



南京三寶科技股份有限公司

NANJING SAMPLE TECHNOLOGY COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)



2004

ANNUAL REPORT

* for identification purpose only

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。尤其在創業板上市的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，並應經過審慎周詳的考慮後方可作出投資決定。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資深投資者。

由於創業板上市公司新興之性質所致，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的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的互聯網網頁刊登。上市公司毋須在憲報指定報章刊登付款公告披露資料。因此，有意投資的人士應注意彼等須閱覽創業板網頁，以便取得創業板上市發行人的最新資料。

聯交所對本年報之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本年報全部或任何部分內容而產生或因依賴等內容而引致之任何損失承擔任何責任。

本年報乃遵照聯交所創業板證券上市規則(「創業板上市規則」)之規定而提供有關南京三寶科技股份有限公司(「本公司」)之資料，本公司各董事願就本年報共同及個別承擔全部責任。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：(i) 本年報所載之資料在各重大方面均屬準確及完整，且無誤導成份；(ii) 本年報並無遺漏任何事實致使本年報所載任何聲明產生誤導；及(iii) 本年報內所表達之一切意見乃經審慎周詳考慮後始行發表，並以公平合理之基準和假設為依據。

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

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

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

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

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

This annual report, for which the directors of NANJING SAMPLE TECHNOLOGY COMPANY LIMITED* (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) 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.

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執行董事

沙敏先生 (董事長)
常勇先生
郭亞軍先生

非執行董事

趙竟成先生
張銀千先生
趙文先生
朱德祥先生

獨立非執行董事

張展先生
王煒先生
劉石佑先生

監事

田濤先生
孫懷東先生
杜瑾女士

獨立監事

戴建軍先生
馬林萍女士

合資格會計師

陳慧慧女士 CPA, ACCA

公司秘書

陳慧慧女士 CPA, ACCA

審核委員會

張展先生
王煒先生
劉石佑先生

監察主任

郭亞軍先生

授權代表

郭亞軍先生
陳慧慧女士 CPA, ACCA

規章顧問

京華山一企業融資有限公司

EXECUTIVE DIRECTORS

Mr. Sha Min (Chairman)
Mr. Chang Yong
Mr. Guo Ya Jun

NON-EXECUTIVE DIRECTORS

Mr. Zhao Jing Cheng
Mr. Zhang Yin Qian
Mr. Zhao Wen
Mr. Zhu De Xiang

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Zhan
Mr. Wang Wei
Mr. Lau Shek Yau John

SUPERVISORS

Mr. Tian Tao
Mr. Sun Huai Dong
Ms. Du Jin

INDEPENDENT SUPERVISORS

Mr. Dai Jian Jun
Ms. Ma Lin Ping

QUALIFIED ACCOUNTANT

Ms. Chan Wei Wei CPA, ACCA

COMPANY SECRETARY

Ms. Chan Wei Wei CPA, ACCA

AUDIT COMMITTEE

Mr. Zhang Zhan
Mr. Wang Wei
Mr. Lau Shek Yau John

COMPLIANCE OFFICER

Mr. Guo Ya Jun

AUTHORISED REPRESENTATIVES

Mr. Guo Ya Jun
Ms. Chan Wei Wei CPA, ACCA

COMPLIANCE ADVISER

Core Pacific - Yamaichi Capital Limited

法律顧問

萬盛國際律師事務所

LEGAL ADVISERS

Mallesons Stephen Jaques

核數師

德勤 • 關黃陳方會計師行
執業會計師

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants

主要往來銀行

中國工商銀行
南京市新街口支行
中國江蘇省
南京市漢中路95號

PRINCIPAL BANKERS

Industrial and Commercial Bank of China
(Nanjing Xinjiekou Branch)
95 Hanzhong Road, Nanjing City
Jiangsu Province, the PRC

香港H股過戶登記處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716室

HONG KONG H SHARES REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shop 1712-1716, 17th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

註冊辦事處

中國江蘇省
南京市高新技術開發區
軟件創業中心1號樓103室

REGISTERED OFFICE

Room 103, Building No. 1, Ruan Jian Chuang Ye Zhong Xin,
High Technology Development Region,
Nanjing City, Jiangsu Province, the PRC

總辦事處及中國主要營業地點

中國江蘇省
南京市栖霞區
黃莊路1號馬群科技園

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Maqun Technology Park, 1 Huangzhuang Road,
Qixia District, Nanjing City,
Jiangsu Province, the PRC

香港主要營業地點

香港中環
金融街8號
國際金融中心二期37樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

37/F, Two International Finance Centre,
8 Finance Street,
Central, Hong Kong

股票編號

8287

STOCK CODE

8287



沙敏
董事長
Sha Min
Chairman

本人謹代表本公司董事會（「董事會」）欣然提呈本公司，與其附屬公司合稱（「本集團」）於二零零四年六月九日在聯交所創業板上市後的第一份年度報告，以供股東省覽。

二零零四年是公司跨進新里程的一年，除本公司成功上市外，配合公司業務的不斷拓展，本公司已於年內順利遷入中國江蘇省南京市栖霞區馬群科技園，本公司在業務推進、盈利模式構建、企業文化建設等各方面也取得長足進步。二零零四年，在中國政府實施火炬計劃十五週年之際，公司被科技部授予「火炬計劃優秀高新技術企業」稱號，並成功入選德勤•關黃陳方會計師行主辦的「亞太地區高科技高成長500強」，足以證明公司於業界的領導地位。

On behalf of the board of directors (the "Board") of the Company, I am pleased to present the first annual report of the Company (together with its subsidiaries referred to as the "Group") after its listing on GEM of the Stock Exchange on 9 June 2004 for your review and consideration.

The year of 2004 marked a new era for the development of the Company. Apart from our successful listing on GEM, in line with our development, the Company had also moved into the Maqun Technology Park located at Qixia District, Nanjing City, Jiangsu Province, the PRC. The Company also made substantial progress in business expansion, profit pattern adjustment and building up of corporate culture. In 2004, the Company was awarded the "High and New Technology Enterprise of the State Torch Program" by the Ministry of the Science and Technology of the PRC in the 15th anniversary of the implementation of the State Torch Program by the PRC government, and the Company was awarded the "2004 Deloitte Asia Pacific Technology Fast 500", organized by Deloitte Touche Tohmatsu, evidencing the leading position of the Company in the industry.

業績表現

於二零零四年財政年度，營業額約為人民幣77,439,000元，較去年同期增長了約25.2%，營業額的增長主要得益於本集團規模的擴大和市場需求不斷上升所致。

股息

董事會建議派付截至二零零四年十二月三十一日止年度末期股息每股人民幣0.10元。

堅守公司目標，調整企業文化

二零零四年本公司重申了要成為中國交通監控和海關物流監控的領導企業，以及全球智能交通領導企業之一的經營目標，堅定了本公司全體職員快速發展的信心。

為此，本公司將企業文化建設和制度保障作為二零零四年重點工作展開。強調為社會、為投資者、為客戶、為自己和家人創造價值的責任文化，強調勇於承擔責任的行為文化。

本公司相信，明確的公司目標和清晰的企業文化，將會推動本公司快速成長。

加強資訊系統建設，保持核心技術先進性

二零零四年，本集團建立了產品測試基地，以提高產品技術的先進性。

RESULTS

For the financial year of 2004, the turnover amounted to approximately RMB77,439,000, representing a growth of approximately 25.2% as compared with the corresponding period of last year. The growth in turnover was mainly attributed to the expansion of the scale of the Group and the persistent growth in market demand.

DIVIDENDS

The Board recommended the payment of a final dividend of RMB0.10 per share for the year ended 31 December 2004.

ADHERE TO THE OBJECTIVES OF THE COMPANY AND ADJUST THE CORPORATE CULTURE

In 2004, the Company reiterated its target of becoming the leading enterprise in the field of traffic monitoring and control and the customs logistics monitoring in the PRC, as well as becoming one of the leading enterprises in the global intelligent transportation market. Such determination helped to build up an unswerving confidence among our staff for the rapid development of the Company.

In order to achieve the above targets, building up a corporate culture and reinforcing the system protection have been our focus of work in 2004. The Company values a culture which stresses our responsibility to create value for society, investors, customers, ourselves and our families.

The Company believes that a steadfast objective of the Company and a clear corporate culture will promote the rapid growth of the Company.

ENHANCE THE INFORMATION SYSTEM CONSTRUCTION AND MAINTAIN THE ADVANCEMENT OF THE CORE TECHNOLOGY

In 2004, the Group established the product testing center to upgrade its product technology.

本集團成功推出了車載式智能電子警察系統、多功能電子警察等一系列交通監控行業的新產品，電子關封（集裝箱運輸監控）、智能警務查報站綜合信息系統、射頻識別（RFID）電子標籤閱讀器及無線移動指揮中心等新產品也處於研發階段。這些產品若投入批量生產，將為本集團盈利帶來更佳的回報。

此外，二零零四年本公司加強了資訊系統建設，積極研究行業發展動向、技術發展動向、政府政策導向、市場行情以及競爭對手的產品開發策略和行銷策略，並被江蘇省科技廳授予「省級智能交通工程中心」稱號。

抓緊機遇，不斷尋求發展

本集團於二零零四年交通監控和海關物流監控業務均有良好發展趨勢。本公司之交通監控業務於二零零四年與中國的泰安市、鎮江市、山東省交警總隊、武漢市、廣州市等均簽署重大合同，智能警務查報站綜合信息系統的技術、市場和工程實施水準已居全國第一；本公司之海關物流監控業務也相繼簽訂蘇州工業園區保稅物流園、上海口岸國際集裝箱等重大合同。二零零四年國務院批准並已啟動的三個港區聯動項目中，海關物流監控連續於大連和張家港兩個項目中標，在三個月內完成工程建設並通過國家食品藥品監督管理局、公安部、農業部、商務部、衛生部、國家工商行政管理局、國家質量監督檢驗檢疫總局、海關總署等國家八部委驗收。

以上項目在其行業均具有很大的影響力，這更推進了本集團向全國發展的目標。

The Group successfully launched a series of new products for the traffic monitoring sector (such as the Intelligent ePolice System for vehicles and the Multi-function ePolice, and some other new products such as the Electronic Clearance System (container transportation monitoring), the Intelligent Police Inspection and Reporting Post Integrated Information System, the electronic label reader for Radio Frequency Identification (RFID) and the wireless mobile command center were under the stage of research and development. The mass production of such products will generate satisfactory return for the Group's investment.

In addition, the Company reinforced its information system in 2004 to take the initiatives in studying the development trend of the industry and technology, the direction of the government policy, the market information and the product development strategies and marketing strategies of the competitors, and the Company was awarded as the "Provincial Intelligent Transportation Engineering Center" by the Science and Technology Department of Jiangsu Province.

GRASP EVERY OPPORTUNITY FOR FURTHER DEVELOPMENT

In 2004, the Group gained good momentum in the development of the traffic monitoring and control sector and the customs logistics monitoring sector. In 2004, with respect to our traffic monitoring and control sector, the Company entered into material contracts with the Taian City, Zhenjiang City, the Traffic Police Station of the Shandong Province, Wuhan City and Guangzhou City, and in terms of the technology, market and the standard of the project, the Intelligent Police Inspection and Reporting Post Integrated Information System ranked top in the PRC; and in respect of our customs logistics monitoring sector, the Company had also entered into material contracts with the Bonded Logistics Area of Suzhou Industrial Park and the International Container of the Shanghai Port. Among the three Port Interaction Projects approved and launched by the State Council in 2004, our customs logistics monitoring operations had successfully tendered the Dalian and Zhangjiagang projects, and the Company had, within three months, completed the project construction and passed the examination and obtained the approval from eight State's ministries including the State Food and Drug Administration, the Ministry of Public Security, the Ministry of Agriculture, the Ministry of Commerce, the Ministry of Health, the State Administration for Industry & Commerce, the General Administration of Quality, Inspection and Quarantine of the PRC and the General Customs Administration of PRC.

The above projects had great influence on the industries and further promoted the development of the Group in the PRC.

三寶科技園一期工程完工

二零零四年九月，總面積約15,000平方米，涵蓋軟件研發、生產、實驗、綜合管理和生活服務五大功能區的三寶科技園一期工程落成。

董事相信，隨著三寶科技園工程落成，使本集團更靈活地吸引有志於智能交通業務發展的專家或學者，提高技術及產品的開發能力，進而為本公司及全體股東創造更多價值。

THE COMPLETION OF PHASE I OF THE SAMPLE SCIENCE AND TECHNOLOGY PARK

In September 2004, Phase I of the Sample Science and Technology Park, with a total gross floor area of 15,000 square metres and covering the functions of research and development of software, production, laboratory, integrated management and accommodation services, was completed.

The directors believe that with the completion of the Sample Science and Technology Park, the Group may attract experts or scholars, who are committed to pursue their career in the development of intelligent transportation, to join the Group. The inauguration would allow the Group to enhance the technology and the product development capability, so as to create higher value for the Company and the shareholders as a whole.



展望

本公司將根據戰略目標：提升團隊質素，優化管理；不斷研發適應市場需求的新技術及新產品；提高售後服務質素。交通監控業務方面將擴大產品市場，提升技術及工程能力。海關物流監控業務方面，將會降低採購成本及優化方案，進一步加強海關及海關監管場所的閘口通道項目建設。

此外，本公司將強力推進城市交通指揮中心系統、警務查報站資訊管理系統以及海關出口加工區工程三個主打產品，並深入研究發掘其他具發展潛力的項目。

PROSPECT

According to the strategic objectives, the Company will upgrade the quality of the staff and the management, develop new technologies and new products which are in line with the market demand, and enhance the quality of the after-sale services. For the traffic monitoring and control sector, the Company will expand the market for the product and upgrade the technology and engineering capability. With respect to the customs logistics monitoring sector, the Company will reduce the purchase cost and optimize the planning to enhance the construction of gateway and passageway of the customs and customs check points.

In addition, the Company will put strong emphasis on promoting the City Traffic Command Centre System, Police Inspection and Reporting Post Information Management System and the Customs Export Processing Zone Project, and will study and explore other projects with development potential.

本人藉此機會感謝供應商、客戶及股東對本集團一直支持。本人亦對各員工過往一年之忠誠、努力、貢獻致以由衷感激。展望未來，本集團全體員工有信心使得公司成為中國交通監控和海關物流監控的領導企業，為股東帶來理想的回報。

承董事會命
董事長
沙敏

中國，南京
二零零五年三月二十三日

I would like to take this opportunity to express my gratitude to the suppliers, customers and shareholders for their continuous support to the Group. Also, I would like to express appreciation for our diligent staff for their loyalty and contribution during the year. Looking forward, every staff of the Group is confident that the Company will become the leading enterprise in the traffic monitoring and control sector and the customs logistics monitoring sector in the PRC, and will generate satisfactory return for the shareholders.

By Order of the Board
Sha Min
Chairman

Nanjing, the PRC
23 March 2005

財務回顧

本集團截至二零零四年十二月三十一日止年度經審核綜合營業額約為人民幣77,439,000元，較二零零三年增長約25.2%，營業額的上升是由於道路交通安全法實施後，市場需求的增長，加上本集團規模的擴大，行業認知度不斷加深，從而使業務發展良好，並獲得市場認同。

本集團截至二零零四年十二月三十一日止年度經審核年度純利及每股盈利分別約為人民幣18,005,000元及人民幣32.20仙，即年度純利減少約12.6%（二零零三年年度純利：20,607,000元），本集團純利輕微下調是由於隨著市場競爭者的不斷增多，毛利率有所下降。同時由於本集團新建三寶科技園一期工程的完工，並新添辦公設備，造成管理費用一定程度上揚。

財務資源與流動資金

於二零零四年十二月三十一日止，本集團的股東權益約為人民幣164,971,000元，流動資產約為人民幣184,609,000元，其中現金及銀行存款約為人民幣139,780,000元。本集團非流動性負債為人民幣10,000,000元，而流動負債約為人民幣71,324,000元，主要為應付賬款、應付施工成本和短期銀行借款。本集團的每股資產淨值為人民幣2.56元。於二零零四年十二月三十一日，本集團短期借貸為人民幣35,000,000元。

FINANCIAL REVIEW

The audited consolidated turnover of the Group was approximately RMB77,439,000 for the year ended 31 December 2004, representing an increase of approximately 25.2% as compared with 2003. The growth in turnover was attributed to the increase of market demand which was in turn driven by the implementation of the Law on Road Traffic Safety, as well as the expansion of the scale of the Group and our understanding of the industry which facilitated our business development and which help to gain support from the market.

For the year ended 31 December 2004, the Group's audited net profit for the year and earnings per share were approximately RMB18,005,000 and RMB32.20 cents respectively, with net profit for the year decreased approximately 12.6% (net profit for 2003: RMB20,607,000). The slight decrease in the Group's net profit was due to the fact that the keen market competition had squeezed the gross profit margin. The completion of the Phase I of the Sample Science and Technology Park of the Group and the addition of office facilities also caused the increase in management expenses.

FINANCIAL RESOURCES AND LIQUIDITY

As at 31 December 2004, the shareholder's equity of the Group was approximately RMB164,971,000. The current assets was approximately RMB184,609,000, comprising cash and bank deposits of approximately RMB139,780,000. The Group's non-current liabilities was RMB10,000,000 and the current liabilities was approximately RMB71,324,000, mainly included account payables, construction cost payables and short-term bank loans. The net assets per share of the Group was RMB2.56. As at 31 December 2004, the short-term borrowings of the Group was RMB35,000,000.

資產抵押

於二零零四年十二月三十一日，本集團資產概無抵押品。

負債比率

於二零零四年十二月三十一日，本集團負債比率（按總負債除以總資產計算）約為17.9%。（於二零零三年十二月三十一日：29.4%）。

外幣風險

由於本集團業務位於中國，而本集團的銷售及採購大部分均採用人民幣結算，因此概無任何外幣風險影響本集團的經營業績。

重大收購／出售及重大投資

於二零零四年全年，本集團並沒有重大收購及出售事宜，亦無將所得款項投資於任何重大財務工具。

除上文所述外，本公司並無任何有關重大收購或出售的未來計劃。

資本承擔

於二零零四年十二月三十一日，本集團就購買物業、廠房、設備之資本承擔約人民幣7,590,000元，此等資本資產之投資承擔或計劃與二零零四年六月二日招股書章程所載相輔相承。

或然負債

於二零零四年十二月三十一日，本集團概無重大或然負債。

PLEDGED OF ASSETS

As at 31 December 2004, the Group has no asset under collateral.

GEARING RATIO

The gearing ratio (calculated as total debts divided by total assets) of the Group as at 31 December 2004 was approximately 17.9%. (At 31 December 2003: 29.4%).

FOREIGN CURRENCY EXPOSURE

Since the Group mainly engages its business in the PRC and most of the sales and purchase of the Group were denominated in RMB, the Group's operating results was not exposed to any foreign currency risk.

SUBSTANTIAL ACQUISITION/DISPOSAL AND SIGNIFICANT INVESTMENT

Throughout the year of 2004, the Group had no substantial acquisition and disposal and has not invested any of the proceeds in any significant financial instrument.

Save as mentioned above, the Company had no future plans on substantial acquisition or disposal.

CAPITAL COMMITMENT

As at 31 December 2004, the Group had capital commitments of approximately RMB7,590,000 in respect of acquisition of property, plant and equipment. These commitments or plans of investments in capital assets synchronized with those set out in the prospectus of the Company dated 2 June 2004 (the "Prospectus").

CONTINGENT LIABILITIES

As at 31 December 2004, the Group had no significant contingent liabilities.

