



# 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

第三季度報告  
Third Quarterly Report





## FINANCIAL HIGHLIGHTS

- Turnover of the Group for the quarter ended 30th September 2004 was approximately RMB3,984,000, representing a decrease of 33% as compared to the corresponding period in the previous financial year.
- The Group realised a profit attributable to shareholders of approximately RMB64,000 for the quarter ended 30th September 2004.
- Earnings per share of the Group was approximately RMB0.02 cent for the quarter ended 30th September 2004.
- The Board does not recommend the payment of any dividend for the quarter ended 30th September 2004.

## 財務摘要

- 本集團截至二零零四年九月三十日止季度之營業額約為人民幣3,984,000元，較上一個財政年度同期下降33%。
- 截至二零零四年九月三十日止季度，本集團實現之股東應佔溢利約為人民幣64,000元。
- 本集團截至二零零四年九月三十日止季度之每股盈利約為人民幣0.02仙。
- 董事會並不建議於截至二零零四年九月三十日止季度派發任何股息。

## UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 30TH SEPTEMBER 2004

## 截至二零零四年九月三十日止季度及九個月之未經審核業績

The board of directors (the "Board") of Shine Software (Holdings) Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the quarter and nine months ended 30th September 2004, together with the unaudited comparative figures for the corresponding period in 2003 as follows:–

新意軟件(控股)有限公司(「本公司」)董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)於截至二零零四年九月三十日止季度及九個月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:–

(Unless otherwise expressly stated, all financial figures in this quarterly report are denominated at thousand Renminbi ("RMB").)

(除明確另作註明外,本季度報告內之所有財務數字以人民幣(「人民幣」)千元列值)

		Note 附註	Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間	
			2004 二零零四年 RMB'000 人民幣千元	2003 二零零三年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元	2003 二零零三年 RMB'000 人民幣千元
Turnover	營業額	2	3,984	5,951	11,730	15,482
Cost of sales	銷售成本		(1,177)	(2,986)	(3,560)	(7,176)
Gross profit	毛利		2,807	2,965	8,170	8,306
Other revenue	其他收益	2	157	528	1,139	1,432
Distribution costs	銷售費用		(645)	(467)	(1,823)	(1,786)
Administrative expenses	行政費用		(2,237)	(2,428)	(6,989)	(5,804)
			82	598	497	2,148
Net interest income/ (expenses)	利息收入/ (開支)淨額		21	69	109	69
Profit from ordinary activities before taxation	除稅前日常業務 溢利		103	667	606	2,217
Taxation	稅項	3	(38)	(31)	(38)	(40)
Profit from ordinary activities after taxation	除稅後日常業務 溢利		65	636	568	2,177
Minority interests	少數股東權益		(1)	31	56	135
Net profit attributable to shareholders	股東應佔溢利 淨額		64	667	624	2,312
Dividends	股息	4	-	-	-	-
Earnings per share – basic (RMB – cents)	每股盈利 – 基本 (人民幣 – 仙)	5	0.02	0.16	0.13	0.61



## NOTES:

## 附註:

**1. Basis of Presentation of Financial Statements**

The unaudited consolidated results of the Group have been prepared on historical cost convention and are, in all material aspects, in compliance with the Statements of Standard Accounting Practice (the "SSAP") issued by the Hong Kong Institute of Certified Public Accountants, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Exchange (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 for the preparation of the financial report in its latest annual report. These financial statements also comply with the applicable disclosure requirements of the GEM Listing Rules.

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.

The unaudited consolidated results of the Group have been reviewed by the audit committee of the Company.

**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 the provision of related information technology services in the PRC.

Turnover represents the net sales of goods supplied and services provided to the customers, which excludes value added and business taxes, net of any goods returns and trade discounts.

**1. 財務報表呈報基準**

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聯交所創業板證券上市規則（「創業板上上市規則」）。

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。本財務報表亦符合創業板上上市規則內適用之披露要求。

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。

本集團的未經審核綜合業績已經由本公司之審計委員會審閱。

**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:

本集團未經審核之營業額及其他收益分析如下：

		Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間	
		2004 二零零四年 RMB'000 人民幣千元	2003 二零零三年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元	2003 二零零三年 RMB'000 人民幣千元
Turnover	營業額				
Sales of software	軟件銷售	2,448	3,078	6,582	8,918
Sales of hardware	硬件銷售	597	1,397	1,273	3,780
Maintenance and other service fees	維護及其他 服務收入	939	1,476	3,875	2,784
		<b>3,984</b>	<b>5,951</b>	<b>11,730</b>	<b>15,482</b>
Other revenue	其他收益				
Value added tax refunds	增值稅退稅	387	561	1,073	1,439
Other net revenue	其他收入淨額	(230)	(33)	66	(7)
		<b>157</b>	<b>528</b>	<b>1,139</b>	<b>1,432</b>

