

Synergis Holdings Limited
新昌管理集團有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號：02340

INTERIM REPORT 中期報告 06/07



Vision

Our vision is to be the benchmark of the property and facility management industries in Asia.

Mission

We are committed to creating value for stakeholders by providing innovative and practical customised solutions that:

- Enrich quality of life
- Improve cost and operational effectiveness
- Provide peace of mind
- Contribute to sustainable growth

Values

We seek to realise our vision by honouring the following values:

- Integrity
- Customer Focus
- Pursuit of Excellence
- Innovation
- Teamwork
- Social Responsibility

遠景

成為亞洲物業及設施管理業的基準。

使命

我們矢志為所有利益相關者創建價值，為他們提供創新、務實和貼身的方案，以：

- 提升生活質素
- 改善成本及營運效益
- 令人安枕無憂
- 推動持續增長

企業價值

我們透過發揮下列企業價值以實現公司遠景：

- 正直誠實
- 以客為本
- 追求卓越
- 不斷創新
- 群策群力
- 貢獻社會

Results and Business Review

The board of directors (the "Board") of Synergis Holdings Limited (the "Company" or "Synergis") announces the unaudited interim results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 September 2006.

Results Review

For the six months ended 30 September 2006, Synergis reported a consolidated turnover of HK\$167.7 million, a decrease of 16.7% when compared with the corresponding period last year. Gross profit declined by HK\$5.9 million to HK\$35.6 million, representing a decrease of 14.3% from the last corresponding period.

Profit attributable to shareholders of the Company for the period was HK\$11.1 million, a decrease of 28.4% as compared to the HK\$15.5 million recorded for the corresponding period last year. Earnings per share decreased from 4.7 HK cents for the last corresponding period to 3.4 HK cents for the period under review.

Business Segment Results

Property Management and Facility Management Services

While the Group is starting to see success in establishing its presence and brand recognition in the Mainland of China, Hong Kong nevertheless remains the Group's primary source of income. The Group's financial performance is a reflection of the mature property and facility management market in Hong Kong which is strongly influenced by both government and quasi-government outsourcing initiatives and yet saturated with small to medium sized service providers focused on aggressive pricing strategies. During the period under review, the market has also seen a consolidation of service providers, with a few large firms exiting the Hong Kong Housing Authority ("HKHA") property service contract ("PSC") market; the bankruptcy of a medium size service provider, Harmony Property Management Limited; and the sale by Jardine Matheson of its property management business to a large international service provider.

Consolidated turnover and profit contribution for the period in our core business segment recorded decreases of 18.3% and 55.9% to HK\$144.8 million and HK\$7.0 million respectively. This occurred despite the Group maintaining a contract renewal rate in excess of 95% in the private residential market; securing another large PSC contract from the HKHA; and successfully expanding its facility management business. Unfortunately, all of these were insufficient to offset the loss of business from the expired Government Property Agency ("GPA") contract GPA/HK2 and PSC Batch 7/2003, which accounted for over HK\$78.5 million of the Group's turnover in the corresponding period last year. The continual pressure exerted from legislation on minimum wages and maximum working hours for frontline staff has led both government and quasi-government entities to largely focus on these significant cost components in their tender evaluations. That, together with the improving overall employment market, has exerted significant pressure on our costs and consequently on our profit margins.

業績及業務回顧

Synergis Holdings Limited (新昌管理集團有限公司) (「本公司」或「新昌管理」)之董事會(「董事會」)公佈本公司及其附屬公司(統稱「本集團」)截至二零零六年九月三十日止六個月之未經審核中期業績。

業績回顧

截至二零零六年九月三十日止六個月，新昌管理錄得綜合營業額港幣167,700,000元，較去年同期下降16.7%。毛利減少港幣5,900,000元至港幣35,600,000元，較去年同期下降14.3%。

期內，本公司之股東應佔溢利為港幣11,100,000元，相對於去年同期錄得之港幣15,500,000元減少28.4%。每股盈利由去年同期之港幣4.7仙下降至回顧期內之港幣3.4仙。

業務分部之業績表現

物業管理及設施管理服務

雖然本集團在中國內地開拓市場及確立其品牌地位兩方面均漸見成果，香港仍然是本集團之主要收入來源地。本集團之財務表現反映出香港物業及設施管理市場已漸趨飽和，因為市場已由政府和半官方機構外判項目所主導，及充斥著以激烈定價手段為重點策略的中小型服務供應商。於回顧期內，市場上呈現服務供應商的整合現象，一些大型公司已撤出香港房屋委員會(「香港房委會」)之物業服務合約(「物業服務合約」)項目；一家中型服務供應商嘉居樂物業管理有限公司宣佈破產；而怡和集團亦將其物業管理業務出售予一家大型跨國服務供應商。

期內本集團核心業務分部之綜合營業額及溢利貢獻分別減少18.3%及55.9%，下降至港幣144,800,000元及港幣7,000,000元。儘管本集團在私人住宅市場的續約率高於95%，亦獲得香港房委會批出另一份大額物業服務合約，且成功地擴展其設施管理業務，惟上述種種新進展仍未足以抵銷由於政府產業署(「政府產業署」)GPA/HK2合約以及2003年第7號物業服務合約屆滿後引致的業務流失，這兩份合約於去年同期曾為本集團帶來營業額超過港幣78,500,000元。為前線員工立法訂立最低工資及最高工時，令政府及半官方機構持續面對壓力，以致在評審標書時大部份均著眼於該等主要成本因素上。面對上述情況，加上整體勞動市場條件繼續改善，對本集團的成本更加構成沉重壓力，最終影響我們的邊際溢利。

Results and Business Review (cont'd)

Results Review (cont'd)

Business Segment Results (cont'd)

Property Management and Facility Management Services (cont'd)

Nevertheless, we continued to focus on diversifying our customer base and providing customised solutions to address the operational needs of such customers. The Group was awarded a number of management service and consulting contracts from new corporate clients during the period despite the crowded market and difficult operating conditions. These include the management contracts for 21 shopping centres and over 10,000 car park spaces from The Link Management Limited ("The Link"); The Chinese University of Hong Kong – Tung Wah Group of Hospitals Community College; the HKU SPACE (HKU School of Professional and Continuing Education) Kowloon East Campus; the residential portfolio of the English Schools Foundation; the Headquarters Building of the Electrical and Mechanical Services Department; and the Hong Kong International Airport Tower (HKIA Tower) and Airport World Trade Centre. Equally important, we successfully renewed contracts with the Hong Kong Jockey Club and Asia Airfreight Terminal, for both the original and newly built logistics terminals, with an expanded service scope and increase in coverage to approximately 174,000 square metres.

Supporting Services to Property Management and Facility Management

Turnover for supporting services to the Group, after inter-segment elimination, reported a decrease of HK\$1.1 million (down 4.6%) to HK\$23.0 million over the same period last year. Except for cleaning services, which was adversely affected by the expiration of the GPA contract, all other supporting services maintained a stable turnover. Profit contributed by the supporting services for the period under review was HK\$4.2 million, increased by HK\$1.5 million over the same period last year, due to improved margins for several contracts completed during the period. The overall segment margin increased by 7.1% to 18.4% over the same period last year.

Analysis of General and Administrative Expenses ("SG&A expenses")

SG&A expenses increased to 15.6% of turnover (2005: 12.6%). This increase was in line with planned investment in our management and technological infrastructure in the Mainland of China and in our facility management business. Management will, nevertheless, continue to closely monitor its overhead and balance spending with business growth over time.

Business Review

Markets

Hong Kong

The market for property management and facility management in Hong Kong is both mature and highly competitive. However, management believes that the Group has a strong track record and demonstrated capability to capture the opportunities brought about by outsourcing programs of government and quasi-government entities as well as large private enterprises, as shown by its broad client base. The Hong Kong market will remain as the Group's major source of revenue in the near term.

業績及業務回顧 (續)

業績回顧 (續)

業務分部之業績表現 (續)

物業管理及設施管理服務 (續)

然而，本集團不斷集中於擴闊其客戶基礎，並針對該等客戶的營運需求提供貼身解決方案。期內，儘管市場競爭激烈及營商環境困難，本集團仍取得多項新企業客戶的管理服務及顧問合約，當中包括領匯管理有限公司（「領匯」）轄下的21個商場及超過10,000個停車位、香港中文大學 — 東華三院社區書院、香港大學專業進修學院 — 九龍東分校、英基學校協會住宅物業部份、機電工程署總部大樓，以及香港國際機場大樓及機場世貿中心等各項管理合約。同樣重要地，我們成功與香港賽馬會及亞洲空運中心續約，後者更包括原有及新建的物流中心，不僅擴大服務範圍，管理面積亦增加至約174,000平方米。

物業管理及設施管理支援服務

本集團支援服務之營業額在扣除分部間對銷後，較去年同期下降港幣1,100,000元（即下降4.6%）至港幣23,000,000元。除清潔服務受到政府產業署合約屆滿之負面影響外，其他所有支援服務之營業額均維持穩定。於回顧期內，支援服務所帶來之溢利貢獻為港幣4,200,000元，較去年同期增加港幣1,500,000元，此乃由於期內完成若干合約而使邊際溢利得以改善所致。此分部之整體邊際利率較去年同期上升7.1%至18.4%。

一般及行政開支（「一般及行政開支」）之分析

一般及行政開支佔營業額之百分比上升至15.6%（二零零五年：12.6%）。此增幅正與本集團計劃在中國內地的管理及技術基建，以及對設施管理業務之投資一致。儘管如此，管理層仍將繼續密切監控其間接成本，並使開支能與業務的持續增長保持平衡。

業務回顧

市場

香港

香港物業管理及設施管理市場均漸趨飽和，且競爭十分激烈。然而，管理層相信本集團擁有良好之往績記錄，其龐大之客戶基礎顯示本集團已具備足夠能力，抓緊由政府及半官方機構以至大型私人企業外判項目所帶來的商機。香港市場在短期內將仍然是本集團的主要收入來源地。

Results and Business Review (cont'd)

Business Review (cont'd)

Markets (cont'd)

Mainland of China

While Hong Kong remains the Group's operational base and major source of revenue, the growth of the Group lies in the many business opportunities offered by the robust economic growth in the Mainland of China. After two years of operation, our equity joint ventures with Shui On Holdings Limited in Shanghai (the "Synergis Shui On JV") and 北京金融街物業管理有限責任公司 (Beijing Financial Street Property Management Co., Ltd.) in Beijing, both made positive contributions to the Group. Share of profits on an equity accounted basis for the period was HK\$389,000 whilst revenue was not consolidated as both ventures are at or below the 50% threshold.

