



GOLDING SOFT LIMITED

(Incorporated in the Cayman Islands with limited liability)



interim report 2004/2005



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

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This report, for which the directors (the “Directors”) of Golding Soft Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. 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.



HIGHLIGHTS

The turnover of the Group for the six months ended 31 December 2004 was approximately RMB25.1 million, representing an increase in 118.3% as compared with the corresponding period in 2003.

The unaudited loss from operating activities attributable to shareholders of the Group for the six months ended 31 December 2004 was approximately RMB13.7 million as compared with the unaudited loss from operating activities attributable to shareholders of the Group of approximately RMB9.2 million for the corresponding period in 2003.

The loss per share was RMB1.37 cents for the six months ended 31 December 2004.



RESULTS

The board of Directors (the “Board”) is pleased to announce the unaudited results of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 31 December 2004, together with the unaudited comparative figures for the corresponding periods in 2003 as follows:

UNAUDITED CONSOLIDATED INCOME STATEMENT

	Notes	Three months ended 31 December		Six months ended 31 December	
		2004 (Unaudited) RMB'000	2003 (Unaudited) RMB'000	2004 (Unaudited) RMB'000	2003 (Unaudited) RMB'000
Turnover	2	15,499	5,615	25,136	11,516
Cost of sales		(15,448)	(5,489)	(24,585)	(9,494)
Gross profit		51	126	551	2,022
Other revenue		11	60	39	223
Distribution costs		(1,565)	(1,445)	(3,228)	(2,488)
Administrative expenses		(1,975)	(1,867)	(4,430)	(4,272)
Other operating expenses		(4,436)	(4,469)	(6,580)	(4,742)
Loss before tax	4	(7,914)	(7,595)	(13,648)	(9,257)
Tax	5	(3)	(1)	(4)	(1)
Loss before minority interests		(7,917)	(7,596)	(13,652)	(9,258)
Minority interests		(2)	3	(6)	31
Net loss from ordinary activities attributable to shareholders		(7,919)	(7,593)	(13,658)	(9,227)
Loss per share					
– Basic (RMB)	6	(0.79) cents	(0.76) cents	(1.37) cents	(0.92) cents



CONSOLIDATED BALANCE SHEET

	Notes	31 December 2004 (Unaudited) RMB'000	30 June 2004 (Audited) RMB'000
NON-CURRENT ASSETS			
Fixed assets		11,338	13,160
Goodwill		412	468
		11,750	13,628
CURRENT ASSETS			
Trade receivables	7	2,256	340
Prepayments, deposits and other receivables		514	2,281
Inventories		4,076	1,955
Cash and bank balances		6,335	38,784
Time deposits		46,884	24,795
Pledged deposits		4,000	-
		64,065	68,155
CURRENT LIABILITIES			
Trade payables	8	1,002	-
Bills payables		7,000	-
Other payables and accruals		4,674	4,306
Due to related companies		774	1,460
		13,450	5,766
NET CURRENT ASSETS		50,615	62,389
TOTAL ASSETS LESS CURRENT LIABILITIES		62,365	76,017
MINORITY INTERESTS		516	510
		61,849	75,507
CAPITAL AND RESERVES			
Share capital		10,500	10,500
Reserves		51,349	65,007
		61,849	75,507



UNAUDITED CONDENSED CASH FLOW STATEMENT

For the six months
ended 31 December

	2004 (Unaudited) RMB'000	2003 (Unaudited) RMB'000
Net cash outflow from operating activities	(6,358)	(6,005)
Net cash outflow from investing activities	(2)	(1,150)
Net decrease in cash and cash equivalents	(6,360)	(7,155)
Cash and cash equivalents at beginning of the period	63,579	84,271
Cash and cash equivalents at end of the period	57,219	77,116
Analysis of the balances of cash and cash equivalents:		
Cash and bank balances	6,335	50,287
Non-pledged time deposits with original maturity of less than three months when acquired	46,884	26,829
Time deposits with original maturity of less than three months when acquired, pledged as security for bank facilities	4,000	-
	57,219	77,116



UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 December 2004

	Share capital	Share premium account	Statutory reserve	Retained profits	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 July 2004	10,500	40,026	414	24,567	75,507
Loss for the period	–	–	–	(13,658)	(13,658)
At 31 December 2004	10,500	40,026*	414*	10,909*	61,849
At 1 July 2003	10,500	40,026	414	46,169	97,109
Loss for the period	–	–	–	(9,227)	(9,227)
At 31 December 2003	10,500	40,026*	414*	36,942*	87,882

* These reserve accounts comprise the consolidated reserves of RMB51,349,000 (31 December 2003: RMB77,382,000) in the consolidated balance sheet.



