



**Advanced Card Systems Holdings Limited**

**龍傑智能卡控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

Stock code: 8210



# Third Quarterly Report 2012

## Third Quarterly Report

\* For identification only

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This document, for which the directors of Advanced Card Systems Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

*As at the date of this document, the Board comprises 3 executive directors, namely Mr. Wong Yiu Chu, Denny, Mr. Tan Keng Boon and Ms. Tsui Kam Ling, Alice; and 3 independent non-executive directors, Dr. Yip Chak Lam, Peter, Mr. Yu Man Woon and Mr. Wong Yick Man, Francis.*

## HIGHLIGHTS

- Revenue of the Group for the nine months ended 30 September 2012 increased by 64% to HK\$114.9 million from the first three quarters of 2011.
- Gross profit of the Group for the nine months ended 30 September 2012 increased by 73% to HK\$61.5 million from the first three quarters of 2011.
- Net profit after income tax for the nine months ended 30 September 2012 amounted to HK\$11.3 million compared with a net loss of HK\$1.6 million in the first three quarters a year ago.
- As at 30 September 2012, the current ratio was 1.81 while the gearing ratio was 0.15.

## UNAUDITED CONSOLIDATED RESULTS

The board of directors (the “Board”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2012 together with the comparative unaudited figures for the corresponding periods in 2011.

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2012

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2012	2011	2012	2011
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Revenue</b>	2	42,145	19,795	114,925	69,894
Cost of sales and services provided		(20,897)	(8,842)	(53,454)	(34,374)
<b>Gross profit</b>		21,248	10,953	61,471	35,520
Other income and gains		101	39	219	105
Selling and distribution costs		(3,143)	(2,361)	(9,171)	(7,350)
Research and development expenses		(5,260)	(4,657)	(16,202)	(13,001)
Administrative expenses		(7,404)	(6,026)	(21,542)	(16,668)
Finance costs	3	(75)	(97)	(244)	(245)
<b>Profit/(Loss) before income tax</b>	4	5,467	(2,149)	14,531	(1,639)
Income tax (expense)/credit	5	(1,374)	192	(3,237)	5
<b>Profit/(Loss) for the period, attributable to owners of the Company</b>		4,093	(1,957)	11,294	(1,634)
<b>Other comprehensive income</b>					
Exchange gain/(loss) on translation of financial statements of foreign operations		29	139	(28)	267
<b>Other comprehensive income for the period</b>		29	139	(28)	267
<b>Total comprehensive income for the period, attributable to owners of the Company</b>		4,122	(1,818)	11,266	(1,367)
<b>Earnings/(Loss) per share for profit/(loss) attributable to owners of the Company during the period</b>	7				
- Basic (HK cents)		1.445	(0.691)	3.988	(0.577)
- Diluted (HK cents)		1.443	N/A	3.984	N/A

## NOTES:

### 1 BASIS OF PREPARATION

The financial statements have been prepared in Hong Kong dollars (“HK\$”), being the functional and presentation currency of the Company. All financial information presented in HK\$ has been rounded to the nearest thousands, unless otherwise stated.

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”).

Save as disclosed below, the accounting policies adopted in the 2011 annual financial statements have been consistently applied to these financial statements.

In the current period, the Group has applied certain new standards, amendments and interpretations (the “new HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the annual period beginning on 1 January 2012. The adoption of the new HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

During the current period, the Group has early adopted HKAS 19 (2011) “Employee Benefits”, which is effective for annual periods beginning on or after 1 January 2013, with early adoption permitted. HKAS 19 (2011) abandons the corridor approach with the result that changes in defined benefit obligations and the fair value of plan assets are recognised in the period in which they occur. The revised standard requires the changes in the Group’s net defined benefit liability (or asset) to be separated into three components: service cost (including current and past service cost and settlements) recognised in profit or loss; net interest on the net defined benefit liability recognised in profit or loss; and re-measurements of the defined benefit liability (or asset) recognised in other comprehensive income. The revised standard distinguishes between short-term and long-term employee benefits based on the expected date of settlement. The previous standard used the term “due to be settled”. This change may result in more plans being classified as long-term employee benefit plans that will need to be accounted for in a similar way to defined benefit plans. HKAS 19 (2011) provides additional guidance on the definition of termination benefits. Benefits that are conditional on future service being provided including those that increase if additional service is provided are not termination benefits. The revised standard requires that a liability for termination benefits is recognised on the earlier of the date when the entity can no longer withdraw the offer of those benefits and the date the entity recognises any related restructuring costs. This could lead to later recognition of voluntary termination benefits in some cases. The amendments will generally be applied retrospectively with two exceptions. The early adoption of HKAS 19 (2011) had no material impact to the Group.

