



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2017

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 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 announcement 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 announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

FINAL RESULTS

The board of directors (the “board”) of the company is pleased to announce the audited consolidated results of the company and its subsidiaries (“ITE” or the “group”) for the year ended 31 March 2017, together with the comparative audited figures for the previous year.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	2017 HK\$'000	2016 HK\$'000
Revenue	3, 4	22,349	24,169
Cost of services rendered		(12,969)	(14,029)
Cost of sales		(211)	(188)
Gross profit		9,169	9,952
Other income and other gains, net		633	564
Administrative expenses		(9,419)	(10,186)
Share of loss of an associate		-	(1)
Profit before taxation	5	383	329
Income tax	6	-	-
Profit for the year attributable to owners of the company		383	329
Other comprehensive (expense)/income for the year			
Item that may be reclassified subsequently to profit or loss:			
- Exchange differences on translation of foreign operations, net of nil tax		(9)	94
Total comprehensive income for the year		374	423
Earnings per share	8		
Basic and diluted (HK cents)		0.04	0.04

Consolidated Statement of Financial Position

	Note	2017 HK\$'000	2016 HK\$'000
Non-current assets			
Property, plant and equipment		488	125
Interest in an associate		-	-
Goodwill		-	-
		488	125
Current assets			
Inventories		1,306	1,123
Trade and other receivables	9	8,592	6,184
Loans to an associate		200	200
Financial assets at fair value through profit or loss		1,675	1,765
Income tax recoverable		8	159
Pledged bank deposits		2,000	2,000
Cash and cash equivalents		4,520	6,121
		18,301	17,552
Current liabilities			
Trade and other payables	10	5,230	4,852
Provisions		416	482
		5,646	5,334
Net current assets		12,655	12,218
Net assets		13,143	12,343
Capital and reserves			
Share capital		9,255	9,274
Reserves		3,888	3,069
Total equity		13,143	12,343

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 year:							
Profit for the year	-	-	-	-	-	329	329
Exchange differences on translation of foreign operations, net of nil tax	-	-	-	94	-	-	94
Total comprehensive income for the year	-	-	-	94	-	329	423
Equity-settled share-based payments	-	-	-	-	1,029	-	1,029
Repurchase of shares	(21)	(283)	-	-	-	-	(304)
Dividend paid in respect of previous year	-	(2,322)	-	-	-	-	(2,322)
At 31 March 2016 and 1 April 2016	9,274	20,487	10,749	379	1,029	(29,575)	12,343
Changes in equity for the year:							
Profit for the year	-	-	-	-	-	383	383
Exchange differences on translation of foreign operations, net of nil tax	-	-	-	(9)	-	-	(9)
Total comprehensive income for the year	-	-	-	(9)	-	383	374
Equity-settled share-based payments	-	-	-	-	692	-	692
Repurchase of shares	(19)	(247)	-	-	-	-	(266)
At 31 March 2017	9,255	20,240	10,749	370	1,721	(29,192)	13,143

Notes:

1. Basis of preparation of consolidated financial statements

These consolidated financial statements 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 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. These consolidated financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except as otherwise stated in the significant accounting policies.

2. Adoption of new and revised HKFRSs

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the group. The adoption of these new and revised 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. Revenue

	2017 HK\$'000	2016 HK\$'000
Provision of smartcard systems, radio frequency identification (“RFID”) and information technology (“IT”) services		
- Service revenue	10,070	10,856
- Income from maintenance services	11,580	11,944
- Sales of service related products	547	462
	22,197	23,262
Consultancy income	152	907
	<u>22,349</u>	<u>24,169</u>

4. Segment reporting

(a) Operating segment information

The group conducts its business within one business segment, smartcard systems, RFID, IT services and related services. All of the group's products and services are of a similar nature and subject to similar risk and returns. Accordingly, the group's operating activities are attributable to a single operating segment.

(b) Geographical information

The group's operations are principally located in Hong Kong, Macao and the People's Republic of China (the "PRC").

