



新意軟件 (控股)有限公司

Shine Software (Holdings) Limited

(註冊及開業註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)

(股份代號: 8270)

(Stock Code: 8270)



第一季度報告
First Quarterly Report

2006

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 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，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因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。



FINANCIAL HIGHLIGHTS

- Turnover of the Group for the three months ended 31st March 2006 was approximately RMB2,894,000, representing a decrease of 17.0% as compared to the corresponding quarter in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB969,000 for the three months ended 31st March 2006.
- Loss per share of the Group was approximately 0.20 cent for the three months ended 31st March 2006.
- The Board does not recommend the payment of any dividend for the three months ended 31st March 2006.

財務摘要

- 本集團截至二零零六年三月三十一日止三個月之營業額約為人民幣2,894,000元，較上一個財政年度同季度下跌17.0%。
- 截至二零零六年三月三十一日止三個月，本集團實現之股東應佔虧損約為人民幣969,000元。
- 本集團截至二零零六年三月三十一日止三個月之每股虧損約為人民幣0.20仙。
- 董事會並不建議於截至二零零六年三月三十一日止三個月派發任何股息。

UNAUDITED RESULTS FOR THE QUARTER AND THREE MONTHS ENDED 31ST MARCH 2006

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 2006, together with the unaudited comparative figures for the corresponding quarter in 2005 as follows:–

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

截至二零零六年三月三十一日
止季度之三個月未經審核業績

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」)於截至二零零六年三月三十一日止三個月之未經審核綜合業績，連同二零零五年同季度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)

		Three months ended 31st March 截至三月三十一日止 三個月期間	
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
	Note 附註		
Turnover	營業額	2,894	3,475
Cost of sales	銷售成本	<u>(2,329)</u>	<u>(1,901)</u>
Gross profit	毛利	565	1,574
Other revenue	其他收益	899	385
Distribution costs	分銷成本	(508)	(1,003)
Administrative expenses	行政開支	<u>(1,850)</u>	<u>(2,446)</u>
		(894)	(1,490)
Net interest income	利息收入淨額	<u>53</u>	<u>29</u>
(Loss)/profit from ordinary activities before taxation	除稅前日常業務 (虧損)/溢利	(841)	(1,461)
Taxation	稅項	<u>(128)</u>	<u>-</u>
(Loss)/profit from ordinary activities after taxation	除稅後日常業務 (虧損)/溢利	(969)	(1,461)
Minority interests	少數股東權益	-	-
Net (loss)/profit attributable to shareholders	股東應佔(虧損)/ 溢利淨額	<u>(969)</u>	<u>(1,461)</u>
Dividends	股息	<u>-</u>	<u>-</u>
(Loss)/earnings per share – basic (RMB – cents)	每股(虧損)/盈利 – 基本(人民幣–仙)	<u>(0.20)</u>	<u>(0.31)</u>

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.

The unaudited consolidated results for the quarter ended 31st March 2006 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 quarter ended 31st March 2006 are consistent with those used in the Company's annual financial statements for the year ended 31st December 2005.

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 net of business taxes, excluding value-added tax, and is after deduction of any goods returns and trade discounts.

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。

截至二零零六年三月三十一日止季度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。

編製截至二零零六年三月三十一日止季度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二零零五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. 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扣除營業稅，且不包括增值稅，並於扣除任何退貨及商業折扣後列賬。

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

本集團未經審核之營業額及其他收益分析如下：

		Three months ended 31st March 截至三月三十一日 止三個月	
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Turnover	營業額		
Sales of software	軟件銷售	1,292	2,193
Sales of hardware	硬件銷售	32	96
Maintenance and other service fees	維護及其他服務收入	1,570	1,186
		2,894	3,475
Other revenue	其他收益		
Value added tax refunds	增值稅退稅	187	385
Other net revenue	其他收入淨額	713	-
		3,794	3,860

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 quarter.

4. Dividend

The Board does not recommend payment of any dividend for the quarter ended 31st March 2006 (2005: nil).

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。

本集團於本季度內並無重大之未撥備遞延稅項。

4. 股息

董事會並不建議於截至二零零六年三月三十一日止季度派付任何股息(二零零五年同季度：無)。

5. Earnings Per Share

The basic earnings per share for the quarter ended 31st March 2006 were calculated based on the unaudited loss attributable to shareholders for the Quarter of approximately RMB969,000 (2005: loss of approximately RMB1,461,000), and the weighted average number of 473,000,000 (2005: 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 ended 31st March 2006 and 2005.

