



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 31 DECEMBER 2016

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.

The Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, 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 this announcement.

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 nine months ended 31 December 2016 was approximately HK\$14,704,000 representing a decrease of approximately 20% over the turnover of approximately HK\$18,481,000 for the same period in 2015.

Loss attributable to owners of the company for the nine months ended 31 December 2016 amounted to approximately HK\$1,184,000 compared to that of profit attributable to owners of the company approximately HK\$320,000 for the same period in 2015.

The directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2016 (nine months ended 31 December 2015: 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 2016 (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, 8 February 2017

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.

During the period, we were very pleased to announce that our innovative product, HOMAC SPM-10A Smart ePayment Meter, was awarded with a Certificate of Merit in the 2016 Hong Kong Awards for Industries.

HOMAC SPM-10A has been designed and developed to meet the requirements and needs of Smart City development. Leveraging on our extensive industry knowledge and intellectual assets, we successfully developed and launched this intelligent Smart ePayment Meter product which is the first of its kind and the most advanced one in the world. It supports the latest financial payment technologies and related applications for now and the coming decades. Many intellectual property rights and assets have been created and protected during the development of this innovative product, they include patents, software and firmware copyrights, registered design and service trademarks.

HOMAC SPM-10A Smart ePayment Meter incorporates the latest technologies from ‘FinTech’ (Financial Technology), ‘IoT’ (Internet of Things), ‘RFID’ (Radio Frequency Identification), ‘Sensor’ and ‘Sustainability and Green’. It supports RFID technologies of ISO14443 and Near Field Communication (“NFC”) and all contactless FinTech stored value payment facilities (smart cards and smart devices). For contactless smart card, it supports Octopus, Visa payWave, MasterCard Contactless, UnionPay QuickPass and MacauPass. For smart phones and devices, it supports through NFC interfaces for Apple Pay, Samsung Pay and Android Pay. It can also support internet payment schemes’ settlement through wireless connectivity of smart devices using Bluetooth/Wi-Fi/3/4G networks. The wireless connectivity allows remote supervisory control and data acquisition of thousands of meters installed across cities and country. It is an ‘Internet of Things’ approach.

Sophisticated sensor technologies for light, temperature/humidity and tilt/vibration are used to monitor, protect and manage the Smart ePayment Meter. HOMAC SPM-10A has been built with artificial intelligence to communicate and function with each other through ZigBee/Bluetooth. It can operate as a standalone off-grid smart city product which requires no live power source. Intelligent battery management system was also developed and tested for the use of the most advanced lithium battery cells in the world. It carries high energy density battery packs to support unattended remote usage for months. To support the IoT and “Track and Trace” requirements, HOMAC SPM-10A is equipped with Global Positioning System feature which provides real time location data to the central management system.

The new parking meter system trial of the Transport Department HKSAR has successfully started in Yuen Long and Mong Kok since October 2016. Twenty sets of HOMAC SPM-10A were delivered and commissioned to assess the new features and functions. We are very pleased to bring the trial to life.

During the period, we were awarded with new contracts for the supply and delivery of hardware, software and related professional services for the electronic payment and information technology infrastructures of electric vehicle DC fast charging stations of two local utility companies. The systems support the use of Octopus Card for spot payment or direct debit of electricity bill of user. More than ten ePayment kiosks will be delivered and integrated with the latest DC fast charging stations supplied by our technology partners. The DC fast charging stations are all equipped with CHAdeMO and Combined Charging Standard interfaces to support all local electric vehicle models like Nissan Leaf, BMW i3, Volkswagen e-Golf and Tesla.

We also successfully delivered for The Education University of Hong Kong (“EdUHK”) the contract for the Supply and Installation of Hostel Octopus Payment Air Conditioner System of EdUHK. Within three months after the contract award, we completed the delivery of the Octopus payment system for seven hundred fifty units of air conditioners installed across three hostels of the campus.

We are very proud to serve our clients and the general public and to enhance the sustainability of Hong Kong through the provision of environmental engineering solutions. As our slogan spells, we bring Smart Life!

Financial Performance

For the period, the group had recorded a total revenue of approximately HK\$15 million, representing a decrease of 20% over the same period of 2015. Loss attributable to owners of the company for the nine months ended 31 December 2016 was approximately HK\$1.18 million as compared to that of profit attributable to owners of the company approximately HK\$0.32 million for the corresponding period of 2015.

