



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

Form of proxy for use by shareholders at the Annual General Meeting convened to be held at Tang Room 1, 3/F., Sheraton Hong Kong Hotel, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 15 July 2004 at 10:30 a.m.

I/We (Note 1) _____
of _____
being the holder(s) of _____ (Note 2) Ordinary Shares of HK\$0.01 each of the above-named
Company hereby appoint the chairman of the meeting or _____
of _____
or failing him _____
of _____ (Note 3)
to act as my/our proxy at the Annual General Meeting of the Company to be held on Thursday, 15 July 2004 and at any
adjournment thereof and to vote on my/our behalf as directed below.

Please indicate with an "X" in the spaces provided how you wish the proxy to vote on your behalf.

		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2004		
2.	To re-elect Mr. Liu Hoi Wah as a Director of the Company		
3.	To authorise the Board of Directors to fix Directors' remuneration		
4.	To re-appoint Auditors for the ensuing year and authorise the Board of Directors to fix their remuneration		
5.	Ordinary Resolution – to give a general mandate to issue new shares		
6.	Ordinary Resolution – to give a general mandate to repurchase shares		
7.	Ordinary Resolution – to give a general mandate to issue new shares on shares repurchased		
8.	Special Resolution – to amend the Articles of Association of the Company		

Shareholder's Signature _____ (Notes 4 and 5) Dated _____

- Notes:
- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - A proxy need not be a member of the Company. If any proxy other than the Chairman of the Meeting is appointed, delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
 - In the case of joint holders, this form of proxy must be signed by the member whose name stands first on the register of members.
 - This form of proxy must be signed by the appointor, or his attorney duly authorized in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
 - If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. The proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
 - In order to be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that authority must be deposited with 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 later than 48 hours before the time for holding the Meeting or adjourned Meeting.
 - Any alterations made on this form should be initialed by the person who signs it.