

簡明綜合財務
報表附註

1. 會計政策

編製基準

本未經審核簡明綜合中期財務報表乃根據香港會計實務準則(「會計準則」)第25號「中期財務報告」編製。編製本中期財務報表所採納之會計政策及編製基準與截至二零零一年三月三十一日止年度之年度經審核財務報表所採用者相同，惟本集團於採納下列由香港會計師公會頒佈之新訂或經修訂之會計準則(於二零零一年一月一日或以後之會計期間生效)後，已更改若干會計政策：

會計準則第9號 (經修訂)	: 結算日後事項
會計準則第14號 (經修訂)	: 租賃(由二零零零年七月一日或以後起計期間生效)
會計準則第28號	: 撥備、或然負債及或然資產
會計準則第29號	: 無形資產
會計準則第30號	: 企業合併
會計準則第31號	: 資產減值
會計準則第32號	: 綜合財務報表及投資於附屬公司之會計處理

除下列之租賃披露及前期調整外，實施上述會計準則並無對本集團財務報表造成重大影響。

租賃

基於會計準則第14號(經修訂)，不可撤銷之經營租賃之披露乃按未來最低租賃付款總額，而非於來年作出之付款。

前期調整

商譽／負商譽指收購成本較本集團應佔於收購日期所購入之有關淨資產公平值之超額／不足之數。往年間，商譽／負商譽在產生年度內撇銷自／計入儲備中。

由二零零一年一月一日開始，隨引用會計準則第30號後，本集團採納一項會計政策，確認商譽為資產，並按其估計可使用年期以直線法予以攤銷。負商譽將以從資產中扣除方式呈列，並會按導致結餘之情況分析撥入損益賬。

NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

1. Accounting policies

Basis of preparation

The unaudited condensed consolidated interim financial statements are prepared in accordance with Hong Kong Statement of Standard Accounting Practice ("SSAP") No. 25 "Interim Financial Reporting". The accounting policies and basis of preparation used in the preparation of the interim financial statements are the same as those used in the annual audited financial statements for the year ended 31 March 2001, except that the Group has changed certain of its accounting policies following the adoption of the following new or revised SSAPs issued by the Hong Kong Society of Accountants which are effective for accounting periods commencing on or after 1 January 2001:

SSAP 9 (revised)	: Events After the Balance Sheet Date
SSAP 14 (revised)	: Leases (effective for periods commencing on or after 1 July 2000)
SSAP 28	: Provisions, Contingent Liabilities and Contingent Assets
SSAP 29	: Intangible Assets
SSAP 30	: Business Combinations
SSAP 31	: Impairment of Assets
SSAP 32	: Consolidated Financial Statements and Accounting for Investments in Subsidiaries

Other than lease disclosures and the prior period adjustment as set out below, the implementation of the above SSAPs did not have a material impact on the Group's financial statements.

Leases

In accordance with SSAP 14 (revised), the total future minimum lease payments are disclosed instead of annual payments to be made during the next year under non-cancellable operating leases.

Prior period adjustment

Goodwill/negative goodwill represents the excess/shortfall of the cost of an acquisition over the fair values of the Group's share of the underlying net assets of the acquired subsidiaries at the date of acquisition. In previous years, goodwill/negative goodwill was eliminated against/credited to reserves in the year in which it arose.

With effect from 1 January 2001, with the introduction of SSAP 30, the Group adopted an accounting policy to recognise goodwill as an asset which is amortised on a straight-line basis over its estimated useful life. Negative goodwill will be presented as a deduction from assets and will be released to profit and loss account based on analysis of the circumstances from which the balance resulted.

本集團因選擇引用會計準則第30號之過渡條文，故並無根據新會計政策追溯重列二零零一年一月一日前因收購產生之商譽／負商譽（先前已撇銷自／計入儲備）。因此，於二零零一年一月一日前因收購產生之商譽列作儲備，並將於出售附屬公司時或商譽確定會減值之時從損益賬中扣除。於二零零一年一月一日前因收購產生之負商譽列作儲備，並會於出售有關附屬公司時計入損益賬。

由於本集團先前並無任何政策確認有關從儲備中撇銷商譽之減值，故根據會計準則第2號「期間淨溢利或虧損、基本錯誤及會計政策改變」，實施會計準則第31號被視為會計政策改變，並按照會計準則第30號之過渡條文，獲追溯應用。因此，前期間因收購附屬公司所產生之商譽，經確定於二零零一年三月三十一日前已告減值。會計政策改變之影響，使二零零一年四月一日之累積虧損及資本儲備增加約773,000港元（附註十四）。

