



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

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

First Quarterly Report 第一季度報告

2005



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "EXCHANGE")

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

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

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

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

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

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

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

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

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

**HIGHLIGHTS**

- Turnover of the Group for the quarter ended 31st March 2005 (the "Quarterly Period") was approximately RMB3,475,000, representing an increase of approximately 14.5% as compared to corresponding period in the previous fiscal year.
- The Group realised a loss attributable to shareholders of approximately RMB1,461,000 for the Quarterly Period.
- Loss per share of the Group was approximately RMB0.31 cent for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

**摘要**

- 本集團截至二零零五年三月三十一日止季度（「本季度」）之營業額約為人民幣3,475,000元，較上一個財政年度同期增加約14.5%。
- 於本季度，本集團實現之股東應佔虧損約為人民幣1,461,000元。
- 本集團於本季度之每股虧損約為人民幣0.31分。
- 董事會並不建議就本季度派發任何股息。

## UNAUDITED RESULTS FOR THE QUARTER ENDED 31ST MARCH 2005

The board of directors (the "Board") of Shine Software (Holdings) Limited, (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months ended 31st March 2005 (the "Quarterly Period"), together with the unaudited comparative figures for the corresponding period in 2004, respectively as follows:-

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

## 截至二零零五年三月三十一日止季度之未經審核業績

新意軟件(控股)有限公司(「本公司」)董事會(「董事會」)謹公佈本公司及其附屬公司(統稱「本集團」)於截至二零零五年三月三十一日止三個月(「本季度」)之未經審核綜合業績，連同二零零四年同期之未經審核比較數字如下：—

		<b>Quarter ended 31st March</b>		
		<b>截至三月三十一日止季度</b>		
		<b>Notes</b>	<b>2005</b>	<b>2004</b>
		<b>附註</b>	<b>二零零五年</b>	<b>二零零四年</b>
Turnover	營業額	2	3,475	3,035
Cost of sales	銷售成本		(1,901)	(1,647)
Gross profit	毛利		1,574	1,388
Other revenue	其他收益	2	385	285
Distribution costs	分銷成本		(1,003)	(583)
General and administrative expenses	一般及行政開支		(2,446)	(2,333)
Net interest income	利息收入淨額		(1,490)	(1,243)
			29	83
(Loss) from ordinary activities before tax	除稅前日常業務(虧損)		(1,461)	(1,160)
Income Tax	所得稅	3	-	-
(Loss) from ordinary activities after taxation	除稅後日常業務(虧損)		(1,461)	(1,160)
Minority interests	少數股東權益		-	44
(Loss) attributable to shareholders	股東應佔(虧損)		(1,461)	(1,116)
Dividends attributable to the period	期內應佔股息	4	-	-
			<b>RMB (cent)</b>	<b>RMB (cent)</b>
			<b>人民幣(分)</b>	<b>人民幣(分)</b>
(Loss) per share - basic	每股(虧損) - 基本	5	(0.31)	(0.24)

## NOTES:

**1. Principal Accounting Policies**

The unaudited quarterly results of the Group have been prepared in accordance with and comply with the applicable accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules. The financial statements have been prepared under the historical cost convention.

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

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

**2. Turnover and Other Revenue**

The Company is an investment holding company. The principal activities of the Group are development of computer software, resale of hardware, provision of system integration and maintenance.

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

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

(denominated in RMB thousand dollars)

## 附註:

**1. 主要會計政策**

本集團之未經審核季度業績乃按照及遵照香港公認會計原則及創業板證券上市規則之披露規定編製。財務報表乃按歷史成本法編製。

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

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

**2. 營業額及其他收益**

本公司為投資控股公司。本集團之主要業務為電腦軟件開發、硬件轉售、提供系統集成及維修服務。

營業額指向客戶提供貨品及服務之銷售值，惟不包括增值稅及營業稅，並於扣除任何退貨及商業折扣後列賬。

本集團未經審核之營業額及其他收益分析如下：

(以人民幣千元列值)

		<b>Quarter ended 31st March</b>	
		<b>截至三月三十一日止季度</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
Turnover	營業額		
Sales of software	軟件銷售	2,193	1,677
Sales of hardware	硬件銷售	96	187
Maintenance and other services fees	維護及其他服務收入	1,186	1,171
		<u>3,475</u>	<u>3,035</u>
Other revenue	其他收益		
Value added tax refunds and others	增值稅退稅及其他	385	285
		<u>3,860</u>	<u>3,320</u>

**3. Income Tax***(a) Hong Kong profits tax*

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

*(b) Overseas income tax*

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

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

**4. Dividend Attributable to the Period**

The Board does not recommend payment of any dividend for the Quarterly Period (quarter ended 31st March 2004: nil).

