



ITE (Holdings) Limited

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2nd Quarterly Report
第二季度業績報告 2019/20

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Given that the companies listed on GEM are generally small and mid-sized companies, 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.

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This report, for which the directors (the “directors”) of ITE (Holdings) Limited (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 Exchange for the purpose of giving information with regard to the company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

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HIGHLIGHTS

Turnover of the group for the six months ended 30 September 2019 was approximately HK\$21,938,000 representing an increase of approximately 122% over the turnover of approximately HK\$9,885,000 for the same period in 2018.

Profit attributable to owners of the company for the six months ended 30 September 2019 amounted to approximately HK\$342,000 compared to that of loss attributable to owners of the company approximately HK\$1,758,000 for the same period in 2018.

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: HK\$nil).

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "board") of directors (the "directors"), I hereby present the unaudited consolidated interim results of ITE (Holdings) Limited (the "company") and its subsidiaries (together, "ITE" or the "group") for the six months ended 30 September 2019 (the "period").

Mission

The mission of the group is to become the leading provider of smartcard, radio frequency identification ("RFID"), biometrics product and solution and professional services in the world. ITE has been pioneering and has achieved outstanding performance in the areas of smartcard system solutions and integration services in the Hong Kong Special Administrative Region ("Hong Kong" or "HKSAR"), the Macao Special Administrative Region ("Macao") and the People's Republic of China ("PRC"). With profound expertise, strong research and development ("R&D") capability, proven track record and excellent reputation, the group has established a leading profile in our industry and has adopted 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 will continue to develop innovative products and multi-applications solutions for clients coming from different industries and to expand our businesses to more 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, 7 November 2019

BUSINESS REVIEW

The management of the group has continued to utilize our professional and committed workforce and financial resources to achieve maximum return to our shareholders.

During the period, our subsidiary, ITE Smartcard Solutions Limited, has been awarded with a number of new contracts and orders from existing clients. The orders covered the supply of hardware and software and the provision of professional services to build up or enhance their application systems.

We are pleased to advise that our energy technology and solution subsidiary, ITE Engineering Limited (“ITEE”), has sponsored a new Redox-Flow energy technology R&D project in Hong Kong under the Innovation and Technology Support Programme. ITEE will collaborate with the research team led by Prof. Yi-Chun Lu of the Department of Mechanical and Automation Engineering of the Chinese University of Hong Kong on the Project Title: “A safe, scalable and low-cost energy storage system for smart city and micro-grid applications”. We have a long history of supporting promising new emerging technologies and applications in Hong Kong, especially those with sustainability and safety objectives. We look forward to participating in the commercialization of the developed technology upon completion of this project.

The trade wars and political conflicts between China and the United States of America have not ended. The impact of the future controls on emerging and foundational technologies by the US Government could have far-reaching implications and hurdles for the China and Hong Kong commercial technology industry in which we are very involved. Together with the rapid deterioration of the situation in the city over the past three months, the outlook of Hong Kong economy is not encouraging. While maintaining our commitments and efforts, the directors shall take conservative measures in operating and developing our businesses.

Financial Performance

For the period, the group had recorded a total revenue of approximately HK\$22 million, representing an increase of 122% over the same period of 2018. Profit attributable to owners of the company for the six months ended 30 September 2019 was approximately HK\$0.3 million as compared to that of loss attributable to owners of the company approximately HK\$1.8 million for the corresponding period of 2018.

Segmental information

For the six months ended 30 September 2019, the group had recorded an increase in turnover of about 122% when compared with the same period of last year. However, the group's gross profit margin had also dropped from 41% in corresponding period in last year to 26% in the current period.

During the period, the service revenue generated from the provision of smartcard systems, RFID and information technology ("IT") services had increase of 298% to approximately HK\$16,886,000 (six months ended 30 September 2018: approximately HK\$4,240,000). On the other hand, the maintenance income had also decreased by 9% to approximately HK\$4,849,000 (six months ended 30 September 2018: HK\$5,349,000).

