



First Quarterly Report 2004
第一季度報告



ITE (HOLDINGS) LIMITED

Characteristics of the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 香港聯合交易所有限公司 (「聯交所」) 創業板市場 (「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之公司提供上市市場。尤其在創業板上市之公司毋須擁有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之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之投資者。

由於創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要途徑為在聯交所為創業板而設之互聯網網頁上刊登。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，有意投資之人士須留意本身能否接達創業板網頁，以便取得創業板上市發行人之最新公開資料。

聯交所對本報告之內容概不負責，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。

本報告之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」)之資料。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) 本報告所載之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) 本報告所表達之一切意見乃經審慎周詳考慮後始行發表，並以公平合理之基準及假設為依據。



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Highlights 概要

Turnover of the Group for the three months ended 30 June 2003 was approximately HK\$14,554,000, representing a decrease of approximately 39% over the turnover of approximately HK\$23,808,000 for the same period in 2002.

Loss attributable to shareholders for the three months ended 30 June 2003 amounted to approximately HK\$3,427,000 compared to loss attributable to shareholders of approximately HK\$2,833,000 for the same period in 2002.

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2003 (three months ended 30 June 2002: Nil).

截至二零零三年六月三十日止三個月期間，本集團之營業額約為14,554,000港元，較二零零二年同期之營業額約23,808,000港元減少約39%。

截至二零零三年六月三十日止三個月期間之股東應佔虧損約為3,427,000港元，比二零零二年同期錄得之股東應佔虧損約為2,833,000港元。

董事會不建議派付截至二零零三年六月三十日止三個月期間之中期股息（二零零二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 quarterly unaudited consolidated results for ITE and its subsidiaries (together, the “Group”) for the three months ended 30 June 2003 (the “Period”).

The mission of the Group is to become the leading smartcard and radio frequency identification (“RFID”) solution provider and system integrator in the Asia Pacific region. ITE has been pioneering smartcard solutions and system integration and has been performing outstandingly in Hong Kong. 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 smartcard industry in Hong Kong and has taken a proactive approach to introduce innovative and customised smartcard and RFID applications to its clients. Leveraging on its extensive industry experience, ITE is developing smartcard and RFID solutions for clients from many industries and expanding its business activities to the People’s Republic of China (the “PRC”).

致各股東：

本人謹代表董事會（「董事會」），提呈ITE及其附屬公司（合稱「本集團」）截至二零零三年六月三十日止三個月（「期內」）的未經審核綜合季度業績。

本集團的目標，是要成為亞太地區的領導智能卡與射頻識別方案供應商及系統集成商。ITE一直是香港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，並於業內享負盛名，已在香港智能卡業界建立領導地位，積極向客戶推介創新及度身訂造的智能卡及射頻識別應用方案。憑藉於行內累積的豐富經驗，ITE致力為來自不同行業的客戶開發智能卡及射頻識別解決方案，並於中華人民共和國（「中國」）擴展業務。

Appreciation 致謝

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.

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。

By order of the Board

承董事會命

Lau Hon Kwong, Vincent

劉漢光

Chairman

主席

Hong Kong, 11 August 2003

香港，二零零三年八月十一日

Business Review 業務回顧

Sales and Marketing 銷售及市場推廣

During the Period, the Group has been actively involved in bidding a number of sizeable government IT projects. The results of award will be announced before the end of 2003. These projects cover the design, supply, delivery, installation, commissioning, and maintenance of smartcard related hardware, software and IT services.

The Group has been awarded with projects from new clients as well. Within the real estates market, ITE Smartcard Solutions Limited (“ITES”) has been awarded a contract from Hang Lung Property Management Limited to provide Phase I to IV of Amoy Garden with a smartcard management and access control system. An Octopus Card Access Control System for Sun Kwai Hing Garden was also awarded to ITES during the Period. The Group has kept approaching clients in real estates markets with several tenders submitted during the Period of which results are expected to be released in the second quarter of this fiscal year.

Within campus market, ITES continues to maintain stable sales in the local market. It has been awarded contracts to supply and install hostel smartmeter and access control systems from the University of Science and Technology, new phases of hostel smartmeter system from the Chinese University of Hong Kong and The University of Hong Kong. Several enhancement and variation orders were also received from the local university clients.

In parallel, the Group is exploring business opportunities among campus market in nearby region. ITES has been expanding in Macau with more projects awarded from tertiary institutions. It continues to work actively with the University of Macau (“UMAC”) on its smartcard system development. Negotiations on smartcard projects are also being made with several tertiary institutions and departments of the Macau SAR Government while some of which are under the final stage.