2. 分類資料

本集團截至二零零一年九月三十日止期間按主要業務及經營地區劃分之營業額及經營溢利／（虧損）之貢獻分析如下：

按業務劃分：
零售及批發
中藥及其他
藥物、醫藥
產品、健康產品
及海味

物業投資－
租金收入
提供中醫診療
服務
其他

按地區劃分：
中華人民共和國
（「中國」）
－香港
－其他地區

By activity:
Wholesale and retail of
Chinese and other
medicines, pharmaceutical
products, health products
and dried seafoods

Property investment –
rental income
Provision of Chinese
clinical services
Others

By geographical area:
People's Republic of
China ("PRC")
– Hong Kong
– Elsewhere

	營業額		經營業務溢利／（虧損）之貢獻	
	Turnover		Contribution to profit/(loss) from operating activities	
	截至九月三十日止六個月		截至九月三十日止六個月	
	For the six months ended 30 September		For the six months ended 30 September	
	二零零一年	二零零零年	二零零一年	二零零零年
	2001	2000	2001	2000
	(未經審核)	(未經審核 及重列)	(未經審核)	(未經審核 及重列)
	(Unaudited and restated)		(Unaudited and restated)	
	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	25,393	12,441	(8,995)	(3,188)
	1,150	1,324	1,018	1,241
	836	–	(706)	–
	–	–	(9,235)	404
	<u>27,379</u>	<u>13,765</u>	<u>(17,918)</u>	<u>(1,543)</u>
	24,664	13,765	(12,545)	(1,543)
	2,715	–	(5,373)	–
	<u>27,379</u>	<u>13,765</u>	<u>(17,918)</u>	<u>(1,543)</u>

The Group has taken advantage of the transitional provisions in SSAP 30 and the goodwill/negative goodwill that arose from acquisitions prior to 1 January 2001, which has been previously eliminated against/credited to reserves, has not been retrospectively restated under the new accounting policy. Therefore, goodwill arising on acquisitions prior to 1 January 2001 is held in reserves and will be charged to the profit and loss account at the time of disposal of the subsidiaries, or at such time as the goodwill is determined to be impaired. Negative goodwill arising on acquisitions prior to 1 January 2001 is held in reserves and will be credited to the profit and loss account at the time of disposal of the relevant subsidiaries.

As the Group had not previously followed a policy of recognising impairment losses in respect of goodwill eliminated against reserves, implementation of SSAP 31 is treated as a change in accounting policy in accordance with SSAP 2 "Net Profit or Loss for the Period, Fundamental Errors and Changes in Accounting Policies" and is applied retrospectively in accordance with the transitional provisions of SSAP 30. As a result, the goodwill arising from the acquisitions of subsidiaries in the prior periods was determined to have been impaired prior to 31 March 2001. The effect of this change in the accounting policy is to increase the accumulated losses and the capital reserve as at 1 April 2001 by approximately HK\$773,000 (note 14).

2. Segment information

An analysis of the Group's turnover and contribution to profit/(loss) from operating activities by principal activity and geographical area of operations for the period ended 30 September 2001 is as follows:

出售為數 10,517,500 港元及購入為數 10,157,500 港元之有價證券已分別計入本集團截至二零零零年九月三十日止六個月未經審核綜合中期業績內之營業額及銷售成本。董事會重新釐定本集團之核心業務，並認為買賣有價證券並不納入為本集團主要業務之一部份。因此，此等項目已重列為前期中期業績之其他收入。董事會認為，上述財務報表之重新分類能提供較佳之財務呈列。

Amounts of HK\$10,517,500 and HK\$10,157,500 representing the value of marketable securities sold and purchased were included in turnover and cost of sales respectively in the unaudited consolidated interim results of the Group for the six months ended 30 September 2000. The Directors redefined the Group's core business and concluded that the trading of marketable securities do not form part of the Group's principal activities. Accordingly, these items were reclassified to other revenue for the prior period interim results. In the opinion of the Directors, these reclassifications in the financial statements provide a better presentation.

