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## **ITC CORPORATION LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 372)

### **DISCLOSEABLE TRANSACTION IN RELATION TO FURTHER ACQUISITIONS OF SHARES OF ROSEDALE HOTEL HOLDINGS LIMITED ON OPEN MARKET**

Reference is made to the announcements of the Company dated 20 October 2011 and 25 October 2011 in relation to the Previous Acquisitions.

The Directors announce that the Purchaser, an indirect wholly-owned subsidiary of the Company, has further acquired an aggregate of 28,000,000 Rosedale Shares, representing approximately 4.26% of the total issued Rosedale Shares as at 30 September 2011 as disclosed in the official website of the Stock Exchange, for an aggregate cash consideration of approximately HK\$12.6 million (equivalent to an average price of approximately HK\$0.45 per Acquired Share) during the Relevant Period. As a result of the Previous Acquisitions and the Acquisition, the Purchaser becomes holder of an aggregate of 188,706,000 Rosedale Shares, representing approximately 28.69% of the total issued Rosedale Shares as at 30 September 2011 as disclosed in the official website of the Stock Exchange.

The Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to reporting and announcement requirements thereof. The Acquisition, when aggregated with the Previous Acquisitions, also constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

### **THE ACQUISITION**

Reference is made to the announcements of the Company dated 20 October 2011 and 25 October 2011 in relation to the Previous Acquisitions. The Directors announce that the Purchaser, an indirect wholly-owned subsidiary of the Company, has further acquired an aggregate of 28,000,000 Rosedale Shares, representing approximately 4.26% of the total issued Rosedale Shares as at 30 September 2011 as disclosed in the official website of the Stock Exchange, for an aggregate cash consideration of approximately HK\$12.6 million (equivalent to an average

price of approximately HK\$0.45 per Acquired Share) during the Relevant Period. As a result of the Previous Acquisitions and the Acquisition, the Purchaser becomes holder of an aggregate of 188,706,000 Rosedale Shares, representing approximately 28.69% of the total issued Rosedale Shares as at 30 September 2011 as disclosed in the official website of the Stock Exchange.

The acquisition prices of the Acquired Shares were determined according to the bid and ask prices of the Rosedale Shares as quoted on the Stock Exchange during the Relevant Period. The total acquisition cost of the Acquired Shares under the Acquisition was financed by the Group's internal resources.

The average price of approximately HK\$0.45 per Acquired Share:

- (i) is the same as the closing price of HK\$0.45 per Rosedale Share as quoted on the Stock Exchange on 1 November 2011;
- (ii) is the same as the average of the closing prices of approximately HK\$0.45 per Rosedale Share for the last five consecutive trading days as quoted on the Stock Exchange up to and including 1 November 2011; and
- (iii) is the same as the average of the closing prices of approximately HK\$0.45 per Rosedale Share for the last ten consecutive trading days as quoted on the Stock Exchange up to and including 1 November 2011.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the seller(s) of the Acquired Shares and its (their respective) ultimate beneficial owner(s) is (are) third party(ies) independent of the Company and its connected persons.

## **INFORMATION ON ROSEDALE**

Rosedale is an investment holding company and its subsidiaries are principally engaged in hotel operation in Hong Kong and the PRC, and trading of securities.

According to the 2010 annual report of Rosedale, the consolidated loss before tax and discontinued operations and loss after tax and discontinued operations of Rosedale amounted to approximately HK\$231.2 million and HK\$347.2 million respectively for the year ended 31 December 2009; and the consolidated loss before tax and discontinued operations and profit after tax and discontinued operations of Rosedale amounted to approximately HK\$290.9 million and HK\$412.9 million respectively for the year ended 31 December 2010. In accordance with the interim report of Rosedale for the six months ended 30 June 2011, the consolidated loss before tax and loss after tax of Rosedale amounted to approximately HK\$117.5 million and HK\$118.3 million respectively. As at 30 June 2011, equity attributable to owners of Rosedale amounted to approximately HK\$1,925.9 million.

## **REASONS FOR THE ACQUISITION AND THE PREVIOUS ACQUISITIONS**

The Company is an investment holding company which directly and indirectly holds strategic investments in a number of listed companies. The principal activities of the Group comprise investment holding, provision of finance, property investment and treasury investment.

Following the Acquisition and the Previous Acquisitions and as at the date of this announcement, the Group holds an aggregate of 188,706,000 Rosedale Shares, representing approximately 28.69% of the total issued Rosedale Shares as at 30 September 2011 as disclosed in the official website of the Stock Exchange. The Company accounts for its interests in the Rosedale Shares as interests in associates and shares the net assets and net income or loss of Rosedale pro rata to the percentage of equity interests in Rosedale held by the Group.

As the Directors are optimistic towards the prospects and development of hotel business in the PRC and Hong Kong, the Acquisition enables the Group to increase its strategic investment in hotel business through Rosedale. If suitable opportunity arises, the Group may consider to acquire more Rosedale Shares. The Directors consider that the terms of the Acquisition are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

## **GENERAL**

The Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to reporting and announcement requirements thereof. The Acquisition, when aggregated with the Previous Acquisitions, also constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

In this announcement, the following terms have the following meanings:

“Acquired Shares”	the 28,000,000 Rosedale Shares acquired by the Purchaser on the open market during the Relevant Period
“Acquisition”	the acquisition of the Acquired Shares by the Purchaser
“Board”	the board of Directors
“Company”	ITC Corporation Limited (stock code: 372), a company incorporated in Bermuda with limited liability and whose issued shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning as defined in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, Taiwan and Macau Special Administrative Region of the People’s Republic of China
“Previous Acquisitions”	the acquisitions of an aggregate of 56,630,000 Rosedale Shares by the Purchaser on the open market during the period from 1 September 2011 to 25 October 2011 (both dates inclusive)
“Purchaser”	Asia Will Limited, an indirect wholly-owned subsidiary of the Company, which is an investment holding company
“Relevant Period”	the period from 26 October 2011 to 1 November 2011 (both dates inclusive)
“Rosedale”	Rosedale Hotel Holdings Limited (stock code: 1189), a company incorporated in Bermuda with limited liability whose Rosedale Shares are listed on the Main Board of the Stock Exchange
“Rosedale Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of Rosedale
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board  
**ITC Corporation Limited**  
**Lai Kwok Hung, Alex**  
*Company Secretary*

Hong Kong, 1 November 2011

As at the date of this announcement, the Board comprises:

*Executive Directors:*

Dr. Chan Kwok Keung, Charles (*Chairman*)  
Ms. Chau Mei Wah, Rosanna  
(*Deputy Chairman and Managing Director*)  
Mr. Chan Kwok Chuen, Augustine  
Mr. Chan Fut Yan  
Mr. Chan Yiu Lun, Alan

*Independent non-executive Directors:*

Mr. Chuck, Winston Calptor  
Mr. Lee Kit Wah  
Hon. Shek Lai Him, Abraham, *SBS, JP*