

07/08

First Quarterly Report  
第一季度業績報告



**A & K Educational Software Holdings Limited**  
**A & K 教育軟件控股有限公司\***

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司)  
Stock Code 股份代號: 8053

\* For identification purposes only 僅供識別

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*This report, for which the directors of A & K Educational Software Holdings Limited (the “Directors”) 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 Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to A & K Educational 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。上市公司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發行人之最新資料。

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本報告（A & K教育軟件控股有限公司\*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之規定而提供有關A & K教育軟件控股有限公司之資料。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)本報告內表達之一切意見乃經審慎周詳考慮後方作出，並以公平合理之基準和假設為依據。

## HIGHLIGHTS

- Turnover of the Group for the quarter (the "Quarterly Period") ended 30 June 2007 were approximately RMB297 thousand, representing a decrease of approximately 72.6% as compared to corresponding periods in the previous fiscal year.
- The Group realised a profit attributable to shareholders of approximately RMB61 thousand for the Quarterly Period.
- Profit per share of the Group was approximately RMB0.0002 for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

## 摘要

- 本集團截至二零零七年六月三十日止季度(「本季度」)之營業額約為人民幣29.7萬元，較上一個財政年度同期下降約72.6%。
- 於本季度，本集團變現之股東應佔盈利約為人民幣6.1萬元。
- 本集團於本季度之每股盈利約為人民幣0.0002元。
- 董事會並不建議就本季度派發任何股息。

## UNAUDITED RESULTS FOR THE QUARTER ENDED 30 JUNE 2007

The board of directors (the "Board") of A & K Educational Software Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the Quarterly Period, together with the unaudited comparative figures for the corresponding period in 2006, as follows:-

*(Unless otherwise stated, all financial figures presented in this quarter financial report are denominated in Renminbi ("RMB") thousand dollars)*

## 截至二零零七年六月三十日止季度之 未經審核業績

A & K 教育軟件控股有限公司\*(「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」)於本季度之未經審核綜合業績，連同二零零六年同期之未經審核比較數字如下：-

*(除明確註明外，本季度財務報告內之所有財務數字是以人民幣(「人民幣」)千元列值)*

		<b>Three months ended 30 June</b>		
		截至六月三十日止三個月		
		<b>2007</b>	2006	
		二零零七年	二零零六年	
		<b>Notes 附註</b>		
Turnover	營業額	2	<b>297</b>	1,084
Cost of sales	銷售成本		<b>(428)</b>	(574)
Gross (loss)/profit	毛(虧)/利		<b>(131)</b>	510
Other net income	其他收入淨額	3	<b>771</b>	102
Distribution costs	分銷成本		<b>(79)</b>	(384)
Administration expenses	行政開支		<b>(500)</b>	(539)
Profit/(loss) from ordinary activities before tax	除稅前日常業務溢利/(虧損)		<b>61</b>	(311)
Taxation	稅項	4	<b>-</b>	(4)
Profit/(loss) attributable to shareholders	股東應佔溢利/(虧損)		<b>61</b>	(315)
Dividends attributable to the period	期內股息	5	<b>-</b>	-
			<b>RMB (Yuen) 人民幣(元)</b>	<b>RMB (Yuen) 人民幣(元)</b>
Earnings/(loss) per share - basic	每股盈利/(虧損) - 基本	6	<b>0.0002</b>	(0.001)

## Notes:

**1. Principal Accounting Policies**

The unaudited quarterly results have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules. The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2007.

The quarterly results are unaudited, but have been reviewed by the audit committee of the Group.

Significant transactions and balances among the companies comprising the Group have been eliminated on consolidation.

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**

The Group is principally engaged in the development and distribution of educational software, provision for electronic learning and provision of related information technology services in the PRC. The Group develops its own educational software and distributes such software on standard package, project basis and through internet. Also, the Group utilised its experience in IT to provide school network integration services for their software implementation. Apart from these, the Group has entered into distribution agreements with other software developers to distribute their educational software products.

