

Advanced Biomedical Technologies Inc.
Form 10-K
February 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended October 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number 000-53051

Advanced Biomedical Technologies Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

Empire State Building
350 Fifth Ave, 59th Floor
New York, NY 10118
(Address of principal executive offices, including zip code.)

(718) 766-7898
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.00001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

Indicate by check mark whether registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

There was no active public trading market as of the last business day of the Company's year-end.

The aggregate market value of common stock held by non-affiliates of the registrant, computed by reference to the price at which the common equity was last sold being \$1.00 on April 30, 2013 which is the last trading day of the second quarter, was approximately \$13,571,650 as of April 30, 2013 (the last business day of the registrant's most recently completed second quarter), assuming solely for the purpose of this calculation that all directors, officers and more than 10% stockholders of the registrant are affiliates. The determination of affiliate status for this purpose is not necessarily conclusive for any other purpose.

As of February 13, 2014, there are 56,874,850 shares of common stock outstanding.

TABLE OF CONTENTS

	Page
Special Note Regarding Forward Looking Statements	3
PART I	
Item 1. Business	4
Item 1A. Risk Factors	11
Item 1B. Unresolved Staff Comments	11
Item 2. Properties	11
Item 3. Legal Proceedings	11
Item 4. Mine Safety Disclosures	12
PART II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	12
Item 6. Selected Financial Data	13
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	13
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	21
Item 8. Financial Statements and Supplementary Data	22
Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure	23
Item 9A. Controls and Procedures	23
Item 9B. Other Information	23
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	24
Item 11. Executive Compensation	27
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	28
Item 13. Certain Relationships and Related Transactions, and Director Independence	28
Item 14. Principal Accounting Fees and Services	29
Item 15. Exhibits, Financial Statement Schedules	30

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Investors are cautioned that certain statements contained in this document, as well as some statements in periodic press releases and some oral statements of Advanced Biomedical Technologies Inc. (“ABMT”) officials during presentations about ABMT, are “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Act”). Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” or similar expressions. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies or prospects, and possible future ABMT actions, which may be provided by management, are also forward-looking statements as defined by the Act. Forward-looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties, and assumptions about ABMT, economic and market factors and the industries in which ABMT does business, among other things. These statements are not guaranties of future performance and we have no specific intention to update these statements.

Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors. Although forward-looking statements in this Annual Report on Form 10-K reflect the good faith judgment of our management, forward-looking statements are inherently subject to known and unknown risks, business, economic and other risks and uncertainties that may cause actual results to be materially different from those discussed in the forward-looking statements, and Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K.

ITEM 1. BUSINESS

Organizational History

Advanced Biomedical Technologies, Inc. has one direct wholly owned subsidiary, Masterise Holdings Ltd., a limited liability company organized under the laws of British Virgin Islands (“Masterise”). Masterise, owns seventy percent (70%) of the issued and outstanding equity or voting interests in Shenzhen Changhua, a company formed under the laws of the People’s Republic of China. (ABMT, Masterise, and Shenzhen Changhua are collectively referred to throughout this document as “We, “Us,” “Our” (and similar pronouns), “ABMT” and the “Company”).

We were incorporated in the State of Nevada on September 12, 2006. We maintain our statutory registered agent's office at The Corporation Trust Company of Nevada, 311 S Division Street, Carson City, Nevada 89703, and our business office is located at 350 Fifth Avenue, 59th Floor, New York, NY 10118. We have not been subject to any bankruptcy, receivership, or similar proceeding, or any material reclassification or consolidation.

Our primary business is carried out by Masterise through Shenzhen Changhua, as set forth in the following diagram:

Shenzhen Changhua does not have any subsidiary.

Organizational History of Masterise and Shenzhen Changhua

Masterise is a wholly owned subsidiary of Advanced Biomedical Technologies, Inc.

Masterise is a limited liability company which was organized under the laws of British Virgin Islands (“BVI”) on May 31, 2007, and owns 70% of the capital stock of Shenzhen Changhua.

Shenzhen Changhua is a limited liability company which was organized under the laws of PRC on September 25, 2002.

Since their founding, Shenzhen Changhua has been involved in the development of self-reinforced, absorbable degradable screws, rods and binding wires for fixation on human fractured bones. The Company is currently involved in conducting clinical trials on its products and intends to raise additional capital to produce and market its products commercially pending approval of its products by the China Food and Drug Administration (“CFDA”), formally the State Food and Drug Administration (“SFDA”) of the PRC.

Primary Products

Our primary products include Absorbable PA Osteosynthesis Devices made of a proprietary polyamide material. These advanced materials are used in surgical screws, binding wires, rods and related medical devices for the treatment of orthopedic trauma, sports-related medical treatment, cartilage repair, and related treatments, and reconstructive dental procedures. Our devices are Self-Reinforced, Bio-absorbable, Brady-degradable internal fixation devices. At this time, ABMT is the sole patent holder of PA technologies in China, as well as the only company currently engaged in clinical trials and marketing submission for PA devices in the PRC. Our PA Screws have completed clinical trials and are pending approval by the China Food and Drug Administration (“CFDA”); and our PA Binding Wires are under clinical trials; and our PA Mini-Screws are under animal test.

Product Characteristics:

The theory of Brady-degradable PA absorbable material is based on water dissolution, that is, the material is broken down by body fluids in a predictable and carefully engineered fashion. As a bone fracture heals, the supporting implant is designed to degrade from the outer to the inner layers, inducing new bone generation in the gap left by the degrading material. Eventually, new bone is formed to occupy all of the space left by the degraded implant.

Brady-degradable PA absorbable materials consist of enhanced fiber and high molecular polymers. It has high tensile, bending, and shear strengths, and is particularly suitable for patients with severe conditions, high tensile, bending, and shear strengths, and is particularly suitable for patients with severe conditions, such as fractures with light osteoporosis, severe soft tissue injury or bad blood supply, and so forth. This innovative material provides several benefits:

1. Reduces costs on all patient medical care,
2. Helps avoid the necessity for secondary surgery,
3. Enhances the performance of components constructed from these materials,
4. Improves the biological activity of components employing these materials,
5. Effectively controls the degeneration speed of the temporary support component.

The Company has developed six proprietary re-absorbable polymer fixation implant product lines, including screws, pins, tacks, rods and binding wires, which provide an alternative to metal implants and overcome the limitations of first generation re-absorbable fixation devices. The Company’s product range will ultimately cover the full gamut of components featuring self-reinforced, re-absorbable, biodegradable PA macromolecule polymer materials for implantation, including human orthopedic and dental applications, as well as veterinary applications.

Industry Development

The fracture fixation industry has developed through three generations of materials science:

The first generation internal-fracture fixation material:

The first generation internal-fracture-fixer components are usually made of stainless steel, titanium and alloy. Due to their high intensity, low costs and easy machining character, these components have achieved huge success in fracture treatment and remain the most widely used internal-fracture-fixer material. However, their prominent flaws are the huge difference between metal’s elasticity co-efficient, easily causing second-time bone fracture. The metallic ion can also cause tissue inflammation, and the need of a secondary surgery to have them taken out. These flaws stimulated the development of the degradable macromolecule material.

The second generation fracture fixation material:

The second generation bone-fracture-fixed components are made of degradable macromolecule material, such as PLLA, PGA and PDS, etc. The disadvantage of these components is rapid self-degeneration in early stages after the initial implant. For example, the strength of SR-PLLA decreases to 10-20Mpa after 4 weeks of implantation. Therefore, the second generation bone-fracture-fixed components can be only used to treat substantial spongiosa bone fractures.

The third generation fracture fixation material:

The third generation fracture fixation material, biodegradable fracture fixation components are currently under research by developed countries. There are many technical challenges to research in the third generation fracture fixation material field; for example, the materials must have a high degree of bio-compatibility and mechanical compatibility. They also must be of high biological activity, self-absorbable, and degeneration controllable.

Product Development

After careful deliberation, we selected the biodegradable screw as our first product to market. In order to replace the widely-used metal components, the new materials must meet multiple bio-consistency and mechanical-consistency requirements. Furthermore, they must also exhibit specific properties with respect to bio-activities, degradability, and controllable degradation speed. Although many macromolecule materials are degradable inside human body, relatively few provide the physical characters required for fracture fixation.

Development began with selection of macromolecule materials that exhibited the desired physical characters, leading, ultimately, to our selection of polyamide. In order to achieve the desired mechanical performance and degrading speed, various chemical and physical techniques were employed to modify the bio-degradable polyamide so as to synthesize the required new bio-degradable material. This phase of our research also entailed the selection of monomer class, polymerization conditions, the mensuration of polymer molecular weight, hydrophile capability, crystal capability, the mensuration and controlled degrading speed of the polymer, the mensuration and control of the mechanical performance of the polymer, and numerous other critical considerations.

Our next challenge was to identify a suitable bio-active inorganic material, and to optimize the compound and associated production conditions. It was critical that we could predict and control the bio-activities of the implanted fixture material, and to this end we used high grade and mature phosphate type bio-active materials, taking into account the preparation characteristics of the compound material, and the surface character requirements of the finished products. We also improved current technical parameters by modifying the surface character, thereby achieving critical control over the desired grain size and surface activities.

The third technological hurdle involved the actual preparation and utilization of the engineered compound in conjunction with a bio-active material. Hydronium bombardment of the surface, with spread and cover techniques, was employed during this critical step in the process. This had the effect of creating a well-knit bio-active membrane on the degradable polymer's surface, and embedding a bio-active core inside the degradable polymer stick, so as to form the bio-active degradable compound material.

The final step entailed strengthening and shaping the processed compound by using directional extrusion and molding. Degradable acantha inoculators, fixation screws, orthopedics stuffing, enlance strings, and anti-conglutination membrane can all be manufactured, as needed, using this same technique.

Our company has studied and researched Polyamide, changing its chemical and physical properties to meet the above requirements. As a result of our research we have:

1. Increased mechanical strength to 170Mpa.
2. Increased biological activities to accelerate bone cell substitution.
3. Extended the degeneration period during the implant. While the PA is degenerating layer by layer, the bone cells grow and take its place.

Product Analysis

Our Company is researching and currently developing the capability of manufacturing several different kinds of human implant products including Artificial Lumber Disc, Mini-Screws, Suture Anchors, reconstructive dental devices and other PA products. Currently the company has two production lines certified by the GMP regulations.

Our Company is constantly analyzing the market needs to develop suitable products. One of the company's products is currently pending CFDA approval and two products are under clinical tests.

Overview of PA Devices and Market in the US, China and Worldwide

Fractures are among the most common orthopaedic problems. There are about 6.3 million fracture cases each year in the United States alone, and the average citizen in a developed country can expect to sustain two fractures over the course of their lifetime. Fractures occur at an annual rate of 2.4 per 100 population. Men are more likely to experience fractures (2.8 per 100 population) than women (2.0 per 100). In 1998, over 10.7 million fractures were seen by physicians in office-based practice (this included visits for follow-up care). Of these, approximately 8.6 million visits for fracture care (79.6%) were made to orthopaedic surgeons. When a fracture was referred to another physician, approximately 90.6% were referred to orthopaedic surgeons. (Data Source: National Ambulatory Medical Care Survey & American Academy of Orthopaedic).

Hip fracture rates are increasing throughout urban Asia. A landmark study from Beijing 2002–2006 indicates the hip fracture incidence in those aged over 50 years to be 229/100,000 per year in women and 129/100,000 per year in men. This study found the rates of age-specific hip fractures in those aged over 50 years increased by 58% in women and by 49% in men. The same study also compared hip fractures that occurred from 2002-2006 with those that had occurred previously from 1990-1992, and it was found that the adjusted age-specific rates of hip fracture over age 50 years increased 2.76-fold in women and 1.61-fold in men. The increasing rate of hip fractures is serious since they are associated with increased mortality. In Mainland China, 1.8 million new osteoporotic vertebral fractures occurred in 2006. Since the number of people aged older than 60 years is expected to approach 438 million by 2050, it can be projected that the number of Chinese in this age group with osteoporotic vertebral fractures could reach 36.7 million and 48.5 million in 2020 and 2050, respectively. (Data Source: International Osteoporosis Foundation).

The demand for medical device equipment has rapidly increased during the last decade. Total market sales have increased more than 15% each year. The figures show that about 4 million bone bolts/screws are needed each year. Between 2005 and 2009, the total world-wide sales of clinical equipment and materials are over USD 2 trillion, and more than 50% of the sales are related to bio-materials.

