



**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)

Third Quarterly Report 第三季度報告

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.

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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 full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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。

香港聯合交易所有限公司對本報告的內容概不負責，對其準確性或完整性亦不發表聲明，且明確表示概不會就因本報告全部或任何部分內容而產生或倚賴該等內容而引致之任何損失承擔任何責任。

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作出，並以公平合理的基準和假設為依據。

**FINANCIAL HIGHLIGHTS**

- Turnover of the Group for the nine months ended 30th September 2005 was approximately RMB15,342,000, representing an increase of 30.8% as compared to the corresponding period in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB668,000 for the nine months ended 30th September 2005.
- Loss per share of the Group was approximately RMB0.14 cent for the nine months ended 30th September 2005.
- The Board does not recommend the payment of any dividend for the nine months ended 30th September 2005.

**財務摘要**

- 本集團截至二零零五年九月三十日止九個月之營業額約為人民幣15,342,000元，較上一個財政年度同期上升30.8%。
- 截至二零零五年九月三十日止九個月，本集團實現之股東應佔虧損約為人民幣668,000元。
- 本集團截至二零零五年九月三十日止九個月之每股虧損約為人民幣0.14仙。
- 董事會並不建議於截至二零零五年九月三十日止九個月派發任何股息。

**UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 30TH SEPTEMBER 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 quarter and nine months ended 30th September 2005 (the "Quarter" and "Review Period" respectively), together with the unaudited comparative figures for the corresponding period in 2004 as follows:-

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

**截至二零零五年九月三十日止季度及九個月之未經審核業績**

新意軟件(控股)有限公司(「本公司」)董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)於截至二零零五年九月三十日止季度及九個月(「本季度」及「本期間」)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:-

(除明確另作註明外,本季度業績公佈內之所有財務數字以人民幣(「人民幣」)千元列值)

		Note 附註	Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間	
			2005 二零零五年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元
Turnover	營業額	2	3,799	3,984	15,342	11,730
Cost of sales	銷售成本		(2,440)	(1,177)	(7,549)	(3,560)
Gross profit	毛利		1,359	2,807	7,793	8,170
Other revenue	其他收益	2	466	157	1,811	1,139
Distribution costs	銷售費用		(648)	(645)	(2,408)	(1,823)
Administrative expenses	行政費用		(2,223)	(2,237)	(7,784)	(6,989)
			(1,046)	82	(588)	497
Net interest income	利息收入淨額		30	21	148	109
(Loss)/profit from ordinary activities before taxation	除稅前日常業務(虧損)/溢利		(1,016)	103	(440)	606
Taxation	稅項	3	(134)	(38)	(229)	(38)
(Loss)/profit from ordinary activities after taxation	除稅後日常業務(虧損)/溢利		(1,150)	65	(669)	568
Minority interests	少數股東權益		1	(1)	1	56
Net (loss)/profit attributable to shareholders	股東應佔(虧損)/溢利淨額		(1,149)	64	(668)	624
Dividends	股息	4	-	-	-	-
(Loss)/earnings per share - basic (RMB - cents)	每股(虧損)/溢利 - 基本(人民幣-仙)	5	(0.24)	0.01	(0.14)	0.13

## NOTES:

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

The unaudited accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They are prepared under the historical cost convention.

HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards ("new HKFRSs") which are effective for accounting periods beginning on or after 1st January 2005.

The Group has not early adopted these new HKFRSs in the financial statements for the Review Period. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.

The unaudited consolidated results for the Review Period have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

The accounting policies and basis of preparation used in the preparation of the unaudited consolidated results for the Review Period are consistent with those used in the Company's annual financial statements for the year ended 31st December 2004.

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

## 附註:

**1. 財務報表呈報基準**

未經審核賬目乃根據香港公認會計原則及遵照香港會計師公會頒佈之會計準則而編製。賬目乃按過往成本慣例編製。

香港會計師公會已頒發若干新訂及經修訂香港財務報告準則及香港會計準則（「新香港財務報告準則」），該等新香港財務報告準則對於二零零五年一月一日或之後開始之會計期間有效。

本集團並無於本期間之財務報表內提早採納該等新香港財務報告準則。本集團已開始評估該等新香港財務報告準則之影響，惟尚未能夠指出該等新香港財務報告準則是否會對其營運業績及財務狀況產生重大影響。

本期間之未經審核綜合業績並未經本公司核數師審核，但已由本公司之審核委員會審閱。

編製本期間之未經審核綜合業績時所採納之會計政策及編製基準與本公司截至二零零四年十二月三十一日止年度之全年財務報表中所採納者一致。

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. 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:

## 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：

		Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間	
		2005 二零零五年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2004 二零零四年 RMB'000 人民幣千元
Turnover	營業額				
Sales of software	軟件銷售	2,515	2,448	10,490	6,582
Sales of hardware	硬件銷售	205	597	1,188	1,273
Maintenance and other service fees	維護及其他 服務收入	1,079	939	3,664	3,875
		<u>3,799</u>	<u>3,984</u>	<u>15,342</u>	<u>11,730</u>
Other revenue	其他收益				
Value added tax refunds	增值稅退稅	417	387	1,690	1,073
Other net revenue	其他收入淨額	49	(230)	121	66
		<u>466</u>	<u>157</u>	<u>1,811</u>	<u>1,139</u>

**3. Taxation***(a) Hong Kong profits tax*

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

**4. Dividend**

The Board does not recommend payment of any dividend for the Review Period 2005 (2004: nil).

**5. Earnings Per Share**

The basic earnings per share for the Quarter and the Review Period were calculated based on the unaudited loss attributable to shareholders for the Quarter and the Review Period of approximately RMB1,149,000 and RMB668,000 respectively (2004: profit of approximately RMB64,000 and RMB625,000 respectively), and the weighted average number of 473,000,000 (2004: 473,000,000) shares in issue of the Company. The weighted average number of shares in issue was calculated based on the number of shares in issue or deemed to be in issue before placing but after corresponding adjustments by the Company upon capitalisation of share premium.

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters and nine months ended 30th September 2005 and 2004.

**3. 稅項***(a) 香港利得稅*

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

*(b) 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。

本集團於本期間內並無重大之未撥備遞延稅項。

**4. 股息**

董事會並不建議於本期間派付任何股息（二零零四年同期：無）。

**5. 每股盈利**

本季度及本期間之每股基本虧損乃按本季度及本期間之未經審核股東應佔虧損淨額分別約人民幣1,149,000元及人民幣668,000元（二零零四年同期間：分別溢利約人民幣64,000元及人民幣624,000元），以及本公司的已發行股份加權平均股數為473,000,000股（二零零四年：473,000,000股）計算；而該等已發行股份加權平均數乃是根據本公司於配售事項前但於股份溢價資本化而作出相對調整後之已發行或被視作已發行股份數目計算。

由於截至二零零五年及二零零四年九月三十日止季度及九個月期間內並不存在任何具攤薄效益之潛在普通股，故此並無呈列每股攤薄盈利。

## 6. Movements in Reserves

## 6. 儲備變動

		Nine months ended 30th September 截至九月三十日止九個月期間					2004 二零零四年	
		2005 二零零五年						
		Share Premium 股份溢價 RMB'000 人民幣千元	Merger Reserve 合併儲備 RMB'000 人民幣千元	General Reserve Fund 一般儲備金 RMB'000 人民幣千元	Common Welfare Reserve 法定公益金 RMB'000 人民幣千元	Unallocated Profit 未分配利潤 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 1st January	於一月一日	34,895	(2,351)	2,171	1,055	6,786	42,506	43,978
Issue of shares	期間之(虧損)/	-	-	-	-	-	-	-
Net loss for the period	利潤淨額	-	-	-	-	(668)	(668)	624
Dividends paid for previous year	支付過往 年度股息	-	-	-	-	-	-	(1,705)
As at 30th September	於九月三十日	<u>34,895</u>	<u>(2,351)</u>	<u>2,171</u>	<u>1,055</u>	<u>6,118</u>	<u>41,838</u>	<u>42,897</u>



## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

The Group recorded a consolidated turnover of approximately RMB15,342,000 for the Review Period, representing an increase of approximately 30.8% compared with the corresponding period last year. The increase was mainly attributable to:

- relatively more projects which completed inspection during the first three quarters of 2005.
- the number of clients for clearing products increased by 4, the number of clients for bank-securities products increased by 10 whereas the number of clients for independent depository increased by 4.

Loss attributable to shareholders for the Review Period was approximately RMB668,000, compared with the profit attributable to shareholders of approximately RMB624,000 for the corresponding period last year, mainly due to:

- gross profit margin for the Review Period was approximately 50.8%, compared with approximately 69.7% for the corresponding period last year. Lower selling price was resulted from unfavourable securities market condition.
- costs and expenses of sales included the additional development costs amortised following the introduction of products to the market as well as the increased expenses and maintenance costs incurred from promoting new products.
- the Group is still actively involved in research and development, as well as improving its products, resulting in a higher development cost.