### 3. Taxation

#### (a) Hong Kong profits tax

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

#### (b) PRC enterprise income tax

Fujian Shine Science Company Limited ("Fujian Shine Science"), which is a subsidiary of the Company and obtained a certificate of "Hi-Tech Enterprise" on 21st June 1999, is subject to PRC enterprise income tax at a preferential rate of 15% and is exempted from PRC enterprise income tax for the two years starting from its first profit-making year, and is entitled to a 50% relief on PRC enterprise income tax for the subsequent three years.

### 3. 稅項

#### (a) 香港利得稅

由於本集團於本期間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) 中國企業所得稅

本公司附屬公司福建新意科技有限公司（「福建新意」）於一九九九年六月二十一日獲得「高新科技企業」證書，須按優惠稅率15%繳納中國企業所得稅，並由首個獲利年度起計兩個年度獲豁免繳納中國企業所得稅，而隨後三年則可獲減免50%中國企業所得稅。

Fujian Shine Science became profitable after offsetting prior years' losses in the year ended 31st December 1999 and accordingly, was exempted from PRC enterprise income tax for the years ended 31st December 1999 and 2000 and was subject to PRC enterprise income tax at a rate of 7.5% for the years ended 31st December 2001 and 2002. On 26th February 2003, PRC tax authority approved that, pursuant to the relevant Income Tax Law of the PRC for Foreign Investment Enterprise, Fujian Shine Science is further exempted from PRC enterprise income tax for the two years starting from its first profit-making year after Fujian Shine Science became a wholly foreign-owned enterprise in July 2002, and is entitled to a 50% relief on PRC enterprise income tax for the subsequent three years.

Shanghai Shine Science Company Limited ("Shanghai Shine Science"), which is a subsidiary of the Company and operates in Pudong, Shanghai, the PRC, is subject to PRC enterprise income tax, before any relief or concession, at a rate of 15%. Shanghai Shine Science, which obtained a certificate of "Software Enterprise" on 10th April 2002, is exempted from PRC enterprise income tax for the two years starting from its first profit-making year, and is entitled to a 50% relief on PRC enterprise income tax for the subsequent three years. Accordingly, no provision for PRC enterprise income tax has been made for the year ended 31st December 2002 and Shanghai Shine Science was subject to PRC enterprise income tax at a rate of 7.5% for the year ended 31st December 2003.

Pursuant to the relevant PRC laws and regulations applicable to newly established enterprises, Fuzhou Xinyi Xinwangluo Network Company Limited ("Xinwangluo"), a subsidiary of the Company, is exempted from PRC enterprise income tax for its first profit-making year, and thereafter subject to PRC enterprise income tax at a rate of 33%. Xinwangluo became profitable after offsetting prior year's losses in the year ended 31st December 2001 and accordingly, was exempted from PRC enterprise income tax for that year. Xinwangluo was subject to PRC enterprise income tax at a rate of 33% for the year ended 31st December 2002. No provision for PRC enterprise income tax has been made as Xinwangluo has no estimated assessable profits for the nine months ended 30th September 2004.

福建新意因抵銷過往年度虧損後於截至一九九九年十二月三十一日止年度獲利，故於截至一九九九年及二零零零年十二月三十一日止年度獲豁免繳納中國企業所得稅，並須於截至二零零一年及二零零二年十二月三十一日止年度按稅率7.5%繳納中國企業所得稅。於二零零三年二月二十六日，經中國稅務機關批准，按照有關國外投資企業之中國所得稅法律，福建新意自二零零二年七月成為全外資企業後，自其首個獲利年度起進一步獲豁免中國企業所得稅兩年，並於其後三年享有50%之中國企業所得稅減免。

本公司附屬公司上海新意科技有限公司（「上海新意」）於中國上海市浦東區營運，在獲得稅務寬減或減免前，須按15%之稅率繳納中國企業所得稅。上海新意於二零零二年四月十日取得「軟件企業」證書，自首個獲利年度起獲豁免繳納中國企業所得稅兩年，並於其後三年獲寬減50%中國企業所得稅。因此，概無就截至二零零二年十二月三十一日止年度就中國企業所得稅作出撥備，而上海新意須就截至二零零三年十二月三十一日止年度繳納7.5%之中國企業所得稅。