China's Market for PA Devices

China's market for PA devices depends on 3 major conditions:

- patients
- advanced technology level
- performance and price of the materials.

In the first 50 years of the 21st century, China will have a growing aging population, while the total population in China will continually increase. New and improved medical technologies will be rapidly developed and utilized throughout hospitals in China, and material optimization and product pricing is expected to directly stimulate increased sales.

Competitive Analysis

Our Company is the only patent holder of PA technologies in China, as well as the only company carrying out Clinical Trials on PA products in China. At this time there are no similar products in this market (bio-degradable internal fixation devices that degrade without acids or other non-naturally occurring substances). Moreover, due to the nature of the regulatory environment, and the requirements and logistics of mounting a clinical trial, it would take any new competitor a minimum of three years to catch up to our lead in this area alone. Factoring in our established relationships with key customers, distributors, and regulators, as well as our ready-to-run production facilities, and our actual advantage is considerable longer than the 3 year regulatory advantage. This represents an invaluable window in which to firmly entrench our company as the preferred purveyor of self-reinforced, absorbable biodegradable PA components in the Chinese health care environment.

To reiterate, our company and product line offer several critical competitive advantages, specifically:

There are no similar patent registrations in China.

Our initial product, the PA Screw, has completed 100% of the required clinical trials, with a 100% success rate, and now await the formality of CFDA approval.

We are the only company qualified and permitted to conduct clinical trials of other PA products by CFDA.

We have a timing advantage over other companies in China, which would have to go through the preclinical testing before they could even apply for a permit to conduct actual clinical trials.

Under existing regulation structure, it will take at least 3 years for any competitor's clinical trials to be completed, and total of 7 or more years to reach the point where we are now.

Specific Competition

Competition in the medical implant device industry is intense both in China and in global markets. In orthopedics, ABMT's principal competitors are the numerous companies that sell metal implants. ABMT competes with the manufacturers and marketers of metal implants by emphasizing the ease of implantation of the Company's Self-Reinforced, Bio-absorbable, Brady-degradable implants, the cost effectiveness of such products, and the elimination of risks associated with the necessity of performing removal surgeries frequently required with less modern products.

Within the resorbable implant market, ABMT is competing with other manufacturers of resorbable internal fixation devices primarily on the basis of the physiological strength of ABMT's polymers and the length of the strength retention time demonstrated by ABMT's formulations. In order to replace the widely-used metal components, the new materials must meet numerous bioconsistency and mechanical-consistency requirements. Furthermore, they must also exhibit specific properties with respect to bio-activities, degradability, and controllable degradation speed. Although many macromolecule materials are degradable inside human body, relatively few provide the physical characters required for fracture fixation.

Our primary competition will be the generation-one and generation-two counterparts, which, despite their functional inferiority, enjoy the benefit of familiarity and an established manufacturing and marketing base. This competition comes from a number of entrenched players worldwide, including Acumed, Biomet, Inc., Conmed Corp., Encore Orthopedics, Exactech, Inc., Johnson & Johnson, DePuy, Inc., Medtronic Sofamor Danek, Inc., Orthofix International N.V., Smith and Nephew Plc, Stryker Corp., Synthes, Inion, Ltd. and others. Although many of these competitors have substantially greater resources upon which to draw, we are confident that the technological superiority of the more forward-looking product will ultimately equalize the playing field by orthopaedic innovation.

For the past 20 years, titanium has been the most widely used, and the most expensive material for fixing fractures (in both elective and emergency surgery). Although metal exhibits the desired strength and rigidity to allow the healing process to begin, there are a number of issues associated with using permanent titanium systems. Biodegradable plating systems deliver many of the benefits of their metal counterparts, without the disadvantages.

There are a number of marketers and manufacturers of PLA and PLLA--the first generation of Self-degradable, absorbable, orthopedic internal fixation devices in China. (Note: Titanium screws cost as much as \$2200.)

Competing products and prices in China (screw)

Producer	Origin	Brand	Price (USD/PC)
Arthrex	Germany/USA	Arthrex	\$554.74
Conmed	USA	Linvatec	\$554.74
Bionx	Finland	Biofix	\$554.74
Gunze	Japan	Grandfix	\$416.06
Takiron	Japan	Fixsorb	\$408.76
Dikang	China	PDLLA	\$321.17
ABMT	China	ABMT	\$300.00

Other foreign companies that produce PLA, PLLA or titanium, stainless products, but have less marketing in China are:

- DePuy (Johnson & Johnson)
- Medtronic
- Stryker
- Zimmer
- Smith & Nephew
- Biomet
- Conmed
- Inion

Product advantage and Market Opportunity:

- There are no similar patent registrations in China.
- We are the only company qualified and permitted to take clinical trials by CFDA.
- We have a timing advantage over other companies in China which would have to go through the preclinical testing for the CFDA permit on Clinical Trials.
- Under existing regulation by CFDA, it will take at least 3-5 years to complete clinical trials for a new product similar to the Company's PA Screw, which has finished all required clinical trials.

Product Comparisons

Among many other advantages, a main advantage of ABMT's proprietary PA technology is the elimination of the need for secondary surgery to remove an implantation device. Implant removal belongs to the most common elective orthopaedic procedures in industrial countries. In children, implant removal may be necessary to remove implants early to avoid disturbances to the growing skeleton, to prevent their bony immuring making later removal technically difficult or impossible, and to allow for planned reconstructive surgery after skeletal maturation (e.g., in case of hip dysplasia). In adults, pain, soft tissue irritation, the resumption of strenuous activities or contact sports after fracture healing, and the patient's demand are typical indications for implant removal in clinical practice. However, implant removal requires a second surgical procedure in scarred tissue, and poses a risk for nerve damage and re-fractures.

(cite: Hanson et al. BMC Musculoskeletal Disorders 2008)

8

PHYSICAL COMPARISON

	Metal	PLLA	ABMT's PA devices
Strength	Excellent	Weak	Superior to PLLA
Unit Cost	High	Low	Lowest
Processability	Good	Good	Good
Modulus of Elasticity	Low: may cause infection, may cause second fracture	Moderate to Quite Fragile	Excellent
Self-Reinforced	No	Yes, but degradation starts too quickly	Yes
Self-Resorbable	No ¹	Yes, but initial degradation too fast in first few weeks. Initial strength down to 10~20Mpa in 4 weeks (close to osteoporosis)	Yes: unchanged during first 12 weeks, hardness remains 70% min through week 20.
Stretchability	Strong	50~60 Mpa	170 Mpa (min)
Bone Healing	Bone mineral density decrease averages 18%	Bone mineral density decrease averages 7-10%	Bone mineral density decrease less than 5%
Implant Failure Rate	High to Medium	Medium to Low	Very Low
Need for Repeat Surgery	As Required ²	Only if failure (second fracture)	No

¹ Titanium and aluminum has been traced in serum and hair of 16 of 46 patients after receiving titanium implants. (cite: Kasai Y, Iida R, Uchida A: Metal concentrations in the serum and hair of patients with titanium alloy spinal implants.)

² Implant removal belongs to the most common elective orthopaedic procedures in the industrial countries. In a frequently cited Finnish study, implant removal contributed to almost 30% of all planned orthopaedic operations, and 15% of all operations. (cite: Bostman O, Pihlajamaki H: Routine implant removal after fracture surgery: a potentially reducible consumer of hospital resources in trauma units.)

Towards the end of the last century, spinal and orthopedic implants evolved towards progressively stronger and stiffer devices, as it was presumed that increased construct rigidity would optimize the biological milieu and provide more rapid and robust healing and arthrodesis. For the past 20 years, titanium has been the most widely used, and the most expensive material for fixing fractures (in both elective and emergency surgery). More than 1,000 tons (2.2 million pounds) of titanium devices of every description and function are implanted in patients worldwide each year. Although metal exhibits the desired strength and rigidity to allow the healing process to begin, there are a number of issues associated with using permanent titanium systems. Biodegradable systems deliver many of the benefits of their metal counterparts, without the disadvantages:

	METAL	ABMT's PA devices
Cranial Growth	Growth restriction	Stimulation of growth leading to better bone healing
	Intracranial implant migration	

Accumulation of Metal in tissues	Yes	No
Adverse Effect	Many necessitate removal operation either for mechanical strength of the overall structure	None
	majority of implant failures occur at the bone-screw interface with screw pullout being the most common mechanistic cause of construct failure	
	should the bone fail to heal, these micromotions will persist and cause the metallic screw to oscillate within the far softer surrounding bone interface	
Stiffness for optimal healing	Too stiff	Optimal stiffness/flexibility characteristics to achieve surgical fixation, while conforming to the softer, more pliable bone of the patient
	Stress shielding can result in bone atrophy and degradation	
Other Effects	Implant palpability	No long-term palpability
	Temperature sensitivity	No temperature sensitivity
	Occasionally visibility	Predictable degradation
	Could cause trauma in the event of mechanical failure	Reduced patient trauma
	Imaging and radiotherapy interference	No imaging and radiotherapy interference
	Potential for cross contamination	No second surgery required
Cost of product	Cost to hospital: \$400-\$2200	Cost to hospital: \$300

Intellectual Property

The Company has been granted one patent for its material by the State Intellectual Property Office of the P.R.C. Patent no. ZL971190739, PRC. This patent also protects the use and manufacturing process of the material.

Chinese Patent

Title: High molecular human body embedding article and its preparing process product and use

Application Number: 97119073 Application Date: 1997.10.22

Publication Number: 1214939 Publication Date: 1999.04.28

Approval Pub. Date: Granted Pub. Date: 2002.08.14

International
Classification: A61F2/02,A61L27/00,C08L33/00

Applicant(s) Name: Liu Jianyu

Address: 518111

Inventor(s) Name:

Attorney & Agent: Li Zhi Ning

Abstract

The present invention discloses a macromolecular implant for human body and its preparation process, and relates to the products made up by using said macromolecular implant and their application. Said invented product is made up by using resin fibre through hot-pressing treatment according to the formula provided by said invention, and its strength is high, tenacity is good and its shape can be processed according to the requirement in the period of bone union after implantation, and said implant can be made into the fixation block, eurymeric block, fastening piece and suture for reduction of fracture, and can be started to be degraded from twenty-fourth week after implantation, and can be completely absorbed by human body after 1.5-2 years, and its cost is low.

Employees

As of October 31, 2013, we had 26 employees, with 13 employees in Research & Development, Clinical and Regulatory, 5 employees in Manufacturing, 3 employees in Sales & Marketing, 4 employees in General and Administration, and 1 employee in Accounting. The Company intends to offer more engineer positions in the future.

We believe that our future success will depend in part on our continued ability to attract, hire and retain qualified personnel. None of our employees are represented by a labor union and our employee relations have been good.

The Company's facilities are located at Block A, Longcheng Tefa Industrial park, Longgang, Shenzhen, China.

Availability of new qualified employees

Shenzhen is located in the southern part of the Guangdong Province, on the eastern shore of the Pearl River Delta. Neighboring the Pearl River Delta and Hong Kong, Shenzhen's location gives it a geographical advantage for economic development.

Shenzhen's well-built market economy and diversified culture of migration have helped to create the best-developed and most dynamic market economy in China. Shenzhen is China's first special economic zone. After more than 30 years of development, Shenzhen has grown into a powerful city boasting the highest per capita GDP in China's mainland. Its comprehensive economic capacity ranks among the top of the country's big cities. The combined value of imports and exports has remained No.1 for 20 years in China's foreign trade.

Since 1997, China has accelerated the development of higher education and increased enrollment in regular universities and colleges. In 2003, 2.12M students completed their undergraduate courses or graduate courses in China. In 2011, this number is more than tripled to 6.6M.

Guangdong has entered a transition period from an elite education to a popularized higher education. The total number of registered students has experienced an annual growth rate of 25%. There are 120 universities and colleges offering higher education in Guangdong province with over 423,000 students graduated in 2012. Combined with graduates from other parts of China, there are over 650,000 job-seeking graduates in total in Guangdong in 2012. 94.65% of the graduates from Guangdong have successfully found their first employment, and 50% of these employments are based in Guangzhou and Shenzhen.

Insurance

While we are carrying out the Clinical Trials, we do not have any Product Liability Insurance coverage for the use of our proposed products. We intend to obtain Product Liability Insurance coverage for commercial sale of our products in due course.

