

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : ITE (Holdings) Limited

Stock code (ordinary shares) : 8092

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6th June, 2002.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 21st February, 2001

Name of Sponsor(s) : DBS Asia Capital Limited

Name of directors : *Executive Directors:*
Lau Hon Kwong, Vincent
George Roger Manho
Cheng Kwok Hung
Liu Hoi Wah

Independent Non-Executive Directors:
Lee Peng Fei, Allen
Tsao Kwang Yung, Peter

	Name	Number of Shares	Percentage of Shareholding
Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:	Rax-Comm (BVI) Limited (<i>Note</i>)	496,990,348	54.73
	George Roger Manho	148,142,254	16.32
	Lau Hon Kwong, Vincent	496,990,348	54.73
	Cheng Kwok Hung	513,951,348	56.60

Note:

Rax- Comm (BVI) Limited is owned as to 46.21% by Lau Hon Kwong Vincent, as to 8.58% by Lau Yuet Ping, as to 9.10% by Lau Hoi Chuen and as to 36.11% by Cheng Kwok Hung.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

: N/A

Financial year end date

: 31st March

Registered address

: Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies

Head office and principal place of business

: 21st Floor, Stelux House
698 Prince Edward Road East
San Po Kong
Kowloon

Share registrar

: Central Registration Hong Kong Limited
Rooms 1901-5, 19th Floor
Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Auditors : KPMG
Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

B. Business activities

The Group is a smartcard solution provider and system integrator. It utilises a combination of smartcard system expertise, component level technical knowledge and its extensive software library to design and implement smartcard solutions based upon the requirements of its clients. The Group also designs and supplies intelligent facility management system which does not utilise any smartcard applications.

C. Ordinary shares

Number of ordinary shares in issue : 907,996,000
Par value of ordinary shares in issue : HK\$0.01
Board lot size (in number of shares) : 4,000
Name of other stock exchange(s)
on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A
Board lot size : N/A
Expiry date : N/A
Exercise price : N/A
Conversion ratio
(Not applicable if the warrant is
denominated in dollar value
of conversion right) : N/A
No. of warrants outstanding : N/A
No. of shares falling to be issued upon
the exercise of outstanding warrants : N/A

E. Other securities

Number of share options granted	Date of Grant	Subscription Price per Share	Number of share options exercised	Number of share options lapsed	Number of share options outstanding
* 80,000,000	12th February 2001	HK\$0.095	9,860,000	–	70,140,000
8,376,000	10th April 2001	HK\$0.455	–	520,000	7,856,000
9,652,000	11th October 2001	HK\$0.35	–	316,000	9,336,000
2,000,000	28th December 2001	HK\$0.195	–	–	2,000,000

* *Pre-IPO share options*

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Lau Hon Kwong, Vincent

George Roger Manho

Cheng Kwok Hung

Liu Hoi Wah

Lee Peng Fei, Allen

Tsao Kwang Yung, Peter