These financial statements are unaudited but have been reviewed by the audit committee of the Company. The financial statements for the nine months ended 30 September 2012 were approved for issue by the Board on 2 November 2012.

**2 REVENUE**

Revenue, which is also the Group's turnover, represents:

	Three months ended		Nine months ended	
	30 September		30 September	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Sale of smart card products, software and hardware	41,932	19,317	112,093	68,881
Smart card related services	213	478	2,832	1,013
	42,145	19,795	114,925	69,894

**3 FINANCE COSTS**

	Three months ended		Nine months ended	
	30 September		30 September	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Interest charges on bank borrowings, repayable on demand or wholly within five years	75	97	244	245

**4 PROFIT/(LOSS) BEFORE INCOME TAX**

The Group's profit/(loss) before income tax is arrived at after charging:

	Three months ended		Nine months ended	
	30 September		30 September	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amortisation of development costs*	946	514	2,780	1,619
Depreciation of plant and equipment	1,157	950	3,342	2,466

\* Included in research and development expenses in profit or loss

5 INCOME TAX EXPENSE/(CREDIT)

	Three months ended		Nine months ended	
	30 September		30 September	
	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Current tax</b>				
Hong Kong profits tax				
- Provision for current period	1,307	(226)	3,311	-
- Over-provision in respect of prior year	-	-	(12)	-
	<b>1,307</b>	<b>(226)</b>	<b>3,299</b>	<b>-</b>
Philippines Income Tax				
- Provision for current period	61	34	70	98
- Under/(Over)-provision in respect of prior years	6	-	(132)	(103)
	<b>67</b>	<b>34</b>	<b>(62)</b>	<b>(5)</b>
	<b>1,374</b>	<b>(192)</b>	<b>3,237</b>	<b>(5)</b>

Hong Kong profits tax for the nine months ended 30 September 2012 has been provided at the rate of 16.5% on the estimated assessable profits for the period. No Hong Kong profits tax was provided in the financial statements for the nine months ended 30 September 2011 as the companies within the Group did not derive any assessable profits in Hong Kong.

Philippines Income Tax has been provided at 30% on the estimated taxable income or 2% on gross income incurred for the period, whichever is higher, in accordance with the National Internal Revenue Code of the Republic of the Philippines.

No provision for income tax in other locations including the People's Republic of China and Canada has been made as no assessable profits arose from the operations in these locations or the related subsidiaries had unused tax losses brought forward to offset against the current period's assessable profits (2011: Nil).

## 6 DIVIDENDS

The Company had not declared or paid any dividends for the three months and nine months ended 30 September 2012 (2011: Nil).

## 7 EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share (2011: basic loss per share) for the three months and nine months ended 30 September 2012 respectively is based on profit attributable to owners of the Company of HK\$4,093,000 (2011: loss attributable to owners of the Company of HK\$1,957,000) and HK\$11,294,000 (2011: loss attributable to owners of the Company of HK\$1,634,000) and the weighted average of 283,259,000 (2011: 283,161,000) and 283,194,000 (2011: 283,161,000) ordinary shares in issue during the period.

The calculation of diluted earnings per share for the three months and nine months ended 30 September 2012 respectively is based on profit attributable to owners of the Company of HK\$4,093,000 and HK\$11,294,000 and the weighted average of 283,601,000 and 283,512,000 ordinary shares outstanding during the period, after adjusting for the effects of all dilutive potential ordinary shares. Diluted loss per share for the three months and nine months ended 30 September 2011 was not presented because the impact of the exercise of the share options was anti-dilutive.

The weighted average number of ordinary shares used in the calculation of diluted earnings per share for the three months and nine months ended 30 September 2012 respectively is calculated based on the weighted average of 283,259,000 and 283,194,000 ordinary shares in issue during the period as used in the calculation of basic earnings per share plus the weighted average of 342,000 and 318,000 ordinary shares deemed to be issued at no consideration as if all the Company's outstanding share options had been exercised.



