## ECS HOLDINGS LIMITED Third Quarter Financial Statement And Dividend Announcement

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS.

# 1(a) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

1(a)(i) Income Statement for the 9 months / third quarter ended 30 September 2004.

			Group			
	Nine months end 2004	ded 30 Sept 2003	%	Three months e 2004	nded 30 Sept 2003	%
	\$'000	\$'000	Increase/ (Decrease)	\$'000	\$'000	Increase/ (Decrease)
Revenue	1,304,190	1,011,476	28.9	467,877	376,590	24.2
Cost of sales	(1,240,587)	(963,299)	28.8	(445,877)	(361,529)	23.3
Gross profit	63,603	48,177	32.0	22,000	15,061	46.1
Other income including interest income	1,230	1,299	(5.3)	512	438	16.9
Selling & distribution expenses	(26,340)	(21,162)	24.5	(8,362)	(7,730)	8.2
General & administrative expenses	(20,586)	(18,859)	9.2	(6,967)	(6,461)	7.8
Profit from operations	17,907	9,455	89.4	7,183	1,308	449.2
Finance costs	(4,806)	(5,236)	(8.2)	(1,951)	(1,501)	30.0
Profit / (Loss) before tax	13,101	4,219	210.5	5,232	(193)	Nm
Taxation	(2,989)	(1,658)	80.3	(1,070)	(578)	85.1
Profit / (Loss) after tax (note 1)	10,112	2,561	294.8	4,162	(771)	Nm
Minority interests (note 2)	(938)	(382)	145.5	(426)	(154)	176.6
Net profit / (loss)	9,174	2,179	321.0	3,736	(925)	Nm

### Breakdown and explanatory Notes to Income Statement

#### 1. The following items have been included in arriving at net profit after taxation:-

Group	Nine months end	•	0/	Three months e		<b>6</b> ′
	2004 \$'000	2003 \$'000	% Increase/ (Decrease)	2004 \$'000	2003 \$'000	% Increase/ (Decrease)
Depreciation and amortisation	(4,508)	(4,249)	6.1	(1,514)	(1,436)	5.4
Allowance for doubtful debts and bad debts written off nett of bad debts recovered (see note a)	(2,016)	(1,666)	21.0	(224)	(809)	(72.3)
Allowance (made) / write-back for stock obsolescence and stocks written off (see note b)	(570)	(1,743)	(67.3)	(94)	(1,029)	(90.9)
Foreign exchange gain / (loss)	432	310	39.4	237	41	478.0
Profit / (Loss) on sale of property, plant and equipment	(35)	(101)	(65.3)	(3)	(85)	(96.5)

- a) Allowance for doubtful debts was \$224k during the current quarter as compared to \$809k in Q3 2003. The higher provisions made in Q3 2003 was to provide for certain deliquent customers in the South-East Asian region.
- b) Allowance made for stock obsolescence and stocks written off were lower in Q3 2004 and for the 9 mths ended September 2004 than in the corresponding periods. In Q3 2003, the Group had provided for additional stock write down amounting to \$700,000 arising from the expiry of a distribution agreement in China.
- 2. On 15 January 2004, the Group set up ECS Indo Pte. Ltd. together with the founders of PT Harrisma, a leading IT distributor in Indonesia. The Group holds 60% of the equity interest in ECS Indo Pte. Ltd. Hence, Minority Interests for the current quarter and 9 months now includes its 40% share in the profits of ECS Indo Pte. Ltd.

1(b)(i) A balance sheet (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year.