Our strategy is to become the major and dominant trusted long-term partner of reputable local and foreign real estate developers in China. Following the success in Shanghai, the Synergis Shui On JV has extended its geographical coverage to include Wuhan, where Shui On Land Limited is building another flagship project – 武漢天地 (Wuhan Tiandi). We will also continue to strengthen our relationships with other large-scale developers in the Mainland of China (e.g. Beijing Capital Land Ltd., 北京金融街建設開發有限責任公司 (Beijing Financial Street Development Co., Ltd.)) through our existing joint ventures and target those developers that understand and value quality property management services which protects and adds value to their significant capital invested in real estate (e.g. 永新集團 (Novel group) in Shanghai).

Developing Additional Service Capabilities for Capturing Opportunities in the Real Estate Market in the Mainland of China

The coming years will witness significant growth for commercial and retail projects in the Mainland of China. Management believes that the ability to offer an "one-stop-shop" service is essential to developing long-term relationships with both real estate developers and financial property investors. Synergis' strategic business priority is to further advance our service offerings by providing other real estate related professional services, such as feasibility studies, sales and leasing and lease management – all of which will be integrated into our expert property and facility management services business. The Group will actively identify management talent and look at suitable acquisition targets and strategic partners, in these new business areas. At the same time, we will continue our investment in information technology infrastructure and systems to constantly upgrade the processes, technology and resources necessary to manage our clients' assets effectively and efficiently.

業績及業務回顧 (續)

業務回顧 (續)

市場 (續)

中國內地

雖然香港仍是本集團的營運基地及主要收入來源地，惟本集團之增長亦需依賴於中國內地經濟高速增長所帶來的大量商機。經過兩年運作，本集團與瑞安集團有限公司在上海成立之合資企業（「新昌瑞安合資企業」），以及與北京金融街物業管理有限責任公司在北京成立之合資企業，均為本集團帶來回報。期內按控股權計算應佔溢利為港幣389,000元，但由於本集團在該等企業的控股權僅有或低於50%，故並無對其收入綜合入賬。

我們的策略是要成為中國知名的國內及外資房地產發展商之主要可靠長期合作夥伴。隨著在上海獲得成功，新昌瑞安合資企業已伸延其業務的地域覆蓋至武漢。瑞安房地產有限公司正於該地興建另一旗艦項目－武漢天地。本集團將透過其現有的合資企業繼續加強與中國內地其他大型發展商（例如首創置業股份有限公司、北京金融街建設開發有限責任公司）之合作關係，及將以深明及重視優質管理服務價值的發展商（例如上海永新集團）為目標，該等發展商明白優質管理服務可使其投資於房地產的重要資本得到保障和增值。

開發其他服務能力，抓緊中國內地房地產市場之商機

中國內地之商業及零售項目於未來數年將繼續呈現大幅增長之勢頭。管理層相信能具備提供「一站式」服務之優勢，將有助本集團與房地產發展商及金融物業投資者建立長遠夥伴關係。新昌管理之重點策略性業務是進一步擴大我們的服務範疇至提供其他與房地產相關的專業服務，如可行性研究、銷售及租賃，及租務管理，這些服務將與本集團之專業物業及設施管理服務業務緊密配合。本集團將就新業務範疇積極物色管理專才，尋找合適之收購目標及策略性夥伴。與此同時，我們將繼續在資訊科技基建及系統方面投資，定期優化有關程序，提升所需技術及有效運用資源，務求為客戶提供更有效的資產管理服務。

Results and Business Review (cont'd)

Group Outlook

The Hong Kong market will undoubtedly remain highly competitive and therefore continue to exert considerable pressure on both revenue and profitability of the Group. Our focus will be to continue to expand our customer base and grow with our customers by providing more value-added services to maintain our market position.

To reduce our reliance on the Hong Kong market, it is critical for the Group to continue developing the operations outside Hong Kong and the asset management services to achieve long-term sustainable growth. Management believes the key success factors in implementing this strategy are identification and retention of suitable talent as well as deepening our relationships with business partners. We will constantly review the effectiveness of our current initiatives and explore other strategic options to capture the opportunities in the Mainland of China.

Nevertheless, given our strong financial position and our confidence in maintaining our leadership position in the Hong Kong market, the Group envisages maintaining a stable dividend policy.

Interim Dividend

The Board is pleased to declare the payment of an interim dividend of 2.3 HK cents per share (2005: 2.5 HK cents per share) for the six months ended 30 September 2006 payable on or around Wednesday, 10 January 2007 to shareholders whose names appear on the registers of members of the Company on Wednesday, 3 January 2007.

Closure of Registers of Members

The registers of members of the Company will be closed from Friday, 29 December 2006 to Wednesday, 3 January 2007 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the share registrars of the Company for registration not later than 4:00 p.m. on Thursday, 28 December 2006, Hong Kong time.

The principal share registrars of the Company is Butterfield Fund Services (Bermuda) Limited at Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda, and the Hong Kong branch share registrars of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

On behalf of the Board
Fung Yeh Yi Hao, Yvette
Deputy Chairman

Hong Kong, 14 December 2006

業績及業務回顧 (續)

本集團展望

香港市場的競爭將無疑持續地加劇，因此對本集團的收入及盈利能力亦將繼續造成重大壓力。本集團將會不斷致力擴闊客戶基礎，透過提供更多增值服務與客戶同步發展，藉此鞏固本集團之市場地位。

為減低對香港市場的依賴，本集團會繼續銳意拓展香港境外業務，及發展資產管理服務，冀能取得長期持續性的穩定增長。管理層相信，推行此項策略之關鍵在於物色及挽留合適人才，以及深化本集團與其業務夥伴之關係。我們將定期檢討現有措施的成效，並尋求其他可行策略，務求抓緊中國內地湧現的商機。

然而，鑑於本集團之財務狀況穩健，而且我們對維持在香港市場之領導地位充滿信心，本集團預期會保持穩定的派息政策。

中期股息

董事會議決就截至二零零六年九月三十日止六個月派發中期股息每股港幣2.3仙（二零零五年：每股港幣2.5仙），股息將於二零零七年一月十日（星期三）或前後支付予於二零零七年一月三日（星期三）名列於本公司股東名冊內之股東。

暫停辦理股份過戶登記手續

本公司將於二零零六年十二月二十九日（星期五）起至二零零七年一月三日（星期三）止（首尾兩天包括在內）期間暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，所有股份過戶文件連同有關股票須於二零零六年十二月二十八日（星期四）（香港時間）下午四時正或之前送達本公司之股份過戶登記處，辦理股份過戶登記手續。

本公司之股份過戶登記總處為 Butterfield Fund Services (Bermuda) Limited，地址為 Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda；及本公司之香港股份過戶登記分處為香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-1716室。

代表董事會
馮葉儀皓
副主席

香港，二零零六年十二月十四日

Condensed Consolidated Income Statement

For the six months ended 30 September 2006

簡明綜合損益表

截至二零零六年九月三十日止六個月

Unaudited
Six months ended
30 September
未經審核

截至九月三十日止六個月

| | | Note 附註 | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
|---|------------------|------------|-----------------------------------|-----------------------------------|
| Turnover | 營業額 | 4 | 167,736 | 201,257 |
| Cost of sales | 銷售成本 | | (132,122) | (159,695) |
| Gross profit | 毛利 | | 35,614 | 41,562 |
| Other revenues | 其他收益 | 4 | 3,270 | 1,962 |
| General and administrative expenses | 一般及行政開支 | | (26,157) | (25,392) |
| Operating profit | 經營溢利 | 6 | 12,727 | 18,132 |
| Share of profits of jointly controlled entities | 分佔共同控制實體的溢利 | | 219 | 392 |
| Share of profit / (loss) of an associate | 分佔聯營公司的溢利 / (虧損) | | 170 | (7) |
| Profit before taxation | 除稅前溢利 | | 13,116 | 18,517 |
| Taxation | 稅項 | 7 | (1,983) | (3,016) |
| Profit for the period | 期內溢利 | | 11,133 | 15,501 |
| Attributable to: | 歸屬於: | | | |
| Equity holders of the Company | 本公司股權持有人 | | 11,133 | 15,539 |
| Minority interest | 少數股東權益 | | - | (38) |
| | | | 11,133 | 15,501 |
| Dividends | 股息 | 8 | 7,636 | 8,300 |
| Basic earnings per share | 每股基本盈利 | 9 | 3.4 cents 仙 | 4.7 cents 仙 |

