



新意軟件 (控股)有限公司

Shine Software (Holdings) Limited

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



2004

第一季度報告
First Quarterly Report

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

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

The Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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

由於創業板上市公司新興之性質，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要方法為在聯交所為創業板而設之互聯網網頁刊登。上市發行人毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資之人士應注意彼等須閱覽創業板網頁www.hkgem.com，以便取得創業板上市公司之最新資料。

香港聯合交易所有限公司對本報告的內容概不負責，對其準確性或完整性亦不發表聲明，且明確表示概不會就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告（新意軟件（控股）有限公司各董事願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則的規定而提供有關新意軟件（控股）有限公司的資料。本公司各董事經作出一切合理查詢後，確認就彼等所知及所信：—(1) 本報告所載資料在各重大方面均屬準確及完整，且無誤導成份；(2) 並無遺漏任何事實致使本報告所載任何內容產生誤導；及(3) 本報告內表達的一切意見乃經審慎周詳考慮後方作出，並以公平合理的基準和假設為依據。



HIGHLIGHTS

- Turnover of the Group for the quarter ended 31st March 2004 (the “Quarterly Period”) was approximately RMB3,035,000, representing a decrease of approximately 57% as compared to corresponding period in the previous fiscal year.
- The Group realised a loss attributable to shareholders of approximately RMB1,116,000 for the Quarterly Period.
- Loss per share of the Group was approximately RMB0.24 cents for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.
- In April 2004, the name of the Company was changed to “Shine Software (Holdings) Limited”

摘要

- 本集團截至二零零四年三月三十一日止季度（「本季度」）之營業額約為人民幣3,035,000元，較上一個財政年度同期下降約57%。
- 於本季度，本集團實現之股東應佔虧損約為人民幣1,116,000元。
- 本集團於本季度之每股虧損約為人民幣0.24分。
- 董事會並不建議就本季度派發任何股息。
- 於二零零四年四月，本公司之名稱變更為「新意軟件（控股）有限公司」。

UNAUDITED RESULTS FOR THE QUARTER ENDED 31ST MARCH 2004

The board of directors (the "Board") of Shine Software (Holdings) Limited (formerly known as "Shine Science & Technology (Holdings) Limited", hereinafter be referred as the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the Quarterly Period, together with the unaudited comparative figures for the corresponding period in 2003, respectively as follows:-

(Unless otherwise stated, the following figures are denominated in Renminbi ("RMB") thousand dollars)

截至二零零四年三月三十一日止季度期間之未經審核業績

新意軟件(控股)有限公司(前稱「Shine Science & Technology (Holdings) Limited」, 以下簡稱「本公司」)董事會(「董事會」)謹公佈本公司及其附屬公司(統稱「本集團」)於本季度之未經審核綜合業績, 連同二零零三年同期之未經審核比較數字如下:-

(除明確註明外, 以下數字仍以人民幣(「人民幣」)千元列值)

		Quarter ended 31st March 截至三月三十一日止季度	
		2004 二零零四年	2003 二零零三年
		Notes 附註	
Turnover	營業額	2	3,035
Cost of sales	銷售成本		(1,647)
Gross profit	毛利		1,388
Other revenue	其他收益	2	285
Distribution costs	分銷成本		(583)
General and administrative expenses	一般及行政開支		(2,333)
Net interest income	利息收入淨額		(1,243)
(Loss)/Profit from ordinary activities before tax	除稅前日常業務(虧損)/溢利		83
Income Tax	所得稅項	3	-
(Loss)/Profit from ordinary activities after taxation	除稅後日常業務(虧損)/溢利		(1,160)
Minority interests	少數股東權益		43
(Loss)/Profit attributable to shareholders	股東應佔(虧損)/溢利		(1,116)
Dividends attributable to the period	期內股息	4	-
			RMB (cents) 人民幣(分)
(Loss)/Earnings per share - basic	每股(虧損)/盈利 - 基本	5	(0.24)
			RMB (cents) 人民幣(分)



NOTES:

1. Principal Accounting Policies

The unaudited consolidated results of the Group have been prepared on historical cost convention and are, in all material aspects, in compliance with Statements of Standards Accounting Practice (the "SSAP") issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules").