員工及薪酬政策

於二零零四年十二月三十一日，本集團薪酬成本總額約為人民幣7,933,000元，而本集團聘用193名員工。薪酬是參考市場價格及個別員工的表現、資歷及經驗所釐定。本集團將按員工個別表現發放不定額獎金，以確認彼等貢獻並加以獎勵。其他福利包括供款退休計劃、醫療計劃、失業保險及房屋津貼。

業務回顧

業務拓展

交通監控業務

二零零四年五月一日中國道路交通安全法頒佈實施。道路交通安全法加強了對車輛違規、違章行為的處罰力度，提升了交通執法部門對科技手段和科技裝備的需求。二零零四年，本

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2004, the total cost of remuneration of the Group was approximately RMB7,933,000 and the number of employees of the Group was 193. The Group remunerated its staff based on the individual's performance, profile and experience and with reference to the market price. Discretionary bonus would be granted by the Group to the staff by reference to the individual's performance as the recognition and incentive for the contribution of the staff. Other benefits included the contribution retirement scheme, medical scheme, unemployment insurance and housing allowance.

BUSINESS REVIEW

Business Expansion

Traffic monitoring and control sector

The Law of Road Traffic Safety of the PRC that came into effect on 1 May 2004 imposes higher penalty for any vehicle that breaks the laws and regulations, causing a higher demand from the traffic authorities on the technology and equipment. In 2004, the Group entered into a series of material contracts with the Police Sub-unit of the Taian City in the PRC,



集團先後與中國泰安市警支隊、鎮江市公安局、煙台市公安局、即墨指揮中心、騰沖指揮中心、山東交警總隊、武漢市公安局、常州市公安局、南通市公安局、揚中市公安局、廣州市公安局等多個地方簽訂了一系列重大合同。

the Zhenjiang City Public Security Bureau, the Yantai City Public Security Bureau, the Jimo Command Centre, the Tengchong Command Centre, the Shandong Traffic Police Station, the Wuhan City Public Security Bureau, the Changzhou City Public Securities Bureau, the Nantong City Public Security Bureau, the Yangzhong City Public Security Bureau and the Guangzhou City Public Security Bureau.

海關物流監控業務

二零零四年，本集團海關物流監控業務承接了多個地方海關監管項目並簽有重大協議。其中，蘇州工業園區保稅物流園物流管理系統卡口監控子系統工程、大連保稅物流園區卡口建設工程、上海口岸國際集裝箱車輛電子車牌識別系統(一期)工程及張家港保稅物流園區海關監管卡口通道系統工程，對於推向全中國發展的市場策略，具有非常重要的意義。

Customs logistics monitoring sector

In 2004, the customs logistics monitoring sector of the Group undertook a number of local customs monitoring projects and executed material agreements. Among the above projects, the Bonded Logistics Area of Suzhou Industrial Park Customs Logistics Monitoring System Project, the Bonded Logistics Area of Dalian Customs Construction Project, the Shanghai Port International Container Vehicles Electronic Licence Plate Numbers Identification System (Phase I) Project and the Bonded Logistics Area of Zhangjiagang Customs Monitoring Checkpoint System Project had significant impact and were meaningful in the marketing strategies in development of the PRC.

**研究與開發***交通監控業務*

二零零四年，本集團成功推出了車載式智能電子警察系統(交通資訊採集設備)、多功能電子警察等一系列交通監控行業的新產品。目前，以上產品均以進入批量生產，為今後產品規模化奠定了基礎。此外，智能警務查報站(交通治安設備)及無線移動指揮中心(交通治安設備)，將很快完成研發。

Research and Development*Traffic monitoring and control sector*

In 2004, the Group had successfully launched a series of new products for the traffic monitoring and control sector, including the Intelligent ePolice System for vehicles (Traffic Information Collection Facilities) and the Multi-function ePolice. Currently, the above products have already come to mass production and this has laid the foundation for commercialization of our future products. In addition, the research and development of the Intelligent Police Inspection and Reporting Post (Traffic Security Management Facilities) and the wireless mobile command center (Traffic Security Management Facilities) will soon be completed.

海關物流監控業務

二零零四年，本集團海關物流監控業務不斷關注新產品的研發工作，如關注海關物流資訊採集的海關智能卡口系統，以及對集裝箱運輸全程監控的電子關封等產品的研發已有實質性進展。此外本集團也就射頻識別展開深入研究，射頻識別(RFID)電子標籤閱讀器預計將在近期可投入生產。

榮獲相關資格和榮譽

二零零四年八月，本集團與南京理工大學聯合申請成立江蘇省運輸安全與交通治安智能系統技術中心(「技術中心」)項目獲批准。成立技術中心的目標是鼓勵智能交通產品／系統解決方案的研發。

二零零四年十月，本公司榮獲江蘇省建設廳頒發的建築智能化二級資格，標誌著公司可以承擔工程造價1,200萬元及以下的建築智能化工程的施工。

二零零四年，本公司被中華人民共和國科學技術部授予「火炬計劃優秀高新技術企業」的稱號。同年十二月，三寶科技成功入選了德勤•關黃陳方會計師行主辦的「亞太地區高科技高成長企業500強」。

Customs logistics monitoring sector

In 2004, the customs logistics monitoring sector of the Group put a strong emphasis on the research and development of new products, and had made substantial progress in the research and development of products such as the Customs Intelligent Checkpoint System, with a focus of concern of which is customs logistics information collection, as well as the Electronic Clearance System which monitored the overall container transportation process. In addition, the Group had undertaken in-depth research of the radio frequency identification, and the electronic label reader for Radio Frequency Identification (RFID) was expected to be put into production in the near future.

The relevant qualifications and awards gained

In August 2004, the project of establishing the Transportation Safety and Traffic Securities Intelligent System Engineering Technical Centre of Jiangsu Province (the "Technology Centre") jointly applied by the Group and the Nanjing University of Science and Technology was approved. The objective to establish the Technology Centre is to encourage the research and development of the intelligent transportation products/ system solutions.

In October 2004, the Company was granted the "Qualification of Intelligent Construction (Grade Two)" by the Jiangsu Construction Department, signifying that the Company was capable of undertaking intelligent construction works with contract values of RMB12 million or below.

In 2004, the Company was awarded the "High and New Technology Enterprise of the State Torch Program" by the Ministry of Science and Technology of the PRC. In December, Sample Technology was awarded as the "2004 Deloitte Asia Pacific Technology Fast 500", organized by Deloitte Touche Tohmatsu.

業務展望**研究與開發***交通監控業務*

根據北京賽迪數據有限公司研究報告顯示，中國智能交通市場的投資額將於二零零五年增加至約人民幣201億元，複合年增長率約為29.8%。因此，本集團交通監控業務，除智能化警務查報站、固定及移動電子警察等重點項目外，將加強視頻技術、微波技術產品的研究，重點加強「機動車高等級公路違章超速攔截系統」、「嵌入式公路車輛監測與記錄系統」等的開發，以配合高速增長的市場需求。

海關物流監控業務

根據中華人民共和國海關總署估計，從二零零一年至二零零五年期間，就海關物流監控業務實行信息化所作的投資額將約人民幣132億元，其中超過人民幣52億元將投資於物流控制方面，約人民幣23億元將投資於電子海關及約人民幣18億元投資於電子口岸。二零零五年，本公司之海關物流監控業務將爭取完成如下：

- (1) 向國家有關部門申報海關關口標準制定；
- (2) 強化身份證出入管理系統的研發；
- (3) 專注基於射頻識別(RFID)的信息採集業務及相關產品研發；及
- (4) 加快電子關鎖項目後期研製進程。

BUSINESS PROSPECT**Research and Development***Traffic monitoring and control sector*

According to the research report of CCID Datasource Co., Ltd., the investment in the PRC's intelligent transportation market will increase to approximately RMB20.1 billion in 2005, representing a compound annual growth rate of approximately 29.8%. As such, apart from the major projects such as the Intelligent Police Inspection and Reporting Post, the fixed and mobile ePolice, the traffic monitoring and control sector of the Group will put extra effort in the research of video information technology and micro-wave technology, with a particular focus on the development of "Motor Vehicle Highway Law Breaking Speeding Blockage System" and the "Embedded Highway Vehicles Monitoring and Recording System" to meet the demand of the rapid market growth.

Customs logistics monitoring sector

According to the estimation of the General Customs Administration of the PRC, for the period between 2001 and 2005, the investment in the digitalization of the customs logistics monitoring sector will amount to approximately RMB13.2 billion, in which over RMB5.2 billion will be invested in the logistics control sector, approximately RMB2.3 billion will be invested in the electronic customs sector and approximately RMB1.8 billion will be invested in the electronic ports. In 2005, the Company will strive to complete the followings in the customs logistics monitoring sector:

- (1) to report to the relevant state departments about the establishment of the customs gateway standard;
- (2) to strengthen the research and development on the Identity Card Management System;
- (3) to focus on the information collection business on the base of the Radio Frequency Identification (RFID) and the research and development of relevant products; and
- (4) to accelerate the post-production research of the Electronic Clearance project.

市場銷售和市場推廣

交通監控業務

透過加強售後人員技術水平和服務能力的培訓，組建強而有力的售後服務隊伍，用流程及制度規範服務環節。同時，透過核心產品警務查報站的重點推廣，與相關單位聯合展開全國性警務查報站現場會，樹立該業務在業內的強勢地位。此外，公安指揮中心客戶方面，對原違章處罰系統進行升級及推廣。同時，本公司在重點媒體也會進行廣告宣傳。定期客戶培訓及產品洽談會。

透過對營銷、技術及工程實施能力的不斷提升，本公司保證主營品牌產品的競爭能力。

海關物流監控業務

本公司加強海關及海關監管場所的閘口通道項目建設，不斷拓展現有閘口通道數量。同時，本公司將相似業務複製及套用至一些非監管場所，進行業務橫向發展。

本公司推進與中國海關總署物流工程組的關係，爭取共同完成總署招標項目在長三角、珠三角的聯網應用。

本公司加強與電子口岸資料中心的緊密合作，在公共信息平台下，尋求信息服務的切入點和持續的盈利模式。

本公司與南京海關就電子關封項目達成合作，力爭得到中國海關總署認可，成為長三角以至更多地區指定推廣項目。

Sales and Marketing

Traffic monitoring and control sector

The Company established a strong after-sale service team through reinforcing the skill of, and service training to, the after-sale staff, and standardized the service sections through the workflow and the system. At the same time, through the particular promotion of the core product, the Police Inspection and Reporting Post, and the nationwide exhibition of such product jointly organized with relevant units, the Company have consolidated our leading position in the industry. Besides, for customers using the Public Security Command Centre Systems, we upgraded and promoted their existing Traffic Rule Violation Punishment System. The Company, and held customers training and product seminar regularly and placed advertisement in major advertising media.

By upgrading our capabilities in marketing, technology and project implementation, the Company maintained the competitive edge of the core brand name products.

Customs logistics monitoring sector

The Company enhanced the construction of gateway and passageway of the customs and customs check points and expanded the number of gateway and passageway. At the same time, the Company duplicated the similar operations and applied them in some non-monitoring place to realize the horizontal development of our business.

The Company reinforced the relationship with the logistics project team of the General Customs Administration of the PRC with an objective to jointly complete the inter-regional application in the Yangzi River Delta and the Pearl River Delta for the projects tendered by the General Customs Administration.

The Company reinforced the cooperation between the electronic ports information centre to find the positioning of the information services and the sustainable profit generation pattern under the public information platform.

The Company entered into cooperation with the Nanjing Customs on Electronic Clearance project with an objective to obtain the approval from the General Customs Administration of the PRC to make the said business become the specific promotion item in the Yangzi River Delta and other areas.

所得款項用途

根據本公司於二零零四年六月的行使配售發行H股份的所得款項(已扣除有關開支)約人民幣72,141,000元。截至二零零四年十二月三十一日止年度，約人民幣2,012,000元動用作系統解決方案的研究與開發及升級、建設資訊平台及推出新的系統解決方案增加。包括多功能電子警察、特殊路段違規檢測系統、車載式智能電子警察系統、海關智能卡口系統，以及對集裝箱運輸全程監控的電子關封系統等。

本集團配售H股每股定價4.15港元，根據配售章程，額外所得配售淨款由本集團按相同方式和比例用於配售章程所載事項。本集團所得款項用途與估計成本之對照表如下。

USE OF PROCEEDS

In June 2004, the Company has obtained proceeds (net of the related expenses) of approximately RMB72,141,000 from the placing of H shares. For the year ended 31 December 2004, approximately RMB2,012,000 has been used for the upgrading and research and development of system solutions, construction of information platform, and launching of new and additional system solutions. Of which include Multi-function ePolice, Special Highway Sections Regulation and Detection System, Intelligent ePolice System for Vehicles, Customs Intelligent Gate System and Electronic Declaration System for the monitoring of containers during the entire transportation process.

The Group has placed its H share at a price of HK\$4.15 per H share. According to the Prospectus, the additional net proceeds from the placing will be applied by the Group in the same way and proportion as stated in the Prospectus. The breakdown of the use of proceeds by the Group and the estimated costs is set out below.

		於二零零四年 十二月三十一日的 實際已用金額約 Approximately actual amount used as at 31 December 2004 (百萬港元) (HK\$ million)	於二零零四年 十二月三十一日 的估計成本 Estimated costs as at 31 December 2004 (百萬港元) (HK\$ million)
研發及提升系統解決方案	Research and development and upgrading of system solutions		
— 交通監控行業	— Traffic monitoring and control sector	0.3	3.1
— 海關物流監控行業	— Customs logistics monitoring sector	0.1	0.7
建設信息平台	Construction of information platform		
— 交通監控行業	— Traffic monitoring and control sector	0.1	1.6
— 海關物流監控行業	— Customs logistics monitoring sector	0.1	0.3
推出新系統解決方案	Launching of new system solutions		
— 交通監控行業	— Traffic monitoring and control sector	0.4	1.0
— 海關物流監控行業	— Customs logistics monitoring sector	0.2	0.3
系統解決方案商品化中所購買 額外機器及／或設備	Purchase of additional equipment and/or facilities for commercialization of system solutions	0.4	3.1
擴大銷售與分銷網絡	Expansion of sales and distribution network	0.2	2.2
小計	Sub-total	1.8	12.3
營運資金	Working capital	0.1	1.8
總計	Total	1.9	14.1

二零零四年，本集團收取其研究及開發之政府資助。因此，本集團分配較少所得款項作系統解決方案之研究及開發用途。

三寶科技園之若干建築工程原計劃於二零零四年六月竣工，惟至今尚未完成（尤其是為向客戶交付系統前評核本集團開發之系統解決方案之功能及技術而設之技術中心）。於此情況下，本集團應用較少所得款項於推出新系統解決方案。此外，本公司購買額外設備及／或設施以提升本集團系統解決方案商品化之計劃亦已順延。

於二零零四年，本公司之管理層主要集中提供系統檢驗及提升向其現有客戶提供之服務，故耗用於擴大銷售及市場推廣網絡之所得款項較少。

以下為截至二零零四年十二月三十一日止年度實際業務進度與本公司配售章程內所載之業務目標比較。

For the year 2004, the Group received government grant for its research and development. Accordingly, less proceeds were allocated for the research and development of system solutions.

Some construction work of the Sample Science and Technology Park, which was planned to be completed in June 2004, had not yet been completed to date. In particular, the technology centres which are designed to assess the functionality and technicality of the system solutions developed by the Group before releasing such systems to customers. In such a case, lesser amount of proceeds had been applied to the launching of new system solutions. In addition, the Company's plan to purchase additional equipment and/or facilities in enhancing the Group's commercialization of system solutions had also been postponed.

During the year 2004, the management of the Company had mainly focused on providing system examination and upgrading services to its existing customers and less proceeds were spent on the expansion of sales and distribution network.

Set out below is the comparison between the actual business progress for the year ended 31 December 2004 and the business objectives stated in the Prospectus.

產品開發及升級

PRODUCT DEVELOPMENT AND UPGRADE

	配售章程所載之業務目標進度 Business objectives stated in the Prospectus	回顧期內之實際業務進度 Actual progress during the period under review
交通監控行業	<p>攝像機型電子警察（能拍攝多幅圖像、重現違規車輛行駛軌跡） 產品：公路車輛檢測 WEB 查詢系統、遠程布控和報警系統</p> <p>多功能電子警察（能同時執行信號燈、違規檢測、超速違規、流量統計等功能） 產品：特殊路段違規檢測系統（超速、違反交通訊號、錯道）</p>	<p>此技術已完成後期測試階段，目前已進入小批量生產</p> <p>此項技術已完成樣機及性能測試</p> <p>該產品已完成分析設計，基於車輛抓拍技術、圖像自動識別技術、資料庫檔導入與導出系統、車輛超速監測，報警與記錄技術、對快速運動目標的模糊圖像恢復處理、在攝像機快速震盪下的模糊圖像恢復處理及讀寫器件懸浮固定技術等技術的產品進入批量生產</p>

	配售章程所載之業務目標進度 Business objectives stated in the Prospectus	回顧期內之實際業務進度 Actual progress during the period under review
Traffic monitoring and control sector	<p>Video Camera Type ePolice (capable of taking numerous photos, recreating driving routes of violating vehicles) Products: Highway Vehicle Monitoring Web Enquiry System, Remote and Warning System</p> <p>Multi-function ePolice (capable of providing traffic light signaling, law violation monitoring, speeding detection and traffic flow statistics) Product: Special Highway Sections Regulation and Detection System (speeding, trespassing traffic light signal and wrong lane)</p>	<p>The technology has completed the final testing stage, and is under a trial production</p> <p>The technology has finalized its model and completed the functional test</p> <p>The product has passed the analytical design stage. Products with vehicle flashing technology, automatic photo identifying technology, date input and output system, recovery process of the blurred photos of fast movement subjects, recovery process of blurred photos taken by shocking camera and suspension hanging reader technology is under a trial production</p>
海關物流監控業務	<p>海關業務數據集成平台</p> <p>海關轉關業務中車輛及貨物監管系統</p> <p>海關場地監控中的嵌入式圖像採集裝置</p>	<p>此平台已完成系統設計，目前正在進行產品調試階段</p> <p>已完成實地試驗，正在推出系統試驗報告</p> <p>用於海關智能卡口系統中的嵌入式圖像採集裝置已經完成了後期調研，該項目可廣泛運用於海關卡口及港口碼頭堆場、出口加區及物流園區等海關監管場所</p>
Customs logistics monitoring sector	<p>Customs Operation Data Integration Platform</p> <p>Customs Vehicle & Cargo Supervision System for Cargo Transit Operation</p> <p>Customs Inbuilt Image Collection Equipment for Yard Supervision</p>	<p>The system design of the platform was completed and is in the product testing stage</p> <p>Onsite testing stage was completed and is formulating the testing report</p> <p>Image collection equipment for Customs Intelligent Gate System has completed its final adjustment. Such project can be extensively used at the areas under the Customs supervision, such as Customs gates and container terminals, export zone and logistics parks</p>

銷售及市場推廣

SALES AND MARKETING

	配售章程所載之業務目標進度 Business objectives stated in the Prospectus	回顧期內之實際業務進度 Actual progress during the period under review
交通監控行業	<p>對現有客戶原設備進行更新，對潛在客戶做好產品宣傳</p> <p>在重點媒體進行廣告宣傳。召開產品研討會及洽談會，在行業內推行產品標準</p>	<p>本公司對原有客戶進行設備檢測和更新</p> <p>以九月份本公司整體遷入三寶科技園為契機，在當地電視、電台及報刊上對公司產品進行廣告宣傳，在本公司所在地址樹立巨幅廣告板以吸引投資者及顧客</p> <p>定期召開產品研討會、洽談會</p> <p>行業產品標準於推廣過程中</p>
Traffic monitoring and control sector	<p>Upgrade the existing equipments of existing customers, promote products to potential customers</p> <p>Advertise through major media, hold conferences and meetings periodically, promote industry standards</p>	<p>The Company provided system examination and upgrading services to its existing customers</p> <p>The fact that the Company entirely moved to the Sample Technology Park in September has posed a prime opportunity. Advertising campaign on the Company's products was launched by means of advertising through local television stations, radio stations and newspapers. In addition, a giant advertising board was set up at the place where the Company is located to attract investors and customers</p> <p>Organise product seminars and consultation meetings on a regular basis</p> <p>The product standards in the industry are under promotion</p>

	配售章程所載之業務目標進度 Business objectives stated in the Prospectus	回顧期內之實際業務進度 Actual progress during the period under review
海關物流監控業務	<p>《中國海關》雜誌上每季度一期廣告</p> <p>在中國福建省、遼寧省設立業務代表處</p>	<p>本公司正根據業務需要選擇時機刊登廣告</p> <p>九月份簽訂上海集裝箱電子車牌項目，為進入長三角物流奠定基礎。二零零五年上半年選擇時機在福建及遼寧省增設辦事處</p>
Customs logistics monitoring sector	<p>Place advertisements on the magazine "PRC Customs" once per quarter</p> <p>Establish business representative offices in Fujian Province and Liaoning Province of the PRC</p>	<p>The Company is considering the good timing of placing advertisements according to the needs of business</p> <p>A project of the Electronic Vehicle Licence Plate for Shanghai containers was entered in September, which laid a foundation for the expansion into the logistics market in Changjiang Delta. A good timing for the establishment of the Fujian and Liaoning offices will be decided in the first half of 2005</p>

人力資源分配

ALLOCATION OF HUMAN RESOURCES

		於二零零四年 十二月三十一日 集團預計僱用 僱員數目 Expected number of employees to be employed by the Group as at 31 December 2004	於二零零四年 十二月三十一日 集團實際僱用 僱員數目 Actual number of employees employed by the Group as at 31 December 2004
管理與一般行政	Management and general administration	45	34
研究與開發	Research and development	55	50
銷售與市場推廣	Sales and marketing	40	30
技術支持服務	Technical support service	70	79
合計	Total	210	193

董事會謹提呈彼等截至二零零四年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本集團是中國視頻安防系統解決方案主要開發商及供應商，以政府機構為服務對象。目前，其產品及系統解決方案專門用於中國的(i)交通監控行業；及(ii)海關物流監控行業。

主要客戶及供應商

五大客戶

本集團主要客戶佔本年度的銷售額百分比如下：

最大客戶為泰安交巡警支隊指揮中心，佔年度銷售額的11.7%，其餘幾大客戶按銷售百分比排序依次為：深圳思創智能科技有限公司，6.6%；大連國際物流園發展有限公司，6.0%；廣州交警支隊視頻電子警察，5.5%及蕪湖愛迪爾電子科技有限責任公司，4.4%。

據董事所知，董事、彼等聯繫人活動時所指擁有本公司已發行股本5%以上的任何管理層股東概無與本集團五大客戶中擁有重大權益。

五大供應商

本集團主要供應商佔本年度的購貨額百分比如下：

最大供應商為哈爾濱威克科技股份有限公司，購貨百分比5%。其餘供應商按照購貨百分比依次為：南京國瑞科技股份有限公司，購貨百分比4%；大連托利電子衡器有限公司，購貨百分比4%；深圳洪迪實業有限公司，購貨百分比3%以及北京明望科遠電子技術有限公司，購貨百分比2%。

The Board presents their annual report and audited financial statements for the year ended 31 December 2004.