An analysis of the Group's unaudited turnover is set out as follows:

## 附註：

**1. 主要會計政策**

未經審核季度業績乃根據由香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則第34號「中期財務報告」以及《香港聯合交易所有限公司創業板證券上市規則》之適用披露規定而編製。所採用之會計政策與截至二零零七年三月三十一日止年度之全年財務報表所列載者貫徹一致。

季度業績為未經審核，惟已由審核委員會審閱。

組成本集團各公司間之重大交易及結餘已於綜合賬目時對銷。

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**

本集團主要在中國從事教育軟件之開發及分銷，提供電子教育及提供相關資訊科技服務。本集團開發本身之教育軟件，並以標準封包形式、項目形式及透過互聯網分銷該等軟件。除此之外，本集團亦利用其於資訊科技行業之經驗，為學校提供軟件應用方面之網絡集成服務。本集團亦與其他軟件開發商簽立分銷協議，分銷彼等之教育軟件產品。

本集團未經審核之營業額分析如下：

		<b>Three months ended 30 June</b>	
		截至六月三十日止三個月	
		2007	2006
		二零零七年	二零零六年
Turnover	營業額		
Sales of internet learning card	售賣互聯網學習卡	<b>297</b>	<b>1,084</b>

## 3. Other net income

## 3. 其他收入淨額

		Three months ended 30 June 截至六月三十日止三個月	
		2007 二零零七年	2006 二零零六年
Financial guarantee contracts issued	財務擔保的收益	693	-
Interest income	利息收入	64	64
Others	其他	14	38
		<u>771</u>	<u>102</u>

## 4. Taxation

## 4. 稅項

Taxation represents:

稅項乃指：

		Three months ended 30 June 截至六月三十日止三個月	
		2007 二零零七年	2006 二零零六年
Current income tax	本期所得稅		
- Hong Kong profits tax (note (a))	- 香港利得稅 (附註(a))	-	-
- PRC Enterprise income tax (note (b))	- 中國企業所得稅 (附註(b))	-	4
		<u>-</u>	<u>4</u>

(a) No provision for profits tax in the Cayman Islands, British Virgin Islands ("BVI") and Hong Kong has been made as the Group has no income assessable for profits tax during the Quarterly Period in those jurisdictions.

(a) 由於本集團於本季度內在開曼群島、英屬處女群島（「英屬處女群島」）及香港並無產生任何利得稅的應評稅收入，故並無作出該等司法權區之利得稅撥備。

(b) PRC enterprise income tax

(b) 中國企業所得稅

Jiangxi A & K, the subsidiary where the majority of the Group's turnover is derived therefrom, was subject to PRC enterprise income tax ("EIT"). The Jiangxi A & K has obtained a certificate of "Software Development Enterprise" from the Ministry of Information Industry of the Jiangxi Province (江西省信息產業廳) on 15 August 2001. According to a notice jointly issued by the Ministry of Finance, State Administration of Taxation and General Administration and Custom on Taxation Policy in respect of the Encouragement of Development of Software and Integrated Circuit industries (關於鼓勵軟體產業和積體電路產業發展有關稅收政策問題的通知), Jiangxi A & K is exempted from EIT for the two years starting from its first profit-making year (after offsetting the accumulated losses) and is entitled to a 50% relief on EIT for the subsequent three years.

本集團營業額主要來源之附屬公司江西行知須繳付中國企業所得稅（「企業所得稅」）。江西行知已於二零零一年八月十五日取得江西省信息產業廳發出的「軟體開發企業」證書。根據財政部、國家稅務總局及中國海關聯合頒佈的《關於鼓勵軟體產業和積體電路產業發展有關稅收政策問題的通知》，江西行知於其首個獲利年度（抵銷累積虧損後）起計兩年獲豁免繳納企業所得稅，並於其後三年有權享有50%企業所得稅減免。

