Geostar Mineral CORP
Form 10-K
February 12, 2010

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

FORM 10-K

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

For the fiscal year ended October 31, 2009

OR

o 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)

18 Lake Ridge Drive
Middletown, NY 10940
(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 o No x

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 o No x

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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 x No o

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. o

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 o Accelerated filer o

Non-accelerated filer o Smaller reporting company x

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

There was no active public trading market as of the last business day of the Company's second fiscal quarter.

As of January 14, 2010, there are 55,721,000 shares of common stock outstanding.

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SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward looking statements are usually identified by our use of certain terminology, including “will”, “believes”, “may”, “expects”, “should”, “seeks”, “anticipates” or “intends” or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Such factors include, among others, our history of operating losses and uncertainty of future profitability; our lack of working capital and uncertainty regarding our ability to continue as a going concern; uncertainty of access to additional capital; dependence on consultants and third parties as well as those factors discussed in the section entitled “Risk Factors”, “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. If one or more of these risks or uncertainties materializes, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. We do not assume responsibility for the accuracy and completeness of these statements. All references in this Report on Form 10-K to the terms “we”, “our”, “us”, and “the Company” refer to Advanced BioMedical Technologies Inc.

ITEM 1. BUSINESS

Organizational History

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, 6100 Neil Road, Suite 500, Reno, Nevada 89511, and our business office is located at 18 Lake Ridge Drive, Middletown, NY 10940.

Prior to December 31, 2008 the Company has only nominal operations and assets.

On October 1, 2008, Andriy Protskiv (the "Affiliate Seller"), a major shareholder and affiliate of the Company, consummated one Affiliate Stock Purchase Agreement with Chi Ming YU (the "Buyer"). Pursuant to the Affiliate Stock Purchase Agreement, the Buyer acquired from the Affiliate Seller a total of 5,000,000 shares of common stock of the Registrant for a total price of Five Thousand Dollars ($5,000).

Also on October 1, 2008, Roman Bilinski, a shareholder and affiliate of the Company, consummated one Share Purchase Agreement with Chi Ming YU. Pursuant to the Share Purchase Agreement, Chi Ming YU acquired from Mr. Bilinski a total 1,000 shares of common stock of the Registrant for a total price of Three Thousand Seven Hundred Twenty Dollars ($3,720).

As a result, under the terms and conditions of the Affiliate Stock Purchase Agreement and the Share Purchase Agreement, Buyer Chi Ming YU acquired from Affiliate Seller and Bilinski a total 5,001,000 shares of common stock of the Company, representing approximately 90.74% of the total issued and outstanding shares of the Registrant.

Following the acquisition of shares by Chi Ming YU, the Company entered into a Share Exchange Agreement and Chi Ming YU entered into an Affiliate Agreement resulting in a change of control of Registrant whereby WANG Hui obtained a total of three million three thousand six hundred eighty two (3,003,682) shares representing approximately fifty four percent (54%) of the Company's issued and outstanding common stock, and Titan Technology Development Ltd. ("Titan") obtained a total of one million four hundred eighty four thousand five hundred sixty eight (1,484,568) shares representing approximately twenty six and seven tenths percent (26.7%) of the Company's issued and outstanding common stock.

Pursuant to the Share Exchange Agreement the Company issued 50,000 shares of its common stock, par value $0.00001, to Titan, a limited liability company organized under the laws of Hong Kong, and WANG Hui, an individual, [Titan and WANG Hui being the sole shareholders of Masterise Holdings Ltd ("Masterise")] in exchange for 100% of the voting common stock of Masterise. The physical transfer of certificates is currently in process and will be completed as soon as practicable. As of the date of the Share Exchange Agreement, Masterise owned seventy percent (70%) of the issued and outstanding equity or voting interests in Shenzhen Changhua Biomedical Engineering Company Limited ("Shenzhen Changhua"). Shenzhen Changhua is duly organized, validly existing and in good standing under the laws of the Peoples Republic of China ("PRC").

Also on December 31, 2008, Chi Ming YU, a shareholder and affiliate of the Company, consummated one Affiliate Stock Purchase Agreement, (the "Affiliate Agreement") with thirteen (13) individuals including Titan and WANG Hui. Pursuant to the Affiliate Agreement, Chi Ming YU sold a total of 5,001,000 shares of the Company's common stock for a total aggregate price of $5,000, including 2,972,182 shares to WANG Hui and 1,466,068 shares to Titan.

The shares of the Company's common stock obtained by Titan and WANG Hui pursuant to the Share Exchange Agreement and the Affiliate Agreement resulted in a change of control of the Registrant, whereby WANG Hui obtained a total of three million three thousand six hundred eighty two (3,003,682) shares representing approximately fifty four percent (54%) of the Company's issued and

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outstanding common stock, and Titan obtained a total of one million four hundred eighty four thousand five hundred sixty eight (1,484,568) shares representing approximately twenty six and seven tenths percent (26.7 %) of the Company's issued and outstanding common stock.

As a result of the Share Exchange Agreement and the Affiliate Agreement, Masterise became the Company's direct wholly-owned subsidiary. Masterise owns seventy percent (70%) of the issued and outstanding equity or voting interests in Shenzhen Changhua.

Following our acquisition of Masterise as described above, as set forth in the following diagram, Masterise becomes our direct, wholly-owned subsidiary and Shenzhen Changhua remains a subsidiary of Masterise.

Shenzhen Changhua does not have any subsidiary.

Upon the acquisition of Masterise and its subsidiary in China, our primary business is carried out by Masterise through Shenzhen Changhua. Therefore, in the remainder of this Annual Report on Form 10-K and its exhibits, "we, us or our" refers to Advanced BioMedical Technologies Inc., Masterise and Shenzhen Changhua, collectively.

Organizational History of Masterise and Shenzhen Changhua

Masterise is a limited liability company which was organized under the laws of British Virgin Islands ("BVI") on May 31, 2007.

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

On January 29, 2008, Masterise acquired 70% of the capital stock of Shenzhen Changhua and this caused Shenzhen Changhua to become its subsidiary.

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 State Food and Drug Administration ("SFDA") of the PRC.

The Company, through its subsidiaries, is now engaged in the business of developing, manufacturing and marketing self-reinforced, absorbable degradable Polyamide ("PA") screws, rods and binding wires for fixation on human fractured bones.

Primary Products

Our primary products include Absorbable PA Osteosynthesis Devices: screws, rods and binding wires.

Product Characteristics:

The theory of Brady-degradable polyamide absorbable material is based on water dissolution – the material is degraded by body fluid. When bone fracture is healed, it can be degraded from outer to inner layer, and induce new bone generation in the gap of the materials. Eventually it will occupy all the space made by degradable implant and form new bone.

Brady-degradable polyamide absorbable materials consist of enhanced fiber and high molecular polymers. It has high tensile, bending and shear strength. It is more suitable for fracture patients with bad conditions, i.e. with light osteoporosis, severe soft tissue injury or bad blood supply etc. The Company's product range covers the "Self-Reinforced, re-absorbable, degradable PA Macromolecule Polymer Materials for Human Body Implantation". This innovation aims to:

1. Save costs on all patient medical care;

2. Avoid the secondary surgery;

3. Enhance the performance of materials;

4. Improve biological activity of materials;

5. Effectively control the degeneration speed.

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. By modifying well-characterized re-absorbable polymers through the use of several proprietary manufacturing and processing techniques, the Company is able to create Self-Reinforced, re-absorbable implants.

