



2005

第一季度報告

▶ FIRST QUARTERLY REPORT

ITE (HOLDINGS) LIMITED

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HIGHLIGHTS

概要

Turnover of the Group for the three months ended 30 June 2004 was approximately HK\$11,966,000, representing a decrease of approximately 18% over the turnover of approximately HK\$14,554,000 for the same period in 2003.

Loss attributable to shareholders for the three months ended 30 June 2004 amounted to approximately HK\$2,397,000 compared to loss attributable to shareholders of approximately HK\$3,427,000 for the same period in 2003.

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2004 (three months ended 30 June 2003: Nil).

截至二零零四年六月三十日止三個月期間，本集團之營業額約為11,966,000港元，較二零零三年同期之營業額約14,554,000港元減少約18%。

截至二零零四年六月三十日止三個月期間之股東應佔虧損約為2,397,000港元，比對二零零三年同期錄得之股東應佔虧損約為3,427,000港元。

董事會不建議派付截至二零零四年六月三十日止三個月期間之中期股息（二零零三年六月三十日止三個月：無）。

CHAIRMAN'S STATEMENT 主席報告

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I hereby present the quarterly unaudited consolidated results for ITE and its subsidiaries (together, the "Group") for the three months ended 30 June 2004 (the "Period").

The mission of the Group is to become the leading smartcard and radio frequency identification ("RFID") solution provider and system integrator in the Asia Pacific region. ITE has been pioneering smartcard solutions and system integration and has been performing outstandingly in Hong Kong. With profound expertise, strong research and development ("R&D") capability, proven track record and excellent reputation in the industry, the Group has established a leading profile in the smartcard industry in Hong Kong and has taken a proactive approach to introduce innovative and customised smartcard and RFID applications to its clients. Leveraging on its extensive industry experience, ITE is developing smartcard and RFID solutions for clients from many industries and expanding its business activities to the People's Republic of China (the "PRC").

致各股東：

本人謹代表董事會（「董事會」），提呈ITE (Holdings) Limited及其附屬公司（合稱「本集團」）截至二零零四年六月三十日止三個月（「期內」）的未經審核綜合季度業績。

本集團的目標，是要成為亞太地區具領導地位的智能卡與射頻識別方案供應商及系統集成商。ITE一直是香港智能卡系統方案及集成工作的先驅，並一直表現優良。本集團具備專業知識、強大的研究及開發（「研發」）能力及良好的往績，並於業內享負盛名，已在香港智能卡業界建立領導地位，積極向客戶推介創新及度身訂造的智能卡及射頻識別應用方案。憑藉累積的豐富經驗，ITE致力為來自不同行業的客戶開發智能卡及射頻識別解決方案，並於中華人民共和國（「中國」）擴展業務。

Appreciation 致謝

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.

本人謹藉此機會，向董事會成員、管理層及員工所付出的幹勁和努力，以及股東、資本市場的朋友及業務伙伴一直以來的支持，致以深切謝意。

By order of the Board

承董事會命

Lau Hon Kwong, Vincent

劉漢光

Chairman

主席

Hong Kong, 11 August 2004

香港，二零零四年八月十一日

BUSINESS REVIEW

業務回顧

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

本集團的管理人員憑藉專業知識、集團賦予的人力及財政資源，為股東創建最佳的回報。

Sales and Marketing 銷售及市場推廣

During the Period, our China subsidiary, 上海阿艾依智控系統有限公司 (ITE (China) Limited, "ITEC") has been awarded a number of real estate smartcard projects deploying the platform of Shanghai Public Traffic Card ("SPTC"). The new generation of SPTC based parking payment system is undergoing the final technical approval stage, it is expected to be launched in the next quarter. Along with the marketing of the ISO 15693 smartlabel products and solutions to potential clients, ITEC is exploring the business opportunities of the new Electronic Product Code ("EPC") standard in China.

Within the campus and existing real estates market, ITE Smartcard Solutions Limited ("ITES") has been awarded with new contracts from old and new clients in Hong Kong and Macau. ITES is again selected by the Hong Kong Housing Society to design and supply an Octopus Card based smartcard solution for the Tivoli Garden, ITES has received further orders to enhance the smartcard solution of the Hong Lok Yuen Property. Going with the traditional smartcard access control system, the marketing team continues to market the new driver-vehicle smart-identification solution to various villas in Hong Kong, several tenders and proposals have been submitted during the Period.