**5. (Loss) Per Share**

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

*(denominated in RMB thousand dollars)*

**3. 所得稅***(a) 香港利得稅*

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

*(b) 海外所得稅*

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

本集團於本季度內並無重大之未撥備遞延稅項。

**4. 期內應佔股息**

董事會並不建議就本季度派付任何股息(截至二零零四年三月三十一日止季度：無)。

**5. 每股(虧損)**

本季度之每股基本(虧損)乃按下述之未經審核數據計算：

*(以人民幣千元列值)*

		<b>Quarter ended 31st March</b>	
		<b>截至三月三十一日止季度</b>	
		<b>2005</b>	<b>2004</b>
		<b>二零零五年</b>	<b>二零零四年</b>
(Loss) attributable to shareholders	股東應佔(虧損)	<u>(1,461)</u>	<u>(1,116)</u>
		<b>Shares ('000)</b>	<b>Shares ('000)</b>
		<b>股數(千股)</b>	<b>股數(千股)</b>
Weighted average number of ordinary share for the purposes of calculating basic (loss) per share	用以計算每股基本(虧損)的普通股加權平均股數	<u>473,000</u>	<u>473,000</u>

No dilutive (loss) per share was presented because there were no dilutive potential ordinary shares in existence during the quarters ended 31st March 2005 and 2004 respectively.

由於截至二零零五年及二零零四年三月三十一日止季度內並無存在任何具攤薄效應之潛在普通股，故此並無呈列每股攤薄(虧損)。

## 6. Movements in Consolidated Reserves

(denominated in RMB thousand dollars)

		2005 二零零五年					2004 二零零四年
		Share Premium 股份溢價	Merger Reserve 合併儲備	General Reserve Fund 一般 儲備基金	Common Welfare Reserve 法定 公益金	Retained Profit 保留溢利	Total 總計
As at 1 January	於一月一日	34,845	(2,351)	2,171	1,055	6,786	42,506
Net (loss) for the period	本季度(虧損)淨額	-	-	-	-	(1,461)	(1,461)
As at 31st March	於三月三十一日	<u>34,845</u>	<u>(2,351)</u>	<u>2,171</u>	<u>1,055</u>	<u>5,325</u>	<u>41,045</u>
							<u>42,862</u>

## 6. 綜合儲備變動

(以人民幣千元列值)

## BUSINESS REVIEW

The Group recorded a consolidated turnover of approximately RMB3,475,000 for the Quarterly Period, representing an increase of approximately 14.5% over the corresponding period last year. The increase was mainly attributable to the additional contracts entered into during the last quarter of 2004 as well as the fact that relatively more products had completed final inspection during the first quarter of 2005. The loss attributable to shareholders for the Quarterly Period amounted to RMB1,461,000, up about 30.8% over last year. The Group possesses a highly competent and efficient management team, enabling its administrative expenses for the Quarterly Period to remain stable as compared with the corresponding period last year. The Group's cost of sales and distribution costs comprised the amortized development cost following the launch of products and the additional distribution costs incurred from promoting new products.

In late 2004, Mr. Jiang Yulai, an executive director of the Company and the Chief Operation Officer of the Group, was appointed as member of "證券公司客戶資金獨立存管標準制定專家小組" and "證券公司客戶資金獨立存管標準方案制定及實現情況評審專家小組". The Group has successfully developed a new product, namely "Shine investor capital independent depository platform". The above achievement facilitated the Group in securing more sale contracts since late 2004. The total value of contracts entered into during the Quarterly Period reached RMB7,794,000, representing a growth of approximately 191.1% as compared to about RMB2,677,500 in the same period last year.