QUARTERLY RESULTS

Unaudited Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Three Months Ended		Nine Months Ended	
		31 December		31 December	
		2016	2015	2016	2015
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover	3	4,853	6,899	14,704	18,481
Cost of services rendered		(2,859)	(3,963)	(9,635)	(10,403)
Cost of sales		(42)	(49)	(124)	(108)
Gross profit		1,952	2,887	4,945	7,970
Other gains/(loss)		(77)	141	544	310
Administrative expenses		(2,377)	(2,948)	(6,673)	(7,960)
(Loss)/profit before taxation		(502)	80	(1,184)	320
Income tax	4	-	-	-	-
(Loss)/profit attributable to owners of the company		(502)	80	(1,184)	320
Other comprehensive (expense)/income					
Item that may be reclassified subsequently to profit or loss:					
- Exchange differences on translating foreign operations, net of nil tax		(9)	93	(9)	93
Total comprehensive (expense)/income		(511)	173	(1,193)	413
(Loss)/earnings per share	6				
Basic (HK cents)		(0.05)	0.01	(0.13)	0.03
Diluted (HK cents)		N/A	N/A	(0.13)	N/A

Unaudited Consolidated Statement of Changes in Equity

	Attributable to owners of the company						
	Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	Accumulated losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
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	-	-	-	-	-	320	320
Exchange differences on translation of foreign operations	-	-	-	93	-	-	93
Total comprehensive income for the period	-	-	-	93	-	320	413
Dividend declared and paid	-	(2,322)	-	-	-	-	(2,322)
Repurchase of shares	(17)	(228)	-	-	-	-	(245)
Equity-settled share-based payment	-	-	-	-	1,029	-	1,029
At 31 December 2015	9,278	20,542	10,749	378	1,029	(29,584)	12,392
At 1 April 2016	9,274	20,487	10,749	379	1,029	(29,575)	12,343
Changes in equity for the period:							
Loss for the period	-	-	-	-	-	(1,184)	(1,184)
Exchange differences on translation of foreign operations	-	-	-	(9)	-	-	(9)
Total comprehensive expense for the period	-	-	-	(9)	-	(1,184)	(1,193)
Repurchase of shares	(12)	(167)	-	-	-	-	(179)
Equity-settled share-based payment	-	-	-	-	182	-	182
At 31 December 2016	9,262	20,320	10,749	370	1,211	(30,759)	11,153

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 measurement basis used in the preparation of the financial statements is the historical cost.

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 2016.

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

The HKICPA has issued amendments to HKFRSs and one new interpretation that are first effective for the current accounting period of the group and the company. The adoption of these amendments to HKFRSs has no material effect on the consolidated financial statements in the current or prior accounting periods. The group has not applied any new or revised HKFRSs that is not yet effective for the current accounting period.

3. Turnover and segment information

	Nine Months Ended 31 December	
	2016	2015
	HK\$'000	HK\$'000
Provision of smartcard systems, radio frequency identification and information technology services		
- Service revenue	5,669	8,460
- Income from maintenance services	8,592	8,930
- Sales of service related products	291	296
	14,552	17,686
Consultancy income	152	795
	<u>14,704</u>	<u>18,481</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 (2015: HK\$Nil).

No provision for income tax in 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 (2015: HK\$Nil).

5. Dividends

The directors do not recommend the payment of interim dividend for the nine months ended 31 December 2016 (nine months ended 31 December 2015: HK\$Nil).

6. (Loss)/earnings per share

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to owners of the company of approximately HK\$1,184,000 (nine months ended 31 December 2015: profit of approximately HK\$320,000) and the weighted average of 926,945,455 (nine months ended 31 December 2015: 929,032,597) ordinary shares in issue during the period.

(b) Diluted loss per share

The calculation of diluted loss per share is based on the loss attributable to owners of the company of approximately HK\$1,184,000 and the weighted average number of ordinary shares of 927,078,906 shares (nine months ended 31 December 2015: no dilutive potential ordinary shares in existence), calculated as follows:

Weighted average number of ordinary shares (diluted)

	2016
Weighted average number of ordinary shares as at 31 December	926,945,455
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	133,451
Weighted average number of ordinary shares (diluted) as at 31 December	<u>927,078,906</u>

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

As at 31 December 2016, 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:

(I) Interests in shares of the company

<u>Name of director</u>	<u>Number of ordinary shares</u>				<u>Total</u>	<u>Percentage of issued shares</u>
	<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)	26.69%
Mr. Cheng Kwok Hung	117,392,000 (L)	-	-	-	117,392,000 (L)	12.68%
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.

