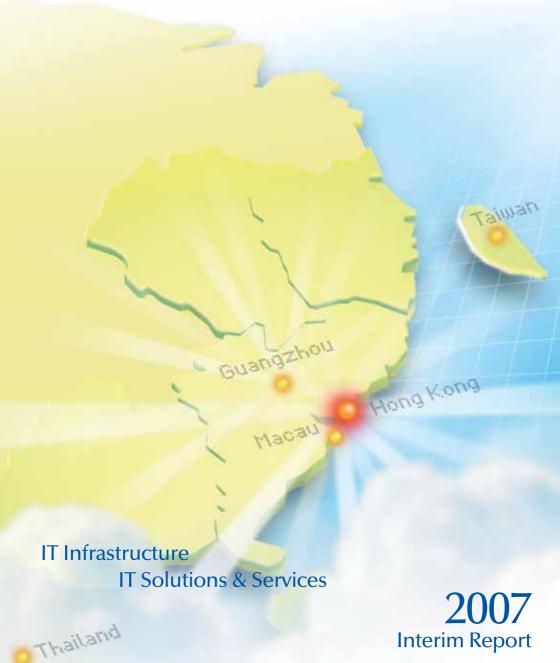


# Automated Systems Holdings Limited (Incorporated in Bermuda with Limited Liability)

Stock Code: 771



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# TO THE BOARD OF DIRECTORS OF AUTOMATED SYSTEMS HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

#### Introduction

We have been instructed by the Company to review the interim financial report set out on pages 3 to 13.

#### **Directors' responsibilities**

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and the relevant provisions thereof. The interim financial report is the responsibility of, and has been approved by, the directors.

It is our responsibility to form an independent conclusion, based on our review, on the interim financial report, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## Review work performed

We conducted our review in accordance with Statement of Auditing Standards 700 (SAS 700) "Engagements to Review Interim Financial Reports" issued by the Hong Kong Institute of Certified Public Accountants. A review consists principally of making enquiries of group management and applying analytical procedures to the interim financial report and, based thereon, assessing whether the accounting policies and presentation have been consistently applied unless otherwise disclosed. A review excludes audit procedures such as tests of controls and verification of assets, liabilities and transactions. It is substantially less in scope than an audit and therefore provides a lower level of assurance than an audit. Accordingly we do not express an audit opinion on the interim financial report.

#### **Review conclusion**

On the basis of our review which does not constitute an audit, we are not aware of any material modifications that should be made to the interim financial report for the six months ended 30th September, 2006.

Without modifying our review conclusion, we draw to your attention that the comparative condensed consolidated income statement for the six months ended 30th September, 2005 and the comparative condensed consolidated cash flow statement and condensed consolidated statement of changes in equity for the six months ended 30th September, 2005 disclosed in the interim financial report have not been reviewed in accordance with SAS 700.

#### **Deloitte Touche Tohmatsu**

Certified Public Accountants Hong Kong

24th November, 2006

### CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30th September, 2006

		Unaud Six montl 30th Sep	ns ended
		2006	2005
	Notes	HK\$'000	HK\$'000
			(Restated)
TURNOVER	(3)	560,104	498,591
Cost of goods sold	• •	(330,353)	(296,498)
Cost of services rendered		(174,559)	(153,870)
Selling expenses		(24,542)	(23,033)
Administrative expenses		(17,162)	(16,825)
Other income	(4)	8,666	5,109
Finance costs	(5)	(3)	(201)
Share of results of associates	ν-,	104	44
PROFIT BEFORE TAXATION	(6)	22,255	13,317
Taxation	(7)	(3,956)	(1,710)
Profit for the period attributable to			
equity holders of the Company		18,299	11,607
Interim dividend	(8)	8,825	5,876
EARNINGS PER SHARE	(9)		
Basic	. ,	6.22 cents	3.97 cents
Diluted		6.19 cents	3.95 cents

Note: Increase in fair value of available-for-sale investment of HK\$2,004,000 has been transferred from profit & loss of the year FY06 to Investment revaluation reserve resulting from early adoption of HKAS 39 (Amendment) The Fair Value Option.