	Grou	-	Company		
	30 September 2004 \$'000	31 December 2003 \$'000	30 September 2004 \$'000	31 December 2003 \$'000	
Non-Current Assets					
Property, plant and equipment	11,218	12,274	177	202	
Investment in subsidiaries	0	0	87,008	86,408	
Other Assets	634	643	140	140	
Goodwill on consolidation	33,314	35,352	0	C	
Deferred tax assets	840	835	0	(	
	46,006	49,104	87,325	86,750	
Current Assets					
Inventory	235,097	199,775	0	C	
Trade and other receivables	193,998	158,788	109,643	111,740	
Cash and bank balances	25,608	56,181	742	474	
	454,703	414,744	110,385	112,214	
Current Liabilities					
Bank overdrafts (Unsecured)	743	193	0	C	
Trade and other payables	158,402	157,664	1,048	1,204	
Deferred Income	977	940	0	(	
Bank borrowings	171,423	142,268	84,500	85,000	
Finance Lease Liabilities	22	0	0	C	
Loans due to shareholder	0	6,800	0	C	
Preference Shares	85	85	0	C	
Current Tax Payable	1,493	1,601	0	C	
	333,145	309,551	85,548	86,204	
Net Current Assets	121,558	105,193	24,837	26,010	
Non-Current Liabilities					
Bank borrowings	108	146	0	C	
Deferred tax liabilities	668	675	23	23	
Deferred income	372	371	0	C	
Finance Lease Liabilities	70	0	0	C	
	1,218	1,192	23	23	
Minority interacto					
Minority interests Amount due to Minority Shareholders	5,889	4,678	0	C	
of Subsidiary	4,333	0	0	C	
	10,222	4,678	0	C	
Net Assets	156,124	148,427	112,139	112,737	
Represented by :					
Capital and Reserves					
-	35,525	34,634	35,525	34,634	
Share capital					
Reserves	120,599	113,793	76,614	78,103	

### Notes to Balance Sheet

### 1(b)(ii) Aggregate amount of group's borrowings and debt securities.

### Amount repayable in one year or less, or on demand

As at 30/09/2004		As at 31/12/2003		
\$'000	\$'000	\$'000	\$'000	
Secured	Unsecured	Secured	Unsecured	
58	172,109	59	142,402	

### Amount repayable after one year

As at 30	As at 30/09/2004		/12/2003
\$'000	\$'000	\$'000	\$'000
Secured	Unsecured	Secured	Unsecured
108	0	146	0

### Details of any collateral

A fixed charge over the freehold office blocks of a subsidiary.

# 1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Three months of	ended 30 Sept	Nine months e	ended 30 Sept
	2004	2003	2004	2003
	\$'000	\$'000	\$'000	\$'000
Cash Flows from Operating Activities				
Profit from ordinary activities before taxation	5,232	(193)	13,101	4,219
Adjustments for :				
Amortisation of goodwill	679	656	2,038	1,945
Depreciation of property, plant and equipment	835	781	2,470	2,305
Loss on disposal of property, plant and equipment	3	85	35	101
Interest expense	1,951	1,501	4,805	5,236
Interest income	(272)	(279)	(770)	(437)
Operating profit before working capital changes	8,428	2,551	21,679	13,369
Changes in working capital :				
Inventories	9,092	1,436	(36,879)	(2,559)
Trade and other receivables	2,711	11,188	(37,450)	(1,163
Trade and other payables	(5,756)	(12,722)	1,376	198
Cash generated from / (utilised in) operations	14,475	2,453	(51,273)	9,845
Income taxes paid	(1,810)	(1,203)	(3,102)	(2,596)
Net cash flow from operating activities	12,665	1,250	(54,375)	7,249
Cash Flows from Investing Activities				
Interest received	272	279	770	437
Investment in subsidiary	0	0	400	0
Purchase of property, plant and equipment	(604)	(419)	(1,358)	(1,058
Proceeds from disposal of property, plant and equipment	0	3	35	34
Purchase of other assets	0	0	0	(314
Net cash flow from investing activities	(332)	(137)	(153)	(901
Cash Flows from Financing Activities				
Interest paid	(1,603)	(1,501)	(4,458)	(5,236)
Dividends paid	0	0	(1,137)	(1,621)
Proceeds from issue of shares	0	0	891	0
Proceeds from bank loans	1,401	1,265	34,097	96,667
Repayment of bank loans	(13,934)	(893)	(3,344)	(92,399
Increase in finance lease liabilities Payment of finance lease instalments	0 (5)	0 (224)	108 (16)	0 (680
Proceeds from minority shareholders of subsidiaries	(5)	(224)	4,333	(000)
Repayment of shareholder's loan	0	0	(6,760)	0
Net cash flow from financing activities	(14,141)	(1,353)	23,714	(3,269
Net decrease in cash and cash equivalents	(1,808)	(240)	(30,814)	3,079
Cash and cash equivalents at beginning of the period	26,966	38,661	55,988	35,270
Effects of exchange rate changes on balances held in foreign				
currencies	(293)	(97)	(309)	(25)
Cash and cash equivalents at end of period	24,865	38,324	24,865	38,324
•				

