



<sup>c</sup>  
**Corporate**  
value and culture

<sup>c</sup>  
**Shareholder**  
and employee interest

<sup>c</sup>  
**Best**  
governance and management

<sup>c</sup>  
**Treasure**  
intellectual, knowledge and experience

## ITE (HOLDINGS) LIMITED

FIRST QUARTERLY REPORT 第一季度業績報告 2007 - 2008

Stock Code 股份代號 : 8092

<sup>c</sup>  
**Innovation**  
creativity and quality

<sup>c</sup>  
**Sustainable**  
and continual development

<sup>c</sup>  
**Social**  
caring and responsibility

<sup>c</sup>  
**Freedom** of choice

<sup>c</sup>  
**Fair** competition

## Characteristics of GEM 創業板之特色

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

*The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this report.*

*This report, for which the directors (the "Directors") of ITE (Holdings) Limited ("ITE" or the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") 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 (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

創業板乃為帶有高投資風險的公司提供上市市場。尤其在創業板上市的公司毋須擁有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在交易所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

創業板發佈資料的主要途徑為在交易所為創業板而設的互聯網網站上刊登。創業板上市公司一般毋須在憲報指定報章刊登付款文件披露資料。因此，有意投資的人士須留意本身能否接達創業板網站，以便取得創業板上市發行人的最新公開資料。

交易所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本報告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》（「創業板上市規則」）而刊載，旨在提供有關ITE (Holdings) Limited (「ITE」或「本公司」) 的資料。本公司各董事（「董事」）願就本報告共同及個別承擔責任，並在作出一切合理查詢後確認，就彼等所知及所信：(i) 本報告所載的資料在各重大方面均屬準確完整，且無誤導成份；(ii) 本報告並無遺漏其他事實，致使本報告所載任何內容產生誤導；及(iii) 本報告所表達的一切意見乃經審慎周詳考慮後始行發表，並以公平合理的基準及假設為依據。

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## Highlights

### 概要

Turnover of the Group for the three months ended 30 June 2007 was approximately HK\$17,002,000 representing an increase of approximately 12% over the turnover of approximately HK\$15,153,000 for the same period in 2006.

Profit attributable to shareholders for the three months ended 30 June 2007 amounted to approximately HK\$406,000 compared to approximately HK\$238,000 for the same period in 2006.

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2007 (three months ended 30 June 2006: Nil).

截至二零零七年六月三十日止三個月期間，本集團的營業額約為17,002,000港元，較二零零六年同期的營業額約15,153,000港元增加約12%。

截至二零零七年六月三十日止三個月期間的股東應佔溢利約為406,000港元，比對二零零六年同期錄得約為238,000港元。

董事會不建議派付截至二零零七年六月三十日止三個月期間的中期股息（二零零六年六月三十日止三個月：無）。

## Chairman's Statement

### 主席報告

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I hereby present the unaudited quarterly consolidated results for ITE and its subsidiaries (together, the "Group") for the three months ended 30 June 2007 (the "Period").

### Mission

The mission of the Group is to become the leading smartcard, radio frequency identification ("RFID") and biometrics product, solution provider and system integrator in the world. ITE has been pioneering smartcard system solutions and integration and has been performing outstandingly in Hong Kong Special Administrative Region ("Hong Kong" or "HKSAR"), the Macau Special Administrative Region ("Macau") and the People's Republic of China ("PRC"). With profound expertise, strong research and development ("R&D") capability, proven track record and excellent reputation in the industry, the Group has established a leading profile in the industry and has taken a proactive approach to introduce innovative and customized smartcard, RFID and biometrics applications to our clients. Leveraging on our extensive industry experience and intellectual assets, ITE is developing innovative products and multi-applications solutions for clients from many industries and expanding our business activities to overseas countries.

### Appreciation

I would like to take this opportunity to express my deepest thanks to my directors, management and staff for their dedication and hard work, and shareholders, financiers and business partners for their continued support.

By order of the Board  
**ITE (Holdings) Limited**  
**Lau Hon Kwong, Vincent**  
*Chairman*

Hong Kong, 13 August 2007

致各股東：

本人謹代表董事會（「董事會」），提呈ITE (Holdings) Limited及其附屬公司（合稱「本集團」）截至二零零七年六月三十日止三個月（「期內」）的未經審核綜合季度業績。

### 目標

本集團的目標，是要成為全球具領導地位的智能卡、射頻識別及生物特徵科技產品、方案供應商及系統集成商。ITE一直是香港特別行政區（「香港」）、澳門特別行政區（「澳門」）及中華人民共和國（「中國」）的智能卡系統方案及集成工作的先驅，並一直表現優良。本集團具備專業知識、強大的研究及開發（「研發」）能力及良好的往績，於業內享負盛名，已在香港業界建立領導地位，並積極向客戶推介創新及度身訂造的智能卡、射頻識別及生物特徵技術應用方案。憑藉於行內累積的豐富經驗及知識資產，ITE致力為來自不同行業的客戶研發創新產品、多功能應用方案及提供相關服務，並擴展業務至海外國家。

