



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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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位，乃為相比起其他在本交易所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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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 nine months ended 31 December 2008 were approximately RMB34 million, representing an increase of approximately 34.6 times as compared to the corresponding period in the previous fiscal year.
- The Group realised a loss attributable to shareholders of approximately RMB2.1 million for the nine months ended 31 December 2008.
- Basic loss per share of the Group was approximately RMB0.006 for the nine months ended 31 December 2008.
- The Board does not recommend payment of any dividend for the nine months ended 31 December 2008.

摘要

- 本集團截至二零零八年十二月三十一日止九個月期間之營業額約為人民幣3仟4佰萬元，較上一個財政年度同期上升約34.6倍。
- 於截至二零零八年十二月三十一日止九個月期間，本集團實現之股東應佔虧損約為人民幣210萬元。
- 本集團於截至二零零八年十二月三十一日止九個月期間之每股虧損約為人民幣0.006元。
- 董事會並不建議就截至二零零八年十二月三十一日止九個月期間派發任何股息。

UNAUDITED RESULTS FOR THE THIRD QUARTER ENDED 31 DECEMBER 2008

截至二零零八年十二月三十一日止第三季度之未經審核業績

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 nine months and quarter ended 31 December 2008, together with the unaudited comparative figures for the corresponding period in 2007, as follows:

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」)於截至二零零八年十二月三十一日止九個月及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：

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

(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)

		Notes 附註	(Unaudited) (未經審核) Nine Months Ended 31 December 截至十二月三十一日 止九個月		(Unaudited) (未經審核) Three Months Ended 31 December 截至十二月三十一日 止三個月	
			2008 二零零八年	2007 二零零七年	2008 二零零八年	2007 二零零七年
Turnover	營業額	2	33,862	952	32,444	329
Cost of sales	銷售成本		(19,120)	(1,367)	(17,699)	(444)
Gross profit/(loss)	毛利/(虧)		14,742	(415)	14,745	(115)
Other revenue	其他收入		3,564	2,120	3,042	1,040
Distribution costs	分銷成本		(1,113)	(441)	(673)	(218)
Administration expenses	行政開支		(15,997)	(1,888)	(7,854)	(826)
Operating profit/(loss)	經營溢利/(虧損)		1,196	(624)	9,260	(119)
Finance cost	融資成本		(2)	-	(1)	-
Profit/(loss) before tax	除稅前溢利/(虧損)		1,194	(624)	9,259	(119)
Income tax	所得稅	4	(3,324)	-	(3,324)	-
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利		<u>(2,130)</u>	<u>(624)</u>	<u>5,935</u>	<u>(119)</u>
Dividends attributable to the period	期內股息	5	-	-	-	-
			RMB (Yuen) 人民幣(元)	RMB (Yuen) 人民幣(元)	RMB (Yuen) 人民幣(元)	RMB (Yuen) 人民幣(元)
(Loss)/earnings per share - basic	每股(虧損)/盈利 - 基本	6	<u>(0.006)</u>	<u>(0.002)</u>	<u>0.018</u>	<u>(0.0004)</u>

**UNAUDITED CONDENSED CONSOLIDATED
BALANCE SHEET**
未經審核簡明綜合資產負債表

		(Audited) (經審核)	
	Notes 附註	31 December 2008 二零零八年 十二月三十一日	31 March 2008 二零零八年 三月三十一日
Non-current assets	非流動資產		
Property, plant and equipment	物業、機器及設備	803	435
Intangible assets	無形資產	52,385	8,274
Goodwill	商譽	57,795	6,945
Interests in associates	於聯營公司之權益	657	732
Deposits paid for acquisition of property, plant and equipment	收購物業、機器及設備之已付按金	5,966	6,102
Other investments	其他投資	2,500	-
		120,106	22,488
Current assets	流動資產		
Intangible assets	無形資產	8,730	5,655
Trade receivables	應收貿易賬款	38,880	4,250
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	15,498	5,298
Cash and cash equivalents	現金及現金等價物	54,018	116,356
		117,126	131,559
Current liabilities	流動負債		
Trade payables	應付貿易賬款	17,179	-
Other payables and accruals	其他應付賬款及應計費用	20,086	4,956
Amount due to a shareholder	應付股東款項	1	1
Obligations under a finance lease	融資租賃	6	7
Taxation payable	應繳稅項	8,449	1,775
		45,721	6,739
Net current assets	流動資產淨值	71,405	124,820
Total assets less current liabilities	資產總值減流動負債	191,511	147,308
Non-current liabilities	非流動負債		
Deferred taxation	遞延稅項	393	393
Obligations under a finance lease	融資租賃	16	19
NET ASSETS	資產淨值	191,102	146,896
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	42,499	31,977
Reserves	儲備	148,603	114,919
TOTAL EQUITY	總權益	191,102	146,896

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 Company is an investment holding company and its subsidiaries established in the PRC are principally engaged in the development and provision of application software, information technology solutions and relation maintenance and supporting services to customers in the electricity power industry of the PRC; development and distribution of education software, provision of internet services and provision of related information technology services.