3. 其他收入

利息收入
股息收入
出售短期投資之收益
其他

Interest income
Dividend income
Gain on disposal of short term investments
Others

截至九月三十日止六個月	
For the six months ended 30 September	
二零零一年	二零零零年
2001	2000
(未經審核)	(未經審核及重列)
(Unaudited)	(Unaudited and restated)
千港元	千港元
HK\$'000	HK\$'000
1,832	1,971
161	-
-	361
55	3
<u>2,048</u>	<u>2,335</u>

3. Other revenue

4. 經營業務虧損

本集團之經營業務虧損已扣除下列項目：

折舊
商譽攤銷
技術知識攤銷
短期投資公平價值
改變之虧損

Depreciation
Amortisation of goodwill
Amortisation of know-how
Loss on changes in fair value
of short term investments

截至九月三十日止六個月	
For the six months ended 30 September	
二零零一年	二零零零年
2001	2000
(未經審核)	(未經審核)
(Unaudited)	(Unaudited)
千港元	千港元
HK\$'000	HK\$'000
2,242	685
198	-
596	-
3,125	-
<u>3,125</u>	<u>-</u>

4. Loss from operating activities

The Group's loss from operating activities is arrived at after charging the following:

5. 融資成本

須於五年內悉數償還
之銀行貸款、透支及
其他借款之利息開支
租購之費用

Interest expenses on bank loans,
overdrafts and other borrowings
wholly repayable within five years
Hire purchase charges

截至九月三十日止六個月	
For the six months ended 30 September	
二零零一年	二零零零年
2001	2000
(未經審核)	(未經審核)
(Unaudited)	(Unaudited)
千港元	千港元
HK\$'000	HK\$'000
3,041	2,966
23	24
<u>3,064</u>	<u>2,990</u>

5. Finance costs

6. 稅項

由於本集團於本期間內並無任何估計應課稅溢利，故並無就香港或海外(包括中國)利得稅作出撥備(二零零零年：無)。

7. 股息

董事會不建議派發截至二零零一年九月三十日止六個月之中期股息(二零零零年：無)。

8. 每股虧損

每股基本虧損乃根據期間內股東應佔日常業務虧損淨額約18,065,000港元(二零零零年：4,533,000港元)及期間已發行普通股之加權平均數1,364,926,753股(二零零零年：986,869,048股)計算。

由於期間內本公司之購股權及可換股票據倘於該等期間內轉換會具有反攤薄影響，故並無呈列截至二零零一年及二零零零年九月三十日止六個月內之每股攤薄虧損。

9. 固定資產

位於中國揚州之工廠現存價值約10,213,000港元已計入固定資產。本集團尚未取得該等工廠物業建築所在之租賃土地之土地使用權。於結算日，董事正着手與業主洽商有關土地使用權之條款。

10. 應收貿易賬款

本集團給予中藥及其他藥物、健康產品及海味之客戶之信貸期為30天至60天。給予國內醫葯產品客戶之信貸期為60天至90天。應收貿易賬款之賬齡分析如下：

壹至三個月	1 – 3 months
四至六個月	4 – 6 months
七至十二個月	7 – 12 months

11. 應收中間控股公司款項

- (a) 應收Tin Ming Management Limited (「Tin Ming」)之款項約為1,720,000港元乃無抵押，年息為最優惠利率加壹厘及將於二零零二年三月二十八日到期。
- (b) 應收Hong Tau Investment Ltd. (「Hong Tau」)之款項約為2,118,000港元乃由Hong Tau分擔之財務重組開支引起。此款項乃無抵押，免息及本公司同意將還款期由二零零一年九月二十八日延遲至二零零二年三月二十八日。

6. Tax

No provision for Hong Kong or overseas (including PRC) profits tax has been made as the Group did not generate any assessable profits during the Period (2000: Nil).

7. Dividend

The Directors do not recommend the payment of any interim dividend for the six months ended 30 September 2001 (2000: Nil).

8. Loss per share

The calculation of the basic loss per share is based on the net loss from ordinary activities attributable to shareholders for the Period of approximately HK\$18,065,000 (2000: HK\$4,533,000) and the weighted average number of 1,364,926,753 (2000: 986,869,048) ordinary shares in issue during the Period.

Diluted loss per share for the six months ended 30 September 2001 and 2000 has not been presented as the effect of the assumed conversion of the share options and convertible notes of the Company during these periods was anti-dilutive.

9. Fixed assets

The factory premises located in Yangzhou, the PRC with a carrying value of approximately HK\$10,213,000 are included in fixed assets. The Group has not yet obtained the land use right of the land on which the factory premises are built. As at the balance sheet date, the directors are in the process of negotiating with the landlord for the terms of land use right.