期內，本集團積極競投多項重大的政府資訊科技工程，投標結果將於二零零三年年底前公布。該批工程包括智能卡相關硬件、軟件及資訊科技服務的設計、供應、安裝、開通及保養。

本集團亦投得數項新客戶的工程。屋苑市場方面，智控系統有限公司（「智控」）取得恆隆物業管理有限公司的項目，為淘大花園第一至第四期提供智能卡管理及門禁控制系統。此外，智控亦取得新葵興花園的八達通門禁系統工程。本集團持續物色屋苑市場的客戶，並已於期內遞交數份標書，結果預計於本財政年度第二季度公布。

校園市場方面，智控於本地市場保持穩定銷售，取得香港科技大學工程合約，為其宿舍提供及安裝智能電錶及門禁控制系統。智控亦取得中文大學及香港大學新建宿舍的智能電錶系統，並獲本地大學客戶的系統優化及增訂等訂單。

本集團為保持均衡發展，正於鄰近地區的校園市場物色新的業務發展機會。智控已於澳門擴展業務，取得數項大專院校的工程，並積極與澳門大學合作，以發展其智能卡系統。本集團正跟數間大專院校及澳門特區政府部門就智能卡工程進行洽商，其中部分已進入最後階段。

Research and Development 研究及開發

The Group has continued to invest in R&D through its product arm RF Tech Limited (“RFT”) and developed new products and application systems based on various smartcard and RFID technologies.

During the Period, a newly developed Automated Passenger and Vehicle Management System and related hardware devices and software applications have been launched. It is specially designed and developed for smartcard driven self-service passenger and vehicle clearance environment. To protect its intellectual property right, a patent has been filed to the State Patent Office in Beijing. The application is preliminarily approved on 6 June 2003 with the application number as 03129119.8.

Numerous new innovations including biometrics device, smartcard and multi-tag RFID reader have been finished and launched. Two newly developed product and system have also been submitted for consideration of 2003 Hong Kong Awards For Industry.

本集團持續透過其附屬公司RF Tech Limited於研究方面作出投資，根據多種智能卡及射頻識別技術作基礎，開發新的產品及應用系統。

期內，新開發的自助旅客及車輛管理系統、相關硬件設備及應用軟件已推出，產品特別針對以智能卡為本的自助旅客及車輛過關的應用環境而設計及開發。為保障其知識產權，本集團已就系統於北京申請專利，申請案已獲國家知識產權專利局受理，申請編號為03129119.8。

本集團已完成並推出多項創新產品，包括生物特徵識別器、多標籤閱讀功能的智能卡及射頻識別讀寫器。其中兩項新開發產品及系統已參選二零零三年香港工業獎。

Caring the Community 關心社會

During the Period, the Group has continued to participate in serving the community with its staff actively involved in social services. On 30 May 2003, ITE staff has joined the community visit for deprived groups and poor families held by The Hong Kong Council of Social Service. The event included a lively second hand shop to collect and resell products aiming at helping low-income families and a poverty alleviation scheme to train up unemployed people. During the outbreak of Severe Acute Respiratory Syndrome (“SARS”), ITE has also participated in supporting the fund-raising event of the “United in Spirit & Action”. As a commitment to the society, the Group will continuously pay effort in serving the community and caring about the society.

期內，本集團持續參與服務社群活動，員工們積極參與社會服務。二零零三年五月三十日，智控的員工參與香港社會服務聯會舉辦的探訪活動，對象為弱勢社群及貧窮家庭。活動包括「無限生機二手店」，收集二手物品再經翻新後出售，以支援低收入家庭，以及「扎根社區扶貧啟動計劃」，培訓有就業需要人士。非典型肺炎爆發期間，ITE亦支持「同心行動」，對籌款活動予以支持。本集團願對社會作出承擔，並持續為服務社群、關心社會出一分力。

Future Prospect 展望

As the effect of the SARS outbreak keeps going, the local economic condition continues to suffer, it is expected that the overall recovery and turnaround will further be delayed. Business sector remains conservative in investing into new information technology infrastructure and procurement of IT services. To tackle the difficulty and enhance the competitiveness of the Group, series of consolidation and cost reduction measures will continue to be implemented. The Board believes that the Group is moving in a positive direction, and will continue its active approach to promote new technologies, services and solutions to increase the turnover and profitability of the Company.