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 decrease 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

Our company chose the biodegradable screw as their starting point. In order to replace the wildly used metal material, the new materials must meet bio-consistency and mechanics-consistency requirements. Furthermore, they must also meet certain requirements in terms of bio-activities, degradability and controllable degrading speed. Although many macromolecule materials are degradable inside human body, only a few of them have the physical characters required for fracture fixation.

The first step was to choose the macromolecule materials that have certain physical characters, for example, Polyamide ("PA"). In order to achieve the desired mechanical performance and degrading speed, we used chemical and physical methods to modify the bio-degradable PA so as to synthesize new bio-degradable material, also 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.

The second step was to choose the suitable bio-active inorganic material, and to optimize the compound and technique conditions. To ensure the bio-activities of the implanted fixture material, we used high grade and mature phosphate type bio-active materials, based on the preparation of the compound material and the surface character requirements to the finished products. We also improved current technical parameters by modifying the surface character and achieved control over the desired grain size and surface activities.

The third step was to specially prepare and utilize the selected, technically treated and character modified degradable polymer material with bio-active material. Hydronium bombardment to the surface with spread & cover techniques are used during the compound process. This is to create a well-knit bio-active membrane on the degradable polymer's surface, or to embed a bio-active core inside the degradable polymer stick so as to form the bio-active degradable compound material.

The fourth step was to strengthen and sharpen the processed compound by using directional extrusion and moulding. Degradable acantha inoculators, fixation screws, orthopaedics stuffing, enlace strings; anti-conglutination membrane can all be made according to needs.

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

1. Our Company is researching and currently developing the capability of manufacturing several different kinds of human implant products including artificial hip and joints and PA products. Currently the company has two production lines certified by the GMP regulations.

2. Our Company is analyzing the market for its products and two of the company's products are currently pending SFDA approval.

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Overview of PA Devices and Market in China and Nationwide

The demand for medical device equipment has rapidly increased during the last decade. Total market sales have increased more than 15% each year. There are in excess of 5 million cases of bone fractures in the world every year, among which there are over 1 million cases in China. The figures show that about 4 million bone bolts/screws are needed each year. In the past 5 years, the total world-wide sales of clinical equipments and materials are over 2 trillion USD, and more than 50% of the sales are related to bio-materials.

Goal for The Company through year 2010-2017
(All figures are estimates)

PA Screw	Achieved by year 2010 (*)	Achieved by year 2012	Achieved by year 2017
Access Hospitals:	50	522	1500
Avg. Monthly consumption/Per Hospital:	18	30	30
Months:	12	12	12
Gross turnover per year:	US$665,280	US$25,671,420	US$64,800,000
PA Wire	Achieved by year 2010 (*)	Achieved by year 2012	Achieved by year 2017
Access Hospitals:	0	522	1500
Avg. Monthly consumption/Per Hospital:	0	5	10
Months:	12	12	12
Gross turnover per year:	US$0.00	US$1,487,610	US$9,000,000
Total:	US$665,280	US$27,159,030	US$73,800,000

* Funds needed on continuing clinical trials of new PA products for SFDA approval

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 Factors

Our Company is the only patent holder of PA technologies in China and we are the only company who is carrying out Clinical Trials on PA products. There currently are no similar products competing in the market.

Our main competition comes from Metal, Titanium and PLLA products marketed by several foreign and domestic companies. Such competitors include many key and niche players worldwide such as Acumed, Biomet Inc., Conmed Corp., Encore Orthopedics, Exactech, Inc., DePuy, Inc. (a Johnson & Johnson company), Medtronic Sofamor Danek, Inc., Orthofix International N.V., Smith and Nephew Plc, Stryker Corp., Synthes, Inion Ltd. and others, many of which have substantially greater sales and financial resources than we do.

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 SFDA
- We have a timing advantage over other companies in China which would have to go through the preclinical testing for the SFDA permit on Clinical Trials.
- Under existing regulation by SFDA, it will take at least 3-5 years for Clinical Trials.

Intellectual Property

The Company has been granted one patent for its material by the Chinese Intellectual Property Rights Bureau: Patent no. ZL97119073.9, PRC.

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 Zhining		

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, 2009, we had 17 employees, with 10 employees in R&D and Clinical, Regulatory, including 4 part-time employees, 5 employees in General and Administrative, 2 employees in Accounting including 1 part-time employee. There are no employees in sales, marketing, and manufacture because we are in the Clinical trial stage.

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 we believe our employee relations are good.

The Company’s address is Block A, Long Cheng Te Fa Industrial park, Long Gang, 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 20 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 12 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 2002, the number of registered students has increased by 105.2% from 24.9 to 51.1 per 10,000 people. The gross enrollment rate of higher education increased from 8% in 1998 to 15.3% in 2002, approaching the target of 16% by 2005 proposed by the provincial "Tenth Five-Year Plan".

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 112 universities and colleges offering higher education in Guangdong province with over 332,000 students graduated in 2009. Combined with graduates from other parts of China, there are over 500,000 job-seeking graduates in total in Guangdong in 2009.

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.

Government Regulations

Our primary target market is the medical community of the Peoples Republic of China (PRC). Medical devices manufactured by the Company in China are subject to regulation by the State Food and Drug Administration ("SFDA") of 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. While the Company has not yet received SFDA approval for its products, we expect to obtain SFDA approval in the fourth fiscal quarter of 2010. We are in progress of achieving this goal.

ITEM 1A. RISK FACTORS

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 1B. UNRESOLVED STAFF COMMENTS

There are no unresolved comments from the SEC.

ITEM 2. DESCRIPTION OF PROPERTIES

None.

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ITEM 3. LEGAL PROCEEDINGS

We are not presently a party to any litigation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

During the fourth quarter, there were no matters submitted to a vote of our shareholders.

ITEM 5. MARKET FOR COMMON STOCK AND RELATED STOCKHOLDER MATTERS

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 over-the-counter on the Bulletin Board operated by the Financial Industry Regulatory Authority (FINRA) under the symbol "ABMT".

Fiscal Quarter	High Bid	Low Bid
2009		
Fourth Quarter 08-01-09 to 10-31-09	$3.00	$3.00
Third Quarter 05-01-09 to 07-31-09	$3.00	$3.00
Second Quarter 02-01-09 to 04-30-09	$3.00	$3.00
First Quarter 11-01-08 to 01-31-09	$3.00	$3.00

Fiscal Quarter	High Bid	Low Bid
2008		
Fourth Quarter 08-01-08 to 10-31-08	$3.00	$0.00
Third Quarter 05-01-08 to 07-31-08	$0.00	$0.00
Second Quarter 02-01-08 to 04-30-08	$0.00	$0.00
First Quarter 11-01-07 to 01-31-08	$0.00	$0.00

Shareholders

At October 31, 2009, we had 24 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

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$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 SFDA 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 guaranty 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 are protected with 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 and larger companies, the need to obtain additional financing, compliance with government regulation, 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. ZL97119073.9, PRC, issued by the Chinese Intellectual Property Rights Bureau, 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. 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 form 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 China's State Food and Drug Administration ("SFDA"). As of October 31, 2009, the Company completed 67 successful PA Screw trial cases, and 53 successful PA Binding Wire. Upon the completion of these trials the company has already exceed China SFDA's requirement on PA Screw trial, the company is in the final preparation to apply for the China's SFDA's approval.

