



# ITE (HOLDINGS) LIMITED

THIRD QUARTERLY REPORT 2008/09 第三季度業績報告

Stock Code 股份代號 : 8092



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## 香港聯合交易所有限公司 (「交易所」) 創業板市場 (「創業板」) 的特色

創業板的定位，乃為相比起其他在本交易所上市的公司帶有較高投資風險的公司提供一個上市的市場。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。創業板的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。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於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。

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本報告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」)的規定而提供有關 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) 本報告並無遺漏任何事實致使本報告所載任何內容產生誤導；及 (iii) 本報告內表達的一切意見乃經審慎周詳考慮後方作出，並以公平合理的基準及假設為依據。

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## Highlights 概要

Turnover of the Group for the nine months ended 31 December 2008 was approximately HK\$58,273,000 representing a slightly increase over the turnover of approximately HK\$58,029,000 for the same period in 2007.

Profit attributable to shareholders of the Group for the nine months ended 31 December 2008 amounted to approximately HK\$1,171,000 compared to that of approximately HK\$1,555,000 for the same period in 2007.

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2008 (nine months ended 31 December 2007: Nil).

截至二零零八年十二月三十一日止九個月期間，本集團的營業額約為58,273,000港元，較二零零七年同期的營業額約58,029,000港元輕微增加。

截至二零零八年十二月三十一日止九個月期間的本公司股東應佔溢利約為1,171,000港元，比對二零零七年同期錄得約為1,555,000港元。

董事會不建議派付截至二零零八年十二月三十一日止九個月期間的中期股息（截至二零零七年十二月三十一日止九個月：無）。

## Chairman's Statement 主席報告

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I hereby present the unaudited quarterly consolidated results of ITE and its subsidiaries (together, the "Group") for the nine months ended 31 December 2008 (the "Period").

### Mission

The mission of the Group is to become the leading provider of smartcard, radio frequency identification ("RFID"), biometrics product and solution and system integrator in the world. ITE has been pioneering and has achieved outstanding performance in the areas of smartcard system solutions and integration services in the Hong Kong Special Administrative Region ("Hong Kong" or "HKSAR"), the Macao Special Administrative Region ("Macao") and the People's Republic of China ("PRC"). With profound expertise, strong research and development ("R&D") capability, proven track record and excellent reputation, the Group has established a leading profile in our own industry and has adopted a proactive approach to introduce innovative and customised smartcard, RFID and biometrics applications to our clients. Leveraging on our extensive industry experience and intellectual assets, ITE will continue to develop innovative products and multi-applications solutions for clients coming from different industries and to expand our businesses to more overseas countries.

### Appreciation

I would like to take this opportunity to express my deepest thanks to my directors, management and staff for their dedication and hard work, and shareholders, financiers and business partners for their continued support.

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

Hong Kong, 10 February 2009

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」）截至二零零八年十二月三十一日止九個月（「期內」）的未經審核綜合季度業績。

### 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、生物特徵科技產品及方案及系統集成商。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」）在智能卡系統方案及集成工作的先驅，表現卓越共睹。本集團具備專業知識、強大的研究及開發（「研發」）能力、良好的往績及享負盛名，已在香港業界建立領導地位，並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及知識資產，ITE持續為來自不同行業的客戶研發創新產品、多功能應用方案及提供相關服務，並擴展業務至海外國家。

### 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，二零零九年二月十日

## Business Review

### 業務回顧

The global financial turmoil started last quarter has not gone away yet. It is expected that the second wave of impact will come in the next few quarters, and the negative impact on Hong Kong economy will be severe. The Directors and management of the Group shall remain very responsive and utilize our professional workforce and resources to protect the Group from any damages and to maximize our shareholders' interest.

On 1 December 2008 our solution services company, ITE Smartcard Solutions Limited ("ITES"), signed an agreement with the world leader in smartcard industry, Gemalto SA ("Gemalto"), to become their channel partner in Hong Kong and Macao. As a channel partner, ITES is eligible to resell and reintegrate Gemalto's products and solutions.

Gemalto is also acclaimed as the world leader in the area of digital security. Their end-to-end security solutions are designed to make personal digital interactions more convenient, safer and more enjoyable. Gemalto's activities range from the development of software applications through the design and production of secure personal devices such as smartcards and e-passports, to the deployment of managed services.

During the Period, ITES has been awarded and has completed a number of projects in Hong Kong and Macao. Teaming up with our another group company Quesco Systems Limited, the two companies together supplied cards and provided support to the renewal of the Construction Workers Registration Card which was first introduced in 2005. Now, there are more than 200,000 cards in use.

