



3rd Quarterly Report
第三季度業績報告 2021/22

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a high investment risk may be attached than other companies listed on the Exchange. 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.

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.

The Hong Kong Exchanges and Clearing Limited and the Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the content of this report.

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 nine months ended 31 December 2021 was approximately HK\$26,898,000 representing a decrease of approximately 25% over the turnover of approximately HK\$35,811,000 for the same period in 2020.

Profit attributable to owners of the company for the nine months ended 31 December 2021 amounted to approximately HK\$5,611,000 compared to that of approximately HK\$5,896,000 for the same period in 2020.

The directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2021 (nine months ended 31 December 2020: HK\$nil).

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "board") of directors (the "directors"), I hereby present the unaudited consolidated quarterly results of ITE (Holdings) Limited (the "company") and its subsidiaries (together, "ITE" or the "group") for the nine months ended 31 December 2021 (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") and the Macao Special Administrative Region ("Macao"). 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, 28 January 2022

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.

We are pleased to announce the successful completion of the Contract for Management, Operation and Maintenance of the Parking Meter System (“CMOM”) of the Transport Department of the Government of the HKSAR on 19 January 2022.

As we always endeavour to develop and deploy sustainable energy products, solutions and services for our clients, we have been deploying rechargeable energy products and systems to outperform the needs and requirements of CMOM by tremendously reducing alkaline battery consumption and vehicle fleet emissions. Throughout the past three years’ contract term, we managed to develop and apply rechargeable lithium battery packs to replace alkaline battery cells to power the parking meters. We estimated to have recharged our lithium battery packs, each with a full charge capacity of over 100Wh, for nearly 100,000 times. In other words, an equivalent quantity of 1,000,000 pieces of alkaline battery D-cells were saved from ending up in the landfill.

In parallel, our electric vehicle fleet, consisting of five electric vans and car, and one electric motorcycle, has been established to support the service needs under CMOM. The fleet has travelled a total distance of over 460,000km, equivalent to 11.5 times of the circumference of Earth at the equator.

We care about our Hong Kong, the planet and the future generation, and thus we spare no effort to adopt improved environmental practices to reduce damaging effects on the environment from our business operation and create positive social and environmental benefits.

The spread of the coronavirus continues to attack human life and economic activities all over the world. The group remains vigilant about the outlook and is closely monitoring the development.

Financial Performance

For the period, the group had recorded a total revenue of approximately HK\$27 million, representing a decrease of 25% over the same period in 2020. Profit attributable to owners of the company for the nine months ended 31 December 2021 was approximately HK\$5.6 million as compared to that of approximately HK\$5.9 million for the corresponding period in 2020.

QUARTERLY RESULTS

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Three Months Ended		Nine Months Ended	
		31 December		31 December	
		2021	2020	2021	2020
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	3	6,558	12,301	26,898	35,811
Cost of services rendered		(2,898)	(8,238)	(15,885)	(23,384)
Cost of sales		(27)	(43)	(48)	(126)
Gross profit		3,633	4,020	10,965	12,301
Other revenue and other gains, net		163	640	1,886	1,926
Administrative expenses		(2,023)	(2,325)	(7,140)	(7,990)
Finance costs		(30)	(86)	(100)	(341)
Profit before taxation		1,743	2,249	5,611	5,896
Income tax	4	-	-	-	-
Profit attributable to owners of the company		1,743	2,249	5,611	5,896
Other comprehensive income					
<i>Item that may be classified to profit or loss, net of nil tax:</i>					
Exchange difference on translation of foreign operations		-	-	6	-
Total comprehensive income					
attributable to owners of the company		1,743	2,249	5,617	5,896
Earnings per share	6				
Basic and diluted (HK cents)		0.19	0.24	0.61	0.64

Unaudited Consolidated Statement of Changes in Equity

	Attributable to owners of the company						Total
	Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	Accumulated losses	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 April 2020	9,255	20,240	10,749	370	2,390	(30,057)	12,947
Changes in equity for the period:							
Profit and total comprehensive income for the period	-	-	-	-	-	5,896	5,896
Lapse of share options	-	-	-	-	(183)	183	-
At 31 December 2020	9,255	20,240	10,749	370	2,207	(23,978)	18,843
At 1 April 2021	9,255	20,240	10,749	-	2,207	(21,420)	21,031
Changes in equity for the period:							
Dividend declared and paid	-	(4,628)	-	-	-	-	(4,628)
Profit for the period	-	-	-	-	-	5,611	5,611
Other comprehensive income for the period	-	-	-	6	-	-	6
Total comprehensive income for the period	-	(4,628)	-	6	-	5,611	989
Lapse of share options	-	-	-	-	(2,207)	2,207	-
At 31 December 2021	9,255	15,612	10,749	6	-	(13,602)	22,020