## 管理層討論及分析

### 財務回顧

本集團於本期間錄得綜合營業額約人民幣15,342,000元，較去年同期增長約30.8%。增長主要是：

- 在二零零五年首三季度完工驗收的相對較多。
- 清算類產品新增客戶4家，銀證產品新增客戶10家，獨立存管新增客戶4家。

而本期間之股東應佔虧損約人民幣668,000元，而去年同期則為應佔溢利約人民幣624,000元，主要原因為：

- 本期間毛利率約50.8%，去年同期毛利率約69.7%，價格因為證券市況不境而向下調整。
- 銷售成本及銷售費用中包括隨著產品推出市場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及維護成本。
- 本集團仍在積極研發、優化產品而產生較多的開發成本。

## Business Review and Development Prospects

During the Review Period, the securities market of the PRC continued to be stagnant, experiencing an adjustment period. As at 30th September 2005, the composite indices of the Shanghai Stock Exchange and Shenzhen Stock Exchange experienced record-low in seven years.

Under such difficult business environment, the Group continued to introduce new income resources, while at the same time reducing its operating costs, including:

- enhanced its existing products, such as its integrated "Customer Capital Independent Depository Platform", "Risk Control Platform" and "Fund Platform", a solution designed for open investment funds in the PRC.
- developed "open investment funds operations in Shanghai" (上海場內開放式基金業務) and warrants business within "E-SIM" (新意綜合管理平臺).
- actively developed "Information Centre System" (資料中心系統) targeted at clients in securities industry.
- established Shenzhen Yingqitong Technology Limited (深圳銀企通科技有限公司) in Shenzhen in May this year in order to develop "Banking Corporations Capital Management System" (銀企通資管理系統) for capital allocations of banks and major corporations.
- Shanghai Xingyishi Management Consulting Company Limited ("Xingyishi"), 60% interest of which is owned by the Group, tendered its application in relation to the cessation of operations to the Shanghai Administration of Industry and Commerce in September this year. Xingyishi is principally engaged in the provision of computer and management consultancy services. Since its operations has ceased, the Directors considered that divestment from Xingyishi will be beneficial to the Group in respect of resources consolidation and development objectives.

## 業務回顧及發展前景

在本期間，中國證券市場市況仍然疲弱，證券市場仍處在調整期間。截至二零零五年九月三十日，上海證券交易所及深圳證券交易所之綜合指數乃處七年來歷史低位。

在艱難的營商環境中，本集團繼續開源亦謹慎節流，包括：

- 深化現有產品，如整合形成之「客戶資金獨立存管平臺」，「風險控制平臺」和針對國內開放式投資基金之解決方案「基金平臺」。
- 在「新意綜合管理平臺」上開展「上海場內開放式基金業務」和「權證業務」。
- 積極開發針對證券業客戶的「資料中心系統」。
- 本年五月在深圳市成立「深圳銀企通科技有限公司」以拓展用於銀行及大型集團企業在資金劃撥方面的「銀企通資金管理系統」。
- 本集團擁有60%權益之上海興意識管理諮詢有限公司（「興意識」）已於本年九月向上海市工商行政管理局申請辦理注銷。興意識之主營業務為提供電腦及管理顧問服務，由於其業務已停頓。董事會認為登出興意識有利本集團整合資源和發展路向。

- the Group began to cut down its headcount. As of today, the Group has an aggregate of 165 employees, of which 85 are research and development staff, and 34 are engineering and customer service staff.

The China Securities Depository & Clearing Corporation formally announced (關於上海證券交易所上市權證登記結算業務實施細則) (Practice notes for implementing registration and settlement for listed options on the Shanghai Stock Exchange) and (關於深圳證券交易所上市權證登記結算業務實施細則) (Practice notes for implementing registration and settlement for listed options on the Shenzhen Stock Exchange) on 16th August this year, which marked the beginning of the warrants business. The Group also launched new products in a timely manner. Meanwhile, as the China Securities Regulatory Commission accelerated in enhancing the reformation of the depository system for the transaction capital of the securities companies, the Group's promotion on third party depository products was well-received in the market. At present, 9 securities companies had entered into agreements with the Group.

All in all, the Board believes that following the reformation of the securities industry together with innovation in its development, the Group's business prospects remain optimistic.