PRINCIPAL ACTIVITIES

The Group is a major developer and provider of video security system solutions in the PRC targeting on government authorities. Its system solutions are currently designated for use in (i) traffic monitoring and control sector and (ii) customs logistics monitoring sector in the PRC.

MAJOR CUSTOMERS AND SUPPLIERS

FIVE LARGEST CUSTOMERS

The percentage of sales for the year attributable to the Group's major customers is as follows:

Sales from the Group's largest customer, Taian Traffic Police Sub-unit Command Center, accounted for 11.7% of the sales for the year. Other major customers, according to their percentage of sales, are Shenzhen Strong IT Technology Co., Ltd (6.6%), Dalian International Logistic Park Development Co., Ltd. (6.0%), Guangzhou Police Detachment-visual e-police (5.5%) and Wuhu Aidier Electronic Technology Co., Ltd (4.4%).

To the knowledge of the directors, none of the directors, their associates or any management shareholders who own more than 5% of the Company's issued share capital had material interests in the Group's five largest customers.

FIVE LARGEST SUPPLIERS

The percentage of purchases for the year attributable to the Group's major suppliers is as follows:

Purchases from the Group's largest supplier, Harbin Veic Technology Co., Ltd., accounted for 5% of the purchases for the year. Other suppliers, according to their percentage of purchases, are Nanjing Gori Technology Co., Ltd. (4%), Dalian Weighing Apparatus Co., Ltd. (4%), Shenzhen Hongdy Industrial Limited (3%) and Beijing Ming Wang Techwing Electronics Co., Ltd. (2%).

據董事所知，董事彼等聯繫人活動時所指擁有本公司已發行股本5%以上的任何管理層股東概無與本集團五大供應商中擁有重大權益。

業績及股息

本集團截至二零零四年十二月三十一日止年度的業績及財務狀況載於年報第41頁至第84頁。

董事建議就截至二零零四年十二月三十一日止年度派發末期股息每股人民幣0.10元。

物業、廠房及設備

本集團及本公司物業、廠房及設備變動詳情載於財務報表附註12。

儲備

本公司及本集團之儲備於年內之變動詳情分別載於財務報表附註25及股本變動之綜合報表。

可供分派儲備

截至二零零四年十二月三十一日，本集團可供分派之儲備為人民幣32,891,000元。

股本

年內本公司股本變動詳情列載於財務報表附註23。

To the knowledge of the directors, none of the directors, their associates or any management shareholders who own more than 5% of the Company's issued share capital had material interests in the Group's five largest suppliers.

RESULTS AND DIVIDENDS

The results and financial position of the Group for the year ended 31 December 2004 are set out on pages 41 to 84 of the annual report.

The directors recommend the payment of a final dividend of RMB0.10 per share for the year ended 31 December 2004.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group and the Company are set out in note 12 to the financial statements.

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 25 to the financial statements and the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

At 31 December 2004, the Group's reserves available for distribution amounted to RMB32,891,000.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 23 to the financial statements.

本公司於本年度及截至本報告日期的董事及監事如下：

執行董事

沙敏先生 (董事長)
常勇先生
郭亞軍先生

非執行董事

趙竟成先生
張銀千先生
趙文先生
朱德祥先生

獨立非執行董事

張展先生
王煒先生
劉石佑先生

監事

田濤先生
孫懷東先生
杜瑾女士
戴建軍先生
馬林萍女士

董事及監事的服務合約

各董事 (包括執行董事、非執行董事與獨立非執行董事) 及監事已與本公司訂立服務合約。服務合約將於二零零六年十二月三十一日屆滿，之後須待獲得本公司應屆股東週年大會批准，再續服務年期為三年。

除上文披露者外，擬於應屆股東週年大會上應選連任之董事及監事，概無與本公司附屬公司訂有再不支付賠償款項 (法定賠償除外) 情況下本公司不得於一年內終止之服務合約。

The directors and supervisors of the Company for the year and up to the date of this report are as follows:

Executive Directors

Mr. Sha Min (*Chairman*)
Mr. Chang Yong
Mr. Guo Ya Jun

Non-executive Directors

Mr. Zhao Jing Cheng
Mr. Zhang Yin Qian
Mr. Zhao Wen
Mr. Zhu De Xiang

Independent Non-executive Directors

Mr. Zhang Zhan
Mr. Wang Wei
Mr. Lau Shek Yau John

Supervisors

Mr. Tian Tao
Mr. Sun Huai Dong
Mr. Du Jin
Mr. Dai Jian Jun
Ms. Ma Lin Ping

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each of the Directors (including executive directors, non-executive directors and independent non-executive directors) and Supervisors has entered into a service contract with the Company. The service contracts shall expire on 31 December 2006 and shall renew the service term for three years with the approval at the forthcoming annual general meeting of the Company.

Save as disclosed above, no directors and supervisors for re-election at the forthcoming annual general meeting has a service contract with the Company's subsidiaries which is not terminable by the Company within one year without payment, other than statutory compensation.

董事酬金及最高酬金人士

董事酬金及最高酬金人士詳情載於財務報表附註7。

董事、監事及高級行政人員於本公司及其相關法團股本中之權益或淡倉

除下文披露者外，於二零零四年十二月三十日，本公司董事、監事及高級行政人員概無於本公司或其聯營公司（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」第XV部）之股份，相關股份及債券中擁有須按照證券及期貨條例第XV部分第7和8知會本公司及聯交所權益或淡倉（包括根據證券及期貨條例該等條文被當作或視作擁有之權益及淡倉），或須記錄於按照證券及期貨條例第352條所存置之登記冊上或須按照創業板上市規則第5.46至5.47條知會本公司之權益或淡倉。

股份長倉：**董事姓名****Name of Directors****股份數目****Number of shares****性質****Nature**

佔本公司註冊
資本之概約百分比(%)

**Approximate
Percentage of
the Registered Capital
of the Company (%)**

沙敏

Sha Min

450,000

實益擁有人

Beneficial owner

0.7

附註：

鑒於杜予為沙敏的配偶，因此根據證券及期貨條例第XV部杜予被視為擁有沙敏持有的450,000股內資股的權益。

DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS

Details of directors' remuneration and the highest paid individuals are set out in note 7 to the financial statements.

INTERESTS OR SHORT POSITIONS IN THE SHARE CAPITAL OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS OF THE DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVE OFFICERS

Save as disclosed below, as at 31 December 2004, none of the directors, supervisors and chief executive officers of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") of Chapter 571 of the Laws of Hong Kong) which should be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept pursuant to Section 352 of the SFO, or otherwise required to be notified to the Company pursuant to Rules 5.46 to 5.47 of the GEM Listing Rules.

Long positions in shares:**Note:**

As Du Yu is the spouse of Sha Min, Du Yu is deemed to be interested in 450,000 domestic shares held by Sha Min pursuant to Part XV of the SFO.

須按照證券及期貨條例予以披露之權益及主要股東

就本公司各董事所知，於二零零四年十二月三十一日，以下股東（本公司董事或高級行政人員除外）於本公司股份或相關股份中擁有須按照證券及期貨條例第XV部分第2及3之條文向本公司及聯交所披露之權益和淡倉，或須按證券及期貨條例第336條登記在該條所述名冊之權益或直接或間接擁有附有權利可在任何情況下於本公司股東大會上投票之任何類別股本面值10%或以上之權益。

股份長倉：

SHARES DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

So far to the knowledge of the directors of the Company, as at 31 December 2004, the following shareholders (other than the directors or chief executive officers of the Company) had interests and short positions in the shares or underlying shares of the Company which should be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept under Section 336 of the SFO, or direct or indirect interests of 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

Long positions in shares:

股東名稱 Name of Shareholders	股份數目 Number of shares	權益性質 Nature of Interest	佔本公司註冊資本之 概約百分比(%)
			Approximate Percentage of the Registered Capital of the Company (%)
南京三寶科技集團有限公司 （「三寶集團」）（附註1） Nanjing Sample Technology Group Company Limited （“Sample Group”）（Note 1）	19,650,000	實益擁有人及公司 Beneficial and corporate	30.47
南京中北（集團）股份有限公司 （「南京中北」） Nanjing Zhongbei (Group) Company Limited （“Nanjing Zhongbei”）	12,000,000	實益擁有人 Beneficial	18.60

股東名稱 Name of Shareholders	股份數目 Number of shares	權益性質 Nature of Interest	佔本公司註冊資本之 概約百分比(%)
			Approximate Percentage of the Registered Capital of the Company (%)
南京華東電子信息科技股份 有限公司(「華東科技」) Nanjing Huadong Electronics Information & Technology Company Limited ("Huadong Technology")	12,000,000	實益擁有人 Beneficial	18.60
南京華東電子集團股份有限公司 (「南京華東電子集團」)(附註2) Nanjing Huadong Electronics Group Company Limited ("Huadong Electronics") (Note 2)	12,000,000	公司 Corporate	18.60

附註：

Notes:

- 1、三寶集團直接持有18,000,000股內資股及擁有南京三寶科技商城有限公司(「三寶商城」)註冊資本95.00%權益，即直接持有1,650,000股內資股。根據證券及期貨條例第316條，三寶集團被視為擁有三寶商城所持有1,650,000股內資股之權益。
- 2、根據證券及期貨條例316條，華東電子集團持有華東科技註冊資本45.20%權益，故被視為於華東科技持有的12,000,000股內資股中擁有權益。

1. Sample Group directly holds 18,000,000 domestic shares and is also interested in 95.00% of the registered capital of Nanjing Sample Technology Commerce City Company Limited ("Sample Commerce City"), which in turn is directly interested in 1,650,000 domestic shares. Pursuant to Section 316 of the SFO, Sample Group is deemed to be interested in the 1,650,000 domestic shares held by Sample Commerce City.
2. Pursuant to section 316 of the SFO, Huadong Electronics is deemed to be interested in 12,000,000 domestic shares held by Huadong Technology, as Huadong Electronics is interested in 45.20% of registered capital of Huadong Technology.

除上文所披露者外，就董事所知，概無其他人士(非本公司董事或行政總裁)於本公司股份、相關股份及債券中，擁有根據證券及期貨條例第XV部分部2及3之條文須向本公司披露之權益或淡倉及須記錄於根據證券及期貨條例第336條須存置之登記冊中之權益或淡倉。

Save as disclosed above, so far as the Directors are aware, there are no other persons not being a director or chief executive of the Company who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 Part XV of the SFO and required to be recorded in the register required to be kept under section 336 of the SFO.

根據股權衍生工具董事及監事於相關股份的權益

除上文披露者外，於二零零四年十二月三十一日，並無董事或監事獲授權認購權認購本公司H股。於二零零四年十二月三十一日，並無董事或監事，或彼等之配偶或十八歲以下子女有權認購本公司H股或於期內行使任何該等權利。

購股權計劃

本公司已採納購股權計劃。購股權計劃之主要條款及條件載於配股章程附錄七「購股權計劃條款概要」一節。截至二零零四年十二月三十一日，概無根據該項購股權計劃發出購股權。

競爭及利益衝突

本公司的董事、管理層股東或主要股東或彼等各自的聯繫人士（定義見創業板上市規則）概無從事與本集團的業務構成競爭或可能構成競爭的業務，且亦無與本集團有任何其他利益衝突。

規章顧問權益

於二零零四年十二月三十一日，根據本公司之規章顧問京華山一企業融資有限公司（「京華山一」）通知，京華山一或其董事、僱員或聯繫人士（定義見創業板上市規則第6.35條附註3）概無於本公司或其任何附屬公司之股本中擁有任何權益，或擁有認購或提名其他人士認購本公司或其任何附屬公司之股本之權利。

根據本公司與京華山一於二零零四年六月二日訂立之協議，京華山一出任本公司由二零零四年六月九日至二零零六年十二月三十一日期間之規章顧問或直至根據協議之條款及條件終止協議為止，並收取及將收取作為此項服務報酬之協定費用。

DIRECTORS' AND SUPERVISORS' INTERESTS IN UNDERLYING SHARES BY DERIVATIVES

Save as disclosed above, as at 31 December 2004, none of the directors or supervisors is authorized to subscribe any H shares of the Company. As at 31 December 2004, none of the directors or supervisors or any of their spouses or children under eighteen years of age has any right to subscribe any H shares of the Company or has exercised any such kind of right during the period.

SHARE OPTION SCHEME

The Company has adopted a Share Option Scheme. The principle terms and conditions of the Share Option Scheme are set out in the section "Summary of the terms of Share Option Scheme" in Appendix VII of the Prospectus. As at 31 December 2004, none of the options is granted under the Share Option Scheme.

COMPETING BUSINESS AND CONFLICTS OF INTERESTS

None of the directors, management shareholders or substantial shareholders or any of their respective associates (as defined in the GEM Listing Rules) is engaged in any business which competes or is likely to compete with the business of the Group, and none of them has other conflicts of interests with the Group.

COMPLIANCE ADVISER'S INTEREST

As at 31 December 2004, according to the notification of the compliance adviser of the Company, Core Pacific - Yamaichi Capital Limited ("CPY"), none of CPY, its directors, employees or associates (as defined in Note 3 of Rule 6.35 of the GEM Listing Rules) had any interest in the share capital of the Company or any of its subsidiaries, or had the right to subscribe or nominate the others to subscribe the share capital of the Company or any of its subsidiaries.

According to the agreement entered into by the Company and CPY on 2 June 2004, CPY acts as the compliance adviser of the Company for the period from 9 June 2004 to 31 December 2006 or until the agreement is terminated pursuant to the terms and conditions of the agreement and receive and will receive an agreed amount of fees for the services to be rendered in respect thereof.

審核委員會

本公司於二零零三年八月二十七日成立審核委員會，其職權範圍乃遵照當時之創業板上市規則第5.28至5.33條制定。審核委員會之主要職責為監督本公司之財務申報程序及內部管制。

審核委員會由三位獨立非執行董事組成，分別為主席張展先生及成員王煒先生及劉石佑先生。本公司審核委員會已審閱本集團於年內之經審核業績，並已據此提供建議及意見。

董事及監事認購H股的權利

除上文披露者外，於截至二零零四年十二月三十一日止年度，並無董事或監事獲授認購權認購本公司的H股。於二零零四年十二月三十一日，並無董事或監事有權認購本公司的H股。

董事於合約的權益

本公司或其任何附屬公司概無於年內任何時間訂立本公司董事直接及間接擁有重大權益且於年終時仍然生效的重大合同。

關聯交易

由二零零四年七月一日至二零零四年十二月二十七日期間，本公司與本公司之主要股東南京三寶科技集團有限公司（「三寶集團」，持有本公司註冊資本約27.91%，並擁有南京三寶科技商城有限公司註冊資本95%權益，而南京三寶科技商城有限公司將直接持有本公司註冊資本約2.56%權益）設有往來賬。根據創業板上市規則，三寶集團為本公司之關連人士。

AUDIT COMMITTEE

The Company established an audit committee on 27 August 2003 with terms of reference in compliance with Rules 5.28 to 5.33 of the then GEM Listing Rules. The primary duties of the audit committee are to supervise the financial reporting process and internal control of the Company.

The audit committee comprises three independent non-executive directors, namely Mr. Zhang Zhan (the chairman of the audit committee), Mr. Wang Wei and Mr. Lau Shek Yau John. The audit committee of the Company has reviewed the audited results of the Group for the year and has provided advice and comments thereon.

DIRECTORS' AND SUPERVISORS' RIGHTS TO ACQUIRE H SHARES

Save as disclosed above, for the year ended 31 December 2004, none of the directors or supervisors was granted subscription rights to subscribe the H shares of the Company. As at 31 December 2004, none of the directors or supervisors had the rights to subscribe the H shares of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

No contract of significance to which the Company or any of its subsidiaries was a party, and in which a director of the Company had a direct and indirect material interest, subsisted at the end of the year or at any time during the year.

CONNECTED TRANSACTIONS

For the period between 1 July 2004 to 27 December 2004, the Company had a current account with Nanjing Sample Technology Group Company Limited* ("Sample Group"), a substantial shareholder of the Company, which holds approximately 27.91% of the registered capital of the Company, is also interested in 95% of the registered capital of Nanjing Sample Technology Commerce City Company Limited*, which in turn will be directly interested in approximately 2.56% of the registered capital of the Company. Pursuant to the GEM Listing Rules, Sample Group is a connected person of the Company.

* for identification purpose only

獨立非執行董事已審閱上述亦載財務報表附註30之關連交易，並認為本集團訂立之該等交易乃：

- (1) 本集團日常業務範圍內簽訂；
- (2) 按一般商業條款簽訂，或倘無可作比較之交易足以判斷交易乃按一般商業條款簽訂，則按對本公司而言不遜於給予或提供自獨立第三者之條款而簽訂；及
- (3) 根據規管有關交易的協定按公平合理及符合本公司股東整體利益之條款簽訂。

除上文所披露交易外，並無任何其他交易需要根據創業板上市規則的規定作為關聯交易披露。

公司管治

年內，本公司已遵守創業板上市規則第5.34至5.45條（應用於創業板上市規則有關公司管治常規守則以及公司管治報告規則於二零零五年一月一日作出修訂前）所載之董事會常規及程序。本公司將根據創業板上市規則第18.44(2)條編製截至二零零五年十二月三十一日止財政年度之公司管治報告。

本公司已接獲本公司獨立非執行董事各自發出之年度獨立性確認書，而本公司認為所有獨立非執行董事均為獨立人士。

The independent non-executive directors have reviewed the above connected transactions which are also set out in note 30 to the financial statements. In their opinion, these transactions entered into by the Group were:

- (1) in the ordinary course of the business of the Group;
- (2) either on normal commercial terms or, if there are no comparable transaction to judge whether they are on normal commercial terms, terms no less favourable than those available to or from independent third parties; and
- (3) in accordance with the relevant agreements governing such transaction on terms that are fair and reasonable and in the interests of shareholders of the Company as a whole.

