



A & K Educational Software Holdings Limited
A & K 教育軟件控股有限公司*

(Incorporated in the Cayman Islands with Limited Liability)
(於開曼群島註冊成立之有限公司)

I N T E R I M R E P O R T 2 0 0 4



* For identification purposes only
僅供識別

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This report, for which the directors of A & K Educational 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 A & K Educational 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。上市公司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發行人之最新資料。

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本報告(A & K教育軟件控股有限公司*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之規定而提供有關A & K教育軟件控股有限公司*之資料。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)本報告內表達之一切意見乃經審慎周詳考慮後方作出，並以公平合理之基準和假設為依據。

HIGHLIGHTS

- Successful listing of the Shares of the Company on GEM on 6 August 2004.
- Turnover of the Group for six months period ended 30 September 2004 were approximately RMB8.3 million, representing an increase of approximately 45.5% as compared to corresponding periods in the previous fiscal year.
- The Group realised a profit attributable to shareholders of approximately RMB6.5 million for the six months period ended 30 September 2004.
- Profit per share of the Group was approximately RMB0.036 for the six months period ended 30 September 2004.
- The Board does not recommend the payment of any dividend for the six months period ended 30 September 2004.

摘要

- 本公司股份於二零零四年八月六日成功在創業板上市。
- 本集團截至二零零四年九月三十日止六個月期間之營業額約為人民幣8.3百萬元，較上個財政年度同期增加約45.5%。
- 截至二零零四年九月三十日止六個月期間，本集團實現之股東應佔溢利約為人民幣6.5百萬元。
- 本集團截至二零零四年九月三十日止六個月期間之每股溢利約為人民幣0.036元。
- 董事會並不建議就截至二零零四年九月三十日止六個月期間派發任何股息。

UNAUDITED RESULTS FOR THE SIX MONTHS PERIOD ENDED 30 SEPTEMBER 2004

截至二零零四年九月三十日止六個月期間之未經審核業績

The board of directors (the "Board") of A & K Educational Software Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the six months and three months period ended 30 September 2004, together with the unaudited comparative figures for the corresponding period in 2003, as follows:-

A & K 教育軟件控股有限公司* (「本公司」) 董事會 (「董事會」) 欣然公佈本公司及其附屬公司 (統稱「本集團」) 截至二零零四年九月三十日止六個月及三個月期間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 stated, all financial figures presented in this interim financial report are denominated in Renminbi ("RMB") thousand dollars)

(除明確註明外，本中期財務報告內之所有財務數字是以人民幣 (「人民幣」) 千元列值)

UNAUDITED CONDENSED CONSOLIDATED PROFIT AND LOSS STATEMENT

未經審核簡明綜合損益表

	Notes 附註	Three months ended 30 September 30 September 截至九月三十日止		Six months ended 30 September 30 September 截至九月三十日止		
		三個月 2004 二零零四年	三個月 2003 二零零三年	六個月 2004 二零零四年	六個月 2003 二零零三年	
Turnover	營業額	3	4,405	55	8,315	5,824
Cost of sales	銷售成本		(400)	(267)	(785)	(648)
Gross profit/(loss)	毛利 / (虧損總額)		4,005	(212)	7,530	5,176
Other revenue	其他收益		121	152	121	154
Other net income	其他收入淨額		98	2	149	6
Distribution costs	分銷成本		(220)	(277)	(440)	(475)
Administration expenses	行政開支		(441)	(243)	(895)	(551)
Other operating expenses	業務外支出		(6)	-	(7)	(1)
Profit from ordinary activities before tax	除稅前日常業務溢利	5	3,557	(578)	6,458	4,309
Taxation	稅項	6	-	-	-	(1,076)
Profit/(loss) attributable to shareholders	股東應佔溢利 / (虧損)		3,557	(578)	6,458	3,233
Dividends attributable to the period	期內股息	7	-	-	-	-
Earnings/(loss) per share - basic	每股盈利 / (虧損) - 基本	8	0.020	(0.003)	0.036	0.018

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET
未經審核簡明綜合資產負債表

				(Audited) (經審核)		
		30 September		31 March		
		2004		2004		
		Notes	二零零四年		二零零四年	
		附註	九月三十日		三月三十一日	
Non-current assets	非流動資產					
Fixed assets	固定資產	9	715		1,000	
Interest in an associate	於聯營公司之權益		75		75	
			790		1,075	
Current assets	流動資產					
Inventories	存貨		240		194	
Trade receivables	貿易應收賬款	10	13,311		10,978	
Amount due from a shareholder	應收股東款項		-		98	
Amounts due from a director	應收董事款項		154		22	
Prepayment, deposits and other receivables	預付款項、按金及其他應收賬款		13,168		9,690	
Cash and bank balances	現金及銀行結餘		33,550		9,199	
			60,423		30,181	
Current liabilities	流動負債					
Accruals and other payables	應計款項及其他應付賬款		3,903		3,042	
			3,903		3,042	
Net current assets	流動資產淨值		56,520		27,139	
Net assets	資產淨值		57,310		28,214	
Capital and reserves	股本及儲備					
Issued capital	已發行股本	11	27,030		-	
Reserves	儲備		30,280		28,214	
			57,310		28,214	

UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

	Notes	Share capital	Contributed surplus	Capital reserve	Statutory common reserve	Statutory welfare reserve	Foreign currency translation reserve	(Accumulated losses)/ retained profits	Total
	附註	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		股本	實繳盈餘	資本儲備	法定公積金	法定公益金	匯兌儲備	保留溢利	總計
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Balance as of 1 April 2003	於二零零三年四月一日之結餘	20,000	-	110	-	-	-	(2,184)	17,926
Effect on reorganization on 17 June 2003	於二零零三年六月十七日之重組影響	(a) (20,000)	-	5	-	-	-	-	(19,995)
Contributed surplus on Group reorganization	集團重組實繳盈餘	(b) -	20,013	-	-	-	-	-	20,013
Foreign currency translation adjustment	匯兌調整	-	-	-	-	-	(13)	-	(13)
Profit for the 6 months ended 30 September 2003	截至二零零三年九月三十日止六個月之溢利	-	-	-	-	-	-	3,233	3,233
		<u>-</u>	<u>20,013</u>	<u>115</u>	<u>-</u>	<u>-</u>	<u>(13)</u>	<u>1,049</u>	<u>21,164</u>
Balance as of 1 April 2004	於二零零四年四月一日之結餘	-	20,013	115	810	405	(13)	6,884	28,214
Issue of shares under the placing	根據配售事項發行股份	(c) 7,950	23,850	-	-	-	-	-	31,800
Issue of shares by way of capitalization	以資本化方式發行股份	(d) 19,080	(19,080)	-	-	-	-	-	-
Share issue expenses	股份發行開支	-	(9,162)	-	-	-	-	-	(9,162)
Profit for the 6 months ended 30 September 2004	截至二零零四年九月三十日止六個月之溢利	-	-	-	-	-	-	6,458	6,458
Balance as of 30 September 2004	於二零零四年九月三十日之結餘	<u>27,030</u>	<u>15,621</u>	<u>115</u>	<u>810</u>	<u>405</u>	<u>(13)</u>	<u>13,342</u>	<u>57,310</u>

Notes:

- (a) On 17 June 2003, Smart Elegant Investment Limited ("Smart Elegant") acquired the entire equity interest in Jiangxi A&K Educational Software Company Limited ("A&K Educational Software") for a consideration of HK\$18,867,925, equivalent to RMB20,000,000. An additional fund of RMB5,248 was received by A&K Educational Software and was credited to the capital reserve.
- (b) The consideration of the acquisition of A&K Educational Software was financed by the issue of a Convertible Note ("Note") issued to Mr. Ye in the sum of the HK\$18,800,000. Following the conversion of the Note on 15 September 2003, Mr. Ye become a shareholder of A&K Software BVI Limited ("A&K Software BVI") holding 250 shares of HK\$0.1 each. Accordingly, a contributed surplus of HK\$18,879,975 (RMB20,012,733) was arisen.
- (c) On 6 August 2004, 75,000,000 shares of HK\$0.10 each were issued at HK\$0.40 each by way of placing generating net cash proceeds of approximately HK\$30,000,000 (RMB31,800,000). The premium over the par value of the shares was credited to the contributed surplus account.
- (d) Immediately after the placing mentioned in note (c) above, contributed surplus of HK\$18,000,000 (RMB19,080,000) was capitalized for the issuance of 180,000,000 shares of HK\$0.10 each on a pro-rata basis to shareholders of the Company at the close of business on 13 May 2004.

附註：

- (a) 於二零零三年六月十七日，Smart Elegant Investment Limited (「Smart Elegant」) 收購江西行知教育軟件有限公司 (「行知教育軟件」) 全部股本權益，代價為 18,867,925 港元 (相等於人民幣 20,000,000 元)。行知教育軟件所收取之新增款項人民幣 5,248 元已計入資本儲備。
- (b) 向葉先生發行總金額 18,800,000 港元之可換股票據 (「票據」) 作為收購行知教育軟件之代價融資。緊隨於二零零三年九月十五日兌換票據後，葉先生成為 A & K Software BVI Limited (「A & K Software BVI」) 之股東，持有 250 股每股面值 0.1 港元之股份。本集團由此產生之實繳盈餘為 18,879,975 港元 (人民幣 20,012,733 元)。
- (c) 於二零零四年八月六日，本公司以配售方式按每股 0.40 港元之價格，發行 75,000,000 股每股面值 0.10 港元之股份，配售事項之所得現金淨額約為 30,000,000 港元 (人民幣 31,800,000 元)。高出該等股份面值之溢價已計入實繳盈餘賬。
- (d) 緊隨上文附註(c)所述之配售事項後，實繳盈餘 18,000,000 港元 (人民幣 19,080,000 元) 已資本化，以就於二零零四年五月十三日營業時間結束時按比例基準向本公司股東發行總數 180,000,000 股每股面值 0.10 港元之股份。

**UNAUDITED CONDENSED CONSOLIDATED
CASH FLOW STATEMENT**For the six months period ended 30 September
2004

未經審核簡明綜合現金流量表

截至二零零四年九月三十日止六個月期間

		Six months ended 30 September	
		截至九月三十日止六個月	
		2004	2003
		二零零四年	二零零三年
Net cash inflow/(outflow) from operating activities	經營業務所得現金 流入／(流出)淨額	1,752	(3,274)
Net cash outflow from investing activities	投資活動所得 現金流出淨額	(5)	(60)
Net cash inflow/(outflow) before financing	未計融資前所得現金 流入／(流出)淨額	1,747	(3,334)
Net cash inflow from financing	融資所得現金 流入淨額	22,604	7,081
Increase in cash and cash equivalents	現金及現金等價物 增加	24,351	3,747
Cash and cash equivalents at the beginning of the period	期初現金及 現金等價物	9,199	829
Cash and cash equivalent at the end of the period	期末現金及 現金等價物	33,550	4,576

Notes:

1. Group Reorganisation and Basis of Preparation

The interim results was unaudited and have been reviewed by the audit committee of the Company.