In addition, in June 2003, due to the Group's reorganization, the status of Jiangxi A & K, was changed from a domestic private enterprise to a wholly foreign-owned enterprise with the approval of the Department of Foreign Trade and Economic Cooperation of Jiangxi Province (江西省對外貿易經濟合作廳), pursuant to the Income Tax Law of the PRC for Foreign Investment Enterprise (外商投資企業及外國企業所得稅法) and with the confirmation received from the Nanchang High-tech Area Tax Bureau (南昌市高新區國稅局) on 1 March 2004, Jiangxi A & K will be exempted from EIT for the two years starting from its first profit-making year and thereafter (after offsetting the accumulated losses), and is entitled to a 50% relief for the subsequent three years. Jiangxi A & K was entitled to the exemption from EIT commencing from the year 2003. Therefore, for the Quarterly Period ended 30 June 2007, Jiangxi A & K was subjected to EIT rate 7.5% (2006: 7.5%).

(c) *Deferred tax*

There was no significant unprovided deferred taxation for the three months period ended 30 June 2007 (2006: Nil)

**5. Dividends**

The Board does not recommend payment of any interim dividend for the Quarterly Period (quarter ended 30 June 2006: nil).

**6. Earnings/(loss) Per Share**

The calculation of basic earnings/(loss) per share is based on the unaudited consolidated earnings attributable to shareholders for the three months ended 30 June 2007 of RMB61 thousand (2006: loss RMB315 thousand) and on the 255,000,000 shares in issued. (2006: 255,000,000 shares)

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters ended 30 June 2007 and 2006 respectively.

此外，於二零零三年六月，由於本集團進行重組，江西行知獲江西省對外貿易經濟合作廳批准由內資私人企業轉為外商獨資企業，根據中國外商投資企業及外國企業所得稅法及南昌市高新區國稅局於二零零四年三月一日之確認書，江西行知將獲豁免企業所得稅，自首個獲利年度(抵銷累積虧損後)後兩年豁免企業利得稅，並可於其後三年獲寬減50%企業所得稅。江西行知自二零零三年起獲寬減企業所得稅。因此，截至二零零七年六月三十日止季度期間，江西行知須按企業所得稅率7.5% (二零零六年：7.5%) 納稅。

(c) *遞延稅項*

截至二零零七年六月三十日止三個月期間並無重大未撥備遞延稅項 (二零零六年：無)。

**5. 股息**

董事會並不建議就本季度派付任何中期股息(截至二零零六年六月三十日止季度：無)。

**6. 每股盈利/(虧損)**

每股盈利/(虧損)乃根據截至二零零七年六月三十日止三個月之股東應佔未經審核綜合盈利人民幣6.1萬元(二零零六年：虧損人民幣31.5萬元)及已發行股份255,000,000股(二零零六年：255,000,000股)計算。

由於截至二零零七年及二零零六年六月三十日止季度內並不存在任何具潛在攤薄效應之普通股，故此並無呈列每股攤薄盈利。

## 7. Share Capital and Reserves

## 7. 股本及儲備

	Share capital	Share premium	Contributed surplus	Capital reserve	Statutory common reserve	Statutory welfare reserve	Foreign currency translation reserve	Retained profits	Total	
	股本	股份溢價	實繳盈餘	資本儲備	法定公積金	法定公益金	外匯兌換儲備	保留溢利	總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 April 2006	於二零零六年四月一日	27,030	13,483	933	115	3,241	1,621	(403)	14,425	60,445
Loss for the period	期內虧損	-	-	-	-	-	-	(315)	(315)	(315)
At 30 June 2006	於二零零六年六月三十日	<u>27,030</u>	<u>13,483</u>	<u>933</u>	<u>115</u>	<u>3,241</u>	<u>1,621</u>	<u>(403)</u>	<u>14,110</u>	<u>60,130</u>
At 1 April 2007	於二零零七年四月一日	27,030	13,483	933	115	4,862	-	(1,239)	8,680	53,864
Profit for the period	期內溢利	-	-	-	-	-	-	61	61	61
At 30 June 2007	於二零零七年六月三十日	<u>27,030</u>	<u>13,483</u>	<u>933</u>	<u>115</u>	<u>4,862</u>	<u>-</u>	<u>(1,239)</u>	<u>8,741</u>	<u>53,925</u>

MANAGEMENT DISCUSSION AND ANALYSIS  
FINANCIAL REVIEW

The turnover of the Group decreased approximately 72.6% for the three months period ended 30 June 2007 as compared with the same period in 2006. The decrease was mainly due to the Group just developed a sales system with a focus on agents. As the new sales system was only at the preliminary stage, the turnover contribution was limited.