Government Regulations

Our primary target market is the medical community of the People's Republic of China (PRC). Medical devices manufactured by the Company in China are subject to regulation by the China Food and Drug Administration ("CFDA"), formally the State Food and Drug Administration ("SFDA") of the PRC. The manufacturing facilities are also required to meet China's Good Manufacturing Practices ("GMP") standards.

The Company's production facilities are fully compliant with GMP requirements. The Company's CFDA Application for its PA Screw is under the CFDA Review Process.

ITEM 1A. RISK FACTORS

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 1B. UNRESOLVED STAFF COMMENTS

There are no unresolved comments from the SEC.

ITEM 2. PROPERTIES

None.

ITEM 3. LEGAL PROCEEDINGS

Please refer to Note 6 – Commitments and Contingencies of the Notes to Financial Statement (Part II, Item 8 of this Form 10-K) for the information regarding legal proceedings in which we are involved.

ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Only a limited market exists for our securities. There is no assurance that a regular trading market will develop, or if developed, that it will be sustained. Therefore, a shareholder in all likelihood will be unable to resell his securities in our company. Furthermore, it is unlikely that a lending institution will accept our securities as pledged collateral for loans unless a regular trading market develops.

Our company's securities are traded on the world's largest electronic interdealer quotation system "OTCQB" operated by the OTC Markets Group under the symbol "ABMT".

Fiscal Quarter	High Bid	Low Bid
2013		
Fourth Quarter 08-01-13 to 10-31-13	\$ 0.70	\$ 0.71
Third Quarter 05-01-13 to 07-31-13	\$ 1.00	\$ 0.70
Second Quarter 02-01-13 to 04-30-13	\$ 1.62	\$ 1.00
First Quarter 11-01-12 to 01-31-13	\$ 3.89	\$ 1.02
2012		
Fourth Quarter 08-01-12 to 10-31-12	\$ 4.00	\$ 0.28
Third Quarter 05-01-12 to 07-31-12	\$ 8.00	\$ 1.50
Second Quarter 02-01-12 to 04-30-12	\$ 3.50	\$ 0.20
First Quarter 11-01-11 to 01-31-12	\$ 1.25	\$ 0.20

Shareholders

At October 31, 2013, we had 38 shareholders of record of our common stock, including shares held by brokerage clearing houses, depositories or otherwise in unregistered form. We have no outstanding options or warrants, or other securities convertible into, common equity.

Dividend Policy

We have not declared any cash dividends. We do not intend to pay dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

Section 15(g) of the Securities Exchange Act of 1934

Our shares are covered by section 15(g) of the Securities Exchange Act of 1934, as amended that imposes additional sales practice requirements on broker/dealers who sell such securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses). For transactions covered by the Rule, the broker/dealer must make a special suitability determination for the purchase and have received the purchaser's written agreement to the transaction prior to the sale. Consequently, the Rule may affect the ability of broker/dealers to sell our securities and also may affect your ability to sell your shares in the secondary market.

Section 15(g) also imposes additional sales practice requirements on broker/dealers who sell penny securities. These rules require a one-page summary of certain essential items. The items include the risk of investing in penny stocks in both public offerings and secondary marketing; terms important to in understanding of the function of the penny stock market, such as “bid” and “offer” quotes, a dealers “spread” and broker/dealer compensation; the broker/dealer compensation, the broker/dealers duties to its customers, including the disclosures required by any other penny stock disclosure rules; the customers rights and remedies in causes of fraud in penny stock transactions; and, the FINRA's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

Securities authorized for issuance under equity compensation plans

We have no equity compensation plans and accordingly we have no shares authorized for issuance under an equity compensation plan.

Status of our public offering

On February 2, 2007, the Securities and Exchange Commission declared our Form SB-2 Registration Statement effective, file number 333-139986, permitting us to offer up to 2,000,000 shares of common stock at \$0.10 per share. There was no underwriter involved in our public offering.

On April 30, 2007, we completed our public offering by raising \$51,140. We sold 511,400 shares of our common stock at an offering price of \$0.10 per share to 51 persons.

ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this annual report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

Overview

The following discussion is an overview of the important factors that management focuses on in evaluating our businesses, financial condition and operating performance and should be read in conjunction with the financial statements included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those anticipated in these forward looking statements as a result of any number of factors, including those set forth in this Annual Report on Form 10-K, and elsewhere in our other public filings. Factors that may cause actual results, our performance or achievements, or industry results to differ materially from those contemplated by such forward-looking statements include without limitation:

1. The Company's lack of funds in new R&D, especially in clinical testing;
2. The Company's lack of funds in new equipment and the utilization of the production process after CFDA approval;
3. The Company may need to seek funding through such vehicles as convertible notes and warrants, private placements, and/or convertible debentures;
 4. The Company needs funding for marketing and network build-up;
5. The Company plans to seek approval for clinical testing and marketing on a worldwide basis, including US FDA approval for testing and marketing in the United States of America, and there is no guarantee that we will obtain any such approval;
6. While the Company currently holds a patent originating in China, the patent does not protect our intellectual property in the United States, and the company is unsure of the validity of the patent in other countries. However, specific trade secrets are involved in the manufacturing of our product to help protect our technologies, and reverse engineering is unlikely for our types of products and technologies. Additionally, all machinery used to manufacture our products is protected by Chinese patents.

The Company is subject to a number of risks similar to other companies in the medical device industry. These risks include rapid technological change, uncertainty of market acceptance of our products, uncertainty of regulatory approval, competition from substitute products from larger companies, the need to obtain additional financing, compliance with government regulations, protection of proprietary technology, product liability, and the dependence on key individuals.

All written and oral forward-looking statements made in connection with this Form 10-K that are attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

Our Business

We are engaged in the business of designing, developing, manufacturing and the planned future marketing of self-reinforced, re-absorbable biodegradable internal fixation devices. Our polyamide materials are protected by Patent no. ZL971190739, PRC, issued by the State Intellectual Property Office of the P.R.C., is used in producing screws, binding wires, rods and related products. These products are used in a variety of applications, which include orthopedic trauma, sports related medical treatment, or cartilage injuries, and reconstructive dental procedures. Our products are biodegradable internal fixation devices which are made of a very unique material called Polyamide ("PA"). Our PA products, such as screws, rods, and binding wires consist of enhanced fibers and high molecular polymers, which are designed to facilitate quick healing of complex fractures in many areas of the human skeletal system. Our products offer a number of significant advantages over existing metal implants and the first generation of degradable implants (i.e. PLLA) for patients, surgeons and other customers including:

1. A notably reduced need for a secondary surgery to remove implant due to post-operative complications, therefore avoiding unnecessary risk and expense on all patient care;
2. Enhancing the performance of the materials by manufacturing them to be easily fitted to each patient, forming an exact fit;
3. Improving the biological activity of materials. Clinical trial results have shown that as PA implants degrade, they promote a progressive shift of load to the new bone creating micro-motion and thereby avoiding bone atrophy due to 'stress shielding';
4. Reducing the chance of post-operative infection;
5. Effectively controlling the degeneration speed, so that there will be no complications in treating repeat injuries;
 6. Ease of post-operative care i.e. no distortion during x-ray imaging;
 7. Simple and cost-effective to manufacture.

Our products are designed to replace the traditional internal fixation device made of stainless steel and titanium and overcome the limitations of previous generations of products such as PLA and PLLA. Our laboratory statistics show that our PA products have a higher mechanical strength, last longer in degradation ratio and are more evenly absorbed from outer layer inwards as compared with similar materials such as PLA and PLLA. Thus PA allows increased restoration time for bone healing and re-growth. The Company's PA Degradable and Absorbable Screw ("PA Screw") and Degradable and Absorbable Binding Wire ("PA Binding Wire) are currently being tested in human trials under permit from the China Food and Drug Administration ("CFDA"). As of October 31, 2013, the Company completed 83 successful PA Screw trial cases, and 57 successful PA Binding Wire. Upon the completion of these trials the Company has already exceeded CFDA's requirement on PA Screw trial. The Company's CFDA Application for its PA Screw is in the CFDA Review Process.

CFDA Application Process for PA Screws

The Company first submitted its application for PA Screws to the CFDA, formally SFDA, in 2008. The application has been withheld by the CFDA pending additional clinical trial cases. This is due to the amended CFDA regulations, which unlike previous regulations require the applicant to specify the position on the body where the clinical trial is carried out. Our amended CFDA application has specified the ankle fracture as the body part of our clinical trial. This is because bones around this part carry most of the body weight. As of October 31, 2011, we have completed all additional clinical trials required by the CFDA with 100 percent success rate. As of October 31, 2013, the company's CFDA Application is under the CFDA Review Process.

In March 2013, The State Food and Drug Administration of the PRC ("SFDA"), China's medical device market regulatory agency, underwent a reorganization that saw much of China's food and drug regulatory powers consolidated into the agency, elevating it back to a ministerial-level agency directly under the State Council. The new

name for the agency is China State Food and Drug Administration (“CFDA”). The name change meant the CFDA reports directly to China’s State Council and has broader authority to oversee medical device as well as food and drug sectors. This reorganization leads to a more streamlined and efficient registration process for medical devices in China. Since the reorganization, the CFDA has issued series of circulars and guidelines to help applicants. Following the CFDA guidelines, the Company has improved its GMP facilities, updated its Technical Documentation System to cover key areas such as Clinical Trial, Manufacturing Process, R&D, and Monitoring and Quality Control. Due to the uniqueness of our material, there are no established CFDA Product Standards that we can follow during our application process for our PA Screws. To establish our own Product Standards, the Company has been carrying out extra testing. The Company intends to finalize its Product Standards and supplementary CFDA reports in 2014.

Furthermore, we anticipate that following the CFDA final approval, the company should be earning revenues in the same quarter that its application is approved. However, we are not able to anticipate the timeline of the CFDA Review Process.

Clinical Trials on Other Products

Currently, we have been conducting clinical trials for PA Binding Wires at the 6 state level hospitals authorized by the CFDA in cities throughout China, including Nanchang, Changsha, Luoyang, Nanning and Tianjin. We have successfully completed all 60 clinical human trial cases required by the CFDA, and we have completed 42 comparison cases. CFDA regulations require each successful clinical trial case to be accompanied by a trial case that uses a different product for comparison reasons. We intended to start CFDA Application Process for our PA Binding Wires when we complete the remaining 18 comparison cases.

The Company has signed a cooperative agreement with The First Affiliated Hospital of Guangdong Pharmaceutical University in Guangzhou, China. Under this cooperative agreement, both parties will join efforts in conducting research and animal tests on Cranio-Maxillofacial Fracture (CMF) Treatment utilizing the Company's bio-absorbable miniscrews and plates. CMF surgery encompasses the treatment of the face, jaws and skull, including trauma and the correction of facial skeletal deformity. Since the 1980s, titanium plates and screws have been the most commonly used fixation devices in CMF surgery. However concerns of using titanium include bone growth restriction and implant migration through the cranium in children. Additionally adult patients complain about feeling the metal implants, particularly in cold weather or through thin skin. We believe that utilizing our bio-absorbable mini-screws and plates in CMF surgery will eliminate the problems associated with other treatment types. As of October 31, 2013, this project has been put on hold due to lack of funding.

The Company has setup a joint research project with Sichuan University. The Company has completed the design and production of testing mini-screws using its patented PA material. This project is currently under way.

However, there can be no assurance that the Company will be able to obtain any further clearances or approvals, if required, to market its products for their intended uses on a timely basis, if at all. Moreover, regulatory approvals, if granted, may include significant limitations on the indicated uses for which a product may be marketed. Delays in the receipt of or the failure to obtain such clearances or approvals, the need for additional clearances or approvals, the loss of previously received clearances or approvals, unfavorable limitations or conditions of approval, or the failure to comply with existing or future regulatory requirements could have a material adverse effect on the Company's business, financial condition and results of operations.

Government Regulation

Medical implant devices/products manufactured or marketed by the company in China are subject to extensive regulations by the CFDA. Pursuant to the related laws and acts, as amended, and the regulations promulgated there under (the "CFDA Regulations"), the CFDA regulates the clinical testing, manufacture, labeling, distribution and promotion of medical devices. The CFDA also has the authority to request repair, replacement, or refund of the cost of any device manufactured or distributed by the Company.