The principal accounting policies and methods of computation adopted for the preparation of the financial statements are consistent with those adopted by the Group as reflected in its latest annual report.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

2. Turnover and Other Revenue

The Company is an investment holding company and its subsidiaries established in the PRC are principally engaged in the development and distribution of securities related software and provision of related information technology services in the PRC.

Turnover represents the net invoiced value of goods supplied and services provided to the customers, which excludes value added and business taxes and is after deduction of any goods returns and trade discounted.

附註:

1. 主要會計政策

本集團之未經審核綜合業績乃按歷史成本法編製，並已在各重大方面遵守香港會計師公會頒佈之會計實務準則（「會計實務準則」）、香港公司條例之披露規定及創業板證券上市規則（「創業板上市規則」）。

於編製財務報表時所採用之主要會計政策及計算方法與本集團於其最近期年報內的財務報告所採用者貫徹一致。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

2. 營業額及其他收益

本公司為一家投資控股公司，而其於中國成立之附屬公司主要在中國從事針對證券行業的相關軟件開發及分銷業務，以及提供相關資訊科技服務。

營業額指向客戶提供貨品及服務之銷售淨值，惟不包括增值稅及營業稅，並已扣除任何退貨及交易折扣。

An analysis of the Group's unaudited turnover and other revenue is as follows:

(denominated in RMB thousand dollars)

本集團未經審核之營業額及其他收益分析如下：

(以人民幣千元列值)

		Quarter ended 31st March 截至三月三十一日止季度	
		2004 二零零四年	2003 二零零三年
Turnover	營業額		
Sales of software	軟件銷售	1,677	3,808
Sales of hardware	硬件銷售	187	2,240
Maintenance and other services fees	維護及其他服務收入	1,171	937
		<u>3,035</u>	<u>6,985</u>
Other revenue	其他收益		
Value added tax refunds	增值稅退稅	285	579
		<u>3,320</u>	<u>7,564</u>

3. Income Tax

(a) Hong Kong profits tax

No provision for Hong Kong profits tax has been made as the Group did not derived any income subject to Hong Kong profits tax during the Quarterly Period.

(b) Overseas income tax

Taxes on incomes assessable elsewhere were provided for in accordance with the applicable tax legislations, rules and regulations prevailing in the territories in which the Group operates.

There was no significant unprovided deferred taxation for the Quarterly Period.

4. Dividend Attributable to the Period

The Board does not recommend payment of any dividend for the Quarterly Period (quarter ended 31st March 2003: nil).

3. 所得稅項

(a) 香港利得稅

由於本集團於本季度內並無賺取任何須繳納香港利得稅之收入，故並無為香港利得稅作出任何撥備。

(b) 海外所得稅

本集團已根據其經營業務所在地區其時之適用稅務法律、規則及規例，就任何應課稅收入作出稅項撥備。

本集團於本季度內並無重大之未撥備遞延稅項。

4. 期內股息

董事會並不建議就本季度派付任何股息（截至二零零三年三月三十一日止季度：無）。



5. (Loss)/Earnings Per Share

The calculation of basic (loss)/earnings per share for the Quarterly Period was based on the unaudited data as follows:

(denominated in RMB thousand dollars)

5. 每股(虧損)/盈利

本季度之每股基本(虧損)/盈利乃按下述之未經審核數據計算:

(以人民幣千元列值)

		Quarter ended 31st March 截至三月三十一日止季度	
		2004 二零零四年	2003 二零零三年
(Loss)/profits attributable to shareholders	股東應佔(虧損)/溢利	(1,116)	1,546
		Shares ('000) 股數('000)	Shares ('000) 股數('000) (Remark) (註)
Weighted average number of ordinary share for the purposes of calculating basic (loss)/earnings per share	用以計算基本每股(虧損)/盈利的加權平均普通股股數	473,000	354,750

(1) Remark

Being the weighted average number of ordinary shares in issue during the quarter ended 31 March 2003 prior to the initial public offer but after the conversion of convertible notes into shares pursuant to the convertible notes agreement dated 19 July 2002 and the capitalisation issue as if the shares had been issued since 1st January 2003.