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

### Statement of Changes in Equity

### (i) Consolidated statement of changes in equity for the nine months ended 30 September 2004

	Share Capital \$'000	Dividend Reserve \$'000	Share Premium \$'000	Accumulated Profits / (Losses) \$'000	Currency Translation Reserve \$'000	Total \$'000
Bal as at 1 Jan 2004	34,634	1,167	75,656	39,851	(2,881)	148,427
Net profit for the period	0	0	0	2,116	0	2,116
Exchange loss on translation of net assets of foreign						
subsidiaries	0	0	0	0	(196)	(196)
Bal as at 31 Mar 2004	34,634	1,167	75,656	41,967	(3,077)	150,347
Issue of shares	891	0	0	0	0	891
Net profit for the period	0	0	0	3,322	0	3,322
Exchange gain on translation of net assets of foreign subsidiaries	0	0	0	0	843	843
Final dividends paid of 0.40 cents per share less tax at 20%	0	(1,138)	0	0	0	(1,138)
Bal as at 30 Jun 2004	35,525	29	75,656	45,289	(2,234)	154,265
Net profit for the period	0	0	0	3,736	0	3,736
Exchange loss on translation of net assets of foreign						
subsidiaries	0	0	0	0	(1,877)	(1,877)
Bal as at 30 Sep 2004	35,525	29	75,656	49,025	(4,111)	156,124

	Share Capital \$'000	Share Premium \$'000	Accumulated Profits / (Losses) \$'000	Currency Translation Reserve \$'000	Total \$'000
Bal as at 1 Jan 2003	34,634	75,656	36,344	(2,451)	144,183
Net profit for the period	0	0	925	0	925
Exchange gain on translation of net assets of foreign subsidiaries	0	0	0	772	772
subsidiaries	0	0	0	112	112
Bal as at 31 Mar 2003	34,634	75,656	37,269	(1,679)	145,880
Net profit for the period	0	0	2,179	0	2,179
Exchange loss on translation of net assets of foreign subsidiaries	0	0	0	(583)	(583)
Final dividends paid of 0.60 cents per share less tax at 22%	0	0	(1,621)	0	(1,621)
Bal as at 30 Jun 2003	34,634	75,656	37,827	(2,262)	145,855
Net loss for the period	0	0	(925)	0	(925)
Exchange loss on translation of net assets of foreign subsidiaries	0	0	0	(248)	(248)
Bal as at 30 Sep 2003	34,634	75,656	36,902	(2,510)	144,682

### (ii) Consolidated statement of changes in equity for the nine months ended 30 September 2003

### (iii) Statement of changes in equity of the company for the nine months ended 30 September 2004

	Share Capital \$'000	Dividend Reserve \$'000	Share Premium \$'000	Accumulated Profits / (Losses) \$'000	Total \$'000
Bal as at 1 Jan 2004	34,634	1,167	75,656	1,280	112,737
Net loss for the period	0	0	0	(105)	(105)
Bal as at 31 Mar 2004	34,634	1,167	75,656	1,175	112,632
Issue of shares	891	0	0	0	891
Net loss for the period	0	0	0	(160)	(160)
Final dividend paid of 0.40 cents per share less tax at 20%	0	(1,138)	0	0	(1,138)
Bal as at 30 Jun 2004	35,525	29	75,656	1,015	112,225
Net loss for the period	0	0	0	(86)	(86)
Bal as at 30 Sep 2004	35,525	29	75,656	929	112,139

(iv) Statement of changes in equity of the company for the nine months ended 30 September 2003

	Share Capital \$'000	Share Premium \$'000	Accumulated Profits / (Losses) \$'000	Total \$'000
Bal as at 1 Jan 2003	34,634	75,656	2,198	112,488
Net loss for the period	0	0	(100)	(100)
Bal as at 31 Mar 2003	34,634	75,656	2,098	112,388
Net loss for the period	0	0	(49)	(49)
Final dividend paid of 0.60 cents per share less tax at 22%	0	0	(1,621)	(1,621)
Bal as at 30 Jun 2003	34,634	75,656	428	110,718
Net loss for the period	0	0	(117)	(117)
Bal as at 30 Sep 2003	34,634	75,656	311	110,601

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-back, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares or cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

As at 31 December 2003, the issued and paid up share capital of the Company was \$34,634,217. In April 2004, the Company issued 8,906,000 ordinary shares of \$0.10 each upon the exercise of the options granted under the ECS Share Option Scheme I. During the quarter ended 30 September 2004, the Company did not issue any shares.

