



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2015

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

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock 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. 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.

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This announcement, 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 the 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 the information contained in this announcement 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 announcement misleading.

HIGHLIGHTS

Turnover of the Group for the three months ended 30 June 2015 was approximately HK\$5,815,000 which was more or less the same as that of approximately HK\$5,765,000 for the same period in 2014.

Profit attributable to owners of the Company for the three months ended 30 June 2015 amounted to approximately HK\$620,000 compared to that of approximately HK\$436,000 for the same period in 2014.

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2015 (three months ended 30 June 2014: Nil).

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board (the "Board") of Directors (the "Directors"), I hereby present the unaudited quarterly consolidated results of ITE (Holdings) Limited (the "Company") and its subsidiaries (together, "ITE" or the "Group") for the three months ended 30 June 2015 (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, 10 August 2015

BUSINESS REVIEW

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

During the Period, ITE Smartcard Solutions Limited (“ITES”) is very pleased to announce that we have been awarded the Contract for Design, Supply, Delivery, Installation, Testing, Commissioning, Documentation, Training, Management, Operation and Maintenance and Other Related Services for a New Parking Meter System Trial Scheme (Contract I) by the Transport Department of HKSAR. The Contract duration is 12 months product development period plus 9 months onsite trial period.

ITES shall provide our products solution of hardware and software and professional services to meet the sophisticated requirements of the Contract. Our HOMAC SPM-10, intelligent parking meter product which supports the e-payment schemes of Octopus Card, MacauPass Card, and PayWave/Paypass/Quickpass Cards, together with our software family of intelliSPM and intelliPBS can fully meet the requirements. SPM-10 has been designed and made to a durable and waterproof parking meter product which can operate in an outdoor environment for more than 10 years’ service life. Powered by either battery packs or A/C supply, it can operate under either an online or offline mode. SPM-10 has sophisticated wireless connectivity features including 3G, Wi-Fi and Bluetooth. The body structure is made of aluminum alloy and designed with ventilation features which protect the meter during hot summer time. SPM-10 Smart Parking Meter works with the intelliSPM software packages of ITES. The software supports all functions from the administration and monitoring of meters to the e-payment clearance with various financial institutions. It also works with another software product of ITES, intelliPBS “Pay-by-Smartphone”, which allows the use of mobile phones to remotely pay for the parking fee through the payment platform provided by ITES. ITES is very glad to have the opportunity to offer our intellectual properties and professional services to meet the needs of our client, and to serve the Hong Kong public.

ITES was also awarded the seventh consecutive service contract for the production and personalization of student smartcards for the Vocational Training Council (“VTC”). More than 10,000 pieces of student smartcards will be produced and delivered to the institutes of VTC before the start of new semester.

This year we welcome more than ten new interns joining ITE. They come from City University of Hong Kong, the Hong Kong Polytechnic University and the Chinese University of Hong Kong with different engineering disciplines from electronic, mechanical and automation, information and computer engineering. ITE has been supporting Work Study Program and Industrial-based Training Program for University Undergraduates since 2004. We assist the students to gain solid experience and knowledge in their respective fields through actual work responsibility. Up to this summer, more than one hundred interns have completed their on-the-job training programs with ITE.

QUARTERLY RESULTS

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Three Months Ended	
		30 June	
		2015	2014
		HKS'000	HK\$'000
Turnover	3	5,815	5,765
Cost of services rendered		(3,373)	(3,076)
Cost of sales		(47)	(102)
Gross profit		2,395	2,587
Other gains		191	81
Administrative expenses		(1,966)	(2,232)
Profit before taxation		620	436
Income tax	4	-	-
Profit attributable to			
owners of the company		620	436
Other comprehensive income		-	-
Total comprehensive income		620	436
Earnings per share	6		
Basic and diluted (HK cents)		0.07	0.05

