



# ITC CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 372)

## Form of proxy for use at the Annual General Meeting to be held on Thursday, 16th August, 2012 at 11:00 a.m.

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of ITC Corporation Limited (the "Company"), HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting (as hereinafter defined) or failing him, \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") (and at any adjournment thereof) to be held at Gemini Room, 33rd Floor, Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Thursday, 16th August, 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the proposed resolutions as set out in the notice convening the Meeting (the "Notice") and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31st March, 2012.		
2.	To declare the final dividend for the year ended 31st March, 2012.		
3.	(A) (i) To re-elect Dr. Chan Kwok Keung, Charles as a director.		
	(ii) To re-elect Mr. Chan Yiu Lun, Alan as a director.		
	(iii) To re-elect Mr. Chuck Winston Calptor as a director.		
	(B) To fix the remuneration of the directors of the Company.		
4.	To re-appoint the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	(A) To grant a general mandate to the directors of the Company to issue the Company's shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
	(C) To extend the share issue mandate granted to the directors of the Company under resolution 5(A) above by the nominal amount of shares repurchased by the Company under resolution 5(B) above.		
SPECIAL RESOLUTIONS			
6.	To amend the bye-laws of the Company.		
7.	To adopt the amended and restated bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature(s)<sup>5</sup> \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- Please indicate with a "✓" in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form of proxy is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the board of directors of the Company may require under the bye-laws of the Company, must be deposited at the **Company's principal place of business in Hong Kong at 30th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong** as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) or upon the poll concerned and, in such event, this form of proxy shall be deemed to have been revoked.