自上季度金融危機爆發至今，陰霾籠罩全球，情況未見改善，預期第二浪的沖擊於未來季度出現，將拖累本港經濟，並造成更嚴峻的萎靡。董事及集團管理層將謹慎及靈活應變、節流保才及強化管理以減低衝擊對集團的損害，為股東創建最佳利益。

於二零零八年十二月一日，本集團提供方案及服務的全資附屬子公司，智控系統有限公司（「智控系統」）與全球智能卡業務具領導地位的Gemalto SA簽署合作夥伴協議，成為其產品及系統方案於香港及澳門銷售及整合業務的夥伴。

Gemalto是全球數碼安保業界的領導者，它的端到端產品設計令個人數碼互動更方便及安全，令使用者樂在其中。Gemalto的業務領域乃透過個人安保設備，如智能卡及電子護照等的設計及生產，從發展軟件方案深入至管理內容服務。

期內，智控系統投得並完成多項香港及澳門工程。自二零零五年起，智控系統與本集團另一全資附屬子公司，捷科系統顧問有限公司共同攜手為建造業工人註冊局提供超過貳拾萬張建造業工人註冊證，現正為新一輪換領工作提供智能卡供應及相關服務。

## Business Review 業務回顧

Our product arm RF Tech Limited is pleased to announce the successful completion of the research and development project, Embedded Computer Vision Escalator Passenger Monitor, which is co-funded by the Innovation and Technology Commission of the HKSAR. An international patent under the Patent Cooperation Treaty was filed for the full protection of our rights in the new product. With the support from a local public organization which is a user of massive escalators, a prototype has been installed and are currently under trial testing.

### Social Responsibility

As a member of the caring community, the Group commits to contribute to our society through the participation of various social activities.

On 19 October 2008, the Suicide Prevention Services (“SPS”) and Hong Kong Parkview organized a Charity Bazaar in Hong Kong. More than ten staffs of the Group participated and supported the event. Established in 1995, SPS is a voluntary organization dedicated wholeheartedly to 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.

On 9 October, 2008, we joint hands with ORBIS by participating in the ORBIS Pin Campaign 2008 to embrace their mission to support the World Health Organization’s World Sight Day.

ITE will continue to contribute to meaningful social events in order to push forward the core values of our Group.

本集團另一科研及產品公司RF Tech Limited ([RF Tech])，欣然宣佈「嵌入式計算機視覺扶梯人流監察警報裝置」的研發工作已順利完成，此研發項目獲得創新科技署的基金贊助，現正透過專利合作條約 (Patent Cooperation Treaty) 申請國際專利。在本港一間使用大量扶梯的公營機構鼎力支持下，是項產品的原型已經安裝完成，並進行實地試驗測試。

### 社會責任

環境保護、關懷弱勢、堅持可持續發展是本集團企業社會責任的根本。於期內，本集團持續參與多項社區慈善活動。

「生命熱線」與港島陽明山莊於二零零八年十月十九日攜手舉辦「慈善嘉年華會」，超過十位熱心的同事積極參與義賣工作。生命熱線於一九九五年成立，服務以義工為本，為失落、無助、感到絕望及有情緒困擾的人士提供益友及其他預防自殺服務，使他們情緒得以舒緩，從而積極面對人生。

為響應「世界視覺日」，香港奧比斯於二零零八年十月九日舉辦「奧比斯襟章日2008」，同事們熱心參與捐款獻光明，更佩帶襟章以示支持。

ITE致力推動企業核心價值，熱烈鼓勵及支持同事們參與公益事務活動。

## Business Review 業務回顧

### Future Prospect

Despite the impact from the current financial turmoil, the Directors are glad to report profitability for three consecutive quarters in this fiscal year. Heading for 2009, the Director shall remain prudent in the business development activity while continuing the long-term investment in innovation, technology and intellectual assets which are critical to the sustainability and competitiveness of our businesses.

### Financial Performance

For the Period, the Group has recorded total revenue of approximately HK\$58 million, representing a slightly increase over the same period in 2007. Profit attributable to the shareholders of the Group for the nine months ended 31 December 2008 was approximately HK\$1.17 million as compared to approximately HK\$1.56 million for the corresponding period in 2007.

