheet date. Income and expense items are translated at the same rates. All exchange differences arising on consolidation are classified as equity and transferred to exchange reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

## 4. 主要會計政策 (續)

### 網站開發成本

開發新網站及改善現有網站(包括開發及改善內容所招致之成本)所招致之開支，乃於產生年度確認為一項開支。

### 減值

於各個結算日，本集團審核其有形及無形資產之賬面值，以確定該等資產有否出現任何減值虧損之跡象。倘若估計資產之可收回金額少於其賬面值，則該資產之賬面值將削減至其可收回金額。減值虧損即時確認為開支。

倘若其後撥回減值虧損，則該資產之賬面值乃增加至經修訂之估計可收回金額，惟增加後之賬面值不會超逾該項資產倘於過往年度並無確認減值虧損所計算之賬面值。撥回減值虧損會即時確認為收入。

### 存貨

存貨乃按成本及可變現淨值兩者之較低者入賬。成本包括所有購買價並按先進先出法計算。可變現淨值乃於日常業務過程中估計售價減進行銷售估計所需成本。

### 外幣

港幣以外貨幣之交易乃按交易日之匯率換算為港幣。以港幣以外貨幣列值之貨幣資產及負債乃按結算日之匯率再次換算為港幣。因外幣換算而產生之盈虧撥入收益表內處理。

於綜合賬項時，本集團香港以外業務之資產及負債乃按結算日之匯率換算為港幣。收益及開支項目乃按相同匯率換算。於綜合賬項時所產生之所有滙兌差額歸類為股本權益，並轉撥至滙兌儲備。該等換算差額於業務被出售期間內確認為收益或開支。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods 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 balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for in full, using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

### Operating leases

Leases where substantially all the risks and rewards of ownership remains with the lessors are accounted for as operating leases.

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the relevant lease terms.

### Retirement benefits scheme

Payments to the Group's Mandatory Provident Fund Scheme are charged as expenses as they fall due.

## 4. 主要會計政策 (續)

### 稅項

稅項指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年度應課稅溢利計算。應課稅溢利與收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅收入及開支，並且不包括收益表內從未課稅及扣稅之項目。本集團之現年稅項乃按於結算日前制定或實際制定之稅率釐定。

遞延稅項為就財務報表資產及負債賬面值及計算應課稅溢利相應稅基差額而須支付或收回之稅項，並以負債法悉數提撥處理。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產在可能出現可利用臨時差額扣減之應課稅溢利時確認。

遞延稅項資產之賬面值於每個結算日作檢討，並於不再有足夠應課稅溢利變現全部或部分資產價值時作出相應調減。

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項於收益表中扣除或計入收益表。惟倘遞延稅項直接在股本權益中扣除或計入股本權益之情況項目，則亦會於股本權益中處理。

### 經營租約

凡將所有業權風險及收益由出租人保留之租約，均列作經營租約。

根據經營租約應支付之租金乃按有關租約年期以直線法從收益表內扣除。

### 退休福利計劃

本集團強制性公積金計劃之付款於到期應付時作開支扣除。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS

### Business segments

The principal activities of the Group are sale of Chinese medicine through retail and E-Commerce divisions. These activities are the basis on which the Group reports its primary segment information.

Segment information about these businesses is presented below.

Year ended 31 March, 2004

## 5. 業務及地區分部

### 業務分部

本集團之主要業務為透過零售及電子商貿銷售中醫藥。該等業務乃本集團匯報主要分部資料之基礎。

該等業務之分部資料呈列如下。

截至二零零四年三月三十一日止年度

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Elimination 抵銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元
REVENUE	收益				
External sales	對外銷售	581,535	54,871	–	636,406
Inter-segment sales	分部銷售	3,242	–	(3,242)	–
Total revenue	總收益	584,777	54,871	(3,242)	636,406
RESULT	業績				
Segment loss	分部虧損	(4,912,597)	(2,051,590)		(6,964,187)
Interest and other operating income	利息及其他經營收入				1,815,781
Unallocated corporate expenses	未分配企業開支				(18,732,936)
Loss from operations	經營虧損				(23,881,342)
Finance costs	財務費用				(749)
Loss before taxation	稅前虧損				(23,882,091)
Taxation	稅項				(5,166)
Net loss for the year	年度虧損				(23,887,257)



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### Business segments (continued)

At 31 March, 2004

#### BALANCE SHEET

## 5. 業務及地區分部 (續)

### 業務分部 (續)

於二零零四年三月三十一日

#### 資產負債表

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Consolidated 綜合 HK\$ 港元
ASSETS	資產			
Segment assets	分部資產	321,546	121,158	442,704
Unallocated corporate assets	未分配企業資產			2,080,975
Consolidated total assets	綜合總資產			2,523,679
LIABILITIES	負債			
Segment liabilities	分部負債	2,264,225	–	2,264,225
Unallocated corporate liabilities	未分配企業負債			13,794,327
Consolidated total liabilities	綜合總負債			16,058,552

#### OTHER INFORMATION

#### 其他資料

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Unallocated corporate 未分配企業 HK\$ 港元	Consolidated 綜合 HK\$ 港元
Additions to property, plant and equipment	添置物業、廠房及設備	1,290	–	–	1,290
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	239,261	138,483	–	377,744
Amortisation of technical know-how	技術知識之攤銷	–	–	9,266,667	9,266,667
Allowances for doubtful debts	呆壞賬撥備	300,000	–	3,301,792	3,601,792
Allowances for inventory obsolescence	過時存貨撥備	659,165	–	4,050,000	4,709,165
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	–	–	2,443	2,443

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### Business segments (continued)

Year ended 31 March, 2003

## 5. 業務及地區分部 (續)

### 業務分部 (續)

於二零零三年三月三十一日

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Elimination 抵銷 HK\$ 港元	Consolidated 綜合 HK\$ 港元  (Restated) (重列)
REVENUE	收益				
External sales	對外銷售	13,884,571	136,666	-	14,021,237
Inter-segment sales	分部銷售	9,531	-	(9,531)	-
Total revenue	總收益	13,894,102	136,666	(9,531)	14,021,237
RESULT	業績				
Segment loss	分部虧損	(9,481,763)	(1,355,840)		(10,837,603)
Interest and other operating income	利息及其他經營收入				81,051
Unallocated corporate expenses	未分配企業開支				(17,074,003)
Loss from operations	經營虧損				(27,830,555)
Finance costs	財務費用				(4,182)
Loss before taxation	稅前虧損				(27,834,737)
Taxation	稅項				(3,848)
Loss before minority interest	未計少數股東權益前虧損				(27,838,585)
Minority interest	少數股東權益				191,850
Net loss for the year	年度虧損				(27,646,735)

