



DATASYS TECHNOLOGY HOLDINGS LIMITED

迪斯數碼科技集團有限公司 *

(Incorporated in Cayman Islands with Limited Liability)

(Stock Code: 8057)

QUARTERLY RESULTS REPORT

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2004

* *For identification purpose only*

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 Datasys Technology Holdings Limited 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 for the purpose of giving information with regard to Datasys Technology 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.

HIGHLIGHTS

The Group achieved total revenue of approximately HK\$20,018,000 for the nine months ended 30 September representing decrease of approximately 16% over the corresponding period in 2003.

Loss attributable to shareholders decreased to approximately HK\$ 6.85 million as compared with loss of approximately HK\$12.4 million for the corresponding period in 2003, representing an decrease of approximately 44% over the corresponding period of 2003.

The directors of the Company do not recommend the payment of an interim dividend for the nine months ended 30 September 2004.

CONSOLIDATED RESULTS

The board of directors (the “Board”) of Datasys Technology Holdings Limited (the “Company”) announce the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the nine months and three months ended 30 September 2004 together with the unaudited comparative figures for the corresponding periods in 2003 as follows:

	Notes	Nine months ended 30 September		Three months ended 30 September	
		2004 (unaudited) HK\$'000	2003 (unaudited) HK\$'000	2004 (unaudited) HK\$'000	2003 (audited) HK\$'000
Turnover	2	20,018	23,817	0	2,616
Cost of Sales		(19,895)	(18,430)	0	(1,394)
Gross profit		123	5,387	0	1,222
Other revenue	2	425	2,019	2	11
Selling and distribution costs		(2,256)	(8,670)	(138)	(3,163)
Administrative expenses		(4,277)	(8,522)	(564)	(1,198)
Loss from operation		(5,985)	(9,786)	(700)	(3,128)
Finance costs		(864)	(3,541)	0	(1,648)
Loss before tax		(6,849)	(13,327)	(700)	(4,776)
Tax	3	0	0	0	0
Loss before minority interest		(6,849)	(13,327)	(700)	(4,776)
Minority interest		0	884	0	(325)
Loss attributable to shareholders		(6,849)	(12,443)	(700)	(5,101)
Dividend	4	0	0	0	0
Loss per shares basic (cents)	5	(0.86)	(1.55)	(0.09)	(0.63)

CONDENSED COMBINED STATEMENT OF CHANGES IN EQUITY

	Share capital HK\$'000	Share premium account HK\$'000	Retained profits / (losses) HK\$'000	Reserve funds HK\$'000	Capital reserve HK\$'000	Total HK\$'000
As at 1 January 2003	80,000	19,968	17,801	3,511	7,236	128,516
Loss for the nine months ended 30 September 2004	<u>0</u>	<u>0</u>	<u>(12,443)</u>	<u>0</u>	<u>0</u>	<u>(12,443)</u>
As at 30 September 2003	<u>80,000</u>	<u>19,968</u>	<u>5,358</u>	<u>3,511</u>	<u>7,236</u>	<u>116,073</u>
As at 1 January 2004	80,000	19,968	(126,954)	3,660	7,236	(16,090)
Loss for the nine months ended 30 September 2004	<u>0</u>	<u>0</u>	<u>(6,849)</u>	<u>0</u>	<u>0</u>	<u>(6,849)</u>
As at 30 September 2004	<u>80,000</u>	<u>19,968</u>	<u>(133,803)</u>	<u>3,660</u>	<u>7,236</u>	<u>(22,939)</u>

NOTES ON THE UNAUDITED INTERIM ANNOUNCEMENT:

1. Principal accounting policies and basis of presentation

The unaudited interim financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standard — Statement of Standard Accounting Practice No.25 “Interim Financial Reporting” issued by the Hong Kong Society of Accountants and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

The accounting policies and basis of preparation adopted for the preparation of the interim financial report are consistent with those adopted by the Group for the year ended 31 December 2003.

The condensed financial statements are unaudited but have been reviewed by the Auditing Committee.