- 集團也著手裁減冗員，截至目前，集團員工總數為165人，其中研發人員85人，工程及客戶服務人員34人。

中國證券登記結算公司於本年八月十六日正式發布《關於上海證券交易所上市權證登記結算業務實施細則》及《關於深圳證券交易所上市權證登記結算業務實施細則》，權證業務全面展開。本集團亦及時推出新產品。同時，隨著中國證券監督管理委員會加緊完善證券公司的客戶交易結算資金存管制度改革的步調，本集團第三方存管產品的市場推廣勢頭強勁，截至目前已與9家證券公司簽約。

因此董事會相信，隨著證券行業通過改革與創新實現規範發展，本集團的業務前景仍然樂觀。

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

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

Despite the difficult operating environment in the industry, as at 30th September 2005, the Group had net assets of approximately RMB46,851,000, including total cash and cash equivalent of approximately RMB19,939,000. To minimise financial risks, the Group has implemented disciplined financial and risk managements with minimum use of highly-g geared financial arrangements. The Group's gearing ratio, as calculated by taking the ratio of the Group's total external borrowings divided by its shareholders' fund, was zero. Furthermore, the Group had not pledged any of its assets as at 30th September 2005.

### Employees

During the Review Period, the staff costs (including directors' remuneration) was approximately RMB9,886,000 (2004: approximately RMB8,202,000).

The salary and bonus policy of the Group is principally determined by the performance of the individual employee. The Group will on an ongoing basis, provides opportunity for professional development and training to its employees.

### Risk in Foreign Exchange

The revenue and expenses of the Group were denominated in Renminbi. The Directors consider that the Group's risk in foreign exchange is insignificant.

### Significant Investment

The Group did not have significant investment as at 30th September 2005.

### Material Acquisition and Disposal

The Group did not have any material acquisition or disposal during the Review Period.

## 流動資金、財務資源及資本結構

於本期間，本公司之資本結構並無任何變動。本集團一般以內部所得現金流量及集資活動所得款項應付業務及投資活動所需。

儘管業內經營環境艱難，於二零零五年九月三十日，本集團的資產淨值約人民幣46,851,000元，其中包括現金、銀行及存款結存約人民幣19,939,000元。本集團採取謹慎的財務及風險管理策略。故此，本集團之資本與負債比率（按本集團對外借貸總額除以其股東資金計算）為零。此外，本集團於二零零五年九月三十日並無抵押其任何資產。經計及本集團現有財務資源後，預計本集團以其現有財務資源及營運所得現金流量將足以應付其持續經營業務所需（主要用於日後產品開發及技術方面的投資）。

### 僱員

於本期間內，員工成本（包括董事酬金）約為人民幣9,886,000元（二零零四年同期：約人民幣8,202,000元）。

本集團之薪酬及花紅政策基本上按個別僱員工作表現確定。本集團亦為員工提供持續專業進修與培訓機會。

### 外匯風險

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

### 所持有的重大投資

本集團於二零零五年九月三十日並未持有重大投資。

### 重大收購及出售事項

本集團於本期間內沒有進行重大收購或出售事項。

**Future Plans Relating to Material Investment or Capital Asset**

As at the date of this report, the Group has not executed any agreement in respect of proposed acquisition and did not have any other future plan of material investment or capital asset.

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

As at 30th September 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 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:

**有關重大投資或資本資產未來計劃**

截至本報告日期，本集團概無就建議收購簽訂任何協定，且並無任何其他未來重大投資或資本資產計劃。

**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**

於二零零五年九月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或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:

1. Such shares are owned by Genesis Century Limited ("Genesis Century"). Ms. Gu Yun is a director of and the beneficial owner of 1,539 shares in Genesis Century, representing 15.39% of its total issued share capital. Ms. Gu is taken to be interested in the same parcel of shares held by Genesis Century pursuant to Part XV of the SFO as Genesis Century is accustomed or obliged to act in accordance with the directions or instructions of Ms. Gu, together with Ms. Li Xiaoyuan.
2. Such shares are owned by Genesis Century and represent the same parcel of shares as in note 1. Ms. Li Xiaoyuan is a director of and is the beneficial owner of 3,784 shares in Genesis Century, representing 37.84% of its total issued share capital. Ms. Li is taken to be interested in the same parcel of shares held by Genesis Century pursuant to Part XV of the SFO as she is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Genesis Century.
3. These shares are legally owned by Future Pursuit Ltd. ("Future Pursuit"), whose beneficial owners are Mr. Ye Jinxing and his mother, Ms. Lian Xiu, holding 39.79% and 60.21% interest respectively in its total issued share capital. Mr. Ye is taken to be interested in the same parcel of shares held by Future Pursuit pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Future Pursuit.
4. These shares are legally owned by Cheer Prosper Investments Limited ("Cheer Prosper"), the entire issued share capital of which is owned by Mr. Chen Yunrong. Mr. Chen Yunrong is taken to be interested in the same parcel of shares held by Cheer Prosper pursuant to Part XV of the SFO as he is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Cheer Prosper.