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

	(Unaudited) 未經審核 Nine Months Ended 31 December 截至十二月三十一日 止九個月		(Unaudited) 未經審核 Three Months Ended 31 December 截至十二月三十一日 止三個月		
	2008 二零零八年	2007 二零零七年	2008 二零零八年	2007 二零零七年	
Turnover					
Sales of internet learning card	營業額 售賣互聯網學習咭	259	952	8	329
Judicial authentication service	司法鑑定服務	5,564	-	4,397	-
Information technology services in the electricity power industry	電力行業之資訊科技服務	28,039	-	28,039	-
		<u>33,862</u>	<u>952</u>	<u>32,444</u>	<u>329</u>

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

本公司為一家投資控股公司，而其於中國成立之附屬公司主要為在中國從事電力行業之客戶開發及提供應用軟件，資訊科技解決方案及相關保養及支援服務；教育軟件開發及分銷業務，提供互聯網服務，以及提供相關資訊科技服務。

本集團未經審核之營業額分析如下：

3. Segmental Information

Business segments

For management purposes, the Group is currently organised into two operating divisions – sales of self-developed internet learning card and judicial authentication service. These divisions are the basis on which the Group reports its primary segment information.

Segment information about these businesses is presented below.

Nine months ended 31 December 2008

3. 分部資料

業務分部

就管理而言，本集團現由兩個業務分部組成一售賣互聯網學習卡以及司法鑑定服務。該等分部為本集團主要分部資料之基準。

關於此等業務之分部資料列報如下。

截至二零零八年十二月三十一日止九個月

		Sales of self-developed internet learning card 售賣互聯網 學習卡	Judicial authentication service 司法鑑定 服務	Information technology services in the electricity power industry 電力行業之 資訊科技服務	Consolidated 綜合
REVENUE	營業額				
External sales	對外銷售	<u>259</u>	<u>5,564</u>	<u>28,039</u>	<u>33,862</u>
RESULT	業績				
Segment results	分部業績	<u>(857)</u>	<u>1,022</u>	<u>14,577</u>	<u>14,742</u>
Interest income and unallocated other corporate income	利息收入及未能分配 其他企業收入				3,564
Unallocated corporate expenses	未能分配企業開支				<u>(17,112)</u>
Profit before tax	除稅前溢利				1,194
Income tax expense	所得稅開支				<u>(3,324)</u>
Loss for the period	期內虧損				<u>(2,130)</u>

As at 31 December 2008

於二零零八年十二月三十一日

		Sales of self-developed internet learning card 售賣互聯網 學習卡	Judicial authentication service 司法鑑定 服務	Information technology services in the electricity power industry 電力行業之 資訊科技服務	Consolidated 綜合
BALANCE SHEET	資產負債表				
ASSETS	資產				
Segment assets	分部資產	45,835	15,239	46,228	107,302
Unallocated corporate assets	未能分配企業資產				129,930
Total assets	總資產				<u>237,232</u>
LIABILITIES	負債				
Segment liabilities	分部負債	6,220	7,853	23,596	37,669
Unallocated corporate liabilities	未能分配企業負債				8,461
Total liabilities	總負債				<u>46,130</u>

Nine months ended 31 December 2007

截至二零零七年十二月三十一日止九個月

		Sales of self-developed internet learning card 售賣互聯網 學習卡	Judicial authentication service 司法鑑定 服務	Information technology services in the electricity power industry 電力行業之 資訊科技服務	Consolidated 綜合
REVENUE	營業額				
External sales	對外銷售	952	-	-	952
RESULT	業績				
Segment results	分部業績	(415)	-	-	(415)
Interest income and unallocated other corporate income	利息收入及未能分配 其他企業收入				2,120
Unallocated corporate expenses	未能分配企業開支				(2,329)
Loss before tax	除稅前虧損				(624)
Income tax expense	所得稅開支				-
Loss for the period	期內虧損				<u>(624)</u>