## 業務回顧

本集團於本季度錄得綜合營業額約人民幣3,475,000元，較去年同期增長約14.5%。增長主要是由於二零零四年第四季簽定較多合同，且在二零零五年第一季度完工驗收的相對也較多。而本季度之股東應佔虧損約人民幣1,461,000元，較去年增加約30.8%。本集團一直維持優質高效的專業團隊，故本季度之行政費用與去年同期相約。而銷售成本及銷售費用中包括隨著產品推出市場後而多攤銷之開發成本以及為了推廣新產品而增加的銷售費用。

去年底，本集團執行董事兼營運總監江育來先生被中國證券監督管理委員會聘任為「證券公司客戶資金獨立存管標準制定專家小組成員」、「證券公司客戶資金獨立存管標準方案制定及實現情況評審專家小組成員」。新開發產品方面包括「客戶資金獨立存管平台」。上述成就有助本集團在本季度落實或簽定比去年同期較多的銷售合約。本季度簽定合同總金額約人民幣7,794,000元，比去年同期約人民幣2,677,500元增長約191.1%。

## BUSINESS OUTLOOK

In the 2004 annual report, the Group stated certain favourable factors, such as the China Securities Regulatory Commission promulgated the "Notice of Furthering Tightening in Regulation of Transaction Settlement Fund for Customer of Securities Houses" on 12th October 2004, that might affect its development prospects. In March of this year, the China Securities Regulatory Commission ("CSRC") promulgated the "Notice of Advocating Self Restructuring, Operations Compliance and Innovative Development for Security Houses" (關於推動證券公司自查整改、合規經營和創新發展的通知), which expressly requires all security houses to deposit settlement funds relating to customer transactions under independent custody by the end of this year. The implementation of this new rule gives a big boost to the Group's promotion of its "Shine investor capital independent depository platform".

Accordingly, the Group has already enhanced its existing products (such as its integrated "Shine investor capital independent depository platform") and has also proactively been developing other systems such as "risk control platform" and "fund platform", a solution designed for open investment funds in the PRC. With favourable internal and external factors in respect of government policies, market conditions and products/services development, directors of the Company (the "Directors") are positive and optimistic about the Group's business prospects.

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

As at 31st March 2005, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

## 發展前景

本集團在二零零四年年報中提及了中國證券監督管理委員會於二零零四年十月十二日頒布了《關於進一步加強證券公司客戶交易結算資金監管的通知》等利好因素。本年三月，中國證券監督委員會發佈了《關於推動證券公司自查整改、合規經營和創新發展的通知》，該通知內明確要求，今年年底前，所有券商都要實現客戶交易結算資金的獨立存管。此規定的推出對於本集團大力推廣「客戶資金獨立存管平台」將大有幫助。

因此，本集團已深化現有產品（如整合形成之「客戶資金獨立存管平台」），亦同時積極開發其它系統如「風險控制平台」和針對國內開放式投資基金之解決方案「基金數據交換平台」。在有關政策、市場及產品／服務的外內部有利因素下，本公司董事（「董事」）對業務前景抱積極及樂觀態度。

## 董事及最高行政人員於股份、相關股份及債券之權益或淡倉

於二零零五年三月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準已知會本公司及聯交所，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中之權益及淡倉如下：



(a) Long positions in shares, underlying shares and debentures of the Company (a) 於本公司股份、相關股份及債券之好倉

Name 姓名	Capacity 身分	Nature of Interest 權益性質	Number of shares/ underlying shares 股份／相關 股份數目	Approximate % of shareholdings 持股概約 百分比
Gu Yun 顧雲	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	187,061,635 (Note 1) (附註1)	39.55%
Li Xiaoyuan 李小元	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	187,061,635 (Note 2) (附註2)	39.55%
Ye Jinxing 葉金興	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	35,839,097 (Note 3) (附註3)	7.58%
Chen Yunrong 陳芸榕	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	31,260,882 (Note 4) (附註4)	6.61%
Qiu Yixin 邱一心	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	28,793,514 (Note 5) (附註5)	6.09%
Jiang Yulai 江育來	Beneficial owner 實益擁有人	Personal interest 個人權益	470,000 (Note 6) (附註6)	0.09%
Choy Tak Ho 蔡德河	Beneficial owner 實益擁有人	Personal interest 個人權益	470,000 (Note 6) (附註6)	0.09%
Liu Bo 劉波	Beneficial owner 實益擁有人	Personal interest 個人權益	470,000 (Note 6) (附註6)	0.09%

Notes:

附註：

- Such shares are owned by Genesis Century Limited ("Genesis Century"). Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century, representing 15.39% of its total issued share capital. Ms. Gu is taken to be interested in the same parcel of shares held by Genesis Century pursuant to Part XV of the SFO as Genesis Century is accustomed or obliged to act in accordance with the directions or instructions of Ms. Gu, together with Ms. Li Xiaoyuan.