No dilutive (loss)/earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters ended 31st March 2004 and 2003 respectively.

(1) 註

為於首次公開發售前但經根據二零零二年七月十九日訂立之可換股票據協議兌換可換股票據,以及資本化發行調整後,並假設猶如股份於二零零三年一月一日已發行之截至二零零三年三月三十一日止季度已發行普通股加權平均數。

由於截至二零零四年及二零零三年三月三十一日止季度期間內並不存在任何具攤薄效益之潛在普通股,故此並無呈列每股攤薄(虧損)/盈利。

6. Movements in Consolidated Reserves

(denominated in RMB thousand dollars)

6. 綜合儲備變動

(以人民幣千元列值)

		2004 二零零四年					2003 二零零三年	
		Share Premium 股份溢價	Merger Reserve 合併儲備	General Reserve Fund 一般儲備基金	Common Welfare Reserve 法定公益金	Retained Profit 保留溢利	Total 總計	
As at 1 January	於一月一日	36,550	(2,351)	2,153	1,046	6,580	43,978	6,731
Net (loss)/profit for the period	本季度純利	-	-	-	-	(1,116)	(1,116)	1,546
As at 31st March	於三月三十一日	<u>36,550</u>	<u>(2,351)</u>	<u>2,153</u>	<u>1,046</u>	<u>5,464</u>	<u>42,862</u>	<u>8,277</u>

FINANCIAL REVIEW

As continuously affected by the lethargic market sentiment in the first quarter of the year, the Group recorded a consolidated turnover of RMB3,035,000 during the Quarterly Period, representing a decrease of 57% approximately as compared to the corresponding period in last year. During the Quarterly Period, software sales and related servicing continued to be revenue drive and accounted for over 94% of the Group's total revenue.

During the Quarterly Period, the Group recorded a loss attributable to shareholders of approximately RMB1,116,000, primarily resulting from the delay in product implementation and completion during the Quarterly Period and as further adversely impacted by a modest decrease in operating margin (as a result of our continuous investments in new software solutions and enhancing research and development capabilities) and increase in operating expenses following the listing of the Company. Notwithstanding the said sign of recovery in the domestic securities IT market was noted in the second quarter of the year whereas contract sum for software sales solicited and concluded by the Group up to the date of this report increased conspicuously as compared to corresponding period in 2003.

財務回顧

於本年度第一季度，由於受到市場氣氛持續低迷的影響下，本集團於本季度錄得綜合營業額人民幣3,035,000元，較去年同期下降約57%。於本季度，軟件銷售及相關服務繼續為本集團收益之主要來源，並佔本集團收益總額逾94%。

於本季度期間，本集團由於在本季度滯後推出及實施其產品方案，此外受到經營邊際利潤輕微下調（原因為本集團繼續就新軟件解決方案及提升其研發能力作出投資），以及本公司上市後經營成本相應增加所影響，本集團於本季度錄得股東應佔虧損約人民幣1,116,000元。儘管如此，於本年度第二季度，國內證券資訊科技市場出現復甦跡象；截至本報告之日止，本集團已落實或簽定的軟件銷售合約總額明顯較二零零三年同期上升。



BUSINESS OUTLOOK

Albeit the recent thriving industrial condition aforesaid, the Group believes the recovering market sentiments are, to certain extent, capricious and full of challenge especially given the recent short-term turbulence caused by the Central Government's advocating macro-economic austerity policies (particularly in the domestic fixed asset investment sectors). We trust such austerity measures can, undoubtedly, facilitate the sustainable growth of the domestic capital market as well as the economy in the PRC in the long-run and will therefore promote a better operating environment for the domestic securities IT industry as a whole.

As a short to medium-term strategy, under such complex business environment, the Group will endeavor to enhance its corporate competitiveness by upholding its defined strategy and service commitment in providing pragmatic solutions to our customers and prospects and will strive to differentiate itself distinctly in the market through intensive research and development efforts and responsive pricing policy. The Group believes, by holding its said defined strategy and commitment, SHINE will deliver a resilient performance in the future.