Notes:

1. Group reorganisation and basis of presentation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 28 August 2001 under the Companies Law of the Cayman Islands. On 8 February 2002 (date of listing), the shares of the Company were successfully listed on the GEM.

The unaudited consolidated interim financial statements of the Group have been prepared in accordance with the Statement of Standard Accounting Practice 25 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements set out in Chapter 18 of The Rules Governing the Listing of Securities of the Growth Enterprise Market (“GEM Listing Rules”) on the Stock Exchange.

The accounting policies adopted in the preparation of the unaudited consolidated interim financial statements of the Group are consistent with those adopted by the Group in its annual audited financial statements for the year ended 30 June 2004.

All significant intercompany transactions and balances within the Group are eliminated in the preparation of the consolidated financial statements.

2. Turnover

Turnover represents the net invoiced value of goods sold and services rendered, after allowances for returns and trade discounts, where applicable. An analysis of the Group’s turnover is as follows:

	Six months ended	
	31 December	
	2004	2003
	RMB’000	RMB’000
ODM and proprietary packaged software	1,330	2,150
System solutions	23,806	9,366
Total	25,136	11,516



3. Segmental information

Business segments

	For the six months ended 31 December 2004		
	ODM and proprietary packaged software RMB'000	System solutions RMB'000	Consolidated RMB'000
REVENUE			
External sales	1,330	23,806	25,136
Segment results	145	16	161
Interest income			39
Unallocated corporate expenses			(13,848)
Loss before tax			(13,648)
Tax			(4)
Loss before minority interests			(13,652)
Minority interests			(6)
Net loss from ordinary activities attributable to shareholders			(13,658)



	For the six months ended 31 December 2003		
	ODM and proprietary packaged software RMB'000	System solutions RMB'000	Consolidated RMB'000
<hr style="border-top: 1px dashed #ccc;"/>			
REVENUE			
External sales	2,150	9,366	11,516
Segment results	302	197	499
Interest income			223
Unallocated corporate expenses			(9,979)
Loss before tax			(9,257)
Tax			(1)
Loss before minority interests			(9,258)
Minority interests			31
Net loss from ordinary activities attributable to shareholders			(9,227)

Geographical segments

More than 90% of the Group's turnover, loss from operations and assets are derived from/situated in the PRC. Accordingly, no geographical segments are presented.



4. Loss before tax

The Group's loss before tax is arrived at after charging/(crediting):

	Three months ended		Six months ended	
	31 December		31 December	
	2004	2003	2004	2003
	RMB'000	RMB'000	RMB'000	RMB'000
Cost of inventories sold/services provided*	15,448	5,489	24,585	9,494
Amortisation of goodwill	28	–	56	17
Depreciation	1,100	636	1,825	1,271
Interest income	(11)	(60)	(39)	(210)

* Included above was depreciation amounting to RMB256,000 (six months ended 31 December 2003: RMB221,000).

5. Tax

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits in Hong Kong during the period under review. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

There was no unprovided deferred tax in respect of the period and as at the balance sheet date (31 December 2003: Nil).

6. Loss per share

The calculation of basic loss per share is based on the loss for the three months and six months ended 31 December 2004 of approximately RMB7.9 million and RMB13.7 million respectively (loss for the three months and six months ended 31 December 2003: RMB7.6 million and RMB9.2 million respectively) and the 1,000,000,000 ordinary shares in issue during the three months and six months ended 31 December 2004 (three months and six months ended 31 December 2003: 1,000,000,000).

Diluted loss per share for the three months and six months ended 31 December 2004 and 2003 have not been disclosed as no potential ordinary shares or diluting events existed during these periods.



7. Trade receivables

The Group's trading terms with its customers are mainly on credit. The credit terms given to customers vary and are generally based on the financial strength of individual customers (15 days to 45 days). The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management.