As at 31 December 2007

於二零零七年十二月三十一日

		Sales of self-developed internet learning card 售賣互聯網 學習卡	Judicial authentication service 司法鑑定 服務	Information technology services in the electricity power industry 電力行業之 資訊科技服務	Consolidated 綜合
BALANCE SHEET		資產負債表			
ASSETS		資產			
Segment assets	分部資產	52,289	-	-	52,289
Unallocated corporate assets	未能分配企業資產				120,592
Total assets	總資產				<u>172,881</u>
LIABILITIES		負債			
Segment liabilities	分部負債	7,497	-	-	7,497
Unallocated corporate liabilities	未能分配企業負債				825
Total liabilities	總負債				<u>8,322</u>

Geographical segments

During the nine months ended 31 December 2008 and 2007, the Group derived all of its loss from customers who are located in the PRC. Hence no separate geographical analysis of the segment profit and loss is presented.

地區分部

截至二零零八年及二零零七年十二月三十一日止九個月內，本集團全部虧損均來自於中國之客戶，故並無另行呈列按地區分部劃分之分部損益。

4. Income tax

(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 six months period in those jurisdictions (2007: Nil).

(b) PRC enterprise income tax.

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

(c) Deferred tax

There was no significant unprovided deferred taxation for the six months period.

4. 所得稅

(a) 由於本集團於本六個月期間內在開曼群島、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（二零零七年：無）。

(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) 遞延稅項

本集團於本六個月期間內並無重大之未撥備遞延稅項。

5. Dividends

The Board does not recommend payment of any interim dividend for the nine months ended 31 December 2008 (quarter ended 31 December 2007: nil).

6. (Loss)/earnings Per Share

The calculation of basic (loss)/earnings per share is based on the unaudited consolidated loss attributable to shareholders for the nine months ended 31 December 2008 of RMB2.1 million (2007: loss RMB624 thousand) and on the weighted average of 324,348,000 shares in issue (2007: 306,000,000 shares). No dilutive earnings per share was presented because there was no dilutive potential ordinary share in existence during the nine months ended 31 December 2008 and 2007 respectively.

7. Trade Receivables

Aging analysis of trade receivable is as follows:

		31 December 2008 二零零八年 十二月三十一日	31 March 2008 二零零八年 三月三十一日
0 to 30 days	0至30日	30,391	4,250
31 to 60 days	31至60日	68	-
61 to 90 days	61至90日	26	-
91 to 180 days	91至180日	-	-
Over 180 days but less than one year	180日以上 但不超過一年	890	-
Over 1 year	超過一年	18,035	10,530
		49,410	14,780
Less: Impairment losses	減：減值虧損	(10,530)	(10,530)
		38,880	4,250

5. 股息

董事會並不建議就截至二零零八年十二月三十一日止九個月派付任何中期股息(截至二零零七年十二月三十一日止季度：無)。

6. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據截至二零零八年十二月三十一日止九個月的股東應佔未經審核綜合虧損人民幣210萬元(二零零七年：虧損人民幣62萬元)及已發行股份加權平均數324,348,000股(二零零七年：306,000,000股)計算。由於截至二零零八年及二零零七年十二月三十一日止九個月內並不存在任何具攤薄影響之潛在普通股，故此並無呈列每股攤薄盈利。

7. 應收貿易賬款

應收貿易賬款之賬齡分析如下：

8. Trade Payables

Aging analysis of trade payables is as follows:

		31 December 2008 二零零八年 十二月三十一日	31 March 2008 二零零八年 三月三十一日
0 to 30 days	0至30日	13,376	-
31 to 60 days	31至60日	-	-
61 to 90 days	61至90日	-	-
91 to 180 days	91至180日	-	-
Over 180 days but less than one year	180日以上 但不超過一年	-	-
Over 1 year	超過一年	3,803	-
		<u>17,179</u>	<u>-</u>