# **CONDENSED CONSOLIDATED BALANCE SHEET**

At 30th September, 2006

	Notes	301	Unaudited th September, 2006 HK\$'000	Audited 31st March, 2006 HK\$'000
NON CURRENT ASSETS				
NON-CURRENT ASSETS Property, plant and equipment	(10)		172 010	152,031
Intangible assets	(10)		172,910 11,489	11,937
Interests in associates			183	79
			184,582	164,047
CURRENT ASSETS				
Inventories			101,694	77,911
Trade receivables	(11)		158,925	103,946
Other receivables, deposits and prepayments	(15)		53,861	50,031
Available-for-sale investments	(12)		25,816	22,094
Short term bank deposits	(13)		235,814	322,374
Bank balances and cash			48,051	45,946
			624,161	622,302
CURRENT LIABILITIES	(1.4)		455.000	107 510
Trade and bills payables	(14)		175,386	127,513
Other payables and accruals Receipts in advance	(15)		52,695 86,564	59,523 98,340
Taxation			4,055	3,167
Tuxuton				
			318,700	288,543
NET CURRENT ASSETS			305,461	333,759
TOTAL ASSETS LESS CURRENT LIABILITIES			490,043	497,806
			,	,
NON-CURRENT LIABILITY				
Deferred taxation			12,927	10,992
			477,116	486,814
CAPITAL AND RESERVES				
Share capital	(16)		29,416	29,379
Reserves			447,700	457,435
Equity attributable to equity holders of the Comp	nany		477,116	486,814
Equity attributable to equity holders of the Comp	July		4//,110	

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th September, 2006

					Unaudited				
	Share capital HK\$'000	Share premium HK\$'000	Special reserve HK\$'000	Investment revaluation reserve HK\$'000	Property revaluation reserve HK\$'000	Translation reserve HK\$'000	Share options reserve HK\$'000	Accumulated profits HK\$'000	Total HK\$'000
At 1st April, 2005	29,173	71,564	34,350	576	-	31	2,165	329,586	467,445
Exchange difference on translation of overseas operations Increase in fair value of available-for-sale investments	-	-	-	2,004	-	(1,295)	-	-	(1,295)
Net expenses recognized directly in equity Profit for the period	- - -	- - -	- - -	2,004	- - -	(1,295)	- - -	11,607	(709)
Total recognized income (expense) for the period	_	-	-	2,004	-	(1,295)	-	11,607	12,316
Exercise of share options Recognition of equity settled share-based payment Final dividend for 2005 paid	137	1,612	-	-	-	-	989	- (29,266)	1,749 989 (29,266)
At 30th September, 2005	29,310	73,176	34,350	2,580		(1,264)	3,154	311,927	453,233
Exchange difference on translation of	25/010	70,170	3.,550	2,500		.,	3,131	511,5 <b>2</b> 7	
overseas operations Revaluation increase of leasehold land and buildings	-	_	-	-	4,463	1,177	-	-	1,177 4,463
Deferred taxation arising on revaluation of leasehold land and buildings	-	-	-	-	(781)	-	-	-	(781)
Increase in fair value of available-for-sale investments	-	-	-	957	-	-	-	-	957
Net income recognized directly in equity Profit for the period	-	-	-	957 -	3,682	1,177	-	32,872	5,816 32,872
Total recognized income (expense) for the period	-	_	-	957	3,682	1,177	-	32,872	38,688
Exercise of share options Recognition of equity settled share-based	69	832	-	-	-	-	-	-	901
payment Interim dividend for 2006 paid	-	-	-	-	-	-	(132)	(5,876)	(132) (5,876)
At 31st March, 2006	29,379	74,008	34,350	3,537	3,682	(87)	3,022	338,923	486,814
Exchange difference on translation of overseas operations	-	-	-	-	-	386	-	-	386
Increase in fair value of available-for-sale investments	-	-	-	2,726	-	-	-	-	2,726
Net income recognized directly in equity Profit for the period		-	-	2,726		386 -	-	- 18,299	3,112 18,299
Total recognized income (expense) for the period	-	_	-	2,726	-	386	-	18,299	21,411
Exercise of share options Recognition of equity settled share-	37	449	-	-	-	-	-	-	486
based payment Final dividend for 2006 paid	-	-	-	-	-	-	750 -	(32,345)	750 (32,345)
At 30th September, 2006	29,416	74,457	34,350	6,263	3,682	299	3,772	324,877	477,116

The special reserve of the Group represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganization prior to the listing of the Company's shares in 1997.

# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30th September, 2006

	Unaudited Six months ended 30th September,	
	2006 HK\$'000	2005 HK\$'000
NET CASH USED IN OPERATING ACTIVITIES	(19,769)	(13,635)
NET CASH FROM (USED IN) INVESTING ACTIVITIES  Decrease (increase) in short term bank deposits  Additions to property, plant and equipment	86,560 (39,048)	(5,791) (9,980)
Other investing cash flows	53,403	(1,532)
NET CASH USED IN FINANCING ACTIVITIES Dividends paid Other financing activities	(32,345)	(29,266) 746
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(31,862)	(59,458)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	45,946	104,190
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	333	(1,066)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, represented by bank balances and cash	48,051	43,666

#### NOTES TO THE CONDENSED FINANCIAL STATEMENTS

#### 1. **Basis of Preparation**

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

#### 2. **Principal Accounting Policies**

The condensed consolidated financial statements have been prepared under the historical cost basis except for properties and certain financial instruments, which are measured at revalued amounts or fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the annual consolidated financial statements for the year ended 31st March, 2006.

In the current interim period, the Group has applied, for the first time, a number of new standard, amendments and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the accounting periods beginning either on or after 1st December, 2005, 1st January, 2006 or 1st March, 2006. The application of these new HKFRSs has had no material effect on how the results for the current and prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new standard, amendment or interpretations that have been issued but are not yet effective. The Directors of the Company anticipate that the application of these new standard, amendment and interpretations will have no material impact on the results and the financial position of the Group.

HKAS 1 (Amendment) Capital Disclosures1

HKERS 7 Financial Instruments: Disclosures1

HK(IFRIC)-Int 8 Scope of HKFRS 22

HK(IFRIC)-Int 9 Reassessment of Embedded Derivatives3 HK(IFRIC)-Int 10 Interim Financial Reporting and Impairment<sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1st January, 2007.
- <sup>2</sup> Effective for annual periods beginning on or after 1st May, 2006.
- <sup>3</sup> Effective for annual periods beginning on or after 1st June, 2006.
- <sup>4</sup> Effective for annual periods beginning on or after 1st November, 2006.

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS (Cont'd)

#### 3. **Turnover and Segmental Information**

Turnover represents the net amount received and receivable for goods sold by the Group to outside customers, less returns and allowances and revenue from service contracts, and is analysed as follows:

	Unaudi	ited	
	Six months	s ended	
	30th September,		
	2006	2005	
	HK\$'000	HK\$'000	
Sales of goods	366,321	324,144	
Revenue from service contracts	193,783	174,447	
	560,104	498,591	

Over 90% of the Group's revenue is derived from the Hong Kong market. Although the Group sells computer products and provides a wide range of services, in the opinion of the Directors, all the sales of goods and provision of services are information technology ("IT") related and, in most of the time, are negotiated under a single contract with a single customer. Accordingly, the Directors consider that the Group is engaged in one single business segment, namely IT services.

Daniel de la colonia

#### 4. Other Income

	Unau	dited
	Six months ended	
	30th Sep	tember,
	2006	2005
	HK\$'000	HK\$'000
		(Restated)
Interest on bank deposits	5,701	3,237
Dividend income from available-for-sale investments	2,683	1,655
Miscellaneous	282	217
	8,666	5,109

Note: Share-based payment expense in FY06 has been reclassified under Administrative expenses.

#### 5. **Finance Costs**

The amount represents interest on bank borrowings wholly repaid during the period.

#### 6. Profit before Taxation

	Unaudited Six months ended 30th September,	
	2006 HK\$'000	2005 HK\$'000
Profit before taxation has been arrived at after charging: Depreciation and amortization:		
Intangible assets (included in cost of services rendered)	1,970	663
Property, plant and equipment	18,070	18,641
Loss on disposal of property, plant and equipment	82	11
Share-based payment expense	750	989

#### 7. Taxation

	Unaudited Six months ended 30th September,	
	2006 HK\$'000	2005 HK\$'000
The charge comprises:		
Current tax: Hong Kong Profits Tax	1,317	1,370
Overseas taxation	779	340
Overprovision in prior year	(75)	_
Deferred taxation	1,935	
Taxation attributable to the Company and its subsidiaries	3,956	1,710

Hong Kong Profits Tax is calculated at 17.5% (six months ended 30th September, 2005: 17.5%) of the estimated assessable profits derived from Hong Kong for the period.

Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS (Cont'd)

#### 8. Interim Dividend

The Directors have determined that an interim dividend of 3.0 HK cents (six months ended 30th September, 2005: 2.0 HK cents) per share for the six months ended 30th September, 2006 should be paid to the shareholders of the Company whose names appear in the register of members on 22nd December, 2006.

During the period, the final dividend of 5.0 HK cents (six months ended 30th September, 2005: 4.0 HK cents) and special dividend of 6.0 HK cents (six months ended 30th September, 2005: 6.0 HK cents) per share in respect of the year end 31st March, 2006 was paid to shareholders in respect of the financial year.

#### 9. **Earnings Per Share**

The calculation of the basic and diluted earnings per share attributable to equity holders of the Company is based on the following data:

Unaudited

	Onaud	itea
	Six month	s ended
	30th Sept	ember,
	2006	2006
	HK\$'000	HK\$'000
		(Restated)
Earnings for the purpose of basic earnings		
per share and diluted earnings per share	18,299	11,607
	Number o	f shares
	′000	′000
Weighted average number of ordinary shares		
for the purpose of basic earnings per share	293,969	292,339
Effect of dilutive potential ordinary shares – share options	1,751	1,848
Weighted average number of ordinary shares		
for the purpose of diluted earnings per share	295,720	294,187

#### 10. Property, Plant and Equipment

During the period, the Group spent approximately HK\$39,048,000 (31st March, 2006: HK\$30,707,000) on equipment.

At 30th September, 2006, the Directors of the Company considered the carrying amounts of the Group's leasehold land and buildings carried at revalued amounts and estimated that the carrying amounts do not differ significantly from that which would be determined using fair values at the balance sheet date.

#### 11. Trade Receivables

The Group has granted credit to substantially all of its customers for 30 days and has credit control procedures to minimize credit risk. Overdue balances are reviewed regularly by senior management.

An aged analysis of the trade receivables at the balance sheet date, based on payment due date and net of allowance, is as follows:

	301	Unaudited th September, 2006 HK\$'000	Audited 31st March, 2006 HK\$'000
Current 0 – 1 month 1 – 2 months 2 – 3 months Over 3 months		83,376 33,870 13,222 7,811 20,646	56,734 22,010 9,992 4,093 11,117
		158,925	103,946

#### 12. Available-for-sale Investments

30	Unaudited oth September, 2006 HK\$'000	Audited 31st March, 2006 HK\$'000
Overseas listed shares, at market value	25,816	22,094

#### 13. Pledge of Assets

The Group's bank deposits of approximately HK\$100,000 (31st March, 2006: HK\$100,000) have been pledged to secure the banking facilities of the Group.

# NOTES TO THE CONDENSED FINANCIAL STATEMENTS (Cont'd)

#### 14. Trade and Bills Payables

An aged analysis of the trade and bills payables at the balance sheet date, based on payment due date, is as follows:

	Unaudited 30th September, 2006 HK\$'000	Audited 31st March, 2006 HK\$'000
Current 0 – 1 month 1 – 2 months	72,768 48,369 10,504	93,739 14,156 5,009
2 – 3 months Over 3 months	23,964 19,781 ————————————————————————————————————	2,878 11,731 127,513

# 15. Other Receivables, Deposits and Prepayments/Other Payables and Accruals

36	Unaudited Oth September, 2006 HK\$'000	Audited 31st March, 2006 HK\$'000
Included in other receivables, deposits and prepayments are:		
Amounts due from fellow subsidiaries Amounts due from an associate	5,091 2,083	9,709 1,770
Included in other payables and accruals are:		
Amounts due to fellow subsidiaries Amounts due to ultimate holding company Amounts due to immediate holding company	11,674 5,098	15,572 4,453 3,485

