



2006-2007

# ITE (HOLDINGS) LIMITED

FIRST QUARTERLY REPORT 2006-2007

第一 季 度 報 告 *Stock Code: 8092*



## Characteristics of GEM 創業板之特色

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

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

創業板乃為帶有高投資風險之公司提供上市市場。尤其在創業板上市之公司毋須擁有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

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

創業板發佈資料之主要途徑為在聯交所為創業板而設之互聯網網頁上刊登。創業板上市公司一般毋須在憲報指定報章刊登付款文件披露資料。因此，有意投資之人士須留意本身能否接達創業板網頁，以便取得創業板上市發行人之最新公開資料。

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

本報告之資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》（「創業板上市規則」）而刊載，旨在提供有關ITE (Holdings) Limited（「ITE」或「本公司」）之資料。本公司各董事（「董事」）願就本報告共同及個別承擔責任，並在作出一切合理查詢後確認，就彼等所知及所信：(i)本報告所載之資料在各重大方面均屬準確完整，且無誤導成份；(ii)本報告並無遺漏其他事實，致使本報告所載任何內容產生誤導；及(iii)本報告所表達之一切意見乃經審慎周詳考慮後始行發表，並以公平合理之基準及假設為依據。

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Turnover of the Group for the three months ended 30 June 2006 was approximately HK\$15,153,000, which was nearly the same as the same period in 2005.

Profit attributable to shareholders for the three months ended 30 June 2006 amounted to approximately HK\$238,000 compared to approximately HK\$250,000 for the same period in 2005.

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2006 (three months ended 30 June 2005: Nil).

截至二零零六年六月三十日止三個月期間，本集團之營業額約為15,153,000港元，較二零零五年同期相約。

截至二零零六年六月三十日止三個月期間之股東應佔溢利約為238,000港元，比對二零零五年同期錄得約為250,000港元。

董事會不建議派付截至二零零六年六月三十日止三個月期間之中期股息（二零零五年六月三十日止三個月：無）。

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I hereby present the unaudited quarterly consolidated results for ITE and its subsidiaries (together, the "Group") for the three months ended 30 June 2006 (the "Period").

## Mission

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

## Appreciation

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

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

Hong Kong, 11 August 2006

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」）截至二零零六年六月三十日止三個月（「期內」）的未經審核綜合季度業績。

## 目標

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

## 致謝

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

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

香港，二零零六年八月十一日

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

## Marketing and Operation

The Group continued to devote effort and time to develop and expand our solutions, services and product lines for targeted clients. Sales in the campus and real estates sectors have remained stable, while public sector has been boosted with more government departments as clients and users of smartcard.

During the Period, we had won two new contracts for smartmeter project, we will design, supply and implement for the Hong Kong University of Science and Technology and the Macau University of Science and Technology e-payment solutions based on their campus Java and Mifare smartcards respectively. Up to 1,000 pieces of smartmeters will be developed and installed and the projects should be completed in the next quarter. The Macau University of Science and Technology, which was established five years ago and has more than 5,000 full time students, is the latest campus market client of ITE. With her joining in our client list, ITE is providing products, solutions and services to all tertiary institutions in Hong Kong and Macau. Since the launch of our pioneering smartmeter product and solution in 1999, we have been upgrading and expanding the functions, features and technologies of this unique product. We expect the product life cycle can continue to grow and more contracts and opportunities can be derived from her.

Upon the successful completion of the Macau automated passenger clearance system (“APCS”), a Letter of Intent was signed and received by ITE Smartcard Solutions Limited (“ITES”) to initiate an e-Gate system for a country in the Middle East. The project tendering was made in 2004. It is expected that a subcontract will be signed in the next quarter.