The group's administrative expenses had decreased by approximately 8% when compared with the same period of last year. The main reason of such decrease was due to no share-based payment expense (six months ended 30 September 2018: HK\$567,000) was recognized during the period. Besides, the research and development cost and associated sponsorship was also decreased significantly to approximately HK\$837,000 (six months ended 30 September 2018: HK\$1,183,000). Expenditure on research and development activities was totally expensed in profit or loss during the period.

During the period, the group's finance cost was approximately HK\$532,000 (six months ended 30 September 2018: HK\$Nil) which related to interest on loans from related parties and finance charges on assets acquired under finance leases.

Liquidity and financial resources

The group generally financed its operations with its internally generated cash flows and loans from related parties. At 30 September 2019, the group has loans from related parties amounted to HK\$9,450,000 and these loans bear interest at fixed rate of 5% per annum, are unsecured and repayable within one year from the date of drawdown. At 30 September 2019, the current ratio of the group was 1.45 (31 March 2019: 1.60) while the liquidity ratio was 1.33 (31 March 2019: 1.52).

The group continues to adopt a conservative approach in 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.

Taking into consideration the stringent cost control 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 and investment requirements in the future.

Gearing Ratio

At 30 September 2019, the gearing ratio of the group, which is calculated as the ratio of total borrowings to total equity, was 0.78 (31 March 2019: 0.97).

Treasury Policy

The group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the board closely monitors the group's liquidity position to ensure that the liquidity structure of the group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Significant investments

The group had no significant investments during the period.

Material acquisitions or disposals of subsidiaries and affiliated companies

During the period, the group had no acquisitions and disposals of subsidiaries and affiliated companies.

Employment information

The group recognises that its staff is one of the group's most important assets. Aiming at providing competitive salary packages, the group adjusts employees' salary level in close association with the performance, qualifications and experience of individual staff as well as labour market conditions. In addition to the regular remuneration, discretionary bonus and share options may be awarded to eligible employees with reference to individual performance and the group's business performance.

The group enjoys good relations with its staff and has not experienced any disruption of operations due to major labour disputes. In addition to the remuneration as mentioned above, the group also provides fringe benefits which comply with the relevant laws and regulations of the PRC and Hong Kong including contributions to the Society Security Scheme in the PRC and the Mandatory Provident Fund Scheme in Hong Kong. Besides, the group also provides on-going training programmes for its employees to keep them abreast of the latest market trends and new technologies.

As at 30 September 2019, the group had employed 105 (30 September 2018: 48) full-time employees and were all based in Hong Kong. Staff costs, including directors' emoluments, were approximately HK\$13.5 million (six months ended 30 September 2018: HK\$7.3 million) for the six months ended 30 September 2019.

Charges on group assets

At 30 September 2019, approximately HK\$11,579,000 time deposit (31 March 2019: HK\$11,540,000) was pledged to a bank to secure certain banking facilities of a wholly-owned subsidiary of the company.

Future plans for material investments

The group did not have any plans for material investment and acquisition of material capital assets as at 30 September 2019.

Exposure to fluctuations in exchange rates and related hedges

The group's assets, liabilities, revenues and expenses are mainly denominated in HK\$, United States dollars ("US\$"), Macao Patacas ("MOP") and Renminbi ("RMB"). The exchange rates between HK\$, US\$, MOP and RMB have been very steady for the past few years. During the period, the group generally used the receipts from customers to pay its suppliers and meet its capital requirements. They are denominated in the local currency of the place in which the subsidiaries operate. The group does not currently engage in hedging to manage possible exchange rate risk as the group considers the cost associated with such hedging arrangements would exceed the benefits. However, management will continue to monitor the possible exposure to exchange rate risk and will take such measures as it deems prudent.

Contingent liabilities

At 30 September 2019, the company did not have any significant contingent liabilities.