- 該等股份由Genesis Century Limited (「Genesis Century」) 擁有。顧雲女士為Genesis Century之董事並實益擁有該公司1,539股股份，相當於其全部已發行股本15.39%。由於Genesis Century慣於或須按顧女士及李小元女士之指令或指示而行事，故根據證券及期貨條例第XV部，顧女士被視作擁有Genesis Century所持同一批股份之權益。

2. Such shares are owned by Genesis Century and represent the same parcel of shares as in note 1. Ms. Li Xiaoyuan is a director of and is the beneficial owner of 3,784 shares in Genesis Century, representing 37.84% of its total issued share capital. Ms. Li is taken to be interested in the same parcel of shares held by Genesis Century pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Genesis Century.
  3. These shares are legally owned by Future Pursuit Ltd. ("Future Pursuit"), whose beneficial owners are Mr. Ye Jinxing and his mother, Ms. Lian Xiu, holding 39.79% and 60.21% interest respectively in its total issued share capital. Mr. Ye is taken to be interested in the same parcel of shares held by Future Pursuit pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
  4. These shares are legally owned by Cheer Prosper Investments Limited ("Cheer Prosper"), the entire issued share capital of which is owned by Mr. Chen Yunrong. Mr. Chen Yunrong is taken to be interested in the same parcel of shares held by Cheer Prosper pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Cheer Prosper.
  5. These shares are legally owned by Easy Elegance Ltd. ("Easy Elegance"), the entire issued share capital of which is owned by Mr. Qiu Yixin. Mr. Qiu Yixin is taken to be interested in the same parcel of shares held by Easy Elegance pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Easy Elegance.
  6. These represented the outstanding numbers of shares issuable under the share options granted to the respective directors pursuant to a share option scheme adopted by the Company on 28th July 2003. The said options were granted on 6th July 2004 and are exercisable between 6th July 2005 to 5th July 2008 at an exercise price of HK\$0.256 per share.
2. 該等股份由Genesis Century擁有，與附註1所述者為同一批股份。李小元女士為Genesis Century董事並實益擁有該公司3,784股股份，相當於其全部已發行股本37.84%。由於李女士有權於Genesis Century之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，李女士被視作擁有Genesis Century所持同一批股份之權益。
  3. 該等股份由Future Pursuit Ltd. (「Future Pursuit」)合法擁有，而Future Pursuit之實益擁有人為葉金興先生及其母親連秀女士，分別持有其全部已發行股本39.79%及60.21%。由於葉先生有權於Future Pursuit之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Future Pursuit所持同一批股份之權益。
  4. 該等股份由Cheer Prosper Investments Limited (「Cheer Prosper」)合法擁有，而Cheer Prosper之全部已發行股本乃由陳芸榕先生擁有。由於陳芸榕先生有權於Cheer Prosper之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Cheer Prosper所持同一批股份之權益。
  5. 該等股份由Easy Elegance Ltd. (「Easy Elegance」)合法擁有，而Easy Elegance之全部已發行股本乃由邱一心先生擁有。由於邱一心先生有權於Easy Elegance之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Easy Elegance所持同一批股份之權益。
  6. 此乃根據本公司於二零零三年七月二十八日採納之購股權計劃授予有關董事之購股權而可予發行之尚未發行股份數目。上述購股權乃於二零零四年七月六日授出，可於二零零五年七月六日至二零零八年七月五日期間按行使價每股0.256港元行使。

## (b) Associated corporations – interests in shares

## (b) 相聯法團— 股份權益

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

Notes:

附註:

- Shanghai Xingyishi is a subsidiary of the Group, in which 60% of its equity shares are owned by the Group and the remaining interests are owned by others, including certain directors of the Company or their respective associates as disclosed above.
- These shares are held by Mr. Xu Zhangxun, the spouse of Ms. Gu Yun. Ms. Gu is deemed to be interested in Mr. Xu's interests in Shanghai Xingyishi by virtue of Part XV of SFO.