### 致謝

本人謹藉此機會，向董事會成員、管理層及員工所付出的幹勁和努力，以及股東、資本市場的朋友及業務伙伴一直以來的支持，致以深切謝意。

承董事會命  
**ITE (Holdings) Limited**  
主席  
**劉漢光**

香港，二零零七年八月十三日

Management of the Group has continued to utilise our professional and committed workforce and financial resources to achieve maximum return to our shareholders.

## Marketing and Operation

The Group is glad to announce that our subsidiary, ITE Smartcard Solutions Limited (“ITES”), entered into a strategic cooperation agreement with MacauPass S.A. (“MacauPass”) in June 2007. Under the agreement, ITES and MacauPass shall set up cooperation and jointly develop and promote the use of MacauPass Card issued and operated by MacauPass for various applications in Macau, ranging from electronic payment at points of sales services, access control and facility management, parking and automatic fare collection. ITES, together with our product company, RF Tech Limited (“RFT”), shall design and develop a complete product and solution series in support of the MacauPass contactless payment technology.

We are pleased to be identified by MacauPass as their products, solutions and services partner to support the business development of the new official electronic money of Macau SAR government, namely MacauPass Card.

With the official approval of the Monetary Authority of the Macau Government, MacauPass was granted the related banking licence and the legal rights to operate and provide services of the electronic money to be used in Macau. Similar to the Octopus Card and the Shanghai Public Traffic Card Platforms, MacauPass Card provides convenient and speedy micro-payment and facility access services to the general public of Macau. The signing of this new agreement has made MacauPass Card Platform as the third multi-applications smartcard platform being served by ITE and operated in the metropolitans of Hong Kong, Shanghai and Macau. The directors believe that the fast growing economy of Macau shall give rise to tremendous business opportunity under this cooperation.

本集團的管理人員憑藉專業知識、集團賦予的人力及財政資源，為股東創建最佳的回報。

## 市場及營運

本集團欣然宣佈旗下全資附屬公司，智控系統有限公司（「智控系統」）於本年六月份與澳門通股份有限公司（「澳門通」）簽訂策略性合作協議。在協議框架下，智控系統與澳門通將共同發展及推動以澳門通卡為使用平台的多功能應用系統，並由澳門通策動在澳門區內推出多項應用方案，包括消費市場的電子付款、門禁及設施管理、停車庫及自助票務系統等。智控系統與本公司另一產品旗艦公司RF Tech Limited（「RF Tech」）將攜手共同設計及開發嶄新產品及應用方案，全力支持澳門通非接觸式付費技術。

我們深感榮幸成為澳門通的產品開發、方案設計及服務合作夥伴，並將全力推薦已獲澳門政府認可，以澳門通卡作為電子付費的業務發展。

澳門通獲得澳門政府的金融管理局授予在澳門區內相關銀行業務執照、法定權限以提供電子付費應用的服務。香港八達通卡、上海公共交通卡及澳門通卡的應用平台廣泛，同樣為當地民眾提供最方便和快捷的電子零錢付費及智能門禁應用服務等等。這份協議簽訂後，ITE成功為香港、上海及澳門三個都會城市提供以同類電子付費智能卡的多功能應用平台。董事們深信澳門經濟的迅速騰飛將繼續為集團帶來巨大商機。

## Business Review

### 業務回顧

We are also glad to announce another exciting news that our professional services and products have been successfully exported to overseas country. During the Period, we completed the supply, delivery, installation and testing and commissioning of one set of automated passenger management system (“APMS”) in a Middle East Country. With the completion of this first installation, we expect that new orders for additional installations will come shortly. Back from the early period when we started the research and development of the APMS, we have targeted the export of our professional services and intellectual properties as our prime business objectives. We are glad that the objective has been achieved and we shall continue to leverage on it.

### Future Prospect

The directors are very happy to present the first profitable quarterly result of the fiscal year 2007/08. We target to maintain our profitability throughout the whole fiscal year and expect the second quarter to out-perform the first quarter.