由於非典型肺炎爆發所造成的影響持續，本港經濟環境仍處於嚴峻階段，預期經濟康復期將進一步推遲。大部分企業正收縮於資訊科技基建及服務方面的投資。為應付此困境及加強集團的競爭力，本集團將持續進行重組及減低成本等措施。董事會相信本集團正朝正確方向發展，並將持續以進取策略推廣創新科技、服務及解決方案，以創造更大的銷售及利潤。

Quarterly Results 季度業績

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Condensed Consolidated Income Statement 扼要綜合收益表

		Three Months ended 30 June 截至六月三十日止三個月	
		2003 二零零三年 HK\$'000 千港元 (Unaudited) (未經審核)	2002 二零零二年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover 營業額	2	14,554	23,808
Cost of services rendered 已提供服務之成本		(13,248)	(20,648)
Cost of goods sold 已售貨物成本		(110)	(134)
Other revenue 其他收益		1,196	3,026
Other net gain 其他收益淨額		96	24
Other staff costs 其他員工成本		6	5
Depreciation and amortisation 折舊及攤銷		(1,775)	(2,744)
Other operating expenses 其他經營開支		(658)	(683)
Other operating expenses 其他經營開支		(2,119)	(2,380)
Loss from operations 經營虧損		(3,254)	(2,752)
Finance costs 融資成本		(173)	(81)
Loss from ordinary activities before taxation			
除稅前日常業務虧損		(3,427)	(2,833)
Taxation 稅項	3	-	-
Loss attributable to shareholders 股東應佔虧損		(3,427)	(2,833)
Loss per share 每股虧損	5		
Basic 基本		(0.38 cent 仙)	(0.31 cent 仙)
Diluted 攤薄		-	(0.30 cent 仙)

Consolidated Statement of Changes in Equity

綜合股權變動表

	Share capital 股本	Reserves 儲備			Retained profits/ (Accumulated losses) 保留盈利/ (累積虧損)	Total 合計
		Share premium 股份溢價	Merger reserve 合併儲備			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Balance at 1 April 2002 於二零零二年四月一日	9,080	22,857	10,749	13,700	56,386	
Loss for the period 期間虧損	-	-	-	(2,833)	(2,833)	
Balance at 30 June 2002 於二零零二年六月三十日	9,080	22,857	10,749	10,867	53,553	
Balance at 1 April 2003 於二零零三年四月一日	9,075	22,816	10,749	(7,513)	35,127	
Loss for the Period 期內虧損	-	-	-	(3,427)	(3,427)	
Balance at 30 June 2003 於二零零三年六月三十日	9,075	22,816	10,749	(10,940)	31,700	

Notes 附註:

1. Basis of preparation 編製基準

The accounts have been prepared in accordance with all applicable Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accept in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the accounts is historical cost. The accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31 March 2003.

此等報表已按照香港會計師公會頒佈之所有適用《會計實務準則》及詮釋、香港公認會計原則及香港《公司條例》之披露規定編製。

編製報表時乃採用歷史成本作為計算基準。所採用之會計政策與本集團截至二零零三年三月三十一日之年度財務報告沿用之會計政策相同。

2. Turnover 營業額

Turnover represents service revenue arising from smartcard systems and related service contracts, information technology consultancy services, commissioning of turnkey computer systems development projects, electrical and mechanical installation work and related service contracts, and sales of smartcard and electrical and mechanical installation related products.

營業額指來自智能卡系統及相關服務合約、資訊科技顧問服務、委託處理承包電腦系統開發項目、機電安裝工程及相關服務合約的服務收入，以及銷售智能卡及機電安裝工程相關產品的收入。

3. Taxation 稅項

No provision for Hong Kong profits tax has been made for the Period and the corresponding period in 2002 since the Group has no assessable profit.

本集團於期內及二零零二年同期，由於未有任何可評估之溢利，故並無就香港利得稅撥備。

4. Dividends 股息

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2003 (three months ended 30 June 2002: Nil).

董事會不建議派付截至二零零三年六月三十日止三個月之中期股息（二零零二年六月三十日止三個月：無）。

5. Loss per share 每股虧損

(a) *Basic loss per share* 每股基本虧損

The calculation of basic loss per share for the Period is based on the loss attributable to shareholders of approximately HK\$3,427,000 (three months ended 30 June 2002: approximately HK\$2,833,000) and the weighted average of 907,536,000 ordinary shares (three months ended 30 June 2002: 907,996,000 shares) in issue during the respective periods.