ITES has been awarded new contract to expand the truck control management system of the Asia Airfreight Terminal. Several enhancement orders have been received from the terminal clients.

ITES has actively promoted our solutions and services to the government and public sectors. The tender evaluation stage of the Macau Automated Vehicle Clearance System is close to complete, the final result is expected to be announced in August 2004.

Pushing ahead our product sales and trading strategy, ITES has received several purchase orders from our overseas channel partner and local clients for the ISO 14443 and ISO 15693 compact flash readers. ITES is establishing more overseas channel partners to build up the sales network.

During the Period, Quesco Information Services Limited ("QISL") has been completing the development of Hall Facilities Booking System (HFBS) and the Elderly Home Management System (EHMS) for the clients, several application development tenders have been submitted. Our subsidiary, Quesco Systems Limited ("QSL"), has continued to excel in the staffing and recruitment sectors in Hong Kong and maintain stable turnover, it has been awarded the IT contract staff services contract of the Hong Kong Polytechnic University.

期內，本公司於中國的附屬公司，上海阿艾依智控系統有限公司（「上海阿艾依」），已成功獲取多項以上海公共交通卡（「上海公交卡」）為應用平台的智能卡屋苑工程項目。新一代發展的上海公交卡停車庫電子收費系統已到最後技術審核階段，期望於下一季度推出。除積極推廣ISO15693智能標籤產品及方案外，上海阿艾依正開拓最新的電子產品條碼標準「EPC」在中國的市場，從而增加更多的商機。

校園及屋苑市場方面，智控系統有限公司（「智控系統」）投得數項香港及澳門新舊客戶的工程。智控系統再被香港房屋協會委任負責宏福花園之八達通應用方案的設計及安裝工程，同時智控系統亦獲得大埔康樂園多份有關智能卡系統擴容的相關訂單。在銷售傳統智能卡門禁控制系統的同時，市場部繼續推介紹給香港各大屋苑車輛及駕駛者雙卡制的身份識別方案，數份投標書及建議書已於期內遞交。

智控系統成功獲得亞洲空運中心有限公司拓展貨櫃車進出管理系統的新合約，同時亦獲其他碼頭客戶更新設施的新合約。

智控系統一直致力向政府部門及公共機構推廣解決方案及服務。其中澳門政府的車輛自動通關系統投標已到最後評估階段，結果預計於二零零四年八月份公布。

在加速產品銷售策略下，智控系統從海外伙伴及本地客戶中獲取數份ISO14443及ISO15693 compact flash讀卡器的訂單，並持續與海外伙伴結盟建立銷售網絡。

期內，捷科資訊服務有限公司（「捷科資訊」）開發的理工大學學生宿舍設施預約系統（HFBS）及黃大仙薈色園護老院管理系統（EHMS）工程合約已接近完成階段，多項新開發的應用方案現正積極參與投標。此外，本公司的附屬公司，捷科系統顧問有限公司（「捷科顧問」）在香港繼續集中為客戶提供合約僱員及招聘服務，並保持穩定收入，最近更獲取香港理工大學資訊科技部的合約僱員項目。

Research and Development 研究及開發

The Group has continued to form commercial and technology alliances with certain overseas partners to prepare for the opportunities generated by the new EPC standard. The Group's product arm, RF Tech Limited ("RFT"), has started the development of new Ultra High Frequency ("UHF") RFID products and application systems.

Several new products and solution packages development have been put in the feasibility study stage. These include a new mini add-value machine, photocopy charging reader, network smartmeter and controller.

