



2006-2007

ITE (HOLDINGS) LIMITED

THIRD QUARTERLY REPORT 2006-2007

第三季度報告 *Stock Code: 8092*



Characteristics of GEM 創業板之特色

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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This report, for which the directors (the “Directors”) of ITE (Holdings) Limited (“ITE” or 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 report 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 report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

創業板乃為帶有高投資風險之公司提供上市市場。尤其在創業板上市的公司毋須擁有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市的公司可因其新興性質及該等公司經營業務的行業或國家而帶有風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市的公司屬新興性質，在創業板買賣的證券可能會較在聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

創業板發佈資料的主要途徑為在聯交所為創業板而設的互聯網網頁上刊登。創業板上市公司一般毋須在憲報指定報章刊登付款文件披露資料。因此，有意投資的人士須留意本身能否接達創業板網頁，以便取得創業板上市發行人的最新公開資料。

聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本報告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》（「創業板上市規則」）而刊載，旨在提供有關ITE (Holdings) Limited（「ITE」或「本公司」）的資料。本公司各董事（「董事」）願就本報告共同及個別承擔責任，並在作出一切合理查詢後確認，就彼等所知及所信：(i) 本報告所載的資料在各重大方面均屬準確完整，且無誤導成份；(ii) 本報告並無遺漏其他事實，致使本報告所載任何內容產生誤導；及(iii) 本報告所表達的一切意見乃經審慎周詳考慮後始行發表，並以公平合理的基準及假設為依據。

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Turnover of the Group for the nine months ended 31 December 2006 was approximately HK\$48,811,000 representing a slightly increase of approximately 1% over the turnover of approximately HK\$48,195,000 for the same period in 2005.

Profit attributable to shareholders of the Company for the nine months ended 31 December 2006 amounted to approximately HK\$2,186,000 compared to that of approximately HK\$817,000 for the same period in 2005.

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2006 (nine months ended 31 December 2005: Nil).

截至二零零六年十二月三十一日止九個月期間，本集團的營業額約為48,811,000港元，較二零零五年同期之營業額約48,195,000港元輕微增加約1%。

截至二零零六年十二月三十一日止九個月期間本公司的股東應佔溢利約為2,186,000港元，比對二零零五年同期錄得約為817,000港元。

董事不建議派付截至二零零六年十二月三十一日止九個月期間的中期股息(截至二零零五年十二月三十一日止九個月：無)。

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I hereby present the unaudited consolidated results for ITE and its subsidiaries (together, the "Group") for the nine months ended 31 December 2006 (the "Period").

Mission

The mission of the Group is to become the leading smartcard, radio frequency identification ("RFID") and biometrics solution provider and system integrator in the world. ITE has been pioneering smartcard system solutions and integration and has been performing outstandingly in Hong Kong Special Administrative Region ("Hong Kong" or "HKSAR"), the Macau Special Administrative Region ("Macau") and the People's Republic of China ("PRC"). 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 industry and has taken a proactive approach to introduce innovative and customized smartcard, RFID and biometrics applications to our clients. Leveraging on our extensive industry experience, ITE is developing sophisticated products and multi-applications solutions for clients from many industries and expanding our business activities to overseas countries.

The Group has managed to maintain profitability for three consecutive quarters in this fiscal year. While being confident with the performance outlook and profitability of 2007, we will continue to improve the management efficiency and effectiveness to make us more competitive within the business environment.

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, 5 February 2007

致各股東：

本人謹代表董事會（「董事會」或「董事」），提呈ITE (Holdings) Limited及其附屬公司（合稱「本集團」）截至二零零六年十二月三十一日止九個月（「期內」）的未經審核綜合業績。

目標

本集團的目標，是要成為全球具領導地位的智能卡、射頻識別和生物特徵科技方案供應商及系統集成商。ITE 一直是香港特別行政區（「香港」）、澳門特別行政區（「澳門」）及中華人民共和國（「中國」）之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、射頻識別及生物特徵技術應用方案。憑藉於行內累積的豐富經驗，ITE致力為來自不同行業的客戶研發專業產品、多功能應用方案及提供相關服務，並擴展業務至海外國家。