### 展望

儘管本港受環球金融海嘯衝擊，經濟嚴重惡化，本集團宣佈二零零九年財政年度連續三季度業績錄得盈利。展望新一年，我們將審慎營運，繼續加強長遠的高新科技和知識資產的投資，以確保集團的持續發展及競爭能力。

### 財務表現

期內，本集團錄得收入約為58,000,000港元，較去年同期輕微增加。截至二零零八年十二月三十一日止九個月的本公司股東應佔溢利約為1,170,000港元，比對去年同期錄得約為1,555,000港元。



Quarterly Results  
季度業績

## 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	
			2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
		Note 附註				
<b>Turnover</b>	營業額	3	<b>20,744</b>	22,627	<b>58,273</b>	58,029
Cost of services rendered	已提供服務的成本		<b>(16,261)</b>	(17,809)	<b>(45,754)</b>	(45,113)
Cost of goods sold	已售貨物成本		<b>(664)</b>	(691)	<b>(1,329)</b>	(2,052)
<b>Gross profit</b>	毛利		<b>3,819</b>	4,127	<b>11,190</b>	10,864
Other income	其他收益		<b>151</b>	153	<b>296</b>	452
Administrative expenses	行政費用		<b>(3,121)</b>	(3,136)	<b>(9,493)</b>	(8,718)
<b>Profit from operations</b>	經營溢利		<b>849</b>	1,144	<b>1,993</b>	2,598
Finance costs	融資成本		<b>(240)</b>	(299)	<b>(652)</b>	(941)
<b>Profit before taxation</b>	除稅前溢利		<b>609</b>	845	<b>1,341</b>	1,657
Taxation	稅項	4	<b>(150)</b>	(50)	<b>(170)</b>	(102)
<b>Profit attributable to shareholders of the Company</b>	本公司股東應佔溢利		<b>459</b>	795	<b>1,171</b>	1,555
<b>Earnings per share</b>	每股盈利	6				
Basic	基本		<b>0.05 cent</b> 仙	0.09 cent 仙	<b>0.13 cent</b> 仙	0.17 cent 仙
Diluted	攤薄		-	0.09 cent 仙	-	0.17 cent 仙

## Quarterly Results

### 季度業績

## 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	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	Exchange 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 2007	於二零零七年四月一日結餘	9,075	22,816	10,749	187	(72)	(33,610)	9,145
Exchange difference arising on translation of foreign operation	兌換海外業務所產生的匯兌差額	-	-	-	(85)	-	-	(85)
Profit for the period	期間溢利	-	-	-	-	-	1,555	1,555
Balance at 31 December 2007	於二零零七年十二月三十一日結餘	9,075	22,816	10,749	102	(72)	(32,055)	10,615
Balance at 1 April 2008	於二零零八年四月一日結餘	9,075	22,816	10,749	432	94	(32,524)	10,642
Disposal of available-for-sale financial assets	出售可供出售金融資產	-	-	-	-	(94)	-	(94)
Repurchase of shares	股份回購	(15)	(83)	-	-	-	-	(98)
Profit for the Period	期內溢利	-	-	-	-	-	1,171	1,171
Balance at 31 December 2008	於二零零八年十二月三十一日結餘	9,060	22,733	10,749	432	-	(31,353)	11,621

Notes:

## 1. Basis of preparation

The unaudited consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the financial instruments classified as available-for-sale are stated at their fair value.

The principal accounting policies used in the preparation of the unaudited consolidated financial statements are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2008.

## 2. Adoption of New and Revised Hong Kong Financial Reporting Standards (“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 and the Company. The adoption of these new and revised HKFRSs did not result in substantial changes to the Group’s accounting policies and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the financial statements of the Group.

附註：

## 1. 編製基準

此未經審核綜合財務報表乃根據香港會計師公會（「會計師公會」）頒佈的香港財務報告準則、香港《公司條例》及創業板上市規則適用的披露規定編製。

除金融工具被評定為可供出售並以公平價值列帳外，本財務報表均以歷史成本為編製基準。

編製有關未經審核綜合財務報告所採用的主要會計政策與本集團截至二零零八年三月三十一日止年度綜合財務報表所採用者一致。

## 2. 採納新及修訂香港財務報告準則

會計師公會已頒佈若干新訂及經修訂財務報告準則，於本集團及本公司的當前會計期間首次生效或可供提前採用。採納有關新及修訂財務報告準則並無令本集團的會計政策及呈報數目出現重大變動。