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### Business segments (continued)

At 31 March, 2003

#### BALANCE SHEET

## 5. 業務及地區分部 (續)

### 業務分部 (續)

於二零零三年三月三十一日

#### 資產負債表

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Consolidated 綜合 HK\$ 港元
ASSETS	資產			
Segment assets	分部資產	1,739,250	321,146	2,060,396
Unallocated corporate assets	未分配企業資產			18,348,949
Consolidated total assets	綜合總資產			20,409,345
LIABILITIES	負債			
Segment liabilities	分部負債	1,738,808	–	1,738,808
Unallocated corporate liabilities	未分配企業負債			8,556,670
Consolidated total liabilities	綜合總負債			10,295,478

#### OTHER INFORMATION

#### 其他資料

		Retail 零售 HK\$ 港元	E-Commerce 電子商貿 HK\$ 港元	Unallocated corporate 未分配企業 HK\$ 港元	Consolidated 綜合 HK\$ 港元
Additions to property, plant and equipment	添置物業、廠房及設備	1,167,419	71,707	–	1,239,126
Additions to technical know-how	添置技術知識	–	–	13,900,000	13,900,000
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	323,190	280,356	–	603,546
Amortisation of technical know-how	技術知識之攤銷	–	–	4,633,333	4,633,333
Allowances for doubtful debts	呆壞賬撥備	2,380,000	–	2,043,487	4,423,487
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	944,285	–	–	944,285

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 5. BUSINESS AND GEOGRAPHICAL SEGMENTS (continued)

### Business segments (continued)

At 31 March, 2003

Certain financial information relating to business segment for the year ended March 31, 2003 had been re-classified to conform with the current year's presentation.

### Geographical segments

No geographical segment information is presented as over 90% of the Group's sales operations, results, assets and liabilities are derived from Hong Kong.

## 6. OTHER OPERATING INCOME

## 5. 業務及地區分部 (續)

### 業務分部 (續)

於二零零三年三月三十一日

截至二零零三年三月三十一日止年度有關業務分部之若干財務資料已經重新分類以符合本年度之呈報方式。

### 按地區分部

由於本集團有超過90%銷售業務、業績、資產及負債乃來自香港，故並無呈列按地區分部資料。

## 6. 其他經營收入

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Other operating income comprises:		
Interest earned on bank deposits	11	49,467
Write back of creditors	1,279,090	30,000
Foreign exchange gain, net	658	1,584
Service income	533,530	-
Other income	2,492	-
	<b>1,815,781</b>	<b>81,051</b>

## 7. ALLOWANCES FOR DOUBTFUL DEBTS

## 7. 呆壞賬撥備

	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Allowances for doubtful debts comprise:		
Amount due from a substantial shareholder	-	1,529,227
Deposits paid to supplier/consultant (note)	2,536,500	514,260
Deposits paid to travel agencies	300,000	2,380,000
Others	765,292	-
	<b>3,601,792</b>	<b>4,423,487</b>

Note: The balance of deposit to a consultant for procuring new businesses remained outstanding at the balance sheet date. The directors of the Company considered that the allowances for doubtful debts provided was adequate but not excessive.

附註：付予顧問開拓新業務之按金於結算日仍未收回，公司董事認為所提呆壞賬撥備足夠而不過多。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 8. LOSS FROM OPERATIONS

## 8. 經營虧損

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Loss from operations has been arrived at after charging:	經營虧損已扣除下列各項：		
Amortisation of technical know-how (note i) (included in other operating expenses)	技術知識之攤銷(附註i) (已計入其他經營開支)	9,266,667	4,633,333
Auditors' remuneration	核數師酬金		
– Current	– 本年度	160,000	400,000
– Underprovision in prior year	– 去年撥備不足	25,288	209,770
		<b>185,288</b>	609,770
Business agent introduction fees	業務代理介紹費	–	3,000,000
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	377,744	603,546
Loss on disposals on property, plant and equipment	出售物業、廠房及設備之虧損	2,443	944,285
Medicine research and development costs	醫藥研發成本	–	90,566
Operating lease rentals in respect of rented premises	租賃物業之經營租約租金	1,054,601	1,636,055
Staff costs (note ii):	員工成本(附註ii)：		
Directors' emoluments (note 10)	董事酬金(附註10)	1,601,226	2,318,714
Other staff costs	其他員工成本		
– salaries and other allowances	– 薪酬及其他津貼	2,014,416	6,318,269
– retirement benefit scheme contribution	– 退休福利計劃供款	51,655	228,559
		<b>3,667,297</b>	8,865,542
Website development cost	網站發展成本	–	931,075

## Notes:

- i. Amortisation was provided to write off the cost of medicine related technical know-how over its estimated useful life of three years on a straight-line basis. The annual provision amounted to HK\$4,633,333. Upon reviewing the current market conditions and the low business volume arising therefrom, the directors of the Company, tending to a conservative approach, accounted for the impairment of such asset by providing additional amortisation thereon amounting to HK\$4,633,334, making the total sum charged in the consolidated income statement to HK\$9,266,667.
- ii. Staff costs disclosed above included total retirement benefit scheme contribution of HK\$63,575 (2003: HK\$262,988).

## 附註：

- i. 醫藥相關技術知識成本按其估計可使用年期三年以直線法攤銷。每年撥備為4,633,333港元。在考慮當時市場狀況及所引致低業務流量，公司董事傾向保守態度，因而將攤銷數再增加4,633,334港元，作為該等資產減值處理，綜合收益表支出總額因而達致9,266,667港元。
- ii. 上文所披露之員工成本已將退休福利計劃供款63,575港元(二零零三年：262,988港元)計算在內。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 9. FINANCE COSTS

## 9. 財務費用

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Interest on:	下列各項之利息：		
Bank loan and overdrafts wholly repayable within five years	須於五年內悉數償還之 銀行貸款及透支	749	4,182

## 10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

## 10. 董事酬金及五名最高薪酬僱員

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
<b>Directors</b>	<b>董事</b>		
Fees	袍金	-	-
Other emoluments:	其他酬金：		
Salaries and other benefits (net of amount waived)	薪酬及其他福利 (扣除已放棄款項)	1,589,306	2,192,785
Bonuses	花紅	-	91,500
Retirement benefit scheme contribution	強積金供款	11,920	34,429
		<b>1,601,226</b>	<b>2,318,714</b>

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
<b>Analysed into:</b>	<b>分析：</b>		
Director A	董事甲	-	220,000
Director B	董事乙	492,000	618,000
Director C	董事丙	660,000	1,068,600
Director D	董事丁	100,000	356,400
Director E	董事戊	349,226	55,714
Director F	董事己	-	-
Director G	董事庚	-	-
Director H	董事辛	-	-
		<b>1,601,226</b>	<b>2,318,714</b>

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 10. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

The amounts disclosed above include other emoluments of HK\$100,000 (2003: HK\$356,400) payable to independent non-executive directors. No directors' fees were payable to independent non-executive directors in both years.