Notes:

1. Basis of preparation

The unaudited consolidated results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The unaudited consolidated results also comply with the applicable disclosure provisions of the GEM Listing Rules.

The measurement basis used in the preparation of the unaudited consolidated results is the historical cost basis except as otherwise stated in the significant accounting policies.

The principal accounting policies used in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the group for the year ended 31 March 2021.

2. Change in accounting policies

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the group. Other than the amendments to HKFRS 16, COVID-19-Related Rent Concessions, the group has not applied any new standard or amendments to HKFRSs that is not yet effective for the current accounting period.

3. Revenue and segment information

	Nine Months Ended	
	31 December	
	2021	2020
	HK\$'000	HK\$'000
Provision of smartcard systems, radio frequency identification and information technology services		
- Service revenue	19,302	28,533
- Income from maintenance services	7,425	6,809
- Sales of service related products	171	469
	<u>26,898</u>	<u>35,811</u>

4. 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.

During the period, no provision for Hong Kong Profits Tax has been made as companies within the group incurred losses for tax purpose or has sufficient tax losses brought forward to set off estimated assessable profits (2020: 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 (2020: HK\$Nil).

5. Dividends

The directors do not recommend the payment of interim dividend for the nine months ended 31 December 2021 (nine months ended 31 December 2020: HK\$nil).

6. Earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the company of approximately HK\$5,611,000 (nine months ended 31 December 2020: HK\$5,896,000) and the weighted average of 925,508,000 (nine months ended 31 December 2020: 925,508,000) ordinary shares in issue during the period, calculated as follows:

	2021	2020
Issued ordinary shares and weighted average number of ordinary shares	<u>925,508,000</u>	<u>925,508,000</u>

As the company does not have any potential dilutive ordinary shares during the periods ended 31 December 2021 and 2020, basic and diluted earnings per share are the same.

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

As at 31 December 2021, 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:

<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	113,988,000 (L)	-	-	-	113,988,000 (L)	12.32%

Notes:

- 1 The letter "L" denotes a long position in the shares.
- 2 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.

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 31 December 2021, 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 31 December 2021, 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 2021	Granted during the period	Lapsed during the period	At 31 December 2021
Independent non-executive directors	9 July 2015	9 January 2016 to 7 August 2021	0.154	1,800,000	-	(1,800,000)	-
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	3,250,000	-	(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	1,800,000	-	(1,800,000)	-
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	3,300,000	-	(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	1,800,000	-	(1,800,000)	-
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	2,550,000	-	(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	2,400,000	-	(2,400,000)	-
			Total	<u>36,200,000</u>	<u>-</u>	<u>(36,200,000)</u>	<u>-</u>
Weighted average exercise price (HK\$)				<u>0.12</u>			

During the period, 36,200,000 (nine months ended 31 December 2020: 2,700,000) share options were lapsed due to the expiry of the 2011 Scheme on 7 August 2021. No share options were exercised by the eligible participants during the periods ended 31 December 2021 and 2020.

PURCHASE, SALE AND REDEMPTION OF SHARES

During the period, the company repurchased nil shares (nine months ended 31 December 2020: 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 7 August 2020 and 6 August 2021.

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 31 December 2021, 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 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, Mr. Kam Hau Choi, Anthony (being the chairman of the audit committee), Mr. Wong Wang Fat, Andrew and Mr. Wai Hing Cheung.

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 advice 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 quarterly results for the nine months ended 31 December 2021 have been reviewed by the audit committee, who is of the opinion that such statements comply with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosures had been made.

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 31 December 2021. 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 31 December 2021.

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

Hong Kong, 28 January 2022

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, Mr. Kam Hau Choi, Anthony, Mr. Wong Wang Fat Andrew and Mr. Wai Hing Cheung 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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