

# Excel

TECHNOLOGY

**EXCEL TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED**

**(志鴻科技國際控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8048)

## **THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2008**

**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.

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*This announcement, for which the directors (the “Directors”) of Excel Technology International Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement 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 announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

\* For identification purpose only

### THIRD QUARTERLY RESULTS ENDED 30 SEPTEMBER 2008

The Directors of the Company are pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2008, together with the comparative figures for the corresponding periods in 2007, as follows:

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2008 HK\$'000	2007 HK\$'000	2008 HK\$'000	2007 HK\$'000
<b>Turnover</b>	2	<b><u>44,454</u></b>	<b><u>53,041</u></b>	<b><u>277,153</u></b>	<b><u>139,916</u></b>
Other net operating income		342	1,090	821	2,374
Change in inventories of hardware and software		(6,371)	2,337	5,700	4,853
Purchase of hardware and software		(6,932)	(20,074)	(195,812)	(50,223)
Professional fee		(1,401)	(1,390)	(5,972)	(5,557)
Staff costs		(22,790)	(24,801)	(66,653)	(69,992)
Depreciation and amortisation		(848)	(1,155)	(2,310)	(3,359)
Other expenses		<u>(5,394)</u>	<u>(4,334)</u>	<u>(14,678)</u>	<u>(13,474)</u>
Operating profit (loss)		1,060	4,714	(1,751)	4,538
Finance costs	3	(11)	–	(37)	–
Share of results of associate		<u>(44)</u>	<u>55</u>	<u>62</u>	<u>69</u>
<b>Profit (Loss) before income tax</b>		<b>1,005</b>	<b>4,769</b>	<b>(1,726)</b>	<b>4,607</b>
Income tax expenses	4	<u>(12)</u>	<u>–</u>	<u>(30)</u>	<u>(51)</u>
<b>Profit (Loss) for the period</b>		<b><u>993</u></b>	<b><u>4,769</u></b>	<b><u>(1,756)</u></b>	<b><u>4,556</u></b>
Attributable to:					
Equity holders of the Company		1,629	4,545	204	5,807
Minority interest		<u>(636)</u>	<u>224</u>	<u>(1,960)</u>	<u>(1,251)</u>
Profit (Loss) for the period		<b><u>993</u></b>	<b><u>4,769</u></b>	<b><u>(1,756)</u></b>	<b><u>4,556</u></b>
<b>Earnings per share for the profit attributable to the equity holders of the Company during the period – Basic (in HK cents)</b>	5	<b><u>0.17 cents</u></b>	<b><u>0.46 cents</u></b>	<b><u>0.02 cents</u></b>	<b><u>0.59 cents</u></b>

Notes:

## 1. Basis of presentation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”). In this year, the accounting policies adopted by the Group are consistent with financial statements for the year ended 31 December 2007.

The financial statements have been prepared on the historical cost basis, except for financial instruments classified as available-for-sale and at fair value through profit or loss, which are stated at fair value.

All inter-company transactions and balances within the Group have been eliminated on consolidation.

## 2. Revenue and turnover

Revenue, which is also the Group’s turnover, represented total income from provision of services. Revenue recognised during the period is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2008	2007	2008	2007
	HK\$’000	HK\$’000	HK\$’000	HK\$’000
Enterprise software products	24,286	25,484	61,086	68,773
Systems integration	13,947	20,349	195,735	48,581
Professional services	5,119	6,030	16,895	19,036
ASP services	1,102	1,178	3,437	3,526
	<u>44,454</u>	<u>53,041</u>	<u>277,153</u>	<u>139,916</u>

## 3. Finance costs

	Three months ended		Nine months ended	
	30 September		30 September	
	2008	2007	2008	2007
	HK\$’000	HK\$’000	HK\$’000	HK\$’000
Interest charges on:				
Finance charges on finance leases	<u>11</u>	<u>–</u>	<u>37</u>	<u>–</u>

#### 4. Income tax expenses

No provision for Hong Kong Profits Tax has been made in the financial statements as the Group's entities either incurred tax losses for the respective periods or their estimated assessable profits for the respective periods are wholly absorbed by unrelieved tax losses brought forward from previous years.

