



ITC CORPORATION LIMITED

德祥企業集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

(the "Company")

Procedures for a member to propose a person for election as a director

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation:

1. If a member, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the member himself/herself) for election as a director of the Company at that meeting, he/she can deposit a written notice at the Company's principal office in Hong Kong at 30/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong, for the attention of the board of directors of the Company (the "Board") or the company secretary of the Company (the "Company Secretary") or at the branch registration office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
2. In order for the Company to inform all members of that proposal, the written notice must state the full name of the person proposed for election as a director of the Company, his/her biographical details as required by Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the member concerned together with a written notice signed by the person proposed for election as a director indicating his/her willingness to be elected.
3. The minimum length of the period, during which such written notice(s) are given, shall be at least seven (7) days and the period for lodgment of such notice(s) will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to the date of that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the members at least fourteen (14) days and not less than ten (10) clear business days prior to the general meeting.

Members who have enquiries about the above procedures or have enquiries to put to the Board may write to the Company Secretary at 30/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

Date : 7th August, 2014

* For identification purpose only