INTERIM RESULTS

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Three Months Ended		Six Months Ended	
		30 September		30 September	
		2019	2018	2019	2018
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	3	11,432	4,725	21,938	9,885
Cost of services rendered		(8,160)	(3,144)	(16,069)	(5,736)
Cost of sales		(44)	(55)	(73)	(109)
Gross profit		3,228	1,526	5,796	4,040
Other revenue and other gains/(losses), net		13	(113)	362	(70)
Administrative expenses		(2,994)	(3,387)	(5,284)	(5,728)
Finance costs		(232)	-	(532)	-
Profit/(loss) before taxation	4	15	(1,974)	342	(1,758)
Income tax	5	-	-	-	-
Profit/(loss) attributable to owners of the company		15	(1,974)	342	(1,758)
Other comprehensive income		-	-	-	-
Total comprehensive income/(expense)		15	(1,974)	342	(1,758)
Earning/(loss) per share	7				
Basic (HK cents)		0.00	(0.21)	0.04	(0.19)
Diluted (HK cents)		0.00	(0.21)	0.04	(0.19)

Consolidated Statement of Financial Position

	Note	As at 30 September 2019 HK\$'000 (Unaudited)	As at 31 March 2019 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment		3,516	3,716
Right-of-use assets		1,935	-
Interest in an associate		-	-
Goodwill		-	-
		5,451	3,716
Current assets			
Inventories		2,377	1,348
Trade and other receivables	8	11,880	10,292
Financial assets at fair value through profit or loss		-	85
Income tax recoverable		49	49
Pledged bank deposits		11,579	11,540
Cash and cash equivalents		3,292	4,574
		29,177	27,888
Current liabilities			
Trade and other payables	9	7,695	4,229
Obligations under finance leases		791	750
Lease liabilities		1,665	-
Loans from related parties	10	9,450	11,600
Provisions		547	854
		20,148	17,433
Net current assets		9,029	10,455
Total assets less current liabilities		14,480	14,171
Non-current liabilities			
Obligations under finance leases		2,001	2,247
Lease liabilities		309	-
		2,310	2,247
Net assets		12,170	11,924

	Note	As at 30 September 2019 HK\$'000 (Unaudited)	As at 31 March 2019 HK\$'000 (Audited)
Capital and reserves			
Share capital		9,255	9,255
Reserves		2,915	2,669
Total equity		12,170	11,924

Unaudited Condensed Consolidated Cash Flow Statement

	Six Months Ended 30 September	
	2019 HK\$'000	2018 HK\$'000
Net cash generated from/(used in) operating activities	2,941	(1,099)
Net cash generated from investing activities	63	682
Net cash used in financing activities	(4,286)	(1,500)
Net decrease in cash and cash equivalents	(1,282)	(1,917)
Cash and cash equivalent at 1 April	4,574	6,855
Cash and cash equivalent at 30 September	3,292	4,938

Unaudited Consolidated Statement of Changes in Equity

	Attributable to owners of the company						
	Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	Accumulated losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2018	9,255	20,240	10,749	370	2,069	(27,870)	14,813
Changes in equity for the period:							
Loss for the period	-	-	-	-	-	(1,758)	(1,758)
Total comprehensive expense for the period	-	-	-	-	-	(1,758)	(1,758)
Equity-settled share-based payments	-	-	-	-	567	-	567
At 30 September 2018	9,255	20,240	10,749	370	2,636	(29,628)	13,622
At 1 April 2019	9,255	20,240	10,749	370	2,584	(31,274)	11,924
Impact on initial application of HKFRS 16	-	-	-	-	-	(96)	(96)
Restated balance at 1 April 2019	9,255	20,240	10,749	370	2,584	(31,370)	11,828
Changes in equity for the period:							
Profit for the period	-	-	-	-	-	342	342
Total comprehensive income for the period	-	-	-	-	-	342	342
Lapse of share options	-	-	-	-	(194)	194	-
At 30 September 2019	9,255	20,240	10,749	370	2,390	(30,834)	12,170

Notes:

1. Basis of preparation

The unaudited interim consolidated financial statements have been prepared in accordance with the Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The measurement basis used in the preparation of the financial statements is the historical cost.