期內每股基本虧損乃按期內股東應佔虧損約3,427,000港元（二零零二年六月三十日止三個月：約2,833,000港元），以及期內已發行股份之加權平均股數907,536,000股（二零零二年六月三十日止三個月：907,996,000股）普通股計算。

(b) *Diluted loss per share* 每股攤薄虧損

No diluted loss per share is presented for the Period as there were no dilutive potential ordinary shares in existence during the Period. The calculation of diluted loss per share for the three months ended 30 June 2002 is based on the loss attributable to shareholders of approximately HK\$2,833,000 and the weighted average of 943,377,002 ordinary shares after adjusting for the effects of all dilutive potential ordinary shares.

由於期內並無潛在可攤薄普通股，故於此期內並無呈列每股攤薄虧損。截至二零零二年六月三十日止三個月，每股攤薄虧損乃按股東應佔虧損約2,833,000港元，並就所有潛在攤薄普通股所帶來之影響作出調整後之加權平均股數943,377,002股普通股計算。

Directors' Interests in Equity 董事在股權中擁有之權益

As at 30 June 2003, the interests or short positions of the Directors and chief executives of the Company in the shares and underlying shares 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, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

於二零零三年六月三十日，本公司董事及行政總裁根據證券及期貨條例第十五部第7及第8分部於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）之股份及相關股份中擁有之權益或淡倉（包括根據證期條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證期條例第352條予以存置之登記冊內，或根據創業板上市規則第5.40至5.58條所載之規則必須知會本公司及聯交所之權益或淡倉載列如下：

Name of Director 董事姓名		Number of shares 股份數目				Total interest in shares 股份 權益總額	% of the Company's issued share capital 佔本公司 已發行股本 百分比(%)
		Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益			
Lau Hon Kwong, Vincent 劉漢光	<i>Note</i> 附註	-	-	496,990,348	496,990,348	54.76	
George Roger Manho 閻偉雄		148,142,254	-	-	148,142,254	16.32	
Cheng Kwok Hung 鄭國雄	<i>Note</i> 附註	16,961,000	-	496,990,348	513,951,348	56.63	

Note: The shares under corporate interest are registered in the name of Rax-Comm (BVI) Limited which is owned as to 46.21% by Mr. Lau Hon Kwong, Vincent and 36.11% by Mr. Cheng Kwok Hung. Accordingly, Mr. Lau Hon Kwong, Vincent and Mr. Cheng Kwok Hung are deemed to be interested in all shares registered in the name of Rax-Comm (BVI) Limited.

附註: 公司權益之股份是以Rax-Comm (BVI) Limited之名義登記，而劉漢光先生及鄭國雄先生分別擁有46.21%及36.11%之股權。因此，劉漢光先生及鄭國雄先生均被視為擁有全部以Rax-Comm (BVI) Limited名義登記之股份權益。

Directors' Right to Acquire Shares 董事購買股份之權利

As at 30 June 2003, the Directors have personal interests in share options to subscribe for shares in the Company which have been granted to them as follows:

於二零零三年六月三十日，董事在獲授可購買本公司股份之購股權中擁有以下之個人權益：

	No. of options outstanding at the Period end	Date granted	Period during which options exercisable	No. of shares acquired on exercise of options during the Period	Price per share to be paid on exercise of options	Market value per share at date of grant of options	Market value per share on exercise of options
	期內終結時尚未行使之購股權數目	授出日期	購股權行使期	期內行使購股權而認購之股份數目	行使購股權時須支付之每股價格	授出購股權當日之股份市值	行使購股權當日之股份市值
Lau Hon Kwong, Vincent 劉漢光	6,109,440	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	-	HK\$0.095 港元	N/A 不適用	-
George Roger Manho 閻偉雄	4,000,000	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	-	HK\$0.095 港元	N/A 不適用	-

	No. of options outstanding at the Period end 期內終結時 尚未行使之 購股權數目	Date granted 授出日期	Period during which options exercisable 購股權 行使期	No. of shares acquired on exercise of options during the Period 期內行使 購股權而 認購之 股份數目	Price per share to be paid on exercise of options 行使 購股權時 須支付之 每股價格	Market value per share at date of grant of options 購股權 當日之 股份市值	Market value per share on exercise of options 行使 購股權 當日之 股份市值
Cheng Kwok Hung 鄭國雄	4,000,000	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年 八月二十一日 至二零零一年 二月十一日	-	HK\$0.095 港元	N/A 不適用	-
Liu Hoi Wah 劉海華	19,112,640	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年 八月二十一日 至二零零一年 二月十一日	-	HK\$0.095 港元	N/A 不適用	-
Lee Peng Fei, Allen 李鵬飛	1,760,000	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年 八月二十一日 至二零零一年 二月十一日	-	HK\$0.095 港元	N/A 不適用	-

