



2005  
中 期 報 告

▶ INTERIM REPORT



**ITE (HOLDINGS) LIMITED**



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## HIGHLIGHTS

### 概要

Turnover of the Group for the six months ended 30 September 2004 was approximately HK\$26,263,000 representing a decrease of approximately 15% over the turnover of approximately HK\$30,861,000 for the same period in 2003.

Loss attributable to shareholders for the six months ended 30 September 2004 amounted to approximately HK\$2,868,000 compared to loss attributable to shareholders of approximately HK\$6,241,000 for the same period in 2003.

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2004 (six months ended 30 September 2003: Nil).

截至二零零四年九月三十日止六個月期間，本集團之營業額約為26,263,000港元，較二零零三年同期之營業額約30,861,000港元減少約15%。

截至二零零四年九月三十日止六個月期間之股東應佔虧損約為2,868,000港元，比對二零零三年同期錄得之股東應佔虧損約為6,241,000港元。

董事會不建議派付截至二零零四年九月三十日止六個月期間之中期股息（二零零三年九月三十日止六個月：無）。

## CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I hereby present the interim unaudited consolidated results for ITE and its subsidiaries (together, the "Group") for the six months ended 30 September 2004 (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 system solutions and 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") and other countries in the Asia Pacific region.

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」）截至二零零四年九月三十日止六個月（「期內」）的未經審核綜合中期業績。

本集團的目標，是要成為亞太地區具領導地位的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，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」）及亞太區其他國家擴展業務。

## 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  
**ITE (Holdings) Limited**  
**Lau Hon Kwong, Vincent**  
劉漢光  
Chairman  
主席

Hong Kong, 10 November 2004

香港，二零零四年十一月十日

## BUSINESS REVIEW

### 業務回顧

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

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。

#### Sales and Marketing 銷售及市場推廣

The Directors are pleased to announce the recent contract award of the Macau Customs' Automated Vehicle Clearance System to our bidding consortium. The contract award presents ITE's success in providing our sophisticated RFID solution to meet the stringent requirements of the government department, it is a strategic breakthrough in the business and technology side. The project will be completed in the year of 2005 with continual expansion in the future.

During the Period, ITE Smartcard Solutions Limited ("ITES") also participated in the tendering of Automated Passenger Clearance System for the Macau Immigration Department. Two technical evaluation demonstrations were passed. The Directors are highly optimistic towards the contract award within this fiscal year. This project covers the design, supply, delivery, installation, commissioning and maintenance of smartcard related hardware, software and IT services.

ITES also participated in a number of tendering and solutions promotion activities to various government departments of Macau. To cope with the rapid business development, our new wholly owned subsidiary, ITE Macau Limited ("ITEM"), was incorporated on 18 August 2004 aiming to provide better marketing, delivery and technical support to the emerging market.

Within the campus and real estate markets, the Group has been awarded with new contracts from a number of existing and new clients generating stable sales and recurring business.

During the Period, the Group has been actively involved in bidding a number of sizeable government IT projects both local and overseas. Quesco Information Services Limited ("QISL") has tendered for a larger scale application development project for Hong Kong Police Force, technical evaluation and demonstration have been completed and the result is expected to be announced before the end of the year. QISL has also been awarded new services contract by the Hong Kong Airport Authority.

During the Period, our PRC subsidiary, 上海阿艾依智控系統有限公司 (ITE (China) Limited, "ITEC") has been awarded a number of real estate smartcard projects deploying the platform of Shanghai Public Traffic Card ("SPTC"). The type approval of SPTC based parking payment system was completed, and the first installation at HongQiao Shanghai City, one of the prime office complexes in Shanghai, is undergoing. The sales force has been targeting this new market and a number of potential contracts are being negotiated.

Our subsidiary, Quesco Systems Limited ("QSL"), has continued to excel in the staffing and recruitment sectors in Hong Kong and maintains stable turnover.

董事欣然宣布在早前聯營投標中，成功獲取澳門特別行政區海關「車輛自動通關系統」項目。投標該項目的成功除了顯示出ITE能夠為要求嚴謹的政府部門提供先進的射頻識別解決方案之外，在市場策略和技術領域上更是一個全新突破。該工程將於二零零五年完成，並將持續擴展。

期內，智控系統有限公司（「智控系統」）亦參與澳門特別行政區保安部隊「旅客自助過關系統」的投標工作，並成功通過兩次技術評估的示範。董事充滿信心能於本財政年度獲取此項目工程合約。工程包括設計、供應、交付、安裝、調試、維護智能卡相關的硬件、軟件及資訊科技服務等。

智控系統同時積極參與澳門政府多個部門數項投標及方案展示活動。為了配合市場急速的發展，全資附屬公司，智控系統（澳門）有限公司（「智控澳門」）已於二零零四年八月十八日成立，目的為了開拓更佳的市場銷售機會，為客戶提供更快捷的交付及技術支援。

校園及屋苑市場方面，本集團持續投得數項新、舊客戶的工程合約並帶來穩定的銷售收入。

期內，集團持續活躍於競投多項本地及海外政府大型資訊科技項目。捷科資訊服務有限公司（「捷科資訊」）參與競投香港警務處的大型應用發展系統，並完成技術評估及示範工作，結果預計於本年底公布。捷科資訊同時獲取香港機場管理局新資訊服務合約。

期內，本公司於中國的附屬公司，上海阿艾依智控系統有限公司（「上海阿艾依」），獲得多項以上海公共交通卡（「上海公交」）為應用平台的屋苑項目。此外，以上海公交卡為基礎的停車庫電子收費系統的認證已經通過，並首次於上海市大型商業辦公大樓，虹橋上海城安裝，工程正密鑼緊鼓進行中。銷售策略將朝著這個新的市場方向走，而數項具有潛力的合約正在磋商中。

本公司的附屬公司，捷科系統顧問有限公司（「捷科顧問」）在香港繼續集中為客戶提供合約僱員及招聘服務，並提供穩定的收入。



## 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. The development of ISO 14443 Multi-Type A and B, and the all-new Near Field Communication enabled readers and solutions have started. RFT and ITES also entered into the Innovation and Technology Support Program with the Hong Kong University of Science and Technology and the Hong Kong Polytechnic University for the development of new Ultra High Frequency ("UHF") RFID reader and tag and a food supply chain traceable system.