During the year ended 31 March, 2003, two executive directors waived part of their emoluments as follows:

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Director A	董事甲	-	371,000
Director B	董事乙	-	474,000
		-	845,000

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

### Employees

Of the five highest paid individuals of the Group, three (2003: four) were directors of the Company whose emoluments are included above. The emoluments of the remaining two (2003: one) individuals were as follows:

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Salaries and other benefits	薪酬及其他福利	372,574	290,500
Retirement benefit scheme contribution	退休計劃供款	10,868	8,000
		383,442	298,500

## 10. 董事酬金及五名最高薪酬僱員 (續)

上述披露款項包括應付予獨立非執行董事其他酬金100,000港元(二零零三年: 356,400港元)。過去兩個年度, 本集團並無向獨立非執行董事支付任何董事袍金。

於截至二零零三年三月三十一日止年度內, 有兩名董事放棄彼等之酬金如下:

於本年度內, 本集團並無向董事支付任何酬金, 作為彼等加盟或於加盟時之誘金或作為離職賠償, 而董事亦無放棄任何酬金。

### 僱員

本集團五名最高薪酬僱員當中有三名(二零零三年: 四名)為本公司董事, 其酬金已列於上文。其餘兩名(二零零三年: 一名)之酬金如下:

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 11. TAXATION

## 11. 稅項

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
The charge comprises:	稅項支出包括：		
Hong Kong Profits Tax	香港利得稅		
– Current year	– 本年度	–	–
– Overprovision in prior year	– 以前年度超額撥備	–	–
		–	–
Taxation in other jurisdiction	其他司法管轄區之稅項	<b>5,166</b>	3,848
		<b>5,166</b>	3,848

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group incurred a tax loss for the year (2003: Nil).

Taxation arising in other jurisdiction is calculated at the rates prevailing in the relevant jurisdictions.

Details of unprovided deferred taxation are set out in note 22 to the financial statements.

由於本集團在本年度內引致稅項虧損，故未有在財務報表內就香港利得稅作撥備（二零零三年：無）。

其他司法管轄區之稅項以有關司法管轄區之現行稅率計算。

未撥備遞延稅項之詳情載於財務報表附註22。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 12. LOSS PER SHARE

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

## 12. 每股虧損

每股基本及攤薄虧損乃根據下列數據計算：

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Loss for the purpose of basic loss per share – Net loss for the year	計算每股基本及攤薄虧損所採用的虧損 – 本年度虧損淨額	<b>23,887,257</b>	27,646,735
<b>Number of shares 股份數目</b>			
Weighted average number of shares for the purpose of basic loss per share	計算每股基本虧損所採用的股份加權平均數	<b>469,000,000</b>	469,000,000
Effect of dilutive potential shares in respect of share options	認購股權之潛在股份攤薄影響	–	–
Weighted average number of shares for the purpose of diluted loss per share	計算每股攤薄虧損所採用的股份加權平均數	<b>469,000,000</b>	469,000,000

## 13. PROPERTY, PLANT AND EQUIPMENT

## 13. 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$ 港元	Computer equipment and system 電腦設備及系統 HK\$ 港元	Furniture, fixture and equipment 傢俬裝置及設備 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Total 總數 HK\$ 港元
<b>THE GROUP</b>	<b>本集團</b>					
COST	成本					
At 1 April, 2003	於二零零三年四月一日	532,861	867,866	115,326	100,331	1,616,384
Additions	添置	–	–	1,290	–	1,290
Disposals	出售	–	–	(13,148)	–	(13,148)
At 31 March, 2004	於二零零四年三月三十一日	532,861	867,866	103,468	100,331	1,604,526
DEPRECIATION AND AMORTISATION	折舊及攤銷					
At 1 April, 2003	於二零零三年四月一日	310,918	476,636	39,361	77,756	904,671
Provided for the year	年度撥備	110,015	225,512	19,642	22,575	377,744
Eliminated on disposals	出售時撇銷	–	–	(10,705)	–	(10,705)
At 31 March, 2004	於二零零四年三月三十一日	420,933	702,148	48,298	100,331	1,271,710
NET BOOK VALUES	賬面淨值					
At 31 March, 2004	於二零零四年三月三十一日	111,928	165,718	55,170	–	332,816
At 31 March, 2003	於二零零三年三月三十一日	221,943	391,230	75,965	22,575	711,713

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 14. TECHNICAL KNOW-HOW

## 14. 技術知識

		HK\$ 港元
<b>THE GROUP</b>	<b>本集團</b>	
COST	成本	
At 1 April, 2003 and at 31 March, 2004	於二零零三年四月一日及 於二零零四年三月三十一日	13,900,000
AMORTISATION	攤銷	
At 1 April, 2003	於二零零三年四月一日	4,633,333
Provided for the year	本年撥備	9,266,667
At 31 March, 2004	於二零零四年三月三十一日	13,900,000
NET BOOK VALUE	賬面淨值	
At 31 March, 2004	於二零零四年三月三十一日	-
At 31 March, 2003	於二零零三年三月三十一日	9,266,667

## 15. INVESTMENTS IN SUBSIDIARIES

## 15. 於附屬公司之投資

		THE COMPANY 本公司	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Unlisted shares, at cost	非上市股份 (成本值)	40,000,000	40,000,000
Less: Impairment loss	減: 減值虧損	(40,000,000)	(27,000,000)
		-	13,000,000

The allowance for impairment loss in respect of the costs of unlisted shares of subsidiaries is based on the deficiency of the investment costs over the recoverable amount of the relevant subsidiaries attributable to the Group at 31 March, 2004.