Process of Human Trials

As of October 31, 2009, for medical study and comparison purpose, the company has completed a total of 79 successful clinical human trial cases, including 67 cases on ankle fractures. Under SFDA Regulations, a total number of 60 cases must be completed before approval is considered. Amended SFDA regulations, unlike previous regulations, require the applicant to specify the position on the body where the clinical trial is carried out. Our SFDA 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. Currently, we have been conducting human trials at the 6 state level hospitals recognized by SFDA for clinical trials in different cities throughout China; including Nanchang, Changsha, Luoyang, Nanning and Tianjin.

The company anticipates that we can file immediately for the SFDA final approval by the fourth fiscal quarter of 2010. Furthermore, we can foresee that following the SFDA final approval, the company will be earning revenues as early as fourth quarter of 2010. The company is looking forward to starting the application process for the PA Biding Wires with the SFDA by the end of 2010 provided sufficient funding is in place.

Additionally, 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. Also 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.

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 SFDA. Pursuant to the related laws and acts, as amended, and the regulations promulgated there under (the "SFDA Regulations"), the SFDA regulates the clinical testing, manufacture, labeling, distribution and promotion of medical devices. The SFDA also has the authority to request repair, replacement, or refund of the cost of any device manufactured or distributed by the Company.

Under the SFDA Regulations, medical devices are classified into three classes (class I, II or III), the basis of the controls deemed necessary by the SFDA to reasonably assure their safety and efficacy. Under the SFDA'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 SFDA 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 SFDA 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 SFDA 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 SFDA 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 SFDA has publicly stated that compliance will be more strictly scrutinized. From time to time the SFDA 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, 2009.

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

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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 $24,000,000 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)	120	12,000,000
PA Binding Wire	240,000	(pack)	50	12,000,000
	Total:			24,000,000

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.

Marketing and Sales Goals

1) Fourth quarter of 2010: forecasted revenue of $665,280; Distribution of our product in approximately 50 hospitals immediately following SFDA approval.

2) First quarter of 2011: forecasted revenue of $914,980; Distribution of our product in approximately 78 hospitals.

3) Second quarter of 2011: forecasted revenue of $1,307,920; Distribution of our product in approximately 126 hospitals.

4) Third quarter of 2011: forecasted revenue of $2,596,560; Distribution of our product in approximately 210 hospitals.

In general, we estimate that the Company will distribute product to a total of 522 hospitals and expect to generate total revenues of $665,280 in the year 2010 and $8,842,330 in 2011. We also expect a continuous increase of affiliated hospitals and anticipate large increases in revenue due to marketing results of the PA Screw in China and the utilization of the Company's secured funding to bring the remaining family of self-reinforced, re-absorbable PA products to market.

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, 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 SFDA 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.

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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 SFDA

- We have a timing advantage over other companies in China which would have to go through the preclinical testing for the SFDA permit on clinical trials.

- Under existing regulations by SFDA, it will take at least 3-5 years for clinical trials.

Number of Hospitals in China in year 2008 Statistic and Census report by Ministry of Health of People's Republic of China.

Statistic and Census report by Ministry of Health of People's Republic of China.
(Year 2008)

	Total	Government	Society	Private	Total Non-Profit	Total Profit
Hospitals	19712	9777	6048	3887	15650	4038
General Hospital	13119	5830	5060	2229	10856	2245
TCM Hospital	2688	2244	158	286	2403	285
TCM-WM Hospital	236	96	48	92	139	97
Minority Hospital	191	170	8	13	175	16
Specialist Hospital	3437	1422	763	1252	2048	1383
Nursing Hospital	41	15	11	15	29	12

TCM Hospital: Traditional Chinese Medicine Hospital

WM Hospital: Western Medicine Hospital

Minority Hospital: The hospitals locate in Autonomous Region (Province) in China

By the end of year 2011, we anticipate that there will be over 356 hospitals carrying our products, an increase of 86% from previous year. By the end of year 2017, we estimate that our products will reach over 1500 hospitals. Based on the estimated sales figures for one single product, PA Screw, the Company's projected annual revenue in 2017 would

be $64,800,000.

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, 2009, ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 was $10,313, $10,327 and $107,347 respectively.

There is substantial research and development (R&D) activity in the market indicating a favorable growth trend. While revenues for active lifestyle participants registered a compound annual growth rate (CAGR) of 17.4 percent for the period 2002-2006; R&D expenditure for the same period recorded a higher growth of 18.4 percent. Increasing R&D expenditure is considered a key indicator of the future direction of the orthopedic market as it points to sustained technological development and innovation.

The Company believes that Asia holds tremendous growth potential for orthopedic device manufacturers due to its fundamental population advantage. Asia accounts for more than 50 percent of the population in the world, but its share of the global orthopedic devices market is comparatively low at approximately 10 percent. Within the region, Japan contributes to a majority of market revenues, indicating large potential for growth in relatively under-penetrated countries such as China and India.

In future periods, 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.

Finance Costs

As of October 31, 2009 and 2008, the Company owed $335,755 and $85,156 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, 2009 and 2008, the Company owed $386,159 and $161,553 to a related party which is unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed.

Total interest expenses on advances from a stockholder and a related party accrued for the year ended October 31, 2009 and for the ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 are $35,570, $5,553 and $41,123 respectively.

As of October 31, 2009, the Company owed $220,849 to three directors for advances made. As of October 31, 2008, the Company owed $251,713 to a director for advances made. These advances were made on an unsecured basis, repayable on demand and interest free.

As of October 31, 2009 and October 31, 2008, the Company owed $390,459 and $389,667 respectively to a related company on an unsecured basis, repayable on demand and interest free.

Imputed interest charged at 5% per annum on the amounts owed to three directors, and a related company is $31,656, $27,764 and $148,728 for the year ended October 31, 2009 and the ten months ended October 31, 2008 and the period from September 25, 2002 (inception) through October 31, 2009 respectively.

As of October 31, 2009, a noncontrolling stockholder of a subsidiary owed the Company $765 which is unsecured, interest free and repayable on demand. As of October 31, 2008, the Company owed $3,123 to this noncontrolling stockholder of a subsidiary and such advances were unsecured, interest free and repayable on demand.

Income Tax

There is no income tax to pay as the Company is waiting for SFDA approval and there is no business activity.

Net Loss

As reflected in the accompanying audited consolidated financial statements, the Company has an accumulated deficit of $1,619,245 at October 31, 2009 that includes a net loss of $558,432 for the year ended October 31, 2009. We are in Clinical Trial phase and do not have a SFDA permit to produce, market or sell in China.

We therefore do not have any revenue from inception to October 31, 2009 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 $1,332,845 at October 31, 2009 compared to a working capital deficit of $831,167 as of October 31, 2008. Our working capital deficit increased as a result of the fact that we are in Clinical Trial phase and do not have a SFDA permit to produce, market or sell in China. We had no revenues during the period 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 $490,481 in the year ended October 31, 2009. This amount was attributable primarily to the net loss after adjustment for non-cash items, such as depreciation, imputed interest on advances from a stockholder and a related party, and others like decrease in other receivables and prepaid expenses.

Net Cash Used in Investing Activities

We recorded $21,355 net cash used in investing activities in the year ended October 31, 2009. 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,, 2009 was $443,826, 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, 2009, 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 financial statements, the Company has a total stockholder's deficit of $1,262,757 at October 31, 2009. The Company's current liabilities also exceed its current assets by $1,332,845 and the Company used cash in operations of $490,481.

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.