Condensed Consolidated Balance Sheet

At 30 September 2006

簡明綜合資產負債表

於二零零六年九月三十日

| | | Note 附註 | Unaudited 30 September 2006 未經審核 二零零六年 九月三十日 HK\$'000 港幣千元 | Audited 31 March 2006 經審核 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|--|-------------|------------|---|---|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 10 | 5,845 | 6,255 |
| Investment properties | 投資物業 | 10 | 2,040 | 2,040 |
| Jointly controlled entities | 共同控制實體 | | 2,135 | 1,902 |
| Associate | 聯營公司 | | 712 | 541 |
| Deferred tax assets | 遞延稅項資產 | | 397 | 414 |
| | | | 11,129 | 11,152 |
| Current assets | 流動資產 | | | |
| Contracting work-in-progress | 在建合約工程 | | 745 | 342 |
| Accounts receivable | 應收賬款 | 11 | 57,950 | 56,613 |
| Other receivables | 其他應收款項 | | 13,805 | 16,272 |
| Utility deposits and prepayments | 公用設施按金及預付款項 | | 9,517 | 5,508 |
| Amounts due from related companies | 應收關連公司款項 | | 303 | 181 |
| Taxation recoverable | 可收回稅項 | | 22 | 398 |
| Bank balances and cash | 銀行結餘及現金 | | 127,196 | 137,432 |
| | | | 209,538 | 216,746 |
| Current liabilities | 流動負債 | | | |
| Accounts payable | 應付賬款 | 12 | 27,174 | 33,485 |
| Other payables and accruals | 其他應付款項及應計費用 | | 25,050 | 24,333 |
| Amount due to an immediate holding company | 應付直接控股公司款項 | | 1,120 | 454 |
| Amounts due to related companies | 應付關連公司款項 | | 40 | 63 |
| Taxation payable | 應付稅項 | | 3,133 | 1,501 |
| | | | 56,517 | 59,836 |
| Net current assets | 流動資產淨值 | | 153,021 | 156,910 |
| Total assets less current liabilities | 總資產減流動負債 | | 164,150 | 168,062 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 13 | 33,200 | 33,200 |
| Reserves | 儲備 | | 129,692 | 133,471 |
| | | | 162,892 | 166,671 |
| Minority interest | 少數股東權益 | | 171 | 171 |
| Total equity | 權益總額 | | 163,063 | 166,842 |
| Non-current liabilities | 非流動負債 | | | |
| Long service payment liabilities | 長期服務金負債 | | 315 | 315 |
| Deferred tax liabilities | 遞延稅項負債 | | 772 | 905 |
| | | | 164,150 | 168,062 |

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2006

簡明綜合權益變動表

截至二零零六年九月三十日止六個月

| | | Unaudited 未經審核 | | | | | | |
|---------------------------------|--------------|-------------------|---------------|----------------|------------------|------------------|-------------------|--------------|
| | | Share capital | Share premium | Merger reserve | Exchange reserve | Retained profits | Minority interest | Total equity |
| | | 股本 | 股份溢價 | 合併儲備 | 匯兌儲備 | 保留溢利 | 股東權益少數 | 權益總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| At 1 April 2006 | 於二零零六年四月一日 | 33,200 | 25,913 | 1,513 | 55 | 105,990 | 171 | 166,842 |
| Profit for the period | 期內溢利 | - | - | - | - | 11,133 | - | 11,133 |
| 2006 final dividend paid | 已派二零零六年度末期股息 | - | - | - | - | (14,940) | - | (14,940) |
| Currency translation adjustment | 匯兌調整 | - | - | - | 28 | - | - | 28 |
| At 30 September 2006 | 於二零零六年九月三十日 | 33,200 | 25,913 | 1,513 | 83 | 102,183 | 171 | 163,063 |

| | | Unaudited 未經審核 | | | | | | |
|---|---------------------|-------------------|---------------|----------------|------------------|------------------|-------------------|--------------|
| | | Share capital | Share premium | Merger reserve | Exchange reserve | Retained profits | Minority interest | Total equity |
| | | 股本 | 股份溢價 | 合併儲備 | 匯兌儲備 | 保留溢利 | 股東權益少數 | 權益總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| At 1 April 2005, as previously reported | 於二零零五年四月一日， 如前呈報 | 33,200 | 25,913 | 1,513 | - | 96,350 | - | 156,976 |
| Reclassification of minority interest as equity | 將少數股東權益重新歸類為權益部份 | - | - | - | - | - | 200 | 200 |
| At 1 April 2005, as restated | 於二零零五年四月一日， 經重列 | 33,200 | 25,913 | 1,513 | - | 96,350 | 200 | 157,176 |
| Profit for the period | 期內溢利 | - | - | - | - | 15,539 | (38) | 15,501 |
| 2005 final dividend paid | 已派二零零五年度末期股息 | - | - | - | - | (13,280) | - | (13,280) |
| Currency translation adjustment | 匯兌調整 | - | - | - | 16 | - | 7 | 23 |
| At 30 September 2005 | 於二零零五年九月三十日 | 33,200 | 25,913 | 1,513 | 16 | 98,609 | 169 | 159,420 |

Condensed Consolidated Cash Flow Statement

For the six months ended 30 September 2006

簡明綜合現金流量表

截至二零零六年九月三十日止六個月

| | | Unaudited | |
|---|---------------------|-------------------------|----------|
| | | Six months ended | |
| | | 30 September | |
| | | 未經審核 | |
| | | 截至九月三十日止六個月 | |
| | | 2006 | 2005 |
| | | 二零零六年 | 二零零五年 |
| | | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 |
| Net cash inflow from operating activities | 經營業務產生之現金流入淨額 | 3,248 | 25,052 |
| Cash flows from investing activities | 投資業務產生之現金流量 | | |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | (1,156) | (1,478) |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 17 | 28 |
| Interest received | 已收利息 | 2,595 | 1,314 |
| Shareholders' advance to a jointly controlled entity | 給予一家共同控制實體之股東墊款 | - | (500) |
| Net cash from / (used in) investing activities | 投資業務產生 / (耗用) 之現金淨額 | 1,456 | (636) |
| Cash flows from financing activities | 融資業務產生之現金流量 | | |
| Dividends paid | 已派股息 | (14,940) | (13,280) |
| Net cash used in financing activities | 融資業務耗用之現金淨額 | (14,940) | (13,280) |
| Net (decrease) / increase in cash and cash equivalents | 現金及現金等值之(減少) / 增加淨額 | (10,236) | 11,136 |
| Cash and cash equivalents at 1 April | 於四月一日之現金及現金等值 | 137,432 | 106,110 |
| Cash and cash equivalents at 30 September | 於九月三十日之現金及現金等值 | 127,196 | 117,246 |
| Analysis of balances of cash and cash equivalents: | 現金及現金等值結存分析: | | |
| Bank balances and cash | 銀行結餘及現金 | 127,196 | 117,246 |

Notes to the Condensed Financial Statements

1. General Information

The Company was incorporated in Bermuda under the Companies Act 1981 of Bermuda as an exempted company on 4 August 2003.

The Group is principally engaged in the provision of property management and facility management services in Hong Kong and the Mainland of China.

The Company's shares were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 9 October 2003.

These unaudited condensed consolidated interim financial statements are presented in thousands of Hong Kong dollars (HK\$'000), unless otherwise stated, and have been approved for issue by the Board on 14 December 2006.

2. Basis of Preparation

These unaudited condensed consolidated interim financial statements for the six months ended 30 September 2006 have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The accounting policies used in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those set out in the Company's audited financial statements for the year ended 31 March 2006, except that the Group has adopted the new standards, amendments to standards and interpretations issued by HKICPA which are effective for accounting periods commencing on or after 1 January 2006.

3. Changes in Accounting Policies

The following new standards, amendments to standards and interpretations are mandatory for the financial year ending 31 March 2007. The Group adopted those which are relevant to its operations:

| | |
|---------------------|--|
| HKAS 21 (Amendment) | The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation |
| HK(IFRIC)-Int 4 | Determining whether an Arrangement contains a Lease |

The adoption of new/revised HKAS 21 (Amendment) and HK(IFRIC)-Int 4 did not result in substantial changes to the Group's accounting policies.

簡明財務報表附註

1. 一般資料

本公司於二零零三年八月四日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免公司。

本集團之主要業務為於香港及中國內地提供物業管理及設施管理服務。

本公司股份於二零零三年十月九日在香港聯合交易所有限公司(「聯交所」)上市。

本未經審核簡明綜合中期財務報表乃以港幣千元列報(惟另有說明者除外),並已於二零零六年十二月十四日經由董事會批准刊發。

2. 編製基準

截至二零零六年九月三十日止六個月之未經審核簡明綜合中期財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》(「香港會計準則」)第34號《中期財務報告》及香港聯合交易所有限公司證券上市規則(「上市規則」)的披露條文而編製。

編製本未經審核簡明綜合中期財務報表所採用之會計政策與本公司截至二零零六年三月三十一日止年度之經審核財務報表所採用者貫徹一致,惟本集團已採納香港會計師公會頒佈於二零零六年一月一日或以後開始之會計期間生效的新訂準則、準則之修訂及詮釋。

3. 會計政策的變動

以下為截至二零零七年三月三十一日止財政年度強制執行之新訂準則、準則之修訂及詮釋。本集團已採納該等涉及其業務之新訂準則、準則之修訂及詮釋:

| | |
|------------------------------|--------------------|
| 香港會計準則第21號 (修訂) | 匯率變更之影響—於外國業務之投資淨額 |
| 香港(國際財務報告 詮釋委員會)詮釋 第4號 | 釐定一項安排是否包括租賃 |

採納新訂/經修訂香港會計準則第21號(修訂)及香港(國際財務報告詮釋委員會)詮釋第4號並無導致本集團的會計政策出現重大變動。

Notes to the Condensed Financial Statements (cont'd)