6. Movements in Reserves

		Three months ended 31st March							2005	
		截至三月三十一日止三個月							二零零五年	
		2006							二零零五年	
		Share	Merger	General	Common	Share	Translation	Unallocated	Total	Total
		Premium	Reserve	Reserve	Welfare	Option	Reserve	Profit		
		Reserve	Fund	Reserve	Reserve	Reserve	Reserve	Reserve		
		換算儲備	合併儲備	一般儲備金	法定公益金	購股權儲備	換算儲備	未分配利潤	總計	總計
		RMB'000	RMB'000	RMB'000	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	人民幣千元	人民幣千元	人民幣千元
As at 1st January	於一月一日	34,895	(2,351)	2,903	1,421	603	(97)	6,888	44,212	42,506
Net loss for the quarter	本季度之虧損淨額	-	-	-	-	-	-	(969)	(969)	(1,461)
As at 31st March	於三月三十一日	<u>34,895</u>	<u>(2,351)</u>	<u>2,903</u>	<u>1,421</u>	<u>603</u>	<u>(97)</u>	<u>5,919</u>	<u>43,243</u>	<u>41,045</u>

5. 每股盈利

截至二零零六年三月三十一日止季度之每股基本虧損乃按本季度未經審核股東應佔虧損淨額約人民幣969,000元（二零零五年同季度：虧損約人民幣1,461,000元），以及本公司的已發行股份加權平均股數為473,000,000股（二零零五年：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。

由於截至二零零六年及二零零五年三月三十一日止季度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. 儲備變動

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Review

財務回顧

The Group recorded a consolidated turnover of approximately RMB2,894,000 for the Review Period, representing a decrease of approximately 16.7% compared with the corresponding period last year. The decrease was mainly attributable to:

本集團於本期間錄得綜合營業額約人民幣2,894,000元，較去年同期下跌約16.7%。下跌主要是：

- relatively fewer projects which completed inspection during the first quarter of 2006, and a considerable portion of the completed project were postponed to the second quarter, while the number of clients for clearing products increased by 1, the number of clients for Independent depository products increased by 1 and the number of clients for Information Centre System also increased by 1 in the quarter.

- 在二零零六年首季度完工驗收的相對較小，相當部份完工驗收延遲到第二季，雖然本季度清算類產品新增客戶1家，獨立存管系統新增客戶1家，資料中心系統新增客戶1家。

Loss attributable to shareholders for the quarter was approximately RMB969,000, compared with the loss attributable to shareholders of approximately RMB1,461,000 for the corresponding period last year, mainly due to:

而本季度之股東應佔虧損約人民幣969,000元，而去年同期則為應佔虧損約人民幣1,461,000元，主要原因為：

- gross profit margin for the Review Period was approximately 19.5%, compared with approximately 45.3% for the corresponding period last year, as costs of sales included the additional development costs amortised following the introduction of products to the market and due to 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.
- the Group is still cutting down its headcounts, resulting in a reduction of distribution cost and administrative expenses.
- other investments have yielded promising returns.

- 本期間毛利率約19.5%，去年同期毛利率約45.3%，因銷售成本中包括隨着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。
- 本集團續精簡人員，因而分銷成本及一般及行政開支減少。
- 其他投資得到理想回報。

Business Review and Development Prospects

During the Review Period, the securities market of the PRC showed some improvements. As by the end of the quarter, the Shanghai Stock Exchange Composite Index was up by 100 points. However, the integrated reformation on securities companies continued as the China Securities Regulatory Committee drafted and promulgated further administrative rules for the regulation of listed companies as well as securities companies. As a result, it is estimated that approximately one third of the securities companies will recede from the market, which implies the numbers of clients of the Group will gradually decrease and the remaining ones will be of higher quality.

The period from January to October 2006 is expected to be the last phase of the integrated reformation on securities companies, therefore demand for business including Independent depository may see a policy-led skyrocketing growth. In response to this rising business demand, the Company has launched the Independent depository system in 2005, which will yield high business performance this year.

With improving business environment, the Group is also actively streamlining itself with timely research and development initiatives on new products in light of the market transformation:

- the Group continues to cut down its headcount. As of 31 March 2006, the Group has an aggregate of 150 employees, of which 83 are research and development staff, and 23 are engineering and customer service staff.
- to develop a new generation of clearing platform, namely the E-SIM 6.0 in respect of the requirement from the increasingly standardized securities market.

All in all, the Board believes that following the gradual improvement of the securities market and completion of the regulatory measures on securities companies, the Group's business prospects remain optimistic.