本集團連續三個季度錄得盈利增長，對於二零零七年的業績表現及盈利回報均充滿信心，我們會努力不懈、勤奮拼搏、加強管理效率，在市場上彰顯優勢。

致謝

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。

承董事會命
ITE (Holdings) Limited
主席
劉漢光

香港，二零零七年二月五日

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

The Board is pleased to announce that the disposal of 5% equity interest in Shanghai Yanhua Smartech Company Limited (“Shanghai Yanhua”) was completed with the sales proceed received during the Period. On 27 June 2006, ITE (China) Limited, a wholly-owned subsidiary of the Company, entered into the Agreement with Mr. Hu Li Ming (“Mr. Hu”) pursuant to which Mr. Hu agreed to acquire 5% equity interest in Shanghai Yanhua from ITE (China) Limited at a cash consideration of RMB3,900,000.

The 5% equity interest in Shanghai Yanhua was treated as available-for-sale financial assets with carrying amount of HK\$2,074,029 in the annual report of the Company for the year ended 31 March 2006. The Directors considered that the terms and conditions of the disposal were fair and reasonable and were in the best interest of the Group and the shareholders of the Company taken as a whole. The proceeds received by the Group will be applied as general working capital depending on our working capital requirement from time to time.

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。

董事會欣然宣佈於期內成功出售上海延華智能科技有限公司(「上海延華」)的5%股權。於二零零六年六月二十七日，本集團的全資附屬公司，上海阿艾依智控系統有限公司(「上海阿艾依」)與胡黎明先生(「胡先生」)訂立協議，胡先生同意以3,900,000元人民幣向上海阿艾依收購上海延華的5%股權。

截至二零零六年三月三十一日為止的年報中，上海延華的5%股權均以2,074,029港元指定為可供出售金融資產。董事認為該協議的條款屬公平及合理，並符合本集團及本公司股東最佳利益。本集團已將獲得的款項撥作為一般營運資金。

Marketing and Sales

During the Period, our subsidiary, ITE Smartcard Solutions Limited (“ITES”), continued to receive orders to provide system enhancement and services upgrade to the Automated Passenger Clearance System (“APCS”) and the Automated Vehicle Clearance System (“AVCS”) of the Public Security Forces Services Bureau and the Customs of the Government of Macau respectively. ITES also received orders from an overseas country for the design, manufacturing and delivery of automated border control system. The design and development activities will continue until the next fiscal year. While executing this new project, ITES continues to explore similar business opportunity associated with this application. The Directors are positive that the APCS products and solutions shall remain the lead driving force of ITE’s overseas growth.

We are also glad that our subsidiary, RF Tech Limited (“RFT”)’s Optical Turnstile Poles have been used for the ASEAN Summit held in early January 2007. This access control product has taken an important security role to authenticate guests’ identity before they accessed to the venue. This international government event was successfully completed and a Philippines government department is now using the security systems. The project was primed and delivered by our system integration partner in Philippines, the Unlimited Solutions Limited, which carries and resells RFT’s product lines.

Within the Hong Kong market, ITES has been awarded with a new contract by the Electrical and Mechanical Services Department for the design, delivery and maintenance of an ISO 15693 access control system for the Infectious Disease Centre of Princess Margaret Hospital. For this new project, RFT’s latest access control products will be deployed, the completion is expected to be in the next quarter.

銷售及市場推廣

期內，本公司的附屬公司，智控系統有限公司（「智控系統」），欣然宣佈持續獲得澳門保安部隊事務局及海關有關「旅客自助過關系統」及「車輛自動通關系統」之系統擴容及服務提升合約。此外，智控系統亦獲取海外國家合約，提供該國的旅客自助過關控制系統之設計、製造及交付，相信該設計及開發的工作將延續至下一個財政年度。與此同時，智控系統繼續努力探索更多相關應用之商機。董事們抱著積極及樂觀的態度，並深信旅客自助過關系統之產品及解決方案將成為ITE開拓海外市場的一股驅動力。