Other than those transactions disclosed above, there were no transactions which need to be disclosed as connected transactions in accordance with the requirements of the GEM Listing Rules.

CORPORATE GOVERNANCE

During the year, the Company was in compliance with the Board Practices and Procedures as set out in rule 5.34 to 5.45 of the GEM Listing Rules, which applied before the amendment of the GEM Listing Rules relating to the Code on Corporate Governance Practices and Rules on Corporate Governance Report on 1 January 2005. The Company will prepare a Corporate Governance Report in accordance with rule 18.44(2) of the GEM Listing Rules for financial year ending 31 December 2005.

The Company has received the annual confirmation of independence from each of the independent non-executive director of the Company and the Company considers that all of the independent non-executive directors are independent.

購回、贖回或出售本公司上市證券

於年內，本公司或其他任何附屬公司概無購回、贖回或出售本公司任何上市證券。

核數師

本公司於應屆股東周年大會上將提呈決議案，續聘德勤•關黃陳方會計師行為本公司的核數師。

代表董事會
董事長
沙敏

中國，南京
二零零五年三月二十三日

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

AUDITORS

A resolution re-appointing Deloitte Touche Tohmatsu as the auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Sha Min
Chairman

Nanjing, the PRC
23 March 2005

各位股東：

截至二零零四年十二月三十一日止年度，南京三寶科技股份有限公司遵照《中華人民共和國公司法》、香港有關法律、法規及公司章程的規定，認真履行職權，維護股東權益，維護本公司利益，遵守誠信原則，恪盡職守，合理謹慎，勤勉主動地開展工作。

於年內，本監事會嚴格按照本公司售股章程中披露的募股資金使用計劃對募股資金的使用進行謹慎審核，並對本公司的經營及發展計劃向董事會提出合理的建議和意見，對本公司管理層的重大決策及具體決定是否符合國家法律法規以及公司章程，是否維護股東利益等，進行了嚴格有效的監督。

本監事會認真審閱並同意董事會擬提呈本公司經德勤•關黃陳方會計師行審核的財務報表真實而充分反映本公司之經營業績及資產狀況。本監事會亦審閱董事會報告書以及股息派發方案，認為本公司董事會成員、總經理及其他高級管理人員，嚴格遵守誠信原則，工作克勤盡職，真誠地以本公司最大利益為出發點行使職權。至今未發現董事、總經理及高級管理人員濫用職權、損害本公司利益及侵犯本公司股東和本公司員工權益之行為，亦未違反法例、規則或公司章程。

本監事會對本公司各項工作和取得的經濟效益表示認可，對本公司未來的發展前景充滿信心。

代表監事會
監事會主席
田濤

中國，南京
二零零五年三月二十三日

To the shareholders,

For the year ended 31 December 2004, the supervisory committee of Nanjing Sample Technology Company Limited, in compliance with the provisions of the Company Law of the People's Republic of China, the relevant laws and regulations of Hong Kong and the articles of association of the Company, took an active role to work reasonably and cautiously with the principle of good faith and due diligence to protect the interest of the Company and its shareholders.

During the year, the supervisory committee conducted careful review on the use of proceeds from placing in strict accordance with the plans of the use of proceeds disclosed in the Prospectus. It provided reasonable recommendations and opinions to the Board in respect of the operation and development plans of the Company. It also strictly and effectively supervised the Company's management in making significant policies and decisions to ensure that they were in compliance with the laws and regulations of the PRC and the articles of association of the Company, and in the interests of the shareholders.

The supervisory committee have carefully reviewed the Company's financial report, audited by Deloitte Touche Tohmatsu, to be proposed by the Board and agreed that it truly and fully reflect the operating results and asset position of the Company. The supervisory committee have also reviewed the report of the directors and the dividend payment proposal. The supervisory committee are of the opinion that the members of the Board, the general manager and other senior management of the Company were able to strictly observe their fiduciary duty, to act diligently and to exercise their authority faithfully in the best interests of the Company. Up till now, none of the directors, general manager, and senior management had been found abusing their authority, damaging the interests of the Company and infringing upon the interests of its shareholders and employees, and were in violation of any laws and regulations and the articles of association of the Company.

The supervisory committee is in recognition of the achievement and cost-effectiveness of the Company and has great confidence in the future development prospect of the Company.

On behalf of the Supervisory Committee
Tian Tao
Chairman

Nanjing, the PRC
23 March 2005

執行董事

沙敏先生，40歲，本公司執行董事兼董事長，負責為本集團訂立整體策略及制定公司政策。沙先生於一九九零年取得東南大學頒發工程學碩士學位畢業。沙先生於一九九九年十二月獲委任為本公司董事。彼將於緊隨配售後直接持有本公司0.7%的註冊股本。沙先生曾分別於二零零零年及二零零一年獲得「江蘇省優秀青年企業家」及「南京十佳青年經營管理者」榮譽稱號。沙先生於二零零三年一月獲選為中國人民政治協商會議南京市委員會委員。

常勇先生，38歲，自二零零零年十二月起出任本公司總經理，負責實施本集團策略及業務計劃。彼於一九九零年三月獲得哈爾濱工業大學計算機應用碩士學位。常先生於一九九零年至一九九二年期間曾任職於南京市財政局計算機中心。常先生於一九九三年六月起成為三寶集團副總經理，主要負責擴充、經營及管理三寶集團的業務。彼於一九九七年十二月獲委任為三寶系統執行董事兼總經理。常先生於一九九八年獲選為中國人民政治協商委員會南京市玄武區委員。常先生最初於一九九七年獲委任為董事。

郭亞軍先生，45歲，為執行董事、副總經理兼財務總監，負責監察本公司會計部門的運作及財政事宜。彼於一九八二年八月畢業於安徽農學院，獲得農業經濟系學士學位。郭先生於一九八二年至一九九二年期間曾任職安徽靈璧縣財政局。彼於一九九三年至一九九六年期間曾在南京金台建材開發有限公司任職。郭先生於一九九六年十月擔任三寶集團及三寶系統的財務經理，並於二零零零年十二月起成為本公司的財務總監兼副總經理。彼現時主要負責本集團財務及行政管理。彼最初於一九九九年十二月獲委任為董事。

DIRECTORS

Mr. Sha Min, aged 40, is an executive Director and the chairman of the Company. He is responsible for devising the Group's overall strategies and policies. Mr. Sha obtained a master's degree in engineering from Southeast University in 1990. Mr. Sha was appointed as Director in December 1999. He will be directly interested in 0.7% of the registered capital of the Company immediately after the Placing. Mr. Sha was conferred the titles of "Jiangsu Province Outstanding Young Entrepreneur" and "Nanjing Ten Outstanding Young Entrepreneur" in 2000 and 2001 respectively. Mr. Sha was elected as a committee member of the Nanjing Committee of the Chinese People's Political Consultative Conference in January 2003.

Mr. Chang Yong, aged 38, is the general manager of the Company since December 2000. He is responsible for implementing the Group's strategies and business plans. He obtained a master's degree in computer application studies from Harbin Polytechnical University in March 1990. Mr. Chang worked for the Computer Centre of the Nanjing Bureau of Finance from 1990 to 1992. Mr. Chang became the vice general manager of Sample Group in June 1993 and was mainly responsible for the expansion, operation and management of Sample Group's businesses. He was appointed as executive Director and the general manager of Sample System in December 1997. Mr. Chang was elected as a member of the Chinese People's Political Consultative Committee of Xuanwu District in Nanjing City in 1998. Mr. Chang was firstly appointed as Director in December 1997.

Mr. Guo Ya Jun, aged 45, is an executive Director, deputy general manager and financial controller. He is responsible for monitoring the operations and financial affairs of the Company's accounting department. He graduated from the Faculty of Agricultural Economy at Anhui Agricultural College in August 1982 with a bachelor's degree in agricultural economics. Mr. Guo worked for the Finance Bureau of Lingbi County in Anhui Province from 1982 to 1992. He worked for the Nanjing Jintai Building Materials Development Company between 1993 and 1996. Mr. Guo was appointed as the finance manager of Sample Group and Sample System in October 1996 and became the Company's financial controller and deputy general manager in December 2000. He is currently mainly responsible for the financial and administrative management of the Group. He was firstly appointed as Director in December 1999.

非執行董事

趙竟成先生，59歲，本公司非執行董事。彼於一九六九年畢業於東南大學自動控制系。趙先生於一九九八年於南京理工大學完成研究生課程，並於二零零二年一月於澳門科技大學取得工商管理碩士學位。趙先生於一九七零年八月加入華東電子管廠，現出任華東科技的總裁兼董事長，趙先生最初於二零零零年七月獲委任為董事。

張銀千先生，49歲，本公司非執行董事。張先生於一九七八年七月畢業於無錫市無線電工業學校。張先生於一九七八年八月加入華東電子管廠，現出任華東科技的監事。張先生最初於二零零零年十二月獲委任為董事。

趙文先生，36歲，本公司非執行董事。彼於一九九一年畢業於國際關係學院。趙先生於一九九一年七月至一九九三年二月期間任職於南京香港長江有限公司，並於一九九三年四月至一九九四年四月期間擔任南京大雅藝術有限公司的總經理。彼於一九九四年五月至一九九四年八月期間於江蘇社會科學院工作。趙先生於一九九四年九月加入南京中北，現出任南京中北的副總經理。趙先生最初於一九九九年十二月獲委任為董事。

朱德祥先生，59歲，本公司非執行董事。彼於一九六五年九月至一九九一年八月期間曾任南京軍區部隊的指導員、科長及政委。朱先生於一九九一年八月加入南京中北，現擔任南京中北的黨委書記。朱先生最初於二零零零年十二月獲委任為董事。

NON-EXECUTIVE DIRECTORS

Mr. Zhao Jing Cheng, aged 59, is a non-executive Director of the Company. He graduated from the Faculty of Automatic Control of Southeast University in 1969. Mr. Zhao completed a postgraduate programme in Nanjing University of Science and Technology in 1998, and obtained a master's degree in business administration from Macau Science and Technology University in January 2002. He joined Huadong Electronics Factory in August 1970 and is now the president and chairman of the board of Huadong Technology. Mr. Zhao was firstly appointed as Director in July 2000.

Mr. Zhang Yin Qian, aged 49, is a non-executive Director of the Company. He graduated from Wuxi School of Wireless Electronics Industry in July 1978. Mr. Zhang joined Huadong Electronics Factory in August 1978 and is now the supervisor of Huadong Technology. Mr. Zhang was firstly appointed as Director in December 2000.

Mr. Zhao Wen, aged 36, is a non-executive Director of the Company. He graduated from the College of International Relationship in 1991. He formerly worked for Nanjing Hong Kong Chang Jiang Company Limited from July 1991 to February 1993 and was the general manager of Nanjing Daya Art Company Limited from April 1993 to April 1994. He worked with Jiangsu Social Science Academy from May 1994 to August 1994. Mr. Zhao joined Nanjing Zhongbei in September 1994 and is now the deputy general manager of Nanjing Zhongbei. He was firstly appointed as Director in December 1999.

Mr. Zhu De Xiang, aged 59, is a non-executive Director of the Company. He was a political instructor, head of the section and political commissioner of a division of the People's Liberation Army of the Nanjing Military Area Command between September 1965 and August 1991. Mr. Zhu joined Nanjing Zhongbei in August 1991 and is currently the secretary of the communist party of Nanjing Zhongbei. Mr. Zhu firstly was appointed as Director in December 2000.

獨立非執行董事

張展先生，39歲，本公司獨立非執行董事。彼於一九八九年畢業於武漢大學計算機科學系，獲得學士學位。張先生現擔任江南證券有限責任公司投資銀行部的總經理，張先生最初於一九九七年十二月獲委任為董事。

王煒先生，45歲，本公司獨立非執行董事。彼於一九八二年七月畢業於東南大學土木工程學系，獲得學士學位，並於一九八五年二月取得碩士學位。其後，王先生於該大學「交通學系」教授。王先生於一九九零年五月取得東南大學結構工程學博士學位。自二零零零年四月起，王先生一直為公安部／建設部城市道路交通管理「暢通工程」國家專家組長。王先生於二零零一年十一月獲委任為獨立非執行董事。

劉石佑先生，57歲，本公司獨立非執行董事。彼曾為華洋遠東貨運有限公司（英之傑集團成員）董事總經理。劉先生積極從事貨運業務，並擁有國際貿易經驗。一九八五年，彼成立華洋遠東貨運有限公司（其後已出售）。一九九零年，劉先生成立宏光貨櫃碼頭有限公司（其後已出售）。劉先生為嘉宏航運有限公司及 Far East Cargo Line 董事總經理，該兩家公司於英國、新加坡及中國有海外辦事處。劉先生現為香港新海華實業有限公司及南京新海華實業有限公司董事。劉先生於二零零三年獲委任為中國人民政治協商會議南京市委員會委員。劉先生於二零零三年八月獲委任為獨立非執行董事。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhang Zhan, aged 39, is an independent non-executive Director of the Company. He graduated from the Department of Computer Science at Wuhan University and obtained a bachelor's degree in 1989. Mr. Zhang is currently the general manager of the investment banking division of Jiangnan Securities Co., Ltd. Mr. Zhang was firstly appointed as Director in December 1997.

Mr. Wang Wei, aged 45, is an independent non-executive Director of the Company. He graduated from the Department of Civil Engineering of the Southeast University with a bachelor's degree in July 1982 and a master's degree in February 1985. He then taught in the Transport Department of the Southeast University. Mr. Wang obtained a doctorate's degree from Southeast University in structural engineering in May 1990. Mr. Wang has been the Head of the City Road Traffic Management (Clear Way Project) National Professional Group of the Department of Public Security and Department of Construction since April 2000. Mr. Wang was appointed as independent non-executive Director in November 2001.

Mr. Lau Shek Yau John, aged 57, is an independent non-executive Director of the Company. He was previously the managing director of United Distribution Services (Far East) Limited (a member of the Dodwell Group of Companies). Mr. Lau is active in cargo business and experienced in international trading. In 1985, he established United Distribution Services Far East Limited which was subsequently sold. In 1990, Mr. Lau established Wide Shine Terminals Limited, which was subsequently sold. Mr. Lau is the managing director of Cargo Services Far East Limited and Far East Cargo Line, both companies have overseas offices in the United Kingdom, Singapore, and the PRC. Mr. Lau is a director of Xinhaihua Enterprise Limited and the chairman of Nanjing Xinhaihua Industry Company Limited. Mr. Lau was appointed as a committee member of the Nanjing Committee of the Chinese People's Political Consultative Committee in 2003. Mr. Lau was appointed as independent non-executive Director in August 2003.

監事

田濤先生，57歲，本公司監事及監事會主席。彼於一九八二年一月於復旦大學新聞系取得新聞學學士學位。田先生於一九八三年十一月至一九八四年八月任南京人民廣播電台新聞部副主管。於一九八四年八月至一九九四年四月出任南京人民廣播電台新聞部主管兼黨委書記。自一九九四年起出任中共南京市委宣傳部副部長，並於二零零二年十二月起出任南京日報社的董事會主席及黨委書記。田先生最初於二零零零年七月獲委任為監事。

孫懷東先生，37歲，本公司監事。彼於一九九零年七月畢業於東南大學無線電工程系，持有無線電系學士學位。彼由一九九零年至一九九二年任職於國營772廠，一九九三年至二零零二年，獲聘任三寶實業營業部經理及總經理。自二零零二年起任江蘇海特曼新材料有限公司副總經理。彼最初於一九九九年十二月獲委任為監事。

杜瑾女士，41歲，獲本公司職工選為本公司監事。彼於二零零零年於亞洲澳門國際公開大學取得工商管理碩士學位。杜女士於一九八五年十二月至一九九三年八月期間曾於江蘇省通信設備廠工作，並於一九九六年七月至一九九八年七月期間任職於納貝斯克食品（蘇州）有限公司南京分公司。杜女士於一九九八年八月加入本公司，現擔任本公司的海關事業部經理。彼最初於一九九九年十二月獲委任為監事。

SUPERVISORS

Mr. Tian Tao, aged 57, is a Supervisor and chairman of the supervisory committee of the Company. He graduated from the Department of Journalism with a bachelor's degree in Journalism in Fudan University in January 1982. Mr. Tian was the vice director of the news department of Nanjing People's Broadcasting Station between November 1983 and August 1984. During the period from August 1984 to April 1994, Mr. Tian was the head of the news department of Nanjing People's Broadcasting Station and was the Secretary of the Party Committee. Mr. Tian was appointed as the vice minister of the broadcasting department of a Nanjing Municipal Commission of the Communist Party Committee since 1994. Mr. Tian has been the chairman of the board and the secretary of the party committee of Nanjing Daily since December 2002. He was firstly appointed as Supervisor in July 2000.

Mr. Sun Huai Dong, aged 37, is a Supervisor of the Company. He graduated from the Department of Radio Engineering of the Southeast University with a bachelor's degree in July 1990. He worked for the State-owned Factory No. 772 from 1990 to 1992. Mr. Sun was appointed as the manager of the sales department and the general manager of Sample Industry from 1993 to 2002. Mr. Sun has been the vice deputy general manager of Jiangsu Hai Te Man New Material Co., Ltd. since 2002. He was firstly appointed as Supervisor in December 1999.

Ms. Du Jin, aged 41, is a Supervisor of the Company elected by the staff members of the Company. She obtained a master's degree in business administration from Asia International Open University (Macau) in 2000. She formerly worked for Jiangsu Province Telecommunication Equipment Factory from December 1985 to August 1993 and Nabisco Food (Suzhou) Company Limited Nanjing Branch from July 1996 to July 1998. She joined the Company in August 1998 and is now the manager of the Company's customs affairs department. She was firstly appointed as Supervisor in December 1999.

獨立監事

戴建軍先生，34歲，監事。彼於一九八八年九月至一九九一年七月於江蘇公安專科學校接受教育。彼於一九九一年於東南大學工作。戴先生於一九九六年取得中國律師資格。自一九九六年起為江蘇致邦律師事務所的事務律師。彼於二零零三年八月獲委任為監事。

馬林萍女士，43歲，監事。彼於一九八八年畢業於中共中央黨校函授學院。於一九九四年取得中國會計師資格。一九九五年十一月至一九九九年九月，馬小姐為南京石城會計師事務所的會計師。一九九九年及二零零零年分別獲得註冊稅務師及資產估值師資格。自二零零零年三月起，馬小姐為南京石城稅務師事務所董事。彼於二零零三年八月獲委任為監事。

高級管理人員

富煜清先生，66歲，本公司技術總監。彼於一九六一年八月畢業於東南大學，並於一九八四年取得拉瓦爾大學的博士學位。富先生於一九六一年九月至一九七九年十二月期間曾擔任東南大學的無線電系教師，及後於一九八四年一月至一九九八年七月期間曾先後擔任東南大學無線電系副教授、教授、教研室主任、研究室主任及研究所總工。富先生於一九九八年九月加入三寶集團，現出任三寶集團的副總裁。富先生於二零零零年十二月加入本公司，並出任本公司的技術總監。

INDEPENDENT SUPERVISORS

Mr. Dai Jian Jun, aged 34, as a Supervisor. He received education in Jiangsu Public Security Professional School from September 1988 to July 1991. He worked for Southeast University in 1991. Mr. Dai was qualified as a lawyer in the PRC in 1996. Mr. Dai has been a lawyer of Jiangsu Zhi Bang Law Firm since 1996. He was appointed as Supervisor in August 2003.