To conclude, notwithstanding the domestic securities industry in the PRC is facing severe market competition and is undergoing consolidation whereas market participants remain conservative in their IT investments, market participants are paying greater attentions on risk management and cost control execution than ever before. Besides, the Group believes the state policy of "Informationization-Led Industrialization" is irreversible and is therefore optimistic towards the long-term demands for back-office solutions for the domestic securities industry.

CHANGE OF COMPANY NAME

Pursuant to a special resolution passed in the general meeting on 26th April 2004, the name of the Company was changed to "Shine Software Holdings Limited 新意軟件(控股)有限公司". The change of Company name is further subject to the approval of the Registrar of Companies in the Cayman Islands. Further announcement(s) regarding trading arrangement will be made to the shareholders in due course upon the receipt of the certificate of incorporation on change of name from the Registrar of Companies in the Cayman Islands.

業務展望

儘管近期業內情況有所改善，本集團相信，鑑於近期中央政府正推行宏觀調控政策並造成短期波動（尤其是針對國內固定資產投資方面之行業），在某程度上令逐漸復甦的市況增添反覆及不明朗之因素，正在復甦的市況將面臨重重挑戰。然而我們深信，長遠而言，該等宏觀調控措施將有助確保國內資本市場及整體經濟得以持續平穩發展，從而為日後國內整體證券資訊科技業締造更佳經營環境。

於如此複雜的營商環境下，作為短期及中期策略，本集團將秉持明確策略及服務承諾，為現有及潛在客戶提供務實、切合需要的解決方案，並透過加強研發及採取靈活的市場定價政策，致力提升公司競爭力，務求使其市場定位更鮮明確切。本集團認為，秉持上述明確策略及承諾將有助新意外來之表現重拾升軌。

總括而言，儘管中國國內證券業目前正面對激烈市場競爭並處於合併整固階段，而業內人士於資訊科技之投資亦仍趨審慎；然而，業內人士同時亦較以往更為著重風險管理及成本控制。此外，本集團相信，「以信息化帶動工業化」此國家政策已成為不可逆轉的趨勢，故此我們就國內證券市場對後台解決方案的長遠需求抱樂觀態度。

更改公司名稱

本公司已於二零零四年四月二十六日舉行之股東大會通過特別決議案，按此本公司易名為「Shine Software Holdings Limited 新意軟件(控股)有限公司」。更改本公司名稱另須待開曼群島公司註冊處批准後方可作實。待收取開曼群島公司註冊處之更改名稱註冊證書後，本公司將適時另行向股東刊發有關買賣安排之公佈。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND OPTIONS

董事及主要行政人員於股份及期權之權益及淡倉

As at 31st March 2004, the interests or short positions of the directors (the "Directors") and the chief executive of the Company in the shares and underlying shares (the "Shares") of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

於二零零四年三月三十一日，本公司董事（「董事」）及主要行政人員擁有根據證券及期貨條例（「證券及期貨條例」）第352條之規定須載入該條所述的權益登記名冊內有關本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份（「股份」）權益或淡倉，或根據創業板上市規則第5.46至5.68條須知會本公司及聯交所之權益或淡倉如下：

(a) The Company – interests in shares

(a) 本公司 – 股份權益

Director 董事	No. of Shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
Ms. Gu Yun (Note 1) 顧雲女士(附註1)	187,061,635	Interest of a controlled corporation 受控法團權益	39.6%
Ms. Li Xiaoyuan (Note 2) 李小元女士(附註2)	187,061,635	Interest of a controlled corporation 受控法團權益	39.6%
Mr. Ye Jinxing (Note 3) 葉金興先生(附註3)	35,839,097	Interest of a controlled corporation 受控法團權益	7.6%
Mr. Chen Yunrong (Note 4) 陳芸榕先生(附註4)	31,260,882	Interest of a controlled corporation 受控法團權益	6.6%
Mr. Qiu Yixin (Note 5) 邱一心先生(附註5)	28,793,514	Interest of a controlled corporation 受控法團權益	6.1%



Notes:

1. Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century Limited ("Genesis Century"), representing 15.39% of the issued share capital of Genesis Century. Ms. Gu is taken to be interested in the Shares owned by Genesis Century pursuant to Part XV of the SFO as Genesis Century is accustomed or obliged to act in accordance with the directions or instructions of Ms. Gu, together with Ms. Li Xiaoyuan.
2. Ms. Li Xiaoyuan is a director of and is the beneficial owner of 3,784 shares in Genesis Century, representing 37.84% of the issued share capital of Genesis Century. Ms. Li is taken to be interested in the Shares owned by Genesis Century pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Genesis Century.
3. These Shares are legally owned by Future Pursuit Ltd. ("Future Pursuit"), whose beneficial owners are Mr. Ye Jinxing and his mother, Ms. Lian Xiu, representing 39.79% and 60.21% interest in its issued share capital respectively. Mr. Ye is taken to be interested in the Shares owned by Future Pursuit pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
4. These Shares are legally owned by Cheer Prosper Investments Limited ("Cheer Prosper"), the entire issued share capital of which is held by Mr. Chen Yunrong. He is taken to be interested in the Shares held by Cheer Prosper pursuant to Part XV of the SFO.
5. These Shares are legally owned by Easy Elegance Ltd. ("Easy Elegance"), the entire issued share capital of which is held by Mr. Qiu Yixin. He is taken to be interested in the Shares held by Easy Elegance pursuant to Part XV of the SFO.

附註：

1. 顧雲女士為Genesis Century Limited (「Genesis Century」)之董事及該公司中1,539股股份之實益擁有人，佔Genesis Century已發行股本15.39%。由於Genesis Century慣於或須要按顧女士及李小元女士之指導及指示而行事，故根據證券及期貨條例第XV部，顧女士被視為於Genesis Century擁有之股份中擁有權益。
2. 李小元女士為Genesis Century之董事及該公司中3,784股股份之實益擁有人，佔Genesis Century已發行股本37.84%。由於李女士有權行使或控制行使於Genesis Century股東大會三分之一或以上之投票權，故根據證券及期貨條例第XV部，李女士被視為於Genesis Century擁有之股份中擁有權益。
3. 該等股份由Future Pursuit Ltd. (「Future Pursuit」)合法擁有，而Future Pursuit之實益擁有人為葉金興先生及其母親連秀女士，分別佔其全部已發行股本39.79%及60.21%。由於葉先生有權行使或控制行使Future Pursuit股東大會上三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視為於Future Pursuit所擁有之股份中擁有權益。
4. 該等股份由Cheer Prosper Investments Limited (「Cheer Prosper」)合法擁有，而Cheer Prosper之全部已發行股本乃由陳芸榕先生持有。根據證券及期貨條例第XV部，彼被視為於Cheer Prosper所持有之股份中擁有權益。
5. 該等股份由Easy Elegance Ltd. (「Easy Elegance」)合法擁有，而Easy Elegance之全部已發行股本乃由邱一心先生持有。根據證券及期貨條例第XV部，彼被視為於Easy Elegance所持有之股份中擁有權益。

(b) Associated corporations – interests in shares (b) 相聯法團— 股份權益

Director	Name of associated corporation	Nature of Interest	Percentage of interests in the registered capital of the associated corporation 佔該相聯法團註冊資本之權益百分比
董事	相聯法團名稱	權益性質	
Ms. Gu Yun (Note 2) 顧雲女士(附註2)	上海興意識管理諮詢有限公司 ("Shanghai Xingyishi") (Note 1) (「上海興意識」) (附註1)	Family 家族	8.0%
Mr. Qiu Yixin 邱一心先生	Shanghai Xingyishi 上海興意識	Personal 個人	4.0%
Mr. Chen Yunrong 陳芸榕先生	Shanghai Xingyishi 上海興意識	Personal 個人	4.0%
Mr. Ye Jinxing 葉金興先生	Shanghai Xingyishi 上海興意識	Personal 個人	4.0%
Mr. Jiang Yulai 江育來先生	Shanghai Xingyishi 上海興意識	Personal 個人	4.0%
Mr. Chen Qun 陳群先生	Shanghai Xingyishi 上海興意識	Personal 個人	4.0%



Notes:

1. Shanghai Xingyishi is a subsidiary of the Group (in which 60% of its equity shares are owned by the Group and the remaining interests are owned by others, including certain Directors or their respective associates as disclosed above).
2. Mr. Xu Zhangxun holds 8% interest in the registered capital of Shanghai Xingyishi. Ms. Gu Yun, spouse of Mr. Xu Zhangxun, is deemed to be interested in Shanghai Xingyishi by virtue of Part XV of SFO.