2. Turnover and profit attributable to shareholders

a. Turnover and revenue

Turnover represents the net invoiced value of goods sold, after allowances for returns, trade discounts and services rendered, excluding value added tax and business tax. All significant intra-group transactions have been eliminated on combination. An analysis of the Group's turnover and revenue for the nine months ended 30 September 2004 with the comparative figures for the corresponding period in 2003 are as follows:

	Nine months ended 30 September		Three months ended 30 September	
	2004 (unaudited) HK\$'000	2003 (unaudited) HK\$'000	2004 (unaudited) HK\$'000	2003 (unaudited) HK\$'000
Turnover				
System development and integration	19,670	19,143	0	1,274
Professional IT contract service	348	4,674	0	1,342
	<hr/>	<hr/>	<hr/>	<hr/>
Total turnover	20,018	23,817	0	2,616
Other revenue	425	2,019	2	11
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	<u>20,443</u>	<u>25,836</u>	<u>2</u>	<u>2,627</u>

b. *Business segment*

An analysis of the Group's turnover and profit attributable to shareholders by business segment is as follows:

	Turnover		Loss attributable to shareholders	
	For the nine months ended 30 September, 2004		For the nine months ended 30 September, 2003	
	(unaudited) HK\$'000	(unaudited) HK\$'000	(unaudited) HK\$'000	(unaudited) HK\$'000
System development and integration	19,670	19,143	(1,096)	3,629
Professional IT contract service	348	4,674	(1,236)	1,758
Total revenue	<u>20,018</u>	<u>23,817</u>	(2,332)	5,387
Unallocated income and expenses			(4,517)	(17,830)
			<u>(6,849)</u>	<u>(12,443)</u>

During the period under review, the Group's turnover was principally generated in the PRC. Accordingly, an analysis of the Group's turnover by geographical segments is not prepared in this report.

3. **Tax**

The Group did not derive any assessable profits in Hong Kong and thus no provision for Hong Kong profits tax has been provided under review. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdiction in which the respective companies of the Group operate, based on existing legislation, interpretations and practices in respect thereof during the Relevant Periods.

Beijing DIS Electronic Datasystem Co., Ltd. ("Datsys DIS") was subject to corporate income tax at a rate of 15% pursuant to an approval granted by the local tax authority on 21st November 2000. In addition, Datsys DIS is fully exempted from local income tax.

DIS Aipu was subject to corporate income tax at a rate of 7.5% from 2001 to 2004 and 15% on its taxable income thereafter. In addition, DIS Aipu is fully exempted from local income tax.

There were no unprovided deferred tax in respect of the period under review (2003: Nil).

4. **Dividend**

The directors do not recommend the payment of an interim dividend for the nine months ended 30 September 2004 (2003: Nil).

5. **Loss per share**

The basic loss per share for the three months and nine months ended 30 September 2004 are calculated based on the unaudited combined losses attributable to shareholders of the Company for the three months and nine months ended 30 September 2004 of approximately HK\$700,000 and HK\$6,849,000, respectively (2003: approximately HK\$5,101,000 and HK\$12,443,000, respectively) and 800,000,000 shares.

No diluted earnings per share have been presented for the three months and nine months ended 30 September 2004 and 2003 as no diluting events existed during the period under review.

6. **Bank loans**

As at 30 September 2004, the Group has short term bank loans of approximately RMB30 million (equivalent to approximately HK\$28 million) in aggregate. Bank loans of approximately RMB20 million (equivalent to approximately HK\$18.69 million) and another one of approximately RMB10 million (equivalent to approximately HK\$9.3 million) is supported by corporate guarantees executed by two non-related companies.

7. **Commitments**

As at 30 September 2004, the Group had operating lease commitments of approximately HK\$1,000,000, which was payable within one year (as at 31 December 2003: approximately HK\$293,000). As at 30 September 2004, the Group did not have any capital commitments.

8. **Contingent liabilities**

(a) On 30 December 2003, Datasys DIS received a notice from the court in Mainland China as a defendant in a lawsuit brought by 南通江海電容器有限公司 (“Nan Tong Jiang Hai”), in independent third party, which claimed Datasys DIS for the repayment of an alleged loan amount of RMB12 million (equivalent to approximately HK\$11.2 million) plus interests of RMB716,000 and related legal costs for the lawsuit.

On 31 May 2004, a court ruling was issued by 江蘇省南通市中級人民法院. Pursuant to the court ruling, Datasys DIS was required to repay Nan Tong Jiang Hai the alleged loan amount plus interest, related legal costs and a penalty totalling approximately HK\$13.4 million (the “Claim”).

The directors, with the advice from the legal counsel, consider that Datasys DIS has a valid defence to the litigation and is in the process of filing an appeal against the court ruling. Accordingly, the Group has not made any provision for the Claims arising from this litigation.