Ms. Ma Lin Ping, aged 43, is a Supervisor. She graduated from the Correspondence School of the Communist Party of the PRC in 1998. She was qualified as an accountant in the PRC in 1994. Ms. Ma was an accountant of Nanjing Shi Cheng Certified Public Accountant from November 1995 to September 1999. She was qualified as a registered tax consultant and a registered asset valuer in the PRC in 1999 and 2000 respectively. Ms. Ma was a director of Nanjing Shi Cheng Tax Consultants since March 2000. She was appointed as Supervisor in August 2003.

SENIOR MANAGEMENT

Mr. Fu Yu Qing, aged 66, is the chief technical officer of the Company. He graduated from Southeast University in August 1961 and obtained a doctorate's degree in Philosophy from the University of Laval in 1984. Mr. Fu was an instructor of the Faculty of Wireless Communications of Southeast University from September 1961 to December 1979. He was an associate professor, professor, director of teaching group, director of laboratory and general engineer of the research institute of Southeast University from January 1984 to July 1998. Mr. Fu joined Sample Group in September 1998 and is currently the vice president of Sample Group. Mr. Fu joined the Company and was appointed as the chief technical officer of the Company in December 2000.

祁同林先生，39歲，本公司研究院技術專家及電子產品部經理。彼於一九八七年七月於東南大學完成無線電系本科課程，並於一九九零年二月於同一所大學取得自動控制系碩士學位。祁先生於一九九零年至一九九二年期間曾於南京電腦計量設備有限公司從事研發工作，以及於一九九二年至一九九七年期間任職於新博醫療器械實業電子有限公司。祁先生於一九九七年八月至二零零零年十二月期間先後擔任三寶集團總經理助理及工程實施部經理。祁先生於二零零一年一月加入本公司。

汪廷松先生，59歲，本公司副總經理。彼於一九六九年畢業於上海化工學院主修化工自動化。汪先生於一九七零年九月至一九七四年二月期間曾於貴州赫章縣水泥廠擔任車間監事。汪先生於一九七四年三月至一九七八年十月於貴州赫章縣印刷廠任職技術員。汪先生於一九七八年十一月加入華東電子管廠出任工程師，並於一九九七年十一月獲晉升為華東電子電視機分廠常務副廠長。汪先生於一九九九年十一月至二零零零年十二月期間擔任三寶計算機科技副總經理。汪先生於二零零一年一月加入本公司。

Mr. Qi Tong Lin, aged 39, is a technical expert of the Company's research institute and the manager of electronic products division. He completed a four-year programme in the Faculty of Wireless Communications of Southeast University in July 1987 and obtained a master's degree in the Department of Automatic Control of the same university in February 1990. Mr. Qi was involved in R&D at Nanjing Computer Measure Equipment Company from 1990 to 1992, and worked for Xinbo Medical Engineering Company from 1992 to 1997. He was the assistant to the general manager and manager of engineering department of Sample Group between August 1997 and December 2000. Mr. Qi joined the Company in January 2001.

Mr. Wang Ting Song, aged 59, is a deputy general manager of the Company. He graduated from Shanghai Chemical College in 1969 majoring in automatic control. Mr. Wang was a supervisor of a workshop in a concrete plant of Hezhang county from September 1970 to February 1974. He was a technician in a printing factory of Hezhang county from March 1974 to October 1978. He joined Huadong Electronics Factory in November 1978 as an engineer, and was promoted as the standing deputy head of the TV set factory of Huadong Electronics in November 1997. Mr. Wang was the deputy general manager of Sample Computer Technology between November 1999 and December 2000 before he joined the Company in January 2001.

胡慧玲女士，50歲，本公司財務部經理。彼於一九九八年畢業於瀋陽工業大學，獲得學士學位，並於一九九三年於中國取得專業會計師資格。胡女士於一九七三年一月至一九九一年六月期間擔任南京拖拉機修理總廠（前稱組合冷庫廠）的財務會計。其後於一九九一年六月至一九九七年七月期間先後擔任南京五洲製冷集團（前稱南京冷凍機總廠）的財務處副處長及處長。胡女士於一九九七年七月至一九九八年六月期間擔任南京中北投資諮詢公司的財務部經理，以及於一九九八年六月至二零零零年一月期間擔任南大藥業股份有限公司的財務部經理。胡女士於二零零零年一月至二零零零年十二月期間擔任本公司（前身公司三寶計算機科技）財務部經理。

陳慧慧女士，27歲，本公司公司秘書、合資格會計師及其中一名授權代表，負責本公司財務及會計管理及秘書事宜。陳女士在一九九九年畢業於城市大學，持有工商管理系會計學士學位，並為香港會計師公會及英國特許會計師公會會員。在二零零三年十月加盟本公司前，彼為羅申美會計師行（一家國際會計師行）香港辦事處的高級核數師。

Ms. Hu Hui Lin, aged 50, is the manager of the Company's finance department. She graduated from Shenyang Engineering University with a bachelor's degree in 1998. She was qualified as a professional accountant in the PRC in 1993. Ms. Hu was an accountant of Nanjing Tractor Repairing Factory (formerly known as Intergrated Cold Storage Factory) from January 1973 to June 1991. Later, she became the head of finance department of Nanjing Wuzhou Refrigeration Equipment Group (formerly known as Nanjing Freezer General Factory) from June 1991 to July 1997. Ms. Hu was the manager of the finance department of Nanjing Zhongbei Investment Consultation Company between July 1997 and June 1998 and was the manager of the finance department of Nanda Pharmaceutical Company Limited from June 1998 to January 2000. Ms. Hu was the manager of the finance department of Sample Computer Technology, the predecessor of the Company, between January 2000 and December 2000.

Ms. Chan Wei Wei, aged 27, is the company secretary, qualified accountant and one of the authorized representatives of the Company. She is responsible for the financial and accounting management and secretarial affairs of the Company. Ms. Chan graduated from the department of business administration of the City University of Hong Kong with a bachelor's degree in Accountancy in 1999 and is an associate member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Before joining the Company in October 2003, she worked as an audit senior in the Hong Kong office of RSM Nelson Wheeler, an international accounting firm.

致南京三寶科技股份有限公司股東

(於中華人民共和國成立及重組為股份有限公司的有限公司)

本核數師行已完成審核第41至第84頁按照香港公認採納的會計原則編製的財務報表。

董事及核數師的個別責任

貴公司董事負責編製真實與公平的財務報表。在編製該等財務報表時，董事必須貫徹選用合適的會計政策。

本行的責任是根據本行審核工作的結果，對該等財務報表作出獨立意見，並只向整體股東（作為法人）報告。除此以外，本行的報告不可用作其他用途。本行概不就本報告的內容，對任何其他人士負責或承擔法律責任。

意見的基礎

本行是按照香港會計師公會發出的核數準則進行審核工作。審核範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估董事於編製該等財務報表時所作的重大估計和判斷，會計政策是否適合貴公司與貴集團的具體情況，及有否貫徹應用並足夠地披露該等會計政策。

本行在策劃和進行審核工作時，均以取得一切本行認為必需的資料及解釋為目標，使本行能獲得充分的憑證，就該等財務報表是否存有重大錯誤陳述，作出合理的確定。在表達意見時，本行亦已衡量該等財務報表所載的資料在整體上是否足夠。本行相信，本行的審核工作已為下列意見建立了合理的基礎。

TO THE MEMBERS OF NANJING SAMPLE TECHNOLOGY COMPANY LIMITED

(established and reorganised into a joint stock limited company in the People's Republic of China with limited liability)

We have audited the financial statements on pages 41 to 84 which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Company's directors are responsible for the preparation of financial statements which give a true and fair view. In preparing financial statements which give a true and fair view it is fundamental that appropriate accounting policies are selected and applied consistently.

It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

BASIS OF OPINION

We conducted our audit in accordance with Statements of Auditing Standards issued by the Hong Kong Institute of Certified Public Accountants. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the Company and the Group, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements. We believe that our audit provides a reasonable basis for our opinion.

意見

本行認為上述的財務報表均真實與公平地反映 貴集團與 貴公司於二零零四年十二月三十一日的財務狀況及 貴集團截至該日止年度的溢利與現金流量，並已按照香港公司條例妥為編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零零五年三月二十三日

OPINION

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2004 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
23 March 2005

綜合收益表

Consolidated Income Statement

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

		附註 NOTES	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
營業額	Turnover	4	77,439	61,836
銷售成本	Cost of sales		(45,680)	(29,096)
毛利	Gross profit		31,759	32,740
其他經營收入	Other operating income		9,020	7,985
市場推廣開支	Marketing and promotional expenses		(7,094)	(7,188)
行政開支	Administrative expenses		(11,862)	(7,798)
經營溢利	Profit from operations	6	21,823	25,739
出售附屬公司收益	Gain on disposal of a subsidiary		—	141
財務成本	Finance costs	8	(1,207)	(2,270)
除稅前溢利	Profit before taxation		20,616	23,610
稅項	Taxation	9	(2,643)	(2,751)
未計少數股東權益前溢利	Profit before minority interests		17,973	20,859
少數股東權益	Minority interests		32	(252)
年度純利	Net profit for the year		18,005	20,607
每股盈利 — 基本 (人民幣仙)	Earnings per share – Basic (RMB cents)	11	32.20	45.79

綜合資產負債表

Consolidated Balance Sheet

於二零零四年十二月三十一日

At 31 December 2004

		附註 NOTES	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	12	65,347	21,930
技術知識	Technical know-how	14	—	1,633
商譽	Goodwill	15	271	406
遞延稅項資產	Deferred tax assets	16	843	770
			66,461	24,739
流動資產	Current assets			
存貨	Inventories	17	1,762	1,566
合約工程客戶之欠款	Amounts due from customers for contract work	18	6,267	2,629
應收貿易及其他賬款	Trade and other receivables	19	33,878	40,293
關連人士之欠款	Amount due from a related party	30	841	—
可收回稅項	Taxation recoverable		129	1,237
有限制之銀行存款	Restricted bank deposits		1,952	1,205
銀行結餘及現金	Bank balances and cash		139,780	64,374
			184,609	111,304
流動負債	Current liabilities			
應付貿易及其他賬款	Trade and other payables	20	26,336	14,213
應付施工成本	Construction cost payables		8,553	—
應付稅項	Taxation payable		1,435	2,198
短期銀行貸款	Short-term bank loans	21	30,000	25,000
於一年內到期之 長期銀行貸款	Long-term bank loans due within one year	22	5,000	—
			71,324	41,411
流動資產淨值	Net current assets		113,285	69,893
			179,746	94,632
資本及儲備	Capital and reserves			
股本	Share capital	23	64,500	45,000
儲備	Reserves		100,471	29,825
			164,971	74,825

於二零零四年十二月三十一日

At 31 December 2004

		附註 NOTES	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
少數股東權益	Minority interests		4,775	4,807
非流動負債	Non-current liabilities			
長期銀行貸款	Long-term bank loans	22	10,000	15,000
			179,746	94,632

第41至84頁的財務報表經董事會於二零零五年三月二十三日批准及授權刊發，並由下列人士代表簽署：

The financial statements on pages 41 to 84 were approved and authorised for issue by the Board of Directors on 23 March 2005 and are signed on its behalf by:

沙敏
董事
Sha Min
DIRECTOR

郭亞軍
董事
Guo Ya Jun
DIRECTOR

於二零零四年十二月三十一日

At 31 December 2004

		附註 NOTES	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	12	65,171	21,572
於附屬公司之投資	Investments in subsidiaries	13	23,300	23,300
技術知識	Technical know-how	14	—	—
遞延稅項資產	Deferred tax assets	16	843	770
			89,314	45,642
流動資產	Current assets			
存貨	Inventories	17	1,717	1,566
合約工程客戶之欠款	Amounts due from customers for contract work	18	6,267	2,629
應收貿易及其他賬款	Trade and other receivables		32,873	36,849
關連人士之欠款	Amounts due from a related party	30	841	—
有限制之銀行存款	Restricted bank deposits		1,952	1,205
銀行結餘及現金	Bank balances and cash		139,235	64,264
			182,885	106,513
流動負債	Current liabilities			
應付貿易及其他賬款	Trade and other payables		25,197	12,739
應付施工成本	Construction cost payables		8,553	—
結欠附屬公司之款項	Amounts due to subsidiaries		34,491	28,756
應付稅項	Taxation payable		1,429	2,014
短期銀行貸款	Short-term bank loans	21	30,000	25,000
於一年內到期之 長期銀行貸款	Long-term bank loans due within one year	22	5,000	—
			104,670	68,509
流動資產淨值	Net current assets		78,215	38,004
			167,529	83,646
資本及儲備	Capital and reserves			
股本	Share capital	23	64,500	45,000
儲備	Reserves	25	93,029	23,646
			157,529	68,646

於二零零四年十二月三十一日

At 31 December 2004

		附註 NOTES	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
非流動負債	Non-current liabilities			
長期銀行貸款	Long-term bank loans	22	10,000	15,000
			167,529	83,646

沙敏
董事
Sha Min
DIRECTOR

郭亞軍
董事
Guo Ya Jun
DIRECTOR

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

		股本	股份溢價	法定 公積金	法定 公益金	保留溢利	總計
		Share capital	Share premium	Statutory surplus reserve	Statutory welfare fund	Retained profits	Total
		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
於二零零三年 一月一日	At 1 January 2003	45,000	—	1,174	587	7,457	54,218
年內純利	Net profit for the year	—	—	—	—	20,607	20,607
轉撥(已扣少數 股東應佔額)	Transfers, net of minority interests' share	—	—	2,730	1,365	(4,095)	—
於二零零三年 十二月三十一日	At 31 December 2003	45,000	—	3,904	1,952	23,969	74,825
於二零零四年 六月九日在創業板 上市時發行每股 面值人民幣1.0元之 境外上市外資股份 (「H股」)	Issue of overseas listed foreign invested share ("H shares") of RMB1.0 each upon listing on the Growth Enterprise Market on 9 June 2004	20,400	—	—	—	—	20,400
轉換若干國有 內資股為H股	Conversion of certain state-owned domestic shares to H shares	(900)	—	—	—	—	(900)
發行H股所產生 之溢價	Premium arising on issue of H shares	—	66,280	—	—	—	66,280
發行H股所產生 之開支	Expenses incurred on issue of H shares	—	(13,639)	—	—	—	(13,639)
年內純利	Net profit for the year	—	—	—	—	18,005	18,005
轉撥(已扣少數 股東應佔額)	Transfers, net of minority interests' share	—	—	2,106	1,053	(3,159)	—
於二零零四年 十二月三十一日	At 31 December 2004	64,500	52,641	6,010	3,005	38,815	164,971

綜合現金流量表

Consolidated Cash Flow Statement

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

	附註 NOTE	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
經營業務	Operating activities		
除稅前溢利	Profit before taxation	20,616	23,610
經調整：	Adjustments for:		
利息收入	Interest income	(1,969)	(310)
利息支出	Interest expenses	1,207	2,270
物業、廠房及設備之折舊及攤銷	Depreciation and amortisation of property, plant and equipment	2,124	715
技術知識之攤銷	Amortisation of technical know-how	1,633	1,450
商譽之攤銷	Amortisation of goodwill	135	135
出售物業、廠房及設備之虧損	Loss on disposal of property, plant and equipment	2	5
出售附屬公司收益	Gain on disposal of a subsidiary	—	(141)
存貨撥備	Allowance for inventories	170	—
存貨準備撥回	Write back of allowance for inventories	—	(40)
營運資金變動前之經營流動現金	Operating cash flows before movements in working capital	23,918	27,694
存貨(增加)減少	(Increase) decrease in inventories	(366)	1,205
合約工程客戶之欠款(增加)減少	(Increase) decrease in amounts due from customers for contract work	(3,638)	1,041
應收貿易及其他賬款減少	Decrease in trade and other receivables	7,339	8,167
應付貿易及其他賬款增加	Increase in trade and other payables	12,123	3,339
經營業務提供之現金	Cash from operations	39,376	41,446
已付中國企業所得稅	PRC enterprise income tax paid	(2,371)	(3,251)
經營業務提供之現金淨額	Net cash from operating activities	37,005	38,195
投資活動	Investing activities		
已收利息	Interest received	204	310
購買物業、廠房及設備	Purchase of property, plant and equipment	(36,266)	(12,670)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	10	—
有限制銀行存款(增加)減少	(Increase) decrease in restricted bank deposits	(747)	41
出售附屬公司權益所得款項(已扣除出售之現金及現金等價物)	Proceeds from disposal of interest in a subsidiary (net of cash and cash equivalents disposed of)	—	537
收購物業、廠房及設備退回按金	Deposits refunded on acquisition of property, plant and equipment	—	1,400
關連人士還款	Repayment from related parties	—	196
投資活動使用之現金淨額	Net cash used in investing activities	(36,799)	(10,186)

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

	附註 NOTE	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
融資活動	Financing activities		
已付利息	Interest paid	(1,941)	(2,270)
發行H股時新增資本 (已扣除開支)	New capital raised on issue of H shares, net of expenses	72,141	—
償還關連人士之借貸	Borrowings repaid to related parties	—	(3,948)
新增銀行貸款	New bank loans raised	40,000	45,000
償還銀行貸款	Repayment of bank loans	(35,000)	(39,000)
融資活動提供(使用) 之現金淨額	Net cash from (used in) financing activities	75,200	(218)
現金及現金等價物 增加淨額	Net increase in cash and cash equivalents	75,406	27,791
於一月一日之現金及 現金等價物	Cash and cash equivalents at 1 January	64,374	36,583
於十二月三十一日之 現金及現金等價物	Cash and cash equivalents at 31 December	139,780	64,374
現金及現金等價物 結餘分析	Analysis of the balances of cash and cash equivalents		
銀行結餘及現金	Bank balances and cash	139,780	64,374

1. 一般資料

南京三寶科技股份有限公司(「本公司」)於中國內地(「中國」)成立，並於二零零零年十二月二十八日獲批准重組為股份有限公司。本公司主要從事提供視頻安防系統解決方案及銷售相關電腦產品。

本公司之股份於二零零四年六月九日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司及其附屬公司(以下統稱「本集團」)之賬簿及紀錄均以本集團大部份交易所採用之貨幣人民幣(「人民幣」)為幣值。

2. 近期頒佈之會計準則所產生之潛在影響

香港會計師公會(「香港會計師公會」)於二零零四年頒佈多項新增或經修訂之香港會計準則及香港財務申報準則(以下統稱「新香港財務申報準則」)，由二零零五年一月一日或之後開始之會計期間生效。本集團並無提早於截至二零零四年十二月三十一日止年度之財務報表中採納此等新香港財務申報準則。

本集團已考慮此等新香港財務申報準則，惟並無預期頒佈此等新香港財務申報準則將對本集團經營業績及財政狀況之編製及呈列方式有重大影響。

1. GENERAL

Nanjing Sample Technology Company Limited (the "Company") was established in the Mainland China (the "PRC") and was approved to be reorganised into a joint stock limited company on 28 December 2000. It is principally engaged in the provision of video security system solutions and sales of related computer products.

The shares of the Company were listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited ("Stock Exchange") on 9 June 2004.

The books and records of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") are maintained in Renminbi ("RMB"), the currency in which the majority of the Group's transactions is denominated.

2. POTENTIAL IMPACT ARISING FROM THE RECENTLY ISSUED ACCOUNTING STANDARDS

In 2004, the Hong Kong Institute of Certified Public Accountants (the "HKICPA") issued a number of new or revised Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards (herein collectively referred to as "new HKFRSs") which are effective for accounting periods beginning on or after 1 January 2005. The Group has not early adopted these new HKFRSs in the financial statements for the year ended 31 December 2004.

The Group has considered these new HKFRSs but does not expect that the issuance of these HKFRSs will have a material effect on how the results of operations and financial position of the Group are prepared and presented.