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

## 市場及營運

本集團一直以來傳承無間，致力為顧客拓展及提供解決方案、服務及產品系列。在校園及屋苑市場，銷售一直保持穩定，並為了迎合更多公共機構及政府部門的需求，本集團積極擴展智能卡產品及服務之覆蓋面。

期內，我們獲取兩份新的智能電錶合約，為香港科技大學及澳門科技大學設計、提供及安裝智能卡電子付款系統；系統分別以該校園的Java及Mifare智能卡為發展基礎平台，在下一季度將有一千個智能電錶於該項目中完成發展及安裝。澳門科技大學成立五年至今，超過五千名全日制學生，隨著澳門科技大學成為我們的客戶，ITE為大學校園提供產品、解決方案及相關服務已覆蓋香港及澳門之所有大學。自一九九九年推出智能電錶之產品及解決方案後，我們努力不懈為獨有產品系列不斷提升功能及擴展技術。我們期望該等產品週期不斷擴增，繼續為集團爭取業務商機。

隨著澳門旅客自助過關系統的成功交付，智控系統有限公司(「智控系統」)再接獲另一位於中東的國家發展電子過關通道之意向書。此項投標於二零零四年已展開，預計分包協議將於下一季度簽訂。

In Hong Kong, there are over 80,000 pieces of Construction Worker Registration smartcards issued to construction workers after nearly seven month's card issuance process by the Computer Registration Management System of the Construction Worker Registration Authority. This Phase I system started to operate in last December while the Phase II of site attendance module and labor return module are being developed to facilitate construction companies to validate and make use of the cards in the future. Pilot run by different construction sites are being conducted and targeted to complete in August 2006.

To achieve better efficiency and effectiveness, we continued to refine the structure and functions of project department, services & maintenance department and technical department in a way to streamline the operation of delivery services. All project deliveries must ensure consistent application of company standards, reporting, scheduling, better resources allocation and efficient project decision-making. We target to achieve long term benefits by adopting a more disciplined approach to our project management with greater visibility over project dependencies and delivery timetables. This can also improve our ability to proactively manage customer requirements through the delivery of our projects.

Over the past months we have been more selective in the projects and contracts, which we have pursued, to ensure that we focus only on those aligned with our core application segments and where we have the capacity to bond and fund the contracts. We have placed particular focus on gross margin and cash flow and we have not been prepared to make sacrifices to secure orders. As a result, those orders we have secured are margin, cash flow and bonding wise tenable.

During the Period, our subsidiary, Quesco Systems Limited ("QSL"), continued to provide our contract staff services for various clients in Hong Kong, the amount of staffs supplied and in services in this quarter has increased by 20% over the same period in 2005.

本港的建造業工人註冊管理局之電腦化註冊管理系統，已投入服務超過七個月，發出超過八萬張個人化的非接觸式智能註冊證。第一階段工程已於去年十二月實施，進入第二階段之建築地盤出入記錄系統及建築地盤就業情況申報系統正密鑼緊鼓，務必配合建造業界充分運用系統設施，而試行計劃將於本年八月底完成。

提升實力、因應轉變作出靈活調整，我們持續整合各部門，包括項目部、維修保養部及技術部等架構。對所有交付之項目必須符合企業標準，並透過緊密匯報、週詳計劃、資源調配、專業判斷做到至臻完善。我們的長遠目標是制訂切合管理策略，貫徹執行，滿足客戶合理訴求，提供高透明度之工作進程及交付時間表，爭取長遠效益。

過去數月，對於項目及合約的選擇我們抱著極嚴謹態度，配合核心業務制訂策略，控制成本，妥善運用資金，有效資源分配確保集團優勢。事實上，成功的營運為集團帶來充裕邊際利潤及流動資金。故此，所得項目合約在利潤、流動資金及合約協定方面均能穩守。

期內，本公司的附屬公司，捷科系統顧問有限公司（「捷科顧問」），繼續為客戶提供聘用合約僱員及轉介服務。本季度合約僱員人數比去年同期增長百分之二十。

## Research and Development and Intellectual Assets

After the successful launch of our second generation Automated Passenger Management System (APMS), which won the 2005 Hong Kong Awards for Industry, our subsidiary, RF Tech Limited (“RFT”), has developed the third generation core structure, a new Gate Micro Controller (“GMC”) with event driven firmware and PC driver with exceptions handling for ease of customization by other developers. The new design provides flexible interface and developer-friendly callback functions to fulfill the high demand of reliability, speed, and functionality.

Down the series of APMS, we have created the OPT series of optical turnstiles which are compatible to the general access control system and upgradeable to ITE’s web based solution as well. The flexible combination of core components and special design for disables make the product suitable for all types of passage management applications.