8. 應付貿易賬款

應付貿易賬款之賬齡分析如下：

9. Movement of reserves

		Share capital	Share premium	Contributed surplus	Capital reserve	Share-based compensation reserve	Statutory common reserve	Foreign currency translation reserve	(Accumulated loss)/ Retained profits	Total
		股本	股份溢價	實繳盈餘	資本儲備	薪酬儲備	法定公積金	匯兌儲備	(累計虧損)/ 保留溢利	總計
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)
Balance as of 1 April 2008	於二零零八年四月一日之結餘	31,977	117,755	933	115	4,654	4,862	(9,648)	(3,752)	146,896
Repurchase of shares	購回股份	(479)	(4,620)	-	-	-	-	-	-	(5,099)
Issue consideration Shares	發行代價股份	11,000	45,100	-	-	-	-	-	-	56,100
Loss for the 9 months ended 31 December 2008	截至二零零八年十二月三十一日止九個月之虧損	-	-	-	-	-	-	-	(2,130)	(2,130)
Currency translation difference	貨幣匯兌差額	-	-	-	-	-	-	(9,615)	-	(9,615)
Acquisition	收購	-	-	-	4,950	-	-	-	-	4,950
Balance as of 31 December 2008	於二零零八年十二月三十一日之結餘	<u>42,498</u>	<u>158,235</u>	<u>933</u>	<u>5,065</u>	<u>4,654</u>	<u>4,862</u>	<u>(19,263)</u>	<u>(5,882)</u>	<u>191,102</u>
Balance as of 1 April 2007	於二零零七年四月一日之結餘	27,030	13,483	933	115	-	4,862	(1,239)	8,680	53,864
Placing	配售	5,049	106,423	-	-	-	-	-	-	111,472
Investment in subsidiary	子公司增資	-	-	-	-	-	-	(153)	-	(153)
Loss for the 9 months ended 31 December 2007	截至二零零七年十二月三十一日止九個月之虧損	-	-	-	-	-	-	-	(624)	(624)
Balance as of 31 December 2007	於二零零七年十二月三十一日之結餘	<u>32,079</u>	<u>119,906</u>	<u>933</u>	<u>115</u>	<u>-</u>	<u>4,862</u>	<u>(1,392)</u>	<u>8,056</u>	<u>164,559</u>

9. 儲備變動

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL REVIEW

The Group recorded a turnover of approximately RMB34 million for the nine months ended 31 December 2008, representing an increase of approximately 34.6 times as compared to the corresponding period in the previous fiscal year. The increase was mainly due to the Group has acquired two new businesses in last year end and this quarter, which contributed RMB5.6 million and RMB28 million revenue respectively in this period.

The cost of sales was approximately RMB19 million for the nine months ended 31 December 2008, representing an increase of approximately 13 times as compared to corresponding period in the previous fiscal year. The main reason was increase of relevant cost of new business.

The administrative expenses was increased approximately 7 times for the nine months period ended 31 December 2008 as compared with the same period in 2007. The main reasons of the increase were due to the amortization of intangible assets for last two acquisitions and the professional fee paid for a very substantial acquisition this year.

管理層討論及分析 財務回顧

截至二零零八年十二月三十一日止九個月期間內，本集團錄得營業額約人民幣3仟4佰萬元，較上一財政年度同期增加約34.6倍。營業額增加主要是由於本集團分別於上年年末及本季度收購了新業務，該等新業務為這個期間分別增添了人民幣560萬元及人民幣2仟8佰萬元的營業額。

截至二零零八年十二月三十一日止九個月期間內，銷售成本約為人民幣1仟9佰萬元，較上一財政年度同期增加約13倍。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十二月三十一日九個月期間之行政開支較二零零七年同期上升約7倍。增加之主要原因是為兩度收購之無形資產的攤銷，以及為本年度進行的重大收購所支付的專業費用。

Liquidity and Financial Resources

As at 31 December 2008, the shareholders' funds of the Group amounted to approximately RMB191 million. Current assets amounted to approximately RMB117 million of which approximately RMB54 million were cash and bank balance and approximately RMB54 million were trade receivable, prepayment, deposit and others receivable. The Group's current liabilities amounted to approximately RMB45 million.

Charge of Assets

As at 31 December 2008, the Group did not have any charges on its assets.

Capital Commitment

As at 31 December 2008, the Group did not have any material capital commitments.

Foreign Exchange Exposure and Hedging Policy

Since most of the income and expenses as well as assets and liabilities of the Group are denominated in Renminbi, the Director consider that Group has no material foreign exchange exposure and no hedging policy has been taken.

Contingent Liabilities

As at 31 December 2008, the Group did not have any material contingent liabilities.

