

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 6 June 2003.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 21 February 2001

Name of Sponsor(s) : N/A

Names 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(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 | : | Shareholder | No. of Shares | Percentage of issued Share capital |
|---|---|---|----------------------|---|
| | | Rax-Comm (BVI) Limited <i>(Note)</i> | 496,990,348 | 54.76% |
| | | George Roger Manho | 148,142,254 | 16.32% |
| | | Lau Hon Kwong, Vincent | 496,990,348 | 54.76% |
| | | Cheng Kwok Hung | 513,951,348 | 56.63% |

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 | : | 31 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 | : | Floor 21, Stelux House 698 Prince Edward Road East San Po Kong Kowloon Hong Kong |
| Web-site address (if applicable) | : | www.hkite.com |
| Share registrar | : | Hong Kong Registrars Limited Room 1901-5, 19 th Floor Hopewell Centre 183 Queen's Road East Wan Chai Hong Kong |

Auditors : RSM Nelson Wheeler
7th Floor, Allied Kajima Building
138 Gloucester Road
Hong Kong

B. Business activities

The business of the Group includes design, provision and implementation of smartcard and radio frequency identification (“RFID”) solutions, relevant project management, hardware and software development and supply, system integration and after-sales services and maintenance. Besides, the Group’s subsidiaries, Qesco Information Services Limited also provides application design, development and implementation, application enhancement and system maintenance, system integration services, IT evaluation and operation services, feasibility studies, training and system performance tuning which may not utilise any smartcard or RFID technology while Qesco Systems Limited provides staffing and recruitment services in information technology field.

C. Ordinary shares

Number of ordinary shares in issue : 907,536,000

Par value of ordinary shares in issue : HK\$0.01 per each ordinary share

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

N/A

E. Other securities

Number of share options Granted and outstanding : 95,576,000

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 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