The Company was incorporated in the Cayman Islands on 29 October 2003 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Pursuant to a group reorganization (the "Reorganization") which was completed on 13 May 2004, the Company became the holding company of its subsidiaries now comprising the Group, details of which are set out in the prospectus of the Company dated 30 July 2004. The shares have been listed on the GEM since 6 August 2004.

The unaudited interim results have been prepared on the basis of merger accounting as if the current group structure had been in existence throughout the periods under review or since their respective dates of incorporation, whichever is a shorter period.

All material intra-group transactions and balances have been eliminated on consolidation.

2. 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 Institute of Certified Public 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 prospectus.

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.

附註：

1. 本集團重組及編製基準

中期業績為未經審核，惟已由本公司審核委員會審閱。

本公司於二零零三年十月二十九日根據開曼群島公司法第22章（一九六一年第3條條例，經綜合及修訂）於開曼群島註冊成立為獲豁免有限公司。根據於二零零四年五月十三日完成之集團重組（「重組」），本公司成為現時本集團內附屬公司之控股公司，詳情載於本公司日期為二零零四年七月三十日之售股章程。股份於二零零四年八月六日在創業板上市。

未經審核中期業績乃按合併會計基準編製，猶如現時之集團結構於回顧期間或自其各自之註冊成立日期起（以較短者為準）一直存在。

集團內部各公司之間所有重大交易及結餘已於綜合賬目時對銷。

2. 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」）、香港公認會計原則、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售股章程內之財務報表所採用者貫徹一致。

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。

3. Turnover

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

An analysis of the Group's unaudited turnover is set out as follows:

3. 營業額

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教育軟件開發及分銷業務，以及提供相關資訊科技服務。

本集團未經審核之營業額分析如下：

	Three months ended		Six months ended	
	30 September	30 September	30 September	30 September
	截至九月三十日止三個月		截至九月三十日止六個月	
	2004	2003	2004	2003
	二零零四年	二零零三年	二零零四年	二零零三年
Turnover				
Sales of self-developed education software				
Standard package basis	4,405	55	8,315	2,732
Project basis	-	-	-	3,092
	<u>4,405</u>	<u>55</u>	<u>8,315</u>	<u>5,824</u>

4. Segmental Information

Business segments

An analysis of the Group's revenue and results for the period by business segments is as follows:

		Six months ended 30 September 2004	Six months ended 30 September 2003
		截至二零零四年 九月三十日 止六個月	截至二零零三年 九月三十日 止六個月
Revenue from external customers	來自外部客戶之收益		
Sales of self-developed education software	銷售自行開發教育軟件		
Standard package basis	以標準封包形式	8,315	2,732
Project basis	以項目形式	-	3,092
		<hr/>	<hr/>
Total turnover	總營業額	8,315	5,824
Other revenue	其他收益		
Value added taxed refunds on sales of self-developed education software	退回有關銷售自行開發教育軟件之增值稅		
Standard package basis	以標準封包形式	105	92
		<hr/>	<hr/>
		8,420	5,916
		<hr/> <hr/>	<hr/> <hr/>
Segmental results	分部業績		
Sales of self-developed education software	銷售自行開發教育軟件		
Standard package basis	以標準封包形式	7,635	2,273
Project basis	以項目形式	-	2,995
		<hr/>	<hr/>
		7,635	5,268
Unallocated items	未分配項目		
Other revenue	其他收益	16	62
Other net income	其他收入淨額	149	6
Distribution costs	分銷成本	(440)	(475)
Administration expenses	行政開支	(895)	(551)
Other operating expenses	業務外支出	(7)	(1)
		<hr/>	<hr/>
Profit from operations	經營業務溢利	6,458	4,309
Taxation	稅項	-	(1,076)
		<hr/>	<hr/>
Profit attributable to shareholders	股東應佔溢利	6,458	3,233
		<hr/> <hr/>	<hr/> <hr/>

Geographical segments

During the period ended 30 September 2004 and 2003, the Group derived all of its revenue and profit from customers who are located in the PRC. Hence no separate geographical analysis of the segment profit and loss is presented

4. 分部資料

業務分部

本集團於期內以業務分部劃分之收益及業績分析如下：

**Six months ended
30 September
2004**

截至二零零四年
九月三十日
止六個月

Six months ended
30 September
2003

截至二零零三年
九月三十日
止六個月

地區分部

截至二零零四年及二零零三年九月三十日止期間內，本集團全部收益及溢利均來自於中國之客戶，故並無另行呈列按地區分部劃分之分部損益。

5. Profit from ordinary activities before tax

5. 除稅前日常業務溢利

Profit from ordinary activities before tax is after charging/(crediting):

除稅前日常業務溢利乃經扣除/(計入)以下項目：

		Three months ended		Six months ended	
		30 September	30 September	30 September	30 September
		截至九月三十日止三個月	截至九月三十日止三個月	截至九月三十日止六個月	截至九月三十日止六個月
		2004	2003	2004	2003
		二零零四年	二零零三年	二零零四年	二零零三年
Crediting	計入				
Bank interest income	銀行利息收入	4	6	19	9
VAT tax refund	退回增值稅	105	92	105	92
Charging	扣除				
Audit Fee	核數費用	-	-	-	53
Cost of inventory sold and services rendered	售出存貨及提供服務之成本	400	267	785	648
Depreciation of fixed assets	固定資產折舊	143	227	288	407
Loss on disposal of fixed assets	出售固定資產之虧損	11	2	11	2
Research and development cost	研究及開發成本	354	257	691	514

6. Taxation

(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 six months period.

(b) *PRC enterprise income tax*

Jiangxi A & K Educational Software Co. Ltd. ("A & K Educational Software"), the subsidiary where the majority of the Group's turnover is derived therefrom, was subject to PRC enterprise income tax.