- 上海興意識為本集團之附屬公司，其60%股權由本集團擁有，餘下權益則由包括上文所披露若干本公司董事或彼等各自之聯繫人士在內的其他人士擁有。
- 該等股份由顧雲女士之配偶許章迅先生持有，根據證券及期貨條例第XV部，顧女士亦被視作擁有許先生在上海興意識所擁有權益之權益。

Save as disclosed above, as at 31st March 2005, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Exchange. The Group had not issued any debentures during the year.

除上文披露者外，於二零零五年三月三十一日，董事或本公司最高行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何根據證券及期貨條例第352條規定而須載入該條例所述登記冊內，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準而須知會本公司及聯交所之任何權益或淡倉。本集團並無於本年度內發行任何債券。

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

主要股東及於股份及購股權擁有根據證券及期貨條例須予披露之權益及淡倉之人士

As at 31st March 2005, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零零五年三月三十一日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露之董事或本公司最高行政人員除外）於本公司股份及相關股份擁有權益或淡倉：

### Long positions in shares

### 股份之好倉

Name 姓名／名稱		Number of Shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
Genesis Century	(Note 3) (附註3)	Beneficial owner 實益擁有人	187,061,635	39.55%
Zhang Xiaohui 張曉輝	(Notes 1 & 3) (附註1及3)	Interest of spouse 配偶之權益	187,061,635	39.55%
Xu Zhangxun 許章迅	(Notes 2 & 3) (附註2及3)	Interest of spouse 配偶之權益	187,061,635	39.55%
Future Pursuit	(Note 6) (附註6)	Beneficial owner 實益擁有人	35,839,097	7.58%
Lian Xiu 連秀	(Notes 4 & 6) (附註4及6)	Interest of controlled corporation 受控法團權益	35,839,097	7.58%
Wang Chunling 王春玲	(Notes 5 & 6) (附註5及6)	Interest of spouse 配偶之權益	35,839,097	7.58%
Cheer Prosper	(Note 7) (附註7)	Beneficial owner 實益擁有人	31,260,882	6.61%
Guo Lidan 郭立丹	(Note 7) (附註7)	Interest of spouse 配偶之權益	31,260,882	6.61%
Easy Elegance	(Note 8) (附註8)	Beneficial owner 實益擁有人	28,793,514	6.09%
Lin Wen 林文	(Note 8) (附註8)	Interest of spouse 配偶之權益	28,793,514	6.09%

Notes:

附註：

- Such shares are owned by Genesis Century. Ms. Li Xiaoyuan is taken to be interested in the shares held by Genesis Century pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Genesis Century. Mr. Zhang Xiaohui is also taken to be interested in such shares pursuant to Part XV of the SFO as he is the spouse of Ms. Li Xiaoyuan.

- 該等股份由Genesis Century擁有。由於李小元女士有權於Genesis Century之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，李女士被視作擁有Genesis Century所持股份之權益。由於張曉輝先生為李小元女士之配偶，故根據證券及期貨條例第XV部，彼亦被視作於該等股份中擁有權益。