此外，我們為成功輸出專業產品、應用方案及服務至海外客群報捷。期內，我們已完成為一中東地區客戶提供、交付、安裝及調試旅客自助過境管理系統（「APMS」）。在完成首次安裝工程後，我們深信其他加裝工程的新訂單將陸續接獲。回顧發展旅客自助過境管理系統的初期，我們早已以輸出專業服務及知識資產為首要業務目標。至今，我們為實踐該目標並持之以恆而深感榮耀。

### 展望

董事們欣然宣佈二零零七／零八年財政年度的首季度業績已錄得盈利增長。我們會努力不懈、勤奮拼搏、加強管理效率，對全年總業績表現及盈利回報均充滿信心，並期望第二季度將更上一層樓。

Quarterly Results  
季度業績

Unaudited Consolidated Income Statement 未經審核綜合收益表

|   |           |             | Three Months ended 30 June<br>截至六月三十日止三個月                 |   |
|---|-----------|-------------|---|---|
|   |           |             | 2007<br>二零零七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2006<br>二零零六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|   |           | Notes<br>附註 |   |   |
| <b>Turnover</b>   | 營業額       | 2           | 17,002  | 15,153  |
| Cost of services rendered                                 | 已提供服務的成本  |             | (13,099)  | (11,895)  |
| Cost of goods sold  | 已售貨物成本    |             | (551)   | (435)   |
| <b>Gross Profit</b>                                       | 毛利        |             | 3,352   | 2,823   |
| Other income  | 其他收益      |             | 117   | 225   |
| Administrative expenses                                   | 行政費用      |             | (2,748)   | (2,411)   |
| <b>Profit from operations</b>                             | 經營溢利      |             | 721   | 637   |
| Finance costs   | 融資成本      |             | (295)   | (319)   |
| <b>Profit before taxation</b>                             | 除稅前溢利     |             | 426   | 318   |
| Taxation  | 稅項        | 3           | (20)  | (80)  |
| <b>Profit attributable to shareholders of the Company</b> | 本公司股東應佔溢利 |             | 406   | 238   |
| <b>Dividend</b>   | 股息        | 4           | –   | –   |
| <b>Earnings per share</b>                                 | 每股盈利      | 5           |   |   |
| Basic   | 基本        |             | 0.04 cents  | 0.03 cents  |
| Diluted   | 攤薄        |             | –   | –   |

Unaudited Consolidated Statement of Changes in Equity 未經審核綜合股權變動表

|   |  | Reserves<br>儲備                            |   |  |  |   | Accumulated<br>losses<br>累積虧損 | Total<br>合計          |
|---|--|---|---|--|--|---|-------------------------------|----------------------|
|   |  | Share<br>capital<br>股本<br>HK\$'000<br>千港元 | Share<br>premium<br>股份溢價<br>HK\$'000<br>千港元 | Merger<br>reserve<br>合併儲備<br>HK\$'000<br>千港元 | Foreign<br>currency<br>translation<br>reserve<br>外幣匯兌<br>儲備<br>HK\$'000<br>千港元 | Investment<br>revaluation<br>reserve<br>投資估值<br>儲備<br>HK\$'000<br>千港元 |                               |                      |
| Balance at 1 April 2006<br>Profit for the period  | 於二零零六年四月一日<br>期間溢利                       | 9,075<br>-                                | 22,816<br>-                                 | 10,749<br>-                                  | 59<br>-  | (105)<br>-  | (34,568)<br>238               | 8,026<br>238         |
| Balance at 30 June 2006   | 於二零零六年六月三十日                              | 9,075                                     | 22,816                                      | 10,749                                       | 59   | (105)   | (34,330)                      | 8,264                |
| Balance at 1 April 2007<br>Exchange difference arising<br>on translation of<br>foreign operation<br>Profit for the Period | 於二零零七年四月一日<br>兌換海外業務所產生的<br>匯兌差額<br>期內溢利 | 9,075<br>-<br>-                           | 22,816<br>-<br>-                            | 10,749<br>-<br>-                             | 187<br>(85)<br>-   | (72)<br>-<br>-  | (33,610)<br>-<br>406          | 9,145<br>(85)<br>406 |
| Balance at 30 June 2007   | 於二零零七年六月三十日                              | 9,075                                     | 22,816                                      | 10,749                                       | 102  | (72)  | (33,204)                      | 9,466                |

Notes:

附註：

1. Basis of preparation

The unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations.

The accounting policies adopted in preparing the unaudited consolidated results for the three months ended 30 June 2007 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2007.

1. 編製基準

此未經審核綜合業績乃根據香港會計師公會(「會計師公會」)頒佈的香港財務報告準則(「財務報告準則」、香港公認會計原則、創業板上市規則及香港公司條例的適用披露規定而編製。