本集團並無採用已頒佈但未生效的新財務報告準則，而採用此新財務報告準則對財務報表並無重大影響。

## Quarterly Results

### 季度業績

### 3. Turnover

		Nine Months Ended 31 December 截至十二月三十一日止九個月	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Provision of smartcard systems, radio frequency identification ("RFID") and IT services	提供智能卡系統、射頻 識別及資訊科技服務		
– Service revenue	– 服務收益	8,115	14,946
– Income from maintenance services	– 保養服務收入	5,400	3,408
– Sales of service related products	– 銷售服務相關產品	2,317	3,209
		15,832	21,563
Consultancy income	顧問收入	42,441	36,466
		58,273	58,029

### 3. 營業額

### 4. Taxation

The provision for Hong Kong profits tax for 2008 is calculated at 16.5% (2007: 17.5%) of the estimated assessable profits for the Period. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

No provision for income tax of the PRC has been made in the financial statements as the Group does not have any assessable profits for taxation purpose in the PRC during the Period (2007: Nil).

### 5. Dividends

The Directors do not recommend the payment of interim dividend for the nine months ended 31 December 2008 (nine months ended 31 December 2007: \$Nil).

### 4. 稅項

二零零八年度之香港利得稅是按期內應課稅溢利以16.5% (二零零七年: 17.5%) 計算。海外的應課稅溢利稅項, 則分別根據現行法例、詮釋及慣例按本集團經營國家的現行稅率計算。

本集團於期內無中國可評估的溢利, 故財務報表並無中國應課稅 (二零零七年: 無)。

### 5. 股息

董事會不建議派付截至二零零八年十二月三十一日止九個月的中期股息 (截至二零零七年十二月三十一日止九個月: 無)。

## Quarterly Results 季度業績

### 6. Earnings per share

The calculation of the basic and diluted earnings per share is based on:

### 6. 每股盈利

每股基本及攤薄盈利乃根據以下數據計算：

		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	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit attributable to shareholders of the Company	本公司股東應佔溢利	459	795	1,171	1,555
		'000	'000	'000	'000
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利的普通股加權平均數	905,984	907,536	906,938	907,536
Effect of deemed issue of shares under the Company's share option scheme for nil consideration	根據本公司沒有報酬的購股權計劃被視作已發行股份的影響	-	15,834	-	22,203
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利的普通股加權平均數	905,984	923,370	906,938	929,739

## Quarterly Results

### 季度業績

#### 7. Share capital

#### 7. 股本

		Number of shares 股份數目	Amount 金額 HK\$ 港元
Authorised: Ordinary shares of HK\$0.01 each	法定股本： 每股面值0.01元的普通股	<b>2,000,000,000</b>	20,000,000
Issued and fully paid: At 1 April 2007, 31 March 2008 and 1 April 2008	已發行及繳足股本： 於二零零七年四月一日、 二零零八年三月三十一日及 二零零八年四月一日	<b>907,536,000</b>	9,075,360
Repurchase of shares	股份購回	<b>(1,552,000)</b>	(15,520)
At 31 December 2008	於二零零八年十二月三十一日	<b>905,984,000</b>	9,059,840

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

As at 31 December 2008, 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:

## 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

於二零零八年十二月三十一日，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，本公司或其任何相關法團（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交易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					Total 合計	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			
Mr. Lau Hon Kwong, Vincent 劉漢光先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	-	456,250,348 (L)	50.36%
Mr. George Roger Manho 閻偉雄先生	83,142,254 (L)	-	-	-	-	83,142,254 (L)	9.18%
Mr. Cheng Kwok Hung 鄭國雄先生	-	456,250,348 (L) (Note 2) (附註2)	-	-	-	456,250,348 (L)	50.36%

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 40.37% and 31.48% of the entire issued share capital of Rax-Comm, respectively.

附註：

- 「L」字表示股份為好倉。
- 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 40.37%及31.48%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 2008, 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）**

於二零零八年十二月三十一日，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以下的個人權益。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 2008 於二零零八年 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 聞偉雄先生	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」字表示股份為好倉。



**(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)	51.03%
Mr. George Roger Manho 聞偉雄先生	83,142,254 (L)	4,000,000 (L)	87,142,254 (L)	9.62%
Mr. Cheng Kwok Hung 鄭國雄先生	456,250,348 (L)	4,000,000 (L)	460,250,348 (L)	50.80%
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」字表示股份為好倉。

Save as disclosed above, as at 31 December 2008, 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，於二零零八年十二月三十一日，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交易所的任何權益或淡倉。

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

Save as disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures", as at 31 December 2008, 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.

## 董事及行政總裁購買股份或債務證券的權益

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，於二零零八年十二月三十一日，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 SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 December 2008, the Company had been notified of the following interests, being 5% or more of the issued share capital of the Company:

## 主要股東於本公司的股份、相關股份及淡倉

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，於二零零八年十二月三十一日，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	50.36%
Mr. George Roger Manho 聞偉雄先生 (Note 2) (附註2)	83,142,254	9.18%

Notes:

- 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".
- 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".