Continual research and development on products and features related to Automated Passenger and Vehicle Management System has become a long term strategy, it is expected that the e-Passport and e-Visa application trend will boost the demand of these smartcard and RFID driven automated clearance systems, it will definitely initiate new business opportunities, revenue and profit streams for the Group.

本公司透過產品旗艦附屬子公司RF Tech Limited(「RFT」)不斷研發以智能卡及射頻識別技術為本的新產品及應用系統。產品ISO14443多類型(Type A & B)射頻識別讀寫器與近距離通信(NFC)應用已展開研發工作。RFT及智控系統與香港科技大學及香港理工大學攜手合作參與創新科技資助計劃，共同開發嶄新的超高頻「UHF」射頻識別技術讀寫器／標籤及食物供應鏈追蹤系統產品。

持續鑽研及開發自助旅客及車輛管理系統及產品，將會成為長遠的策略，我們期待電子護照及電子簽證應用的新趨勢，將會推動以智能卡及射頻識別技術為本的自助過境系統熱熾的需求，必定能為集團締造新商機，成為收入及利潤的增長點。

## Caring the Community 關懷社會

ITE strives to make Hong Kong a better place for all, and continues its support for worthy initiatives, the Directors also address the importance of sustainable development within the Group and for the society. During the Period, QSL has made donation to the Hong Kong Society for the Blind and participated in the Interactive Selective Placement Services of the Labour Department. Under the programme, hearing impairment personnel was employed and has been working in the Company harmoniously.

本公司對香港前景充滿信心，並承擔創建更佳社會的責任，董事強調集團及社會可持續發展的重要性。期內，捷科顧問除了向香港盲人輔導會捐款之餘，更參與勞工處互動展能就業服務，為殘疾人士提高就業機會，在計劃中聘用了一位聽覺受損人士，使其融匯社群，達致和諧共處、傷健一家。

## Future Prospect 展望

The loss in the Period has been greatly reduced thanks to our cost reduction measures, new business strategies and the economic recovery. The Directors will continue to improve the cost structure while allocating appropriate resources to pursue new business initiatives. We believe that with the number of potential contracts and new products drive, the Group's performance outlook in the year of 2005 will be encouraging, a significant rebound in profitability is expected.

在致力節省營運成本、開拓新市場策略及經濟復甦帶動下，期內經營的虧損已較去年大幅度降減。董事將努力不懈控制成本的同時，亦會適當地運用資源。在具備擴展潛力的新合約及新產品的驅動下，本集團對於二零零五年年度的利潤表現充滿信心。

## Financial Performance 財務表現

For the Period, the Company recorded a total revenue of approximately HK\$26.26 million, representing a decrease of 15% over the same period in 2003. Loss attributable to the shareholders for the six months ended 30 September 2004 was approximately HK\$2.87 million as compared to a loss of approximately HK\$6.24 million for the corresponding period in 2003. The Directors are not proposing any interim dividend for the Period.

期內，本集團錄得收入約為26,260,000港元，較去年同期下跌15%。截至二零零四年九月三十日止六個月之股東應佔虧損約為2,870,000港元，比對去年同期錄得虧損約為6,240,000港元。

## Segmental information 分部資訊

For the six months ended 30 September 2004, the Group recorded a drop in turnover for about 15% when compared with the same period in last year. The reason for such decrease was mainly due to the slow down business in the electrical and mechanical engineering segment. As mentioned in our previous results announcement, the business nature of electrical and mechanical engineering is considered to be lower gross profit margin and longer credit period which means higher risk on receivables. Therefore, the Group is very cautious in bidding new contracts of this kind and resulting in significant drop in the turnover of this segment.

On the other hand, the Group had concentrated its resources on its core business development, i.e. to provide the smartcard and RFID systems and information technology services. Therefore, more effort had been placed in sales and marketing activities and R&D investments. Together with the tighter cost control, the segment result had been improved significantly in spite of about 20% drop in the related revenue.

For consultancy service segment, the revenue stream had dropped for about 10%. However, with the tighter cost control, the segment result had been slightly improved.

截至二零零四年九月三十日止六個月，本集團錄得營業額較去年同期下跌15%。此下跌主要原因是機電工程業務的放緩。一如過往本集團之公布，機電工程服務是較低利潤及較長收款期的業務，這意味著對應收賬造成較高風險。故此，本集團對新項目投標及至對分部營業額造成的變動抱著極審慎的態度。

此外，本集團對核心業務繼續投入資源，即：提供智能卡及射頻識別系統及資訊科技服務等。因此，較多的人才資源投放在銷售活動及研究開發。在致力控制成本下，不管此分部收益下跌近20%，其分部業績仍得到重大改善。

顧問服務範疇方面，其收入均下跌近10%，但在致力控制成本下，分部業績仍得到輕微改善。

### *Liquidity and financial resources* 資金流動性及財政資源

The Group generally financed its operations with its internally generated cash flows and bank borrowings. As at 30 September 2004, the group had outstanding borrowings of HK\$12,802,166, comprising short-term loans of HK\$7,131,547, bank overdraft of HK\$4,420,649 and installment loan of HK\$1,249,970. At 30 September 2004, the current ratio of the Group was 1.43 (31 March 2004: 1.58) while the liquidity ratio was 1.31 (31 March 2004: 1.46).