The group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

	Revenue from external customers		Non-current assets	
	2017 HK\$'000	2016 HK\$'000	2017 HK\$'000	2016 HK\$'000
Hong Kong	19,766	19,301	482	115
Macao	2,583	4,868	2	4
PRC	-	-	4	6
	22,349	24,169	488	125

(c) Information about major customers

For the year ended 31 March 2017, there were four (2016: three) customers who accounted for over 10% of total revenue of the group with aggregate amount of HK\$10,397,710 (2016: HK\$8,712,512).

5. Profit before taxation

Profit before taxation is arrived at after charging/(crediting):

	2017	2016
	HK\$'000	HK\$'000
(a) Staff costs (including directors' remuneration):		
Salaries, wages and other benefits	11,942	13,037
Retirement scheme contributions	454	509
Equity-settled share-based payments	692	1,029
	13,088	14,575
(b) Other items:		
Auditor's remuneration	361	358
Cost of inventories sold	4,063	3,350
Depreciation	344	150
Development costs	575	918
Exchange loss, net	9	200
Loss on disposal of property, plant and equipment	2	-
Provisions	523	729
Operating lease charges: minimum lease payments		
- hire of properties	1,297	1,282
- hire of office equipment	48	48
Reversal of unused provisions	(589)	(488)
Write-off of inventories	9	129

6. Income tax

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	2017 HK\$'000	2016 HK\$'000
Current tax - Hong Kong Profits Tax		
Provision for the year	-	26
Over provision in respect of prior years	-	(26)
	<hr/>	<hr/>
	-	-

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.

During the year ended 31 March 2017, no provision for Hong Kong Profits Tax was made as the group incurred losses for tax purpose or had sufficient tax losses brought forward to set off against current year's assessable profits. During the year ended 31 March 2016, provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit.

No provision for income tax in the PRC and Macao have been made as the group did not have any assessable profit for taxation purpose in the PRC or Macao during the year ended 31 March 2017 (2016: HK\$Nil).

(b) At 31 March 2017, the group has not recognised deferred tax assets in respect of unused tax losses of approximately HK\$33,661,000 (2016: HK\$35,054,000) and deductible temporary differences of approximately HK\$392,000 (2016: HK\$557,000) due to the uncertainty of the related tax benefits being realised through future taxable profits. The unused tax losses of approximately HK\$1,436,000 (2016: HK\$1,775,000) can be carried forward for offset against the taxable profits of subsequent years for five years following the loss year. Other unused tax losses may be carried forward indefinitely.

7. Dividends

The board of directors do not recommend the payment of any dividend in respect of the year ended 31 March 2017 and 2016.

8. Earnings per share

The calculation of basic earnings per share is based on the profit attributable to owners of the company of approximately HK\$383,000 (2016: HK\$329,000) and the weighted average of 926,733,042 (2016: 928,663,945) ordinary shares in issue during the year, calculated as follows:

	2017	2016
Issued ordinary shares at 1 April	927,356,000	929,544,000
Effect of repurchase of shares	(622,958)	(880,055)
Weighted average number of ordinary shares at 31 March	926,733,042	928,663,945

As the company does not have any potential dilutive ordinary shares during the year ended 31 March 2017 and 2016, basic and diluted earnings per share are the same.

9. Trade and other receivables

	2017	2016
	HK\$'000	HK\$'000
Trade receivables	3,659	1,738
Other receivables	1,275	893
Gross amount due from customers for service contract work	2,120	2,036
Retention money receivables	185	34
Deposits and prepayments	1,353	1,483
	8,592	6,184

All of the trade and other receivables, apart from certain deposits of HK\$188,594 (2016: HK\$256,007) are expected to be recovered or recognised as expenses within one year.