於二零零七年一月初，本公司的附屬公司，RF Tech Limited（「RFT」）非常榮幸為菲律賓舉行之東南亞國家聯盟（「ASEAN」）高峰會議安裝智能卡光學閘門系統。該保安設施，為嘉賓進入會場時作身份鑑證用途。隨著會議成功完滿閉幕，菲律賓政府有關部門亦繼續使用該保安系統。這次項目的策劃及交付，由本集團於菲律賓之系統集成及產品營銷夥伴Unlimited Solutions Limited 全力執行。

在本地市場上，智控系統成功獲取香港機電工程署合約，為瑪嘉烈醫院傳染病中心以ISO15693為平台，提供設計、交付及維修門禁控制系統。該項目將採用RFT開拓的最新門禁控制產品，預計項目於下一季度完成。

Business Review

業務回顧

Our subsidiary, Quesco Systems Limited (“QSL”), business line of IT Contract Staff Services continued to grow stable with more number of staffs provided to clients and improvement of margin, QSL also engaged in the referral of staff to a new client during the Period.

Delivery and Service

During the Period, ITES is pleased to announce that the Smartcard Integrated Access and Facility Control System (“SIFS”) of the University of Hong Kong (“HKU”) was launched on 1 November 2006.

Every University has numerous campus facilities. It is increasing important to achieve more energy saving, better utilization and tighter security control of her teaching and learning facilities. For these purposes, the SIFS has been designed and developed. ITES and HKU pioneered the concept and application of smartcard driven facility management back in the last century 90'. Under the SIFS, more than 70 lecture theatres and rooms together with the facilities inside are scheduled and managed. The equipment and facility include door access control, lighting, AV equipment box, HVAC, alarm and signage display etc.

While the society is going towards more environmental, automated and secured, it is expected more systems will be installed in the campuses of Hong Kong and Macau.

Innovation and Intellectual

During the Period, RFT continued to invent and develop new products to enhance the functions and features of our solutions.

本公司的附屬公司，捷科系統顧問有限公司（「捷科顧問」）繼續為客戶提供合約僱員及轉介服務。業務持續保持穩定，除錄得突破性的人數紀錄外，並獲得良好邊際利潤增長，期內更為一新客戶提供僱員轉介服務。

交付及服務

期內，智控系統欣然宣佈香港大學之課室智能控制系統（「SIFS」）已於二零零六年十一月一日正式啟用。

每所大學均附有許多校園設施，管理者都積極於達致節省能源、更有效地使用設施和更嚴密保安控制教職設施。課室智能控制系統是在這強烈目標帶動下設計及開發。智控系統及香港大學早於九零年代後期，用嶄新概念開創以智能卡應用方案於管理系統先河。在課室智能控制系統下，超過七十所教室及內裡設施接受預定及管理。該設施及設備包括門禁控制、照明設備、投影播放系統、冷氣通風系統、警報及指示顯示器等。

正當社會對愛護環境、生活自動化及保安水平趨之若鶩，相信香港及澳門的校園將安裝更多的同類系統設備。

創新及知識資產

期內，RFT持續開拓及發展新產品以加強及提升解決方案功能。

The Visitors Detection and Biometrics Device Positioning Mechanism, a new and independent mechanism of Automated Passenger Clearance System, has been filed to the State Intellectual Property Office of P.R.C with Application No.: 200610117404.4 on 23 October 2006.

With this patent pending mechanism, the height of the visitor or user can be instantly detected. There is a movable platform, which carries and positions the biometrics device to the most appropriate position for capturing and authenticating visitor biometric characteristics.

Social Responsibility

On the World Sight Day, ORBIS organized an ORBIS Pin Day to raise awareness of preventable blindness. Many of our staffs joined the ORBIS Pin Day on 12 October 2006. We wore the ORBIS pins to remind us to take care of the blindness and try our best to support sight-saving programmes.

ORBIS reminds us that “Some 75% of the world’s 37 million blind people could easily see again. Sadly, 9 out of 10 of them live in impoverished countries with inadequate medical infrastructures. ORBIS has been fighting preventable blindness in such countries since 1982, treating over 3,000,000 patients and training more than 124,000 medical professionals.”

“Together we can bring light” is a slogan by ORBIS. ITE also believes that to save the people from darkness, we need to show concerns and take actions. ITE always encourages staffs to donate money and join activities for helping the less advantaged like this time.