## 附註:

1. 該等股份由Genesis Century Limited (「Genesis Century」) 擁有。顧雲女士為Genesis Century之董事並實益擁有該公司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. 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之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. 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.
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間行使，每份 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」)(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:

1. 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.
2. 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.

Save as disclosed above, as at 30th September 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.

## 附註:

1. 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。
2. 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。

除上文披露者外，於二零零五年九月三十日，董事或本公司最高行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有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

As at 30th September 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:

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

於二零零五年九月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露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:

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

## 附註:

1. 該等股份由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. 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。葉金興先生之母親連秀女士擁有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，彼被視作擁有Future Pursuit所持股份之權益。由於王春玲女士為葉金興先生之配偶，故根據證券及期貨條例第XV部，彼亦被視作於該等股份中擁有權益。
6. Future Pursuit、連秀女士及王春玲女士名下股份屬同一批股份。

- |  |  |
|--|--|
| <p>7. Such shares represent the same parcel of shares and are owned by Cheer Prosper, the total issued share capital of which is owned by Mr. Chen Yunrong. Ms. Guo Lidan is also taken to be interested in Mr. Chen Yunrong's shares as held by Cheer Prosper pursuant to Part XV of the SFO since she is the spouse of Mr. Chen Yunrong.</p> | <p>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。</p> |
| <p>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.</p>            | <p>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。</p>    |

Save as disclosed above, as at 30th September 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，於二零零五年九月三十日，並無其他人士（董事或本公司最高行政人員除外）於本公司股份及相關股份中擁有權益或淡倉。

#### SHARE OPTION SCHEME

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

#### 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。

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:

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	Date of grant	Exercise price per share	Number of share options 購股權數目			Company's share price at date of grant
			At 1st January 2005 於 二零零五年一月一日	Lapsed during the Review Period 於 本期間內失效	At 30th September 2005 於 二零零五年九月三十日	
<b>Directors</b> 董事						
Jiang Yulai 江育來	6th July 2004 二零零四年七月六日	0.256 (HK\$) (港元)	470,000	-	470,000	0.24 (Note 2) (附註2) (HK\$) (港元)
Choy Tak Ho 蔡德河	6th July 2004 二零零四年七月六日	0.256 (HK\$) (港元)	470,000	-	470,000	0.24
Liu Bo 劉波	6th July 2004 二零零四年七月六日	0.256 (HK\$) (港元)	470,000	-	470,000	0.24
<b>Other employees</b> 其他僱員						
In aggregate 合計	6th July 2004 二零零四年七月六日	0.256 (HK\$) (港元)	18,590,000	1,270,000	17,320,000	0.24
<b>Total share options granted</b> 授出購股權總數			<u>20,000,000</u>	<u>1,270,000</u>	<u>18,730,000</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 18,730,000 shares as at 30th September 2005, representing approximately 3.96% 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.

## 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。於二零零五年九月三十日，就行使所有根據購股權計劃已授出但尚未行使之購股權而可予發行之股份總數為18,730,000股，相當於本公司於本報告日期之全部已發行股本約3.96%。

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。

## COMPETING INTERESTS

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

## 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 30th September 2005.

Save as disclosed above, the Sponsor had no other interest in the Company as at 30th September 2005.

## 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。

## 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，於二零零五年九月三十日，保薦人或其任何董事、僱員或聯繫人士（見創業板上市規則第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，於二零零五年九月三十日，保薦人並無於本公司擁有任何權益。

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

During the Review 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).

During the Review Period, the audit committee has held three meetings. The Group's unaudited consolidated results for the Review Period have been reviewed and commented by the audit committee members.

## 購買、出售或贖回本公司上市股份

於本期間內，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。

於本期間內，審核委員會曾舉行三次會議，而本集團本期間之未經審核業績已由審核委員會成員審閱及提供意見。



**DISCLOSURE PURSUANT TO RULE 17.22 TO 17.24 OF THE GEM LISTING RULES****Other Receivables**

As at 30th September 2005, the Group had receivables from Industrial Securities Company Limited ("Industrial Securities") of approximately RMB5,761,000, which exceeded 8 per cent. of the total assets of the Group as at 30th June 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 30th September 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 8 per cent. of the total assets of the Group as at 30th June 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.

**根據創業板上市規則第17.22至17.24條作出披露****其他應收款項**

於二零零五年九月三十日，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5,761,000元，分別超出本集團於二零零五年九月三十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**

於二零零五年九月三十日，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九月三十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 Review 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, the Company was not aware of any non-compliance with such code of conduct during the Review 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*

China, 11th November 2005

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.

## 企業管治

於本期間內，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期間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**

中國，二零零五年十一月十一日

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。

**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