



# 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)

## FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2014

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

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*This announcement, 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 announcement 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 announcement misleading.*

\* For identification only

## **HIGHLIGHTS**

- Revenue of the Group for the three months ended 31 March 2014 increased by 34% to HK\$49.8 million from the first quarter of 2013.
- Net profit after income tax of the Group for the three months ended 31 March 2014 increased by 40% to HK\$6.1 million from the first quarter of 2013.

## 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 ended 31 March 2014 together with the comparative unaudited figures for the corresponding period in 2013.

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 31 March 2014

	Notes	Three months ended 31 March	
		2014 <i>HK\$'000</i>	2013 <i>HK\$'000</i>
<b>Revenue</b>	2	<b>49,822</b>	37,267
Cost of sales and services provided		<b>(19,162)</b>	(12,951)
<b>Gross profit</b>		<b>30,660</b>	24,316
Other income and gains		<b>130</b>	215
Selling and distribution costs		<b>(4,834)</b>	(4,341)
Research and development expenses		<b>(8,998)</b>	(7,457)
Administrative expenses		<b>(9,602)</b>	(8,057)
Finance costs	3	<b>(345)</b>	(163)
<b>Profit before income tax</b>	4	<b>7,011</b>	4,513
Income tax expense	5	<b>(930)</b>	(171)
<b>Profit for the period, attributable to owners of the Company</b>		<b>6,081</b>	4,342
<b>Other comprehensive income</b>			
Item that may be reclassified subsequently to profit or loss			
– Exchange gain on translation of financial statements of foreign operations		<b>303</b>	36
Item that will not be reclassified subsequently to profit or loss			
– Remeasurement of defined benefit obligations		–	36
<b>Other comprehensive income for the period, net of tax</b>		<b>303</b>	72
<b>Total comprehensive income for the period, attributable to owners of the Company</b>		<b>6,384</b>	4,414
<b>Earnings per share for profit attributable to owners of the Company for the period</b>	7		
– Basic (HK cents)		<b>2.141</b>	1.529
– Diluted (HK cents)		<b>2.141</b>	1.529

## 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”).

The accounting policies adopted in the 2013 annual financial statements have been consistently applied to these financial statements except that in the current period, the Group has applied for the first time 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 2014. 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.

These financial statements are unaudited but have been reviewed by the audit committee of the Company. The financial statements for the three months ended 31 March 2014 were approved for issue by the Board on 13 May 2014.

### 2 REVENUE

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

	Three months ended 31 March	
	2014	2013
	HK\$’000	HK\$’000
Sale of smart card products, software and hardware	46,955	28,775
Smart card related services	2,867	8,492
	<u>49,822</u>	<u>37,267</u>

### 3 FINANCE COSTS

	Three months ended 31 March	
	2014	2013
	HK\$’000	HK\$’000
Interest charges on bank borrowings, repayable on demand or wholly within five years	345	163

#### 4 PROFIT BEFORE INCOME TAX

The Group's profit before income tax is arrived at after charging:

	Three months ended 31 March	
	2014	2013
	HK\$'000	HK\$'000
Amortisation of development costs*	2,216	1,404
Depreciation of plant and equipment	1,121	1,230

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

#### 5 INCOME TAX EXPENSE

	Three months ended 31 March	
	2014	2013
	HK\$'000	HK\$'000
<b>Current tax</b>		
Hong Kong profits tax		
– Provision for current period	342	–
Philippines Income Tax		
– Provision for current period	527	171
– Over-provision in respect of prior years	(86)	–
	441	171
Other overseas tax	147	–
	930	171

Hong Kong profits tax for the three months ended 31 March 2014 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 three months ended 31 March 2013 as the companies within the Group did not derive any assessable profit in Hong Kong.

Philippines Income Tax has been provided at 30% (2013: 30%) on the estimated taxable income or 2% (2013: 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.

Tax on other jurisdictions including PRC has been provided on the estimated assessable profits, if any, for the period at the rates of tax prevailing in the countries in which the Group operates. PRC corporate income tax for the period has been provided at the rate of 25% (2013: 25%) on the estimated assessable profits arising in the PRC for the period.

#### 6 DIVIDENDS

The Company had not declared or paid any dividends for the three months ended 31 March 2014 (2013: Nil).

## 7 EARNINGS PER SHARE

The calculation of basic earnings per share for the three months ended 31 March 2014 is based on the profit attributable to owners of the Company of HK\$6,081,000 (2013: HK\$4,342,000) and the weighted average of 284,058,000 (2013: 284,058,000) ordinary shares in issue during the period.

The calculation of diluted earnings per share for the three months ended 31 March 2014 is based on the profit attributable to owners of the Company of HK\$6,081,000 (2013: HK\$4,342,000) and the weighted average of 284,058,000 (2013: 284,059,000) ordinary shares outstanding during the period, after adjusting for the effects of all dilutive potential ordinary shares.