As at 30 September 2004, the Company has outstanding share options of 35,498,000 unissued ordinary shares. The outstanding share options as at 30 September 2003 amounted to 45,996,000 unissued ordinary shares.

## 2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

N.A.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has applied the same accounting policies and methods of computation in the financial statements for the current reporting period compared with the audited financial statements as at 31 December 2003.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

N.A.

6. Earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	9 months ended 30 Sept 2004	9 months ended 30 Sept 2003	3 months ended 30 Sept 2004	3 months ended 30 Sept 2003
Earnings / (Loss) per ordinary share for the year based on net profit attributable to shareholders:-	·	·	·	·
(i) Based on weighted average number of ordinary shares in issue	2.60 cents	0.63 cents	1.05 cents	(0.27) cents
Weighted average number of shares ('000)	352,280	346,342	355,248	346,342
(ii) On a fully diluted basis	2.55 cents	0.61 cents	1.04 cents	(0.26) cents
Weighted average number of shares ('000)	360,467	359,561	360,918	359,693

In arriving at the fully diluted earnings per share, only those potential ordinary shares arising from the exercise of options which would dilute the basic earnings per share of the Group are included in the computation.

7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the (a) current period reported on and (b) immediately preceding financial year.

	GROUP			
	30 Sept 2004	31 December 2003		
Net tangible asset backing per ordinary share based on issued share capital as				
at the end of the financial period	34.57 cents	32.65 cents		

- 8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-
  - (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
  - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current period reported on.

### **Review of Group Performance**

Business Segment Information

	Revenue			Profi	it after Taxation		
	9 months ended 30.09.2004 \$'000	9 months ended 30.09.2003 \$'000	% Change	9 months ended 30.09.2004 \$'000	9 months ended 30.09.2003 \$'000	% Change	
Enterprise Systems	428,904	407,240	5.3	4,886	938	420.9	
IT Services	17,778	14,334	24.0	1,064	762	39.6	
Distribution	857,508	589,902	45.4	6,200	2,806	121.0	
Sub-Total	1,304,190	1,011,476	28.9	12,150	4,506	169.6	
Goodwill on Consolidation	0	0	Nm	(2,038)	(1,945)	4.8	
Minority Interests	0	0	Nm	(938)	(382)	145.5	
Total	1,304,190	1,011,476	28.9	9,174	2,179	321.0	

	Revenue			Profi	t after Taxation			
	3 months ended 30.09.2004 \$'000	3 months ended 30.09.2003 \$'000	% Change	3 months ended 30.09.2004 \$'000	3 months ended 30.09.2003 \$'000	% Change		
Enterprise Systems	137,394	133,491	2.9	1,853	(1,509)	Nm		
IT Services	6,493	4,533	43.2	407	362	12.4		
Distribution	323,990	238,566	35.8	2,581	1,032	150.0		
Sub-Total	467,877	376,590	24.2	4,841	(115)	Nm		
Goodwill on Consolidation	0	0	Nm	(679)	(656)	3.5		
Minority Interests	0	0	Nm	(426)	(154)	176.6		
Total	467,877	376,590	24.2	3,736	(925)	Nm		

### **Geographical Segment Information**

	Revenue			Profi	t after Taxatior	1 I
	9 months ended 30.09.2004 \$'000	9 months ended 30.09.2003 \$'000	% Change	9 months ended 30.09.2004 \$'000	9 months ended 30.09.2003 \$'000	% Change
North Asia	695,944	572,014	21.7	4,975	210	2,269.0
South East Asia	608,246	439,462	38.4	7,175	4,296	67.0
Sub-Total	1,304,190	1,011,476	28.9	12,150	4,506	169.6
Goodwill on Consolidation	0	0	Nm	(2,038)	(1,945)	4.8
Minority Interests	0	0	Nm	(938)	(382)	145.5
Total	1,304,190	1,011,476	28.9	9,174	2,179	321.0