根據新成立企業適用之有關中國法例及法規，本公司附屬公司福州新意新網絡有限公司（「新意新網絡」）於其首個獲利年度獲豁免繳納中國企業所得稅，其後須按稅率33%繳納中國企業所得稅。新意新網絡因抵銷去度虧損後於截至二零零一年十二月三十一日止年度獲利，故就該年度獲豁免繳納中國企業所得稅。新意新網絡於截至二零零二年十二月三十一日止年度須按稅率33%繳納中國企業所得稅。由於新意新網絡於截至二零零四年九月三十日止九個月並無估計應課稅溢利，因此概無就中國企業所得稅作出撥備。

No provision for PRC enterprise income tax has been made in the financial statements of Shanghai Xingyishi Management Consulting Company Limited ("Shanghai Xingyishi"), a subsidiary of the Company, as Shanghai Xingyishi has no estimated assessable profits for the nine months ended 30th September 2004.

The Group had no significant unprovided deferred taxation during the period.

由於本公司附屬公司上海興意識管理諮詢有限公司(「上海興意識」)於截至二零零四年九月三十日止九個月並無估計應課稅溢利，故上海興意識之財務報表並無就中國企業所得稅作出撥備。

本集團於本期間內並無重大之未撥備遞延稅項。

#### 4. Dividend

The Board does not recommend payment of any dividend for the quarter ended 30th September 2004 (quarter ended 30th September 2003: nil).

#### 5. Earnings Per Share

The basic earnings per share for the quarter and nine months ended 30th September 2004 were calculated based on the unaudited profit attributable to shareholders for the quarter and nine months ended 30th September 2004 of approximately RMB64,000 and RMB625,000 respectively (quarter and nine months ended 30th September 2003: approximately RMB667,000 and RMB2,312,000 respectively), and the weighted average number of 473,000,000 (quarter and nine months ended 30th September 2003: weighted average number of 419,016,304 and 376,407,509 respectively) shares in issue of the Company. The weighted average number of shares in issue was calculated based on the number of shares in issue or deemed to be in issue before placing but after corresponding adjustments by the Company upon capitalisation of share premium.

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters and nine months ended 30th September 2004 and 2003.

#### 4. 股息

董事會並不建議於截至二零零四年九月三十日止季度派付任何股息(截至二零零三年九月三十日止季度:無)。

#### 5. 每股盈利

截至二零零四年九月三十日止季度及九個月期間之每股基本盈利乃按截至二零零四年九月三十日止季度及九個月期間之未經審核股東應佔溢利淨額分別約人民幣64,000元及人民幣625,000元(截至二零零三年九月三十日止季度及九個月期間:分別約人民幣667,000元及人民幣2,312,000元)，以及本公司的已發行股份加權平均股數為473,000,000股(截至二零零三年九月三十日止季度及九個月期間:加權平均股數分別419,016,304股及376,407,509股)計算;而該等已發行股份加權平均數乃是根據本公司於配售事項前但於股份溢價資本化而作出相對調整後之已發行或被視作已發行股份數目計算。

由於截至二零零四年及二零零三年九月三十日止季度及九個月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盈利。



## 6. Movements in Reserves

## 6. 儲備變動

Nine months ended 30th September  
截至九月三十日止九個月期間

		2004 二零零四年					2003 二零零三年	
		Share Premium	Merger Reserve	General Reserve Fund	Common Welfare Reserve	Unallocated Profit	Total	Total
		股份溢價	合併儲備	一般儲備金	法定公益金	未分配利潤	總計	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1st January	於一月一日	36,550	(2,351)	2,153	1,046	6,580	43,978	7,201
Issue of shares	發行股份	-	-	-	-	-	-	51,185
Capitalisation of share premium partially to issue new shares, credited as fully paid	把部份股份溢價資本化以發行已入賬列為全數繳足股本的新股份	-	-	-	-	-	-	(3,736)
Listing expenses	上市費用	-	-	-	-	-	-	(10,860)
Effects of reorganisation	重組事項之影響	-	-	-	-	-	-	(11)
Net profit for the period	期間之利潤淨額	-	-	-	-	625	625	2,312
Dividends paid for previous year	支付過往年度股息	(1,706)	-	-	-	-	(1,706)	-
As at 30th September	於九月三十日	<u>34,844</u>	<u>(2,351)</u>	<u>2,153</u>	<u>1,046</u>	<u>7,205</u>	<u>42,897</u>	<u>46,091</u>

