



# 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 Diamond Room 8, B1/F., Eaton Hotel, 380 Nathan Road, Kowloon, Hong Kong on Wednesday, 29 July 2009 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 Diamond  
Room 8, B1/F., Eaton Hotel, 380 Nathan Road, Kowloon, Hong Kong on Wednesday, 29 July 2009 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 ("Directors") and auditors of the Company for the year ended 31 March 2009		
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 ("Board") to fix the remuneration of Directors		
5.	To re-appoint auditors for the ensuing year and authorise the Board to fix their remuneration		
6.	To give a general mandate to the Board to issue new shares		
7.	To give a general mandate to the Board to repurchase shares		
8.	To give a general mandate to the Board 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 initialed 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 entitle 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 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 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. In such event, this form of proxy shall be deemed to be revoked.