For the upgrade path of our smartmeter product line, we have invented a new data structure format with higher security level for e-purse applications and a hardware network module for on-line applications.

RFT has continued to expand the standard software libraries under our core applications. With these libraries, we can efficiently push forward the knowledge and experience management (KEM) of our development resources, increase our product’s functionality and reliability and shorten the overall development time. By this first quarter, we have built up more than 50 software library modules for our core applications.

Our Intellectual Property Rights Center (“IPRC”) is operating smoothly and has filed two more patents, “The Hand-wearable RFID Tag Reader and its Application System” and “Facial Verification Time Attendance Smartcard Device and its Application System”, to the State Intellectual Property Office of the PRC.

## 研究及開發及知識寶庫

本公司附屬子公司RF Tech Limited (「RFT」) 推出之第二代旅客自助過境管理系統(「APMS」)，已於二零零五年榮獲香港工商業獎。現時發展至第三代之APMS是一種利用嶄新的微型控制處理器(「GMC」)，配以全新的韌體及電腦驅動器，再加上輕巧方便處理裝置，能為應用開發商提供度身訂造的功能。新設計提供靈活整合介面及簡易回呼函數，以滿足對系統可靠性、速度上及功能上的高端要求。

除APMS產品系列外，我們亦推出一系列光學閘門(「OPT」)產品。產品既可兼容於一般門禁系統，更可以互聯網協定方案連線使用。此外，靈活的核心結構及獨特之設計可以應用於任何通道管理上，方便傷健人士使用，真正做到科技打破傷殘生活限制。

在智能電錶產品之功能及質素提升上，我們開發新的數據結構，以便在電子付款應用上提高系統安全性。在硬件上亦增設了以太網模塊提供聯網功能。

RFT繼續對核心應用軟件不遺餘力拓展標準軟件庫。隨著軟件庫成立，我們可以更有效率地推動發展知識產權及經驗管理(「KEM」)，不斷增強產品功能及可靠性，並減省整體研發時間。於第一季度已建立超過五十個計算機軟件模塊庫。

知識產權中心(「IPRC」)的運作順利，我們再有兩個嶄新專利被中國國家知識產權局受理，分別為「手戴式RFID標識讀寫通訊器及其應用系統」和「RFID智能卡容貌識別方法及其裝置」。

## Governance and Social Responsibility

On 4 April 2006, the Children's Day, 45 of our staff joined the "Skip-A-Meal" activity organized by the World Vision Hong Kong.

The aim of the activity is to remind us of the children suffering from or die from hunger in the less developed countries and we can give our helping hands to them. On that day, 45 of our staff skipped one meal and joined the money donation. The money collected was sent to World Vision to help the children who are still starving in the world.

It is better to give than to receive. ITE always encourages our staff to join activities to help the less advantaged in the country and throughout the world.

## Future Prospect

The Directors need to advise that to reflect the latest business and technology development of the Company, our Mission Statement has been revised. ITE aims to build up a global business under a new business and technology mix in which biometrics technology becomes an important content. With the worldwide demand of identification and security solution growing very strong, the opportunity is tremendous. New business strategies and alliances are now being formed in order to capture such. The strategy of the Company remains to build consistent and recurrent revenue streams from the efficient provision of the delivery and maintenance services which typically follow successful project completion and good customer relationship.

We are happy to present the first profitable quarterly result of the fiscal year 2006/07, and target to maintain profitability throughout the whole fiscal year and expect the second quarter to out-perform the first quarter.

## 企業管治及社會責任

二零零六年四月四日，適逢兒童節，本集團共有四十五位同事參加了香港世界宣明會所舉辦之「饑饉一餐」活動。

活動目的是要喚醒世界對因飢餓而受苦或死亡兒童作出關懷。這些發展中國家的孩童，極需要我們的援手。同事們於當日自行饑饉一餐甚至多餐，並參與捐款。捐款已於活動後送到宣明會，幫助有需要的兒童。