Particulars of the Company's subsidiaries at 31 March, 2004 are set out in note 33 to the financial statements.

None of the subsidiaries had any debt capital outstanding as at the balance sheet date.

有關附屬公司非上市股份成本之減值抵免乃根據本集團於二零零四年三月三十一日應佔有關附屬公司可收回款項之投資成本虧絀而計算。

本公司附屬公司於二零零四年三月三十一日之詳情載於附註33。

於結算日，各附屬公司概無任何未償還債務資本。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 16. INVENTORIES

## 16. 存貨

		THE GROUP 本集團	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Raw materials	原料	4,507,686	4,196,128
Finished goods	製成品	201,479	560,135
		4,709,165	4,756,263
Less: Allowances for obsolescence	過時存貨撥備	(4,709,165)	-
		-	4,756,263

The cost of inventories recognised as an expense amounted to HK\$121,768 (2003:HK\$1,117,343).

存貨成本 121,768 港元 (二零零三年 : 1,117,343 港元) 確認作開支。

## 17. AMOUNT DUE FROM SUBSIDIARIES

## 17. 應收附屬公司款項

		THE COMPANY 本公司	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Amount due from subsidiaries	應收附屬公司款項	-	59,400

Amounts due from subsidiaries are unsecured, interest free and repayable on demand.

附屬公司之欠款為無抵押、免息及需即時償還。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 18. AMOUNTS DUE FROM (TO) DIRECTORS

Particulars of the amounts due from (to) directors are as follows:

## 18. 應收(付)董事款項

應收(付)董事款項之詳情如下:

Directors	董事	Notes 附註	THE GROUP 本集團		Maximum amount due from the directors during the year 於本年度 最高結欠 HK\$ 港元
			Balance at 31.3.2004 於二零零四年 三月三十一日 之結存 HK\$ 港元	Balance at 1.4.2003 於二零零三年 四月一日 之結存 HK\$ 港元 (Restated) (重列)	
Ms. Leung Oi Wah	梁愛華女士	(i)	(902,321)	(221,241)	—
Ms. Leung Oi Wah	梁愛華女士	(ii)	34,615	85,079	112,232
Ms. Wan Choi Ha	溫彩霞女士	(i)	(50,000)	—	—
Mr. Junya Kabeya	壁谷順也先生	(i)	(158,400)	(158,400)	—
Mr. Lau Ka Ho	劉家豪先生	(i)	(52,600)	(74,000)	—
Mr. Wong Cheah Foo	黃齊富先生	(i)	(853,192)	(147,000)	—
Mr. Wong Cheah Foo	黃齊富先生	(ii)	—	10,000	10,000
			(1,981,898)	(505,562)	
Represented by:	分析如下:				
Amounts due from directors	應收董事款項		34,615	95,079	
Amounts due to directors	應付董事款項		2,016,513	600,641	
Directors	董事	Notes 附註	THE COMPANY 本公司		Maximum amount due from the directors during the year 於本年度 最高結欠 HK\$ 港元
			Balance at 31.3.2004 於二零零四年 三月三十一日 之結存 HK\$ 港元	Balance at 1.4.2003 二零零三年 於四月一日 之結存 HK\$ 港元	
Ms. Leung Oi Wah	梁愛華女士	(i)	(25,500)	(18,000)	—
Ms. Wan Choi Ha	溫彩霞女士	(i)	(50,000)	—	—
			(75,500)	(18,000)	—

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 18. AMOUNTS DUE FROM (TO) DIRECTORS (continued)

Notes:

- (i) The amounts due to directors at March 31, 2004 represent advances from the directors during the year. The directors have confirmed that the amounts are unsecured, interest free and will not be demanded for full repayment within twelve months from the balance sheet date.
- (ii) For the year ended 31 March, 2004, the amount due from directors are unsecured, interest-free and repayable on demand.

## 19. DEBTORS, DEPOSITS AND PREPAYMENTS

The sales to the majority of customers were with terms of cash on delivery. Other trade debtors were given the credit terms for 30 to 90 days.

The following is an aged analysis of debtors, deposits and prepayments as at the balance sheet date:

## 18. 應收(付)董事款項(續)

附註：

- (i) 於二零零四年三月三十一日應付董事款項即本年度董事給予之墊款。董事確認有關款項為無抵押、免息及將不會由結算日起計十二個月內要求悉數償還。
- (ii) 於截至二零零四年三月三十一日止年度，應收董事款項為無抵押、免息及於需要時償還。

## 19. 應收賬項、按金及預付款項

大部份客戶之銷售額以貨到付款為原則，而應收貿易賬項之賒賬期一般介乎30日至90日。

應收賬項、按金及預付款項於結算日之賬齡分析如下：

		THE GROUP 本集團		THE COMPANY 本公司	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Trade debtors	應收貿易賬項				
0 to 30 days	0至30日	-	57,323	-	-
31 to 60 days	31至60日	-	8,381	-	-
		-	65,704	-	-
Prepayment and deposits	預付款項及按金				
- prepayments	- 預付款項	-	203,481	10,126	152,936
- deposits (note i)	- 按金(附註i)	439,000	300,000	-	-
- deposit paid to suppliers	- 向供應商支付之按金	-	160,694	-	-
		439,000	664,175	10,126	152,936
Others (note ii)	其他款項(附註ii)	4,775,253	3,770,101	1,298,375	-
Less: Allowances for doubtful debts	呆壞賬撥備	(3,601,792)	-	-	-
		1,612,461	4,499,980	1,308,501	152,936

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 19. DEBTORS, DEPOSITS AND PREPAYMENTS (continued)

Notes:

- i. Deposits were paid to business agents for introducing strategic partners and/or customers to the Group.
- ii. Others included an amount of HK\$2,536,500 (2003: HK\$3,000,000) deposit paid to a consultancy company for procuring new businesses to the Group.

## 20. CREDITORS AND ACCRUED CHARGES

The credit terms of the trade creditors range from 30 to 60 days.