(II) Interests in equity derivatives (as defined in the SFO) in, or in respect of, underlying shares

As at 31 December 2016, 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.

<u>Name of Director</u>	<u>Number of options outstanding at 31 December 2016</u>	<u>Date granted</u>	<u>Period during which options exercisable</u>	<u>Number of shares acquired on exercise of options during the period</u>	<u>Price per share to be paid on exercise of options</u>
Mr. Lau Hon Kwong, Vincent	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
Mr. Cheng Kwok Hung	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
Mr. Liu Hoi Wah	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
Dr. Lee Peng Fei, Allen	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
Mr. Kam Hau Choi, Anthony	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146
Mr. Wong Wang Fat, Andrew	900,000 (L)	9 July 2015	9 January 2016 to 7 August 2021	-	HK\$0.154
	900,000 (L)	6 December 2016	5 June 2017 to 7 August 2021	-	HK\$0.146

Note: The letter “L” denotes a long position in the shares.

(III) Aggregate interest in the shares and underlying shares of the company

<u>Name of Director</u>	<u>Aggregate number in ordinary shares</u>	<u>Aggregate number in underlying shares</u>	<u>Total</u>	<u>Percentage of total issued shares</u>
Mr. Lau Hon Kwong, Vincent	247,210,348 (L)	900,000 (L)	248,110,348 (L)	26.79%
Mr. Cheng Kwok Hung	117,392,000 (L)	900,000 (L)	118,292,000 (L)	12.77%
Mr. Liu Hoi Wah	-	900,000 (L)	900,000 (L)	0.10%
Dr. Lee Peng Fei, Allen	1,760,000 (L)	1,800,000 (L)	3,560,000 (L)	0.38%
Mr. Kam Hau Choi, Anthony	-	1,800,000 (L)	1,800,000 (L)	0.19%
Mr. Wong Wang Fat, Andrew	-	1,800,000 (L)	1,800,000 (L)	0.19%

Note: The letter “L” denotes a long position in the shares.

Save as disclosed above, as at 31 December 2016, 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 31 December 2016, 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 2016, 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 1)	241,102,348	26.03%
Mr. George Roger Manho (Note 2)	63,142,254	6.82%

Notes:

1. 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".
2. Mr. George Roger Manho had retired by rotation as executive director of the company at the annual general meeting held on 8 August 2016 in accordance with the memorandum and articles of association of the company.

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.

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

The following table details the company's share options in issue under the 2011 Scheme:

Participant	Date of grant	Exercisable period	Exercise price per share HK\$	Number of exercisable and outstanding share options		
				At 1 April 2016	Granted during the period	At 31 December 2016
Independent non-executive directors	9 July 2015	9 January 2016 to 7 August 2021	0.154	2,700,000	-	2,700,000
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	4,500,000	-	4,500,000
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	-	2,700,000	2,700,000
Directors of subsidiaries of the company	6 December 2016	5 June 2017 to 7 August 2021	0.146	-	2,600,000	2,600,000
Other employees	6 December 2016	5 June 2017 to 7 August 2021	0.146	-	5,500,000	5,500,000
			Total	<u>10,950,000</u>	<u>13,500,000</u>	<u>24,450,000</u>

Save as disclosed above, no share options was granted, exercised, cancelled, or lapsed in accordance with the terms of the share option scheme of the company during the period.

PURCHASE, SALE AND REDEMPTION OF SHARES

During the period, the company repurchased a total of 1,200,000 shares of HK\$0.01 each in the share capital of the company on the Stock Exchange pursuant to the general mandates granted by the shareholders at the annual general meeting of the company held on 8 August 2016, details of which were as follows:

Date of repurchase	No. of shares repurchased	Price per share repurchased		Total consideration (before expenses)
		Highest	Lowest	
		HK\$	HK\$	HK\$
19 September 2016	500,000	0.150	0.150	75,000
6 October 2016	700,000	0.149	0.142	102,900
	<u>1,200,000</u>			<u>177,900</u>

All shares repurchased would be cancelled subsequently and accordingly the company's issued share capital was reduced by the nominal value of these shares. The repurchases were effected for the benefit of the shareholders as a whole by enhancing the net assets and earnings per share of the company.

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 2016, 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. Kam Hau Choi, Anthony and Mr. Wong Wang Fat, Andrew.

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, 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 report for the nine months ended 31 December 2016 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.

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 31 December 2016.

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

Hong Kong, 8 February 2017

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