



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

First Quarterly Report 第一季度業績報告 08/09



* For identification purposes only 僅供識別

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

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

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

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in 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.

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

This 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，以便取得創業板上市發行人之最新資料。

聯交所對本報告之內容概不負責，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（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 2008 were approximately RMB788 thousand, representing an increase of approximately 165% as compared to corresponding period in the previous fiscal year.
- The Group recorded a loss attributable to shareholders of approximately RMB5,098 thousand for the Quarterly Period.
- Loss per share of the Group was approximately RMB0.017 for the Quarterly Period.
- The Board does not recommend the payment of any dividend for the Quarterly Period.

摘要

- 本集團截至二零零八年六月三十日止季度（「本季度」）之營業額約為人民幣78.8萬元，較上一個財政年度同期上升約165%。
- 於本季度，本集團記錄之股東應佔虧損約為人民幣509.8萬元。
- 本集團於本季度之每股虧損約為人民幣0.017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 2008

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 2007, as follows:–

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

截至二零零八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，連同二零零七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)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2008	2007
		二零零八年	二零零七年
	Notes 附註		
Turnover	營業額	788	297
Cost of sales	銷售成本	(774)	(428)
Gross profit/(loss)	毛利/(虧)	14	(131)
Other revenue and other net income	其他收益及其他收入淨額	293	771
Distribution and selling expenses	分銷及銷售費用	(210)	(79)
Administrative expenses	行政支出	(5,194)	(500)
Operating (loss)/profit	經營(虧損)/溢利	(5,097)	61
Finance cost	融資成本	(1)	–
(Loss)/profit before taxation	除稅前(虧損)/溢利	(5,098)	61
Income Tax	所得稅	–	–
(Loss)/profit attributable to shareholders of the Company	本公司股東應佔(虧損)/溢利	(5,098)	61
Dividend	股息	–	–
		RMB (Yuen)	RMB (Yuen)
		人民幣(元)	人民幣(元)
(Loss)/earnings per Share	每股(虧損)/盈利		
– basic	– 基本	(0.017)	0.0002
– diluted	– 攤薄	不適用	不適用

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 2008.

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 and electronic learning card. The Group also provides information technology related services in the PRC. The Group develops its own educational software and distributes such software through internet. Also, the Group utilised its experience in IT to provide digital investigation and authenticating electronic computer forensic data for use in criminal and civil court proceedings (judicial authentication services).

Turnover represents the sales value of software and services provided to customers, net of value added tax 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二零零八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

本集團主要從事教育軟件及電子學習卡之開發及分銷。本集團亦在中國提供資訊科技相關服務。本集團開發本身之教育軟件，並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，為刑事民事法庭訴訟提供數據鑑定服務（司法鑑定服務）。

營業額指向客戶提供軟件及服務之銷售價扣除增值稅如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2008 二零零八年	2007 二零零七年
Turnover	營業額		
Sales of self-developed internet learning card	銷售自行開發互聯網學習卡	121	297
Judicial authentication service	司法鑑定服務	667	-
		788	297

3. Other revenue and other net income

		Three months ended 30 June 截至六月三十日止三個月	
		2008 二零零八年	2007 二零零七年
Financial guarantee contracts issued	財務擔保的收益	-	693
Interest income	利息收入	237	64
Others	其他	56	14
		293	771

4. Income tax

Taxation represents:

		Three months ended 30 June 截至六月三十日止三個月	
		2008 二零零八年	2007 二零零七年
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))	-	-
		-	-

(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.

(b) PRC enterprise income tax

The subsidiaries established and operating in PRC are subject to the PRC enterprise income tax at 25%.

3. 其他收益及其他收入淨額

4. 所得稅

稅項乃指：

(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) 中國企業所得稅

於國內成立之附屬公司須按25%的稅率繳付中國企業所得稅。

(c) Deferred tax

There was no significant unprovided deferred taxation for the three months period ended 30 June 2008 (2007: Nil)

5. Dividends

The Board does not recommend payment of any interim dividend for the Quarterly Period (quarter ended 30 June 2007: nil).

6. (Loss)/earnings Per Share

The calculation of basic (loss)/earnings per share is based on the unaudited consolidated losses attributable to shareholders for the three months ended 30 June 2008 of RMB5,098 thousand (2007: earnings RMB61 thousand) and on the 306,000,000 shares in issued. (2007: 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 2008 and 2007 respectively.