The following is an aged analysis of trade creditors and accrued charges as at the balance sheet date:

## 19. 應收賬項、按金及預付款項 (續)

附註：

- i. 按金乃向商業代理支付，以便為本集團介紹策略性夥伴及／或客戶。
- ii. 其他款項包括為本集團介紹新業務而向一間顧問公司支付之2,536,500港元按金(二零零三年：3,000,000港元)。

## 20. 應付賬項及應計費用

應付貿易賬項之除賬期由30至60日不等。

應付貿易賬項及應計費用於結算日之賬齡分析如下：

		THE GROUP 本集團		THE COMPANY 本公司	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元 (Restated) (重列)	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
0 to 30 days	0至30日	-	47,656	-	-
31 to 60 days	31至60日	-	309	-	-
61 to 90 days	61至90日	-	24,533	-	-
> 90 days	超過90日	-	14,558	-	-
Trade creditors	應付貿易賬項	-	87,056	-	-
Other creditors and accrued expenses	其他應付款項及 應計費用	<b>7,431,925</b>	9,282,525	<b>1,378,553</b>	1,005,683
		<b>7,431,925</b>	9,369,581	<b>1,378,553</b>	1,005,683

## 21. AMOUNTS DUE TO RELATED COMPANIES

Amounts due to related companies are unsecured, interest-free and have no fixed repayment terms.

## 21. 應付關連公司款項

應付關連公司款項為無抵押、免息及無固定還款期。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 22. UNPROVIDED DEFERRED TAXATION

At the balance sheet date, the major components of unrecognised deferred tax asset (liability) are as follows:

## 22. 未撥備遞延稅項

於結算日，未撥備遞延稅項資產(負債)之主要部份如下：

		THE GROUP 本集團	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Tax effect of temporary difference because of:	臨時差異所產生稅務影響之原因：		
Excess of tax allowances over depreciation	免稅額超過折舊	(23,315)	(55,645)
Tax losses	稅項虧損	3,171,771	2,223,201
		<b>3,148,456</b>	2,167,556

The amount of unprovided deferred tax credit (charge) of the Group for the year are as follows:

本集團於年度內未撥備遞延稅項抵免(支出)金額如下：

		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Shortfall (excess) of tax allowances over depreciation	免稅額少於(超過)折舊	32,330	(1,976)
Tax losses arising	所產生之稅項虧損	948,570	2,169,752
		<b>980,900</b>	2,167,776

The Company did not have any significant unprovided deferred taxation at the balance sheet date.

於結算日，本公司並無任何重大未撥備遞延稅項。

## NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 23. LOAN PAYABLE

## 23. 應付貸款

## THE GROUP AND THE COMPANY

本集團及本公司

2004	2003
二零零四年	二零零三年
HK\$	HK\$
港元	港元

The loan is unsecured and will not be demanded for repayment within twelve months from the balance sheet date:

此貸款為無抵押及將不會由結算日起計十二個月內要求償還：

– interest bearing (5.25% p.a.)	– 有息(年息5.25%)	3,800,000	–
– interest free	– 免息	2,500,000	–
		<b>6,300,000</b>	–

## 24. SHARE CAPITAL

## 24. 股本

		2004 二零零四年		2003 二零零三年	
		Number of shares 股份數目	Amount 價值 HK\$ 港元	Number of shares 股份數目	Amount 價值 HK\$ 港元
Shares of HK\$0.1 each	每股面值0.1港元 股份				
Authorised:	法定股本：				
At beginning of year and at end of year	年初及年終	2,000,000,000	200,000,000	2,000,000,000	200,000,000
Issued and fully paid:	已發行及繳足股本：				
At beginning of year and at end of year	年初及年終	469,000,000	46,900,000	469,000,000	46,900,000



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 25. SHARE OPTION

The Company has the following share option schemes:

### (i) Pre-IPO Share Option Scheme

On 1 February, 2002, the Company adopted a share option scheme (the "Pre-IPO Share Option Scheme").

The purpose of the Pre-IPO Share Option Scheme is to provide incentives to recognise the contribution of certain directors, employees and advisor of the Company to the growth of the Group and/or to the listing of the Company's shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM"). The period within which the shares must be taken up under an option of the Pre-IPO Share Option Scheme shall be valid for a period of 3 years commencing on 1 February, 2002. Save for the legal advisor, the grantees have to hold one-third of the options granted for a period of six months after listing, another one-third for a period of twelve months after listing and the remaining one-third for a period of twenty four months after listing. HK\$1 is payable on acceptable of an option within 28 days from the date of grant.

The total number of shares in respect of which options granted under the Pre-IPO Share Option Scheme was 25,500,000 shares. The exercise price for shares under Pre-IPO Share Option Scheme was 50% of the issued price when the shares of the Company were offered to the public.

Details of the movement in share options granted on 18 February, 2002 under the Pre-IPO Share Option Scheme during each of the two years ended 31 March, 2004 are set out as follows:

## 25. 認購股權計劃

本公司有以下認購股權計劃：

### (i) 首次公開招股前認購股權計劃

於二零零二年二月一日，本公司採納一項認購股權計劃（「首次公開招股前認購股權計劃」）。

首次公開招股前認購股權計劃之目的旨在表揚對本集團發展及／或將本公司股份在香港聯合交易所有限公司創業板（「創業板」）上市有貢獻之若干董事。首次公開招股前認購股權計劃由二零零二年二月一日開始為期三年生效，須在此期間認購股份。除法律顧問外，認購人須持有1/3認購權六個月（由上市時開始），1/3認購權十二個月（由上市時開始），餘下1/3認購權二十四個月（由上市時開始）。如接納認購股權，則須於授出日期起計二十八日支付1港元。

根據首次公開招股前認購股權計劃可發行之股份總數為25,500,000股。首次公開招股前認購股權計劃的認購股份價格為公司股份向公眾招股價格的50%。

根據首次公開招股前認購股權計劃於二零零二年二月十八日授出之購股權於截至二零零四年三月三十一日止兩個年度之變動詳情如下：

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 25. SHARE OPTION (continued)

