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

## **NOTICE OF THE 2017 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 Annual General Meeting of I.T Limited (the “Company”) will be held at 17/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong on Tuesday, 15 August 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and of the Auditor for the year ended 28 February 2017.
2. To declare a final dividend of 13.0 HK cents per share.
3. To re-elect Mr. Sham Kar Wai as a Director of the Company.
4. To re-elect Mr. Mak Wing Sum, Alvin as a Director of the Company.
5. To re-elect Mr. Francis Goutenmacher as a Director of the Company.
6. To re-elect Dr. Wong Tin Yau, Kelvin, JP as a Director of the Company.
7. To authorize the Board to fix the remuneration of the Directors.
8. To re-appoint Auditor and to authorise the Board to fix their remuneration.

and as special business, to consider and, if thought fit, to pass with or without modifications, the following resolutions (9) to (13) as ordinary resolutions:

9. **“THAT**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”

10. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,shall not exceed 20% of the number of issued shares of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

11. “**THAT** conditional upon the passing of resolutions nos. 9 and 10 set out in the notice convening this meeting, the general mandate referred to in resolution no. 10 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares purchased by the Company pursuant to the mandate referred to in resolution no. 9 above, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution.”
12. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the shares of the Company to be allotted and issued pursuant to the exercise of options which may be granted under the new share option scheme of the Company (the “New Share Option Scheme”) (copy of which is produced to this meeting and signed by the Chairman of this meeting for the purpose of identification), the rules of the New Share Option Scheme be and is hereby approved and adopted that any director of the Company be and is hereby authorized to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme”; and
13. “**THAT** subject to and conditional upon the passing of Ordinary Resolution no.12 set out in this Notice and the conditions referred to therein being satisfied or fulfilled, the operation of the existing share option scheme of the Company adopted on 30 June 2008 (“Existing Share Option Scheme”) be hereby terminated with effect from the adoption of the New Share Option Scheme (such that no further options could thereafter be offered under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect”).

By Order of the Board  
**Ho Suk Han, Sophia**  
*Company Secretary*

Hong Kong, 14 June 2017

*Notes:*

1. Each of the resolutions set out in the above notice will be put to the vote by way of a poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
2. Any shareholder entitled to attend and vote at the above 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. To be effective, a 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 Branch Share Registrar in Hong Kong, 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 9 August 2017 to Tuesday, 15 August 2017, 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 above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 8 August 2017.
5. The register of members of the Company will be closed on Monday, 21 August 2017 and no transfer of shares of the Company will be registered on that day. Upon the passing of resolution no. 2 set out in the above notice, to qualify for entitling the receipt of the final dividend, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Friday, 18 August 2017.
6. A circular to shareholders dated 14 June 2017 containing an explanatory statement as required by the Listing Rules in connection with the proposed buyback mandate under the resolution no. 9 set out in the above notice will be despatched to shareholders together with the 2016/17 Annual Report of the Company.
7. Where there are joint holders of any shares in the Company, any one of such joint holders may vote at the above meeting, 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 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 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.
8. Shareholders should be made aware of the role of the Auditor and the limitations and its role at the above meeting:
  - (a) The auditor conducts an audit in accordance with Hong Kong Standards on Auditing.
  - (b) The auditor is not responsible for the preparation of the financial statements that give a true and fair view. This is the responsibility of those charged with governance.
  - (c) The auditor provides reasonable, but not absolute, assurance that the financial statements taken as a whole are free from material misstatement.

- (d) The objective of an audit for financial statements is to enable the auditor to express an opinion as to whether the financial statements give a true and fair view in accordance with the applicable financial reporting framework, such as Hong Kong Financial Reporting Standards, and the disclosure requirements of Hong Kong Companies Ordinance.
- (e) The audit involves performing procedures to obtain audit evidence about amounts and disclosures in the financial statements.
- (f) The auditor determines the procedures required to conduct an audit in accordance with Hong Kong Standards on Auditing, having regard to the requirements of these Standards.
- (g) The auditor exercises professional judgement in selecting audit procedures to be performed. Audit procedures include the assessment of the risks of material misstatement of the financial statements whether due to fraud or error. In making such risk assessments, the auditor considers internal controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- (h) The auditor's report does not provide assurance in relation to individual elements of the financial statements, or other aspects of operations such as the adequacy of the Company's systems of internal control or the selection of accounting policies.
- (i) The responsibility for safeguarding assets and for prevention and detection of fraud, error and non-compliance with law or regulation rests with the directors and those charged with governance. An auditor should not be relied upon to disclose all material misstatements or frauds, errors or instances of non-compliance with laws or regulations.
- (j) The audit report, including the opinion, has been prepared for and only for shareholders, as a body and for no other purpose. The auditor does not assume responsibility towards or accept liability to any other person for the contents of the audit report. Notwithstanding any answers the auditor gives or statements the auditor makes at the above meeting, the auditor shall not have any liability, responsibility or duty of care towards any individual shareholders or third parties.

*As at the date of this announcement, the Board comprises Mr. SHAM Kar Wai, Mr. SHAM Kin Wai and Mr. CHAN Wai Kwan as Executive Directors and Mr. Francis GOUTENMACHER, Dr. WONG Tin Yau, Kelvin, JP and Mr. MAK Wing Sum, Alvin as Independent Non-executive Directors.*