



SYSCAN Technology Holdings Limited

矽感科技控股有限公司*

Stock code: 8083

First Quarterly Report 2009



* For identification purpose only

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

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investor should be aware of the potential risk 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.

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This report, for which the directors (the "Directors") of SYSCAN Technology Holdings Limited (the "Company") 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 the Company. The Directors, having made all reasonable enquires, 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.



SYSCAN Technology Holdings Limited

矽感科技控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8083)

HIGHLIGHTS

The Group recorded a turnover of approximately HK\$11,041,000 for the three-month period ended 31 March 2009, representing a decrease of approximately 31.2% over the same period last year. The gross profit margin for the first quarter of this year was about 1%, as compared to that of 13.4% for the same period last year.

Loss attributable to shareholders for the three-month period ended 31 March 2009 amounted to approximately HK\$11,008,000, which represents an increase of approximately 107% over the same period in 2008.

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FINANCIAL RESULTS

The board of directors (the "Board") of SYSCAN Technology Holdings Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 31 March 2009 together with the comparative unaudited figures for the corresponding periods in 2008 as follows:

		For the three months ended 31 March	
	<i>Note</i>	2009 (Unaudited) HK\$'000	2008 (Unaudited) HK\$'000
Turnover	2	11,041	16,044
Cost of sales		10,941	13,890
Gross profit		100	2,154
Other revenue	3	472	137
Selling and marketing expenses		(1,800)	(2,149)
General and administrative expenses		(6,176)	(3,585)
Research and development expenses		(3,029)	(1,248)
		(11,005)	(6,982)
Loss from operations		(10,433)	(4,691)
Finance costs		(101)	(623)
		(10,534)	(5,314)
Share of loss of an associate		(474)	–
Loss before taxation		(11,008)	(5,314)
Taxation	4	–	–
Loss after taxation		(11,008)	(5,314)
Minority interests		–	–
Loss attributable to shareholders		(11,008)	(5,314)
Loss per share – Basic	5	HK\$(0.54) cents	HK(0.38) cents
Dividends	6	–	–



Notes:

1. Basis of presentation

The accounting policies adopted in preparing the unaudited consolidated results are consistent with those followed in the annual financial statements for the year ended 31 December 2008. The unaudited consolidated results have been prepared under the historical cost convention and in accordance with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance and the GEM Listing Rules.

The Group's unaudited consolidated quarterly results has not been audited by the Company's auditors but has been reviewed by the Company's audit committee.

Significant transactions and balances among the companies comprising the Group have been eliminated on consolidation.

2. Turnover comprises the net invoiced value of merchandise sold after allowances for returns and discounts and exclusion of value-added tax.
3. Other revenue for the three-month period ended 31 March 2009 consisted of a sundry income of approximately HK\$146,000 (2008: HK\$137,000).

4. Taxation

No provision for Hong Kong profits tax was made as the Group had no assessable profit in Hong Kong during the three-month period ended 31 March 2009 (2008: nil).

No provision for Mainland China enterprise income tax was made as no assessable profit during the three-month period ended 31 March 2009 (2008: nil).

There was no significant unprovided deferred taxation for the three-month period ended 31 March 2009 (2008: nil).

5. Loss per share

The calculation of the basic loss per share for the three-month period ended 31 March 2009 was based on the unaudited loss attributable to shareholders of approximately HK\$11,008,000 (2008: HK\$5,314,000) and on the weighted average number of ordinary shares of approximately 2,047,286,540 shares (2008: 2,047,286,540 shares) in issue during the three-month period ended 31 March 2009.

No diluted loss per share is presented as the outstanding employee share options are antidilutive.



6. Interim dividend

The Board does not recommend the payment of an interim dividend for the three-month period ended 31 March 2009 (2008: nil).

7. Share Capital

On 17 March 2008, 1,637,829,232 rights shares of HK\$0.01 each were issued at an issue price of HK\$0.01 each on the basis of four rights shares for every existing shares held. No share premium had been credited to share premium account. There was no movements in Share Capital during the first quarter ended 31 March 2009.

Reserves Movement

At the beginning of 2009, the Group had consolidated reserves, excluding accumulated deficit, of approximately HK\$199,364,000 (2008: HK\$198,852,000). For the three-month period ended 31 March 2009, the Group's reserves increased by approximately HK\$657,000 (2008: HK\$960,000), representing the increase in cumulative translation adjustment of HK\$657,000 (2008: HK\$960,000) for the period and the increase in capital reserve of HK\$nil (2008: HK\$0). As a result, the consolidated reserves of the Group as at 31 March 2009 were approximately HK\$200,021,000 (2008: HK\$198,812,000).

At the beginning of 2009, the Group had accumulated deficit of approximately HK\$86,597,000 (2008: HK\$108,936,000). For the three-month period ended 31 March 2009, the Group's accumulated deficit increased by approximately HK\$11,008,000 (2008: HK\$5,314,000), representing the loss attributable to shareholders for the period. As a result, the accumulated deficit of the Group as at 31 March 2009 was approximately HK\$97,605,000 (2008: HK\$114,250,000).



MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The Group recorded a turnover of approximately HK\$11,041,000 for the three-month period ended 31 March 2009, representing a decrease of approximately 31.2% over the same period last year. The gross profit margin for the first quarter of this year was about 1%, as compared to that of 13.4% for the same period last year.