### (i) Pre-IPO Share Option Scheme (continued)

For the year ended 31 March, 2004

## 25. 認購股權 (續)

### (i) 首次公開招股前認購股權計劃 (續)

於截至二零零四年三月三十一日止年度

Exercisable period	Exercise price per share	Outstanding at 1 April, 2003 於二零零三年 四月一日 尚未獲行使	Number of share options		
			Lapsed during the year	Outstanding at 31 March, 2004	
行使期間	行使價 HK\$ 港元	尚未獲行使	本年度 失效	於二零零四年 三月三十一日 尚未獲行使	
Category: Directors					
類別：董事	September 7, 2002 – February 17, 2005 二零零二年九月七日至二零零五年二月十七日	0.3	3,000,000	–	3,000,000
	March 7, 2003 – February 17, 2005 二零零三年三月七日至二零零五年二月十七日	0.3	3,000,000	–	3,000,000
	March 7, 2004 – February 17, 2005 二零零四年三月七日至二零零五年二月十七日	0.3	3,000,000	–	3,000,000
			9,000,000	–	9,000,000
Category: Employees					
類別：僱員	September 7, 2002 – February 17, 2005 二零零二年九月七日至二零零五年二月十七日	0.3	2,400,000	(2,400,000)	–
	March 7, 2003 – February 17, 2005 二零零三年三月七日至二零零五年二月十七日	0.3	2,400,000	(2,400,000)	–
	March 7, 2004 – February 17, 2005 二零零四年三月七日至二零零五年二月十七日	0.3	2,400,000	(2,400,000)	–
			7,200,000	(7,200,000)	–
Category: Legal advisor					
類別：法律顧問	March 7, 2002 – February 17, 2005 二零零二年三月七日至二零零五年二月十七日	0.3	2,400,000	–	2,400,000
			2,400,000	–	2,400,000
Total all categories					
全有類別總計			18,600,000	(7,200,000)	11,400,000

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 25. SHARE OPTION (continued)

### (i) Pre-IPO Share Option Scheme (continued)

For the year ended 31 March, 2003

## 25. 認購股權 (續)

### (i) 首次公開招股前認購股權計劃 (續)

於截至二零零三年三月三十一日止年度

	Exercisable period	Exercise price per share	Number of share options		
			Outstanding at April 1, 2002	Lapsed during the year	Outstanding at March 31, 2003
	行使期間	行使價 HK\$ 港元	於二零零三年 四月一日 尚未獲行使	本年度 失效	於二零零三年 三月三十一日 尚未獲行使
Category: Directors					
類別：董事	September 7, 2002 – February 17, 2005 二零零二年九月七日至二零零五年二月十七日	0.3	4,500,000	(1,500,000)	3,000,000
	March 7, 2003 – February 17, 2005 二零零三年三月七日至二零零五年二月十七日	0.3	4,500,000	(1,500,000)	3,000,000
	March 7, 2004 – February 17, 2005 二零零四年三月七日至二零零五年二月十七日	0.3	4,500,000	(1,500,000)	3,000,000
			13,500,000	(4,500,000)	9,000,000
Category: Employees					
類別：僱員	September 7, 2002 – February 17, 2005 二零零二年九月七日至二零零五年二月十七日	0.3	3,200,000	(800,000)	2,400,000
	March 7, 2003 – February 17, 2005 二零零三年三月七日至二零零五年二月十七日	0.3	3,200,000	(800,000)	2,400,000
	March 7, 2004 – February 17, 2005 二零零四年三月七日至二零零五年二月十七日	0.3	3,200,000	(800,000)	2,400,000
			9,600,000	(2,400,000)	7,200,000
Category: Legal advisor					
類別：法律顧問	March 7, 2002 – February 17, 2005 二零零二年三月七日至二零零五年二月十七日	0.3	2,400,000	–	2,400,000
			2,400,000	–	2,400,000
Total all categories					
全有類別總計			25,500,000	(6,900,000)	18,600,000

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 25. SHARE OPTION (continued)

### (ii) Share Option Scheme

On 1 February, 2002, another share option scheme (the "Share Option Scheme") was approved pursuant to a resolution of the shareholders of the Company.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected individuals to subscribe for shares in the Company as incentives or rewards for their contributions to the Group. The Board may, at its discretion, invite any full-time or part-time employee of the Company or any member of the Group, including any director of any member of the Group and any advisor or consultant (in areas of technical, financial or corporate managerial) of the Company or any of its subsidiaries to take up options to subscribe for the shares in the Company for a consideration of HK\$1 each lot of share option granted. The Share Option Scheme will remain valid for a period of 10 years commencing on 1 February, 2002. The option period shall not be less than 3 years and not exceed 10 years from the date of acceptance of option. There is no minimum period for which an option must be held before it can be exercised. HK\$1 is payable on acceptance of an option within 28 days from the date of grant.

The total number of shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 46,900,000 shares, which represent 10% of the shares in issue as at 7 March, 2002, being the date of listing of the Company's shares on GEM, unless approval from the Company's shareholders has been obtained. The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each individual in any twelve-month period up to and including the date of grant shall not exceed 1% of the shares in issue at the date of grant unless approval from Company's shareholders has been obtained.

Options may be exercised at any time during the specified option period. The exercise price shall be determined by the directors of the Company, and shall be at least the highest of (i) the closing price of the Company's shares as stated on GEM's daily quotation sheets on the date of grant; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant and (iii) the nominal value of the Company's shares.

No share options have been granted by the Company under the Share Option Scheme since its adoption.

## 25. 認購股權 (續)

### (ii) 認購股權計劃

於二零零二年二月一日，本公司根據本公司一項股東決議案之批准採納一項認購股權計劃。

認購股權計劃之目的旨在使本公司可向經挑選人士授出認購股權認購本公司股份，作為對彼等為本集團所作出的貢獻之獎勵或回報。董事會可酌情邀請本公司或本集團任何成員公司之任何全職或兼職僱員(包括本集團任何成員公司之任何董事)及本公司或其任何附屬公司在技術、財務或企業管理範疇之任何諮詢人或顧問，接納認購股權以認購本公司股份，而接納認購股權之人士須就每份獲授出認購股權支付1港元代價。認購股權計劃將由二零零二年二月一日起計十年內有效。認購股權期間將不少於三年，而不超過由接納認購股權日期起計十年。認購股權在可予行使之前無須持有最少期間。如接納認購股權，則須於授出日期起計二十八日支付1港元。

除非獲本公司股東批准，則否本公司根據首次公開招股前認購股權計劃可發行之股份總數不可超逾46,900,000股，佔本公司股份於二零零二年三月七日在創業板上市當日之已發行股本10%。當向個別人士授出認購股權時，倘若截至授出日期前十二個月期間任何時間內(包括授出日期內)，該等授出及將予授出之認購股權獲行使會導致超逾本公司於該授出日期之已發行股本之1%，除非獲本公司股東批准，否則不得授出認購股權予該個別人士。

認購股權可於指定授出認購股權期間行使。本公司股份之價格將由董事會釐定，而將為下列三項之最者：(i)本公司股份於授出認購股權日期於創業板每日報價表所示之收市價；(ii)股份於緊接授出日期前五個辦公日之平均收市價；及(iii)本公司股份面值。

自本公司採納認購股權計劃以來未有授出認購股權。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 25. SHARE OPTION (continued)

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Scheme, the Share Option Scheme and any other schemes involving the issue or grant of options must not exceed 30% of the Company's shares in issue from time to time.