3. 主要會計政策

財務報表乃按歷史成本慣例，並遵照香港普遍採納之會計準則而編製。採納之主要會計政策載列如下：

綜合基準

本公司及其附屬公司編製以載入財務報表之綜合財務報表乃涵蓋至每年十二月三十一日。

年內收購或出售之附屬公司業績分別由收購生效日期計入綜合收益表內，以及計入綜合收益表內直至出售生效日期為止。

所有集團內公司間產生之重大交易及結餘均已於綜合賬目時撇銷。

商譽

綜合賬目所產生之商譽乃指收購成本超出本集團擁有附屬公司於收購當日之可確認資產及負債之公平價值之差額。收購產生之商譽撥作資產，並就其使用年期以直線法攤銷。

就出售附屬公司而言，於計算出售之盈利或虧損時，計入應佔之未攤銷商譽價值。

於附屬公司之投資

於附屬公司之投資乃按成本值扣減任何已確認之減值虧損列賬。

3. PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in Hong Kong. The principal accounting policies adopted are as follows:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All significant inter-company transactions and balances within the Group are eliminated on consolidation.

Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition. Goodwill arising on acquisition is capitalised and amortised on a straight line basis over its useful economic life.

On disposal of a subsidiary, the attributable amount of unamortised goodwill is included in the determination of profit or loss on disposal.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less any identified impairment loss.

3. 主要會計政策 (續)**收入確認**

安裝網絡系統合約之結果可以可靠地估計時，定價合約之收入則按照每項合約至今產生之成本對估計總成本之比例，以完成方法之百分比確認。合約結果不可以可靠地估計時，所產生合約成本很可能可以回復時，收入方予確認。

貨品銷售額於貨品付運及所有權轉移時確認入賬而服務收入於提供服務時予以確認。

利息收入乃參考未償還本金及適用之息率逐日累積計算。

物業、廠房及設備

物業、廠房及設備(施工中工程除外)按於結算日成本值減累計折舊及攤銷以及任何可確認之減值虧損入賬。

施工中工程按成本值(包括所有施工成本、根據本集團會計政策撥充資產價值之借貸成本及該等項目產生之其他直接成本)列賬，至施工完成時方予折舊。完成施工工程之成本轉撥物業、廠房及設備之適用類別。

土地使用權於有效期內以直線法攤銷成本。

樓宇成本以直線法分三十年折舊。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Revenue recognition**

When the outcome of a contract for the installation of network systems can be estimated reliably, revenue from fixed price contracts is recognised on the percentage of completion method, measured by reference to the proportion that costs incurred to date bear to estimated total costs for each contract. When the outcome of a contract cannot be estimated reliably, revenue is recognised to the extent of contract costs incurred that it is probable that they are recoverable.

Sales of goods are recognised when goods are delivered and title has passed while service income is recognised when the services are provided.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the interest rate applicable.

Property, plant and equipment

Property, plant and equipment, other than construction in progress are stated at cost less accumulated depreciation and amortisation and any identified impairment loss at the balance sheet date.

Construction in progress is stated at cost which includes all construction costs, borrowing costs capitalised in accordance with the Group's accounting policy and other direct costs attributable to such projects. It is not depreciated until completion of construction. Costs of completed construction works are transferred to the appropriate category of property, plant and equipment.

The cost of land use rights is amortised over the period of the right using the straight line method.

The cost of buildings is depreciated over 30 years using the straight line method.

3. 主要會計政策 (續)**物業、廠房及設備 (續)**

折舊乃採用直線法以下列年率按物業、廠房及設備其他項目之估計可使用年期撇銷其成本值：

傢俬、裝置及設備	10—20%
汽車	20%
租賃物業裝修	10—20%

因資產出售或報廢所產生之收益或虧損乃按該資產之銷售所得款項及賬面價值之差額而釐定，並於收益表內予以確認。

借貸成本

直接來自購入、建造或生產合格資產之借貸成本乃資本化為該等資產成本一部份。當資產實質上可供用作計劃用途或銷售，借貸成本資本化將終止。

所有其他借貸成本乃於產生期內確認為支出。

技術知識

所收購之技術知識按成本值減累計攤銷及任何已確認之減值虧損列賬。攤銷以直線法按其估計可使用年期於五年期計算撇銷所收購技術知識之成本。

出售獲得之技術知識產生之盈虧乃按該資產之銷售所得款項與賬面價值之差額釐定並於收益表內確認。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Property, plant and equipment (Continued)**

Depreciation is provided to write off the cost of other items of property, plant and equipment over their estimated useful lives, using the straight line method, at the following rates per annum:

Furniture, fixtures and equipment	10–20%
Motor vehicles	20%
Leasehold improvements	10–20%

The gain or loss arising from the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Technical know-how

Acquired technical know-how is stated at cost less accumulated amortisation and any identified impairment loss. Amortisation is calculated to write off the cost of the acquired technical know-how over its estimated useful life of five years, using the straight line method.

The gain or loss arising from the disposal of the acquired technical know-how is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the income statement.

3. 主要會計政策 (續)**存貨**

存貨指持有予銷售之貨物，乃以成本值及可變現淨值之較低者列賬。成本包括所有購買成本及（如適用）使存貨變成現址及現況所產生之其他成本，並以加權平均方法計算。可變現淨值指正常業務過程之估計賣出價減促成銷售所需之所有估計成本。

安裝合約

安裝網絡系統合約之結果可以可靠地估計時，合約成本乃按照至今所產生成本對每項合約之估計成本之比例所計算於結算日合約活動之完成階段，於收益表扣除。

合約結果不可以可靠地估計時，合約成本則確認為所產生期內之開支。

總合約成本很可能超逾總合約收入時，預計虧損則即時確認為開支。

減值

本集團於各結算日審閱其資產之賬面值，以評估該等資產是否有跡象出現減值虧損。倘估計資產之可收回價值低於其賬面值，則該項資產之賬面值將會減低至其可收回價值。減值虧損即時列作開支予以確認。

倘減值虧損隨後撥回，則該項資產之賬面值會增加至經調整之估計可收回價值，惟增加之賬面值不得超逾資產於過往年度並無減值虧損情況下之賬面值。撥回之減值虧損即時列作收入予以確認。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Inventories**

Inventories, which represent goods held for sale, are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs necessary to make the sale.

Installation contracts

When the outcome of a contract for the installation of network systems can be estimated reliably, contract costs are charged to the income statement with reference to the stage of completion of the contract activity at the balance sheet date as measured by reference to the proportion that costs incurred to date bear to estimated costs for each contract.

When the outcome of a contract cannot be estimated reliably, contract costs are recognised as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Impairment

At each balance sheet date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

3. 主要會計政策 (續)**研發費用**

研究活動費用於產生期間列作開支予以確認。

由本集團開發費用所產生並從內部產生之無形資產僅於預期進行已確定項目的開發成本可於日後之商業活動獲得彌補時，方可確認。所產生之資產就其可使用年期按直線法攤銷。

倘並無內部產生之無形資產可予確認，開發費用於產生期間列作開支予以確認。

稅項

所得稅支出指現年度之應付及遞延稅項之總和。

現年度應付稅項按年內應課稅溢利計算。應課稅溢利與收益表所記錄之純利不同，因其不包括在其他年度應課稅或扣稅之收入及支出項目，亦不包括永不課稅或扣除之收益表項目。

遞延稅項為就財務報表內資產與負債賬面值與用以計算應課稅溢利之稅務基準之差額而預期須付或可收回之稅項，並按資產負債表負債法入賬。遞延稅項負債一般按所有應課稅臨時差額確認，而遞延稅項資產則當可能有應課稅溢利用於可扣稅臨時差額時確認。倘臨時差額乃源自商譽（或負商譽）或源自不影響稅務溢利及會計溢利之交易中其他資產及負債之初步確認（業務合併外），則該等資產及負債不予確認。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Research and development costs**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from the Group's development expenditure is recognised only if it is anticipated that the development costs incurred on a clearly-defined project will be recovered through future commercial activity. The resultant asset is amortised on a straight line basis over its useful life.

Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes income statement items that are never taxable and deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

3. 主要會計政策 (續)**稅項 (續)**

就源自投資於附屬公司之應課稅臨時差額確認遞延稅項負債，除非本集團能控制臨時差額之撥回且臨時差額甚可能不會於可見將來撥回。

於每個結算日將重審遞延稅項資產賬面值，並減值至應不會有足夠應課稅溢利容許收回所有或部分資產之情況。

遞延稅項按預期適用於清償負債或變現資產之期間之稅率計算。遞延稅項於收益表扣除或計入，除非相關於直接於股本扣除或計入之項目，在這情況下遞延稅項亦於股本內處理。

外幣

外幣交易按交易日之適用率換算入賬，以外幣為單位之貨幣資產及負債均以結算日當日之滙率重新換算。滙兌產生之盈利及虧損概於收益表中處理。

政府資助

政府資助於與有關成本配合之所需期間確認為收入，並於申報有關開支時扣除。有關可折舊資產之資助呈列為從有關資產之賬面值之扣除項目，並於資產之可使用年期轉撥為收入。有關支出項目之資助於收益表扣除該等支出之同一年度確認，並於記錄相關開支時扣除。倘政府資助超過發生之支出且無其他附加條件，政府資助超越有關支出之部份確認為收入。

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Taxation (Continued)**

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Foreign currencies

Transactions in foreign currencies are translated at the rates ruling on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rates ruling on the balance sheet date. Gains and losses arising on translation are dealt with in the income statement.

Government grants

Government grants are recognised as income over the periods necessary to match them with the related costs and are deducted in reporting the related expense. Grants related to depreciable assets are presented as a deduction from the carrying amount of the relevant asset and are released to income over the useful lives of the assets. Grants related to expense items are recognised in the same period as those expenses are charged in the income statement and are deducted in reporting the related expense. Where the government grant exceed the expenses incurred and there is no further obligation attached to the government grant, the excess of the government grant over the related expense is recognised as income immediately.

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3. 主要會計政策 (續)**經營租約**

經營租約項下之應付租金乃按有關租約之年期以直線法於收益表中扣除。

退休福利成本

退休福利成本指根據中國當地政府頒行之規例應付之金額，乃於產生時在收益表扣除。

4. 營業額

營業額指自第三方已收及應收之款項淨額總數，並概列如下：

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)**Operating leases**

Rentals payable under operating leases are charged to the income statement on a straight line basis over the period of the respective leases.

Retirement benefit cost

Retirement benefit cost, which represents the amount payable in accordance with the regulation promulgated by the local PRC government, is charged to the income statement as incurred.

4. TURNOVER

Turnover represents the aggregate of the net amounts received and receivable from third parties and is summarised as follows:

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
提供視頻安防系統 解決方案	Provision of video security system solutions	77,439	60,875
銷售相關電腦產品	Sales of related computer products	—	961
		77,439	61,836

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For the year ended 31 December 2004

5. 業務及地區分類資料

業務分類

為管理而言，本集團之業務分為兩個經營部門，分別為提供視頻安防系統解決方案及銷售相關電腦產品。該等部門乃本集團所申報之主要業務分類資料之基準。

本年度業務分類如下：

5. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group's operations are organised into two operating divisions namely provision of video security system solutions and sales of related computer products. These divisions are the basis on which the Group reports its primary business segment information.

Business segments for the year are as follows:

		外部營業額 External turnover		業績 Results	
		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
提供視頻安防系統 解決方案	Provision of video security system solutions	77,439	60,875	25,331	27,242
銷售相關電腦產品	Sales of related computer products	—	961	—	301
		77,439	61,836	25,331	27,543
其他經營收入	Other operating income			4,365	4,542
中央管理開支	Central administrative expenses			(7,873)	(6,346)
經營溢利	Profit from operations			21,823	25,739
出售附屬公司 之收益	Gain on disposal of a subsidiary			—	141
財務成本	Finance costs			(1,207)	(2,270)
除稅前溢利	Profit before taxation			20,616	23,610
稅項	Taxation			(2,643)	(2,751)
未計少數股東 權益前溢利	Profit before minority interests			17,973	20,859
少數股東權益	Minority interests			32	(252)
年度純利	Net profit for the year			18,005	20,607

截至二零零四年十二月三十一日止年度

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5. 業務及地區分類資料(續)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (CONTINUED)

業務分類(續)

Business segments (Continued)

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
資產	Assets		
分類資產	Segment assets		
— 提供視頻安防 系統解決方案	— provision of video security system solutions	51,767	40,101
— 銷售相關電腦產品	— sales of related computer products	—	143
未分配公司資產	Unallocated corporate assets	199,303	95,799
總資產	Total assets	251,070	136,043
負債	Liabilities		
分類負債	Segment liabilities		
— 提供視頻安防 系統解決方案	— provision of video security system solutions	19,120	11,691
— 銷售相關電腦產品	— sales of related computer products	—	219
未分配公司負債	Unallocated corporate liabilities	62,204	44,501
總負債	Total liabilities	81,324	56,411
其他資料	Other information		
資本增加	Capital additions		
— 提供視頻安防 系統解決方案	— provision of video security system solutions	11,633	224
— 銷售相關電腦產品	— sales of related computer products	—	—
未分配	Unallocated	33,920	19,966
		45,553	20,190
折舊及攤銷	Depreciation and amortisation		
— 提供視頻安防 系統解決方案	— provision of video security system solutions	1,776	1,530
— 銷售相關電腦產品	— sales of related computer products	—	—
未分配	Unallocated	2,116	770
		3,892	2,300

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5. 業務及地區分類資料(續)

5. BUSINESS AND GEOGRAPHICAL SEGMENTS (CONTINUED)

業務分類(續)

Business segments (Continued)

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
存貨撥備	Allowance for inventories		
— 提供視頻安防	— provision of video security		
系統解決方案	system solutions	170	—
— 銷售相關電腦產品	— sales of related computer products	—	—
		170	—
存貨準備撥回	Write back of allowance for inventories		
— 提供視頻安防	— provision of video security		
系統解決方案	system solutions	—	40
— 銷售相關電腦產品	— sales of related computer products	—	—
		—	40
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment		
— 提供視頻安防	— provision of video security		
系統解決方案	system solutions	—	—
— 銷售相關電腦產品	— sales of related computer products	—	—
未分配	Unallocated	2	5
		2	5

地域分類

Geographical segments

作為本集團主要收入來源之業務
位於中國，故無呈列地區分類。

The Group's operations are situated in the PRC in which its revenue was derived principally therefrom. Accordingly, no geographical segments were presented.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

6. 經營溢利

6. PROFIT FROM OPERATIONS

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
經營溢利乃經扣除 下列各項後得出：	Profit from operations has been arrived at after charging:		
核數師酬金	Auditors' remuneration	400	—
董事及監事酬金	Directors' and supervisors' remuneration		
— 袍金	— fees	214	—
— 退休福利計劃供款	— retirement benefits scheme contributions	26	23
— 其他薪酬	— other emoluments	449	453
		689	476
其他員工退休福利 計劃供款	Other staff's retirement benefits scheme contributions	228	225
其他員工成本	Other staff costs	7,016	6,421
		7,933	7,122
減：計入研發成本之 員工成本	Less: Staff costs included in research and development costs	(2,283)	(1,789)
		5,650	5,333
研發成本	Research and development costs	6,324	2,201
減：已收政府資助	Less: Government grants received	(4,262)	(2,201)
		2,062	—

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

6. 經營溢利(續)

6. PROFIT FROM OPERATIONS (CONTINUED)

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
存貨準備	Allowance for inventories	170	—
計入行政開支之 商譽攤銷	Amortisation of goodwill included in administrative expenses	135	135
計入行政開支之技術 知識攤銷	Amortisation of technical know-how included in administrative expenses	1,633	1,450
確認為開支之存貨成本	Cost of inventories recognised as expenses	37,440	26,093
物業、廠房及設備之 折舊及攤銷	Depreciation and amortisation of property, plant and equipment	2,124	715
出售物業、廠房及 設備之虧損	Loss on disposal of property, plant and equipment	2	5
土地及樓宇之經營 租賃租金	Operating lease rentals in respect of land and buildings	604	633
並計入：	and after crediting:		
政府資助	Government grants	—	2,022
利息收入	Interest income	1,969	310
所退回中國增值稅	PRC value added tax refunded	4,656	1,409
計入銷售成本之存貨 準備撥回	Write back of allowance for inventories included in cost of sales	—	40

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

7. 董事、監事及僱員薪酬

本集團於本年度支付予董事及監事之薪酬詳情如下：

7. DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS

Details of emoluments paid by the Group to the directors and supervisors for the year are as follows:

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
袍金	Fees for		
執行董事	Executive directors	30	—
非執行董事	Non-executive directors	40	—
獨立非執行董事	Independent non-executive directors	94	—
監事	Supervisors	30	—
獨立監事	Independent supervisors	20	—
		214	—
非執行董事及獨立 非執行董事之其他薪酬	Other emoluments for non-executive directors and independent non-executive directors	—	—
執行董事之其他薪酬	Other emoluments for executive directors		
基本薪金及津貼	basic salaries and allowances	379	378
退休福利計劃供款	retirement benefits scheme contributions	21	18
		400	396
獨立監事之其他薪酬	Other emoluments for independent supervisors	—	—
監事之其他薪酬	Other emoluments for a supervisor		
基本薪金及津貼	basic salaries and allowances	70	75
退休福利計劃供款	retirement benefits scheme contributions	5	5
		75	80

截至二零零四年十二月三十一日止年度，支付予三位執行董事之基本薪金及津貼分別為人民幣141,000元、人民幣128,000元、人民幣110,000元，而對三位執行董事之退休福利計劃之供款則分別為人民幣7,000元、人民幣7,000元及人民幣7,000元。同年，支付予一位監事之基本薪金及津貼為人民幣70,000元，而對該位監事之退休福利計劃之供款則為人民幣5,000元。

For the year ended 31 December 2004, basic salaries and allowances paid to the three executive directors were RMB141,000, RMB128,000 and RMB110,000 respectively; while contributions to retirement benefits scheme for the three executive directors were RMB7,000, RMB7,000, and RMB7,000 respectively. For the same year, basic salaries and allowances paid to one supervisor was RMB70,000 while contributions to retirement benefits scheme for the supervisor was RMB5,000.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

7. 董事、監事及僱員薪酬(續)

截至二零零三年十二月三十一日止年度，支付予三位執行董事之基本薪金及津貼分別為人民幣140,000元、人民幣128,000元、人民幣110,000元。而對三位執行董事之退休福利計劃之供款則分別為人民幣4,000元、人民幣7,000元及人民幣7,000元。同年，支付予一位監事之基本薪金及津貼為人民幣75,000元，而對該位監事之退休福利計劃之供款則為人民幣5,000元。

五位最高薪人士包括三位(二零零三年：三位)董事，其薪酬詳情載於上文。其餘兩位人士之薪酬如下：

7. DIRECTORS', SUPERVISORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

For the year ended 31 December 2003, basic salaries and allowances paid to the three executive directors were RMB140,000, RMB128,000 and RMB110,000 respectively; while contributions to retirement benefits scheme for the three executive directors were RMB4,000, RMB7,000 and RMB7,000 respectively. For the same year, basic salaries and allowances paid to one supervisor was RMB75,000 while contributions to retirement benefits scheme for the supervisor was RMB5,000.

The five highest paid individuals included three directors (2003: three), details of whose emoluments are included above. The emoluments of the remaining two individuals are as follows:

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
僱員	Employees		
基本薪金及津貼	basic salaries and allowances	206	214
退休福利計劃供款	retirement benefits scheme contributions	5	5
		211	219

於該兩個年度，本集團並無向五位最高薪人士(包括董事、監事及僱員)支付任何薪酬，作為其加入或於加入本集團時之獎勵或作為離職之補償。董事及監事於該兩個年度概無放棄任何薪酬。

During both years, no emoluments were paid by the Group to the five highest paid individuals (including directors, supervisors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors and supervisors has waived any emoluments during either year.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

8. 財務成本

8. FINANCE COSTS

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
須於五年內悉數償還 之銀行借貸利息	Interest on bank borrowings wholly repayable within five years	1,941	2,270
減：資本化金額	Less: amounts capitalised	(734)	—
		1,207	2,270

計入年內合格資產成本中之借貸成本來自一般借貸，並按該資產開支以年率4.9%（二零零三年：無）計算。

Borrowing costs included in the cost of qualifying assets during the year arose in the general borrowing pool and are calculated by applying a capitalisation rate of 4.9% per annum (2003: nil) to expenditure in such assets.