「施比受更有福」，ITE持續鼓勵員工積極參與慈善活動，關懷弱勢社群無分國界延續愛心。

## 展望

為了全面反映最新業務狀況及技術發展，董事們重申修訂企業宗旨。ITE首要目標是樹立環球業務，加入生物特徵技術為重點發展項目及技術。全球對識別科技及保安解決方案需求甚殷，商機無限。故此，我們正建立新策略及夥伴聯盟以盡展優勢。公司策略是提高項目交付及服務的效率，確保項目按時按質完成，從而建立良好的客戶信心和關係，以鞏固長遠和經常收益的來源。

我們欣然公佈二零零六／零七年度首季已錄得盈利的業績報告，並期望第二季度的業績比第一季度更為良好。與此同時，董事們會為確保全年營利增長而悉力以赴。

## Unaudited Consolidated Income Statement

## 未經審核綜合收益表

			Three months ended 30 June 截至六月三十日止三個月	
			2006 二零零六年 HK\$'000 千港元 (Unaudited) (未經審核)	2005 二零零五年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
<b>Turnover</b>	<b>營業額</b>	2	15,153	15,256
Cost of services rendered	已提供服務之成本		(11,895)	(12,212)
Cost of goods sold	已售貨物成本		(435)	(118)
			2,823	2,926
Other income	其他收益		225	24
Administrative expenses	行政費用		(2,411)	(2,519)
<b>Profit from operations</b>	<b>經營溢利</b>		637	431
Finance costs	融資成本		(319)	(181)
<b>Profit before taxation</b>	<b>除稅前溢利</b>		318	250
Taxation	稅項	3	(80)	-
<b>Profit attributable to shareholders of the Company</b>	<b>本公司股東應佔溢利</b>		238	250
<b>Dividend</b>	<b>股息</b>	4	-	-
<b>Earnings per share</b>	<b>每股盈利</b>	5		
Basic	基本		0.03 cent 仙	0.03 cent 仙
Diluted	攤薄		-	-

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

		Reserves 儲備					Accumulated losses 累積虧損	Total 合計
		Share capital 股本 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	Foreign currency translation reserve 外幣匯兌 儲備 HK\$'000 千港元	Investment revaluation reserve 投資估值 儲備 HK\$'000 千港元		
Balance at 1 April 2005	於二零零五年四月一日	9,075	22,816	10,749	-	-	(35,161)	7,479
Profit for the period	期間溢利	-	-	-	-	-	250	250
Balance at 30 June 2005	於二零零五年六月三十日	9,075	22,816	10,749	-	-	(34,911)	7,729
Balance at 1 April 2006	於二零零六年四月一日	9,075	22,816	10,749	59	(105)	(34,568)	8,026
Profit for the Period	期內溢利	-	-	-	-	-	238	238
Balance at 30 June 2006	於二零零六年六月三十日	9,075	22,816	10,749	59	(105)	(34,330)	8,264

Notes:

附註：

1. Basis of preparation

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

1. 編製基準

此未經審核綜合業績乃根據香港會計師公會頒佈之香港財務報告準則（「財務報告準則」）、香港公認會計原則、創業板上規例及香港公司條例之適用披露規定而編製。

## Quarterly Results

### 季度業績

The unaudited consolidated results have been prepared under the historical cost convention, as modified by the revaluation of certain investments which are carried at their fair values.

The preparation of unaudited consolidated results in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires management to exercise its judgements in the process of applying the accounting policies.

The accounting policies adopted in preparing the unaudited consolidated results for the three months ended 30 June 2006 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2006.

編製未經審核綜合業績時，除若干證券是按公平價值列帳外，其他乃採用歷史成本作為計算基準。

遵照財務報告準則編製未經審核綜合業績須採用若干主要假設及估計，此外亦要求管理層在採納本集團會計政策中作出判斷。

編製截至二零零六年六月三十日止三個月未經審核綜合業績時所採納之會計政策，與本集團編製截至二零零六年三月三十一日止年度之財務報告所依循之一致。

## 2. Turnover

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

## 2. 營業額

期內，各個重要類別已確認為營業額之金額如下：

	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
<b>Turnover</b>		
Provision of smartcard systems, RFID and Information technology services		
– Service revenue	3,243	5,471
– Income from maintenance services	847	643
– Sales of service related products	830	229
	4,920	6,343
Consultancy fee income	10,233	8,913
	15,153	15,256

3. Taxation

Hong Kong profits tax is provided at 17.5% (2005: 17.5%) based on the assessable profit for the Period.