財務報告準則包括香港財務報告準則及香港會計準則及詮釋。

編製截至二零零七年六月三十日止三個月未經審核綜合業績時所採納的會計政策，與本集團編製截至二零零七年三月三十一日止年度的財務報告所依循的一致。

## Quarterly Results 季度業績

### 2. Turnover

The amount of each significant category of turnover recognized during the Period is as follows:

|  |                     | 2007<br>二零零七年<br>HK\$'000<br>千港元 | 2006<br>二零零六年<br>HK\$'000<br>千港元 |
|--|---------------------|----------------------------------|----------------------------------|
| Turnover   | 營業額                 |                                  |                                  |
| Provision of smartcard systems, RFID and information technology services | 提供智能卡系統、射頻識別及資訊科技服務 |                                  |                                  |
| – Service revenue  | – 服務收益              | 4,053                            | 3,243                            |
| – Income from maintenance services                                       | – 保養服務收入            | 1,166                            | 847                              |
| – Sales of service related products                                      | – 銷售服務相關產品          | 980                              | 830                              |
|  |                     | 6,199                            | 4,920                            |
| Consultancy fee income   | 顧問費用收入              | 10,803                           | 10,233                           |
|  |                     | 17,002                           | 15,153                           |

### 2. 營業額

期內，各個重要類別已確認為營業額的金額如下：

### 3. Taxation

Hong Kong profits tax is provided at 17.5% (2006: 17.5%) based on the assessable profit for the Period.

No provision for income tax of the PRC has been made as the Group does not have any assessable profits for taxation purpose during the Period in the PRC.

### 4. Dividend

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2007 (three months ended 30 June 2006: Nil).

### 3. 稅項

香港利得稅是按應課稅溢利以17.5% (二零零六年：17.5%) 計算。

本集團於期內無中國應課稅的溢利，故無中國企業所得稅撥備。

### 4. 股息

董事會不建議派付截至二零零七年六月三十日止三個月的中期股息 (二零零六年六月三十日止三個月：無)。

## 5. Earnings per share

(a) *Basic earnings per share*

The calculation of basic earnings per share is based on the profit attributable to shareholders of approximately HK\$406,000 (three months ended 30 June 2006: approximately HK\$238,000) and the weighted average of 907,536,000 ordinary shares (three months ended 30 June 2006: 907,536,000 shares) in issue during the respective periods.

(b) *Diluted earnings per share*

No diluted earnings per share is presented as there were no dilutive potential ordinary shares in existence during the Period and for the three months ended 30 June 2006.

## 5. 每股盈利

(a) 每股基本盈利

期內每股基本盈利乃按期內股東應佔溢利約406,000港元(二零零六年六月三十日止三個月：約238,000港元)，以及期內已發行股份的加權平均股數907,536,000股(二零零六年六月三十日止三個月：907,536,000股)普通股計算。

(b) 每股攤薄盈利

由於期內及截至二零零六年六月三十日止三個月並無潛在可攤薄普通股，故並無呈列每股攤薄盈利。

## Directors' Interest in Contracts

### 董事在合約中擁有的權益

No contract of significance to which the Company, its holding company or any of its subsidiaries was a party, in which a director of the Company had a material interest, subsisted at the end of the Period or at any time during the Period.

本公司、其控股公司或其任何附屬公司並無訂立任何本公司董事擁有重大權益，且於年結日或年內任何時間仍有效的重大合約。

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

### 董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉

As at 30 June 2007, the interests and short positions of each Director 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 any interests and short positions which they have taken or deemed to have taken 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 Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

於二零零七年六月三十日，本公司各董事及行政總裁根據證券及期貨條例第15.7及第15.8條的規定，本公司或其任何相聯法團（定義見《證券及期貨條例》（「證期條例」）第十五部）的股份、相關股份及債券中擁有的權益或淡倉（包括根據證期條例的該等規定被認為或視作擁有的權益或淡倉），或必須列入根據證期條例第352條予以存置的登記冊內，或根據創業板上市規則第5.46至5.68條所載的規則必須知會本公司及交易所的權益或淡倉載列如下：

### (I) Interests in shares of the Company

### (I) 本公司的股份權益

| Name of director<br>董事姓名            | Number of ordinary shares<br>普通股股數 |                                      |                          |                         |   | Total<br>合計     | Percentage of issued share capital<br>佔已發行股份百分比 |
|-------------------------------------|------------------------------------|--------------------------------------|--------------------------|-------------------------|---|-----------------|---|
|                                     | Personal interests<br>個人權益         | Corporate interests<br>公司權益          | Family interests<br>家族權益 | Other interests<br>其他權益 |   |                 |   |
| Mr. Lau Hon Kwong, Vincent<br>劉漢光先生 | -                                  | 456,250,348 (L)<br>(Note 2)<br>(附註2) | -                        | -                       | - | 456,250,348 (L) | 50.27%  |
| Mr. George Roger Manho<br>聞偉雄先生     | 83,142,254 (L)                     | -                                    | -                        | -                       | - | 83,142,254 (L)  | 9.16%   |
| Mr. Cheng Kwok Hung<br>鄭國雄先生        | -                                  | 456,250,348 (L)<br>(Note 2)<br>(附註2) | -                        | -                       | - | 456,250,348 (L) | 50.27%  |

## Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporations 董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉

Notes:

- The Letter "L" denotes a long position in the shares.
- These shares are beneficially owned by Rax-Comm (BVI) Limited ("Rax-Comm"), a company incorporated in the British Virgin Islands. Mr. Lau Hon Kwong, Vincent and Mr. Cheng Kwok Hung held 46.21% and 36.11% of the entire issued share capital of Rax-Comm, respectively.