(a) An ageing analysis of trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2017	2016
	HK\$'000	HK\$'000
Less than 1 month	2,279	1,265
More than 1 month but less than 3 months	1,202	473
More than 3 months but less than 1 year	178	-
	3,659	1,738

Trade receivables are generally due within 30 to 45 days (2016: 30 to 60 days) from the date of billing.

(b) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired as at the end of the reporting period is as follows:

	2017	2016
	HK\$'000	HK\$'000
Neither past due nor impaired	1,321	1,007
Less than 1 month past due	1,761	418
More than 1 month but less than 3 months past due	399	313
More than 3 months but less than 1 year past due	178	-
Amounts past due	2,338	731
	3,659	1,738

10. Trade and other payables

	2017	2016
	HK\$'000	HK\$'000
Trade payables	423	314
Accrued charges and other payables	2,054	2,221
Gross amount due to customers for service contract work	742	631
Deferred maintenance income	2,011	1,686
	5,230	4,852

An ageing analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows :

	2017	2016
	HK\$'000	HK\$'000
Less than 1 month	350	279
More than 1 month but less than 3 months	70	32
More than 3 months but less than 1 year	3	3
	423	314

SCOPE OF WORK OF BAKER TILLY HONG KONG

The figures in respect of the preliminary announcement of the group's results for the year ended 31 March 2017 have been agreed by the group's auditor, Baker Tilly Hong Kong Limited ("Baker Tilly"), to the amounts nearest to thousands as set out in the group's consolidated financial statements for the year. The work performed by Baker Tilly in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Baker Tilly on this preliminary announcement.

DIVIDEND

The directors do not recommend the payment any dividend in respect of the year ended 31 March 2017 and 2016.

MANAGEMENT DISCUSSION AND ANALYSIS

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

Business Review

During the year, our solution and professional services arm, ITE Smartcard Solutions Limited ("ITES"), has been awarded with a number of new contracts and orders by both new and old clients. The orders covered the supply of hardware and software and the provision of professional services to expand or enhance their smartcard and RFID application platforms.

A contract was awarded by our new client, the Immigration Department of HKSAR ("ImmD"), for the Provision of Design, Implementation, and System Support and Maintenance for New Self-service Kiosks under the Electronic Passport System of ImmD. Under the scope of contract, ITES shall provide all hardware, software and related project management and system integration services for the new generation self-service kiosks of ImmD. Smart ID card, electronic passport, biometrics and payment technologies and products are incorporated into the new system which will be operated and maintained for more than ten years.

ITES also received a contract to design and supply a 24-hours self-service book handling system for the Hong Kong Public Libraries ("HKPL") of the Leisure and Cultural Services Department of HKSAR ("LCSD"). Three units of fully automatic book handling system will be installed across the territory to serve the general public. The introduction of this application is an important milestone of the LCSD and HKSAR Government towards Smart City Initiatives. Latest Smart ID card, Octopus payment, RFID and Internet of Things technologies have been adopted into the system which integrates with the library circulation system of the HKPL. ITE is very glad to have the opportunity to pioneer this application and serve the people of Hong Kong.

We also completed for our campus client, the Education University of Hong Kong, the contract for the Supply and Installation of Hostel Octopus Payment Air Conditioner System. Under the scope of contract, ITES supplied and commissioned all hardware and software for Octopus payment application of seven hundred fifty units of air conditioners across three hostels of the campus. This new payment system is a networked online system as compared with the old standalone Mifare smartmeter system.

We also received new orders to provide system integration services for the new electric vehicle fast charging stations of two local utility companies. The system supports both CHAdeMO and European CCS standards of electric vehicle.

Our R&D arm, RF Tech Limited, has been adding new hardware and software libraries to our product family. Our continual efforts in innovation and R&D have created and accumulated new intellectual property rights. We were approved with a Patent Application Grant (“PAG”) which is a funding to assist local companies and individuals to apply for patents of their own inventions. The PAG is administered by the Innovation and Technology Commission of HKSAR (“ITC”) with Hong Kong Productivity Council as the implementation agent. The PAG was used for patent registration of our invention “Radio frequency identification card and mobile phone interlinking embedded electronic payment apparatus and methods”.