本集團正積極與工商及科技界伙伴結成聯盟，從新的電子產品條碼標準「EPC」中締造商機。本集團透過負責產品開發的附屬子公司RF Tech Limited（「RFT」）已正式展開全新的超高頻「UHF」射頻識別產品及應用方案的開發。

多項新產品及應用方案包已在研發階段中，其中包括最新的小型增值機、複印機收費器、網絡式智能收費器及控制器等。

Caring the Community 關懷社會

ITE has been providing a workplace attachment training scheme, organised by the Hong Kong Labour Department under the Youth Pre-employment Training Programme for more than three years to date. The Youth Pre-employment Training Programme is provided by Labour Department and focuses on enhancing the competitiveness and employability of young school leavers aged between 15 and 19 by providing a comprehensive range of employment-related training opportunities, workplace attachment positions, career counseling and support services. The Group has also been participating in the Business Internship Practice Scheme of the City University of Hong Kong for two years.

ITE strives to make Hong Kong a better place for all, and looks forward to continuing its support for worthy initiatives over the many years ahead.

本公司對勞工處舉辦之【青少年展翅計劃】一直鼎力支持，三年多以來為學員不斷提供工作實習訓練，並予以聘用。勞工處舉辦之青少年展翅計劃是為年齡由15至19歲的離校青年提供全面的職前培訓課程，並給予一個工作實習機會，同時亦會向學員建議前途的抉擇及後亦繼續付予支援服務。此外，本集團亦持續兩年參與香港城市大學商學院工商管理課程之商業實習計劃。

本公司對香港前景充滿信心，並承擔創建更佳社會的責任，在未來的日子會繼續積極參與及支持各樣關懷社會和有意義的活動。

Future Prospect 展望

As the results of our cost reduction measures and the slow pick-up of the local economic growth, the loss in the Period has been further reduced. The Directors believe that the macro environment will continue to improve and the Group's performance will be benefit from the new demand of smartcard and information technology products and services. The outlook and profitability will be encouraging.

在致力節省營運成本及本地經濟環境逐漸復甦下，期內經營的虧損已較去年大幅度降減。董事會相信隨著營商環境的改善，有利市場對智能卡及資訊科技業務更多的需求，本集團對於未來的展望及表現充滿信心。

QUARTERLY RESULTS

季度業績

UNAUDITED CONSOLIDATED INCOME STATEMENT 未經審核綜合收益表

	Notes 附註	Three months ended 30 June 截至六月三十日止三個月	
		2004 二零零四年 HK\$'000 千港元 (Unaudited) (未經審核)	2003 二零零三年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover 營業額	2	11,966	14,554
Cost of services rendered 已提供服務之成本		(10,254)	(13,248)
Cost of goods sold 已售貨物成本		(198)	(110)
		1,514	1,196
Other revenue 其他收益		60	96
Other net gain 其他收益淨額		12	6
Other staff costs 其他員工成本		(1,503)	(1,775)
Depreciation and amortisation 折舊及攤銷		(418)	(658)
Other operating expenses 其他經營開支		(1,878)	(2,119)
Loss from operations 經營虧損		(2,213)	(3,254)
Finance costs 融資成本		(184)	(173)
Loss from ordinary activities before taxation 除稅前日常業務虧損		(2,397)	(3,427)
Taxation 稅項	3	-	-
Loss attributable to shareholders 股東應佔虧損		(2,397)	(3,427)
Dividend 股息	4	-	-
Loss per share 每股虧損	5	(0.26 cent 仙)	(0.38 cent 仙)
Basic 基本		-	-
Diluted 攤薄		-	-

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核綜合股權變動表

	Share capital 股本 HK\$'000 千港元	Reserves 儲備			Total 合計 HK\$'000 千港元
		Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	
Balance at 1 April 2003 於二零零三年四月一日	9,075	22,816	10,749	(7,513)	35,127
Loss for the period 期間虧損	-	-	-	(3,427)	(3,427)
Balance at 30 June 2003 於二零零三年六月三十日	9,075	22,816	10,749	(10,940)	31,700
Balance at 1 April 2004 於二零零四年四月一日	9,075	22,816	10,749	(19,552)	23,088
Loss for the Period 期內虧損	-	-	-	(2,397)	(2,397)
Balance at 30 June 2004 於二零零四年六月三十日	9,075	22,816	10,749	(21,949)	20,691

Notes 附註：

1. Basis of preparation 編製基準

The unaudited consolidated results have been prepared in accordance with all applicable Statements of Standard Accounting Practice and Interpretations issued by the Hong Kong Society of Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

The measurement basis used in the preparation of the unaudited consolidated results is historical cost as modified by the revaluation of trading securities. The accounting policies used in the preparation of the unaudited consolidated results are consistent with the previous year.