9. 稅項

9. TAXATION

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
支出包括：	The charge comprises:		
中國所得稅	PRC income tax	(2,716)	(2,834)
遞延稅項抵免（附註16）	Deferred taxation credit (Note 16)	73	83
		(2,643)	(2,751)

中國所得稅根據中國相關法例及法規按適用稅率計算。

PRC income tax is calculated at the rates prevailing under the relevant laws and regulations in the PRC.

根據中國稅務法規，本公司已被定為高新技術企業，並按15%優惠稅率繳納所得稅。

The Company is recognised as a high-technology company according to PRC tax regulations and is entitled to a preferential tax rate of 15%.

本公司附屬公司須按33%繳納中國所得稅，惟屬於合資格中國軟件企業的南京金龍軟件有限公司可由首個獲利經營年度起計兩年獲豁免中國所得稅，其後三個年度可獲50%之扣減（「稅收減免」）。該附屬公司於二零零三年獲豁免中國所得稅，而於二零零四年則獲50%之扣減。

The Company's subsidiaries are subject to a PRC income tax rate of 33%, except Nanjing Golden Dragon Software Company Limited, being a qualified PRC software enterprise, which is entitled to exemption from PRC income tax for two years commencing from its first profit-making year of operation and thereafter it will be entitled to a 50% relief from PRC income tax for the following three years (the "Tax Relief"). This subsidiary is exempted from PRC income tax in 2003 and entitled to the 50% relief in 2004.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

9. 稅項 (續)

於本年度之支銷可按如下與收益表所列溢利調節：

9. TAXATION (CONTINUED)

The charge for the year is reconciled to the profit per the income statement as follows:

		二零零四年 2004		二零零三年 2003	
		人民幣千元 RMB'000	%	人民幣千元 RMB'000	%
除稅前溢利	Profit before taxation	20,616		23,610	
按國內所得稅率15%之稅項	Tax at the domestic income tax rate of 15%	3,092	15.0	3,542	15.0
於計算應課稅溢利時不可扣稅之開支之稅務影響	Tax effect of expenses that are not deductible in determining taxable profit	662	3.2	364	1.5
於計算應課稅溢利時不課稅收入之稅務影響	Tax effect of income that are not taxable in determining taxable profit	(1,125)	(5.5)	(364)	(1.5)
稅收減免之影響	Effect of the Tax Relief	—	—	(981)	(4.2)
附屬公司不同稅率之影響	Effect of the different tax rate of a subsidiary	14	0.1	190	0.8
年內稅務開支及實際稅率	Tax expense and effective tax rate for the year	2,643	12.8	2,751	11.6

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

10. 股息

10. DIVIDENDS

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
普通股：	Ordinary Shares:		
建議末期股息 —	Final, proposed — RMB0.10 per share		
每股人民幣0.10元	(2003:nil)		
(二零零三年：無)		6,450	—

董事已建議末期股息每股人民幣0.10元(二零零三年：無)，並須獲股東於應屆股東週年大會上批准。

The final dividend of RMB0.10 per share (2003: nil) has been proposed by the directors and is subject to approval by the shareholders at the forthcoming annual general meeting.

11. 每股盈利

11. EARNINGS PER SHARE

每股基本盈利乃根據股東應佔溢利人民幣18,005,000元(二零零三年：人民幣20,607,000元)及年內已發行股份之加權平均數55,922,000股(二零零三年：45,000,000股)計算。

The calculation of basic earnings per share is based on the profit attributable to shareholders of RMB18,005,000 (2003: RMB20,607,000) and the weighted average number of 55,922,000 (2003: 45,000,000) shares in issue during the year.

由於在截至二零零四年十二月三十一日止兩個年度內並無潛在普通股，故並無呈列該兩個年度之每股攤薄盈利。

Diluted earnings per share is not presented for the two years ended 31 December 2004 as there were no potential ordinary shares in existence for both years.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

12. 物業、廠房及設備

12. PROPERTY, PLANT AND EQUIPMENT

		土地及樓宇 Land and buildings 人民幣千元 RMB'000	傢俬、裝置 及設備 Furniture, fixtures and equipment 人民幣千元 RMB'000	汽車 Motor vehicles 人民幣千元 RMB'000	租賃物業裝修 Leasehold improvements 人民幣千元 RMB'000	施工中工程 Construction in progress 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
本集團 成本	THE GROUP COST						
於二零零四年一月一日	At 1 January 2004	8,620	2,699	2,251	—	11,484	25,054
添置	Additions	—	542	520	—	44,491	45,553
轉撥	Transfers	19,821	13,284	—	16,109	(49,214)	—
處置	Disposals	—	—	(119)	—	—	(119)
於二零零四年 十二月三十一日	At 31 December 2004	28,441	16,525	2,652	16,109	6,761	70,488
折舊及攤銷	DEPRECIATION AND AMORTISATION						
於二零零四年一月一日	At 1 January 2004	50	1,692	1,382	—	—	3,124
年內撥備	Provided for the year	350	793	291	690	—	2,124
於處置時撇銷	Eliminated on disposals	—	—	(107)	—	—	(107)
於二零零四年 十二月三十一日	At 31 December 2004	400	2,485	1,566	690	—	5,141
賬面淨值	NET BOOK VALUES						
於二零零四年 十二月三十一日	At 31 December 2004	28,041	14,040	1,086	15,419	6,761	65,347
於二零零三年 十二月三十一日	At 31 December 2003	8,570	1,007	869	—	11,484	21,930
本公司 成本	THE COMPANY COST						
於二零零四年一月一日	At 1 January 2004	8,620	1,595	1,193	—	11,484	22,892
添置	Additions	—	542	520	—	44,491	45,553
轉撥	Transfers	19,821	13,284	—	16,109	(49,214)	—
於二零零四年 十二月三十一日	At 31 December 2004	28,441	15,421	1,713	16,109	6,761	68,445
折舊及攤銷	DEPRECIATION AND AMORTISATION						
於二零零四年一月一日	At 1 January 2004	50	895	375	—	—	1,320
年內撥備	Provided for the year	350	662	252	690	—	1,954
於二零零四年 十二月三十一日	At 31 December 2004	400	1,557	627	690	—	3,274
賬面淨值	NET BOOK VALUES						
於二零零四年 十二月三十一日	At 31 December 2004	28,041	13,864	1,086	15,419	6,761	65,171
於二零零三年 十二月三十一日	At 31 December 2003	8,570	700	818	—	11,484	21,572

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

12. 物業、廠房及設備(續)

本集團位於中國之土地及樓宇乃以中期土地使用權持有。

於二零零四年十二月三十一日，人民幣600,000元(二零零三年：無)之政府資助已從樓宇之成本扣減。此外，樓宇成本亦包括資本化之利息淨額人民幣734,000元(二零零三年：人民幣零元)。

12. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group's land and buildings which are situated in the PRC are held under medium term land use rights.

At 31 December 2004, government grants of RMB600,000 (2003: nil) has been deducted from the cost of buildings. Also, included in cost of buildings is net interest capitalised of RMB734,000 (2003: RMB nil).

13. 於附屬公司之投資**13. INVESTMENTS IN SUBSIDIARIES**

		本公司 THE COMPANY	
		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
非上市資本貢獻， 按成本值	Unlisted capital contributions, at cost	23,300	23,300

本公司之附屬公司均於中國成立及經營的有限責任公司、由本公司直接持有及從事提供視頻安防系統解決方案。該等附屬公司於二零零四年十二月三十一日之詳情如下：

Details of the Company's subsidiaries, both of which are established and operated as limited liability companies in the PRC, directly held by the Company and engaged in the provision of video security system solutions, at 31 December 2004 are as follows:

附屬公司名稱 Name of subsidiary	成立日期 Date of establishment	已繳足 之註冊資本 Fully paid registered capital	佔註冊資本 面值之比例 Proportion of nominal value of registered capital
南京三寶信息系統工程有限公司 (Nanjing Sample Information System Engineering Company Limited)	二零零零年三月十一日 11 March 2000	人民幣22,000,000元 RMB22,000,000	80%
南京金龍軟件有限公司 (Nanjing Golden Dragon Software Company Limited)	二零零一年十一月七日 7 November 2001	人民幣6,000,000元 RMB6,000,000	95%

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

14. 技術知識

14. TECHNICAL KNOW-HOW

		本集團 THE GROUP 人民幣千元 RMB'000	本公司 THE COMPANY 人民幣千元 RMB'000
成本	COST		
於二零零三年一月一日、 二零零三年 十二月三十一日及 二零零四年 十二月三十一日	At 1 January 2003, 31 December 2003 and 31 December 2004		
		8,000	1,000
攤銷	AMORTISATION		
於二零零三年一月一日	At 1 January 2003	4,917	950
年內攤銷	Amortised for the year	1,450	50
於二零零三年 十二月三十一日	At 31 December 2003	6,367	1,000
年內攤銷	Amortised for the year	1,633	—
於二零零四年 十二月三十一日	At 31 December 2004	8,000	1,000
賬面值	CARRYING VALUE		
於二零零四年 十二月三十一日	At 31 December 2004	—	—
於二零零三年 十二月三十一日	At 31 December 2003	1,633	—

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

15. 商譽

15. GOODWILL

人民幣千元
RMB'000

本集團	THE GROUP	
成本	COST	
於二零零三年一月一日、 二零零三年 十二月三十一日及 二零零四年 十二月三十一日	At 1 January 2003, 31 December 2003 and 31 December 2004	
		676
攤銷	AMORTISATION	
於二零零三年一月一日	At 1 January 2003	135
年內攤銷	Amortised for the year	135
於二零零三年 十二月三十一日	At 31 December 2003	270
年內攤銷	Amortised for the year	135
於二零零四年 十二月三十一日	At 31 December 2004	405
賬面值	CARRYING VALUE	
於二零零四年 十二月三十一日	At 31 December 2004	271
於二零零三年 十二月三十一日	At 31 December 2003	406

商譽就其使用年限(五年)以直線
法攤銷。

Goodwill is amortised on a straight line basis over its useful economic
life of five years.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

16. 遞延稅項資產

以下為本集團及本公司確認之主要遞延稅項資產及於年內之變動：

16. DEFERRED TAX ASSETS

The followings are the major deferred tax assets recognised by the Group and the Company and movements thereon during the year:

		技術知識攤銷 Amortisation of technical know-how 人民幣千元 RMB'000	開業支出 Pre-operating expenses 人民幣千元 RMB'000	呆壞賬準備 Allowance for bad and doubtful debts 人民幣千元 RMB'000	存貨準備 Allowance for inventories 人民幣千元 RMB'000	稅項虧損 Tax losses 人民幣千元 RMB'000	合計 Total 人民幣千元 RMB'000
本集團	THE GROUP						
於二零零三年一月一日	At 1 January 2003	439	80	93	75	171	858
年內於收益計入(支銷)	Credit (charge) to income for the year	116	(26)	—	(7)	—	83
出售附屬公司時撇銷	Eliminated on disposal of a subsidiary	—	—	—	—	(171)	(171)
於二零零三年 十二月三十一日	At 31 December 2003	555	54	93	68	—	770
年內於收益計入(支銷)	Credit (charge) to income for the year	58	(10)	—	25	—	73
於二零零四年 十二月三十一日	At 31 December 2004	613	44	93	93	—	843
本公司	THE COMPANY						
於二零零三年一月一日	At 1 January 2003	439	80	93	75	—	687
年內於收益計入(支銷)	Credit (charge) to income for the year	116	(26)	—	7	—	83
於二零零三年 十二月三十一日	At 31 December 2003	555	54	93	68	—	770
年內於收益計入(支銷)	Credit (charge) to income for the year	58	(10)	—	25	—	73
於二零零四年 十二月三十一日	At 31 December 2004	613	44	93	93	—	843

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

17. 存貨

17. INVENTORIES

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
電腦硬件產品、設備及 軟件產品	Computer hardware products, equipment and software products	1,762	1,566
本公司	THE COMPANY		
電腦硬件產品、設備及 軟件產品	Computer hardware products, equipment and software products	1,717	1,566

18. 合約工程客戶之欠款

18. AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
至今產生之合約成本	Contract costs incurred to date	59,352	48,728
已確認盈利減已確認虧損	Recognised profits less recognised losses	26,916	17,158
		86,268	65,886
減：按進度已開賬單	Less: Progress billings	(80,001)	(63,257)
		6,267	2,629
本公司	THE COMPANY		
至今產生之合約成本	Contract costs incurred to date	58,842	46,824
已確認盈利減已確認虧損	Recognised profits less recognised losses	26,486	16,070
		85,328	62,894
減：按進度已開賬單	Less: Progress billings	(79,061)	(60,265)
		6,267	2,629

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

19. 應收貿易及其他賬款

19. TRADE AND OTHER RECEIVABLES

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
應收貿易賬款	Trade receivables	29,339	29,421
其他應收款項	Other receivables	3,759	7,439
予供應商之預付款項	Prepayments to suppliers	780	3,433
		33,878	40,293

客戶之付款條款主要以信貸及按金付款，一般應於發票發出後180日內付款，若干相熟客戶除外。於結算日應收貿易賬款之賬齡分析如下。

Payment terms with customers are mainly on credit together with deposits. Invoices are normally payable within 180 days of issuance, except for certain well-established customers. The following is an aged analysis of trade receivables at the balance sheet date.

		本集團 THE GROUP	
		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
賬齡：	Aged:		
0至90日	0 — 90 days	22,200	29,421
91至180日	91 — 180 days	6,708	—
181至365日	181 — 365 days	431	—
		29,339	29,421

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

20. 應付貿易及其他賬款

20. TRADE AND OTHER PAYABLES

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
應付貿易賬款	Trade payables	17,104	8,245
其他應付款項	Other payables	9,232	5,968
		26,336	14,213

於結算日應付貿易賬款之賬齡分析如下：

The following is an aged analysis of trade payables at the balances sheet date:

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
賬齡：	Aged:		
0至30日	0 — 30 days	8,766	4,554
31至60日	31 — 60 days	2,379	446
61至90日	61 — 90 days	1,551	337
90日以上	Over 90 days	4,408	2,908
		17,104	8,245

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

21. 短期銀行貸款

21. SHORT-TERM BANK LOANS

本集團及本公司
THE GROUP
AND THE COMPANY

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
無抵押銀行貸款	Unsecured bank loans	30,000	25,000

銀行貸款為無抵押、須於一年內償還及按現行市場利率計息。

The bank loans are unsecured and repayable within one year with interest charged at the prevailing market rates.

22. 長期銀行貸款

22. LONG-TERM BANK LOANS

銀行貸款按現行市場利率計息，並須於下列期間償還：

The bank loans carry interest at the prevailing market rates and are repayable as follows:

本集團及本公司
THE GROUP
AND THE COMPANY

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
一年內	Within one year	5,000	—
一至兩年	Between one to two years	10,000	5,000
二至五年	Between two to five years	—	10,000
減：流動負債項下 所示於一年內 到期之金額	Less: Amount due within one year shown under current liabilities	15,000	15,000
		(5,000)	—
一年後到期之金額	Amount due after one year	10,000	15,000

於二零零三年十二月三十一日，銀行貸款(其中人民幣5,000,000元及人民幣10,000,000元須分別於二零零五年十月及二零零六年六月償還)為無抵押，按現行市場利率計息及由本公司股東南京三寶科技集團有限公司(「三寶集團」)全數擔保。年內，銀行已解除三寶集團之擔保，並於本公司證券於聯交所創業板上市後以本公司信貸擔保取代。

The bank loans, of which RMB5,000,000 and RMB10,000,000 are repayable in October 2005 and June 2006 respectively, are unsecured, carry interest at the prevailing market rate and are wholly guaranteed by the Company's shareholder, Nanjing Sample Technology Group Company Limited ("Sample Group") at 31 December 2003. During the year, the bank released the guarantee from Sample Group and was substituted by guarantees in form of the Company's credit upon the listing of the Company's securities on the GEM of the Stock Exchange.

截至二零零四年十二月三十一日止年度

For the year ended 31 December 2004

23. 股本

23. SHARE CAPITAL

		股份數目			金額		
		Number of shares			Amount		
		內資股	H股	總計	內資股	H股	總計
		Domestic			Domestic		
		shares	H shares	Total	shares	H shares	Total
					人民幣千元	人民幣千元	人民幣千元
					RMB'000	RMB'000	RMB'000
註冊、已發行及繳足，	Registered, issued and fully paid,						
每股面值人民幣1.0元：	with par value of RMB1.0 each:						
於二零零三年一月一日、	At 1 January 2003						
二零零三年十二月三十一日	and 31 December 2003	45,000,000	—	45,000,000	45,000	—	45,000
於二零零四年六月九日	Issue of new H shares upon listing						
在創業板上市時發行新H股	on the GEM on 9 June 2004	—	19,500,000	19,500,000	—	19,500	19,500
轉換若干國有內資股	Conversion of certain state-owned						
為H股	domestic shares to H shares	(900,000)	900,000	—	(900)	900	—
於二零零四年十二月三十一日	At 31 December 2004	44,100,000	20,400,000	64,500,000	44,100	20,400	64,500

內資股及H股均屬本公司股本中之普通股。然而，H股只能由香港、澳門、台灣或中國以外任何國家之法人或自然人以港元認購及買賣，而內資股則只能由中國（香港、澳門及台灣除外）之法人或自然人以人民幣認購及買賣。H股之所有股息將由本公司以港元支付，而內資股之所有股息則由本公司以人民幣支付。除上文所述者外，所有內資股及H股於各方面均享有同等權益，且就收取所宣派、派付或作出所有股息或分派享有同等權利。

Domestic shares and H shares are both ordinary shares in the share capital of the Company. However, H shares may only be subscribed for by, and traded in Hong Kong dollars between legal or natural persons of Hong Kong, Macau, Taiwan or any country other than the PRC. Domestic shares, on the other hand, may only be subscribed for by, and traded between legal or natural persons of the PRC (other than Hong Kong, Macau and Taiwan) and must be subscribed for and traded in Renminbi. All dividends in respect of H shares are to be paid by the Company in Hong Kong dollars whereas all dividends in respect of domestic shares are to be paid by the Company in Renminbi. Other than the above, all domestic shares and H shares rank pari passu with each other in all respects and rank equally for all dividends or distributions declared, paid or made.

24. 購股權

根據本公司股東於二零零四年四月二十四日以決議案形式批准之本公司購股權計劃（「購股權計劃」）本公司可向本公司董事會（「董事會」）認為對本集團曾作出貢獻之本集團任何全職僱員、董事（包括非執行董事及獨立非執行董事）及每週工作時數達10小時或以上之兼職僱員，及任何顧問（專業或其他）或專業諮詢人、分銷商、供應商、代理、客戶、合營夥伴及服務提供者，授出認購本公司H股之購股權，代價為每批所授出購股權1港元。

購股權計劃之有效期由二零零四年四月二十四日起計為期十年。各承授人均可於董事會知會之期間內隨時行使購股權，惟購股權必須行使之期間須自授出購股權當日起計不得多於十年。

根據購股權計劃認購H股之價格將不會少於(i)於授出日期（須為營業日）H股在聯交所每日報價表上所報之收市價；(ii)緊接授出日期前五個營業日H股在聯交所每日報價表上所報之平均收市價；及(iii)H股之面值（以較高者為準）。

然而，如參與者屬中國國民或於中國成立之企業，並已接納購股權認購H股，則有關參與者不得行使購股權，直至：

- (i) 根據有關中國法例及規例限制中國國民或於中國成立之企業認購及買賣H股之現行限制或任何具有類似效力之法例及規例已被廢除或放寬；及

24. SHARE OPTION

Pursuant to the Company's share option scheme approved by a resolution of the shareholders of the Company dated 24 April 2004 (the "Share Option Scheme"), the Company may grant options to any full-time employees, directors (including non-executive directors and independent non-executive directors) and part-time employees with weekly working hours of 10 hours and above of the Group and any advisor (professional or otherwise) or professional consultant, distributors, suppliers, agents, customers, joint venture partners, service providers which, in the opinion of the Company's board of directors (the "Board"), has or had made contribution to the Group the option to subscribe for the H shares in the Company for a consideration of HK\$1 for each lot of share options granted.