An aging analysis of the trade receivables as at the balance sheet date, based on invoice date is as follows:

	31 December 2004 RMB'000	30 June 2004 RMB'000
Within 1 month	1,479	130
1 to 2 months	237	–
2 to 3 months	424	82
Over 3 months	116	128
	2,256	340

8. Trade payables

An aging analysis of the trade payables as at the balance sheet date, based on invoice date, is as follows:

	31 December 2004 RMB'000	30 June 2004 RMB'000
Within 1 month	1,002	–



INTERIM DIVIDEND

The Board does not propose the payment of an interim dividend for the six months ended 31 December 2004 (six months ended 31 December 2003: Nil).

FINANCIAL REVIEW

The Group recorded a turnover of approximately RMB25.1 million for the six months ended 31 December 2004, representing an increase of 118.3% as compared to the corresponding period in 2003. The incline in turnover was directly attributable to the six months operations carried out by a subsidiary, Jiangxi Jinlixin Technology Co., Ltd (“Jinlixin”) in the current period as Jinlixin was acquired on 1 September 2003. The gross profit margin decreased to approximately 2.2% from 17.6% as compared to the corresponding period in last year. The decrease in gross profit margin was mainly due to the significant decrease in turnover of high profit margin segment, ODM and proprietary packaged software, and the decrease in average gross profit margin recorded from system solutions segment. The increase in other operating expenses was mainly due to the increase in the research and development cost during the period under review for further strengthening in the core competence of the Group.

Liquidity and financial resources

The Group generally finances its operation by the net proceeds from the public listing on 8 February 2002 (date of listing). As at 31 December 2004, the Group had cash and bank balances amounting to a total of approximately RMB57 million (30 June 2004: RMB64 million) and the Group had net current assets of approximately RMB51 million (30 June 2004: RMB62 million).

With these resources, the Board is confident that the Group has adequate capital resources to finance its operations.

Charges on the Group's asset

Except for certain pledged deposits of RMB4,000,000 as security for banking facilities as at 31 December 2004, the Group did not have any charges on its assets for the period ended 31 December 2004 and 2003.

**Gearing ratio**

As at 31 December 2004, the Group's gearing ratio as a percentage for bank borrowing and bills payable over total assets was about 9.2% (31 December 2003: Nil).

Material acquisitions and disposals of subsidiaries and affiliated companies

The Group had no material acquisitions or disposals of subsidiaries and affiliated companies during the six months ended 31 December 2004 and 2003.

Treasury policies and capital structure

Any surplus fund derived from operating activities will be strategically placed in savings account which secures the Group's liquidity position in meeting its daily operating needs.

Exposure to exchange rate risks

During the six months ended 31 December 2004 and 2003, the Group conducted its business transactions principally in US Dollars or Renminbi, all of which were relatively stable during the year under review. The Group did not employ any financial instruments for hedging purposes as the exchange rate risks of the Group is considered to be minimal.

Contingent liabilities

As at 31 December 2004, the Group did not have any significant contingent liabilities.

Details of future plans for material investment or capital assets

At present, the Group has no future plan for material investment or capital assets other than those mentioned in the prospectus dated 31 January 2002 (the "Prospectus").



Employee and remuneration policies

The total number of full-time employee in the Group was 150 at 31 December 2004 (30 June 2004: 133). The Group remunerated its employee on the basis of performance, experience, and the prevailing industry practice.

To maintain the standard of Group's services and for staff development, the Group provided comprehensive training programs for its staff.

The Group had adopted a share option scheme whereby certain employee may be granted options to acquire shares.

BUSINESS REVIEW

During the period under review, the Group continued its business model comprising three inter-related and synergistic business, namely provision of ODM and proprietary packaged software and system solutions, backed by an extensive library of software modules which can be customized to suit specific industries.

During the period under review, the Group has been actively involved in bidding a number of IT projects from municipal agencies in Jiangxi province, the PRC. The Group also advertised in major IT magazines, issued press releases, and conducted seminars jointly with leading universities in the PRC and product training for authorized agents and alliance partners to increase publicity.

Though the global economic recovery accelerated in the current period, the competitions in the IT industry remain intense because of the conservative decision-making behaviors of the corporations. As a result, it is still challenging for the Group to secure its market share by timely market and product re-positioning in the nearly future.



RESEARCH AND DEVELOPMENT

During the period under review, the Group has completed the development of specific logistical system software for large enterprises especially in the logistic industry.

In addition, the Group has commenced development of Zee Web 5.0 Platform, and Interoffice 5.0 platform so as to upgrade its packaged software.