## BUSINESS REVIEW AND OUTLOOK

## 業務回顧及展望

During the nine months ended 30th September 2004 (the "Period"), stocks index in China dropped over 26% from the highest of 1783 points to 1259 points, a record low in three years. The Small & Medium Enterprise Board of the Shenzhen Stock Exchange stirred up interests and recorded large turnover only when it was first introduced in June this year. Despite implementation of relevant policies such as a financing system for securities dealers by the state, in general, the securities industry in China still has to face a tough operating environment and is currently undergoing consolidation.

在截至二零零四年九月三十日止九個月期間（「本期間」），國內證券指數介乎三年來的新低。本期間國內證券指數從最高1783點下跌到最低1259點已經超過26%。深圳證券交易所於本年六月推出的中小企業板塊，只於剛推出時交投稍見暢旺。國家推出相關政策如券商融資制度等等，使國內證券商仍普遍面臨經營困境，國內證券業正處於整固階段。

Consequently, the Group recorded a consolidated turnover of approximately RMB11,730,000 in the Period, representing a drop of 24% over the corresponding period last year. Consolidated turnover for the current quarter decreased by 33% to approximately RMB3,984,000 when compared to the corresponding period last year.

在此經營環境下，本集團於本期間內錄得綜合營業額約人民幣11,730,000元，較去年同期下降24%。本季度錄得綜合營業額約人民幣3,984,000元，較去年同期下降33%。



During the current quarter, the Group focused on product integration to cater for the further standardisation of the securities industry and to improve operation efficiency. Cost of sales in this quarter slightly increased by 38% over the corresponding period last year as a result, while gross profit margin improved to 70% when compared to 50% of the corresponding period last year. The increase was mainly attributable to the integration and diversification of software products and services based on previous research and development.

During this quarter, the Group completed the acquisition of Shanghai office, which will help to reduce operation costs and enhance operation efficiency in the long run.

Since the final inspection on certain products will be completed by the end of 2004 and the securities companies in China are enhancing their own management standards on the whole, the Group is cautiously optimistic about its business and the demand growth of the securities industry in China.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Period, there has been no change in the capital structure of the Company.

Despite the difficult operating environment in the industry, as at 30th September 2004, the Group had net assets of approximately RMB47,912,000, including total cash and cash equivalent of approximately RMB30,503,000. To minimise financial risks, the Group has implemented disciplined financial and risk managements with minimum use of highly-g geared financial arrangements. The Group's gearing ratio, as calculated by taking the ratio of the Group's total external borrowings divided by its shareholders' fund, was zero. Furthermore, the Group had not pledged any of its assets as at 30th September 2004.

本集團在本季度內致力整合各產品，以配合證券業進一步規範化及改善營運效率。故在本季度內銷售費用相比去年同期稍增加38%，然而毛利率改善至70%，而去年同期為50%。毛利率之改善主要是在前期研發的基礎上進行整合和細化軟件產品及服務。

本季度內，集團完成購買上海辦公室，長遠有助營運成本及效益。

隨著本集團若干產品可於二零零四年年末完成驗收工作及國內證券公司正普遍加強本身管理水平，本集團對本身及國內證券業之營運需求發展持審慎樂觀的態度。

## 流動資金、財務資源及資本結構

於本期間，本公司之資本結構並無任何變動。

儘管業內經營環境艱難，於二零零四年九月三十日，本集團的資產淨值約人民幣47,912,000元，其中包括現金及現金等值物約人民幣30,503,000元。本集團為減低其財務風險，採取謹慎的財務及風險管理策略，盡量減少使用高負債比率之融資安排。故此，本集團之資本與負債比率（按本集團對外借貸總額除以其股東資金計算）為零。此外，本集團於二零零四年九月三十日並無抵押其任何資產。



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

As at 30th September 2004, the interests and short positions of the directors (the "Directors") and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the required standard of dealing by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

於二零零四年九月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或本公司及聯交所根據聯交所創業板證券上市規則第5.46條有關上市發行人的董事進行交易的標準規定所接獲通知，本公司董事（「董事」）及最高行政人員在本公司或其任何相關法團（按證券及期貨條例第XV部之涵義）的股份、相關股份及債券中之權益及淡倉如下：