3. Changes in Accounting Policies (cont'd)

HKICPA has issued the following new standards and amendments to standards which are effective for accounting periods commencing on or after 1 January 2007 and have not been early adopted:

| | |
|--------------------|------------------------------------|
| HKAS 1 (Amendment) | Capital Disclosures |
| HKFRS 7 | Financial Instruments: Disclosures |

4. Turnover and Other Revenues

The Group is principally engaged in the provision of property management and facility management services, security services, cleaning services, laundry services, repair and maintenance works, trading of related products and membership programmes. Revenues recognised during the period are as follows:

簡明財務報表附註(續)

3. 會計政策的變動(續)

香港會計師公會已頒佈下列於二零零七年一月一日或以後開始之會計期間生效的新訂準則及準則之修訂，惟本集團並未提早採納此等新訂準則及準則之修訂：

| | |
|-------------------|-----------|
| 香港會計準則第1號 (修訂) | 資本披露 |
| 香港財務報告準則 第7號 | 金融工具：披露事項 |

4. 營業額及其他收益

本集團主要從事提供物業管理及設施管理服務、保安服務、清潔服務、洗衣服務、維修及保養工程、相關產品貿易及會員活動項目。期內已確認之收益如下：

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|--|-------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Turnover | 營業額 | | |
| Property management and facility management services | 物業管理及設施管理服務 | 144,768 | 177,191 |
| Security services | 保安服務 | 4,653 | 6,178 |
| Cleaning services | 清潔服務 | 5,417 | 3,471 |
| Laundry services | 洗衣服務 | 1,412 | 1,731 |
| Repair and maintenance works | 維修及保養工程 | 7,350 | 8,945 |
| Trading of related products | 相關產品貿易 | 3,321 | 3,426 |
| Membership programmes | 會員活動項目 | 815 | 315 |
| | | 167,736 | 201,257 |
| Other revenues | 其他收益 | | |
| Copying services | 複印服務 | 168 | 229 |
| Rental income | 租金收入 | 85 | 88 |
| Interest income on bank deposits | 銀行存款利息收入 | 2,595 | 1,337 |
| Miscellaneous income | 其他收入 | 422 | 308 |
| | | 3,270 | 1,962 |
| | | 171,006 | 203,219 |

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

5. Segment Information

(a) Primary reporting format – business segments

The Group is organised into two major business segments, being provision of property management and facility management services and provision of supporting services to property management and facility management.

5. 分部資料

(a) 主要呈報方式—業務分部

本集團分為兩個主要業務範疇，即提供物業管理及設施管理服務以及提供物業管理及設施管理支援服務。

Six months ended 30 September 2006

截至二零零六年九月三十日止六個月

| | | Property management and facility management services | Supporting services to property management and facility management | Total 總計 |
|--|-------------------|---|---|--------------------------|
| | | 物業管理 及設施 管理服務 | 物業管理 及設施管理 支援服務 | HK\$'000 港幣千元 |
| | | HK\$'000 港幣千元 | HK\$'000 港幣千元 | HK\$'000 港幣千元 |
| Segment revenue | 分部收益 | 144,768 | 25,341 | 170,109 |
| Inter-segment transactions | 分部之間交易 | – | (2,373) | (2,373) |
| Segment turnover of the Group | 本集團分部營業額 | 144,768 | 22,968 | 167,736 |
| Segment results of the Group | 本集團分部業績 | 6,988 | 4,230 | 11,218 |
| Unallocated corporate expenses, net of income | 扣除收入後之未分配 公司開支 | | | (1,086) |
| Interest income | 利息收入 | | | 2,595 |
| Operating profit | 經營溢利 | | | 12,727 |
| Share of profits of jointly controlled entities | 分佔共同控制實體之 溢利 | 219 | – | 219 |
| Share of profit of an associate | 分佔聯營公司之溢利 | 170 | – | 170 |
| Profit before taxation | 除稅前溢利 | | | 13,116 |
| Taxation | 稅項 | | | (1,983) |
| Profit for the period | 期內溢利 | | | 11,133 |

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

5. Segment Information (cont'd)

(a) Primary reporting format – business segments (cont'd)

5. 分部資料(續)

(a) 主要呈報方式－業務分部(續)

Six months ended 30 September 2005
截至二零零五年九月三十日止六個月

| | | Property management and facility management services 物業管理 及設施 管理服務 HK\$'000 港幣千元 | Supporting services to property management and facility management 物業管理 及設施管理 支援服務 HK\$'000 港幣千元 | Total 總計 HK\$'000 港幣千元 |
|--|-------------------|---|--|---------------------------------|
| Segment revenue | 分部收益 | 177,191 | 31,833 | 209,024 |
| Inter-segment transactions | 分部之間交易 | – | (7,767) | (7,767) |
| Segment turnover of the Group | 本集團分部營業額 | <u>177,191</u> | <u>24,066</u> | <u>201,257</u> |
| Segment results of the Group | 本集團分部業績 | <u>15,850</u> | <u>2,708</u> | 18,558 |
| Unallocated corporate expenses, net of income | 扣除收入後之未分配 公司開支 | | | (1,763) |
| Interest income | 利息收入 | | | <u>1,337</u> |
| Operating profit | 經營溢利 | | | 18,132 |
| Share of profits of jointly controlled entities | 分佔共同控制實體之 溢利 | 392 | – | 392 |
| Share of loss of an associate | 分佔聯營公司之虧損 | (7) | – | <u>(7)</u> |
| Profit before taxation | 除稅前溢利 | | | 18,517 |
| Taxation | 稅項 | | | <u>(3,016)</u> |
| Profit for the period | 期內溢利 | | | <u>15,501</u> |

(b) Secondary reporting format – geographical segments
Over 90% of the activities of the Group during the period were carried out in Hong Kong. Accordingly, a geographical analysis is not presented.(b) 次要呈報方式－地區分類
由於期內本集團超過90%之業務在香港進行，故並無呈報地區分部分析。

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

6. Operating Profit

Operating profit is stated after crediting and charging the following:

6. 經營溢利

經營溢利經計入及扣除下列各項後列賬：

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|-----------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Crediting | 計入 | | |
| Net exchange gain | 匯兌收益淨額 | - | 25 |
| Write back of provision for impairment of receivables | 撥回應收款項減值撥備 | - | 173 |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備之所得收益 | 14 | - |
| Charging | 扣除 | | |
| Staff costs, including directors' emoluments | 員工成本，包括董事酬金 | 116,721 | 146,485 |
| Depreciation | 折舊 | 1,568 | 1,865 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之虧損 | - | 37 |
| Operating lease rental on land and buildings | 土地及樓宇經營租賃之租金 | 1,756 | 1,689 |
| | | 116,721 | 146,485 |
| | | 1,568 | 1,865 |
| | | - | 37 |
| | | 1,756 | 1,689 |

7. Taxation

Hong Kong profits tax has been provided at the rate of 17.5% (2005: 17.5%) on the estimated assessable profits for the period. No provision for overseas income tax has been provided as the Group has no estimated assessable income derived in the Mainland of China for the period (2005: Nil).

7. 稅項

香港利得稅乃按期內估計應課稅溢利以稅率 17.5% (二零零五年: 17.5%) 作出撥備。由於本集團於期內在中國內地並無任何估計應課稅收入，故並無就海外所得稅提出撥備 (二零零五年: 無)。

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|----------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Current taxation | 當期稅項 | | |
| - Hong Kong profits tax | - 香港利得稅 | 2,100 | 3,135 |
| Deferred taxation relating to the origination and reversal of temporary differences | 遞延稅項暫時差異之產生及轉回 | (117) | (119) |
| | | 1,983 | 3,016 |

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

8. Dividends

8. 股息

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|--------------------------------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Interim dividend of 2.3 HK cents (2005: 2.5 HK cents) per ordinary share | 中期股息每股普通股港幣2.3仙 (二零零五年: 每股港幣2.5仙) | 7,636 | 8,300 |

At the Board meeting held on 14 December 2006, the Board has resolved to declare the payment of an interim dividend of 2.3 HK cents per ordinary share for the year ending 31 March 2007. This interim dividend is not reflected as a dividend payable in these unaudited condensed consolidated interim financial statements, but will be reflected as an appropriation of retained profit for the year ending 31 March 2007.

於二零零六年十二月十四日舉行之董事會會議上，董事會議決宣派截至二零零七年三月三十一日止年度之中期股息每股普通股港幣2.3仙。此項中期股息並未於本未經審核簡明綜合中期財務報表內反映為應付股息，惟將反映為截至二零零七年三月三十一日止年度之保留溢利分派。

9. Earnings Per Share

The calculation of basic earnings per share is based on the Group's profit attributable to equity holders of the Company of HK\$11,133,000 (2005: HK\$15,539,000) and the weighted average number of ordinary shares of 332,000,000 (2005: 332,000,000) shares in issue during the period.

9. 每股盈利

每股基本盈利乃按本公司股權持有人應佔本集團溢利港幣11,133,000元(二零零五年: 港幣15,539,000元)及期內已發行普通股加權平均數332,000,000股(二零零五年: 332,000,000股)計算。

No diluted earnings per share for the periods ended 30 September 2006 and 30 September 2005 are presented as there were no dilutive potential ordinary shares outstanding during these periods.