The cost of sales of the Group decreased approximately 25.4% for the three months period ended 30 June 2007 as compared with the same period in 2006. Such decrease was due to the decrease in business tax and additional levies in respect of the decrease in sales revenue.

The distribution costs was decreased approximately 79.4% for the three months period ended 30 June 2007 as compared with the same period in 2006 because the Group developed a sales system with a focus on agents. The Group have no burden on sales' salaries, training and other related expenses.

管理層討論及分析  
財務回顧

本集團於截至二零零七年六月三十日止三個月期間之營業額較二零零六年同期下跌約72.6%。營業額下跌主要由於本集團剛建立以代理為主的銷售體系。由於新體系尚處於起步階段，因此對營業額的貢獻有限。

本集團於截至二零零七年六月三十日止三個月期間之銷售成本較二零零六年同期下降約25.4%。下降主要因為相對應與銷售收入的主營業務稅金及附加費用的減少。

本集團於截至二零零七年六月三十日止三個月期間之分銷成本較二零零六年同期下降約79.4%，乃由於本集團建立了以代理為主的銷售體系。本集團不再負擔銷售人員的工資、培訓等其他相關成本。



There was no significant change in the administration expenses because the Group has determined to exercise stringent cost control in order to obtain greater profitability.

As at 30 June 2007, the Group did not have any of its assets being charged.

## BUSINESS REVIEW AND PROSPECTS

### Business Review

The Group actively extended the scope of services provided by AK Education Online to form a service system providing universal internet education. AK Education Online is a combination of educational resource web, middle and primary school web and vocational education web in one. AK Education Online at the present has four major lines of education resources: provision of educational resources for the teachers, provision of synchronous tuition for the parents and students, provision of vocational education service for the adults, and provision of examination contents for examination education. AK Education Online is a fusion of educational resources, studying community, and room for communication etc., forming a good interactive application mode for general users.

### Prospect

After almost a year developing the business of internet education for, the Group has fully recognized the vast potential market of the business. The Group believes that internet education business has been gradually acknowledged by the general public. With the continuous adjustment and enrichment in the contents and services of AK Education Online, and the gradual enhancement of our sales system for establishing a streamlined and efficient sales channel, the business of the Company is set to enjoy a promising growing prospect.

行政開支並無重大改變，原因為本集團堅定地行使嚴謹的成本控制，以取得更高的盈利。

於二零零七年六月三十日，本集團並無抵押其任何資產。

### 業務回顧及前景展望

#### 業務回顧

本集團積極拓展AK教育網提供服務的範圍，形成提供全民網路教育的服務體系，AK教育網集教育資源網站、中小學網校、職業教育培訓網多重身份於一身。目前A&K教育網已經形成四大教育內容主線：面向教師的教育資源提供，面向家長、學生的同步教學提供，面向成人職業教育的服務提供，面向應試教育的考試內容提供。AK教育網融合教育資源、學習社區、娛樂社區、交流空間等項目，為廣大用戶建立了具有良好互動性的應用模式。

#### 前景

本集團通過近一年的互聯網教育業務的開展，深深感到該業務潛在的市場巨大。本集團相信，互聯網教育業務已經逐步得到公眾的認可，隨著AK教育網的內容和服務的不斷調整增加，以及銷售體系的逐步完善，建立簡潔高效銷售管道，公司的業務會有良好的發展前景。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2007, the interests or short positions of the Directors (the "Directors") and the chief executive of the Company in the shares and underlying shares (the "Shares") of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or required, to be entered in the register required to be kept under section 352 of the SFO, or required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