### (a) Long positions in shares of the Company

### (a) 本公司股份之好倉

Director 董事	Number of shares 股份數目	Capacity and nature of interest 身份及權益性質	Shareholding percentage 持股百分比
Ms. Gu Yun (Note 1) 顧雲女士 (附註1)	187,061,635	Interest of 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 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 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 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 controlled corporation 受控法團權益	6.1%

Notes :

1. Such shares are owned by Genesis Century Limited ("Genesis Century"). Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century, representing 15.39% of its total issued share capital. Ms. Gu is taken to be interested in the same parcel of shares held 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. Such shares are owned by Genesis Century and represent the same parcel of shares as in note 1. Ms. Li Xiaoyuan is a director of and is the beneficial owner of 3,784 shares in Genesis Century, representing 37.84% of its total issued share capital. Ms. Li is taken to be interested in the same parcel of shares held 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, holding 39.79% and 60.21% interest respectively in its total issued share capital. Mr. Ye is taken to be interested in the same parcel of shares held 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 owned by Mr. Chen Yunrong. Mr. Chen Yunrong is taken to be interested in the same parcel of shares held by Cheer Prosper 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 Cheer Prosper.
5. These shares are legally owned by Easy Elegance Ltd. ("Easy Elegance"), the entire issued share capital of which is owned by Mr. Qiu Yixin. Mr. Qiu Yixin is taken to be interested in the same parcel of shares held by Easy Elegance 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 Easy Elegance.

附註：

1. 該等股份由 Genesis Century Limited (「Genesis Century」) 擁有。顧雲女士為 Genesis Century 之董事及該公司中 1,539 股股份之實益擁有人，佔 Genesis Century 全部已發行股本 15.39%。由於 Genesis Century 慣於或須要按顧女士及李小元女士之指令而行事，故根據證券及期貨條例第 XV 部，顧女士被視作擁有 Genesis Century 所持同一批股份之權益。
2. 該等股份由 Genesis Century 擁有，與附註 1 為同一批股份。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 全部已發行股本 37.84%。由於李女士有權於 Genesis Century 之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第 XV 部，李女士被視作擁有 Genesis Century 所持同一批股份之權益。
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%。由於葉先生有權於 Future Pursuit 之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第 XV 部，彼被視作擁有 Future Pursuit 所持同一批股份之權益。
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。由於陳芸榕先生有權於 Cheer Prosper 之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第 XV 部，彼被視作擁有 Cheer Prosper 所持同一批股份之權益。
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。由於邱一心先生有權於 Easy Elegance 之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第 XV 部，彼被視作擁有 Easy Elegance 所持同一批股份之權益。



(b) Long position in underlying shares of the Company (b) 本公司相關股份之好倉

Director	Exercise price per share	Exercise period	Number of share options 購股權數目		
			Outstanding at 1st January 2004 於 二零零四年 一月一日 尚未行使	Granted during the period 於期間 內授出 (Note) (附註)	Outstanding at 30th September 2004 於 二零零四年 九月三十日 尚未行使
Mr. Jiang Yulai	0.256	6th July, 2005 to 5th July, 2008	–	470,000	470,000
江育來先生	0.256	二零零五年七月六日至 二零零八年七月五日	–	470,000	470,000
Mr. Choy Tak Ho	0.256	6th July, 2005 to 5th July, 2008	–	470,000	470,000
蔡德河先生	0.256	二零零五年七月六日至 二零零八年七月五日	–	470,000	470,000
Mr. Liu Bo	0.256	6th July, 2005 to 5th July, 2008	–	470,000	470,000
劉波先生	0.256	二零零五年七月六日至 二零零八年七月五日	–	470,000	470,000

Notes : These share options were granted on 6th July 2004 pursuant to a share option scheme adopted by the Company on 28th July 2003 entitling the holders thereof to subscribe for shares of HK\$0.01 each of the Company.