由於截至二零零六年九月三十日止及截至二零零五年九月三十日止期間均無具攤薄影響之潛在已發行普通股，故並無呈列有關期間之每股攤薄盈利。

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

10. Capital Expenditure

10. 資本開支

| | | Investment properties 投資物業 HK\$'000 港幣千元 (Note) (附註) | Property, plant and equipment 物業、 廠房及設備 HK\$'000 港幣千元 |
|--|--------------------------------|--|---|
| Opening net book value at 1 April 2006 | 於二零零六年四月一日之 期初賬面淨值 | 2,040 | 6,255 |
| Additions | 添置 | - | 1,156 |
| Disposals | 出售 | - | (3) |
| Depreciation | 折舊 | - | (1,568) |
| Currency translation adjustment | 匯兌調整 | - | 5 |
| Closing net book value at 30 September 2006 | 於二零零六年九月三十日 之期末賬面淨值 | 2,040 | 5,845 |

Note: The investment properties were revalued at 30 September 2006 on the basis of their open market value by independent professional property valuer, Knight Frank Petty Limited.

附註: 投資物業於二零零六年九月三十日由獨立專業物業估價師萊坊測計師行有限公司按公開市值基準重新估值。

11. Accounts Receivable

The credit period of the Group's accounts receivable generally ranges from one to two months. Their ageing analysis at the respective balance sheet date is as follows:

11. 應收賬款

本集團應收賬款之信貸期一般介乎於一至兩個月。應收賬款於有關結算日之賬齡分析如下:

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|---------------|--------|--|---|
| 0 to 30 days | 0至30日 | 21,719 | 25,162 |
| 31 to 60 days | 31至60日 | 14,481 | 15,674 |
| 61 to 90 days | 61至90日 | 10,183 | 9,572 |
| Over 90 days | 90日以上 | 11,567 | 6,205 |
| | | 57,950 | 56,613 |

The fair value of accounts receivable approximates to their book value.

應收賬款之公平價值與賬面值相若。

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

12. Accounts Payable

The credit period of the Group's accounts payable generally ranges from one to two months. Their ageing analysis at the respective balance sheet date is as follows:

12. 應付賬款

本集團應付賬款之信貸期一般介乎於一至兩個月。應付賬款於有關結算日之賬齡分析如下：

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|---------------|--------|--|---|
| 0 to 30 days | 0至30日 | 8,431 | 19,768 |
| 31 to 60 days | 31至60日 | 3,694 | 3,362 |
| 61 to 90 days | 61至90日 | 4,188 | 1,536 |
| Over 90 days | 90日以上 | 10,861 | 8,819 |
| | | 27,174 | 33,485 |

13. Share Capital

13. 股本

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|--|--|--|---|
| Authorised: 10,000,000,000 ordinary shares of HK\$0.10 each | 法定股本： 10,000,000,000股每股面值 港幣0.10元之普通股 | 1,000,000 | 1,000,000 |
| Issued and fully paid: 332,000,000 ordinary shares of HK\$0.10 each | 已發行及繳足股本： 332,000,000股每股面值 港幣0.10元之普通股 | 33,200 | 33,200 |

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

14. Operating Leases Commitments

- (a) The future aggregate minimum lease rental expenses in respect of land and buildings under non-cancellable operating leases of the Group are payable in the following periods:

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|--|----------------|--|---|
| Within one year | 一年內 | 3,518 | 2,924 |
| In the second to fifth years inclusive | 第二至第五年(包括首尾兩年) | 1,741 | 2,589 |
| | | 5,259 | 5,513 |

- (b) The future aggregate minimum lease rental expenses in respect of office equipment under non-cancellable operating leases of the Group are payable in the following periods:

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|--|----------------|--|---|
| Within one year | 一年內 | 183 | 183 |
| In the second to fifth years inclusive | 第二至第五年(包括首尾兩年) | 342 | 433 |
| | | 525 | 616 |

14. 經營租賃承擔

- (a) 於下列期間·本集團根據不可撤銷經營租賃就土地及樓宇須於日後支付的最低租金費用總額如下:

- (b) 於下列期間·本集團根據不可撤銷經營租賃就辦公室設備須於日後支付的最低租金費用總額如下:

15. Capital Commitments

Capital commitments of the Group for equipment:

| | | 30 September 2006 二零零六年 九月三十日 HK\$'000 港幣千元 | 31 March 2006 二零零六年 三月三十一日 HK\$'000 港幣千元 |
|-----------------------------------|---------|--|---|
| Authorised but not contracted for | 已授權但未訂約 | 11,198 | 14,429 |
| Contracted but not provided for | 已訂約但未撥備 | 4,000 | 1,350 |

15. 資本承擔

本集團於設備之資本承擔:

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註(續)

16. Related Party Transactions

(a) Key management personnel compensation

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|--------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Fees | 袍金 | 100 | 29 |
| Salaries, allowances and benefit in kind | 薪金·津貼及實物利益 | 5,297 | 3,274 |
| Discretionary bonus | 酌情花紅 | 4,710 | 4,140 |
| Pension costs – defined contribution scheme | 退休金成本—界定供款計劃 | 286 | 188 |
| | | 10,393 | 7,631 |

16. 關連人士交易

(a) 主要管理人員薪酬

(b) Significant related party transactions

The following is a summary of the significant related party transactions carried out in the Group during the period:

(b) 重大關連人士交易

本集團於期內進行之重大關連人士交易概要如下：

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|--|----------------------|---|-----------------------------------|
| | | 2006 二零零六年 HK\$'000 港幣千元 | 2005 二零零五年 HK\$'000 港幣千元 |
| Site security services income from a related company | 來自一家關連公司之地盤保安服務收入 | 104 | 124 |
| Repair and maintenance income from related companies | 來自關連公司之維修及保養收入 | 52 | 75 |
| Services charges to a related company | 向一家關連公司支付之服務費 | (107) | (201) |
| Rental expenses to a related company | 向一家關連公司支付之租金開支 | (1,284) | (1,293) |
| Insurance expenses to a fellow subsidiary | 向一家同系附屬公司支付之保險開支 | (42) | (259) |
| Facility management income from related companies | 來自關連公司之設施管理收入 | 413 | 447 |
| Copying services income from related companies | 來自關連公司之複印服務收入 | 136 | 203 |
| Cleaning services income from – an immediate holding company | 來自下列公司之清潔服務收入—直接控股公司 | 205 | 239 |
| – related companies | — 關連公司 | 352 | 131 |
| Consultancy services income from a jointly controlled entity | 來自一家共同控制實體之顧問服務收入 | 122 | 120 |

Notes to the Condensed Financial Statements (cont'd)

簡明財務報表附註 (續)

16. Related Party Transactions (cont'd)

Note:

- (a) Site security services income received from a related company represents fees earned on security services rendered to a related company. The prices and terms were comparable to those with third parties.
- (b) Repair and maintenance income represents fees earned on repair and maintenance works rendered to related companies. The prices and terms were comparable to those with third parties.
- (c) Services charges paid to a related company were in respect of administrative services provided by the related company to the Group and were reimbursed at cost based on time and expenses allocated to the Group.
- (d) Rental expenses paid to a related company were based on the floor area occupied by the Group at prevailing market rate.
- (e) A fellow subsidiary provides certain general insurance policy to the Group and guarantees to third parties in respect of the Group's performance under various property management contracts. Insurance expenses thereon were charged at prices and terms comparable to those with third parties.
- (f) Facility management income represents fixed monthly fees earned on facility management services rendered to related companies. The prices and terms were comparable to those with third parties.
- (g) Copying services income represents fees earned on copying services rendered to related companies. The prices and terms were comparable to those with third parties.
- (h) Cleaning services income represents fees earned on cleaning services rendered to an immediate holding company and related companies. The prices and terms were comparable to those with third parties.
- (i) Consultancy services income received from a jointly controlled entity represents fees earned from it on the provision of property management and facility management consulting services in Shanghai. The prices and terms were comparable to those with third parties.

In the opinion of the directors of the Company, the above related party transactions were carried out in the ordinary course of business and at normal commercial terms.

16. 關連人士交易 (續)

附註:

- (a) 來自一家關連公司之地盤保安服務收入指向一家關連公司提供保安服務所賺取之費用。有關價格及條款與第三方之價格及條款相若。
- (b) 維修及保養收入指向關連公司提供維修及保養工程所賺取之費用。有關價格及條款與第三方之價格及條款相若。
- (c) 向一家關連公司支付之服務費指一家關連公司向本集團提供行政服務之服務費，費用按分配予本集團之時間及費用按成本付還。
- (d) 向一家關連公司支付之租金開支乃根據本集團佔用之樓面面積按現行市值租金計算。
- (e) 一家同系附屬公司向本集團提供若干一般保險及就本集團履行多項物業管理合約向第三方作出擔保。保險開支乃按與第三方相若之價格及條款計算。
- (f) 設施管理收入指向關連公司提供設施管理服務所賺取之固定月費。有關價格及條款與第三方之價格及條款相若。
- (g) 複印服務收入指向關連公司提供複印服務所賺取之費用。有關價格及條款與第三方之價格及條款相若。
- (h) 清潔服務收入指向直接控股公司及關連公司提供清潔服務所賺取之費用。有關價格及條款與第三方之價格及條款相若。
- (i) 來自一家共同控制實體之顧問服務收入指於上海向其提供物業管理及設施管理顧問服務所賺取之費用。有關價格及條款與第三方之價格及條款相若。

本公司董事認為，上述關連人士交易均於本集團日常業務過程中按一般商業條款進行。

Independent Review Report to the Board of Directors of Synergis 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 5 to 19.