「生物特徵識別訪問控制裝置」是旅客自助過關系統內置的一個嶄新而獨立的設計，於二零零六年十月廿三日，已獲中國國家知識產權局公告授予發明專利申請號：200610117404.4。

在這個專利中，訪客或使用之高度可以立即被識別，可靈活移動的平臺將採集設置送倒適當的位置，探測及識別生物特徵。

社會責任

為響應「世界視覺日」，香港奧比斯於二零零六年十月十二日舉辦「奧比斯襟章日2006」促使大眾關注眼睛的健康及預防盲疾。當天，同事們熱心參予捐款獻光明，更不忘佩帶襟章以示支持。

奧比斯提醒：「全球3,700萬失明人士中，有75%人只要有適當的眼疾治療和護理，便可讓他們重見光明。可惜地，當中九成的失明和眼疾人口居於發展中國家，然而貧窮、公共建設落後等問題導致這些國家未能發展完善的眼睛護理設施。自1982年至今，奧比斯已治療超過3,000,000名有眼疾病人，而超過124,000名醫生、護士及健康護理人員，通過奧比斯的培訓計劃提升醫療技巧。」

「燃點光明新希望」是奧比斯的宗旨。ITE深信掃除不必要的盲疾，保存長久視力是需要大家關心及薪火相傳的行動。ITE熱烈支持同事們慷慨解囊及參予公益事務。

Future Prospect

The Group is facing new business opportunity and challenge generated from our focused and devoted efforts. We strongly believe that our strength, experience and capability will bring the best returns and interests to our shareholders. 2007 will certainly be another profitable year of ITE.

Financial Performance

For the Period, the Company recorded a total revenue of approximately HK\$49 million, representing a slightly increase of 1% over the same period in 2005. Profit attributable to the shareholders of the Company for the nine months ended 31 December 2006 was approximately HK\$2 million as compared to that of approximately HK\$0.8 million for the corresponding period in 2005.

展望

本集團凝聚實力及堅毅拼搏，面對新的業務商機及挑戰。ITE深信以我們之優勢、豐富經驗及能力，將為股東們創造更大的回報及盈利。二零零七年將會是ITE另一獲得盈利增長的年度。

財務表現

期內，本集團錄得收入約為49,000,000港元，較去年同期輕微增加1%。截至二零零六年十二月三十一日止九個月的本公司股東應佔溢利約為2,000,000港元，比對去年同期錄得約為800,000港元。

Unaudited Consolidated Income Statement

未經審核綜合收益表

			Three Months ended 31 December 截至十二月三十一日止 三個月		Nine Months ended 31 December 截至十二月三十一日止 九個月	
			2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元	2006 二零零六年 HK\$'000 千港元	2005 二零零五年 HK\$'000 千港元
		Notes 附註				
Turnover	營業額	2	16,790	15,499	48,811	48,195
Cost of services rendered	已提供服務的成本		(13,523)	(11,959)	(38,431)	(38,353)
Cost of goods sold	已售貨物的成本		(298)	(378)	(1,025)	(952)
Gross profit	毛利		2,969	3,162	9,355	8,890
Other income	其他收入		319	86	729	314
Other staff costs	其他員工成本		(1,354)	(1,467)	(3,973)	(4,341)
Depreciation	折舊		(84)	(107)	(268)	(387)
Other operating expenses	其他經營開支		(1,292)	(1,055)	(4,184)	(2,838)
Profit from operations	經營溢利		558	619	1,659	1,638
Finance costs	融資成本		(385)	(307)	(1,086)	(821)
Gain on disposal of available-for-sale financial assets	出售可供出售 金融資產收益	3	-	-	1,773	-
Profit before taxation	除稅前溢利		173	312	2,346	817
Taxation	稅項	4	(50)	-	(160)	-
Profit attributable to shareholders of the Company	本公司股東 應佔溢利		123	312	2,186	817
Earnings per share	每股盈利	6				
Basic	基本		0.01 cent 仙	0.03 cent 仙	0.24 cent 仙	0.09 cent 仙
Diluted	攤薄		-	-	-	-