7. Share Capital and Reserves

	Share capital	Share premium	Contributed surplus	Capital reserve	Statutory common reserve	Share-based compensation 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	股份薪酬儲備	外匯兌換儲備	保留溢利	總計	
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	
At 30 June 2007	於二零零七年六月三十日	27,030	13,483	933	115	4,862	-	(1,239)	8,741	53,925
At 1 April 2008	於二零零八年四月一日	31,977	117,755	933	115	4,862	4,654	(9,648)	(3,752)	146,896
Loss for the period	期內虧損	-	-	-	-	-	-	(5,098)	(5,098)	
Currency translation difference	貨幣匯兌差額	-	-	-	-	-	(1,650)	-	(1,650)	
At 30 June 2008	於二零零八年六月三十日	31,977	117,755	933	115	4,862	(1,298)	(8,850)	140,148	

(c) 遞延稅項

截至二零零八年六月三十日止三個月期間並無重大未撥備遞延稅項(二零零七年：無)。

5. 股息

董事會並不建議就本季度派付任何中期股息(截至二零零七年六月三十日止季度：無)。

6. 每股(虧損)/盈利

每股(虧損)/盈利乃根據截至二零零八年六月三十日止三個月月的股東應佔未經審核綜合虧損人民幣509.8萬元(二零零七年：盈利人民幣6.1萬元)及已發行股份306,000,000股(二零零七年：255,000,000股)計算。

由於截至二零零八年及二零零七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. 股本及儲備

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The turnover of the Group increased approximately 165% for the three months period ended 30 June 2008 as compared with the same period in 2007. The increase was mainly due to the Group has acquired a new business in the end of last year. This new business contributes RMB667 thousand income in this period.

The cost of sales of the Group increased approximately 80% for the three months period ended 30 June 2008 as compared with the same period in 2007. The main reason was increase of relevant cost of new business.

The distribution and selling expenses was increased approximately 165% for the three months period ended 30 June 2008 as compared with the same period in 2007. The reason of the increase was mainly due to the increase of depreciation expenses which the Group has acquired some fixed assets for the new business.

The administrative expenses was increased approximately 938% for the three months period ended 30 June 2008 as compared with the same period in 2007. The main reasons of the increase was due to the amortization of intangible assets and goodwill for last year's acquisition and the professional fee paid for a very substantial acquisition this year.

CHARGE OF ASSETS

As at 30 June 2008, the Group did not have any of its assets being charged.

管理層討論及分析

財務回顧

本集團截至二零零八年六月三十日三個月期間之營業額較二零零七年同期上升約165%。營業額上升之主要原因是本集團在上年年末時收購了新業務。該新業務為這個季度增添了人民幣66.7萬的收入。

本集團截至二零零八年六月三十日三個月期間之銷售成本較二零零七年同期上升約80%。增加之主要原因是新業務之成本相對增加。

本集團截至二零零八年六月三十日三個月期間之分銷及銷售費用較二零零七年同期上升約165%。增加之主要原因是集團因引進新業務而增添了固定資產所產生的折舊費用增加。

本集團截至二零零八年六月三十日三個月期間之行政開支較二零零七年同期上升約938%。增加之主要原因是為上年度收購之無形資產和商譽的攤銷，以及為本年度正進行的重大收購所支付的專業費用。

資產抵押

於二零零八年六月三十日，本集團並無抵押任何資產。

SUBSEQUENT EVENTS

On 25 July 2008, a wholly-owned subsidiary of the Group, entered into the agreement with two vendors in relation to the acquisition of companies which will in turn invest in the business of application software relating to the electricity supply, sale and production system in China.

BUSINESS REVIEW AND PROSPECTS

Business Review

In the quarter under review, while our traditional education business continued to operate, the Group also actively explored new source of revenue, and the Beijing Company acquired by the Group at the previous year-end achieved healthy business development and provided a greater contribution to the Group's revenue growth.

Prospect

2008 is a year full of opportunities and challenges. Industries in China are in the phase of adjustment and transformation against the backdrop of Beijing Olympic Games. Transformation will definitely lead to structural changes and the pursuit of high efficiency, thus boosting the demand for new technology and the required standards of information technology will be raised. We are very optimistic that the market of industry information technology in China will enjoy a bright future. The Group will continue its active expansion into new sectors, especially industry-specific software development and information services, with an aim to get into target markets within a short period of time and we will employ various means to expand its market share. The Group will also capture every opportunity to further develop our core business so as to maintain consistent and stable source of revenue and profit and create higher returns for our shareholders.