附註：

- 「L」字表示股份為好倉。
- 此等股份由一家於英屬處女群島成立的公司 Rax-Comm (BVI) Limited (「Rax-Comm」) 所持有。劉漢光先生及鄭國雄先生分別持有 Rax-Comm 46.21% 及 36.11% 的已發行股份。

### (II) Interests in equity derivatives (as defined in the SFO) in, or in respect of, underlying shares

As at 30 June 2007, the Directors had the following personal interests in options to subscribe for shares of the Company granted at HK\$1 under a share option scheme of the Company. Each option gives the holder the right to subscribe for one share.

### (II) 於或有關於該等相關股份衍生工具的權益 (定義見證期條例)

於二零零七年六月三十日，本公司董事在根據本公司購股權計劃以 1 港元的價格授出可認購本公司股份的購股權中擁有以下的個人權益。每股購股權可讓持有人認購一股股份。

| Name of director<br>董事姓名            | Number of options<br>outstanding at<br>30 June 2007<br>於二零零七年六月三十日<br>尚未行使的購股權數目 | Date granted<br>授出日期           | Period during<br>which options exercisable<br>購股權行使期                | Number of shares<br>acquired on exercise<br>of options during<br>the Period<br>期內行使購股權而<br>認購的股份數目 | Price per share<br>to be paid<br>on exercise<br>of options<br>行使購股權時須<br>支付的每股價格 |
|-------------------------------------|--|--------------------------------|---|--|--|
| Mr. Lau Hon Kwong, Vincent<br>劉漢光先生 | 6,109,440 (L)  | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | -  | HK\$0.095<br>0.095港元   |
| Mr. George Roger Manho<br>閻偉雄先生     | 4,000,000 (L)  | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | -  | HK\$0.095<br>0.095港元   |
| Mr. Cheng Kwok Hung<br>鄭國雄先生        | 4,000,000 (L)  | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | -  | HK\$0.095<br>0.095港元   |
| Mr. Liu Hoi Wah<br>劉海華先生            | 19,112,640 (L)   | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | -  | HK\$0.095<br>0.095港元   |
| Dr. Lee Peng Fei, Allen<br>李鵬飛博士    | 1,760,000 (L)  | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | -  | HK\$0.095<br>0.095港元   |

Note: The Letter "L" denotes a long position in the shares.

附註：「L」字表示股份為好倉。

Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporations  
董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉

(III) Aggregate interest in the shares and underlying shares of the Company

(III) 本公司股份及相關股份的總計權益

| Name of director<br>董事姓名            | Aggregate number in ordinary shares<br>普通股總計 | Aggregate number in underlying shares<br>相關股份總計 | Total<br>合計     | Percentage to the issued share capital of the Company<br>佔本公司已發行股本的百分比 |
|-------------------------------------|--|---|-----------------|--|
| Mr. Lau Hon Kwong, Vincent<br>劉漢光先生 | 456,250,348 (L)                              | 6,109,440 (L)                                   | 462,359,788 (L) | 50.95%   |
| Mr. George Roger Manho<br>閻偉雄先生     | 83,142,254 (L)                               | 4,000,000 (L)                                   | 87,142,254 (L)  | 9.60%  |
| Mr. Cheng Kwok Hung<br>鄭國雄先生        | 456,250,348 (L)                              | 4,000,000 (L)                                   | 460,250,348 (L) | 50.71%   |
| Mr. Liu Hoi Wah<br>劉海華先生            | -  | 19,112,640 (L)                                  | 19,112,640 (L)  | 2.11%  |
| Dr. Lee Peng Fei, Allen<br>李鵬飛博士    | -  | 1,760,000 (L)                                   | 1,760,000 (L)   | 0.19%  |

Note: The Letter "L" denotes a long position in the shares.

附註：「L」字表示股份為好倉。

Save as disclosed above, as at 30 June 2007, none of the Directors, chief executive of the Company or their associates had any interests in the shares or debentures of, or short positions in the shares 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 have taken or deemed to have taken 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 Rules 5.46 to 5.68 of the GEM Listing Rules, were required to be notified to the Company and the Stock Exchange.