2. Such shares are owned by Genesis Century. Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century. Ms. Gu is taken to be interested in the shares held by Genesis Century as Genesis Century is accustomed or obliged to act in accordance with her directions or instructions. Mr. Xu Zhangxun is also taken to be interested in such shares pursuant to Part XV of the SFO as he is the spouse of Ms. Gu Yun.
3. The shares under Genesis Century, Mr. Zhang Xiaohui and Mr. Xu Zhangxun represent the same parcel of shares.
4. Such shares are owned by Future Pursuit. Ms. Lian Xiu, the mother of Mr. Ye Jinxing, owns 60.21% of the total issued shares of Future Pursuit. Ms. Lian Xiu is taken to be interested in the shares held by Future Pursuit pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
5. Such shares are owned by Future Pursuit. Mr. Ye Jinxing owns 39.79% of the total issued shares of Future Pursuit. Mr. Ye Jinxing is taken to be interested in the shares held by Future Pursuit pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit. Ms. Wang Chunling is also taken to be interested in such shares pursuant to Part XV of the SFO as she is the spouse of Mr. Ye Jinxing.
6. The shares under Future Pursuit, Ms. Lian Xiu and Ms. Wang Chunling represent the same parcel of shares.
7. Such shares represent the same parcel of shares and are owned by Cheer Prosper, the total issued share capital of which is owned by Mr. Chen Yunrong. Ms. Guo Lidian is also taken to be interested in Mr. Chen Yunrong's shares as held by Cheer Prosper pursuant to Part XV of the SFO since she is the spouse of Mr. Chen Yunrong.
8. Such shares represent the same parcel of shares and are owned by Easy Elegance, the total issued share capital of which is owned by Mr. Qiu Yixin. Ms. Lin Wen is also taken to be interested in Mr. Qiu Yixin's shares as held by Easy Elegance pursuant to Part XV of the SFO since she is the spouse of Mr. Qiu Yixin.
2. 該等股份由Genesis Century擁有。顧雲女士為Genesis Century之董事及實益擁有該公司1,539股股份。由於Genesis Century慣於或須按顧女士指令而行事，故彼被視作擁有Genesis Century所持股份之權益。由於許章迅先生為顧雲女士之配偶，故根據證券及期貨條例第XV部，彼亦被視作於該等股份中擁有權益。
3. Genesis Century、張曉輝先生及許章迅先生名下之股份屬同一批股份。
4. 該等股份由Future Pursuit擁有。葉金興先生之母連秀女士擁有Future Pursuit全部已發行股份60.21%之權益。由於連秀女士有權於Future Pursuit之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼被視作擁有Future Pursuit所持股份之權益。
5. 該等股份由Future Pursuit擁有。葉金興先生擁有Future Pursuit全部已發行股份39.79%之權益。由於葉金興先生有權於Future Pursuit之股東大會行使或控制行使三分之一或以上之投票權，故根據證券及期貨條例第XV部，彼亦被視作於該等股份中擁有權益。
6. Future Pursuit、連秀女士及王春玲女士名下股份屬同一批股份。
7. 該等股份屬同一批股份，並由Cheer Prosper擁有，而Cheer Prosper之全部已發行股本由陳芸榕先生持有。由於郭立丹女士為陳芸榕先生之配偶，故根據證券及期貨條例第XV部，彼亦被視作擁有陳芸榕先生於Cheer Prosper所持股份之權益。
8. 該等股份屬同一批股份，由Easy Elegance擁有，而Easy Elegance全部已發行股本由邱一心先生持有。由於林文女士為邱一心先生之配偶，故根據證券及期貨條例第XV部，彼亦被視作擁有邱一心先生於Easy Elegance所持股份之權益。

Save as disclosed above, as at 31st March 2005 no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文披露者外，按根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，於二零零五年三月三十一日，並無其他人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有權益或淡倉。

## SHARE OPTION SCHEME

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

On 6th July 2004, a total of 20,000,000 share options were granted to certain Directors and employees of the Group under the Share Option Scheme, details of which are set out below:

## 購股權計劃

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

於二零零四年七月六日，共有20,000,000份購股權根據購股權計劃授予若干董事及本集團僱員，詳情載列如下：

Participants 參與者	Date of grant (Note 1) 授出日期 (附註1)	Exercise price per share 行使價 (HK\$) (港元)	Number of share options 購股權數目			Company's share price at date of grant (Note 2) 本公司 股份於授出 日期之價格 (附註2) (HK\$) (港元)
			At 1st January 2005 於 二零零五年 一月一日	Lapsed during period 於期內 失效	31st March 2005 於 二零零五年 三月 三十一日	
<b>Directors</b> <b>董事</b>						
Jiang Yulai 江育來	6th July 2004 二零零四年七月六日	0.256	470,000	-	470,000	0.24
Choy Tak Ho 蔡德河	6th July 2004 二零零四年七月六日	0.256	470,000	-	470,000	0.24
Liu Bo 劉波	6th July 2004 二零零四年七月六日	0.256	470,000	-	470,000	0.24
<b>Other employees</b> <b>其他僱員</b>						
In aggregate 合計	6th July 2004 二零零四年七月六日	0.256	18,590,000	470,000	18,120,000	0.24
<b>Total share options granted 授出購股權總數</b>			<u>20,000,000</u>	<u>470,000</u>	<u>19,530,000</u>	

## Notes:

1. The exercise period of these share options is three years commencing from one year immediately after the date of grant and terminating three years thereafter. Generally, the share options are vested in different tranches (some of which are conditional).
2. The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange's closing price on the trading day immediately prior to the date of the grant of the share options.