Taxation on overseas profits has been calculated on the estimated assessable profits for the respective periods at the rates prevailing in the countries in which the Group operates.

	Three months ended		Nine months ended	
	30 September		30 September	
	2008	2007	2008	2007
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax				
– Hong Kong				
Tax for the period	–	–	–	–
– Overseas				
Tax for the period	<u>12</u>	<u>–</u>	<u>30</u>	<u>51</u>
Total income tax expenses	<u><u>12</u></u>	<u><u>–</u></u>	<u><u>30</u></u>	<u><u>51</u></u>

#### 5. Earnings per share

The calculation of the basic earnings per share for the nine months ended 30 September 2008 is based on the profit attributable to equity holders of the Company of HK\$204,000 (2007: profit of HK\$5,807,000) and the 985,050,000 (2007: 985,050,000) shares in issue during the period.

No diluted earnings per share have been presented because there were no dilutive potential ordinary shares in issue for the respective periods.

## RESERVES

Movements in reserves for the periods ended 30 September 2008 and 2007 were as follows:–

	Share premium <i>HK\$'000</i>	Investment revaluation reserve <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2007	<u>179,650</u>	<u>(910)</u>	<u>345</u>	<u>–</u>	<u>(191,450)</u>	<u>(12,365)</u>
Exchange difference on translation of financial statements of overseas subsidiaries	<u>–</u>	<u>–</u>	<u>838</u>	<u>–</u>	<u>–</u>	<u>838</u>
Net gain directly recognized in equity	<u>–</u>	<u>–</u>	<u>838</u>	<u>–</u>	<u>–</u>	<u>838</u>
Profit for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>5,807</u>	<u>5,807</u>
At 30 September 2007	<u><u>179,650</u></u>	<u><u>(910)</u></u>	<u><u>1,183</u></u>	<u><u>–</u></u>	<u><u>(185,643)</u></u>	<u><u>(5,720)</u></u>
At 1 January 2008	<u>179,650</u>	<u>(893)</u>	<u>3,202</u>	<u>–</u>	<u>(187,382)</u>	<u>(5,423)</u>
The difference of acquisition cost of subsidiaries over their share of net asset value	<u>–</u>	<u>–</u>	<u>–</u>	<u>(2,359)</u>	<u>–</u>	<u>(2,359)</u>
Exchange difference on translation of financial statements of overseas subsidiaries	<u>–</u>	<u>–</u>	<u>1,645</u>	<u>–</u>	<u>–</u>	<u>1,645</u>
Net loss directly recognized in equity	<u>–</u>	<u>–</u>	<u>1,645</u>	<u>(2,359)</u>	<u>–</u>	<u>(714)</u>
Profit for the period	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>204</u>	<u>204</u>
At 30 September 2008	<u><u>179,650</u></u>	<u><u>(893)</u></u>	<u><u>4,847</u></u>	<u><u>(2,359)</u></u>	<u><u>(187,178)</u></u>	<u><u>(5,933)</u></u>

## **INTERIM DIVIDEND**

The Directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2008 (2007: Nil).

## **BUSINESS REVIEW**

The Group's profit attributable to equity holders for the 9-month period ended 30 September 2008 was HK\$204,000, comparing with a profit of HK\$5,807,000 in the same period of 2007. The net profit of HK\$204,000 included a write-down of HK\$2,050,000 of mark-to-market losses of financial assets.

The Group recorded a turnover of HK\$277,153,000 for the 9-month period, a 98% increase over the turnover of HK\$139,916,000 in the same period of last year. The increase, as reported in our interim report, was largely due to the completion of certain systems integration contracts in China.

While business in Hong Kong and Southeast Asia remained stable in the period, the business in China was slightly impacted by the Olympic Games in Beijing which practically slowed down most commercial activities in China. Both contract negotiation with prospective customers and project implementation progress with existing customers had been delayed, which will likely affect our business results in the coming months.