- (b) In late July 2004, Datasys DIS received a notice from the court in Mainland China as a defendant in a lawsuit brought by Beijing City Commercial Bank BaiShiQiao Branch which claimed Datasys DIS for the repayment of short term bank borrowing plus interest and legal fee of RMB20.5 million which expired on 11 June 2004.

9. Subsequent events

No other material significant events took place subsequent to 30 September 2004.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During 2004, the Group has carried out a series of reforms, consolidation of the internal business and undertook effective measures to control operating costs. In this quarter the Group has acquired the 北京迪斯利華科技有限公司.

Financial Review

The turnover of the Group for the three months and nine months ended 30 September 2004 decreased by approximately 100% and 8.5% to approximately HK\$0 and HK\$2 million respectively as compared to the corresponding period in 2003. The Group turnover decreased drastically as the reformation of electric power station in PRC is deferred.

During the three months ended 30 September 2004, the Group focused on developing its business in the electric power station and expects to achieve an improvement in performance following the completion of reformation of electric power station in PRC and the high seasonal impact.

Prospects

The turnover of the Group for the nine months ended 30 September 2004 has dropped drastically compared with 2003. However the Group will speed up the development of new product from the solid foundation of strong distribution networks and research and development force.

GEARING RATIO

As at 30 September 2004, the Group has cash and bank balances and deposits of around HK\$287K in its current assets and have short term bank loans of approximately HK\$2.8 million. The gearing ratio (current liabilities over total assets) increased from approximately 115% as at 31st December 2003 to approximately 120% as at 30 September 2004.

FOREIGN EXCHANGE EXPOSURE

During the period under review, the Group earned revenue and incurred costs and expenses mainly in Hong Kong dollars and Renminbi. As the exchange rates of such currencies have been stable, no hedging or other alternatives have been implemented.

ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

The Company's shares were listed on GEM on 16 August 2002. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities since that date. The Group had not made any significant acquisitions, disposals and investments during the nine months ended 30 September 2004.

FUTURE PLANS FOR INVESTMENTS OR CAPITAL ASSETS AND SOURCES OF FUNDING

Except for those plans as set out in the Prospectus, there have been no plans for significant investment, capital assets and sources of funding.

CORPORATE GOVERNANCE

The Company has complied with the broad practices and procedures as set out in Rules 5.34 to 5.45 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") during the period commencing from its listing date to 30 September 2004.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2004, the interests and short positions of the directors, the chief executive of the Company and their respective associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the 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 they are taken or deemed to have under such provisions of the SFO) and required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules relating to securities transactions by the directors were as follows:

Name of Director	Personal interest	Capacity	Family interest	Corporate interest	Capacity	Other interest	Total Interest in shares	Approximate Percentage of the Company's Issued share Capital
Mr. Shang Gang	Nil	N/A	N/A	351,680,000	Interest in a (Note 1)	Nil controlled corporation	351,680,000	43.96%
Mr. Zhang Jian	Nil	N/A	N/A	175,840,000	Interest in a (Note 2)	Nil controlled corporation	175,840,000	21.98%

Note 1: These shares, representing 43.96% of the issued share capital of the Company, are held by Jade Key Company Inc., a company owned by Mr. Shang Gang of 1% interest.

Note 2: These shares, representing 21.98% of the issued share capital of the Company, are held by Shinning Path Limited., a company wholly-owned by Mr. Zhang Jian. On 14 December 2004, Mr. Zhang Jian has transferred his 100% interest in Shinning Path Limited. to Mr. George Liu, an independent non-related third party.

Save as disclosed above, as at 30 September 2004, none of the directors had any interests or short positions in any shares, underlying shares and 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 under 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 required, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

REQUIRED STANDARD OF SECURITIES DEALINGS BY DIRECTORS

During the nine months ended 30 September 2004, the Company had adopted a code of conduct for directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GRM Listing Rules.

Having made specific enquiry with all the Directors, the Directors of the Company confirmed that they had complied with the required standard of dealings and the code of conducts for directors' securities transactions during the nine months ended 30 September 2004.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2004, the following persons had an interest or short position in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/ or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of other members of the Group.