流動資金及財務資源

於二零零八年十二月三十一日，本集團之股東資金約為人民幣1億9仟1佰萬元。流動資產約為人民幣1億1仟7佰萬元，其中約人民幣5仟4佰萬元為現金及銀行結餘，另約人民幣5仟4佰萬元為應收貿易賬款、預付款項、按金及其他應收賬款。本集團之流動負債約為人民幣4仟5佰萬元。

資產抵押

於二零零八年十二月三十一日，本集團並無任何資產抵押。

資本承擔

於二零零八年十二月三十一日，本集團並無任何重大資本承擔。

外匯風險及對沖政策

由於本集團大部份收支及資產負債乃以人民幣為單位，董事認為本集團並無重大外匯風險，亦無採取任何對沖政策。

或然負債

於二零零八年十二月三十一日，本集團並無任何重大或然負債。

Subsequent Events

At the extraordinary general meeting on 30 December 2008, the shareholders have duly passed the resolution approving the change of the name of the Company from “A & K Educational Software Holdings Limited” to “China Electric Power Technology Holdings Limited 中國電力科技控股有限公司”. The Company has obtained the certificate of incorporate on change of name from the Registrar of Companies in the Cayman Islands and has applied for registration of the new name with the Registrar of Companies in Hong Kong. It is expected that the registration will be completed very soon.

On 23 January 2009, the Company has announced that it has proposed to raise funds of approximately HK\$20.0 million by a rights issue of 225,232,500 rights shares at a subscription price of HK\$0.10 per rights share on the basis of one nil-paid rights share for every two existing shares and the rights issue is fully underwritten. The net proceeds of the rights issue will be used as general working capital of the Group. It is expected that the open offer will be completed by March 2009. The shareholders should note that if the underwriting agreement is terminated, the rights issue will not proceed.

結算日後事項

於二零零八年十二月三十日舉行的股東特別大會上，股東已經妥為通過批准將本公司名稱由「A & K Educational Software Holdings Limited」改為「China Electric Power Technology Holdings Limited 中國電力科技控股有限公司」之決議案。本公司已獲開曼群島公司註冊處處長發出更改名稱註冊證書，並已經向香港公司註冊處處長申請將新公司名稱註冊。預期註冊程序將會很快完成。

於二零零九年一月二十三日，本公司宣布，其擬集資約20,000,000港元，方式為按每股供股股份0.10港元之認購價進行225,232,500股供股股份之供股，有關基準為每持有兩股現有股份獲配發一股未繳股款供股股份。供股獲全面包銷。本公司擬將供股的所得款項淨額用作本集團之一般營運資金。預期供股將會於二零零九年三月完成。股東應注意，倘終止包銷協議，供股將不會進行。

BUSINESS OUTLOOK

Business Review

In November 2008, the acquisition by the Group of the entire equity interest in 北京普華雅龍科技有限公司 (Beijing Puhua Along Technology Co. Ltd.) was completed. That company is primarily engaged in the development and provision of application software, information technology solutions and related maintenance and supporting services to customers in the electricity power industry of the PRC. For the third quarter ended 31 December 2008, Beijing Puhua Along Technology Co. Ltd. contributed over RMB28 million to the Group's turnover and over RMB14 million to its operating profit. Through this acquisition and the one at the end of the last year, the Group has expanded its scope of business from solely educational Internet services to one with information technology applications in electricity generation as its core, which also covers such arenas as information technology in education and information security, enabling the Group to provide its users with all-round information technology solutions encompassing consultation, integration, development, maintenance, operation, assessment, and training. To complement the change, the Group convened and held an extraordinary general meeting on 30 December 2008 to approve the change of its company name to "China Electric Power Technology Holdings Limited 中國電力科技控股有限公司".

業務展望

業務回顧

本集團於2008年11月完成了對北京普華雅龍科技有限公司全部股權的收購，該公司主要從事為中國電力行業之客戶開發及提供應用軟件、信息化解決方案及相關保養及支援服務，並在截止到2008年12月31日的第三季度內為本集團貢獻了逾2800萬人民幣的營業額及逾1400萬的營業利潤。通過此次及上年年末的收購，本集團的業務範圍已經從單一的教育互聯網服務擴展到以電力信息化為主、覆蓋教育信息化及信息安全等多個領域，能夠為用戶提供涵蓋諮詢、集成、開發、維護、運營、評測及培訓的全方位的信息化解決方案。為配合這一變化，本集團於2008年12月30日召開股東特別大會，批准更改公司名稱為“中國電力科技控股有限公司”。

Over the three quarters, the new businesses that the Group acquired in the quarter and at the end of the last year respectively contributed over RMB33.6 million to the Group's revenue. However, the professional fees incurred and the amortization of the intangible assets acquired in the acquisitions significantly increased the administrative expenses for the period, offsetting the profit contributions of the new businesses.

