



ITE (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8092)

Form of proxy for use by shareholders of the ITE (Holdings) Limited (the “Company”) at the Extraordinary General Meeting convened to be held at Units 1005-07, Level 10, Manulife Provident Funds Place, 345 Nathan Road, Kowloon, Hong Kong on Friday, 20 April 2007 at 3:30 p.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 Extraordinary General Meeting of the Company (the “Meeting”) to be held at Units 1005-07, Level 10, Manulife Provident Funds Place, 345 Nathan Road, Kowloon, Hong Kong. on Friday, 20 April 2007 at 3:30 a.m. and any adjournment thereof and to vote on my/our behalf as directed below:

Ordinary Resolution	For (Note 4)	Against (Note 4)
To appoint Baker Tilly as the auditors of the Company to fill the vacancy following the resignation of RSM Nelson Wheeler and to authorize the board of directors of the Company to fixed their remuneration.		

Shareholder’s Signature _____ (Notes 5 and 6) Dated _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 initialed by the person(s) who sign(s) it.
4. **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.
5. 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.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. 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 46/F., 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 adjourned thereof.
8. 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.
9. Any alterations made to this form of proxy must be initialed by the person who signs it.