Taking into consideration the banking facilities granted and the existing financial resources available to the Group, it is believed that the Group should have adequate financial resources to meet its operation, development requirements and investments in the future.

本集團主要以內部產生之現金流量及銀行貸款應付其營運所需。於二零零四年九月三十日，本集團之未償還借款12,802,166港元，當中包括7,131,547港元之短期銀行貸款、4,420,649港元之銀行透支以及1,249,970港元之分期貸款。本集團於二零零四年九月三十日時之流動比率為1.43（二零零四年三月三十一日：1.58），而流動現金比率則為1.31（二零零四年三月三十一日：1.46）。

於考慮銀行融資及本集團現有可動用之財務資源後，本集團相信具備充裕之財務資源應付日後之營運、發展及投資所需。

### *Capital structure of the Group* 資本結構

The Group continues to adopt a conservative approach towards its treasury policy. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial condition of its customers. Besides, the Group's liquidity and financing arrangements are also reviewed regularly.

本集團繼續採取審慎庫務政策。本集團不斷為其客戶的財政狀況進行信貸評估，致力減低所承擔的信貸風險。此外，本集團亦會定期檢討流動資金及融資安排。

### *Significant investments* 重大投資

The Group had no significant investments during the Period.

本集團於期內並沒有任何重大投資。

### *Material acquisitions or disposals of subsidiaries and affiliated companies* 重大之收購或附屬公司及聯屬公司之出售

During the Period, the Group had no material acquisitions and disposals of subsidiaries and affiliated companies.

本集團於期內並沒有任何重大之收購或附屬公司及聯屬公司之出售。

### *Employment information* 僱員資料

At 30 September 2004, the Group had 170 full-time employees (as at 31 March 2004: 171 full-time employees), of which 156 are based in Hong Kong and the rest are in the PRC. The salary and benefit levels of the Group's employees are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus systems, which are reviewed annually. Staff cost, including directors' emoluments, was approximately HK\$24 million for the six months ended 30 September 2004. Besides, the Company has also introduced share option schemes to recognise the contributions of the employees to the growth of the Group. The schemes have been or will be amended from time to time to take into account changes in market conditions and the GEM Listing Rules.

本集團於二零零四年九月三十日僱有170名全職僱員（於二零零四年三月三十一日：171名全職僱員），其中包括156名為香港僱員，其餘則為中國僱員。本集團僱員之薪金及福利水平極具吸引力，並根據本集團之薪金及紅利制度與僱員之表現掛鉤，有關制度每年檢討一次。截至二零零四年九月三十日止六個月，包括董事酬金在內的僱員成本約為24,000,000港元。此外，本公司已推出購股權計劃，以表揚僱員對本集團發展所作之貢獻。有關計劃已經或將因應市場情況變化及創業板上市規則而作出修訂。

### *Charges on Group assets* 資產押記

At 30 September 2004, time deposits of HK\$13,587,640 (31 March 2004: HK\$13,584,923) were pledged to banks to secure certain banking facilities of the Group.

於二零零四年九月三十日，為數13,587,640港元（二零零四年三月三十一日：13,584,923港元）之定期存款已抵押予銀行，作為擔保本集團之若干銀行融資。

### *Future plans for material investments* 日後之重大投資計劃

The Group did not have any plans for material investment and acquisition of material capital assets as at 30 September 2004.

本集團於二零零四年九月三十日並無任何重大投資及收購重大資本資產之計劃。

### *Gearing ratio* 資產負債比率

At 30 September 2004, the gearing ratio of the Group, which is calculated as the ratio of total secured bank loans due after one year to shareholders' funds, was nil (31 March 2004: 0.02).

本集團之資產負債比率乃指長期銀行貸款除以股東資金之百分比。於二零零四年九月三十日，本集團之資產負債比率為零(二零零四年三月三十一日：0.02)。

### *Exposure to fluctuations in exchange rates and any related hedges* 匯率波動風險及任何相關對沖

Most of the Group's monetary assets and liabilities were denominated in Hong Kong dollars and Renminbi. As the exchange rate of Renminbi is fairly stable during the Period, the exchange rate risks of the Group were considered to be minimal. At 30 September 2004, no related hedges were made by the Group.

本集團大部份貨幣資產及負債乃以港元及人民幣計算。由於人民幣兌港元之匯率於期內相對穩定，故本集團被視作僅有極低水平之匯率風險。於二零零四年九月三十日，本集團並無作出任何有關對沖活動。

### *Contingent liabilities* 或然負債

At 30 September 2004, the Company has undertaken to guarantee certain banking facilities granted to two wholly-owned subsidiaries to the extent of HK\$18.5 million (31 March 2004: HK\$18.5 million).

At 30 September 2004, the Group did not have any significant contingent liabilities (31 March 2004: Nil).