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

4. Dividend

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2006 (three months ended 30 June 2005: Nil).

5. Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to shareholders of approximately HK\$238,000 (three months ended 30 June 2005: approximately HK\$250,000) and the weighted average of 907,536,000 ordinary shares (three months ended 30 June 2005: 907,536,000 shares) in issue during the respective periods.

(b) Diluted earnings per share

No diluted earnings per share is presented as there were no dilutive potential ordinary shares in existence during the Period and for the three months ended 30 June 2005.

3. 稅項

香港利得稅是按應課稅溢利以 17.5% (二零零五年：17.5%) 計算。

本集團於期內無中國應課稅之溢利，故無中國企業所得稅撥備。

4. 股息

董事會不建議派付截至二零零六年六月三十日止三個月之中期股息(二零零五年六月三十日止三個月：無)。

5. 每股盈利

(a) 每股基本盈利

期內每股基本盈利乃按期內股東應佔溢利約 238,000 港元(二零零五年六月三十日止三個月：約 250,000 港元)，以及期內已發行股份之加權平均股數 907,536,000 股(二零零五年六月三十日止三個月：907,536,000 股) 普通股計算。

(b) 每股攤薄盈利

由於期內及截至二零零五年六月三十日止三個月並無潛在可攤薄普通股，故並無呈列每股攤薄盈利。

## Directors' Interest in Contracts

### 董事在合約中擁有之權益

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

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

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

As at 30 June 2006, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

於二零零六年六月三十日，本公司各董事及行政總裁根據證券及期貨條例第15.7及第15.8條之規定，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，或根據創業板上市規則第5.46至5.68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

(I) 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	83,142,254 (L)	-	-	-	83,142,254 (L)	9.16%
Mr. Cheng Kwok Hung 鄭國雄先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	456,250,348 (L)	50.27%

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

**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 and Mr. Cheng Kwok Hung held 46.21% and 36.11% of the entire issued share capital of Rax-Comm, respectively.

**附註：**

1. "L" 字表示股份為長倉。
2. 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**

As at 30 June 2006, the directors had the following personal interests in options to subscribe for shares of the Company granted at HK\$1 under a share option scheme of the Company. Each option gives the holder the right to subscribe for one share.

**(II) 於或有關於該等相關股份衍生工具之權益(定義見證期條例)**

於二零零六年六月三十日，本公司董事在根據本公司購股權計劃以1港元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 June 2006 於二零零六年六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 期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二零零一年二月十一日	-	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二零零一年二月十一日	-	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二零零一年二月十一日	-	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二零零一年二月十一日	-	HK\$0.095 0.095港元
Dr. Lee Peng Fei, Allen 李鵬飛博士	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二零零一年二月十一日	-	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。

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

(III) Aggregate interest in the shares and underlying shares of the Company (III) 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 普通股總計	Aggregate number in underlying shares 相關股份總計	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	83,142,254 (L)	4,000,000 (L)	87,142,254 (L)	9.60%
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%
Dr. Lee Peng Fei, Allen 李鵬飛博士	-	1,760,000 (L)	1,760,000 (L)	0.19%

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

附註：「L」字表示股份為長倉。

Save as disclosed above, as at 30 June 2006, none of the directors, chief executive of the Company or their associates had any interests in the shares or debentures of, or short positions in the shares of, the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules, were required to be notified to the Company and the Stock Exchange.

除上述所披露者外，於二零零六年六月三十日，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至5.68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 June 2006, neither the Company, holding company nor any of its subsidiaries was a party to any arrangements to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the directors and chief executive of the Company or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights.