## 25. 認購股權 (續)

根據首次公開招股前認購股權計劃、認購股權計劃及涉及發行或授出認購股權之任何其他計劃所授出及可獲行使之所有尚未獲行使認購股權獲行使時可予發行之股份數上整體限額不得超逾本公司不時已發行股份30%。

## 26. RESERVES

## 26. 儲備

		Share premium	Accumulated profits (losses)	Total
		股份溢價	累計溢利 (虧損)	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
<b>THE COMPANY</b>	<b>本公司</b>			
At 1 April, 2002	於二零零二年四月一日	19,008,723	590,833	19,599,556
Dividend paid	已付股息	-	(586,250)	(586,250)
Net loss for the year	年度虧損淨額	-	(53,782,499)	(53,782,499)
At 31 March, 2003	二零零三年三月三十一日	19,008,723	(53,777,916)	(34,769,193)
Net loss for the year	年度虧損淨額	-	(18,572,921)	(18,572,921)
At 31 March, 2004	二零零四年三月三十一日	19,008,723	(72,350,837)	(53,342,114)

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 26. RESERVES (continued)

The Company's reserves available for distribution include the share premium and accumulated profits (losses). Under the Companies Law (Revised) Chapter 22 of the Cayman Islands (the "Companies Law"), the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Law.

In the opinion of the directors, as at 31 March, 2004, the Company does not have any reserves available for distribution (2003: Nil).

## 27. MAJOR NON-CASH TRANSACTION

During the year, a creditor in respect of an amount of HK\$2,500,000 had confirmed that such amount would not be demanded for repayment within twelve months from the balance sheet date, accordingly the amount had been reclassified as non-current liabilities.

## 28. WEBSITE DEVELOPMENT COMMITMENT

		THE GROUP 本集團	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Commitment in respect of website development contracted for but not provided in the financial statements	就網站開發之已訂約但未於財務報表撥備之承擔	-	200,000

## 26. 儲備 (續)

本公司可分派儲備即股份溢價及累計溢利(虧損)。根據開曼群島法律第22章公司法(經修訂)(「公司法」)，本公司股份溢價可向股東分派或支付股息，惟須遵守本公司組織章程或公司細則，且只可在本公司於緊隨分派或支付股息後，仍有能力償還於日常業務過程中到期的債務，方作出分派或支付股息。根據本公司組織章程，股息只可從本公司已變現或未變現溢利或從溢利轉撥往董事認為不再需要之任何儲備中撥資宣派或支付。在取得普通決議案的同意下，股息亦可自股份溢價賬或公司法授權可作此用途之任何其他資金或賬目中撥資宣派或支付。

董事認為，於二零零四年三月三十一日，本公司並無可供分派之任何儲備(二零零三年：無)。

## 27. 主要非現金交易

於本年度內，集團應付賬項中有2,500,000港元，因其債權人確認於結算日起計十二個月內將不會要求償還該筆款項，故該筆款項已作非流動負債列賬。

## 28. 網站開發承擔

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 29. OPERATING LEASE COMMITMENT

At the balance sheet date, the Group had commitment for future minimum lease payments under non-cancellable operating lease which fall due as follows:

		THE GROUP 本集團	
		2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Within one year	一年以內	980,000	29,434
In the second to fifth years inclusive	二至五年	929,946	-
		<b>1,909,946</b>	29,434

## 30. RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all employees. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group with respect of the MPF Scheme is to make the required contributions under the scheme.

The retirement benefits cost charged to income statement represents contributions payable to the MPF scheme by the Group at rates specified in the rules of the scheme.

At the balance sheet date, there was no forfeited contributions available to reduce future contributions (2003: Nil).

## 29. 經營租約承擔

於結算日，本集團根據不可撤銷經營租約之未來最少到期租金承擔如下：

## 30. 退休福利計劃

本集團為所有僱員參加一項強制性公積金計劃（「強積金計劃」）。強積金計劃乃根據強制性公積金計劃條款於強制性公積金計劃管理局註冊。強積金計劃之資產乃與本集團之資產分開，並由獨立受託人控制。根據強積金計劃，僱主及僱員須按法例所規定之比率向強積金計劃供款。本集團就強積金計劃之唯一責任為根據該計劃作出所須供款。

從收益表扣除之退休福利計劃即本集團根據該計劃規則所規定之比率而應支付之供款。

於結算日，本集團並無可削減日後供款之沒收供款（二零零三年：無）。

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 31. RELATED PARTY TRANSACTIONS

In addition to transactions and balances with related parties disclosed in notes 18 and 21 to the financial statements, the Group has entered into the following transactions with related parties during the year:

Name of related party 有關連人士名稱	Nature of transaction 交易性質	Notes 附註	2004 二零零四年 HK\$ 港元	2003 二零零三年 HK\$ 港元
Fairco Investments Limited 暉港投資有限公司	Rental paid and payable 已付及應付租金	(i), (ii)	-	900,000

Notes:

- (i) The transaction was determined based on the terms agreed by the companies concerned.
- (ii) Mr. Wong Cheah Foo, a director of the Company, has beneficial interest in this company.

附註：

- (i) 交易乃按有關公司所協定之條款而釐定。
- (ii) 董事黃齊富先生於該公司擁有實益權益。

## 32. POST BALANCE SHEET EVENT

Subsequent to 31 March, 2004, the Group had incurred the following events:

- (i) There was draw-down of approximately HK\$1,400,000 by the Group to meet its daily working capital requirements out of the loan mentioned in note 2 to the financial statements. The balance of loan to be available to the Group amounted to approximately HK\$4,800,000.
- (ii) At an Extraordinary General Meeting held on 10 May, 2004, a special resolution was passed to approve on a proposal to reduce the Company's share capital.

Upon implementation, the nominal value of each of the 469,000,000 shares in issue would be reduced by HK\$0.09 from HK\$0.10 to HK\$0.01, resulting in the existing issued share capital of the Company in the aggregate of HK\$46,900,000 reduced by HK\$42,210,000 to HK\$4,690,000. Following this capital reduction and cancellation of existing shares, the authorised share capital of the Company would be HK\$200,000,000 but divided into 20,000,000,000 new shares.