In June 2003, due to the Group's reorganization, the status of A & K Educational Software, was changed from a domestic private enterprise to a wholly foreign-owned enterprise with the approval of the Department of Foreign Trade and Economic Cooperation of Jiangxi Province (江西省對外貿易經濟合作廳). Pursuant to the Income Tax Law of the PRC for Foreign Investment Enterprise (外商投資企業及外國企業所得稅法) and with the confirmation received from the Nanchang High-tech Area Tax Bureau (南昌市高新區國稅局) on 1 March 2004, A & K Educational Software will be exempted from PRC enterprise income tax for the two years starting from its first profit-making year and thereafter (after offsetting the accumulated losses), and is entitled to a 50% relief for the subsequent three years. A & K Educational Software was entitled to the first year of exemption from PRC enterprise income tax in the year ended 31 March 2004. Accordingly, no provision for PRC enterprise income tax has been made for the six months periods ended 30 September 2004.

(c) The taxation for the period ended 30 September 2003 was approximately RMB1.1 million, being utilisation of deferred tax assets attributable to the unused tax losses brought forward from previous years.

(d) *Deferred tax*

There was no significant unprovided deferred taxation for the six months period.

6. 稅項

(a) 香港利得稅

由於本集團於本六個月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

本集團附屬公司江西行知教育軟件有限公司(「行知教育軟件」)乃本集團大部分營業額來源，須繳納中國企業所得稅。

於二零零三年六月，基於進行集團重組，行知教育軟件獲江西省對外貿易經濟合作廳批准後由本地私人企業轉為全外資企業。根據外商投資企業及外國企業所得稅法以及南昌市高新區國稅局於二零零四年三月一日發出之確認書，行知教育軟件可自其抵銷累積虧損後首個獲利年度起計兩年獲豁免中國企業所得稅，並可於其後三年獲寬減50%。截至二零零四年三月三十一日止年度為行知教育軟件獲豁免中國企業所得稅之首個年度，因此未有於截至二零零四年九月三十日止六個月期間為中國企業所得稅作出任何撥備。

(c) 截至二零零三年九月三十日止期間稅項約人民幣1.1百萬元，已運用結轉過往年度未動用稅項虧損之應佔遞延稅項資產。

(d) 遞延稅項

本集團於本六個月期間內並無重大之未撥備遞延稅項。

7. Dividends

The Board does not recommend payment of any interim dividend for the six months period (six months ended 30 September 2003: nil).

8. Earnings Per Share

The calculation of basic earnings per share for the six months period and three months period was based on the respective unaudited data as follows:

7. 股息

董事會並不建議就本六個月期間派付任何中期股息(截至二零零三年九月三十日止六個月期間：無)。

8. 每股盈利

六個月期間及三個月期間之每股基本盈利乃按下述之未經審核數據計算：

		Three months ended		Six months ended	
		30 September 截至九月三十日止三個月	30 September 2003 二零零三年	30 September 截至九月三十日止六個月	30 September 2004 二零零四年
Profits(loss) attributable to shareholders	股東應佔溢利/(虧損)	<u>3,557</u>	<u>(578)</u>	<u>6,458</u>	<u>3,233</u>
		Shares ('000) 股數 (千股)	Shares ('000) 股數 (千股)	Shares ('000) 股數 (千股)	Shares ('000) 股數 (千股)
Number of ordinary share for the purposes of calculating basic earnings per share (Remark)	用以計算每股基本盈利 之普通股股數 (註)	<u>180,000</u>	<u>180,000</u>	<u>180,000</u>	<u>180,000</u>

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the six months period and three months period ended 30 September 2004 and 2003 respectively.

Remark

Being the number of ordinary shares assumed to be in issue during the six months period and three months period ended 30 September 2003 calculated on the basis that 180,000,000 shares had been in issue throughout the period, comprising 1,000 shares in issue as at the prospectus date on 30 July 2004 and 179,999,000 shares issued pursuant to the Capitalization issue described in the prospectus of the Company on 5 August 2004.

由於截至二零零四年及二零零三年九月三十日止六個月期間及三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。

註

截至二零零三年九月三十日止六個月期間及三個月期間按假定期內已發行普通股股數為180,000,000股基準計算，當中包括於售股章程日期二零零四年七月三十日已發行之1,000股及根據本公司日期為二零零四年八月五日之售股章程所述資本化發行已發行之179,999,000股。

9. Fixed asset

9. 固定資產

		Leasehold Improvement 租賃裝修	Computer Equipment 電腦設備	Office Equipment 辦公室設備	Motor Vehicle 汽車	Total 總計
Cost	成本					
At 1 April 2004	於二零零四年四月一日	308	3,412	165	758	4,643
Addition	添置	-	3	2	-	5
Disposal	出售	-	-	(3)	-	(3)
		<u>308</u>	<u>3,415</u>	<u>164</u>	<u>758</u>	<u>4,645</u>
At 30 September 2004	於二零零四年九月三十日	308	3,415	164	758	4,645
Accumulated Depreciation	累計折舊					
At 1 April 2004	於二零零四年四月一日	161	2,977	117	388	3,643
Charge during the period	本期間費用	80	120	19	69	288
Written back on disposal	出售費用撥回	-	-	(1)	-	(1)
		<u>241</u>	<u>3,097</u>	<u>135</u>	<u>457</u>	<u>3,930</u>
At 30 September 2004	於二零零四年九月三十日	241	3,097	135	457	3,930
Net book value	賬面淨值					
At 30 September 2004	於二零零四年九月三十日	<u>67</u>	<u>318</u>	<u>29</u>	<u>301</u>	<u>715</u>
At 1 April 2004	於二零零四年四月一日	<u>147</u>	<u>435</u>	<u>48</u>	<u>370</u>	<u>1,000</u>