此等未經審核綜合業績已按照香港會計師公會頒布之所有適用《會計實務準則》及詮釋、香港公認會計原則及香港《公司條例》之披露規定編製。

編製未經審核綜合業績時，除買賣證券是以重申評價修改外，其他乃採用歷史成本作為計算基準。編製未經審核綜合業績所採用之會計政策與上年度所採用者貫徹一致。

2. Turnover 營業額

Turnover represents service revenue arising from smartcard and RFID systems and information technology services and related service contracts, information technology consultancy services, electrical and mechanical engineering work and related service contracts, and sales of smartcard related products.

營業額指來自智能卡及射頻識別系統、資訊科技及相關服務合約、資訊科技顧問服務、機電安裝工程及相關服務合約的服務，以及銷售智能卡相關產品等。

3. Taxation 稅項

No provision for Hong Kong profits tax and overseas profits tax is required since the Group has no assessable profit for the Period (three months ended 30 June 2003: Nil).

由於本集團期內並無應課稅溢利，故並無就香港利得稅或海外利得稅撥備(二零零三年六月三十日止三個月：無)。

4. Dividends 股息

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2004 (three months ended 30 June 2003: Nil).

董事會不建議派付截至二零零四年六月三十日止三個月之中期股息(二零零三年六月三十日止三個月：無)。

5. Loss per share 每股虧損

(a) Basic loss per share 每股基本虧損

The calculation of basic loss per share is based on the loss attributable to shareholders of approximately HK\$2,397,000 (three months ended 30 June 2003: approximately HK\$3,427,000) and the weighted average of 907,536,000 ordinary shares (three months ended 30 June 2003: 907,536,000 shares) in issue during the respective periods.

期內每股基本虧損乃按期內股東應佔虧損約2,397,000港元(二零零三年六月三十日止三個月：約3,427,000港元)，以及期內已發行股份之加權平均股數907,536,000股(二零零三年六月三十日止三個月：907,536,000股)普通股計算。

(b) Diluted loss per share 每股攤薄虧損

No diluted loss per share is presented as there were no dilutive potential ordinary shares in existence during the Period and for the three months ended 30 June 2003.

由於期內及截至二零零三年六月三十日止三個月並無潛在可攤薄普通股，故並無呈列每股攤薄虧損。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉

As at 30 June 2004, 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 Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

於二零零四年六月三十日，本公司各董事及行政總裁根據證券及期貨條例第十五部第15.7及第15.8條之規定，本公司或其任何相聯法團（定義見《證券及期貨條例》（「證期條例」）第十五部）之股份、相關股份及債券中擁有之權益或淡倉（包括根據證期條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證期條例第352條予以存置之登記冊內，或根據聯交所創業板上規規則第5.46條所載之規則必須知會本公司及聯交所之權益或淡倉載列如下：

(I) Interests in shares of the Company 本公司之股份權益

Name of director 董事姓名	Number of ordinary shares 普通股股數					Percentage of issued share capital 佔已發行 股份百分比
	Personal interests 個人權益	Corporate interests 公司權益	Family interests 家族權益	Other interests 其他權益	Total 合計	
Mr. Lau Hon Kwong, Vincent 劉漢光先生	-	486,250,348 (L) (Note 2) (附註2)	-	-	486,250,348 (L)	53.58%
Mr. George Roger Manho 閻偉雄先生	148,142,254 (L)	-	-	-	148,142,254 (L)	16.32%
Mr. Cheng Kwok Hung 鄭國雄先生	16,621,000 (L)	486,250,348 (L) (Note 2) (附註2)	-	-	502,871,348 (L)	55.41%

Notes:

- The Letter "L" denotes a long position in the shares.
- 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 and Mr. Cheng Kwok Hung held 46.21% and 36.11% of the entire issued share capital of Rax-Comm, respectively.