於二零零四年九月三十日，本公司就兩間全資附屬公司之若干銀行融資而提供為數18,500,000港元(二零零四年三月三十一日：18,500,000港元)之擔保。

於二零零四年九月三十日，本集團並無任何重大之或然負債(二零零四年三月三十一日：無)。

## INTERIM RESULTS 中期業績

### UNAUDITED CONSOLIDATED INCOME STATEMENT 未經審核綜合收益表

	Notes 附註	Three Months ended 30 September 截至九月三十日止三個月		Six Months ended 30 September 截至九月三十日止六個月	
		2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<b>Turnover 營業額</b>	2	<b>14,297</b>	16,307	<b>26,263</b>	30,861
Cost of services rendered 已提供服務之成本		(10,999)	(13,200)	(21,253)	(26,448)
Cost of goods sold 已售貨物之成本		(433)	(125)	(631)	(235)
		<b>2,865</b>	2,982	<b>4,379</b>	4,178
Other revenue 其他收益		7	32	67	128
Other net gain/(loss) 其他收益/(虧損)淨值		(3)	-	9	6
Other staff costs 其他員工成本		(1,496)	(1,675)	(2,999)	(3,450)
Depreciation and amortisation 折舊及攤銷		(416)	(621)	(834)	(1,279)
Other operating expenses 其他經營開支		(1,234)	(3,334)	(3,112)	(5,453)
<b>Loss from operations 經營虧損</b>		<b>(277)</b>	(2,616)	<b>(2,490)</b>	(5,870)
Finance costs 融資成本		(194)	(198)	(378)	(371)
<b>Loss from ordinary activities before taxation</b>		<b>(471)</b>	(2,814)	<b>(2,868)</b>	(6,241)
Taxation 稅項	3 4	-	-	-	-
<b>Loss attributable to shareholders 股東應佔虧損</b>		<b>(471)</b>	(2,814)	<b>(2,868)</b>	(6,241)
<b>Dividend 股息</b>	5	-	-	-	-
<b>Loss per share 每股虧損</b>	6	<b>(0.05 cent 仙)</b>	(0.31 cent 仙)	<b>(0.32 cent 仙)</b>	(0.69 cent 仙)
Basic 基本					
Diluted 攤薄		-	-	-	-

CONSOLIDATED BALANCE SHEET 綜合資產負債表

	Notes 附註	As at 30 September 2004 截至二零零四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2004 截至二零零四年 三月三十一日 HK\$'000 千港元 (Audited) (已審核)
<b>Non-current assets 非流動資產</b>			
Fixed assets 固定資產	7	1,114	1,366
Goodwill 商譽	8	6,814	7,290
Investment securities 投資證券		2,367	2,484
		<b>10,295</b>	<b>11,140</b>
<b>Current assets 流動資產</b>			
Trading securities 買賣證券		78	99
Inventories 存貨		2,641	2,642
Trade and other receivables 應收及其他應收賬款	9	14,988	15,600
Deposits and prepayments 訂金及待攤費用		1,381	641
Pledged bank balances 抵押銀行存款		13,588	13,585
Bank and cash balances 銀行及現金結餘		413	1,132
		<b>33,089</b>	<b>33,699</b>
<b>Current liabilities 流動負債</b>			
Creditors and accrued charges 應付賬款及應計費用	10	10,362	10,743
Short term borrowings 短期借貸	11	11,552	8,924
Current portion of long term secured bank loan 長期有抵押銀行貸款之即期部份		1,250	1,667
		<b>23,164</b>	<b>21,334</b>
<b>Net current assets 流動資產淨值</b>		<b>9,925</b>	<b>12,365</b>
<b>Total assets less current liabilities 總資產減流動負債</b>		<b>20,220</b>	<b>23,505</b>
<b>Non-current liabilities 非流動負債</b>			
Secured bank loan 有抵押銀行貸款		-	417
<b>Net assets 資產淨值</b>		<b>20,220</b>	<b>23,088</b>
<b>Capital and reserves 股本及儲備</b>			
Share capital 股本	12	9,075	9,075
Reserves 儲備		11,145	14,013
<b>Shareholders' funds 股東資金</b>		<b>20,220</b>	<b>23,088</b>

UNAUDITED CONDENSED CONSOLIDATED CASH FLOW STATEMENT  
未經審核扼要綜合現金流量表

	Six Months ended 30 September 截至九月三十日止六個月	
	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Net cash used in operating activities 經營業務所用現金淨值	(2,450)	(3,211)
Net cash used in investing activities 投資活動所用現金淨值	(64)	(91)
Net cash (used in)/generated from financing activities 融資活動(所用)/產生現金淨值	(831)	3,364
Net increase/(decrease) in cash and cash equivalents 現金及現金等價物(減少)/增加	(3,345)	62
Cash and cash equivalents at 1 April 於四月一日之現金及現金等價物	(663)	(75)
Cash and cash equivalents at 30 September 於九月三十日之現金及現金等價物	(4,008)	(13)
Analysis of balances of cash and cash equivalents: 現金及現金等價物結餘之分析:		
Bank and cash balances 銀行及現金結餘	413	1,933
Bank overdrafts 銀行透支	(4,421)	(1,946)
Cash and cash equivalents at 30 September 於九月三十日之現金及現金等價物	(4,008)	(13)



UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
未經審核綜合股權變動表

	Share capital 股本 HK\$'000 千港元	Reserves 儲備			Total 合計 HK\$'000 千港元
		Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	
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 期間虧損	-	-	-	(6,241)	(6,241)
Balance at 30 September 2003 於二零零三年九月三十日	9,075	22,816	10,749	(13,754)	28,886
Balance at 1 April 2004 於二零零四年四月一日	9,075	22,816	10,749	(19,552)	23,088
Loss for the Period 期內虧損	-	-	-	(2,868)	(2,868)
Balance at 30 September 2004 於二零零四年九月三十日	9,075	22,816	10,749	(22,420)	20,220

Notes 附註：

**1. Basis of preparation 編製基準**

The unaudited interim financial statements (the "Financial Statements") have been prepared in accordance with Hong Kong Statement of Standard Accounting Practice 25 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants, and on a basis consistent with those followed in the Group's annual financial statements for the year ended 31 March 2004.