Respective responsibilities of directors and auditors

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

It is our responsibility to form an independent conclusion, based on our review, on this 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 "Engagements to review interim financial reports" issued by the Hong Kong Institute of Certified Public Accountants. A review consists principally of making enquiries of the Group's 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 30 September 2006.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 14 December 2006

獨立審閱報告 致新昌管理集團有限公司 (於百慕達註冊成立之有限公司) 董事會

引言

本核數師已按 貴公司的指示，審閱第5至19頁所載之中期財務報告。

董事及核數師各自之責任

香港聯合交易所有限公司證券上市規則規定，簡明綜合中期財務資料的編製須符合香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。 貴公司董事須對中期財務報告負責，而該財務報告亦已經 貴公司董事批准。

本所之責任是根據審閱之結果，對本中期財務報告作出獨立結論，並按照雙方所協定的委聘書條款僅向整體董事報告，除此之外本報告別無其他目的。本所不會就本報告的內容向任何其他人士負上或承擔責任。

已執行的審閱工作

本所已按照香港會計師公會所頒佈的核數準則第700號「審閱中期財務報告的委聘」進行審閱工作。審閱工作主要包括向 貴集團管理層作出查詢，以及對中期財務報告進行分析程序，然後根據結果評估 貴公司之會計政策及呈報方式是否貫徹應用（惟已另作披露者則除外）。審閱工作並不包括監控測試及核證資產、負債及交易等審計程序。由於審閱的範圍遠較審計為小，故所提供的保證程度較審計為低。因此，本所不會對中期財務報告發表審計意見。

審閱結論

按照本所審閱的結果，但此審閱並不構成審計，本所並無發現任何須就截至二零零六年九月三十日止六個月的中期財務報告作出重大修訂之事項。

羅兵咸永道會計師事務所

執業會計師

香港，二零零六年十二月十四日

Review of Financial Position

Capital Resources and Liquidity

The financial position of the Group at the end of September 2006 remained strong with net working capital at HK\$153.0 million, of which HK\$209.5 million were liquid assets. Current ratio stood at 3.7:1 (31 March 2006: 3.6:1), and is stable compared to six months ago.

Total cash and cash equivalents at the end of the period decreased by HK\$10.2 million to HK\$127.2 million as compared to 31 March 2006. Cash generated from operating activities during the period amounted to HK\$3.2 million, which was substantially down by HK\$21.9 million compared to HK\$25.1 million achieved in the same period last year. The deterioration was primarily due to the long payment cycle associated with the newly acquired contracts of The Link and the PSC Batch 3/2005 contracts. The delay was a result of the need to establish a customised documentation verification process at the contract initial stage. After period end and up to the date of this interim report, subsequent settlement of HK\$21.0 million had been received from The Link and the PSC Batch 3/2005. It is anticipated that the average turnover day of receivables will decrease in the second half of the financial year.

Banking Facilities

The Group has significant internal cash and banking facilities available to both finance its operations and take advantage of potential business opportunities. At 30 September 2006, the Group had HK\$114.8 million (31 March 2006: HK\$109.2 million) of unutilised banking facilities provided by its relationship banks. The Group had no borrowings at 30 September 2006, and had cash and cash equivalents on hand of HK\$127.2 million (31 March 2006: HK\$137.4 million).

Treasury Policy

The Group monitors the relative foreign exchange position of its assets and liabilities to minimise any foreign exchange risk. When appropriate, hedging instruments including forward contracts may be used to manage any foreign exchange exposure. The majority of assets and liabilities is denominated in HK dollars and the Group therefore has limited exposure to foreign exchange risk. The Group's banking facilities are principally on a floating rate basis and in light of the net cash position with no bank debt, the Group's exposure to interest rate fluctuation is minimal. It is the policy of the Group not to use financial derivatives for speculative purpose.

Human Resources

At 30 September 2006, the Group employed a total of approximately 4,200 (2005: approximately 4,300) staff in Hong Kong and the Mainland of China.

The Group sets its remuneration policy by reference to the prevailing market conditions and to formulate a performance-based reward system with a view to sustaining market competitiveness for attracting and retaining high calibre staff. The remuneration packages of Hong Kong staff include basic salaries, discretionary bonuses and other benefits such as medical scheme and retirement funds. Staff in the Mainland are remunerated in line with the domestic market terms and welfare policy.

財務回顧

資本資源及流動現金

本集團於二零零六年九月底之財務狀況依然強勁，營運資金淨額達港幣153,000,000元，當中港幣209,500,000元為流動資產，流動比率為3.7:1（二零零六年三月三十一日：3.6:1），與六個月前比較依然穩健。

期末之現金及現金等值總額較二零零六年三月三十一日減少港幣10,200,000元至港幣127,200,000元。期內之經營業務所得現金為港幣3,200,000元，較上年同期錄得的港幣25,100,000元大幅減少港幣21,900,000元。減幅主要是由於新取得之領匯合約及2005年第3號物業服務合約之付款週期較長。延遲付款乃由於須在合約初期制定一套符合所需之文件核實程序。自期末起至本中期報告之日期止，本集團就領匯合約及2005年第3號物業服務合約進一步收回欠款港幣21,000,000元。應收款項平均週轉日數預期於本財政年度下半年將有所縮短。

銀行融資

本集團具備十分充裕的內部現金及銀行融資額，足以為其營運提供所需資金及把握潛在商機。於二零零六年九月三十日，本集團獲往來銀行提供而未動用之銀行融資額為港幣114,800,000元（二零零六年三月三十一日：港幣109,200,000元）。本集團於二零零六年九月三十日並無任何借貸，及擁有現金及現金等值港幣127,200,000元（二零零六年三月三十一日：港幣137,400,000元）。

庫務政策

本集團監察其資產與負債之相對外匯情況，盡量減低任何外匯風險。在適當情況下，本集團會使用遠期合約等對沖工具管理外匯風險。由於本集團大部份資產與負債均以港幣為單位，故本集團面對的外匯風險甚微。本集團的銀行融資主要按浮動息率計息，鑑於本集團具備現金淨額及並無任何銀行負債，故本集團面對的利率波動風險甚微。本集團的一貫政策是不會利用金融衍生工具作投機用途。

人力資源

於二零零六年九月三十日，本集團在香港及中國內地共聘用僱員約4,200名（二零零五年：約4,300名）。

本集團在訂定薪酬政策時會參考當時之市場情況，並制定一套與表現掛鈎的獎賞制度，旨在維持市場競爭力，並吸引及挽留具有卓越才幹之人才。香港僱員之薪酬待遇包括基本薪金、酌情花紅，以及如醫療計劃及退休金等其他福利。國內員工按照內地市場條款及福利政策付酬。

Review of Financial Position (cont'd)

Human Resources (cont'd)

The management believes that it is essential to maintain close relationships with its staff. Emphasis is put on enhancing internal communication through workshops and regular internal newsletters. Staff development programs and training sessions are provided to enhance staff skills and knowledge as a whole. Staff demonstrating superior performance are offered opportunities for career development and skills acquisition through job re-assignments and advancement at the Group's diverse portfolio of managed sites.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

At 30 September 2006, the interests and short positions of the directors and chief executive of the Company and their 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 Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules, were as follows:

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

財務回顧 (續)

人力資源 (續)

管理層認為與僱員維繫緊密關係極為重要，並透過工作坊及刊發定期內部通訊加強內部溝通。本公司亦提供僱員發展計劃及培訓課程，以提升僱員的整體技術及知識。本集團將會透過在其管理的多元化項目中安排工作調配及遷升，從而為表現卓越之僱員提供事業發展及技能提升的機會。

董事及行政總裁於本公司及其相聯法團之股份、相關股份及債券中擁有之權益及淡倉

於二零零六年九月三十日，根據證券及期貨條例（「證券及期貨條例」）第352條本公司須予存置之登記冊所記錄，或根據上市規則有關上市發行人董事進行證券交易的標準守則（「標準守則」）須通知本公司及聯交所，本公司各董事及行政總裁及彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有之權益及淡倉如下：

於本公司每股面值港幣0.10元普通股之好倉

Number of ordinary shares of HK\$0.10 each held 持有每股面值港幣0.10元之普通股數目

| Name of director 董事姓名 | Capacity 身份 | Number of ordinary shares of HK\$0.10 each held 持有每股面值港幣0.10元之普通股數目 | | | | Total 總計 | Percentage of interest in issued share capital 佔已發行股本 之權益百分比 (Note) (附註) |
|--------------------------|---------------------------|--|-----------------------------|--------------------------------|----------------------------|-------------|---|
| | | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | | |
| Fan Cheuk Hung 樊卓雄 | Beneficial owner 實益擁有人 | 11,616,000 | - | - | - | 11,616,000 | 3.50% |

Note: The percentage of interest in issued share capital was calculated on the basis of 332,000,000 shares of the Company in issue at 30 September 2006.

附註：佔已發行股本之權益百分比乃按本公司於二零零六年九月三十日之已發行股份332,000,000股為計算基準。

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations (cont'd)

董事及行政總裁於本公司及其相聯法團之股份、相關股份及債券中擁有之權益及淡倉 (續)

Long position in ordinary shares of HK\$0.10 each of Hsin Chong International Holdings Limited – an associated corporation (note (i))

於相聯法團Hsin Chong International Holdings Limited每股面值港幣0.10元普通股之好倉 (附註(i))

Number of ordinary shares of HK\$0.10 each held 持有每股面值港幣0.10元之普通股數目

| Name of director 董事姓名 | Capacity 身份 | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | Total 總計 | Percentage of interest in issued share capital |
|---------------------------------|---------------------------|----------------------------|--------------------------|-----------------------------|-------------------------|-------------|--|
| | | | | | | | 佔已發行股本之權益百分比 (Note (ii)) (附註(ii)) |
| Fung Yeh Yi Hao, Yvette 馮葉儀皓 | Beneficial owner 實益擁有人 | 3,470,634 | – | – | – | 3,470,634 | 2.13% |

Notes:

- (i) Hsin Chong International Holdings Limited (“HCI Holdings”) is the ultimate holding company of Hsin Chong Holdings (H.K.) Limited (“HCHK”). At 30 September 2006, HCHK held an interest in 220,448,000 shares of the Company, representing 66.40% of the issued share capital of the Company, and hence by virtue of the SFO, HCI Holdings was the Company's associated corporation (within the meaning of Part XV of the SFO). Please refer to the paragraph titled “Substantial Shareholders’ Interests and Short Positions in the Shares and Underlying Shares of the Company” for further details of HCI Holdings.
- (ii) The percentage of interest in issued share capital was calculated on the basis of 163,183,510 shares of HCI Holdings in issue at 30 September 2006.