10. Trade Receivables

10. 應收貿易賬款

Aging analysis of trade receivable is as follows:

應收貿易賬款之賬齡分析如下：

		30 September 2004 二零零四年 九月三十日	31 March 2004 二零零四年 三月三十一日
0 to 30 days	0至30日	5,004	3,070
31 to 60 days	31至60日	-	28
61 to 90 days	61至90日	147	515
91 to 180 days	91至180日	4,394	6,934
Over 180 days but less than one year	180日以上但不超過一年	3,766	189
Over 1 year	超過一年	-	242
		<u>13,311</u>	<u>10,978</u>

The Group generally grants credit terms of 0 days to 90 days to its customers. Extended credit periods of approximately 90 to 270 days may be granted to customers with long terms business relationship and have good payment record.

本集團一般給予客戶0日至90日之信貸期。有長期業務關係及付款記錄良好之客戶可獲授90日至270日之延長信貸期。

11. Issued capital

The authorised issued and fully paid share capital of the Company is as follows:

11. 已發行股本

本公司之法定已發行及繳足股本如下：

		30 September 2004 二零零四年九月三十日		31 March 2004 二零零四年三月三十一日	
		Number of shares 股份數目	Total nominal value 總面值	Number of shares 股份數目	Total nominal value 總面值
		'000 千股	RMB '000 人民幣千元	'000 千股	RMB '000 人民幣千元
Authorised	法定	2,000,000	212,000	2,000,000	212,000
Issued and fully paid	已發行及繳足				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	255,000	27,030	-	-

12. Related party transactions

During the period, the Group entered into the following transactions with related parties:

12. 關連方交易

期內，本集團與關連方訂立之交易如下：

Name of related parties	關連方名稱	Nature of transactions	交易性質	Six months ended	
				30 September 2004 二零零四年	30 September 2003 二零零三年
Jiangxi Province Yi Sheng Software System Co., Ltd. ("Yi Sheng")	江西省易昇軟件系統有限公司(「易昇」)	Sales	銷售	-	299
The former shareholders of the A & K Education Software	行知教育軟件之前股東	Disposal of other investment	出售其他投資	-	1,400
Mr. Ye	葉先生	Amount due from a shareholder	應收股東款項	-	98

Notes:

- a. Mr. Peng Gang, being the director of the Company, is also the director and controlling shareholder (28.3% of the entire registered capital) of the related company. Mr. Shu, being one of the shareholders of the Company, was also a controlling shareholder (26.7% of the entire registered capital) of Yi Sheng. The directors are of the opinion that the transaction was conducted on normal commercial terms in the normal course of business at prices and terms not less than those charges to or contracted with other third parties.

附註：

- a. 彭剛先生為本公司董事，亦為該關連公司之董事及控股股東，持有其全部註冊股本之28.3%。舒先生為本公司股東，亦為易昇之控股股東，持有其全部註冊股本之26.7%。各董事認為，該項交易乃於正常業務過程中，按一般商業條款及不遜於給予其他第三方或與彼等簽訂之價格及條款進行。

- b. On 28 August 2003, the Group has disposed its entire unlisted investments of Jiangxi De Qiang Mechanic and Electric Information Technology Limited Liability Company to the former shareholders of the A & K Educational Software at cost.
- c. The amount due from a shareholder was unsecured, interest free and has no fixed term of repayment. Pursuant to a loan agreement dated 26 July 2003 entered into between Smart Elegant and Mr. Ye, Mr. Ye agreed to advance an interest-free loan of not more than HK\$950,000 to Smart Elegant and Smart Elegant agreed to procure A & K Educational Software to deposit with Mr. Ye or his nominee a sum of RMB1,070,000 its security provided that of Smart Elegant fails to repay the loan before 31 January 2004. Mr. Ye might apply the whole of the deposit to settle the amount due to him by Smart Elegant. The loan was used by the Group to pay the listing expenses. Mr. Ye advanced approximately HK\$917,306 (RMB972,345) to Smart Elegant on 29 August 2003 while A & K Educational Software deposited RMB1,070,000 to Mr. Ye on 5 August 2003. Thus, at Group have the net balance due from Mr. Ye as at 30 September 2003 was RMB97,655.
- b. 於二零零三年八月二十八日，本集團已按成本值將其於江西德強機電信息技術有限責任公司之全部非上市投資出售予行知教育軟件之前股東。
- c. 應收股東貸款乃無抵押、免息及並無固定還款期。根據Smart Elegant與葉先生於二零零三年七月二十六日簽訂之貸款協議，葉先生同意將不多於950,000港元之免息貸款墊款予Smart Elegant，而Smart Elegant同意促使行知教育軟件向葉先生或其代理人存入為數人民幣1,070,000元之款項作為抵押。倘Smart Elegant未能於二零零四年一月三十一日前償還貸款，葉先生可運用整筆存款以清付Smart Elegant所結欠之款項。該貸款是本集團用作支付上市費用。葉先生於二零零三年八月二十九日將約917,306港元(人民幣972,345元)墊款予Smart Elegant，而行知教育軟件於二零零三年八月五日向葉先生存入人民幣1,070,000元。因此於本集團而言，於二零零三年九月三十日應收葉先生之結餘淨額為人民幣97,655元。

13. Operating lease commitment

At 30 September 2004 and 31 March 2004, the Group had operating lease commitment in respect of land and building which fall due as follows:

13. 經營租賃承擔

於二零零四年九月三十日及二零零四年三月三十一日，本集團就土地及樓宇於下列期間到期之經營租賃承擔如下：

		At 30 September 2004 於二零零四年 九月三十日	At 31 March 2004 於二零零四年 三月三十一日
Within one year	一年內	171	219
In second to fifth years inclusive	第二至第五年 (包括首尾兩年)	5	28
		176	247

14. Approval of the condensed accounts

The condensed accounts were approved by the Board on 11 November 2004.