Under the CFDA Regulations, medical devices are classified into three classes (class I, II or III), the basis of the controls deemed necessary by the CFDA to reasonably assure their safety and efficacy. Under the CFDA's regulations, class I devices are subject to general controls [for example, labeling and adherence to Good Manufacturing Practices ("GMP") requirements] and class II devices are subject to general and special controls. Generally, class III devices are those, which must receive premarket approval by the CFDA to ensure their safety and efficacy (for example, life-sustaining, life-supporting and certain implantable devices, or new devices which have not been found substantially equivalent to legally marketed class I or class II devices). The Company is classified as a manufacturer of class III medical devices. Current CFDA enforcement policy prohibits the marketing of approved medical devices for unapproved uses.

Before a new device can be introduced into the market in China, the manufacturer generally must obtain CFDA marketing clearance through clinical trials. Since the company is classified as a manufacturer of Class III medical devices, the company must carry out all clinical trials in pre-selected CFDA approved hospitals.

Manufacturers of medical devices for marketing in China are required to adhere to GMP requirements. Enforcement of GMP requirements has increased significantly in the last several years and the CFDA has publicly stated that compliance will be more strictly scrutinized. From time to time the CFDA has made changes to the GMP and other requirements that increase the cost of compliance. Changes in existing laws or requirements or adoption of new laws or requirements could have a material adverse effect on the company's business, financial condition and results of

operations. There can be no assurance that the company will not incur significant costs to comply with applicable laws and requirements in the future or that applicable laws and requirements will not have a material adverse effect upon the company's business, financial condition and results of operations.

Regulations regarding the development, manufacturing and sale of the Company's products are subject to change. The Company cannot predict the impact, if any, that such changes might have on its business, financial condition and results of operations.

Results of Operations

The “Results of Operations” discussed in this section merely reflect the information and results of Masterise and Shenzhen Changhua for the period from September 25, 2002 (Shenzhen Changhua’s date of inception) to October 31, 2013.

Revenues

The Company is in its development stage and does not have any revenue. The management team is continuously looking for fundraising possibilities for product improvement, machinery upgrades, facility expansions, continuous research and development, and sales and marketing preparation.

Our facility is located in Shenzhen, China, which is built to meet the GMP standards. Our facility covers about 865 square meters, which includes the combined facilities of offices, laboratories, and workshops. There is one production line for the PA Screw and another production line for the PA Binding Wire. The annual production capabilities of each production line are 100,000 pieces for PA Screw, and 240,000 packs for the PA Binding Wires. Both production lines, at their maximum production capacities are capable of generating approximately \$30,000,000 in annual revenue.

Estimate current production lines in full capacity

	Output Quantity (Max.)	Price at ex-factory (US\$)	Total Turnover (US\$)
PA Screw	100,000(piece)	180	18,000,000
PA Binding Wire	240,000 (pack)	50	12,000,000
		Total:	30,000,000

The Company will market its products through a hybrid sales force comprised of a managed network of independent regional distributors/sales agents (80%) and direct sales representatives (20%) in China.

There are two ways the Company will generate revenue, 1) through our nationwide and regional distributors and 2) through our direct sales channels.

Funding Needs

The Company estimates that it will need to raise minimum \$500,000 over the next 12 months to bring its current products to market, and begin earning revenues. This amount may increase if we decide to start clinical trials on new products. Once we receive the CFDA permit for our PA Screw, our revenue will cover our expenditures. Otherwise, we will continue to rely on external investments and shareholder's loans to meet our cash needs. While the Company has no outside sources of funding, the Company's shareholders have committed to advance the Company funds as needed.

There is a Letter of Continuing Financial Support signed between the Company and two of its shareholders (Titan Technology Development Ltd and Ms. Wang Hui) and a related party (Mr. Chi Fung Yu).

China's Marketing Analysis and Sales Strategy

We have established long term relationships with many hospitals and national distributors in China. Ms. WANG Hui, the Company's CEO, has over 20 years sales experience in medical distribution. She will be in charge of our sales programs. Professor LIU, Shangli, our chief medical advisor for Greater China, is one of the highest ranked orthopedic doctors in China as well as being highly renowned in the rest of the world. He will assist the Company in nationwide product promotion and joint projects with associated academic institutions and medical schools.

During product development and clinical trial stages we developed close relationships with many major national hospitals. We expect these relationships to boost our revenue generation following CFDA final approval. In order to better serve our customers, including hospitals, distributors, patients and the general public, the Company will set up Regional Service Offices to provide technical support, product information, and customer aid service.

China's market for PA devices depends on 3 major conditions:

- Patients
- Advanced technology level
- Performance and price of the materials

The demand for internal fixation medical devices has rapidly increased during the last decade. Total market sales have increased more than 15% each year. There are over 1 million bone fractures in patients in China requiring about 4 million bone bolts/screws each year. Research shows that in the next 10 years, China will have a booming aging

population and the population in China will continue to increase. New and improved medical technology will continue to rapidly grow throughout hospitals in China, and material optimization and product pricing is expected to directly stimulate increased sales.

The Company has advantages and more opportunities over others competitors due to:

- No other similar patent registrations in China.
- We are the only company qualified and permitted to perform PA clinical trials by the CFDA.
- We have a timing advantage over other companies in China, which would have to go through the preclinical testing for the CFDA permit on clinical trials.
- Under existing regulations by the CFDA, it will take at least 3-5 years for clinical trials.

Number of Hospitals in China in year 2013 Statistic and Census report by the National Health and Family Planning Commission of the People's Republic of China.

Statistic and Census report by National Health and Family Planning Commission of the People's Republic of China

(October 2013)

	October 2013	October 2012	Increase / (Decrease)
Total No. of Hospitals	24,317	22,662	1,655
Public Hospital	13,440	13,348	92
Private Hospital	10,877	9,314	1,563
Hospital Rating			
AAA	1,728	1,471	257
AA	6,667	6,550	117
A	6,344	5,882	462

In general, technological advancements and the marketing potential within Asia are the biggest factors in driving significant growth within the global orthopedic devices market. Another major factor that positively influences this market is the growing number of aging baby boomers with active lifestyles. This sector represents a large portion of the total population.

Research and Development

Research and development costs related to both present and future products are expensed as incurred. Total expenditure on research and development charged to general and administrative expenses for the year ended October 31, 2013, October 31, 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 was \$30,749, \$117,916 and \$287,432 respectively.

We expect research and development expenses to grow as we continue to invest in basic research, clinical trials, product development and in our intellectual property.

ISO 13485:2003 (YY/T 0287-2003) Certification

In December 2012, the Company's Quality Management System (QMS) has been credited with ISO 13485:2003 certification. The Company's Quality Management System (QMS) was certified by the CFDA (Guangdong), formally the SFDA (Guangdong), to meet YY/T 0287-2003 standard - the Chinese equivalent of ISO 13485:2003. According to the CFDA regulations, all mainland Chinese medical device manufacturers must establish document, implement and maintain a Quality Management System (QMS). Only the manufacturers with a CFDA certified QMS are allowed to apply for production permits and product registrations.

ISO 13485:2003 specifies requirements for a quality management system where an organization needs to demonstrate its ability to provide medical devices and related services that consistently meet customer requirements and regulatory requirements applicable to medical devices and related services. The primary objective of ISO 13485:2003 is to facilitate harmonized medical device regulatory requirements for quality management systems. As a result, it includes some particular requirements for medical devices and excludes some of the requirements of ISO 9001 that are not appropriate as regulatory requirements. Because of these exclusions, organizations whose quality management systems conform to this International Standard cannot claim conformity to ISO 9001 unless their quality management systems conform to all the requirements of ISO 9001.

While the Company's facility and laboratory were under renovation in 2012, the Company had been identifying the processes needed for the Quality Management System and their application throughout the organization. The Company has established its quality objectives, the sequence and interaction of the quality management processes and determined the criteria and methods needed to ensure that both the operation and control of these processes are effective. The QMS was considered to have met its objectives and effectiveness after internal analysis and management reviews. The Company submitted its certification request to the CFDA (Guangdong). Having conducted several on-site examinations in late 2012, the CFDA (Guangdong) accredited our QMS with YY/T 0287-2003/ISO 13485:2003. The CFDA certified QMS will enable the Company to manufacture and market its products once they are approved by the CFDA. Furthermore, Quality Management Systems around the world are generally based on ISO 13485; this certification will help the Company to be accredited in other countries in due course.

Pre-Market Research

The Company has been conducting Pre-Market Research while its PA Screw Application is under CFDA review. The research is intended to estimate the potential market success of the company's products that can be expected. The research also looks beyond the Company's initial market - China, and covers international markets. Based on the results of our Pre-Market Research and the positive feedbacks, we have received from trade shows and industrial conferences, it is the Company's intention to apply for additional international regulatory approvals in due course.

Finance Costs

As of October 31, 2013 and 2012, the Company owed \$349,911 and \$267,819 respectively to a stockholder - Titan Technology Development Ltd., which is unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed.

As of October 31, 2013 and 2012, the Company owed \$1,395,501 and \$827,766 to Chi Fung Yu, \$871,415 and \$799,019 to Tie Jun Chen (related parties), which are unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed.

Total interest expenses on advances from stockholder accrued for the year ended October 31, 2013 and October 31, 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 are \$20,755, \$14,583 and \$81,192 for Titan Technology Development Ltd.

Total interest expenses on advances from following related parties accrued for the year ended October 31, 2013 and October 31, 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 are \$66,844, \$40,587 and \$177,306 for Chi Fung Yu; \$ 49,903, \$40,418 and \$136,040 for Tie Jun Chen.

As of October 31, 2013 and October 31, 2012, the Company owed the following amount respectively to two directors for advances made - \$435,344 and \$487,165 to Wang Hui, \$20,230 and \$20,230 to Chi Ming Yu. These advances were made on an unsecured basis, repayable on demand and interest free.

Imputed interest on the amounts owed to three directors for the year ended October 31, 2013, the year ended October 31, 2012 and the period from September 25, 2002 (inception) through October 31, 2013 respectively is \$22,936, \$25,347 and \$124,392 for Wang Hui; \$0, \$0 and \$56 for Chi Ming Yu and \$0, \$0 and \$23 for Kai Gui.

Imputed interest on the amounts owed to a related company for the year ended October 31, 2013, the year ended October 31, 2012 and the period from September 25, 2002 (inception) through October 31, 2013 respectively is \$0, \$0 and \$125,463 for Yichen Medical Device Co. Ltd.

Imputed interest on the amounts owed to three related parties for the year ended October 31, 2013, the year ended October 31, 2012 and the period from September 25, 2002 (inception) through October 31, 2013 respectively is \$0, \$0 and \$978 for Liu Zhi Jian; \$0, \$0 and \$152 for Liu Jin Ding; \$0, \$0 and \$1,363 for Que Feng.

On November 25, 2013, the Company received cash advance from Tie Jun Chen amounted to RMB300,000 (equivalent to approximately \$49,000).

On December 23, 2013, the Company received cash advance from Chi Fung Yu amounted to RMB300,000 (equivalent to approximately \$49,000).

On January 16, 2014, the Company received cash advance from Tie Jun Chen amounted to RMB300,000 (equivalent to approximately \$49,000).

Income Tax

ABMT was incorporated in the United States and has incurred net operating loss for income tax purposes for 2013 and 2012. ABMT has net operating loss carry forwards for income taxes amounting to approximately \$1,423,563 and \$1,119,240 as of October 31, 2013 and 2012 respectively which may be available to reduce future years' taxable income. These carry forwards, will expire, if not utilized, commencing in 2029. Management believes that the realization of the benefits from these losses appears uncertain due to the Company's limited operating history and continuing losses. Accordingly, a full, deferred tax asset valuation allowance has been provided and no deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded. The valuation allowance at October 31, 2013 and 2012 was \$484,011 and \$380,541 respectively. The net change in the valuation allowance for 2013 was an increase of \$103,470.

Masterise was incorporated in the BVI and under current law of the BVI, is not subject to tax on income.

Shenzhen Changhua was incorporated in the PRC and is subject to PRC income tax which is computed according to the relevant laws and regulations in the PRC. The income tax rate has been 25%. No income tax expense has been provided by Shenzhen Changhua as it is waiting for CFDA approval and it has incurred losses.

Net Loss

As reflected in the accompanying audited consolidated financial statements, the Company has an accumulated deficit of \$4,572,351 at October 31, 2013 that includes a net loss of \$890,343 for the year ended October 31, 2013. We are in Clinical Trial phase and do not have a CFDA permit to produce, market or sell in China.