Save as disclosed above, no share options had been granted, cancelled, lapsed or exercised during the period. The total number of shares that may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme is 19,530,000 shares as at 31st March 2005, representing approximately 4.13% of the entire issued share capital of the Company as at the date of this report.

The financial impact of the share options granted is not recorded in the Company's and the Group's accounts until such time as the share options are exercised. Upon the exercise of the share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares recorded by the Company in the share premium account. Share options which lapsed, if any, prior to their exercise date are deducted from the outstanding share options.

The Directors do not consider it appropriate to state the value of the share options granted during the year as a number of variables which are crucial for the calculation of the share options value have not been determined. The Directors believe that any calculation of the value of the share options based on a great number of speculative assumptions would not be meaningful and would be misleading.

## COMPETING INTERESTS

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

## 附註:

1. 該等購股權之行使期為三年，由緊隨授出日期後一年起，並於其後三年終止。一般而言，購股權乃分批歸屬（部分購股權為有條件）。
2. 所披露本公司股份於購股權授出日期之價格乃緊接購股權授出日期前一個交易日之聯交所收市價。

除上文披露者外，期內並無授出、註銷任何購股權，亦無任何購股權失效或獲行使。於二零零五年三月三十一日，就行使所有根據購股權計劃已授出但尚未行使之購股權而可予發行之股份總數為19,530,000股，相當於本公司於本報告日期之全部已發行股本約4.13%。

已授出購股權之財務影響於購股權獲行使時，方會記入本公司及本集團賬目。於購股權獲行使後，由此發行之股份由本公司按股份面值記錄為額外股本，而每股行使價超出股份面值之金額則由本公司記入股份溢價賬。於其行使日期前失效之購股權（如有）自尚未行使購股權中扣除。

董事認為不宜列出年內已授出購股權之價值，此乃由於未能確定計算購股權價值之多個關鍵變數。董事相信，基於大量推測假設計算之購股權價值並無意義，亦會造成誤導。

## 競爭權益

本公司董事或管理層股東或任何彼等各自之聯繫人士（定義見創業板上市規則）概無於對或可能對本集團業務構成重大競爭之業務中擁有任何權益。

## SPONSOR'S INTEREST

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

As notified and updated by the Sponsor, neither the Sponsor nor any of its directors or employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interest in any class of securities of the Company or any member of the Group, or any right to subscribe for or to nominate persons to subscribe for the securities of the Company or any member of the Group as at 31st March 2005.

Save as disclosed above, the Sponsor had no other interest in the Company as at 31st March 2005.

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

During the Quarterly Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed Shares.

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules on 28th July 2003. The primary duties of the audit committee are, among others, to review and oversee the financial reporting principles and practices adopted as well as internal control procedures and issues of the Group. It also reviews quarterly, interim and the final results of the Group prior to recommending the same to the Board for consideration.

The audit committee, comprising of the three independent non-executive Directors, namely Mr. Choy Tak Ho, Mr. Liu Bo and Mr. Sin Ka Man (Chairman).

## 保薦人權益

根據本公司與南華融資有限公司(「保薦人」)所訂立日期為二零零三年八月四日之保薦人協議,保薦人已獲委任為本公司自二零零三年八月十二日起至二零零五年十二月三十一日(或直至保薦人協議根據當中所載條款及條件予以終止)止期間之延聘保薦人,就此,保薦人將收取相關費用。

根據保薦人所知會之最新資料,於二零零五年三月三十一日,保薦人或任何其他董事、僱員或聯繫人士(見創業板上市規則第6.35條附註3所述)概無於本公司或本集團任何成員公司任何類別證券中擁有任何權益,或擁有任何認購或提名他人認購本公司或本集團任何成員公司之證券之權利。

除上文披露者外,於二零零五年三月三十一日,保薦人並無於本公司擁有其他權益。

## 購買、出售或贖回本公司上市股份

於本季度內,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

## 審核委員會

本公司已於二零零三年七月二十八日遵照創業板上市規則,成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為(其中包括)審閱及監察本集團之財務申報準則及所採納之慣例,以及內部監控程序及事宜,並負責於向董事會提呈考慮前,審閱本集團季度、中期及全年業績。

審核委員會由三名獨立非執行董事蔡德河先生、劉波先生及冼家敏先生(主席)所組成。



During the Quarterly Period, the audit committee has held one meeting. The Group's unaudited results for the Quarterly Period have been reviewed and commented by the audit committee members.