The Financial Statements have been prepared in accordance with all applicable Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the Financial Statements is historical cost as modified by the revaluation of trading securities. The accounting policies used in the preparation of the Financial Statements are consistent with the previous year.

Certain comparative figures have been reclassified to conform with the current period's presentation.

此等未經審核中期財務報表（「財務報表」）已按照香港會計師公會頒布之會計實務準則第25號「中期財務報表」而編製，所採用之會計政策與本集團截至二零零四年三月三十一日之年度財務報告沿用之會計政策相同。

財務報表已按照香港會計師公會頒布之所有適用《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。

編製財務報表時，除買賣證券是以重申評價修改外，其他乃採用歷史成本作為計算基準。編製財務報表所採用之會計政策與上年度所採用者貫徹一致。

部份相對數字已重新分類，以配合本期間之展示。

**2. Turnover and segment information 營業額及分部資料**

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

Segment information is presented in respect of the Group's business and geographical segments. Business segments information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

營業額指來自智能卡系統、射頻識別及資訊科技及相關服務合約、資訊科技顧問服務、機電安裝工程及相關服務合約的服務，以及銷售智能卡相關產品等。

已就本集團之業務及經營地域呈列分部資料。本集團選擇以業務分部之方式作為主要報告格式，因為其更適用於本集團之內部財務報告。

(a) Business segments 按業務劃分

The Group comprises the following main business segments:

Smartcard systems, RFID and information technology services	:	The provision of smartcard systems, RFID and information technology services
Consultancy fee income	:	The provision of information technology consultancy services
Electrical and mechanical installation work	:	The provision of electrical and mechanical installation work

本集團之主要業務分部包括：

智能卡系統、射頻識別及資訊科技服務	:	提供智能卡系統、射頻識別及資訊科技服務
顧問服務收入	:	提供資訊科技顧問服務
機電安裝工程	:	提供機電安裝工程服務

	Smartcard systems, RFID and information technology services 智能卡系統、射頻識別及資訊科技服務		Consultancy services 顧問服務		Electrical and mechanical installation 機電安裝工程服務		Consolidated 綜合	
	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
<b>TURNOVER 營業額</b> Revenue 收益	6,613	8,338	19,564	21,823	86	700	26,263	30,861
<b>RESULTS 業績</b> Segment results 分部業績	(1,248)	(4,342)	2,016	2,160	(51)	104	717	(2,078)
Unallocated corporate revenue 未予分配公司收益							67	128
Unallocated corporate expenses 未予分配公司費用							(3,274)	(3,920)
Loss from operations 經營虧損 Finance costs 融資成本							(2,490) (378)	(5,870) (371)
Loss attributable to shareholders 股東應佔虧損							(2,868)	(6,241)
<b>OTHER INFORMATION 其他資料</b> Depreciation and amortisation 折舊及攤銷	258	1,109	84	170	-	-		
Impairment loss 減值虧損	117	216	-	-	-	-		
Non-cash expenses other than depreciation, amortisation and impairment loss 重大非現金開支(折舊、攤銷及減值虧損除外)	-	-	-	-	-	-		

(b) *Geographical segments* 按經營地域劃分

The Group participates in two principal environments, Hong Kong and the People's Republic of China (the "PRC") excluding Hong Kong.

In presenting information on the basis of geographical segment, segment revenue is based on the geographical location of customers.

本集團主要在兩個地區經營業務，香港和中華人民共和國（「中國」）（香港除外）。

在按經營地域呈列資料時，分部收入乃按客戶在地域劃分。

	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Hong Kong 香港	25,475	29,913
The PRC excluding Hong Kong 中國(香港除外)	788	948
	<b>26,263</b>	30,861

3. **Loss from ordinary activities before taxation** 除稅前日常業務之虧損

Loss from ordinary activities before taxation is arrived at after charging:

除稅前日常業務之虧損已扣除：

	Three Months ended 30 September 截至九月三十日止三個月		Six Months ended 30 September 截至九月三十日止六個月	
	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元	2004 二零零四年 HK\$'000 千港元	2003 二零零三年 HK\$'000 千港元
Finance cost 融資成本：				
Interest on bank loans and overdrafts 銀行貸款及透支利息	194	198	378	371
Other items 其他項目：				
Amortisation of goodwill 商譽攤銷	238	238	476	475
Cost of inventories 存貨成本	696	845	718	1,907
Depreciation 折舊：				
Owned fixed assets 擁有固定資產	173	377	347	792
Leased fixed assets 租賃固定資產	6	6	12	12
Impairment loss on investment securities 投資證券之減值虧損	58	108	117	216
Operating lease charges: minimum lease payments for hire of properties 經營租賃費用：租賃物業之最低租賃付款額	305	689	611	1,377
Staff costs including directors' emoluments and retirement benefit scheme contributions 包括董事酬金及退休福利計劃供款之員工成本	12,213	14,147	24,193	28,227

#### 4. Taxation 稅項

No provision for Hong Kong profits tax and overseas profits tax is required since the Group has no assessable profit for the Period (six months ended 30 September 2003: Nil).

由於本集團期內並無應課稅溢利，故並無就香港利得稅或海外利得稅撥備（二零零三年九月三十日止六個月：無）。

#### 5. Dividends 股息

The directors do not recommend the payment of interim dividend for the six months ended 30 September 2004 (six months ended 30 September 2003: Nil).