Unaudited Consolidated Statement of Changes in Equity

	Attributable to owners of the company					Total HK\$'000
	Share capital	Share premium	Merger reserve	Exchange reserve	Accumulated losses	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Balance at 1 April 2014	9,295	24,951	10,749	282	(33,148)	12,129
Changes in equity for the period:						
Profit for the period	-	-	-	-	436	436
Total comprehensive income for the period	-	-	-	-	436	436
Balance at 30 June 2014	9,295	24,951	10,749	282	(32,712)	12,565
Balance at 1 April 2015	9,295	23,092	10,749	285	(29,904)	13,517
Changes in equity for the period:						
Profit for the period	-	-	-	-	620	620
Total comprehensive income for the period	-	-	-	-	620	620
Balance at 30 June 2015	9,295	23,092	10,749	285	(29,284)	14,137

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 (“HKASs”) 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 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 2015.

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

The HKICPA has issued a number of new HKFRSs and revised or amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. The adoption of these revisions, amendments and new HKFRSs did not result in substantial changes to the Group’s accounting policies and amounts reported for the current year and prior years.

The Group has not applied any new or revised HKFRSs that have been issued but are not yet effective for the current accounting period. The application of these new HKFRSs will not have material impact on the consolidated financial statements of the Group.

3. Turnover

	Three Months Ended	
	30 June	
	2015	2014
	HK\$'000	HK\$'000
Provision of smartcard systems, radio frequency identification and information technology services		
- Service revenue	2,509	1,985
- Income from maintenance services	2,821	2,876
- Sales of service related products	118	199
	5,448	5,060
Consultancy income	367	705
	<u>5,815</u>	<u>5,765</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.

No provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profits for taxation purposes in Hong Kong during the Period (2014: HK\$Nil).

No provision for income tax of the PRC and Macao have been made as the Group did not have any assessable profits for taxation purpose in the PRC or Macao during the Period (2014: HK\$Nil).

5. Dividends

The Directors do not recommend the payment of interim dividend for the three months ended 30 June 2015 (three months ended 30 June 2014: 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\$620,000 (three months ended 30 June 2014: HK\$436,000) and the weighted average of 929,544,000 (three months ended 30 June 2014: 929,544,000) ordinary shares in issue during the respective periods.

As the Company does not have any potential dilutive ordinary shares during the Period and corresponding period in last year, basic and dilutive earnings per share are the same.

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

As at 30 June 2015, 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:

Interests in shares of the Company

<u>Name of Director</u>	Number of ordinary shares				<u>Total</u>	Percentage of issued shares
	<u>Personal interests</u>	<u>Corporate interests</u>	<u>Family interests</u>	<u>Other interests</u>		
Mr. Lau Hon Kwong, Vincent	6,108,000 (L)	241,102,348 (L) (Note 2)	-	-	247,210,348 (L)	26.59%
Mr. George Roger Manho	63,142,254 (L)	-	-	-	63,142,254 (L)	6.79%
Mr. Cheng Kwok Hung	118,628,000 (L)	-	-	-	118,628,000 (L)	12.76%
Dr. Lee Peng Fei Allen	1,760,000 (L)	-	-	-	1,760,000 (L)	0.19%

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.

Save as disclosed above, as at 30 June 2015, 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.

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 June 2015, 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 June 2015, 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:

Name of shareholder	Number of ordinary <u>shares held</u>	Percentage of total <u>issued shares</u>
Rax-Comm (BVI) Limited (Note)	241,102,348	25.94%

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 the 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 SCHEMES

The Company adopted share option scheme (the "2011 Scheme") on 8 August 2011. 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 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 2011 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.

Share option granted to a director, chief executive or 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 7 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 2011 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; and (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of the offer.

As at 30 June 2015, no option has been granted under the 2011 Scheme.

PURCHASE, SALE AND REDEMPTION OF SHARES

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

COMPETING INTERESTS

As at 30 June 2015, 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. Wong Wang Fat, Andrew and Mr. Kam Hau Choi, Anthony.

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, internal control and financial reporting matters. 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 report for the three months ended 30 June 2015 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.

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. 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 2015.

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

Hong Kong, 10 August 2015

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

This announcement 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.