附註：

- 「L」字表示股份為長倉。
- 此等股份由一家於英屬處女群島成立之公司Rax-Comm (BVI) Limited (「Rax-Comm」)所持有。劉漢光先生及鄭國雄先生分別持有Rax-Comm 46.21%及36.11%之已發行股份。

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

於或有關於該等相關股本衍生工具之權益 (定義見證期條例)

As at 30 June 2004, 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.

於二零零四年六月三十日，本公司董事在根據本公司購股權計劃以 1 港元之價格授出可認購本公司股份之購股權中擁有以下之個人權益。每股購股權可讓持有人認購一股股份。

Name of director 董事姓名	Number of options outstanding at 30 June 2004 於二零零四年 六月三十日尚未 行使的購股權數目	Date granted 授出日期	Period during which options exercisable 購股權行使期	Number of shares acquired on exercise of options during the Period 年內行使購股權 而認購的股份數目	Price per share to be paid on exercise of options 行使購股權時 須支付的 每股價格
Mr. Lau Hon Kwong, Vincent 劉漢光先生	6,109,440 (L)	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日 至二零一一年二月十一日	-	HK\$0.095 0.095港元
Mr. George Roger Manho 閻偉雄先生	4,000,000 (L)	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日 至二零一一年二月十一日	-	HK\$0.095 0.095港元
Mr. Cheng Kwok Hung 鄭國雄先生	4,000,000 (L)	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日 至二零一一年二月十一日	-	HK\$0.095 0.095港元
Mr. Liu Hoi Wah 劉海華先生	19,112,640 (L)	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日 至二零一一年二月十一日	-	HK\$0.095 0.095港元
Mr. Lee Peng Fei, Allen 李騰飛先生	1,760,000 (L)	12 February 2001 二零零一年 二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日 至二零一一年二月十一日	-	HK\$0.095 0.095港元

Note: The Letter "L" denotes a long position in the shares.

附註：「L」字表示股份為長倉。

(III) Aggregate interest in the shares and underlying shares of the
 Company 本公司股份及相關股份之總計權益

Name of director 董事姓名	Aggregate number in ordinary shares 普通股總數	Aggregate number in underlying shares 相關股份總數	Total 合計	Percentage to the issued share capital of the Company 佔本公司已發行 股本之百分比
Mr. Lau Hon Kwong, Vincent 劉漢光先生	486,250,348 (L)	6,109,440 (L)	492,359,788 (L)	54.25%
Mr. George Roger Manho 閻偉雄先生	148,142,254 (L)	4,000,000 (L)	152,142,254 (L)	16.76%
Mr. Cheng Kwok Hung 鄭國雄先生	502,871,348 (L)	4,000,000 (L)	506,871,348 (L)	55.85%
Mr. Liu Hoi Wah 劉海華先生	-	19,112,640 (L)	19,112,640 (L)	2.11%
Mr. Lee Peng Fei, Allen 李鵬飛先生	-	1,760,000 (L)	1,760,000 (L)	0.19%

Note: The Letter "L" denotes a long position in the shares.

附註：「L」字表示股份為長倉。

Save as disclosed above, as at 30 June 2004, 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 Rule 5.46 of the GEM Listing Rules, were required to be notified to the Company and the Stock Exchange.

除上述所披露者外，於二零零四年六月三十日，董事、行政總裁或彼等之聯繫人士概無根據證期條例第15.7及15.8條於本公司或其任何相聯法團（定義見證期條例第十五部）擁有股份或債券之權益或淡倉（包括根據證期條例之該等規定被認為或視作擁有之權益或淡倉），或必須列入根據證期條例第352條予以存置之登記冊內，或根據創業板上市規則第5.46條所載之規則必須知會本公司及聯交所之任何權益或淡倉。

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

董事及行政總裁購買股份或債務證券之權益

Save as disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations", as at 30 June 2004, neither the 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.

