



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 I, 3rd Floor, Sheraton Hong Kong Hotel, 20 Nathan Road, Kowloon, Hong Kong on Tuesday, 8 August 2006 at 10:30 a.m.

I/We (Note 1) _____ of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each in the capital of ITE (Holdings) Limited (the "Company") hereby appoint the Chairman of the meeting or (Note 3) _____ of _____ to act as my/our proxy/proxies at the Annual General Meeting of the Company (the "Meeting") to be held at Tang Room I, 4th Floor, Sheraton Hong Kong Hotel, 20 Nathan Road, Kowloon, Hong Kong. on Tuesday, 8 August 2006 at 10:30 a.m. and any adjournment thereof and to vote on my/our behalf as directed below:

Resolutions		For (Note 4)	Against (Note 4)
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Auditors for the year ended 31 March 2006		
2.	To re-elect Mr. George Roger Manho as Executive Director		
3.	To re-elect Mr. Tang Siu, Henry as Independent Non-Executive Director		
4.	To authorise the board of directors to fix the remuneration of directors		
5.	To re-appoint auditors for the ensuing year and authorise the board of directors to fix their remuneration		
6.	Ordinary Resolution – to give a general mandate to issue new shares		
7.	Ordinary Resolution – to give a general mandate to repurchase shares		
8.	Ordinary Resolution – to give a general mandate to issue new shares on shares repurchased		

Shareholder's Signature _____ (Notes 5 and 6) 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. Any alternation made to this form of proxy must be initiated by the person(s) who sign(s) it.
- IMPORTANT:** If you wish to vote for any resolution, "✓" in the appropriate boxes marked "FOR". If you wish to vote against any resolution, "✓" in the box marked "AGAINST". Failure to tick either box will entitled your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that those referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised in writing.
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named being the senior.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrars, Hong Kong Registrars Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.