The weighted average number of ordinary shares used in the calculation of diluted earnings per share for the three months ended 31 March 2014 is calculated based on the weighted average of 284,058,000 (2013: 284,058,000) ordinary shares in issue during the period as used in the calculation of basic earnings per share plus the weighted average of nil (2013: 1,000) 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	Proposed dividend HK\$'000	Total HK\$'000
Balance as at 1 January 2013	17,955	4,496	886	24,070	4,261	51,668
Profit for the period	-	-	-	4,342	-	4,342
Other comprehensive income						
- Exchange gain on translation of financial statements of foreign operations	-	-	36	-	-	36
- Remeasurement of defined benefit obligations	-	-	-	36	-	36
Total comprehensive income for the period	-	-	36	4,378	-	4,414
Balance as at 31 March 2013	17,955	4,496	922	28,448	4,261	56,082
Balance as at 1 January 2014	17,955	4,496	1,706	41,703	5,681	71,541
Profit for the period	-	-	-	6,081	-	6,081
Other comprehensive income						
- Exchange gain on translation of financial statements of foreign operations	-	-	303	-	-	303
Total comprehensive income for the period	-	-	303	6,081	-	6,384
<b>Balance as at 31 March 2014</b>	<b>17,955</b>	<b>4,496</b>	<b>2,009</b>	<b>47,784</b>	<b>5,681</b>	<b>77,925</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.

## MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis should be read alongside with the unaudited consolidated financial results of the Group (thereafter referred to as “ACS” or the “Group”) for the quarter ended 31 March 2014.

### Financial Review

Comparing the first quarter ended 31 March 2014 with the first quarter last year, the sales revenue increased by 33.7% to HK\$49.8 million from HK\$37.3 million. The gross profit increased by 26.1% to HK\$30.7 million. The net profit after taxation increased by 40.1% to HK\$6.1 million.

The gross profit margin was 61.5% which is considered on the high side for our industry. ACS has invested heavily in R&D to develop advanced technologies in-house to keep a healthy gross profit margin. Also, the software content of our offerings is increasing with the result of higher overall gross profit margins.

The three main types of operating costs, namely, selling and distribution costs, research and development expenses and administrative expenses totalled HK\$23.4 million this year representing 18.0% increase from HK\$19.9 million last year. The main increases came from research and development expenses and administrative expenses due to increased headcount.

	Three months ended 31 March		
	2014	2013	Change
	<i>HK\$'000</i>	<i>HK\$'000</i>	
Asia Pacific	<b>19,817</b>	16,700	19%
Europe	<b>18,238</b>	11,319	61%
The Americas	<b>11,273</b>	7,891	43%
Middle East and Africa	<b>494</b>	1,357	-64%
	<b>49,822</b>	<b>37,267</b>	<b>34%</b>

The sales breakdown by region shows an increase of 19% in the Asia Pacific region, 61% in Europe and 43% in The Americas, on the other hand a decrease of 64% in the Middle East and Africa. This increase in the APAC region was due to the increased orders of AFC related solutions delivered in the region. This increase in the Europe and the Americas regions were due to the increased orders of hardware sales. This decrease in the Middle East and Africa was due to decreased orders of hardware sales.

### Dividend

The Board does not declare an interim dividend in respect of the three months ended 31 March 2014. 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**

When providing smart card based solutions, ACS has the advantage of having its own hardware components used in the solution. For example, ACS provides payment solutions using devices in a diverse array of form factors and connection interfaces. A few examples are: the ACR123, a MasterCard Paypass and Visa Paywave payment terminal; ACR89U-A2, a handheld smart card reader with PIN-pad that offers contact and contactless support and may be equipped with a thermal printer; ACR122T, a token-sized NFC reader that supports Mifare cards, ISO 14443 Type A and B cards, and all four types of NFC tags; and the ACR31, an audio jack reader for magnetic stripe cards supporting Mobile POS (Point-of-Sales).

ACS was a Sponsor in SCA (Smart Card Alliance) 2014 Payments Summit. It was held on Feb 5 to 7, at the Grand America Hotel in Salt Lake City. The event covered EMV, mobile, and transit payments. We took the opportunity to connect with industry players and to attend talks and workshops on emerging technologies, considerations surrounding standards, approaches to payment, and strategies for different platforms.

## **Prospects**

ACS has been building a strong foundation in its hardware business for the last 19 years. In the recent years, ACS has been spending more efforts in developing complete applications, e.g. Automatic Fare Collection Systems. By combining the technical knowhows in hardware, software and application, ACS's offerings have enhanced the competitive position of the Company and hence achieved better gross profits margins.

## **Liquidity and Financial Resources**

At all times the Group maintains a healthy liquidity position. As at 31 March 2014, the Group's cash and cash equivalents amounted to HK\$38.6 million (31 March 2013: HK\$30.2 million). The bank borrowings of the Group amounted to HK\$32.9 million (31 March 2013: HK\$20.5 million). The gearing ratio, being the total interest bearing debts over the total equity, at 31 March 2014 was 0.31 (31 March 2013: 0.24).

The current ratio, being the ratio of current assets to current liabilities, was 2.04 (31 March 2013: 1.95). Net asset value as at 31 March 2014 was HK\$106.3 million (31 March 2013: HK\$84.5 million).



## **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 three months ended 31 March 2014.

## **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 four independent non-executive directors namely, Mr. Yu Man Woon (being the chairman of the audit committee), Dr. Yip Chak Lam, Peter, Mr. Wong Yick Man, Francis and Mr. Lo Kar Chun, Nicky, SBS, JP 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 three months ended 31 March 2014.

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

Hong Kong, 13 May 2014

*As at the date of this announcement, the Board comprises 3 executive directors, namely Mr. Wong Yiu Chu, Denny, Mr. Tan Keng Boon and Ms. Tsui Kam Ling, Alice; and 4 independent non-executive directors, Dr. Yip Chak Lam, Peter, Mr. Yu Man Woon, Mr. Wong Yick Man, Francis and Mr. Lo Kar Chun, Nicky, SBS, JP.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the day of its posting.*