Unaudited Consolidated Statement of Changes in Equity 未經審核綜合權益變動表

		Share capital 股本 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	Reserves 儲備			Total 合計 HK\$'000 千港元
					Foreign currency translation reserve 外幣匯兌儲備 HK\$'000 千港元	Investment revaluation reserve 投資估值儲備 HK\$'000 千港元	Accumulated losses 累積虧損 HK\$'000 千港元	
Balance at 1 April 2005	於二零零五年四月一日結餘	9,075	22,816	10,749	-	-	(35,161) ¹	7,479
Exchange difference arising on translation of foreign operation	兌換海外業務所產生的匯兌差額	-	-	-	60	-	-	60
Profit for the period	期間溢利	-	-	-	-	-	817	817
Balance at 31 December 2005	於二零零五年十二月三十一日結餘	9,075	22,816	10,749	60	-	(34,344) ¹	8,356
Balance at 1 April 2006	於二零零六年四月一日結餘	9,075	22,816	10,749	60	(106)	(34,568) ¹	8,026
Exchange difference arising on translation of foreign operation	兌換海外業務所產生的匯兌差額	-	-	-	39	-	-	39
Profit for the Period	期內溢利	-	-	-	-	-	2,186	2,186
Balance at 31 December 2006	於二零零六年十二月三十一日結餘	9,075	22,816	10,749	99	(106) ¹	(32,382) ¹	10,251

Notes:

1. **Basis of preparation**

The unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosures required by of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The unaudited consolidated results have been prepared under the historical cost convention, as modified by the revaluation of certain investments which are carried at their fair values.

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 2006.

2. **Turnover**

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

3. **Gain on disposal of available-for-sale financial assets**

On 27 June 2006, ITE (China) Limited, a wholly-owned subsidiary of the Company, entered into an agreement with Mr. Hu pursuant to which Mr. Hu agreed to acquire 5% equity interest in Shanghai Yanhua from ITE (China) Limited at a cash consideration of RMB3,900,000. The 5% equity interest of Shanghai Yanhua was treated as available-for-sale financial assets with carrying value of HK\$2,074,029 in the annual report of the Company for the year ended 31 March 2006. The transaction was completed in August 2006 with the gain of approximately HK\$1,773,000. Further details are set out in the Company's circular dated 31 July 2006.

附註：

1. **編製基準**

此未經審核綜合業績乃根據香港會計師公會頒佈的香港財務報告準則、香港公認會計原則、香港《公司條例》及創業板上規規則適用的披露規定編製。

編製未經審核綜合業績時，除若干投資是按公平價值列帳外，其他乃採用歷史成本作為計算基準。

編製有關未經審核綜合業績所採用的主要會計政策與本集團截至二零零六年三月三十一日止年度綜合財務報表所採用者一致。

2. **營業額**

營業額指來自智能卡系統、射頻識別及資訊科技及相關服務合約、銷售智能卡相關產品以及資訊科技顧問服務。

3. **出售可供出售金融資產收益**

於二零零六年六月二十七日，本公司的全資附屬公司上海阿艾依智控系統有限公司與胡先生訂立協議，胡先生同意以3,900,000元人民幣向上海阿艾依智控系統有限公司收購上海延華的5%股權。截至二零零六年三月三十一日止年報中，上海延華的5%股權均以2,074,029港元指定為可供出售金融資產。此項交易於二零零六年八月份完成，而相關的收益約為1,773,000港元，有關的詳情請參照本公司二零零六年七月三十一日的通函。

Quarterly Results 季度業績

4. Taxation

The amount of taxation in the unaudited consolidated results represents Hong Kong profits tax which is provided at 17.5% (nine months ended 31 December 2005: 17.5%) based on the assessable profit for the Period.

No provision for income tax of the PRC has been made as the Group does not have any assessable profits for taxation purpose during the Period in the PRC.

5. Dividends

The Directors do not recommend the payment of interim dividend for the nine months ended 31 December 2006 (nine months ended 31 December 2005: Nil).

6. Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to shareholders of the Company of approximately HK\$2,186,000 (nine months ended 31 December 2005: approximately HK\$817,000) and the weighted average of 907,536,000 ordinary shares (nine months ended 31 December 2005: 907,536,000 shares) in issue during the respective periods.