## **FUTURE PROSPECTS**

As our customer base is mostly in the banking and finance sector, it is the hardest-hit industry in the current worldwide financial crisis. While most of our bank customers are relatively strong in their financial positions, they still started to scale back their IT investments. It is likely that our business, particularly in the area of software development outsourcing, will be seeing the impact in the coming months.

Our enterprise software business, which consists of quite a bit of recurring maintenance and customization work from existing customers, will have less immediate impact until at least end of this year. To counter the possible drop of business in 2009, more marketing efforts are being made to cover the local Chinese banks in China, which are comparatively less affected by the financial turmoil. Focus is specially put on the new regional banks in the developing provinces and rural commercial banks. To regain confidence of the banks' customers, we are working with some banks in the region to develop more conservative banking products and risk management systems.

While we believe the future potential is high, we will move forward with our China Support Hub project in a slower pace. It is important that we reserve our financial strength as much as we can, so that we can ride out any serious downturn of the economy in the coming period. The Management will closely monitor the conditions of each of our major business areas, and align the resources required to ensure the Company stay healthy in its financial positions.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

At 30 September 2008, the interests and short positions of the directors and the chief executives of the Company and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"), were as follows:

### Long positions

*Ordinary shares of HK\$0.10 each of the Company*

Name of director	Number of ordinary shares held			Total	Percentage of the issued share capital of the Company
	Beneficial owner	Held by family	Held by controlled corporation		
Zee Chan Mei Chu, Peggy	3,050,000	–	559,679,197 <i>(Note 1)</i>	562,729,197	57.12%
Fung Din Chung, Rickie	24,691,498	–	–	24,691,498	2.51%
Leung Lucy, Michele	24,559,498	–	–	24,559,498	2.49%
Ng Wai King, Steve	12,650,998	–	–	12,650,998	1.28%
Wong Mee Chun	40,000	382,000 <i>(Note 2)</i>	–	422,000	0.04%

*Notes:*

- (1) These shares were held by Passion Investment (BVI) Limited, a company incorporated in the British Virgin Islands which is wholly-owned by Zee Chan Mei Chu, Peggy.
- (2) These shares were held by the spouse of Wong Mee Chun.

Save as disclosed above, none of the directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 September 2008.

## SUBSTANTIAL SHAREHOLDERS

As at 30 September 2008, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

### Long positions in the ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Zee Chan Mei Chu, Peggy ( <i>Note 1</i> )	562,729,197	57.12%
Passion Investment (BVI) Limited ( <i>Note 1</i> )	559,679,197	56.82%
Cheung Kong (Holdings) Limited ( <i>Note 2</i> )	143,233,151	14.54%
Li Ka-Shing Unity Trustee Company Limited ( <i>Note 2</i> ) (as trustee of The Li Ka-Shing Unity Trust)	143,233,151	14.54%
Li Ka-Shing Unity Trustcorp Limited ( <i>Note 2</i> ) (as trustee of another discretionary trust)	143,233,151	14.54%
Li Ka-Shing Unity Trustee Corporation Limited ( <i>Note 2</i> ) (as trustee of The Li Ka-Shing Unity Discretionary Trust)	143,233,151	14.54%
Li Ka-shing ( <i>Note 2</i> )	143,233,151	14.54%
Alps Mountain Agent Limited ( <i>Note 2</i> )	71,969,151	7.31%
iBusiness Corporation Limited ( <i>Note 2</i> )	67,264,000	6.83%