10. Trade receivables

The Group's credit terms granted to customers of Chinese and other medicines, health products and dried seafoods range between 30 to 60 days. Its credit terms granted to customers of pharmaceutical products in the PRC range between 60 days to 90 days. The aged analysis of trade receivables is as follows:

二零零一年 九月三十日 30 September 2001 (未經審核) (Unaudited) 千港元 HK\$'000	二零零一年 三月三十一日 31 March 2001 (經審核) (Audited) 千港元 HK\$'000
968	1,641
568	1,881
1,079	408
<u>2,615</u>	<u>3,930</u>

11. Due from intermediate holding companies

- (a) The amount of approximately HK\$1,720,000 due from Tin Ming Management Limited ("Tin Ming") is unsecured, bears interest at prime rate plus 1% per annum and will be due on 28 March 2002.
- (b) The amount of approximately HK\$2,118,000 due from Hong Tau Investment Ltd. ("Hong Tau") represented the sharing of the financial restructuring costs by Hong Tau. The amount is unsecured, interest-free and the Company has agreed to extend the repayment date from 28 September 2001 to 28 March 2002.

12. 應付貿易賬款及票據

應付貿易賬款及票據之賬齡分析如下：

壹至三個月	1 - 3 months
四至六個月	4 - 6 months
七至十二個月	7 - 12 months
壹至二年	1 - 2 years
超過二年	Over 2 years

12. Trade and bills payables

The aged analysis of trade and bills payables is as follows:

二零零一年 九月三十日 30 September 2001 (未經審核) (Unaudited) 千港元 HK\$'000	二零零一年 三月三十一日 31 March 2001 (經審核) (Audited) 千港元 HK\$'000
7,250	4,832
759	392
67	142
452	359
6,498	6,490
<u>15,026</u>	<u>12,215</u>

13. 股本

法定股本：
3,000,000,000股
(二零零一年
三月三十一日：
3,000,000,000股) 每股
面值0.10港元之普通股

已發行及繳足股本：
1,383,396,698股
(二零零一年
三月三十一日：
1,253,396,698股) 每股
面值0.10港元之普通股

於期間內本公司已發行股本變動情況概述
如下：

13. Share capital

Authorised:
3,000,000,000
(31 March 2001: 3,000,000,000)
ordinary shares of HK\$0.10 each

Issued and fully paid:
1,383,396,698
(31 March 2001: 1,253,396,698)
ordinary shares of HK\$0.10 each

A summary of the movement in the issued share capital
of the Company during the Period is as follows:

	普通股數目 Number of ordinary shares	已發行及繳足 Issued and fully paid (未經審核) (Unaudited) 千港元 HK\$'000
二零零一年四月一日	At 1 April 2001	1,253,396,698
兌換債權人可換股票據 而發行股份	Shares issued on conversion of Creditor Convertible Note	130,000,000
二零零一年九月三十日	At 30 September 2001	<u>1,383,396,698</u>

按日期為二零零零年二月二十九日由本公司及一債權人簽訂之債權人重組協議，本公司同意發行予債權人總本金額為13,000,000港元，每股行使價為0.10港元之可換股票據（債權人可換股票權）。繼股東於二零零零年四月二十五日批准及達成某些指定條件後，債權人可換股票據已於二零零零年四月二十七日發行予債權人，並於二零零一年四月二十七日被債權人兌換為130,000,000股每股面值0.10港元之本公司普通股。

Pursuant to a creditor restructuring agreement dated 29 February 2000 entered into between the Company and a creditor, the Company agreed to issue to the creditor a convertible note (Creditor Convertible Note) in an aggregate principal sum of HK\$13 million which could be convertible at an exercise price of HK\$0.10 per share. The Creditor Convertible Note was issued to the creditor on 27 April 2000 following the approval by the shareholders on 25 April 2000 and the fulfillment of certain other stipulated conditions. Such Creditor Convertible Note was converted by the creditor into 130 million ordinary shares of the Company at HK\$0.10 each on 27 April 2001.

