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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of I.T Limited (the “**Company**”) will be held at Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 16 April 2021 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Scheme Meeting), for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the scheme document of the Company dated 22 March 2021 of which this notice forms part.

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the Scheme between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Scheme Meeting, on the Effective Date, any reduction of the issued share capital of the Company by the cancellation of the Scheme Shares be and is hereby approved.”

ORDINARY RESOLUTIONS

2. “**THAT**:
 - (A) subject to and contemporaneously with the cancellation of the Scheme Shares, the issued share capital of the Company shall be maintained by the allotment and issue to the Offeror of such number of new shares of the Company (the “**New Shares**”), credited as fully paid, as is equal to the number of the Scheme Shares cancelled;
 - (B) the Company shall apply the reserve created in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par the New Shares; and

- (C) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of the shares of the Company from the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of the issued share capital of the Company; (iii) the allotment and issuance of the New Shares to the Offeror referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme which the Court may see fit to impose.”
3. “**THAT**, the Joint Offeror Cooperation Arrangement, which constitutes a special deal under Rule 25 of the Takeovers Code, be and is hereby approved.”

By order of the Board
I.T Limited
Sham Kar Wai
Chairman

Hong Kong, 22 March 2021

Notes:

1. Each of the resolutions set out in the above notice will be put to the vote by way of a poll.
2. Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her 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. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM, 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 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.
4. A **white** form of proxy for use at the SGM (or any adjournment thereof) is enclosed with the Scheme Document. In order to be valid, the **white** 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, must 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 not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. 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 **white** forms of proxy. The completion and return of the **white** form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM or any adjournment thereof and, in such event, the **white** form of proxy will be revoked by operation of law.

5. For the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM, 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 SGM, 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.
6. Given the ever-evolving COVID-19 pandemic and the importance of safeguarding the health and safety of the Shareholders and attendees of the SGM, the Company will implement precautionary measures at the venue of the SGM 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 SGM, 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 SGM.
 - (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 the Shareholders to appoint the Chairman of the SGM as their proxy to vote on the resolution as an alternative to attending and voting at the SGM 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.