Prospect and Outlook

At present, in order to deal with the financial crisis, the PRC government has started the implementation of its plans to stimulate the economy, and the infrastructure and information technology applications in the electric power industry are among the emphasized areas of investment. This provides a good external environment for the rapid development of the Group. Through the previous acquisitions, the Group has preliminarily completed the re-organization of its businesses and organizational structure. Currently, the Group has a technical, R & D, and service team of several hundred people. It is based in Beijing, with businesses all over the country. The areas of electricity marketing system, electricity transactions, information security, and educational services all have excellent prospects of development. At the same time, the Group will also continue to expand its scale by such measures as mergers and acquisitions, with a view to becoming the leading enterprise in the arena of information technology applications as soon as possible, so that we can contribute to the recovery of the national economy and bring better returns to shareholders.

本集團本季度及上年年末的兩次收購的新業務在三個季度內共為本集團貢獻了逾3360萬人民幣的收入，但收購所產生的專業費用及無形資產攤銷使得期間的行政開支大幅增加，抵消了新業務的利潤貢獻。

前景展望

目前為了應對金融危機，中國政府刺激經濟的計劃已經開始實施，其中電力行業基礎設施及信息化是重點的投資領域，這為本集團的快速發展提供了良好的外部環境。本集團通過之前的收購，已經初步完成了業務和組織架構的重組，目前集團已擁有數百人的技術研發和服務團隊，以北京為中心，業務遍及全國，在電力營銷系統、電力交易、信息安全、教育服務等領域有很好的發展前景。同時本集團也將繼續採用收購兼併等多種手段不斷擴大自身規模，力爭儘快成為相關信息化領域的領軍企業，從而為國家經濟復蘇貢獻一份努力，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 31 December 2008, the interests or short positions of 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 ("SFO")) which were 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 which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were 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:

The Company – interests in Shares

Director 董事	Nature of Interest 權益性質	No. of Shares 股份數目	Percentage of shareholding 持股比例
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)	11,120,000 2.61%
Mr. Wang Dongbin 王東斌先生	Interest of a controlled corporation 受控制法團權益	(Note 2) (附註2)	60,000,000 14.10%

Note:

- 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.
- 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.

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

於二零零八年十二月三十一日，本公司之董事（「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）之股份及相關股份（「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之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），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及淡倉，或根據創業板上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉，如下：

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 持股比例
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)	11,120,000 2.61%
Mr. Wang Dongbin 王東斌先生	Interest of a controlled corporation 受控制法團權益	(Note 2) (附註2)	60,000,000 14.10%

附註：

- 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，彼被視為或認為擁有Educators Investment持有之11,120,000股股份之權益。
- 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。

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 31 December 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:

根據證券及期貨條例擁有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，於二零零八年十二月三十一日，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：

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
Ying Da 盈達	Beneficial owner 實益擁有人		60,000,000	14.10%
China Venture Enterprises Limited	Beneficial owner 實益擁有人	Note 1 附註1	67,240,000	15.80%
Gold Oriental Group Limited 金華集團有限公司	Beneficial owner 實益擁有人	Note 2 附註2	30,000,000	7.05%
Sino Lucky Group Limited 中運集團有限公司	Beneficial owner 實益擁有人	Note 2 附註2	27,760,000	6.52%
Aqualand Limited	Beneficial owner 實益擁有人	Note 3 附註3	26,950,000	6.33%
Mr. Zhong Qing	Beneficial owner 實益擁有人		26,865,000	6.31%

Note:

- (1) China Venture Enterprises Limited, a company incorporated in British Virgin Islands wholly and beneficially owned by Mr. Cheung Yan Leung.
- (2) Gold Oriental Group Limited and Sino Lucky Group Limited, both of which are incorporated in British Virgin Islands, wholly and beneficially owned by Mr. Cheung Yuet.
- (3) Aqualand Limited was 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 and owned by Ichigo Asset Management International Pte. Ltd. as to 48.35%.

Save as disclosed herein, as at 31 December 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 or carrying rights to vote in all circumstances at general meetings of any other members of the Group.