Save as disclosed above, as at 30 June 2003, none of the Directors, chief executives of the Company and their associates had any personal, family, corporate or other interest or short positions in the 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 were 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 Rules 5.40 to 5.58 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

Apart from the foregoing, 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 director 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 or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

除上述所披露者外，於二零零三年六月三十日，董事、行政總裁或彼等之聯繫人概無根據證期條例第十五部第7及第8分部於本公司或其任何相聯法團（定義見證期條例第十五部）之股份、相關股份或債券中擁有任何個人、家族、公司或其他權益或淡倉（包括根據證期條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證期條例第352條予以存置之登記冊內，或根據創業板上市規則第5.40至第5.58條所載之規則必須知會本公司及聯交所之任何個人、家族、公司或其他權益或淡倉。

除上述者外，於期內任何時間，本公司、其任何控股公司或附屬公司概無訂立任何安排，致使董事或彼等的配偶或十八歲以下的子女可藉購入本公司或任何其他法人團體的股份或債券而獲益。

Substantial Shareholders 主要股東

Other than interests disclosed in the paragraphs headed “Directors’ interests in equity” and “Directors’ right to acquire shares” above, as at 30 June 2003, according to the register of interests kept by the Company under Section 336 of the SFO, the following persons and entities have interests or short positions in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

除上文「董事在股權中擁有之權益」及「董事購買股份之權利」所披露外，於二零零三年六月三十日，按本公司根據證期條例第336條須存置之登記冊之記錄，下列人士及實體於本公司股份中擁有根據證期條例第十五部第2及3分部須向本公司披露之權益或淡倉：

Name 名稱	Number of shares 股份數目	Percentage of shareholding 佔已發行股份 總數百分比
Rax-Comm (BVI) Limited (Note) (附註)	496,990,348	54.76%

Note: Rax-Comm (BVI) Limited is owned as to 46.21% by Mr. Lau Hon Kwong Vincent and 36.11% by Mr. Cheng Kwok Hung.

附註：劉漢光先生及鄭國雄先生分別擁有Rax-Comm (BVI) Limited 46.21%及36.11%之股權。

Save as disclosed above, as at 30 June 2003, the Directors are not aware of any other persons who has interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

除上文所披露外，於二零零三年六月三十日，董事並不知悉有任何其他人士於本公司或任何相聯法團（定義見證期條例第十五部）之股份、相關股份或債券中擁有根據證期條例第十五部第2及第3分部須向本公司披露之權益或淡倉。

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之購股權計劃（「上市前計劃」）及一項上市後之購股權計劃（「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。惟尚未行使之購股權，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之購股權應繼續分別按該兩項計劃視作有效，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之任何條款。

(a) Pre-IPO Scheme 上市前計劃

As at 30 June 2003, options comprising an aggregate of 70,140,000 underlying shares to subscribe for shares in the Company at an exercise price of HK\$0.095 for each share (granted on 12 February 2001 under the Pre-IPO Scheme) were outstanding. Details of outstanding 34,982,080 pre-IPO share options granted to the Directors are set out in the previous section headed “Directors’ right to acquire shares”. The remaining options were all granted to employees. No options have been exercised or lapsed during the Period.

於二零零三年六月三十日，按行使價每股0.095港元認購本公司股份總數70,140,000股相關股份之購股權（根據上市前之購股權計劃於二零零一年二月十二日授出）尚未行使。授予董事上市前34,982,080股之購股權之詳情載於本報告較早前「董事購買股份之權利」節內。而其餘的尚未行使之購股權則全授予員工。期內，就以上授出之購股權並未獲行使及註銷。

(b) Post-IPO Scheme 上市後計劃

As at 30 June 2003, options granted under the Post-IPO Scheme comprising an aggregate of 15,536,000 underlying shares to subscribe for shares in the Company at a range of exercise price between HK\$0.195 to HK\$0.455 for each share were outstanding. The post-IPO share options were all granted to employees of the Company. The Post-IPO Scheme was terminated on 8 August 2002 and replaced by the 2002 Scheme.