We are also very pleased to be awarded with a Certificate of Merit in the 2016 Hong Kong Awards for Industries for our innovative product, HOMAC SPM-10A Smart ePayment Meter, which is a very sophisticated Smart City product. 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. Under the new parking meter system trial of the Transport Department, SPM-10A has been in use in Yuen Long and Mong Kok since October 2016 supporting hundreds of financial transactions a day.

Climate change has posed an unprecedented global challenge for everyone. Being part of the international community, ITE shall contribute to the solution. Jointly developed with the Automotive Parts and Accessory Systems R&D Centre, the first mobilized electric vehicle charger in Hong Kong is attracting interests. A public trial scheme was approved by the ITC, and the mobile charger is expected to be on trial in early 2018.

ITE strives to assist our clients and the general public to enhance the sustainability of Hong Kong through the provision of environmental engineering solutions. During the year, we have significantly reduced our own electricity consumption by more than twenty percentage through the introduction of new LED lighting and air conditioning systems installed in the new office.

It is our core value that we never compromise on safety or quality and have dedicated ourselves to a zero-harm and fault mind-set. Both our subsidiaries, ITES and ITE Engineering Limited, successfully completed and passed the ISO 9001:2008 Quality Assurance System audit carried out by British Standards Institution (“BSI”). Both companies will be recommended by BSI for the continual accreditation of ISO9001:2008 Certificates which were first accredited to ITE in 2002.

For the sixth consecutive year, colleagues, families and friends of ITE continued to support “Charity Walk 2017” of Suicide Prevention Services (“SPS”) and achieved the fund-raising target. All donations will be used in SPS services for serving people of all ages in Hong Kong who are suicidal, in despair or emotionally distressed by befriending them, and offering services to help them to regain control of their emotions and find the will to carry on.

We also welcome new interns joining the group. They came from The Hong Kong Polytechnic University, The Chinese University of Hong Kong, The City University of Hong Kong and Hong Kong Vocational Training Council with different engineering disciplines ranging from computing, electronic, information, mechanical, system engineering and electrical engineering. ITE has been supporting many training and internship schemes for undergraduates since 2006. More than one hundred students have gained solid experience and knowledge in their fields through actual work responsibilities in ITE.

Future Prospect

Since our establishment, we have been focusing on our core business and technologies, we continue to devote our efforts and resources for the long term growth of the group building on our *Innovation, Technology and Excellency*; three words which bestly explain ITE.

All members of the company performed professionally under the corporate vision, mission and core value. Every year, new intellectual assets are created, accumulated and protected, and the range of professional services continues to expand to meet the fast growing needs of the changing market. We have firmly maintained our position as the pure rider to provide innovative solutions to our clients.

With improving efficiency and effectiveness, new product development and professional services enhancement, the directors are optimistic that our sustainability and profitability will continue to improve.

Compliance with Laws and Regulations

As far as the board of directors of the company and management are aware, the group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the group.

Financial Performance

For the year ended 31 March 2017, the group recorded a turnover of approximately HK\$22 million, representing a decrease of 8% over last year. Profit for the year attributable to owners of the company for the year ended 31 March 2017 was approximately HK\$0.4 million as compared to that of approximately HK\$0.3 million for last year.

Segmental Information

During the year, the group recorded a decrease in turnover for about 8% when compared with last year. However, the group's gross profit margin remained stable at 41%.

The service revenue generated from core business, i.e. the provision of the smartcard systems, RFID and information technology ("IT") services and related sales, was HK\$10,617,106 (2016: HK\$11,318,269) which decreased by 6%. Besides, the income from maintenance services decreased by 3% to HK\$11,580,006 (2016: HK\$11,943,838).