董事會不建議派付截至二零零四年九月三十日止六個月之中期股息（二零零三年九月三十日止六個月：無）。

#### 6. 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 is based on the loss attributable to shareholders of approximately HK\$2,868,000 (six months ended 30 September 2003: approximately HK\$6,241,000) and the weighted average of 907,536,000 ordinary shares (six months ended 30 September 2003: 907,536,000 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2,868,000港元（二零零三年九月三十日止六個月：約6,241,000港元），以及期內已發行股份之加權平均股數907,536,000股（二零零三年九月三十日止六個月：907,536,000股）普通股計算。

##### (b) Diluted loss per share 每股攤薄虧損

No diluted loss per share is presented as there were no dilutive potential ordinary shares in existence during the Period and for the six months ended 30 September 2003.

由於期內及截至二零零三年九月三十日止六個月並無潛在可攤薄普通股，故並無呈列每股攤薄虧損。

#### 7. Fixed assets 固定資產

During the six months ended 30 September 2004, the Group acquired fixed assets comprising computers and other equipment and computer software of HK\$110,128.

截至二零零四年九月三十日止六個月，本集團添置包括電腦及其他器材及電腦軟件之固定資產總值為110,128港元。

## 8. Goodwill 商譽

	HK\$'000 千港元
Cost 成本：	
At 1 April 2004 and 30 September 2004 於二零零四年四月一日及於二零零四年九月三十日	9,508
Accumulated amortisation 累計攤銷：	
At 1 April 2004 於二零零四年四月一日	2,218
Amortisation for the Period 期內攤銷	476
At 30 September 2004 於二零零四年九月三十日	2,694
Net book value 賬面值：	
At 30 September 2004 於二零零四年九月三十日	6,814

## 9. Trade and other receivables 應收及其他應收賬款

	At 30 September 2004 於二零零四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2004 於二零零四年 三月三十一日 HK\$'000 千港元 (Audited) (已審核)
Trade receivables 應收貿易賬款	8,212	6,615
Other receivables 其他應收賬款	688	972
Gross amount due from customers for service contract work 應收客戶之服務合約工程款項總額	5,818	7,059
Retention money receivables 應收保留金	270	954
	<b>14,988</b>	15,600

The Group has a policy of allowing its trade customers with credit period normally between 30 to 60 days or terms in accordance with contracts. The ageing analysis, based on invoice date, is as follows:

本集團之政策容許給予其貿易客戶一般介乎30日至60日之信貸期，或根據銷售合同之條款。按發票日期計算其賬齡分析如下：

	At <b>30 September 2004</b> 於二零零四年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	At 31 March 2004 於二零零四年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(Audited)</b> (已審核)
Within 1 month 一個月內	<b>5,735</b>	4,522
1 month to 3 months 一至三個月內	<b>1,218</b>	815
More than 3 months but less than 12 months 超過三個月但少於十二個月	<b>284</b>	979
More than 1 year but less than 2 years 超過一年但少於兩年	<b>975</b>	299
	<b>8,212</b>	6,615

#### 10. Creditors and accrued charges 應付賬款及應計費用

	At <b>30 September 2004</b> 於二零零四年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	At 31 March 2004 於二零零四年 三月三十一日 <b>HK\$'000</b> 千港元 <b>(Audited)</b> (已審核)
Trade payables 應付貿易賬款	<b>1,567</b>	1,307
Accrued charges and other payables 應計費用及其他應付款項	<b>7,542</b>	7,792
Gross amount due to customers for service contract work 應付客戶的服務合約工程款項總額	<b>74</b>	486
Deferred maintenance income 遞延保養收入	<b>816</b>	795
Retention money payables 應付保留金	<b>363</b>	363
	<b>10,362</b>	10,743

Included in creditors and accrued charges are trade payables with the following ageing analysis:

應付賬款及應計費用包括應付貿易賬款，其賬齡分析如下：

	At 30 September 2004 於二零零四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2004 於二零零四年 三月三十一日 HK\$'000 千港元 (Audited) (已審核)
Within 1 month 一個月內	783	250
1 month to 3 months 一至三個月	289	300
More than 3 months but less than 12 months 超過三個月但少於十二個月	170	12
More than 1 year but less than 2 years 超過一年但少於兩年	325	745
	<b>1,567</b>	1,307

#### 11. Short term borrowings 短期借貸

	At 30 September 2004 於二零零四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2004 於二零零四年 三月三十一日 HK\$'000 千港元 (Audited) (已審核)
Secured bank loans 有抵押銀行貸款	7,131	7,129
Bank overdraft 銀行透支	4,421	1,795
	<b>11,552</b>	8,924

#### 12. Share capital 股本

	Number of shares 股數	Amount 金額 HK\$ 港元
Authorised 法定股本： Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股	2,000,000,000	20,000,000
Issued and fully paid 已發行及繳足股本： At 1 April 2004 and 30 September 2004 於二零零四年四月一日及二零零四年九月三十日	907,536,000	9,075,360



## 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之股份、相關股份及債券及淡倉

As at 30 September 2004, 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 Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

於二零零四年九月三十日，本公司各董事及行政總裁根據證券及期貨條例第十五部第15.7及第15.8條之規定，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）之股份、相關股份及債券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，或根據聯交所創業板上規例第5.46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：

## (I) Interests in shares of the Company 本公司之股份權益

Name of director 董事姓名	Number of ordinary shares 普通股股數					Percentage of issued share capital 佔已發行 股份百分比
	Personal interests 個人權益	Corporate interests 公司權益	Family interests 家族權益	Other interests 其他權益	Total 合計	
Mr. Lau Hon Kwong, Vincent 劉漢光先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	456,250,348 (L)	50.27%
Mr. George Roger Manho 閻偉雄先生	118,142,254 (L)	-	-	-	118,142,254 (L)	13.02%
Mr. Cheng Kwok Hung 鄭國雄先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	456,250,348 (L)	50.27%

### Note:

- 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] 字表示股份為長倉。
- 此等股份由一家於英屬處女群島成立之公司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%之已發行股份。

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

於或有關於該等相關股本衍生工具之權益 (定義見證期條例)

As at 30 September 2004, 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.