	Revenue			Profi	it after Taxation		
	3 months ended 30.09.2004 \$'000	3 months ended 30.09.2003 \$'000	% Change	3 months ended 30.09.2004 \$'000	3 months ended 30.09.2003 \$'000	% Change	
North Asia	240,711	212,423	13.3	2,044	(1,862)	Nm	
South East Asia	227,166	164,167	38.4	2,797	1,747	60.1	
Sub-Total	467,877	376,590	24.2	4,841	(115)	Nm	
Goodwill on Consolidation	0	0	Nm	(679)	(656)	3.5	
Minority Interests	0	0	Nm	(426)	(154)	176.6	
Total	467,877	376,590	24.2	3,736	(925)	Nm	

Nm denotes as "not meaningful"

### **Profitability**

The Group's net profit after tax and minority interest for the 9 mths ended 30 Sept 2004 increased by 321% to \$9.2m as compared to \$2.2m for the corresponding 9 mths ended 30 Sept 2003. Revenue increased by 28.9% to \$1,304.2m from \$1,011.5m for the same period.

The Group's net profit after tax and minority interests for the 3rd quarter ended 30 Sept 2004 was \$3.7m, reversing from a loss of \$0.9m in the corresponding quarter. Revenue increased by 24.2% to \$467.9m for the quarter ended 30 Sept 2004 from \$376.6m during the same period last year.

The Distribution segment continued to grow strongly. Revenue from the Distribution segment grew by 35.8% from \$238.6m in Q3 2003 to \$324m in Q3 2004 due to increased demand for Desktop PCs, Notebooks and consumer electronics products, e.g the Ipod. Revenue from the Enterprise Systems segment grew marginally by 2.9% from \$133.5m in Q3 2003 to \$137.4m in Q3 2004. The servers and software products registered increased revenue, however this was offsetted by a decline in revenue contribution from the networking hardware products. The IT Service revenue grew from \$4.5m in Q3 2003 to \$6.5m during the current quarter as demand for its technical services increased.

Gross margins for the current quarter increased to 4.7% as compared to 4% in the corresponding quarter. The improvement was due to better margins from the Distribution and Enterprise Systems business segments although margins from the IT Service segment has declined.

Total operating expenses for the quarter ended 30 Sept 2004 increased by 8.0% over the corresponding period to \$15.3m. Selling & distribution expenses increased 8.2% from \$7.7m incurred in Q3 2003 to \$8.4m during the current quarter due to increased headcount and warehousing facilities to support new product lines, revenue growth and new operations in Indonesia and XiAn, China. General & administration expenses for the current quarter was \$7.0m and \$6.5m in the corresponding quarter.

### **Balance Sheet**

The Group's total current assets was \$454.7m as at 30 Sept 2004, an increase of \$40.0m as compared to 31 December 2003. Higher revenue has resulted in higher inventory and accounts receivables. Inventory balances as at 30 Sept 2004, rose by \$35.3m to \$235.1m as compared to \$199.8m as at 31 December 2003 while trade and other receivables rose by \$35.2m to \$194.0m from \$158.8m for the same periods.

Cash balances as at 30 Sept 2004 was \$25.6m as compared to \$56.2m at 31 December 2003. Net borrowings increased from \$142.6m as at 31 December 2003 to \$172.3m at the end of Sept 2004. This is mainly due to additional working capital required to support the increase in revenue, new agencies and the Indonesian business.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

N.A

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

The Directors expect the Group to continue to perform well in Q4 2004 and FY2004 earnings performance will be significantly better than FY2003.

### 11. Dividend

### (a) Present Period

Any dividend recommended for the current financial period reported on ? None

### (b) Previous Corresponding Period

Any dividend declared for the corresponding period of the immediately preceding financial year? None

### (c) Date payable

N.A.

### (d) Books closure date

N.A.

## 12. If no dividend has been declared/recommended, a statement to that effect.

N.A.

# PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT (This part is not applicable to Q1,Q2, Q3 or Half Year Results)

13. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

N.A.

14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

N.A.

15. A breakdown of sales as follows:-

N.A.

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-

N.A.

17. Interested Person Transactions Under General Mandate.

	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)		
	3 months ended	3 months ended		
Name of Interested Person	30 September 2004	30 September 2004		
Transaction for sale of goods and services				
Netband Consulting Co., Ltd	0	462,239		
Total	0	462,239		

### BY ORDER OF THE BOARD

Yeo Siew Kwan

**Company Secretary** 

2nd November 2004