## 董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零零七年六月三十日，本公司的董事（「董事」）及主要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（「證券及期貨條例」）第XV部）的股份及相關股份（「股份」）中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關規定被當作或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內，或根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所的權益或淡倉，如下：

### (a) The Company – interests in Shares

### (a) 本公司－股份權益

Director 董事	Nature of Interest 權益性質	No. of Shares 股份數目	Percentage of Shareholding 持股百分比
Mr. Peng Gexiong 彭格雄先生	Interest of a controlled corporation 受控制法團權益	(Note 1) (附註1) 141,120,000	55.34%

Notes:

附註：

- (1) These Shares are registered in the name of and beneficially owned by Educators Investment Limited ("Educators Investment"). Educators Investment is legally and beneficially owned as to 97.7% by Mr. Peng Gexiong, as to 1.28% by Mr. Shu Fan, as to 0.61% by Mr. Zeng Ruihong and as to 0.41% by Mr. Su Wenbo. By virtue of his 97.7% direct interest in Educators Investment, Mr. Peng Gexiong is deemed or taken to be interested in the 141,120,000 Shares held by Educators Investment for the purposes of the SFO.

- (1) 該等股份以Educators Investment Limited（「Educators Investment」）名義登記並實益擁有。Educators Investment分別由彭格雄先生、舒凡先生、曾瑞淇先生及蘇文波先生合法及實益擁有97.7%、1.28%、0.61%及0.41%。由於彭格雄先生擁有Educators Investment 97.7%之直接權益，故根據證券及期貨條例，彼被視為或當作作為擁有Educators Investment 持有之141,120,000股份之權益。

**(b) Associated corporations – interests in Shares**

- (i) Long positions in the shares of HK\$0.10 each in the capital of Educators Investment (the "Educators Shares"), an associated corporation (within the meaning of the SFO) of the Company

**(b) 相聯法團 – 股份權益**

- (i) 本公司一家相聯法團(定義見證券及期貨條例)Educators Investment股本中每股面值0.10港元之股份(「Educators股份」)之好倉

<b>Name of Director</b>	<b>Type of Interest</b>	<b>Number of Educators Shares held</b>	<b>Approximate percentage holding of Educators Shares</b>
<b>董事名稱</b>	<b>權益類別</b>	<b>所持Educators股份數目</b>	<b>Educators股份持量之概約百分比</b>
Mr. Peng Gexiong 彭格雄先生	Beneficial 實益	9,770	97.7%

Save as disclosed above, as at 30 June 2007, 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 associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零零七年六月三十日，董事或本公司的主要行政人員概無在本公司或任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例有關規定被當作或視作擁有的權益或淡倉)，或根據證券及期貨條例第352條須載入該條例所述登記名冊內，或根據創業板上市規則第5.46條至第5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所的權益或淡倉。

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

So far as is known to any Director or chief executive of the Company, as at 30 June 2007, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO, and were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of this Group:

## 擁有根據證券及期貨條例須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零零七年六月三十日，下列人士（上文所披露之董事或本公司主要行政人員除外）於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之權益或淡倉及直接或間接擁有任何類別附有可在一切情況下於本集團任何其他成員公司之股東大會上投票之股本面值10%或以上權益：

### Long positions in shares

### 股份之好倉

Name 名稱	Nature of Interest 權益性質		Number of Shares 股份數目	Percentage of Shareholding 持股百分比
Educators Investment	Beneficial owner 實益擁有人		141,120,000	55.34%
Ms. Li Qin 李琴女士	Family 家族	(Note 1) (附註1)	141,120,000	55.34%
Mr. Ye Jinxing 葉金興先生	Beneficial owner 實益擁有人		36,000,000	14.12%
Ms. Wang Chun Ning 王春玲女士	Family 家族	(Note 2) (附註2)	36,000,000	14.12%

Notes:

附註：

- Under the SFO, Ms. Li Qin, spouse of Mr. Peng Gexiong, is deemed to be interested in the Shares.
- Under the SFO, Ms. Wang Chun Ning, spouse of Mr. Ye Jinxing is deemed to be interested in the Shares.