The group's administrative expenses decreased by 8% to HK\$9,418,936 (2016: HK\$10,186,386). The main reason of such decrease was the related share-based payment expense amounted to HK\$692,153 (2016: HK\$1,029,300) was fully recognized during the year. In addition, the research and development cost and associated sponsorship was dropped by 31% to HK\$777,764 (2016: HK\$1,123,377). Expenditure on research and development activities was totally expensed in profit or loss during the year.

During the year, the group maintained a healthy liquidity position and therefore the finance costs was HK\$Nil (2016: HK\$Nil).

Liquidity and Financial Resources

The group generally financed its operations with its internally generated cash flows. At 31 March 2017, the group did not have any outstanding borrowings. At 31 March 2017, the current ratio of the group was 3.24 (2016: 3.29) while the liquidity ratio was 3.01 (2016: 3.08).

The group continues to adopt a conservative approach in its treasury policy. The group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial condition of its customers. Besides, the group's liquidity and financing arrangements are also reviewed regularly.

Taking into consideration the stringent cost control and the existing financial resources available to the group, it is believed that the group should have adequate financial resources to meet its operation, development requirements and investments in the future.

Gearing Ratio

At 31 March 2017, the gearing ratio of the group, which is calculated as the ratio of total borrowings to total equity, was Nil (2016: Nil).

Treasury Policy

The group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the board closely monitors the group's liquidity position to ensure that the liquidity structure of the group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Significant Investments

The group had no significant investments during the year under review.

Material Acquisitions or Disposals of Subsidiaries and Affiliated Companies

During the year under review, the group had no acquisitions and disposals of subsidiaries and affiliated companies.

Employment Information

The group recognises that its staff is one of the group's most important assets. Aiming at providing competitive salary packages, the group adjusts employees' salary level in close association with the performance, qualifications and experience of individual staff as well as labour market conditions. In addition to the regular remuneration, discretionary bonus and share options may be awarded to eligible employees with reference to individual performance and the group's business performance.

The group enjoys good relations with its staff and has not experienced any disruption of operations due to major labour disputes. In addition to the remuneration as mentioned above, the group also provides fringe benefits which comply with the relevant laws and regulations of the PRC and Hong Kong including contributions to the Social Security Scheme in the PRC and the Mandatory Provident Fund Scheme in Hong Kong. Besides, the group also provides on-going training programmes for its employees to keep them abreast of the latest market trends and new technologies.

At 31 March 2017, the group had 50 (2016: 55) full-time employees, of which 46 (2016: 51) are based in Hong Kong and the rest are in the PRC and Macao. Staff costs, including directors' remuneration, was approximately HK\$13 million (2016: HK\$15 million) for the year ended 31 March 2017. On 6 December 2016, the company had granted 14,650,000 share options to its directors and employees, of which 1,150,000 share options were lapsed afterwards due to resignation of relevant employees.

Charges on Group Assets

At 31 March 2017, HK\$2,000,274 time deposit (2016: HK\$2,000,170) was pledged to a bank to secure certain banking facilities of a wholly-owned subsidiary of the company.

Future Plans for Material Investments

The group did not have any plans for material investment and acquisition of material capital assets as at 31 March 2017.

Exposure to Fluctuations in Exchange Rates and Related Hedges

The group's assets, liabilities, revenues and expenses are mainly denominated in HK\$, United States dollars ("US\$"), Macau Patacas ("MOP") and Renminbi ("RMB"). The exchange rates between HK\$, US\$, MOP and RMB have been very steady for the past few years. During the year, the group generally used the receipts from customers to pay its suppliers and meet its capital requirements. They are denominated in the local currency of the place in which the subsidiaries operate. The group does not currently engage in hedging to manage possible exchange rate risk as the group considers the cost associated with such hedging arrangements would exceed the benefits. However, management will continue to monitor the possible exposure to exchange rate risk and will take such measures as it deems prudent.

Contingent Liability

At 31 March 2017, the company did not have any contingent liability.