# 16. Share Capital

	Number of	
	Shares	Amount
	′000	HK\$'000
Ordinary shares of HK\$0.1 each		
Authorized:		
At 30th September, 2006 and 31st March, 2006	600,000	600,000
Issued and fully paid:		
At 1st April, 2005	291,738	29,173
Exercise of share options	2,054	206
At 31st March, 2006	293,792	29,379
Exercise of share options	370	37
At 30th September, 2006	294,162	29,416

# 17. Related Party Transactions

During the period, the Group had the following transactions with fellow subsidiaries and ultimate holding company:

Nature of transaction	Six mon	Unaudited Six months ended 30th September,			
	2006 HK\$'000	2005 HK\$'000			
Fellow subsidiaries:					
Sales by the Group	459	406			
Purchases by the Group	_	374			
Rentals received by the Group	_	100			
Staff costs reimbursed to the Group	1,244	1,400			
Rentals and administrative expenses reimbursed					
by the Group	5,819	10,661			
Ultimate holding company:					
Sub-contracting costs charged by the Group	98	116			
Rentals and other expenses charged to the Group	1,663	1,484			

#### MANAGEMENT DISCUSSION AND ANALYSIS

### **Financial Results**

Turnover for the first six months of FY07 was HK\$560.1 million, a 12.3% increase on the corresponding period for FY06. Turnover for the second guarter was HK\$313.3 million. representing an increase of 17.1% as compared to the previous year.

Product sales and service revenue for the first six months contributed 65.4% and 34.6% of the total turnover respectively, equivalent to an increase of 13.0% and 11.1% respectively against the same period last year.

Commercial and public sector sales contributed 58.6% and 41.4% of turnover respectively, as compared to 50.3% and 49.7% in the corresponding 6-month period in the previous year. Profit before taxation for the half year was HK\$22.3 million; higher than the corresponding period in FY06 by HK\$9.0 million, representing an increase of 67.1%. Profit before taxation in the second quarter was HK\$13.2 million, increased by 55.2% or HK\$4.7 million from the same period in FY06. The improvement in profits, though partially offset by higher operating costs, was a result of sustained revenue from the managed service business and increased infrastructure system sales resulting from new customer wins for multi-million dollar projects on infrastructure system upgrades and enhancements. Increased interest income was also one of the contributors.

The order book as at 30th September, 2006 was HK\$495.0 million, representing an increase of HK\$29.0 million as compared to HK\$466.0 million as at 30th June, 2006.

We are pleased to report that we ended the period with a healthy balance sheet with no debt, a net cash of approximately HK\$283.9 million and a working capital ratio of 1.96:1.

#### **Business Review**

During the first half of FY07, there was a satisfactory growth of system infrastructure sales in both private and public sectors. The stable and healthy development of local economy has prompted many customers to improve efficiency and productivity by way of IT spending. During the period under review, we received several multi-million dollar orders from the public sector to purchase various computing systems and storage hardware, software and related services. Of note was an order to provide 38 high performance servers to enhance E-government Infrastructure Services, a shared platform utilized by many government bureaus and departments. In the private sector, the Group obtained sizeable new orders from globally-recognized banking and financial institutes to provide high performance servers and storage infrastructure. We also provided cryptographic security products and 7x24 onsite support services for the Asia Pacific operations of a leading international bank.

Application solution and service business is also improving after our focused efforts to promote tailor-made solutions to maximize customers' value. During the period, the Group has secured a further order from a legal institution to provide document management solutions. Since the implementation of our pilot project for another legal institution in 2004, we have repeated our success in winning similar projects from government departments and legal institutions. In September 2006, the Group was awarded a 5-year contract and a 6-year contract from two government departments to provide tailor-made application solutions and related services to improve public service quality. One of these contracts was to design a system which is capable of incorporating automatic appointment and scheduling functions through different access channels such as hotline service centre, telephone bookings and e-appointment services.

The Group also secured a contract from Leisure and Cultural Services Department to provide maintenance services for computer hardware, software and accessories for the Leisure Link System in about 150 offices throughout Hong Kong from August 2006 to July 2008.

Outside Hong Kong, the Group has benefited from the buoyant gaming industry in Macau, obtaining significant orders from major gaming industry players to provide computing facilities and Human Resources Management solutions. We have also been awarded a contract to provide maintenance and operation support services for the Library Automation System of a public institute in Taiwan.