業務回顧及發展前景

在本期間，中國證券市場市況有所好轉。截至本季度末上海綜合指數上漲100點，但隨着中國證券監督委員會持續草擬和頒佈上市公司監管條例、證券公司監管條例等行政法規，對證券公司的綜合治理仍在進行，預計將有三分之一左右的證券公司退出證券市場，亦即本集團客戶群的數量會逐步減少而質量更優。

根據推測，二零零六年一至十月將是證券商綜合治理的最後階段，獨立存管等業務需求可能出現政策性井噴行情。本集團根據此業務需求已於2005年推出獨立存管系統，該系統將在今年有較高的業績表現。

在逐步好轉的市場環境中，本集團亦積極整頓自身，適時投入新產品研發，以應對市場變革：

- 集團持續精簡人員，截至二零零六年三月三十一日，本集團員工總數為150人，其中研發人員83人，工程和客服人員23人。
- 投入開發新一代結算平台一新意證券綜合管理平台6.0，以便應對日益規範化的證券市場的管理需要。

董事相信，隨着證券市場的狀況逐步好轉，證券公司規範化治理的完成，本集團的業務前景仍然樂觀。

Liquidity, Financial Resources and Capital Structure

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

Despite the difficult operating environment in the industry, as at 31st March 2006, the Group had net assets of approximately 48,412,000, including total cash and cash equivalent of approximately 23,753,000. To minimise financial risks, the Group has implemented disciplined financial and risk managements with minimum use of highly-gearred 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 31st March 2006.

Employees

During the review quarter, the staff costs (including directors' remuneration) was approximately RMB2,846,000 (2005: approximately RMB4,138,000).

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.

流動資金、財務資源及資本結構

於本季度，本公司之資本結構並無任何變動。

儘管業內經營環境艱難，於二零零六年三月三十一日，本集團的資產淨值約人民幣48,412,000元，其中包括現金、銀行及存款結存約人民幣23,753,000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，本集團於二零零六年三月三十一日並無抵押其任何資產。

僱員

於本季度內，員工成本（包括董事酬金）約為人民幣2,846,000元（二零零五年同季度：約人民幣4,138,000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。



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.

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。

Significant Investment

The Group did not have significant investment as at 31st March 2006.

所持有的重大投資

本集團於二零零六年三月三十一日並未持有重大投資。

Material Acquisition and Disposal

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

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 announcement, 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.

有關重大投資或資本資產未來計劃

截至本公佈日期，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。

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

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

As at 31st March 2006, 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:

於二零零六年三月三十一日，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關法團（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 and short 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及淡倉

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	103,055,754 (Note 4) (附註4)	21.79%
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，葉先生被視作擁有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，陳芸榕先生被視作擁有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，邱一心先生被視作擁有 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。

Pursuant to "JOINT ANNOUNCEMENT of (1) Acquisition of shares in Shine Software (Holdings) Limited by Jumbo Lane Investments Limited and (2) Possible mandatory unconditional cash offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of Shine Software (Holdings) Limited" published on 30th March 2006 and the announcement of "Composite Offer and Response Document relating to Mandatory Unconditional Cash Offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of Shine Software (Holdings) Limited" published on 25th April 2006, the numbers of shares in the Company owned by Genesis Century, Future Pursuit, Cheer Prosper and Easy Elegance were wholly acquired by Jumbo Lane Investments Limited at an aggregate consideration of HK\$7.5 million.

根據二零零六年三月三十日刊登之「聯合公佈(1)寶連投資有限公司收購新意軟件(控股)有限公司之股份及(2)華德信亞洲有限公司代表寶連投資有限公司提出可能強制性無條件現金要約建議以收購新意軟件(控股)有限公司之全部已發行股份及註銷全部未行使購股權」，及於二零零六年四月二十五日刊登之「與華德信亞洲有限公司代表寶連投資有限公司提出強制性無條件現金要約建議以收購新意軟件(控股)有限公司之全部已發行股份及註銷全部未行使購股權有關之綜合要約建議」之公佈，所有由 Genesis Century, Future Pursuit, Cheer Prosper 及 Easy Elegance 持有之本公司股份，均由華德信亞洲以合共7,500,000港元之總代價悉數收購。

Upon completion of the said acquisition of Shares, Watterson Asia, on behalf of the Offeror, made an offer to (1) acquire all of the Shares of the Company (other than those already owned by Jumbo Lane Investments Limited and parties acting in concert with it) at the price of HK0.021142 for each share; and (2) pay to the existing optionholders of the Company a nominal consideration of HK\$0.0001 in cash in respect of every Share Option to which the Optionholders are entitled to subscribe under the Share Options held by them, in consideration for the surrender to the Company by the relevant holders of all of the existing rights attaching to their Share Options, following which such Share Options will be cancelled. The applications should be lodged to the HK branch registrar of the Company or the Company (as the case may be) on or before 16th May 2006. Please refer to joint circular issued by the Company and Jumbo Lane Investments Limited dated 25 April 2006 for details.