## 8 RESERVES

	Share premium HK\$'000	Merger reserve HK\$'000	Translation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
Balance as at 1 January 2011	17,829	4,496	229	6,570	29,124
Loss for the period	-	-	-	(1,634)	(1,634)
Other comprehensive income – exchange gain on translation of financial statements of foreign operations	-	-	267	-	267
Total comprehensive income for the period	-	-	267	(1,634)	(1,367)
Balance as at 30 September 2011	17,829	4,496	496	4,936	27,757
Balance as at 1 January 2012	17,829	4,496	635	11,689	34,649
Issue of shares upon exercise of share options	126	-	-	-	126
Transactions with owners	126	-	-	-	126
Profit for the period	-	-	-	11,294	11,294
Other comprehensive income – exchange loss on translation of financial statements of foreign operations	-	-	(28)	-	(28)
Total comprehensive income for the period	-	-	(28)	11,294	11,266
<b>Balance as at 30 September 2012</b>	<b>17,955</b>	<b>4,496</b>	<b>607</b>	<b>22,983</b>	<b>46,041</b>

Merger reserve of the Group represents reserve of the subsidiary that have been capitalised as a result of a share-for-share exchange in a prior year.

## 9 COMPARATIVES

The Group previously disclosed bank charges within finance costs. Depending on its nature, this amount was now included in relevant expenses on the consolidated statement of comprehensive income as a fairer presentation of the results of the period.

## MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis should be read alongside with the unaudited consolidated financial results of the Group (hereafter referred to as “ACS” or the “Group”) for the three months and nine months ended 30 September 2012.

### FINANCIAL REVIEW

Comparing the third quarter ended 30 September 2012 with the third quarter last year, the sales revenue increased by 113% to HK\$42.1 million from HK\$19.8 million. The gross profit increased by 94% to HK\$21.2 million. The three main types of operating costs, i.e. administrative expenses, research and development expenses, and selling and distribution costs increased respectively by 23%, 13% and 33% to HK\$7.4 million, HK\$5.3 million and HK\$3.1 million. The bottom line increased to positive HK\$4.1 million.

Comparing the first nine months of 2012 with the first nine months of 2011, ACS recorded 64% increase in sales revenue to HK\$114.9 million and 73% increase in gross profit to HK\$61.5 million. This is mainly due to the overwhelming success of our more advanced in-housed developed technologies, which in turn attracted market leading solution providers into the ACS client base.

	Three months ended			Nine months ended		
	30 September			30 September		
	2012	2011	Change	2012	2011	Change
	HK\$'000	HK\$'000		HK\$'000	HK\$'000	
Europe	16,254	6,250	+160%	41,402	33,531	+23%
The Americas	11,770	1,741	+576%	33,450	4,901	+583%
Asia Pacific	12,083	10,355	+17%	30,091	23,736	+27%
Middle East and Africa	2,038	1,449	+41%	9,982	7,726	+29%
	42,145	19,795	+113%	114,925	69,894	+64%

Sales breakdown by region shows significant increase in the Americas. Substantial sales were made to the USA in this quarter of our Automatic Fare Collection Readers. This resulted in an overall growth of 583% in the region in the first nine months. Considerable growths were also recorded in Europe both on a three-month and a nine-month basis primarily owing to continual increases in sales from our extensive distribution channels across Europe. Overall, growth can be observed across all regions, with Asia Pacific gaining a fair 17% increase compared to 2011 figures, and Middle East and Africa at a respectable growth of 41% on a three-month basis.

The three main types of operating costs totalled HK\$46.9 million this year representing 27% increase from HK\$37.0 million last year. The main reason of the increase was the rise in selling and distribution efforts around the world. Specifically, ACS has placed emphasised efforts into extending the reach of their business development and sales team, seen in the establishment of overseas offices and the hiring of new overseas staff and consultants. Additionally or consequently, many interesting projects are being discovered around the world, necessitating frequent and extended visits abroad.

## **DIVIDEND**

The Board does not declare an interim dividend in respect of the nine months ended 30 September 2012. The declaration, payment, and amount of future dividends will be decided by the Board and will depend upon, among other things, the Group's results of operations, capital requirements, cash flows, general financial conditions, and such other factors as the Board may consider important.

## **BUSINESS REVIEW**

Since the year 2005, ACS has been placing increasing efforts into the research, development and production of sophisticated terminals with 32-bit micro-processors. These terminals are commonly found in physical access control, national security, health programs, payment terminals for public transportation and micro-payment in retail outlets.

Whilst these products are complex and therefore challenging in terms of development and production, ACS continued to overcome obstacles in the forms of strong competitors and demanding clients, and has introduced quality sophisticated new readers and devices into the market year after year. In this quarter of 2012, appreciation for ACS products and services came in the form of large orders from old and new clients that have been attracted by the guaranteed quality and competitive pricing of ACS.