# **Outlook and Prospects**

The Group is pleased to report of continued progress in its stated objective of moving up the value chain, and seizing business opportunities in overseas market, especially the Greater China. In September, as part of our ongoing commitment to quality improvement, we commenced to adopt the world-recognized Six Sigma methodology to improve our internal processes, which in turn strengthens our capability to improve client processes through Six Sigma methodology and adoption of IT technology. In order to achieve this, we signed a Memorandum of Understanding with Six Sigma Institute to jointly promote Six Sigma, and started the training course. Along side with the Six Sigma training, we are also implementing SAP as our new enterprise resources planning system which is set to enhance our capability in improving efficiency and quality of our services. The Group expects to see gradual saving through process improvements as early as the next fiscal year, with continuing and larger benefits beyond as we initiate larger-scale improvement projects.

As regards our overseas market, we are right on track to establish greater presence in mainland China and Taiwan. With the opening of our service WFOE (Wholly Foreign Owned Enterprise) in Guangzhou, the Group has expanded into the South China region with our comprehensive portfolio of business IT solutions that have already been developed for existing customers. Across the straits, we are in the process of upgrading our Taiwan service branch into a full-function sales and service entity, which will become the platform for us to provide a more comprehensive set of sales and IT resources to our Taiwan customers

## MANAGEMENT DISCUSSION AND ANALYSIS (Cont'd)

With the above initiatives forming a clear blueprint for future development, the outlook for the Group remains positive.

## **Financial Resources and Liquidity**

As at 30th September, 2006, the Group's total assets of HK\$808.7 million were financed by current liabilities of HK\$318.7 million, deferred tax of HK\$12.9 million and shareholders' equity of HK\$477.1 million. The Group had a working capital ratio of approximately 1.96:1.

As at 30th September, 2006, the Group had an aggregate composite banking facilities from banks of approximately HK\$202.1 million of which HK\$16.9 million was utilized (31st March, 2006: HK\$16.6 million). The Group's gearing ratio was zero (31st March, 2006: zero) as at 30th September, 2006.

## **Treasury Policies**

The Group generally financed its operations with internally generated resources and credit facilities provided by banks. Bank facilities available for the Group include trust receipt loans, overdrafts and term loans. The interest rates of most of these will be fixed by reference to the respective countries' Interbank Offer Rate. The bank deposits will be mainly in Hong Kong dollars and United States dollars ("US dollars").

# Foreign Exchange Exposure

The Group mainly earns revenue and incurs costs in US dollars and Hong Kong dollars. Foreign exchange exposure of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to link the Hong Kong dollars to the US dollars remains in effect. There was no material exposure to fluctuations in exchange rates, and therefore no related hedging financial instrument was applied during the six-month period ended 30th September, 2006.

# **Contingent Liabilities**

The amount utilized against banking facilities and goods supplied as at 30th September, 2006 which was secured by the corporate guarantee amounted to approximately HK\$51.8 million. The performance bond issued by the Group to customers as security of contract was approximately HK\$16.9 million as at 30th September, 2006.

# **Employee and Remuneration Policies**

As at 30th September, 2006, the Group, excluding its associates, employed 1,138 permanent and contract staff in Hong Kong, Macau, Taiwan and Thailand. The Group remunerates its employees based on their performance, working experience and the prevailing market conditions. Bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance, medical coverage and share options scheme.

#### ADDITIONAL INFORMATION

# Directors' Interests in Shares and Underlying Shares

As at 30th September, 2006, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Shares

Name of Company	Director	Personal interests	Family interests	Corporate interests	Other	Total	Approximate % of shareholding
Automated Systems Holdings Limited	Lai Yam Ting	4,141,621	-	-	-	4,141,621	1.41%
	Kuo Chi Yung, Peter	9,271,241	-	-	-	9,271,241	3.15%
Automated Systems (H.K.) Limited	Lai Yam Ting	1,070,000 1	-	-	-	1,070,000	N/A <sup>2</sup>
	Kuo Chi Yung, Peter	2,140,0001	-	-	-	2,140,000	N/A <sup>2</sup>
Computer Systems Advisers (M) Berhad	Tan Suan Kheng, Esther	36,000 <sup>3</sup>	-	-	-	36,000	0.04%