## DISCLOSURE PURSUANT TO RULE 17.15 AND 17.17 OF THE GEM LISTING RULES

### Other Receivables

As at 31st March 2005, the Group had receivables from Industrial Securities Company Limited ("Industrial Securities") of approximately RMB5,720,000, which exceeded eight per cent. of the total assets of the Group as at 31st March 2005 and the revenue and net profit of the Group (as defined in Chapter 19 of GEM Listing Rules) for the year ended 31st December 2004.

The receivables from Industrial Securities were resulted from security trading through Industrial Securities by the Company in the PRC stock market over the year of 2004. Industrial Securities is an independent third party who is not a connected person (as defined in GEM Listing Rules) of the Company. The receivables are unsecured, with an annual interest rate of 0.72 per cent. and will be fully repaid by Industrial Securities upon request.

### Deposit

As at 31st March 2005, the Group had a deposit to 深圳市中大投資發展有限公司 (China Prime Investment Development Company Limited) ("China Prime") of RMB5,415,000, which exceeded eight per cent. of the total assets of the Group as at 31st March 2005 and the revenue and net profit of the Group (as defined in Chapter 19 of GEM Listing Rules) for the year ended 31st December 2004.

The deposit was resulted from the engagement of China Prime to perform certain marketing research for the Company in December 2004. China Prime is an independent third party who is not a connected person (as defined in GEM Listing Rules) of the Company. The deposit is unsecured and has no interest bearing, and will be used for the marketing research.

於本季度內，審核委員會曾舉行一次會議，而本集團本季度之未經審核業績已由審核委員會成員審閱及提供意見。

## 根據創業板上市規則第17.15及17.17條作出披露

### 其他應收款項

於二零零五年三月三十一日，本集團應收興業證券股份有限公司（「興業證券」）之款項約為人民幣5,720,000元，分別超出本集團於二零零五年三月三十一日之總資產及本集團截至二零零四年十二月三十一日止年度之收益及溢利淨額（定義見創業板上市規則第19章）8%。

應收興業證券之款項乃由於本公司於二零零四年度透過興業證券於中國股份市場進行證券買賣而產生。興業證券為獨立第三方，亦非本公司之關連人士（定義見創業板上市規則）。應收款項為無抵押、按年利率0.72厘計息，並須應要求由興業證券悉數償還。

### 保證金

於二零零五年三月三十一日，本集團於深圳市中大投資發展有限公司（「中大投資」）之保證金為人民幣5,415,000元，超出本集團於二零零五年三月三十一日之總資產及本集團截至二零零四年十二月三十一日止年度之收益及溢利淨額（定義見創業板上市規則第19章）8%。

該筆保證金乃源自中大投資於二零零四年十二月為本公司提供若干市場研究服務而產生。中大投資為獨立第三方，亦非本公司之關連人士（定義見創業板上市規則）。該筆款項為無抵押及免息，並將撥作市場研究用途。

## CORPORATE GOVERNANCE

During the Quarterly Period, the Company has complied with the Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules. Due compliance with the code provisions set out in the Code on Corporate Governance Practice contained in Appendix 15 of the GEM Listing Rules has been made.

The Company has adopted a code of conduct regarding securities dealings by Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specified enquiry of all Directors of the Company, the Company was not aware of any non-compliance with such code of conduct during the Quarterly Period.

The Company has received from each of the independent non-executive Directors a confirmation of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of its independent non-executive Directors are independent.

By order of the Board

**Shine Software (Holdings) Limited**  
**Gu Yun**

Chairperson

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

China, 12th May 2005

## 企業管治

於本季度內，本公司已遵守創業板上市規則第5.34條所載董事會常規及程序，並已妥為遵守創業板上市規則附錄15所載企業管治常規守則所載守則規定。

本公司已採納創業板上市規則第5.48至5.67條有關董事進行證券交易的操守守則。本公司經向所有董事作出特定查詢後，並不知悉任何董事於本季度內未有遵守該操守守則。

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條作出確認彼等獨立身分之確認。本公司認為其全體獨立非執行董事均為獨立人士。

承董事會命

**新意軟件(控股)有限公司**  
**主席**

**顧雲**

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

中國，二零零五年五月十二日

**SHINE** • innovation is our business  
新意 • 創造新意



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