We therefore do not have any revenue from inception to October 31, 2013 but have to incur operating expenses for the upkeep of the Company and the clinical trials.

Liquidity and Capital Resources

We had a working capital deficit of \$3,062,153 at October 31, 2013 compared to a working capital deficit of \$2,369,478 as of October 31, 2012. Our working capital deficit increased as a result of the fact that we are in clinical trial phase, the company has put all resources to complete the clinical trials. We do not have a CFDA permit to produce, market or sell in China. We had no revenues during the year and that our sole source of financing came in the form of a loan from our related parties and stockholders.

Cash Flows

Net Cash Used in Operating Activities

Net cash used in operating activities was \$604,969 in the year ended October 31, 2013. This amount was attributable primarily to the net loss after adjustment for non-cash items, such as depreciation, stock issued for services and imputed interest on advances from directors.

Net Cash Used in Investing Activities

We recorded \$7,604 net cash used in investing activities in the year ended October 31, 2013. This amount reflected purchases of property and equipment, primarily for research and development to our facilities.

Net Cash Provided by Financing Activities

Net cash provided by financing activities in the year ended October 31, 2013 was \$611,184, which represented advances from related parties.

Operating Capital and Capital Expenditure Requirements

Our ability to continue as a going concern and support the commercialization of current products is dependent upon our ability to obtain additional financing in the near term. We anticipate that such funding will be in the form of equity financing from sales of our common stock. However, there is no assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our business plan should we decide to proceed. We anticipate continuing to rely on advances from our related parties and stockholders in order to continue to fund our business operations

We believe that our existing cash, cash equivalents at October 31, 2013, will be insufficient to meet our cash needs. The management is actively pursuing additional funding and strategic partners, which will enable the Company to implement our business plan, business strategy, to continue research and development, clinical trials or further development that may arise.

Going Concern

As reflected in the accompanying consolidated financial statements, the Company has an accumulated deficit of \$4,572,351 as of October 31, 2013 that includes a net loss of \$890,343 for the year ended October 31, 2013. The Company's total current liabilities exceed its total current assets by \$3,062,153 and the Company used cash in operations of \$604,969.

These factors raise substantial doubt about our ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent up the Company's ability to raise additional capital, obtain financing and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management has taken steps to revise its operating and financial requirements, which it believes are sufficient to provide the Company with the ability to continue as a going concern. The Company is now pursuing additional funding and potential merger or acquisition candidates, which would enhance stockholders' investment. Management believes that the above actions will allow the Company to continue operations through the next fiscal year.

As of October 31, 2013, loans from the Company's stockholder, two directors, a related company and two related parties totaling \$3,072,401 were provided to us for use as working capital. Management believes that such financing will allow us to continue operations through the next fiscal year. The Company is also actively pursuing a number of private placements funding which would ensure continued operations.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

CRITICAL ACCOUNTING POLICIES

The preparation of our financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including but not limited to those related to income taxes and impairment of long-lived assets. We base our estimates on historical experience and on various other assumptions and factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Based on our ongoing review, we plan to adjust to our judgments and estimates where facts and circumstances dictate. Actual results could differ from our estimates.

We believe the following critical accounting policies are important to the portrayal of our financial condition and results and require our management's most difficult, subjective or complex judgments, often because of the need to make estimates about the effect of matters that are inherently uncertain.

1. Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Expenditures for additions, major renewals and betterments are capitalized and expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation is provided on a straight-line basis, less estimated residual value over the assets estimated useful lives. The estimated useful lives of the assets are 5 years.

2. Long-lived assets

In accordance with FASB Codification Topic 360 (ASC Topic 360), "Accounting for the impairment or disposal of Long-Lived Assets", long-lived assets and certain identifiable intangible assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed using undiscounted net cash flows related to the long-lived assets. The Company reviews long-lived assets to determine that carrying values are not impaired.

Long-lived assets, such as property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the asset may not be recoverable. Impairment of the carrying value of long-lived assets would be indicated if the best estimate of future undiscounted cash flows expected to be generated by the asset grouping is less than its carrying value. If an impairment is indicated, any loss is measured as the difference between estimated fair value and carrying value and is recognized in operating income. For the years ended October 31, 2013 and 2012, the company has not recognized any impairment charges.

3. Fair value of financial instruments

FASB Codification Topic 825 (ASC Topic 825), "Disclosure About Fair Value of Financial Instruments," requires certain disclosures regarding the fair value of financial instruments. The carrying amounts of other receivables and prepaid expenses, other payables and accrued expenses, due to a stockholder, directors and related parties approximate their fair values because of the short-term nature of the instruments. The management of the Company is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial statements.

4. Government grant

Government grants are recognized when there is reasonable assurance that the Company complies with any conditions attached to them and the grants will be received.

5. Income taxes

The Company accounts for income taxes under the FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period included the enactment date.

6. Research and Development

Research and development costs related to both present and future products are expensed as incurred.

7. Foreign currency translation

The financial statements of the Company's subsidiary denominated in currencies other than US \$ are translated into US \$ using the closing rate method. The balance sheet items are translated into US \$ using the exchange rates at the respective balance sheet dates. The capital and various reserves are translated at historical exchange rates prevailing at the time of the transactions while income and expenses items are translated at the average exchange rate for the year. All exchange differences are recorded within equity.

Recent Accounting Pronouncements

There have been no new accounting pronouncements during the year ended October 31, 2013, that are of significance or potentially significance, to us.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

ADVANCED BIOMEDICAL TECHNOLOGIES, INC. (“ABMT”)
AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS
AS OF OCTOBER 31, 2013

22

ADVANCED BIOMEDICAL TECHNOLOGIES, INC.

AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

CONTENTS

	Pages
Reports of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets	F-2
Consolidated Statements of Operations and Comprehensive Loss	F-3
Consolidated Statements of Stockholders' Deficit	F-4
Consolidated Statements of Cash Flows	F-5
Notes to Consolidated Financial Statements	F6 - F12

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of:
Advanced Biomedical Technologies, Inc.

We have audited the accompanying consolidated balance sheets of Advanced Biomedical Technologies, Inc. and subsidiaries (a development stage company), as of October 31, 2013 and 2012, and the related consolidated statements of operations and comprehensive loss, stockholders' deficit and cash flows for the years ended October 31, 2013 and 2012, and the period from September 25, 2002 (Inception) through October 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits of the financial statements provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Advanced Biomedical Technologies, Inc. and subsidiaries (a development stage company), as of October 31, 2013 and 2012, and the results of its operations and its cash flows for the years ended October 31, 2013 and 2012, and the period from September 25, 2002 (Inception) through October 31, 2013 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 9 to the financial statements, the Company has not yet commenced revenue producing operations, had a net loss of \$890,343, an accumulated deficit of \$4,572,351 and a working capital deficiency of \$3,062,153 and used cash in operations of \$604,969. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans concerning this matter are also described in Note 9. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Baker Tilly Hong Kong Limited

BAKER TILLY HONG KONG LIMITED
Certified Public Accountants

Hong Kong

February 13, 2014

F-1

ADVANCED BIOMEDICAL TECHNOLOGIES, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS

	October 31, 2013	October 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$48,380	\$49,092
Other receivables and prepaid expenses	21,105	21,637
Total Current Assets	69,485	70,729
PROPERTY AND EQUIPMENT, NET		
DEPOSIT FOR PURCHASE OF PROPERTY AND EQUIPMENT	126,568	141,613
TOTAL ASSETS	1,140	1,670
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Other payables and accrued expenses	\$59,237	\$38,208
Due to directors	455,574	507,395
Due to a stockholder	349,911	267,819
Due to related parties	2,266,916	1,626,785
Total Current Liabilities	3,131,638	2,440,207
COMMITMENTS AND CONTINGENCIES		
	-	-
STOCKHOLDERS' DEFICIT		
Common stock, \$0.00001 par value, 100,000,000 shares authorized, 56,874,850 and 56,574,850 shares issued and outstanding as of October 31, 2013 and October 31, 2012	569	566
Additional paid-in capital	1,907,889	1,671,956
Deferred stock compensation	-	(1,667)
Accumulated deficit during development stage	(4,572,351)	(3,682,008)
Accumulated other comprehensive loss	(270,552)	(215,042)
Total Stockholders' Deficit	(2,934,445)	(2,226,195)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT		
	\$197,193	\$214,012

The accompanying notes are an integral part of these consolidated financial statements

ADVANCED BIOMEDICAL TECHNOLOGIES, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	Year ended October 31,		September 25, 2002 (inception) through October 31, 2013
	2013	2012	
OPERATING EXPENSES			
General and administrative expenses	\$661,794	\$496,530	\$3,749,499
Depreciation	26,201	23,324	316,835
Research and development	30,749	117,916	287,432
Total Operating Expenses	718,744	637,770	4,353,766
LOSS FROM OPERATIONS	(718,744)	(637,770)	(4,353,766)
OTHER EXPENSES			
Government grants	-	-	244,479
Interest income	70	118	1,883
Interest paid to a stockholder and related parties	(137,502)	(95,588)	(394,538)
Imputed interest	(22,936)	(25,347)	(252,427)
Other, net	(11,231)	62	(35,187)
Total Other Expenses, net	(171,599)	(120,755)	(435,790)
LOSS FROM OPERATIONS BEFORE TAXES	(890,343)	(758,525)	(4,789,556)
Income tax expense	-	-	-
NET LOSS	(890,343)	(758,525)	(4,789,556)
Net loss attributable to non-controlling interests	-	-	217,205
NET LOSS ATTRIBUTABLE TO ABMT COMMON STOCKHOLDERS	(890,343)	(758,525)	(4,572,351)
OTHER COMPREHENSIVE LOSS			
Foreign currency translation loss	(55,510)	(36,081)	(270,552)
COMPREHENSIVE LOSS ATTRIBUTABLE TO ABMT COMMON STOCKHOLDERS	\$(945,853)	\$(794,606)	\$(4,842,903)
Net loss per share			
- basic and diluted	\$(0.02)	\$(0.01)	
Weighted average number of shares outstanding during the year			
- basic and diluted	56,578,138	56,564,741	

The accompanying notes are an integral part of these consolidated financial statements

ADVANCED BIOMEDICAL TECHNOLOGIES, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT

	Common stock Number of shares	Amount	Shares to be issued Number of shares	Amount	Stock subscription receivable	Additional paid-in capital	Deferred stock compensation	Accumulated deficit during development stage	Accumulated other comprehensive loss	Non- controlling interest
Stock issued to founders for cash	50,510,000	\$ 505	-	\$-	\$-	\$275,002	\$-	\$-	\$-	\$217
Net loss for the period	-	-	-	-	-	-	-	(40,343)	-	(17,)
Foreign currency translation loss	-	-	-	-	-	-	-	-	(225)	10
Balance at December 31, 2003	50,510,000	\$ 505	-	\$-	\$-	\$275,002	\$-	\$(40,343)	\$(225)	\$199
Net loss for the year	-	-	-	-	-	-	-	(65,960)	-	(28,)
Foreign currency translation loss	-	-	-	-	-	-	-	-	(357)	2
Balance at December 31, 2004	50,510,000	\$ 505	-	\$-	\$-	\$275,002	\$-	\$(106,303)	\$(582)	\$171
Imputed Interest on advances from a stockholder and related company	-	-	-	-	-	23,103	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(357,863)	-	(15,)
Foreign currency	-	-	-	-	-	-	-	-	(12,290)	2,00

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

translation loss										
Balance at December 31, 2005	50,510,000	\$ 505	-	\$-	\$-	\$ 298,105	\$-	\$(464,166)	\$(12,872)	\$ 20,3
Imputed Interest on advances from a stockholder and related company	-	-	-	-	-	27,184	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(172,738)	-	(18,
Foreign currency translation loss	-	-	-	-	-	-	-	-	(6,084)	(2,0
Balance at December 31, 2006	50,510,000	\$ 505	-	\$-	\$-	\$ 325,289	\$-	\$(636,904)	\$(18,956)	\$-
Imputed Interest on advances from a stockholder and related party	-	-	-	-	-	39,021	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(196,871)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(27,401)	-
Balance at December 31, 2007	50,510,000	\$ 505	-	\$-	\$-	\$ 364,310	\$-	\$(833,775)	\$(46,357)	\$-
Imputed Interest on advances from a stockholder and related company	-	-	-	-	-	27,764	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(227,038)	-	-