# **ADDITIONAL INFORMATION** (Cont'd)

#### (b) Underlying shares

Name of Company	Director	Personal interests	Family interests	Corporate interests	Other	Total
Automated Systems Holdings Limited	Lai Yam Ting	1,947,000 4	-	-	-	1,947,000
Totalingo Elimited	Lau Ming Chi, Edward	1,436,000 4	-	-	-	1,436,000
	Kuo Chi Yung, Peter	587,0004	-	-	-	587,000
Corporation	George Finlay Bell	163,633 <sup>5&amp;6</sup>	-	-	-	163,633
	Darren John Collins	14,630 <sup>5&amp;6</sup>	-	-	-	14,630
	Wang Yung Chang Kenneth	g, 2,630 <sup>5&amp;6</sup>	-	-	-	2,630
	Andrew John Anker	5,429 586	-	-	-	5,429

#### Notes:

- 1. These shares were non-voting deferred shares.
- 2. The issued share capital of Automated Systems (H.K.) Limited comprise 55,350,000 nonvoting deferred shares and 2 ordinary shares. The 2 ordinary shares are beneficially owned by the Company.
- 3. Interests held by the director as at the date of the director's resignation effective 30th June, 2006.
- Options to acquire ordinary shares of the Company, further details of which are set out 4. in the section headed "Share Options" below.
- 5. Options to acquire common stock of Computer Sciences Corporation ("CSC").
- The directors' options to acquire shares in CSC are remuneration in their capacities as 6. executives of these related corporations.

Save as mentioned above, as at 30th September, 2006, none of the directors and the chief executives of the Company had any interests 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) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

#### Substantial Shareholders

As at 30th September, 2006, so far as is known to the directors and chief executives of the Company, the interests and short positions of every person, other than directors or chief executive of the Company in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SEO were as follows:

		nber of ordinary e Company held	Percentage of issued		
Name of shareholder	Direct interest	Deemed interest	share capital %	Notes	
CSA Holdings Ltd ("CSA")	189,701,896	-	64.5	1	
CSC Computer Sciences International Inc. ("CSI")	13,730,000	189,701,896	69.2	1	
Computer Sciences Corporation ("CSC")	_	203,431,896	69.2	2	

#### Notes:

- CSI beneficially owned 100% of CSA and was accordingly deemed to be interested in 189,701,896 shares of the Company. In addition, CSI owned directly 13,730,000 shares of the Company.
- CSC, through its wholly-owned subsidiary, CSI, was deemed to be interested in 203,431,896 shares of the Company.

Save as mentioned above, as at 30th September, 2006, there was no other person (other than the directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

# **ADDITIONAL INFORMATION** (Cont'd)

# **Share Options**

The following table discloses movements in the Company's share options during the period:

		Num	ber of shares exercise of sl	to be issued u hare options	pon				
Participants	At 1st April, 2006	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	At 30th September, 2006	Date of grant	Exercise period	Exercise price HK\$
Directors									
Lai Yam Ting	490,000	-	-	-	-	490,000	2.3.1999	3.3.2001 to 2.3.2009	0.90
	245,000	-	-	-	-	245,000	19.10.1999	20.10.2001 to 19.10.2009	2.30
	245,000	-	-	-	(245,000)	-	11.2.2000	12.2.2002 to 11.2.2010	3.35
	196,000	-	-	-	-	196,000	27.7.2001	27.7.2003 to 26.7.2011	2.40
	412,000	-	-	-	-	412,000	20.11.2002	20.11.2003 to 19.11.2012	1.34
	232,000	-	-	-	-	232,000	6.8.2004	6.8.2005 to 5.8.2014	1.28
	248,000	-	-	-	-	248,000	9.6.2005	9.6.2006 to 8.6.2015	1.98
		124,000				124,000	30.6.2006	30.6.2006 to 29.6.2016	1.95
	2,068,000	124,000			(245,000)	1,947,000			
Lau Ming Chi, Edward	120,000	-	-	-	-	120,000	19.10.1999	20.10.2001 to 19.10.2009	2.30
	120,000	-	-	-	(120,000)	-	11.2.2000	12.2.2002 to 11.2.2010	3.35
	148,000	-	-	-	-	148,000	27.7.2001	27.7.2003 to 26.7.2011	2.40
	330,000	-	-	-	-	330,000	20.11.2002	20.11.2003 to 19.11.2012	1.34
	140,000	-	-	-	-	140,000	6.8.2004	6.8.2005 to 5.8.2014	1.28
	210,000	-	-	-	-	210,000	9.6.2005	9.6.2006 to 8.6.2015	1.98
	-	428,000	-	-	-	428,000	19.6.2006	19.6.2007 to 18.6.2016	1.95
	_	60,000	_	_		60,000	30.6.2006	30.6.2006 to 29.6.2016	1.95
	1,068,000	488,000			(120,000)	1,436,000			