所述收購股份完成後華德信亞洲代表要約人(1) 提出要約建議，以每股0.021142港元之價格收購本公司之所有股份(寶連投資有限公司及其一致行動人士已擁有效者除外)；(2)向本公司現有購股權持有人就購股權持有人有權根據購股權認購持有之每份購股權支付現金0.0001港元的名義代價，作為有關持有人向本公司交回彼等之購股權附帶所有現有權利之代價，之後該購股權將予註銷。該等申請於本公司之香港股份過戶登記分處(視情況而定)之最後接納日期將為二零零六年五月十六日。詳情請參閱本公司與寶連投資有限公司日期為二零零六年四月二十五日之聯合通函。

(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 31st March 2006, 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，於二零零六年三月三十一日，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 2006, 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:

於二零零六年三月三十一日，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 and short positions in shares

股份之好倉及淡倉

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)	187,061,635	Beneficial owner 實益擁有人	39.55%
Zhang Xiaohui 張曉輝	(Notes 1 & 3) (附註1及3)	187,061,635	Interest of spouse 配偶之權益	39.55%
Xu Zhangxun 許章迅	(Notes 2 & 3) (附註2及3)	187,061,635	Interest of spouse 配偶之權益	39.55%
Future Pursuit	(Note 6) (附註6)	35,839,097	Beneficial owner 實益擁有人	7.58%
Lian Xiu 連秀	(Notes 4 & 6) (附註4及6)	35,839,097	Interest of controlled corporation 受控法團權益	7.58%
Wang Chunling 王春玲	(Notes 5 & 6) (附註5及6)	35,839,097	Interest of spouse 配偶之權益	7.58%
Cheer Prosper	(Note 7) (附註7)	103,055,754	Beneficial owner 實益擁有人	21.79%
Guo Lidan 郭立丹	(Note 7) (附註7)	103,055,754	Interest of spouse 配偶之權益	21.79%
Easy Elegance	(Note 8) (附註8)	28,793,514	Beneficial owner 實益擁有人	6.09%
Lin Wen 林文	(Note 8) (附註8)	28,793,514	Interest of spouse 配偶之權益	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，張曉輝先生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，許章迅先生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，連秀女士被視作擁有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，王春玲女士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. 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.

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.

Pursuant to "JOINT ANNOUNCEMENT of (1) Acquisition of shares in Shine Software (Holdings) Limited by Jumbo Lane Investments Limited and (2) Possible mandatory unconditional cash offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of Shine Software (Holdings) Limited" published on 30th March 2006 and the announcement of "Composite Offer and Response Document relating to Mandatory Unconditional Cash Offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of Shine Software (Holdings) Limited" published on 25th April 2006, the numbers of shares in the Company owned by Genesis Century, Future Pursuit, Cheer Prosper and Easy Elegance were wholly acquired by Jumbo Lane Investments Limited at an aggregate consideration of HK\$7.5 million.

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。

根據二零零六年三月三十日「聯合公佈(1)寶連投資有限公司收購新意軟件(控股)有限公司之股份及(2)華德信亞洲有限公司代表寶連投資有限公司提出可能強制性無條件現金要約建議以收購新意軟件(控股)有限公司之全部已發行股份及註銷全部未行使購股權」，及於二零零六年四月二十五日刊登之「與華德信亞洲有限公司代表寶連投資有限公司提出強制性無條件現金要約建議以收購新意軟件(控股)有限公司之全部已發行股份及註銷全部未行使購股權有關之綜合要約建議」之公佈，所有由 Genesis Century, Future Pursuit, Cheer Prosper 及 Easy Elegance 持有之本公司股份，均由華德信亞洲以合共7,500,000港元之總代價悉數收購。

Long position in shares, underlying shares and debentures of the Company

於本公司股份、相關股份及債券之好倉

Director 董事	Number of shares 股份數目	Capacity and nature of interest 身份及權益性質	Approximate shareholding percentage 持股概約 百分比
Jumbo Lane Investments Limited (Note 1) 寶連投資有限公司(附註1)	354,750,000	Beneficial owner 實益擁有人	75%
Mr. Wang Zhong Sheng (Note 2) 王忠勝先生(附註2)	354,750,000	Interest of controlled corporation 受控法團權益	75%
Ms. Zhao Xin (Note 3) 趙馨女士(附註3)	354,750,000	Interest of spouse 配偶之權益	75%