Meanwhile, the development team of ACS has continued to improve the quality and enhance the functionality of 8-bit reader range. With an experienced and dedicated sales and support team, sales have also continued to generate great profits.

ACS is also seeing a good start in terms of sales of the ACS Transport Fare Collection Solution, including end-to-end solution, frontend devices, backend software and security system. On one hand ACS is accumulating valuable in-the-field experience, and on the other hand our high-quality and competitive offerings have gained us reputation as a respectable enabler of better public transportation for the masses.

The headcount of ACS remained steady, with only a major increase in the past year. The overall headcounts were 171, 216, 248 and 256 at 31 December 2009, 2010, 2011 and 30 September 2012 respectively. With a steady headcount whilst increasing sales, a sharp rise in net profit can be observed. This growth in productivity can be derived from ACS's previous efforts in strengthening its operations team and improving its IT system in the past 2 years.

## **PROSPECTS**

For nearly two decades, ACS has been mastering and amassing technical expertise in security, smart card operating system, smart card readers and terminals, web-based software and automatic fare collection. ACS has combined such knowledge, and with the continual emphasis on quality, developed an inventive product range that has formed the foundation of its success. This firmly positioned ACS as one of the leaders in the industry.

In the last quarter of 2012, products and solutions eagerly awaited by the market will be released. In particular, the ACR123 Contactless Payment Terminal, in response to the booming market for MasterCard PayPass and Visa PayWave contactless payment applications, will be available at the end of the year. ACS is one of the few companies in the world with the ability to certify against the rigorous standards of EMV.

Additionally, the emergence of Android has also brought with it new and exciting opportunities, especially in the form of performing smart card-based transactions through an individual's smartphone or tablet. In response to this, a range of ACS Smart Card Readers can already work with Android devices, enhancing the security and convenience of Android devices, whether used in banking, government services, healthcare, transportation or others.

Despite an economic downturn in many countries, the public's interest in Automatic Fare Collection in Transportation has increased, with awareness reaching to more remote countries. Many transport operators have begun to realise the benefits of such a system, and are actively seeking solutions from established solution providers.

With new projects in countries spanning 3 continents, ACS is expanding its flexible offering to parts of the world where the need for such a solution is high but high-quality and competitive solution providers are limited. Delightful opportunities are arising and ACS will continue to act as a preferred solution provider for many unique public transport operators.

By anticipating and embracing new trends, and leveraging what is a large, varied and strong foundation of technical expertise, we are able to continually expand our product portfolio in a dynamic and sustainable way. Together with a brilliant workforce to cultivate and support existing and new customers, healthy profit can be expected.

#### **LIQUIDITY AND FINANCIAL RESOURCES**

At all times the Group maintains a healthy liquidity position. As at 30 September 2012, the Group's cash and cash equivalents amounted to HK\$25.0 million (31 December 2011: HK\$22.3 million). The bank borrowings of the Group amounted to HK\$10.9 million (31 December 2011: HK\$8.3 million). The gearing ratio, being the total interest bearing debts over the total equity, at 30 September 2012 was 0.15 (31 December 2011: 0.13).

The current ratio, being the ratio of current assets to current liabilities, was 1.81 (31 December 2011: 1.72). Net asset value as at 30 September 2012 was HK\$74.4 million (31 December 2011: HK\$63.0 million).

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2012, the interests and short positions of the directors and chief executive of the Company 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 (the "SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules") were as follows:

Name of director	Long position in ordinary shares of HK\$0.10 each					Total number of shares held	Percentage of the Company's issued share capital as at 30 September 2012
	Personal interests (Note 1)	Family interests	Corporate interests	Other interests			
Mr. Wong Yiu Chu, Denny (Note 2)	80,768,000	53,538,522	-	-	134,306,522	47.28%	
Ms. Tsui Kam Ling, Alice (Note 3)	53,538,522	80,768,000	-	-	134,306,522	47.28%	
Mr. Tan Keng Boon	157,893	-	-	-	157,893	0.06%	

### Notes:

- The shares are registered under the names of the directors who are the beneficial owners.
- 80,768,000 shares are held by Mr. Wong Yiu Chu, Denny personally and 53,538,522 shares are held by his wife, Ms. Tsui Kam Ling, Alice personally. Mr. Wong Yiu Chu, Denny is taken to be interested in the shares held by Ms. Tsui Kam Ling, Alice under the SFO.
- 53,538,522 shares are held by Ms. Tsui Kam Ling, Alice personally and 80,768,000 shares are held by her husband, Mr. Wong Yiu Chu, Denny personally. Ms. Tsui Kam Ling, Alice is taken to be interested in the shares held by Mr. Wong Yiu Chu, Denny under the SFO.