14. 儲備

14. Reserves

		股份溢價	資本贖回 儲備	資本儲備	繳入盈餘	滙兌波動 儲備	累計虧損	總額
		Share premium (未經審核)	Capital redemption reserve (未經審核)	Capital reserve (未經審核)	Contributed surplus (未經審核)	Exchange fluctuation reserve (未經審核)	Accumulated losses (未經審核)	Total (未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
二零零一年 四月一日	At 1 April 2001							
按先前呈報 前期調整 (附註1)	As previously reported Prior period adjustment (note 1)	140,382	297	12,278	80,933	6	(287,299)	(53,403)
		-	-	773	-	-	(773)	-
重列 期間虧損	As restated Loss for the Period	140,382	297	13,051	80,933	6	(288,072)	(53,403)
		-	-	-	-	-	(18,065)	(18,065)
二零零一年 九月三十日	At 30 September 2001	140,382	297	13,051	80,933	6	(306,137)	(71,468)

15. 資產抵押

15. Pledge of assets

於二零零一年九月三十日，本集團之信貸乃以本集團下列之資產作抵押：

At 30 September 2001, the following assets of the Group were pledged to secure the Group's credit facilities:

- (a) 於結算日現存價值共43,150,000港元之本集團若干投資物業；及
- (b) 本集團若干附屬公司之股份、業務、物業、資產及權利之固定及浮動抵押。

- (a) Certain of the Group's investment properties with an aggregate carrying value of HK\$43,150,000 at the balance sheet date; and
- (b) Fixed and floating charges over certain of Group's subsidiaries shares, undertakings, properties, assets and rights.

16. 或然負債

16. Contingent liabilities

於二零零一年九月三十日，本公司就給予若干附屬公司之融資而向銀行作出約50,487,000港元（二零零一年三月三十一日：50,487,000港元）之擔保。該筆貸款已動用約46,532,000港元（二零零一年三月三十一日：47,817,000港元）。

As at 30 September 2001, the Company had given guarantees of approximately HK\$50,487,000 (31 March 2001: HK\$50,487,000) to banks in connection with facilities granted to certain subsidiaries. The facilities were utilised to the extent of approximately HK\$46,532,000 (31 March 2001: HK\$47,817,000).

17. 承擔

(a) 資本承擔

於二零零一年九月三十日，本集團之資本承擔如下：

已訂約，但未作撥備
已批准，但未訂約

Contracted, but not provided for
Authorised, but not contracted for

二零零一年 九月三十日 30 September 2001 (未經審核) (Unaudited) 千港元 HK\$'000	二零零一年 三月三十一日 31 March 2001 (經審核) (Audited) 千港元 HK\$'000
3,995	10,623
8,420	8,420
<u>12,415</u>	<u>19,043</u>

(b) 經營租賃承擔

(i) 於二零零一年九月三十日，本集團根據到期之不可撤銷之經營租賃於未來應付最低租賃付款總額如下：

土地及樓宇：
不遲於壹年
遲於壹年，但不遲於五年

租約商訂期為二至四年。

於二零零一年九月三十日，本公司並無任何重大承擔。

(ii) 於二零零一年三月三十一日，本集團根據不可撤銷之經營租賃於下年度應付之承擔如下：

土地及樓宇屆滿期：
壹年內
第二至第五年
(首尾兩年包括在內)

17. Commitments

(a) Capital commitments

At 30 September 2001, the Group had capital commitments as follows:

(b) Commitments under operating leases

(i) At 30 September 2001, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

二零零一年 九月三十日 30 September 2001 (未經審核) (Unaudited) 千港元 HK\$'000
7,886
9,171
<u>17,057</u>

Land and buildings:
Not later than one year
Later than one year and not later than five years

The leases are negotiated for terms of 2 to 4 years.

At 30 September 2001, the Company did not have any other significant commitments.

(ii) At 31 March 2001, the Group had commitments under non-cancellable operating leases to make payments in the following year as follows:

二零零一年 三月三十一日 31 March 2001 (經審核) (Audited) 千港元 HK\$'000
1,668
6,490
<u>8,158</u>

Land and buildings expiring:
Within one year
In the second to fifth year, inclusive

18. 關連人士交易

於期間內，中間控股公司Tin Ming 獲得本公司一筆無抵押及年息為最優惠利率加壹厘之貸款1,720,000港元。

19. 中期財務報表之批准

本簡明綜合中期財務報表已於二零零一年十二月十五日獲董事會批准。

18. Related party transaction

During the Period, a loan of HK\$1,720,000 which is unsecured and bears interest at prime rate plus 1% per annum, was made by the Company to Tin Ming, an intermediate holding company.

19. Approval of the interim financial statements

These condensed consolidated interim financial statements were approved by the Directors on 15 December 2001.