The Cayman Islands Court hearing date is scheduled for July 23, 2004 and trading of the new shares is expected to commence shortly thereafter, upon the GEM Listing Committee's grant for the listing of and permission to deal in the new shares. This will provide greater flexibility to the Company in pricing future capital raising exercises when circumstances arise.

## 32. 結算日後事項

於二零零四年三月三十一日，本集團曾發生下列事項：

- (i) 本集團已從財務報表附註2所述貸款提取約1,400,000港元以應付日常經營資金需求。本集團可使用之貸款餘額約為4,800,000港元。
- (ii) 於二零零四年五月十日，股東經特別議案通過削減公司股本的建議。

當實行時已發行469,000,000股份之每股面值會減低0.09港元(由0.10港元減至0.01港元)；結果令到公司現行發行股本由46,900,000港元減少42,210,000港元，變為4,690,000港元。在削減股本及註銷現行股份後，公司法定股本將會為200,000,000港元，變作20,000,000,000新股。

開曼群島法庭就削股事宜排期於二零零四年七月二十三日聆訊，在創業板上市委員會授權新股上市及批准買賣後，新股會稍後開始交易。公司在未來融資籌劃定價上更具彈性。



# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 33. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries at 31 March, 2004 are as follows:

## 33. 附屬公司詳情

於二零零四年三月三十一日，本公司各附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of shares held 所持股份類別	Issued and fully paid up capital 已發行及全面繳足股本	Proportion of nominal value of issued capital held by the Company 本公司持有已發行股本面值百分比		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
NCM Life Sciences Technology Limited	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100	Inactive 暫無營業
NCM Shoji Co. Limited	Japan 日本	Ordinary 普通股	JYP10,000,000 10,000,000日圓	–	70	Retailing of pharmaceutical products 零售醫藥產品
New Chinese Medicine (BVI) Limited	British Virgin Islands 英屬處女群島	Ordinary 普通股	US\$200 200美元	100	–	Investment holding 投資控股
New Chinese Medicine Limited 新醫藥有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100	Investment holding and distribution of pharmaceutical products 投資控股及分銷醫藥產品
New Chinese Medicine (HK) Limited 新中藥(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100	Internet based medical treatment and retailing of modern Chinese medicines 以互聯網為基礎之醫療及中成藥零售
New Chinese Medicine International Limited	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100	Inactive 暫無營業

# NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

## 33. PARTICULARS OF SUBSIDIARIES (continued)

## 33. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of shares held 所持股份 類別	Issued and fully paid up capital 已發行及全面 繳足股本	Proportion of nominal value of issued capital held by the Company 本公司持有已發行股本 面值百分比		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
New Chinese Medicine (Website) Limited 新中藥(網頁)有限公司	Commonwealth of the Northern Mariana Islands 北馬里亞納群島共和國	Ordinary 普通股	US\$1,000 1,000美元	–	100	Owner of the registered domain name of www.newchinesemedic.com www.newchinesemedic.com 域名之登記持有人
Wongergold Limited 暉富有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100	Retailing of pharmaceutical products 零售醫藥產品

## 34. COMPARATIVE FIGURES

Certain financial information relating to interest in a jointly controlled entity, amount due to directors and amount due to related companies for the year ended 31 March, 2003 has been re-classified to conform with the current year's presentation.

## 34. 比較數字

截至二零零三年三月三十一日止年度有關於一共同控制個體權益、應付董事款項及應付關連公司款項之若干財務資料已重新分類以符合本年度之呈報方式。

# FINANCIAL SUMMARY 財務概要

For the year ended 31 March, 2004 截至二零零四年三月三十一日止年度

		Year ended 31 March, 截至三月三十一日止年度				2004
		2000	2001	2002	2003	2004
		二零零零年	二零零一年	二零零二年	二零零三年	二零零四年
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
<b>Results</b>	<b>業績</b>					
Turnover	營業額	37,196,115	34,096,317	26,595,352	14,021,237	<b>636,406</b>
Profit (loss) before taxation	稅前溢利(虧損)	16,905,040	6,217,705	2,424,505	(27,834,737)	<b>(23,882,091)</b>
Taxation	稅項	(2,600,000)	(1,107,734)	(269,766)	(3,848)	<b>(5,166)</b>
Profit (loss) before minority interest	未計少數股東權益前溢利(虧損)	14,305,040	5,109,971	2,154,739	(27,838,585)	<b>(23,887,257)</b>
Minority interest	少數股東權益	-	-	-	191,850	-
Profit (loss) for the year attributable to shareholders	股東應佔年度溢利(虧損)	14,305,040	5,109,971	2,154,739	(27,646,735)	<b>(23,887,257)</b>

		At 31 March, 於三月三十一日				2004
		2000	2001	2002	2003	2004
		二零零零年	二零零一年	二零零二年	二零零三年	二零零四年
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	27,395,308	44,839,980	42,297,332	20,409,345	<b>2,523,679</b>
Total liabilities and minority interest	總負債及少數股東利息	(14,316,251)	(26,660,921)	(4,053,282)	(10,295,478)	<b>(16,058,552)</b>
Net assets (liabilities)	淨資產(負債)	13,079,057	18,179,059	38,244,050	10,113,867	<b>(13,534,873)</b>

**Note:**

Pursuant to a group reorganisation to rationalise the structure of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") in preparation for the listing of the Company's shares on the Growth Enterprises Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Company became the holding company of the Group on 6 August, 2001. The shares of the Company have been listed on the GEM of the Stock Exchange with effect from 7 March, 2002. The Group resulting from the group reorganisation is regarded as a continuing entity. Accordingly, the financial statements of the Group have been prepared on the merger accounting basis as if the Company had always been the holding company of the Group. The results for the two years ended 31 March, 2000 and 2001 have been extracted from the Company's prospectus dated 25 February, 2002.

**附註:**

為籌備將本公司股份在香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)上市,本公司及其附屬公司(以下統稱「本集團」)進行重組(「集團重組」),以整理本集團之架構。本公司於二零零一年八月六日成為本集團之控股公司。本公司股份於二零零二年三月七日起一直在聯交所創業板上市。本集團經過集團重組後被視為持續經營實體。因此,本集團之財務報表乃採用合併會計基準編製,並假設本公司一直為本集團之控股公司。本集團截至二零零零年及二零零一年三月三十一日止兩年度各年之業績摘錄自本公司於二零零二年二月二十五日刊發的招股章程。



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