Loss attributable to shareholders for the three-month period ended 31 March 2009 amounted to approximately HK\$11,008,000, which represents an increase of approximately 107% over the same period in 2008.

Research and Development

During the three month ended 31 March 2009, the Group has put much effort in research and development of new products. More technology personnels were recruited to strengthen the research and development team and more money was spent on development and testing of new products. As a result, the total research and development expenses spent during the period increased to approximately HK\$3,029,000 in 2009 as compared to approximately HK\$1,248,000 for the same period in the 2008.

The Group continues to explore different application opportunities for its own proprietary CM and GM encoding and decoding technology as certified by PRC authorities.

Production

The directors believe that the current production capacity in Shenzhen can fulfill the production needs in the coming year.

Sales and Marketing

For the three-month period ended 31 March 2009, the Group continued to put ads in various magazines for its own scanners and 2D bar code products. There has been a 16% decrease in sales and marketing expenses over the same period last year. The Group expects these will bring in more new customers to the Group.

Acquisition and Investment

During the first quarter of 2009, the Group did not make any new investment. However, the Group will evaluate new investment and acquisition opportunities in order to bring in revenue to the Group.



Future Prospects

Facing the tough and competitive IT industry, the Group will actively cut down its general overheads and production cost, actively develop different products and actively seek for strategic partners in order to bring in more revenue to the Group.

DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS

As at 31 March 2009, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules") were as follows:

Long positions in shares of the Company

Name	Number of ordinary shares held				Total	Percentage of issued share capital
	Personal interests	Family interests	Corporate interests	Other interests		
Mr Cheung Wai	843,112,045	-	-	-	843,112,045	41.18%

Long positions in underlying shares of the Company

On 2 March 2000, the Company adopted Share Option Scheme A and Scheme B under which share options to subscribe for shares of the Company may be granted under the terms and conditions stipulated in Scheme A and Scheme B.

Share Option Scheme A ceased to be effective (save for the options granted) upon the listing of the Company on 14 April 2000. At the annual general meeting of the Company held on 26 April 2002, shareholders of the Company approved the adoption of a new Share Option Scheme C and the termination of Share Option Scheme B.

Since its adoption and up to 31 March 2009, no options have been granted to the Directors of the Company under Share Option Scheme A.



Details of the options granted to the Directors of the Company under Share Option Scheme B and Scheme C since their adoption and up to 31 March 2009 were as follows:

Scheme B

Name	Date of grant (dd/mm/yy)	Exercise period (dd/mm/yy)	Subscription price per share	No. of Underlying shares comprising the options granted	No. of underlying shares comprising the options exercised	No. of underlying shares comprising the options lapsed	No. of underlying shares comprising the options outstanding
Mr Cheung Wai	19/6/2000	19/6/2001 to 18/6/2010	HK\$0.44	3,750,000	-	-	3,750,000
				3,750,000	-	-	3,750,000

Details of the options granted to the Directors of the Company under Share Option Scheme C since its adoption and up to 31 March 2009 are as follows:

Scheme C

Name	Date of grant (dd/mm/yy)	Exercise period (dd/mm/yy)	Subscription price per share	No. of Underlying shares comprising the options granted	No. of underlying shares comprising the options exercised	No. of underlying shares comprising the options lapsed	No. of underlying shares comprising the options outstanding
Mr Cheung Wai	13/8/2008	13/8/2009 to 12/8/2019	HK\$0.06	20,000,000	-	-	20,000,000
Mr Zhang Ming	13/8/2008	13/8/2009 to 12/8/2019	HK\$0.06	20,000,000	-	-	20,000,000
				40,000,000	-	-	40,000,000



Save as disclosed above, as at 31 March 2009, none of the directors had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 31 March 2009, there was no other person (other than a director or chief executive of the Company) who had any interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Long positions in shares of the Company

Name	Capacity	Nature of interest	Number of shares	Percentage of issued share capital
Mr Cheung Wai (Note 1)	Beneficial owner	Personal & Corporate	843,112,045	41.18%

Note:

1. Details of the interests of Mr Cheung Wai is duplicated in the section "DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS" disclosed above.



COMPETING INTERESTS

The Directors are not aware of, as at 31 March 2009, any business or interest of each Director, management shareholder and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

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

During the three-month period ended 31 March 2009, there were no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities.

AUDIT COMMITTEE

The Company established an audit committee (the "Committee") on 2 May 2000 with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors who possess the appropriate business and financial experience and skills to understand financial statements. The Committee is chaired by Mr Fong Chi Wah, and the other Audit Committee members are Mr Jin Qingjun and Mr Wang Ruiping.

The Committee (who were of the opinion that the preparation of the unaudited results for the three-month period ended 31 March 2009 complied with applicable accounting standards, the Stock Exchange and legal requirements and that adequate disclosures had been made) has reviewed the unaudited results of the Group for the three-month period ended 31 March 2009 and the draft of this report, and has provided advice and comments thereon.

By Order of the Board
SYSCAN Technology Holdings Limited
Cheung Wai
Chairman

Hong Kong, 12 May 2009



As at the date of this report, the Board comprises the following members:

Executive Directors

Cheung Wai, Chairman
Zhang Ming

Independent Non-executive Directors

Fong Chi Wah
Jin Qingjun
Wang Ruiping