#### Notes:

- (1) These shares have been disclosed as directors' interests held by controlled corporation in the paragraph headed "Directors' and chief executive's interests and short positions in securities".
- (2) Mr. Li Ka-shing is the settlor of each of The Li Ka-Shing Unity Discretionary Trust ("DT1") and another discretionary trust ("DT2"). Each of Li Ka-Shing Unity Trustee Corporation Limited ("TDT1", which is the trustee of DT1) and Li Ka-Shing Unity Trustcorp Limited ("TDT2", which is the trustee of DT2) holds units in The Li Ka-Shing Unity Trust ("UT1") but is not entitled to any interest or share in any particular property comprising the trust assets of the said unit trust. The discretionary beneficiaries of each of DT1 and DT2 are, inter alia, Mr. Li Tzar Kuoi, Victor, his wife and children and Mr. Li Tzar Kai, Richard. Li Ka-Shing Unity Trustee Company Limited ("TUT1") as trustee of UT1 together with certain companies which TUT1 as trustee of UT1 is entitled to exercise or control the exercise of one-third or more of the voting power at their general meetings hold more than one-third of the issued share capital of Cheung Kong (Holdings) Limited ("CKH"). CKH is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Alps Mountain Agent Limited ("Alps") and iBusiness Corporation Limited ("iBusiness").



The entire issued share capital of each of TUT1, TDT1 and TDT2 are owned by Li Ka-Shing Unity Holdings Limited (“Unity Holdco”). Each of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard is interested in one-third of the entire issued share capital of Unity Holdco. TUT1 is only interested in the shares of CKH by reason only of its obligation and power to hold interests in those shares in its ordinary course of business as trustee and, when performing its functions as trustee, exercises its power to hold interests in the shares of CKH independently without any reference to Unity Holdco or any of Mr. Li Ka-shing, Mr. Li Tzar Kuoi, Victor and Mr. Li Tzar Kai, Richard as a holder of the shares of Unity Holdco as aforesaid.

By virtue of the SFO, each of Mr. Li Ka-shing, being the settlor and may being regarded as a founder of each of DT1 and DT2 for the purpose of the SFO, TUT1, TDT1, TDT2 and CKH is deemed to be interested in the 143,233,151 shares of the Company of which 71,969,151 shares are held by Alps and 67,264,000 shares are held by iBusiness.

Save as disclosed above, the Company has not been notified of any other interests or short positions in the issued share capital of the Company at 30 September 2008.

## **AUDIT COMMITTEE**

The Company established an audit committee on 11 August 2000 with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The audit committee comprises three members – Mr. Cheong Ying Chew, Henry, Mr. Chang Ka Mun and Ms. Wong Mee Chun, all of whom are independent non-executive directors. Mr. Cheong Ying Chew, Henry is the chairman of the audit committee. Audit committee’s principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The unaudited consolidated results of the Group for the nine months ended 30 September 2008 have been reviewed by the audit committee, who is of the opinion that such statements comply with the applicable accounting standards and that adequate disclosures have been made.

## **COMPETING INTERESTS**

Ip Tak Chuen, Edmond, a non-executive director of the Company, is an executive director and the deputy managing director of Cheung Kong (Holdings) Limited (“CKH”). Mr. Ip is also an executive director and the deputy chairman of Cheung Kong Infrastructure Holdings Limited (“CKI”), and a non-executive director of TOM Group Limited (“TOM Group”). Cheong Ying Chew, Henry, an independent non-executive director of the Company, is also an independent non-executive director of CKH, CKI and TOM Group. Both CKH and CKI are engaged in information technology, e-commerce and new technology. TOM Group is engaged in providing Internet services.

Save as disclosed above, at 30 September 2008, none of the directors, the management shareholders or their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause significant competition with the business of the Group.

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

During the nine months period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board  
**Zee Chan Mei Chu, Peggy**  
*Chairman*

Hong Kong, 7 November 2008

*The Board comprises of:*

Zee Chan Mei Chu, Peggy (*Executive Director*)

Leung Lucy, Michele (*Executive Director*)

Fung Din Chung, Rickie (*Executive Director*)

Ng Wai King, Steve (*Executive Director*)

Ip Tak Chuen, Edmond (*Non-executive Director*)

Cheong Ying Chew, Henry (*Independent non-executive Director*)

Chang Ka Mun (*Independent non-executive Director*)

Wong Mee Chun (*Independent non-executive Director*)

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least seven days from the date of its posting and on the website of the Company at [www.excel.com.hk](http://www.excel.com.hk).*