During the year ended October 31, 2009, loans from Company's Stockholders, a director, a related company and a related party totaling $1,333,267 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 placement 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.

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, due from related parties, other payables and accrued liabilities and due to 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 grant represents a subsidy from the local government and is unconditional. The Company recognizes the grant upon receipt from the local government and is accounted for as an offset of research and development expenses.

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

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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

In October, 2009, the FASB issued ASU 2009-15, “Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing”, now codified under FASB ASC Topic 470 “Debt”, (“ASU 2009-15”), and provides guidance for accounting and reporting for own-share lending arrangements issued in contemplation of a convertible debt issuance. At the date of issuance, a share-lending arrangement entered into on an entity’s own shares should be measured at fair value in accordance with Topic 820 and recognized as an issuance cost, with an offset to additional paid-in capital. Loaned shares are excluded from basic and diluted earnings per share unless default of the share-lending arrangement occurs. The amendments also require several disclosures including a description and the terms of the arrangement and the reason for entering into the arrangement. The effective dates of the amendments are dependent upon the date the share-lending arrangement was entered into and include retrospective application for arrangements outstanding as of the beginning of fiscal years beginning on or after December 15, 2009. Management is currently evaluating the potential impact of ASU 2009-15 on our financial statements.

In October 2009, the FASB issued ASU 2009-14, “Certain Arrangements That Include Software Elements, now codified under FASB ASC Topic 985, “Software”, (“ASU 2009-14”). ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance on determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. ASU 2009-14 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. Management is currently evaluating the potential impact of ASU 2009-14 on our financial statements.

In October 2009, the FASB issued ASU 2009-13, “Multiple-Deliverable Revenue Arrangements”, now codified under FASB ASC Topic 605, “Revenue Recognition”, (“ASU 2009-13”). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendments eliminate the residual method of revenue allocation and require revenue to be allocated using the relative selling price method. ASU 2009-13 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. Management is currently evaluating the potential impact of ASU2009-13 on our financial statements.

In June 2009, the FASB issued SFAS No. 167 “Amendments to FASB Interpretation No. 46(R)” (“SFAS 167”) (not part of the codification yet). SFAS 167 amends FASB Interpretation No. 46 (Revised December 2003) “Consolidation of Variable Interest Entities—an interpretation of ARB No. 51” (FIN 46(R)) to require an enterprise to perform an analysis to determine whether the enterprise’s variable interest or interests give it a controlling financial interest in a variable interest entity; to require ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity; to eliminate the quantitative approach previously required for determining the primary beneficiary of a variable interest entity; to add an additional reconsideration event for determining whether an entity is a variable interest entity when any changes in facts and circumstances occur such that holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights of those investments to direct the activities of the entity that most significantly impact the entity’s economic performance; and to require enhanced disclosures that will

provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. SFAS 167 will be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Early adoption is not permitted. This guidance will be codified under FASB ASC Topic 810, "Consolidation" when it becomes effective. The Company does not expect the standard to have any impact on the Company's financial position.

In June 2009, the FASB issued SFAS No. 166 "Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140" ("SFAS 166") (ASC Topic 810). SFAS 166 (not part of the codification yet) amends various provisions of SFAS No. 140 "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities—a replacement of FASB Statement No. 125" by removing the concept of a qualifying special-purpose entity and removes the exception from applying FIN 46(R) to variable interest entities that are qualifying special-purpose entities; limits the circumstances in which a transferor derecognizes a portion or component of a financial asset; defines a participating interest; requires a transferor to recognize and initially measure at fair value all assets obtained and liabilities incurred as a result of a transfer accounted for as a sale; and requires enhanced disclosure; among others. SFAS 166 will be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Early adoption is not permitted. This guidance will be codified under FASB ASC Topic 860, "Transfers and Servicing" when it becomes effective. The Company does not expect the standard to have any impact on the Company's financial position.

In December 2008, the FASB issued Staff Position No. FAS 132(R)-1 "Employers' Disclosures about Postretirement Benefit Plan Assets" ("FSP FAS 132(R)-1") (ASC Topic 715-20-65). FSP FAS 132(R)-1 (ASC Topic 715-20-65) requires more detailed disclosures about employers' plan assets in a defined benefit pension or other postretirement plan, including employers' investment strategies, major categories of plan assets, concentrations of risk within plan assets, and inputs and valuation techniques used to measure the fair value of plan assets. FSP FAS 132(R)-1 (ASC Topic 715-20-65) also requires, for fair value measurements using significant unobservable inputs (Level 3), disclosure of the effect of the measurements on changes in plan assets for the period. The disclosures about plan assets required by FSP FAS 132(R)-1 (ASC Topic 715-20-65) must be provided for fiscal years ending after December 15, 2009. As this pronouncement is only disclosure-related, it will not have an impact on the financial position and results of operations.

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

ADVANCED BIOMEDICAL TECHNOLOGIES, INC
AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS
AS OF OCTOBER 31, 2009 AND 2008

ADVANCED BIOMEDICAL TECHNOLOGIES, INC
AND SUBSIDIARIES
(A DEVELOPMENT STAGE COMPANY)

CONTENTS

Jimmy C.H. Cheung & Co
Certified Public Accountants
(A member of Kreston International)

Registered with the Public Company
Accounting Oversight Board

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, 2009 and 2008 and the related consolidated statements of operations and comprehensive loss, stockholders' deficiency and cash flows for the year ended October 31, 2009 and ten months ended October 31, 2008 and the period September 25, 2002 (Inception) through October 31, 2009. 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. 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, 2009 and 2008, and the results of its operations and its cash flows for the year ended October 31, 2009 and ten months ended October 31, 2008 and the period September 25, 2002 (Inception) through October 31, 2009 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 had a net loss of $558,432, an accumulated deficit of $1,619,245 and a working capital deficiency of $1,332,845 and used cash in operations of $490,481. 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.

JIMMY C. H. CHEUNG & CO
Certified Public Accountants

Hong Kong

Date: January 15, 2010

1607 Dominion Centre, 43 Queen's Road East, Wanchai, Hong Kong
Tel: (852) 25295500 Fax: (852) 28651067 Email: jimy.cheung@jchcheungco.hk
Website: www.jchcheungco.hk

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

	October 31	
	2009	2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$10,606	$78,876
Other receivables and prepaid expenses	19,708	8,161
Due from a noncontrolling stockholder of a subsidiary	765	—
Total Current Assets	31,079	87,037
PROPERTY AND EQUIPMENT, NET	70,088	80,743
TOTAL ASSETS	$101,167	$167,780
LIABILITIES AND STOCKHOLDERS’ DEFICIT		
CURRENT LIABILITIES		
Other payables and accrued expenses	$30,657	$26,992
Due to a noncontrolling stockholder of a subsidiary	—	3,123
Due to a stockholder	335,755	85,156
Due to directors	220,894	251,713
Due to a related company	390,459	389,667
Due to a related party	386,159	161,553
Total Current Liabilities	1,363,924	918,204
COMMITMENTS AND CONTINGENCIES	—	—
EQUITY		
ABMT Shareholder’s equity		
Common stock, $0.00001 par value, 100,000,000 shares authorized and 55,721,000 shares issued and outstanding as of October 31, 2009 and 50,510,000 shares issued and utstanding as of October 31, 2008	557	505
Additional paid-in capital	732,269	392,074
Deferred stock compensation	(292,292)	—
Accumulated deficit during development stage	(1,619,245)	(1,060,813)
Accumulated other comprehensive loss	(84,046)	(82,190)
Total AMBT Stockholders’ Deficit	(1,262,757)	(750,424)
Noncontrolling interests	—	—
Total Equity	(1,262,757)	(750,424)
TOTAL LIABILITIES AND STOCKHOLDERS’ DEFICIT	$101,167	$167,780

