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中國信息科技發展有限公司
China Information Technology Development Limited

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8178)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Meeting**") of China Information Technology Development Limited (the "**Company**") will be held at Suite No. 5A, 9/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong on Monday, 27 January 2014 at 11 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. "**THAT**

   (a) approval is hereby granted to increase the authorised share capital of the Company from HK$100,000,000 to HK$400,000,000 by the creation of an additional 3,000,000,000 new shares of HK$0.10 each, such shares to rank pari passu in all respects with the existing shares of the Company; and

   (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and instruments and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in and for giving effect to the increase in the authorised share capital of the Company."

2. "**THAT**, conditional upon fulfillment of the conditions as set out in the circular of the Company dated 10 January 2014 (the "**Circular**") of which this notice convening the Meeting at which this resolution is proposed forms part, including (i) the Executive Director of the Corporate Finance Division of the Securities and Futures Commission granting the Whitewash Waiver (as defined in the Circular); (ii) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Offer Shares (as defined below); (iii) the registration and filing of all relevant documents relating to the Open Offer (as hereinafter defined) required by law to be registered or filed with the Registrar of Companies in Hong Kong; and (iv) the underwriting agreement (the "**Underwriting Agreement**") dated 28 November 2013 between the Company and Novel Rainbow Limited, a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of this Meeting for the purpose of identification, becoming unconditional:

(a) the issue by way of open offer (the "**Open Offer**") of 1,796,981,272 new shares of HK$0.10 each (the "**Offer Shares**") to the shareholders of the Company (the "**Shareholders**") whose names appear on the register of members of the Company as at the close of business on Monday, 10 February 2014 (the "**Record Date**"), excluding those Excluded Shareholders (as defined below) (the "**Qualifying Shareholders**") in the proportion of two Offer Shares for every one existing Share held, subject to the terms and conditions set out in the Circular, including the absence of excess application arrangement under the Open Offer, be and is hereby approved and the directors of the Company (the "**Directors**") be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer;

(b) the Directors be and are hereby authorised to make such other exclusions or other arrangements in relation to those Shareholders whose names appear on the register of members of the Company on the Record Date and having registered addresses outside the Hong Kong Special Administration of the People's Republic of China ("**Hong Kong**") or stipulated in place(s) where, in the Director's opinion, the Offer Shares may not be offered without compliance with the registration and/or other legal or regulatory requirements of that jurisdiction or jurisdictions outside Hong Kong (the "**Excluded Shareholders**") as they may deem necessary or expedient and having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, any territory outside Hong Kong and generally to do such things or make such arrangements as they may think fit to effect the Open Offer; and

(c) any Director be and is hereby authorised to do all such acts and things and to sign and execute all such further deeds, documents, instruments, agreements and to take such steps as the Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Open Offer and all transactions contemplated thereunder."

3. "**THAT**

(a) the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive (as defined in the Circular) pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code (as defined in the Circular) waiving any obligation (either unconditionally or subject to such conditions as may be required by the Executive on the part of the Underwriter (as defined in the Circular), Mr. Wei Gao and the parties acting in concert with any of them, to make a mandatory general offer arising from the underwriting of the Open Offer for all the shares of the Company not already owned, controlled or agreed to be acquired by them pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code by the Executive, be and is hereby approved; and

(b) any Director be and is hereby authorised to do all such acts and things and to sign and execute all such further deeds, documents, instruments, agreements and to take such steps as the Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Whitewash Waiver and all transactions contemplated thereunder."

By order of the Board
China Information Technology Development Limited
Hu Zhuoer
Executive Director and Chief Executive Officer

Hong Kong, 10 January 2014

Principal place of business in Hong Kong:
Suite No. 5A, 9/F., Sino Plaza
255-257 Gloucester Road
Causeway Bay
Hong Kong

Notes:

(1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.

(2) A form of proxy for use at the meeting is enclosed.

(3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.

(4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish.

(5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

(6) As at the date hereof, the board of directors of the Company comprises Mr. Hu Zhuoer (Chief Executive Officer) and Mr. Tse Chi Wai as executive directors, Mr. Ng Kwok Fai, Dr. Sun Guofu and Mr. Chen Zhongfa as independent non-executive directors of the Company respectively.

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will be available on the Company's website http://www.chinainfotech.com.hk and will remain on the "Latest Company Announcement" page on the GEM website at http://www.hkgem.com for at least 7 days from the date of its posting.