於二零零四年九月三十日，本公司董事在根據本公司購股權計劃以1港元之價格授出可認購本公司股份之購股權中擁有以下之個人權益。每股購股權可讓持有人認購一股股份。

Name of director 董事姓名	Number of options outstanding at 30 September 2004 於二零零四年 九月三十日 尚未行使的 購股權數目	Date granted 授出日期	Period during which options exercisable 購股權行使期	Number of shares acquired on exercise of options during the Period 年內行使 購股權而認購的 股份數目	Price per share to be paid on exercise of options 行使購股權 時須支付的 每股價格
Mr. Lau Hon Kwong, Vincent 劉漢光先生	6,109,440 (L)	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 日至二零一一年二月十一 日	-	HK\$0.095 0.095港元
Mr. George Roger Manho 閻偉雄先生	4,000,000 (L)	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 日至二零一一年二月十一 日	-	HK\$0.095 0.095港元
Mr. Cheng Kwok Hung 鄭國雄先生	4,000,000 (L)	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 日至二零一一年二月十一 日	-	HK\$0.095 0.095港元
Mr. Liu Hoi Wah 劉海華先生	19,112,640 (L)	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 日至二零一一年二月十一 日	-	HK\$0.095 0.095港元
Mr. Lee Peng Fei, Allen 李騰飛先生	1,760,000 (L)	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 日至二零一一年二月十一 日	-	HK\$0.095 0.095港元

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

附註：「L」字表示股份為長倉。

### (III) Aggregate interest in the shares and underlying shares of the Company 本公司股份及相關股份之總計權益

Name of director 董事姓名	Aggregate number in ordinary shares 普通股總數	Aggregate number in underlying shares 相關股份總數	Total 合計	Percentage to the issued share capital of the Company 佔本公司已發行 股本之百分比
Mr. Lau Hon Kwong, Vincent 劉漢光先生	456,250,348 (L)	6,109,440 (L)	462,359,788 (L)	50.95%
Mr. George Roger Manho 閻偉雄先生	118,142,254 (L)	4,000,000 (L)	122,142,254 (L)	13.46%
Mr. Cheng Kwok Hung 鄭國雄先生	456,250,348 (L)	4,000,000 (L)	460,250,348 (L)	50.71%
Mr. Liu Hoi Wah 劉海華先生	-	19,112,640 (L)	19,112,640 (L)	2.11%
Mr. Lee Peng Fei, Allen 李鵬飛先生	-	1,760,000 (L)	1,760,000 (L)	0.19%

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

附註：「L」字表示股份為長倉。

Save as disclosed above, as at 30 September 2004, 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 Rule 5.46 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，於二零零四年九月三十日，董事、行政總裁或彼等之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聯法團（定義見證期條例第十五部）擁有股份或債券之權益或淡倉（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5.46條所載之規則必須知會本公司及聯交所之任何權益或淡倉。

## 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之權益

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 September 2004, neither the 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.

除上述「董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉」所披露外，於二零零四年九月三十日，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之股份或債務證券（包括債券）而獲得利益，而本公司董事及主要行政總裁或彼等之配偶或任何未滿十八歲之子女概無任何可認購本公司證券之權利，亦無行使任何該等權利。

## SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

### 佔本公司股本之重大權益

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 September 2004, 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條規定存置之主要股東登記冊內獲悉，於二零零四年九月三十日，以下股東擁有本公司已發行股本5%或以上之權益：

	Ordinary shares held 所持普通股數目	Percentage of total issued shares 佔已發行股份 總數百分比
Rax-Comm (BVI) Limited (Note 1) (附註1)	456,250,348	50.27%
Mr. George Roger Manho (Note 2) 閻偉雄先生 (附註2)	118,142,254	13.02%
Mr. Man Kai Shun 文界淳先生	87,701,000	9.66%

Note:

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

## 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之任何條款。

#### (a) Pre-IPO Scheme and Post-IPO Scheme 上市前計劃及上市後計劃

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 Period are as follows:

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，於期內尚未行使之購股權之詳情如下：

Name or category of participant 具資格者姓名及類別	Number of share options 購股權數目					Date granted 授出日期	Period during which options exercisable 購股權行使期	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 授出購股權當日之股份市值
	Outstanding at 1 April 2004 於二零零四年四月一日尚未行使	Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效	Outstanding at 30 September 2004 於二零零四年九月三十日尚未行使				
Pre-IPO Scheme 上市前計劃									
Lou Hon Kwong, Vincent/Director 劉漢光/董事	6,109,440	-	-	-	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 0.095港元	N/A 不適用
George Roger Manho/ Director 關偉廷/董事	4,000,000	-	-	-	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 0.095港元	N/A 不適用
Cheng Kwok Hung/ Director 鄭國雄/董事	4,000,000	-	-	-	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 0.095港元	N/A 不適用
Liu Hoi Wah/Director 劉海華/董事	19,112,640	-	-	-	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 0.095港元	N/A 不適用
Lee Peng Fei, Allen/ Director 李騰飛/董事	1,760,000	-	-	-	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 0.095港元	N/A 不適用
Employees 僱員	35,157,920	-	-	-	35,157,920	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 0.095港元	N/A 不適用
	70,140,000	-	-	-	70,140,000				
Post-IPO Scheme 上市後計劃									
Employees 僱員	5,032,000	-	-	5,032,000	-	10 April 2001 二零零一年四月十日	10 April 2002 to 9 April 2004 二零零二年四月十日 至二零零四年四月九日	HK\$0.455 0.455港元	HK\$0.455 0.455元
Employees 僱員	6,756,000	-	-	596,000	6,160,000	11 October 2001 二零零一年十月十一日	11 October 2002 to 10 October 2004 二零零二年十月十一日至二零零四年十月十日	HK\$0.350 0.350港元	HK\$0.300 0.300元
Employees 僱員	2,000,000	-	-	-	2,000,000	28 December 2001 二零零一年十二月二十八日	1 July 2004 to 31 December 2011 二零零四年七月一日至二零零一年十二月三十一日	HK\$0.195 0.195港元	HK\$0.195 0.195元
	13,788,000	-	-	5,628,000	8,160,000				



(b) 2002 Scheme 二零零二年計劃

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.

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.

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

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之已授出購股權或即將行使之本公司二零零二年計劃及其他購股權計劃之購股權，其發行之股份數目不應超過公司股份發行總數之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之股份數目，其最高上限為公司當時已發行股份之1%。任何超出此上限之購股權授出，須於股東大會經股東批准。

向董事、行政總裁、公司大股東或其任何聯繫人士授出購股權，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聯繫人士所授出之購股權，於任何十二個月期內多於公司股份之0.1%或其總值（按授出當日公司股份價格計算）高於港幣五百萬，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，以總數港幣一元之象徵式費用接受購股權。授出購股權之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。

購股權之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之收市價；(ii) 公司股份在股份授出日期前五個交易日之平均收市價；及(iii) 股份面值。

於年內尚未行使之二零零二年計劃之購股權之詳情如下：

Name or category of participant 具資格者姓名及類別	Number of share options 購股權數目				Outstanding at 30 September 2004 於二零零四年 九月三十日 尚未行使	Date granted 授出日期	Period during which options exercisable 購股權行使期	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 授出購股權 當日之 股份市值
	Outstanding at 1 April 2004 於二零零四年 四月一日 尚未行使	Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效					
Employees 僱員	3,500,000	-	-	-	3,500,000	9 August 2002 二零零二年 八月九日	9 August 2003 to 8 August 2012 二零零三年八月九日至 二零一二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
An Employee 僱員	6,400,000	-	-	-	6,400,000	9 August 2002 二零零二年 八月九日	9 February 2003 to 8 August 2012 二零零三年二月九日至 二零一二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
	9,900,000	-	-	-	9,900,000				

At 30 September 2004, the number of shares issuable under the Pre-IPO Scheme, the Post-IPO scheme and the 2002 Scheme was 70,140,000, 8,160,000 and 9,900,000, respectively, which represented approximately 9.72% in aggregate of the Company's shares in issue as at that date.

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

於二零零四年九月三十日，上市前計劃、上市後計劃及二零零二年計劃可發行之股份數目分別為70,140,000、8,160,000及9,900,000，約為本公司當日已發行股份總數9.72%。

購股權並無授予持有人收取股息及於股東大會投票之權利。

## 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 of the Company's shares 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

As at 30 September 2004, 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.

於二零零四年九月三十日，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 5.34 to 5.45 of the GEM Listing Rules throughout the Period.

期內，公司已遵守創業板上市規則第5.34至5.45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 three independent non-executive directors, Mr. Lee Peng Fei, Allen, Mr. Tsao Kwang Yung, Peter and Mr. Kam Hau Choi, Anthony, 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 5.28 to 5.33 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 annual report of the Group.

The audit committee has reviewed with the management the Financial Statements for the six months ended 30 September 2004 and is of the opinion that the contents contained in this report comply with the applicable accounting standards and legal requirements, and that adequate disclosures have been made.

審核委員會由三名獨立非執行董事，即李鵬飛先生、曹廣榮先生及關孝財先生，以及一名執行董事，即劉海華先生組成。李鵬飛先生已根據創業板上市規則第5.28至第5.33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。

審核委員會已連同管理層審閱截至二零零四年九月三十日止六個月之財務報表，並認為本報告內容乃符合適用之會計原則及法律規定，且已作出足夠之披露。

By order of the Board  
承董事會命  
**ITE (Holdings) Limited**  
**Lau Hon Kwong, Vincent**  
劉漢光  
Chairman  
主席

The Board comprises of:

**Lau Hon Kwong, Vincent** *(Executive director)*

**George Roger Manho** *(Executive director)*

**Cheng Kwok Hung** *(Executive director)*

**Liu Hoi Wah** *(Executive director)*

**Lee Peng Fei, Allen** *(Independent non-executive director)*

**Tsao Kwang Yung, Peter** *(Independent non-executive director)*

**Kam Hau Choi, Anthony** *(Independent non-executive director)*

董事會成員如下：

劉漢光 (執行董事)

聞偉雄 (執行董事)

鄭國雄 (執行董事)

劉海華 (執行董事)

李鵬飛 (獨立非執行董事)

曹廣榮 (獨立非執行董事)

關孝財 (獨立非執行董事)

Hong Kong, 10 November 2004

香港，二零零四年十一月十日