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

Foreign currency translation loss	-	-	-	-	-	-	-	-	(35,833)	-
Balance at October 31, 2008	50,510,000	\$ 505	-	\$-	\$-	\$ 392,074	\$-	\$ (1,060,813)	\$(82,190)	\$-
Recapitalization	5,104,000	51	-	-	-	(51)	-	-	-	-
Stock issued for services (\$3.05 per share)	100,000	1	-	-	-	304,999	(292,292)	-	-	-
Stock issued for cash in private placement (\$1.15 per share)	5,000	-	-	-	-	5,750	-	-	-	-
Stock issued for cash in private placement (\$1.15 per share)	2,000	-	-	-	-	2,300	-	-	-	-
Contributed capital	-	-	-	-	-	26,950	-	-	-	-
Distributed to the stockholders	-	-	-	-	-	(31,409)	-	-	-	-
Imputed Interest on advances from a stockholder and related company	-	-	-	-	-	31,656	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(558,432)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(1,856)	-
Balance at October 31, 2009	55,721,000	\$ 557	-	\$-	\$-	\$ 732,269	\$ (292,292)	\$ (1,619,245)	\$(84,046)	\$-

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

Stock issued for cash in private placement (\$1.5 per share)	6,667	-	-	-	-	10,000	-	-	-	-
Stock issued for cash in private placement (\$1.5 per share)	16,667	-	-	-	-	25,000	-	-	-	-
Stock issued for cash in private placement (\$1.5 per share)	136,833	2	-	-	-	205,248	-	-	-	-
Stock issued for cash in private placement (\$1.0 per share)	-	-	230,000	2	(230,000)	229,998	-	-	-	-
Stock issued for services (\$1 per share)	100,000	1	-	-	-	99,999	(100,000)	-	-	-
Stock issued for services (\$1 per share)	13,683	-	-	-	-	13,683	(13,683)	-	-	-
Stock issued for services (\$1 per share)	150,000	2	-	-	-	149,998	(150,000)	-	-	-
Amortisation for stock issued for services	-	-	-	-	-	-	349,516	-	-	-
Imputed interest on advances from a stockholder and related company	-	-	-	-	-	28,356	-	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(816,799)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(29,063)	-
	56,144,850	\$562	230,000	\$2	\$(230,000)	\$1,494,551	\$(206,459)	\$(2,436,044)	\$(113,109)	\$-

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

Balance at October 31, 2010										
Stock issued for cash in private placement (\$1 per share)	230,000	2	(230,000)	(2)	230,000	-	-	-	-	-
Stock issued for cash in private placement (\$1.05 per share)	100,000	1	-	-	104,999	(105,000)	-	-	-	-
Imputed interest on advances from a stockholder and related company	-	-	-	-	-	27,060	-	-	-	-
Amortisation for stock issued for services	-	-	-	-	-	-	223,958	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(487,439)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(65,852)	-
Balance at October 31, 2011	56,474,850	\$565	-	\$-	\$-	\$1,626,610	\$(87,501)	\$(2,923,483)	\$(178,961)	\$-
Stock issued for services (\$0.2 per share)	100,000	1	-	-	-	19,999	(20,000)	-	-	-
Imputed interest on advances from director	-	-	-	-	-	25,347	-	-	-	-
Amortisation for stock issued for services	-	-	-	-	-	-	105,834	-	-	-

Edgar Filing: Advanced Biomedical Technologies Inc. - Form 10-K

Net loss for the year	-	-	-	-	-	-	-	(758,525)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(36,081)	-
Balance at October 31, 2012	56,574,850	\$566	-	\$-	\$-	\$1,671,956	\$(1,667)	\$(3,682,008)	\$(215,042)	\$-
Stock issued for services (\$0.71 per share)	300,000	3	-	-	-	212,997	-	-	-	-
Imputed interest on advances from directors	-	-	-	-	-	22,936	-	-	-	-
Amortisation for stock issued for services	-	-	-	-	-	-	1,667	-	-	-
Net loss for the year	-	-	-	-	-	-	-	(890,343)	-	-
Foreign currency translation loss	-	-	-	-	-	-	-	-	(55,510)	-
Balance at October 31, 2013	56,874,850	\$569	-	\$-	\$-	\$1,907,889	\$-	\$(4,572,351)	\$(270,552)	\$-

The accompanying notes are an integral part of these consolidated financial statements

ADVANCED BIOMEDICAL TECHNOLOGIES, INC. AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	2013	Year ended October 31, 2012	September 25, 2002 (inception) through October 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (890,343)	\$ (758,525)	\$ (4,572,351)
Adjustments to reconcile net loss to cash used in operating activities			
Depreciation	26,201	23,324	316,835
Loss on disposal of property and equipment	-	-	11,704
Stock issued for services	214,667	105,834	906,683
Non-controlling interests	-	-	(217,205)
Imputed interest	22,936	25,347	252,427
Changes in operating assets and liabilities			
Decrease (increase) in:			
Other receivables and prepaid expenses	978	662	(21,105)
(Decrease) increase in:			
Other payables and accrued expenses	20,592	(6,477)	59,237
Net cash used in operating activities	(604,969)	(609,835)	(3,263,775)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property and equipment	(8,166)	(59,410)	(455,107)
Decrease (increase) in deposit for purchase of property and equipment	562	8,023	(1,140)
Net cash used in investing activities	(7,604)	(51,387)	(456,247)
CASH FLOWS FROM FINANCING ACTIVITIES			
Stock issued to founders	-	-	505
Proceeds from issuance of shares	-	-	478,300
Contribution by stockholders	-	-	519,157
Distributed to stockholders	-	-	(31,409)
Due to a stockholder	82,142	120,472	349,911
Due to directors	(62,450)	(60,314)	455,574
Due to related parties	591,492	570,868	2,266,916
Net cash provided by financing activities	611,184	631,026	4,038,954
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			
	677	507	(270,552)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS			
	(712)	(29,689)	48,380

CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	49,092	78,781	-
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 48,380	\$ 49,092	\$ 48,380

The accompanying notes are an integral part of these consolidated financial statements

F-5

ADVANCED BIOMEDICAL TECHNOLOGIES, INC.

AND SUBSIDIARIES

(A DEVELOPMENT STAGE COMPANY)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) Organization

Advanced Biomedical Technologies, Inc. (fka “Geostar Mineral Corporation” or “Geostar”) (“ABMT”) was incorporated in Nevada on September 12, 2006 .

Shenzhen Changhua Biomedical Engineering Co., Ltd. (“Shenzhen Changhua”) was incorporated in the People’s Republic of China (“PRC”) on September 25, 2002 as a limited liability company with a registered capital of \$724,017. Shenzhen Changhua is owned by two stockholders in the proportion of 70% and 30% respectively. Shenzhen Changhua plans to develop, manufacture and market self-reinforced, re-absorbable degradable PA screws, robs and binding ties for fixation on human fractured bones. The Company is currently conducting clinical trials on its products and intends to raise additional capital to produce and market its products commercially pending the approval from the China Food and Drug Administration (“CFDA”) of the PRC on its products. The Company has no revenue since its inception and, in accordance with Accounting Standards Codification (“ASC”) Topic 915, “Development Stage Entities”, is considered a Development Stage Company.

Masterise Holdings Limited (“Masterise”) was incorporated in the British Virgin Islands on 31 May, 2007 as an investment holding company. Masterise is owned as to 63% by the spouse of Shenzhen Changhua’s 70% majority stockholder and 37% by a third party corporation.

On January 29, 2008, Masterise entered into a Share Purchase Agreement (“the Agreement”) with a stockholder of Shenzhen Changhua whereupon Masterise acquired 70% of Shenzhen Changhua for US\$64,100 in cash. The acquisition was completed on February 25, 2008. As both Masterise and Shenzhen Changhua are under common control and management, the acquisition was accounted for as a reorganization of entities under common control. Accordingly, the operations of Shenzhen Changhua were included in the consolidated financial statements as if the transactions had occurred retroactively.

On December 31, 2008, ABMT consummated a Share Exchange Agreement (“the Exchange Agreement”) with the stockholders of Masterise pursuant to which Geostar issued 50,000 shares of Common Stock to the stockholders of Masterise for 100% equity interest in Masterise.

Concurrently, on December 31, 2008, a major stockholder of ABMT also consummated an Affiliate Stock Purchase Agreement (the “Affiliate Agreement”) with thirteen individuals including all the stockholders of Masterise, pursuant to which the major stockholder sold a total of 5,001,000 shares of ABMT’s common stock for a total aggregate consideration of \$5,000, including 4,438,250 shares to the stockholders of Masterise.

On consummation of the Exchange Agreement and the Affiliate Agreement, the 70% majority stockholder of Masterise became an 80.7% stockholder of ABMT.

On March 13, 2009, the name of the Company was changed from Geostar Mineral Corporation to Advanced Biomedical Technologies, Inc.

The merger of ABMT and Masterise was treated for accounting purposes as a capital transaction and recapitalization by Masterise (“the accounting acquirer”) and a re-organization by ABMT (“the accounting acquiree”). The financial statements have been prepared as if the re-organization had occurred retroactively.

Accordingly, these financial statements include the following:

- (1) The balance sheet consisting of the net assets of the acquirer at historical cost and the net assets of the acquiree at historical cost.
- (2) The statement of operations including the operations of the acquirer for the periods presented and the operations of the acquiree from the date of the transaction.

ABMT, Masterise and Shenzhen Changhua are hereinafter referred to as (“the Company”).

(B) Principles of consolidation

The accompanying consolidated financial statements include the financial statements of ABMT and its wholly owned subsidiaries, Masterise and its 70% owned subsidiary, Shenzhen Changhua. The noncontrolling interests in prior periods represent the noncontrolling stockholders' 30% proportionate share of the results of Shenzhen Changhua.

All significant inter-company balances and transactions have been eliminated in consolidation.

(C) Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(D) Cash and cash equivalents

For purpose of the statements of cash flows, cash and cash equivalents include cash on hand and demand deposits with a bank with a maturity of less than three months. As of October 31, 2013 and 2012, all the cash and cash equivalents were denominated in United States Dollars ("US\$"), Hong Kong Dollars ("HK\$") and Renminbi ("RMB") and were placed with banks in the United States of America, Hong Kong and PRC. Balances at financial institutions or state-owned banks within the PRC are not freely convertible into foreign currencies and the remittance of these funds out of the PRC is subject to exchange control restrictions imposed by the PRC government.

(E) Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Expenditures for additions, major renewals and betterments are capitalized and expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation is provided on a straight-line basis, less estimated residual value over the assets estimated useful lives. The estimated useful lives of the assets are 5 years.

(F) Long-lived assets

In accordance with FASB Codification Topic 360 (ASC Topic 360), "Accounting for the impairment or disposal of Long-Lived Assets", long-lived assets and certain identifiable intangible assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed using undiscounted net cash flows related to the long-lived assets. The Company reviews long-lived assets to determine that carrying values are not impaired.

Long-lived assets, such as property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the asset may not be recoverable. Impairment of the carrying value of long-lived assets would be indicated if the best estimate of future undiscounted cash flows expected to be generated by the asset grouping is less than its carrying value. If an impairment is indicated, any loss is measured as the difference between estimated fair value and carrying value and is recognized in operating income. For the years ended October 31, 2013 and 2012, the company has not recognized any impairment charges.

(G) Fair value of financial instruments

FASB Codification Topic 825(ASC Topic 825), "Disclosure About Fair Value of Financial Instruments," requires certain disclosures regarding the fair value of financial instruments. The carrying amounts of other receivables and prepaid expenses, due to directors, a stockholder and related parties and other payables and accrued expenses approximate their fair values because of the short-term nature of the instruments. The management of the Company is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial statements.

(H) Government grant

Government grants are recognized when there is reasonable assurance that the Company complies with any conditions attached to them and the grants will be received.

In April 2011, the Company was informed of approval of one grant totaling \$244,479 under the Qualified Therapeutic Discovery Project Grants Program. The Qualified Therapeutic Discovery Project Grants Program was included in the healthcare reform legislation, and established a one-time pool of \$1 billion for grants to small biotechnology companies developing novel therapeutics which show potential to: (a) result in new therapies that either treat areas of unmet medical need, or prevent, detect, or treat chronic or acute diseases and conditions; (b) reduce long-term health care costs in the United States; or (c) significantly advance the goal of curing cancer within a 30-year period. The grant was received on May 6, 2011. There are no matching funding requirements or other requirements necessary to receive the funding and, therefore, the grant was classified as other income in the year ended 31 October 2011.

