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This announcement, for which the directors of ITE (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of the Exchange for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of ITE (Holdings) Limited (the “Company”) will be held at Units C & D, 1/F., Por Yen Building, 478 Castle Peak Road, Kowloon, Hong Kong on Tuesday, 3 January 2023 at 2:30 p.m. for the following purposes of considering and, if thought fit, passing the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in the Appendix to the circular of the Company dated 6 December 2022, be and are hereby approved;
- (b) the amended and restated articles of association of the Company (the “**Amended and Restated Articles of Association**”), which incorporates the Proposed Amendments, in the form produced to the EGM and marked “A” and initialed by the chairman of the EGM for identification purpose, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to and implement upon the close of the EGM and Proposed Amendments and the adoption of the Amended and Restated Articles of Association.”

Yours faithfully
For and on behalf of the Board of
ITE (Holdings) Limited
Lau Hon Kwong Vincent
Chairman

Hong Kong, 6 December 2022

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Units C & D, 1/F
Por Yen Building
478 Castle Peak Road
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the website of the Exchange at www.hkexnews.hk. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders of the Company at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the EGM shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
5. In relation to the proposed resolution above, details of the Proposed Amendments are set out in the Appendix to the circular of the Company dated 6 December 2022.
6. The register of members will be closed from Wednesday, 28 December 2022 to Tuesday, 3 January 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 23 December 2022.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on that date of the EGM, the meeting may be adjourned in accordance with the articles of association of the Company. The Company will publish announcement on the website of the Company at www.hkite.com and on the HKExnews website of the Exchange at www.hkexnews.hk to notify the shareholders of the Company of that date, time and venue of the adjourned meeting.
8. Reference to time and dates in this notice are to Hong Kong time and dates.

9. To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of Covid-19 spreading, the following precautionary measure will be taken at the meeting of the Company:
- (i) *compulsory body temperature checks will be conducted for every attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.*
 - (ii) *Every attendee is required to wear a surgical mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.*
 - (iii) *No refreshment will be served, and there will be no corporate gift.*

The shareholders of the Company are strongly encouraged to appoint the chairman of the meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting of the Company in person.

The board of directors of the Company as of the date of this announcement comprises Mr. Lau Hon Kwong, Vincent, Mr. Cheng Kwok Hung and Mr. Liu Hoi Wah as executive directors, Mr. Wong Wang Fat, Andrew, Mr. Kam Hau Choi, Anthony and Mr. Wai Hing Cheung as independent non-executive directors.

This announcement will remain on the “Latest Company Announcements” page of the Exchange’s website at www.hkexnews.hk for at least 7 days from its date of publication and on the website of the Company at www.hkite.com.