附註:

- (i) Hsin Chong International Holdings Limited (「新昌國際」) 乃新昌集團(香港)有限公司之最終控股公司。於二零零六年九月三十日,新昌香港持有本公司220,448,000股股份之權益,佔本公司已發行股本之66.40%,故根據證券及期貨條例,新昌國際為本公司之相聯法團(定義見證券及期貨條例第XV部)。有關新昌國際之進一步資料請參閱「主要股東於本公司股份及相關股份中擁有之權益及淡倉」一段。
- (ii) 佔已發行股本之權益百分比乃按新昌國際於二零零六年九月三十日之已發行股份163,183,510股為計算基準。

Save as disclosed above, at 30 September 2006, none of the directors and chief executive of the Company or their associates had any interests or short positions 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) as recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外,於二零零六年九月三十日,本公司各董事及行政總裁或彼等之聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何權益或淡倉而記錄於根據證券及期貨條例第352條本公司須予存置之登記冊內,或根據標準守則須通知本公司及聯交所。

Share Option Scheme

The Company has adopted a share option scheme (the "Option Scheme") on 19 September 2003 pursuant to the shareholders' resolutions of the Company passed on 19 September 2003. A summary of the Option Scheme was set out in the 2005/2006 annual report of the Company. No option has ever been granted since the adoption of the Option Scheme.

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

At 30 September 2006, the interests or short positions of the following persons (other than persons who were directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, were as follows:

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

購股權計劃

根據本公司於二零零三年九月十九日通過之股東決議案，本公司於二零零三年九月十九日採納一項購股權計劃（「該購股權計劃」）。該購股權計劃之摘要載於本公司二零零五／二零零六年度之年報內。自該購股權計劃獲採納以來，概無購股權予以授出。

主要股東於本公司股份及相關股份中擁有之權益及淡倉

於二零零六年九月三十日，根據證券及期貨條例第336條本公司須予存置之登記冊所記錄，以下人士（並非為本公司董事及行政總裁）於本公司股份及相關股份中擁有之權益或淡倉如下：

於本公司每股面值港幣0.10元普通股之好倉

| Name of shareholder 股東名稱 | Capacity 身份 | Number of ordinary shares held 持有普通股數目 | Percentage of interest in issued share capital 佔已發行股本之 權益百分比 (Note (iii)) (附註(iii)) |
|--|---|--|---|
| Hsin Chong Holdings (H.K.) Limited 新昌集團(香港)有限公司 | Beneficial owner 實益擁有人 | 220,448,000 (Note (i)) (附註(i)) | 66.40% |
| Hsin Chong Holdings (BVI) Limited | Interest of a controlled corporation 受控法團權益 | 220,448,000 (Note (i)) (附註(i)) | 66.40% |
| Hsin Chong International Holdings Limited | Interests of controlled corporations 受控法團權益 | 220,448,000 (Note (i)) (附註(i)) | 66.40% |
| Yeh Meou Tsen, Geoffrey 葉謀遵 | Beneficial owner and interests of controlled corporations 實益擁有人及受控法團權益 | 220,648,000 (Note (ii)) (附註(ii)) | 66.46% |

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company (cont'd)

Notes:

- (i) At 30 September 2006, Hsin Chong Holdings (H.K.) Limited ("HCHK") was beneficially wholly owned by Hsin Chong Holdings (BVI) Limited ("HCBVI"), which itself was beneficially wholly owned by Hsin Chong International Holdings Limited ("HCI Holdings"). At 30 September 2006, the entire issued share capital of HCI Holdings was beneficially owned as to approximately 47.78% by Dr. Yeh Meou Tsen, Geoffrey, as to approximately 27.08% by Mr. Yeh Mou Chong, David (deceased) (the elder brother of Dr. Yeh Meou Tsen, Geoffrey), as to approximately 18.14% by GHY Company Limited (a trustee of The GHY HK Trust, the ultimate beneficiaries of which were Mr. Yeh V Nee (the son of Dr. Yeh Meou Tsen, Geoffrey), the issue of Mr. Yeh V Nee and The Hsin Chong - K. N. Godfrey Yeh Education Fund), as to approximately 4.86% by Mr. Yeh V Nee, as to approximately 2.13% by Mrs. Fung Yeh Yi Hao, Yvette (the daughter of Dr. Yeh Meou Tsen, Geoffrey and an executive director and the deputy chairman of the Company) and as to approximately 0.01% by Mrs. Yeh Wang Zung Sing, Helen (the wife of Dr. Yeh Meou Tsen, Geoffrey). By virtue of the SFO, HCHK was a controlled corporation of HCBVI whereas HCBVI was itself a controlled corporation of HCI Holdings at 30 September 2006. HCBVI was therefore deemed to be interested in the 220,448,000 shares held by HCHK and HCI Holdings was also deemed to be interested in the same lot of shares as mentioned above.
- (ii) The interests of Dr. Yeh Meou Tsen, Geoffrey comprised 200,000 shares beneficially owned by him and 220,448,000 shares in which he was deemed to be interested by virtue of the SFO through his approximately 47.78% owned company, HCI Holdings.
- (iii) The percentage of interest in issued share capital was calculated on the basis of 332,000,000 shares of the Company in issue at 30 September, 2006.

主要股東於本公司股份及相關股份中擁有之權益及淡倉 (續)

附註:

- (i) 於二零零六年九月三十日，新昌集團(香港)有限公司(「新昌香港」)乃由Hsin Chong Holdings (BVI) Limited(「HCBVI」)實益全資擁有，而HCBVI則由Hsin Chong International Holdings Limited(「新昌國際」)實益全資擁有。於二零零六年九月三十日，新昌國際之全部已發行股本分別由葉謀遵博士實益擁有約47.78%、葉謀彰先生(已故)(葉謀遵博士之兄長)實益擁有約27.08%、GHY Company Limited(即The GHY HK Trust的信託人，而The GHY HK Trust的最終受益人為葉維義先生(葉謀遵博士之兒子)、葉維義先生之後嗣及新昌一葉庚年教育基金助學金)實益擁有約18.14%、葉維義先生實益擁有約4.86%、馮葉儀皓女士(葉謀遵博士之女兒及本公司之執行董事兼副主席)實益擁有約2.13%，以及葉王仁心女士(葉謀遵博士之妻子)實益擁有約0.01%。根據證券及期貨條例，於二零零六年九月三十日，新昌香港乃HCBVI之受控法團，而HCBVI則為新昌國際之受控法團。因此，HCBVI被視為於新昌香港持有之220,448,000股股份中擁有權益，而新昌國際亦被視為於上述同一批股份中擁有權益。
- (ii) 葉謀遵博士之權益包括其實益擁有之200,000股股份及根據證券及期貨條例，其透過彼控股約47.78%之新昌國際而被視為擁有權益之220,448,000股股份。
- (iii) 佔已發行股本之權益百分比乃按本公司於二零零六年九月三十日之已發行股份332,000,000股為計算基準。

Interests and Short Positions of Other Persons in the Shares and Underlying Shares of the Company required to be disclosed under the SFO

At 30 September 2006, the following persons (not being the directors or chief executive of the Company or substantial shareholders as disclosed in the previous paragraph titled "Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company") had the following interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

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

| Name of shareholder 股東名稱 | Capacity 身份 | Number of ordinary shares held 持有普通股數目 | Percentage of interest in issued share capital 佔已發行股本之 權益百分比 (Note (ii)) (附註(ii)) |
|-------------------------------|----------------------------|--|---|
| DJE Investment S.A. | Investment manager 投資經理 | 17,304,000 (Note (i)) (附註(i)) | 5.21% |
| Dr. Jens Ehrhardt Kapital AG | Investment manager 投資經理 | 17,304,000 (Note (i)) (附註(i)) | 5.21% |
| Dr. Jens Alfred Karl Ehrhardt | Investment manager 投資經理 | 17,304,000 (Note(i)) (附註(i)) | 5.21% |

Notes:

- (i) At 30 September 2006, according to the register kept by the Company pursuant to section 336 of the SFO, DJE Investment S.A. was 81% controlled by Dr. Jens Ehrhardt Kapital AG, and Dr. Jens Ehrhardt Kapital AG was itself 83.5% controlled by Dr. Jens Alfred Karl Ehrhardt. Therefore, by virtue of the SFO, DJE Investment S.A., Dr. Jens Ehrhardt Kapital AG and Dr. Jens Alfred Karl Ehrhardt were all interested or deemed to be interested in the same lot of 17,304,000 shares of the Company as shown above.
- (ii) The percentage of interest in issued share capital was calculated on the basis of 332,000,000 shares of the Company in issue at 30 September 2006.