附註：該等購股權乃於二零零四年七月六日根據本公司於二零零三年七月二十八日採納之購股權計劃而授出，其持有人可有權認購本公司每股面值0.01港元之股份。

## (c) Long position in shares of associated corporations (c) 相聯法團股份之好倉

Director	Name of associated corporation	Number of shares in the associated corporation	Capacity and nature of interest	Percentage of interests in the registered capital of the associated corporation
董事	相聯法團名稱	於相聯法團之股份數目	身份及權益性質	佔該相聯法團註冊資本之權益百分比
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)	40,000	Interest of spouse 配偶之權益	8.0%
Mr. Qiu Yixin 邱一心先生	Shanghai Xingyishi 上海興意識	20,000	Beneficial Owner 實益擁有人	4.0%
Mr. Chen Yunrong 陳芸榕先生	Shanghai Xingyishi 上海興意識	20,000	Beneficial Owner 實益擁有人	4.0%
Mr. Ye Jinxing 葉金興先生	Shanghai Xingyishi 上海興意識	20,000	Beneficial Owner 實益擁有人	4.0%
Mr. Jiang Yulai 江育來先生	Shanghai Xingyishi 上海興意識	20,000	Beneficial Owner 實益擁有人	4.0%
Mr. Chen Qun 陳群先生	Shanghai Xingyishi 上海興意識	20,000	Beneficial Owner 實益擁有人	4.0%

Notes:

附註:

- 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.
- These shares are held by Mr. Xu Zhangxun, the spouse of Ms. Gu Yun. Ms. Gu is deemed to be interested in Mr. Xu's interests in Shanghai Xingyishi by virtue of Part XV of SFO.

- 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在內的其他人士擁有。
- 該等股份由顧雲女士之配偶許章迅先生持有，根據證券及期貨條例第XV部，顧女士亦被視作擁有許先生在上海興意識所持股份之權益。



Save as disclosed above, as at 30th September 2004, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Exchange. The Group had not issued any debentures during the period.

除上文所披露者外，於二零零四年九月三十日，董事或本公司最高行政人員概無在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、相關股份或債券中擁有或被視作擁有任何根據證券及期貨條例第352條規定而須載入該條例所述之登記冊內，或根據創業板上市規則第5.46條有關上市發行人的董事進行交易之最低標準規定而須知會本公司及聯交所之任何權益或淡倉。本集團並無於本期間內發行任何債項證券。

**SUBSTANTIAL SHAREHOLDERS AND PERSONS WHO HAD AN INTEREST AND A SHORT POSITION WHICH WAS DISCLOSEABLE UNDER DIVISIONS 2 AND 3 OF PART XV OF THE SFO**

根據證券及期貨條例第XV部第2及3分部擁有須予披露之權益或淡倉之主要股東及人士

As at 30th September 2004, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零零四年九月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露其權益之董事或本公司最高行政人員除外）擁有本公司之股份及相關股份之權益或淡倉：

**Long positions in shares**

**股份之好倉**

<b>Name</b> 名稱	<b>No. of shares</b> 股份數目	<b>Nature and capacity of interest</b> 身份及權益性質	<b>Shareholding percentage</b> 持股百分比
Genesis Century (Note 3) Genesis Century (附註3)	187,061,635	Beneficial owner 實益擁有人	39.6%
Mr. Zhang Xiaohui (Notes 1 & 3) 張曉輝先生 (附註1及3)	187,061,635	Interest of spouse 配偶之權益	39.6%
Mr. Xu Zhangxun (Notes 2 & 3) 許章迅先生 (附註2及3)	187,061,635	Interest of spouse 配偶之權益	39.6%
Future Pursuit (Note 6) Future Pursuit (附註6)	35,839,097	Beneficial owner 實益擁有人	7.6%
Ms. Lian Xiu (Notes 4 & 6) 連秀女士 (附註4及6)	35,839,097	Interest of controlled corporation 受控法團權益	7.6%
Ms. Wang Chunling (Notes 5 & 6) 王春玲女士 (附註5及6)	35,839,097	Interest of spouse 配偶之權益	7.6%
Cheer Prosper (Note 7) Cheer Prosper (附註7)	31,260,882	Beneficial owner 實益擁有人	6.6%
Ms. Guo Lidan (Note 7) 郭立丹女士 (附註7)	31,260,882	Interest of spouse 配偶之權益	6.6%
Easy Elegance (Note 8) Easy Elegance (附註8)	28,793,514	Beneficial owner 實益擁有人	6.1%
Ms. Lin Wen (Note 8) 林文女士 (附註8)	28,793,514	Interest of spouse 配偶之權益	6.1%