- 根據證券及期貨條例，鑑於李琴女士為彭格雄先生之配偶，故此被視為持有股份之權益。
- 根據證券及期貨條例，鑑於王春玲女士為葉金興先生之配偶，故此被視為持有股份之權益。

Save as disclosed herein, as at 30 June 2007, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register required to be kept under section 336 of the SFO or, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital (including options in respect of such capital) carrying rights to vote in all circumstances at general meetings of any other members of the Group.

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

For the three months period ended 30 June 2007, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

### **COMPETING INTERESTS**

For the three months period ended 30 June 2007, none of the Directors or the management shareholders or any of their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which causes or may cause any significant competition with the business of the Group.

### **BOARD PRACTICE AND PROCEDURES**

The Company has complied with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules since its Listing.

### **SECURITIES TRANSACTIONS BY DIRECTORS**

During the three months ended 30 June 2007, the Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.62 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the three months ended 30 June 2007.

除本文所披露者外，於二零零七年六月三十日，本公司並不知悉有任何人士（本公司的董事或主要行政人員除外）於股份中擁有根據證券及期貨條例第336條必須向本公司披露的權益或淡倉，或直接或間接擁有任何類別附有可在一切情況下於本集團任何其他成員公司的股東大會上投票的股本（包括可認購該等股本的購股權）面值10%或以上權益。

### **購買、出售或贖回本公司上市股份**

截至二零零七年六月三十日止三個月期間，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。

### **競爭權益**

截至二零零七年六月三十日止三個月期間，本公司之董事、管理層股東或彼等各自之任何聯繫人士（定義見創業板上市規則）概無對於本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

### **董事會常規及程序**

本公司自上市以來一直遵守創業板上市規則第5.34條至第5.45條所載之董事會常規及程序。

### **董事進行證券交易**

截至二零零七年六月三十日止三個月內，本公司已就董事進行證券交易採納一套條款嚴格程度不遜於創業板上市規則第5.48條至第5.62條所載之標準交易守則所訂標準之守則。本公司亦已向全體董事作出特定查詢，而就本公司所知，於截至二零零七年六月三十日止三個月內任何時間並無未有遵守該守則及標準交易守則所訂標準之任何事項。

## AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee consists of the three independent non-executive Directors of the Company, namely Jiang Minghe, Law Chi Yuen, Cheng Yun Ming Matthew and Yeung Kenneth King Wah.

The Group's draft unaudited financial statements for the three months period ended 30 June 2007 have been reviewed and commented by the audit committee members.

As at the date of this report, the Board comprises the follow directors:

### *Executive directors:*

Mr. Peng Gexiong (*Chairman*)  
Mr. Li Wing Sang  
Mr. Lau Kam Ying, Peter

### *Independent non-executive directors:*

Mr. Jiang Minghe  
Mr. Law Chi Yuen  
Mr. Yeung Kenneth King Wah

By order of the Board

**A & K Educational Software Holdings Limited**

**Peng Gexiong**

*Chairman*

China, 3 August 2007

\* for identification purpose only

## 審核委員會

本公司已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)檢討及監督本集團之財務申報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事(即蔣鳴和先生、羅志遠先生及楊景華先生)所組成。

本集團截至二零零七年六月三十日止三個月期間之未經審核財務報表草稿已由審核委員會成員審閱並由其對此發表意見。

於本報告日期，董事會成員包括以下董事：

### *執行董事：*

彭格雄先生(主席)  
李永生先生  
劉錦瑩先生

### *獨立非執行董事：*

蔣鳴和先生  
羅志遠先生  
楊景華先生

承董事會命

**A & K教育軟件控股有限公司\***

主席

**彭格雄**

中國，二零零七年八月三日

\* 僅供識別



07/08

First Quarterly Report  
第一季度業績報告

**A & K Educational Software Holdings Limited** **A & K 教育軟件控股有限公司**