除上述所披露者外，於二零零七年六月三十日，董事、行政總裁或彼等的聯繫人士概無根據證期條例第15.7及15.8條於本公司或其任何相關聯法團（定義見證期條例第十五部）擁有股份或債券的權益或淡倉（包括根據證期條例的該等規定被認為或視作擁有的權益或淡倉），或必須列入根據證期條例第352條予以存置的登記冊內，或根據創業板上市規則第5.46至5.68條所載的規則必須知會本公司及交易所的任何權益或淡倉。

## Directors' and Chief Executive's Rights to Acquire Shares or Debt Securities

### 董事及行政總裁購買股份或債務證券的權益

Save as disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations", as at 30 June 2007, neither the Company, holding company nor any of its subsidiaries was a party to any arrangements to enable the Directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors and chief executive of the Company or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights.

除以上述「董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉」所披露外，於二零零七年六月三十日，本公司或其附屬公司概無參與任何安排，使本公司董事及行政總裁可藉著購入本公司或任何其他法人團體的股份或債務證券（包括債券）而獲得利益，而本公司董事及行政總裁或彼等的配偶或任何未滿十八歲的子女概無任何可認購本公司證券的權利，亦無行使任何該等權利。

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

### 主要股東於本公司的股份、相關股份及淡倉

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2007, the Company had been notified of the following interests, being 5% or more of the issued share capital of the Company:

本公司根據證期條例第336條規定存置的主要股東登記冊內獲悉，於二零零七年六月三十日，以下股東擁有本公司已發行股本5%或以上的權益：

|                                       | Ordinary<br>shares held<br>所持普通股數目 | Percentage of<br>total issued shares<br>佔已發行股份<br>合計百分比 |
|---------------------------------------|------------------------------------|---|
| Rax-Comm (BVI) Limited (Note 1) (附註1) | 456,250,348                        | 50.27%  |
| Mr. George Roger Manho (Note 2) (附註2) | 83,142,254                         | 9.16%   |

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

### 主要股東於本公司的股份、相關股份及淡倉

#### Notes:

1. These shares have been disclosed as the corporate interests of the relevant Directors in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations".
2. These shares have been disclosed as the personal interests of the Director in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations".

#### 附註：

1. 該等股份已於「董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉」一節披露有關董事的公司權益。
2. 該等股份已於「董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉」一節披露為董事的個人權益。

## Share Option Scheme

### 購股權計劃

The Company adopted a pre-IPO share option scheme (the "Pre-IPO Scheme") and a post-IPO share option scheme (the "Post-IPO Scheme") on 12 February 2001. In addition, the Company adopted a 2002 share option scheme (the "2002 Scheme") on 8 August 2002, and the Pre-IPO Scheme and the Post-IPO Scheme were simultaneously terminated. Upon termination of the Pre-IPO Scheme and the Post-IPO Scheme, no further options may be offered thereunder. However, in respect of the outstanding options, the provisions of the Pre-IPO Scheme and the Post-IPO Scheme shall remain in force. The outstanding options granted under the Pre-IPO Scheme and the Post-IPO Scheme shall continue to be subject to the provisions of the Pre-IPO Scheme and the Post-IPO Scheme, respectively, and the provisions of Chapter 23 of the GEM Listing Rules and the adoption of the 2002 Scheme will not in any event affect the terms in respect of such outstanding options.

本公司於二零零一年二月十二日採納一項上市前的購股權計劃（「上市前計劃」）及一項上市後的購股權計劃（「上市後計劃」）。於二零零二年八月八日，本公司採納二零零二年購股權計劃（「二零零二年計劃」）和同時終止上市前計劃及上市後計劃。待上市前計劃及上市後計劃終止後，不得再根據此計劃提呈任何購股權。惟尚未行使的購股權，此兩項計劃應繼續生效。上市前計劃及上市後計劃尚未行使的購股權應繼續分別按該兩項計劃提供，創業板上市規則第二十三章及二零零二年計劃將不會影響此尚未行使購股權的任何條款。

## Share Option Scheme 購股權計劃

### (a) Pre-IPO Scheme and Post-IPO Scheme

As mentioned above, the Pre-IPO Scheme and the Post-IPO Scheme were terminated on 8 August 2002 and no further options may be offered thereunder. Details of the outstanding share options of these schemes during the year are as follows:

### (a) 上市前計劃及上市後計劃

以上提及，上市前計劃及上市後計劃於二零零二年八月八日終止，此後不會就此再發行購股權，於期內尚未行使的購股權的詳情如下：

| Name or category of participant<br>真誠務者姓名及類別 | Number of share options<br>購股權數目              |                                    |                                      |                                   |  | Date granted<br>授出日期           | Period during which options exercisable<br>購股權行權時期                  | Price per share to be paid on exercise of options<br>行使購股權時須支付的每股價格 | Market value per share at date of grant of options<br>授出購股權當日的股份市值 |
|--|---|------------------------------------|--------------------------------------|-----------------------------------|--|--------------------------------|---|---|--|
|  | Outstanding at 1 April 2007<br>於二零零七年四月一日尚未行使 | Granted during the Period<br>於期內授出 | Exercised during the Period<br>於期內行使 | Lapsed during the Period<br>於期內失效 | Outstanding at 30 June 2007<br>於二零零七年六月三十日尚未行使 |                                |   |   |  |
| Pre-IPO Scheme<br>上市前計劃                      |   |                                    |                                      |                                   |  |                                |   |   |  |
| Lau Hon Kwong,<br>Vincent/Director<br>劉漢光/董事 | 6,109,440                                     | -                                  | -                                    | -                                 | 6,109,440                                      | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
| George Roger Manho/<br>Director<br>關偉雄/董事    | 4,000,000                                     | -                                  | -                                    | -                                 | 4,000,000                                      | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
| Cheng Kwok Hung/<br>Director<br>關國雄/董事       | 4,000,000                                     | -                                  | -                                    | -                                 | 4,000,000                                      | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
| Liu Hoi Wah/Director<br>劉海華/董事               | 19,112,640                                    | -                                  | -                                    | -                                 | 19,112,640                                     | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
| Lee Peng Fei, Allen/<br>Director<br>李鵬飛/董事   | 1,760,000                                     | -                                  | -                                    | -                                 | 1,760,000                                      | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
| Employees<br>僱員                              | 35,157,920                                    | -                                  | -                                    | -                                 | 35,157,920                                     | 12 February 2001<br>二零零一年二月十二日 | 21 August 2001 to<br>11 February 2011<br>二零零一年八月二十一日至<br>二零一一年二月十一日 | HK\$0.095<br>0.095港元  | N/A<br>不適用   |
|  | 70,140,000                                    | -                                  | -                                    | -                                 | 70,140,000                                     |                                |   |   |  |

**(b) 2002 Scheme**

The Company operates the 2002 Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2002 Scheme include the Company's Directors, including independent non-executive Directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, advisers and consultants, etc. The 2002 Scheme became effective on 8 August 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue. The maximum number of shares issuable under share options to each eligible participant in the 2002 Scheme and any other share option schemes of the Company within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

**(b) 二零零二年計劃**

本公司實行二零零二年計劃，旨在向對本集團運作成功有所貢獻等具資格者提供獎勵及獎賞。二零零二年計劃具資格者包括公司董事，其中包括獨立非執行董事、本集團其他僱員、產品及服務供應商、客戶、顧問等。二零零二年計劃於二零零二年八月八日起生效，除被取消或更改外，將持續於當日起計十年內有效。

就行使所有尚未行使的已授出購股權或即將行使的本公司二零零二年計劃及其他購股權計劃的購股權，其發行的股份數目不應超過公司股份發行總數的30%。於任何十二個月期內，本公司二零零二年計劃及任何其他購股權計劃對每位具資格者可發出的股份數目，其最高上限為公司當時已發行股份的1%。任何超出此上限的購股權授出，須於股東大會經股東批准。

## Share Option Scheme

### 購股權計劃

Share option granted to a Director, chief executive or a substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the 2002 Scheme, if earlier.

The exercise price of the share option is determinable by the Directors, but may not be less than the higher of (i) the closing price of the Company's shares on the date of the offer of the share options; (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the share.

向董事、行政總裁、公司大股東或其任何伙伴授出購股權，須預先經獨立非執行董事批准。此外，若向公司大股東、公司獨立非執行董事或其任何伙伴所授出的購股權，於任何十二個月期內多於公司股份的0.1%或其總值（按授出當日公司股份價格計算）高於五百萬港元，須於股東大會經股東批准。

獲授予購股權者可於提供授出購股權的二十一天內，以總數一元港元的象徵式費用接受購股權。授出購股權的行使時段由董事釐定，於授出期一段時期內開始，並於提供授出購股權日期十年內之日，或較早者，於二零零二年計劃到期日完結。

購股權的行使價格乃由董事釐定，惟其不得低於下列較高者：(i) 公司股份在購股權授出當日的收市價；(ii) 公司股份在股份授出日期前五個交易日的平均收市價；(iii) 股份面值。

## Share Option Scheme 購股權計劃

Details of the outstanding share options of the 2002 Scheme during the year are as follows:

於期內尚未行使的二零零二年計劃的購股權的詳情如下：

| Name or category of participant<br>具資格者姓名及類別 | Number of share options<br>購股權數目              |                                    |                                      |                                   | Outstanding at 30 June 2007<br>於二零零七年六月三十日尚未行使 | Date granted<br>授出日期       | Period during which options exercisable<br>購股權行使期       | Price per share to be paid on exercise of options<br>行使購股權時須支付的每股價格 | Market value per share at date of grant of options<br>授出購股權當日的股份市值 |
|--|---|------------------------------------|--------------------------------------|-----------------------------------|--|----------------------------|---|---|--|
|  | Outstanding at 1 April 2007<br>於二零零七年四月一日尚未行使 | Granted during the Period<br>於期內授出 | Exercised during the Period<br>於期內行使 | Lapsed during the Period<br>於期內失效 |  |                            |   |   |  |
| Employees<br>僱員                              | 3,500,000                                     | -                                  | -                                    | -                                 | 3,500,000                                      | 9 August 2002<br>二零零二年八月九日 | 9 August 2003 to 8 August 2012<br>二零零二年八月九日至二零零二年八月八日   | HK\$0.175<br>0.175港元  | HK\$0.175<br>0.175港元   |
| An Employee<br>僱員                            | 6,400,000                                     | -                                  | -                                    | -                                 | 6,400,000                                      | 9 August 2002<br>二零零二年八月九日 | 9 February 2003 to 8 August 2012<br>二零零二年二月九日至二零零二年八月八日 | HK\$0.175<br>0.175港元  | HK\$0.175<br>0.175港元   |
|  | 9,900,000                                     | -                                  | -                                    | -                                 | 9,900,000                                      |                            |   |   |  |

At 30 June 2007, the number of shares issuable under the Pre-IPO Scheme, the Post-IPO scheme and the 2002 Scheme was 70,140,000, nil and 9,900,000, respectively.

於二零零七年六月三十日，上市前計劃、上市後計劃及二零零二年計劃可發行的股份數目分別為70,140,000、零及9,900,000。

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

購股權並無授予持有人收取股息及於股東大會投票的權利。

## Purchase, Sale and Redemption of Shares of the Company

### 購回、出售及贖回本公司股份

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the Period.

本公司或其附屬公司於期內概無購回、出售或贖回本公司的任何股份。

## Competing Interests

### 競爭性權益

As at 30 June 2007, the Directors were not aware of any business or interest of each Director, management shareholder and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such persons have or may have with the Group.

於二零零七年六月三十日，各董事並不知悉有任何董事、管理股東或彼等各自聯繫人士擁有任何對本集團業務構成競爭或可能構成競爭的業務或權益；或上述任何人士與或可能與本集團存在任何其他利益衝突。

## Audit Committee

### 審核委員會

As required by Rules 5.28 to 5.33 of the GEM Listing Rules, the Company has established an audit committee which comprises three independent non-executive directors, Dr. Lee Peng Fei, Allen, Mr. Tang Siu, Henry and Mr. Kam Hau Choi, Anthony. Dr. Lee Peng Fei, Allen was appointed the Chairman of the audit committee.

根據創業板上市規則第5.28至5.33條的規定，本公司已成立審核委員會，由三名獨立非執行董事，即李鵬飛博士、鄧紹先生及關孝財先生。李鵬飛博士已獲委任為審核委員會主席。

The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly report and quarterly reports and to provide advices and comments thereon to the Board. The Group's quarterly report for the three months ended 30 June 2007 have been reviewed by the audit committee, who is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures had been made.

審核委員會主要負責審議本公司的年報及帳目、半年度業績報告及季度業績報告，以及就此向董事會提供意見及建議。審核委員會已審閱本集團截至二零零七年六月三十日止三個月的季度報表，其成員認為該等財務報表已遵照適用的會計準則、創業板上市規則及法律規定，並已作出足夠披露。

## Compliance with Rules 5.48 To 5.67 of the Gem Listing Rules 遵守創業板上市規則第5.48條至5.67條

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealing as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the Period. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings throughout the period ended 30 June 2007.

By order of the Board  
**ITE (Holdings) Limited**  
**Lau Hon Kwong, Vincent**  
Chairman

Hong Kong, 13 August 2007

*The Board as of the date of this report comprises Mr. Lau Hon Kwong, Vincent, Mr. George Roger Manho, Mr. Cheng Kwok Hung and Mr. Liu Hoi Wah as executive directors, Dr. Lee Peng Fei, Allen, Mr. Tang Siu, Henry and Mr. Kam Hau Choi, Anthony as independent non-executive directors.*

期內，本公司已就董事的證券交易採納一套守則，其條款不遜於創業板上市規則第5.48條至5.67條所載的交易所需標準。在向所有董事作出查詢後，本公司董事截至二零零七年六月三十日止期內均一直遵守有關的守則及交易所需標準。

承董事會命  
**ITE (Holdings) Limited**  
主席  
劉漢光

香港，二零零七年八月十三日

於本報告日期，本公司的董事會包括執行董事劉漢光先生、聞偉雄先生、鄭國雄先生、劉海華先生；獨立非執行董事李鵬飛博士、鄧紹先生及關孝財先生。