14. 核准簡明賬目

簡明賬目於二零零四年十一月十一日獲董事會核准。

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

For the six months ended 30 September 2004, the Group achieved a consolidated turnover of approximately RMB8.3 million, an increase of approximately 45.5% from approximately RMB5.8 million for the same period in 2003. The higher turnover for the six months period ended 30 September 2004 in compare to the corresponding period in 2003 mainly due the SAR outbreak in the PRC in 2003. The Group's customers, mainly primary and secondary school and Electronic Educational Units(電化教育館), ceased to place order during the period of the SAR outbreak. Therefore, the turnover for the 3 months period ended 30 September 2003 was significantly decreased. The Group obtained a normal demand pattern for the six months period ended 30 September 2004. In which, customer were placing their order for the new school term in August and September 2004. The Group's was recognized approximately RMB 4.4 million of turnover for the three months period ended 30 September 2004.

The Group had an increase of approximately 204% in sales of self-developed educational software from standard package basis because the Group received more orders from difference Electronic Educational Units. Approximately RMB1.3 million of turnover were generated outside Jiangxi Province for the six months period ended 30 September 2004 (30 September 2003: nil).

管理層討論及分析 財務回顧

截至二零零四年九月三十日止六個月，本集團錄得綜合營業額約人民幣8.3百萬元，較二零零三年同期約人民幣5.8百萬元上升約45.5%。截至二零零四年九月三十日止六個月之營業額較二零零三年同期高，主要歸因於在二零零三年中國爆發非典型肺炎疫症。本集團之客戶(主要為中小學及電化教育館)於非典型肺炎爆發期間內停止向本集團發出訂單，導致截至二零零三年九月三十日止三個月期間之營業額大幅下降。本集團於截至二零零四年九月三十日止六個月期間之產品及服務需求量得以回復正常，其中部份訂單乃客戶就二零零四年八月及九月之新學期而發出。本集團於截至二零零四年九月三十日止三個月期間確認了營業額約人民幣4.4百萬元。

本集團自行開發之教育軟件(以標準封包形式)之銷售額上升約204%，此乃基於本集團取得更多不同電化教育館之訂單。截至二零零四年九月三十日止六個月期間，本集團自江西省以外地區錄得營業額約人民幣1.3百萬元(二零零三年九月三十日：零)。

The distribution costs was decreased approximately 7.4%, RMB0.04 million for the six months period ended 30 September 2004 in compare with the corresponding period in 2003. It was because the Group had employed new sales staffs which have lower salary in compare with the resigned sales staffs. Since the amount of decrease was not material and the Group has improved its operating efficiency, the turnover for the six months period ended 30 September 2004 was not affected by the slightly decreased distribution costs. The administration expenses was increased approximately 62.4%, RMB0.34 million for the six months period ended 30 September 2004 in compare with the corresponding period in 2003 because the Group incurred more administration expenses for the listing of the Shares of the Company on GEM.

The earning per share was approximately RMB0.036 for the six months period ended 30 September 2004 which is double in compare to 2003 because the outbreak of SAR in 2003. A loss per share of approximately RMB0.003 was recorded for the second quarter ended 30 September 2003 while approximately RMB0.020 of earning per share for the same period in 2004.

The Group continues to be in a strong financial position. Cash and cash equivalents as at 30 September 2004 was approximately RMB33.6 million (31 March 2004: approximately RMB9.2 million). Apart from the net cash inflow from placing of shares in August 2004, the net cash inflow from operating and investing activities was approximately RMB1.7 million.

As at 30 September 2004, the Group did not have any charges on its assets.

截至二零零四年九月三十日止六個月期間之分銷成本較二零零三年同期下降約7.4%至人民幣0.04百萬元，原因為本集團新聘之銷售員工之薪金較已離職之銷售員工為低。由於所減少之金額屬微不足道，加上本集團亦已提升營運效益，故截至二零零四年九月三十日止六個月期間之營業額並未因分銷成本輕微下降而有所影響。截至二零零四年九月三十日止六個月期間之行政開支較二零零三年同期上升約62.4%至人民幣0.34百萬元，原因為本公司股份於創業板上市而產生更多行政開支。

截至二零零四年九月三十日止六個月期間之每股盈利約為人民幣0.036元，較二零零三年同期增加一倍，原因為於二零零三年爆發非典型肺炎。於截至二零零三年九月三十日止第二季度錄得每股虧損約人民幣0.003元，而於二零零四年同期則錄得每股盈利約人民幣0.020元。

本集團之財政狀況持續穩健。於二零零四年九月三十日之現金及現金等價物約為人民幣33.6百萬元（二零零四年三月三十一日：約人民幣9.2百萬元）。除於二零零四年八月進行配售股份之所得現金流入淨額外，經營業務及投資活動亦貢獻現金流入淨額共約人民幣1.7百萬元。

於二零零四年九月三十日，本集團並無任何資產抵押。

BUSINESS OUTLOOK

During the six months period ended 30 September 2004, the Group obtained increasing orders from Electronic Educational Units both inside and outside Jiangxi Province. The turnover was increased approximately 45.5% from approximately RMB5.8 million for the 6 months period end 30 September 2003 to approximately RMB8.3 million in 2004.

