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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 of The Stock Exchange of Hong Kong Limited 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)**

### **CLARIFICATION ANNOUNCEMENT IN RELATION TO THE CIRCULAR AND THE NOTICE OF THE ANNUAL GENERAL MEETING**

References are made to the notice convening the annual general meeting (“AGM”) of ITE (Holdings) Limited (the “**company**”) to be held on Monday, 31 July 2023 (“**Notice of AGM**”) and the circular of the Company containing the Notice of AGM (the “**Circular**”, and together with the Notice of AGM, the “**AGM Documents**”) both dated 27 June 2023. Unless otherwise stated, capitalized terms used herein shall bear the same meanings as defined in the AGM Documents.

The Company has noted an inadvertent inconsistency in the resolutions between the Notice of AGM and the form of proxy for use at the AGM (the “**Proxy Form**”), and wishes to clarify the Resolutions numbered 3 to 5 set out in the Notice of AGM as follows:

- ~~“3. To re-elect retiring directors (the “directors”) of the company and authorise the board of directors to fix the remuneration of directors; To re-elect Mr. Yeung Kin Hing as an independent non-executive director of the company;~~
4. To re-elect Mr. Lau Hon Kwong, Vincent as an executive director of the company;
5. To re-elect Mr. Wai Hing Cheung as an independent non-executive director of the company;
6. To authorise the board of directors to fix the remuneration of directors of the company;
- ~~4.7. To re-appoint auditor of the company and authorise the board of directors to fix their remuneration;~~

5-8. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

(A) “**THAT**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (“Exchange”), the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the company to allot, issue and deal with new shares in the capital of the company and to make and grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the company) which might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors during the Relevant Period to make and grant offers, agreements and options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the company) which might require shares to be allotted after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the company; or
  - (iii) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the company which carry rights to subscribe for or are convertible into shares of the company; or
  - (iv) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the company in accordance with the articles of association of the company (the “articles”), shall not exceed 20 per cent. of the aggregate number of issued shares of the company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the company;
- (ii) the expiration of the period within which the next annual general meeting of the company is required by any applicable law or the articles of association of the company to be held; or

- (iii) the passing of an ordinary resolution by the shareholders of the company in general meeting revoking or varying the authority given to the directors by this resolution.

“Rights Issue” means an offer of shares in the company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors to holders of shares in the company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the company, or any recognised regulatory body or any stock exchange applicable to the company).”

9. ~~(B)~~ “**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all powers of the company to repurchase its shares on GEM or on any other stock exchange on which the shares of the company may be listed and recognised by the Securities and Futures Commission and the Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules of the Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the company which the company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the company as at the date of the passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the company;
- (ii) the expiration of the period within which the next general meeting of the company is required by any applicable law or the articles of association of the company to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the company in general meeting revoking or varying the authority given to the directors by this resolution.”

10. (C) “**THAT**, subject to the passing of resolution nos. ~~5A 8~~ and ~~5B 9~~, the general mandate granted to the directors to allot, issue and deal with new shares pursuant to resolution ~~5A 8~~ be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the company under the authority granted pursuant to resolution ~~5B 9~~ provided that such extended amount shall not exceed 10 per cent. of the aggregate number of issued shares of the company as at the date of passing of this resolution.””

Save as clarified above, all information contained in the AGM Documents is correct and remains unchanged, and that the Proxy Form which has been despatched to the Shareholders on 27 June 2023 shall remain unchanged and valid for use at the AGM.

By order of the Board  
**ITE (Holdings) Limited**  
**Yeung Yuen Chun Mona**  
*Company Secretary*

Hong Kong, 4 July 2023

*The board of directors 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. Kam Hau Choi, Anthony, Mr. Wai Hing Cheung and Mr. Yeung Kin Hing as independent non-executive directors.*

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