Save as disclosed above and the previous paragraph titled "Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company", at 30 September 2006, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

其他人士於本公司股份及相關股份中擁有並根據證券及期貨條例之規定須予披露之權益及淡倉

於二零零六年九月三十日，下列人士(並非為本公司董事或行政總裁或上文「主要股東於本公司股份及相關股份中擁有之權益及淡倉」一段中披露之主要股東)於本公司股份及相關股份中擁有以下記錄於根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

於本公司每股面值港幣0.10元普通股之好倉

| Name of shareholder 股東名稱 | Capacity 身份 | Number of ordinary shares held 持有普通股數目 | Percentage of interest in issued share capital 佔已發行股本之 權益百分比 (Note (ii)) (附註(ii)) |
|-------------------------------|----------------------------|--|---|
| DJE Investment S.A. | Investment manager 投資經理 | 17,304,000 (Note (i)) (附註(i)) | 5.21% |
| Dr. Jens Ehrhardt Kapital AG | Investment manager 投資經理 | 17,304,000 (Note (i)) (附註(i)) | 5.21% |
| Dr. Jens Alfred Karl Ehrhardt | Investment manager 投資經理 | 17,304,000 (Note(i)) (附註(i)) | 5.21% |

附註:

- (i) 於二零零六年九月三十日，按照本公司根據證券及期貨條例第336條存置之登記冊所記錄，DJE Investment S.A.之81%權益乃由Dr. Jens Ehrhardt Kapital AG控制，而Dr. Jens Ehrhardt Kapital AG之83.5%權益乃由Dr. Jens Alfred Karl Ehrhardt控制。因此，根據證券及期貨條例，DJE Investment S.A.、Dr. Jens Ehrhardt Kapital AG及Dr. Jens Alfred Karl Ehrhardt在上述同一批17,304,000股本公司股份中擁有或被視為擁有權益。
- (ii) 佔已發行股本之權益百分比乃按本公司於二零零六年九月三十日之已發行股份332,000,000股為計算基準。

除上文所披露者及於前段「主要股東於本公司股份及相關股份中擁有之權益及淡倉」所披露者外，於二零零六年九月三十日，概無其他於本公司股份及相關股份中之權益或淡倉記錄於根據證券及期貨條例第336條本公司須予存置之登記冊內。

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

Review by Audit Committee and External Auditors

The audit committee of the Company currently comprises three members, all of whom are independent non-executive directors of the Company, namely, Mr. Tsang Cheung (chairman of the audit committee), Professor Woo Chia Wei and Mr. Tsui Yiu Wa, Alec. The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2006 of the Company have been reviewed by the audit committee and also by the external auditors of the Company, PricewaterhouseCoopers, in accordance with Statement of Auditing Standards 700 "Engagements to review interim financial reports" issued by HKICPA. The independent review report to the Board is set out on page 20 of this interim report.

Model Code on Securities Transactions by Directors and Relevant Employees

The Board has adopted the Model Code as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by directors of the Company. Having made specific enquiry of all the directors of the Company, all the directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2006.

The Board has further adopted the Model Code as the written guidelines for securities transactions by the senior management and certain employees of the Group (collectively, the "Relevant Employees") who by virtue of their positions may likely be in possession of unpublished price sensitive information of the Group. Having made specific enquiry of all the Relevant Employees, the Company was advised that all of them have complied with the required standard set out in the Model Code throughout the six months ended 30 September 2006.

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司之任何上市證券。

經審核委員會及外聘核數師審閱

本公司審核委員會現時由三名成員組成，均為本公司之獨立非執行董事，包括曾祥先生（審核委員會主席）、吳家璋教授及徐耀華先生。本公司截至二零零六年九月三十日止六個月之未經審核簡明綜合中期財務報表已由審核委員會審閱，並由本公司外聘核數師羅兵咸永道會計師事務所按照香港會計師公會頒佈之核數準則第700號「審閱中期財務報告的委聘」審閱。致董事會之獨立審閱報告載於本中期報告第20頁內。

董事及有關僱員進行證券交易的標準守則

董事會採納上市規則附錄十所載之標準守則作為本公司董事進行證券交易的操守準則。經向本公司所有董事作出特定查詢，所有董事均確認彼等於截至二零零六年九月三十日止之六個月內一直遵守標準守則所載之規定準則。

董事會進一步採納標準守則作為因其所擔任職位而可能擁有本集團未公開股價敏感資料的本集團高層管理人員及若干僱員（統稱「有關僱員」）進行證券交易之書面指引。經向所有該等有關僱員作出特定查詢，本公司獲悉彼等於截至二零零六年九月三十日止之六個月內均一直遵守標準守則所載之規定準則。

Compliance with Code on Corporate Governance Practices

The Company has applied the principles in and complied with the code provisions and certain recommended best practices set out in the Code on Corporate Governance Practices (the "CG Code") in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2006, except for deviation from code provision A.4.1 of the CG Code.

Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing non-executive directors of the Company is appointed for a specific term. However, all the non-executive directors of the Company are subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years in accordance with the provisions of the Company's bye-laws. The Company is currently of the view that the requirement to have all the non-executive directors to retire and stand for re-election at annual general meetings of the Company has already provided the shareholders with the right to vote for approving the continuation of the offices of the non-executive directors.

The Company has, at its annual general meeting held on 8 September 2006, passed a special resolution to amend certain provisions of its bye-laws such that, inter alia, a director who is appointed to fill a casual vacancy shall stand for election by shareholders of the Company at the first general meeting after his/her appointment. The aforesaid amendment was made for the purpose of complying strictly with the requirement under code provision A.4.2 of the CG Code.

Save as disclosed above, the corporate governance practices adopted by the Company during the six months ended 30 September 2006 were in line with those set out in the corporate governance report as contained in the Company's 2005/2006 annual report.

符合企業管治常規守則

本公司於截至二零零六年九月三十日止之六個月內一直應用上市規則附錄十四所載之企業管治常規守則（「企業管治常規」）之原則及遵守各項守則條文及若干建議最佳常規，惟偏離企業管治常規之守則條文第A.4.1條。

企業管治常規守則條文第A.4.1條規定，非執行董事應按指定任期獲委任並須膺選連任。本公司所有現任非執行董事均非按指定任期獲委任。然而，所有非執行董事均須按照本公司的細則規定，最少每三年一次在本公司的股東週年大會上輪值告退並膺選連任。本公司目前認為，要求所有非執行董事於股東週年大會上告退及膺選連任的規定，已給予股東投票決定是否批准非執行董事連任的權利。

本公司於二零零六年九月八日舉行之股東週年大會上通過一項特別決議案，對其細則作出若干修訂（其中包括），一位董事的委任倘如為填補臨時空缺者，其任期僅直至本公司下次股東大會止，其後將符合資格可於股東大會上膺選連任。作出上述修訂旨在嚴格遵守企業管治常規第A.4.2條守則條文之規定。

除上述所披露者外，本公司於截至二零零六年九月三十日止六個月內所採納之企業管治常規與本公司於其二零零五／二零零六年度年報內的企業管治報告中所載之標準一致。

Corporate Information 公司資料

Board of Directors 董事會

Woo Chia Wei*
(Chairman)
吳家瑋*
(主席)
Fung Yeh Yi Hao, Yvette
(Deputy Chairman)
馮葉儀皓
(副主席)
Fan Cheuk Hung
(Managing Director)
樊卓雄
(董事總經理)
Kwong Ki Chi**
鄺其志**
Tsang Cheung*
曾祥*
Tsui Yiu Wa, Alec*
徐耀華*
Nicholas David Swain*
Barry John Buttifant
(Alternate Director to
Fung Yeh Yi Hao, Yvette)
(馮葉儀皓之替代董事)

* Independent Non-executive Director
* 獨立非執行董事
** Non-executive Director
** 非執行董事

Audit Committee 審核委員會

Tsang Cheung (Chairman)
曾祥 (主席)
Woo Chia Wei
吳家瑋
Tsui Yiu Wa, Alec
徐耀華

Remuneration Committee 薪酬委員會

Nicholas David Swain (Chairman 主席)
Woo Chia Wei
吳家瑋
Kwong Ki Chi
鄺其志

Committee for Banking Matters 銀行事務委員會

Fung Yeh Yi Hao, Yvette
馮葉儀皓
Fan Cheuk Hung
樊卓雄

Qualified Accountant 合資格會計師

Chan Lai Yee
陳麗儀

Company Secretary 公司秘書

Leung Wai Yee
梁慧儀

Legal Advisors 法律顧問

Hong Kong
香港
F. Zimmern & Co.
施文律師行

Bermuda
百慕達
Conyers Dill & Pearman

Auditors 核數師

PricewaterhouseCoopers
羅兵咸永道會計師事務所

Principal Bankers 主要往來銀行

The Hongkong and Shanghai
Banking Corporation Limited
香港上海滙豐銀行有限公司
Hang Seng Bank Limited
恒生銀行有限公司
DBS Bank (Hong Kong) Limited
星展銀行(香港)有限公司
Liu Chong Hing Bank Limited
廖創興銀行有限公司

Registered Office 註冊辦事處

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal Place of Business 主要營業地點

3rd Floor, Hsin Chong Center
107-109 Wai Yip Street
Kwun Tong
Kowloon, Hong Kong
香港九龍觀塘
偉業街107-109號
新昌中心3樓

Principal Share Registrars and Transfer Office 股份過戶登記總處

Butterfield Fund Services
(Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Hong Kong Branch Share Registrars and Transfer Office 香港股份過戶登記分處

Computershare Hong Kong
Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong
香港中央證券登記有限公司
香港皇后大道東183號
合和中心17樓1712-1716室

Stock Code 股份代號

02340

Board Lot 每手買賣單位

4000 shares
4000股

Website 網站

www.synergis.com.hk

E-mail Address 電郵地址

info@synergis.com.hk

SYNERGIS HOLDINGS LIMITED

新昌管理集團有限公司

3rd Floor, Hsin Chong Center, 107-109 Wai Yip Street,
Kwun Tong, Kowloon, Hong Kong

Tel : (852) 2579 8313

Fax : (852) 2516 7431

香港九龍觀塘偉業街 107-109 號新昌中心 3 樓

電話 : (852) 2579 8313

傳真 : (852) 2516 7431

www.synergis.com.hk