除以上述「董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉」所披露外，於二零零四年六月三十日，本公司或其附屬公司概無參與任何安排，使本公司董事及行政總裁可藉著購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲得利益，而本公司董事及主要行政總裁或彼等之配偶或任何未滿十八歲之子女概無任何可認購本公司證券之權利，亦無行使任何該等權利。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

佔本公司股本之重大權益

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 30 June 2004, the Company had been notified of the following interests, being 5% or more of the issued share capital of the Company:

本公司根據證期條例第336條規定存置之主要股東登記冊內獲悉，於二零零四年六月三十日，以下股東擁有本公司已發行股本5%或以上之權益：

	Ordinary shares held 所持普通股數目	Percentage of total issued shares 佔已發行股份 總數百分比
Rax-Comm (BVI) Limited (Note 1) (附註1)	486,250,348	53.58%
Mr. George Roger Manho (Note 2) 閻偉雄先生 (附註2)	148,142,254	16.32%

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 of the Company or any Associated Corporations".
2. These shares have been disclosed as the personal interests of the director in the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations".

附註：

1. 該等股份已於「董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉」一節披露有關董事之公司權益。
2. 該等股份已於「董事及行政總裁於本公司或聯營公司之股份、相關股份及債券及淡倉」一節披露為董事之個人權益。

SHARE OPTION SCHEME

購股權計劃

The Company adopted a pre-IPO share option scheme (the "Pre-IPO Scheme") and a post-IPO share option scheme (the "Post-IPO Scheme") on 12 February 2001. In addition, the Company adopted a 2002 share option scheme (the "2002 Scheme") on 8 August 2002, and the Pre-IPO Scheme and the Post-IPO Scheme were simultaneously terminated. Upon termination of the Pre-IPO Scheme and the Post-IPO Scheme, no further options may be offered thereunder. However, in respect of the outstanding options, the provisions of the Pre-IPO Scheme and the Post-IPO Scheme shall remain in force. The outstanding options granted under the Pre-IPO Scheme and the Post-IPO Scheme shall continue to be subject to the provisions of the Pre-IPO Scheme and the Post-IPO Scheme, respectively, and the provisions of Chapter 23 of the GEM Listing Rules and the adoption of the 2002 Scheme will not in any event affect the terms in respect of such outstanding options.

本公司於二零零一年二月十二日採納一項上市前之購股權計劃(「上市前計劃」)及一項上市後之購股權計劃(「上市後計劃」)。於二零零二年八月八日，本公司採納二零零二年購股權計劃(「二零零二年計劃」)和同時終止上市前計劃及上市後計劃。待上市前計劃及上市後計劃終止後，不得再根據此計劃提呈任何購股權。惟尚未行使之購股權，此兩項計劃應繼續生效。上市前計劃及上市後計劃尚未行使之購股權應繼續分別按該兩項計劃提供，創業板上市規則第二十三章及二零零二年計劃將不會影響此尚未行使購股權之任何條款。

(a) Pre-IPO Scheme and Post-IPO Scheme 上市前計劃及上市後計劃

As mentioned above, the Pre-IPO Scheme and the Post-IPO Scheme were terminated on 8 August 2002 and no further options may be offered thereunder. Details of the outstanding share options of these schemes during the Period are as follows:

以上提及，上市前計劃及上市後計劃於二零零二年八月八日終止，此後不會就此再發行購股權，於期內尚未行使之購股權之詳情如下：

Name or category of participant 具資格者姓名及類別	Number of share options 購股權數目					Date granted 授出日期	Period during which options exercisable 購股權行使期	Price per share to be paid on exercise of options 行使購股權時須支付之每股價格	Market value per share at date of grant of options 授出購股權當日之股份市值
	Outstanding at 1 April 2004 於二零零四年四月一日尚未行使	Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效	Outstanding at 30 June 2004 於二零零四年六月三十日尚未行使				
<i>Pre-IPO Scheme</i> 上市前計劃									
Lau Hon Kwong, Vincent/Director 劉漢光／董事	6,109,440	-	-	-	6,109,440	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
George Roger Manho/ Director 關偉雄／董事	4,000,000	-	-	-	4,000,000	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
Cheng Kwok Hung/ Director 鄭國雄／董事	4,000,000	-	-	-	4,000,000	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
Liu Hoi Wah/ Director 劉海華／董事	19,112,640	-	-	-	19,112,640	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
Lee Peng Fei, Allen/ Director 李鵬飛／董事	1,760,000	-	-	-	1,760,000	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
Employees 僱員	35,157,920	-	-	-	35,157,920	12 February 2001 二零零一年二月十二日	21 August 2001 to 11 February 2011 二零零一年八月二十一日至二零零一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
	70,140,000	-	-	-	70,140,000				
<i>Post-IPO Scheme</i> 上市後計劃									
Employees 僱員	5,032,000	-	-	5,032,000	-	10 April 2001 二零零一年四月十日	10 April 2002 to 9 April 2004 二零零二年四月十日 至二零零四年四月九日	HK\$0.455 0.455港元	HK\$0.455 0.455港元
Employees 僱員	6,756,000	-	-	240,000	6,516,000	11 October 2001 二零零一年十月十一日	11 October 2002 to 10 October 2004 二零零二年十月十一日 至二零零四年十月十日	HK\$0.350 0.350港元	HK\$0.300 0.300港元
Employees 僱員	2,000,000	-	-	-	2,000,000	28 December 2001 二零零一年十二月二十八日	1 July 2004 to 31 December 2011 二零零四年七月一日 至二零零一年十二月三十一日	HK\$0.195 0.195港元	HK\$0.195 0.195港元
	13,788,000	-	-	5,272,000	8,516,000				