(I) Income taxes

The Company accounts for income taxes under the FASB Codification Topic 740-10-25 (“ASC 740-10-25”). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized as income in the period included the enactment date.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is a 50% or less likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

(J) Research and development

Research and development costs related to both present and future products are expensed as incurred. Total expenditure on research and development charged to general and administrative expenses for the years ended October 31, 2013 and 2012, and for the period from September 25, 2002 (inception) through October 31, 2013 were \$30,749, \$117,916 and \$287,432 respectively.

(K) Foreign currency translation

The reporting currency of the Company is the US dollar.

ABMT, Masterise and Shenzhen Changhua maintain their accounting records in their functional currencies of US\$, HK\$ and RMB respectively.

Foreign currency transactions during the year are translated to the functional currency at the approximate rates of exchange on the dates of transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the approximate rates of exchange at that date. Non-monetary assets and liabilities are translated at the rates of exchange prevailing at the time the asset or liability was acquired. Exchange gains or losses are recorded in the statement of operations.

The financial statements of Masterise and Shenzhen Changhua (whose functional currency is HK\$ and RMB respectively) are translated into US\$ using the closing rate method. The balance sheet items are translated into US\$ using the exchange rates at the respective balance sheet dates. The capital and various reserves are translated at historical exchange rates prevailing at the time of the transactions while income and expenses items are translated at the average exchange rate for the year. All exchange differences are recorded within equity.

The exchange rates used to translate amounts in HK\$ and RMB into US\$ for the purposes of preparing the financial statements were as follows:

	October 31, 2013	October 31, 2012
Balance sheet items, except for share capital, additional paid-in	US\$1=HK\$7.7530=RMB6.0943	US\$1=HK\$7.7494=RMB6.2372

capital and accumulated
deficits, as of year end

Amounts included in the statements of operations and cash flows for the year US\$1=HK\$7.7561=RMB6.1717 US\$1=HK\$7.7615=RMB6.3283

The translation loss recorded for the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 were \$55,510, \$36,081 and \$270,552 respectively.

No presentation is made that RMB amounts have been, or would be, converted into US\$ at the above rates. Although the Chinese government regulations now allow convertibility of RMB for current account transactions, significant restrictions still remain. Hence, such translations should not be construed as representations that RMB could be converted into US\$ at that rate or any other rate.

The value of RMB against US\$ and other currencies may fluctuate and is affected by, among other things, changes in China's political and economic conditions. Any significant revaluation of RMB may materially affect the Company's financial condition in terms of US\$ reporting.

(L) Other comprehensive loss

The foreign currency translation gain or loss resulting from translation of the financial statements expressed in RMB and HK\$ to US\$ is reported as other comprehensive loss in the statements of operations and comprehensive loss and in the statement of stockholders' deficit. Other comprehensive loss for the years ended October 31, 2013 and 2012, and for the period from September 25, 2002 (inception) through October 31, 2013, were \$55,510, \$36,081 and \$270,552 respectively.

(M) Loss per share

Basic loss per share is computed by dividing income available to stockholders by the weighted average number of shares outstanding during the year. Diluted income per share is computed similar to basic income per share except that the denominator is increased to include the number of additional shares that would have been outstanding if the potential shares had been issued and if the additional shares were diluted. There were no potentially dilutive securities for 2013 and 2012.

(N) Segments

The Company operates in only one segment, thereafter segment disclosure is not presented.

(O) Recent Accounting Pronouncements

There have been no new accounting announcements during the year ended October 31, 2013 that is of significant, or potentially significance, to us.

2. PROPERTY AND EQUIPMENT

The following is a summary of property and equipment at October 31, 2013 and 2012:

	2013	October 31, 2012
Plant and machinery	\$ 266,931	\$ 255,836
Motor vehicles	45,239	44,202
Office equipment	31,824	28,153
Computer software	5,017	5,017
Office improvements	131,829	128,809
	480,840	462,017
Less: accumulated depreciation	354,272	320,404
Property and equipment, net	\$ 126,568	\$ 141,613

Depreciation expense for the year ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 was \$26,201, \$23,324 and \$316,835 respectively.

3. OTHER PAYABLES AND ACCRUED EXPENSES

Other payables and accrued expenses at October 31, 2013 and 2012 consisted of the following:

	2013	October 31, 2012
Other payables	\$ 790	\$ 357
Accrued expenses	58,447	37,851
Total	\$ 59,237	\$ 38,208

4. RELATED PARTY TRANSACTIONS

As of October 31, 2013 and 2012, the Company owed \$349,911 and \$267,819 respectively to a stockholder which is unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed.

As of October 31, 2013 and 2012, the Company owed \$2,266,916 and \$1,626,785 to two related parties which are unsecured and repayable on demand. Interests are charged at 7% per annum on the amount owed.

F-9

Total interest expenses on advances from a stockholder and the related parties accrued for the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 were \$137,502 and \$95,588 and \$394,538 respectively.

As of October 31, 2013 and 2012, the Company owed \$455,574 and \$507,395 respectively to two directors for advances made. These advances were made on an unsecured basis, repayable on demand and interest free.

Imputed interest on the amounts owed to two directors and a related company are \$22,936 and \$25,347 and \$252,427 for the years ended October 31, 2013, and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 respectively.

For the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013, the Company paid two directors \$0, \$0 and \$10,000 respectively for consultancy services and issued restricted common stock as directors' services compensation for past services of 300,000 shares valued at \$213,000, nil shares and 450,000 shares valued at \$363,000 respectively. Please refer to Item 11 for details of directors' emoluments.

5. STOCKHOLDERS' DEFICIT

Common stock

On December 8, 2011, the Company issued 100,000 shares of restricted common stock at \$0.2 to Dr. John Lynch, the Company's chief officer of dental technologies, for services for a term of twelve months. The shares were valued at the closing price on the date of grant yielding an aggregate fair value of \$20,000. In this respect, the Company recognized \$1,667 and \$18,333 for the year ended October 31, 2013 and 2012 respectively as consultancy fees included in general and administrative expenses.

On 28 October 2013, the Company issued 150,000 shares of restricted common stock as directors' services compensation for past services to each of Mr. Chi Ming Yu and Kai Gui, directors of the Company. The shares were valued at the closing price of \$0.71 per share on the date of grant, yielding an aggregate fair value of \$213,000.

For the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013, the Company recognized \$214,667 and \$105,834 and \$906,683 respectively as consultancy fees included in general and administrative expenses and recorded deferred stock compensation carried forward of \$0 and \$1,667 as of October 31, 2013 and 2012 for these services.

6. COMMITMENTS AND CONTINGENCIES

(A) Employee benefits

The full time employees of the Company are entitled to employee benefits including medical care, welfare subsidies, unemployment insurance and pension benefits through a Chinese government mandated multi-employer defined contribution plan. The Company is required to accrue for these benefits based on certain percentages of the employees' salaries and make contributions to the plans out of the amounts accrued for medical and pension benefits. The total provisions and contributions made for such employee benefits was \$68,711 and \$42,769 and \$150,334 for the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 respectively. The Chinese government is responsible for the medical benefits and the pension liability to be paid to these employees.

(B) Lease commitments

The Company leased office space from a third party under an operating lease from July 20, 2009 to July 20, 2014 subject to an annual increase of 5% at the beginning of each year. The prevailing monthly rent at October 31 2013 is \$2,243 (2012: \$2,087).

The Company also leases eight apartments and a canteen for staff under three operating leases with a third party at monthly rental totaling \$2,079, all of which will expire in July 2014, June 2015 and June 2014 respectively.

As of October 31, 2013, the Company had outstanding commitments with respect to the above operating lease, which are due as follows:

2014	\$37,947
2015	1,116
Total	\$39,063

F-10

(C) Capital commitments

As of 31 October 2013, outstanding commitments contracted for, net of deposit paid, in respect of acquisitions of plant and machineries totaled \$1,140 (2012: \$0).

(D) Legal proceedings

On February 14, 2011, the existing director of Shenzhen Changhua, Liu Zhi Jian, the existing supervisor of Shenzhen Changhua, Liu Tian Qiu, and Wu Min Jin, a former employee, lodged an arbitration application to Labour Dispute Arbitration Committee (Longgang) (the "Labour Committee") against Shenzhen Changhua for delays on paying their salaries. Payment of RMB336,400 (equivalent to approximately \$55,000), RMB68,314 (equivalent to approximately \$11,000) and RMB22,500 (equivalent to approximately \$4,000) was requested for Liu Zhi Jian, Liu Tian Qiu and Wu Min Jin respectively. However, Shenzhen Changhua rejected their demands and demanded compensation of RMB329,071 (equivalent to approximately \$54,000) due to their misappropriation of assets and absence of duties. Labour Committee accepted the case on February 18, 2011 and Wu Min Jin withdrew his arbitration application thereafter. Labour Committee ruled that Shenzhen Changhua had to compensate Liu Zhi Jian and Liu Tian Qiu of RMB107,582 (equivalent to approximately \$17,000) and RMB47,705 (equivalent to approximately \$8,000) respectively.

On June 20, 2013, Shenzhen Changhua disagreed with the ruling and filed a lawsuit to Shenzhen Longgang People's Court (the "Longgang Court") against Liu Zhi Jian and Liu Tian Qiu. On July 24, 2013, the Longgang Court ruled that Shenzhen Changhua had to compensate Liu Zhi Jian and Liu Tian Qiu of RMB86,952 (equivalent to approximately \$14,000) and RMB35,722 (equivalent to approximately \$6,000) respectively.

On July 24, 2013, Shenzhen Changhua, Liu Zhi Jian and Liu Tian Qiu disagreed with the ruling and filed an appeal to Shenzhen Municipal Intermediate People's Court (the "Shenzhen" Court). On January 16, 2014, the Shenzhen Court made the final ruling that Liu Zhi Jian had to compensate Shenzhen Changhua of RMB805 (equivalent to approximately \$130) and Shenzhen Changhua had to compensate Liu Tian Qiu of RMB3,207 (equivalent to approximately \$520).

The Company considers that although the abovementioned net compensation of RMB2,402 (equivalent to approximately \$390) is accrued subsequent to 31 October 2013, it is unlikely to have a significant impact on the company's consolidated financial statements for the year ended October 31, 2013.

7. INCOME TAX

ABMT was incorporated in the United States and has incurred net operating loss for income tax purposes for 2013 and 2012. ABMT has net operating loss carry forwards for income taxes amounting to approximately \$1,423,563 and \$1,119,240 as of October 31, 2013 and 2012 respectively which may be available to reduce future years' taxable income. These carry forwards, will expire, if not utilized, commencing in 2029. Management believes that the realization of the benefits from these losses appears uncertain due to the Company's limited operating history and continuing losses. Accordingly, a full, deferred tax asset valuation allowance has been provided and no deferred tax asset valuation allowance has been provided and no deferred tax asset benefit has been recorded. The valuation allowance at October 31, 2013 and 2012 was \$484,011 and \$380,541 respectively. The net change in the valuation allowance for 2013 was an increase of \$103,470.

Masterise was incorporated in the BVI and under current law of the BVI, is not subject to tax on income.

Shenzhen Changhua was incorporated in the PRC and is subject to PRC income tax which is computed according to the relevant laws and regulations in the PRC. The income tax rate has been 25%. No income tax expense has been provided by Shenzhen Changhua as it has incurred losses. The losses cannot be carried forward as Shenzhen Changhua has not yet commenced operation.

8. CONCENTRATIONS AND RISKS

As at October 31, 2013, 96% and 4% of the Company's assets were located in the P.R.C. and the United States respectively.

As at October 31, 2012, 90% and 10% of the Company's assets were located in the P.R.C. and the United States respectively.

9. GOING CONCERN

As reflected in the accompanying consolidated financial statements, the Company has an accumulated deficit of \$4,572,351 as of October 31, 2013 that includes a net loss of \$890,343 for the year ended October 31, 2013. The Company's total current liabilities exceed its total current assets by \$3,062,153 and the Company used cash in operations of \$604,969. These factors raise substantial doubt about its ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

To continue as a going concern, the Company is actively pursuing additional funding and strategic partners to enable it to implement its business plan. Management believes that these actions, if successful, will allow the Company to continue its operations through the next fiscal year.