OUTLOOK

Looking ahead, the Group expects the global economic environment will continue to improve in 2005. However, as the IT environment is highly changeable and unpredictable, the Group will proceed with caution strategy. The management will therefore continuously monitor and evaluate the environmental opportunities and the Group's strengths on a timely basis so as to respond to the everchanging IT environment promptly.

Finally, the Group will continue to invest in research and development so as to adapt to the highly changeable and unpredictable IT environment and meet the customers' requirement.



COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

	Business objectives as stated in the Prospectus	Actual business progress
Sales and marketing	<ol style="list-style-type: none">1. to set up a subsidiary/branch office in each of Xi'an City, Dalian City and Qingdao City, the PRC.2. to advertise and promote the Group's packaged software, in particular, Zee Web 4.0 and interoffice 4.0 through<ol style="list-style-type: none">(i) the Group's authorized agents and alliance partners;(ii) direct marketing by the Group's sales and marketing team; and(iii) attending or organizing conferences and seminars.3. to appoint more authorized agents and alliance partners to enhance the distribution network of the Group.	<p>The plans to set up a subsidiary/branch office in these cities were still in progress.</p> <p>The advertisement and promotion activities were carried out as planned.</p> <p>Additional authorized agents and alliance partners were appointed in the PRC to enhance the distribution network of the Group.</p>



Business objectives

as stated in the Prospectus

Actual business progress

Research and development

- | | | |
|----|---|---|
| 1. | to evaluate opportunities to establish co-operation arrangements with other educational institutions/ business partners in East Asia and North America. | Discussion with a potential US technology vendor to become a strategic partner of the Company was still in progress. |
| 2. | to commence and complete development of Zee Web 5.0 platform and Interoffice 5.0 platform. | The Group started to commence the development of Zee Web 5.0 Platform and Interoffice 5.0 platform. |
| 3. | to commence development of certain industrial specific applications software. | Specific software for logistic industry was developed. |
| 4. | to complete construction of the second building (with a gross floor area of approximately 5,000 sq.m. in Nanchang City, the PRC under the Group's enhancement of research and development plan) for use as its research and development centre. | The construction plan to build second building was not commenced as the existing research and development centre is still not operating at full capacity. |



	Business objectives as stated in the Prospectus	Actual business progress
Quality assurance and award	<ol style="list-style-type: none">1. to formalize the Group's software development process in compliance with CMM level 5 standards.	The Group was not certified as CMM level 3 so that formalization of the Group's software development process in compliance with CMM level 5 has not yet started. The Group is now trying to formalize its software development process to attain CMM level 3 standards in the near future.
Acquisitions	<ol style="list-style-type: none">1. to evaluate opportunities for possible mergers and acquisitions in North America and/or East Asia which will complement the Group's businesses.	The Group acquired an IT company, Jinlixin, for the expansion of the system solutions market.



USE OF PROCEEDS FROM THE PLACING OF NEW SHARES

During the period from 8 February 2002 (date of listing) to 31 December 2004, the Group incurred the following amounts to achieve the business objectives as set out in the Prospectus:

Schedule of use of proceeds	Amount disclosed in the Prospectus (HK\$million)	Actual amount used up to 31 December 2004 (HK\$million)
Research and development	22.0	16.0
Establishment of branch offices	10.0	3.8
Improvement of Group's quality assurance system	10.0	4.5
Acquisition of IT companies	20.0	1.1
For general working capital	4.0	24.6
Total	66.0	50.0

Use of proceeds was lower than the estimation made in the Prospectus by approximately HK\$16 million. The difference was due to the fact that the Group intended to carry out its business objectives as stated in the Prospectus in a slower pace in order to minimize the business risks arising from the uncertainties in the global economic environment. As a result, the rate of applications of proceeds had been slowed down. The deviations of use of proceeds from the initial public offering compared to that as stated in the Prospectus were disclosed in the annual reports of the Company for the years ended 30 June 2002, 30 June 2003, and 30 June 2004, and the interim report of the Company for the six months ended 31 December 2002 and 31 December 2003.



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES

As at 31 December 2004, the interests and short positions of the Directors and the chief executive of the Company in shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV 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 required, pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in shares

Shares

Director	Number of ordinary shares held			Approximate percentage of the issued share capital of the Company
	Directly beneficially owned	Through controlled corporation	Total	
Mr. Wen Ruifeng ("Mr. Wen")*	46,390,000	3,740,000	50,130,000	5.01
Mr. Xin Qian ("Mr. Xin")**	85,480,000	3,740,000	89,220,000	8.92
Mr. Li Jiahui ("Mr. Li")	189,000,000	–	189,000,000	18.90



- * Mr. Wen resigned as Director with effect from 6 February 2005.