附註：

- 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。
- 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

The Company adopted a pre-IPO share option scheme (the "Pre-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 was simultaneously terminated. Upon termination of the Pre-IPO Scheme, no further options may be offered thereunder. However, in respect of the outstanding options, the provisions of the Pre-IPO Scheme shall remain in force. The outstanding options granted under the Pre-IPO Scheme shall continue to be subject to the provisions of the Pre-IPO Scheme 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.

## 購股權計劃

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」）。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。待上市前計劃終止後，不得再根據此計劃提呈任何購股權。惟尚未行使的購股權，此項計劃應繼續生效。上市前計劃尚未行使的購股權應繼續分別按該項計劃提供，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。

**(a) Pre-IPO Scheme**

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

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 2008 於二零零八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 2008 於二零零八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					
<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				

**(a) 上市前計劃**

以上提及，上市前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：

**(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.

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.

**(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。

向董事、行政總裁、公司大股東或其任何伙伴授出購股權，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伙伴所授出的購股權，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。

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:

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 2008 於二零零八年十二月三十一日 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 2008 於二零零八年四月一日 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 二零零三年二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 31 December 2008, the number of shares outstanding and issuable under the Pre-IPO Scheme and the 2002 Scheme were 70,140,000 and 9,900,000 respectively.

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

獲授予購股權者可於提供授出購股權的二十一天內，以總數一元港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之日，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。

於期內尚未行使的二零零二年計劃的購股權的詳情如下：

於二零零八年十二月三十一日，上市前計劃及二零零二年計劃可發行的股份數目分別為70,140,000及9,900,000。

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

During the Period, the Company repurchased a total of 1,552,000 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 2008, details of which were as follows:

期內，本公司根據於二零零八年八月八日舉行的股東週年大會上獲股東授予董事購回股份的一般授權，於交易所購回每股面值港幣0.01元合共1,552,000股股份，詳情如下：

Date of repurchase 購回日期	No. of shares repurchased 購回股份數目	Price per share repurchased 每股股份價格		Total consideration (before expenses) 代價總額 (未計開支) HK\$ 港元
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
9 September 2008 二零零八年九月九日	272,000	0.075	-	20,400
10 September 2008 二零零八年九月十日	100,000	0.075	-	7,500
11 September 2008 二零零八年九月十一日	100,000	0.070	-	7,000
12 September 2008 二零零八年九月十二日	100,000	0.070	-	7,000
17 September 2008 二零零八年九月十七日	100,000	0.052	-	5,200
18 September 2008 二零零八年九月十八日	188,000	0.045	-	8,460
19 September 2008 二零零八年九月十九日	92,000	0.048	-	4,416
22 September 2008 二零零八年九月二十二日	200,000	0.059	-	11,800
23 September 2008 二零零八年九月二十三日	200,000	0.059	-	11,800
24 September 2008 二零零八年九月二十四日	200,000	0.059	-	11,800
	1,552,000			95,376



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

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the Period.

## COMPETING INTERESTS

As at 31 December 2008, 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.

## AUDIT COMMITTEE

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.

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 2008 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.

全部上述購回的股份已隨後註銷，另本公司的已發行股本亦已扣除此等股份的面值。購回股份是為提高每股資產淨值及每股盈利，有利於股東整體利益而進行。

除上文所披露外，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。

## 競爭性權益

於二零零八年十二月三十一日，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。

## 審核委員會

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。李鵬飛博士已獲委任為審核委員會主席。

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二零零八年十二月三十一日止九個月的季度報表，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。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealing as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the Period. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct and the required standard of dealings throughout the period ended 31 December 2008.

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

Hong Kong, 10 February 2009

*The Board as of the date of this report comprises Mr. Lau Hon Kwong, Vincent, Mr. George Roger Manho, Mr. Cheng Kwok Hung and Mr. Liu Hoi Wah as executive directors, Dr. Lee Peng Fei, Allen, Mr. Tang Siu, Henry and Mr. Kam Hau Choi, Anthony as independent non-executive directors.*

## 董事的證券交易

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，本公司董事截至二零零八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，二零零九年二月十日

於本報告日期，本公司的董事會包括執行董事劉漢光先生、聞偉雄先生、鄭國雄先生、劉海華先生；獨立非執行董事李鵬飛博士、鄧紹先生及關孝財先生。