Save as disclosed above and that disclosed under the section headed "Substantial Shareholders and Persons with Discloseable Interest and Short Position in Shares and Options under SFO", as at 31st March 2004, none of the Directors, chief executive of the Group or their respective associates had any interests or short positions in the Shares of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the minimum standard of dealings by Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules. During the Quarterly Period, there was no debt securities issued by the Group at any time.

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES AND OPTIONS UNDER SFO

As at 31st March 2004, the following persons (other than a Director or chief executive of the Company as

附註：

1. 上海興意識為本集團之附屬公司，其60%股權由本集團擁有，餘下權益則由包括上文所披露之若干董事或彼等各自之聯繫人士在內的其他人士擁有。
2. 許章迅先生持有上海興意識註冊資本之8%權益。由於顧女士為許章迅先生之配偶，故根據證券及期貨條例第XV部，顧女士亦被視為擁有上海興意識之權益。

除上文所披露者及「根據證券及期貨條例擁有須予披露之權益或淡倉之主要股東及人士」一節內所披露者外，於二零零四年三月三十一日，本集團之董事、主要行政人員或彼等各自之聯繫人士概無擁有根據證券及期貨條例第352條須載入該條所述之權益登記名冊內有關本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份權益或淡倉，亦無根據創業板上市規則第5.46至5.68條所述董事進行交易之最低標準須知會本公司及聯交所之任何權益或淡倉。本集團並無於本季度內任何時間發行債項證券。

根據證券及期貨條例擁有須予披露之權益或淡倉之主要股東及人士

於二零零四年三月三十一日，下列人士（本公司董事或主要行政人員如上披露者除外）

disclosed above) had an interest or short position in the Shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

擁有根據證券及期貨條例第336條須載入該條所述之權益登記名冊內有關本公司之股份權益或淡倉：

Long positions in shares

股份之長倉

Name 名稱	Number of Shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
Genesis Century	187,061,635	Corporate 公司	39.6%
Future Pursuit	35,839,097	Corporate 公司	7.6%
Cheer Prosper	31,260,882	Corporate 公司	6.6%
Easy Elegance	28,793,514	Corporate 公司	6.1%
Ms. Li Xiaoyuan 李小元女士	(Note 1) (附註1)	187,061,635 Interest of a controlled corporation 受控法團權益	39.6%
Mr. Zhang Xiaohui 張曉輝先生	(Note 2) (附註2)	187,061,635 Family 家族	39.6%
Ms. Gu Yun 顧雲女士	(Note 3) (附註3)	187,061,635 Interest of a controlled corporation 受控法團權益	39.6%
Mr. Xu Zhongxun 許章迅先生	(Note 4) (附註4)	187,061,635 Family 家族	39.6%
Ms. Lian Xiu 連秀女士	(Note 5) (附註5)	35,839,097 Interest of a controlled corporation 受控法團權益	7.6%
Mr. Ye Jinxing 葉金興先生	(Note 6) (附註6)	35,839,097 Interest of a controlled corporation 受控法團權益	7.6%
Ms. Wang Chunling 王春玲女士	(Note 7) (附註7)	35,839,097 Family 家族	7.6%
Mr. Chen Yunrong 陳芸榕先生	(Note 8) (附註8)	31,260,882 Interest of a controlled corporation 受控法團權益	6.6%
Ms. Guo Lidan 郭立丹女士	(Note 9) (附註9)	31,260,882 Family 家族	6.6%
Mr. Qiu Yixin 邱一心先生	(Note 10) (附註10)	28,793,514 Interest of a controlled corporation 受控法團權益	6.1%
Ms. Lin Wen 林文女士	(Note 11) (附註11)	28,793,514 Family 家族	6.1%



Notes:

1. Ms. Li Xiaoyuan is the beneficial owner of 3,784 shares in Genesis Century, representing 37.84% of the issued share capital of Genesis Century. Ms. Li is taken to be interested in the Shares owned by Genesis Century pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Genesis Century.
2. Mr. Zhang Xiaohui, spouse of Ms. Li Xiaoyuan, is deemed to be interested in these Shares pursuant to Part XV of the SFO.
3. Ms. Gu Yun is a director of and beneficial owner of 1,539 shares in Genesis Century. She is taken to be interested in the Shares owned by Genesis Century pursuant to Part XV of SFO as Genesis Century is accustomed or obliged to act in accordance with her directions.
4. Mr. Xu Zhangxun, spouse of Ms. Gu Yun, is deemed to be interested in these Shares pursuant to Part XV of the SFO.
5. Ms. Lian Xiu, mother of Mr. Ye Jinxing, is interested in 60.21% of the issued share capital of Future Pursuit. She is taken to be interested in the Shares owned by Future Pursuit pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
6. Mr. Ye Jinxing is interested in 39.79% of the issued share capital of Future Pursuit. He is taken to be interested in the Shares owned by Future Pursuit pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
7. Ms. Wang Chunling, spouse of Mr. Ye Jinxing, is deemed to be interested in these Shares pursuant to Part XV of the SFO.
8. These Shares are legally owned by Cheer Prosper, the entire issued share capital of which is held by Mr. Chen Yunrong.
9. Ms. Guo Lidan, spouse of Mr. Chen Yunrong, is deemed to be interested in these Shares pursuant to Part XV of the SFO.

附註:

1. 李小元女士為Genesis Century中3,784股股份之實益擁有人，佔Genesis Century已發行股本37.84%。由於李女士有權行使或控制行使於Genesis Century股東大會三分之一或以上之投票權，故根據證券及期貨條例第XV部，李女士被視為於Genesis Century擁有之股份中擁有權益。
2. 由於張曉輝先生為李小元女士之配偶，故根據證券及期貨條例第XV部，彼亦被視為於該等股份中擁有權益。
3. 顧雲女士為Genesis Century之董事及1,539股Genesis Century股份之實益擁有人。由於Genesis Century慣於或須要按其指示而行事，故根據證券及期貨條例第XV部，彼被視為於Genesis Century擁有之股份中擁有權益。
4. 由於許章迅先生為顧雲女士之配偶，故根據證券及期貨條例第XV部，彼亦被視為於該等股份中擁有權益。
5. 葉金興先生之母親連秀女士擁有Future Pursuit已發行股本60.21%之權益。由於連秀女士有權行使或控制行使於Future Pursuit股東大會三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視為於Future Pursuit擁有之股份中擁有權益。
6. 葉金興先生擁有Future Pursuit已發行股本39.79%之權益。由於葉金興先生有權行使或控制行使於Future Pursuit股東大會三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視為於Future Pursuit擁有之股份中擁有權益。
7. 由於王春玲女士為葉金興先生之配偶，故根據證券及期貨條例第XV部，彼亦被視為於該等股份中擁有權益。
8. 該等股份由Cheer Prosper合法擁有，而Cheer Prosper之全部已發行股本乃由陳芸榕先生持有。
9. 由於郭立丹女士為陳芸榕先生之配偶，故根據證券及期貨條例第XV部，彼亦被視為於該等股份中擁有權益。

10. These Shares are legally owned by Easy Elegance, the entire issued share capital of which is held by Mr. Qiu Yixin.
11. Ms. Lin Wen, spouse of Mr. Qiu Yixin, is deemed to be interested in these Shares pursuant to Part XV of the SFO.
10. 該等股份由 Easy Elegance 合法擁有，而 Easy Elegance 之全部已發行股本乃由邱一心先生持有。
11. 由於林文女士為邱一心先生之配偶，故根據證券及期貨條例第XV部，彼亦被視為於該等股份中擁有權益。

Save as disclosed above, the Company had not been notified of any person (other than a Director or chief executive of the Company) who had a discloseable interest or short position in the Shares as defined under the SFO and/or were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group as at 31st March 2004.