## Notes:

1. Such shares are owned by Genesis Century. Ms. Li Xiaoyuan is taken to be interested in the shares held 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. Mr. Zhang Xiaohui is also taken to be interested in such shares pursuant to Part XV of the SFO as he is the spouse of Ms. Li Xiaoyuan.
2. Such shares are owned by Genesis Century. Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century. Ms. Gu is taken to be interested in the shares held by Genesis Century as Genesis Century is accustomed or obliged to act in accordance with her directions or instructions. Mr. Xu Zhangxun is also taken to be interested in such shares pursuant to Part XV of the SFO as he is the spouse of Ms. Gu Yun.
3. The shares under Genesis Century, Mr. Zhang Xiaohui and Mr. Xu Zhangxun represent the same parcel of shares.
4. Such shares are owned by Future Pursuit. Ms. Lian Xiu, the mother of Mr. Ye Jinxing, owns 60.21% of the total issued shares of Future Pursuit. Ms. Lian Xiu is taken to be interested in the shares held 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.
5. Such shares are owned by Future Pursuit. Mr. Ye Jinxing owns 39.79% of the total issued shares of Future Pursuit. Mr. Ye Jinxing is taken to be interested in the shares held 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. Ms. Wang Chunling is also taken to be interested in such shares pursuant to Part XV of the SFO as she is the spouse of Mr. Ye Jinxing.
6. The shares under Future Pursuit, Ms. Lian Xiu and Ms. Wang Chunling represent the same parcel of shares.

## 附註:

1. 該等股份乃由Genesis Century擁有。李小元女士有權於Genesis Century之股東大會上行使或控制行使三分之一或以上之投票權，根據證券及期貨條例第XV部；李女士被視作擁有Genesis Century所持股份之權益。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，彼亦被視作於該等股份中擁有權益。
2. 該等股份乃由Genesis Century擁有。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慣於或須要按其指令而行事，故根據證券及期貨條例第XV部，彼被視作擁有Genesis Century所持股份之權益。而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，彼亦被視作於該等股份中擁有權益。
3. Genesis Century、張曉輝先生及許章迅先生項下所述為同一批股份。
4. 該等股份乃由Future Pursuit擁有。葉金興先生之母親連秀女士擁有Future Pursuit全部已發行股本60.21%之權益。由於連秀女士有權於Future Pursuit之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Future Pursuit所持股份之權益。
5. 該等股份乃由Future Pursuit擁有。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於Future Pursuit之股東大會上行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Future Pursuit所持股份之權益。而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，彼亦被視作於該等股份中擁有權益。
6. Future Pursuit、連秀女士及王春玲女士項下所述為同一批股份。



7. Such shares represent the same parcel of shares and are owned by Cheer Prosper, the total issued share capital of which is owned by Mr. Chen Yunrong. Ms. Guo Lidan is also taken to be interested in Mr. Chen Yunrong's shares as held by Cheer Prosper pursuant to Part XV of the SFO since she is the spouse of Mr. Chen Yunrong.
8. Such shares represent the same parcel of shares and are owned by Easy Elegance, the total issued share capital of which is owned by Mr. Qiu Yixin. Ms. Lin Wen is also taken to be interested in Mr. Qiu Yixin's shares as held by Easy Elegance pursuant to Part XV of the SFO since she is the spouse of Mr. Qiu Yixin.
7. 該等股份屬同一批股份，並由 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。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，彼亦被視作擁有陳芸榕先生於 Cheer Prosper 所持股份之權益。
8. 該等股份屬同一批股份，並由 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。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，彼亦被視作擁有邱一心先生於 Easy Elegance 所持股份之權益。

Save as disclosed above, as at 30th September 2004 no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，於二零零四年九月三十日，並無其他人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有權益或淡倉。

## SHARE OPTION SCHEME

Pursuant to a written resolution passed by the then shareholders of the Company on 28th July 2003, the Company adopted a share option scheme (the "Share Option Scheme") with a life of 10 years commencing from its adoption date. The principal terms of the Share Option Scheme are set out in the Company's 2003 Annual Report.

On 6th July, 2004, a total of 20,000,000 share options were granted to certain Directors (as disclosed above) and employees of the Group under the Share Option Scheme entitling the holders thereof to subscribe for shares the Company at an exercise price of HK\$0.256 per share during the period commencing from one year immediately after the date of grant and terminating three years thereafter. Generally, the share options are vested in different tranches (some of which are conditional). Save as disclosed above, no share options had been granted, cancelled, lapsed or exercised during the period.

## 購股權計劃

本公司根據二零零三年七月二十八日由本公司當時之股東通過之一項書面決議採納一項購股權計劃（「購股權計劃」），購股權計劃由其採納當日起計為期十年。其主要條款詳載於本公司二零零三年年報內。

於二零零四年七月六日，共有20,000,000份購股權根據購股權計劃授予若干董事（如上文披露）及本集團僱員，其持有人可由授出日期之後一年起至其後三年止之期間按每股0.256港元之行使價認購本公司每股面值0.01港元之股份。一般而言，購股權的行使權會分批授出（部份購股權帶有附帶條件）。除上文所披露者外，期內概無授予、註銷、報廢或行使任何購股權。



The total number of shares that may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme is 20,000,000 shares as at 30th September 2004, representing approximately 4.22% of the entire issued share capital of the Company as at the date of this report.