(b) Diluted earnings per share

No diluted earnings per share is presented as there were no dilutive potential ordinary shares in existence during the Period and for the nine months ended 31 December 2005.

4. 稅項

於未經審核綜合業績的稅項是指按期內的應課稅溢利以17.5% (截至二零零五年十二月三十一日止九個月: 17.5%) 計算的香港利得稅。

本集團於期內無中國應課稅溢利，故財務報表並無中國企業所得稅。

5. 股息

董事不建議派發截至二零零六年十二月三十一日止九個月的中期股息 (截至二零零五年十二月三十一日止九個月: 零港元)。

6. 每股盈利

(a) 每股基本盈利

每股基本盈利乃按期內本公司股東應佔溢利約2,186,000港元 (截至二零零五年十二月三十一日止九個月: 約817,000港元) 及期內已發行股份的加權平均股數907,536,000股 (截至二零零五年十二月三十一日止九個月: 907,536,000股) 普通股計算。

(b) 每股攤薄盈利

由於期內及截至二零零五年十二月三十一日止九個月並無潛在可攤薄普通股，故並無呈列每股攤薄盈利。

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的股份、相關股份及債券及淡倉

As at 31 December 2006, 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:

於二零零六年十二月三十一日，本公司各董事及行政總裁根據證券及期貨條例第15.7及第15.8條的規定，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）的股份、相關股份及債券中擁有的權益或淡倉（包括根據證期條例的該等規定被認為或視作擁有的權益或淡倉），或必須列入根據證期條例第352條予以存置的登記冊內，或根據創業板上市規則第5.46至5.68條所載的規則必須知會本公司及聯交所的權益或淡倉載列如下：

(I) Interests in shares of the Company

(I) 本公司的股份權益

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 股本百分比
	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	-	456,250,348 (L) (Note 2) (附註2)	-	-	456,250,348 (L)	50.27%
Mr. George Roger Manho 閻偉雄先生	83,142,254 (L)	-	-	-	83,142,254 (L)	9.16%
Mr. Cheng Kwok Hung 鄭國雄先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	456,250,348 (L)	50.27%

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的股份、相關股份及債券及淡倉

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的公司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%的已發行股份。

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

As at 31 December 2006, 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.

(II) 於或有關於該等相關股份衍生工具的權益(定義見證期條例)

於二零零六年十二月三十一日，本公司董事在根據本公司購股權計劃以1港元的價格授出可認購本公司股份的購股權中擁有的個人權益。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 31 December 2006 於二零零六年十二月三十一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 期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二零零一年二月十一日	-	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二零零一年二月十一日	-	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二零零一年二月十一日	-	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二零零一年二月十一日	-	HK\$0.095 0.095港元
Dr. Lee Peng Fei, Allen 李鵬飛博士	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二零零一年二月十一日	-	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。

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的股份、相關股份及債券及淡倉

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

Name of director 董事姓名	Aggregate number in ordinary shares 普通股總計	Aggregate number in underlying shares 相關股份總計	Total 合計	Percentage to the issued share capital of the Company 佔本公司已發行股本的百分比
Mr. Lau Hon Kwong, Vincent 劉漢光先生	456,250,348 (L)	6,109,440 (L)	462,359,788 (L)	50.95%
Mr. George Roger Manho 閻偉雄先生	83,142,254 (L)	4,000,000 (L)	87,142,254 (L)	9.60%
Mr. Cheng Kwok Hung 鄭國雄先生	456,250,348 (L)	4,000,000 (L)	460,250,348 (L)	50.71%
Mr. Liu Hoi Wah 劉海華先生	-	19,112,640 (L)	19,112,640 (L)	2.11%
Dr. Lee Peng Fei, Allen 李鵬飛博士	-	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 31 December 2006, 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.

除上述所披露者外，於二零零六年十二月三十一日，董事、行政總裁或彼等的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）擁有股份或債券的權益或淡倉（包括根據證期條例的該等規定被認為或視作擁有的權益或淡倉），或必須列入根據證期條例第352條予以存置的登記冊內，或根據創業板上市規則第5.46至5.68條所載的規則必須知會本公司及聯交所的任何權益或淡倉。

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的權益

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 31 December 2006, 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.