The principal accounting policies used in the preparation of the unaudited interim consolidated financial statements are consistent with those adopted in the preparation of the annual consolidated financial statements of the group for the year ended 31 March 2019.

2. Adoption of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”)

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the group. The adoption of these new and revised HKFRSs has no material financial effect on the consolidated financial statements in the current or prior accounting periods. The group has not applied any new or revised HKFRSs that is not yet effective for the current accounting period.

Upon the initial application of the HKFRS 16 “Leases” (“HKFRS 16”) at 1 April 2019, the group has measured the right-of-use assets as if HKFRS 16 had always been applied by using the incremental borrowing rate at initial application date and the opening balances of lease liabilities and the corresponding right-of-use assets have been adjusted, after taking account the effects of discounting, as at 1 April 2019.

The group has initially applied HKFRS 16 at 1 April 2019, using the modified retrospective approach. Under this approach, comparative information is not restated and the cumulative effect of initially applying HKFRS 16 is recognized in accumulated losses at the date of initial application.

The following table summaries the impact of transition to HKFRS 16 on group’s consolidated statement of financial position at 1 April 2019:

	HK\$
Increase in right-of-use assets	3,127,613
Increase in lease liabilities	3,032,189
Increase in accumulated losses	<u>95,424</u>

3. Revenue and segment information

	Six Months Ended	
	30 September	
	2019	2018
	HK\$'000	HK\$'000
Provision of smartcard systems, radio frequency identification and information technology services		
- Service revenue	16,886	4,240
- Income from maintenance services	4,849	5,349
- Sales of service related products	203	296
	<u>21,938</u>	<u>9,885</u>

(a) Operating segment information

The group conducts its business within one business segment, smartcard systems, RFID, IT services and related services. All of the group’s products and services are of a similar nature and subject to similar risk and returns. Accordingly, the group’s operating activities are attributable to a single operating segment.

(b) Geographical information

The group's operations are principally located in Hong Kong and Macao.

The group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

	Revenue from external customers		Non-current assets	
	2019 HK\$'000	2018 HK\$'000	2019 HK\$'000	2018 HK\$'000
Hong Kong	21,061	7,754	5,389	166
Macao	877	2,131	62	1
	21,938	9,885	5,451	167

4. Profit/(loss) before taxation

Profit/(loss) before taxation is arrived at after charging:

	Three Months Ended		Six Months Ended	
	30 September 2019 HK\$'000	2018 HK\$'000	30 September 2019 HK\$'000	2018 HK\$'000
(a) Staff costs (including directors' remuneration):				
Salaries, wages and other benefits	6,773	3,308	13,018	6,516
Retirement scheme contributions	224	110	459	214
Equity-settled share-based payments	-	567	-	567
	6,997	3,985	13,477	7,297
(b) Other items:				
Cost of inventories	1,103	1,340	2,997	1,937
Depreciation	249	24	498	49
Development costs	123	500	172	855
Exchange loss, net	1	3	1	8
Provisions	43	196	102	392
Operating lease charges: minimum lease payments				
- hire of properties	-	287	-	582
- hire of office equipment	12	12	24	24
Reversal of unused provisions	(162)	(153)	(408)	(342)
Write-off of inventories	-	-	-	-

5. Income tax

The group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which subsidiaries within the group are domiciled and operated.

No provision for Hong Kong Profits Tax has been made as companies in the group incurred losses for tax purpose or has sufficient tax losses brought forward to set off against current period's assessable profits (2018: HK\$Nil).

No provision for income tax of Macao has been made as the group did not have any assessable profits for taxation purpose in Macao during the period (2018: HK\$Nil).

6. Dividends

The directors do not recommend the payment of interim dividend for the six months ended 30 September 2019 (six months ended 30 September 2018: HK\$nil).