Details of the outstanding post-IPO share options during the Period are as follows:

於二零零三年六月三十日，根據上市後之購股權計劃授出並按行使價介乎每股0.195港元至0.455港元認購本公司總數15,536,000股相關股份之購股權尚未行使。所有尚未行使之購股權均授予員工。上市後計劃之購股權於二零零二年八月八日終止，並被二零零二年計劃所取代。

於期內尚未行使之上市後計劃之購股權之詳情如下：

Dated granted 授出日期	Outstanding as at 1 April 2003 於二零零三年 四月一日 尚未行使	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效	Outstanding as at 30 June 2003 於二零零三年 六月三十日 尚未行使
10 April 2001 二零零一年四月十日	5,904,000	-	-	5,904,000
11 October 2001 二零零一年十月十一日	8,436,000	-	804,000	7,632,000
28 December 2001 二零零一年十二月二十八日	2,000,000	-	-	2,000,000
	16,340,000	-	804,000	15,536,000

(c) 2002 Scheme 二零零二年計劃

On 8 August 2002, the Company adopted the 2002 Scheme under which the Board may at its discretion offer to any Eligible Person (as defined in the circular of the Company dated 19 June 2002) options to subscribe for shares in the Company in accordance with the terms of the 2002 Scheme and Chapter 23 of the GEM Listing Rules. The principal purposes of the 2002 Scheme are to recognise the significant contributions of the Eligible Persons to the growth of the Group.

On 9 August 2002, a total number of 9,900,000 share options were granted under the 2002 Scheme with an exercise price of HK\$0.175 per share. Out of this options granted, 6,400,000 options were granted with exercisable period from 9 February 2003 to 8 August 2012 and the rest were granted with exercisable period from 9 August 2003 to 8 August 2012.

於二零零二年八月八日，本公司採納二零零二年計劃，據此本公司董事會可根據二零零二年計劃之條款及創業板上市規則第23章，按其酌情向任何合資格人士（定義見本公司於二零零二年六月十九日刊發之通函）提呈可認購本公司股份之購股權。設立二零零二年計劃之主要目的乃表揚合資格人士為本集團發展所作出之重大貢獻。

在二零零二年八月九日，根據二零零二年計劃，按行使價0.175港元已授出總數9,900,000股購股權。而期中6,400,000股購股權之行使期是由二零零三年二月九日至二零一二年八月八日，其餘購股權之行使期則是由二零零三年八月九日至二零一二年八月八日。

Purchase, Sale and Redemption of Shares

購回、出售及贖回股份

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the Period.

期內，本公司或其附屬公司概無購回、出售或贖回本公司任何上市證券。

Competing Interests 競爭性權益

The Directors were not aware of any business or interest of each director, management shareholders 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.

董事並不知悉有任何董事、管理股東或彼等各自的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。

Board Practices and Procedures 董事會遵例及程式

The Company has complied with the Board Practices and Procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules throughout the Period.

期內，公司已遵守創業版上市規則第5.28至5.39條關於董事會遵例及程式之條文。

Audit Committee 審核委員會

The audit committee comprises two independent non-executive directors, Mr. Lee Peng Fei, Allen and Mr. Tsao Kwang Yung, Peter, and an executive director, Mr. Liu Hoi Wah. Mr. Lee Peng Fei, Allen was appointed the Chairman of the audit committee in compliance with the requirements as set out in Rules 5.23 to 5.27 of the GEM Listing Rules. The audit committee meets with the Group's senior management and external auditors to review the effectiveness of the internal control systems and the reports of the Group.

審核委員會由兩名獨立非執行董事(分別為李鵬飛先生及曹廣榮先生)及一名執行董事(即劉海華先生)組成。李鵬飛先生已根據創業板上市規則第5.23至第5.27條之規定，獲委任為審核委員會主席。審核委員會曾與本集團的高級管理人員及外聘核數師會面，以審核內部控制系統的效用及本集團的報告。

By order of the Board

承董事會命

Lau Hon Kwong, Vincent

劉漢光

Chairman

主席

Hong Kong, 11 August 2003

香港，二零零三年八月十一日

ITE (Holdings) Limited

香港九龍

新蒲崗太子道東**698**號

寶光商業中心**21**樓

Floor 21

Stelux House

698 Prince Edward Road East

San Po Kong

Kowloon

Hong Kong

<http://www.hkite.com>