SHARE OPTION SCHEME

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 scheme 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 scheme 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 options granted to directors, chief executives or substantial shareholders 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 exercisable 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 options 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.

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

On 9 July 2015, the company granted share options to certain eligible participants to subscribe for an aggregate of 10,950,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 1.18% of all the shares in issue as at the date of the grant.

On 6 December 2016, the company further granted share options to certain eligible participants to subscribe for an aggregate of 14,650,000 ordinary shares of HK\$0.01 each in the share capital of the company, represented approximately 1.58% of all the shares in issue as at the date of the grant.

(a) The following table details the company's share options in issue under the 2011 Scheme during the year

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 year	Lapsed during the year	At 31 March 2017
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	-	3,350,000	-	3,350,000
Other employees	6 December 2016	5 June 2017 to 7 August 2021	0.146	-	5,900,000	(1,150,000)	4,750,000
			Total	<u>10,950,000</u>	<u>14,650,000</u>	<u>(1,150,000)</u>	<u>24,450,000</u>
Weighted average exercise price (HK\$)				<u>0.15</u>			

During the period between the date of grant and the end of the reporting period, total of 1,150,000 share options were lapsed due to resignation of relevant employees. No share options were exercised during the year ended 31 March 2017 and 2016.

(b) Fair value of share options and assumption

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial model. The contractual life of the share options is used as an input into this model. Expectations of early exercise are incorporated into the binomial model.

The inputs into the model were as follows:

Date of grant	9 July 2015	6 December 2016
Total number of share options	10,950,000	13,500,000
Share price of the company at the date of grant	HK\$0.152	HK\$0.146
Exercise price per share	HK\$0.154	HK\$0.146
Expected volatility	91%	76%
Option life	6.08 years	4.67 years
Expected dividend yield	Nil	Nil
Risk-free interest rate	1.26%	1.18%

The expected volatility is based on the historic volatility of the company's share price and it is assumed there is no material change over the whole life of share options.

The total fair value of the share options granted during the year was approximately HK\$1,080,000 (2016: HK\$1,029,300) with fair value of HK\$0.08 (2016: HK\$0.094) for each option. The group has recognised equity-settled share-based payments of HK\$692,153 (2016: HK\$1,029,300) arising from options vested during the year.

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 both the current and prior year.

PURCHASE, SALE AND REDEMPTION OF SHARES

During the year, the company repurchased a total of 1,848,000 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 HK\$	Lowest HK\$	HK\$
19 September 2016	500,000	0.150	0.150	75,000
6 October 2016	700,000	0.149	0.142	102,900
22 March 2017	648,000	0.133	0.133	86,184
	<u>1,848,000</u>			<u>264,084</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 year.

COMPETING INTERESTS

As at 31 March 2017, 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 financial statements for the year ended 31 March 2017 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 is firmly committed to maintaining statutory and regulatory standards and adherence to the principles of corporate governance emphasising transparency, independence, accountability, responsibility and fairness. The board ensures that effective self-regulatory practices exist to protect the interests of the shareholders of the company.

The company has applied the principles and complied with all the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprises Market of the Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) throughout the year ended 31 March 2017, 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.

The company has not arranged any insurance coverage for the directors' liabilities in respect of any potential legal actions against the directors. Given the nature of the company's business, directors believe that the occurring of legal actions against the directors is very slight, and the company still can achieve excellent corporate government through various management and monitoring mechanism so as to reduce such risks, such as periodic review on the effectiveness of internal control system, clear division of duties and providing training for staffs and the management. The board will review, on a regular basis, the necessity to arrange insurance cover for potential legal actions against the directors.

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 year ended 31 March 2017. Having made specific enquiry of all directors, the directors have complied with such code of conduct and the required standard of dealings throughout the year ended 31 March 2017.

PUBLICATION OF ANNUAL REPORT ON THE GEM WEBSITE

The annual report of the company containing all the information required by the GEM Listing Rules will be published on the GEM website in due course.

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

Hong Kong, 9 June 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.