除以上述「董事及行政總裁於本公司或聯營公司的股份、相關股份及債券及淡倉」所披露外，於二零零六年十二月三十一日，本公司、控股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的股份或債務證券（包括債券）而獲得利益，而本公司董事及行政總裁或彼等的配偶或任何未滿十八歲的子女概無任何可認購本公司證券的權利，亦無行使任何該等權利。

Substantial Interests in the Share Capital of the Company 佔本公司股本的重大權益

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2006, 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條規定存置的主要股東登記冊內獲悉，於二零零六年十二月三十一日，以下股東擁有本公司已發行股本5%或以上的權益：

	Ordinary shares held 所持普通股數目	Percentage of total issued shares 佔已發行股份 合計百分比
Rax-Comm (BVI) Limited (Note 1) (附註1)	456,250,348	50.27%
Mr. George Roger Manho (Note 2) 閻偉雄先生 (附註2)	83,142,254	9.16%

Substantial Interests in the Share Capital of the Company 佔本公司股本的重大權益

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

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的購股權計劃（「上市前計劃」）及一項上市後的購股權計劃（「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。惟尚未行使的購股權，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的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的任何條款。

Share Option Scheme 購股權計劃

(a) Pre-IPO Scheme and Post-IPO Scheme

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:

(a) 上市前計劃及上市後計劃

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，於期內尚未行使的購股權的詳情如下：

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 31 December 2006 於二零零六年十二月三十一日 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 行使購股權時須支付的每股價格	Market value per share at date of grant of options 授出購股權當日的股份市值
	Outstanding at 1 April 2006 於二零零六年四月一日 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					
Pre-IPO Scheme 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 二零一一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
George Roger Manho/Director 閻偉雄/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 二零一一年二月十一日	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 二零一一年二月十一日	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 二零一一年二月十一日	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 二零一一年二月十一日	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 二零一一年二月十一日	HK\$0.095 0.095港元	N/A 不適用
	70,140,000	-	-	-	70,140,000				
Post-IPO Scheme 上市後計劃									
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 二零一一年十二月三十一日	HK\$0.195 0.195港元	HK\$0.195 0.195港元
	2,000,000	-	-	2,000,000	-				

(b) 2002 Scheme

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.

(b) 二零零二年計劃

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的已授出購股權或即將行使的本公司二零零二年計劃及其他購股權計劃的購股權，其發行的股份數目不應超過公司股份發行總數的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的股份數目，其最高上限為公司當時已發行股份的1%。任何超出此上限的購股權授出，須於股東大會經股東批准。

Share Option Scheme 購股權計劃

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 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.

向董事、行政總裁、公司大股東或彼等的關繫人士授出購股權，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彼等的關繫人士所授出購股權，於任何十二個月期內多於公司股份的0.1%或其總值（按授出當日公司股份價格計算）高於五百萬港元，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，以總數一元的象徵式費用接受購股權。授出購股權的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，或較早者，於二零零二年計劃到期日完結。

購股權的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的收市價；(ii) 公司股份在股份授出日期前五個交易日的平均收市價；(iii) 股份面值。

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

於期內尚未行使的二零零二年計劃的購股權之詳情如下：

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 31 December 2006 ¹ 於二零零六年十二月三十一日 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 行使購股權時須支付的每股價格	Market value per share at date of grant of options 授出購股權當日的股份市值
	Outstanding at 1 April 2006 於二零零六年四月一日 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二零零二年八月八日	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 二零零三年二月九日至二零零二年八月八日	HK\$0.175 0.175港元	HK\$0.175 0.175港元
	9,900,000	-	-	-	9,900,000				

At 31 December 2006, the number of shares outstanding and issuable under the Pre-IPO Scheme, the Post-IPO scheme and the 2002 Scheme was 70,140,000, nil and 9,900,000, respectively.

於二零零六年十二月三十一日，上市前計劃、上市後計劃及二零零二年計劃可發行的股份數目分別為70,140,000、零及9,900,000。

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

購股權並無授予持有人收取股息及於股東大會投票的權利。

Purchase, Sale and Redemption of Shares of the Company

購回、出售及贖回本公司股份

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

本公司或其附屬公司於期內概無購回、出售或贖回本公司的任何股份。

Competing Interests

競爭性權益

As at 31 December 2006, 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.