(b) 2002 Scheme 二零零二年計劃

The Company operates the 2002 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 2002 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 2002 Scheme became effective on 8 August 2002 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 2002 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 2002 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 a 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 21 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 2002 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; (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.

Details of the outstanding share options of the 2002 Scheme during the Period are as follows:

本公司實行二零零二年計劃，旨在向對本集團運作成功有所貢獻等具資格者提供獎勵及獎賞。二零零二年計劃具資格者包括公司董事，其中包括獨立非執行董事、本集團其他僱員、產品及服務供應商、客戶、顧問等。二零零二年計劃於二零零二年八月八日起生效，除被取消或更改外，將持續於當日起計十年內有效。

就行使所有尚未行使之已授出購股權或即將行使之本公司二零零二年計劃及其他購股權計劃之購股權，其發行之股份數目不應超過公司股份發行總數之30%。於任何十二個月期內，本公司二零零二年計劃及任何其他購股權計劃對每位具資格者可發出之股份數目，其最高上限為公司當時已發行股份之1%。任何超出此上限之購股權授出，須於股東大會經股東批准。

向董事、行政總裁、公司大股東或其任何聯繫人士授出購股權，須預先經獨立非執行董事批准。此外，若向公司大股東、公司獨立非執行董事或其任何聯繫人士所授出之購股權，於任何十二個月期內多於公司股份之0.1%或其總值（按授出當日公司股份價格計算）高於五百萬，須於股東大會經股東批准。

獲授予購股權者可於提供授出購股權的二十一天內，以總數港幣一元之象徵式費用接受購股權。授出購股權之行使時段由董事釐定，於授出期一段時期內開始，並於提供授出購股權日期十年內之日，或較早者，於二零零二年計劃到期日完結。

購股權之行使價格乃由董事釐定，惟其不得低於下列較高者：(i)公司股份在購股權授出當日之收市價；(ii)公司股份在股份授出日期前五個交易日之平均收市價；及(iii)股份面值。

於年內尚未行使之二零零二年計劃之購股權之詳情如下：

Name or category of participant 具資格者姓名及類別	Number of share options 購股權數目				Outstanding at 30 June 2004 於二零零四年六月三十日 於尚未行使	Date granted 授出日期	Period during which options exercisable 購股權行使期	Price per share to be paid on exercise of options 行使購股權時 每股價格	Market value per share at date of grant of Options 授出購股權 當日之 股份市值
	Outstanding at 1 April 2004 於二零零四年四月一日 尚未行使	Granted during the Period 於期內授出	Exercised during the Period 於期內行使	Lapsed during the Period 於期內失效					
Employees 僱員	3,500,000	-	-	-	3,500,000	9 August 2002 二零零二年 八月九日	9 August 2003 to 8 August 2012 二零零三年八月九日至 二零一二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
An Employee 僱員	6,400,000	-	-	-	6,400,000	9 August 2002 二零零二年 八月九日	9 February 2003 to 8 August 2012 二零零三年八月九日至 二零一二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
	9,900,000	-	-	-	9,900,000				

At 30 June 2004, the number of shares issuable under the Pre-IPO Scheme, the Post-IPO scheme and the 2002 Scheme was 70,140,000, 8,516,000 and 9,900,000, respectively, which represented approximately 9.76% in aggregate of the Company's shares in issue as at that date.