7. Earning/(loss) per share

(a) Basic earning/(loss) per share

The calculation of basic earning/(loss) per share is based on the profit attributable to owners of the company of approximately HK\$342,000 (six months ended 30 September 2018: loss of approximately HK\$1,758,000) and the weighted average of 925,508,000 (six months ended 30 September 2018: 925,508,000) ordinary shares in issue during the period.

(b) Diluted earning/(loss) per share

Diluted earning/(loss) per share is equal to basic earning/(loss) per share as there is no dilutive potential ordinary shares in existence during the six months ended 30 September 2019 and 2018.

8. Trade and other receivables

	At 30 September 2019 HK\$'000 (Unaudited)	At 31 March 2019 HK\$'000 (Audited)
Trade receivables	7,666	6,330
Contract assets	1,724	1,520
Other receivables	1	4
Deposits and prepayments	2,489	2,438
	11,880	10,292

An ageing analysis of trade receivables as at the end of the reporting period is as follows:

	At	At
	30 September	31 March
	2019	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Less than 1 month	6,486	3,968
More than 1 month but less than 3 months	1,180	2,362
More than 3 months but less than 1 year	-	-
	7,666	6,330

Trade receivables are generally due within 30 to 45 days (2018: 30 to 60 days) from the date of billing.

9. Trade and other payables

	At	At
	30 September	31 March
	2019	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade payables	1,119	312
Accrued charges and other payables	3,785	3,212
Contract liabilities	2,791	705
	7,695	4,229

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	At	At
	30 September	31 March
	2019	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Less than 1 month	632	284
More than 1 month but less than 3 months	479	11
More than 3 months but less than 1 year	8	17
	1,119	312

10. Loans from related parties

Loans from related parties, of which HK\$4,800,000 are from directors, are unsecured, interest-bearing at 5% per annum and repayable within one year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2019, 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 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 Exchange were as follows:

(I) Interests in shares of the company

<u>Name of director</u>	Number of ordinary shares					Percentage of issued shares
	<u>Personal interests</u>	<u>Corporate interests</u>	<u>Family interests</u>	<u>Other interests</u>	<u>Total</u>	
Mr. Lau Hon Kwong, Vincent	7,108,000 (L)	241,102,348 (L) (Note 2)	-	-	248,210,348 (L)	26.82%
Mr. Cheng Kwok Hung	114,672,000 (L)	-	-	-	114,672,000 (L)	12.39%
Dr. Lee Peng Fei Allen	1,760,000 (L)	-	-	-	1,760,000 (L)	0.19%

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 held 76.39% of the entire issued share capital of Rax-Comm.

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

As at 30 September 2019, 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.

<u>Name of Director</u>	<u>Number of options outstanding at 30 September 2019</u>	<u>Date granted</u>	<u>Period during which options exercisable</u>	<u>Number of shares acquired on exercise of options during the period</u>	<u>Price per share to be paid on exercise of options</u>
Mr. Lau Hon Kwong, Vincent	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075
Mr. Cheng Kwok Hung	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075
Mr. Liu Hoi Wah	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075
Dr. Lee Peng Fei, Allen	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075
Mr. Kam Hau Choi, Anthony	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075
Mr. Wong Wang Fat, Andrew	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
	900,000 (L)	3 July 2018	3 August 2018 to 7 August 2021	-	HK\$0.075

Note: The letter “L” denotes a long position in the shares.

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

<u>Name of Director</u>	<u>Aggregate number in ordinary shares</u>	<u>Aggregate number in underlying shares</u>	<u>Total</u>	<u>Percentage of total issued shares</u>
Mr. Lau Hon Kwong, Vincent	248,210,348 (L)	1,800,000 (L)	250,010,348 (L)	27.01%
Mr. Cheng Kwok Hung	114,672,000 (L)	1,800,000 (L)	116,472,000 (L)	12.58%
Mr. Liu Hoi Wah	-	1,800,000 (L)	1,800,000 (L)	0.19%
Dr. Lee Peng Fei, Allen	1,760,000 (L)	2,700,000 (L)	4,460,000 (L)	0.48%
Mr. Kam Hau Choi, Anthony	-	2,700,000 (L)	2,700,000 (L)	0.29%
Mr. Wong Wang Fat, Andrew	-	2,700,000 (L)	2,700,000 (L)	0.29%

Note: The letter “L” denotes a long position in the shares.