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

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

	Year ended October 31, 2009	Ten months ended October 31, 2008	September 25, 2002 (Inception) through October 31, 2009
OPERATING EXPENSES			
General and administrative expenses	$448,944	$ 139,392	$ 1,295,159
Depreciation	31,382	35,902	236,805
Research and development (Net of government grant)	10,313	10,327	107,347
Total Operating Expenses	490,639	185,621	1,639,311
LOSS FROM OPERATIONS	(490,639)	(185,621)	(1,639,311)
OTHER INCOME (EXPENSES)			
Other income	15	1,394	1,976
Interest income	96	170	1,498
Interest paid to a stockholder and related party	(35,570)	(5,553)	(41,123)
Imputed interest	(31,656)	(27,764)	(148,728)
Other expenses	(678)	(9,664)	(10,762)
Total Other Expenses, net	(67,793)	(41,417)	(197,139)
LOSS FROM OPERATIONS BEFORE TAXES	(558,432)	(227,038)	(1,836,450)
Add:			
Income tax expense	—	—	—
Net loss attributable to noncontrolling interests	—	—	217,205
NET LOSS ATTRIBUTABLE TO AMBT COMMON STOCKHOLDERS	(558,432)	(227,038)	(1,619,245)
OTHER COMPREHENSIVE GAIN (LOSS)			
Total other comprehensive loss	(1,856)	(35,833)	(84,046)
Add: foreign currency translation loss attributable to noncontrolling interest	—	—	—
Foreign currency translation loss attributable to ABMT common shareholder	(1,856)	(35,833)	(84,046)
COMPREHENSIVE LOSS ATTRIBUTABLE TO ABMT COMMON STOCKHOLDERS	$(560,288)	$ (262,871)	$ (1,703,291)
Net loss per share-basic and diluted	$(0.01)	$ (0.00)	
Weighted average number of shares outstanding during the year			
- basic and diluted	54,758,489	50,510,000	

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

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

	Number of Shares	Common Stock	Additional Paid-in capital	Deferred Stock Compensation	Accumulated deficit during development stage	Accumulated other comprehensive loss	Noncontrolling interests	Total
Stock issued to founders for cash	50,510,000	$ 505	$ 275,002	$ —	$ —	$ —	$ 217,205	$ 492,712
Net loss for the period	—	—	—	—	(40,343)	—	(17,290)	(57,633)
Foreign currency translation loss	—	—	—	—	—	(225)	10	(215)
Comprehensive loss	—	—	—	—	—	—	—	(57,848)
Balance at December 31, 2003	50,510,000	505	275,002	—	(40,343)	(225)	199,925	434,864
Net loss for the year	—	—	—	—	(65,960)	—	(28,269)	(94,229)
Foreign currency translation loss	—	—	—	—	—	(357)	2	(355)
Comprehensive loss	—	—	—	—	—	—	—	(94,584)
Balance at December 31, 2004	50,510,000	505	275,002	—	(106,303)	(582)	171,658	340,280
Imputed interest on advances from a stockholder and related company	—	—	23,103	—	—	—	—	23,103
Net loss for the year	—	—	—	—	(357,863)	—	(153,370)	(511,233)

Foreign currency translation loss	—	—	—	—	—	(12,290)	2,064	(10,226)
Comprehensive loss	—	—	—	—	—	—	—	(521,459)
Balance at December 31, 2005	50,510,000	505	298,105	—	(464,166)	(12,872)	20,352	(158,076)
Imputed interest on advances from a stockholder and related company	—	—	27,184	—	—	—	—	27,184
Net loss for the year	—	—	—	—	(172,738)	—	(18,276)	(191,014)
Foreign currency translation loss	—	—	—	—	—	(6,084)	(2,076)	(8,160)
Comprehensive loss	—	—	—	—	—	—	—	(199,174)
Balance at December 31, 2006	50,510,000	505	325,289	—	(636,904)	(18,956)	—	(330,066)
Imputed interest on advances from a stockholder, related company and related party	—	—	39,021	—	—	—	—	39,021
Net loss for the year	—	—	—	—	(196,871)	—	—	(196,871)
Foreign currency translation loss	—	—	—	—	—	(27,401)	—	(27,401)
Comprehensive loss	—	—	—	—	—	—	—	(224,272)
Balance at December 31, 2007	50,510,000	505	364,310	—	(833,775)	(46,357)	—	(515,317)

Imputed interest on advances from a stockholder and related company	—	—	27,764	—	—	—	—	27,764
Net loss for the period	—	—	—	—	(227,038)	—	—	(227,038)
Foreign currency translation loss	—	—	—	—	—	(35,833)	—	(35,833)
Comprehensive loss	—	—	—	—	—	—	—	(262,871)
Balance at October 31, 2008	50,510,000	505	392,074	—	(1,060,813)	(82,190)	—	(750,424)
Recapitalization	5,104,000	51	(51)	—	—	—	—	—
Stock issued for services	100,000	1	304,999	(292,292)	—	—	—	12,708
Stock issued for placement	5,000	0	5,750	—	—	—	—	5,750
Stock issued for placement	2,000	0	2,300	—	—	—	—	2,300
Contributed capital	—	—	26,950	—	—	—	—	26,950
Distributed to the stockholders	—	—	(31,409)	—	—	—	—	(31,409)
Imputed Interest on advances from a stockholder and related company	—	—	31,656	—	—	—	—	31,656
Net loss for the year	—	—	—	—	(558,432)	—	—	(558,432)
Foreign currency translation loss	—	—	—	—	—	(1,856)	—	(1,856)

Comprehensive loss	—	—	—	—	—	—	—	(560,288)
Balance at October 31, 2009	55,721,000	$ 557	$ 732,269	$ (292,292)	$ (1,619,245)	$ (84,046)	$ —	$ (1,262,757)

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

	Year ended October 31, 2009	Ten months ended October 31, 2008	September 25, 2002 (inception) through October 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$(558,432)	$ (227,038)	$ (1,619,245)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation	31,382	35,902	236,805
Stock issued for services	12,708	—	12,708
Noncontrolling interests	—	—	(217,205)
Imputed interest on advances from a stockholder and a related party	31,656	27,764	148,728
Changes in operating assets and liabilities			
(Increase) decrease in:			
Other receivables and prepaid expenses	(11,531)	467	(11,531)
Advances to suppliers			
Increase (decrease) in:			
Other payables and accrued expenses	3,736	(8,940)	3,736
Net cash used in operating activities	(490,481)	(171,845)	(1,446,004)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property and equipment	(20,590)	(10,491)	(226,007)
Due from stockholders	—	10,474	—
Due from a noncontrolling stockholder of a subsidiary	(765)	—	(765)
Net cash used in investing activities	(21,355)	(17)	(226,772)
CASH FLOWS FROM FINANCING ACTIVITIES			
Stock issued to founders	—	—	505
Proceeds from issuance of shares	8,050	—	8,050
Contribution by stockholders	—	—	492,207
Distributed to stockholders	(4,459)	—	(4,459)
Due to a noncontrolling stockholder of a subsidiary	(3,127)	3,123	(3,127)
Due to a stockholder	250,571	80,863	250,571
Due to directors	(31,302)	15,903	(31,302)
Due to a related company	—	49,229	—
Due to a related party	224,093	97,453	224,093
Net cash provided by financing activities	443,826	246,571	936,538
EFFECT ON EXCHANGE RATES ON CASH	(260)	(35,833)	746,844

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(68,270)	38,876	10,606
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	78,876	40,000	—
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$10,606	$ 78,876	$ 10,606

SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES

On December 31, 2008, the Company issued 5,104,000 shares of common stock for recapitalization.