## SPONSOR'S INTERESTS

As at 30th September 2004, neither South China Capital Limited (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.

Pursuant to a sponsor agreement dated 4th August 2003 entered into between the Company and 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.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30th September 2004.

於二零零四年九月三十日，就行使所有根據購股權計劃已授出但尚未行使之購股權而可予發行之本公司股份總數為20,000,000股，佔本公司於本報告日期之全部已發行股本約4.22%。

## 保薦人權益

於二零零四年九月三十日，南華融資有限公司（「保薦人」）或其任何董事、僱員或聯繫人（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。

根據本公司與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。

## 購買、出售或贖回本公司上市證券

於截至二零零四年九月三十日止九個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group as at 30th September 2004.

## 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 nine months ended 30th September 2004

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 30th September 2004, the Company had adopted a code of conduct regarding securities dealings by directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transaction by directors.

## 競爭權益

於二零零四年九月三十日，本公司之董事、管理層股東或彼等各自之聯繫人（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

本公司於截至二零零四年九月三十日止九個月內一直遵守創業板上市規則第5.34至5.45條所載之董事會常規及程序。

## 董事進行證券交易之標準守則

於截至二零零四年九月三十日止九個月內，本公司已採納載於創業板上市規則第5.48至5.67條所載有關董事進行證券交易之操守守則。本公司經向所有董事明確查詢後，並不知悉任何董事並不遵守交易規定標準及董事進行證券交易之操守守則。



## CHANGES IN DIRECTORATE AND EXECUTIVES

The following changes occurred during the period under review and up to the date of this report:

1. Mr. Sin Ka Man has been appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 30th September 2004;
2. Mr. Chu Kin Wang, Peleus has been appointed as company secretary, authorised representative, qualified accountant and compliance officer of the Company with effect from 1st October 2004; and
3. Mr. Cheng Yun Ming, Matthew has resigned as company secretary, authorised representative, qualified accountant and compliance officer of the Company with effect from 1st October 2004.

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28, 5.29 and 5.30 of 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 three independent non-executive Directors of the Company, namely Messrs Choy Tak Ho, Liu Bo and Sin Ka Man.

## 董事及行政人員之變動

於回顧期內及截至本報告日期止，本公司出現以下變動：

1. 冼家敏先生已獲委任為本公司之獨立非執行董事及審核委員會成員，由二零零四年九月三十日起生效；
2. 朱健宏先生已獲委任為本公司公司秘書、授權代表、合資格會計師及監察主任，由二零零四年十月一日起生效；及
3. 鄭潤明先生已辭任本公司公司秘書、授權代表、合資格會計師及監察主任，由二零零四年十月一日起生效。

## 審核委員會

本公司已遵照創業板上市規則第5.28、5.29及5.30條，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三位獨立非執行董事蔡德河先生、劉波先生及冼家敏先生所組成。

This unaudited financial statements of the Group for the quarter and nine months ended 30th September 2004 have been reviewed and commented by the audit committee members.

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

China, 11th November 2004

*As of the date of this report, the Board comprises of Ms. Gu Yun (Chairperson), Mr. Qiu Yixin (Vice-chairman), Mr. Chen Yunrong (Chief Executive Officer), Mr. Ye Jinxing, Ms. Li Xiaoyuan and Mr. Jiang Yulai, all of whom are executive directors; Mr. Chen Qun, the non-executive director; and Mr. Choy Tak Ho, Mr. Liu Bo and Mr. Sin Ka Man, all of whom are independent non-executive directors.*

本集團截至二零零四年九月三十日止季度及九個月期間之未經審核業績文稿已由審核委員會成員審閱及作出意見。

承董事會命  
**新意軟件(控股)有限公司**  
主席  
顧雲

中國，二零零四年十一月十一日

截至本報告之日，董事會成員包括執行董事顧雲女士(主席)、邱一心先生(副主席)、陳芸榕先生(行政總裁)、葉金興先生、李小元女士及江育來先生，非執行董事陳群先生，以及獨立非執行董事蔡德河先生、劉波先生及冼家敏先生。

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