Save as disclosed above, as at 30 September 2019, 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 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 Exchange.

DIRECTORS’ AND CHIEF EXECUTIVE’S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the section headed “Directors’ and Chief Executive’s Interests and Short Positions in the Shares, Underlying Shares and Debentures”, as at 30 September 2019, 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.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS IN THE SHARES AND UNDERLYING SHARES

As at 30 September 2019, the following persons, other than a director or chief executive of the company, had interests or short positions in the shares and underlying shares of the company as recorded in the register required to be kept under Section 336 of the SFO and so far as is known to any director or chief executive of the company:

<u>Name of shareholder</u>	<u>Number of ordinary shares held</u>	<u>Percentage of total issued shares</u>
Rax-Comm (note)	241,102,348	26.05%
Mr. George Roger Manho	48,142,254	5.20%

Note: 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 shares, underlying shares and debentures”.

DIRECTORS' INTEREST IN CONTRACTS

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.

SHARE OPTION SCHEME

The company operates the 2011 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 2011 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 2011 Scheme became effective on 8 August 2011 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 2011 Scheme and any other share option scheme 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 2011 Scheme and any other share option scheme 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 options granted to directors, chief executives or substantial shareholders 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 exercisable 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 2011 Scheme, if earlier.

The exercise price of the share options 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.

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

On 9 July 2015, the company granted share options to certain eligible participants to subscribe for an aggregate of 10,950,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 1.18% of all the shares in issue as at the date of the grant.

On 6 December 2016, the company further granted share options to certain eligible participants to subscribe for an aggregate of 14,650,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 1.58% of all the shares in issue as at the date of the grant.

On 3 July 2018, the company had granted share options to certain eligible participants to subscribe for an aggregate of 13,000,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 1.40% of all the shares in issue as at the date of the grant.

On 4 July 2018, the company had granted share options to certain eligible participants to subscribe for an aggregate of 5,900,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 0.64% of all the shares in issue as at the date of the grant.

The following table details the company's share options in issue under the 2011 Scheme during the year

Participant	Date of grant	Exercisable period	Exercise price per share HK\$	Number of exercisable and outstanding share options			
				At 1 April 2019	Granted during the period	Lapsed during the period	At 30 September 2019
Independent non-executive directors	9 July 2015	9 January 2016 to 7 August 2021	0.154	2,700,000	-	-	2,700,000
Directors of subsidiaries of the company	9 July 2015	9 January 2016 to 7 August 2021	0.154	3,750,000	-	-	3,750,000
Other employees	9 July 2015	9 January 2016 to 7 August 2021	0.154	4,500,000	-	(1,250,000)	3,250,000
Executive directors	6 December 2016	5 June 2017 to 7 August 2021	0.146	2,700,000	-	-	2,700,000
Independent non-executive directors	6 December 2016	5 June 2017 to 7 August 2021	0.146	2,700,000	-	-	2,700,000
Directors of subsidiaries of the company	6 December 2016	5 June 2017 to 7 August 2021	0.146	3,350,000	-	-	3,350,000
Other employees	6 December 2016	5 June 2017 to 7 August 2021	0.146	3,750,000	-	(450,000)	3,300,000
Executive directors	3 July 2018	3 August 2018 to 7 August 2021	0.075	2,700,000	-	-	2,700,000
Independent non-executive directors	3 July 2018	3 August 2018 to 7 August 2021	0.075	2,700,000	-	-	2,700,000
Directors of subsidiaries of the company	3 July 2018	3 August 2018 to 7 August 2021	0.075	4,600,000	-	-	4,600,000
Other employees	3 July 2018	3 August 2018 to 7 August 2021	0.075	3,000,000	-	(450,000)	2,550,000
Directors of subsidiaries of the company	4 July 2018	3 August 2018 to 7 August 2021	0.075	2,200,000	-	-	2,200,000
Other employees	4 July 2018	3 August 2018 to 7 August 2021	0.075	<u>3,300,000</u>	-	<u>(900,000)</u>	<u>2,400,000</u>
			Total	<u>41,950,000</u>	-	<u>(3,050,000)</u>	<u>38,900,000</u>
Weighted average exercise price (HK\$)				<u>0.12</u>			