附註：

- (1) China Venture Enterprises Limited，於英屬處女群島成立之公司由張仁亮先生全資實益擁有。
- (2) 金華集團有限公司及中運集團有限公司，皆於英屬處女群島成立之公司由張錢先生全資實益擁有。
- (3) Aqualand Limited為Asset Managers (Asia) Company Limited之附屬公司，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，及由Ichigo Asset Management International Pte. Ltd.擁有48.35%之權益。

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）於二零零八年十二月三十一日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之權益或淡倉，（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）。

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 13 May 2004, the Company adopted a share option scheme ("Old Share Option Scheme") pursuant to which the directors of the Company were authorised to grant share options to full-time employees (including executive directors) of the Company or any of its subsidiaries to subscribe for shares in the Company.

On 23 July 2004, the Old Share Option Scheme was terminated and a new share option scheme ("New Share Option Scheme") was adopted. The purpose of the New Share Option Scheme is to enable the Company to grant option to eligible participants in order to reward or provide incentives to its employees or any person who has contributed or will contribute to the Group. The New Share Option Scheme shall continue in force for the period commencing from 23 July 2004 and expiring at the close of business on the tenth anniversary thereof, after such period no further options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in respect of any options granted before its expiry or termination but not yet exercised.

Under the New Share Option Scheme, the directors of the Company may offer to any employees who has contributions to the Group including directors of the Company or any of its subsidiaries share options to subscribe for shares in the Company in accordance with the terms of the New Share Option Scheme.

購股權計劃

根據二零零四年五月十三日通過之一項普通決議案，本公司採納一項購股權計劃（「舊購股權計劃」），據此授權本公司董事向本公司或其任何附屬公司全職僱員（包括執行董事）授出購股權認購本公司股份。

於二零零四年七月二十三日，舊購股權計劃終止，本公司採納新購股權計劃（「新購股權計劃」）。採納新購股權計劃的目的是為了讓本公司能夠授出購股權予合資格參與者，以鼓勵或獎勵已經或將會對本集團作出貢獻之僱員或任何人士。新購股權計劃須於二零零四年七月二十三日開始至其十週年之日營業時間結束之期間內持續有效，於該期間後不會再授出認股權，但就新購股權計劃屆滿或終止前授出而尚未行使之任何購股權而言，新購股權計劃之條文仍具有十足效力。

根據新購股權計劃，本公司董事可根據新購股權計劃之條款向已對本集團作出貢獻的任何僱員（包括本公司或其任何附屬公司之董事）授出購股權，以認購本公司股份。

The maximum number of shares in respect of which share options may be granted under the New Share Option Scheme shall not, when aggregated with any shares subject to any other schemes, exceed such number of shares as represents 10% of the issued shares as at the date of approval of the New Share Option Scheme which shall be equivalent to 51,000,000 shares. The Company may seek approval from the shareholders in a general meeting to refresh the New Share Option Scheme. However, the total number of shares which may be issued upon exercise of all share options to be granted under all of the schemes of the Company or its subsidiaries under the limit must not exceed 10% of the shares in issue as at the date of approval of the New Share Option Scheme.

The exercise price is determined by the directors of the Company, and shall not be less than the highest of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the Company's shares.

On 26 March 2008, the Company granted options to subscribe for 4,500,000 shares to its directors and 20,700,000 shares to its employees under the New Share Option Scheme. Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 by each of the grantees. The options may be exercised at any time after the date of grant of the share options to the fifth anniversary of the date of grant.

根據新購股權計劃，連同任何其他計劃授出之購股權所涉及之最高股份數目不得超過於批准新購股權計劃日期已發行股本之10%，相等於51,000,000股股份。本公司可於股東大會尋求股東批准更新新購股權計劃。然而，根據本公司或其附屬公司之所有計劃而在限額以內授出之所有購股權，於行使時可予發行之股份總數不得超過於批准新購股權計劃日期已發行股本之10%。

行使價由本公司董事釐定，惟該價格不得少於以下之最高者：(i)本公司股份在授出當日之收市價；(ii)緊接授出當日前五個營業日之平均收市價；及(iii)本公司股份之面值。

於二零零八年三月二十六日，本公司根據新購股權計劃向董事授出可認購4,500,000股股份之購股權，並向僱員授出可認購20,700,000股股份之購股權。所授出之購股權須自授出日期起計21日內接納，每位承授人於接納時須支付1港元。購股權可於授出日期後至授出日期起計滿五週年期間隨時行使。