- ** the term of service of Mr. Xin with the Company pursuant to the service agreement (“Service Agreement”) date 24 January 2002 was terminated with effect from 6 February 2005 and he resigned as Director of the Company with effect from 6 February 2005 in accordance with the terms of the Service Agreement.

Save as disclosed above, as at 31 December 2004, none of the Directors or their associates as well as the chief executive of the Company, had any interests or short positions in shares of the Company or its 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 have taken or deemed to have taken under 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 required by the GEM Listing Rules to be notified to the Company and the Stock Exchange.



SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON'S INTERESTS IN SHARES

At 31 December 2004, the persons who have interests in shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or have otherwise notified to the Company were as follows:

Long position in shares of the Company

Name	Number of shares held	Capacity	Approximate percentage of the issued share capital of the Company
Cytech Investment Limited ("Cytech Investment") (Note 1)	312,000,000	Beneficial owner	31.20
Benep Management Limited ("Benep") (Note 1)	312,000,000	Through controlled corporation	31.20
Cytech Software Limited ("Cytech") (Note 1)	312,000,000	Through controlled corporation	31.20
Hebe Finance Limited ("Hebe") (Note 2)	312,000,000	Through controlled corporation	31.20
Pioneer Idea Finance Limited ("Pioneer") (Note 2)	312,000,000	Through controlled corporation	31.20
Mr. Huang Quan ("Mr. Huang") (Note 2)	312,000,000	Through controlled corporation	31.20
Mr. Li	189,000,000	Beneficial owner	18.90
Mr. Wen	50,130,000	Through controlled corporation and directly beneficially owned	5.01
Mr. Wen Weifeng	59,490,000	Beneficially owned	5.95
Mr. Xin	89,220,000	Through controlled corporation and directly beneficially owned	8.92



Notes:

1. The 312,000,000 shares are registered in the name of Cytech Investment. Cytech Investment is a wholly-owned subsidiary of Benep, which is in turn a wholly-owned subsidiary of Cytech, a company whose shares are listed on the Main Board of the Singapore Exchange Securities Trading Limited. Accordingly, each of Cytech and Benep is interested in all the shares in which Cytech Investment is interested pursuant to the SFO.
2. The issued share capital of Cytech is owned as to approximately 25.00% and 28.31% by Hebe and Pioneer respectively. The issued share capital of Hebe and Pioneer are wholly-owned by Mr. Huang. Accordingly, each of Hebe, Pioneer and Mr. Huang is deemed to be interested in all the shares in which Cytech is interested pursuant to the SFO.

Save as disclosed above, as at 31 December 2004, the Company has not been notified of any other person (other than a Director or the chief executive of the Company) having an interest or short position in shares of Company representing 5% or more of the issued share capital of the Company.

COMPETING INTEREST

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 any business which competed or might compete with the business of the Group.

PURCHASE, SALES AND REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.

CORPORATE GOVERNANCE

During the period under review, the Company has complied with the corporate governance matters as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.



SHARE OPTION SCHEME

The share option scheme of the Company (“Post-IPO Scheme”) was approved and adopted on 24 January 2002. The principal purpose of the Post-IPO Scheme is to enable the Company to grant options to selected persons as incentives and rewards for their contribution to the Group.

As at 31 December 2004, no option has been granted or agreed to be granted under the Post-IPO Scheme.

AUDIT COMMITTEE

The audit committee was established in accordance with the requirements of the GEM Listing Rules on 24 January 2002 and comprised three independent non-executive Directors, Mr. Chan Ngai Sang, Kenny, Mr. Chan Kin Sang and Mr. Xing Fengbing. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group and to provide advice and comments to the Board. The audit committee has reviewed and approved this interim results announcement.

By Order of the Board
Golding Soft Limited
Li Jiahui
Chairman

Hong Kong, 14 February 2005

As at the date of this report, the Board is composed of Mr. Li Jiahui and Mr. Huang Boqi as executive Directors, Mr. Gao Junhua as non-executive Director, Mr. Chan Ngai Sang, Kenny, Mr. Chan Kin Sang and Mr. Xing Fengbing as independent non-executive Directors.