除以上述「董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉」所披露外，於二零零六年六月三十日，本公司或其附屬公司概無參與任何安排，使本公司董事及行政總裁可藉著購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲得利益，而本公司董事及行政總裁或彼等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 June 2006, 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，於二零零六年六月三十日，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 合計百分比
Rax-Comm (BVI) Limited (Note 1) (附註1)	456,250,348	50.27%
Mr. George Roger Manho (Note 2) 閻偉雄先生 (附註2)	83,142,254	9.16%
Mr. Man Kai Shun 文界淳先生	47,701,000	5.26%

### Notes:

### 附註：

- 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".
  - 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".
- 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。
  - 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

(a) 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 year 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 真資格者姓名及類別	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 2006 於二零零六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 June 2006 於二零零六年六月三十日尚未行使				
<i>Pre-IPO Scheme</i> 上市前計劃									
Lau 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 二零一一年二月十一日	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 二零一一年二月十一日	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 二零一一年二月十一日	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 二零一一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
Lee Peng Fei, Allen/ Director 李鵬飛/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 二零一一年二月十一日	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 二零一一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
	70,140,000	-	-	-	70,140,000				
<i>Post-IPO Scheme</i> 上市後計劃									
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 二零一一年十二月三十一日	HK\$0.195 0.195港元	HK\$0.195 0.195港元
	2,000,000	-	-	-	2,000,000				

## Share Option Scheme 購股權計劃

### (b) 2002 Scheme

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

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

### (b) 二零零二年計劃

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

就行使所有尚未行使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。

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

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

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

向董事、行政總裁、公司大股東或其任何伙伴授出購股權，須預先經獨立非執行董事批准。此外，若向公司大股東、公司獨立非執行董事或其任何伙伴所授出之購股權，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)高於五百萬港元，須於股東大會經股東批准。

獲授予購股權者可於提供授出購股權的二十一天內，以總數一元港元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；(iii)股份面值。

## Share Option Scheme 購股權計劃

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

於期內尚未行使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 June 2006 於二零零六年六月三十日尚未行使	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 2006 於二零零六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二零零二年八月八日	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二零零二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
	9,900,000	-	-	-	9,900,000				

At 30 June 2006, the number of shares issuable under the Pre-IPO Scheme, the Post-IPO scheme and the 2002 Scheme was 70,140,000, 2,000,000 and 9,900,000, respectively.

於二零零六年六月三十日，上市前計劃、上市後計劃及二零零二年計劃可發行之股份數目分別為70,140,000、2,000,000及9,900,000。

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

購股權並無授予持有人收取股息及於股東大會投票之權利。

## Purchase, Sale and Redemption of Shares

### 購回、出售及贖回本公司股份

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

本公司或其附屬公司於期內概無購回、出售或贖回本公司之任何股份。

## Competing Interests

### 競爭性權益

As at 30 June 2006, 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.

於二零零六年六月三十日，各董事並不知悉有任何董事、管理股東或彼等各自聯繫人士擁有任何對本集團業務構成競爭或可能構成競爭之業務或權益；或上述任何人士與或可能與本集團存在任何其他利益衝突。

## Audit Committee 審核委員會

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

The primary duties of the audit committee are to review the Company's annual report and accounts, half-yearly report and quarterly reports and to provide advices and comments thereon to the Board. The Group's quarterly report for the three months ended 30 June 2006 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.

## Directors' Securities Transactions 董事之證券交易

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealing as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the Period. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings throughout the period ended 30 June 2006.

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

Hong Kong, 11 August 2006

根據創業板上市規則第5.28至5.33條之規定，本公司已成立審核委員會，由三名獨立非執行董事，即李鵬飛博士、鄧紹先生及關孝財先生，以及一名執行董事，即劉海華先生組成。李鵬飛博士已獲委任為審核委員會主席。

審核委員會主要負責審議本公司之年報及帳目、半年度業績報告及季度業績報告，以及就此向董事會提供意見及建議。審核委員會已審閱本集團截至二零零六年六月三十日止三個月之季度報表，其成員認為該等財務報表已遵照適用之會計準則、創業板上市規則及法律規定，並已作出足夠披露。

期內，本公司已就董事之證券交易採納一套守則，其條款不遜於創業板上市規則第5.48條至5.67條所載之交易所需標準。在向所有董事作出查詢後，本公司董事截至二零零六年六月三十日止期內均一直遵守有關之守則及交易所需標準。

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

香港，二零零六年八月十一日



2005  
香港工商業獎  
HONG KONG AWARDS  
FOR INDUSTRIES

機器及設備設計獎  
MACHINERY AND  
EQUIPMENT DESIGN AWARD