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(Incorporated in Bermuda with limited liability)
(Stock Code: 999)

IN THE SUPREME COURT OF BERMUDA

CIVIL JURISDICTION

COMMERCIAL COURT

2021: No. 19

IN THE MATTER OF

I.T LIMITED

AND

SECTION 99 OF THE COMPANIES ACT 1981

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 4 March 2021 made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) to be convened for the purpose of considering and, if thought fit, approving (with or without modification), a scheme of arrangement (the “**Scheme**”) proposed to be made between I.T Limited (the “**Company**”) and the Scheme Shareholders and that the Scheme Meeting will be held at Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 16 April 2021 at 10:00 a.m. (Hong Kong time) at which all Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of an explanatory statement required by section 100 of the Companies Act 1981 explaining, amongst other things, the effect of the Scheme are incorporated in the composite scheme document of which this notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Scheme Shareholders may vote in person at the Scheme Meeting or they may appoint another person, whether a member of the Company or not, to attend, speak and vote in their stead. A **pink** form of proxy for use at the Scheme Meeting (or any adjournment thereof) is enclosed with the composite scheme document. The completion and return of the **pink** form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Scheme Meeting, or any adjournment thereof, if he/she so wishes and in such event, the **pink** form of proxy previously submitted will be revoked by operation of law.

In the case of joint holders of a Scheme Share (as defined in the Scheme), any one of such joint holders may vote at the Scheme Meeting, either in person or by proxy, in respect of the Shares (as defined in the Scheme) registered in their joint names as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the Scheme Meeting in person or by proxy, 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 be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding of the Shares.

In the case of a Scheme Shareholder which is a corporation, the Scheme Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Scheme Meeting and exercise the same powers on behalf of the corporate Scheme Shareholder as if the corporate Scheme Shareholder was an individual Scheme Shareholder of the Company.

It is requested that the **pink** form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 10:00 a.m. on Wednesday, 14 April 2021, but if the **pink** form of proxy is not so lodged, it may alternatively be handed to the chairman of the Scheme Meeting at the Scheme Meeting before the taking of the poll and the chairman of the Scheme Meeting shall have absolute discretion as to whether or not to accept it. Please note that Friday, 2 April 2021 to Tuesday, 6 April 2021 are not working days in Hong Kong and the offices of Computershare Hong Kong Investor Services Limited will not be open on these days for physical delivery of the **pink** forms of proxy.

By the Order, the Court has appointed Sham Kar Wai, a director of the Company, or failing him any other director of the Company or the secretary of the Company as at the date of the Scheme Meeting, to act as the chairman of the Scheme Meeting and has directed the chairman of the Scheme Meeting to report the proceedings of and voting at the Scheme Meeting to the Court.

The Scheme is subject to the subsequent sanction of the Court.

Dated: 22 March 2021

By order of the Court
Conyers Dill & Pearman Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
Attorneys for the Company

Notes:

1. Voting at the Scheme Meeting will be determined by way of a poll.
2. Any shareholder entitled to attend and vote at the Scheme Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. For the purpose of determining the entitlements of holders of Scheme Shares to attend and vote at the Scheme Meeting, the register of members of the Company will be closed from Tuesday, 13 April 2021 to Friday, 16 April 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the right to attend and vote at the Scheme Meeting, all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 12 April 2021.
4. Given the ever-evolving COVID-19 pandemic and the importance of safeguarding the health and safety of the Shareholders and attendees of the Scheme Meeting, the Company will implement precautionary measures at the venue of the Scheme Meeting which include but are not limited to:
 - (i) All shareholders, proxies and other attendees are subject to compulsory body temperature check at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius or has any flu-like symptoms or is otherwise unwell will not be permitted to enter into the venue.
 - (ii) All attending shareholders, proxies and other attendees are required to submit at the entrance of the venue a completed health declaration form (a copy can be downloaded from the Company's website at www.ithk.com). Any shareholder, proxy and other attendee who has travelled to areas outside of Hong Kong at any time in the preceding 14 days of the Scheme Meeting, or is subject to any compulsory quarantine prescribed by Department of Health of Hong Kong, or has close contact with confirmed case(s) and/or probable case(s) of COVID-19 patient(s), or lives with or has close contact with any person under home quarantine or self-quarantine in relation to COVID-19 will be denied entry into the venue.
 - (iii) All shareholders, proxies and other attendees are required to clean their hands with alcohol-based hand sanitizer before entering the venue. All participants must wear a surgical mask and observe good personal hygiene throughout the Scheme Meeting.
 - (iv) Appropriate distance and space will be maintained in the seating plan. As the meeting room is of limited capacity, the Company may have other alternative arrangement at the venue as may be necessary.
 - (v) The Company will not provide refreshments and will not distribute corporate gifts.
 - (vi) If any participant declines to comply with any of the abovementioned measures, the Company reserves the right to deny such person to enter into the venue or to request him/her to leave the venue.
 - (vii) The Company shall follow the latest directions under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation and implement further precautionary measures as and when necessary.

The Company strongly advises Scheme Shareholders to appoint the Chairman of the Scheme Meeting as their proxy to vote on the resolution as an alternative to attending and voting at the Scheme Meeting in person.

As at the date of this notice, the Executive Directors of the Company are Mr. Sham Kar Wai, Mr. Sham Kin Wai, and Mr. Chan Wai Kwan; and the Independent Non-Executive Directors are Mr. Francis Goutenmacher, Dr. Wong Tin Yau, Kelvin, JP and Mr. Tsang Hin Fun, Anthony.