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

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 State Food and Drug Administration ("SFDA") of the PRC on its products. The Company has no revenue since its inception and, in accordance with the Financial Accounting Standards Board ("FASB") Codification Topic 915 (ASC Topic 915), "Accounting and Reporting by Development Stage Enterprise," 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 for the year ended October 31, 2009, ten months ended October 31, 2008 and years ended December 31, 2007 and 2006 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 a 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.

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The merger of ABMT and Masterise is being 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. Following the merger, the Company ceased its mineral exploration activities.

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 represent the minority stockholders' 30% proportionate share of the results of Shenzhen Changhua.

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

(C) Change of year end

Prior to the acquisition, the Company's subsidiaries reporting year end was December 31. ABMT's reporting year end is October 31. In order to be consistent with ABMT's reporting year end, the Company's Board of Directors approved all of their subsidiaries' fiscal year end change from December 31 to October 31 with effect from October 31, 2008.

The consolidated financial statements consist of a year ended October 31, 2009, ten month transition period ended October 31, 2008 and the period September 25, 2002 (Inception) through October 31, 2009 respectively.

(D) FASB Launches New Accounting Standards Codification

In June 2009 FASB issued FASB Accounting Standards Codification ("Codification") as the single source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities effective for interim and annual periods ending after September 15, 2009. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The Codification supersedes all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification have become non-authoritative.

Following the Codification, FASB will not issue new standards in the form of Statements, FASB Staff Positions ("FSP") or Emerging Issues Task Force ("EITF") Abstracts. Instead, it will issue Accounting Standards Updates, which will serve to update the Codification, provide background information about the guidance and provide the basis for conclusions on the changes to the Codification.

GAAP is not intended to be changed as a result of the FASB's Codification, but it will change the way the guidance is organized and presented. As a result, these changes will have a significant impact on how companies reference GAAP

in their financial statements and in their accounting policies. The Trust has adopted the Codification in this quarterly report by using plain English to describe FASB broad topic references.

(E) Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles 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.

(F) 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, 2009 and 2008 and December 31, 2007, 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.

(G) 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.

(H) 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.

(I) 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 from related parties, other payables and accrued liabilities and due to 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.

(J) Government grant

Government grant represents a subsidy from the local government and is unconditional. The Company recognizes the grant upon receipt from the local government and is accounted for as an offset to research and development expenses.

(K) 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.

(L) 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, 2009, ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 was $10,313, $10,327 and $107,347 respectively.

(M) Foreign currency translation

ABMT, Masterise and Shenzhen Changhua maintain their accounting records in their functional currencies of United States Dollars ("US$"), Hong Kong Dollars ("HK$") and Renminbi ("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, 2009	October 31, 2008
Balance sheet items, except for share capital, additional paid-in capital and accumulated deficits, as of year end	US$1=HK$7.7504=RMB6.8381	US$1=HK$7.7701=RMB6.852
Amounts included in the statements of operations and cash flows for the year	US$1=HK$7.752030=RMB6.844020	US$1=HK$7.7946=RMB6.98377

The translation loss recorded for the year ended October 31, 2009 and ten months ended October 31 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 was $1,856, $35,833 and $84,046 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.

(N) 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 gain (loss) in the statements of operations and stockholders'

equity. Other comprehensive loss for the year ended October 31, 2009 and ten months ended October 31 2008 and for the period from September 25, 2002 (inception) through October 31, 2009, was 1,856, $35,833 and $84,046 respectively

(O) Earnings per share

Basic earnings per share are 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 2009 and 2008.

(P) Segments

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

(Q) Recent Accounting Pronouncements

In October, 2009, the FASB issued ASU 2009-15, "Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing", now codified under FASB ASC Topic 470 "Debt", ("ASU 2009-15"), and provides guidance for accounting and reporting for own-share lending arrangements issued in contemplation of a convertible debt issuance. At the date of issuance, a share-lending arrangement entered into on an entity's own shares should be measured at fair value in accordance with Topic 820 and recognized as an issuance cost, with an offset to additional paid-in capital. Loaned shares are excluded from basic and diluted earnings per share unless default of the share-lending arrangement occurs. The amendments also require several disclosures including a description and the terms of the arrangement and the reason for entering into the arrangement. The effective dates of the amendments are dependent upon the date the share-lending arrangement was entered into and include retrospective application for arrangements outstanding as of the beginning of fiscal years beginning on or after December 15, 2009. Management is currently evaluating the potential impact of ASU 2009-15 on our financial statements.

In October 2009, the FASB issued ASU 2009-14, "Certain Arrangements That Include Software Elements, now codified under FASB ASC Topic 985, "Software", ("ASU 2009-14"). ASU 2009-14 removes tangible products from the scope of software revenue guidance and provides guidance on determining whether software deliverables in an arrangement that includes a tangible product are covered by the scope of the software revenue guidance. ASU 2009-14 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. Management is currently evaluating the potential impact of ASU 2009-14 on our financial statements.

In October 2009, the FASB issued ASU 2009-13, "Multiple-Deliverable Revenue Arrangements", now codified under FASB ASC Topic 605, "Revenue Recognition", ("ASU 2009-13"). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendments eliminate the residual method of revenue allocation and require revenue to be allocated using the relative selling price method. ASU 2009-13 should be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. Management is currently evaluating the potential impact of ASU2009-13 on our financial statements.

In June 2009, the FASB issued SFAS No. 167 "Amendments to FASB Interpretation No. 46(R)" ("SFAS 167") (not part of the codification yet). SFAS 167 amends FASB Interpretation No. 46 (Revised December 2003) "Consolidation of Variable Interest Entities—an interpretation of ARB No. 51" (FIN 46(R)) to require an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity; to require ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity; to eliminate the quantitative approach previously required for determining the primary beneficiary of a variable interest entity; to add an additional reconsideration event for determining whether an entity is a variable interest entity when any changes in facts and circumstances occur such that holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights of those investments to direct the activities of the entity that most significantly impact the entity's economic performance; and to require enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. SFAS 167 will be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Early adoption is not permitted. This guidance will be codified under FASB ASC Topic 810, "Consolidation" when it becomes effective. The Company does not expect the standard to have any impact on the Company's financial position.

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In June 2009, the FASB issued SFAS No. 166 “Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140” (“SFAS 166”) (ASC Topic 810). SFAS 166 (not part of the codification yet) amends various provisions of SFAS No. 140 “Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities—a replacement of FASB Statement No. 125” by removing the concept of a qualifying special-purpose entity and removes the exception from applying FIN 46(R) to variable interest entities that are qualifying special-purpose entities; limits the circumstances in which a transferor derecognizes a portion or component of a financial asset; defines a participating interest; requires a transferor to recognize and initially measure at fair value all assets obtained and liabilities incurred as a result of a transfer accounted for as a sale; and requires enhanced disclosure; among others. SFAS 166 will be effective as of the beginning of each reporting entity’s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Early adoption is not permitted. This guidance will be codified under FASB ASC Topic 860, “Transfers and Servicing” when it becomes effective. The Company does not expect the standard to have any impact on the Company’s financial position.