Save as disclosed above, to the best knowledge of the directors of the Company, as at 30 September 2012, none of the directors or their associates had any personal, family, corporate or other 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 would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## SHARE OPTION SCHEMES

### (i) PRE-IPO SHARE OPTION PLAN

As at 30 September 2012, the employees of the Group had the following interests in options to subscribe for shares of the Company (market value per share at 28 September 2012 was HK\$0.51) with an exercise price of HK\$0.24 per share under the Pre-IPO Share Option Plan (the “Plan”) of the Company. The options are unlisted. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.10 each of the Company.

Grantees	Date granted	Number of share options				Balance as at 30 September 2012	Period during which the options are exercisable	Exercise price per share	Percentage of the Company's issued share capital as at 30 September 2012
		Balance as at 1 January 2012	Granted during the period	Exercised during the period	Lapsed during the period				
Employees	27 October 2003	900,776	-	896,517 (Note 1)	-	4,259 (Note 2)	10 May 2004 to 20 January 2013	HK\$0.24	0.001%
		900,776	-	896,517	-	4,259			

Notes:

- 1 896,517 share options at an exercise price of HK\$0.24 each have been exercised by 4 employees during the period ended 30 September 2012. The weighted average closing price of the shares immediately before the date on which the options were exercised was HK\$0.455.
- 2 The options vested and were exercisable in three tranches as follows:
  - (a) one-third of the options vested and were exercisable since 10 May 2004;
  - (b) a further one-third of the options vested and were exercisable since 31 December 2004; and
  - (c) the remaining one-third of the options vested and were exercisable since 31 December 2005.
- 3 No option was granted, cancelled or lapsed during the period.

### (ii) SHARE OPTION SCHEME

Pursuant to the resolution of the shareholders of the Company dated 27 October 2003, the Company adopted a Share Option Scheme (the “Scheme”). As at the date of this report, no options had been granted under the Scheme.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed under the paragraphs headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" and "Share option schemes" above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

In addition to the interests disclosed under the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, the Company has been notified of the following interests in the Company's issued shares as at 30 September 2012 as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

	Capacity	Total number of ordinary shares held	Percentage of the Company's issued share capital as at 30 September 2012
Mr. Tjio Kay Loen (Note 2)	Beneficial owner and Other	22,960,000 shares (L)	8.08%
Warren Securities Limited	Beneficial owner	14,720,000 shares (L)	5.18%

Notes:

- 1 The letter "L" stands for the shareholders' long position (within the meaning stated in the form for notification specified pursuant to the SFO) in shares.
- 2 Of these shares, 7,400,000 shares are held by Mr. Tjio Kay Loen personally, 14,720,000 shares and 840,000 shares are held by Warren Securities Limited (a company which is owned as to 30% by Mr. Tjio Kay Loen) and Farina Limited (a company which is owned as to 60% by Mr. Tjio Kay Loen) respectively. Mr. Tjio Kay Loen is taken to be interested in these shares under the SFO.

Save as disclosed above, as at 30 September 2012 and to the best knowledge of the directors, there was no person (other than the directors and chief executive of the Company whose interests are set out in the paragraph "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above) had an interest or short position in the shares or underlying shares of the Company as recorded in the register to be kept under Section 336 of the SFO.

## **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

Based on the information available to the Company and within the knowledge and belief of the directors of the Company, none of the directors or the management shareholders of the Company (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group during the period.

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

During the period, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the rules governing dealings by directors in listed securities of the Company ("dealings rules") on terms no less exacting than the required standard of dealings as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by directors. Having made specific enquiry of all directors of the Company, all directors of the Company confirm that they complied with such dealings rules throughout the nine months ended 30 September 2012.

## **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The audit committee comprises three independent non-executive directors namely, Mr. Yu Man Woon (being the chairman of the audit committee), Dr. Yip Chak Lam, Peter and Mr. Wong Yick Man, Francis and reports to the Board. The primary duties are to carry out the duties of reviewing and supervising the financial reporting process and internal control system of the Group. The audit committee has reviewed the Group's unaudited results for the nine months ended 30 September 2012.

By order of the Board  
**Advanced Card Systems Holdings Limited**  
**WONG Yiu Chu, Denny**  
*Chairman*

Hong Kong, 2 November 2012