10. SUBSEQUENT EVENTS

The Company has evaluated the existence of significant events subsequent to the balance sheet date through the date the financial statements were issued and has determined that there were no subsequent events or transactions which would require recognition or disclosure in the financial statements, other than stated in Note 6 (D) and herein below:

On November 25, 2013, the Company received cash advance from Tie Jun Chen amounted to RMB300,000 (equivalent to approximately \$49,000);

On December 23, 2013, the Company received cash advance from Chi Fung Yu amounted to RMB300,000 (equivalent to approximately \$49,000).

On January 16, 2014, the Company received cash advance from Tie Jun Chen amounted to RMB300,000 (equivalent to approximately \$49,000).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There were no disagreements related to accounting principles or practices, financial statement disclosure, internal controls or auditing scope or procedure during the two fiscal years and interim periods, including the interim period up through the date the relationship ended.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We have established disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Our disclosure controls and procedures are designed to ensure that material information relating to us, including our consolidated subsidiaries, is made known to our principal executive officer and principal financial officer by others within our organization. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of October 31, 2013 to ensure that the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of October 31, 2013.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of October 31, 2013, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission (1992). Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of October 31, 2013. The Company's internal control over financial reporting as of October 31, 2013 has not been audited by the Company's independent accountants.

Changes in Internal Control Over Financial Reporting

During the year ended October 31, 2013, there were no significant changes in our internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Officers and Directors

Our directors serve until his successor is elected and qualified. Each of our officers is elected by the board of directors to a term of one (1) year and serves until his or her successor is duly elected and qualified, or until he or she is removed from office. The board of directors has no nominating, auditing or compensation committees.

The name, age and position of our officers and directors are set forth below:

Name and Address	Age	Position(s)
Chi Ming YU	40	President, Director
WANG Hui	44	Chief Executive Officer, Director
Kai GUI	44	Director, Secretary, Chief Financial Officer

The person named above has held his offices/positions since inception of our company and is expected to hold his offices/positions until the next annual meeting of our stockholders.

Background of our Officers and Directors

Chi Ming YU, Director and President, is Director of Operations at Titan Holdings, Inc. where his main responsibilities are in Administration, Company Finance and Investment, Marketing Research and Customer Relationship. From 2000 to 2003, Mr. Yu worked as a sales manager at Fu Feng LLC. From 2003 to present, Mr. Yu worked as Vice President at Titan Technology Development Ltd. Mr. Yu studied Computer Science at Rutgers University, New Jersey. Mr. Yu has extensive knowledge of the Company’s product line, and is fluent in several languages, including English and Chinese. The Board concluded that Mr. Yu should serve as a Director due to his background in the Company’s product line together with his communication skills

WANG Hui, Director and Chief Executive Officer, started her career at Hainan Xinte Pharmaceutical Ltd in China in 1990. She worked her way up from cashier to sales representative and then to sales manager. She then worked as District Manager of Southern China with Hainan Tianfeng Pharmaceutical Ltd, from 1995 to 2000 and as General Manager with Hainan Yichen Pharmaceutical Ltd. from 2001 to 2004. She is now the General Manager of Shenzhen Changhua. Ms Wang has skills and experience in R&A, marketing and business development in Chinese medical industry. The Board concluded that WANG Hui should serve as a Director due to her skills and experience in pharmaceutical sales and business development.

Kai GUI, Director, Secretary and Chief Financial Officer, worked as an Analyst Programmer in the British media industry, and as IT Manager, Circulation Manager, and Foreign Publishing Director at S.J.P. Ltd in London from 1994 to 2008. Beginning in 2000 Mr. Gui participated in several business projects involving Chinese publicly listed companies. He is the Director of China Feed Industry Association Information Centre’s European Office and Vice President of Titan Technology Development Ltd. After graduating from the University of Westminster in London, Mr. Gui took a Post-graduate course in Financial Management at Middlesex University in London. The Board concluded that Kai GUI should serve as a Director due to his business experience and financial management skills.

Involvement in Certain Legal Proceedings

To the best of our knowledge, none of our directors or executive officers, during the past ten years, has been involved in any legal proceeding of the type required to be disclosed under applicable SEC rules, including:

1. Any petition under the Federal bankruptcy laws or any state insolvency law being filed by or against, or a receiver, fiscal agent or similar officer being appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
2. Conviction in a criminal proceeding, or being a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Being the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
 - i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
 - ii. Engaging in any type of business practice; or
 - iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. Being the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) of this section, or to be associated with persons engaged in any such activity;
5. Being found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Being found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Being the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
 - i. Any Federal or State securities or commodities law or regulation; or
 - ii. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
 - iii. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- 8.

Being the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee and Charter

We have a separately-designated audit committee of the board. Our board of directors performs audit committee functions. None of our directors are deemed independent. All directors also hold positions as our officers. Our audit committee is responsible for: (1) selection and oversight of our independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; (3) establishing procedures for the confidential, anonymous submission by our employees of concerns regarding accounting and auditing matters; (4) engaging outside advisors; and, (5) funding for the outside auditors and any outside advisors engagement by the audit committee. A copy of our audit committee charter is filed as an exhibit to this report.

Audit Committee Financial Expert

None of our directors or officers has the qualifications or experience to be considered a financial expert. We believe the cost related to retaining a financial expert at this time is prohibitive. Further, because of our limited operations, we believe the services of a financial expert are not warranted.

Code of Ethics

We have adopted a corporate code of ethics. We believe our code of ethics is reasonably designed to deter wrongdoing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of code violations; and provide accountability for adherence to the code. A copy of the code of ethics is filed as an exhibit to this report.

Disclosure Committee and Charter

We have a disclosure committee and disclosure committee charter. Our disclosure committee is comprised of all of our officers and directors. The purpose of the committee is to provide assistance to the Chief Executive Officer and the Chief Financial Officer in fulfilling their responsibilities regarding the identification and disclosure of material information about us and the accuracy, completeness and timeliness of our financial reports. A copy of the disclosure committee charter is filed as an exhibit to this report.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets forth information with respect to compensation paid by the registrant to its officers during the last completed fiscal year ended October 31, 2013.

Executive Officer Compensation Table

Name (a)	Fees Earned or	Stock Awards (US\$) (c)	Option Awards (US\$) (d)	Non-Equity Incentive	Nonqualified Deferred	All Other Compensation (US\$) (g)	Total (US\$) (h)
	Paid in Cash (US\$) (b)			Plan Compensation (US\$) (e)	Compensation Earnings (US\$) (f)		
WANG Hui	\$ 43,217	0	0	0	0	0	\$ 43,217
Chi Ming YU	0	0	0	0	0	0	0
Kai GUI	0	0	0	0	0	0	0

The following table sets forth information with respect to compensation paid by the registrant to its directors during the last completed fiscal year ended October 31, 2013.

Director Compensation

Name (a)	Fees Earned or	Stock Awards (US\$) (c)	Option Awards (US\$) (d)	Non-Equity Incentive	Nonqualified Deferred	All Other Compensation (US\$) (g)	Total (US\$) (h)
	Paid in Cash (US\$) (b)			Plan Compensation (US\$) (e)	Compensation Earnings (US\$) (f)		
WANG Hui	0	0	0	0	0	0	0
Chi Ming YU	0	106,500	0	0	0	0	106,500
Kai GUI	0	106,500	0	0	0	0	106,500

All compensation received by our officers and directors has been disclosed.

There are no stock option, retirement, pension, or profit sharing plans for the benefit of our officers and directors.

Long-Term Incentive Plan Awards

We do not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Indemnification

Under our Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Nevada.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Nevada law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The registrant has no compensation plans (including individual compensation arrangements) under which equity securities of the registrant are authorized for issuance.

The following table sets forth, as of the date of this Annual Report on Form 10-K, the total number of shares owned beneficially by each of our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares. The stockholders listed below have direct ownership of his/her shares and possess voting and dispositive power with respect to the shares.

(1) Title of Class	(2) Name and address of beneficial owner	(3) Amount and nature of beneficial ownership	(4) Percent of class
Common Stock	WANG Hui, CEO & Director	22,153,540	38.951%
Common Stock	Chi Ming YU, President & Director	150,000	0.264%
Common Stock	Kai GUI, Secretary & Director	300,000	0.527%
Common Stock	Titan Technology Development, LTD., Room 1903 Hing Yip, Commercial Centre, 272 Des Voeux Road Central, Hong Kong, 718332	20,210,960	35.536%
Common Stock	WU Ai Ping, Room 802, 35 Weicheng Street, Hongyun Garden, Zhongtangshi Lane, Huangpu Road, Tianhe, Guangzhou, 510655	5,000,000	8.791%
All Officers & Directors		22,603,540	39.742%

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Kai GUI, officer and director of Registrant owns five percent (5%) of the outstanding capital stock of Titan Technology Development, LTD., and Chi Fung Yu, brother of Registrant's president Chi Ming Yu, owns seventy percent (70%) of the outstanding capital stock of Titan Technology Development, LTD.

As of October 31, 2013 and 2012, the Company owed \$349,911 and \$267,819 respectively to a stockholder - Titan Technology Development Ltd., which is unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed. An agreement between Titan Technology Development Ltd. and the Registrant for a loan in the amount of \$150,000 is included as an exhibit to this Form 10-K. There is no formal written agreement between Titan Technology Development Ltd. and the Registrant for the balance of funds owed to Titan Technology Development Ltd.

As of October 31, 2013 and 2012, the Company owed \$1,395,501 and \$827,766 respectively to Chi Fung Yu, \$871,415 and \$799,019 respectively to Tie Jun Chen, which are unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed. There is no formal written agreement between the Company and Chi Fung Yu or Tie Jun Chen. Chi Fung Yu and Tie Jun Chen are directors of Titan Technology Development Ltd. (TTD), and have been lending money to Shenzhen Changhua on behalf of TTD.

As of October 31, 2013 and 2012, the Company owed the following amount respectively to two directors for advances made - \$435,344 and \$487,165 to Wang Hui, \$20,230 and \$20,230 to Chi Ming Yu. These advances were made on an

unsecured basis, repayable on demand and interest free, and there are no formal written agreements regarding these advances.

Total interest expenses on advances from a stockholder and the related parties accrued for the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 were \$137,502 and \$95,588 and \$394,538 respectively.

Imputed interest on the amounts owed to two directors and a related company are \$22,936, \$25,347 and \$252,427 for the years ended October 31, 2013, and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013 respectively.

For the years ended October 31, 2013 and 2012 and for the period from September 25, 2002 (inception) through October 31, 2013, the Company paid two directors \$0, \$0 and \$10,000 respectively for consultancy services.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

(1) Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for our audit of annual financial statements and review of financial statements included in our Form 10-Qs or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years was:

2013	\$	33,400	Baker Tilly Hong Kong Limited
2012	\$	33,400	Baker Tilly Hong Kong Limited

(2) Audit-Related Fees

There is no fee billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported in the preceding paragraph.

(3) Tax Fees

There is no fee billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning.

(4) All Other Fees

There is no fee billed in each of the last two fiscal years for the products and services provided by the principal accountant, other than the services reported in paragraphs (1), (2), and (3).

(5) Our audit committee's pre-approval policies and procedures described in paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X were that the audit committee pre-approves all accounting related activities prior to the performance of any services by any accountant or auditor.

(6) There is no hour expended on the principal accountant's engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full time and permanent employees was.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit	Document Description	Incorporated by reference		Number	Filed herewith
		Form	Date		
3.1	Articles of Incorporation	SB-2	01-16-07	3.1	
3.2	Bylaws	SB-2	01-16-07	3.2	
4.1	Specimen Stock Certificate	SB-2	01-16-07	4.1	
<u>14.1</u>	Code of Ethics				X
<u>10.1</u>	Titan – ABMT Loan Agreement				X
<u>31.1</u>	Certification of Chief Executive Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended.				X
<u>31.2</u>	Certification of Chief Financial Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended.				X
<u>32.1</u>	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer)				X
<u>32.2</u>	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer)				X
<u>99.1</u>	Audit Committee Charter				X
<u>99.2</u>	Disclosure Committee Charter				X

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

ADVANCED BIOMEDICAL TECHNOLOGIES, INC.

Signature	Title	Date
/s/Chi Ming YU Chi Ming YU	President and Director (Principal Executive Officer)	February 13, 2014
/s/Kai GUI Kai GUI	Director, Secretary and Chief Financial Officer (Principal Financial Officer)	February 13, 2014
/s/WANG Hui WANG Hui	Director and Chief Executive Officer (Controller)	February 13, 2014