The Share Option Scheme will remain valid for a period of ten years commencing on 24 April 2004. Option granted are exercisable at any time during a period to be notified by the Board to each grantee provided that the period within which the option must be exercised from the date of grant of the option to not more than ten years from the date of grant of the option.

The subscription price for H shares under the Share Option Scheme will not be less than the higher of (i) the closing price of the H shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day; (ii) the average closing price of the H shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant; and (iii) the nominal value of a H share.

However, for the participants who are PRC nationals or enterprises established in the PRC and have taken up any options to subscribe for H shares, they shall not be entitled to exercise the options until:

- (i) The current restrictions imposed by the relevant PRC laws and regulations restricting PRC nationals or enterprises established in the PRC from subscribing for and dealing in H shares or any laws and regulations with similar effects have been abolished or diminished; and

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For the year ended 31 December 2004

24. 購股權 (續)

- (ii) 中國證券監督管理委員會或國內其他有關政府機關已批准因行使根據購股權計劃授出之購股權而發行新H股。

自採納購股權計劃以來，概無購股權根據購股權計劃已授出。

24. SHARE OPTION (CONTINUED)

- (ii) The China Securities Regulatory Commission or other relevant government authorities in the PRC have approved the issue of new H shares upon the exercise of any options which may be granted under the Share Option Scheme.

No options have been granted by the Company under the Share Option Scheme since its adoption.

25. 儲備**25. RESERVES**

		股份溢價 Share premium 人民幣千元 RMB'000	法定公積金 Statutory surplus reserve 人民幣千元 RMB'000	法定公益金 Statutory welfare fund 人民幣千元 RMB'000	保留溢利 Retained profits 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
本公司	THE COMPANY					
於二零零三年一月一日	At 1 January 2003	—	931	466	7,402	8,799
年內純利	Net profit for the year	—	—	—	14,847	14,847
轉撥	Transfers	—	2,167	1,083	(3,250)	—
於二零零三年十二月三十一日	At 31 December 2003	—	3,098	1,549	18,999	23,646
發行H股所產生之溢價	Premium arising on issue of H shares	66,280	—	—	—	66,280
發行H股所產生之開支	Expenses incurred on issue of H shares	(13,639)	—	—	—	(13,639)
年內純利	Net profit for the year	—	—	—	16,742	16,742
轉撥	Transfers	—	1,900	950	(2,850)	—
於二零零四年十二月三十一日	At 31 December 2004	52,641	4,998	2,499	32,891	93,029

根據中國有關法例及法規規定，本公司須將其除稅後溢利之10%轉撥為法定公積金（直至儲備達到本公司註冊資本之50%為止）及除稅後溢利之5%至10%轉撥為法定公益金。

As stipulated by the relevant laws and regulations in the PRC, the Company is required to set aside 10% of its profit after taxation for the statutory surplus reserve (except where the reserve has reached 50% of the Company's registered capital) and 5% to 10% of its profit after taxation for the statutory welfare fund.

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For the year ended 31 December 2004

25. 儲備(續)

根據本公司公司章程之規定，法定公積金僅可用於(i)彌補往年虧損；(ii)轉為股本(惟有關轉撥須經股東大會以決議案批准，而法定公積金之剩餘款項不得少於本公司註冊資本之25%)；或(iii)擴充生產業務。

法定公益金作本公司之員工及工人福利之用，屬資本性質。

根據本公司公司章程之規定，就分配而言之除稅後溢利將被視為根據(i)中國會計準則及規例及(ii)國際財務申報準則或本公司股份上市所在地之海外會計準則釐定(以較少者為準)。

董事認為，可供分派予股東之儲備於二零零四年十二月三十一日達人民幣32,891,000元(二零零三年：人民幣18,847,000元)。

25. RESERVES (CONTINUED)

According to the Company's Articles of Association, statutory surplus reserve can be used to (i) make up prior year losses; (ii) convert into capital, provided such conversion is approved by a resolution at a shareholders' meeting and the balance of the statutory surplus reserve does not fall below 25% of the Company's registered capital; or (iii) expand production operation.

The statutory welfare fund, which is to be used for the welfare of the staff and workers of the Company, is of a capital nature.

In accordance with the Company's Articles of Association, the profit after taxation for the purpose of appropriation will be deemed to be the lesser of the amounts determined in accordance with (i) PRC accounting standards and regulations and (ii) either International Financial Reporting Standards or overseas accounting standards of the place in which the Company's shares are listed.

In the opinion of the directors, the reserve available for distribution to the shareholders at 31 December 2004 amounted to RMB32,891,000 (2003: RMB18,847,000).

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For the year ended 31 December 2004

26. 出售一家附屬公司

於二零零三年一月，本集團以代價人民幣540,000元出售其間接附屬公司上海統一數據有限公司予一獨立第三方。

26. DISPOSAL OF A SUBSIDIARY

In January 2003, the Group disposed of its indirect subsidiary Shanghai Common Data Technologies Company Limited to an independent third party for a consideration of RMB540,000.

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
出售之資產淨值：	Net assets disposed of:		
物業、廠房及設備	Property, plant and equipment	—	110
遞延稅項資產	Deferred tax assets	—	171
應收貿易及其他賬款	Trade and other receivables	—	382
銀行結餘及現金	Bank balances and cash	—	3
應付貿易及其他賬款	Trade and other payables	—	(115)
少數股東權益	Minority interests	—	(152)
淨資產	Net assets	—	399
出售一家附屬公司之收益	Gain on disposal of a subsidiary	—	141
		—	540
支付方式：	Satisfied by:		
所收現金代價	Cash consideration received	—	540
出售附屬公司時產生之現金及現金等價物流入淨額分析：	Analysis of net inflow of cash and cash equivalents in connection with the disposal of the subsidiary:		
所收現金代價	Cash consideration received	—	540
出售之銀行結餘及現金	Bank balances and cash disposed of	—	(3)
出售附屬公司時產生之現金及現金等價物流入淨額	Net inflow of cash and cash equivalents in connection with the disposal of the subsidiary	—	537

所出售之附屬公司對本集團之經營業績概無任何重大影響。

The subsidiary disposed of did not have any significant impact on the Group's operating results.

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For the year ended 31 December 2004

27. 經營租約承擔

於結算日，本集團及本公司根據不可撤銷之經營租約就土地及樓宇須於下列年度支付日後之最低租約承擔：

27. OPERATING LEASE COMMITMENTS

At the balance sheet date, the Group and the Company was committed to make the following future minimum lease payments in respect of land and buildings rented under non-cancellable operating leases which fall due as follows:

		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
本集團	THE GROUP		
一年內	Within one year	85	580
本公司	THE COMPANY		
一年內	Within one year	85	461

28. 資本承擔**28. CAPITAL COMMITMENTS**

		本集團及本公司 THE GROUP AND THE COMPANY	
		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
就收購物業、廠房及 設備已訂約但未於 財務報表撥備之 資本開支	Capital expenditure contracted for but not provided in the financial statements in respect of the acquisition of property, plant and equipment	7,590	11,218

29. 退休福利計劃

本集團之僱員乃中國政府所經營國家管理退休福利計劃之成員。本集團須按僱員薪金之若干百分比對退休福利計劃供款以資助福利。本集團對退休福利計劃之唯一責任為根據計劃繳納所規定供款。

29. RETIREMENT BENEFITS SCHEME

The employees of the Group are members of the state-managed retirement benefits scheme operated by the PRC government. The Group is required to contribute a certain percentage of its payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

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For the year ended 31 December 2004

30. 關連人士交易

- a) 年內，本集團與關連公司進行以下重大交易：

30. RELATED PARTY TRANSACTIONS

- a) During the year, the Group has the following significant transactions with related companies:

		本集團 THE GROUP	
		二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
關連公司名稱 Name of related companies	交易性質 Nature of transactions		
股東： Shareholders:			
三寶集團 Sample Group	已收利息收入（已扣除5%中國營業稅）（附註i） Interest income received, net of 5% PRC business tax (note i)	799	—
南京三寶科技商城有限公司 Nanjing Sample Technology Commerce City Company Limited	已付物業租金（附註ii） Property rentals paid (note ii)	—	104

附註：

- i. 利息收入乃參照未償還本金額按現行市場利率計算。
- ii. 該等交易按照本集團與關連公司互相協定之條款進行。

Notes:

- i. Interest income is calculated with reference to the principal outstanding and at the prevailing market rate.
- ii. These transactions were carried out on terms mutually agreed between the Group and the related company.

- b) 年內，本公司與三寶集團設有往來賬，最高未償還金額為人民幣29,506,000元，為無抵押、按年利率5.22%計息，並須於提出要求時償還。該往來賬已於二零零四年十二月三十一日悉數償還，而於二零零四年十二月三十一日未償還之餘額人民幣841,000元為應收利息，已於年結日後悉數償還。

- b) During the year, the Company had a current account, which was unsecured, bearing interest at 5.22% per annum and repayable on demand, with Sample Group with a maximum amount outstanding at RMB29,506,000. The current account was fully settled at 31 December 2004 and the balance of RMB841,000 outstanding at 31 December 2004 represents the interest receivable which was also fully settled subsequent to the year end date.

30. 關連人士交易 (續)

- c) 本公司與三寶集團於二零零一年一月一日訂立許用權協議，據此，三寶集團同意向本公司授出許用權，以由二零零一年一月一日起以無償代價使用「SAMPLE」及「神保」商標。根據於二零零四年四月二日訂立之許用權協議補充協議（「補充協議」），三寶集團不可撤回地同意向本公司授出許用權，以無償代價 (i) 使用「SAMPLE」商標；及 (ii) 就第42類服務獨家使用「神保」商標，第42類服務包括出租電子計算機、電子計算機程式編碼電子計算機軟件設計、更新電子計算機軟件、出租電子計算機軟件、電子計算機硬件諮詢、出租電子計算機資料庫登入時間。(i)之許用期自二零零一年一月一日追溯開始直至二零零八年七月三十一日止，而(ii)之許用期由二零零一年一月一日追溯開始直至(a)二零零八年七月三十一日；及(b)根據於二零零三年八月一日訂立之商標選擇權協議行使轉讓權以轉讓商標之必需手續完成之日(以較早者為準)止。根據補充協議，三寶集團保留就第42類服務使用「SAMPLE」商標之權利，及本公司獲授予優先購買權，倘三寶集團於補充協議屆滿後，擬向第三方轉讓(其中包括)「SAMPLE」及「神保」商標，本公司可根據相同條款及條件優先獲得該等商標。

30. RELATED PARTY TRANSACTIONS (CONTINUED)

- c) The Company and Sample Group entered into a licence agreement on 1 January 2001 pursuant to which Sample Group agreed to grant a licence to the Company for the use of the trademarks "SAMPLE" and "神保" at nil consideration with effect from 1 January 2001. Pursuant to a supplemental agreement to the licence agreement dated 2 April 2004 ("Supplemental Agreement"), Sample Group irrevocably agreed to grant a licence to the Company for (i) the use of the trademark "SAMPLE"; and (ii) the exclusive use of the trademark "神保" in connection with the services included in class 42, which includes computer rental, computer programming, computer software design, updating of computer software, rental of computer software, consultancy in the field of computer hardware, leasing access time to computer database, at nil consideration. The licence period for (i) commences retrospectively on 1 January 2001 until 31 July 2008 whilst the licence period for (ii) commences retrospectively on 1 January 2001 until the earlier of (a) 31 July 2008; and (b) the date when the necessary procedures for the transfer of the trademark have been completed pursuant to the exercise of the option under the trademark option agreement dated 1 August 2003. Under the Supplemental Agreement, Sample Group retains the right to use the trademark "SAMPLE" in connection with services included in class 42 and the Company was granted a pre-emptive right to acquire the trademarks "SAMPLE" and "神保" should Sample Group intend to transfer the same to third parties under the same terms and conditions after the expiry of the Supplementary Agreement.

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30. 關連人士交易 (續)

三寶集團與本公司於二零零三年八月一日訂立商標選擇權協議，據此，三寶集團向本公司授出選擇權，行使期由簽署商標選擇權協議日期起至二零零八年七月三十一日（「選擇權期間」）。於選擇權期間，本公司可以書面通知要求三寶集團以無償代價轉讓「神保」商標予本公司。

- d) 於結算日，本集團若干短期銀行貸款為由關連公司提供之擔保作抵押：

30. RELATED PARTY TRANSACTIONS (CONTINUED)

In addition, the Company and Sample Group entered into a trademark option agreement dated 1 August 2003 pursuant to which an option was granted to the Company by Sample Group exercisable from the date of the trademark option agreement to 31 July 2008 ("Option Period"). During the Option Period, the Company may, by written notice, request Sample Group to transfer the trademark "神保" to the Company at nil consideration.

- d) At the balance sheet date certain of the Group's short-term bank loans are secured by guarantees given by related companies:

	二零零四年 2004 人民幣千元 RMB'000	二零零三年 2003 人民幣千元 RMB'000
三寶集團提供之擔保 Guarantees given by Sample Group	20,000	—

業績

Results

		二零零四年	二零零三年	二零零二年	二零零一年
		2004	2003	2002	2001
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
營業額	Turnover	77,439	61,836	62,175	32,715
經營溢利	Profit from operations	21,823	25,739	17,915	1,556
除稅前溢利	Profit before taxation	20,616	23,610	15,315	910
未計少數股東權益前溢利	Profit before minority interests	17,973	20,859	12,813	120
少數股東權益	Minority interests	32	(252)	(250)	(55)
年度純利	Net profit for the year	18,005	20,607	12,563	65
每股盈利 — 基本(人民幣仙)	Earning per share — Basic (RMB cents)	32.20	45.79	27.92	0.14

資產與負債

Assets and liabilities

		二零零四年	二零零三年	二零零二年	二零零一年
		2004	2003	2002	2001
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
非流動資產	Non-current assets	66,461	24,739	15,972	12,662
流動資產	Current assets	184,609	111,304	93,574	94,070
流動負債	Current liabilities	71,324	41,411	50,621	56,236
流動資產淨值	Net current assets	113,285	69,893	42,953	37,834
淨資產	Net assets	164,971	74,825	54,218	41,655
股東資金	Shareholders' funds	164,971	74,825	54,218	41,655

茲通告南京三寶科技股份有限公司（「本公司」）謹定於二零零五年五月十九日（星期四）上午九時正假座中國江蘇省南京市栖霞區黃莊路一號馬群科技園三樓數字化會議室召開股東週年大會（「股東週年大會」），藉以商討下列事項：

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Annual General Meeting") of Nanjing Sample Technology Company Limited* (the "Company") will be held at Digital Conference Room, 3/F, Maqun Technology Park, 1 Huangzhuang Road, Qixia District, Nanjing City, Jiangsu Province, the PRC on Thursday, 19 May 2005 at 9:00 a.m. for the following purposes:

I、考慮及酌情通過下列普通決議案：

- (1) 審議並批准本公司二零零四年度董事會工作報告；
- (2) 審議並批准本公司二零零四年度監事會工作報告；
- (3) 審議並批准本公司及附屬公司二零零四年度之經審核綜合財務報表；
- (4) 審議並批准本公司二零零四年度擬派末期股息分配議案；
- (5) 審議並批准本公司二零零四年度提取法定公積金及法定公益金議案；
- (6) 審議及批准董事任命之議案；
- (7) 審議並批准續聘德勤•關黃陳方會計師行任本公司二零零五年度核數師並授權董事會決定其酬金的方案；
- (8) 審議並批准本公司股份拆細的議案；及
- (9) 處理任何其他事項。

I. To consider and, if thought fit, pass the following ordinary resolutions:

- (1) To consider and approve the report of the directors of the Company for 2004;
- (2) To consider and approve the report of the supervisory committee of the Company for 2004;
- (3) To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for 2004;
- (4) To consider and approve the distribution proposal for the proposed final dividend of 2004;
- (5) To consider and approve the proposal of withdrawal of statutory common reserve and statutory public welfare fund for 2004;
- (6) To consider and approve the proposal for the appointment of directors;
- (7) To consider and approve the proposal for re-appointment of Deloitte Touche Tohmatsu CPA Ltd. as the Company's auditors for the year ending 2005 and authorization of the Board to determine their remuneration;
- (8) To consider and approve the proposal of shares sub-division of the Company; and
- (9) To transact any other business.

II、考慮並酌情通過（不論是否經修訂）下列決議案為特別議案：

「動議：

- (a) 在下文(c)、(d)及(e)段前提下，一般及無條件批准本公司董事會於有關期間（定義見(f)段）行使本公司一切權力，個別或聯合配發、發行及處理本公司股本中的內資股，及／或本公司股本中之境外上市外資股（H股）；
- (b) 上文(a)段之批准須授權董事會於有關期間作出或售出會或可能會規定於有關期間內或結束後配發及發行內資股及／H股之要約或協議或購股權；
- (c) 董事會根據上文第(a)段及第(b)段之批准而配發及發行或同意配發及發行（不論是否根據購股權之行使）之內資股之總面值，不得超過通過本決議案當日已發行內資股總面值之20%；
- (d) 董事會根據上文第(a)段及第(b)段之批准而配發及發行或同意配發及發行（不論是否根據購股權之行使）之H股之總面值，不得超過通過本決議案當日已發行H股總面值之20%；
- (e) 上文(a)段之批准根據中國公司法行使，而本公司須獲中國證券監督管理委員會及／或中國其他有關機構及／香港聯合交易所有限公司創業板之批准，方可作實；

II. To consider and, if thought fit, pass with or without amendment, the following special resolutions:

“That:

- (a) conditional on paragraphs (c), (d) and (e) below, the exercise by the Board of the Company during the Relevant Period (as defined in paragraph (f)) of all powers of the Company to severally and jointly allot, issue and deal with the domestic shares in the capital of the Company and/or the overseas-listed foreign shares (H shares) in the capital of the Company be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board of the Company during the Relevant Period to make or grant offers, agreements or options which would or might require the allotment and issue of domestic shares and/H shares during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of the domestic shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the domestic shares in issue as at the date of the passing of this resolution;
- (d) the aggregate nominal amount of the H shares allotted and issued or agreed to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraphs (a) and (b) above, shall not exceed 20% of the aggregate nominal amount of the H shares in issue as at the date of the passing of this resolution;
- (e) the approval in paragraph (a) above shall be exercised pursuant to the Company Law of the PRC and shall be subject to the approval of China Securities Regulatory Commission and/or other relevant authorities of the PRC and/or Growth Enterprise Market of the Stock Exchange of Hong Kong Limited;

(f) 就此特別議案而言：

「有關期間」指由通過本特別議案起至下列較早者之期間：

- (i) 通過此項議案後本公司來屆股東大會結束時；
- (ii) 通過本特別決議案後十二個月屆滿時；
- (iii) 本特別議案所載授權本公司股東在股東大會上通過特別決議案而撤銷或修訂當日。

(f) for the purpose of this resolution:

“Relevant Period” means the period from the date of this special resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company after passing this resolution;
- (b) the expiration of the twelve-month period after passing this special resolution;
- (c) the date on which the authority sets out in this resolution is revoked or varied by the members of the Company by a special resolution in general meeting.

承董事會命
南京三寶科技股份有限公司
董事長
沙敏

中國，南京
二零零五年三月二十三日

By Order of the Board
Nanjing Sample Technology Company Limited*
Sha Min
Chairman

Nanjing, the PRC
23 March 2005

** for identification purpose only*