

Disclosure

天頤科技股份有限公司 2007年半年度报告摘要

§1 重要提示

1.1 本公司董事会、监事会及董事、监事、高级管理人员保证本报告所载资料不存在任何虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带法律责任。

1.2 公司董事长王谦先生因出差未能出席，也未委托他人代为行使表决权，独立董事伍昌胜先生因辞职未能参加本次董事会。

1.3 公司半年度财务报告未经审计。

1.4 公司董事长魏军先生、总经理张三江先生、财务总监魏军桥先生及财务部长金远林先生声明：保证本半年度报告中财务报告的真实、完整。

§2 上市公司基本情况

2.1 公司基本情况简介

Table with 2 columns: Item and Content. Includes company name (天頤科技), address (湖北荆州沙市区高新技术开发区), and website (http://www.tytech.com).

2.2 主要财务数据和指标

2.2.1 主要会计数据和财务指标

Table with 4 columns: Item, This Period, Last Period, and Change. Shows financial metrics like operating profit, net profit, and cash flow.

2.2.2 非经常性损益项目

□适用 √不适用

2.2.3 国内外会计准则差异

□适用 √不适用

§3 股本变动及股东情况

3.1 股份变动情况表

□适用 √不适用

3.2 股东数量和持股情况

Table showing shareholder information: Name, Shareholding Type, Percentage, and Share Count. Includes major shareholders like 湖北天发实业集团有限公司.

Table showing restricted shares: Name, Shareholding Type, and Share Count. Lists various individuals and institutions.

3.3 控股股东及实际控制人变更情况

□适用 √不适用

§4 董事、监事和高级管理人员

4.1 董事、监事和高级管理人员持股变动

□适用 √不适用

§5 董事会报告

公司由于资不抵债，生产经营全面停顿，最近三年连续亏损，公司股票已被上海证券交易所暂停上市，且财务费用沉重，流动资金枯竭，无法支付股改相关费用，无法恢复正常的生产经营。

5.1 主营业务分行业、产品情况表

Table with 4 columns: Product, Revenue, Cost, and Profit Margin. Shows data for different product lines.

5.2 主营业务分地区情况

Table with 2 columns: Region and Revenue. Shows regional sales data.

5.3 主营业务及其结构发生重大变化的原因说明

□适用 √不适用

5.4 主营业务盈利能力(毛利率)与上年相比发生重大变化的原因说明

□适用 √不适用

5.5 利润构成与上年度相比发生重大变化的原因分析

□适用 √不适用

5.6 募集资金使用情况

5.6.1 募集资金运用 □适用 √不适用

5.6.2 变更项目情况 □适用 √不适用

5.7 董事会下半年的经营计划修改计划 □适用 √不适用

5.8 预测年初至下一报告期期末的累计净利润可能为亏损或者与上年同期相比发生大幅度变动的警示及说明 □适用 √不适用

Table with 2 columns: Item and Content. Includes audit status and company name.

5.9 公司董事会对会计师事务所本报告期“非标准审计报告”的说明

□适用 √不适用

5.10 公司董事会对会计师事务所上年度“非标准审计报告”涉及事项的变化及处理情况

□适用 √不适用

2006年，中岳会计师事务所有限责任公司对本公司出具了保留意见的审计报告，具体内容请参见公司2006年年报及年报摘要，目前，该保留事项所涉及事项进展如下：

针对以上的问题，公司董事会已采取了一定的措施，在过去的半年里，公司董事会及经营管理层维持了公司的稳定；同时，在荆州市政府的支持下，公司正在积极争取债权人 and 政府相关部门的支持，积极寻求重组方，以股权分置改革为契机，大力推进资产重组工作，致力改善公司的财务状况，彻底化解公司的风险。

§6 重要事项

6.1 收购、出售资产及资产重组

6.1.1 收购资产

□适用 √不适用

6.1.2 出售资产

□适用 √不适用

6.1.3 自资产重组报告书或收购出售资产公告刊登后，该事项的进展情况及对报告期经营成果与财务状况的影响。

□适用 √不适用

6.2 担保事项

□适用 √不适用

6.3 非经营性关联债权债务往来

□适用 √不适用

6.4 重大诉讼仲裁事项

□适用 √不适用

6.5 其他重大事项的说明

√适用 □不适用

2007年5月21日，公司接到上海证券交易所上证上字[2007]99号《关于对天頤科技股份有限公司股票实施暂停上市的决定》；因公司2004年、2005年、2006年三年连续亏损，根

据《上海证券交易所股票上市规则》第14.1.1条、第14.1.5条和第14.1.7条的规定，决定公司股票自2007年5月25日起暂停上市(该事项已于2007年5月22日公告并刊登在《证券时报》、《中国证券报》、《上海证券报》)。为使公司能够在2007年全年达到盈利的目标，公司股票能够顺利恢复上市，将积极推进公司资产重组和债务重组工作，结合股权分置改革的契机，积极引进战略投资者，开拓思路，尽快恢复公司的生产经营，维护公司的持续健康发展。

§7 财务报告

7.1 审计报告

财务报告类型：无保留审计 □审计

7.2 财务报表

合并资产负债表 2007年06月30日

Table with 4 columns: Item, Note, End of Period Balance, and Beginning of Period Balance. Shows assets and liabilities.

Table with 4 columns: Item, Note, End of Period Balance, and Beginning of Period Balance. Shows equity and other financial items.

Table with 4 columns: Item, Note, End of Period Balance, and Beginning of Period Balance. Shows non-recurring gains/losses and other items.

Table with 4 columns: Item, Note, End of Period Balance, and Beginning of Period Balance. Shows equity structure details.

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母公司利润表 2007年1-6月

Table with 4 columns: Item, Note, This Period Amount, and Last Period Amount. Shows parent company profit and loss.

合并现金流量表 2007年1-6月

Table with 4 columns: Item, Note, This Period Amount, and Last Period Amount. Shows consolidated cash flow.

合并现金流量表 2007年1-6月

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合并所有者权益变动表 2007年1-6月

Table with 10 columns: Item, Realized Capital, Capital Reserve, Minority Shareholding, Surplus Reserve, Undistributed Profit, etc. Shows equity changes.

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7.3 报表附注 7.3.1 本报告期无会计政策、会计估计变更和会计差错更正。 7.3.2 报告期内，公司财务报表合并范围未发生重大变化。