結算日後事項

二零零八年七月二十五日，本集團之全資附屬公司與兩名賣方簽訂了協議，內容有關收購將投資於中國電力供應、營銷及生產系統應用軟件業務之公司。

業務回顧及前景展望

業務回顧

本季度集團在持續經營原有教育業務的同時積極開拓新的收入來源，其中集團于去年期末收購的北京公司業務進展順利，對集團收入增加貢獻較大。

前景展望

2008年是充滿機遇和挑戰的一年，時值北京奧運召開，中國經濟的各行業都在面臨調整和轉型，而轉型必然帶來機制的轉變，必然要追求高效率，必然對新技術需求增大，進而對信息化的要求提高。我們非常看好未來國內行業信息化的市場，集團未來將繼續積極開拓新業務，特別是針對特定行業的軟件開發及信息服務，力爭快速切入並採用多種手段擴大市場占有率，抓住機遇，打造集團的核心業務，為集團帶來持續穩定的收入和利潤來源，為股東帶來更大的回報。

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 2008, 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

於二零零八年六月三十日，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：

The Company – interests in Shares

本公司－股份權益

Director 董事	Nature of Interest 權益性質		No. of Share 股份數目	Percentage of shareholding 持股百分比
Mr. Wang Dongbin 王東斌先生	Interest of a controlled corporation 受控制法團權益	<i>Note 1</i> <i>附註1</i>	60,000,000	19.61%
Mr. Peng Gexiong 彭格雄先生	Interest of a controlled corporation 受控制法團權益	<i>Note 2</i> <i>附註2</i>	11,120,000	3.6%

Notes:

- (1) These Shares are registered in the name of and beneficially owned by Ying Da Investment Ltd ("Ying Da"). Ying Da is 100% legally and beneficially owned by Mr. Wang Dongbin.
- (2) 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 11,120,000 Shares held by Educators Investment for the purposes of the SFO.

Save as disclosed above, as at 30 June 2008, 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 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.

附註：

- (1) 該等股份以盈達投資有限公司（「盈達」）名義登記並實益擁有。盈達由王東斌先生合法及實益100%擁有。
- (2) 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、曾瑞洪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之97.7%直接權益，根據證券及期貨條例，彼被視為或被認為擁有Educators Investment持有之11,120,000股股份之權益。

除上文所披露者外，於二零零八年六月三十日，董事或本公司之任何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）之任何股份、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之權益或淡倉（包括彼等根據證券及期貨條例有關規定被視為或被認為擁有之權益或淡倉），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之權益或淡倉，或根據創業板上市規則第5.46至5.67條上市發行人董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

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 2008, 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:

Long positions in shares

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
Ying Da 盈達	Beneficial owner 實益擁有人		60,000,000	19.61%
Aqualand Limited	Beneficial owner 實益擁有人	Note 附註	26,950,000	8.81%

Note:

Aqualand Limited was a wholly-owned subsidiary of Asset Managers (Asia) Company Limited, which in turn was owned as to 70% by Asset Managers International Co., Ltd. Asset Managers International Co., Ltd. was a wholly-owned subsidiary of Asset Managers Holdings Co., Ltd., being a company listed on Hercules Market of Osaka Securities Exchange in Japan.

Save as disclosed herein, as at 30 June 2008, 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 carrying rights to vote in all circumstances at general meetings of any other members of the 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，於二零零八年六月三十日，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：

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
Ying Da 盈達	Beneficial owner 實益擁有人		60,000,000	19.61%
Aqualand Limited	Beneficial owner 實益擁有人	Note 附註	26,950,000	8.81%

附註：

Aqualand Limited為Asset Managers (Asia) Company Limited之全資附屬公司，Asset Managers (Asia) Company Limited由Asset Managers International Co., Ltd.擁有70%權益。Asset Managers International Co., Ltd.為Asset Managers Holdings Co., Ltd.（其於日本大阪證券交易所屬下的Hercules Market上市）之全資附屬公司。

除本報告所披露者外，本公司並不知悉有任何其他人士（董事或本公司之主要行政人員除外）於二零零八年六月三十日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須予披露權益或淡倉（有權在任何情況於本集團任何其他成員公司之股東大會上投票者）。

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

For the three months period ended 30 June 2008, 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 2008, 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 2008, 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 2008.

購買、出售或贖回本公司上市股份

截至二零零八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

截至二零零八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）概無於對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

截至二零零八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，於截至二零零八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, Yeung Kenneth King Wah and Gao Feng.

The Group's draft unaudited financial statements for the three months period ended 30 June 2008 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. Wang Dongbin
Mr. Li Wing Sang
Mr. Lau Kam Ying, Peter

Independent non-executive directors:

Mr. Jiang Minghe
Mr. Yeung Kenneth King Wah
Mr. Gao Feng

By order of the Board

A & K Educational Software Holdings Limited
Peng Gexiong
Chairman

China, 12 August 2008

* 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、楊景華先生及高峰先生)所組成。

本集團截至二零零八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*)
王東斌先生
李永生先生
劉錦瑩先生

獨立非執行董事：

蔣鳴和先生
楊景華先生
高峰先生

承董事會命

A & K 教育軟件控股有限公司*
主席
彭格雄

中國，二零零八年八月十二日

* 僅供識別



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

First Quarterly Report

第一季度業績報告

08/09