The Group's business objective is to be one of the major education software developers in the PRC. According to the CCID Report, the annual investment in PRC education software industry is expected to increase from approximately RMB3.9 billion in 2002 to approximately RMB8.6 billion in 2005, representing a compound annual growth rate of approximately 30.2%. The Directors believe that there are huge business opportunities in the PRC education software market available for the Group to explore.

In order to fulfill the Group's business objective, the Group plans to enhance the research and development work to keep abreast of the latest technological advancement and to explore the market trend. At present, the Group's major products focus on the tutorial aspects. The Directors expect that the Group's future new products will integrate with functions of school management to establish a complete network with comprehensive package of applications for schools and students. The Group also intends to develop other new software including, the Online teaching software, Internet safety software for school network and the supplemental teaching graphic tools software.

業務展望

於截至二零零四年九月三十日止六個月期間內，本集團自江西省內及以外地區之電化教育館取得之訂單數量均有所增加。營業額由截至二零零三年九月三十日止六個月期間約人民幣5.8百萬元，上升約45.5%至二零零四年之約人民幣8.3百萬元。

本集團之業務目標是成為中國主要教育軟件開發商之一。根據CCID報告，中國教育軟件業之每年投資額預期將由二零零二年約人民幣39億元增加至二零零五年約人民幣86億元，複合年增長率約為30.2%。董事相信，中國教育軟件市場存在龐大商機可供本集團開拓。

為求達到本集團之業務目標，本集團研究及開發部亦不斷跟上最新之科技發展，務求把握市場趨勢。現時，本集團之主要產品集中於教材方面。董事現時預期本集團未來之新產品將與學校管理職能結合，以建立一套設有供學校及學生使用、提供全面應用系統組合之完整網絡。此外，本集團擬發展其他新軟件，其中包括網上教學軟件、供學校網絡使用之互聯網保安軟件以及輔助教學繪圖工具軟件。

The Directors believe that the Group has established a strong presence in Jiangxi Province in the PRC. In order to become a national education software developer, the Group intends to further expand its sales and marketing network to the major provinces and cities in the PRC. A representative office was opened in Beijing in August 2004.

The Directors' present intention is to establish a new testing and training centre which will have the latest testing software, such as Codetest, Visual test and Cantata++, to test the program code of its products and to provide training services to the end-users of the Group's products.

In order to enhance the Group's productivity, the Directors' present intention is going to upgrade its equipment and IT infrastructure.

董事相信，本集團已在中國江西省建立鞏固據點。為了成為全國教育軟件開發商，本集團擬將銷售及市場推廣網絡進一步擴充至中國主要省份及城市。於北京之代表辦事處已於二零零四年八月開幕。

董事目前擬成立一間新測試及培訓中心。此新測試及培訓中心將設有最新之測試軟件，例如Codetest、Visual test及Cantata++等，以測試產品之程式內碼及為本集團產品之最終用戶提供培訓服務。

為了提升本集團之生產力，董事現正計劃為其設備及資訊科技基建升級。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 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 ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零零四年九月三十日，本公司之董事（「董事」）及主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份（「股份」）中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益及淡倉，或根據創業板上市規則第5.46至5.67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	Nature of Interest 權益性質		No. of Shares 股份數目	Percentage of shareholding 持股百分比
Mr. Peng Gexiong 彭格雄先生	Interest of a controlled corporation 受控制法團權益	(Note 1) (附註1)	141,120,000	55.34%
Mr. Wang Chaoju 汪超駒先生	Interest of a controlled corporation 受控制法團權益	(Note 2) (附註2)	2,880,000	1.13%

Notes:

- (1) These Shares are registered in the name of and beneficially owned by Educators Investment Limited ("Educators Investment"). Educators Investment is legally and beneficially owned as to 97.7% by Mr. Peng Gexiong, as to 1.28% by Mr. Shu Fan, as to 0.61% by Mr. Zeng Ruihong and as to 0.41% by Mr. Su Wenbo. By virtue of his 97.7% direct interest in Educators Investment, Mr. Peng Gexiong is deemed or taken to be interested in the 141,120,000 Shares held by Educators Investment for the purposes of the SFO.
- (2) These Shares are registered in the name of and beneficially owned by Modern Precise Limited ("Modern Precise"), the entire issued share capital of which is registered in the name of and beneficially owned by Mr. Wang Chaoju. Under the SFO, Mr. Wang is deemed to be interested in all the Shares held by Modern Precise.

附註：

- (1) 該等股份以Educators Investment Limited ([Educators Investment])名義登記並實益擁有。Educators Investment分別由彭格雄先生、舒凡先生、曾瑞洪先生及蘇文波先生合法及實益擁有97.7%、1.28%、0.61%及0.41%。由於彭格雄先生擁有Educators Investment 97.7%之直接權益，根據證券及期貨條例，彼被視為或認為擁有Educators Investment持有之141,120,000 股股份之權益。
- (2) 該等股份以Modern Precise Limited ([Modern Precise])名義登記並實益擁有。Modern Precise 之全部已發行股本以汪超駒先生名義登記並實益擁有。根據證券及期貨條例，汪先生被視為擁有Modern Precise持有之全部股份之權益。

(b) Associated corporations – interests in Shares

(i) Long positions in the shares of HK\$0.10 each in the capital of Educators Investment (the "Educators Shares"), an associated corporation (within the meaning of the SFO) of the Company

(b) 相聯法團 – 股份權益

(i) 本公司一家相聯法團(定義見證券及期貨條例) Educators Investment股本中每股面值0.10港元之股份(「Educators股份」)之好倉

Name of Director	Type of Interest	Number of Educators Shares held	Approximate percentage holding of Educators Shares
董事名稱	權益類別	所持Educators股份數目	Educators股份持股量之概約百分比
Mr. Peng Gexiong 彭格雄先生	Beneficial 實益	9,770	97.7%