於二零零六年十二月三十一日，各董事並不知悉有任何董事、管理股東或彼等各自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。

Audit Committee

審核委員會

As required by Rules 5.28 to 5.33 of the GEM Listing Rules, the Company has established an audit committee which comprises three independent non-executive directors, Dr. Lee Peng Fei, Allen, Mr. Tang Siu, Henry and Mr. Kam Hau Choi, Anthony. Dr. Lee Peng Fei, Allen was appointed the chairman of the audit committee.

根據創業板上市規則第5.28至5.33條的規定，本公司已成立審核委員會，由三名獨立非執行董事，即李鵬飛博士、鄧紹先生及關孝財先生組成。李鵬飛博士已獲委任為審核委員會主席。

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 advice and comments thereon to the Board. The Group's quarterly report for the nine months ended 31 December 2006 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.

審核委員會主要負責審議本公司的年報及帳目、半年度業績報告及季度業績報告，以及就此向董事會提供意見及建議。審核委員會已審閱本集團截至二零零六年十二月三十一日止九個月的中期報告，其成員認為該等財務報表已遵照適用的會計準則、創業板上市規則及法律規定，並已作出足夠披露。

The Company 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 separate 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. Under the code provision A.4.2 stipulates that all directors appointed to fill a causal vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

除下文詳述者外，本公司於期內均遵守創業板上市規則附錄十五的企業管治常規守則（「守則」）的所有規定。

守則條文A.2.1規定主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之間的職責分工須清晰訂明並以書面形式列載。

劉漢光先生為本公司主席兼行政總裁，負責管理董事會及本集團業務。劉先生自本公司註冊成立以來即一直擔任本公司主席兼行政總裁。董事會考慮到現有董事會的架構及本集團的業務範疇，暫時沒有迫切需要改變現狀，認為劉先生同時間擔當兩個角色，有足夠能力作出優先次序，履行任務。但是，董事會會不斷地檢討本集團企業管治架構的成效，以評估是否有分開主席與行政總裁角色的需要。

守則條文A.4.1規定非執行董事的委任應有指定任期，並須接受重選。守則條文A.4.2規定所有獲委任以填補空缺的董事須於獲委任後舉行的首次股東大會上由股東重選，而每名董事（包括有指定任期的董事）須至少每三年輪值告退一次。

Under the present Articles of Association of the Company, Mr. Lau Hon Kwong, Vincent, being Chairman and Chief Executive Officer of the Company, is not subject to retirement by rotation. This is not in compliance with the Code requirement that every director must retire by rotation once every three years.

Besides, 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 (that at each annual general meeting, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office) provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. At such, with the exception of the chairman, all Directors are subject to retirement by rotation. The management considered that there is no imminent need to amend the Articles of Association of the Company.

Directors' Securities Transactions 董事的證券交易

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 ended 31 December 2006. 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 2006.

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

Hong Kong, 5 February 2007

根據現有本公司之組織章程細則，劉漢光先生作為本公司主席及行政總裁，不須輪值告退。但這並沒有遵守守則中，所有董事須輪值告退，至少每三年一次的要求。

此外，根據本公司組織章程細則，於各股東週年大會上，當時的三分之一董事（或若其數目並非三的倍數，則為最接近但不超過三分之一者）須輪值告退，惟無論如何，董事會主席及／或本公司董事總經理在任職期間毋須輪值告退，亦毋須計入每年須告退的董事人數內。因此，除主席外，所有董事均須輪值告退。管理層認為並無即時需要修訂本公司組織章程細則。

截至二零零六年十二月三十一日止期內，本公司已就董事的證券交易採納一套守則，其條款不遜於創業板上市規則第5.48條至5.67條所載的交易所需標準。在向所有董事作出查詢後，董事截至二零零六年十二月三十一日止期內均一直遵守有關的守則及交易所需標準。

承董事會命
ITE (Holdings) Limited
主席
劉漢光

香港，二零零七年二月五日