During the period, total of 3,050,000 (six months ended 30 September 2018: Nil) share options were lapsed due to resignation of relevant employee. No share options were exercised by the eligible participants during the periods ended 30 September 2019 and 2018.

PURCHASE, SALE AND REDEMPTION OF SHARES

During the period, the company repurchased nil shares (six months ended 30 September 2018: nil shares) in the share capital of the company on the Exchange pursuant to the general mandates granted by the shareholders at the annual general meetings of the company held on 8 August 2018 and 2019.

Save as disclosed above, neither the company nor any of its subsidiaries purchased, sold or redeemed any of the company's shares during the period.

COMPETING INTERESTS

As at 30 September 2019, the directors were not aware of any business or interest of each director, managing 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.

AUDIT COMMITTEE

The company has established an audit committee (the "audit committee") with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The audit committee comprises three independent non-executive directors, Dr. Lee Peng Fei, Allen (being the chairman of the audit committee), Mr. Kam Hau Choi, Anthony and Mr. Wong Wang Fat, Andrew.

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 audit committee meets at least four times a year with management to review the accounting principles and practices adopted by the group and to discuss auditing, financial reporting matters, internal control and also risk management system. The principal terms of reference includes, inter alia, its relationship with the company's external auditor, review of the company's financial information and oversight of the financial reporting system and internal control procedures of the company.

The group's interim results for the six months ended 30 September 2019 have been reviewed by the audit committee, who is of the opinion that such results comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures had been made.

CORPORATE GOVERNANCE

The company has applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 15 of the GEM Listing Rules throughout the period, save for the deviations discussed below.

Under the code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. Lau Hon Kwong, Vincent is both the chairman and chief executive officer of the company who is responsible for managing the board and the group's business. Mr. Lau has been both chairman and chief executive officer of the company since its incorporation. The board considers that, with the present board structure and scope of business of the group, there is no imminent need to separate the roles into two individuals as Mr. Lau is perfectly capable of distinguishing the priority of these roles in which he has been acting. However, the board will continue to review the effectiveness of the group's corporate governance structure to assess whether the separation of the positions of chairman and chief executive officer is necessary.

Under the code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. However, the non-executive directors do not have a specific term of appointment, but are subject to rotation in accordance with the articles of association of the company. As such, the company considers that sufficient measures have been taken to serve the purpose of the code provision A.4.1 of the Code.

The company has not arranged any insurance coverage for the directors' liabilities in respect of any potential legal actions against the directors. Given the nature of the company's business, directors believe that the occurring of legal actions against the directors is very slight, and the company still can achieve excellent corporate government through various management and monitoring mechanism so as to reduce such risks, such as periodic review on the effectiveness of internal control system, clear division of duties and providing training for staffs and the management. The board will review, on a regular basis, the necessity to arrange insurance cover for potential legal actions against the directors.

COMPLIANCE WITH RULES 5.48 TO 5.67 OF THE GEM LISTING RULES

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 ended 30 September 2019. 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 September 2019.

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

Hong Kong, 7 November 2019

The board as of the date of this report comprises Mr. Lau Hon Kwong, Vincent, Mr. Cheng Kwok Hung and Mr. Liu Hoi Wah as executive directors, Dr. Lee Peng Fei, Allen, Mr. Kam Hau Choi, Anthony and Mr. Wong Wang Fat, Andrew as independent non-executive directors.

This report will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from its date of publication and on the website of the company at www.hkite.com.



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