In December 2008, the FASB issued Staff Position No. FAS 132(R)-1 “Employers’ Disclosures about Postretirement Benefit Plan Assets” (“FSP FAS 132(R)-1”) (ASC Topic 715-20-65). FSP FAS 132(R)-1 (ASC Topic 715-20-65) requires more detailed disclosures about employers’ plan assets in a defined benefit pension or other postretirement plan, including employers’ investment strategies, major categories of plan assets, concentrations of risk within plan assets, and inputs and valuation techniques used to measure the fair value of plan assets. FSP FAS 132(R)-1 (ASC Topic 715-20-65) also requires, for fair value measurements using significant unobservable inputs (Level 3), disclosure of the effect of the measurements on changes in plan assets for the period. The disclosures about plan assets required by FSP FAS 132(R)-1 (ASC Topic 715-20-65) must be provided for fiscal years ending after December 15, 2009. As this pronouncement is only disclosure-related, it will not have an impact on the financial position and results of operations.

2. PROPERTY AND EQUIPMENT

The following is a summary of property and equipment at October 31, 2009 and 2008:

	October 31,	
	2009	2008
Plant and machinery	$147,040	$143,955
Motor vehicles	48,115	40,236
Office equipment	23,356	13,325
Office improvements	117,490	117,251
	336,001	314,767
Less: accumulated depreciation	265,913	234,024
Property and equipment, net	$70,088	$80,743

Depreciation expense for the year ended October 31, 2009, ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 was $31,382, $35,902 and $236,805 respectively.

3. OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities at October 31, 2009 and 2008 consisted of the following:

	October 31, 2009	2008
Other payables	$4,855	$1,657
Accrued liabilities	25,802	25,335
	$30,657	$26,992

4. RELATED PARTY TRANSACTIONS

As of October 31, 2009 and 2008, the Company owed $335,755 and $85,156 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, 2009 and 2008, the Company owed $386,159 and $161,553 to a related party which is unsecured and repayable on demand. Interest is charged at 7% per annum on the amount owed.

Total interest expenses on advances from a stockholder and a related party accrued for the year ended October 31, 2009 and for the ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 are $35,570, $5,553 and $41,123 respectively.

As of October 31, 2009, the Company owed $220,849 to three directors for advances made. As of October 31, 2008, the Company owed $251,713 to a director for advances made. These advances were made on an unsecured basis, repayable on demand and interest free.

As of October 31, 2009 and October 31, 2008, the Company owed $390,459 and $389,667 respectively to a related company on an unsecured basis, repayable on demand and interest free.

Imputed interest charged at 5% per annum on the amounts owed to three directors, and a related company is $31,656, $27,764 and $148,728 for the year ended October 31, 2009 and the ten months ended October 31, 2008 and the period from September 25, 2002 (inception) through October 31, 2009 respectively.

As of October 31, 2009, a noncontrolling stockholder of a subsidiary owed the Company $765 which is unsecured, interest free and repayable on demand. As of October 31, 2008, the Company owed $3,123 to this noncontrolling stockholder of a subsidiary and such advances were unsecured, interest free and repayable on demand.

5. STOCKHOLDERS' DEFICIENCY

(A) Change in equity

The following table summarizes the changes in equity:

	ABMT Common Stockholders' Equity	Noncontrolling Interests	Total Equity
Stock issued to founders for cash	$ 275,507	$ 217,205	$492,712
Net loss for the period	(40,343)	(17,290)	(57,633)
Other comprehensive (loss) income	(225)	10	(215)
Balance at December 31, 2003	234,939	199,925	434,864
Net loss for the year	(65,960)	(28,269)	(94,229)
Other comprehensive (loss) income	(357)	2	(355)
Balance at December 31, 2004	168,622	171,658	340,280
Imputed interest	23,103	—	23,103
Net loss for the year	(357,863)	(153,370)	(511,233)
Other comprehensive (loss) income	(12,290)	2,064	(10,226)
Balance at December 31, 2005	(178,428)	20,352	(158,076)
Imputed interest	27,184	—	27,184
Net loss for the year	(172,738)	(18,276)	(191,014)
Other comprehensive (loss) income	(6,084)	(2,076)	(8,160)
Balance at December 31, 2006	(330,066)	—	(330,066)
Imputed interest	39,021	—	39,021
Net loss for the year	(196,871)	—	(196,871)
Other comprehensive (loss) income	(27,401)	—	(27,401)
Balance at December 31, 2007	(515,317)	—	(515,317)
Imputed interest	27,764	—	27,764
Net income for the period	(227,038)	—	(227,038)
Other comprehensive (loss) income	(35,833)	—	(35,833)
Balance at October 31, 2008	(750,424)	—	(750,424)
Stock issued for placement	8,050	—	8,050
Contributed capital	26,950	—	26,950
Distributed to the stockholders	(31,409)	—	(31,409)
Stock issued for services	12,708		12,708
Imputed interest	31,656	—	31,656
Net loss for the year	(558,432)	—	(558,432)
Other comprehensive (loss) income	(1,856)	—	(1,856)
Balance at October 31, 2008	$ (1,262,757)	$ —	$(1,262,757)

(B) Common stock

On December 31, 2008, ABMT consummated a Share Exchange Agreement ("the Exchange Agreement") with the stockholders of Masterise pursuant to which ABMT 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 63% majority stockholder of Masterise became a 54% stockholder of ABMT.

On December 31, 2008, the Company issued 510,400 shares of common stock in reverse merger for the recapitalization of Masterise and re-organization of ABMT.

On March 13, 2009, the Company's Board of Directors authorized a stock split, effected as a stock dividend, of ten shares of common stock for every one share of common stock held by stockholders of record as of the close of business on February 17, 2009. Following the stock split, the Company's issued and outstanding shares increased from 5,561,400 shares of common stock to 55,614,000 shares of common stock. All basic and diluted loss per share and average shares outstanding information has been adjusted to reflect the aforementioned stock dividend.

On October 1, 2009, the Company issued 100,000 shares of restricted common stock at $3.05 for the advisory services under a service agreement. The shares were valued at fair value on the date of issuance, yielding an aggregate fair value of total $305,000. As of October 31, 2009, the Company recognized $12,708 of consultant fees in general and administrative expenses and recorded deferred stock compensation of $292,292 as of October 31, 2009 for these services.

On October 29, 2009, the Company issued 5,000 shares of common stock at $1.15 for cash in a private placement.

On October 29, 2009, the Company issued 2,000 shares of common stock at $1.15 for cash in a private placement.

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 $7,773, $2,413 and $15,562 for the year ended October 31, 2009, ten months ended October 31, 2008 and for the period from September 25, 2002 (inception) through October 31, 2009 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 two third parties under two operating leases at monthly rental of $1,700 and $1,643 with the latter subject to an annual increase of 5% in each year. The leases expire on December 1, 2009 and

July 20, 2014 The Company also leased staff quarters from a third party under an operating lease which expires on July 31, 2010 at a monthly rental of $308.