Name	Number of shares held	Percentage of holding
Jade Key Company Inc. (note i)	351,680,000	43.96%
Mr. Shang Gang (note i)	351,680,000	43.96%
Mr. Chen Yang (note i)	351,680,000	43.96%
Ms. Liu Xin (note i)	351,680,000	43.96%
Mr. Ding Wei Ming (note i)	351,680,000	43.96%
Shinning Path Limited (note ii)	175,840,000	21.98%
Mr. Zhang Jian (note ii)	175,840,000	21.98%
CLP IT Solutions Limited (note iii)	41,840,000	5.23%
CLP Enterprises Limited (note iii)	41,840,000	5.23%
CLP Holdings Limited (note iii)	41,840,000	5.23%

Notes:

- i. Jade Key Company Inc., is beneficially owned by Mr. Shang Gang, Mr. Chen Yang, Ms Liu Xin and Mr. Ding Wei Ming of 1%, 49%, 17.06% and 32.94% interest respectively.
- ii. Shinning Path Limited, is beneficially owned by Mr. Zhang Jian, an executive director of the Company. On 14 December 2004, Mr. Zhang Jian has transferred his 100% interest in Shinning Path Limited. to Mr. George Liu.

- iii. CLP IT Solutions Limited is a wholly-owned subsidiary of CLP Enterprises Limited and CLP Enterprises Limited is a wholly-owned subsidiary of CLP Holdings Limited, a company listed in the Main Board of the Stock Exchange. The interest in the shares of the Company held by CLP IT Solutions Limited are duplicated by the interests of the Company held by CLP Enterprises Limited, which are also duplicated by the interests of CLP Holdings Limited.

Save as disclosed above, as at 30 September 2004, no persons who had an interest or short position in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (“SFO”)) had notified the Company and the Stock Exchange pursuant to Division 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO and/ or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of other members of the Group.

SHARE OPTION SCHEMES

Pursuant to the share option scheme adopted by the Company on 29 July 2002, a share option scheme was approved and the Directors may, at their discretion, invite any employee, officer, agent, consultant or representative of the Group, including any executive or non-executive director of the Group to subscribe for shares of the Company at a price to be determined by the Board. The subscription price will be at least the highest of:

- (i) the closing price of the shares as stated in the Stock Exchange’s daily quotation sheet on the date of grant, which must be a trading day;
- (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the date of grant; and
- (iii) the nominal value of a share.

The maximum number of shares in respect of which options may be granted under the share option scheme of the Company must not in aggregate more than 10% of the shares in issue as at the date of the listing of the shares on the GEM.

As at date of this report, no options have been granted by the Company to any Directors/employees under the share option scheme.

COMPETITION AND CONFLICT OF INTERESTS

Each of the Directors and the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has confirmed that, none of them had any business or interest in companies that competes or may compete with the business of the Group or any other conflict of interests with the interests of the Group.

SPONSOR'S INTERESTS

As confirmed by the Company's sponsor, CSC Asia Ltd. (the "Sponsor"), as at 30 September, 2004, neither the Sponsor nor its directors, employees and associates (as referred in Note 3 to rule 6.35 of the GEM Listing Rules) have had any interest in the securities of the Company or any member of the Group or any right to subscribe for or to nominate persons to subscribe for the securities of the Company, or any members of the Group.

By a sponsorship agreement entered into between the Company and the Sponsor pursuant to which the Sponsor has been appointed as sponsor of the Company until 31 December 2004 and the Company shall pay an agreed fee to the Sponsor for its provision of services.

AUDIT COMMITTEE

The Company established an audit committee (the "Committee") on 12 July 2002 with written terms of references in compliance with rules 5.23 to 5.25 of the GEM Listing Rules and with reference to guidance published by the Hong Kong Society of Accountants.

The Committee consists of three Independent Non-executive Directors, namely, Mr. Wang Yu Wei, Mr. Li Wei and Mr. Qiu Ji Cheng. Mr. Wang Yu Wei is the Chairman of the Committee. The Audit Committee has reviewed the draft of this Report and has provided advice and comments thereon.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

The Company's shares were listed on GEM on 16 August 2002. Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities since that date.

As at the date of this announcement the executive directors of the Company comprise of Mr. Chen Jun and Mr. Zhang Jian and the independent non-executive directors of the Company comprise of Mr. Wang Yu Wei, Mr. Li Wei and Mr. Qiu Ji Cheng.

On behalf of the board
Datasys Technology Holdings Limited
Chen Jun
Chairman

Beijing, the PRC, 11 August 2005