# Number of shares to be issued upon exercise of share options

			CACICISC OI SI	iaic options					
Participants	At 1st April, 2006	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	At 30th September, 2006	Date of grant	Exercise period	Exercise price HK\$
Kuo Chi Yung, Peter	245,000	-	-	-	-	245,000	19.10.1999	20.10.2001 to 19.10.2009	2.30
	245,000	-	-	-	(245,000)	-	11.2.2000	12.2.2002 to 11.2.2010	3.35
	218,000	-	-	-	-	218,000	27.7.2001	27.7.2003 to 26.7.2011	2.40
		124,000			_	124,000	30.6.2006	30.6.2006 to 29.6.2016	1.95
	708,000	124,000			(245,000)	587,000			
Other employees	250,000	-	-	-	-	250,000	2.3.1999	3.3.2001 to 2.3.2009	0.90
	1,440,000	-	-	(35,000)	-	1,405,000	19.10.1999	20.10.2001 to 19.10.2009	2.30
	1,465,000	-	-	(35,000)	(1,365,000)	65,000	11.2.2000	12.2.2002 to 11.2.2010	3.35
	590,000	-	-	(20,000)	(530,000)	40,000	30.6.2000	1.7.2002 to 30.6.2010	3.40
	1,706,000	-	-	(34,000)	-	1,672,000	27.7.2001	27.7.2003 to 26.7.2011	2.40
	1,632,000	-	(206,000)	-	-	1,426,000	20.11.2002	20.11.2003 to 19.11.2012	1.34
	2,092,000	-	(164,000)	(68,000)	-	1,860,000	6.8.2004	6.8.2005 to 5.8.2014	1.28
	2,430,000	-	-	(80,000)	-	2,350,000	9.6.2005	9.6.2006 to 8.6.2015	1.98
	-	2,460,000	-	-	-	2,460,000	19.6.2006	19.6.2007 to 18.6.2016	1.95
	-	992,000	-	-	-	992,000	30.6.2006	30.6.2006 to 29.6.2016	1.95
		1,204,000	_			1,204,000	30.6.2006	30.6.2007 to 29.6.2016	1.95
	11,605,000	4,656,000	(370,000)	(272,000)	(1,895,000)	13,724,000			
Total	15,449,000	5,392,000	(370,000)	(272,000)	(2,505,000)	17,694,000			

## **ADDITIONAL INFORMATION** (Cont'd)

## **Closure of Register of Members**

The Register of Members of the Company will be closed from 27th December, 2006 to 29th December, 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's registrars, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 22nd December, 2006. The dividend warrants will be despatched on or before 15th January, 2007.

# Purchase, Sale or Redemption of Listed Securities

During the six months ended 30th September, 2006, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **Audit Committee**

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim results.

# Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code during the six months ended 30th September, 2006, and they all confirmed that they have fully complied with the required standard set out in the Model Code.

# **Code on Corporate Governance Practices**

The Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the accounting period for the six months ended 30th September, 2006.

As at 24th November, 2006, the board of directors comprises Mr. Lai Yam Ting and Mr. Lau Ming Chi, Edward being executive directors, Mr. Allen Joseph Pathmarajah, Mr. Kuo Chi Yung, Peter, Mr. Moo Kwee Chong, Johnny, Mr. George Finlay Bell, Mr. Darren John Collins, Mr. Wang Yung Chang, Kenneth and Mr. Andrew John Anker being non-executive directors and Mr. Cheung Man, Stephen, Mr. Hon Sheung Tin, Peter and Mr. Li King Hang, Richard being independent non-executive directors.