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

於二零零四年六月三十日，上市前計劃、上市後計劃及二零零二年計劃可發行之股份數目分別為70,140,000、8,516,000及9,900,000，約為本公司當日已發行股份總數9.76%。

購股權並無授予持有人收取股息及於股東大會投票之權利。

PURCHASE, SALE AND REDEMPTION OF SHARES 購回、出售及贖回股份

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

期內，本公司或其附屬公司概無購回、出售或贖回本公司任何上市證券。

COMPETING INTERESTS

競爭性權益

As at 30 June 2004, the directors were not aware of any business or interest of each director, management 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.

於二零零四年六月三十日，董事並不知悉有任何董事、管理股東或彼等各自的聯繫人士擁有任何對本集團業務構成競爭或可能構成競爭的業務或權益；或上述任何人士與或可能與本集團存在任何其他利益衝突。

APPOINTMENT TO INDEPENDENT NON-EXECUTIVE DIRECTOR

委任獨立非執行董事

Pursuant to Update 18 of the GEM Listing Rules which is effective from 31 March 2004, the Company is required to have three independent non-executive directors in the Board. The Company is locating a suitable candidate to fill the vacancy and the appointment will be made in due course.

根據在二零零四年三月三十一日開始生效之創業板上市規則第十八章修訂，要求本公司之董事會要有三名獨立非執行董事，本公司現正在找尋一位合適的人士以填補該空缺，將會在適當時候委任。

BOARD PRACTICES AND PROCEDURES

董事會遵例及程式

The Company has complied with the Board Practices and Procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules throughout the period ended 30 June 2004.

期內截至二零零四年六月三十日，公司已遵守創業版上市規則第5.34至5.45條關於董事會遵例及程式之條文。

AUDIT COMMITTEE

審核委員會

The audit committee comprises two independent non-executive directors, Mr. Lee Peng Fei, Allen and Mr. Tsao Kwang Yung, Peter, and an executive director, Mr. Liu Hoi Wah. Mr. Lee Peng Fei, Allen was appointed the Chairman of the audit committee in compliance with the requirements as set out in Rules 5.28 to 5.33 of the GEM Listing Rules. The audit committee meets with the Group's senior management and external auditors to review the effectiveness of the internal control systems and the annual report of the Group.

The audit committee has reviewed with the management this unaudited consolidated results for the three months ended 30 June 2004 and is of the opinion that the contents contained in this report comply with the applicable accounting standards and legal requirements, and that adequate disclosures have been made.

審核委員會由兩名獨立非執行董事，即李鵬飛先生及曹廣榮先生，以及一名執行董事，即劉海華先生組成。李鵬飛先生已根據創業版上市規則第5.28至第5.33條之規定，獲委任為審核委員會主席。審核委員會曾與本集團的高級管理人員及外聘核數師會面，以審核內部控制系統的效用及本集團的報告。

審核委員會已連同管理層審閱截至二零零四年六月三十日止三個月之未經審核綜合業績，並認為本報告內容乃符合適用之會計原則及法律規定，且已作出足夠之披露。

By order of the Board
承董事會命
ITE (Holdings) Limited
Lau Hon Kwong, Vincent
劉漢光
Chairman
主席

The Board comprises of:

Lau Hon Kwong, Vincent (*Executive director*)

George Roger Manho (*Executive director*)

Cheng Kwok Hung (*Executive director*)

Liu Hoi Wah (*Executive director*)

Lee Peng Fei, Allen (*Independent non-executive director*)

Tsao Kwang Yung, Peter (*Independent non-executive director*)

董事會成員如下：

劉漢光 (執行董事)

聞偉雄 (執行董事)

鄭國雄 (執行董事)

劉海華 (執行董事)

李鵬飛 (獨立非執行董事)

曹廣榮 (獨立非執行董事)

Hong Kong, 11 August 2004

香港，二零零四年八月十一日