除上文所披露者外，本公司並不知悉有任何其他人士（本公司之董事或行政總裁除外）於二零零四年三月三十一日按證券及期貨條例所界定而於股份中擁有須予披露之權益或淡倉及／或直接或間接擁有任何類別附有可在所有情況下於本集團任何其他成員公司之股東大會上投票之股本面值10%或以上的權益。

SHARE OPTION SCHEME

Pursuant to a written resolution passed by the then shareholders of the Company on 28th July 2003, the Company adopted the share option scheme, the principal terms of which are set out in the sub-section headed "Share Option Scheme" on the Company's latest annual report.

Up to 31st March 2004, no option has been granted by the Company pursuant to such share option scheme.

購股權計劃

根據本公司當時之股東於二零零三年七月二十八日通過之一項書面決議案，本公司已採納購股權計劃，其主要條款載於本公司最近期年報內「購股權計劃」一節。

截至二零零四年三月三十一日止，本集團並無根據該購股權計劃授出任何購股權。



SPONSOR'S INTEREST

Pursuant to a sponsor agreement dated 4th August 2003 entered into between the Company and South China Capital Limited (the "Sponsor"), the Sponsor has been appointed as the retained sponsor of the Company for the period from 12th August 2003 to 31st December 2005 (or until the sponsor agreement is otherwise terminated upon the terms and conditions contained therein), for which the Sponsor will receive a fee.

As notified and updated by the Sponsor, neither the Sponsor nor any of its directors or employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interest in any class of securities of the Company or any member of the Group, or any right to subscribe for or to nominate persons to subscribe for the securities of the Company or any member of the Group as at 31st March 2004.

Save as disclosed above, the Sponsor had no other interest in the Company as at 31st March 2004.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the quarter ended 31st March 2004, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

保薦人權益

根據本公司與南華融資有限公司（「保薦人」）於二零零三年八月四日訂立之保薦人協議，保薦人已獲委任為本公司自二零零三年八月十二日起至二零零五年十二月三十一日（或直至保薦人協議根據當中所載之條款及條件而被終止）為止之期間內之延聘保薦人，就此，保薦人將收取相關費用。

就保薦人所告知及更新，截至二零零四年三月三十一日，保薦人或其任何董事、僱員或聯繫人士（見創業板上市規則第6.35條附註3所述）概無於本公司或本集團任何成員公司任何類別證券中擁有權益，或無權認購或提名他人認購本公司或本集團任何成員公司之證券。

除上文所披露者外，於二零零四年三月三十一日，保薦人概無於本公司擁有任何其他權益。

購買、出售或贖回本公司上市股份

於截至二零零四年三月三十一日止季度，本公司或任何附屬公司概無購買、出售或贖回本公司任何上市股份。

COMPETING INTERESTS

None of the Directors or the management shareholders or any of their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which causes or may cause any significant competition with the business of the Group.

BOARD PRACTICE AND PROCEDURES

The Company has complied with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules during the Quarterly Period.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee consists of the two independent non-executive Directors of the Company, namely Messrs Choy Tak Ho and Liu Bo.

The Group's draft unaudited result for the Quarterly Period has been reviewed and commented by the audit committee members.

By order of the Board
Shine Software (Holdings) Limited
Gu Yun
Chairperson

China, 12th May 2004

競爭權益

本公司之董事、管理層股東或彼等各自之聯繫人士（定義見創業板上市規則）概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

董事會常規及程序

本公司於本季度一直遵守創業板上市規則第5.34至第5.45條所載之董事會常規及程序。

審核委員會

本公司已遵照創業板上市規則，成立審核委員會並列明其職權範圍。審核委員會之主要職責為（其中包括）審閱及監督本集團之財務報告及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司兩位獨立非執行董事蔡德河先生及劉波先生所組成。

本集團本季度之未經審核業績文稿已由審核委員會成員審閱並由其對此作出意見。

承董事會命
新意軟件(控股)有限公司
主席
顧雲

中國，二零零四年五月十二日

新意 • 創造 • 新意
@ SHINE • innovation is our business



新意軟件 (控股) 有限公司
Shine Software (Holdings) Limited