(ii) Long positions in the shares of HK\$0.10 each in the capital of Modern Precise (the "Modern Precise Shares"), an associated corporation (within the meaning of the SFO) of the Company

(ii) 本公司一家相聯法團(定義見證券及期貨條例) Modern Precise股本中每股面值0.10港元之股份(「Modern Precise股份」)之好倉

Name of Director	Type of Interest	Number of Modern Precise Shares held	Approximate percentage holding of Modern Precise Shares
董事名稱	權益類別	所持Modern Precise股份數目	Modern Precise股份持股量之概約百分比
Mr. Wang Chaoju 汪超駒先生	Beneficial 實益	1	100%

Save as disclosed above, as at 30 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 associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO), or 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 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零零四年九月三十日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉)，或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據創業板上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

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

So far as is known to any Director or chief executive of the Company, as at 30 September 2004, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO, and 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 member of this Group:

根據證券及期貨條例擁有須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零零四年九月三十日，下列人士（上文所披露之本公司董事或主要行政人員除外）於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之權益或淡倉及直接或間接擁有任何類別附有可在一切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%或以上權益：

Long positions in shares

股份之好倉

Name 名稱	Nature of Interest 權益性質		Number of Shares 股份數目	Percentage of shareholding 持股百分比
Educators Investment	Beneficial owner 實益擁有人		141,120,000	55.34%
Ms. Li Qin 李琴女士	Family 家族	(Note 1) (附註1)	141,120,000	55.34%
Mr. Ye Jinxing 葉金興先生	Beneficial owner 實益擁有人		36,000,000	14.12%
Ms. Wang Chun Ning 王春玲女士	Family 家族	(Note 2) (附註2)	36,000,000	14.12%

Notes:

附註：

- Under the SFO, Ms. Li Qin, spouse of Mr. Peng Gexiong, is deemed to be interested in the Shares.
- Under the SFO, Ms. Wang Chun Ning, spouse of Mr. Ye Jinxing is deemed to be interested in the Shares.

- 根據證券及期貨條例，鑑於李琴女士為彭格雄先生之配偶，故此被視為持有股份之權益。
- 根據證券及期貨條例，鑑於王春玲女士為葉金興先生之配偶，故此被視為持有股份之權益。

Save as disclosed herein, as at 30 September 2004, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO or, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital (including options in respect of such capital) carrying rights to vote in all circumstances at general meetings of any other members of the Group.

SPONSOR'S INTEREST

Pursuant to a sponsor agreement dated 30 July 2004 entered into between the Company and Kingsway Capital Limited (the "Sponsor"), the Sponsor has been appointed as the retained sponsor of the Company for the period ending 31 March 2007 (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 30 September 2004.

Save as disclosed above, the sponsor had no other interest in the Company as at 30 September 2004.

除本報告所披露者外，本公司並不知悉有任何人士(本公司之董事或主要行政人員除外)於二零零四年九月三十日於股份中擁有根據證券及期貨條例第336條必須向本公司披露之權益或淡倉，或直接或間接擁有任何類別附有可在一切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(包括可認購該等股本之期權)面值10%或以上權益。

保薦人權益

根據本公司與滙富融資有限公司(「保薦人」)於二零零四年七月三十日訂立之保薦人協議，保薦人已獲委任為本公司至二零零七年三月三十一日(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，於二零零四年九月三十日，保薦人或其任何董事、僱員或聯繫人士(見創業板上規則第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，亦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，於二零零四年九月三十日，保薦人概無於本公司擁有任何其他權益。

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

For the six months period ended 30 September 2004, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

COMPETING INTERESTS

For the six months period ended 30 September 2004, 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 since its Listing.

SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 September 2004. The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.62 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the six months ended 30 September 2004.

購買、出售或贖回本公司上市股份

截至二零零四年九月三十日止六個月期間，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。

競爭權益

截至二零零四年九月三十日止六個月期間，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

本公司於自上市後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。

董事進行證券交易

截至二零零四年九月三十日止六個月期間內，本公司已就董事進行證券交易採納一套不低於創業板上市規則第5.48至第5.62條所載之標準交易守則所訂標準之守則。本公司亦已向各董事作出特定查詢，而本公司確認並不知悉於截至二零零四年九月三十日止六個月期間內任何時間未有遵守該守則及標準交易守則所訂標準之任何事項。

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 three independent non-executive Directors of the Company, namely Messrs Jiang Minghe, Law Chi Yuen and Cheng Yun Ming Matthew.

The Group's draft unaudited financial statements for the six months period ended 30 September 2004 have been reviewed and commented by the audit committee members.

As at the date of this report, the Board comprises the follow directors:

Executive directors:

Mr. Peng Gexiong (*Chairman*)
Mr. Wang Chaoju
Mr. Peng Gang

Independent non-executive directors:

Mr. Jiang Minghe
Mr. Law Chi Yuen
Mr. Cheng Yun Ming, Matthew

By order of the Board

A & K Educational Software Holdings Limited
Peng Gexiong
Chairman

China, 11 November 2004

* for identification purpose only

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申報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事蔣鳴和先生、羅志遠先生及鄭潤明先生所組成。

本集團截至二零零四年九月三十日止六個月期間之未經審核財務報表文稿已由審核委員會成員審閱並由其對此作出意見。

於本報告日期，董事會成員包括以下董事：

執行董事：

彭格雄先生(主席)
汪超駒先生
彭剛先生

獨立非執行董事：

蔣鳴和先生
羅志遠先生
鄭潤明先生

承董事會命

A & K 教育軟件控股有限公司*
主席
彭格雄

中國，二零零四年十一月十一日

* 僅供識別