Notes:

附註：

- On 24th March 2006, Jumbo Lane Investments Limited as purchaser and Genesis Century Limited, Future Pursuit Ltd., Easy Elegance Ltd. and Cheer Prosper Investments Limited as vendors (together the "Vendors") entered into a sale and purchase agreement pursuant to which the Vendors conditionally agreed to sell and Jumbo Lane Investments Limited conditionally agreed to purchase all the shares of the Company held by the Vendors. The sale and purchase was completed on 7 April 2006.
- Such Shares represent the same parcel of Shares owned by Jumbo Lane Investments Limited. Mr. Wang Zhong Sheng is a director of and is the beneficial owner in 86% of the total issued share capital of Jumbo Lane Investments Limited. Mr. Wang is taken to be interested in the Shares owned by Jumbo Lane Investments Limited pursuant to the SFO.
- Ms. Zhao Xin (the spouse of Mr. Wang Zhong Sheng) is deemed to be interested in her spouse's interest which represent the same parcel of Shares held by Jumbo Lane Investments Limited pursuant to the SFO.

- 於二零零六年三月二十四日，寶連投資有限公司(作為買方)及 Genesis Century Limited、Future Pursuit Ltd.、Easy Elegance Ltd. 及 Cheer Prosper Investment Limited (合稱「賣方」)訂立買賣協議。賣方依據協議有條件出售，且寶連投資有限公司有條件收購賣方持有之所有本公司之股份。該買賣協議已於二零零六年四月七日完成。
- 此等股份即由寶連投資有限公司持有之同一批股份。王忠勝先生為寶連投資有限公司之董事並實益擁有該公司86%之全部已發行股本。故根據證券及期貨條例，王先生被視作擁有寶連投資有限公司所持同一批股份之權益。
- 趙馨女士(王忠勝先生之配偶)根據證券及期貨條例，趙女士亦被視作擁有其配偶權益之權益，即由寶連投資有限公司持有之同一批股份。

Save as disclosed above, as at 31st March 2006 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.

除上述披露者外，於二零零六年三月三十一日，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，概無其他人士(本公司董事或最高行政人員除外)擁有本公司之股份及相關股份之權益或淡倉。

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	Date of grant	Exercise price per share	Number of share options			Company's share price at date of grant
			At 1st January 2006	Lapsed during the Review Period	At 31st March 2006	
			於二零零六年一月一日	於本期間內失效	於二零零六年三月三十一日	本公司股份於授出日期之價格
	(Note 1)	(HK\$)				(Note 2)
	(附註1)	(港元)				(附註2)
						(HK\$)
						(港元)
Directors						
董事						
Jiang Yulai	6th July 2004	0.256	470,000	-	470,000	0.24
江育來	二零零四年七月六日					
Choy Tak Ho	6th July 2004	0.256	470,000	-	470,000	0.24
蔡德河	二零零四年七月六日					
Liu Bo	6th July 2004	0.256	470,000	-	470,000	0.24
劉波	二零零四年七月六日					
Other employees						
其他僱員						
In aggregate	6th July 2004	0.256	16,520,000	2,800,000	13,720,000	0.24
合計	二零零四年七月六日					
Total share options granted						
授出購股權總數			17,930,000	2,800,000	15,130,000	

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 15,130,000 shares as at 31st March 2006, 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。於二零零六年三月三十一日，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15,130,000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。

Pursuant to the joint circular issued by the Company and Jumbo Lane Investments Limited dated 25 April 2006, Watterson Asia, on behalf of the Offeror, made an offer to pay to the existing Optionholders a nominal consideration of HK\$0.0001 in cash in respect of every Share Option to which the Optionholders are entitled to subscribe under the Share Options held by them, in consideration for the surrender to the Company by the relevant holders of all of the existing rights attaching to their Share Options, following which such Share Options will be cancelled. The application should be lodged to the Company on or before 16th May 2006.

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.

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

During the 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).

根據本公司與寶連投資有限公司日期為二零零六年四月二十五日之聯合通函，華德信亞洲代表要約人向本公司現有購股權持有人提出要約建議，就購股權持有人有權根據購股權認購持有之每份購股權獲支付現金0.0001港元的名義代價，作為有關持有人向本公司交回彼等之購股權附帶所有現有權利之代價，之後該購股權將予註銷。該等要約於本公司之最後接納日期將為二零零六年五月十六日。

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。

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。

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

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, 12th May 2006

於本期間內，審核委員會曾舉行一次會議，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。

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，二零零六年五月十二日



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.

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。