As of October 31, 2009, the Company had outstanding commitments with respect to the above operating leases, which are due as follows:

2009	$	5,603
2010		22,862
2011		21,737
2012		22,824
2013		23,966
2014		13,936
Total	$	110,928

7. INCOME TAX

ABMT was incorporated in the United States and has incurred net operating loss for income tax purposes for 2009 and 2008. ABMT has net operating loss carry forwards for income taxes amounting to approximately 83,791 as of October 31, 2009 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, 2009 and 2008 was $83,791 and $7,903 respectively. The net change in the valuation allowance for 2008 was an increase of $75,888.

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.

8. CONCENTRATIONS AND RISKS

During 2009 and 2008, 99% and 1% of the Company's assets were located in the PRC and the United States respectively.

9. GOING CONCERN

As reflected in the accompanying consolidated financial statements, the Company has an accumulated deficit of $1,619,245 as of October 31, 2009 that includes a net loss of $558,432 for the year ended October 31, 2009. The Company's total current liabilities exceed its total current assets by $1,332,845 and the Company used cash in operations of $490,481. 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.

Management has taken the following 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 actively pursuing additional funding and strategic partners, which will enable the Company 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

Management evaluated all activities of the Company through January 15, 2010 and concluded that no subsequent events have occurred that would require recognition in the consolidated financial statements.

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

On December 16, 2008, we dismissed Malone & Bailey, PC as our independent accountant. There have been no disagreements on accounting and financial disclosures from the inception of our company through the date of this Form 10-K.

On December 16, 2008, we retained Jimmy C.H. Cheung & Co. as the new independent accountant. There have been no disagreements on accounting and financial disclosures from the inception of our company through the date of this Form 10-K. Our financial statements for the period from inception to October 31, 2009, included in this report have been audited by Jimmy C.H. Cheung & Co., as set forth in this annual report.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We conducted an evaluation (the "Evaluation"), under the supervision and with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures ("Disclosure Controls") as of the end of the period covered by this report pursuant to Rule 13a-15 of the Exchange Act. Based on this Evaluation, our CEO and CFO concluded that our Disclosure Controls were effective as of the end of the period covered by this report.

Changes in Internal Controls

We have also evaluated our internal controls for financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of their last evaluation.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our Disclosure Controls and internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management or board override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CEO and CFO Certifications

Appearing immediately following the Signatures section of this report there are Certifications of the CEO and the CFO. The Certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This Item of this report, which you are currently reading is the information concerning the Evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company’s internal control over financial reporting is a process designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of October 31, 2009. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment, we believe that, as of October 31, 2009, the Company’s internal control over financial reporting was effective based on those criteria.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by

our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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	36	President, Director
WANG Hui	40	Chief Executive Officer, Director
Kai GUI	40	Director, Secretary, Chief Financial Officer
QUE Yong	42	Director

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. Mr. Yu studied Computer Science at Rutgers University, New Jersey.

WANG Hui, Director and Chief Executive Officer, started her career at Hainan Xinte Pharmaceutical Ltd in China. 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, and as General Manager with Hainan Yichen Pharmaceutical Ltd. 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.

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. 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. After graduating from the University of Westminster in London, Mr. Gui took a Post-graduate course in Financial Management at Middlesex University in London.

QUE Yong , Director of Advanced BioMedical Technologies Inc., was in sales and marketing with Hainan Xinteyao Pharmaceutical Ltd. from 1991 to 1995. He worked as sales manager for Hainan Tianfeng Pharmaceutical Ltd from 1996 to 2001. He has been a manager of Guangxi Changda Pharmaceutical Ltd since 2003.

Conflicts of Interest

Involvement in Certain Legal Proceedings

Other than as described in this section, to our knowledge, during the past five years, no present or former director or executive officer of our company: (1) filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or present of such a 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 within two years before the time of such filing; (2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) was 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, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliated person, director of any investment company, or engaging in or continuing any conduct or practice in connection with such activity; (ii) engaging in any type of business practice; (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 commodity laws; (4) was 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 above under this Item, or to be associated with persons engaged in any such activity; (5) was 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 subsequently reversed, suspended or vacate; (6) was 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.

Audit Committee and Charter

We have a separately-designated audit committee of the board. Audit committee functions are performed by our board of directors. 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 auditory 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 us to our sole officer from inception on September 12, 2006 through October 31, 2009.

Executive Officer Compensation Table

Name (a)	Year (b)	Fees Earned or Paid in Cash (US$) (c)	Stock Awards (US$) (d)	Option Plan Awards (US$) (e)	Non-Equity Incentive Compensation (US$) (f)	Nonqualified Deferred Compensation Earnings (US$) (g)	All Other Compensation (US$) (h)	Total (US$) (i)
WANG Hui		2009	0	0	0	0	0	0
Chi Ming YU		2009	0	0	0	0	0	0
Kai GUI		2009	0	0	0	0	0	0
QUE Yong		2009	0	0	0	0	0	0
Andriy Protskiv		2009	0	0	0	0	0	0

The following table sets forth information with respect to compensation paid by us to our director during the last completed fiscal year. Our fiscal year end is October 31.

Director Compensation

Name (a)	Year (b)	Fees Earned or Paid in Cash (US$) (c)	Stock Awards (US$) (d)	Option Plan Awards (US$) (e)	Non-Equity Incentive Compensation (US$) (f)	Nonqualified Deferred Compensation Earnings (US$) (g)	All Other Compensation (US$) (h)	Total (US$) (i)
WANG Hui	2009	0	0	0	0	0	0	0
Chi Ming YU	2009	0	0	0	0	0	0	0
Kai GUI	2009	0	0	0	0	0	0	0
QUE Yong	2009	0	0	0	0	0	0	0
Andriy Protskiv	2009	0	0	0	0	0	0	0

All compensation received by our sole officer and director has been disclosed.

There are no stock option, retirement, pension, or profit sharing plans for the benefit of our sole officer and director.

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

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.

Name of Beneficial Owner	Amount of Direct Ownership	Position	Percent of Class
WANG Hui	30,036,820	CEO and Director	53.906%
Chi Ming YU	0	President, Treasurer and Director	0
Kai GUI	0	Secretary and Director	0
QUE Yong	0	Director	0
All Officers and Directors	30,036,820		53.906%

Future Sales by Existing Stockholders

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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

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:

2009	$27,500	Jimmy C.H. Cheung & Co.
2008	$20,000	Jimmy C.H. Cheung & Co.

(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-approve 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.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Filed Document Description herewith	Incorporated by reference Form	Date
3.1	Articles of Incorporation	SB-2	01-16-073.1
3.2	Bylaws	SB-2	01-16-073.2
4.1	Specimen Stock Certificate	SB-2	01-16-074.1
14.1	Code of Ethics	X	
31.1	Certification of Chief Executive Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended.	X	
31.2	Certification of Chief Financial Officer pursuant to 15d-15(e), promulgated under the Securities and Exchange Act of 1934, as amended.	X	
32.1	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	
32.2	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	
99.1	Audit Committee Charter	X	
99.2	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, thereunto duly authorized.

ADVANCED BIOMEDICAL TECHNOLOGIES, INC.

BY: /s/ Chi Ming YU
Chi Ming YU, President and Director

BY: /s/ WANG Hui
WANG Hui, Director and Chief Executive Officer

BY: /s/ Kai GUI
Kai GUI, Director, Secretary and Chief Financial Officer

Date: February 12, 2010

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.

BY: /s/ Chi Ming YU
Chi Ming YU, President and Director

BY: /s/ WANG Hui
WANG Hui, Director and Chief Executive Officer

BY: /s/ Kai GUI
Kai GUI, Director, Secretary and Chief Financial Officer