Category of grantee	Exercise price per Share	Date of grant	Number of share options 購股權數目			
			At 1 April 2008 於 二零零八年 四月一日	Granted during the nine months Period 於九個月 期間 已授出	Exercised/ Lapsed during the nine months Period 於九個月 期間 已行使/失效	At 31 December 2008 於 二零零八年 十二月三十一日
承授人類別	每股行使價	授出日期				
	HK\$ 港元					
Directors 董事	2.2	26 March 2008 二零零八年三月二十六日	4,500,000	-	(300,000)	4,200,000
Employees 僱員	2.2	26 March 2008 二零零八年三月二十六日	20,700,000	-	-	20,700,000
In aggregate 合計			25,200,000	-	(300,000)	24,900,000

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

Before 31 December 2008, the Company has repurchased a total of 5,435,000 ordinary shares of the Company on the Stock Exchange for an aggregate amount of HK\$5,760,550, before inclusion of transaction cost. The Directors believe that such repurchases will lead to an enhancement of the net asset value of the Company and decrease the loss per share and will benefit the Company and the Company's shareholders. Details of the share repurchase were as follows:

Date of repurchase 購回日期	Number of shares repurchased 購回股份數目	Price per share repurchased 每股購回價		Aggregate purchase price 購回代價總額 (HK\$) (港元)
		Highest 最高 (HK\$) (港元)	Lowest 最低 (HK\$) (港元)	
8 September 2008 二零零八年九月八日	4,400,000	1.11	1.05	4,878,150
26 September 2008 二零零八年九月二十六日	235,000	0.85	0.85	199,750
30 September 2008 二零零八年九月三十日	800,000	0.86	0.82	682,650
	5,435,000			5,760,550
		Total expenses on share repurchased 購回股份之總支出		33,841
				5,794,391

5,435,000 repurchased ordinary shares were cancelled during the period.

Saved as disclosed above, there was no purchase, sale or redemption of the Company's listed shares during the period.

購買、出售或贖回本公司上市股份

於二零零八年十二月三十一日前，本公司以總金額5,760,550港元（未計交易成本）於聯交所購回合共5,435,000股本公司普通股。董事相信，有關購回將提升本公司每股資產淨值及減少每股虧損，並將對本公司及本公司之股東有利。購回股份詳情如下：

5,435,000股購回普通股於本期內注銷。

除上文所披露外，本公司或其任何附屬公司於本期間內均無購回、出售或贖回本公司之上市股份。

COMPETING INTERESTS

For the nine months ended 31 December 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.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and has complied with all the code provisions as set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules throughout the period under review.

SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 31 December 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 5.67 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 nine months ended 31 December 2008.

競爭權益

截至二零零八年十二月三十一日止九個月期間，本公司之董事、管理層股東或彼等各自之聯繫人士（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。

遵守《企業管治常規守則》

於回顧期間內，本公司已一直應用《創業板上市規則》附錄15《企業管治常規守則》所載之原則，並已遵守其中所列載之所有守則條文。

董事進行證券交易

截至二零零八年十二月三十一日止九個月期間內，本公司已就董事進行證券交易採納一套比《創業板上市規則》第5.48至第5.67條所載之交易必守標準更高的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉截至二零零八年十二月三十一日止九個月期間內任何時間未有遵守該守則及交易必守標準之任何事項。

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.1 to C.36 of the code. 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 is composed of the three independent non-executive Directors of the Company, namely Mr. Yeung Kenneth King Wah, Mr. Gao Feng and Mr. Wu Kehe.

The Group's draft unaudited financial statements for the nine months ended 31 December 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

Independent non-executive Directors:

Mr. Yeung Kenneth King Wah
Mr. Gao Feng
Mr. Wu Kehe

By order of the Board

A & K Educational Software Holdings Limited
Peng Gexiong
Chairman

PRC, 4 February 2009

審核委員會

本公司已遵照《創業板上市規則》第5.28條至第5.33條及該守則條文C.3.1至C.36，成立審核委員會並列明其職權範圍。審核委員會之主要職責為(其中包括)審閱及監督本集團之財務滙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楊景華先生，高峰先生及吳克河先生所組成。

本集團截至二零零八年十二月三十一日止九個月期間之未經審核財務報表文稿已由審核委員會成員審閱並由其對此作出意見。

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：

楊景華先生
高峰先生
吳克河先生

承董事會命

A & K教育軟件控股有限公司*
彭格雄
主席

中國，二零零九年二月四日

* 僅供識別



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

Third Quarterly Report

第三季度業績報告

08/09

